



GUILDS™



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DUNGEONS & DRAGONS® PLAYER'S HANDBOOK,
THIRD EDITION, published by
Wizards of the Coast.®



GUILDS



**Alone, we are slaves to the empire.
Together, we can dictate laws to kings.**

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SPECIAL THANKS

Jeff Ibach would like to thank a few people.

To Valerie and Taylore for understanding their dad's hobby and never hiding their enthusiasm.

To Dawn for helping with Guild Adventures.

To Jim Sharkey for taking what was arguably the toughest assignment in this book and continuing fearlessly through hair-tearing nights.

To Ryan Dancy for saying "Toolbox" was the only book he kept in his DM's bag.

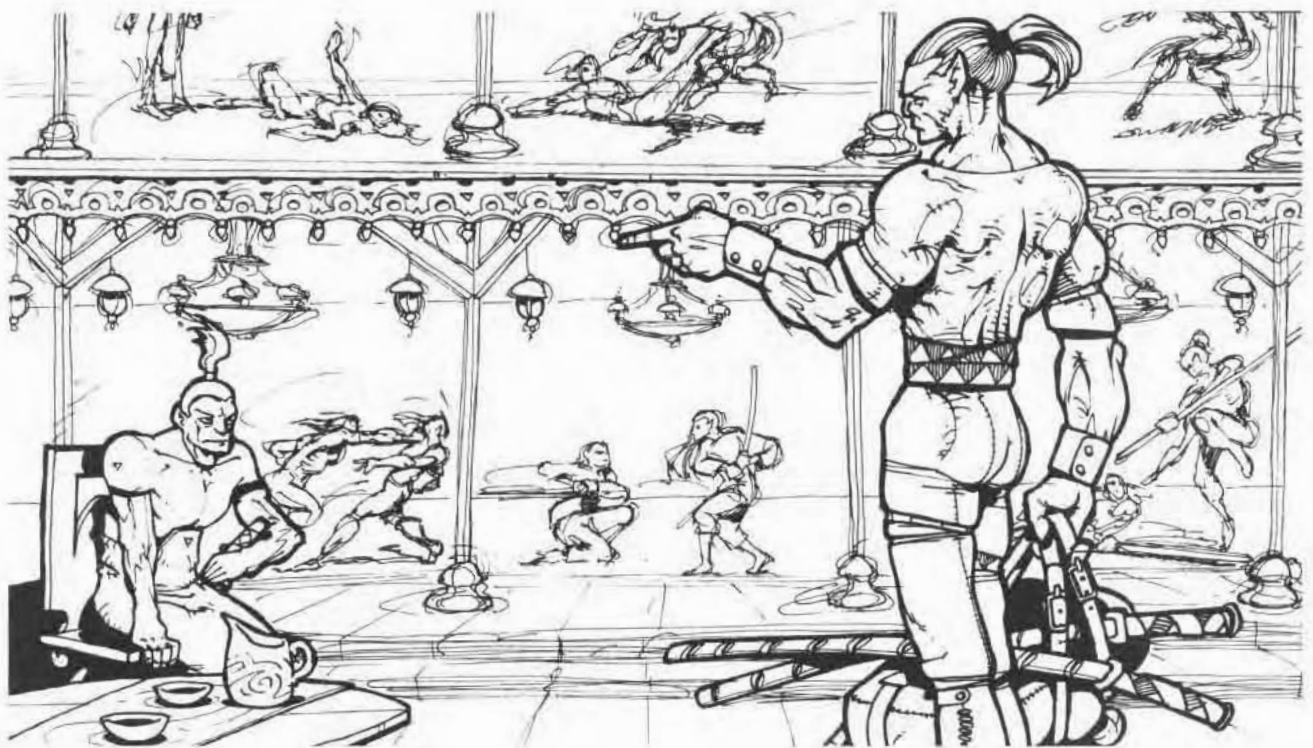
To Sean Holland for loving this company as much as anyone. Kudos.

To Richard Farrese and Gareth Hanrahan for excellent communication.

To Katie Yates and Mary Valles for making us all look good.

DEDICATION

Jeff Ibach would like to dedicate this book to 'The Unlikely Company' and the folks who played them: Torren Alboleam, Samuel Beckett III Equalina Honorus, Tallia Markavian, Owen Preador, and Athanae "Moondown" Durothil.



INTRODUCTION

Introduction	4
Chapter 1: Guild Basics	5
History and Backgrounds of Guilds	5
Apprenticing and Membership	5
The World Around the Guild	7
Guild Definition	7
Guilds and the Campaign World	7
The Guild and Nobility	8
The Guild and Government	9
Guilds and Tradesmen	11
The Guild and Commoners	11
The Guild and Criminals	12
The Guild and Adventurers	12
Evolution of a Guild	13
Humble Beginnings	13
Formal Organization	13
Development Over Time	14
Outside Influences	14
Guild Operations by Type	14
Unofficial Guilds	14
Secret Societies	15
Official Guilds and the Law	15
Cities and Guilds	16
Plutocracies	16
Hierarchy of a Guild	17
The Upper Echelons	17
The Rank and File	17
Symbols of Rank	18
Advancing in Rank	19
Rival and Cooperative Guilds	20
Guild War	21
Membership Wars	22
Specific Types of Guilds	22
Guilds in Humanoid Lands	24
Humanoid Guilds in Human Lands	26
Chapter 2: Benefits of a Guild	27
Contact	27
Gaining Contacts	27
Restrictions and Limits on Contacts	29
Maintaining Contacts	29
Keeping Track of Contacts	29
Benefits Granted from Contacts	29
Guild Training	30
Guilds as Benefactors	35
Best Prices on Raw Materials	35
Equipment Repair/Upgrading Discounts	36
Safe Houses in Foreign Locales	37
Salary Minimums and Insurance	37
Protection	38
Quality Standards	38
Votes	38
Guild Equipment	39
New Uses for Old Skills	40
New Feats	42
New Cleric Domains	43
New Spells	43
Chapter 3: Guild Creation/Operation	45
Starting a Guild Chapter	45
Searching for a Guild and Location	45
Approaching the Guild	46
Approaching the Locals	46
Gathering Support	47
Founding the Guild House	47
Managing a Guild House	48
Interpreting the Charter	48
Dictating Policy	49
Arbitrating Disputes	49
Representing the Guild's Interests	49
Joining a Guild	50
Leaving a Guild	51
Chapter Leadership and Complications	52
Guild Actions	53
Playing a Character Class as a Guild Leader	54
Membership Costs	56

Dues	56
Services Factors	56
Profession Factors	57
Other Monetary Fees	59
Guild Meetings	60
Recruitment Operations and Policies	61
Handshakes, Passwords, and Secret Languages	63

Chapter 4: Sample Guilds	65
Guild Description Block	65
Sample Class Guilds	66
Ancient Quill Historians' Society	67
Arcane Order of the Mithril Star	75
The Farwood Guild	83
The Flowing Cup Merchants Guild	90
The Society of the Sacred Serpent	97
The Wave Cobbler Seafarer's Guild	106
Argent Guard	112
The Charitable Guild of the Lily	113
Dancing Mice	114
Family of the Fox	114
Fearless Band	115
Jade Mantis Dojo	116
The Nine Masters of Garn	117
Shield of Oak	117
Silverheart's Daughters	118
Song of the World	119
The Steel Chain	120

Chapter 5: DMing Guilds	121
Guild Adventures	121
Different Guilds, Same Group	121
Bringing Different Guilds Together	122
Adventure Examples	123
And Evening at the Rusty Anchor	123
Assassination Attempt	123
Cooperation	124
Urban Adventuring	124
Modifying Standard Adventures	124
Maintaining a PC Operated Guild	124
All in the Family	125
Bring the Adventure Home	126
Tailoring Adventures	126
Truces and Goodwill	127
Simplified Bookkeeping	127
Fantasy Currency	128
Other Commonly Traded Commodities	129
Livestock and Produce	129
Gems and Jewelry	130
Property	130
Magic	131
Fantasy Economics Made Easy	131
War	131
Drought and Famine	132
Natural Disasters	132
Plague	132
Gold Rush/Discovery of Natural Resources	133
Prosperity/Peace Treaty	133
Impact of Major Events on Local Economies	134
Ancient Quill Historian	135
Arcane Order Mage	136
Farwood Sentry	138
Guild Master	139
Master Merchant	140
Mast-Raiser	142
Servant of the Flowing Cup	143
Servant of the Serpent	144
Trainer	146
Watchman	147
Wave Runner	148
The Enforcer	150

Appendix 1: Sample Contacts and Adventure Ideas	151
Sample Contacts	151
100 Guild Adventure Ideas	155

Index	159
OGL	160

INTRODUCTION

He that would govern others, first must master himself.

— Phillip Massinger

The usefulness of guilds in a campaign is always a shaky subject for DMs. If there's a thieves' guild - there must be a merchants' guild and if there's a merchants' guild why isn't there a cobblers' guild or leatherworkers' guild? Once you start putting together the pieces, the list of guilds in your campaign can grow out of hand, and managing all of them outweighs the benefits of having them. As a result, most of us simply sweep guilds under the rug and row on merrily with our adventuring lives.

Needless to say, this isn't realistic and staunch players will call a DM on it. If he can't visit the fighters' guild in between sessions, and you suddenly throw him against the orc horde that's coming over the horizon, then there's bound to be some issues when the blood starts flowing.

So, then the goal becomes to collect as many guilds from as many sources as possible and hope they fit together, erstwhile balancing the campaign's thrust with compulsory buzzing guildhalls to be mapped, stocked, and detailed with every manner of NPC [Inhale now] just to make a few PCs happy.

After all, the wizard has his tower as a refuge and the cleric most likely has a church where he can meditate. And these have been detailed in your world book or in notes somewhere, because, after all they are important elements in your *fantasy* world. But merchants squabbling over economics and properties - how can this be important to your campaign?

The answer lies within.

Perhaps it's as simple as building your governments around the guilds. Fantasy societies that learn the value of guilds, advance quickly, and soon there is a blacksmith guild wherever there lies a forge and so on and so forth (you get the picture). Within a matter of years, your gaming world would be shaped by a new economic force — a force that no noble could possibly oppose.

Now, your gaming world is giddy with guilds. But they can't exist without conflict, and they can't procreate without moving into frontiers on the edges of your gaming parameters. The adventurers are now thrust into a new world. Instead of fighting goblins, they are dealing with the inner machinations of a guildmaster bent on controlling

the city. Instead of looting tombs, now they have to worry about lobbyist vying against taxation lest tariffs stop trade between cities. Instead of rescuing the princess, they must insure that the guilds do not unbalance the power between the common man and the nobility.

This book has the answers.

From building guilds, to maintaining them, to allowing PCs to start charters and manage their affairs, this book discusses every level of guild design. Quick, and thoroughly edited, the process of managing your campaigns is easier with this book in hand. So you can finally get back to training that orc horde how to siege the city walls (stonemasons' guild), poison the local water supply (brewers' guild), steal livestock and burn crops (grocers' guild), and kill the soldiers on patrol (mercenaries' guild).

So, if it's in your campaign, chances are the guilds are involved and there's more adventuring at your fingertips than previously imaginable.



Chapter 1:

Guild Basics

HISTORY AND BACKGROUND OF GUILDS

Guilds are a traditional medieval element that worked their way into modern fantasy tales of adventure and right to your run of the mill fantasy game table. They represent a source of adventure that sponsors the characters on a grand adventure, or leads an evil organization with overwhelming resources to fulfill its fate. Guilds represent most professions: weavers, goldsmiths, bakers, dyers, clothiers, cooks, innkeepers, winemakers, notaries, booksellers, weaponsmiths and physicians to offer just a small example.

Guilds were essentially the first unions. Many skilled tradesmen would gather to form a group that could regulate prices, set standards for quality and for safety for workers. In the end these practices ensured both the monopoly and the integrity of their craft. There were two main reasons for this. First, the individual standing alone felt weak and sought strength and security in numbers. Second, those who were engaged in the same business found union desirable and in their collective interest. Guilds also offered social benefits.

In inner circles guilds are frequently referred to as Orders. The names of these orders correspond to the type of the guild, which most high profile and self-important guilds kept. As opposed to saying one belongs to the "merchants' guild" for example, a member would introduce himself as a ranking member in the "Order of the Dealers' Consortium," the name for the local merchants' guild in

town. Proper names for guilds are used more frequently in the cities or towns they are based in.

A guilds' primary purpose is to train apprentices, oversee quality as well as quantity control, and provide for the well being of its members. A sense of responsibility to the community is strong in every guild. The main emphasis of the guild was to produce quality work. In small towns and communities a craftsman could join a guild as soon as he proved the required degree of skill, while in large cities membership could be more difficult to obtain.

Guilds impose important social structure on the citizens of a community and on their economics which depend on the guilds to deliver their promise of quality and fair practice. In some large cities, there are as many as 50 individual guild fraternities operating either under the authorization of the local government or under a charter from the king or ruler of the land. Quality control is strictly adhered to and enforced, as a guild keeps close tabs on the operations which affect its interests. Guilds employ agents to go out into the work force and check for shoddy work. Offenders are publicly punished as an example to those that would dare defy the guild. In the days before guilds were formed, an unscrupulous craftsman or merchant could get away with all manner of shoddy workmanship and other reprehensible practices.

APPRENTICING AND MEMBERSHIP

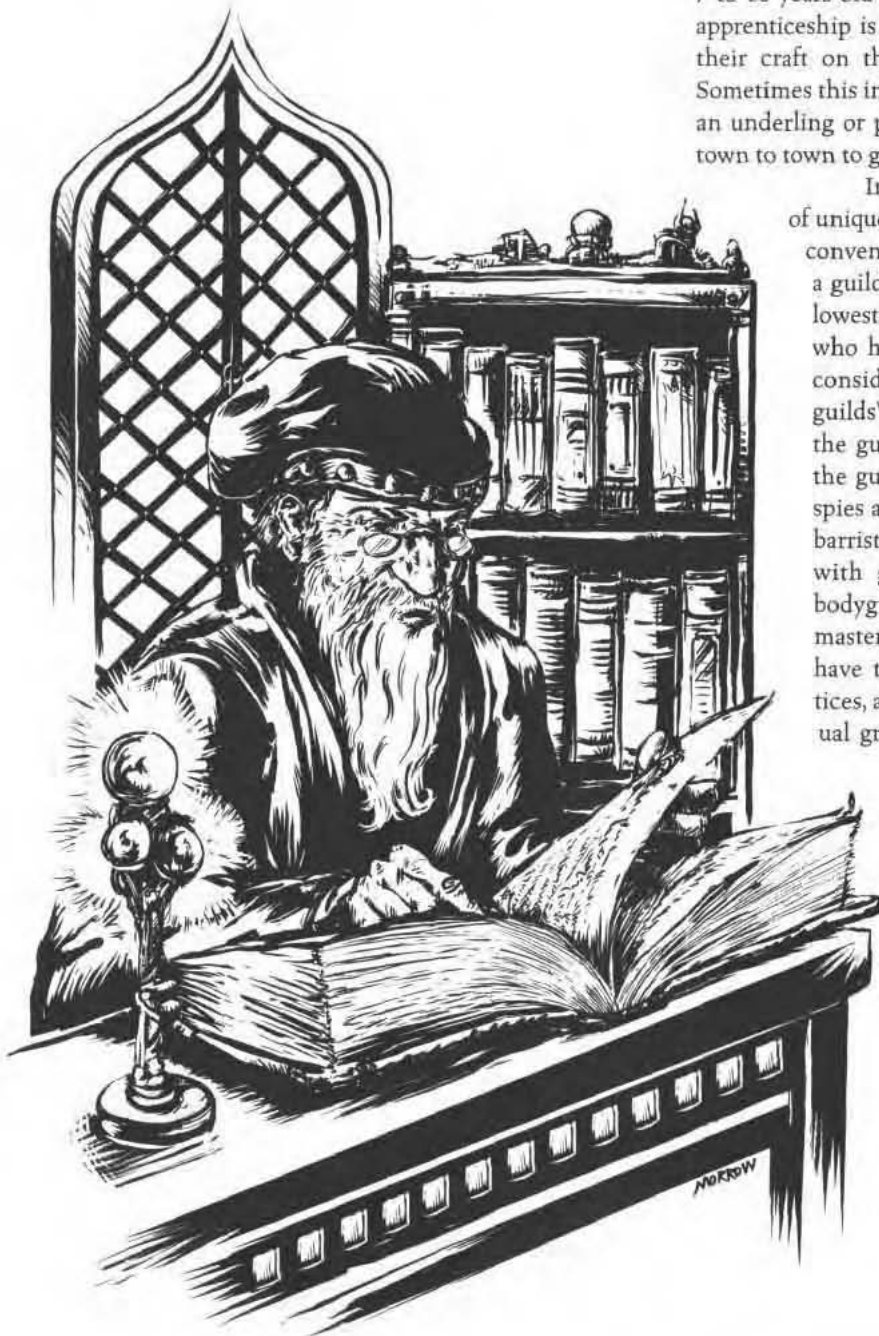
Becoming a guild member, for many, means the continuing prosperity of their family and career as well as a certain social comfort. To say you were a member of a guild carried with it a good deal of weight.

GUILD BASICS

Joining a guild depended on the size of the area the guild was located. In small towns and communities a craftsman could join a guild as soon as he met the standards set by the profession, while in large cities membership could be nearly impossible to attain. Memberships in some large guilds were passed down to sons or daughters in wills or could be purchased from a retiring member for exorbitant fees. Inheriting a guild membership was for some like being handed the key to a vault as it unquestionably cemented your position in society for good.

If you weren't lucky enough to inherit membership, you had to qualify. There are usually standards set to ensure someone wishing to enter a guild has appropriate skills. Some town laws would not condone serving your parent as an apprentice, so many children were bound to a multi-year (usually difficult and underpaid) apprenticeship to an employer who could teach them their trade and who was already a guild member or master. This employer would take care of the apprentice's food, clothing and shelter. Guilds usually limited the number of apprentices a member could have. Most human children are between 7 to 10 years old when apprenticeship begins. Once the apprenticeship is over, the new craftsman could pursue their craft on their own under the guild's guidance. Sometimes this involved staying on with the employer as an underling or partner, but many chose to travel from town to town to gain advanced knowledge of their craft.

In a guild hierarchy there were a number of unique individual positions as well as naming conventions for the members. At its most basic, a guild is comprised of the apprentices at the lowest tier. Next are the journeymen, those who have completed apprenticeship and are considered members, able to perform the guilds' everyday dealings. Masters then report the guild operations they oversee directly to the guild leader. Some master guildsmen are spies and information gatherers for the guild, barristers to help keep the books and interact with governmental laws, and function as bodyguards and enforcers to help the guildmaster administer his will. Some masters also have the duty of simply overseeing apprentices, and organizing other masters in individual groups. Finally, the guildmaster oversaw all operations, and every member, no matter their rank or relation, was accountable to this one person. In very rare instances is a guild run by a council or more than one guildmaster. When a guild operates as one but has guild houses in different cities, each location would have its own guildmaster. Some guilds do maintain a single base or home location however, and there is sometimes a grandmaster here to oversee all the guild masters under his domain.



THE WORLD AROUND THE GUILD

In the towns and cities, guilds can have a strong effect on the structure of the community. Sometimes when a town is incorporated there is a single guild to represent the community, and all the inhabitants are members of that guild. The high-ranking members are the governors of the town who exercise all the powers granted by the town charter. In other towns guilds are allowed to develop independently, but in order to gain a seat on the town council or other governmental body, you had to belong to one of the town's guilds, and achieve a certain rank in the guild's skill or field. While in many cases such a structure run by fair individuals was a great boon, unscrupulous guildsmen seeking power or riches above all else could cajole other council members into seeing an unfair item price fix as beneficial when it really lined the pockets of his friends. Sometimes this cajoling involved bribes, favors in the business in other towns, or possibly threats or blackmail. The web of intrigue that can develop around a town council with members of powerful guilds can be a sticky one indeed.

Many guilds are affiliated with or recognize a patron deity or deities. In fact, among many civilized and honorable lands it is expected a guild take on a relationship with a local church whose god or goddess oversees the portfolio of their craft or interest. Many large guilds or those wishing to remain more closely guarded don't pursue such a relationship. Such guilds may simply keep the deity's symbol as part of a banner or crest and their leaders offer simple lip service to the deity at major guild functions. In some interesting cases, a temple actually acts as the guild house for a craft or interest.

GUILD DEFINITION

A guild is not a cult; at its root the guild provides a measure of craft and social well being for its members, a cult is frequently simply a collection of fanatics or those working beneath a law that others wouldn't recognize. Also, class usually does not denote a guild's purpose. The idea of a barbarians' guild for example is fairly preposterous without some interesting circumstance. Sometimes monks will band together to form a teaching school or to study in peace away from others, but this too is not traditionally a guild. A barbarian or monk joining a mercenaries' guild or explorers' guild however makes much more sense. Guilds that concentrate on a particular craft or skill will naturally tend to draw those of certain classes before others.

A guild does not have to be recognized by authority, but operating under such conditions is difficult. Guilds sanctioned by (or part of) a local government can work into their agreements some protection when dealing with state or royal goods and can even gain tax breaks plus be assured of fair representation in court. Guilds operating in

secret must constantly be alert and are required to allocate significant resources to keep their location clandestine. These guilds nonetheless train apprentices, have varying ranking members, and guild masters as well as offer benefits to their members and operate as such actual guilds. Those who operate a black market, smugglers, pirates, assassins, various dangerous humanoids or monsters, slavers, and of course thieves frequently fall into this category. Guilds of rebels operating to overthrow a government are another example of a "guild in hiding."

A secret society may or may not be a guild, but in many ways comes close to being defined as such and members may enjoy many of the same benefits. A secret society usually operates on a much less informal level than an actual guild, and may not have specific entry requirements.

A knightly order, on the other hand, has many things in common with the guild structure and could easily be defined as a guild. In fact, a knightly order can even take its entry requirements, beliefs, goals and operations much more seriously than your average guildsman, and the benefits and leaders usually inspire a loyalty and camaraderie unknown to even powerful guilds.

GUILDS AND THE CAMPAIGN WORLD

The guild occupies a rather unique place in the world. The guild's members are not truly "commoners," as their valued skills make them a commodity that only the most foolish of rulers would dismiss. They are not, however, royalty, and even the occasional noble guild member generally faces ridicule and social stigma for his mixed status. Similarly, while religious institutions may hire the guild, the guild does not favor such patrons for their religious power. In some countries, the guild is even outlawed, as its members usually set their own wages and choose their own leaders, notions many states feel are inherently dangerous.

In any other situation, with any other organization, the offending group would face prison, exile, or death. Oddly enough, the guild not only survives the too frequent hatred of other communities, but also thrives despite and occasionally because of it. The guild's skills are too valuable a tool or a threat to waste, and even those workers who refuse to join the guild can make a pretty coin because of it. Still, it is a difficult act to balance the guild's utility with its potential threat to the rest of society. Knowing when to oppose and when to serve is the trademark of a superior guildmaster.

THE GUILD AND NOBILITY

If the guild can be said to work well with anyone, it is with the nobility. These nobles are not the ones who truly rule, but are rather the ones who have inherited titles and wealth far beyond their needs, the idle rich. Before guilds, such nobles often vied over discovering artisans to patronize, but the evolution of guilds ended all that. Instead, the richest noblemen sponsor the guild directly, and leave it to the guild to discover and cultivate the next generation of talent. In exchange, the nobility expect surprisingly little, and it is not at all unheard of for a noble patron to be completely ignorant of the guild's operations.

When the time comes, a noble patron sends the guild an order for a service, requesting a masterstroke to prove the guild's proficiencies. These demands are often for simple displays of prowess, rather than a dull, more useful work. Though guild members assigned to these duties complain of wasting time supporting a nobleman's vanity (and indeed, it is assumed that the final product features the patron in some way, such as naming a ship after his wife), in fact a skillful and inspired exhibition can bring the guild immeasurable business as the nobleman's hangers-on and toadies flock to gain his favor by imitating him. More rarely, some nobles (particularly the good- or lawful-aligned ones) put the guild's talents toward public works, most often in parks or the odd public museum.

Surprisingly, even an illegal guild sometimes entertain noble patrons, though such men expect the guild's discretion in all dealings. The noble patron of an illegal guild does not actually offer protection from the law as such, but instead offers the guild inside information on its jobs. While it is an open secret at court whether a nobleman favors criminals (earning him a reputation as a daring or dangerous man), neither the patron nor his colleagues would ever be so crude as to bring it up in polite discussion. Even the patron's fiercest political enemies are unlikely to expose ties to the illegal guild, as the guild itself is usually all too willing to retaliate. Only the most high-minded of nobles would break this secret compact. All others instead acknowledge a criminal guild for what it is: a prize to be won or removed from contention.

The illegal guild, too, must indulge their patron's demand for its talents. Surprisingly, these are often legal ventures, if humiliating ones. The patron tasks the guild toward an activity that does not directly threaten an enemy, but instead proves the noble's power over a foe. This commonly translates as stealing a cherished heirloom, keeping accurate records on the enemy's private life, or uncovering uncomfortable histories. On other occasions, the patron's demand is far more humiliating for the guild, including public acts of criminal skills disguised as harmless trickery or feats, such as rope climbing, mimicry, and dagger-throwing competitions. In such events, the patron's enemy is always present, and the guild

must impress that it is ready to fulfill its master's wishes at a moment's notice. The guild's duties are extraordinarily dangerous, however, and failure guarantees that the noble withdraws his patronage and "proves" that he never had any ties to such a seedy organization.

Noble sponsorship usually does not mean that the patron donates money directly to the guild's coffers, but instead that he purchases buildings and rare equipment or services on the guild's behalf. This is a dicey proposition, however, as a guild that begs its patron too often annoys him, and the patron expects higher demands in return or his outright dismissal of the guild. To seek out a noble patron, the guild master must make a Knowledge (nobility and royalty) check, with a DC equal to 1/10th the amount of gp in goods and services the guild master wishes to receive monthly. Success means whether someone of that stature exists (at the DM's discretion, no such nobles exist, or else the success could instead mean who is willing to pay less than that but more than most). The guild master must then make an opposed Bluff or Diplomacy check against the potential patron's Sense Motive skill. Offering a bribe or sample gift gives the guild master a competence bonus equal to 1/100th the gp value of the gift (assuming the patron accepts it; if he refuses, a like penalty is inflicted instead), while the noble gains a circumstance bonus to his Sense Motive check equal to the DC of the previous check. The noble gains an additional +10 circumstance bonus to this check if the guild is illegal, and a further +5 circumstance bonus for every noble patron the guild already has. If this second check is successful, the amount the check beat the DC by is the number of months that go by without the patron demanding a show of the guild's skill. At the DM's discretion, the noble may refuse bribery or the offer to patronize, depending solely upon his personality. Members of the guild other than the master may attempt to secure patrons for the guild, but suffer a -10 circumstance penalty to these checks.

When it comes time for the noble to demand a show of the guild's skill, the guild assigns a member (not necessarily a PC) to the task. The DC is equal to 1/10th the amount of gp the guild receives in a month, or the previous display success score, whichever is greater. Failure means that the patron is displeased with the guild's efforts, and refuses to sponsor it for 1d8 months. If the check fails on the result of a natural 1, the display makes the patron look foolish, and he angrily severs ties to the guild. If the loss of face was particularly devastating (i.e. the patron of an assassins' guild finds that his agent was captured alive), the guild may even have a new enemy on its hands.

Noble members of guilds are an exception that proves one of the two rules: that either the guild serves the nobleman, or the guildsmen are of lower station. It is something of a scandal for a noble-born man or woman to enter

GUILD BASICS

a guild, as the guild's oaths demand loyalty to the guild's members and leaders. When one of society's elite acknowledges a mere workman as his master or peer, the other nobility tend to dismiss and ridicule their cousin as "common." Such ostracized individuals may not seek patrons for the guild, and suffer a -5 circumstance penalty on all Charisma-based checks with their land's aristocracy, even if the member leaves the guild afterward. These penalties do not extend to guilds, which feature a skill that is always a class skill for the noble's race, such as a noble dwarf joining a stonemasons' guild.

THE GUILD AND GOVERNMENT

As with any large business, the guild takes a keen interest in local politics, and if especially powerful, the guild may even exert a degree of control over the state government. It is not unheard of for the richest and most respected members of the guild to have a seat in a city council, for instance, or to host festivals or sponsor parades on public holidays. Gifts and favors are also common trades between the guild and government officials. While these dealings may lead to graft and corruption of public officials, they may also lead to genuinely benign programs for the public.

TABLE 1-1: GUILD CHARTER POWERS

Guild Power	DC Change
Base DC	10
Compulsory guild membership for tradesmen ***	+20
Every previous renegotiation of the charter	+5
Every previous suspension of the charter	+10
Guild controls legal regulation of prices and wages *	+10
Guild controls legal regulation of safety and quality **	+10
Guild controls legal regulation of trademarks	+10
Guild-established hiring policies	+5
Guild-established price for its goods and services	+5
Guild-established regulation of safety	+5
Guild-established wages	+5
Increased taxes *****	-5
Reduced rates for government contracts ****	-5

* The guild must already have established its own prices and wages. The guild may raise or lower the costs of trade goods and services by up to 25% for poor quality goods, 50% for standard goods, or 75% for masterwork goods. This may reduce cost below profit or even production costs, forcing the guild and independent tradesmen to lose money on every sale. To change the cost again, the guild must renegotiate its charter.

** The guild must already have established its own regulation of hiring policies and safety. The guild may force all trade goods to be of a minimum of standard or masterwork quality, or a maximum of poor or standard quality. To change the cost again, the guild must renegotiate its charter.

*** The guild must have already legally regulated prices, wages, safety, quality, and trademarks. Compulsory membership may either legally limit certain trade equipment to the guild's use, or else the government levies a fine for all those who practice the guild's trade without paying its membership dues.

**** This reduction may be taken up to 5 times, each time lowering the DC of the checks by 5. Every time this option is taken, lower the costs for goods and services sold to the government and its officials by 20%. When renegotiating the charter, the DC may be raised by 10 to remove one of these reductions.

***** This reduction may be taken up to 2 times, doubling the guild's fines and annual taxes each time. This does not allow the guild to raise the prices of its goods or services. When renegotiating the charter, the DC may be raised by 10 to remove one of these reductions.

The charter may only be renegotiated annually, beginning with the year following the first. Failure means the contract remains the same for the next year. To reinstate a suspended charter, the guild must agree to whatever penalties the government decides upon, and complete the sentencing.

The more complex the guild's charter, the more often the guild faces routine investigations. To determine how often a government auditor performs an inquiry, the DM should roll 1d12, subtracting 1 for each guild power on the charter (including the base DC, the number of renegotiations and reinstatements, and the reductions and removals of reductions). The result is the number of months until the next inquiry. If this reduces the number of months to or below 0, the guild is subject to constant government scrutiny. Inspectors are experts of any level and any lawful alignment, with high ranks in skills in the guild's trade, as well as the Sense Motive and Search skills.

If the guild engages in a work stoppage, guild members still draw a salary from the guild's coffers, while the general cost for the goods and services the guild offered doubles each successive month. If the guild runs out of money, the stoppage ends, and the guild members must choose between starving and returning to work, effectively destroying the guild. The DM should consider the guild's nature when determining the effects of a stoppage on society, as well as whether the state can find an alternate source for the guild's services. In any case, work stoppages are not an option for the guild if more than half of its income comes from criminal activities.

GUILD BASICS



The most common dealing between a government and the guild is notarizing the guild's charter. Though this technically only makes the guild a legal entity, subject to taxation and legal regulation, the government may also grant the guild certain powers within the charter's boundaries. These legal powers typically allow the guild to regulate its own wages, prices, and hiring policies, but may also include such sweeping control over their trade as setting standards of quality and pricing in the industry, or the regulation of trademarks and patents. In the case of extremely powerful guild members or important trades, the guild may even have a legal monopoly, forcing everyone in the craft to join or face criminal punishment from the government.

These powers come with a toll, however. With greater control and status, the guild faces tighter regulation and oversight from the government. Inspectors may demand the guild keep and provide accurate accounting ledgers, membership rosters, meeting records, and reduced rates for government contracts. Failure to comply may lead to the government seizure of guild property, fines, and prison sentences for members, or rationing of raw materials the guild needs for its trade. The ultimate penalty for the guild itself is suspension of the charter, rendering the guild illegal and allowing the government free reign to use any of the above punishments on guild members.

Though technically any guild without a notarized charter is illegal, city officials and police actively hunt the guild down only if it either engages in illegal activity or who has had its charter suspended. Governments take criminal guilds as very serious threats, often placing bounties for the capture or deaths of key guild members. Unless the guild specializes in stealth and subterfuge, its best options are to either influence lawmakers to notarize the charter once more, or to flee outright. The guild may have a few corrupt officials or members of the guard in its pocket, but the law almost always hunts it.

Of course, the guild is not without its own methods of keeping the government in check. If the guild feels the government has encroached too far, the members or the masters may call for a work stoppage. The effects of such an act vary widely, depending on the need for the guild's trade, the availability of independent tradesmen, and so forth. A guild of cartographers stopping work would almost certainly go unnoticed outside of seafaring communities, while few states can survive for long if every blacksmith abandons his forge. This is a dangerous tactic, however, as the guild and its members are relying solely on their savings for income. Should the government outlast the guild's reserves, or guild members break the embargo, the whole effort is wasted and the guild has likely lost ground.

To notarize a new charter or renegotiate an old one, the guild must have at least 50% of its profits be legal in a predominately non-lawful society; 60% in a lawful evil society, or 75% in a lawful good or lawful neutral society. The guild member negotiating the charter's legality must make successive Knowledge (law) and Bluff or Persuade checks (as the DM sees fit, but with the same DC as the law check) to add legally enforced by-laws to the charter, as follows:

GUILDS AND TRADESMEN

The group that causes the guild the most frustration and embarrassment is not even a cohesive group at all, but rather the tradesmen who refuse to join the guild. Even the most tolerant guild member likely finds outside tradesmen suspect and amateurish, opinions the guild itself almost always pushes upon society as a whole.

The guild's first choice in dealing with outside tradesmen is to recruit them. This solution is usually the easiest and most beneficial to the guild, as it converts an enemy into the fold while avoiding the confrontational other methods. The guild has many options in convincing others to join; usually its many benefits will suffice. If the guild is evil, it may also resort to blackmail, extortion, or taking hostages, but rarely harms the tradesman himself unless the guild is convinced the tradesman is too willful to join and too skilled to remain free.

Some tradesmen, however, do not see any true benefit to joining the guild. Though the guild offers them more work, the tradesmen see their profits offset by membership dues and guild commissions. Others find the guild's regulations too restrictive, forcing the guild's own standards on its members, and in some cases even claiming the tradesmen's trademarks and patents. Still more simply do not care to answer to anyone other than his or her customer, or to have their work assigned to them.

Though most tradesmen join the guild after it pressures them, the rare few who do not are the ones whom the guild most hates and fears. Such rebels rarely keep quiet or flee, even if doing so would be in their best interest. Instead, most retaliate. A few choose to fight the guild in legal battles, and predictably fail before the guild's endless coffers. Particularly angry tradesmen prefer to attack the guild directly, destroying or driving off its members. The rest take their vendetta to the shadows, sometimes striking against the guild's members directly, other times sabotaging its efforts.

In any case, the relationships between the guild and unassociated tradesmen are strained at best. When interacting with unaffiliated tradesmen, guild members suffer a -5 circumstance penalty on all Charisma-based checks (including Intimidate checks). The same holds true for outside tradesmen interacting with the guild and its agents.

THE GUILD AND COMMONERS

Though few members of the guild are noble, none are truly commoners anymore, by virtue of their exceptional skill in their trade. While some guildsmen feel pity or a need to help the unskilled commoners, it is just as common for other guild members to feel themselves superior. The guild provides a unique service, after all, and its members are the finest in the land. There is no comparing a guild member to the serf that toils in the fields — the tradesman is plainly the better of the two.

Even though skilled workers might feel more important than mere commoners, the fact remains that in most states, there is no distinction between the two in the eyes of either the aristocracy or the law. Furthermore, unless a guild is unusually powerful, there is little it can do in the face of a peasant boycott of their services, or even a peasant mob attacking individual members. Though the guards are likely to catch and punish peasants who sack a guild hall or beat or murder a guild member, execution or exile are far less common sentences than branding or imprisonment between harvesting seasons.

If a guild member cheats or mocks the local commoners, the peasants may take their meager business elsewhere, potentially forcing the guild to reprimand its rude member. If, however, a guild member has caused the death or permanent injury of a peasant or his loved ones, the peasant may incite a riot any time the following week. The peasant may make a Charisma check (DC equal to 20, minus the number of times the guild member has previously treated the common folk so callously). If successful, the resulting mob size depends on the guild member's level. For every character level of the offending guild member, the mob contains 1d6 commoners of 1d4 levels each. If the Charisma check succeeds with a natural 20, the local city guard (or equivalent police group) stands down during the riot, possibly even joining in the mayhem. The mob has a +2 morale bonus to all attacks and damage rolls against guild members and guild property, and an additional +2 (to a total of +4) morale bonus against the guilty guild member himself. The rioting commoners seek to kill the guild member and destroy or steal all his possessions, but individual commoners surrender or flee after suffering half their hit points in hits. The commoners are armed with pitchforks, knives, torches, whips, and clubs. The riot ends when the guild member is dead, the commoner calling the riot is dead, or the rioters have not seen the guild member for 4d4 hours. Commoners of lawful alignment may not incite a mob, though they may join in during the heat of the moment.

Illegal guilds have few dealings with the common folk, excepting those guilds, which operate in evil societies. Black marketeers or smugglers can make a killing by selling food or luxuries to the peasantry, while the more noble-minded guild engenders steadfast loyalty among the general population of commoners.

Members of an illegal guild may choose to be either profiteers or saviors, gaining half again the standard rate for goods sold to peasants (assuming the peasants can afford the higher prices), or donating contraband to the commoners directly. Those who freely aid the commoners gain a +5 bonus to their Leadership score for the purposes of recruiting followers and cohorts from the peasant population. In either case, if the guild member actually arms peasants, the state sets a bounty of 10d10 gp for the tradesman's capture or death. Every time the guild member donates weapons, this bounty increases an additional 10d10 gp. While a clever disguise and cover identity may delay any reward seekers, eventually the bounty swells enough to attract the attention of the finest bounty hunters in the land.

THE GUILD AND CRIMINALS

Unless the guild profits directly from crime, chances are that it prefers to avoid any ties to criminals at all. For all that black market dealings provide in useful or cheaper services, few governments would hesitate to revoke a guild's charter for making such backroom trades. While individual guild members may operate on the black market, these ventures are always sideline businesses, and the guild itself would quash their errand should it discover his illicit deals.

Of course, the criminal guild deals almost exclusively with other criminals as well as the odd corrupt official. Though still intolerant of independent operators who should join the guild, almost all other aspects of the underworld are either allies or at least distant acquaintances. It is a rare career criminal that can show his face in public, creating a shadow society within other states. The most famous sector of this second world is the black market, but safe houses, fences, message services, and more are all here, and with powerful entities like the guild in play, the underworld even has its own laws and its own enforcers. More pointedly, the criminal guild has little choice but to recruit from the unseemly lot of malcontents in the underworld. To many criminals, membership in a guild is as prestigious as joining a king's royal guard.

Regardless of the guilds own legal status, hiring on or experimenting with monsters is a serious undertaking. Few of the 'civilized' races look kindly on monsters, while the monsters themselves rarely deal without having hidden agendas. Still, if the monsters' price may be met, then monsters can usually produce what few other races can. The illithid alone have historical and scientific texts that many guilds would kill for, and have. Of course, some monsters may form guilds of their own...

A member of the criminal guild finds that his organization opens doors for him in the underworld. Unless the guild member or his allies have a price on their heads, they may move through the underworld almost invisibly,

and alerts no one to his presence during Gather Information checks to locate other criminals or illegal businesses. Even if the guard or some other limb of the state is actively hunting the guild member, he can stay ahead for a while by relying on his criminal contacts. Though he may still alert others to his presence during Gather Information checks, so long as he relies solely on the underworld for his information, anyone pursuing him takes 1d4 additional days to find him. At the DM's discretion, if a spy has infiltrated or otherwise compromised the guild, this may become 1d4 hours instead.

THE GUILD AND ADVENTURERS

Adventurers are almost equal to guild members, at least as far as the guild itself is concerned. Like its members, adventurers' rarefied abilities set themselves apart and above the common throng. Unfortunately, adventurers lack the discipline to dedicate themselves to a true craft, rather than wandering the wilderness in search of plunder.

Still, the guild occasionally needs a catspaw in delicate matters, and adventurers fit the bill admirably. The guild, after all, built itself around its specialty, and it can respect a well-organized and successful party of adventurers. While the guild is unlikely to tolerate hiring outsiders who should really be members, it sometimes offers a membership as part of a contract with a party, a reward granted only after the mission's success.

When working for a guild, a party receives a contract if the mission is legal, or a sworn statement if it is not. In exchange for successful completion of a mission, the guild may offer a variety of rewards, including but not limited to: payment in the standard coin of the realm or of neighboring countries, any goods recovered during the mission but not covered by the contract, a discount on items or services provided by the guild (anywhere from 25-75% off, but never below cost; the amount a party can use is generally set at about 15% more than they would have received in gp), guild membership, information that the guild is privy to, or one-time and supervised access to its connections, private equipment, or records. If the guild finds that a party succeeds repeatedly and performed with the guild's best interests at heart, it may even offer them a retainer, a salary in exchange for working for the guild (and the guild alone — no unauthorized adventures) on demand.

For the adventurers' part, the guild is generally a trustworthy ally. The standard contract usually involves paying the party anywhere between a quarter and half of their benefits up-front, so long as the party has a reputation for fairness. If the party has such a contract, then the guild probably expects the party's survival, and in any case the guild usually discloses any expected difficulties it is aware of. Since the guild is interested in hiring adventurers, it is usu-

ally truthful, too, lest word get out that it views such hired help as expendable. Of course, if there are no survivors on a mission, the guild's reputation is likely intact, and sometimes the guild may be hedging their bets by sending in adventures after the guild's own monstrous allies...

EVOLUTION OF A GUILD

In most fantasy realms, a guild is often a powerful, influential force in the political world of kings, princes, and nobles. They can rule neighborhoods, towns, cities, or even entire kingdoms with their political and economic might, and can prove to be either benefactors or adversaries for adventurers of all varieties. All traditions and institutions must begin somewhere, however, and many often wonder exactly how such powerful guilds came into existence in the first place.

HUMBLE BEGINNINGS

Although the intent of those responsible for their origins vary, most guilds have their beginning in a simple agreement between peers of a given profession or occupation. Whenever two or more craftsmen come together for mutual benefit or protection, the possibility of a guild exists. This is rarely the intent of such meetings, of course, for few working men or women have the ambition or resources necessary to contemplate such a thing, but the hand of fate often steers people in directions they would rarely choose for themselves.

The two most common elements that bring competitors together are protection and profit. Oppressive economic climates wherein independent businessmen are stifled by the influence of some dominating force, whether it be a tyrannical monarch or an overreaching criminal element, can often bring individuals together in hopes of finding protection in numbers. Several blacksmiths operating in unison, for instance, can hope to resist the pressure from a monarch to provide extremely discounted rates to his militia, whereas a single smith would find himself quickly overwhelmed by the threatening demeanor of a king's servants. Situations like this can arise in less than ideal circumstances are often the impetus for guilds to form, if for no other reason than the personal and professional protection of those joining the guild.

Other than protection, the other primary reason for a guild's formation is profit. Competition in any marketplace tends to benefit the consumer and only the consumer, to the detriment of those offering goods and services for a price. In a market that can support multiple individuals offering similar services, the one with the lowest prices tends to succeed where the others must scramble for business.

FORMAL ORGANIZATION

The transition from a loose association of individual professionals is seldom an easy one. The true power in any fantasy realm lies in two areas: military and economics. In some cases, craftsmen associations are forbidden to organize and are even ordered to cease their activities outright when their existence comes to light. This is rarely successful, however, and typically leads to the group going underground to avoid detection.

More frequently, ruling bodies grant permission for these associations to continue, but place restrictions of some sort on their operations so as to ensure there is no threat to their rule. The first and most frequent requirement these associations must fulfill is to create a public charter that exactly details their purpose, power, and membership. This benefits the ruler or rulers in many ways. First, it grants the association legitimacy and allows them to conduct their business publicly (meaning that the ruling body can keep a close eye on their operations). Second, it clearly defines the group's purpose and power. Third, a charter clearly defines who may and may not join a guild, allowing the ruling body to subtly influence a guild's competition if they so desire. Finally, the powers that be typically reserve the right to accept or refuse a charter, automatically granting them some measure of control over the guild and its members.

In addition to requiring a charter that must be approved, it is not uncommon for monarchs or ruling bodies to require a guild to have a noble sponsor. This is an exceptional arrangement for the monarch and sponsor, although the guild may or may not find such an arrangement to their benefit. Depending upon the ruler's whim, the sponsor may be hand picked or the guild may be responsible for locating someone willing to serve as a sponsor. Hand selecting a sponsor allows a monarch to ensure that someone loyal to them is closely overseeing all guild activities and will alert them to any questionable actions taken in return for their favor and a reward of some sort. On the other hand, forcing a guild to locate their own sponsor can be a subtle means of dispatching with them altogether, as the monarch can easily make it known to all potential sponsors that it would be in their best interest to decline the guild's offer. Despite the potential profit inherent in sponsoring a guild, no noble is likely to take up such a role if it is accompanied with the local monarch's scorn.

Assuming that the interference offered by the local ruling body is minimal, the creation of a charter is essential to the evolution of a loose confederation of individuals to a truly organized, mutually beneficial guild. The clear definition of purpose and power can forestall many arguments between members regarding the guild's direction and intent, which can easily come into question in later years. Exactly what the charter details varies considerably

on the guild, those responsible for creating it, and the reasons for which the guild is being founded. Guilds founded as a means of protection its members will likely have charters detailing exactly how the guild will right wrongs done to individual members and what preventative measures will be taken against whatever problems the members have been having prior to the guild's formation. Those formed with an interest in economic manipulation will likely have much more visceral rules detailed in their charter, with profit-sharing, percentages of income, and required minimum prices for guild members to maintain in their shops.

A guild requiring a noble sponsor faces more potential complications during its early formation. These sponsors have, by definition, nearly as much power over the guild as the guild master, and can cause considerable problems if their vision of the guild is different from that of the membership. Unfortunately, there is little a guild can do to override the concerns of their sponsor. They are required to have one in order to continue their activities, and the sponsor has almost unlimited veto power due to their appointment by the local authorities. If there can be any positive ramifications to such an arrangement, it is that most such sponsors are quite interested in the idea of profit, and will be eager for the guild to become a viable entity so that they may share in its wealth. Again, this is problematic for the guild, as they must now share their resources with a greedy and often unscrupulous third party, but at least they can expect support for their economically based actions and policies.

DEVELOPMENT OVER TIME

No body as complex as the average guild can remain static. Ongoing changes in the membership, not to mention periodic changes in the leadership, lead to a constantly evolving atmosphere that can alter a guild's intent. Guilds founded for altruistic purposes can become power-hungry, and economic-based guilds may evolve over time into organizations geared toward the protection of their members and the consumers they serve. How a guild changes and develops over time is unique to each case, but in general terms, a guild is either progressive or conservative in its tendencies.

Conservative guilds are more common than those that embrace a progressive outlook. To the membership and leadership of a conservative guild, the most important issue at hand is that they retain their current level of prestige and influence. Guilds of this nature rarely deviate from their original charter, perhaps because of an initially intractable sponsor or simply a very reserved membership, and focus most of their energy on expanding the membership rather than expanding their benefits or changing the scope of their operation.

Progressive guilds are exactly the opposite. They are interested in growth and change, and will risk their current standing in order to achieve it. Such guilds are often focused on more rights and freedoms for their members. In some cases, the guild's progressive nature is directed exclusively toward acquiring power and wealth, which can result in even more ruthless practices than conservative guilds. Guilds such as these often begin with younger sponsors who are more willing to accept innovative practices and policies.

OUTSIDE INFLUENCES

The normal evolution of a guild notwithstanding, there are any number of outside factors that can shape the direction and changes a guild undergoes over the course of its existence. An exhaustive list of factors capable of such influence would be impossible to collect, but here are a few of the more common influences and how they tend to affect a guild like war, plague, natural disaster or a political coup (see fantasy economics made easy in Chapter 5).

GUILD OPERATIONS BY TYPE

The day-to-day life of most guilds is rather dull. The slow grind of commerce or endless shop talk about some craft or special interest is hardly the stuff of adventure. It is only when guilds are changing, growing or being threatened that they spawn adventures.

UNOFFICIAL GUILDS

Most governments insist that a new guild must have an official charter, signed and sealed by the local lord. This ensures that no guild can be formed without the approval of the nobility. Refusing to ratify a charter, of course, does not mean that the crafters cannot form a guild; they merely cannot form an official guild. Unofficial guilds lack legal protections, and can be harassed and accused of criminal activity. Such underground guilds work much more like organized crime than anything else. An official guild can issue proclamations that raise prices everywhere in a region. An unofficial guild cannot present the same united front; the success of a resolution to raise prices depends far more on the charisma of individual members — without the weight of an official proclamation behind him, a trader may not be able to convince his customers to pay the higher prices.

Unofficial guilds also cannot maintain a monopoly. A chartered guild has authority over all aspects of a trade in its city; in a city with a goldsmiths' guild, no one can be a goldsmith without being a guild member. Without a charter, though, an unofficial guild cannot legally stop others from practicing the same craft in town.

Unofficial trade guilds go underground only when they cannot get a charter. Some guilds, however, are always unofficial and secret. The obvious example is the thieves' guild — very few governments would ever sanction thievery with an official charter. Other underground guilds include beggars' guilds or those dedicated to illegal magic, like necromancy. Underground guilds lack political clout, and must hide themselves from the eye of the authorities, but do have all the other benefits of being a guild.

Underground guilds also function like official guilds, in that their goal is improving the fortune of members without any higher purpose that might distract from this. Underground guilds may keep to the same shadows as conspiracies and secret societies, but they have a flexibility that the others lack. A secret society is dedicated to some purpose that drives and defines it, such as overthrowing the king, guarding the sacred tomb, or summoning the Great Old Ones back to destroy the world. Guilds, even underground ones, are just in it for the money and self-preservation. Also, a guild has no ultimate goal, whereas a conspiracy is aimed at achieving something. Guilds can compromise much more easily, and are able to accept status quo as a viable outcome — they can take a longer view.

For example, the Inner Guild in the Flowing Cup Mercantile Combine (a detailed guild presented in this book) is really a secret society, whereas the Outer Guild is exactly what it claims to be, a merchants' guild. The Inner Guild would sacrifice anything to achieve its goals, even risking death and destruction. It is dominated by a higher purpose. The Outer Guild, on the other hand, has a more balanced, cautious outlook, and is dominated by profit. At some point, these two will come into conflict; the Inner Guild will call for sacrifices or efforts that are wholly unacceptable to the merchants of the Outer Guild.

SECRET SOCIETIES

Many secret societies model themselves on guilds. Any society that intends to accomplish anything in the long term must be organized and the two most common systems are the *hierarchy* and the *cell*.

In a hierarchy, society members are organized into ranks and there is a clear head of the organization and a clear chain of command. Members may rise in rank by completing tasks. Such societies are centralized, and can maintain a headquarters (analogous to a guild hall). Hierarchies are able to act more quickly and assemble more resources than a cell structure, as every member of the secret society can be called upon by passing orders down the chain of command. Religious secret societies and cults are organized in a hierarchical fashion.

Cell structures, on the other hand, are designed for maximum secrecy instead of efficiency. In a cell structure, members are grouped into cells of a half-dozen people.

Only one member in a cell knows how to contact the cell "above" and only one member (usually a different member) knows how to contact the cell "below". No one in a cell truly knows who is head of the secret society or how big the organization is. If the cell is compromised, then the damage to the society is limited. Only that cell will be destroyed immediately, and only the cells immediately neighboring that cell will be at risk. The society can quickly change its passwords and secret signs to isolate the destroyed or corrupted cells.



OFFICIAL GUILDS AND THE LAW

While an unofficial guild has no legal standing, an official, chartered guild is another matter. Official guilds are far more like a modern-day corporation than a small business, a legal entity in its own right. Guilds that break one law or another have the same rights to trial that

a noble does. Furthermore, as a guild is not a person, the punishment for a guild is usually a fine (either a flat amount of money paid from the guild's coffers, or an extra tax imposed on the guild's business for a few years) instead of imprisonment or corporal punishment.

A guild guilty of a major crime may be disbanded, or have its charter removed. All members of the guild may be deemed criminals — the first time most guilds find out about this is when the guild hall is surrounded by armed troops. Guilds stripped of their character generally go underground, although the members may simply drift apart and return to being simple traders, without the influence and common bonds provided by guild membership.

Often, guilds are the driving force behind the establishment of formal legal systems. They fund institutions like town watches and street cleaning, and legal disagreements and bargaining between guilds give rise to courts and systems of law for the commoners instead of just the nobility.

CITIES AND GUILDS

Cities concentrate wealth and crafts, and are the strongholds of the guilds. In any city, the half-dozen or so largest guilds will be among the chief power brokers in politics. For the higher-ranking guild members, actually working at their craft is a distraction compared to the real task of manipulating and controlling events in the city. A guild has several advantages:

- Great control over some facet of trade or craft.
- Wealth.
- The support of an organized section of the populace.
- Solidarity with the other guilds.

However, a guild's influence in a city is limited because:

- Few guilds have any real military or magical might.
- The power of the guild is dependent on others — a guild cut off from its suppliers, customers and allied guilds is just a room full of over-ambitious commoners.
- A guild, even a religious one, has no divine right or real authority in the way that nobles or the clergy do.
- Few guilds have any influence or abilities outside their craft.

Guilds are therefore at their most influential in peaceful times, when trade and mundane civic matters are among the major concerns of the government. When more important things like war, plague or catastrophe threaten a city, the power of the guilds is reduced by the crisis, and commonly the only solution is for the guilds to throw money at the problem until it goes away. However, a guild gains notice when a problem falls within its sphere of expertise. For example, if a dragon threatens a town,

then the local monster hunters' guild suddenly gains massively in influence. If everyone in a land is trying to flee overseas to escape a plague, the shipwrights' guild master can gain the ear of whosoever he chooses, as everything is now dependent on the skills of his followers.

In some places, guilds can become so influential that they determine every aspect of how a city is governed. Perhaps the guild masters elect the ruler of the city, or perhaps the hereditary lord of the place is so weak and cowed that he will do as he is told. The governments of such cities rarely trust their neighbors — after all, a noble is loyal to his liege lord, but a guild master is loyal only to himself and his guild — but because guilds operate on a system of merit instead of simple inheritance, such cities often prosper under the guidance of the guilds. Town guards are formed and funded, and more care is paid to developing the infrastructure of the town (such as roads, sewers, public buildings, and the like).

Trading laws in a city dominated by guilds are strictly enforced. A chartered dwarven weapon smiths' guild can set the price of a sword at some number, but if a merchant undercuts them by bringing in cheap human-made blades, the dwarves must go to the local authorities and demand that their charter be heeded, a process that may take some time. When the guilds are running — or are — the local authorities, the same opportunistic merchant will end up in jail much, much quicker.

However, guild cities are not bastions of enlightened rule by any means. As the city is dominated by a coalition of politically minded guild masters instead of a single strong ruler, they may take longer to make an important decision, and be paralyzed in the face of crisis. As "the guild" takes responsibility instead of an individual, some guilds may choose to cut corners or make unwelcome decrees — the townfolk may cry out for the head of their lord if he is unpopular, but when a guild rules the town, there is no single individual for the townfolk to blame.

As the first responsibility of a guild is to its members, a ruling guild may make decisions that benefit its members, but damage the city it rules. Funding for town guards is often increased (as less crime means more wealth), but monies allocated as tithes to the church or funding for the army are often reduced (war is a game for nobles, not merchants — why should the guild pay for shiny armor and new horses?) These decisions can backfire, if plague or war strikes the city.

PLUTOCRACIES

Governments derived from guilds tend to be plutocracies — rule by the rich. The guild may have moved on from its original purpose, but it is still an organization based on self-interested merchants. Anyone with enough wealth can attain high status in such a society, whereas in a normal feudal society, commoners with wealth but no

title are limited in what they can achieve. Ruling guilds may structure their governments as guilds, creating a tax collector's guild, bureaucrats' guild, guards' guild and the like. Such an arrangement has the benefit of familiarity at least. As wealth is the foundation of such a society, corruption quickly becomes endemic. Money gained from bribery and crime is a stepping-stone to higher social status. Plutocracies become wealth-obsessed centers of commerce and speculation, where nothing is sacred and everything is for sale.

HIERARCHY OF A GUILD

While guilds share a number of important traits, they are individualistic organizations that cater to the whims and philosophies of those who are members. As a result, it is difficult to exactly define the hierarchy, as almost no two are organized in the same manner. Nevertheless, it is possible to identify common themes that appear in a number of different guilds.

THE UPPER ECHELONS

With very few exceptions, a single individual holding a title roughly equivalent to that of guildmaster governs all major guilds. The exact title can vary widely depending upon the nature of the guild in question, but they all hold an unmistakable air of authority. The Wizards Guild of Contrino, for instance, is governed by the illustrious-sounding High Wizard of the Seventh Circle, while the guildmaster of a thieves guild might have no title whatsoever, as such things tend to attract unwanted attention.

Whatever the title, it is customary for a single individual to hold absolute control over a given guild. The few exceptions to this practice are in guilds where a council of elder members holds sway or, in much rarer instances, the guild membership governs itself through democratic meetings and popular votes.

Regardless of guild type or purpose, a guildmaster's primary duties are for the most part diplomatic in nature. Most guilds are by necessity located in urban centers, which means that the ultimate authority over the guild members lies with some outside part, be it a king, prince, duke, governor, or mayor. The guildmaster must serve as a liaison to this individual or group, representing the guild in all political and economic matters that may bear an impact on its members. In addition to their diplomatic duties, a guildmaster must arbitrate disputes among guild members and deal with any problems that arise between the guild's membership and other groups within a given community, whether other guilds, social groups, or even military organizations.

Obviously, arbitration and diplomacy can be time-consuming affairs. Most guilds address this by having a small inner circle of the guild's most senior members serve as advisors and lieutenants for the guildmaster. These individuals, often called masters, councilors, elders and the like, these individuals often assume much of the arbitration and policy dictation in the guildmaster's name. Many guilds allow the guildmaster to select his own advisors so that there will be no concern or distrust between them, but others permit the positions to be elected by the membership, which can create strife between the two.

Elder guild councils rarely number more than twelve at the most, and six is a much more common number. The more individuals on the council, the more difficult it can be to reach agreement on procedural and arbitration matters. As it is the role of such groups to expedite the process, anything that slows matters down is eliminated. Their orders can only be overturned by a council vote or by the guildmaster directly.

Finally, while there are many different means of selecting guild council members, it is close to universally true that guilds place requirements on those who wish to serve in such a capacity. Most often this is as simple as a required number of years of service and attainment of the highest rank within the guild. Some guilds have specific and particular requirements, however, that can be difficult or even impossible for the vast majority of guild members to ever hope to attain. The Stonemason Guild in Mountcrest, for example, requires potential guild council members to have ascended Blacktongue Mountain and taken stone from the mountain's crown, then crafted it into a perfect replica of the guild's insignia. The task is so difficult, given the mountain's treacherous nature and the intricate design of the insignia, that two seats on the council have gone unfilled for nearly four years.

THE RANK AND FILE

The most basic guild ranks fall into three tiers, each based on a combination of factors that includes length of service to the guild and the degree of skill displayed by guild members. Most guild structures can be traced back to this simple system, although many modify it so heavily to suit their needs that it is no longer recognizable.

Apprentice — The most common name for an entry-level guild position is that of apprentice. In many cases, this is a literal title, as new members are seconded to members in good standing for a length of time. Smithing and wizardry guilds are archetypal examples of this practice, with new members studying under an assigned supervisor for a period of time, usually somewhere between six months and seven years. A guild member's apprenticeship can be a grueling and uncomfortable time. The new inductee is allowed to enjoy the basic benefits of joining the guild, but are closely supervised and scrutinized by a senior member

who considers it their duty to determine whether or not the new member is worthy of advancing to the next level within the guild. This can cause considerable problems between the apprentice and his supervisor, as the new member is often already skilled in his trade. Ultimately, the purpose of such scrutiny is to hone the apprentice's skills and prepare them for service to the guild, but ego can often rear its head making it not uncommon for potential members to leave a guild shortly after joining due to personality conflicts with their senior members.

Journeyman — In any guild that follows a simple three-tier system, roughly ninety percent of the guild's membership will fall into the ranks of journeymen. They are the rank and file of any given guild, funding it with their dues and reaping the benefits of its power and influence. If it is the higher-ranking members who reap the glory, then surely it is the journeymen whose work and coin earns them that privilege. Contrary to what one might think, however, this is not a situation that foments discord and jealousy among the common guild member. Only the grossly self-absorbed guild leaders do not recognize that their power stems exclusively from their relationship with the journeymen and the profit they bring to the guild.

Depending upon the nature of the guild in question, journeymen are often independent businessmen or scholars who practice their trade in private. Craft-based guilds and academic associations in particular are known for the independence of their members. The benefits of guild membership for these individuals lies in shared resources, whether consolidating trade shipments into one well protected caravan or in guild members allowing one another free access to their private libraries. For those truly devoted to their life's pursuit, such expanded resources may be the only reason they join a guild, while others may hope to gain recognition for their skills and talents, and still others may seek personal power and wealth.

While all journeymen are technically considered equal in the guild's eyes, there is almost invariably an unspoken hierarchy within their ranks. Seniority within the guild is the most common factor used to determine authority, but as with so many other elements, this can vary wildly depending upon the guild in question.

Master — This is the final level of achievement within a guild before entering a position of real leadership; journeymen and apprentices alike look up to the masters for guidance, instruction, and assistance when possible. The rank of master is rarely bestowed without the applicant undergoing some sort of trial or evaluation, but once the rank is achieved it cannot be revoked without the direct intervention of the guildmaster or his council of advisors. In addition to the full range of benefits normally enjoyed by journeymen, there are additional guild benefits available only to those of master rank. They have the right to usurp resources being used by lesser members for their

own purposes, guild wares normally available to journeymen at discounted rates are available to masters at a pittance of their normal cost or without cost at all, and they receive greater portions of profit from guild endeavors where their expertise or products come into play. In exchange for these and other benefits, masters are expected to conduct themselves in a manner that benefits the guild and to offer assistance where they deem it appropriate.

In addition to overt guild benefits, there are ancillary benefits to becoming a master as well. Typically, word of mouth among the general population is extremely positive toward craftsmen or professionals, and a master can effectively ask any price for their services. While there may be only a few who can afford to pay their rates, those few will provide the master with enough funds to operate independently for months at a time.



SYMBOLS OF RANK

The use of symbols or insignias to differentiate between different ranks in a guild originated with larger guilds that have dozens or hundreds of members. In such organizations, it can be impossible for a single member to be familiar with every other member. Thus, the practice of an identifying mark was devised. There are many different types of symbols that guilds use on a regular basis. Invariably, these symbols are regarded as a status symbol among those who bear them, and as guilds grow and expand, they invariably become more intricate and complex in order to differentiate between members.

Crests — Typically used by more aristocratic guilds, crests are most often to be found in organizations such as wizard guilds, paladin orders, and even some of the more profitable gladiator associations. Crests typically begin as a standard guild crest for initiates into the guild, then new elements are gradually added as the member increases in rank until they reach the rank of master, at which point they are allowed to customize the crest to represent their individualized achievements.

Pins — Pins are a popular choice for many professional guilds, as well as academic associations of all types. They are small and discreet, yet distinctive enough to serve as an appropriate identifier for guild members who know what to look for. Colors are often used to differentiate between different ranks within a guild, often beginning with a simple white pin containing a single guild symbol in its center. These are replaced by different colors as the members advance through the ranks. It is also common for a simple single-color pin to be given to new members, with rings or symbols of varying color added as the individual progresses.

Rings — Rings are a common identifier among craft-based guilds and any other organizations who use their hands a great deal. This tradition is among the oldest known guild practices, and dates back to the founding of the first Smiths Guild in the ancient city of Cronmor, also known as the Cradle of Kings. It is told that after a particularly difficult siege by one of the many enemies of Cronmor, the city's many blacksmiths were gathered together by the king and shown a pile of armor that had not protected those who wore them. The king ordered the smiths to prevent such a thing from happening again, commanding them to end the economic rivalries that led to the production of substandard equipment. The collected smiths formed a guild and melted the armor down to craft rings for all members so that they might remember their collective purpose. This tale, while considered by many to be apocryphal, rings true with many similar organizations. It is extremely common among blacksmithing guilds for new members to be given bland steel rings as a sign of their membership. When these smiths advance in status, they are given leave to create new rings of their own, with certain amounts of customization allowed based on their rank. Similarly, gemcutter guilds often use rings with inset jewels to indicate their rank.

Tattoos — Tattoos are typically used only among highly secretive guilds such as rogue or assassin organizations. Obviously, there are exceptions, but the entire purpose of using the tattoo as a signifier is that it cannot be stolen or reproduced without considerable difficulty and expense. Also, those who carry the guild's mark will typically not show it as freely as one might display a ring, crest, or pin. As with most other types of rank indicators, guild tattoos typically begin as a uniform symbol selected

by the guild and are modified as the guild member increases in rank and influence. Tattoos are particularly individualistic, and are much more likely to reflect a guild member's individual achievements than more conventional rank indicators. The gladiator's confederation in the brutal city-state of Bludsteppe tattoos skulls of varying sizes and shapes onto members who defeat non-members in the arena. Their leader, Rexullus, has virtually no exposed flesh that is not covered with skulls.

ADVANCING IN RANK WITHIN THE GUILD

No guild allows its members to advance without some measure of their abilities. To do otherwise would allow for unskilled incompetents to populate the guild, reducing its effectiveness, reputation, and power. As these qualities are the most valued traits for many guilds, it becomes standard policy to gauge a member's abilities before permitting them to become more active and involved within the guild and its sphere of influence. The various tests commonly used by guilds include the following:

Time — The simplest of all requirements, many guilds will not permit individuals to advance within their hierarchy until they have proven their loyalty over a fixed period of time, particularly for apprentices. There is also often a required period measured in years that must accompany another test before a journeyman may advance to the rank of master within a guild.

Example: The Noble Order of Learned Historians is a prominent guild that exclusively utilizes time as a measure of member success. New members are considered apprentices despite their level of prior academic achievements, which is considerable in some cases, and are seconded to an initiate, which is the guild's term for a journeyman. Apprentices become journeymen after a full year of apprenticeship. Initiates may apply for the position of master scholar within the guild after a period of ten years. So long as the initiate can adequately document their research for the past ten years, they are admitted to the rank of master scholar without question.

Tests of Skill — Tests of skill are common to craft guilds, regardless. Blacksmithing, gemcutting, stonemasonry, carpentry, and every other skill-based guild system depend almost exclusively on measuring a member's proficiency with the chosen trade tools before permitting advancement.

Example: The Stonemason's Order of Ankstone in the Boneforge Mountains requires members who wish to advance to prove their mastery of their guild's chosen craft. Advancing requires the member to construct a building single handedly. These buildings vary in size

depending upon the level the applicant is trying to reach: apprentices build homes, journeymen build towers, and masters build forts. If the building is strong enough to survive the earthquakes which ravage the Boneforge Mountains on a monthly basis, the mason is allowed to advance.

Displays of Power — Reserved for the most visceral guilds, displays of power are only considered a suitable means of advancement in a few types of guilds. Gladiatorial guilds, mercenary companies, and even some wizard guilds require a member to demonstrate their prowess before permitting them to advance.

Example: The Arcanist's Order of Vanarra requires that any wizard wishing to advance in rank appear before a council of members from the rank in question. Each council member asks the petitioner to cast up to three spells from different schools of wizardry. The petitioner is not expected to display absolute mastery of every spell requested, but they are expected to show competency, versatility, and resiliency if they are to have any chance of advancement.

Fulfillment of Quests — Older, somewhat more archaic guilds and organizations can require members to undergo some form of quest before they are permitted to advance within the order. This is perhaps a holdover from knightly orders that have utilized this type of requirement for centuries. Only very well established guilds can afford this type of restriction on their members, as it tends to rather severely limit advancement.

Example: The Contranis Rangers' guild requires all members who desire the highest rank within the guild to successfully enter a valley near the center of the vast Sleeping Forest to the south. This valley, called the Dark Heart, contains all manner of terrible abominations and bloodthirsty beasts. Somewhere within the valley is a rare everwood tree, planted there decades ago by the current guildmaster. The petitioner must return to the guild with a single leaf from this tree in order to gain permission to advance. The leaves are of course examined by a druid to verify that they are in fact from the original tree.

RIVAL AND COOPERATIVE GUILDS

No guild can operate entirely on its own. Every trade requires the aid of others. The merchants' guild sells goods produced by the various crafters and smiths guilds, transporting them in containers made by the coopers and woodworkers on board the work of the shipwrights guild. A web of economics links all the guilds together. On one level then, the average guild is directly allied to a half-dozen or more other guilds.

A guild, however, is much more than a mere business; it exerts influence over events both social and economic. Two guilds may trade with each other, but that is just a foundation for a true alliance. When multiple guilds act



towards the same goal, they can bring far more pressure to bear together than they could acting alone. The danger, of course, is that if one guild overextends itself and is fined or stripped of its charter, the other guilds engaged in related activities can easily snap up the assets and members of the damaged guild.

In a political arena with a large number of guilds, such as a city, guilds that have no trade links can meet and join forces. Such alliances pose little threat to either guild, as their spheres of influence are disparate, and there is no chance of one guild betraying and assimilating the resources of the other. However, with nothing in common, the guilds cannot bring as much force to bear. A trio of guilds linked by economic ties could dominate a whole aspect of trade or crafting, such as an alliance of weavers, dyers and clothiers. To ensure that one does not betray another, treaties of alliance are used to create more stable and permanent bonds between guilds. Such treaties are normally written and signed in secret, and pledge co-operation between the guilds. Guild treaties exist in an odd sort of legal limbo. They are phrased and treated by the guild members as official legal documents, but as they designed to tie two or more guilds together in a shadowy plot or alliance that may be quite illegal.

GUILD WAR

"Guild wars" are something of a misnomer. Only rarely is blood spilt. There are five levels of hostility, and most guild wars never go beyond the second.

These levels are:

- Social sabotage
- Trade warfare
- Actual sabotage
- Guild war
- Open war

When a guild is engaged in *social sabotage*, it attempts to blacken the good name of a rival guild. Members decry it both publicly and privately, and all sorts of vicious rumors are loosed onto the streets. Bards with especially wicked tongues are often employed to aid in this effort, spreading scandalous tales and satires about the rival guild. Guilds often hire bards and diplomats to aid in social sabotage, while rogues are sometimes used to plant evidence implicating the enemy guild in some minor crime or dishonorable act.

In *trade warfare*, the guild uses its wealth and contacts to attack the activities of its rival. A guild might buy up all the supplies needed by the rival, or flood the market with cheap goods. It might lobby the authorities to pass laws harmful to the rival, or bribe customers to switch to an alternate source. Non-guild members are never involved in trade warfare.

Actual sabotage, where the guild physically damages the holdings and equipment of its rival, is a very serious business. If discovered, it will not only draw the wrath of the targeted guild, but also the attention of the authorities. Few guilds have members skilled in infiltration and sabotage (certain groups, like thieves' guilds, are an obvious exception) so hired professionals or adventurers sworn to secrecy usually carry out the actual sabotage. Only the most unscrupulous or furious guilds use actual sabotage in the opening attack of a war.

Moving to actual sabotage is a huge escalation in a guild war. Social sabotage is expected and even accepted; trade warfare is largely within the bounds of legality. Actual sabotage, on the other hand, is blatantly criminal and severely damaging. While few guilds stoop to murder, sabotage can result in injury to targeted guild members. Sabotage can often get out of control — alchemists' guilds, with all their delicate, breakable, expensive equipment are especially vulnerable to such attacks. However, unless the saboteurs know exactly what they are doing, they can loose poisons or deadly gas into the neighborhood surrounding the alchemists' guildhall.

Guild war involves physical violence between the rival guilds. The guild members essentially form street gangs, attacking each other whenever they can. Often these wars are conducted in secret, as neither guild wants outside interference or to draw punishment from the authorities. Pitched battles might take place in yards behind guildhalls, in alleyways or sewers, or other hidden places.

Guild wars between crafters' guilds are brutal. The members of such guilds are usually strong and fit, and the tools of their craft can make lethal weapons. The hammers of blacksmiths, the awls and drills of shipwrights, and the razors of barbers can all be turned to bloodshed. Other guilds, especially smaller ones, shy away from guild war, either they compromise, move straight on to open war, or hide behind the authorities. For some guilds, guild war and open war is the same thing; woe to anyone who starts a guild war with wizards.

It is considered underhanded to use mercenaries during a guild war. However, some guilds do recruit adventurers or soldiers, give them a day or so of training in guild craft, induct them as the lowest grade of apprentice, and then send them off to war.

Finally, *open war* takes place only between the richest and most influential guilds. Both guilds raise armies like any noble might, and send them off to attack and destroy the other guild. As few nations tolerate rival guilds launching a full-scale war between cities (or even inside a single city), open war between guilds takes place only in lands or regions completely dominated by the guilds.

MEMBERSHIP WARS

A guild's power is derived from its members. Guilds are therefore extremely protective of their membership, investigating disappearances and closing ranks against harassment from outsiders. Some guilds even care for their members by providing for the families of the deceased, paying pensions to retired members, and maintaining a cleric to heal injuries and diseases.

If a guild can recruit an especially skilled or powerful individual, its prestige and influence is increased. Craft or profession guilds rarely compete for members — a master blacksmith is unlikely to be interested in joining the stonemasons — but other guilds can often vie for a particularly choice personality. Such conflicts are quite civil, rarely escalating beyond social sabotage. Prospective members are plied with gifts, invited to guild dinners and social functions, shown the benefits of membership and otherwise pressured to join. Some guilds even stoop to charm spells or other underhanded tactics.

Craft and profession guilds maintain their membership levels by taking on apprentices. Occasionally, two guilds both wish to recruit the same apprentice. For example, if a young girl proves to have an exceptionally brilliant intellect, both the mage and alchemists' guild in a city would want to recruit such an apprentice. A master's reputation is assured if he mentors one of the great figures of the craft. Again, such conflicts tend to be civil, at least publicly.

The most common cause of membership wars is when two very similar guilds begin operating in the same region. Usually, this is because one guild has expanded into the territory of another, although guilds that splinter due to internal dissent will also find themselves competing with their former fellows for members. Such guild wars are the most vicious of all — both guilds know future prosperity and survival is contingent upon recruiting fresh members, and both are drawing from the same source. Such wars must end either with the utter destruction and absorption of one guild by the other, or else with a guild treaty dividing the territory between the two that is strictly obeyed and enforced.

SPECIFIC TYPES OF GUILDS

The term 'guild' actually covers a broad range of organizations whose purposes vary substantially from each other. In order to understand exactly how a guild works, how it sees itself and its place in its community, you must first identify its subtype. There are four basic subtypes of guild: Class Guilds, Craft Guilds, Interest Guilds and Profession Guilds.

Class Guilds: As their name suggests, Class Guilds organize themselves along the lines of the various character classes. Clerics, monks and paladins associate with each other and look out for their collective interests based on the temple system, although sometimes temples of compatible alignments band together in the name of class solidarity (such alliances are not guilds, strictly speaking, but they may function like one). Barbarians by definition are too uncouth to understand the guild system. Rangers and druids prefer solitary existences in the wild but they band together to look out for their interests in places where there are enough of them to form a guild, and where settled folk regularly require their services (such as farming and mining communities). But bards, fighters, rogues and arcane spellcasters frequently form their own guilds, especially in large cities.

Class Guilds bring together individuals who offer similar services to the public in exchange for money. Character classes define themselves, after all, by what sorts of things their members can do: if you want a bodyguard, hire a fighter. If you want to track something (or someone), hire a ranger.

Thieves guilds constitute the most important variation on this rule because, by their very nature, they must carry out most of their activities in secret. Rogues hire themselves out as spies, assassins or to carry out espionage, but they do so discreetly. A thieves guild's primary purpose is to provide its members with a haven, psychological as well as physical and financial, while they cut purses, burgle houses and run rackets. While it protects individual rogues' economic interests just as any guild does for its members, it also offers them the security of numbers, in case the forces of law or rival guilds exert pressure on them. In short, thieves guilds must manage a relationship with the rest of the community that is fundamentally hostile rather than cooperative.

Class Guilds formed around prestige classes are rare, but not unknown. Becoming good enough at whatever it is you do to qualify for a prestige class is an unusual achievement, and unless you are talking about a large city, there are usually not enough potential members in the area to form a guild around them. In a metropolis, however, there may be a sufficient population of a certain prestige class to enable a self-perpetuating guild structure to exist. If there are enough shadowdancers or dwarven defenders around, then they can build a guild of their own and at the same time have some confidence that enough younger members of the class will emerge to replace aging members who pass away or otherwise fall by the wayside.

Class Guilds usually require no prerequisite for membership other than attaining a certain level of proficiency in the appropriate character class. However, this rule of thumb allows for many shades of distinction that can

GUILD BASICS

make the matter less cut and dried. Characters that multi-class may strike other guild members as eccentric, in which case they find it hard to gain the acceptance of their guild brothers. Also, Class Guilds for which selling their services to the general public is an important activity are just as intent on restricting the local labor pool as any Craft Guild (see below). They rig their membership rules to make it difficult to join, and visit their wrath on anyone who practices that trade without their permission.

Craft Guilds: Craft Guilds center around the various forms of artisanship, as defined by the Craft skill. Goldsmiths and shipwrights, stonemasons and fletchers are all represented by Craft Guilds. These organizations protect the economic interests of artisans, both by defining who gets to practice crafts on a professional level, and also by providing collective representation in the political and legal arenas. In the former case, they defend the interests of their members by limiting their numbers, while in the latter they protect their members from outside interference that could affect their livelihoods.

Craft Guilds are founded on the notion that the best way to guarantee that artisans can fetch a satisfactory price for their wares is to limit the supply of goods on the market. All of them do so in part by restricting the supply of labor, dictating who does and does not have the right to practice a given craft professionally. The more hurdles a Craft Guild places before prospective members, the more desperate it is to control the supply of labor in its local market. If you circumvent or ignore these restrictive labor practices, you run the risk of stirring hard feelings against you in the local guild.

Some Craft Guilds also restrict the supply of goods by setting production quotas on their members. For instance, if the 30 members of a cartmakers guild may only sell 50 carts per year, the guild ensures that no more than 1,500 carts will go on the market in any given year. Individual cartmakers may complain that this limits the amount of money they can make, but the guild argues in response that limiting the supply of goods to only as much as the market can bear (maybe even a bit less) keeps prices high and ensures every guild member a good profit on each cart that he makes. But not every member of a Craft Guild with a production quota sits well with it, and quotas can cause tension between an artisan and his guild.

While restrictions that Craft Guilds place on the supply of labor prove to be a double-edged sword to its members, placing restrictions on them even as it ensures them a decent return on their labor, these guilds also serve their members as powerful advocates in the public arena. There is strength in numbers, and it serves artisans well for everyone outside their craft to know that if they pick a fight with one they pick a fight with all. An individual artisan by himself could easily find himself outmatched if

he is embroiled in a dispute with an unhappy customer. But his guild, which pools the resources of all its members, can match even a wealthy dissatisfied patron who tries to pick an argument with one of its own.

When creating a Craft Guild, consider requiring that a PC have a Dex modifier of +2 or greater to become an apprentice and at least 6 ranks in the appropriate Craft skill to become a member.

Interest Guilds: Unlike most other guilds, Interest Guilds don't necessarily exist to defend the economic interests of their members. Instead they serve the needs of those who come together out of common beliefs or passions. Unlike Craft and Professional Guilds, they have relatively little interest in controlling the supply of skilled labor through restrictive practices. On the contrary, Interest Guilds try to expand their membership to its natural limits, to find strength through rallying as many people to its banner as it possibly can. Interest Guilds form for one of two basic purposes: to advocate a cause or a point of view, or to bring together those who share a particular avocation.

The former sort of Interest Guild rallies around a specific objective, usually something that can be summarized quickly and forcefully, like building a proper sewer system to prevent the spread of disease, or banning half-orcs from all guilds and governmental offices. They exist either to advocate or resist change to the status quo, and because of that they rarely survive great success or great failure. Once their crusade succeeds or decisively fails, their reason for being more or less ceases to exist. They continue to exist only by moving on to another cause while retaining their institutional structure, and this is a feat of political dexterity that not all of them can master.

Other guilds of this sort exist to celebrate. They bring together folk who want to revel in things as they are or something that just happened, rather than agitate for change. Sometimes they form on a temporary, ad hoc basis, such as a citizens committee to erect a statue commemorating a great military victory. Or they may set themselves a task as perpetual as organizing the city's annual autumn harvest celebration. Such organizations tend to have longer lives, as they include committees that organize regular civic and religious events. Because they oversee traditional rituals, they ensure that their community requires their existence year after year, and a senior position in such a guild is an office of great prestige.

Other types of guilds sometimes double as this sort of Interest Guild—a weavers' guild could campaign to have a government minister removed from office, or take it upon themselves to sponsor the annual festival of the vernal equinox in their community. Or an Interest Guild may in fact be coalitions of local guilds devoted to a helping the community commemorate important occasions.

Other Interest Guilds have a more vague and less ambitious agenda. They exist to provide fellowship for folk with like interests, such as observation of the heavens or playing a sport. These organizations may not even bother to select formal officers, and they have few activities other than pursuing their common interests. They stand up for themselves if challenged by discriminatory laws or other sorts of bullying, but what they do is so peripheral to the economic life of their community that they are rarely bothered about it.

In all events, however, Interest Guilds differ significantly from Craft and Profession Guilds in that they gain no practical benefit from limiting their membership. They gain nothing but strength from numbers, and so they usually set their barriers to membership quite low.

Religious groups (cults, if you like) made up of lay folk may resemble either type of Interest Guild in that some pursue specific objectives (perhaps their deity tells them that the political system under which they live is unjust), while others simply want to worship their god without the help of a proper temple. These cults spring up where there may not be enough ordained priests to serve everyone of a certain religion who wants to be served. In these cases, a particularly charismatic or competent layman usually asserts himself and takes charge of the cult, becoming a *de facto* priest.

There should be no rules prerequisites for joining an Interest Guild, only roleplaying prerequisites. That is, a PC needs to demonstrate sincere interest in the guild's reason for existing before it accepts him.

Profession Guilds: Profession Guilds center around those forms of livelihood that require a particular skill or knowledge, but do not involve creating or fashioning a material object. Some professions, such as teamster or sailor, involve demanding physical labor, and not much prestige attaches to them. Others, such as apothecary or attorney, require significant learning and expertise, and simply practicing it can make you a pillar of the community. Guilds and cooperatives made up of farmers and fishermen qualify as Profession Guilds. Even though they supply a physical product to the economy (raw foodstuffs), their primary activity is a service—gathering those foodstuffs—rather than a craft, and they would certainly argue that farming and fishing require special skills not possessed by just anyone.

Like Craft Guilds, Profession Guilds try to help their members by restricting the supply of labor on the local market, enforcing the notion that not just anyone has the right to offer their particular service professionally. They also use the institution of apprenticeship to limit their membership, and to ensure that new members will have some level of experience in their chosen profession. Guilds in professions that require literacy, knowledge of math, or other significant forms of learning also require

proof of education from their prospective members. Similarly, Profession Guilds do not take kindly to anyone who practices their trade without belonging to a proper guild. Guilds in professions that require education (and which therefore have worldly and sophisticated members) use the legal system wherever they can to discourage practicing their trade without going through their guilds.

Profession Guilds also provide their members with protection in the public and legal arenas. In this regard, certain Profession Guilds wield considerable influence because they play important roles in the administration of a realm or in providing basic commodities. Scribes, bookkeepers and lawyers all serve crucial functions in running a government and no ruler of a substantial realm could keep track of his lands and subjects without them. But even humbler professions such as mason, sawyer and teamster also provide important services, the absence of which could bring economic activity to a standstill. Farmers, fishermen and lumberjacks all provide vital commodities without which even the greatest of cities would collapse. Threatening to withhold their labor becomes a potent weapon for them, assuming that the guild in question can command the loyalty of all of its members. The closer a Profession Guild lies to the basic functions of a society, the more advantage it sees in a labor stoppage if it believes its members are being treated unjustly.

When creating a Profession Guild, consider requiring that a PC have an Int modifier of +2 or greater to become an apprentice and at least 6 ranks in the appropriate Profession skill to become a member. The more socially prestigious professions, such as law or medicine, insist that their members have a certain level of training or expertise under their belts before they can even join.

GUILDS IN HUMANOID LANDS

Guilds are commonly considered to be a human peculiarity, but professionals from other races see the advantages of coming together in common cause. Like their human counterparts, guilds in non-human lands promote their members' work and assist in the development of their skills, and these associations also have a hand in local politics, jockeying for favor among their leaders just as human guilds do. The similarities are extensive, but so are the differences from race to race.

Guilds, as humans think of them, are more common among civilized and lawful beings, and rarer among savage and chaotic races. A race's social structure goes a long way toward dictating the types of guilds, if any,

which are likely to develop in its lands, and to the nature of how the guilds that do exist are run. The mindset of an elf and a hobgoblin are very different, and their administration methods are leagues apart. Two guilds from these races representing the exact same profession otherwise have almost nothing else in common, and each is appalled at the shoddy way the other runs its business.

Dwarves

The Dwarves feel the idea that humans invented guilds is total hogwash. To them, humans merely took the noble ideal of clan loyalty and professional pride and twisted it into something ugly and selfish. This has not, however, stopped them from following the humans' lead and creating guilds of their own. While many of their guilds are still oriented around a single extended family's skills, organizations that cross clan boundaries and attract dwarves of disparate backgrounds are becoming more common, especially among the engineering professions.

Dwarves have guilds for nearly every trade. In most dwarven lands, one cannot legally practice his trade without a certification from the guild pertaining to his profession that states he is a member in good standing. Woe betide the dwarf caught practicing a trade by a guild

member rather than a constable, despite the dwarves' Good alignment, they have no patience for scabs and freelancers.

Dwarven guildsmen are even greater hidebound traditionalists than their human counterparts. Exacting techniques are drilled into apprentices, and none are allowed to graduate to journeyman status without knowing them. New innovations must prove their worth repeatedly over several generations before they are added to the rolls of prescribed techniques. Only the engineering guilds are exceptions to this rule. In the fields related to engineering, dwarves are the acknowledged leaders among all races, and the engineering guilds scour dwarven lands for children with the inspired genius that is their fraternity's hallmark.

Elves and Sylvan Races

Sylvan Races like elves, centaurs and other forest races rarely create typical merchant guilds, except in the largest elf cities where the competition is just as fierce as it is in any human metropolis. Most guilds that grow among the woodland races are for the arts or for craft skills, and organizations dedicated to a particular racial class or ability, such as arcane archer and wizard guilds, are found in many forest nations.

Elven guilds, unlike their human and dwarven counterparts, encourage (and in some cases even require) innovation among their members. The independent-minded elves have little patience for the strict rigidity other race's guilds impose upon their members. Freelancers are tolerated, but encouraged to bring their skills to the appropriate guild, especially if their ideas are new and exciting. They are mostly concerned with art, rather than base commerce. However, to an elf, nearly everything is an art, including swordplay and magic. Other important differences between the elven approach to guilds and most other races' approach are their longevity and widespread esprit de corps.

Elven guilds can span entire forest kingdoms, each one of a particular craft in a given city loosely affiliated with all the others of that craft. This allows them to draw on vastly widespread talents for projects, a luxury more insular associations do not have. Individual groups are much less jealous of their secrets than their human or dwarven counterparts.

Among centaurs, brewers and vintners are the most likely groups to form guilds. These associations are extremely popular with rank-and-file centaurs, but less so with the race's leaders, due to the centaur tendency to overindulge in spirits. Centaur spirits are not often sold beyond forest borders, and a human merchant who manages to establish a trading accord with these creatures stands to make a lot of money.



Evil Races

Among evil races, guilds are rare. When guilds do form among evil humanoids, they are nearly always martial in nature. These races usually lack the patience or savvy to form merchant guilds, artisans and craftsmen are considered effete bottom-feeders unfit to voice their mewling opinions, while smiths are usually too tied into the existing military power structure to want to form a guild. Any attempt by these groups to organize is almost certainly doomed to failure. Thus, the training of apprentices is a strictly one-on-one affair, and no standards of quality are set from tribe to tribe. In the case of a nation of such humanoids, this leads to a dizzying disparity in the quality of certain items from town to town.

Gnoll rangers and druids form orders called Hunters' Lodges. The Hunters' Lodges have the capacity to wield an inordinate amount of temporal power, but these fraternities are apolitical as a rule, dedicated solely to protecting the gnoll race and passing on the traditions of stealth, hunting, and woodcraft. They usually require participation in a weekly hunt to provide food for the tribe, or bringing in the head of a gnoll enemy once a month. Such grisly trophies decorate the lodge hall as a testament to the guild's quiet power, and few gnoll leaders are willing to test the limits of a Hunters' Lodge's neutrality.

Hobgoblins have a much more highly organized and structured society than most evil humanoids, and guilds in their lands are fairly common. Their guilds are cutthroat organizations, with graft and theft running rampant. These groups maintain their power base by being ruthlessly efficient at putting down freelancers, killing the offending party and his family to set an example. Such heavy-handed tactics ensure the guilds' continued dominance despite the obvious corruption within the organization.

Aquatic Races

Merchant houses and small craft guilds are the most common guilds ocean-dwelling races create. These guilds thrive in cities along land-dwellers' shipping lanes and near large coastal cities. Most guilds aquatic races form are commercial in nature.

The alien nature of aquatic races leads to regular misunderstandings with surface dwellers, and most of them (outside of the sahuagin, who hate everyone except themselves) have at least one speakers' Guild. This group spends most of its time studying surface languages and customs. Their members are recognized for their important contributions to their people's prosperity, but their immersion in the strange ways of the air breathers sets them apart. Speakers profess neutrality, but like any organization, the right money in the right hands changes that.

HUMANOID GUILDS IN HUMAN LANDS

In human dominated lands, humanoids often simply join existing human guilds. Absent a compelling reason not to do so, it is the best path for them to take to gain the protection and perks that guild membership provides. There are a number of factors that lead to the creation of humanoid organizations in human lands:

- *The Glass Ceiling.* If racial prejudices give humanoids little opportunity for real advancement in a given guild, it is only logical for them to break off into a separate organization where their specific needs are more appropriately addressed. This is especially true for professions normally considered a racial specialty, such as dwarven engineers or elven archers. While these groups still feel the pressures of bigotry, by simply excelling in their fields they force the humans who need their services to deal with them on an equal footing. The glass ceiling effect impacts every kind of guild at some point, and no particular kind of organization is more prone to it than others.
- *A Single Large Minority.* When one race comprises a substantial minority in otherwise human lands, that minority forms guilds whose membership consists solely of their race. To attract business, they stress their differences rather than gloss over them, appealing to racial loyalty and to the human love of something different.

The infighting between these organizations and their human counterparts can be intense, with constant political maneuvering punctuated by acts of vandalism and even violence. This fighting can escalate out of control if the guilds are martial or arcane in nature, and the local governments normally step in to ease tensions when things start blowing up.

- *A Large Number of Tiny Minorities.* When the population of an area is overwhelmingly human (more than 95% or so), the humanoids have to band together simply to have a voice in the local goings on. Such a guild is dedicated specifically to the interests of humanoids, regardless of their various professions. While almost all guilds are political to some extent, these guilds are stridently so. The guild's entire purpose is the promotion and protection of humanoids, and it is not unusual to see races normally hostile to each other working together to create a niche for themselves among the vast human majority.

Chapter 2:

Benefits of a Guild

CONTACTS

A contact is someone a character knows. It can be anyone from a close friend to an informal ally, from a fellow guildsman to a competitor with whom the character shares ideals, interests, or goals. It can be an urchin he took under his wings when he was a boy or a prince who decided to protect the young hero. It can be a city official feeding him bits of secret political information or a clothier providing him with fine clothes he would not otherwise be able to afford.

Contacts come from all levels of society, from the street beggar whom a character may have helped in the past to the rich patron who sponsored his education. From a role-playing perspective, a contact enriches a character's life, helps define his background or personal history, and makes the world he lives in not only richer but also more plausible.

In real life, we all know a bunch of people whom we call neither friends nor family, people whom we seldom think about and whom we see only occasionally. These are our acquaintances. Among those, there are people with whom we nevertheless entertain meaningful relationships, share some sort of special bond with, or perhaps even trade information, goods, or services. Unlike simple acquaintances, contacts are people with whom you exchange more than simple salutations, people you can rely on, people who are compelled to trust you.

The retailer who gives you a discount on comics or role-playing game merchandises; the neighbor you only see when you're out mowing your lawn but who's always nice and willing to talk about anything from the news to his job

at the Federal Bureau of Investigation; your friend's grandmother who talks about her life in Berlin during the war; a coworker you only associate with once every six months, but with whom you share a passing familiarity and understanding. These are all good examples of real life contacts.

So what does this mean for a role-playing character? Essentially, that he knows a number of individuals who are his friends, allies, or informants. People he trusts and associates with, people with whom he shares a passion, a duty, a desire, a way of life, a craft, a profession, or a variety of other things. A contact is a person who provides discounts on selected merchandises, who offers free services or information, who gives shelter or even protects a character. In other words, a contact bestows certain advantages to the adventuring PC.

GAINING CONTACTS

Ideally, most contacts should be gained through role-playing, during the course of a character's adventuring career. This does not mean all the people he meets during an adventure should become a contact, nor does it imply he should gain a contact every time he completes a particular adventure. Gaining new contacts during the course of the campaign, however, is much more rewarding for a player (and a player's character) than if the contact is gained through a random roll of the die. Using NPCs that eventually become contacts is ideal, because it allows player characters to develop relationships with them, to form opinions about them. It also makes for much more memorable moments than a list of names with vague game statistics on a page.

It is important to note that not all of a character's friends or family members qualify as a contact. Sometimes, a father is only a father. It is someone a character may love dearly, but provides him with no special benefits. This is especially true if the father, for instance, has an occupation which is unrelated to the PC's class, craft, or profession; if he lives far away and seldom sees his children; or if his relationship with his child is circumstantial at best.

On the other hand, the same father could be a mentor to a character, someone who helped him grow into the man he has become, who tutored him, or who perhaps gave him entry into a guild. The father's occupation or status may provide the character with special privileges, important information, or any other sorts of benefits. In this case, a father would be an excellent initial contact.

Initial Contact

Every character gets one automatic contact when they are first created. This contact, gained at 1st level, can be anything from a family member, a childhood friend, a mentor, a local guildsman, a city guard, a ranger who regularly visits the village of his birth, a foreign merchant whose caravan strolls into town every year, a dignitary from a distant realm now living in the vicinity, an apothecary for whom the hero used to fetch herbs when he was younger, and so on. The possibilities are endless.

Ideally, this 1st level contact should play an important role in a character's personal history or background. It should be someone with whom a character shares some experiences, goals, philosophy, or history, someone the hero is loyal to, and someone he can count on.

Additional Contacts

In the course of his adventuring career, there are several ways a character can gain new contacts.

1. **Experience:** Every character acquires extra contacts as they gain experience. Starting at 5th level and every five levels thereafter (levels 10, 15, and 20), a PC automatically gets one additional contact. The player character should be allowed to choose his new contact, especially if he made friends during the course of his adventures. If no NPCs stand out and/or if the PC has no particular interest in seeking out a new contact, the DM may dictate which contact the character receives. This could be a NPC with great influence who recognizes the character's potential, a fellow guildsman (if the character is part of a guild), or the innkeeper of his favorite tavern. It could even be someone who played an important role in one of the character's adventures.
2. **Charisma:** Charismatic characters gain more contacts than unfriendly ones. A PC receives bonus contacts based on his Charisma. The number of bonus contacts gained is equal to the hero's Charisma modifier (if positive). These extra contacts are added at a rate of one for each new experience level the character achieves, starting at 1st level. For instance, a character with a Charisma score of 17 (+3 modifier) would get three additional contacts; the first one at 1st level, the second at 2nd level, and the last at level 3. If the character's Charisma modifier improves over the course of the campaign, he also acquires a new contact. If his Charisma score is permanently reduced, see "Losing, Maintaining, and Replacing Contacts" below.
3. **Guild Rank:** If a character is part of a guild, he gains additional contacts as he ascends the organization's hierarchy. A guildsman of apprentice rank automatically receives a contact in the form of a master who acts as teacher and/or mentor to him. As the character becomes more experienced and climbs the ranks of the association, he also receives one additional guild-related contact every time he attains a new rank. This contact is not necessarily a member of the guild to which the hero belongs, but he must have a connection with the organization in question. A hero who is part of a shipwrights' guild, for example, could easily gain a seaman, longshoreman, lumberjack, and merchant contact during the course of his guildsman career.
4. **Leadership:** A hero's reputation also allows him to gain new contacts. The more respectable he becomes, the more contacts he can acquire. A character with the Leadership feat may choose to gain additional contacts instead of followers. To do so, he must sacrifice two followers for each new contact he wishes to have. To determine how many followers (and thus contacts) a character can attract, simply calculate the character's Leadership score as per the rules described in the *Dungeon Master's Guide*. This option is only available to PCs with a Leadership score high enough to attract followers.
5. **Add Hoc:** Occasionally, a DM may wish to reward a PC — or even an entire adventuring party — with a contact instead of additional experience points. Every time the DM would normally award add hoc XPs to a character, he may instead decide to give this PC an additional contact. Generally speaking, this should be done when circumstances allow. In other words, if the adventure in which the character was involved won him the friendship or respect of a NPC, the DM can take the opportunity to add this NPC to a character's list of available contacts. For instance, this new

contact could be a prisoner freed by the hero who now feels indebted to him, or perhaps a rich patron the hero helped in the course of the adventure.

RESTRICTION AND LIMITS ON CONTACTS

The only restriction regarding the type of contacts a character can have is related to alignment and faith. A character cannot gain a contact whose alignment is diametrically opposed to him. A lawful good hero, for instance, could not acquire or maintain chaotic evil contacts. Similarly, a character devoted to a particular faith (such as a cleric or paladin) cannot have contacts dedicated to a god considered the enemy of his faith. It is up to the DM to determine which god is the sworn enemy to which other in his campaign setting, or if there are any such enmity between the gods. As a rule, these should be deities whose alignments are diametrically opposed.

Because contacts can be hard to keep track of, each character should have a limited number of them. The exact maximum number of contacts a PC may have varies according to the DM, the type of game he is running, and how important the role of contacts is in his campaign. Ideally, the number of contacts a character can have should never exceed his character level plus his Charisma modifier. DMs feeling comfortable running many different contacts should feel free to ignore this limitation. Those who think this number too high for their campaign style, however, should fix the limit to half the character's level (round down) plus his Charisma modifier.

MAINTAINING CONTACTS

Unlike cohorts and followers, contacts require little maintenance. A character may not feel compelled to feed, house, or protect a contact the way he would a follower. The relationship between a character and his contacts, however, must somehow be maintained; something which can be difficult to accomplish if the character sees his contacts as seldom as once every five years or so.

Over the course of the campaign, some contacts may disappear, some may change their opinions about the character or his goals, and some may even betray him — though this should be extremely rare, and should only happen if the character underwent a major change himself (such as a new alignment or faith) or if the contact was coerced. There are several reasons a contact can be lost. He may be dead, have moved to another location, be hiding from someone, or any other reason the DM sees fit.

To maintain a relationship with a contact, and also make sure such a contact remains available, a character needs simply to keep in touch with him. Visiting the contact once in a while or otherwise corresponding with him, keeping him informed of one's own deeds, or exchanging information or even services from time to time would do

the trick. Keeping a contact happy and loyal is easy enough, provided his take on life, his faith, and alignment do not become diametrically opposed to the character.

A hero who loses a contact during the circumstances surrounding the campaign should be able to replace it as soon as he attains a new level, provided the total amount of allowed contacts did not change (such as a by lowered Charisma score or a sullied reputation). A character whose Charisma modifier, Leadership score, or guild rank is diminished, on the other hand, cannot regain such a contact, and the loss is permanent unless the hero is allowed to acquire new contacts at a later date.

KEEPING TRACK OF CONTACTS

For a player character, contacts are as important as cohorts and followers. Players should write down the names, titles, and professions of their PC's contacts. Players should also keep track of where they live — or at least their last known location — as well as the sort of benefit they can confer to their character.

For DM's, a contact is just like any other NPC, with the exception that it provides PCs specific benefits.

BENEFITS GRANTED FROM CONTACTS

Aside from the obvious role-playing perks, several advantages can be gained by having contacts:

- A contact can provide a character with useful information, be it fact or rumor. In game terms, this can take the form of a circumstance bonus to the hero's Bardic Knowledge or Gather Information checks while investigating a lead the contact made him aware of.
- A contact can warn a character about particular individuals or organizations, or he can inform him how to react in the presence of a specific person, be he beggar, guildsman, priest, or noble. An informed character could benefit from a circumstance bonus to his Bluff, Diplomacy, Intimidate, and Sense Motive checks. He could even gain a circumstance bonus to his Disguise, Innuendo, or Perform checks made to fool, communicate with, or impress an individual or crowd.
- A contact can influence how others react to a character. In game terms, this could translate into a positive attitude towards the character or a circumstance bonus to his Charisma score when determining how a NPC reacts to him. It could also mean bonuses to most of the character's Charisma-based skill checks when dealing with certain individuals.
- A contact can lend his expertise to a character. In other words, a contact may roll a skill check in the place of the character, or lend a bonus to the character's own skill check when assisting him to perform a task in

which the contact is an expert. This could be anything from a Healing check to restore a hero back to full health to a Knowledge (local) check to learn more facts about a local legend.

- A contact can use his Craft or Profession skill to help a character. This does not mean the contact will perform services for free (though some may), but rather that he is willing to use his expertise to help a character. A scout contact, for example, could help a character track down an enemy.
- A contact can offer discounts on goods and services. This discount must be related to the contact's area of expertise. A fisherman could sell fish at discount, he could agree to rent his boat for a fraction of the price, and he may even sell some of his fishing equipment to a character in need. The same fisherman, however, could not offer a discount on arms and armor; he simply does not have the resources for it.
- A contact can serve as a teacher. If a contact has mastered a skill, learned a feat, gained a special ability, or is part of a class (core class or prestige class) a character wants to learn, the contact may be willing to teach him. This service is often offered freely by the contact.
- A contact can, from time to time, offer shelter or protection to a character. The type of shelter or protection given is, of course, limited to the contact's capacities. A beggar, for instance, could help a destitute character find scraps of food and a dry bed in the city. He could not, however, offer him beddings at a local inn or a room in a manor the way the innkeeper or the local earl would. The same beggar could help a wanted character escape the local authorities by showing him good hiding places throughout the city. He could not hide the hero in his wine cellar or take it upon himself to prove the character's innocence.

A skill check bonus granted by a contact can vary from a minimum of +2 to a maximum of +10, depending on circumstances, the contact's influence, his wit or knowledge, as well as his social status. A prince contact, for instance, could confer a +10 bonus to a character's Diplomacy check when dealing with a member of his court, but only a +2 bonus to a similar check made against an enemy of the prince (his position is one which commands respect, but not the loyalty of his enemies).

When a contact uses a skill in the place of a character, his basic skill rank can range from 4 to 24. The DM should determine the skill rank at the time the contact is created, which varies according to the contact's experience, expertise, and class level. The contact's class and level determines his maximum skill rank, and thus his maximum skill modifier. For instance, a 6th level expert could have a maximum of 9 ranks in any class skill. Bonuses for high ability score apply as normal.

GUILD TRAINING

Note: While all new rules are inherently subject to DM approval, the DM should review the following rules very closely before allowing them in his campaign. These rules are intended to illustrate the natural benefits of joining a guild of like-minded individuals, as well as to allow NPCs as well as PCs a chance to grow over time. They are not intended to replace adventuring experience (excepting in long-term temporary player absence), nor are they designed to allow NPCs to gain levels as quickly as a party of adventurers. These rules are simply supplemental aids for any DM to take or leave as he sees fit. These rules are also intended as a more expansive and detailed alternative to the previous, more basic rules for guild training, and were not designed to be used in tandem for the same character. If a DM approves both the basic and advanced rules for guild training, a character may only ever benefit from one type of training at a time, whether the training regimen is basic or advanced.

GUILD TRAINING

One of the foremost benefits of joining a guild is receiving the specialized training that only a guild offers. While common journeymen exist everywhere, and learn from masters no less gifted or talented than those in guilds, it is the guilds that provide the unique benefit that only a large group of like minds can achieve. By pooling their diverse experiences, methods, and theories, guilds refine their trade methods and secrets. Similarly, as guilds attract the greatest tradesmen of their realm, and use some of the finest equipment to be had, guild training is efficient and insightful.

Unfortunately, such training is also intensive, requiring the student's full attention, and the finest teachers must balance their own works with their students' talent. Few take on new students, and when this comes about, prospective apprentices and journeymen fairly leap for the chance, so the position is filled almost immediately. Still, promising students usually have their own duties elsewhere, so the result is a series of brief, concentrated lessons between long stretches with the master and pupil having little or no contact with one another. Though this limits the depth of the lessons, a brief period of training is better than no training at all. During training, the pupil spends at least eight hours a day at his duties, and sometimes as many as sixteen hours considered the norm for most races, or twenty for elves. If the student does not work as his master directs, the training time is wasted and the master may choose to abandon his lazy supplicant in exchange for a more attentive or intelligent one.

For player characters, guild training occurs only during periods of extended downtime. This may be anything from a leap forward of a few months or years as part of

a campaign, or again the training may take place during a player's absence, assuming both the story and the DM are in agreement. During this time, the PC is not adventuring, and no longer has time to practice anything but the most basic techniques of his classes. Instead, the character takes up his guild's trade as his calling, and bends all his time towards it. While this does not inherently cause the character problems for his class requirements, neither does training render him immune to his current problems, nor does it forgive his prior obligations. For instance, a paladin may temporarily train with a master at the Royal Falconer's Guild without worrying about his code of honor, at least so long as he has no outstanding duties to attend to. Should he be shirking matters concerning a quest, however, or suffering from the effects of a geas spell or even mummy rot, his problems continue unabated. Likewise, if an enemy hunts him down, or if the guild itself suffers hardships, then he may be forced to act, perhaps in a solo adventure between the DM and the PC.

With non-player characters in a guild, training is their daily routine. Unless an NPC guild member occupies an administrative position, is presently acting as a liaison or recruiter (as opposed to being a teacher himself), or lending his skills toward a great guild project, the NPC is always assumed to be training, if only through dry repetition. While his work day is usually shorter than his adventurous counterpart (8 to 10 hours being the norm), an NPC trainee's regular schedule affords him better familiarity with and an appreciation for the guild's mundane trappings. Many NPCs are disdainful of the gadabout PCs, particularly if the PCs advance more quickly within the guild.

In either case, finding a master and training beneath him takes time. Characters — whether PC or NPC — cannot enter guild training without membership in and access to the guild, and must take a minimum of a month's time to train. Any period less than this, and the character is simply moonlighting. Furthermore, the guild can only do so much for its members, and those with a reputation for mistreating their colleagues or ignoring orders from their superiors may not receive training benefits.

There are three periods of guild training, akin to the tradesmen's own: the ranks of apprentices, journeyman, and master. The duties, rigors, and benefits of each vary by the ability of the student and the type of trainer. A fourth rank, that of the grand master, also applies, but involves years of intense self-discipline and experimentation with new techniques, and is usually unsuitable for PCs. While in training, characters also perform the mundane duties associated with their craft, which does include the normal production of goods or trading of services. The character receives a small stipend for their efforts, as well as room and board from the guild and/or their master. They slowly accumulate experience, and may gain other, temporary benefits and penalties (see some examples in the individual descriptions, below).

Such training is tedious and unrewarding compared to the risks and gains of adventuring, and despite the endless tales of adventurers retiring to guild life, few can stand the boredom for long. Guild ranks are determined here by overall character level in most cases, though any prestige classes the guild cannot teach, do not count. Characters who advance in guild rank but not in guild skills are either drafted into the guild's hierarchy as a variety of functionaries, or asked to leave. Unless a character's ranks in each of his guild skills are at least equal to his level, he cannot advance past his current level of training, regardless of his experience levels.

Apprenticeship (Levels 1-6 of core or NPC classes)

Beyond a doubt, the longest, dullest, and most aggravating part of any tradesman's professional career is his apprenticeship, and a guild apprenticeship is no different. While an apprentice does learn the basic theories and techniques behind his craft, he rarely has time to put them to use, and never will without the direct supervision of a master or a trusted journeyman. Instead, the apprentice performs chores and errands at a fraction of the rate for housekeeping or courier services, a sacrifice made for the desire to learn the craft. While some of these endless tasks are necessary for the master's duties or the apprentice's training, at least as many serve no greater purpose than to try the apprentice's patience. Many journeymen take special glee in tormenting apprentices, and often with the master's full knowledge, if not tacit approval. So long as his assistants do not physically harm the apprentice, even lawful good mentors tolerate this as part of the rite of passage. Apprentices who retaliate violently or beg the master's ear are excused, never to return to the same master, while those apprentices who endure the abuse without complaint show their disciplined minds.

The apprentice normally lives near his working quarters, and begins and ends his days on his master's clock. Though permitted to clean and maintain any craft tools the master owns, the apprentice only performs the most basic techniques, with his mentor looking on all the while. At this stage, the apprentice earns little money in recompense (1 sp weekly for every rank in his lowest-ranked guild skill), but is still learning the trade. While the master or especially the journeymen may set craft tasks of any difficulty on an apprentice, they do not actually expect him to succeed at any challenge that he could not take 10 and complete. The apprentice is not entrusted to using any valuable goods, so pride is the only thing lost in failing even these tasks. Masters may have almost any number of apprentices, from a single one to 20 or more. Regardless of the number, apprentices have no clear-cut superiors between each other, producing leaders who are bullies as often as those who earn their place through skill or their peers' respect.

For PCs training as apprentices, the benefits are meager. In addition to their pittance of an allowance, they earn a small amount of XP, either 20% of what another member of the party earns (if the character is absent during an adventure, and using the party member with the lowest XP yield for the adventure), or a flat 50 XP per character level, per month (during prolonged downtime during a game). PCs gaining one or more levels in this manner may not gain a level in a prestige class, but may gain a level in the expert NPC class instead. Additionally, the duties of an apprentice stick with a PC for a little while after he returns to his adventuring profession. For the duration of the next game session, the PC suffers a -2 morale penalty to all initiative checks (due to his instinctual need for taking orders), but gains a +1 morale bonus to resist taunts and Intimidate checks against him. He also needs a full night's sleep only every other night, and can get by on half a night's sleep without any ill effects. Should the apprentice gain a 7th level, or violate guild law, he loses these benefits forever. While PC apprentices tend to offer extraordinarily short sessions of service, it is considered disrespectful to abandon an apprentice's duties without the permission of the master, and any apprentice that does so had better have an excellent explanation.

For NPC apprentices, the training time is a touch more stable. They gain 75 XP per character level per month in a core class or in the expert NPC class, as the DM sees fit. Additionally, when leading a skill check the NPC apprentice gains a +1 morale bonus to all guild skill checks for every additional NPC apprentice cooperating in the check, to a maximum bonus of the lead apprentice's ranks in the guild skill in use. NPC guild apprentices receive a competence bonus equal to their level on all of their Charisma-based checks when dealing with other guild members. Should the apprentice gain a 7th level, or violate guild law, he loses these benefits forever.

Apprentices have high turnover rates, as they learn little compared to how often and hard they work. Apprentices who abandon their studies generally have few prospects in the guild, though some rare individuals excel as guild messengers or janitors. The guild turns away all others, as it has no time for those wastrel souls who could not handle such simple responsibilities.

Journeyman (Levels 7-12 of core or NPC classes)

Upon graduating to the rank of journeyman, the trainee has mastered the basic theories behind his craft, and is now ready to put them into practice. Though, like apprentices, a journeyman may not ply his trade without his teacher's direct supervision, the journeyman truly earns his keep, and in many instances a master passes along most of his mundane commissions to one of his journeymen. Journeymen constantly vie for their master's favor, as they must balance the trade's practices

with assisting the master on his own projects, the best way to begin learning the advanced methods of the art. It is not enough to show competence with the craft or insight into its subtler aspects; a journeyman must demonstrate both to eventually become a master.

Journeymen usually live in the same dormitories as apprentices, though the journeymen may have private quarters adjacent to a common room for apprentices. The journeyman's responsibilities include somewhat difficult tasks (though rarely higher than DC 25), cooperating with his teacher on more difficult assignments, and appraising the master of the apprentices. In exchange for his efforts, the journeyman's wages increase to 5 sp a week. In rare instances, journeymen may attend guild functions on their master's behalf, and may even act in his stead in the event of his absence. Masters have only a few journeymen at any time, usually no more than four or five. Among themselves, journeymen usually defer to their senior-most colleague, though the master himself pays more attention to actual skill. There are few friends among journeymen, and the backbiting is every bit as vicious as any royal court. Sabotage is common, especially since a journeyman who breaks his tools is rarely allowed to continue his training. Should the true culprit be revealed, however, the guild itself may demand the expulsion for the guilty party, as well as reimbursing the master or even imprisonment. The heated rivalries between journeymen continue even after all involved become masters or leave the guild.

PCs in journeyman training learn more quickly than they did as mere apprentices, though not at the same rate as they would if they were simply adventuring. If the PCs' guild skill ranks are all at their maximum levels, a PC who is training during an adventure earns 30% of the same amount experience as each of the other characters in the party gain, or 175 XP per character level per month during extended downtime. If the PC's skills are not at their maximum, however, these amounts are slightly lower, due to spending less time with the master (25% XP gain, or 150 XP per level per month). The PC journeyman also learns to hone his competitive edge during his training, and finds it difficult to let go. For the next game session after returning from training as a journeyman, he gains a +3 competence bonus to all competitive skill checks, but is distracted by the need to prove himself, and suffers a -3 competence penalty to all Wisdom-based skill checks. Should the apprentice gain a 13th level, or violate guild law, he loses these benefits forever. PC journeymen are much closer to their masters than they were when they were apprentices, and may ask his permission to leave as they wish. If a journeyman disappears without leaving a note or explanation, the master reviews the journeyman's progress and reasoning upon the PC's

return, and may end the PC's training. Other journeymen are delighted to pass along such emergency messages to the master, as this illustrates their trustworthiness.

NPC journeymen develop bitter feuds between each other as well as any PCs. Unlike PCs, who may take extended sabbaticals throughout their training, NPC journeymen work with each other and their teacher every day. For NPCs, there is no respite from harsh feelings, no forgiveness for failure. There is only the master, and rivals for his attention. NPC journeymen strive to prove themselves at all times, and risk all the more for it. When using a guild skill in a skill check, NPC journeymen may increase the critical success range of the check by an amount equal to their character level, but increase their chances for failure as well, automatically failing the check with a roll of anything equal to or less than their character level +1. Characters may not use this ability when taking 10 or taking 20, but may use it during opposed checks. At the DM's discretion, an automatic failure provokes some sort of calamity inherent in the failure, perhaps damaging the tools for the check or wounding the character or those around him. Further, NPC journeymen gain 200 XP per character level per month in a core class or in the expert NPC class, as the DM sees fit. NPC journeymen should the apprentice gain a 13th level, or violate guild law, he loses these benefits forever.

After the grueling apprenticeship, few journeymen are willing to simply abandon their path. Those who do so either lack the talent or fall victim to their peers' jealousy. Unless the former journeyman left his training amid scandal or for violating guild law, the guild is likely to offer him a position in the guild's administration. This new career path is not a sinecure, but rather a practical response from the guild. While the new administrator lacks the ability to progress enough to become a master, he is still intimately familiar with the guild's techniques, and even this limited knowledge aids in overseeing the guild's operations. If the former journeyman is especially gifted in dealing with others (high Charisma and ranks in the Bluff, Diplomacy, and/or Intimidate skills), he may even serve as a liaison between the guild and its allies. While masters grimace at the thought of a failed journeyman giving them orders, masters choose to become administrators themselves, as their work is so dear to them.

Master (Levels 13-16 of core or NPC classes, or levels in a guild prestige classes)

After years of service and training, the journeyman gives way to the master. Though he is almost certainly still a member of the guild, and works mostly (if not exclusively) through it, he also is his own man. His expertise, his hours, his business, his customers, his trademark, his reputation — all of these now rely solely on him, rather than another. In time and with guild permission, he may

take on apprentices and journeymen of his own, thus continuing the cycle. After the labors of apprenticeship and the rivalries of the journeymen, masters almost consider their newfound status to be retirement. Without the pressures of their earlier training, masters may choose to continue their days as simple craftsmen, or to seek out other masters for advice and discussion. Indeed, only by working with other masters may the character even begin to become a grand master himself, as such a lofty status requires the understanding of a craft's history and specializations.

Masters live wherever they wish, and usually own their own shops and tools. As the owners of their own business, they no longer work for the pittance they earned as apprentices and journeymen, instead receiving the going rate for their craft (minus guild dues and stipends for apprentices and journeymen). Old enemies may still haunt them, but by and large their lives are peaceful. Should the masters seek to exchange ideas and methods with their colleagues, they must do so on their own time, and their business suffers for it. In their absence, they may set one of the journeymen up to run the business, but this still cuts sharply into profits (the business' percentage of profit during this time is equal to 5× the journeyman's level, and the business cannot produce goods of master-work quality).

PCs of master rank may seek out grand masters to study with, rather than other masters. In addition to any experience gains (60% per adventure/1,200 per month for maximum guild skill ranks, or 50%/1,000 XP otherwise), he automatically returns from his training with a master-work item he could create with his guild skills, or something else of equal value (i.e. a member of an actor's guild returns with a jeweled gift from an admirer). Unfortunately, PC masters are almost never running their own businesses, and even if they do have journeymen, the shop's percentage earnings are only 4 x the presiding journeymen's level. A shop is also an obvious tie to its owner, and a favored target of his enemies. These benefits last until the master becomes a grand master (see below), or violates guild law.

NPC masters are the mainstays of their profession, running the gamut from conservative tradesman to obsessive experimenter. They may outfit the heroes in emergencies, produce the secret bit of lore lost to the ages, hire the party to recover rare materials for the trade, bargain with evil for expanded knowledge or power, or any or none of the above. Surprisingly, though, very few actually bother to continue their training by experimenting with other masters' techniques. Only those who desire to become grand masters themselves generally do so, and even then, such a desire is usually more common among adventurers. NPC guild members usually cease to advance their training at this point, but those who do so are able to pour their greatest efforts into their art. In addition to gaining 1500

XP per character level per month of training (and the options of multi-classing into the expert NPC class or into a guild prestige class), they increase the maximum ranks of their guild skills by the skill's related ability modifier.

The guild rarely permits members of this rank to leave, as they are privy to the guild's secrets and techniques. Those who do leave either retire near the end of their lives, or else leave and either join another guild or flee. While the guild does not necessarily seek to kill those who have left its ranks (especially if the guild is predominately good-aligned), it does try to keep its members to itself. Though the guild likely prefers to simply keep its members loyal through its generous standards, it may be able to forbid non-guild members from practicing its trade (on pain of fine, imprisonment, or worse), or it may cripple former members, leaving them as living warnings not to betray the guild or its secrets.

Grand Master (Levels 17+ of any combination of core, NPC, and guild prestige classes)

With legends that rival the greatest heroes or most fearsome villains, grand masters have surpassed the skills of most men of their time. They have forsaken the company of their fellows, wives and husbands, children and heirs, all for the love of their craft. Lesser or more reasonable men would have turned toward a more steady course with a more certain future, but none have the steel soul necessary to master their life's work. Even among those who are willing to make such sacrifices to achieve greatness, few are truly capable of such accomplishment, their masterpieces marred by the lingering flaws that went uncorrected during their now distant apprenticeships. Perhaps a dozen in a generation are capable of one day becoming grand masters, and of those, only one or two may reach their potential. Less than a hundred grand masters in total have ever existed, regardless of any guild or craft. Even the gods admire and exalt such rare paragons of excellence.

For their part, the grand masters are a lot no less varied for their almost commonplace supremacy. Some are little more than hermits, living alone so that none may badger them for their remarkable talents. Others remain humble servants of their guild or society, seeking nothing more than to serve well and without distinction. Often as not, some grand masters are even so obsessed with their art and their mastery of it that they compulsively use their skills for any who ask, without consideration for payment or the nature of their customers. A handful abandon their path forever, having finally lost any chance at reliving the joy of learning some new twist to their art.

Regardless of their desires, money rarely counts amongst them — as the grand masters of their fields, they can command any price or service in exchange for their work. Whether grand masters own a king's ransom or live as a pauper, mere coin can no longer sway them. Instead,

epic quests on their behalf are the rule, particularly for those who wish to learn their mysterious ways. In the past, these quests were thinly veiled trials of patience as well as errands to fetch the items, which the grand masters needed to fulfill their part in any bargain. Due to the popularity of such legendary journeys, however, this is now almost to be expected, and some supplicants have taken to questing for such rare objects before ever approaching a grand master. In response, the current trend is to test the mettle of potential students or customers instead, forcing such people to endure hardship and trials of character to determine whether the grand master should agree to work with such people. Even the most amoral and unethical grand masters likely make such requests, if only to serve their vanity or perverse sadism. Others enforce grand challenges to see if the others are of like mind to the grand masters themselves. Unlike most such quests, the grand masters are usually unconcerned with the survival of any who journey, as a weak body as surely as a weak soul delivers the grand masters' secrets into the hands of their enemies. The good-aligned grand masters may mourn those who have died, but do not hesitate to send others into danger rather than risking that their masterworks fall into the hands of villains.

In addition to the level requirements, grand masters must also have no fewer than five feats tied to their guild skills, and must have their guild skills at the maximum possible number of ranks, regardless of whether they were ever cross-class or specialized class skills. Grand mastery requires the utmost dedication.

PCs rarely have the time or discipline to become grand masters, though their friendships with the guild may leave them friends or enemies of new grand masters. PCs who do achieve the rank of grand masters may wish that they had not, as their legendary abilities make them targets for endless plots of both their allies and enemies. Between adventures, the PC grand master may automatically create one masterwork item using a guild skill, provided he has access to required tools, works at least 8 hours a day, and works for a month at a time. He may create another such item each month he spends in continuous labor. If his skills do not lend themselves to crafting items, he instead performs another, similarly impressive feat tied to a skill (i.e. a grand master of the Decipher Script skill may create his own language, which he may teach others to speak and read if they spend a skill rank to learn). Unfortunately, using his heightened skills may attract attention. If he comes into contact with anyone who has even a single rank in his class skill, and this person or persons survives long enough to speak to others, all Gather Information checks to find him or to discover his current actions automatically succeed, as though the check was successful with a natural 20.

NPC grand masters are even more prolific than their PC counterparts. Their guild skills no longer have maximum ranks at all, and their masterwork creations are extraordinarily useful. When creating a masterwork item, a grand master may choose to grant the equivalent of a +2 enchantment on it. This bonus does not stack with any other bonuses, and if used to mimic a magical item ability, subsequent enchantments ruin the item's internal perfection and cancel the mimicked power. If the grand master's guild skills do not lend themselves to crafting items, then he performs another, similarly impressive feat tied to a guild skill (i.e. a grand master in the Bluff, Disguise, and Perform skills may automatically replace a respected citizen, and nothing short of magic or may distinguish him from the true article, as even his lapses are explained away through Bluffs). Unfortunately for NPC grand masters, however, they are even more famous, and at least 2d6 different people always know their whereabouts, down to the district of a large city, or the last known civilized location the NPCs graced.

Guilds are generally unsure of how to treat grand masters who wish to have no truck with them or other such organizations. On the one hand, such grand masters, despite their skills, are almost certainly interfering with guild business at the very least, and may even be criminals, while on the other, no guild wants a reputation for being so wasteful as to actually have destroyed one among the rarest breed of craftsmen. Instead, guilds attempt to lure the grand masters into their fold any way they can, with even the most staunchly good-aligned of guilds wondering if blackmail or kidnapping might serve their cause best in the long run. In many cases, the two reach a compromise, with the grand masters occasionally lending aid or insight to the guilds, and the guilds giving the grand masters honorary memberships and wide berths. This protected status even extends to those grand masters who have made enemies of the guilds, or who have never even been members of any guilds.

At the DM's discretion, a character may attain the benefits of grand mastery without guild training, representing lifelong and private dedication to their art. Such grand masters still command respect from the guilds, but guild members view them as alien, frightening, and wicked, more akin to a mad uncle than an honored father. Grand masters who have earned their place without a guild's support have sinister reputations as lunatics or as the earthly servants of fiendish gods or devils, who bartered their souls away for the inhuman mastery of their craft. Characters meeting such grand masters must make a Will save (with a DC equal to the grand master's highest skill) to even approach or speak to him, or else be frightened into submission by the rumors. Such a fear is not unnatural or irrational, and characters may still defend themselves if attacked in his presence or by the grand master, or even journey alongside the

grand master, though his intimidating presence leaves others uncomfortable. Likewise, if a grand master directly addresses a frightened person, the person may still respond, though they suffer a -2 morale penalty to skill checks, attacks, damage, and Will and Reflex saves if the grand master is nearby (within sight, or within the frightened character's range for attacks of opportunity). This fear fades gradually, and those who spend at least 8 hours a day with the grand master grow more accustomed to his presence over a number of days (15, minus the grand master's Charisma modifier (negative Charisma modifiers add to the number of days instead)), though the grand master's legend is still disconcerting.

GUILDS AS BENEFACTORS

Most guilds offer several benefits to its members, be it discounts on raw materials, free lodging in safe houses, or special protection. Because all guilds are different, however, they do not offer the same kind of services. What follows is designed to help DMs determine the advantages granted by each guild to their respective members.

BEST PRICES ON RAW MATERIALS

The majority of craft and profession guilds, and some special interest guilds, offer their members the best prices on the raw materials they use. These raw materials are those directly associated with the craft or profession the guild is famous for. A leather workers' association, for instance, would grant special prices on raw animal hides or pelts, and perhaps even on the skins of certain magical beasts or aberrations; associates of a masons' brotherhood would benefit from excellent prices on quarried stones and various types of mortars; while a shipbuilders' guild would offer a considerable discount on lumber, ironware, and perhaps even paint to its members.

To determine the base price of raw materials, use the rules presented in the *Dungeon Master's Guide* and subtract 10% to 40%. A number of internal and external factors can alter the base price of raw materials available within a guild at a specific time: internal conflicts, setback of operations within the organization, the availability of the materials in question, its rarity, the costs associated with shipping, and a number of other determinants within the campaign world can modify the price of such materials. Because of these factors, the deal on raw materials offered by each guild can vary on a monthly — or even weekly — basis. Generally speaking, however, it remains stable and most organizations offer their members an average discount equivalent to 25% off the base price of raw materials.

BENEFITS OF A GUILD

DMs who prefer to randomly determine the discount on the raw materials used by each guild can randomly roll a d20 on the chart presented below. The following modifiers apply:

- If you use the Monthly Guild Operations rules presented in Chapter 3, subtract 2 if the income of the guild has decreased or is below average or add 2 if it has increased or is above average. The roll is not modified if the guild's operational revenues are stable and within average.
- If the raw materials are easy to come by (such as lumber in a temperate region covered with forests), add +2 to the roll.
- If the raw materials are hard to find or need to be imported from a distant land (such as lumber in a desert region), subtract -2 to the roll.
- If the raw materials are exotic (such as dragons' hide), subtract -2 to the roll.
- In PC operated guilds, a Diplomacy check result between 20 and 24 by the character negotiating the prices of raw materials with the distributors allows an added +2 bonus to the roll; A check result of 25 to 29 raises this bonus to +3; while a result above 30 brings it to +4.
- If the person negotiating the purchase of raw materials for the guild has 5 ranks or more in Diplomacy, add a +2 synergy bonus to the roll. Because most negotiators will have a descent Diplomacy modifier (and thus often 5 or more ranks in the skill), this modifier is optional. It should however always be taken into consideration in PC operated organizations.

1d20	Discount Offered (Sample Explanation)
1 or Less	No discount (the guild can't afford to give special prices at this time)
2	5% discount (the guild has fallen on hard times; the discount offered is minimal)
3	10% discount (the guild has seen better days, but still doing its best to insure fair prices)
4	15% discount (the guild's operations have suffered a setback, but it still offers an honest discount)
5-7	20% discount (recent increases in shipping cost doesn't allow the guild to offer its usual rebate)
8-14	25% discount (this is the average discount offered by most guilds)
14-16	30% discount (the guild's buyer negotiated a good price with the suppliers)
17	35% discount (the guild purchased a great quantity at an appealing price)
18	40% discount (the guild's revenues have increased and it can offer better discounts)
19	45% discount (the guild's operations are running smoothly and the organization is making great profits)
20 or More	50% discount (the guild is doing well and all its members benefit from its success)

EQUIPMENT REPAIR/UPGRADING DISCOUNTS

All guilds offer a discount to their members for repairing or upgrading the equipment needed for their trade. This applies equally to class, craft, interest, and profession guilds. This could mean a rebate for fixing a battered shield or dented plate mail for members of a mercenary company; a discount on the repairs of a damaged sea vessel for a traders' guild; a low price on the purchase of cart and ox for a merchants' association; or replacing tools of the trades for any kind of class, craft, or profession guild.

Repairs

Most guilds have contacts with artisans and professionals crafting or working with instruments, tools, and other necessary equipment related to their interests. A carpenters' guild, for instance, could have contacts with masons offering discount on their services, with metal smiths able to repair their tools, and with clothiers used to fixing tunics at an appealingly low price.

Discounts on repairs usually vary from 10% to 40% off the regular cost, but can go as high as 50%. Like the rebates on raw materials, the average discount offered by most guilds on equipment repairs is 25% off the usual price.

Upgrades

Upgrading equipment is an important part of most classes, crafts, and professions, and even organizations based on a common goal or interest offer discounts on equipment upgrades. For a fighting company, this benefit could be a discount on arms and armors; for an adventuring band, this could be a rebate on selected gear; and for a craftsmen's guild, the deal could be associated to any tool needed for its craft.

Like discounts on raw materials and repairs, the rebate for purchasing new equipment related to the guild in question typically varies between 10% and 40% off the regular price, with the average discount being 25% off and the maximum set at 50%.

DMs may fix the rebate each organization offers on repairs and upgrades as he sees fit, he may use the normal average (25 off regular price), or simply roll randomly on the "Discount Offered" chart presented in the raw materials section above. If rolled randomly, the same modifiers may be used. The only significant difference is that the two modifiers related to the use of the Diplomacy skill pertain to the ability to cut deals with other guilds able to perform repairs or supply new equipment in order to obtain the best prices to members, rather than making agreements with suppliers and other traders of raw materials.

Other Discounts

A good number of guilds also provide its members with discounts on other goods and services. This benefit is not as easily quantifiable as discounts on raw materials, repairs, or upgrades, as it varies according to the assets,

influence, reputation, status, and size of each guild. Generally speaking, the greater the guild's authority, size, and wealth, the more unrelated discounts it can offer to its members. Furthermore, the nature of these rebates varies according to the guild's contacts with other organizations, its fame, and its willingness to extend the same benefits to members of the other groups it deals with.

An assassins' guild regularly hired by a rich and devious trading circle, working in conjunction with a thieves' brotherhood, and offering protections to the local innkeepers' society, for example, could benefit from rebate on selected merchandise sold by the trades guild, hire thieves to perform services for them, and rent rooms in most inns of the city at discounted prices. Another example would be a guild specializing in selling exotic wine with strong ties with a traders' guild taking care of all transportation of their product. The members of this exotic wine sellers' society could benefit from a rebate when boarding ships or traveling with caravans from this traders' guild and perhaps even get a rebate on some of the goods it carries.

Any type of guild can have all sorts of contacts with other organizations. A carpenters' guild, for instance, could cut a deal with a seamstress association offering strong tunics perfect for their line of work at an appealingly low price. In exchange, the carpenters could build, maintain, or repair the seamstresses' guild house for a ridiculously small fee.

The discounts may be applied to clothing, food, gear, lodging, transportation, and any sort of service offered by the organizations the guild entertains good relations with. This rebate usually varies from 10% to 30% off the regular price and typically averages 20%, but can occasionally be as high as 40%.

Typically, the number of unrelated discounts each guild has is equal to 1, plus 1 for each group of 100 members in the guild. An additional +1 bonus may be added if the guild has a great sphere of influence, if it is particularly wealthy, or if it is willing to exchange discounts on merchandise or services with other organizations.

SAFE HOUSES IN FOREIGN LOCALES

Almost all guilds have at least one safe house, typically its main headquarters, situated in the city, town, or hamlet from which it operates. Normally, this is a building large enough to house a good number of guild members and includes a mess hall able to fit all guildsmen of the chapter. Sometimes, the organization's headquarters are limited to a single tiny room for small associations or a wide rented hall where hundreds of members can meet for larger guilds. Other times, the society maintains a number of safe houses where its members can rest in common or private chambers, meet others of their trade in the common hall or at the dinner table, or hide from

the local authorities if the group maintains secret safe houses (for an assassins' or thieves' guild, for instance). In the case of wilderness-oriented organizations, the safe house could take the form of a dry grotto in a secluded hillside, a great log cottage on a mountain flank, or a small wooden shack somewhere in the woods.

Because many guilds have chapters in other cities, towns, or wilderness areas, most can offer their members shelter in places other than where their base of operations is situated. In most cases, this means that members of a particular association can generally find a safe house similar to what they are used to in most major towns or cities, or at least in the areas where different chapters of their guild exist.

Most guildsmen are welcome in the safe houses of other chapters, since this gives everyone a chance to trade information, facts, and rumors, as well as "talk shop" with new acquaintances, which can eventually become important contacts. It also gives adventuring PCs a chance to keep in touch with their respective organizations and perhaps even communicate with their own guildmasters. This also allows the average adventurer to benefit from any rebate or service his guild can offer, including special training and access to selected materials.

Furthermore, some organizations — notably trade guilds and wilderness circles — maintain safe houses in most locations where their members are often required to travel. This can take the form of small trading outposts along the coastline, a reserved room at a reputable inn in a major city, or a hut equipped with firewood close to an important forest.

Wherever a guildsman travels, he can find friends and allies almost everywhere — if not from his own guild, then from an organization to which it is closely associated. But remember that wherever friends can be found, competitors are not far away...

SALARY MINIMUMS AND INSURANCE

Some guilds guarantee their members with a minimum wage amount for each week of dedicated work. Some also offer insurances covering these salaries in case of accidents impairing a member or otherwise make him unable to perform his duties. These services are most common in craft or trade guilds, but other associations sometimes offer them. In the case of evil organizations, however, this is almost unheard of.

When these services are offered, they are usually mandatory and all members of the guild in question must pay a surcharge to their membership fees. In exchange for this small fee, however, the guildsmen obtain certain advantages.

Salary Minimums

For a craftsman or professional, the minimum wage earned for each week of dedicated work is usually fixed at one gold piece for each rank he has in the related Craft or Profession skill. For those who do not practice a specific craft or profession, the basic rate is one gold piece per character level every week.

This base salary is modified as follow:

- Bonus of +1 gold piece for every rank above that of apprentice. Not every master has apprentices, journeymen, and experts below him, but one who does would gain a bonus equal to +3 because of his rank (since he is three ranks above apprentice). The exact bonus varies according to the hierarchy of each guild.
- Bonus in gold pieces equaling to the character's Intelligence or Wisdom modifier (whichever is greater). These wages are obviously below what a guildsman usually earns, since the amount of gold obtained in a week from an artisan is equal to the result of an appropriate skill check, as per the *Dungeon Master's Guide* rules. Those minimums, however, insure a basic wage to most craftsmen and professionals, even those who do not work as hard as their comrades.

Salary Insurance

Guilds offering insurances on salary provide the minimum wages (as described above) to all guildsmen who are deemed unfit to work. Accidents resulting in a maimed body part, depression, and sometimes even the death of a family member are considered good reasons why a character would be unable to practice his craft. What is deemed acceptable however, varies according to the bylaws of each individual organization.

PROTECTION

Although not all guilds can confer protection to their members, most insure the defense or safeguarding of their fellow guildsmen. This benefit is free and provided to all members of the group. Officially, no special additional advantages are given to members of higher ranks, but exception to this rule is not infrequent since a master who has proven himself time and again is obviously more valuable to an organization than a mere rookie who is still struggling to learn his trade.

Protection can take many forms. For some guilds, it means providing legal counsel in any disputes their members are involved in. For others, it means supplying important dignitaries of the association with bodyguards to secure their lives — or providing the same benefit to a member whose life is endangered. Some guilds have contacts with city officials or members of the militia and their members are often given the benefit of the doubt

when caught at a crime scene; other times they are able to bribe the lawmen who apprehended them and escape unharmed, their reputation unsullied.

The sort of protection offered varies according to the type of guild the character belongs to. A thief's or assassins' circle, for instance, might be able to manipulate the members of the city militia in order to insure none of their members are arrested. A trade guild might be able to bribe the authorities to insure the continuation of their unlawful mercantile activities. A lawful craft or profession guild, however, would not interfere in manners of the law unless it is within the boundaries of the judicial system. Organizations including warriors in their rank, or one which has close ties with such a group, may bestow protection in the form of guards, which the guild would hire and pay for.

QUALITY STANDARDS

Quality standards on the goods and services guilds provide are essential to most organizations, because a guild's reputation — and therefore its overall success — depends on these standards. In order to insure high quality criteria, guilds work hard to train its members and give them with access to the required raw materials, good tools, as well as discounts on equipment repairs and upgrades. Many organizations also make sure the raw materials they purchase for their members are of good or superior quality, the tools they use are sound, and the repairs done to their equipment are well made.

For these reasons, characters buying merchandise or paying for services from reputable guilds usually have good quality products or assistance for their money. Likewise, guild members who purchase raw materials, tools of the trade, or have their equipment repaired or upgraded at their guild house are usually greatly satisfied (not to mention the rebate they receive). Of course, even the best organizations can sometime produce defective items or unknowingly purchase low-grade raw materials. Generally speaking, however, it is rarely the case.

VOTES

Typically, decisions regarding the daily affairs of each guild are taken by a few high ranking members. An organization is usually run by the guildmaster with the help of a few important guild officers, who take all decisions on behalf of their fellow guildsmen. From time to time, however, a guild may summon all members of the society to discuss problematic issues, which can result in the need for a vote. This is especially true when major events in the guild's history are taking place, such as choosing a new guildmaster or another high-ranking official, modifying the guild's charter or bylaws, or taking decisions that may change the direction, prestige, or even the main trade of the society.

Small associations may take voting to another level, allowing each member who can meet on a weekly basis to vote on most issues concerning the day to day running of the guild, in a totally democratic way. This is rare, however, as most guilds include too many members for this to be feasible. For these larger groups, members can, on occasion, be summoned to discuss and vote on a major issue concerning the society, but they never get involved in the decision making process of the mundane operations of the organization (unless they are high-ranking officials and responsible for these decisions).

When this happens, all members above the rank of apprentice are allowed to vote. In some guilds, the votes of masters and influential officers (such as the guildmaster) may count as two or even three times the vote of the regular members, but this is not typical. When votes are equally split, the guildmaster is responsible for taking the final decision. In some instances, he may also hold the right to veto any conclusion taken by the voters or find a suitable compromise to satisfy the majority of the members.

GUILD EQUIPMENT

Codes and Ciphers: this is a subject that has filled volumes so it will be extremely simplified. Codes come in wide varieties, from letter substitution to hidden letters and coded sequences. But unless the DM wishes to go into immense detail, codes are extremely abstract. Each code has a Rating, which is the DC to decipher the code using either Knowledge (codes and ciphers) or Decipher Script skill (see the skill descriptions for further information). Note that *comprehend languages* and similar spells will not decipher a code.

To use a code, a character must have access to a codebook, have the code memorized or have spent the time to break the code. Encoding or decoding a message takes one minute for each Rating of the code for each page of information to be conveyed. Even though the code may be spread out over several pages of documentation, it is the amount of information that it conveys that is important for determining time involved.

The more complex a code is (the higher its rating) the more it costs to acquire.

Those who use codes are willing to go to extreme lengths to protect them. Those who end up with a codebook had best be very careful with it.

Guild Seals: This range is from physical seals in wax or lead to stamped marks made in ink or actually carved or cast into the item. A guild seal is a guarantee of the content and quality of an item. Examples would be bags of flour marked by the millers' guild guarantying their weight at 50 pounds each or a hallmark of a silver smith on a piece of jewelry insuring the silver content.

Guild seal can be forged, the more complex a seal, the more difficult the forgery, some cannot be done without the appropriate craft skill as well (the silver hallmark for example).

Guild seals vary in cost by type, from silver piece or two for a simple wax seal to several gold for a hallmark stamp and that is just for the physical item. The right to use a guild seal costs much more as one must be a member of the appropriate guild and in good standing.

Hidden Armor: Guildsmen often find themselves in dangerous situations but they rarely wish to insult those that they are dealing with by wearing obvious armor. Their solution, hidden armor, an armored vest usually padded cloth or leather reinforced with small metal plates at vital points but rarely of extremely fine chain mail. Functionally these all share the same statistics.

The Spot difficulty to notice hidden armor is a base of DC21 or DC23 for masterwork Hidden Armor. The character choice of clothes to wear over the hidden armor may modify this DC as well (DM's call).

Hollow Book: A thick book usually with a locking cover, the interior pages of which has been cut away to form a pocket to hide items in.

A Spot check (DC 24) to notice them something is wrong with the book is allowed (raised to DC 28 for a masterwork hollow book) but this should be checked only if the book is specifically being investigated or something has happened to bring attention to it.

Note: Anyone with a book and a knife can make a hollow book but they are not as efficient as custom-made ones, a Spot check (DC 18–20) is assigned at the DM's decision.

Cost: 10 gp (60 for Master work) Weight: 3 lbs

Secret Compartment: This is added to a chest to conceal high value, low bulk items (such as gems or magic items). The larger the compartment the harder it is to conceal.

A small compartment conceals half a cubic foot of goods that can be discovered with a Spot check (DC 21). A large compartment conceals up to two cubic feet of goods and can also be discovered with a Spot check (DC 18). A masterwork version increases the DC by 3.

Cost (including the chest) with a small compartment 30 gp, with a large compartment 40 gp. For a Masterwork version add 75 gp to the cost.

TABLE 2–2 CODE COSTS

Code Rating	Cost
1–15	Rating squared +100 in gold (rating ² + 100 gp)
16–30	Five rating squared +500 in gold (5x rating ² + 1,000 gp)
31+	Ten times rating squared +1,000 in gold (10x rating ² + 2,500 gp)

BENEFITS OF A GUILD

TABLE 2-3: ARMOR

Armor	Armor/Shield Cost	Maximum Bonus	Armor Dex Bonus	Arcane Spell Check Penalty	Failure Chance	Speed	Weight
Light Hidden Armor	75 gp	+0	+0	+0	+2	30 ft.	10 lbs.

Steel Secret: A steel skullcap worn under a hat or wig to provide a minimum of protection. The only effect of the steel secret is to provide a 10% chance to reduce sneak attack damage to 1 pt per die on any attack made against the person wearing it. This will only work once per battle against any particular attacker.

A Spot check (DC 23) is allowed to notice a steel secret (DC 25 for a masterwork version).

Cost: 15 gp (90 for masterwork), Weight: 2 lbs.

NEW USES FOR OLD SKILLS

Note: Several of the skills in this section require use of the rules in Chapter 5.

BLUFF (CHA)

Normal Use: You can confuse and misdirect those you deal with by verbal and physical trickery.

New Use: *Brazen.* Characters with very high Reputations can simply ignore accusations of criminal activity. If your Reputation is 20 or more points higher than that of your accuser, you may make a Bluff check at a DC equal to 10 + the Reputation of your accuser. If you succeed, no-one present will believe the accusation. You may not Brazen out an accusation if your Reputation is Tainted.

New Use: *Haggling.* You know the art of the deal and how to beat down (or up) prices. A haggling roll is opposed by bluff, sense motive or a Wisdom check (whichever is higher). For each point the haggler wins by he can adjust the price of up or down by a certain amount, using the following chart:

Item Type	Percentage per point	Maximum adjustment	Example
Common	3	30%	Flour
Unusual	2	15%	Fine Wine
Rare	1	5%	Bastard Sword
Exotic	.5	2.5%	Potion

However, some prices cannot be changed. (Do not try haggling the high priest down on the price of a raise dead spell for your friend and ally.)

New Use: *Swagger.* By walking in to a social encounter and acting like you own the place, you can temporarily boost your Reputation. To do this, you make a Bluff check at a DC equal to 15 + the number of "false" Reputation points you wish to add. If you succeed, your Reputation is raised by this number for the duration of the encounter (a single meeting, party or similar encounter, lasting no

more than a day). You may only Swagger once in any given situation. If you have five or more ranks in Disguise, you gain a +2 synergy bonus to this check.

CRAFT (INT)

Normal Use: You can make things.

New Use: *Workman's Friend.* Ranks in the craft skill usually represent skills learned in a social setting, indicating knowledge of other crafters and workers in that field. Characters with 5+ ranks in a profession skill receive a +2 synergy bonus to the appropriate Knowledge (guild) check and to gather information checks with other members of that craft.

DECIPHER SCRIPT (INT; TRAINED ONLY)

Normal Use: You can puzzle out foreign or obscure languages.

New Use: *Code Breaking.* With your skill and knowledge with languages you have some ability to use decipher script to puzzle out codes but it is not an easy task. The DC of the code is increased by +5 if you do not have any ranks in Knowledge (codes and ciphers).

Special: If you have 5 or more ranks in Decipher Script, you get a +2 synergy bonus on Knowledge (codes and ciphers) check when attempting to break codes.

DIPLOMACY (CHA)

Normal Use: You have mastered the arts of etiquette and the social graces knowing how to act in most social situations.

New Use: *Bureaucracy.* You know how to move around in a bureaucratic setting, how to politely move through layers of paperwork and red tape to achieve your ends, be it arranging a meeting with the Duke or permission to open a new inn.

It is up to the DM to decide the DC for various bureaucratic tasks and the time and fees involved. In general, most routine bureaucratic tasks should be in the DC 10-13 range.

New Use: *Ignore Reputation.* You can, by sheer eloquence and force of personality, force an issue to be resolved without reference to the importance of the people involved. The DC is equal to the highest Reputation involved. If you succeed, then no character can use Reputation for the duration of the current social situation.

New Use: *Remove Taint.* By pleading for mercy and pointing out the fine qualities and good deeds of a person, you may attempt to remove Taint from his Reputation. The DC is equal to (20 + his Reputation — your

BENEFITS OF A GUILD

Reputation). The DM should increase the DC in the cases of exceedingly blackened Reputations. Your reputation counts as being 0 if it is currently Tainted.

Retry: Yes, but repeated failure usually leads to your Reputation being Tainted by association with the disgraced.

GATHER INFORMATION (CHA)

Normal Use: You make contacts, find out local gossip, and collect general information.

New Use: *Talk of the Town.* When searching for rumors and information about a person, you may add $\frac{1}{5}$ their Reputation score as a circumstance bonus. Loose tongues are always far more willing to talk about the famous.

INTIMIDATE (CHA)

Normal Use: You can bully others to do what you want.

New Use: *Pull Rank.* You may "pull rank" on someone with lower Reputation. You may add the difference in your Reputation scores as a morale bonus to your Intimidate skill check. The maximum bonus obtainable in this manner is +10.

INTUIT DIRECTION (WIS)

Old Use: You have an innate sense of direction.

New Use: In addition to simply providing direction, this skill is often used by Farwood Guild members to determine the location and distance to neighboring province. For example, a guild member might make an Intuit Direction check to determine that the nearest guild member is assigned a region of land approximately 4 days travel due east over open forest and swampland.

Special: This ability is normally reserved for members of the Farwood Guild.

KNOWLEDGE (INT; TRAINED ONLY)

Normal Use: You have a deep understanding of a subject, academic or otherwise.

New Use: *Knowledge (Codes and Ciphers).* You have made a study of code and ciphers and understand how they work and how to break them.

Code Breaking. You may use Knowledge Codes and Ciphers to break a code you have access to. The time required is one day for a code with a DC of 20 or less or one week for a code with a DC of 21 or higher.

Encrypting. You may create new codes. Time to create a code is one week for a code with a DC of 20 or less or one

month for a code with a DC of 21 or higher. The DC to create a code is the DC of the code for DC of 15 or less, DC of the code +5 for codes with a DC of 16–30 and a DC of the code +10 for codes with a DC of 31 or higher.

See Codes and Ciphers on page 33 for more information.

Special: Codes with a DC of 15 or less can be broken with an Int check against the Code's DC +8. Codes of with a DC of 16 or higher can only be broken by someone with ranks in either Decipher Script or Knowledge (codes and ciphers).

New Use: *Knowledge (Guild).* You understand how organizations, such as guilds, work. You know who commands who, how information flows from place to place, who to talk to and so on. This knowledge is vital if you need to find a certain person or piece of information from a guild.

Special: If you have 5 or more ranks in Knowledge (guild), you get a +2 synergy bonus on diplomacy and gather information checks with guildsmen.

New Use: *Research.* Those who are trained in the techniques of reading and analysis can research information. Like a bard they are able to find useful information and rumors. The DC for the research is the same as for a bardic lore check (PHB chapter 3) +10 and the unmodified DC is also used for the base time in hours to undertake the research. The available library type modifies this.

The research skill check is made with the appropriate knowledge skill. If the character has 5 or more ranks in a complimentary knowledge skill (DM's judgment) he receives a +2 synergy bonus on his research check. If the character has no appropriate knowledge skill, he may still use his Intelligence check.

The information obtained from the use of the *research* ability will usually be in greater depth than what would be gained from a bardic lore check. A bardic lore check might tell you the smith Quasrian, who made swords for the Norrian King, forged a particular ancient sword. A research check would reveal that several other examples of his work and the location of his primary urge. For each 5 points over the DC that his research check is made by some additional useful piece of information should be located.

KNOWLEDGE (CARTOGRAPHY) (INT)

Old Use: You are an adept student of map making.

New Use: Farwood Guild members use their knowledge of cartography to make a mental note and memorize

TABLE 2-4: LIBRARY RESOURCES

Library Resources	Time Multiple	DC Modifier	Example
None existent	–	Impossible	An empty cave
Scare	×3	+10	A handful of books
Poor	×2	+5	A personal library
Average	×1	–	Basic guild library
Good	×1	–1	Wizard's library
Superior	×1	–2	Library of a university
Wondrous	×9	–3	The library in the ancient Elven Capital

the layout of vast tracts of land until they have occasion to return to the guild and make use of the cartographic tools to embellish the guild's vast library of forest maps. A successful Knowledge (cartography) check while exploring unmapped regions allows a character to recall perfectly the layout for a number of days equal to their Wisdom modifier multiplied by five. If a map is created during this time, either by the character or by another to whom the character is describing the lands in question, the individual creating the map gains a +5 insight bonus to their Knowledge (cartography) check.

Special: This ability is normally reserved for members of the Farwood Guild

PERFORM (CHA)

Normal Use: You are skilled in several forms of artistic impression and you know how to put on a show.

New Use: *Satire.* By mocking and spreading scandal, you can temporarily Taint another's Reputation. The DC to Taint a Reputation is 25.

PROFESSION (WIS; TRAINED ONLY)

Normal Use: You can do a job well enough to get paid for it.

New Use: *Professional Knowledge.* Ranks in the profession skill usually represent skills learned from other members of that same profession indicating knowledge of such practitioners. Characters with 5+ ranks in a profession skill receive a +2 synergy bonus to the appropriate Knowledge (guild) check and to gather information checks with members of that profession.

SENSE MOTIVE (WIS)

Normal Use: You use this skill to tell when someone is bluffing you.

New Use: *Determine True Standing.* By picking up on hints of heraldry, speech and bearing, and other social clues, you may determine what another person's Social Standing is, regardless of their current Reputation. The DC for this check is 10+ the other person's Bluff skill ranks. If you have 5 or more ranks in Knowledge (nobility or royalty), Knowledge (Local) or another relevant Knowledge, you gain a +2 synergy bonus to the Sense Motive check.

SPEAK LANGUAGE (NONE; TRAINED ONLY)

Normal Use: You can speak (and possibly read and write) additional languages.

New Use: *Codes and Ciphers.* You can learn a code by rote (or by heart) by purchasing it as a language. This eliminates the need for a codebook or other vulnerable translation device. (See codes and ciphers in equipment for more details.)

NEW FEATS

BUREAUCRAT [GENERAL]

Red tape and forms hold no fear. You are the master of paperwork and bureaucracy.

Benefits: You receive a +2 competence bonus to Diplomacy and Profession (Bureaucrat) skills. In addition you receive a +2 competence bonus to Sense Motive checks against members of a bureaucracy and to Search checks in a bureaucratic setting since you understand their organization methods so well.

EYE FOR FAKES [GENERAL]

You are well versed in spotting fakes and counterfeit items.

Prerequisites: Int 13, Search 5 ranks.

Benefits: You receive a +3 competence bonus to any check to detect fakes or forgeries and to see through disguises. Additionally, you receive a +1 competence bonus to saves against illusions and to opposed checks against the Bluff skill.

EFFICIENT CRAFTSMAN [GENERAL]

You are a master of your craft and are able to rapidly and efficiently produce high quality items.

Prerequisites: Wis 13, Skill Focus (craft), Craft 10 ranks.

Benefit: Choose any one Craft skill that you have *skill focus* or possesses 10 or more ranks in. You receive a +2 competence bonus to checks for that skill (this stacks with the bonus from *skill focus*), all items you craft cost you 10% less to make and are completed in 90% of the normal time.

GUILD INHERITANCE [BACKGROUND, GENERAL]

You have inherited a position in a guild and now are a member of that guild with all rights and responsibilities there of.

Benefit: You are a member of a particular guild. Knowledge (guilds) is a class skill for you. Because of your family's reputation within the guild you receive a +1 circumstance bonus to Knowledge (guilds) and gather information checks when dealing with your guild. You also receive an additional 1d4x10 gold at character creation.

Special: Usually this feat can only be chosen at 1st level.

GUILD SAVVY [BACKGROUND, GENERAL]

You have a special understanding of guilds and those who work within them.

Benefit: When using social skills while dealing with a guild, you benefit from your deep understanding of how a guild functions. The character receives a +2 competence bonus to any social skill or Knowledge (guild) checks made within a guild setting or when dealing with a guild.

Special: This feat can only be chosen at 1st level.

HAGGLER [GENERAL]

You know how to haggle with the best of them.

Prerequisites: Int 11, Cha 11, Bluff 1 rank.

Benefit: You receive a +3 competence bonus whenever you are haggling, bargaining over prices, or negotiating business deals. Your ability to quickly size up a mercantile situation also gives you a +2 circumstance bonus to sense motive checks during a business exchange and allows you to appraise items in 30 seconds.

Normal: A character without this feat takes one minute to appraise an item.

LOYAL TO THE GUILD [GENERAL]

You are unshakably loyal to your guild.

Benefit: You receive a +2 morale bonus to saves and opposed tests that would turn you against your guild or cause you to fail in direct service to your guild (DM has final call on what circumstances apply). Additionally, you receive a +1 morale bonus to damage when fighting in direct defense of your guild or its honor.

Special: This feat can also be used to reflect anyone who is deeply committed to a government, organization or ideal with only a small alteration in its title. (i.e. Loyal to the Crown or Loyal to the Cause).

SMUGGLER [GENERAL]

You understand the ins and outs of smuggling goods.

Prerequisites: Int 11, Cha 11, Character level 3rd.

Benefit: You receive a +2 competence bonus to checks and opposed tests involved when concealing or smuggling goods, dealing with searches, bribing officials in the course of smuggling and similar tasks. Further, you receive a +1 circumstance bonus to saves against any spell or magical effect that would make you tell the truth or otherwise betray your smuggling operation.

NEW CLERIC DOMAINS

GUILD DOMAIN

Granted Power: Knowledge (Guild) is a class skill. Receive a +2 divine bonus on Diplomacy, Craft and Profession checks.

Guild Domain	Spells
1	<i>Guild Mark</i>
2	<i>Zone of Truth</i>
3	<i>Divine Craftsman</i>
4	<i>Guild Oath</i>
5	<i>Mark of Justice</i>
6	<i>Animate Object</i>
7	<i>Guild Ward</i>
8	<i>Mass Heal</i>
9	<i>Miracle</i>

Spells in italics are new spells included in this book.

NEW SPELLS

Divine Craftsman

Abjuration

Level: Cleric 4, Guild 3

Components: V, S, DF

Casting Time: 1 hour

Range: Touch

Target: Creature touched

Duration: See text

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

This spell grants the target with a spark of divine inspiration, providing him with unique focus and ability for a short time.

The target receives a +10 insight bonus on one Craft skill, chosen when the spell is cast, for one week per level of the caster or until a single item is finished (whichever comes first) or a +10 insight bonus on a Profession check for one week of use.

Greater Secret Conclave

Abjuration

Level: Cleric 4, Sor/ Wiz 4

As *secret conclave* except that all Spot and Listen checks are penalized by an amount equal to the caster's level (maximum 20). While any attempts to Scry upon the protected area suffer a penalty equal to half the caster's level, rounded down (maximum 10).

Material Component: A mirror wrapped in wool tied with white ribbon.

Guild Mark

Universal

Level: Guild 1, Sor/ Wiz 0

Components: V, S

Casting Time: 1 standard action

Range: 0 ft.

Effect: One guild symbol, rune, or mark, all of which must fit within a 1 ft. square

Duration: Permanent

Saving Throw: None

Spell Resistance: No

This is a variation on *arcane mark* and follows all of the rules for that spell. However, instead of placing a purely personal mark, it places a guild mark that guarantees an item was produced by a specific guild and master and confirms to all the rules and laws of that guild. The guild mark will disappear if the item is tampered with or adulterated.

Guild Oath

Enchantment (Compulsion)

Level: Guild 4, Sor/ Wiz 4**Components:** V, S**Casting Time:** 1 hour**Range:** Touch**Target:** Creature touched**Duration:** Permanent**Saving Throw:** None**Spell Resistance:** Yes

Guilds are intensely concerned with keeping their secrets, secret, a guild oath is intended to insure just that. Guild oaths are usually administered when a journeyman graduates to master within a guild but before they are taught any of the secret techniques of the guild. The Oath must be entered into willingly otherwise the spell will not work, however the caster, and all observing, will know that it was refused.

While under a guild oath, the character cannot be forced to reveal guild secrets to anyone who is not part of the guild. he finds himself unable to speak them aloud, write them down or communicate them in any fashion. Even under torture, the character will not be able to reveal the secrets of a guild. However, a character may still be tricked into revealing them.

Guild Ward

Abjuration

Level: Guild 7, Sor/ Wiz 7**Components:** V, S**Casting Time:** 1 hour**Range:** Touch**Target:** One building of no more than 200 square feet per level**Duration:** 1 month**Saving Throw:** See below**Spell Resistance:** Yes

This spell guards an entire guildhouse or workshop from danger and thieves. Any attempt to damage, steal or cheat from the warded building, its people or its content requires a Will save from the character to even attempt to do so. If the save is made, the character may attempt such actions but is at a -2 morale penalty on all attack rolls and skill checks while doing so.

The material component is a guild symbol, usually made of bronze, placed prominently on the building to be warded. It is not consumed by the casting and can be reused. If it is destroyed or stolen, the ward is broken, so it is usually placed high on a wall (and the guild ward spell does protect this guild symbol).

Secret Conclave

Abjuration

Level: Cleric 2, Sor/ Wiz 2**Components:** V, S, M**Casting Time:** 1 hour**Range:** Touch**Target:** Chamber or room of no greater than a 10 ft. by 10 ft. area/caster level**Duration:** 1 hour/level**Saving Throw:** None**Spell Resistance:** No

This spell is used to keep meetings secret and unobserved. Any discussion that takes place within its area of effect becomes much more difficult to observe or eavesdrop upon. Any Listen or Spot checks made against the protected area suffer a -5 enhancement penalty. Secret Conclave only has a minimal effect upon magical scrying blurring the image and softening the voices of those in the area (-1 enhancement penalty on any *scry* attempt within the effected area).

Material Component: A piece of wool.

Silver Tongue

Transmutation

Level: Cleric 2, Sor/ Wiz 2**Components:** V, S, M**Casting Time:** 1 action**Range:** Touch**Target:** Person touched**Duration:** 1 hour/level**Saving Throw:** Will negates (harmless)**Spell Resistance:** Yes (harmless)

This spell makes a subject more charming and personable. The subject character receives a +4 morale bonus to all Bluff, Diplomacy and Gather Information checks while under the effect of this spell. This bonus is increased by +1 for each three additional character levels (maximum of +10).

Material Component: A drop of honey.



Chapter 3:

Guild Creation/Operation

STARTING A GUILD CHAPTER

In any fantasy campaign wherein the characters are exposed to cities on a regular basis, chances are they will notice the prestige and affluence that many guilds command. Power and money can be powerful motivators, so much so that some characters will inevitably be tempted to join a guild to enjoy the benefits or, for the more ambitious, open a chapter of a pre-existing guild. This can incur more initial costs than starting an independent guild, but with the proper resources can be far easier and provide a faster means of acquiring the wealth and prestige that all characters desire.

SEARCHING FOR A GUILD AND LOCATION

Obviously, an endeavor of this nature must begin with selecting a suitable guild and an appropriate location for the guild chapter to be opened. If the characters' home is in a major port town, for instance, a shipwrights' guild would be a poor choice, as one most certainly already exists. Likewise, a farmer's association would be inappropriate for such an urban setting.

Ideally, a guild should be selected because it provides services that are not readily available in a given area, thereby creating an atmosphere for success. Researching such matters beforehand can dramatically increase the possibility of characters being given leave to open a guild chapter, particularly if they can present convincing information demonstrating how the guild can perform

financially or, more importantly in some cases, how it can acquire political power. Such demonstrations will win the hearts of nearly any guild bureaucrat, making the characters' task far easier.

Location is extremely important in this determination. Guilds will not be interested in expanding to areas that have nothing to offer them, much like the farmer's association mentioned above. While it is possible that some more altruistic guilds may be interested in agendas beyond their own edification, this is relatively rare. Geographically speaking, the most appealing regions for guild expansion are those that lie on the perimeter of the guild's current sphere of influence. Such locations offer an appealing untapped market while still remaining relatively close to the guild's pre-existing trade routes, making it much more cost-effective to incorporate the expansion into the guild's current operations without a significant increase in cost.

Beyond geography, a suitable building must be located in which to house a prospective guild chapter. Obviously, the definition of suitable varies wildly depending upon the type of guild in question. A blacksmithing guild will almost certainly contain a forge, and will thus require a portion of the building be well protected against the heat such a feature will produce. A prospective wizardry guild will require considerable room, not only for individual quarters, but also for laboratories and at least one library. A fisherman's association would ideally have direct access to some major waterway, as well as a room with drainage suitable to serve as a cleaning room.

SCOUTING, DCs

In the next chapter we approach the design of guilds as a more fluid process not involving a strict adherence to rules so as to maximize creativity and not feel locked into certain choices. However, there are always those who can make great use of DC's.

Situation	Applicable Skills and DC's
Searching for a Guild Location	Knowledge (geography) DC15 or Search DC 20

A PC gains a +2 synergy bonus if they have 5 or more ranks in Gather Information.

Asking the Guild about a new Chapter	Diplomacy DC 20 or Perform (oratory) DC 25
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A PC gains a +2 synergy bonus if they have 5 or more ranks in Intimidate.

Approaching the Locals	Diplomacy DC 15 or Intimidate DC 20
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A PC gains a +2 synergy bonus if they have 5 or more ranks in Knowledge (local history).

Gathering Support	Knowledge (local history) DC 15 or Diplomacy DC 20
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A PC gains a +2 synergy bonus if they have a Leadership Score of 15 or higher.

Building the Guild	Knowledge (engineering) DC 15 or Diplomacy DC 20 House
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A PC gains a +2 synergy bonus if they have 5 or more ranks in Gather Information.

As can be seen, many times the right skill for the job may not always be obvious. Gathering information about what you're planning on doing and whom you wish to attract to join or help build your guild is an important facet of the process. Diplomacy is always a good start, with intimidate a close second if you're not worried about the long-term relation your chapter house has with others. A DM is also encouraged to use roleplaying, and the following modifiers to keep PC's on their toes, for various DC's mentioned above:

APPROACHING THE GUILD

Easily the most difficult aspect of beginning any guild chapter is in gaining a guild's present leaders to grant their permission for a new chapter to be opened. If the characters are prominent members within the guild prior to their request, it increases their chances greatly, but success is by no means assured. As described briefly above, almost all guilds exist for one of two reasons, if not both: money and power. Any proposition that cannot provide one or the other, regardless of who proposes the plan, will be usually discarded without preamble.

The exceptions to this traditional reaction are found exclusively within particularly altruistic or benevolent organizations. Such groups, including apothecary guilds, healer association, and various clerical or paladin orders, tend to place emphasis on need rather than resources. If a group of characters can present a convincing case as to how the organization can directly and significantly improve the quality of life for the people of a given region, groups such as these will give serious consideration to expanding their influence to include the area. Unfortunately for the characters, such groups rarely follow typical guild practices, and are often either religious in nature, such as monastic, clerical, or paladin orders, or else a self-contained organization for highly skilled, specifically trained individuals, such as in the case of apothecary guilds or healer associations. In either event, the characters are unlikely to play a prominent role in organizing such a venture unless they already hold rank in the group in question.

Less altruistic guilds can often be swayed by money, or by the guarantee of profit in the future. Obviously, any fool can promise profit without any means of ensuring such a windfall for the guild, meaning that the leaders will still be wary despite their interest having been piqued. One means that proves to be reliable is for the party petitioning the guild to agree to fund the initial process, only receiving support from the guild once the new chapter begins to contribute their regular tithes to the main guild house. Typically, the guild will allow those making such arrangements to forestall their tithes until they have recouped their initial losses in starting the guild chapter.

APPROACHING THE LOCALS

While not as daunting a task as convincing a guild's leaders, any intelligent party or individual interested in opening a guild will seek permission from whatever local authorities exist in the prospective location. Small towns or villages rarely enter into this equation, as they do not typically have the support necessary for a guild in the first

place. Large cities, on the other hand, will tend to have guilds already in place, thus making permission easier to acquire so long as the intended guild does not compete with another, established institution. Ironically, it is in the large towns or small cities, where the market for a new guild has the most potential for profit and success, that it is most difficult to gain permission. The rulers of such places, typically mayors, governors, princes, dukes or something similar, tend to feel threatened by the introduction of a new element within their fiefdom. Most require some assurance of submission or an agreement that shares the profit from such a group before they will seriously consider permission.

GATHERING SUPPORT

Once a suitable location has been found and the characters are given leave to open a guild chapter, the next step is to locate potential resources and members for their chapter to utilize. Contrary to what some may believe, uninitiated craftsmen or professional are rarely enthused about the notion of joining a guild, particularly if they have no direct experience with one. The perception of many is that guild membership incurs expenses, most notably through dues, and potentially bureaucratic restrictions on their craft that they would just as soon do without. Unless the potential members in question are being repressed or taken advantage of by some group or individual, the notion of forming a guild will likely be met with scrutiny and suspicion.

The simplest means of acquiring prospective members is to demonstrate what advantages the guild offers them. In order to do that, the characters must have a means of enacting those benefits. This can require considerable effort and expense on the organizers' part. Resources are the most common and valuable guild resource, and acquiring these can go a great distance toward garnering support for the guild among the desired population. These resources vary depending upon the guild, but are rarely easy to acquire. Craftsmen can be swayed to join a guild with the promise of superior tools and resources. Scholars and academics will be intrigued by the notion of a well-equipped library, complete with various tomes of ancient lore. Martial guilds can be started by those who offer superior weapons, training, and facilities to their members. Merchants can be enticed with the promise of quicker, safer, easier transport for their goods, or even just for lower taxes or tariffs. Whatever the resources, it will require either time or money to put them together in sufficient quantity to found a guild chapter, but that is a matter that should be considered prior to beginning such an endeavor in the first place.

SCOUTING L. DCS CONTINUED

Condition/Effect	DC Modifier
There's already a similar guild in the region	-5
Locals had a poor experience with a similar guild	-5
Locals had a poor experience with a former guild of the same type that failed	-10
The Guild in question has no interest in the area in question	-15
The PC has proved himself a hero in the area in question	+5
The PC spends time learning the local economy and engineers	+5
The PC throws a party for the local government officials to introduce himself	+10

FOUNDING THE GUILD HOUSE

Once permission has been acquired to begin the guild, the facility has been located and acquired, and the resources necessary to attract new members have been put into place, the true organizational part of founding a guild chapter begins. The first step is in the creation of a charter. Assuming that the guild being created is but a chapter of an existing guild, then a charter for that guild will already exist. Nevertheless, individual chapter charters can vary considerably from the main guild branch's original, and therein lies the challenge. Regardless of guild type, bringing a number of individuals who practice the same trade together in one place is a difficult prospect. Such men and women are by nature accustomed to competition, and the notion of cooperation, while appealing on an academic level, can be difficult to bring about without a significant amount of time spend ironing out differences and deciding upon mutually beneficial courses of action.

The first item to be resolved is the membership. The easiest choice is to make all initial members equal in rank, with a single individual or group serving as the guild master or guild council. Reasonably, this should be the individual or individuals responsible for the guild's formation, but that does not mean there will be no dissent. The strange perceptions many have of guilds, accurate or not, lead them to believe that a guild can be a stepping stone to great political power, and they will not hesitate to gain an early advantage.

Once the matter of leadership is resolved, finances must be settled upon. Dues are the most pressing matter, obviously, and can spark heated discussion that can easily lead to the loss of many prospective members if handled badly. Initial members might expect to be excused from dues, but doing so establishes a bad precedent and robs the fledgling guild of much needed resources. Finances are easily the second most difficult element of organization, and are equally as likely as the leadership issue to

cause flaring tempers and bouts of ego. Ultimately, however, both these issues can be beneficial, as they tend to drive those motivated by ego and selfishness away from the guild, leaving those who are interested in contributing to a mutually beneficial guild.

Internal matters having been resolved, the final step in beginning a guild is initiating agreements with outside individuals or parties. This is where the benefits planned for the guild come into play. Now that there is a guild to back up such claims, it is much easier to execute them. A kingdom with a great demand for arms and armor, for instance, may be more inclined to make deals with a blacksmith rather than going to dozens of individual smiths in an attempt to parcel out their needs. Likewise, a caravan master is far more likely to make a semi-permanent arrangement with a merchant guild that can assure steady work for him and his outriders rather than wait until he can fill all his carts to begin a trip.

MANAGING A GUILD HOUSE

Management of a guild is not a duty that should be undertaken lightly. There is a reason that guild masters and other guild leaders tend to be older, retired adventurers: there is little way to manage one's time so that it can

accommodate the myriad responsibilities of managing a guild in addition to an adventuring career. It might be possible for a party of adventurers to jointly oversee a guild; so long as at least one of them is present at all times to deal with whatever problems might arise on a daily basis. Such an arrangement can create problems among even the closest of comrades; however, as differences in leadership styles and in philosophy can create friction that ambitious underlings will capitalize upon in an instant. Still, there can be great benefits to leadership of a successful guild if it is done correctly, and the promise of wealth, prestige, and political power may be too much for some adventurers to pass up.

As mentioned, the duties of maintaining a guild house are legion. A full description of every task required of one responsible for a guild's direction would be overwhelming, and would include a great number of minor tasks that are of little interest to individuals accustomed to adventuring.

INTERPRETING THE CHARTER

The most fundamental element of administrating a guild chapter is in interpreting the guild's charter. The vast majority of guilds operate under the auspices of a charter, whether it is one that governs the main guild with which they are affiliated or whether it is a unique document cre-



ated specifically for a particular guild house. A guild's charter clearly and specifically defines the guild's powers and abilities, partially in hopes of forestalling attempts to manipulate the guild at a later date. Unfortunately, power-hungry or even well intentioned members can attempt to make broad assumptions about vague passages in charters, allowing them leeway to propose questionable course of action that advance their personal agendas.

Fortunately, no member of the guild can initiate a new course of action in the guild's name without approval from the guild master or guild council. In most guilds this requires the member to submit a proposal to the leadership clearly detailing their plan to expand or alter the guild's operations. Guild leaders have veto power over such proposals, but charismatic members can rally popular support for their cause, making it difficult for a leader to cast it aside without significant backlash. In many cases, this requires the guild leadership to take such proposals and reach a compromise with the membership, one that accomplishes some of their goals without overreaching the guild's charter. This can be a difficult task, and one that requires a great deal of both diplomacy and bureaucratic acumen in order to execute successfully. Ultimately, there is no one course of action that can please all parties involved, but it falls to a guild's leaders to try and meet as many needs as possible.

DICTATING POLICY

Similar to interpreting the charter, a guild's leader is responsible for dictating all new policies that the guild will adhere to. This is highly situational, as under normal circumstances the guild's charter dictates what the guild's operations will be. It is only when situations that are not covered by the charter arise that new policies must be decided. Unfortunately for many guild masters, that happens far more often than is convenient.

The most common impetus for new guild policy is a changing economic environment. Regardless of purpose or origin, no guild can survive without a steady source of income, and anything that threatens that income must be addressed in a quick and efficient manner. Competition for the guild's business is a drastic threat that often requires drastic measures, and can come from a number of factors: a new guild, a vengeful noble seeking the guild's destruction, or even the disfavor of the local ruling body. Any of these may require a change to the guild's economic policies, whether such a change takes the form of a difference in standard guild members' prices, or in altering the guild's trading arrangements to increase profits as a compensatory measure.

The price of dictating policy is accountability. If a guild's leader takes an action that later proves to be detrimental to the guild, even if it was determined to be the best choice at the time, the burden falls squarely on their

shoulders. Many guild masters have been removed from power due to simple, well-intentioned mistakes during times of crisis, and it is for this reason that any changes or additions to a guild's existing policies are considered exhaustively before being implemented by a wise guild master.

ARBITRATING DISPUTES

While not necessarily difficult, arbitrating disputes between guild members may be the most time consuming and tedious of a guild master's duties. In an ideal world, individual guild members would recognize that they work towards a common cause and find a common ground between them without need for intervention, but that is rarely the case. Indeed, guilds can often bring together former competitors and throw them together into situations where they are expected to cooperate and work for mutual benefit.

The particulars of arbitrating disputes between guild members is not important so much as having a clear and consistent means of arriving at a decision when such disputes inevitably arise. Accusations of favoritism and even bribery or other illicit practices are not uncommon among the disgruntled parties in such disputes, and it greatly benefits any guild leader to have established a clearly defined, easily understood system by which his or her decisions are reached. Having a track record that guild members can look back on as consistent and unbiased goes a long way toward dispelling ill feelings and rumors of favoritism.

A less common sort of dispute is that between the entire membership and a single member. While these disagreements are rarely formally brought before the leadership, it falls to the guild leaders to deal with any members who fail to fit in well with their fellow members. It is not the leaders' responsibility to force conformity upon their members, but on occasion there are individuals who are so strong-willed and unrelenting that their presence serves as an agitating factor, galvanizing the guild against them. In these fortunately rare cases, it can fall to the guild leaders to remove the disruptive individuals from the guild. It is not a pleasant task, but a necessary one.

REPRESENTING THE GUILD'S INTERESTS

Perhaps the most challenging element of managing a guild house is in representing the guild to other agencies, whether to the guild's primary house or in the court of the king under whose domain the guild chapter house falls. This is easily the most time-consuming and difficult element of a guild master's role, and it often demands so much of one's time that they are required to appoint lieutenants to handle their lesser duties while they deal with their diplomatic requirements.

Regardless of their actual standing, many regard guilds as organizations blessed with limitless wealth. Naturally, there is almost no limit to the ranks of those who wish to find a way to make that wealth their own. Manipulative nobles, conniving merchants, envious monarchs and corrupt city officials are only a few of those who might seek to usurp a guild's good fortune. Even worse, they may instead wish to damage the guild's image, lessening whatever influence it may have and distancing it from the all-important political arena where so many crucial decisions that impact the guild are made.

A king's court or city council can be a hostile place for the leader of a successful guild. Economics are often considered a threat by those in power, particularly if it is not a factor they can control. As guilds frequently possess considerable resources, they are constantly scrutinized for any potential influence they may hold over matters best left to their superiors. A guild leader must be able to convince others of their sincerity (or at least pretend to be) while maintaining a veneer of competence and absolute composure. There is a fine line between appearing harmless and therefore an easy target, and presenting too self-assured a front to others, sparking concern of a potential threat to their power. For the leader of a guild, politics and treachery go hand in hand with alarming regularity.

JOINING A GUILD

It can be a different process for a PC to join a guild, compared with your average tradesperson. While the life and skills of an adventurer might be appropriate for a warrior's or explorers' guild, it would not be conducive to members of most craft or trade guilds. This is reflected in the membership criteria of different guilds.

For example, a 12th level fighter wishes to join the local weaponsmiths' guild (perhaps hoping for free or discounted weapons). However, he only has one rank in Craft (Weaponsmithing); thus, since the guild exists mainly to foster and protect fair trade among the smiths living in the city, a 5th level expert could easily outrank him — if he was allowed to join at all. For that matter, such a trade guild might require members to not only be skilled in their craft, but also to own or work in a smithy (or whatever profession the guild promotes). In that instance, our fighter could have max ranks in Craft but wouldn't be able to join until he quit adventuring and actually started making and selling weapons. Conversely, a person with many ranks in Craft (Cartography) or Knowledge (Geography) might not be able to join an explorers' guild if he didn't actually go out and explore. For many guilds, the most important qualification is that members practice the craft in question.

On the other hand, some guilds might not care who joins, so long as they pay their dues. An adventurers' guild would probably not check up on its members to make

sure they were still adventuring to the guild's satisfaction; as long as the PCs pay their dues and perform any services the guild requires of them, they gain free access to the guild's services, no questions asked. Then again, they might be strict about what their members do, to make sure that they live up to the good name of "adventurer." In such an elite organization, entry might require the performing of some dangerous feat of adventuring, such as slaying a monster, recovering an ancient artifact, or saving a town or group from impending disaster. This kind of hero-oriented adventurers' guild would definitely have a strict code of conduct to which new members would have to swear to adhere.

In the end, it really all depends on the individual guild — how strict they are, what the majority of them members are like, etc. Here are a few examples of guidelines for what kind of requirements PCs might need to meet to join various guilds. Remember, these are generally the average requirements; individual guilds can be as elitist or welcoming to low level members as the DM wants, or may have other requirements based more on lifestyle choices than game mechanics (such as having to work in a smithy to join the smiths' guild).

- For a guild based around a certain profession or trade, potential members should have at minimum 5 ranks in the appropriate Profession or Craft skill (or other skill necessary to the profession, such as Diplomacy for a mediators' guild or Pick Pocket for a thieves' guild), and perhaps even the Skill Focus feat in the appropriate skill.
- Fighter guilds would require new members to have a Base Attack Bonus of at least +5 and Martial Weapon Proficiency in at least one weapon (the guild might specify which one).
- Arcane spellcaster guilds require members to have the ability to cast 3rd level spells of the appropriate type (and perhaps specific spells or schools of spells depending on the flavor of the guild), at least 8 ranks in Spellcraft and 5 ranks in Knowledge (arcana), and 1-3 metamagic or item creation feats (many guilds might specify specific ones).

As you can see, requirements based on class abilities tend to be reachable around 5th level. Using this and the examples given as guidelines, you can create suitable requirements for almost any class based guild.

In order to measure the required skills and abilities, guilds might have potential members take a test of some sort. This could be a series of tests appropriate to the required skills — a written test for Knowledge, creating a certain item for Craft, performing a few basic sword fighting techniques for Base Attack Bonus, etc. — or it could be in the form of a short gauntlet of puzzles, traps,

and monsters to test several abilities at once, as well as quick thinking and other, harder to define attributes (though this would generally only be used in the more adventurer-based guilds).

Some of these things might simply require a skill check, but some of these tests have the potential to become adventures in their own right or provide excellent role-playing opportunities. For example, to test a PC's Knowledge (arcana), the DM could create a short written test on spells, monsters, magic items, and the mechanics of spellcasting and actually make the player take it. This is much more memorable than a roll of the dice. Having to duel a guild member or run a gauntlet or the like can be a great way to make a guild a real part of the game; the players are probably going to take a guild more seriously if they actually have to work to join.

Sometimes a PC might be able to join a guild without actually meeting the requirements. Guilds need a variety of jobs to operate, and not all of these jobs require talent in the guild's craft. So, a thieves' guild would probably not care whether its muscle had X ranks in Pick Pocket, and the minstrels' guild might be less strict about the musical talent of their bookkeeper. PCs can join a guild as administrators or enforces to gain access to the guild's facilities and the like (sometimes this is all the adventure really requires). Other times PCs might gain honorary memberships as reward for performing a great service to the guild.

Of course, this all assumes that the PCs know how to find or contact the guild. Sometimes, however, *that* is the real test. Some guilds operate in secret or have no public face, and making contact with them can be harder than joining them. In some cases, the guild is illegal or socially unaccepted, in others it is because they are unknown to all but themselves and can't be found unless they want to be. For example, everyone in town knows there is a thieves' guild, but only those who had experience in the ways of crime would know how to find them.

The most secret organizations and societies are impossible for those who wish to join to find on their own — they are found by the guild. The trick is to subtly make it known to the right people (or those who might know the right people, or have heard of someone who might be able to, with great difficulty, get in touch with the right people) that you are interested in the guild or what it deals with, though this can be dangerous if the guild in question deals with something illegal.

'Accidentally' dropping a set of lock picks where the bartender can see, mentioning to the librarian what a shame it was that they banned books on mind-influencing magic, and similar innuendos can eventually make a guild notice you. A successful Gather Information check (DC 20, +/- 5 depending on how secret the guild is) can quietly get the word out that you are interested in joining, but failure by 5 or more means that you have been noticed

by the local law enforcement or other enemy of the guild (provided the guild has illegal dealings or enemies). If you know that a specific individual has a connection to the guild, an Innuendo check (DC 10) can get the point across that you are looking to make contact with the guild.

The most secret of guilds might leave hidden signs or clues, which would only be recognizable to those who would make good members. A strange rune or note scribbled in the margins of a book on undertaking would go unnoticed by anyone without an extensive knowledge of necromancy. Minute subtleties in a shopkeeper's greeting would pass as mere products of her eccentric personality, but, if the listener was familiar with the jargon of the black market, they would indicate that she has a connection to a smuggler's cartel.

LEAVING A GUILD

Sometimes a character might want to leave a guild to which he belongs. This might be a result of some conflict with the guild's actions or policy, a change in the guild's leadership, or some more mundane reason, but most guilds will honor a member's wish to leave (whether they are sad to see him go is another matter). Most of the time it is simply a matter of paying any pending dues and turning in whatever guild exclusive materials he may still have (if he leaves on good terms with the guild, he may be allowed to keep these). Sometimes he may even get going-off presents. If there has been some conflict within the guild, a member might be encouraged to leave to help things cool down. Retirement, traveling beyond the guild's territory, and changing professions are all simple, everyday reasons to leave a guild.

Other times it might not be that easy. Especially with secret or illegal guilds, members are privy to guild secrets and other information that would jeopardize the guild if leaked. In this case, the guild might not be so willing to just let the character go and risk him sharing their secrets with rivals or the local law enforcement. At best, the guild will simply use a *modify memory* spell or similar magic; at worst, they will enforce "lifetime membership" in a literal way. Sometimes a member has to "earn" his way out of a guild by performing some task or putting up some sum of money; leaving a guild could be just as difficult as joining one. If a character just runs off without buying his way out or submitting to any of the guild's precautions for secrecy, the guild may send bounty hunters after the character or force him to return by making life difficult for his loved ones — similar to what they would do if a member betrayed them in some way.

Of course, this only applies to the most covert and strict guilds, such as secret necromancer cabals or organized crime families. Most guilds are not so hostile to the prospect of a member leaving, but in fact use it as a threat. If a guild has a strict code of conduct or rules of trade,

SIMPLIFIED GUILD COMPLICATIONS

If the above rules seem a little to in-depth for the fast-and-loose campaign you tend to run, use this simplified table to randomize a guild complication.

TABLE 3-1: SIMPLIFIED GUILD COMPLICATIONS

1d20	Complication
1	Roll Twice, combining results
2	An enemy cracks down on the guild
3	Another complication accelerates
4	Business slow, drops off considerably
5	Coffers running dry
6	Competition between journeymen becomes troublesome
7	Competition between apprentices becomes violent
8	Embezzler discovered
9	Guild Infiltrated by spy
10	Guild official blackmailed
11	Guild performing crafts without guild sanction
12	Local rulers investigate guild's activities
13	Local rulers place guild on probation
14	Loyalty issues
15	Rebellion from underlings
16	Resource Shortage
17	Rival guild or individual steals business
18	Single, powerful new member has eye on guild leadership
19	Turf war erupts
20	Easy month, no problems

it might punish those who break these rules with loss of rank, suspension of access to guild services, or even expulsion from the guild. How easy it is to get expelled from a guild depends on how strict the guild is, but usually only the worst rule-breakers or repeat-offenders are expelled.

When a character is expelled, he usually loses access to all guild member services, is shunned by guild members (this can be more than just an embarrassment, if the guild is powerful or influential in a specific city or area), and is refused access to non-member services (such as buying goods from other guild members). An expelled character cannot attempt to rejoin the guild, unless atonement of some sort is made. If the expelled character does atone, he may be allowed to join again, at either the lowest rank or the rank that he had before, depending on how resolving the atonement was.

A member will generally only be expelled if he gives away guild secrets (in this case they might take precautions to ensure that he doesn't do it again once expelled), goes against the guild leadership on some major issue, betrays the guild to one of its enemies in some way,

or drastically breaks guild rules. If a member no longer meets some of the lifestyle-based requirements for joining, he may be forced to leave. For example, the 12th level fighter mentioned in the last section finally settles down, starts his own blacksmith shop, and joins the smiths' guild. However, after a few years, he again hears the call to adventure and closes his smithy to hunt a dragon with his old party. When this happens, the guild might decide to suspend or cancel his membership, since he is no longer a practicing blacksmith. Then again, they might not, so long as he continues to pay his dues.

Simply belonging to a guild can be worse than being expelled from one sometimes, if the guild is illegal. How dangerous or difficult it is to belong to a banned organization depends on the power of the guild compared to the strength of the local law enforcement. In a city where the threat of retribution by the local crime lords does more to keep the streets safe than the city watch, it might be more dangerous to not be affiliated with one of the crime guilds, as the guilds take care of their own. Belonging to a secret society, on the other hand, is far more perilous, however, for members must take every precaution to keep themselves and the guild from being discovered. If the local guard is not aware of the guild's presence, a member must merely be careful not to give any sign of the guild's illegal activities. If, however, the watch is actively hunting the guild, members must hide any evidence linking them to the guild or to each other. If a member is caught, the guard may attempt to force or coerce him to reveal the other members of the guild. In this case, the guild may be forced to "silence" compromised members before they can divulge any information. Thus, getting caught means death, even if the punishment is less severe.

CHAPTER LEADERSHIP AND COMPLICATIONS

Though the leadership of a full guild requires more time than a PC can afford to give, at least assuming he wishes to further his career as an adventurer, being the leader of a guild chapter is much less demanding. Where guild headmasters deal with little else all day but administrative duties and can rarely afford to spend time plying their trade, the individual chapter heads have little pressure but to meet quota and keep their membership roster full and satisfied. This not only leaves the heads of guild chapters free to work themselves, but also take extended sabbaticals with little to fear. Though some deride these guildsmen as weekend adventurers, the guild chapter headsmen themselves disagree, noting that they adventure as they choose, and not because they need to.

GUILD OPERATION

TABLE 3-1: MONTHLY GUILD TROUBLE CHECK

Plot or Mechanical Element	DC Modifier
Chapter leader is lawful	-5
Chapter members are predominately lawful	-5
Chapter members are earning +50% or more above the listed wages for their craft	-5
Guild chapter is highly profitable	-5
Guild chapter has at least one other chapter nearby	-5
Guild chapter has a grand master in residence	-10
Guild coffers are full	-15
Chapter leader has left his cohort in charge in his absence	Lower DC by cohort's level
At least half the chapter members have one or more alignments opposite the leader	+5
Chapter leader is chaotic	+5
Chapter members are predominately chaotic (50% or more)	+5
Chapter members are earning less than the listed wages for their craft	+5
Guild chapter is only breaking even	+5
Some of the guild's operations are illegal	+5
Guild chapter is losing money	+10
Much of the guild's operations are illegal	+10
Guild chapter's reserve coffers are empty	+15
Most of the guild's operations are illegal	+15
Chapter is making no money at all	+20
Chapter members' wages are deferred	+20
Guild's operations are virtually all illegal	+20
Guild has severed ties to the chapter	+30

A guild chapter's size varies widely, based on many factors. A guild chapter located in the frozen wastes of the north, far away from any civilization larger than a village, may bear perhaps six full members under the chapter master. Meanwhile, a thriving trade center or capital may have a dozen or more guild chapters within the city, each boasting 50 or more full members in good standing, as well as assorted administrators or servants. A rare few chapter masters even lord over multiple nearby chapters, though not without difficulty. The larger the chapter, the more likely it needs its master's steady hand to keep it free from strife or outside conflict. Trusted associates may tend to these troubles on their master's behalf, but only temporarily. Extended periods of neglect lead to ever-greater problems, and a guild chapter rarely lasts more than a few months without needing a leader... unless, of course, a new one comes along.

The following table aids in determining guild plots, specifically those arising when a guild chapter's leader is away for longer than a month. This table is intended to expand upon the DM's plots, not to replace them, and assume that the guild chapter's master is part of an extended storyline or campaign, rather than a character in a one-shot adventure or a short series of game sessions. The tables are suitable for PCs and NPCs alike. A DM must determine the best course of action to take to resolve the situation on a case-by-case basis.

GUILD ACTIONS

All guild actions take at least one month to resolve, and a guild leader may only attempt a guild action once a month, and only while no other actions are pending. Guild actions which take longer than a month to resolve may be canceled at any time, allowing the leader to take another action instead. A guild leader must take a day to take any guild action, and he has personal access to guild documents and members during this time. If he has a cohort who is a member of the guild and is left in charge during the leader's absence, the cohort may perform one guild action every other month, though he uses his own levels and classes (if any) when determining whether and how he may perform any given guild action. A cohort's guild action otherwise performs exactly as it would for his master, including in how long it takes to resolve. Unless the chapter leader has a cohort, the actions only resolve if the leader spends at least one week a month attending to them.

Once the guild action is resolved, the chapter leader makes a Charisma check (DC equal to the number of chapter members; the character gains a competence bonus equal to his character level, or his class level if using a class benefit listed below). On a failure, the guild action was wasted. If the check fails on a natural 1, he provokes a roll on the Guild Complications chart for his clumsiness. No one may 'take 10' or 'take 20' on these checks.

A chapter leader's classes also determines how his chapter regards him, and his aptitudes and weaknesses for running it. Prestige classes provide no direct benefits (though many of them give general benefits for leadership positions), nor do NPC classes. The following list contains the benefits and penalties associated with chapter leaders of each class.

GUILD CREATION

TABLE 3–2: GUILD ACTIONS

Guild Action	Resolve	Prerequisites	Mechanics	Time to
Fill coffers		Guild must be making a profit.	The coppers fill +10% of their maximum	1 month
Guild audit		Spend 1 week taking stock of the guild	The chapter leader knows how many and which kind of ongoing complications the chapter suffers from	1 month
Guild complication investigation		An active guild complication	The leader devotes his resources to uncovering options to deal with a threat; he may substitute his Intelligence or Wisdom modifiers when making the guild action check	1d4 months
Membership drive		Charisma 12+	Gain 1d4+ leader's Charisma modifier in members	1 month
Petition the guild for aid		Leader and chapter must be in good standing with the guild	The guild may loan the chapter a sum of money (1,000 times the leader's character level in gp), or reassign 3d4 members to or from the chapter	In 3d4 months, the guild dispatches an auditor to begin an 'Investigation' (9), as per the guild complication
Seek out new patrons		Charisma 12+, or 5+ ranks	Raise the profit rate once (from making no money to losing money, from losing money to breaking even, from breaking even to normal profits, from normal profits to making 3 times or more its operating costs) in Gather Information	1 month per attempted category level
Wage increase		Chapter is highly profitable	Raise wages to either normal rate for the craftsmen (if previously lower), to 150% (if previously at the normal rate)	1 month

PLAYING A CHARACTER CLASS AS A GUILD LEADER

BARBARIAN

Barbarians are often ill suited for leading larger guild chapters, but have great respect for personal initiative and excellence, rewarding it handsomely. A barbarian chapter leader may make an absentee guild action every other month even if he does not have a cohort. If he does have a cohort running the guild in his absence, he may make the action every month instead. Each month a barbarian chapter leader makes an absentee guild action, the DM makes an additional roll on the Guild Complication chart, with this second roll only noting results of 'Core Resistance' (#3), 'Loyal Opposition' (#11), 'Fratricide' (#14), 'Family Rivalry' (#17), 'A Little On the Side' (#18), and 'A Potential Rival' (#19).

BARD

Bards are rarely interested in the logistics of running a guild chapter, but make excellent showmen. When taking a guild action to make a membership drive or to seek out new patrons, he may elect to double the results (gaining twice the number of recruits, or increasing the guild profit rank by 2 categories). Unfortunately, it takes him an

additional month to notice any of the following guild complications: 'Bankrupt' (#5), 'Embezzlement' (#7), 'Resource Shortage' (#12) and 'Dry Season' (#16). He must perform two consecutive 'guild audit' guild actions to notice.

CLERIC

Clerics lead guild chapters on behalf of their gods, and gain blessings thereby. Clerics may substitute their Wisdom modifier for their Charisma when checking to see whether guild actions are successful. The cleric must also send a portion of the chapter's profits to the church as a tithe, and failure to do so constitutes a violation of his code of conduct. If this breach occurred without the cleric's knowledge, he may atone as normal, so long as he pays his overdue tithes.

DRUID

Druid chapter masters have fewer followers on average, but can weather some troubles more easily. By taking a guild action to investigate the complications, 'Dry Season' (#16) under a druid chapter leader lasts only 1d4 months (rather than 1d8, as normal), and a 'Resources Shortage' (#12) resolves itself in 1d6 months. Unfortunately, the druid only nets half as many followers (rounding up) for recruitment drives.

FIGHTER

Fighters excel at the more cutthroat aspects of business, gaining few friends along the way, but even fewer enemies. By taking a guild action to investigate the complications, the fighter loses only 1d6 guild members every month during 'Turf Wars' (#8), forcing the villain in 'Their Teeth at Your Throat' (#10) to manipulate the complications only every other opportunity. Unfortunately, his direct approach more frequently attracts attention, and whenever he uses the above benefits, the DM makes an additional roll on the Guild Complications table, ignoring all results except for 'On the Brink' (#2), 'Core Resistance' (#3), 'Guild Probation' (#6), 'Turf Wars' (#8), and 'Investigation' (#9).

MONK

Though few can hope to match a monk's exacting standards, his chapter's members all know their place in his hierarchy. When making a guild audit, a monk automatically knows whether some of his chapter's members are involved, in what capacity, and knows the identities of a number of those involved equal to his Wisdom modifier. Additionally, all new NPC chapter members are of lawful alignment. Unfortunately, the strident disciplines of a monk are many, and he may not raise wages above their normal level, and he may not take on more members than his Charisma modifier when he is making a recruiting drive guild action.

PALADIN

By virtue of their natural talents and the favor of their gods, paladins are natural leaders among men, and while few ever feel a calling to become guild chapter leaders, those who do so have little to fear from betrayal. As per his class associations, all members of his chapter (as well as his immediate superiors) must be lawful good. Further, the DM must reroll whenever one of the following Guild Complications makes a member of the chapter betray the guild or its members, accepting the second result: 'Core Resistance' (#3), 'Infiltration' (#4), 'Guild Probation' (#6), 'Embezzlement' (#7), 'Fratricide' (#14), 'A Terrible Deal' (#15), 'Family Rivalry' (#17), and 'A Little on the Side' (#18). The paladin's code of conduct extends to running the chapter as best he can, and if the chapter ever falls, he is in violation of that code. If he was unaware of the complications leading to the chapter's demise, or had been striving to resolve the problems since he first heard of them, he may atone as normal.

RANGER

Shrewd huntsmen and skirmishers, rangers make excellent leaders for guild chapters in hostile territory, though their wandering ways sometimes cost the guild dearly.

When performing a guild audit, a ranger automatically knows whether some of his chapter's enemies are involved, in what capacity, and the identities of a number of those involved equal to his Wisdom modifier. Should a specific group trouble his chapter time and again, he may also take that group as a favored enemy. Unfortunately, even when a ranger is not actively adventuring, he finds it difficult to remain in the guild halls long enough to get much business done. Ranger chapter masters may only perform guild audit and guild complication investigation actions as normal; all other guild actions take an additional month to resolve.

ROGUE

Though rogues are most infamous for running the legendary and ubiquitous thieves and assassins' guilds, a talented rogue may lead a chapter of nearly any guild. Though he is often tempted to fall back to his more familiar criminal ways, he can use his talents either way. He automatically knows who is responsible for any 'Embezzlement' (#7) complications, and may even do some himself, though (almost) never with his guild's own funds, of course. Instead, rogue chapter masters may take a guild action to invest in criminal activities (as though they were seeking out new customers, but increasing the percentage of the chapter's illegal profits by 25%), or else to legitimize their businesses (with each successful check resulting in 25% of the chapter's earnings being legal). Of course, nobody trusts a rogue, and the guild begins an 'Investigation' (#9) of the chapter if 6 months pass without such a result occurring normally.

SORCERER

Sorcerers take great pride in their natural abilities, and view a guild chapter as another chance to demonstrate their inborn superiority. Sorcerer chapter masters rather enjoy their positions, and are constantly overseeing all manner of production. A sorcerer chapter master may perform a guild audit action in addition to any other guild actions they take in a month, at no penalty, and automatically recognizes the spy or traitor in an 'Infiltration' (#4) for what he is. Unfortunately, the sorcerer's arrogance and constant presence irritates his colleagues, and every month that he uses his free guild audit action, the DM rolls on the Guild Complications table, ignoring all results other than the following: 'Core Resistance' (#3), 'Embezzlement' (#7), 'Fratricide' (#14), 'A Terrible Deal' (#15), 'Family Rivalry' (#17), and 'A Little on the Side' (#18).

WIZARD

Though it is a rare wizard that can pull himself from his studies long enough to capably lead a guild chapter, it is a still rarer one that does not know that a chapter can lead

him to rare and valuable reagents, spells, or magical items. More cunning and careful than the sorcerer, wizards also have a slight security advantage. By leaving his familiar within the guild hall while the wizard is away, the familiar may make rough guild audit actions monthly and on its own, using its Intelligence modifier in place of its master's Charisma modifier, and its hit dice instead of its master's level. If the familiar and its master are within the range of empathic link, they can communicate the results of this check, but otherwise the wizard does not learn the results of these audits until he returns from his journeys. Furthermore, a wizard chapter leader may claim a portion of any raw materials for his own purposes, though doing so too frequently may cause trouble for the chapter and him both. Every 4 months, roll a d4; if the result is less than the number of months the wizard has been claiming raw materials, then a 'Resource Shortage' (#12) has begun, thanks to the wizard's own greed. Finally, leaving a familiar alone for so long is a dangerous gambit, as the familiar is a relatively easy target for anyone who seeks to deal a blow to the wizard, and guild members and enemies notice signs of the familiar's presence in 1d4 months.

MEMBERSHIP COSTS

No organization lasts long without its members investing time and money in it, and guilds are no exception. In exchange for the protection and training a guild provides, its members must give something back. Members contribute to their guilds via dues, other monies, time, services, and training of new members.

DUES

Dues are the most basic payments guilds expect of their members. Nearly every guild requires its members to help financially support it through regular dues, however depending on the order's organization even this isn't always true (see the Farwood Guild in the Sample Guilds section for an example). Members that fail to meet their dues obligation in a timely manner can lose whatever privileges their guild membership normally provides until they are paid up to date.

The size or type of a guild's dues depends on a number of factors, including the services it provides, the number of members it has, the nature of the profession it represents, its power and influence, and how much money it loses to waste and corruption. A guild with a gorgeous building that spends time and effort on the tireless advancement of its members' interests is going to have larger dues than one that is little more than a glorified social club that meets in a members' basement.

Dues are collected regularly if possible, normally on a weekly, monthly, or yearly basis depending on the stability of the membership and the nature of the work. Laborers in a seasonal profession pay more frequently than merchants with deep roots in the community (because it would otherwise be a simple matter for a seasonal worker to skip out on dues just before payment is collected). The exceptions to the regular dues schedule include members of adventurer guilds, who pay when they come back from dungeon delving, and thieves, who pay upon completion of a job.

SERVICES FACTORS

Basic dues pay for the cost of creating and maintaining the guild and sometimes the rental of a small meeting hall. The organization concentrates on training, working conditions and employer grievances, and the quality of the product its members create. Guildsmen who want their order to provide more services have to contribute a greater percentage of their income to fund those services. Here are some examples of a guild's regular costs:

Political Influence. By spending extra money, the guild buys political influence and activists to lobby for the guild in local matters. These men influence contracts with the government, taxation rates, and similar concerns.

Legal Representation. Wealthy guilds with members prone to skirting the edge of the law, such as thieves and merchants, occasionally have barristers or advocates on retainer. While this is an expensive luxury, it is seen as well worth it by certain guilds. These professionals sometimes double as lobbyists for the guild's political needs as well.

Food and Lodging. Some guildhalls house their members, particularly apprentices and their trainers. This reduces outside distractions, and strict guilds prefer to keep their trainees focused.

Meeting Hall. The cost of owning and maintaining a guildhall is substantial. However, the prestige, privacy, and appearance of importance that comes from having its own guildhall often spur associations to spend the extra money. This is especially true of guilds that are active politically, have a large membership, or use ritual and mystery in their membership initiations.

Pensions and Burial Payments. Paternalistic guilds, especially among laborers and other low-paid professions, tend to take care of their members from initiation to the grave. They collect dues for their members' retirements and to cover their burial costs. Some of the most progressive-minded also set aside monies to care for the families of deceased members.

Facilities (Lab/Library/Training). These facilities go hand-in-hand with the ownership of a meeting hall. Whatever the guild's specialization is, the additional rooms needed to create an appropriate work or training area are considered well worth it.

Corruption. While not a service, corruption is a fact of life in any organization, and even the most straight arrow guilds have a bureaucrat or two looking to line his own pockets as a bonus to his service to the association. As a result, a certain amount of overhead for this skimming off the top is factored into any dues structure.

Maximum Percentage. No matter what the size or nature of the guild, there is a limit to how much money it can expect from its members on a regular basis. At some point, if a guild's dues become too burdensome, guildsmen will simply abandon it and take their chances. When a guild reaches its maximum dues contribution, it has to pick and choose what services it offers its members.

PROFESSION FACTORS

Laborers. Laborer guilds tend to have the highest dues in terms of a percentage of pay due to their low wages, because many of the services of these guilds are expensive, and therefore to pay for them it costs the poorer workers a greater part of their pay). Their low social standing and lack of education also dictates they have a greater need for guild services than other professions. Laborer guilds prefer to build at least some of their costs into their members' earnings, and their employment contracts often stipulate that an employer pays at least some of the laborers earnings directly to the guild.

Simple Crafts. Craftsmen who make normal day-to-day items, such as coopers and blacksmiths, are in a similar

situation to laborers. Their guilds need either a large membership or a substantial dues structure if they want to receive the more expensive guild services.

Complex Crafts. Craftsmen who specialize in expensive items, including artisans of all types, are among the wealthier groups in a town. As a result, their dues are smaller as a percentage of pay than other craftsmen, though the lower number of members offsets this somewhat.

Merchants. Merchants control much of the money entering an area, and they like to keep it. Merchant guild dues are among the lowest percentage of earnings of any groups. Unlike many other guilds, however, merchant guilds impose a minimum dues amount on their membership because they don't trust each other to be honest about their earnings.

Martial. Martial guilds are usually affiliated with the local government. As a result, they rarely need their guilds to give them lodging or to lobby for them politically, and the local lord subsidizes the cost of running their guild, as long as they don't oppose his interests. As such, their dues are small compared to other lower earning professions.

Arcane. Spellcasters are a wealthy and independent lot as a rule, and so their dues are small (requiring less services from a guild than others would). Unless the guild is a full-blown college of magic, they don't see the need for some of the protections that lower class guilds need. They do, however, enjoy having the favor of local government, and will spend more to obtain it.



GUILD CREATION

TABLE 3-3: THE COST OF SERVICES AS A PERCENTAGE OF EARNINGS

Type of Guild	Basic Organization	Meeting Hall	Political Influence	Legal Representation	Library/ Food and Lodging	Pensions and Burial	Lab/Training Facilities	Corruption	Max % assuming all services available
Laborers	(d6+4)%	d4%	d4+1%	d6%	d3%	d4/2%	0%	2d4%	30%
Simple Crafts	(d6+2)%	d3%	d4%	d3%	1%	1%	d3%	d6%	20%
Complex Crafts	(d4+1)%	d4/2%	d3%	1%	1%	0%	d4%	d4%	12%
Merchants	d6/2%, with a minimum of 5d10 gp per year	d3-1%	d6/2%	1%	_%	0%	_%	d4-1%	10%
Martial	d4/2%	1%	0%	0%	0%	0%	d2%	d3-2%	5%
Arcane	1%	d4/2%	d3%	0%	0%	0%	d3/2%	d3-2%	5%
Adventurers	5% at 1st level to 1% at 10th and _% above 10th	0%	1% at 10th level and below, 0% above 10th	1% 10th level and below, 0% above 10th	1% 5th level and below, 0% above 5th	0%, or d6+4% for raising services	d3%	d4-2%	8% at 1st level, 15% with raising services, 2% above 10th level, 8% with raising services
Thieves	5d4% for apprentices, 2d6% for journeymen, 1d3% for masters, with a minimum of 10 gp per level.	d2% for the rank and file, 0% for masters	d3%	d3%	0% for all members if guildhall is paid for, 1% for additional safe houses	0%	1%	0%	25% apprentices 5% masters 15% journeymen

To determine a guild's services from the dues it pays rather than the other way around, take the lowest possible percentage under Basic Organization and the maximum percentage and randomly determine a value in between. For example, a laborers' guild varies from a minimum of 5% to a maximum of 30%. Roll 5d6 to determine the percentage of earnings that must be paid in dues, then fit the services to that number, assuming each service costs the average amount.

For a quick and dirty calculation of a guild's dues (except for a merchant guild), assume it grants all the services listed in the table for one-half of the maximum percentage, rounded up to the nearest one percent. For a merchants' guild, roll for the cost of the Basic Organization and assume that amount pays for all services.

Adventurers. Adventurer and explorer fraternities' dues are a percentage of a member's spoils inverse to the member's experience. That is, a 1st level fighter's dues make up a larger portion of his earnings than his 10th level counterpart. The reason for this sliding scale is that a low level member generally has a much greater need for the guild's services than a high level one.

Adventurers are among the wealthiest people in a given area, and they consider many of the optional services a guild performs a must. Therefore, their basic dues are disproportionately large to pay for the training facilities and meeting hall they almost always have.

Thieves. Not unlike merchants, thieves want to keep their money. The guild takes a percentage based on a thief's standing in the group; the more accomplished the thief, the lower the portion of his ill-gotten gains he has to give to the guild for every completed job. Also similar to merchants, thieves impose a minimum dues amount on their membership. It helps weed out the incompetent among them.

Unlike most other organizations, corruption is a complete given in a thieves' guild, and there is never an additional cost for it. In fact, a guildmaster that doesn't line his own pockets at the expense of his underlings risks making himself out to be soft and ripe for removal by more ambitious underlings.

See Table 3–5 for a sample method of randomly determining the percentage of earnings paid as dues to a given organization for its operations. Decide which services the guild offers and what kind of profession it represents then roll under those entries, adding the percentages as you go. Add the total percentage up to get the dues collected by the guild on a regular basis (weekly, monthly, yearly, etc.).

While the amounts are in terms of a percentage of earnings, most guild members make the same amount of money week to week, and the guild's leaders communicate their dues to them in terms of the actual amount of money they owe, rather than a percentage they wouldn't understand.

TABLE 3–4: RANDOM DUES CHART

1d20	Dues
1–2	5% monthly income
3–4	5% monthly income plus 1d8 days worth of training others
5–6	10% monthly income
7–8	10% monthly income plus serving guild administration for 1d6 days
9–11	15% monthly income
12–13	15% monthly income and 1d6 days guildhouse upkeep
14–15	15% monthly income plus 1d4 on recruitment duty
16–17	20% monthly income
18	20% monthly income and 1d4 days guild meeting organization
19	25% monthly income
20	30% monthly income

OTHER MONETARY FEES

While the steady stream of income dues provide are the lynchpin that supports a guild financially, some of them set forth additional fiscal requirements as well. These requirements are put in place to force aspiring members to prove their worth, to keep current members in line, to give the sense that membership is prestigious, or simply to line the pockets of the guildmasters.

Laborers. Laborers guilds rarely require any more of their membership economically beyond dues. Their pay is already so low that additional fiscal burdens would be overwhelming. However, in the absence of a set structure for the payment of death benefits, guildsmen in these labor unions traditionally “pass the hat” to raise funds for their fallen brethren's family.

Simple Crafts. Similar to laborers, most craft guilds do not require additional monies from their memberships. However, it is not uncommon for groups known for taking great pride in their work to have a fine structure in place that punishes shoddy work. Such guilds feel that bad work by one of their own stains all their reputations,

and an offender whose work repeatedly fails to live up to his guild's standards may find himself busted back down to apprentice for retraining or dismissed from the organization and declared a freelancer.

Complex Crafts. These guilds rarely have fines; the loss of business resulting from poor craftsmanship only lines the purses of the other guildsmen. It's a sure bet that someone who doesn't shape up finds himself out of business in short order. Instead, these groups sponsor contests of skill. Each journeyman and master must make an entry into such contests, which are ostensibly open to anyone in the area, but in reality a non-member has little chance of winning, and may find himself the target of unwanted attention from the guild for practicing its craft without being a member. The winning entry is then presented to an important local figure, while the rest are auctioned off with the proceeds going to the order's coffers.

Merchants. Merchant guilds do not fine their members for any but the most egregious offenses, such as short-changing another guildsman. But the cost of doing business includes throwing parties, giving to charity, and generally throwing money around to keep up appearances and maintain political influence. Any guildsman desirous of good standing with his fellows allocates at least a small part of his earnings to displays of wealth.

Arcane. Knowledge is much more valuable than money to these guilds. These associations do not expect any money beyond dues, but they do expect payment in knowledge and lore. Members of are expected to share at least a portion of any interesting magical or mundane discoveries they find.

Adventurers. Similar to arcane guilds, these fraternities ask that their members share any new information they glean from their travels. The sharing of lore about creatures, whispers of lost treasures, and stories of grand adventures are not only appreciated, but are expected of members. Such information might one day save another member's life.

Martial and thieves' guilds prefer services to money, and there are no additional financial costs of membership.

SERVICE FEES

Guilds require more from their members than simply money. Organizations also need manpower to work properly. They need trainers for apprentices, volunteers to work membership meetings, and people to work towards whatever other ends they desire.

Guilds also need people to perform thankless tasks like maintaining the meeting hall if they have one or collecting delinquent dues from unwilling members. Some groups treat these tasks as a punishment, while others rotate such unpleasant duties to make each member understand that sacrifices are needed to make the guild work.

Some orders rely entirely on members to volunteer their time in service of the guild. These volunteers are rewarded with nicer contracts and better work from the guildmaster if they do a good job, and that spurs many to volunteer. Other guilds have mandatory service requirements as a condition of membership, with fines and other punishments used to enforce this policy. Still others only make apprentices and/or journeymen perform services for them, sparing the masters who have long since paid their dues from having to waste time on petty matters.

Laborers. Training for most laborers is done on the job, and few of them have the sophistication to act in any sort of public capacity. Most of the required service time is for building maintenance and meeting organization. Certain guild positions such as sergeant-at-arms and secretary are normally elected positions. Performing well at these volunteer posts is a stepping-stone to formal paid positions like guildmaster.

Simple and Complex Crafts. The most common service requirements for craft guilds of all kinds is training time. Popular guild members buy or are elected to official posts in their guild. While this requires an additional time investment, it is rewarded with prestige within the guild, which leads to additional business as word gets around.

Merchants. Merchants actively jockey for the right to be their guild's public face. Such posts are bought and sold like any commodity, and the competition for them is fierce. Gaining the leadership of a merchant guild virtually guarantees an increase in business and local influence.

Martial. Training new recruits is the most important service an experienced guildsman supplies. Many members vie for training positions. Being a trainer means no more sweating and grunting on the front lines, and if positive word of mouth about a trainer's technique spreads far enough, the offer of lucrative private training contracts is sure to follow.

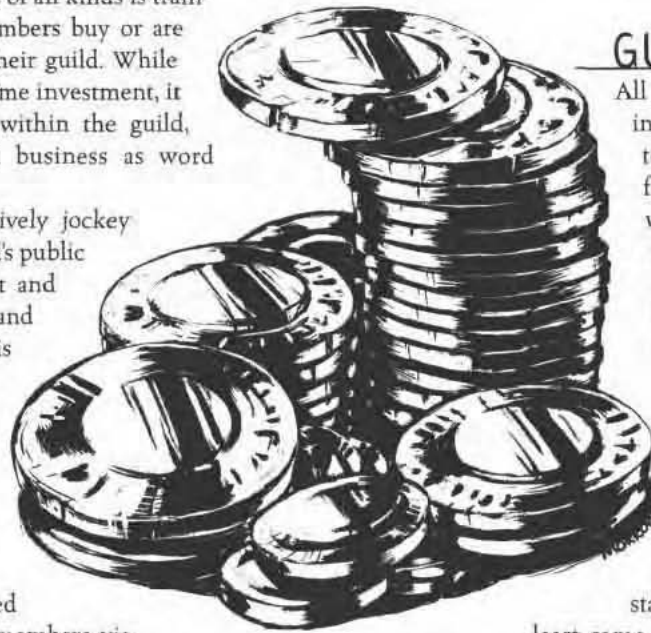
Arcane. Group training in an arcane guild generally ends after the basic magical lessons are passed on to the apprentices. Except in the case of massive magical colleges, advanced training is a one-on-one affair between a master and the apprentices he selects.

Members are expected to set aside one week's worth of time in a year for the creation of minor magic items for the order's use, either to sell to adventurers or as emergency stores in case of an attack. The guild pays for

the cost, and the members invest the time and experience points. If an arcane guild needs a major magic item, the entire guild pools the experience points needed for item creation, rather than forcing one member to pay all of it.

Adventurers. Since adventurers are widely traveled, members are expected to help out in whatever capacity they are needed whenever they are in town. Lower level members are required to spend more time than the higher levels ones, particularly on tasks that involve a lot of drudgery like building maintenance or acting as the training dummy.

Thieves. Training lower level members is the main job of higher-ranking members. The higher-ups are also tasked with the duty of finding juicy targets for the guild. Lower level members serve the guild by acting as lookouts and bagmen on big jobs, for which they receive a small cut of the action. Low-level members also get the grunt jobs like guildhall clean up and guard duty.



GUILD MEETINGS

All guilds convene regular meetings to bring their membership together and enforce the feeling of group solidarity on which they rely. Meetings also serve as the occasion for performing necessary administrative and ceremonial tasks. They take place in a room in the guildhouse dedicated to the purpose and decorated to stress the dignity and history of the organization.

Particularly large and active guilds maintain a constant hum of activity, keeping at least some of their members conferring with each other at any given moment on any number of different matters. Guild meetings are the most efficient way to communicate with the membership. If you want to make sure everyone knows what's going on, it's easiest if you can tell them while they're all in the same room. If the leadership wants to rally the rank and file to action, meetings are also the best setting for it because it is so much more efficient to whip up the passions of a group than to do so individual by individual. For these reasons, guilds strongly encourage their members to attend all meetings.

Guild meetings are also the best place to allow members to participate in the governance of the guild. Any matter that needs to be put to a vote before the general

membership is debated and then put through the process of referendum at meetings. Whether it's electing new officers, changing the bylaws, or deciding whether or not to voice a collective opinion on a matter of the day.

Meetings also serve as venue for introducing new members and initiating them into the brotherhood. Some guilds have more elaborate initiation rituals than others. It can involve nothing more than presenting the new member, announcing, "We welcome Tallia Markavian into the brotherhood of the Silk Sellers" and basking in the a chorus of "Hear, hear!" Or it can require swearing a complex oath to the guild, or performing arcane rituals. Some evil guilds require even darker practices, requiring self-mutilation or worse. The same goes for rituals of expulsion, when a guildsman is stripped of his membership.

Psychologically, regular meetings also enforce a sense of collective identity among the members. Regularity gives them a ritual feeling, and collecting the entire membership stresses to each member that they are part of a group whose strength and purpose is more important than their particular aims and desires. For that reason, guild meetings are not usually open to non-members, except by invitation. Allowing outsiders into guild meetings indiscriminately would dilute the feeling of collective solidarity that the meetings are meant to enforce.

There are also meetings at which only a small number of guildsmen are welcome. Guild officers meet on their own, out of earshot of the general membership, to discuss their guild's affairs. Very often, they feel it important to discuss sensitive matters amongst themselves before airing them before the general membership, so that they may establish consensus within their own limited ranks. Also, in large guilds the process of administering their affairs is so cumbersome that they require small committees to oversee particular areas of governance. Such a guild needs a handful of members to meet on a regular basis just to review its finances, or track projects meant to improve its standing within the community, or discipline wayward members.

The frequency with which guilds meet varies according to their needs and circumstances. It's just practical for a guild to meet often if its membership is spread out across the countryside or their business requires that they spend a lot of time abroad. Other guilds just might not need to meet that frequently. Small, dying and inactive guilds probably find little excuse to bring their membership together, if they take an honest look at the state of their organization. Members of Class Guilds might go about their activities with considerable autonomy, their guilds being unable or unwilling to enforce a strong sense of unity amongst them. Rangers (who could also form a Profession Guild as trackers), for one, prefer to spend a lot of time on their own, and actually feel constrained if

they have to go to meetings all the time. Arcane spellcasters and scholars prefer to spend the bulk of their time alone, engaged in study, and bringing them together too often seems a bother to them.

Guilds, of course, can always call ad hoc meetings in time of emergency. Emergency meetings not only communicate important news to the membership quickly and efficiently, but they also have the psychological effect of rallying members to meet whatever crisis is upon them.

RECRUITMENT OPERATIONS AND POLICIES

With the general exception of Interest Guilds, guilds are exclusive organizations by nature. Each Class, Craft or Profession Guild only represents a small segment of the population, defined by a set of skills or an activity pursued as a profession. Therefore, not just anyone can join, nor should they. But the degree of exclusivity that a guild maintains varies across a wide range of possibilities. Interest Guilds mostly rely on pure numbers for strength, and so it doesn't serve them well to turn away new members unless they're obviously unsuitable. Someone who doesn't socialize well, or whose alignment runs too strongly against the dominant alignment of the guild, would cause an Interest Guild to turn him away. But in general, Interest Guilds believe that every new member is an unqualified benefit to them.

Guilds whose fortunes are in chronic decline may wish to pretend that they are still exclusive as a salve to their own dignity, but in fact they cannot afford to turn away new members. These include big-city guilds that have lost members to rival guilds or who have little influence in public affairs. Guilds in remotely populated areas have trouble finding enough members to justify their existence and probably won't be too choosy about whom they take in. The same goes for disgraced guilds and guilds in trades for which there is little demand in their local area (such as shipbuilders in a port that is no longer a great center of trade). Such guilds are beggars who cannot afford to be choosers, although they would like to pretend otherwise. If they are honest with themselves about their estate, they will recruit new members as aggressively as the most fervent Interest Guild.

At the other end of the spectrum, there are guilds that are so closed that they seek out those whom they want to apply for membership, otherwise making themselves completely unapproachable. Some guilds (thieves guilds in particular) operate under conditions of secrecy and need to screen new members carefully before allowing them to join. The same holds true for otherwise legitimate

guilds that have driven underground after committing some terrible misdeed or indiscretion. In these cases, a guild could find it prudent to 'tap' potential new members, seeking them out and letting them know that the guild has reason to believe that they may be worthy of membership. Tapping rituals vary from guild to guild. They can involve nothing more elaborate than a discreet note slipped under the potential applicant's door with instructions about what to do if he is interested. Or a delegation of guildsman might visit at night, when they are likely to go unobserved, perhaps dressed in formal and imposing costume to propose that the candidate join them. Under no circumstances can someone approach a guild this secretive and ask to become a member. In fact, to do so would risk his life by raising suspicions that he was trying to infiltrate the organization for some reason.

But most guilds fall in the middle of this continuum. They set reasonable membership requirements that immediately screen out those who are obviously unqualified. For instance, there is no reason to believe that a tinkers' guild would accept as a member someone who has no experience making or fixing shoes. However, the apprenticeship system to which the vast majority of Craft and Profession Guilds subscribe allows the young and inexperienced a way to gain the experience they need to qualify.

As a general rule, the only way to become an apprentice is to hire on with a member of a guild in that trade. He is under no obligation to accept someone who asks him to take him on, especially if he has one or more already. But if he does, the apprentice must then serve under his tutelage for a minimum period of time that varies from guild to guild and trade to trade. The more complicated the trade, the longer the required period of apprenticeship (less skilled jobs like teamster require little time to master, while learned professions like law and medicine take much longer). After the minimum period of apprenticeship expires, the master tradesman makes a decision about whether or not his apprentice is ready to become a full-fledged practitioner of the trade. If he does so, he releases the apprentice from service, who then becomes eligible for membership in a guild. Of course, the apprenticeship system is subject to abuse, as unscrupulous tradesmen keep apprentices in their service past the time when they have earned their release, so that they can use them as a cheap source of subcontracted labor. But guilds actively discourage this practice. Every apprentice who is held back from graduating to tradesman could be a dues-paying guild member, after all.

Other guilds set the bar a little differently and make do without requiring apprenticeship, although they still adhere to the idea that guild membership should be exclusive, yet not prohibitive. The merchants guild known as The Flowing Cup sets no professional service requirements for new members. But it does mandate that

all new members pay a one-time initiation fee, and the fee is set high enough so that only someone who has done reasonably well for himself could afford to pay it. The Ancient Quill Historians' Society (page 67) also allows its patrons to purchase what amount to honorary memberships, although the guild admits that this is simply a way of generating revenue from wealthy members of the community who take an interest in history. Interest Guilds require a fixed amount of volunteer service to the cause, participating in their formal activities, before they accept someone as a full member. In sum, the majority of guilds try to strike a balance between being selective about whom they take in so that they can create an aura of privilege, and keeping their ranks open so that their membership can renew itself and maintain their strength as an organization.

Craft and Profession Guilds also have recruitment programs aimed at identifying particularly talented individuals and bringing them into the guild. This is especially true in large cities and other areas where more than one guild exists for a given craft or profession, and they must compete with each other if they want to claim the most talented or industrious as their own. Every guild wants a reputation for having the most talented, skilled and reliable practitioners of its trade under its roof, both as a source of pride and because it generates more business for its members. The best way to ensure that it earns such a reputation is to identify promising individuals and recruit them. This usually takes the form of friendly means of persuasion, such as feasting, friendly conversation, favors and gifts. But evil guilds just as soon resort to darker methods if they think that friendly persuasion won't work.

Having a particularly celebrated practitioner of their trade as a member also generates more business for the other members of a guild by allowing them to bask in the glow of his reputation. And it makes recruiting new members easier by playing on their desire to associate themselves with someone they admire. Many a struggling guild has thought that gaining a particularly famous member would solve all of their problems, either directly or indirectly. Therefore, a craftsmen or professional who has earned fame for his work might well find himself the object of a bidding war between two or more guilds, each wanting the glory of claiming him as one of their own. If the competition heats up, he could more or less set his own terms for membership, rather than allowing the guild to set conditions for him. Of course, a guild that pays a heavy price to gain the membership of any individual runs the risk that his special status will breed resentment among the other members. In the long run, this sort of backlash actually causes more problems for the guild than it solves.

HANDSHAKES, PASSWORDS, AND SECRET LANGUAGES

It's quite common for guilds to have their own private code, a system of gestures or language that allows their members to communicate in public without anyone else understanding them. Some guilds maintain one out of a genuine need for discretion. But others do so just for the amusement value of having their own private codes, and because having one reinforces a sense of group solidarity.

When designing a secret language for a guild, or even just a system of passwords and signs, it is always best to understand the role that it will fulfill for that guild. Is this a code for a thieves' guild that thrives on secrecy and being able to operate surreptitiously while in full view? Then certainly, it needs an elaborate language. One possibility is to construct a language that uses words from a widely spoken tongue such as Common, but assigning those words meanings that are quite different from the ones they hold in their original language. The word 'slab' might refer to a shortsword, or 'dog' could mean 'to cut a purse.' To any casual listener, a sentence spoken in this secret language would sound like gibberish. The cleverest secret languages sometimes make sense in the dominant local tongue, but means something completely different to the speaker and the intended listener.

Another possibility is that a guild creates an elaborate system of slang, in which they retain the grammatical structure of their common language and the meaning of most of its words, but which disguises key verbs and nouns so that only guild members know what they really mean. The key to this slang-code might be rhyme, so that using 'crab' as a verb might mean 'to stab.' Or the substitutions could be entirely arbitrary, making the code system difficult to penetrate, but also difficult to learn.

Guilds that need to maintain secrecy and security might also feel it neces-



GUILD COMMUNICATION

Some guilds create complicated forms of bodily communication, anything from a casual pull of the ear to the tightening of a scabbard could mean "we're being followed" and sometimes completely casual conversations could be infused with words that when used together can mean something wildly different to those listening in.

GUILD SPEAK [SPECIAL]

You are masterful at weaving innuendo and meaning into your body language and code phrases.

Prerequisites: Int 13+, Journeyman rank or higher in any guild.

Benefit: You gain a +3 proficiency bonus to your Innuendo and Bluff skill checks. Further for force a circumstance penalty to other's Sense Motive skill checks equal to your Charisma modifier when they try to detect your meanings.

sary to guard the entrances to their guildhouse at all times, using a system of passwords to ensure that authorized individuals can still come and go. The passwords themselves may be words of significance to the guild—although choosing words of no particular significance at all would thwart intruders brazen enough to bluff their way past the guards by guessing at a likely choice. But whatever the case, passwords are changed on a regular basis to cope with the likelihood that all secrets will be compromised sooner or later.

But if a guild wants its own private code just to create a unique identity for itself, you can make it more transparent and less dense than it would have to be if that guild really required airtight secrecy. Perhaps it's just a few slang words that they throw around in public, smug in the knowledge that nobody else uses them. Passwords may have an ironic or playful quality, because everyone knows that they're really just for show. Consider

also the guild's history when you devise a secret language for them. It may use a unique slang-code today for no other reason than creating a distinctive identity for itself. But perhaps that language traces its roots back to a time when that guild was suppressed for some reason (the Guild Master offended local authorities, or it maybe it engaged in illicit activities like thieving, smuggling or assassination deep in its history). In that case, the secret code would retain hints that it once had a serious purpose. Most of the slang terms might refer to shadowy activities rather than the sorts of enterprises that characterize the guild at present. Or the process of translating the code into the common local tongue could require more than one level of translation: "Mold" and 'brick' by themselves mean 'cold' and 'stick' (or blade) respectively, but the phrase 'mold brick' refers to a 'gold brick,' or ingot. And so on.

The same goes for secret handshakes and sign languages. Guilds use the former so that guildsmen from different chapters can recognize each other despite never having met before. They are therefore characteristic of large guilds that have chapters spread across different cities and regions, and yet command enough organizational loyalty so that guild brothers from different communities are expected to trust each other sight unseen. A secret handshake consists of a small, but noticeable gesture made while the hands of both parties are in contact, or of a slightly unusual method of clasping the other's hand. A secret handshake could also function as a sort of password—and an effective one at that, since an imposter would have one hand immobilized at the moment that his fraud is discovered.

A small guild with only one chapter would have no need for a secret handshake because all of its members already know each other by sight. But it could have one if it wanted to pretend that it's larger and more important than it really is. In that case, it might use a handshake that is actually rather obvious, since it's meant to be seen while pretending that it's discreet, incorporating short, but exaggerated movements.

Sign languages allow brother guildsmen to communicate discreetly in public, or in settings where it's too loud to hear someone else speak. The practice evolved among merchants who acquired their goods at boisterous auctions and wholesale markets, but it was taken up by thieves guilds who found it a useful tool that allowed members to work together in public without drawing too much attention to themselves. In their hands (as it were), sign languages became so subtle that an untrained observer would mistake it for a thoughtless gesture or an accidental movement. As with the other forms of secret communication discussed here, sign languages are also used by guilds that don't really need them and just use

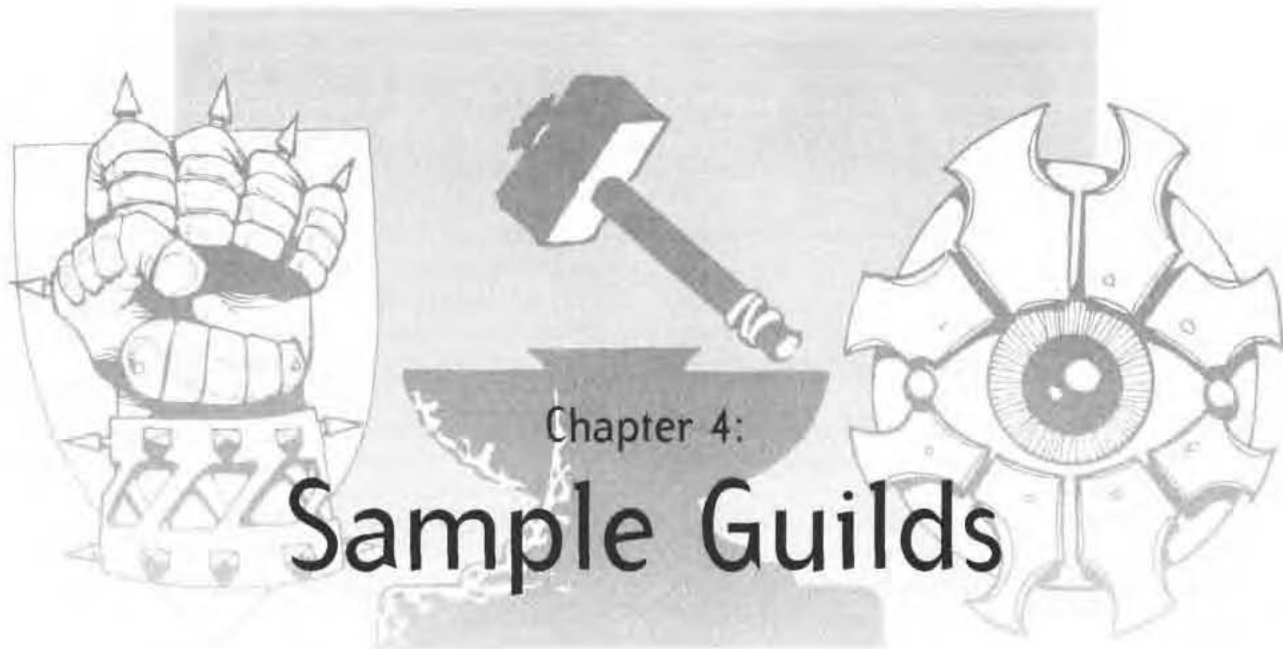
them to puff up their own sense of importance. In these cases, the gestures are obvious, even flamboyant, and may take frivolous forms, such as drinking and feasting rituals.

When it comes to recognizing when a guildsman is using a secret form of communication, rules for how to handle it vary depending on the situation and the type of communication being used. With secret languages and passwords, it really comes down to roleplaying. If a PC is supposed to know the secret password for that day, it's up to the Player controlling him to remember. But if a PC is a member of a guild that has an elaborate secret language, the DM may choose to handle it as a Speak Language skill, on par with racial or species languages. That is to say, if a PC wishes to master it, he will have to add it as a skill, at which point it becomes like any other language that he knows how to speak.

Knowing truly secret passwords or complicated guild languages should not fall under the Lore class feature characteristic of bards and the historian prestige class. These things are *simply not a matter of general knowledge*, even in their immediate locality. Lore could confirm that a certain guild does in fact have its own private language, but not how to understand it. However, if a guild maintains a private system of communication merely for show, then the key to decoding it may have passed into common knowledge, in which case it would be subject to Lore. In this case, the DC for knowing whether or not a certain guild has its own secret language is 10, and the DC for being able to understand that language is 25.

The same is true of ritual handshakes or salutes, other sorts of formalized gestures and insignia badges. If they have devolved from truly secret systems of communication and identification to the point where they're really just for showing off (or if they were created as pale imitations of secret signals), they fall under Lore. If the veil of secrecy remains draped over them, however, the DM and the Players ought to determine more precisely how PCs know enough to recognize them, much less decode them, through the fine art of roleplaying. Either the PCs should be members of the guild, or it's up to the DM and the Players to work together and figure out how the PCs would learn enough to crack the code.

The basic matter of noticing a secret handshake or sign language from a ways away requires a Spot test, with the DC dependent on the distance of the observer from the act. Noticing a well-executed secret handshake from a distance of less than 10 feet has a DC 20, while seeing one from farther distance can have a DC of up to 40. With sign language, the DC should range from 15 if the observer is within 10 feet to 30 at extreme distance.



Guilds can be described by a guild description block. This is deliberately called a description block and not a stat block because there is not a set, specific list of answers you may “plug in” when describing the organization or order you wish to create. Doing so would only eventually limit the imagination and produce many guilds that are too alike. Instead, examples are provided to help you collect your ideas and present them in a cohesive fashion. As the entries are filled in, they help dictate answers to the other areas, so after just a few questions many DM's find that the guilds start taking on a life of their own. This is important and encouraged, for in many ways a guild can become a major contributor to the campaign, just like an exotic intelligent magic weapon or a powerful lord of the land.

GUILD DESCRIPTION BLOCK

Each initial entry should be no more than a couple of sentences, a general overview for an at-a-glance reference. After these initial descriptions are listed, a full detailed history and background for the guild should be developed, as well as expanded information on the brief entries in the beginning section. DM's and players wishing to create their own guilds are encouraged to follow this section while using the Guild Worksheet in the back of the book. A Guild description block will be of a particular chapter house, not a world-spanning organizational outline.

The example guilds in this following chapter are based off of this description template.

Name: This is the name the guild generally goes by or presents to the public. Guilds are sometimes referred to as Orders. Guilds usually choose a name that can be linked with their interest or craft so newcomers to the community can guess as to the guild's operations without having to ask. Young guilds usually name themselves in short order, on the order of something unique or special to garner interest or make a quick name for themselves. A fletchers' guild may be named as simply as The Order of the Bow or something more exotic, like The Trueskrike Fraternity.

Type: This is the general theme the guild follows. Unless unique circumstances dictate otherwise, guilds and orders will be defined as Class, Craft, Interest or Profession.

A *Class Guild* is comprised primarily of a particular character class, for example, a wizards' guild or thieves' guild. This doesn't mean other classes are necessarily excluded, but their interests may differ and their ability to climb in ranks may be limited. Class Guilds have as their goal the training of their members and share the class's basic interests (employment for fighters, solitude and shared wisdom for monks, etc.).

A *Craft Guild* is concerned with uniting those with talents in a particular facet of the Craft skill, as described in the Player's Handbook. Examples include a cobblers' guild or a weapon smiths' guild.

An *Interest Guild* has a unifying belief or causes that anyone who shares may join or benefit from. This includes religious guilds or secret societies, knightly orders, hobbies like astronomy or even specific interests such as “the acceptance of half-orcs into the community.”

SAMPLE GUILDS

A *Profession Guild* is concerned with uniting those with talents in a particular facet of the Profession skill, as described in the Player's Handbook. Examples include Merchants' Guilds and Sailors' Guilds.

Trade: This lists the interests of the Guild, its more defined purpose. It might be as simple as "shipbuilding" to as specific as "ensuring the nobles trying to rebuild the city after its fall have adequate protection."

Motivation/Goal: This describes the basic reasons for the guild's existence and what it hopes to accomplish over time. These could be far-reaching ideals or simply local interests they want to master over time. It could include where it sees itself in 50 years or just what it hopes to accomplish on a day-to-day basis.

Size: This is the size of the guild in total members of this particular chapter. This number isn't expected to be very high except in the metropolises. For example, a total of 150 members are fairly typical for a large town.

Influence: Herein lies the answer to how far the guild's power has spread. Are there other chapters in other cities? Is there a set area or sphere of influence under their control? Does this one chapter house claim the entire city, the county, or an entire kingdom? Are there multiple chapters in far-flung cities or do they claim only a small neighborhood?

Public Face: How, in general, non-members view the guild. Are they respected, feared, looked upon with disinterest or with pride? In some cases there will be highly differing views, which must also be noted. For example a sorcerers' guild in a land with little magic training or followers may be a bastion of hope for fledgling arcanists, but possibly seen as a place of mistrust and fear by the common people.

How to Join: How would someone go about joining the guild? Do they require specific game rules like a certain rank in a skill, levels of a particular class, or roleplaying circumstances such as receiving an apprenticeship from a current member? Do they have to go hunting for a private guild or do they have to be personally introduced (i.e. no one joins unless the guild approaches you).

Tiers/Ranks: This describes the hierarchy of the guild and the possible titles to shoot for. At it's most basic, this is the apprentice, journeyman, and guildmaster, but orders can take this many steps further, creating unique names for stations and ranks. A name for the position followed by what that title is in parenthesis is a good feature, for example Apprentice (learner/student).

Symbol: This details the design of a badge or insignia used by members of the guild. It could be a pattern on a cloak, a style of dress, or perhaps something intangible (for example a secret sign or a catch-phrase during conversation). Some guilds will have different symbols or signs depending on member rank.

Alignment: This represents an overall alignment of the guild members. Like the city stat block descriptions from the DMG, this is not a set alignment of all the members, but shows the overall ideal the guild takes on when viewed as a whole.

Lawful guilds generally follow a strict hierarchy and will work with their neighbors and the government to the best of their ability.

Chaotic guilds are usually interested only in the protection and furthering of their members (sometimes only the highest ranking members), at the expense of others (either inside or outside the guild) if necessary.

Evil guilds ban together for protection from prosecution and for strength of numbers usually, and gaining ranks in membership is usually synonymous with assassination.

Good guilds commonly want to harbor security in their members and help the community they belong to.

Neutral guilds, in either aspect, have usually lost focus. They may be in transition between guild leaders or are run by a council who frequently disagrees about guild policies.

Meetings: This describes when and where the member's meetings are held. Do they meet every week, once a month or only once a year? Are the meetings held at the same place each time or a new location? Do all members have to attend or are some meetings held in smaller gatherings with group leaders presiding over just those under their watch?

Allies: This answers who is friendly toward the guild. This might be a rival guild of a similar supporting craft (such as sailors and shipwrights) or perhaps the guild has developed an excellent repertoire with the local nobility or government. It could include powerful nobles or even a high-level retired adventurer that has an interest in the guild's activities. A guild is in a good or lucky position the more allies it has.

Enemies: This reveals who opposes the guild. It could be a rival guild of a similar interest in a nearby city or perhaps the very population of the community the guild is in opposing the organization. It could be a consortium of nobles who see the guild standing in its way or a secret society who wishes to see the guild removed from power. A guild is in a dangerous position if it has more than one or two enemies.

Prominent Members: This lists some prominent NPC members of the guild. The guildmaster (if known) should always be listed, along with some immediate underlings or high-ranking members, or those that have stood out among their peers for an exceptional reason. Simply the names and position of the NPCs and a shorthand abbreviation of their class, race and alignment is all that is necessary.

Full Description: This is where you give the guild's background and history and further elaborate on the choices you made in the headings above; those were just samples and serve as an at-a-glance reference. This section however is where you get to explain, detail and stand behind the decisions you made. Sometimes you find that writing a guild's history helps dictate or alter one of the choices above. That's okay! Inventing an order or guild, like the creation a detailed player character, can sometimes take on interesting twists. Going back and changing an entry to fit background will help the guild seem more believable in the campaign.

Details of the guild's founding, history and growth are necessary to give it a reason for existing in the community where you decide it is located. It helps define the relationship with the authorities, how the populace views the guild and how it may have affected on the community around it.

Include sections touching on the 'quick entries' you provide in the description block to further detail the information and let the specifics shine. Here's where you get a chance to truly delve into the "who, what, when, where and why" of your guild. Unless the information is 100% complete in the quick entry above, go into more detail in this section, such as what exactly takes place at the membership meetings that are held? How did some of the enemies and allies of the guild get in such a position? Who is it that drives the guild's motivations; it's leader or a vote of prominent members? What are some of the specific or individual rank names of the various members?

This is also where the guild's current activities and adventures can be detailed, showing easily the role in the campaign they are likely to play. Saying a sailors' guild is currently trying to map every island around the Valarian Peninsula or that a human-run smiths' guild is trying to recruit more dwarves to increase it's image can have an immediate impact on character interaction with the guild.

Provide full NPC stat blocks and background information for 2–5 members of the guild; those that the PC's are most likely to interact with. These are usually the guildmaster or leader, specific important members vital to the organization or simply promising members with important details relating to the way the guild operates. An assassins' guild may detail the grandmaster, the rogue spymaster, and the cleric of death who oversees individual operatives. A Craftsmans' guild may detail the guildmaster, the master craftsman of the organization, and a promising young apprentice who is quickly take note of for his exemplary performance.

New rules can also be created for the guild. Perhaps there are special skill variations that the guild teaches, or feats, which represent a particular benefit of guild membership. This might encompass any new spells developed or employed by the members (from wizards and bards to adepts and assassins). It could be new

equipment or weapons made available to guild members or special items the guild itself manufacturers exclusively. There could even be a new prestige class showing a specific operation of the guild.

SAMPLE CLASS GUILDS

The following orders are major guilds that can become part of an entire series of adventures or even the basis for a campaign. Each uses the Guild Description Block followed by a detailed background and that can be used in nearly any fantasy campaign. The less detailed guilds that follow represent specific core classes.

ANCIENT QUILT HISTORIANS' SOCIETY

Type: An Interest Guild that considers itself a Professional Guild.

Trade: All manner of knowledge of the past.

Motivation/Goal: To promote the advancement of historical knowledge, and formalize and treat the study of the past with professionalism.

Size: 6 officers, 30 full members, 50 associate members, 25 affiliates.

Influence: Only historians guild in the metropolis of Porros.

Public Face: The general public does not see the petty disagreements that mark the guild's internal politics, and they respect guild members as learned men.

How to Join: An existing member must sponsor prospective members, who must then present a work of original scholarship to the guild in order to qualify.

Tiers/Ranks: Guild officers: Guildmaster, General Secretary, Treasurer, Senior Archivist, 2 Junior Archivists. General membership divided into Full Members, Associate Members and Affiliates.

Symbol: An open tome with a wreath above it and the words, "Let It Not Be Forgotten" below it.

Alignment: Lawful Neutral. Lawful in that they respect the hierarchy of their organization and most at least pay lip service to the ideals of their profession. Neutral in that they see history as a disinterested pursuit, not subject to judgments about good or evil.

Meetings: Full membership meets monthly, and officers meet on an ad hoc basis. All meetings are held in the meeting hall of the guildhouse.

Allies: Wealthy citizens who patronize their work, as well as merchants and seafaring guilds. Also as allies are a few friends in the thieves' guilds through members interested in the 'unofficial' history of Porros.

Enemies: Prominent citizens offended by the work of guild members. This includes patrons who don't get what they thought they paid for.

Prominent Members: Axus Kenjarl (Clr 4/III 4/His 8) is the current Master of the guild. Varia Nox (Rog 4/Sor3/His 6) is the General Secretary. Wilfrim Treusight (Pal 8/His 2) serves as the current Senior Archivist.

Ancient Quill, the sole historians guild in the great city-state of Porros, traces its own history back many centuries, to a time when Porros was the capital of a semi-barbaric kingdom of the same name. King Elissus I decided to commemorate the bicentennial of the city's founding by commissioning the scribe Ximander to write a chronicle of its history to date. Ximander was an important court functionary. He served as Elissus' Chief Secretary, which meant that his duty was to transcribe all of the King's official correspondence. As such, Elissus expected that Ximander would produce a history that was wholly deferential to Porros' ruling dynasty and the noble families that had helped them found and govern the city.

But Elissus' Chief Secretary would disappoint him. Ximander, much to the surprise of the entire court, determined to produce a thorough and independent-minded history of Porros. He gathered around him a team of scribes and interested amateurs and charged them to gather as much factual basis as they could for the popularly accepted versions of the city's history, and to treat those legends skeptically when they could find none. He sent these assistants out into the city to learn what they could from nobles, merchants and commoners alike. He also allowed them to use his access to the confidential Royal Archives, which yielded a trove of information that King Elissus would rather his subjects not know about.

The consequences of Ximander's failure to do what was expected of him were both tragic and predictable. After he presented his work to the court, an outraged Elissus condemned him for the treasonous act of refusing to glorify Porros' sole ruling dynasty at every turn. He stripped Ximander of his office and imprisoned him for the remainder of his life. The defiant scribe's assistants somehow escaped punishment, but they kept a low profile for years thereafter. Most of them continued to work as scholars, adhering to the ideals of independent-mindedness for which their mentor had sacrificed everything, and meeting in secret to share their work. They reemerged after Elissus' death, and their descendants eventually formalized their loose association into a guild.

The story of Ancient Quill's origin has replayed itself throughout its history, usually in less dramatic ways. The historians of Porros revere independent-mindedness, accuracy and scholarly objectivity as the foundations of their profession. But they continually accept commissions from wealthy patrons who believe that their hearts and minds can be bought. While not every

historian who renders an unpleasant surprise unto his sponsor meets with Ximander's fate, it is by no means uncommon for such patronage-based arrangements to end with bad feelings on both sides. Even so, Ancient Quill endured throughout the long centuries, and some of its members even prosper.

Strictly speaking, an historians guild is an Interest Guild, because its members are drawn together by their interest in the same subject. But historians like to insist on the dignity of their discipline, and they appropriate for themselves the trappings of Professional Guilds. Ancient Quill is no exception.

Ancient Quill trades in knowledge of the past. This is not a commodity as essential to the economy of Porros as grain or ships or worked metal. But in a great city-state brimming with wealth and power, knowing the facts of history can be the key to advancing your fortunes, or at least covering yourself in the glory that befits the dignity of your estate. In this sense, information is power, and there are many in Porros who will pay good money for historical knowledge—at least, if it is framed in a way that makes them look good.

Even as its members seek patronage from wealthy citizens Ancient Quill fears any tarnish that might appear on the surface of its reputation. It asserts the independence and dignity of its members at every opportunity. Its motive for insisting that the study of history is a profession with defined intellectual methods and strict rules of conduct lies in its continual sensitivity around the fact that historians make their living as a rule generally by taking money to write about subjects their patrons are interested in.

Even in a metropolis as large as Porros, professional historians constitute a small, self-consciously elite group. Ancient Quill averages 30 Full Members, 50 Associate Members and 25 Affiliates at any given time.

Ancient Quill is the only such organization in the city. Historians' guilds elsewhere have split over personal rivalries or ideological differences, but Porros' guild has always recognized that there simply aren't enough historians in their jurisdiction to support more than one guild.

As a general rule, the common folk of Porros treat their historians with respect and with the dignity in which they wrap their profession. The wealthy and powerful of the city view them rather more cynically. While some of Porros' elite admire the historians and join the guild as Affiliates, the rest see them as resources whose talents they can manipulate for their own ends.

The path of the professional scholar in Porros begins with persuading a Full Member of the guild to sponsor an application for membership. The applicant must then present a work of original scholarship in the form of a written dissertation and an oral defense of the work in front of as many members of the guild as care to attend (in practice, at least half of the guild's Full Members must

SAMPLE GUILDS

attend to constitute a quorum). If a simple majority of those present votes in favor of the applicant, he becomes an Associate Member. The guild also accepts as Affiliates anyone who will pay 100 gp per year for the simple pleasure of being associated with them. There is no other requirement for becoming an Affiliate.

The Ancient Quill has six senior officers. They are, in descending order of seniority: the Master, the General Secretary, the Treasurer, the Senior Archivist and two Junior Archivists. The three Archivists oversee the operation of the guild's library, which is its most important material resource.

The guild also has three levels of membership. Full Members are the most senior, and they may never have their membership revoked except under the most extraordinary circumstances. Associate Members may apply for Full Membership after having been an Associate Member for no less than 10 years. At that point, they may seek promotion by submitting their credentials as scholars of history, which are then judged by the Full Members in a private conclave. A simple majority of Full Members must vote to approve the promotion for it to take effect.

Affiliates are, for the most part, wealthy citizens with an interest in history willing to pay good money every year for the privilege of hanging around the guildhouse. They receive access to the guild's library and may use the guest rooms on a limited basis. They also receive formal invitations to the guild's public functions. But they have no voice in the guild's internal affairs. The guild's 'real' members tolerate the Affiliates for the money that they bring in, even butter them up in hopes of individual patronage deals, but privately disdain them as amateurs. Only Full Members may serve as senior guild officers, except in the cases of the Junior Archivists. They are usually Associate Members.

The guild's emblem is an open tome with a laurel wreath above it and a Draconic phrase that translates roughly into "Let It Not Be Forgotten" in Common below it. The use of Draconic, a language associated with obscure knowledge (such as arcane magic), in the logo emphasizes the guild's elite self-conception, as if the knowledge in which it trades can only be discovered and interpreted by skilled professional scholars.

The guild does not screen its members by alignment, but in general by its ideals and philosophy and may be understood as essentially Lawful and Neutral. The guild is Lawful in that it stresses the importance of respecting its own hierarchy. Guild officials do not appreciate it if subordinate members fail to respect the dignity of their position. It is also Neutral in that the guild charter states explicitly that, "The discipline of the historian must be objective and disinterested if it is to arrive at the pure truth of any matter." The guild's members should, ideally,



SAMPLE GUILDS

steer free of any partisan bias (especially bias in favor of their patrons). It should even avoid any bias in favor of good or evil.

Ancient Quill holds general meetings (open to Full Members and Associate Members only) once per month to discuss administrative matters and make important announcements, such as introducing new members. Guild officers meet as necessary.

Ancient Quill also hosts public lectures and debates on matters historical. Admission to these events is free, but the guild uses them quite shamelessly to solicit donations and connect guild members with potential patrons. It has always known that wealthy citizens anxious to wrap themselves in the mantle of learning form the core audience for their work, and they have no compunctions about milking the rich for as much money as they are willing to give.

Ancient Quill has always taken friends where it could find them, especially during periods when Porros' ruling princes have threatened it with repression. Friendly patrons shield individuals from threats to their

livelihoods (or even lives), and sometimes extend their protection to the entire guild. The historians have also allied themselves with other guilds, depending on the current Master's political instincts. Sometimes aligning themselves with a stronger guild that also opposes the government's will allows them to find strength in numbers, while the friendship of a guild on good terms with the Prince can soften or deter any official measures taken against the historians.

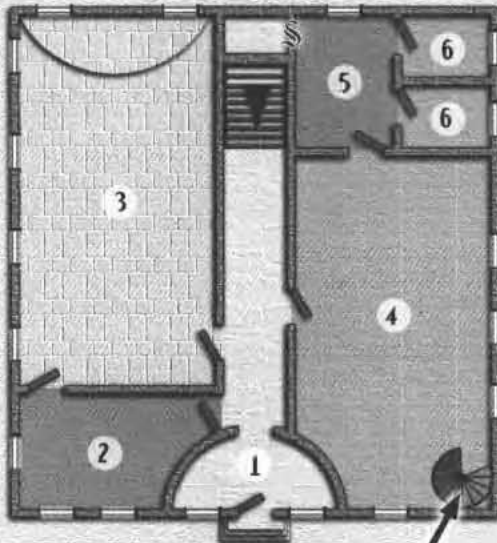
Ancient Quill maintains stable, long-running friendships with Porros' various seafaring guilds and, interestingly enough, with most of its thieves guilds. Porros is the largest port for hundreds of miles around, and as such, much of its 'official' history revolves around the great voyages of discovery and trade that have come and gone from the city, its tradition of excellent seamanship, and its military control of the seas. The historians who chronicle Porros' maritime glory could not do so without cooperation from these guilds. Similarly, independent-minded historians who wish to write about the seamier side of the

ANCIENT QUILL GUILDHOUSE

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Scale in Feet

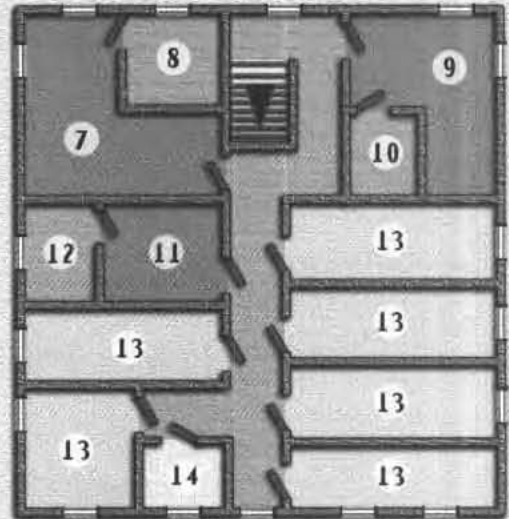


GROUND FLOOR



Stairs Down to
Library Basement Level

UPPER FLOOR



city's past — its 'unofficial' history, if you will — could not do so without the rogues who are so often the only people who know of such illicit exploits.

Ancient Quill has no long-running enmities to speak of. In large part, this is due to the fact that most everyone with wealth and/or power in Porros (that is, anyone whose enduring hatred would really matter) sees the city's historians as a resource that they might someday use for their own purposes. There is no point in antagonizing them uselessly, because at some point you may need them to propagandize for you.

Of course, the historians have had uncounted localized disputes down through the centuries, mostly with patrons unhappy with work that they had sponsored, or Princes who feel that a historian has written something that threatens to subvert their authority. These grudges, as destructive as they may be, rarely outlive the individuals who are most directly involved in them.

GUILDHOUSE

The Ancient Quills' guildhouse is not terribly large; the guild only has 50–100 members at any given time, which makes it a small guild by the standards of a major city like Porros. Two rooms take up almost the entire first floor. One is the Guild Hall, which has a podium flanked by long tables and rows of chairs facing them. The guild holds its meetings here and also public events, such as talks and speeches. The other dominant room is the Library, perhaps the most impressive collection of historical texts outside the Royal Archives. Shelves line the walls and reading tables and low, freestanding shelves fill the middle of the room. Three small offices set off to one side accommodate the Senior Archivist and two Junior Archivists.

The Library also has stairs that lead down into the basement level, which contains even more of the same.

ANCIENT QUILL GUILDHOUSE

1. Entry Hall
2. Lounge/Parlor
3. Guild Hall
4. Library (spiral stairs lead to basement level of library)
5. Senior Archivist's Office (secret door in west wall to storage area under the stairs)
6. Jr. Archivist's Offices
7. Guildmaster's Chamber
8. Guildmaster's Office
9. General Secretary's Chamber
10. General Secretary's Office
11. Treasurer's Chamber
12. Treasurer's Office
13. Guest Rooms
14. Washroom

The second floor contains several modestly appointed guest rooms, for use by visitors from out of town. It also has offices and apartments for the Master, General Secretary and the Treasurer.

PROMINENT MEMBERS

Larus Itarra, Half-elf Clr 4/Illus 4/His 8: CR 13; Medium humanoid; HD 4d8+8d6+4d4+32; hp 72; Init +6; Spd 30 ft.; AC 15, touch 12, flat-footed 13; Base Atk +9; Grp +10; Atk +10 melee (1d6+1/19–20, short sword) or +10 ranged (1d6 shortbow); Full Atk +10/+5 melee (1d6+1/19–20, shortsword), or +10/+5 ranged (1d6, shortbow); SA turn undead 5/day; SQ Bonus language, divine truthfulness, faculty with magic items, mental focus; SV Fort +10, Ref +5, Will +17; Str 12, Dex 14, Con 14, Int 17, Wis 17, Cha 15; AL NG.
Skills and Feats: Balance +3, Bluff +8, Concentration +11, Decipher Script +9, Diplomacy +12, Gather Information +13, Intimidate +11, Knowledge (arcana) +12, Knowledge (history) +23, Knowledge (religion) +8, Listen +5, Perform (magic show) +6, Search +15, Sense Motive +10, Spot +4, Spellcraft +8; Combat Casting, Craft Wondrous Item, Improved Initiative, Rhetorical Dexterity, Scribe Scroll, Skill Focus (Knowledge [history]).

Turn Undead (Su): This cleric gains the supernatural ability to turn undead. He may use this ability 5 times per day.

Cleric Spells Prepared (5/5/4; save DC 13 + spell level): 0—cure minor wounds, detect magic, detect poison, guidance, read magic; 1st—*detect secret doors, entropic shield, cure light wound, obscuring mist, shield of faith, summon monster I*; 2nd—*aid, cure moderate wound, darkness, detect thoughts, lesser restoration.*

Illusionist Spells Prepared (4/4/3; save DC 13 + spell level): 0—*dancing lights, detect magic, ghost sound*; 1st—*change self, color spray, silent image, ventriloquism*; 2nd—*hypnotic pattern, invisibility, mirror image.*

Historian Spells Prepared (3/2/2/1; save DC 13 + spell level): 1st—*charm person, comprehend language, finding*; 2nd—*historical divination, temporal sentience*; 3rd—*clairvoyance/clairaudience, misdirection*; 4th—*discern lies.*

Domains: Knowledge (cast divination spells at +1 caster level), Luck (reroll result before DM announces failure or success 1/day).

Equipment: Shortsword, short bow, cloak of charisma +4, crown of knowledge, ring of protection +3.

Gifted and versatile, Larus Itarra has been at times an acolyte in Porros' main elven temple and a conjuror in a traveling show as well as an accomplished historian. His definitive history of non-human in Porros brought him the respect of his fellow historians. His easy charisma made him popular enough to gain acceptance to the guild, and then to win election as the guild Master. He is painfully aware, however, that there is a general prejudice against half-breeds in Porros, and a significant minority of the membership resents him because of his race (no matter how much they pretend that they don't). He knows that a strong faction rallies around Varia Nox as their preferred leader.

Varia Nox, Human Rog 4/Sor 3/His 6: CR 13; Medium humanoid; HD 10d6+3d4+13; hp 56; Init +6; Spd 30 ft.; AC 15, touch 12, flat-footed 13; Base Atk +7, Grp +7; Atk +9 melee (1d6/19–20 shortsword) or +9 ranged (1d6, short bow); Full Atk +9/+4 melee (1d6/19–20 shortsword), or

SAMPLE GUILDS

+9/+4 ranged (1d6, light crossbow); SA Sneak attack +2d6; SQ trapfinding, evasion, trap sense +1, uncanny dodge, bonus language, divine truthfulness, faculty with magic items, mental focus; SV Fort +5, Ref +9, Will +10; Str 10, Dex 15, Con 13, Int 15, Wis 12, Cha 16; AL NE.

Skills and Feats: Balance +4, Bluff +7, Concentration +9, Decipher Script +9, Diplomacy +9, Forgery +5, Gather Information +10, Hide +5, Innuendo +5, Intimidate +10, Knowledge (arcana) +8, Knowledge (history) +16, Knowledge (religion) +5, Listen +3, Move Silently +4, Open Lock +4, Search +12, Spot +3, Use Magic Device +10; Brew Potion, Dodge, Generalist, Improved Initiative, Rhetorical Dexterity, Scribe Scroll, Skill Focus (Knowledge [history]), Weapon Finesse (shortsword).

Sneak Attack: This rogue's attack deals +2d6 extra damage any time her target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks her target.

Trapfinding: This rogue can use the Search skill to locate traps when the task has a DC higher than 20.

Evasion (Ex): If this rogue makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage.

Trap Sense (Ex): This rogue gains an intuitive sense that alerts her to danger from traps, giving her a +1 bonus on Reflex saves made to avoid traps and a +1 dodge bonus to AC against attacks made by traps.

Uncanny Dodge (Ex): This rogue retains her Dexterity bonus to AC (if any) even if she is caught flat-footed or struck by an invisible attacker. However, she still loses her Dexterity bonus to AC if immobilized.

Sorcerer Spells Known (6/6; save DC 13 + spell level): 0—*daze, detect magic, light, mage hand, read magic*; 1st—*charm person, mage armor, magic missile, true strike*.

Historian Spells Prepared (1/2/2; save DC 12 + spell level): 1st—*charm person, finding*; 2nd—*historical divination, temporal sentience*; 3rd—*clairvoyance/clairaudience*.

Equipment: Shortsword, short bow, amulet of natural armor +3, talisman of knowledge.

Varia Nox made her mark as a historian by studying the 'unofficial' side of Porros' history, producing ground-breaking scholarship on the city's thieves guilds. As a result, however, rumors have long shadowed her reputation because of an implication that her connections with Porros' criminal underground go beyond matters purely academic. She resents this, as her predecessors studied illicit activity in Porros without their reputations suffering, but finds that she can do little about it.

These rumors take on an ominous tone considering that it is obvious to one and all that she covets the office of Master. Varia is a patient woman and would be perfectly happy to let Kenjarl pass from the scene, then offer herself as his logical successor.

Wilfrim Treusight, Human Pal 8/His 2: CR 10; Medium humanoid; HD 8d10+2d6+20; hp 71; Init +1; Spd 30 ft.; AC 16, touch 11, flat-footed 15; Base Atk +9, Grp +12; Atk +13 melee (2d6+3/19–20, greatsword); Full Atk +13/+8 melee (2d6+3/19–20, greatsword); SA smite evil 2/day, turn undead 6/day; SQ aura of courage, bonus language, detect evil, divine grace, lay on hands, divine health, empathic link with mount, remove disease 1/week, special mount, share spells with mount, faculty with magic items; SV Fort +8, Ref +3, Will +7; Str 16, Dex 12, Con 15, Int 12, Wis 14, Cha 17; AL LG. Skills and Feats: Concentration +3, Decipher Script +3,

Diplomacy +4, Gather Information +5, Heal +4, Intimidate +5, Knowledge (history) +13, Knowledge (religion) +7, Ride +3, Search +4, Use Magic Device +7; Cleave, Improved Bull Rush, Power Attack, Skill Focus (Knowledge [history]), Specialist (Knowledge [history]).

Detect Evil (Sp): At will, a paladin can use detect evil, as the spell.

Smite Evil (Su): Once per day, this paladin may attempt to smite evil with one normal melee attack. He adds his Charisma bonus (if any) to his attack roll and deals 1 extra point of damage per paladin level.

Lay on Hands (Su): This paladin can heal wounds (her own or those of others) by touch. Each day she can heal a total number of hit points of damage equal to her paladin level x her Charisma bonus.

Aura of Courage (Su): This paladin is immune to fear (magical or otherwise). Each ally within 10 ft. of him gains a +4 morale bonus on saving throws against fear effects.

Divine Health (Ex): This paladin is immune to all diseases, including supernatural and magical diseases.

Turn Undead (Su): This paladin gains the supernatural ability to turn undead. He may use this ability 6 times per day. He turns undead as a cleric of three levels lower would.

Paladin Spells Prepared (2/1; save DC 12 + spell level): 1st—*bles, cure light wounds*; 2nd: *shield other*.

Historian Spells Prepared (2; save DC 11 + spell level): 1st—*finding, identify*.

Possessions: Masterwork breastplate, masterwork greatsword, device of finding.

Wilfrim Treusight served the Prince of Porros under arms for 20 years, the last 10 as a highly respected Captain of the Palace Guard, before retiring to take up the study of history. He immediately embarked on an ambitious history of Porros' wars from the earliest days of its founding—a work that he may never finish, although he presents new bits and pieces to his guild brothers as often as he can. His fellow historians were slow to accept an ex-soldier as one of their own at first, but Wilfrem quickly won them over with his dignified air of authority and his ability to gain access to the Royal Archives through his old connections at the Palace. He alone among the Ancient Quill's senior officers holds the universal respect of the membership. But he takes no sides in the rivalry between Nox and Kenjarl. Wilfrem keeps his head down, tends to the guild library and works on his history as much as he can.

NEW SKILL RULES

Presenting the fruits of one's research to colleagues or the general public in a way that is both coherent and persuasive is one of a historian's most important professional activities. So is holding one's own in the refined cut and thrust of academic debate. To reflect this fact, the DM may allow PCs who are interested in historical scholarship to gain experience points by putting their knowledge and their rhetorical abilities to the test. A PC who engages in a formal academic debate against a member of an historians' guild may gain experience points if he outshines his opponent. The debate must be something more rigorous than a simple conversation or exchange of views. It ought

to be a formal occasion in which both participants present their considered opinions before an audience that expects that they will use sound logic and present verifiable facts to support their arguments. They may not win by the strength of their logic and facts, but their audience expects that they will at least try to do so.

The PC makes an opposed skill test against his opponent, adding both his skill levels in the relevant Knowledge skill and his skill levels in one of the following: Bluff, Diplomacy or Intimidate. If the PC wins, he gains experience points equal to 1/5 of the award mandated by his opponent's CR.

A PC who makes an oral presentation of his scholarly work to an audience of historians guild members makes a skill test (DC 25), adding his skill levels in the appropriate Knowledge skill and one of the following: Bluff, Diplomacy or Intimidate. The result represents the reception that his presentation receives from the audience. If the skill test is successful, subtract the result from 25 and multiply that number by 50. That is how many experience points the PC receives. For example, if a PC generates a test result of 30 as a result of presenting his research into the reign of Prince Hidera to the Historians Guild of Porros, he would receive 250 XP.

NEW GUILD FEATS

Members of the Ancient Quill have access to a number of special feats representing the teachings of the order. Any guild member who meets the requirements may take these feats.

CRYPTOLOGIST [GENERAL]

You have a natural gift for reading languages other than those that are native to you.

Prerequisite: Int 15.

Benefit: You may use Decipher Script untrained. In addition, Decipher Script is considered a class skill.

Normal: Without this feat, characters may not use Decipher Script untrained.

GENERALIST [GENERAL]

You have an unusual gift for juggling facts about a broad range of topics inside your head. You may not know a lot about any one area of expertise, but few can equal the breadth of your knowledge.

Prerequisites: Int 13, any two Knowledge skills.

Benefit: Increase all of your existing Knowledge skills by 1 rank. Alternately, you may add a new Knowledge skill with 3 ranks. You add these ranks in addition to whatever skill ranks you may gain as part of the normal character advancement process. However, this feat does not allow you to violate limitations on the maximum number of ranks you may have or add at your current level of advancement.

Special: You can gain this feat multiple times. Each time you take this feat increase your existing Knowledge skills by 1 rank.

RHETORICAL DEXTERITY [GENERAL]

Your experience in presenting your ideas in scholarly debate, or before any other sort of skeptical audience, gives you unusual dexterity in maneuvering your way around a point. You think quickly on your feet. You can figure out on the spur of the moment how to win over your audience, or how to recover effectively when someone else points out a weakness in your argument.

Prerequisites: Int 13, Cha 13, Bluff 1 rank or Diplomacy 1 rank or Gather Information 1 rank.

Benefit: You may, once per day, reroll a Bluff, Diplomacy or Gather Information check and keep the more favorable result.

SPECIALIST [GENERAL]

You pursue a topic of special interest to you obsessively. Whatever that subject may be, you become a true expert in it. Your obsession limits your ability to pick up useful knowledge in subjects that are unrelated or only marginally related, however.

Prerequisites: Int 13, at Knowledge (any) 1 rank.

Benefit: Select a Knowledge skill in which you already possess 1 skill rank. You gain 2 ranks for every skill point attributed to that skill. However, you may increase any other Knowledge skills, nor may you learn any other Knowledge skills.

NEW MAGIC ITEMS

The following new magic items are available to members of the Ancient Quill.

Crown of Knowledge: To call this wondrous item a 'crown' is a bit of an exaggeration. It is really a gem-studded platinum circlet that the Masters of Ancient Quill have worn on formal occasions as a symbol of office. However, it is not merely a piece of ceremonial jewelry. It also has magical properties that help ensure that a guild Master will never fail to establish the dignity of his authority when he wades into the tempest of intellectual debate. *Crown of knowledge* adds +4 to the wearer's Charisma and grants a +6 enhancement bonus to all of his Bluff, Diplomacy, Gather Information or Intimidate tests.

Caster Level: 8th; **Prerequisites:** Craft Wondrous Item, *commune* or *legend lore*; **Market Price:** 38,000 gp; **Weight:** 1 lb.

Device of Finding: Ancient Quill possesses one and only one *device of finding*. Traditionally, the Senior Archivist keeps it, not only as a totem of rank but because it helps him in his duties as keeper of the guild's extensive library. It grants a +8 circumstance bonus to any Search test made by the bearer, but only if he is looking for a specific item.

For instance, if the bearer wishes to locate a copy of Sirgard Blefry's *A History of Goldsmithing in the City of Porros*, *device of finding* grants its bonus, but not if the terms of his search are as vague as 'a book on goldsmithing.'

The *device of finding* is not an artifact, however, because it is not unique and may be duplicated by a spellcaster who can meet the prerequisites for crafting one. The enchantment necessary for creating *device of finding* may be laid into any ordinary personal item, such as a medallion or a walking stick. The one held by the Senior Archivist of the historians guild is unusually luxurious, since it also serves as a totem of rank. It is essentially a scepter, an ornately carved rod of cedar wood topped by a gold sphere that is large enough so that it is worth 100 gp by itself and inlaid with 2,000 gp worth of precious stones. Tilting it horizontal activates it, and it then pulls the wielder toward the object sought.

Caster Level: 8th; **Prerequisites:** Craft Wondrous Item, *finding*; **Market Price:** 64,000 gp + value of base item; **Weight:** varies by base item.

Ink of Persuasion: At first glance, *ink of persuasion* looks like any mundane ink. However, if you read a document or a tome written in it, you must make a Will save (DC 10+ caster level). If you succeed, you are unaffected by it, but if you fail, it compels you to believe that whatever information is presented by text written in that ink is absolutely and unquestionably true. It cannot compel you to take a course of action, but it can force you to believe something that you might not otherwise accept at face value. For instance, reading the words, "Kill your best friend" written in *ink of persuasion* does not compel you to kill your best friend. But reading the words, "The tomb of Prince Hidera is located 60 miles due east of Porros" could force you to believe in the absolute truth of that statement, even if it is patently false. The effect of *ink of persuasion* is permanent, but casting *dispel magic* on a book written in it will turn it back into mundane ink, and casting that spell on someone affected by the item will remove the compulsion. No amount of non-magical persuasion will dispel its effects, however, nor will any material demonstration of the falsity of the information believed to be true. *Ink of persuasion* may also be used to color in inscriptions in wood or stone to achieve the same effect.

Caster Level: 3rd; **Prerequisites:** Craft Wondrous Item, *charm person*; **Market Price:** 500 gp per bottle; **Weight:** 0.5 lbs. per bottle.

Ink of Preservation: *Ink of preservation* protects documents or tomes written in it from the effects of age, as well as physical damage and damage from the elements (including magical elemental damage, such as *fireball*). If half or more of the text on a page or a scroll or parchment is written in *ink of preservation*, that page, scroll or parchment will not yellow, crack or otherwise degrade from the effects of age for 100 years. Nor will the writing

fade for that period of time. Furthermore, the page, scroll or parchment receives damage reduction 10/+2. It is also guarded from all elements as if *protection from elements* has been cast on it. Note that unless only the pages in a tome that have half or more of their text written in *ink of preservation* are guarded against the effects of age. Over time, therefore, the remainder of the tome may crumble, leaving only the enchanted pages. However, the entire tome receives damage resistance and protection from the elements as long as at least half of its pages meet this criterion.

Caster Level: 7th; **Prerequisites:** Craft Wondrous Item, *stoneskin*, *protection from elements*; **Market Price:** 1,350 gp per bottle; **Weight:** 0.5 lbs. per bottle.

Lesser Device of Finding: Ancient Quill possesses two *lesser devices of finding*, which serve as totems of rank for the guild's Junior Archivists. *Lesser device of finding* is identical to *device of finding* in all respects except that it only grants a bonus of +4 to relevant Search checks. The guild's lesser devices of finding are ornately carved cedar wood rods.

Caster Level: 7th; **Prerequisites:** Craft Wondrous Item, *finding*; **Market Price:** 16,000 gp + value of base item; **Weight:** varies by base item.

Talisman of Knowledge: This wondrous item takes the form of a 6" diameter gold medallion and serves as a badge of rank for Ancient Quill's General Secretary. It functions exactly as does *crown of knowledge*, except that it only adds +2 to the wearer's Charisma and grants a +4 enhancement bonus to all of his Bluff, Diplomacy, Gather Information or Intimidate tests.

Caster Level: 8th; **Prerequisites:** Craft Wondrous Item, *commune* or *legend lore*; **Market Price:** 16, 500 gp; **Weight:** 1 lb.

NEW SPELLS

Members of the Ancient Quill can learn the following new spells.

Finding

Divination

Level: Brd 3, Clr 4, Hist 1, Sor/Wiz 3

Components: V, S, F/DF

Casting Time: 1 standard action

Range: Personal

Area: see text

Duration: see text

This spell grants a circumstance bonus to any single Search check equal to +2 per caster level, so long as the object of the search is a specific, unique item and as long as you can identify it by its right name. The range, area, and duration of the spell are described by the limits of a single Search check.

The spell indicates how close the caster is to the item by transmitting a tingling sensation through its arcane focus. The sensation becomes stronger the closer he comes to the object.

Arcane Focus: A lodestone.

Historical Divination

Divination

Level: Brd 5, Clr 4, Drd 4, Hist 2, Knowledge 4, Sor/Wiz 4

Components: V, S

Casting Time: 10 minutes

Range: Personal

Target: You

Duration: Instantaneous

This spell resembles *divination*, except that it enables the caster to learn something about the hidden past rather than the future. *Historical divination* can provide you with the answer to one factual question about the history of an object, person, or place. That is, you may use the spell to ask who crafted the sarcophagus in which Prince Hidera's remains lie, or whether Prince Hidera really willed that the craftsman who created his sarcophagus should be paid in solid platinum ingots, or whether a river ever ran through the dry valley in which his tomb is located. The answer may be rendered in a simple, short sentence or in a riddle or cryptic rhyme, depending on the DM's discretion.

The base chance for a correct historical divination is 70% + 1% per caster level. If the spell fails, it yields no information, although the DM may reserve the right to have the spell yield false or misleading information if the circumstances warrant.

Temporal Sentience

Divination

Level: Brd 4, Hist 2, Knowledge 4, Sor/Wiz 4

Components: V, S, D/DF

Casting Time: 10 minutes

Range: See text

Effect: Magical Sensor

Duration: 1 min./level (D)

Saving Throw: None

Spell Resistance: No

This spell resembles *clairaudience/clairvoyance* in its process and purpose, except that it enables the caster to transcend the limitations of time as well as distance. It enables you to concentrate on a location known to you or otherwise obvious and both see and hear what transpired there at any specified point in the past. It creates an invisible magical sensor, similar to that created by a *scrying spell*, which inserts itself into the flow of historical time at a temporal and geographical place of your choice.

That physical location must be on the plane that you are currently occupying. The spell does not allow magically enhanced senses to work through it.

Nor does it allow any sort of interaction with the flow of events through time, so that you cannot use the spell to affect history in any way. Conversely, though, no one or nothing in the flow of historical events that you choose to observe can interfere with your magical sensor and prevent you from observing. The flow of historical events is fixed, and cannot be changed by such ephemeral visitations from the future.

Arcane Focus: A crystal sphere.

ARCANE ORDER OF THE MITHRIL STAR

Type: Class Guild.

Motivation/Goal: The Arcane Order exists to foster and protect arcane knowledge, to defend the good, and to advance its members.

Size: 1–2 masters and 3–4 journeymen in a major city, 3–5 masters and 6–10 journeymen in the primary Order House. 65–70 Masters and 140–150 journeymen overall.

Influence: The Arcane Order is well respected throughout the Kingdoms, many royal advisors and court wizards are members of the Order. The Order is often the first group turned to for information when a new magical threat appears. Even the Imperial College respects the Order and is willing to let them have unofficial status in the frontier and border cities of the Empire.

Public Face: The Arcane Order is everything good and noble about magic, the shining mystic shield that protects the world from the darkness.

How to Join: One may perform exemplary deeds in the field of magic and be asked to join, or one may petition to join the ranks of the Order. In either case, the prospective member must prepare a treatise on his understanding of the arts of magic (this should take at least a month) as well as meeting other qualifications.

Tiers/Ranks: The Arcane Order recognizes three ranks: Journeyman, the lower ranking members of the order. Masters, those who have proven themselves to the Order and been given responsibility by it. High Masters, the three wizards who oversee the Order and set its politics and policies.

Symbol: The symbol of the Guild is a silver sevenpointed star. When used as a personal signet the member of the order places his arcane mark in the center of the star.

Motto/Slogan: "The light of the star leads us to a better tomorrow."

Alignment: Lawful Good: the guild promotes both good and just laws to protect those who cannot protect themselves.

Meetings: Each local branch is expected to meet monthly to conduct Order business and to keep their records up to date. The Order as a whole meets every year at midwinter to discuss and debate, to advance members and exchange information amid much celebration. The 'midwinter revels' (as they are called within the Order) are an important social event among the Order and it is considered bad form not to attend. The yearly meeting is usually held at the Order's primary chapter house.

Allies: The Arcane Order has done many good deeds and fought against so many evils that most consider them an ally (especially when some new evil appears). The Order works hard to maintain friendly contact with all open wizards guilds, even managing to remain on cordial terms with the Imperial College.

Enemies: At one time or another the Order has opposed and foiled plans and plots by almost about every major evil organization. All of them consider the Order an enemy to be defeated and include contingency plans to cope with the Order's interference.

Prominent Members: High Master Astra Lightstar, female human Ill6/Aom10, NG; High Master Camdel Outlander, male elf Wiz9/Aom10, CG; Master of Testing Verbaun Tal, male human Div7/Aom4, LN; Kostan Rhan, Order Messenger, male half-elf Ftr1/Trn5, CG.

Full Description: The Arcane Order arose from a successful adventuring group that sought to capitalize

on that success. The original members of the Order were the mysterious elven wizard known as Exile, Nissa Julian, formally of the Imperial College, and Nicodemus Ozymandius Xerecian. They bound themselves together with mystical oaths and powerful magic vowing to defend the light and their friendship. They formed the first troika of High Masters and set the stage for the expansion of the Order.

The early years were characterized by slow growth and preparation; the Arcane Order sponsored adventuring groups and often sent its own members on dangerous missions to gather lost knowledge. Over time they slowly added new members (some were apprentices who graduated to full membership while other were promising young wizards). All shared a thirst for knowledge and a desire to push the boundaries of magic.

The Arcane Order's first major test was when the Bond of the Black Sun, a necromantic society, attempted to overrun several cities in the Kingdom. The Arcane Order arrived and organized the resistance against the Bond, using and developing new spells and tactics to defeat its undead armies. The war was brutal. The Bond unleashed dark and twisted magic against the members of the Arcane Order who suffered heavily on the front lines. Ultimately, the Bond was checked and then defeated. It was the Order's magic that turned the tide. Afterward the survivors of the Arcane Order were treated as heroes and granted honored status throughout the Kingdoms.

The Arcane Order began to rebuild, seeking out talented apprentices and skilled wizards from every corner of the Kingdoms. It took decades for the Arcane Order to restore their numbers to the level they had reached before the war against the Bond. They suffered from a continuous series of small battles against evil that sapped their strength and eroded the growth of their numbers. In spite of it all the Order slowly managed to grow. A troll slain here, a dragon driven off there, every battle they fought increased their status in the Kingdoms. The Arcane Order became the group to seek out for advice or help if your kingdom had problems that needed magical solutions.

Over the years the Arcane Order was forced to develop methods to analyze threats and decide what tasks it should deal with and what is best left to others. To this end the Order often establishes long term relationships with skilled travelers (read adventurers) to send on intelligence gathering missions. The Arcane Order is willing to aid and support those who work for it; loyalty and efficiency are rewarded.

The Arcane Order invests heavily in scrying, communication and transport magic to watch, inform and allow its members to gather rapidly if needed. The Order is capable of quickly mobilizing their number to meet a threat but they prefer to use the minimum amount

BRIGHT LIGHT CREATES THE DEEPEST SHADOWS

Think the Arcane Order is too good to be true? Maybe it is, though that is up to each individual DM to decide. It is entirely possible that the bright exterior is all a big lie and that the Arcane Order is positioning itself to take over the Kingdoms and turn them into a Magocracy under their control. Perhaps the Order has been fighting 'evil' to remove potential threats to their rule. (If this is the case, the Arcane order mage prestige class must be subtly altered, by removing the alignment restriction for example.)

If this is the case, then Exile, the most enigmatic of the founders and a nearly immortal elf, has been pulling strings and changing identities to remain in control of the Order since its foundation, subtly shaping it to his own ends. He is willing to use any means to achieve his goal. He is now known as Camdel Outlander (Wiz10/Aom or higher if needed to provide a threat) with an arsenal of magic built up over centuries as head of a powerful guild supplemented by the plunder of various defeated rival groups.

SAMPLE GUILDS

of force and resources from the Order, bringing in local friends and allies whenever possible.

The standard Order response to a request for aid against some evil is to send agents to investigate the situation while researching the problem in the Order's libraries. If a threat does exist, the Order will dispatch forces to help deal with it, usually as advisors. The Order often suggests that Kingdoms hire adventurers to deal with such problems and will provide information and equipment to make such missions more likely to succeed. Only in the most dire situations will the Order mobilize its own forces to directly fight evil.

The Arcane Order accepts only members with the highest qualifications in scholarship and magical ability. Those who meet their exacting standards are often invited to prove themselves as scholars and gentlemen as well as skilled wizards. The Order requires the prospective member to prepare a treatise on his understanding of the arts of magic and present it to the order. (See the Arcane order mage prestige class below for game details.) Members of the Order are requested, but not required, to expand their treatise at least every five years. These treatises are stored

in the library at the primary Order chapter house and contain many valuable insights into the nature of magic.

Those who are selected to join the Order are inducted with great pomp and ceremony. First they and their sponsor, if they have one, are presented to the Order. Then they are questioned in front of the assembled masters, giving each current master an opportunity to learn about this new member. Next, they are led before the High Masters where they take the Oath, receive their guild token and are welcomed as journeymen of the Order. Afterwards a huge feast is held to celebrate and to let the new members meet their peers in a friendly social situation.

Oath of the Arcane Order of the Mithril Star

- The Dark must be defeated by the Light, be prepared to give your all to save all.
- Do not summon or bind creatures from the lower [evil] planes.
- Magic knowledge is to be shared freely within the Order; we all gain from a greater understanding of magic

ARCANE ORDER OF THE MITHRIL STAR GUILDHOUSE

0 5 10
Scale in Feet



- Help your fellow members in the Order. Refuse no reasonable request for aid.
- Use powerful magic with caution.

Members are usually promoted to the rank of Master within a year of reaching a total of ten levels in spell casting classes, but politics within the Order can change this.

While most masters in the Order have one or more apprentices, these apprentices are not considered members until they have become journeymen. However, many of them have access to the Order's libraries and facilities on the strength of their Master's position.

GUILDHOUSE

The purpose of the chapter house is to provide a place for members of the Order to gather and meet, to conduct research and business. It is assumed that most masters of the Order will maintain their own homes in the city so the order house is used by visiting members while they are in the city. The exterior is stone with narrow, barred windows.

Inside, discretely placed *continual flames* provide subdued lighting throughout the entire building (even in the basement). Most importantly, exterior doors are sealed with *arcane lock* to which the local members and the major domo of the house have magical keys. Visitors are provided with a key for the front door. Other magical defenses are usually prepared but not activated unless there is some reason to fear an attack.

The order house is designed to come across as a hybrid between a university history department and a English gentleman's club.

Ground Floor

The walls are richly paneled in dark wood with fine carpets on almost every floor.

1. **Entrance Hall:** There is a hat rack, cloak pegs and an exceptionally thick carpet. The walls are decorated with portraits of famous members of the order. Stairs lead up to the upper floor and a concealed door underneath leads to a staircase down to the basement.
2. **Lounge/ Meeting Room:** This is a room for the members of the Order to relax in and exchange information over a nice drink. It is filled with comfortable chairs, tables, shelves for books and a large fireplace. Heavy woven carpets cover the floor and muffle all noise. A dumbwaiter to the kitchen allows for light meals to be served here without too much fuss.
3. **Office:** This room is protected by *arcane locked* doors. This is where the local branch of the Order conducts business. The only decorations are the prominently displayed symbol of the Order along with the personal symbols of the local members.

3a. Secure inner room for important files and Order goods in transit. It is protected by an *arcane lock* and other wards as needed.

4. **Dining Room:** For official Order functions, the space is dominated by a huge dining table, with an equally impressive sideboard next to a large dumbwaiter to the kitchen. Huge landscape paintings adorn the walls.
5. **Library:** Built on two levels, the upper level is partially open with a spiral staircase between the two. This is where the research for the Order is often done. The walls are covered in shelves and there are a few freestanding shelves as well. The other furniture consists of only a few sturdy chairs, some reading tables and a globe. Considerable light is provided by multiple *continual flames* in decorative holders placed around the room.
6. **Washroom.**

Basement

The basement is functional with painted plaster over stone walls and worn carpets upon the floor, the roof beams are exposed.

7. **Kitchen:** Just as it says; large stove, utensils hanging from the roof beams, with several work tables and two dumbwaiters, a large one for dining room and a small one to the lounge. A door leads to the outside with a stairway up to street level.
8. **Pantry:** Food storage, many shelves, barrels, and so on.
9. **Wine Cellar:** Behind a heavy door sealed with an *arcane lock*, the area is filled with closely packed wine racks and barrels. Hidden in the back is a secret exit into the tunnels beneath the city.
10. **Major domo's office and room:** Spartanly furnished with a desk, bed and the silver cupboard. This is where the major domo maintains the household accounts and lives when he is not working.
11. **Servants' Dining Room:** furnished with a simple table and chairs, though it does have a nice fireplace.
12. **Storage Room:** Tools for cleaning and maintaining the house are stored here as well as extra linens and other non-perishable goods.
13. **Servants Quarters:** Three rooms, one for the cook, two for the rest of the staff. Sparsely furnished and kept clean and neat.
14. **Washroom**

Upper Floor

This floor is paneled in lighter wood with rich carpets on the floor of the hallway and in the large bedrooms.

15. **Central Hallway:** Joins everything on this floor. Scattered along the walls are small paintings of a variety of subjects: still life, portrait, landscape.

16. **Upper Level of Library:** See room 5 of the ground floor for description.
17. **Large Bedrooms:** All lavishly appointed with four-poster beds, towering wardrobes and small fireplaces for visiting masters.
18. **Small Bedrooms:** With multiple small beds and chests for storage. Clean but unexceptional and far from luxurious. A place for the servants, apprentices and bodyguards of visiting masters.
19. **Washroom:** With a magically heated bathtub.

PROMINENT MEMBERS

High Master Astra Lightstar, Human Wiz 6/Aom 10: CR 16; Medium humanoid; HD 16d4+16; hp 60; Init +3; Spd 30 ft; AC 27, touch 16, flat-footed 21; Base Atk +8; Grp +7; Atk +9 melee (1d4+1+1d6 cold, dagger); Full Atk +9/+4 melee (1d4+1+1d6 cold, dagger); SA —; SQ Arcane Mastery, Arcane Support, Defensive Magic Mastery, Knowledge Focus, Spell Focus, Strength of Friendship, Token Ability, Token of the Order; AL NG; SV Fort +11, Ref +13, Will +20; Str 8, Dex 13, Con 12, Int 22, Wis 14, Cha 13. Skills and Feats: Concentration +20, Craft (alchemy) +26, Craft (drawing) +13, Diplomacy +10, Knowledge (arcana) +30, Knowledge (religion) +13, Knowledge (myths and legends) +26, Spellcraft +26; Adaptive Magic, Apprentice of the Arcane Order, Craft Wondrous Item, Empower Spell, Enlarge Spell, Extend Spell, Scribe Scroll, Skill Focus (for the following Knowledge skills: Arcana, Myths and Legends, Religion), Silent Spell, Still Spell.

Guild Token: When dealing with anyone that respects the Arcane Order, the token provides a +2 bonus on all Diplomacy checks.

Strength of Friendship (Ex): At any time two or more Arcane order mages are within 30' of each other, they may add a +1 morale bonus to saves against hostile magic and a +1 morale bonus to Spell Penetration rolls.

Token Ability: At 5th and 9th level, the arcane order mage has imbued his Token of the Order with additional magical enhancements. The Arcane order mage may choose one of the following qualities: +1 Natural Armor Bonus, +1 Resistance Bonus to saves, Low-light Vision, Detect Magic at will, any magical effect of a similar power level as approved by the DM.

Defensive Magic Mastery (Ex): The Mage receives a +2 competence bonus on Spellcraft checks to recognize spells as they are being cast and to caster level checks when using *dispel magic* or *greater dispelling* as a counterspell.

Arcane Support (Su): By using a standard action (that does not provoke an attack of opportunity) when adjacent to another arcane order mage who is casting a spell, he may make a spellcraft check against DC equal to 5 + Spell Level x 5. If this skill check is successful the spell is cast as if the caster was 2 levels higher. He may use this ability once per day for each Aom level beyond 5th level to a maximum of five times a day at 10th level.

Arcane Mastery (Su): The arcane order mage casts all arcane spells as if he was 1 level higher for the purpose of spell effects such as range, duration and so on. This does include caster level checks and spell penetration rolls.

Wizard Spells Prepared (4/7/6/6/6/6/4/4/3, save DC 16 + spell level): 0—*detect magic, detect poison, read magic, resistance*; 1st—*alarm, endure elements, hold portal, mage armor, protection from evil, shield (x2)*; 2nd—*arcane lock, obscure object, protection from arrows, resist energy, touch of idiocy, web*; 3rd—*arcane sight, dispel magic, explosive runes, magic circle against evil, nondetection, protection from energy*; 4th—*detect scrying, dimensional anchor, fire trap, lesser globe of invulnerability, remove curse, stonkskin*; 5th—*break*

enchantment, dismissal, hold monster, mordenkainen's private sanctum, major creation, teleport; 6th—*antimagic field, globe of invulnerability, guards and wards, repulsion*; 7th—*banishment, sequester, spell turning, vision*; 8th—*mind blank, prismatic wall, protection from spells*.

Possessions: *Crystal dagger of frost* +2, *bracers of armor* +7, *ring of protection* +4, *boots of natural armor* +3, *cloak of resistance* +5.

Astra Lightstar, the youngest of the High Masters, is a true child of the Arcane Order, adopted when she was five because of her exceptional magical talent. All of her life, all that she can remember, is the Order. This has made her slightly otherworldly. Her knowledge of magic is formidable but she often lacks a solid understanding of people. Astra forgets that other people do not have the depth of magical knowledge that she has and uses magical jargon in her discussions without a second thought.

Astra wishes to use magic to make the world a better place and is constantly seeking out ancient magical devices to study. She wants to understand and replicate magic items to make life easier, she dreams of a world filled with magical 'labor-saving' devices. Astra has built several golems and other animated constructs to this end, including an animated grain reaper (loaned to a local noble) and a tea cart that brews and serves tea by itself. She pays well for pieces of constructs and other animates and, occasionally, even for reports on constructs if they are detailed enough.

Astra is widely know as the finest academic wizard within the Order. Her reputation requires that she correspond widely, discussing matters of an arcane nature with wizards both within and outside of the order. She is always searching for new correspondents and trustworthy messengers.

Astra is forty-two but looks as if she is in her late twenties; magic has been good to her. Her hair is black with a singly silver lock that tends to fall over her bright blue eyes. She is a slight woman who stands five and a half feet tall, her fingers are often ink stained. Astra usually places little importance on her appearance: she is unkempt, but she is never dirty.

High Master Camdel Outlander, Elf Wiz 9/Aom 10: CR 19; Medium humanoid; HD 19d4+57; hp 102; Init +2; Spd 30 ft; AC 27, touch 14, flat-footed 23; Bast Atk: +9; Grp +10; Atk +13 melee (1d4+4 dagger); Full Atk +13/+8 melee (1d4+4, dagger); SA —; SQ Elven Traits, Arcane Mastery, Arcane Support, Defensive Magic Mastery, Knowledge Focus, Spell Focus, Strength of Friendship, Token Ability, Token of the Order; AL CG; SV Fort +12, Ref +11, Will +18; Str 12, Dex 15, Con 12, Int 22, Wis 14, Cha 15. Skills and Feats: Bluff +7, Concentration +25, Diplomacy +12, Gather Information +7, Knowledge (arcana) +26, Knowledge (politics) +26, Knowledge (myths and legends) +26, Perform +8, Riding +5, Sense Motive +7, Spellcraft +30; Craft Staff, Craft Wondrous Item, Extend Spell, Enlarge Spell, Forge Ring, Scribe Scroll, Skill Focus (for the following Knowledge skills: Arcana, Politics, Myths and Legends), Starstrike Technique.

Guild Token: When dealing with anyone that respects the Arcane Order, the token provides a +2 bonus on all Diplomacy checks.

Strength of Friendship (Ex): At any time two or more Arcane order mages are within 30' of each other, they may add a +1 morale bonus to saves against hostile magic and a +1 morale bonus to Spell Penetration rolls.

Token Ability: At 5th and 9th level, the arcane order mage has imbued his Token of the Order with additional magical enhancements. The Arcane order mage may choose one of the following qualities: +1 Natural Armor Bonus, +1 Resistance Bonus to saves, Low-light Vision, Detect Magic at will, any magical effect of a similar power level as approved by the DM.

Defensive Magic Mastery (Ex): The Mage receives a +2 competence bonus on Spellcraft checks to recognize spells as they are being cast and to caster level checks when using dispel magic or greater dispelling as a counterspell.

Arcane Support (Su): By using a standard action (that does not provoke an attack of opportunity) when adjacent to another arcane order mage who is casting a spell, he may make a spellcraft check against DC equal to 5 + Spell Level x 5. If this skill check is successful the spell is cast as if the caster was 2 levels higher. He may use this ability once per day for each Aom level beyond 5th level to a maximum of five times a day at 10th level.

Arcane Mastery (Su): The arcane order mage casts all arcane spells as if he was 1 level higher for the purpose of spell effects such as range, duration and so on. This does include caster level checks and spell penetration rolls.

Arcane Order of the Mage Prepared Spells: (4/6/6/6/5/5/5/4/2, save DC 16 + spell level): 0—*arcane mark, detect magic, mage hand, read magic*; 1st—*burning hands, mage armor, magic missile, shield, silent image, unseen servant*; 2nd—*daze monster, darkness, glitterdust, resist energy, shatter, web*; 3rd—*heroism, fireball, fly, nondetection, sleet storm, suggestion*; 4th—*arcane eye, fire shield, polymorph, shadow conjuration, stonewall, wall of fire*; 5th—*blight, cloudkill, cone of cold, passwall, teleport*; 6th—*repulsion, legend lore, chain lightning, mislead, eyebite*; 7th—*spell turning, planeshift, hold person, forcecage, finger of death*; 8th—*maze, trap the soul, binding, demand*; 9th—*gate, shades*.

Possessions: *Blessed silver dagger +3, staff of power, bracers of armor +8, ring of protection +5, robe of the archmagi.*

Camdel Outlander is the grandson of elvish wizard Exile, one of the founders of the Arcane Order. Camdel was raised by his mother and had no knowledge of the Order or his links to it until he completed his apprenticeship in the elven lands. He had many adventures on his way to find the Order and even more in his attempt to prove himself worthy of the legacy of his grandfather. Camdel's exploits are famous throughout the Order, he is the epitome of the adventuring wizard and has contacts among many of the adventuring groups and organizations.

Camdel is most famous for his defeat of the Cleric-Lich Thandok of the Ebon Hand and his solving of the dread puzzles of the Silver Tower of Madness. He enjoys ferreting out information on hidden treasures and lost secrets and he is happy to use the Order's coffers to finance missions to investigate and recover interesting items. Camdel is the most active in recruiting, nurturing and directing adventurers as an adjunct to the Order's other operations.

Camdel is both aloof and friendly, outgoing and reserved, an enigma even to his closest associates in the Arcane Order. Yet he is well liked even with his mercurial

personality because of his tireless work on behalf of the Order. Of the three High Masters, he travels the most showing up unexpectedly in the most distant places to help with whatever problem is currently troubling that area.

Camdel revels in his elven and arcane heritage, rarely wearing anything other than expensive midnight blue robes decorated with silver. His hair is silver-white and falls in a single braid to his waist. His eyes are a piercing midnight blue and his handsome face is enhanced, not disfigured by a small scar under his right eye. He is never without a small arsenal of magic items in the form of rings, wands, and other sundry items.

Master of Testing Verbaun Tal, Human Div 7/Aom 4: CR 11; Medium humanoid; HD 11d4+22; hp 52; Init +2; Spd 20 ft; AC 18, touch 12, flat-footed 16; Bast Atk +5; Grp +5; Atk +7 melee (1d6+2, quarterstaff); Full Atk +7/+2 melee (1d6+2, quarterstaff); SA —; SQ Defensive Magic Mastery, Knowledge Focus, Strength of Friendship, Token of the Order; AL LN; SV Fort +6, Ref +6, Will +13; Str 10, Dex 15, Con 15, Int 17, Wis 16, Cha 14. Skills and Feats: Concentration +16, Diplomacy +10, Gather Information +11, Knowledge (arcana) +21, Knowledge (history of teaching) +11, Profession (teacher) +16, Riding +6, Sense Motive +11, Spellcraft +12; Craft Wand, Enlarge Spell, Extend Spell, Scribe Scroll, Skill Focus (knowledge [arcana]).

Guild Token: When dealing with anyone that respects the Arcane Order, the token provides a +2 bonus on all Diplomacy checks.

Strength of Friendship (ex): At any time two or more Arcane order mages are within 30' of each other, they may add a +1 morale bonus to saves against hostile magic and a +1 morale bonus to Spell Penetration rolls.

Defensive Magic Mastery (ex): The Mage receives a +2 competence bonus on Spellcraft checks to recognize spells as they are being cast and to caster level checks when using dispel magic or greater dispelling as a counterspell.

Arcane Order of the Mage Spells Prepared (4/6/6/6/5/4/3/2, save DC 13 + spell level; banned school—necromancy): 0—*read magic, light, mage hand, open/close*; 1st—*alarm, endure elements, hold portal, protection from evil, shield, mage armor*; 2nd—*arcane lock, obscure object, protection from arrows, resist energy, web, touch of idiocy*; 3rd—*dispel magic, explosive runes, magic circle against evil, nondetection, protection from energy, arcane sight*; 4th—*dimensional anchor, fire trap, lesser globe of invulnerability, remove curse*; 5th—*break enchantment, dismissal, teleport*; 6th—*antimagic field, globe of invulnerability, guards and wards*; 7th—*banishment, spell turning*.
Possessions: *Silver tipped Quarterstaff +2, bracers of armor +4, ring of protection +2.*

The Master of Testing, Verbaun Tal, is known by all of the apprentices of the Order on sight. It is Tal's task to insure that the training of apprentices is maintained at the highest level. He is good at his task, which unfortunately means that most of the masters consider him an officious busybody. The apprentices have mixed feelings about him, they know he wishes to help but he often makes their lives much harder by his visits.

Tal has drawn up a list of minimum achievements in skills and magical ability an apprentice should have at the end of each year. Tal travels to insure that these levels of training are maintained throughout the Order. He occa-

sionally takes over teaching a group of apprentices to bring up levels of training in one city or another. The only things that divert him from his task are a new style of teaching to study or historical records of early teaching methods.

Verbaun Tal is slim and quite stately, standing 5'10" tall. He always dresses well, favoring velvet waistcoats and jackets. His hair is black with a few streaks of gray, his eyes are pure green and often hidden behind a pair of gold framed pince-nez glasses. He walks with a silver shod walking stick. Tal cannot resist showing off his education and peppers his speech with substantial and erudite words.

Kostan Rhan, Half-elf Order Messenger, Ftr 1/Trn 5: CR 6; Medium humanoid; HD 1d10+5d4+12; hp 37; Init +4; Spd 30 ft; AC 18, touch 15, flat-footed 13; Base Atk +3; Grp +4; Atk +5 melee (1d8+2, longsword) or +8 ranged (1d6+1, shortbow); Full Atk +5 melee (1d8+2, longsword), or +8 ranged (1d6+1); SA —; SQ half-elf traits; AL CG; SV Fort +5, Ref +5, Will +5; Str 12, Dex 18, Con 14, Int 15, Wis 12, Cha 12.

Skills and Feats: Concentration +10, Diplomacy +3, Gather Information +5, Handle Animal +6, Knowledge (arcana) +7, Knowledge (geography) +3, Perform (storytelling) +3, Profession (messenger) +3, Riding +12, Sense Motive +3, Spellcraft +10; Craft Wondrous Item, Endurance, Extend Spell, Mounted Combat, Mounted Archery, Scribe Scroll.

Wizard Spells Prepared (4/5/4/3, save DC 12 + spell level, banned school—evocation): 0—*mage hand, mending, message, open/close*; 1st—*enlarge person, erase, expeditious retreat, jump, magic weapon*; 2nd—*darkvision, fox's cunning, knock, spider climb*; 3rd—*flame arrow, haste, slow*.

Possessions: +1 silver-alloy longsword, masterwork mighty composite short bow (+1 Str bonus), bracers of armor +3, amulet of natural armor +1.

Kostan Rhan, Order Messenger, is a wizard of a sort—a transmuter in fact. Kostan serves the Order as a messenger, carrying messages and goods that cannot be efficiently transported by magic. This usually takes him to the edge of civilization or sends him chasing after interesting and unusual people like adventurers.

Kostan believes in the mission of the Order but knows that he is neither the best nor the brightest and has little hope of becoming a full member. So he serves as his talents best allow, as a messenger and as another set of eyes and ears for the Order. When not traveling on a mission he spends his time in taverns and inns, swapping stories and meeting people. Kostan is always on the look out for adventurers who may be able to aid the order in the future and he sometimes works as a liaison with such groups.

Kostan is a lanky 5'10" tall with tanned skin. His long hair is pale sun-bleached blond and his eyes are a merry blue-green. He prefers to wear loose fitting clothes, riding boots and a broad brimmed hat with a peacock feather plume.

NEW FEATS

Members of the Arcane Order of the Mithral Star have access to a number of special feats representing the teachings of the order. Any guild member who meets the requirements may take these feats.

ARCANE ORDER SPELLS

Example spell list for the Arcane Order of the Mithral Star to be used with the Apprentice of the Arcane Order Feat:

Skill and Ranks	Additional Spell Gained
Knowledge (arcana) 5	<i>message</i>
Knowledge (arcana) 6	<i>identify</i>
Knowledge (arcana) 7	<i>see invisible</i>
Knowledge (arcana) 9	<i>dispel magic</i>
Knowledge (arcana) 11	<i>scrying</i>
Knowledge (arcana) 13	<i>teleport</i>
Knowledge (codes & ciphers) 10	<i>secret page</i>
Knowledge (myths & legends) 15	<i>legend lore</i>
Knowledge (religion) 10	<i>detect undead</i>

ADAPTIVE MAGIC [GENERAL]

You are highly skilled at making minor adjustments to your spells on the spur of the moment to allow them to overcome the defenses of your enemy.

Prerequisites: Int 15, Spellcraft 7 ranks, any metamagic feat.

Benefit: Each time you cast a spell and fail to penetrate an enemy's spell resistance or an enemy makes a successful save, your next spell against that enemy receives a +1 circumstance bonus to either the spell penetration roll or to the spell's DC (as appropriate). This bonus stacks with itself and lasts until the end of the combat.

APPRENTICE OF THE ARCANE ORDER [BACKGROUND, GENERAL]

You are one of the lucky few who were tutored within the noble ranks of one of the Orders of Magic. Your early training in the arcane arts is exceptional.

Prerequisites: Int 13, Knowledge (arcana) 4 ranks, Wizard level 1st.

Benefit: Because you endured the rigorous training regimen of an Arcane Order, you gain one additional 1st level spell in your spellbook. In addition, you receive a +1 competence bonus on all Knowledge (arcana) and Spellcraft checks.

Based on your studies within the Order, you gain access to additional spells as you achieve a certain level of esoteric knowledge. The DM should choose 6–10 spells and decide what prerequisites (usually a certain number of ranks in a knowledge skill) are required for them.

Special: This feat can only be chosen at 1st level.

Instead of establishing a fixed list of spells, the DM may choose to have this feat provide the following ability: whenever you gain a level in the Wizard class you may try to learn an additional spell to add to your spellbook by making a Knowledge (arcana) check against a DC of 20 + twice the spell level of the spell you wish to learn.

MIND OVER MAGIC [GENERAL]

By sheer force of will, you are able to memorize more spells than normal.

Prerequisites: Wis 15, Concentration 5 ranks, Iron Will, ability to prepare spells, character level 4th.

Benefit: By taking an additional hour to prepare spells, you may memorize a number of additional spell levels equal to your level divided by 5. Fractions of one half or greater allow an additional zero level spell to be memorized. Further, your mental hold on your spells is so great that you receive a +2 competence bonus to any save against an effect that would cause you to lose one or more levels of memorized spells.

STARSTRIKE TECHNIQUE [GENERAL]

Your studies and efforts allow you to master special methods to defeat and banish outsiders, the Starstrike Technique is one of them.

Prerequisites: Wis 13, Knowledge (arcana) or Knowledge (the planes) 7 ranks, Spellcraft 5 ranks, Caster level 1st.

Benefit: You gain a +3 competence bonus on caster level checks (1d20 + caster level) made to overcome the spell resistance of outsiders and on caster level checks when *banishing/dismissing* outsiders. This bonus may also be applied when attempting to dispel the effects of outsiders. This knowledge of extraplanar energies further provides a +1 competence bonus on caster level checks made to overcome the spell resistance of undead.

Special: This bonus stacks with the bonus from the Spell Penetration feat.

NEW MAGIC ITEMS

The following new magic items are available to members of the Arcane Order of the Mithral Star.

Guild Token: These tokens are made for wizards to identify themselves as members of a specific guild or magical order. The token appears blank until the owner (and only the owner) speaks his name and identifies himself, then the token glows softly and reveals the mark of the guild and its owner.

These items are often later enchanted with other abilities as the owners keep them close to hand.

Caster Level: 5th; **Prerequisites:** Create Wondrous Items, Arcane Mark, Light, Secret Page; **Market Price:** 2,500 gp (1,250 gp + 100 xp).

Message Mirror: These devices are constructed to facilitate rapid communication between magical orders. They generally take the form of a wall mirror though hand mirrors are popular among adventuring wizards. Each of these items is keyed to either an owner or a location (such as the Terason Guildhouse) by use of the *arcane mark* spell. By speaking aloud the name key of another message mirror, the mirror clouds and then shows the viewer what

the named mirror would reflect and vice versa. Normal conversation carries through the mirrors allowing for information to be exchanged quickly. Each mirror can be used up to three times a day for up to an hour of use each time; note that receiving a message counts as a use.

Caster Level: 7th; **Prerequisites:** Create Wondrous Items, Arcane Mark, Locate Object, Message, Scrying; **Market Price:** 15,000 gp (7,500 gp + 600 xp).

Soul Shield: These amulets were made to defend against the attacks of the undead. They usually appear as a silver disc, one side blank and the other inscribed with protective sigils. By drawing on positive energy, the amulet provides a +2 sacred bonus to armor class and saves against undead creatures and necromantic magic. Whenever the character wearing the soul shield suffers an energy drain, they may choose to have the energy drain destroy the amulet rather than suffering the drain themselves.

Caster Level: 9th; **Prerequisites:** Create Wondrous Items, Daylight, Dimension Anchor, Remove Curse, creator must be of good alignment; **Market Price:** 6,000 gp (3,000 gp + 240 XP).

NEW SPELLS

Members of the Arcane Order of the Mithral Star can learn the following new spells.

Alert

Transmutation

Level: Brd 3, Clr 4, Sor/Wiz 4

Components: V, S, M/DF

Casting Time: 1 action

Range: Long (400 ft. + 40 ft./level)

Target: Creatures in a 400 ft. + 40 ft. level-radius spread centered on you

Duration: Instantaneous

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

This spell sends out a magical warning large enough to cover a small town or the ward of a city. When *alert* is cast, the caster sends a clear message of up to twenty-five words and selects who can hear the message. The category chosen must be clear and distinct, such as "all men over the age of twenty" or "all of the Arcane Order" or even "everyone." For those chosen to hear the message it is audible and distinct over any level of ambient noise and will wake most people even from a sound sleep. All others in the area of effect only hear only a faint, indistinct whisper. Like all such spells it cannot speak verbal components, use command words or activate magic items.

Arcane Material Component: The horn of a ram or a bull.

Light Storm

Evocation [Light]

Level: Clr 7, Sor/Wiz 7, Sun 6

Components: V, S, M/DF

Casting Time: 1 full round

Range: Medium (100 ft. + 10 ft./level)

Target: One 10-ft. cube/level (S)

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: Yes

When *light storm* is cast, it tears a series of small rifts through to the positive material plane each of which explodes outward in a dazzling display of multicolored light. Any creature within the area of effect takes 1d4 points of positive energy damage per caster level (maximum 15d4) and if they fail their reflex save they are dazzled (-1 penalty on attack rolls for one minute). Creatures particularly vulnerable to positive energy, such as undead, suffer 1d6 points of positive energy damage per caster level (maximum 15d6) and are always dazzled if they are within the area of effect. Note that sightless creatures cannot be dazzled.

Arcane Material Component: A cut crystal prism of exceptional quality (50 gp).

Storm Shield

Abjuration [Electricity, Force]

Level: Air 2, Sor/Wiz 2

Components: V, S, M/DF

Casting Time: 1 action

Range: Personal

Target: You

Duration: One minute/level (D) and see below

Saving Throw: See Below

Spell Resistance: See Below

This spell creates a spinning disc of highly charged air that crackles with electricity. It is identical to the *shield* spell except that any successful melee attack (or grapple) against the caster shocks the attacker. The shock inflicts 1d4 points of electrical damage +1 point per two levels of the caster (maximum +6), Reflex save for half (spell resistance applies to negate this damage). However, each time the storm shield delivers such a shock its duration is reduced by three rounds (18 seconds), if this reduces the spell's duration to zero or below the storm shield vanishes instantly.

Arcane Material Component: A gilded toy shield (1 gp).

THE FARWOOD GUILD**Type:** Interest Guild

Trade: The Farwood Guild's primary function is to protect the Farwood Forest at all costs, provide cartography to locals, and offers personal protection to travelers (including their guild house, which serves as an inn for those traveling the deep forest).

Motivation/Goal: Protecting Farwood Forest and those who dwell within it from those who would harm it or those rightfully dwelling within.

Size: Currently, the guild consists of 2 officers, 16 Master members, 35 Journeymen, and 10 Apprentices. The guild house also contains 5 staff members who are not considered full guild members.

Influence: The Farwood Guild's influence is restricted almost exclusively to the confines of Farwood Forest, although there are some beyond the forest who know of them, and their reputation is enough to deter those who would exploit the forest for their own benefit.



Public Face: Denizens of Farwood Forest look on guild members as defenders and enforcers of the law. They are well regarded by those living within the forest, although those in the outside world think of them as wild men who will do anything to protect their home.

How to Join: Membership in the Farwood Guild can only be gained through the sponsorship of an existing member of journeyman rank or higher. Typically, standing members must be sufficiently impressed with an individual's wilderness survival and combat skills before submitting them to the guild for approval.

Tiers/Ranks: Guild membership falls into three categories: apprentice, journeyman, and master. Only the guild master and assistant guild master have authority over members of master rank.

Symbol: An ancient oak tree, its branches spread wide, with a sword superimposed over the trunk, blade pointing downward.

Motto/Slogan: The Farwood Guild's members are notoriously silent about their organization. While natives of the forest can identify a Farwood member when they see one, it is unusual to hear the members speak much of the guild in general.

Alignment: Chaotic Good. The Farwood Guild members see protection and defense as their primary duties, and will use whatever means necessary to accomplish them. They do not recognize the authority or sovereignty of any anyone within the confines of Farwood Forest.

Meetings: The entire guild membership meets only once a year, although there are frequent meetings of smaller groups (even just two members) that take place on a weekly basis.

Allies: Cedric Strongoak, the Farwood guild master, has close ties to several tribes of wood elves living in the forest's far reaches, and can call on their aid from time to time. Similarly, the current monarch of Niseris has a favorable view of the guild following their defeat of his nemesis Aaroth several decades ago.

Enemies: The so-called "progressive" nation of Roath has had many conflicts with the guild due to their aggressive deforestation practices. Also, numerous tribes of evil humanoids within the forest remember their defeat as part of Aaroth's forces and long for Cedric Strongoak's blood.

Prominent Members: Cedric Strongoak, Guild Master of the Farwood Guild and Champion of Farwood Forest, male human Dru18, CG; Alyssa Strongoak, Assistant Guild Master of the Farwood Guild, female half-elf Dru13/FwS3, CN; Alastair Sturvaldt, Master Ranger, male human Rgr10/FwS5, CG; Shandrilla the Silent, Master Ranger, female elf Rgr11/Rog4, NG; Mystral Gelica, Journeyman, female human Rgr6/FwS3, CG; Glimtal Turen, Journeyman, male elf Rgr8, N; Gregory the Bear, Apprentice Ranger, male human Rgr4, CG; Ferris of Farwood, Apprentice, male elf Dru4, N.

FARWOOD FOREST

Farwood Forest is one of the largest forests in the entire world. Its depths have never been fully mapped, and the vast majority of its mysteries have never been solved. Farwood stands since long before the founding of any present civilization, and there are many theories that the intermittent ruins scattered throughout the forest are the last remnants of some previously unknown civilization that dominated the world long before even the elves walked the land. For centuries, outlaws, renegades and madmen fled to Farwood's depths to escape those who would bring them to justice. At least three deposed kings lived in exile within the forest, and one of them even managed to raise a great army from the forest's denizens and reclaim his throne after a decade of exile. Visitors describe it as a place of magic, mystery, and majesty.

Those who dwell within Farwood Forest are a hardy, determined folk. There are no settlements of any real size. Sometimes the endless sea of trees is broken by a small cluster of buildings that create a vague reflection of the world beyond. The forest's small population is comprised mostly of hunters, trappers and those who seek to commune only with nature. Money is worthless among the forest's citizens save for those few who dwell near the edge and have periodic contact with the outside world. For the most part the forest's economy is based on barter. Manufactured goods of all kinds are particularly valuable within the forest, as few have the opportunity to acquire them more than once or twice a year at the most (through rare trade gatherings with outside communities).

The law of nature is dominant in Farwood Forest. The races of elves, humans, dwarves are hopelessly outnumbered by the myriad of potential enemies around them, and those who adopt a combative or arrogant attitude soon find themselves opposed by the forces of nature. In addition to the natural threats (animals, insects, weather phenomenon) there are a large number of primitive races that make the forest depths their home. Kobolds, gnolls and goblinoids of all shape and sizes, ogres, trolls, lizardmen and their kin exist in small pockets throughout the forest, not to mention the rarer and more dangerous species such as dragonkin and beholder-spawn. It is a dangerous and unpredictable place to make one's home, and only the strongest survive the rigors of daily life.

The most prominent force for order and balance within the forest is the reclusive Farwood Guild. This strange guild has existed for only a few short decades, but makes its presence known throughout the forest. Only the finest woodsmen are permitted to join the guild, and then only if they can consistently prove their devotion to preserving the forest and the natural ways of those who dwell within it. Contrary to what some beyond the forest believe, the Farwood Guild is not a police force enforcing some arbitrarily defined laws or regulations. Instead, they

protect the balance of the forest, ensuring that no intelligent being disturbs the tranquility and harmony it has enjoyed for thousands of years.

HISTORY

The history of the Farwood Guild begins with a single man, Cedric Strongoak. He is rumored to have lived his entire life within the borders of Farwood Forest without ever laying eyes upon the civilized world. His parents were powerful druids that had abandoned humanity for a life of pure unity with nature. Cedric was taught from birth to have great respect for the natural order of things, and contempt for those who would disrupt that order for their own benefit. As a young man, he set out on his own to establish his own grove within the forest, just as his parents had when they first arrived.

Cedric Strongoak could well have lived his entire life free from the horrors of civilization, save for the random hand of fate. The despot king Aaroth, (known to thousands as the Iron Tyrant), was forced from the throne of the kingdom of Niseris by a rebellion after two decades of misery and suffering on the part of his subjects. Fleeing from those that sought his capture, Aaroth lost his pursuers deep in Farwood Forest. After a harrowing few months of living hand to mouth in the unfamiliar environment, the Iron Tyrant managed to adapt to his surroundings. Before long he positioned himself as the leader of a small band of kobolds, and from that small power base began to expand his fledgling empire.

By the time that Cedric discovered Aaroth's actions, the Iron Tyrant controlled over half a dozen tribes of various creatures. The might of his minions matched to his tactical brilliance made for a dangerous combination, and even a simple druid such as Cedric could see that the madman posed a genuine threat to all within and around the forest. The druid maintained a close vigil over Aaroth and his followers, but it was not until they began felling trees to create their weapons that he realized he must act. Thus began a war that would rage throughout the forest for over a year.

Cedric began with simple acts of vandalism designed to delay and confound Aaroth's efforts. He would thicken the bark of trees to prevent their being damaged or even animate the trees to attack those who harmed them. His summoned animals played havoc with Aaroth's supplies and stole anything they could carry away, including important weapons and tools. Cedric's efforts amused him greatly, as he thought of his endeavors as little more than a game. Unfortunately, his naivety of the outside world left him utterly unprepared for Aaroth's brutality.

Unaccustomed to the magic of druids, Aaroth believed that someone using a form of arcane ritual was stymieing his efforts. In his wrath, and desiring this power for himself, Aaroth scoured the forest, killing every intelligent being that would not help him in his quest — leaving

large sections of smoldering, ruined ash in his path.

Cedric was devastated by the destruction Aaroth wrought through the forest. He felt the land's pain as his own and vowed to end the campaign no matter the cost. Cedric gathered together survivors of Aaroth's attack and formed a small group of hardened and savvy woodsmen devoted to bringing the Iron Tyrant to justice for his crimes.

Despite Aaroth's superior numbers and tactical advantage, the tyrant soon found himself under siege from every direction. The people of Farwood knew their home well, and set all manner of animals and traps against their enemies. Nightmarish horrors were lured from their lairs and set upon Aaroth's forces. Hit and run tactics drew the tyrant's creatures into areas prone to mudslides or swamps of inescapable quicksand. Months of attrition began to wear away at Aaroth's war machine, although his troops scored their share of victories as well, whittling away at the core of Cedric's small group.

Finally, a little over a year after Cedric's campaign had begun, Aaroth's forces were worn down so that a direct assault was possible. Under the cover of night, Cedric and his most skilled warriors launched a surprise attack on Aaroth's camp. Now a powerful druid, Cedric's spells wrought enormous destruction upon the camp allowing his allies to face a weakened foe. Cedric faced Aaroth personally, and their battle was lengthy and brutal. In the end, an injured and disfigured Cedric crushed Aaroth in the branches of an ancient tree, imprisoning his ruined body within the trunk for all time.

With the Iron Tyrant's threat vanquished, Cedric and his allies turned their attention to healing the damage to the forest the battle caused. It took time for the druid to recover from his battle with Aaroth. The woodsmen and lesser druids who served alongside Cedric were instrumental in the process, allowing him to entertain the notion of forming a more permanent alliance between the Farwood people.

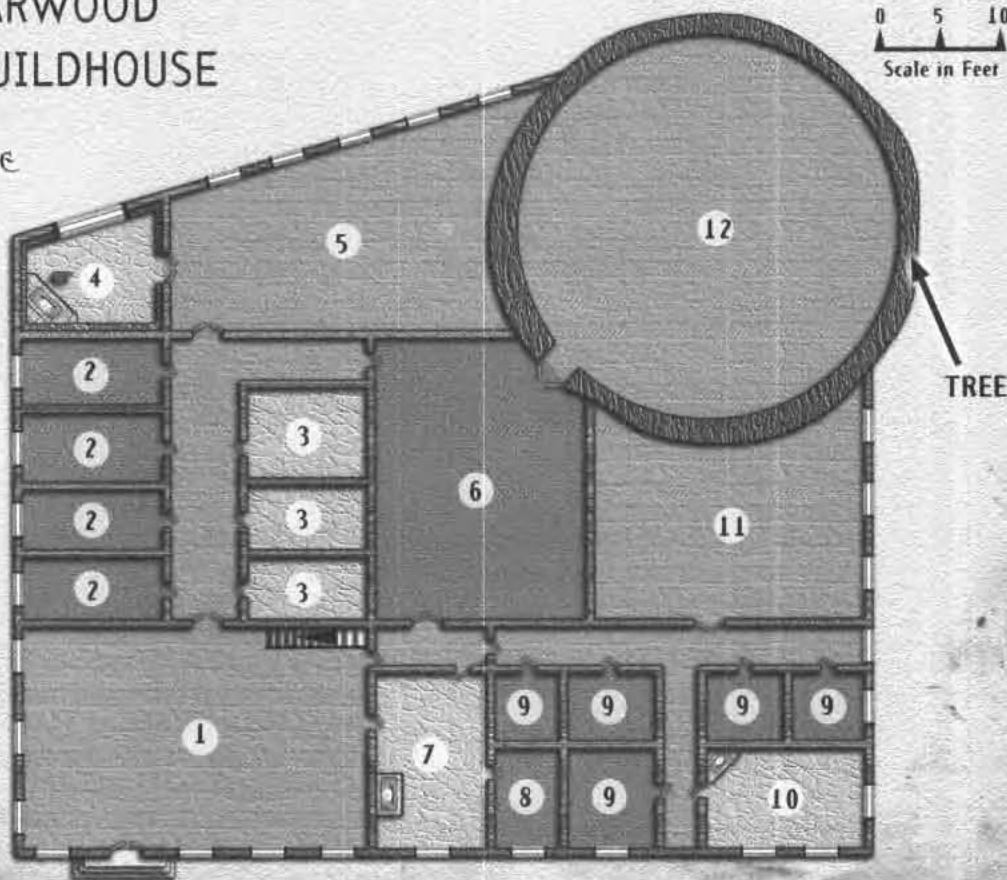
Upon his recovery, Cedric offered his allies an opportunity to band together to prevent beings such as Aaroth from ever disrupting their home again. Some were reluctant due to their fierce belief in personal freedoms, but Cedric assured them that their participation would be purely voluntary and that they could dictate their own amount of participation. Cedric finally secured the vows of more than two dozen woodsmen, and the Farwood Guild was born.

Forty years after Aaroth's defeat, the Farwood Guild remains a prominent force within the forest. Cedric Strongoak is still in charge, although in truth his daughter Alyssa manages virtually every aspect of the guild's daily operations. The guild's purpose has shifted slightly over time, and all members consider the following their primary responsibilities:

FARWOOD
GUILDHOUSE



0 5 10
Scale in Feet



- Protect Farwood Forest and its denizens from outsiders.
- Maintain the balance of nature within the forest.
- Explore and map the many natural hazards within the forest.
- Aid one another in all things, no matter the cost.

Most members consider the first and last the most important, although most spend their time fulfilling the third and investigating the second.

Due to the independent nature of the guild's membership, the guild has a loose organizational structure. The rule of thumb is that seniority within the guild determines rank, although expertise plays an important role as well. The Guild Master (Cedric) and Assistant Guild Master (Alyssa) lead the guild. The Farwood Guild does not require members to pay conventional dues; instead members are trusted to donate a portion of all resources discovered during the execution of their duties (usually 5–10%) to the guild in exchange for their membership benefits. All other members fall into one of three positions:

Apprentice — This rank is reserved for new members who are second to senior members until their training is complete. Once that training is complete, a new member remains an apprentice for at least six more months or until they have completely mapped their assigned region (see Duties below), at which point they are given the rank of journeyman.

Journeyman — Journeyman is the most common rank among the Farwood Guild. Members who have proven their devotion to the guild and their skill at their assigned duties are considered journeymen, and have full, unsupervised access to all guild benefits.

Master — Only the most seasoned members gain the rank of master. Ten years or more are required to gain the rank, although it has been bestowed to younger members for particularly valorous service in the past. Masters have full and unrestricted access to all guild facilities, equipment, and resources, and can reassign lower ranking members to perform tasks they need, although it is generally considered poor form to remove a member from an assigned task unless it is of grave importance to the guild.

The primary responsibility of guild members is the defense and protection of Farwood Forest and all who dwell within it. Toward that end each member of journeyman standing or higher is assigned a portion of the land, defined by natural landmarks in some way (for example, the land between a given river and a particular cliff face). The guild member is responsible for completely mapping their assigned region, which varies in size depending upon the abilities of the guild member in question. The guild member is responsible for being familiar with everything within the assigned region. Should some threat arise from their area, they are responsible for determining the guild's course of action. More experienced members are often assigned multiple regions to oversee, and the oldest members can have dozens (even hundreds) of square miles of forest under their supervision.

GUILDHOUSE

The lone building that marks the nominal headquarters of the Farwood Guild is found deep within the recesses of Farwood Forest, considerably removed from the areas that are most heavily traveled by non-residents. The building resembles a more conventional structure from the outside; it was actually created by Cedric's crafting magic, and is part of a gigantic tree. Cedric and his daughter Alyssa have a private study that is actually within the tree which cannot be accessed by anyone unless they possess considerable druidic magic as well.

Portions of the guild house are open to travelers, although such visitors are relatively rare so deep inside Farwood Forest. Other portions are reserved for guild members only, although it is possible for non-members to be admitted if they have the approval of a member in good standing.

The map details the guild house's first floor. There is a second floor, accessible by the stairwell in the front chamber (number 1 on the map), but it contains only sentry posts that overlook the surrounding area and small sleeping quarters that are available to rent for any wanderers who happen upon the guild.

1. **The Dining Hall:** The entrance chamber to the guild is a large room with multiple tables and chairs capable of seating over a dozen, as well as a bar with several varieties of fermented berry drinks available. Guild members staying within the house take their meals here, and the staff attempts to prepare whatever game they are given as best they can, knowing that their patrons are weary of forest fare. Three doors lead from this chamber, two to hallways and the third to the kitchen. A stairway leads up to guest quarters, which are available for rent to travelers. All food, drink, and lodging is available at standard prices (*see the PHB*).
2. **Private Meeting Rooms:** These rooms are reserved for use by guild members who wish to meet with one another in private, or who have private matters to discuss with non-members staying at the guild house. The rooms are magically protected to ensure privacy, as Cedric and Alyssa have complete trust in all guild members. The rooms are empty save for a single table and half a dozen sturdy chairs.
3. **Storage:** These rooms are used for stockpiling supplies or magically preserved food stores on the occasion when guild members kill particularly large prey. For special occasions, there is a supply of spiced wyvern meat from when the guild cleared out a clutch of the deadly beasts a few years back. There are also a significant number of weapons, collected in the unlikely event that the guild ever comes under direct assault.
4. **The Smithy:** This small smithy has walls lined with stone to protect the wooden walls from the hearth's heat. There are a finite number of steel weapons available for purchase here. Costs are extremely reasonable for members (80% of standard) and slightly inflated for anyone else (110% of standard). Most work done in the forge is maintenance, as the smith, Sardis [male human Exp8] repairs equipment for any member requiring his services. Sardis is always interested in gaining more weapons for his collection, and is willing to purchase any standard weapons travelers are willing to part with.
5. **The Training Room:** This large chamber is devoted to training new members in the guild's methods. Only the earliest stages of a member's training take place in this room, as the majority is taught within the forest on a one-on-one basis with the guidance of a senior member. The training chamber has also been used as a place for injured members to recover from their injuries, slowly getting back into top physical condition.
6. **The Meeting Room:** In times of crisis, all available guild members gather in this simple chamber to decide upon a course of action. There are tables and chairs enough to seat virtually the entire guild at one time, although such a large gathering is rare indeed. The most impressive feature in this chamber is the western wall, also called the map wall. The guild members have dutifully mapped out vast portions of Farwood Forest over the decades, and the map on the wall is second to none. Such an item would be of incredible tactical value to those kingdoms that border the forest's northern edge, however no one outside the guild is aware of its existence.
7. **The Kitchen:** A simple if well-stocked kitchen, this is where the guild's staff (a male human, his wife, and their two sons) prepares the meals for whoever

happens to be in attendance at the moment.

Although the kitchen has enormous resources given the wilderness location, the cook constantly laments his lack of spices and seasonings, and pays handsomely for any that happen to come to his notice.

8. **The Cook's Quarters:** This small room off of the kitchen is home to the cook and his family. They are small but comfortable, and the cook has erected a makeshift wall to split the room into two so that he and his wife have some privacy from their two sons. There has been some tension of late among the family since the oldest son has declared his intention to become a guild member when he reaches the proper age in a year's time. His mother fears for his life and his father would rather he take over "the family business."
9. **Member Quarters:** These comfortable rooms serve as quarters for guild members who stay at the guild house before returning to their wilderness patrols. There are only basic amenities, but to men and women who are accustomed to living in the forest, it is a welcome relief from their rugged outdoor life.
10. **Common Room:** This particularly large room serves as a resting place for groups who do not wish to be separated. It is almost always vacant, but during particularly busy times, such as during the wyvern purge a few years ago, it can fill up once the members' quarters and upstairs guest quarters are filled.
11. **The Library:** This chamber is one many new members find surprising, as few would expect a guild of woodsmen and druids to have any real need for a library. Nevertheless, the guild's library possesses a rather impressive array of books on any number of topics. After Aaroth's defeat, Cedric Strongoak vowed to learn all he could of the world beyond in hopes of preparing for further such incidents. He has authorized the staff at the guild house to purchase any books that visitors offer for sale, regardless of their content. Also, many of his guildmates are aware of his search for knowledge and often bring books gathered during their travel for him to study and add to the library.
12. **The Druids' Study:** This chamber exists within the trunk of a truly massive tree, the same tree from which the guild house is actually formed. No one except Cedric and Alyssa are permitted to enter, and no other soul has ever been within. It is rumored that they house tokens from their defeated enemies within, or that they have somehow created a druid's grove within the tree. The great tree is particularly resistant to the magic of others (SR 22) and does not respond to spells, even those of other guild members.

PROMINENT MEMBERS

Cedric Strongoak, Human Dru 18: CR 18; Medium humanoid; HD 18d8 + 54; hp 138; Init +1; Spd 20 ft.; AC 15, touch 11, flat-footed 14; Base Atk +13; Grp +15, Atk +21 melee (1d6+7/18–20, scimitar) or +14 ranged (1d4+1, sling); Full Atk +21/+16/+11 melee (1d6+7/18–20, scimitar), or +14/+9/+4 ranged (1d4+1, sling); SA –; SQ a thousand faces, animal companion, resist nature's lure timeless body, trackless step, venom immunity, wild empathy, wild shape (6/day, elemental 2/day), woodland stride; SV Fort +14, Ref +7, Will +16; Str 15, Dex 12, Con 16, Int 15, Wis 20, Cha 17; AL CG.

Skills and Feats: Concentration +24, Handle Animal +24, Heal +26, Knowledge (geography) +23; Knowledge (nature) +23, Spellcraft +23, Survival +26; Combat Casting, Craft Staff, Craft Wondrous Item, Dodge, Iron Will, Leadership, Toughness, Weapon Focus (scimitar).

Nature Sense (Ex): A druid gains a +2 bonus on Knowledge (nature) and Survival checks (these bonuses are included in the statistics given above).

Wild Empathy (Ex): A druid can improve the attitude of an animal. This ability functions just like a Diplomacy check made to improve the attitude of a person. The druid rolls 1d20 and adds her druid level and her Charisma modifier to determine the wild empathy check result. A druid can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but she takes a –4 penalty on the check.

Woodland Stride (Ex): This druid may move through any sort of undergrowth (such as natural thorns, briars, overgrown areas, and similar terrain) at her normal speed and without taking damage or suffering any other impairment.

Trackless Step (Ex): This druid leaves no trail in natural surroundings and cannot be tracked. He may choose to leave a trail if so desired.

Resist Nature's Lure (Ex): This druid gains a +4 bonus on saving throws against the spell-like abilities of fey.

Wild Shape (Su): This druid can change into a Small, Medium or Large animal and back again 6 times per day, and a Small, Medium or Large elemental two times per day.

Venom Immunity (Ex): This druid is immune to all poisons.

A Thousand Faces (Su): This druid can change his appearance at will, as if using the alter self spell, but only while in her normal form.

Timeless Body (Ex): This druid no longer takes ability score penalties for aging and cannot be magically aged. Any penalties she may have already incurred, however, remain in place.

Druid Spells Prepared (8/6/6/6/6/4/4/3/3/2; save DC 15 + spell level): 0—create water, cure minor wounds, detect magic, know direction, light, mending; 1st—calm animals, detect animals or plants, detect snares or pits, entangle, hide from animals, magic fang, obscuring mist; 2nd—barkskin, chill metal, delay poison, lesser restoration, resist elements, speak with animals; 3rd—call lightning, cure moderate wounds, neutralize poison, poison, protection from energy, remove disease; 4th—command plants, cure serious wounds, dispel magic, flame strike, scrying, spike stones; 5th—commune with nature, control winds, death ward, tree stride, wall of thorns; 6th—fire seeds, greater magic dispelling, ironwood, liveoak; 7th—fire storm, heal, true seeing; 8th—animal shapes, sunburst, whirlwind; 9th—foresight, shapechange.

Possessions: +4 hide armor, +5 scimitar.

Cedric Strongoak's tale is the tale of the Farwood Guild, and much of his life revolves around it. He has never made time for a personal life beyond his daughter Alyssa,

and while he has regrets, he feels that his life has been well spent. He has begun to dwell more upon death lately, as he knows that his time is coming. He does not fear it, and indeed he looks forward to fulfilling the natural cycle of life, but he does worry that his legacy will be an unfulfilling life for Alyssa. Thus far, he has not found a means by which to address this concern.

Shandrilla the Silent, Elf Rgr 11/Rog 4: CR 15; Medium humanoid; HD 11d8+4d6+30; hp 93; Init +4; Spd 20 ft.; AC 21, touch 14, flat-footed 17; Base Atk +14; Grp +16; Atk +19 melee (1d8+1d6/1d10+4 cold/19–20, longsword) or +18 ranged (1d8/x3, longbow); Full Atk +19/+14/+9 melee (1d8+1d6/1d10+4 cold/19–20, longsword), or +19/+14/+9 ranged (1d8/x3, longbow); SA Sneak Attack +2d6; SQ Evasion, favored enemy (orcs, aberrations, undead), swift tracker, trapfinding, trap sense +1, uncanny dodge, wild empathy, woodland stride; SV Fort +10, Ref +11, Will +7; Str 14, Dex 18, Con 15, Int 13, Wis 16, Cha 14; AL NG.

Skills and Feats: Animal Empathy +16, Climb +6, Disable Device +5, Hide +22, Intuit Direction +21, Jump +6, Move Silently +22, Open Lock +8, Spot +7, Wilderness Lore +19; Endurance, Improved Critical (longsword), Improved Precise Shot, Manyshot, Point Blank Shot, Rapid Shot, Terrain Training (forest), Territorial Defender, Track, Weapon Focus (longsword), Weapon Focus (longbow).

Favored Enemy (Ex): This ranger has orcs, aberrations and undead as her favored enemies. She gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against these creatures. Likewise, she gets a +2 bonus on weapon damage rolls against these creatures.

Track: This ranger gains Track as a bonus feat.

Wild Empathy (Ex): This ranger can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. She rolls 1d20 and adds her ranger level and her Charisma bonus to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

Woodland Stride (Ex): This ranger may move through any sort of undergrowth (such as natural thorns, briars, overgrown areas, and similar terrain) at her normal speed and without taking damage or suffering any other impairment.

Swift Tracker (Ex): This ranger can move at her normal speed while following tracks without taking the normal –5 penalty. She takes only a –10 penalty (instead of the normal –20) when moving at up to twice normal speed while tracking.

Evasion (Ex): This ranger can avoid even magical and unusual attacks with great agility. If she makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage.

Sneak Attack: This rogue's attack deals +2d6 extra damage any time her target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks her target.

Trapfinding: This rogue can use the Search skill to locate traps when the task has a DC higher than 20.

Trap Sense (Ex): This rogue gains an intuitive sense that alerts her to danger from traps, giving her a +1 bonus on Reflex saves made to avoid traps and a +1 dodge bonus to AC against attacks made by traps.

Ranger Spells Prepared (2/2/1, save DC 13 + spell level): 1st—alarm, entangle; 2nd—protection from animals, sleep; 3rd—neutralize poison.

Possessions: +3 hide armor, +2 icy burst longsword, composite longbow.

Shandrilla's tribe of wood elves was destroyed forty years ago with the tyrant Aaroth rampaged through Farwood Forest. The elf maiden took a vow of silence upon her family's death, and has not spoken since that time. She was among the first to answer Cedric Strongoak's call to oppose Aaroth, and has served the Farwood Guild since its inception. She and Cedric shared a brief affair sometime after the Iron Tyrant's defeat, and Shandrilla gave birth to a daughter as a result. None but she and Cedric know that she is Alyssa's mother, and she has since ended their romantic relationship, much to Cedric's dismay. She remains an active guild member, however, and is the highest ranking ranger within the organization. She patrols vast tracts of land, going weeks and even months without seeing another sentient being. She wouldn't have it any other way.

NEW FEATS

Members of the Farwood Guild have access to a number of special feats representing the teachings of the order. Any guild member who meets the requirements may take these feats.

TERRAIN TRAINING [GENERAL]

You are intimately familiar with a particular type of terrain, and have honed your skills in that particular environment to a razor's edge.

Prerequisite: Survival 6 ranks.

Benefit: Select a terrain type such as those listed in the DMG. You have undergone extensive training in this terrain, and are very skilled at blending in with your environment, and at noticing when something unusual is afoot. While within terrain of this type, you gain a +2 competence bonus on all Hide, Move Silently, Spot, and Wilderness Lore checks.

These bonuses stack with those of having a favored enemy.

TERRITORIAL DEFENDER [GENERAL]

You reap greater rewards for defeating enemies on your home terrain.

Prerequisites: Survival 8 ranks, Terrain Training

Benefit: Select a terrain type such as those listed in the DMG. You gain a +1 to all skill checks, attack rolls, and damage rolls in your chosen terrain. This bonus stacks with all class bonuses, skill bonuses, and feat bonuses associated with the chosen terrain.

Special: The DM may enforce that the terrain chosen must be a favored terrain or the one chosen from Terrain Training.

NEW SPECIAL MATERIAL

The following new materials are only available to members of the Farwood Guild.

Farwood: The druids affiliated with the Farwood Guild developed a technique that produces an exceptional quality of wood that is often used for weapons and armor for guild members. The druids use their ability to influence the trees around them to harvest the strongest parts of the tree, the so-called "heartwood", from deep within the tree without harming it. This wood is far harder than more traditionally shaped wood, yet retains a certain flexibility that makes it perfect for bows and the like. While the guild has experimented with wooden armor, such endeavors have not proven viable beyond simple shields. Farwood, so named because the druids of Farwood Guild are thus far the only ones capable of producing it, has a hardness of 8 and 12 hit points per inch of thickness. Weapons and armor crafted from Farwood only weigh three quarters of their normal weight.

NEW MAGIC ITEMS

The following new items are only available to members of the Farwood Guild.

Everlasting Waterskin: Completely unremarkable to the naked eye, this large waterskin can hold a maximum of two gallons of water. At dawn of every day, the current contents disappear and the skin fills with fresh water as per the spell *create water*. This water is normal in every way and possesses no exceptional qualities.

Caster Level: 3rd; *Prerequisites:* Craft Wondrous Item, *create water*; *Market Price:* 600 gp; *Cost to Create:* 300 gp + 12 xp; *Weight:* —.

Farwood Bow: Druids of the Farwood Guild, harvest these magnificent longbows, and jealously guard the secret of their creation. Because of Farwood's natural strength, these bows retain a natural +1 enhancement to attack rolls.

Caster Level: —; *Prerequisites:* —; *Market Price:* 9,375 gp; *Weight:* 2 lbs.

Farwood Shield: Crafted from the rare and difficult to produce Farwood, these shields are remarkable difficult to pierce despite their wooden nature. This non-magical large wooden shield retains a natural +1 enhancement bonus to armor class.

Caster Level: —; *Prerequisites:* —; *Market Price:* 2,170 gp; *Weight:* 7 lbs.

Firebane Arrows: These arrows have no offensive qualities, but cause a burst of water to release upon impact. The Farwood Guild rangers carry a small number of these at all times in order to combat the threat of fire ravaging the forest. Each of these masterwork arrows produces roughly two gallons of water upon impact, and one or two can extinguish most Small to Medium flames without difficulty.

Caster Level: 5th; *Prerequisites:* Craft Magic Arms & Armor, Craft Wondrous Item, *create water*; *Market Price:* 475 gp (for 50 arrows); *Cost to Create:* 237 gp 5 silver + 19 xp (for 50 arrows).

Ranger's Pouch: This small leather pouch is identical to those carried by countless travelers and woodsmen all across the realm. These pouches are ideal for those who dwell within the woodlands, however, as they automatically purify food and water placed within them. The pouch can purify food that is spoiled, rotten, or naturally poisonous, but it cannot cleanse poison that is deliberately added to food or water, nor can it reverse the effects of natural spoilage on perishable foods.

Caster Level: 3rd; *Prerequisites:* Craft Wondrous Item, *purify food and drink*; *Market Price:* 3,000 gp; *Cost to Create:* 1,500 gp + 60 xp; *Weight:* —.

THE FLOWING CUP MERCHANTS' GUILD

Type: Profession Guild

Trade: "To lead and guide mercantile activity; to foster trade between cities; to bring the wealth of the world to the deserving".

Motivation/Goal: Originally founded to serve of an order of Paladins, the Guild has grown far beyond its original humble role as quartermaster and supplier. Now it is rich and powerful, and seeks to become more so, but cannot wholly escape its origins.

Size: The average chapter has 175 members, of which around 30 are initiated into the inner secrets of the guild, and there are hundreds of chapters.

Influence: Large chapters can be found in nearly every trade town and port; the guild also maintains way stations on major trade routes. The most exotic foreign cities often have but a single familiar banner — the gold-and-purple of the Flowing Cup. Finally, the paladins who founded the guild discovered several mountain passes and secret routes through difficult terrain. Guild mercenaries now man the hidden fortresses once held by the knights.

Public Face: The Flowing Cup is respected if somewhat envied by the common folk. The guild is exceedingly wealthy, and membership is a status symbol. The nobles and royalty distrust the guild; they lack strong ties to any one nation, and are far too ambitious and self-serving to be accepted into the highest echelons of society.

How to Join: The guild accepts anyone who can pay the joining fee (100 gp) and yearly dues (half of one percent of profits, or 25 gp, whichever is higher), and the children of guild members have the joining fee waived. However, the inner circles of the guild are accessible only by invitation, as the guild members choose those with the intelligence and ambition to further the goals of the Flowing Cup.

SAMPLE GUILDS

Tiers/Ranks: The Flowing Cup has no less than thirty-three ranks and numerous offices, titles, sub-ranks and honorifics. Fortunately, new members do not automatically enter at the lower levels, which are reserved for apprentices being trained as merchants. The ranks are divided into six groups, as follows: Scholar, Guildsman, Master Merchant, Quartermaster of the Cup, Squire of the Cup, Knight of the Cup, and Lord Knight of the Cup, Pure Knight of the Cup, and Grand Master respectively.

Symbol: The banner of the guild is a golden cup, normally shown overflowing with purple-colored wine. Specialist branches of the guild replace the wine with other goods; for example, in a city famous for a particular fruit, the cup will be filled with ripe, succulent fruit. While the shape of the cup is always the same, the decoration changes from banner to banner — those initiated into the secrets of the guild know that all sorts of messages can be encoded in the gems and engravings on a depiction of the cup.

Motto/Slogan: The traditional motto of the Flowing Cups is "Soul and sword, body and bread; the foundation of glory is humble". It is rarely used these days, and a more common slogan is "You fill my cup, I'll make yours overflow."

Alignment: Originally lawful good, the guild is rapidly drifting towards some variety of neutral. It may become lawful neutral if those favoring the status quo win out. The guild could become neutral good if the religious traditionalists win out. The presence of a powerful guild with far-reaching ties in a town engenders suspicion, fear and jealousy. The true concerns of the Flowing Cup go far beyond an individual guild-house or single city; if forced, the guild will sacrifice local allies and assets to preserve itself if need be.

Meetings: The guildhall is in use constantly, with meetings, auctions, councils, feasts and other gatherings. A council of merchants, comprised of the wealthiest and most influential guild members, meets three days after each market day. In guilds with a sufficient number of initiated members, secret councils are held once a month, just as they were in the days of the knights.

Allies: Every trader and supplier wants to join the Flowing Cup. It has especially strong ties with mercenary and shipping groups, and often comes to an arrangement with the thieves' guild. The merchants' guild wields vast influence over the flow of trade in any region where it has

a presence. It is the guild through which the products and services of all the others flow; it is the linchpin of the economy.

Enemies: Its only "formal" enemies are people trampled or ruined by the guild, but any group who desire the guild's wealth or fears its power will quickly fall in with any scheme that breaks the Flowing Cup.



Prominent Members: The current Grand Master of the Flowing Cup is Dalsley Sinclair, an elderly and devout man who dabbles in magic (Clr3/Wiz4/Exp5/Flc5). He has been a vital part of the guild for his entire life, and his family's involvement stretches back to the founding knightly order. He dominated guild politics for decades, overseeing the massive expansion and building program and forging links with cities and traders across continents. He remains true to the original ideals of the Flowing Cup, though, and his elderly mind sometimes wanders into fancies of being a questing paladin looking for the cup.

Most of the highest ranks of the guild are filled with old friends and allies of Sinclair. The one dissenter that has survived is Dame Lucinda Bail (Exp3/Aristocrat 3/Flowing Cup 5), who for many years has campaigned for the Flowing Cup to move on from its original religious purpose and start focusing all its efforts on its mercantile activities. Bail's support base has grown as the guild expanded, and she is poised to take over when Sinclair finally goes.

Sinclair's daughter, Madeline (Pal5/Flc 4) is a fervent believer in the quest for the cup, and keeps pressuring her father to devote resources to continuing the order's original purpose. While few guild members support her, her position as head of the guild's military wing that guards the hidden passes gives her considerable influence.

If Madeline ever comes close to ruling the guild, she is unlikely to survive long. One of Bail's most ambitious supporters is Aeldred Coe (Rog5/Exp5/Flc 2), who intends to see the Flowing Cup's power grow until he can wield it to shatter whole nations. Coe is amoral enough to use assassins and blackmail to get what he wants, and canny enough not to get caught.

FULL DESCRIPTION

Walk into a Flowing Cup guildhall, and you hear a hub-bub of conversations and trades. In one corner, merchants argue over the price of cloth with suppliers; in another, a trio of fat traders berates the captain of the city guard for failing to provide adequate security for the warehouse district. In the back room, an auctioneer's gavel booms, selling the contents of a guild-trading vessel just arrived from a far port. Everywhere, gold is changing hands and deals are being struck. An artist might paint the scene and title it "Worldly Concerns", for there is nothing there except mundane avarice and commerce.

It was not always like that.

The Flowing Cup Mercantile Combine began with seven dusty and exhausted paladins in the mountains of the far east. A year before, their god granted the eldest of the paladins, Sir Hugh of Pavins, a vision of a glorious shining cup hidden in a temple somewhere in the

uttermost east. The paladin recognized the cup as the legendary artifact known as the Cup of Dawn. Retrieving the cup would be a great triumph for the church.

While traveling, the seven paladins discovered a hidden pass in otherwise impassable mountains. They deemed it a gift from their god, and decided that it marked the halfway point of their quest. Lands beyond the pass were unexplored and possibly dangerous. Sir Hugh ordered two of the paladins to return home and inform the church of what had transpired. The other five would explore the new lands beyond the mountains, searching for the Cup of Dawn.

The two paladins reported home as ordered. With money given by the church, they raised an army of paladins, clerics, knights and devout commoners, dubbed the Order of Dawn Reclaimed. When they returned to the pass, however, they came upon one of the five paladins who stayed, Sir Malchai, dying of mortal wounds. In a cave beyond, they found the bodies of two others, and the injured Sir Jamis Sinclair. Malchai told his rescuers that Sir Hugh had gone east, having received another vision of the Cup. The rest had stayed behind to guard the pass, but were attacked and nearly overcome by giant manticores. Malchai died after relating his tale, and he is counted chief among martyrs for having held the pass. Sir Hugh was never heard from again, but it is said that he alone found the Cup, and guards it still.

(Not everyone accepts Malchai's testimony. A dagger bearing Sir Hugh's seal was found in his possession, and the paladin died of a sword wound, not the poison of a manticore. Some whisper that Sir Hugh's body is buried somewhere in the pass, where he was murdered and betrayed by Sir Malchai.)

Sir Jamis Sinclair became the new leader of the Order of Dawn Reclaimed. Fortresses were built protecting the pass, and the knights explored the lands beyond. Sinclair ordered that the commoners supplying the fortresses should be formed into a trading guild. Soon, goods from the lands beyond the mountains were being shipped back west via the guild's ships, and the Order's coffers began to fill with gold. As the knightly order expanded, they needed more supplies, and it became cheaper and easier for the guild to establish a vast network of guild houses spreading throughout civilized lands than trade through intermediaries. After two centuries of growth, the Flowing Cup guild was among the richest and more influential trading combines, and its interests had moved far beyond merely buying supplies for the knights.

In the east, however, disaster struck. In one of the lands beyond, an ambitious noble named Sarjiin started a revolution against her king. The Dawn Reclaimed committed almost all its forces to the defense of their ally the king. Sadly, they chose the losing side; the noble was a member of a cabal of powerful sorcerers, and the knights were

almost totally wiped out in a single battle. The survivors fled back to the guild. Sarjiin, newly crowned queen of the land, knew how valuable the trade brought by the guild was to her country, so she offered the guild leaders a choice. Abjure their faith and heritage, and they could remain.

If a paladin ruled the guild at that point, they might have clung to their faith, but the master of the guild then was a merchant. In the name of the Flowing Cup, he abjured the Order of Dawn Reclaimed and vowed that the guild had nothing to do with them. Sarjiin permitted the guild to continue trading and exploring in her realm.

The guild members expected to be recalled by the paladin order's parent church, but they soon discovered that the church had no idea that the Flowing Cup guild had anything to do with the lost paladin order. The handful of reports that described the establishment of the guild were buried deep in the church archives. Externally, the guild presented a united front as it expanded, but internally, debate raged. Should the guild give its fortune up to the church, or continue the work of the paladins in secret, or just become what it seemed — nothing more than a trading combine? The question was never resolved, but to hide the uncertainty from new members, the guild established a system of ranks. Only those members in good standing would be initiated into the inner ranks and learn of the guild's true origin.

While the guild lost its total monopoly on trade with the eastern countries as new sea routes were discovered, the hidden mountain passes held by the guild provided a much faster and cheaper route. A succession of cunning and ambitious leaders ensured that the guild continued to grow. The vast stockpiles of weapons and war material bought for the paladins were sold at a critical juncture during another, wholly secular conflict, a trade that won the guild both great profits and a reputation as a somewhat heartless and amoral organization.

After two centuries of expansion, the position of Grand Master fell to Dalsley Sinclair. His legacy to the guild is a great number of new, elegant, well-protected guild-houses in dozens of cities. While the guild continued to grow under his guidance, he concentrated on fortifying its holdings. The mountain fortresses commanded by his daughter are now fully manned and better armed and supplied than ever. It is almost as if Dalsley foresees troubled times ahead.

GUILD STRUCTURE

The Flowing Cup is divided into four sections:

- The Inner Guild, comprised of those members initiated into the occult history of the guild. This is essentially a secret society within the guild, where all the important decisions are made. Members of the Inner Guild meet either privately (when there are only one or two in

a town), in the Guildhall at night (when there are a dozen or so present) or in one of the few dedicated Temples built beneath the largest Guildhalls. The head of the Inner Guild is Dalsley Sinclair.

- The military wing of the Guild is known as the Cupbearers. These skilled warriors defend the guild's fortresses and the Inner Guild's Temples. The Cupbearers also post as ordinary hired fighters, and guard the ships and guildhalls alongside mercenaries. The Cupbearers are well trained and equipped, and some in the Guild have raised the suggestion of hiring them out as a private army. So far, the leader of the Cupbearers, Madeline Sinclair, has refused to even countenance such an idea. No-one outside the Inner Guild knows about the Cupbearers.
- The Outer or public Guild is what most people think of when they hear of the Flowing Cup — a huge mercantile combine that establishes and fosters trade throughout the world. A guildhall is built anywhere the guild has a significant presence. The guildhalls are organized in a hierarchical system along trade routes. Ordering the guilds by trade route means that reports and messages can be carried along with the goods, but it does give rise to strange situations where a guild might be reporting to another guild across the ocean (but linked by a major trade route), despite there being another large guildhall only a few miles away. The head of the Outer Guild is also Dalsley Sinclair.
- Finally, the Flowing Cup's extensive shipping network is referred to as the Cupflow, although terms like "Cupwashers" and "Floating Cup" are also used. They have a reputation for being very cautious sailors ("they couldn't sail their way out of a wine-cup" is a common insult), but their ships are fast, sturdy and well-defended. The guild moves an equal amount of goods by land as by sea. Only members initiated into the Inner Guild are permitted to know the secret passes and trade routes held by the Flowing Cup. The head of the Cupflow is a sailor named Baldon Gallis.

GUILD ACTIVITIES

In every city with a branch, the Flowing Cup guild house is one of the major centers for trade. Merchants and suppliers gather there; auctions and public meetings are held in the great hall; investors and moneylenders occupy booths in the private club, waiting for business. The guild's shipping extensive network is well equipped, and guarded by the best troops money can hire. Wise merchants either use the guild's shipping network directly, or else sell their goods to the guild and let the guild act as a distributor.

To maintain their good standing within the guild, members must conform to various rules on quality of goods, pricing, and behavior. Depending on the indi-

vidual guild master, these rules may be strictly enforced or almost ignored. The Flowing Cup lacks an effective system for ensuring that its officials are not corrupt; this is a legacy of the original structure of the guild, as the paladins originally watched the merchants for signs of wrongdoing. Without divine auditing, a guild master can get away with all sorts of illegal profiteering and crime as long as the reports to the chapter house are in order.

The guild speaks for its merchants to governments, other guilds, local authorities, criminal syndicates, and anywhere else where a united front is an advantage. The shipping network also carries news from abroad, and is a reliable and timely source of news is valuable.

Another major activity of the guild is banking. Nobles often deposit large sums of money at a guild house, and receive a letter of credit in return. These letters of credit can be cashed at any other guild house for an equal amount of money (minus a modest handling fee, of course). Letters of credit are portable and safer than dragging large amounts of gold or gemstones abroad.

THE INNER GUILD

"The Inner Guild does nothing."

That is not entirely true. The Inner Guild is an organization composed of the richest and most influential merchants, investors and businessmen in twenty-three nations. It controls one of the largest trading networks in the world, a completely secret and well-trained army, a cache of ancient scrolls and magic items, and a vast, vast, vast treasury. Its members whisper in the ears of kings, princes and arch-wizards. The Inner Guild could bring down an economy or a kingdom. Some members joke that the Flowing Cup can fund the apocalypse and still have change to bribe the guards at the gates of heaven.

Still, the Inner Guild does little with its extensive power; it is paralyzed by debate. Three or four entrenched political positions dominate the Inner Guild.

- Those favoring the status quo believe that the Flowing Cup is getting on just fine, and any change will bring nothing but trouble. The one major worry for this faction is the question of the Reclamation Charter (see below).
- The Questing faction remains faithful to the original goals of the Order of Dawn Reclaimed. They hold that the primary goal of the Flowing Cup should be to discover the fate of Sir Hugh of Pavins and the Cup of Dawn. A splinter faction within the Questers, known as the Redemptionists, believe that the Flowing Cup should contact the church that founded the original Order and tell them that the vast wealth of the trading combine is technically theirs. Dalsley Sinclair sometimes favors the Questing group, but is more committed to the status quo.

- The Progressives, as they refer to themselves, say that the Flowing Cup has moved on from its origins. They favor a more aggressive attitude, using the Cup's wealth to influence events. They also say that the Reclamation Charter should be dealt with immediately. Lady Lucinda Bail leads the Progressives.
- The final faction has no distinct name, as it is still in the process of splitting off from the Progressives. This group believes that the Guild is in a position to shatter and rebuild parts of the world to make things better. They have plans to depose unfriendly monarchs, fund wars to open up new trade routes and attack rival guilds both economically and militarily. This faction lacks an effective leader — but when Aeldred Coe is initiated into the Inner Guild (i.e. he reaches the third level of the Flowing Cup prestige class) he will immediately gravitate to this group and become a major political force in the guild.

The Reclamation Charter refers to documents currently somewhere in the church archives. The church created the Order of the Dawn Reclaimed, and the Order created the Flowing Cup guild to buy supplies. Technically, the guild and all its wealth belong to the church. Currently — at least as far as the guild knows, anyway — the church is utterly unaware of this. Even if the church knew, it could not legally enforce its claim without the documents. Some in the guild believe that agents should be sent to break into the archives and destroy or steal the document. Others believe that the guild need merely break or destroy all links with its founding, hiding from the legal reach of the church.

Members of the Inner Guild engage in semi-religious ceremonies and rituals. Their theology draws mostly from the beliefs of the Order of the Dawn Reclaimed, but also venerates the events that lead to the founding of the Order and the Guild. For example, rites mimicking the pilgrimage of Sir Hugh and the martyrdom of Sir Malchai are practiced.

At the lower levels of initiation, these rites are mere mummery, a lot of impressive-sounding speeches and ritual to impress merchants, to make them feel heroic and mysterious and part of something great and glorious and wonderful. Once a guild member reaches the higher ranks, becoming a Squire or Knight of the Cup, the rites become much more serious and terrifying. Terrible oaths and sacrifices must be made, and Cupbearers murder anyone who breaks these oaths. These dark rites ensure that the highest members of the guild are tied together by shared traumas and shared material for blackmail.

SAMPLE GUILDS

GUILDHOUSE

1. Grand Entrance Hall
2. Guardposts
3. Lounge
4. Corridor. Art and treasures of the guild line the walls. A secret door about half way along leads to a spiral staircase — up to offices, down to a secret canal escape route.
5. Hall
6. Banquet Hall
7. Servant's Quarters
8. Kitchen
9. Balcony
10. Secretary Office
11. Guildmaster's Office
12. Clerk's Office
13. Filing Office
14. Undersecretary's Office
15. Treasury Office
16. Balcony, Gallery, and Skylight (with alarm)

PROMINENT MEMBERS

Aldred Coe, Human Rog 5/Exp 5/Fic 2: CR 11; Medium Humanoid; HD 5d6+5d6+2d6; hp 49; Init +4; Spd 30 ft.; AC 17, touch 14, flat-footed 13; Base Atk +7; Grp +7; Atk +7 melee (1d6/18–20, rapier), or +11 ranged (1d6/x3, shortbow); Full Atk +7/+2 melee (1d6/18–20, rapier), or +11/+6 ranged (1d6/x3, shortbow); SA Sneak Attack +3d6; SQ Trapfinding, evasion, trap sense +1, uncanny dodge; SV Fort +22, Ref +16, Will +23; Str 10, Dex 18, Con 11, Int 18, Wis 16, Cha 16; AL NE.

Skills and Feats: Appraise +12, Balance +10, Bluff +23, Climb +10, Concentration +6, Craft (alchemy) +9, Decipher Script +10, Diplomacy +24, Disguise +13, Forgery +10, Gather Information +18, Innuendo +13, Intimidate +13, Knowledge (theology) +8, Listen +9, Move Silently +10, Open Lock +10, Profession (merchant) +19, Search +10, Sense Motive +18, Spot +11, Use Magical Device +11; Dodge, Expertise, Iron Will, Leadership, Skill Focus (bluff), Valued Connections.

Evasion (Ex): If this rogue makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, he instead takes no damage.

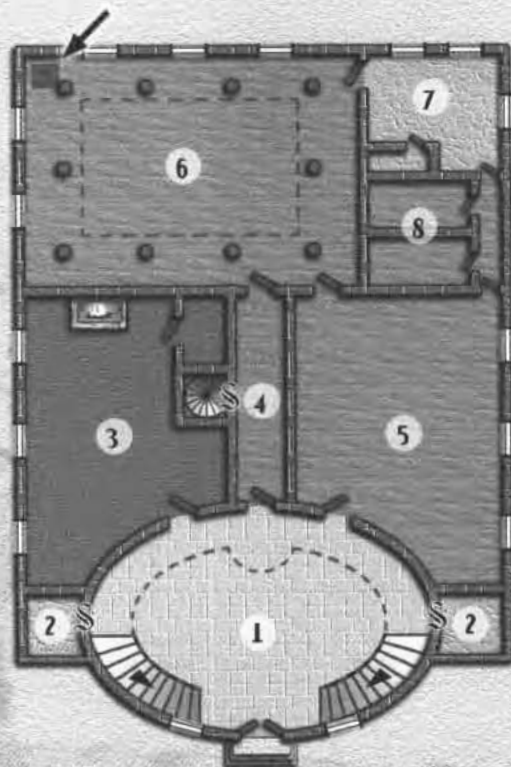
Trap Sense (Ex): This rogue gains an intuitive sense that alerts him to danger from traps, giving him a +1 bonus on Reflex saves made to avoid traps and a +1 dodge bonus to AC against attacks made by traps.

Trapfinding: This rogue can use the Search skill to locate traps when the task has a DC higher than 20.

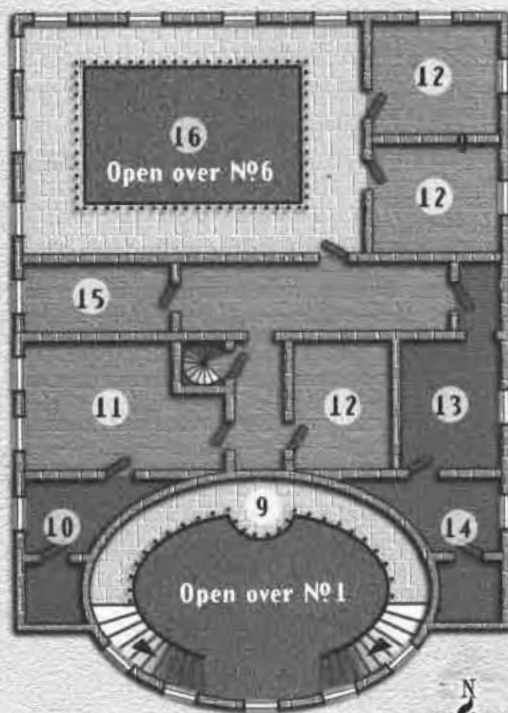
THE FLOWING CUP GUILDHOUSE

§ - Secret Door

0 5 10
Scale in Feet



GROUND FLOOR



UPPER FLOOR



SAMPLE GUILDS

Uncanny Dodge (Ex): This rogue retains his Dexterity bonus to AC (if any) even if he is caught flat-footed or struck by an invisible attacker. However, he still loses his Dexterity bonus to AC if immobilized.

Reputation: This character's influence within the guild gives him a reputation as a mover and shaker. He gains a +2 enhancement bonus to all Diplomacy, Gather Information, Intimidate and Innuendo used on Flowing Cup guild members or anyone who knows of the guild and has at least one rank in any Profession skill.

Good Standing: This character can use his standing within the guild to win favor from other members. Everyone in the guild has a rank, from 1 (apprentice members) to 33 (the Grand Master). Only those with three or more levels in this class can have a rank higher than 15. A Servant can use the Good Standing ability to "spend" ranks to add to social checks made against other guild members.

Overflowing Cup: This character's wealth has increased thanks to his contacts with the guild. The character earned an extra 50+ his Profession (Merchant) ranks + his charisma bonus + his rank within the guild gold pieces per month.

Possessions: *circlet of persuasion, ring of mind shielding, ring of protection +3*

Guild Rank: Lord High Quartermaster of the Cup.

In years to come, the name of Aeldred Coe will be whispered in courts and councils across the world. Ambition consumes him; in every waking moment, he builds his power base, networking and bargaining and blackmailing with every breath. He is almost completely amoral. Every action is considered in terms of profit and loss, and he attaches no value whatsoever to right and wrong. Aeldred not only sold his own grandmother; he murdered her, had a necromancer reanimate the body, made the body change her will to leave her fortune to him, and then he sold the zombie to an undead slaver ring. Despite his youth and comparatively humble beginnings (born of a small merchant family from a small market town), he is one of the wealthiest merchants in the guild.

Since joining the Flowing Cup, he has raced up through the ranks, sponsored mainly by Lucinda Bail. For the last two years, she has been lobbying to have Coe invited into the Inner Guild. One of Dalsley Sinclair's supporters, Lord Randolph Tanjis, has consistently blackballed Coe and barred his entry. Bails is considering telling Coe that Tanjis is blocking his advancement in the guild, believing he will then meet with and win the support of Tanjis. In all likelihood, Coe will just have the elderly lord murdered.

Coe is very much a villain, intended to rise ahead of the PCs in the guild and eventually put the guild into danger by attempting a takeover. Play him as a charismatic, charming, but strangely reptilian character.

Madeline Sinclair, Human Pal 5/Flc 4: CR 9; Medium humanoid; HD 5d10+4d6+9; hp 60; Init +2; Spd 20 ft.; AC 22, touch 11, flat-footed 21; Bast Atk +7; Grp +10; Atk +10 (1d8+4+1d6 fire/19–20, longsword), or +8 ranged (1d8/x3, longbow); Full Atk +10/+5 (1d8+4+1d6 fire/19–20, longsword), or +8/+3 ranged (1d8/x3, longbow); SA Spells; SQ Aura of good, detect evil, smite evil 2/day, divine grace, lay on hands, aura of courage, divine health, turn undead, special mount, good standing, reputation, overflowing cup,

initiation, rank refresh, blessings of the cup; SV Fort +10, Ref +7, Will +12; Str 16, Dex 14, Con 12, Int 12, Wis 16, Cha 17; AL LG.

Skills and Feats: Appraise +3, Bluff +8, Concentration +4, Diplomacy +14, Handle Animal +5, Heal +6, Innuendo +5, Knowledge (religion) +7, Knowledge (tactics) +8, Profession (merchant) +5, Sense Motive +10; Leadership, Mounted Combat, Power Attack, Ride-by Attack, Spirited Charge.

Aura of Good (Ex): This paladin's aura of good (see the detect good spell) is equal to her paladin level.

Detect Evil (Sp): At will this paladin can use detect evil, as the spell.

Smite Evil (Su): Twice per day, this paladin may attempt to smite evil with one normal melee attack. She adds her Charisma bonus (if any) to her attack roll and deals 1 extra point of damage per paladin level.

Divine Grace (Su): This paladin gains a bonus equal to her Charisma bonus on all saving throws.

Lay on Hands (Su): This paladin can heal wounds (her own or those of others) by touch. Each day she can heal a total number of hit points of damage equal to her paladin level x her Charisma bonus.

Aura of Courage (Su): This paladin is immune to fear (magical or otherwise).

Divine Health (Ex): This paladin gains immunity to all diseases, including supernatural and magical diseases.

Turn Undead (Su): This paladin has the supernatural ability to turn undead. She may use this ability 6 times per day. She turns undead as a cleric of three levels lower would.

Special Mount (Sp): For as much as 10 hours per day, this paladin can call upon the services of a special heavy warhorse mount. The creature's abilities and characteristics are summarized below.

Heavy Warhorse: Large magical beast; HD 6d8+2; hp 39; Init +1; Spd 50 ft.; AC 18, touch 10, flat-footed 17; Bast Atk +3; Grp +11; Atk +6 melee (1d6+4, hoof); Full Atk +6/+6 melee (1d6+4 hooves); and +1 melee (1d4+2, bite); Space/Reach 10 ft./5 ft.; SQ improved evasion, low-light vision, scent; SV Fort +7, Ref +5, Will +2; Str 19, Dex 13, Con 17, Int 6, Wis 13, Cha 6.

Skills and Feats: Listen +5 Spot +4; Endurance, Run.

Improved evasion (Ex): When subjected to an attack that normally allows a saving throw for half damage, this mount takes no damage if it makes a successful saving throw and half damage if the saving throw fails.

Low-Light Vision (Ex): Can see twice as far as a human in dim light.

Scent (Ex): Can detect approaching enemies, sniff out hidden foes, and track by sense of smell.

Reputation: This character's influence within the guild gives her a reputation as a mover and shaker. She gains a +2 enhancement bonus to all Diplomacy, Gather Information, Intimidate and Innuendo used on Flowing Cup guild members or anyone who knows of the guild and has at least one rank in any Profession skill.

Good Standing: This character can use the Good Standing ability to "spend" ranks to add to social checks made against other guild members.

Overflowing Cup: This character earned an extra 50+ his Profession (Merchant) ranks + his charisma bonus + his rank within the guild gold pieces per month.

Initiation: This character has learned to cast divine spells.

Rank Refresh: This character's standing within the guild is reconfirmed. Any ranks "spent" using the Good Standing ability are renewed, and the character may spend the points once more.

Blessings of the Cup: This character gains a +1 bonus to all saving throws.

Paladin Spells Prepared (1; save DC 13 + spell level): 1st—*bless*.

Possessions: *plate mail +2, flaming longsword +1, horseshoes of speed (on her mount, Guerdon)*

The youngest daughter of the head of the Guild is a throw-back to the glory days of the Order of the Dawn Reclaimed. She is as pious and heroic a paladin as one could hope to meet; an honorable leader, charismatic general, skilled warrior and a generous soul. She is almost utterly out of place in a merchants' guild, but this is what she was born to. Madeline excels in her role as leader of the Cupbearers. Her troops are fanatically loyal to her and the keeps and defenses of the guild have never been so well maintained. However, as her father Dalsley grows older and more feeble, she is forced to carry many of his burdens and is becoming enmeshed in the politics of the guild, a situation she despises. If it were not for the love she holds for her father and her loyalty to her troops, she would have long since gone off to find the Cup of Dawn.

Madeline has yet to meet Aeldred Coe, but the man is everything she despises about the guild, and the two will likely come to blows or worse by the end.

Falstaff Quirrel, Human Exp 3/Fic 1: CR 3; Medium humanoid; HD 4d6-4; hp 14; Init +0; Spd 30 ft.; AC 10, touch 10, flat-footed 10; Base Atk: +2; Grp +2; Atk +2 melee (1d8, heavy mace); Full Atk +2 melee (1d8, heavy mace); SA—None; SQ Good standing, reputation; SV Fort +0, Ref +1, Will +6; Str 10, Dex 10, Con 8, Int 11, Wis 13, Cha 14; AL LN.

Skills and Feats: Appraise +6, Bluff +9, Diplomacy +11, Knowledge (theology) +2, Listen +5, Perform +6, Profession (merchant) +11, Sense Motive +6; Skill Focus (diplomacy), Skill Focus (profession (merchant)), Valued Connections.

Reputation: This character's influence within the guild gives him a reputation as a mover and shaker. He gains a +2 enhancement bonus to all Diplomacy, Gather Information, Intimidate and Innuendo used on Flowing Cup guild members or anyone who knows of the guild and has at least one rank in any Profession skill.

Good Standing: This character can use the Good Standing ability to "spend" ranks to add to social checks made against other guild members.

Possessions: Heavy mace.

Quirrel is an unremarkable member of the Flowing Cup guild. He is a middle-aged grain merchant who runs a mildly profitable business shipping grain to mills and flour to city bakeries. Since joining the Flowing Cup guild, he has garnered investment and bank loans permitting him to buy two mills. The guild's wealth and contacts make him a considerably richer man.

Quirrel is fat and balding. His face is pale with flour, with red trails on his cheeks blazed by beads of sweat. He is a canny merchant, but has developed the habit of wandering off into daydreams.

NEW FEATS

Members of the Flowing Cup have access to a number of special feats representing the teachings of the order. Any guild member who meets the requirements may take these feats.

TRADE CANT [GENERAL]

Explorers and merchants often encounter people who speak no civilized tongue. You have a talent for picking up languages after hearing only a few words.

Benefit: You may make a Charisma check to make yourself understood by another person who does not speak your language. The DC for this check is equal to 15 minus the other person's Intelligence modifier.

VALUED CONNECTIONS [GENERAL]

Everyone knows your name — and remembers it. The more you do business with a particular supplier, the more you can apply leverage.

Benefit: You gain an additional +1 bonus, up to a maximum of your Charisma bonus, to any checks related to trade or bargaining every time you return to a supplier.

THE SOCIETY OF THE SACRED SERPENT

Type: Class (Rogue)

Trade: Officially, the guild's main interests include the traffic of illegal herbs and spices, as well as stolen artworks, relics, and artifacts. For the Inner Circle, the development of the spying network is of prime importance.

Motivation/Goal: To acquire wealth through its various illegal operations. Unofficially, to infiltrate all levels of society in order to one day seize control of it all.

Size: This chapter includes 198 members.

Influence: Every chapter of the Society of the Sacred Serpent is centered in large trading cities, but their influence expands to nearby towns, villages, and hamlets. The DM should choose a major city in his campaign world in which to place this particular branch of the Society, which could be active in a major trading center, in an influential port city, or even in the kingdom's capital.

Public Face: The Society is highly respected among thieves and organizations benefiting from its trade, but most lawful groups and individuals consider it a pariah.

How to Join: Entering the Society of the Sacred Serpent is by invitation only. Only extremely talented guild members can aspire to the Society's secret Inner Circle.

Tiers/Ranks: Worm (candidate), apprentice (student), journeyman (regular thief), expert (experienced thief), master (master thief), enforcer (bully), ward (security expert), overseer (in charge of thieving network), informer (regular spy), ghost (master spy), spook (internal spy), watcher (in charge of spying network), servant of the Serpent (Inner Circle enforcer), guildmaster (official guild leader), grand servant of the Serpent (true guild leader).

Symbol: The silhouette of a winding serpent with a forked tongue issuing from the top of a pear-shaped head.

Alignment: Chaotic Evil. Although the Society of the Sacred Serpent is highly hierarchical and the Teachings of the Serpent can be interpreted as lawful in nature, the guild's ambition and motives are both evil and chaotic.

Meetings: The meetings of the Society of the Sacred Serpent are not scheduled in advance, nor is there a set time or a specific place for them.

Allies: Those benefiting from the trade of exotic herbs or illegal drugs, such as apothecaries and black marketers, as well as the rich patrons who purchase stolen artworks, rare icons, and magical artifacts.

Enemies: Most lawful people and organizations aware of the Society's thieving network consider themselves its enemies. This is especially true among those who serve the law and who have not been coerced by the Society. Competing thieves' guilds are also its enemies.

Prominent Members: Varandia S'alh, Grand Servant of the Serpent, female human Rog15/Srv5, CE; Akharan Zarak, Guildmaster, male human Gms6/Rog9, NE; Barakian the Vile, Servant of the Serpent, male half-elf Ass3/Rog7/Srv3, CE; Daeron Vitalitan, Master, male elf Rog5/Wiz3, NE; Krassus the Enforcer, male half-orc Brb2/Rog3, CE; Myra Verkien, Ghost, female human Brd4/Rog5, NE; Rakmen the Negociator, Expert, male human Rog6, CE; Sorika Beshiti, Expert, female elf Ill4/Rog3, CN; Tartos the Merciless, Journeyman, male human Rog3, CE; Zarozar Dreamstealer, Watcher, male human Rog9/Wtc5, NE.

Full Description: Millennia ago, the ancient deity known as the Great Serpent had a strong group of ardent followers among the various tribal nations of the world. With the gradual rise of men, the advent of civilization, the codification of laws, the decline of the tribal way of life, and the birth of the new gods, the teachings of the Serpent eventually lost its appeal. Every year, fewer priests were ordained and fewer people practiced the rites associated with the ancient deity. Following the brutal religious wars of the time, the followers of the Serpent were eventually all but decimated, and the cult became little more than a memory.

Vestiges of the faith, however, endured. Fifteen hundred years ago, an adventuring band exploring the far reaches of the world uncovered an ancient tome buried in an underground sepulcher. The volume was titled "The Teachings of the Serpent" and detailed, in an ancient language, the wisdom of the deity who had once been known as the Great Serpent.

The volume was sold to an antiquarian and for several generations afterwards remained untouched and unread, until one day one of his descendants, a cunning woman named Sirya, deciphered the cryptic text. It took Sirya several years, but by the time she completed the

translation (from Serpentin to Common) she had become totally obsessed with what was described in the volume. Sirya began to experiment with the prayers, rituals, and rites of *The Teachings of the Serpent*. She quickly realized she could gain tremendous personal power by following those practices and, pushed by her insatiable curiosity, her devilish ambition, and her intense greed, she became fervently devoted to the Serpent.

The god, who had lain dormant for several millennia, was grateful to Sirya and he appeared to her in visions, guiding her on the path to greatness and blessing her with his divine powers. Following the teachings of the Great Serpent, Sirya learned how to manipulate people through guile, cunning, and deceit. She mastered the art of thievery and became a great sleuth able to uncover secret information, giving her an edge over other people. She also learned to communicate with snakes and, with time, act like one.

Sirya became what she dubbed the "First Servant of the Serpent," and she quickly encouraged others to join her cause. The First Servant regrouped a number of people whom she considered worthy of the wisdom of the deity. Within five years, her small but spiritedly passionate cult became one of the most dreaded in the region. Its members included expert burglars, cunning deceivers, and intimidating thugs. They soon seized control of an important town, using bribery, threat, and murder to achieve their goal. The cult's rule over the community, however, was short lived, for persecution from lawful laic and religious organizations quickly followed.

A few months after they had taken the town, a large army of the forces of the coalition against the cult of the Serpent appeared at the edge of the community. A long siege ensued and five days later the inhabitants of the town revolted against the followers of the Serpent. Sirya and her surviving accomplices were forced to escape. They found their way through the decrepit sewage system of the town and hid there for several months. Before long, however, Sirya was discovered and captured by zealous members of the coalition against the Serpent. She was tried for her crime against the people of the realm and sentenced to death by hanging. Several of her accomplices witnessed the event, and legend holds her last words, whispered during her final breath, were a prayer to the Serpent.

Sirya's corpse was then impaled upon a high pole several miles outside of town, to serve as a warning to those who would oppose the lawful authorities of the kingdom. Members of her cult eventually stole her remains. Her successor, a rogue named Bathor, sanctified the corpse in a strange ceremony as indicated in *The Teachings of the Serpent*. Sirya was buried in the forgotten underground catacombs of the town where she died. Bathor then decided to form a base of operation around the tomb of the First Servant, as the ancient sewer system and catacombs were the best place to hide in the region.

Bathor, whose cult was now reduced to a handful of followers, began to study the ancient text. One night, the Great Serpent came to him in a vision. A week later, he founded the Society of the Sacred Serpent, a thieves' guild that would operate as any other organization of this kind, but which would be led by a secret council dedicated to the Serpent. It took a long time for Bathor to build his guild, but when he died of old age several years later he had the satisfaction of knowing the Society was considered one of the most prominent thieves' guild in the region. Bathor was buried in a crypt in the catacombs under the ever-growing town, close to the sepulcher of the First Servant. Since then, all grand servants of the Serpent have been buried there.

With the passing years, Bathor's successors developed the thieving activities of the Society of the Sacred Serpent into a great network specializing in exporting illegal drugs, stolen relics, and magical artifacts. The Society gradually became wealthy and its influence grew in importance. Soon, several other chapters were founded in foreign towns and cities, turning the organization into a worldwide power rather than a simple local guild.

The more the Society's influence grew, the more secretive its enigmatic cult of the Serpent became. This Inner Circle, which was headed by the true leader of the guild, began to train rogues to act as infiltrators, spies, and occasional assassins for the organization. With the passing years, the cult's spying network became one of the most impressive of its kind. Although most chapter houses of the Society are centered in major urban areas, their influence often spreads to the small towns, villages, and hamlets of the vicinity.

Today, the Society of the Sacred Serpent operates on three distinct levels. The first is the organization's façade and includes a simple but efficient trading network specializing in the commerce of exotic spices, rare herbs, and special medicinal plants and roots, which are sold to various patrons worldwide. Apothecaries, surgeons, temple priests, and various other patrons deal on a regular basis with members of the Society who run this public front. Those who do not know of the guild's true trade respect its façade for the hard-to-get, high-quality goods it provides. These operations are legitimate and grant the Society with contacts in various trading centers, ports, and cities, as well as access to those communities.

The second level is the official and most important of the Society, and includes all its thieving activities. The Society of the Sacred Serpent was never interested in petty thefts and random burglaries. Instead, the guild got involved in the black market and made a name for itself by becoming one of the most active dealers of illegal herbs, spices, and drugs of all kinds, stolen artwork, and priceless relics and artifacts. Its members work hard to ensure the Society continues to acquire the goods it sells,

to guarantee the high quality of these products, and to fill the coffers of the guild. As such, the organization plays a major role in the black market of the region, cutting deals with smugglers, drug manufacturers, and thieves from various other organizations.

The least known level of operation of the Society concerns its spying channel and the members of its secret Inner Circle. The guild's thieves who demonstrate the most talent, cunning, and imagination are invited to become informers for the Society's spy network. If they perform well, these spies can become ghosts and be introduced into the Society's secret Inner Circle. The spying network is the means through which the Circle will one day attain its objective of domination. Like a puppeteer working in the shadows, the Inner Circle must accomplish this worldwide domination from behind the scenes. For its elite members, the building of the Society's ever-growing spying network is of the utmost importance, and its spies are often called to infiltrate the city's military, its nobility, and win the confidence (through deceit, guile, or bribery) of every laic and religious official in town.

It is important to note that none outside of the guild is aware of the existence of its Inner Circle or the true goal of the Society. Through the years, the few people who discovered this secret did not live long enough to tell others about it.

To most members, the Society's main motivation is to acquire wealth through its various illegal operations, which they constantly thrive to expand over the city and the neighboring towns. For the Inner Circle, the guild's ultimate goal is to infiltrate all levels of society in order to manipulate merchants, church officials, guildmasters, foreign dignitaries, noblemen, politicians, and other influential figures in order to one day seize control of the world and impose its beliefs in the teachings of the Great Serpent.

The Inner Circle includes the grand servant of the Serpent (the true leader of the guild), the guildmaster, the servants of the Serpent, the watcher, the spooks, and the ghosts. Although many operatives are involved in the spying network, the infiltration of all levels of society takes time. The ghosts' work as intelligence gatherers, undercover spies, fact stealers, propagandists, coercers, and occasional assassins is of the foremost importance for the Society and its Inner Circle.

The people who know the Society is a thieves' guild either mistrust or respect it. Among them, most lawful individuals and organizations view the Society as a dangerously powerful pariah the world would be better rid of. Many other thieves' guilds would like nothing more than to see the Society sink into the abyss, for its illegal mercantile activities are in direct competition with theirs.

However, several other people and guilds consider the Society as not only one of the greatest organizations of its kind, but also as one that should never be trifled with.

Because of this, the Society of the Sacred Serpent is highly respected by those who share an interest in the thieving professions. Most people who make a living selling illegal drugs, stolen artwork, and ancient icons and artifacts also benefit from allying their efforts with the Society. Others also respect the great thieving network of the guild, notably the rich nobles who are in the market for the merchandises only the Society can provide.

The Society's apparent front as a distributor of rare herbs, exotic spices, and strange medicines won it the friendship of various merchants' guilds, apothecaries, healers, temple acolytes, and other people who benefit from these goods or their trade.

Because of its infiltration of the highest levels of the community and its gathering of juicy information on most high-ranking members of other organizations, the Society successfully coerced several people to turn a blind eye to its activities. Occasionally, these people are asked to help the Society to perform a specific task, and most agree to comply. The coercion of these people is usually accomplished through blackmail and bribery, but if a serious issue arises, more drastic measures — such as kidnappings, death treats, and even murder — are taken.

Now that its thieving network is well established, the Inner Circle of the Society of the Sacred Serpent wishes to extend its spying channel in order to seize control of one town after another until the entire world is at their command. Once this is done, the people will have no other choice but to accept the Great Serpent and his millennia-old wisdom. To accomplish this goal, however, all chapters of the Society will have to work together...

The secret symbol of the Society — a winding serpent — is known to all members of the guild, regardless of rank, and can be found in several places within the Society's hidden headquarters in the catacombs beneath the city. There are no traces of this insignia in the guild's many safe houses, however, as this would draw unwanted attention to the organization.

Although regular members of the Society do not wear the sign of the Serpent, those of the Inner Circle have its mark tattooed upon their chest (with the exception of ghosts and spooks). The tattooed serpent is a wonderful work of art depicting a scaled body of dark purple and green hues, a fir-colored head, eyes of molten lava, and a forked tongue of the brightest scarlet. The design is also used as a signal for all members of the guild. The sign of the Serpent, a curving line winding in several places, is gesticated with the thumb of the right arm in a rapid motion starting at the top of the forehead and ending at the solar plexus. This sign is used in tandem with the utterance of a secret phrase from the teachings of the Serpent and allows guild members to recognize each other outside of the guild house. It also helps guildsmen of different chapters to make their membership in the Society known.

Members who reside at the guild house have little need for meetings, since they are in constant contact with their superiors. The journeyman, experts, and masters running the thieving network are contacted at random intervals by the overseer, an enforcer, or a master acting on their behalf to ensure they act in accordance with the Society's desires. The informers, ghosts, and spooks, on the other hand, report to the watcher or the guildmaster on a regular basis as part of their duty. To communicate with an undercover operative could jeopardize his covert identity and objectives, so it is up to the spy to find the right time and place to report to his supervisors. The servants of the Serpent occasionally organize gatherings involving their counterparts from other chapters in order to warrant the Society's efforts and schemes as a worldwide entity as well as promote the worship of the Great Serpent.

The Society of the Sacred Serpent is built upon a complex hierarchy, which includes the regular guild members (who run the public front of the Society and its extensive thieving channel) and those of its secret Inner Circle (who head the spy network and lead in secret). To become a member of the guild, someone from the Society of expert or higher rank must sponsor an individual. Once someone is accepted, he is given limited access to the guild's facilities, trained for thirteen weeks, and then appointed a specific task to perform. Upon successful completion of this task, he is officially introduced into the guild as an apprentice. To join the guild's Inner Circle is an entirely different matter. In order to do so, a character must be an active member of the guild who excels in espionage (as an informer), holds a high-ranking position in the guild (such as master, enforcer, or ward), or be otherwise considered indispensable for the organization. When joining the Inner Circle, the selected individual must first work as a ghost for a minimum period of two years before being admitted to another position within the Circle.

The various ranks of the Society of the Sacred Serpent are:

Worm: Membership into the Society of the Sacred Serpent is only possible through sponsorship from a high-ranking guild member. Once someone is targeted as a potential candidate, the sponsor approaches him to see if the person in question is interested in joining the Society. If he is, the sponsor invites him to enlist for an evaluation of his capacities. If he declines the invitation, the sponsor accepts this decision and the man is left alone, never invited again. If, however, he accepts the invitation, he is given the title of worm and thus begins his trial.

This initial trial period lasts for thirteen weeks, during which time the worm is given access to one of the guild's temporary safe houses, introduced to a limited amount of guild members, and given basic training in the roguish arts. When these thirteen weeks are over, he is asked to

SAMPLE GUILDS

complete a special task for the guild. This task — usually a mission including the theft of some documents, relics, or gold — must be accomplished alone, without any help from the Society. If he succeeds in his appointed task, the worm is then officially introduced into the guild and becomes an apprentice. If he fails, he is refused membership and is never contacted again; if he fails and somehow compromises the security of the Society, he is disposed of.

At present time, only one worm is being prepared for his trial.

Apprentice: Once a person becomes an apprentice, he is taught the tricks of the trade. He is also gradually introduced to what is commonly known as the "Teachings of the Serpent" and learns how to put these vague concepts into practice. Over the course of his education, the apprentice engages in several assignments of relatively minor importance, usually accompanying journeymen under the instructions of a master. This apprenticeship lasts from one to six years, depending on the individual's ambition, drive, luck, and talent. There are currently twenty-four apprentices in the Society.

Journeyman: A journeyman takes care of the day-to-day operations of the Society. He is sent on thieving errands, trading expeditions, and put to various other tasks allowing the guild to perform its appointed duties. Occasionally, the Journeyman may be asked to act as front-man for the society, taking on the role of a spice merchant or arts dealer in a totally legitimate enterprise. His primary duty, however, remains the operations of the thieving network. There are forty-seven journeymen in this chapter of the Society.

Expert: An expert is a member of the guild who demonstrates great aptitude. Because of his talent in the roguish arts, the expert is given more important tasks. He is even sometimes sent on operations of considerable significance for the Society. If he performs well, an expert can make a comfortable living as a thief of the guild. Thirty-five Society members hold the rank of expert.

Master: Once an expert has proven himself to be an exceptional member of the Society, he is elevated to the rank of master. A master is in charge of training apprentices and assisting journeymen and experts in their functions. On occasion, the master is assigned to a delicate endeavor the Society considers of the highest priority. There are twenty-two masters in this chapter.

Enforcer: Although the enforcer is officially part of the Society's thieving channel, his task is considerably less subtle. An enforcer's duty is to ensure the guild's activities outside the guild house run smoothly. To most outsiders, he is nothing more than muscle-for-hire, but in truth his position requires more cunning than that. The enforcer is sometimes called upon to assist a guildsman in need or ensure the will of the Society prevails. When a shopkeeper refuses to pay his dues, when a city guard arrests a guild member, or when an unwanted thug unwittingly enters

the Society's turf, the enforcer makes sure things are settled quickly and quietly. Six enforcers perform this duty for the Society.

Ward: A ward is assigned to the security of the guild house and its members. This position comes with certain amount advantages and responsibilities, for the ward may appoint apprentices, journeymen, and even experts to guard the guild house's entrances or patrol the grounds around it, but he must make sure those members fulfill their duties correctly — for ultimately, the safe keeping of the Society's headquarters and safe houses is his burden to bare. Currently, there are three wards in charge of the security of this chapter of the Society.

Overseer: The overseer is responsible for the apprentices, journeymen, experts, masters, and enforcers of the Society. His duty is to manage the day-to-day operations pertaining to the public front and the thieving network. He reports directly to the guildmaster. There is only one overseer.

Informers: An informer is usually an expert or master of the Society who became involved in the undercover operations of the guild's spying network. He is concerned with various espionage missions and enjoys special privileges. Although most Society members do not realize it, the informer is sworn to secrecy and reports to both the overseer (since he continues to act as any other regular member of the guild) and the watcher (who is his true superior). The guild includes twenty-eight informers at this time.

Ghost: A ghost is a master spy capable of infiltrating the highest levels of society. Because of his expertise, the ghost is given the most precarious charges, often infiltrating religious orders, the nobility, or the city's ruling council. Because his assignments take secrecy, time, and a certain amount of resources, patience, and effort, the ghost is never seen at the guild's headquarters. A ghost is privy to the Society's secret Inner Circle. He learns of the existence of the grand servant of the Serpent as well as the Society's true agenda — and it is his task to make this agenda become reality. The watcher is the ghost's immediate superior. Presently, nineteen ghosts have infiltrated the entourage of the city's most influential citizens.

Spook: Unlike the informer and ghost, the spook's task is not to infiltrate other organizations but rather to watch over the Society's internal affairs. A spook usually poses as an apprentice, journeyman, or expert of the Society in order to keep a close eye on the other members and make sure their activities are in line with the guild's ultimate goal. Like the ghost, a spook is part of the Society's Inner Circle and reports directly to the watcher. This chapter uses only four spooks.

Watcher: The watcher is commissioned with the maintenance of the Society's spy network. He is in charge of the informers, ghosts, and spooks. Although most

members of the Society believes he reports to the guildmaster, the Watcher is in fact part of the Inner Circle and answers to both the guildmaster and the grand servant of the Serpent — the true leader of the guild. There is only one watcher.

Servant of the Serpent: A servant of the Serpent is an elite member of the Society unremittably dedicated to the ancient deity. A servant's duty is to enforce the will of the Inner Circle and ensure the success of its secret agenda through the worship of the Sacred Serpent. Admission into this rank is reserved for the finest and most fanatical members of the organization, who must learn the secrets of the servant of the Serpent prestige class (see below). Five servants of the Serpent, often referred to as "the Hand," are assigned to this chapter.

Guildmaster: The guildmaster of the Society of the Sacred Serpent is the supervisor of all members of the thieving channel and spy network. The guildmaster is also responsible for dealing with competing guilds, negotiating treaties with various officials and other organizations, cutting deals with merchants, black-marketers, smugglers, and other traders, as well as all other affairs pertaining to the Society's success. To the members of the guild who are not privy to the Inner Circle, as well as to all outsiders, the guildmaster is the head of the Society. His position also places him above all other members of the guild, save for the grand servant of the Serpent. He is not only a prominent member of the secret Inner Circle, but also the grand servant's closest advisor.

Grand Servant of the Serpent: Also called grand guildmaster, true master, and high priest of the Serpent by members of the Inner Circle, the grand servant of the Serpent is the true leader of the guild. Spiritually devoted to the Great Serpent and his teachings, the grand servant is a master of deceit who prefers to rule from the shadows. He views the thieving network as a means of acquiring wealth and power, and the spy setup as a way of eventually seizing control of the world — from behind the scene.

GUILDHOUSE

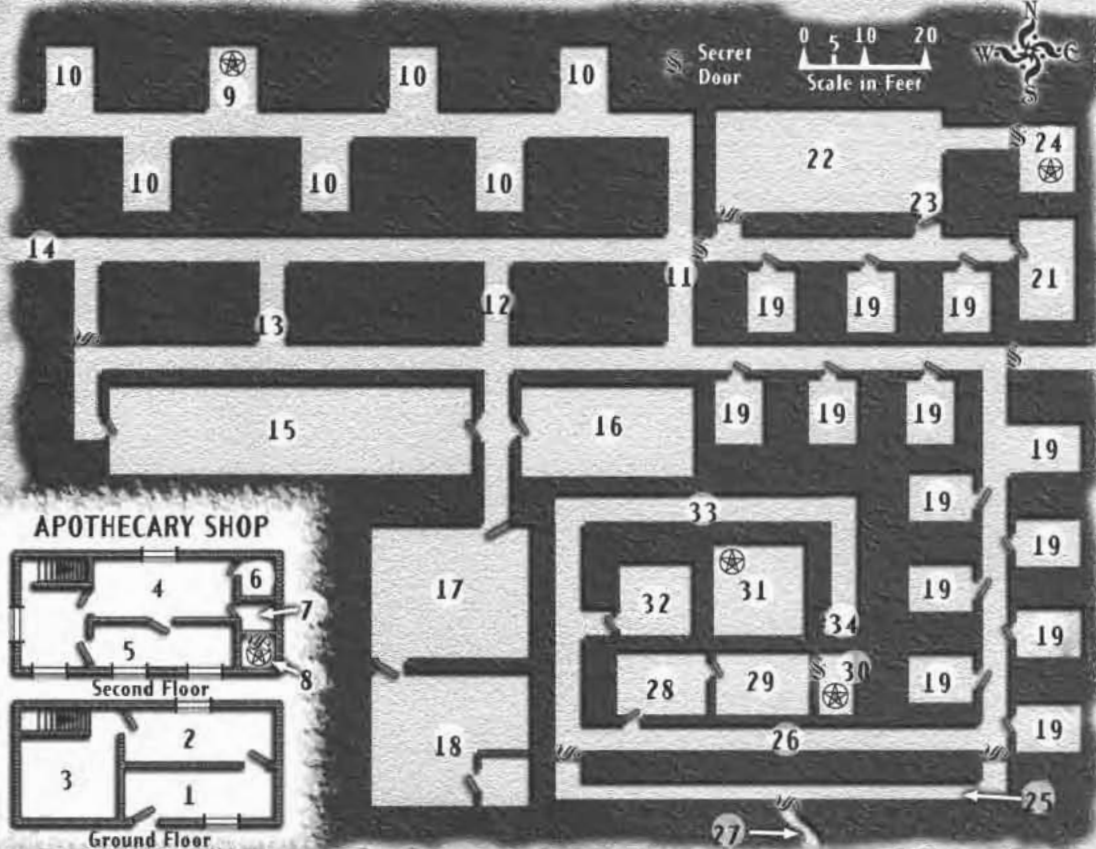
A large underground maze filled with traps of all sorts; something built in the ancient, long forgotten, and sealed off catacombs under an important town or city. The guild uses magical portals (or some other means of teleportation) to reach their catacomb lair, and members would have to follow a specific path through the trap maze in order to get to the actual guild house. The actual guild house is comprised of several different chambers, including dormitories for the regular members of the guild, kitchen, lavatories, dinning/recreation areas, training facilities, the Guildmaster's office and private abode, secret quarters for the Inner Circle, a small chapel dedicated to the Serpent, etc.

THE SOCIETY OF THE SACRED SERPENT GUILDHALL COMPLEX

1. Apothecary Shop
2. Laboratory
3. Storeroom
4. Bedroom
5. Library
6. Lavatory
7. Closet (Secret Door to #8)
8. Portal Room (leads to #9)
9. Guild Complex Access Portal – hidden in tomb
10. Tombs
11. Trap
12. Trap
13. Trap
14. Trap
15. Training Room
16. Rec Room/Lounge
17. Dining Room/Tavern
18. Kitchen/Pantry
19. Dormitories
20. Guard Post
21. Lavatories
22. Storeroom (Secret Door Access safest – other door is trapped (#23) Passage leads to Secret Door to #24)
23. Trap
24. Portal Room (leads to some surface Portal site).
25. Secret Safe Passage to inner complex
26. Trap
27. Secret escape tunnel – known only to Guildmaster and Inner Circle members
28. Guildmaster's Office
29. Guildmaster's Bedroom (with Secret Door to #30)
30. Portal Room (leads to #31)
31. Inner Circle Meeting Chamber. Can only be accessed by Portal at #30. Old door on East side (near #34) has been sealed up and hidden by rubble.
32. Chapel
33. Trap
34. Trap

There is also a simple apothecary's shop, which is run by members of the guild (as a totally legitimate business, and part of the local Apothecarys' guild); this would serve as a sample "gateway" to enter the underground catacomb complex. On the ground floor, this two-story building includes the apothecary's shop, a storeroom, and a small lab. The second floor is comprised of the apothecary's home as well as a secret room with a portal leading to the guild's catacomb lair.

THE SOCIETY OF THE SACRED SERPENT GUILDHOUSE



PROMINENT MEMBERS

Varandia S'alh, Human Rog 15/Srv 5: CR 20; Medium human; HD 15d6+ 5d6+40; hp 103; Init +9; Spd 30 ft.; AC 23, touch 15, flat-footed 18; Base Atk +14; Grp +15; Atk +26 melee (1d4+6/19–20, dagger), or +24 melee (1d4+6 and 1d4+5/19–20, dagger); Full Atk: +26/+21/+16 melee (1d4+6/19–20, dagger), or +24/+19/+14/+23 melee (1d4+6 and 1d4+5/19–20, daggers); SA Sneak Attack +10d6, Crippling Strike, Opportunist; SQ Trapfinding, improved evasion, trap sense +5, improved uncanny dodge, charm reptiles, forked tongue, hypnotic gaze, serpent's voice, venomous spittle; SV Fort +6, Ref +20, Will +11; Str 13, Dex 21, Con 14, Int 19, Wis 15, Cha 17; AL CE.

Skills and Feats: Appraise +19, Balance +20, Bluff +27, Decipher Script +20, Diplomacy +23, Disable Device +20, Disguise +20, Escape Artist +17, Gather Information +19, Hide +17, Innuendo +20, Intimidate +15, Knowledge (religion) +12, Listen +20, Move Silently +17, Open Lock +17, Search +16, Sense Motive +22, Speak Language (Common, Draconic, Elven, Infernal, and Serpents), Spot +20; Alertness, Combat Expertise, Dodge, Improved Initiative, Lightning Reflexes, Two-Weapon Fighting, Weapon Finesse (dagger), Weapon Focus (dagger).

Servant of the Cup spells prepared (3/3/2) save DC 12 + spell level: 1st—*cause fear*, *change self**; *sleep*; 2nd—*cat's grace*, *invisibility**, *suggestion*; 3rd—*magic circle against good**, *poison*.

[* = domain spells]

Sneak Attack: This rogue's attack deals +10d6 extra damage any time her target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks her target.

Crippling Strike (Ex): A rogue with this ability can sneak attack opponents with such precision that her blows weaken and hamper them. An opponent damaged by one of her sneak attacks also takes 2 points of Strength damage. Ability points lost to damage return on their own at the rate of 1 point per day for each damaged ability.

Opportunist (Ex): Once per round, this rogue can make an attack of opportunity against an opponent who has just been struck for damage in melee by another character. This attack counts as the rogue's attack of opportunity for that round.

Trapfinding: This rogue can use the Search skill to locate traps when the task has a DC higher than 20.

Improved Evasion (Ex): If this rogue makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage. Additionally, this rogue takes only half damage on a failed save.

Trap Sense (Ex): This rogue gains a +5 bonus on Reflex saves made to avoid traps and a +5 dodge bonus to AC against attacks made by traps.

Improved Uncanny Dodge (Ex): This rogue can no longer be flanked.

SAMPLE GUILDS

Serpent's Voice (Su): This character gains the supernatural ability to converse with snakes and other reptiles, as though casting a speak with animal spell. This ability is 20 times per day, and each use lasts five minutes.

Forked Tongue (Ex): This character receives a +4 insight bonus to all Bluff checks.

Charm Reptiles (Su): This supernatural ability functions as a mass charm spell as cast by a 15th level sorcerer, but works only on reptilian animals. It can be used 4 times per day.

Venomous Spit (Su): This character gained the supernatural ability to produce poisonous venom, which he can spit at an opponent once per day. This attack is treated as a ranged touch attack with a range increment of 10 feet. A victim hit by the spit must make a Fortitude saving throw against poison (DC equal to 12 + servant of the Serpent class level + his Constitution modifier) or lose 1d6 points of temporary Strength. Strength points lost in this way regenerate at a rate of one per day.

Hypnotic Gaze (Su): This character gains the supernatural ability to fascinate people with a mere gaze. When this character activates this power, he must stare into the eyes of his chosen victim for a full round and concentrate, as if casting or maintaining a spell. The target must be a living creature able to see the servant and within 30 feet of him. The victim must succeed at a Fortitude saving throw (DC of 20 + the servant's Charisma modifier) or become enthralled by the servant. While fascinated, the target remains still and stares at the servant of the Serpent for as long as he maintains the hypnotic gaze. While fascinated, the victim's Listen and Spot checks suffer a -8 circumstance penalty. This is a spell-like, mind-affecting charm ability, which can be used up to five times per day.

Possessions: +5 keen dagger of wounding, +4 unholy dagger of icy burst, ring of chameleon power, amulet of proof against detection and location, bracers of armor +8, vestment of faith (provides damage reduction 5/+5).

Varandia S'alh, the Society's grand servant of the Serpent, is a smart and ambitious woman who would stop at nothing to achieve her own goals and ensure the success of the Society. Five years ago, after serving the guild as a ghost for some time, she was introduced to the rituals of the Serpent and became a proud servant of the deity. Three years later, she murdered the leader of the guild because she believed he lacked the courage and vision the position required. When she took his place, her compatriots of the Inner Circle, notably the guildmaster, the watcher, and the servants of the Serpent, quickly gave her their support. She rules the Society from the shadows and is never seen unless she summons a meeting of the Inner Circle or meets grand servants from other chapters.

Akharan Zarak, Human Gms 3/Rog 12: CR 15; Medium humanoid; HD 12d6+3d6+45; hp 98; Init +8; Spd 30 ft.; AC 24, touch 14, flat-footed 20; Base Atk +12; Grp +12; Atk: +17 melee (1d6+1/19-20, short sword), or +16 melee (1d4+5/19-20 plus poison, Dagger); Full Atk: +17/+12/+7 melee (1d6+1/19-20, short sword), or +16/+11/+6 melee (1d4+5/19-20 plus poison, Dagger); SA Sneak Attack +6d6, Crippling Strike; SQ Trapfinding, evasion, trap sense +4, improved uncanny dodge, Guild Influence, Guild Leader; SV Fort +7, Ref +11, Will +7; Str 11, Dex 19, Con 16, Int 18, Wis 15, Cha 17; AL NE.

Skills and Feats: Appraise +19, Bluff +20, Concentration +13, Decipher Script +14, Diplomacy +22, Disable Device +14, Disguise +13, Gather Information +18, Hide +14, Innuendo +17, Intimidate +13, Listen +19, Move Silently +14,

Open Lock +19, Read Lips +14, Search +14, Sense Motive +19, Speak Language (Common, Draconic, Elven, Infernal, and Serpents), Spot +19; Alertness, Improved Initiative, Leadership, Skill Focus (Bluff), Skill Focus (Diplomacy), Weapon Finesse (short sword), Weapon Focus (short sword).

Sneak Attack: This rogue's attack deals +6d6 extra damage any time his target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks his target.

Crippling Strike (Ex): An opponent damaged by one of this rogue's sneak attacks also takes 2 points of Strength damage. Ability points lost to damage return on their own at the rate of 1 point per day for each damaged ability.

Trapfinding: This rogue can use the Search skill to locate traps when the task has a DC higher than 20.

Evasion (Ex): If this rogue makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage.

Trap Sense (Ex): This rogue gains a +4 bonus on Reflex saves made to avoid traps and a +4 dodge bonus to AC against attacks made by traps.

Improved Uncanny Dodge (Ex): This rogue can no longer be flanked.

Guild Influence (Ex): When dealing with subordinates from his guild, when meeting officials from other organizations, and anytime he is on official guild business (or when pretending to be), this character gains a +1 circumstance bonus to the following skills: Bluff, Diplomacy, Gather Information, Intimidate, and Sense Motive.

Guild Leader (Ex): This character gains a special bonus of +2 to his Leadership score.

Guildmaster Spells Prepared (4/2) save DC 13 + spell level: 1st—charm person, comprehend languages, identify, unseen servant; 2nd—detect thoughts, enthrall.

Possessions: +1 luck blade short sword (two wishes left), +5 dagger of venom, ring of protection +4, +3 studded leather armor, 3 potions of invisibility.

Akharan Zarak, the guildmaster of the Society of the Serpent, is an old man. Cunning, charming, and frail looking, he has been guildmaster of the Society for the past twenty years. When Varandia S'alh assassinated her predecessor, Akharan quickly gave his full support to the new grand servant of the Serpent — an act that undoubtedly saved his own skin. Although proud, Akharan's obvious lack of ambition and great negotiating skills makes him the perfect candidate for the rank of guildmaster of the Society.

Barakian the Vile, Half-elf Rog 7/Asn 3/Srv 3: CR 13; Medium humanoid; HD 3d6+7d6+3d6+26; hp 74; Init +9; Spd 30 ft.; AC 18, touch 15, flat-footed 13; Base Atk +9; Grp +12; Atk: +15 melee (1d6+6/18-20, rapier), or +13 ranged (1d8/19-20, light crossbow); Full Atk: +15/+10 melee (1d6+6/18-20, rapier), or +13/+8 ranged (1d8/19-20, light crossbow); SA Sneak Attack +7d6, Death Attack; SQ Elven Blood, Immunity to Sleep, Low-Light Vision, Save vs. Enchantment (+2), serpent's voice, bonus language (Serpents), forked tongue, charm reptiles, trapfinding, evasion, trap sense +2, uncanny dodge, Poison Use, Save vs. Poison (+1), Forked Tongue, Serpent's Voice; SV Fort +6, Ref +16, Will +9; Str 17, Dex 20, Con 15, Int 16, Wis 12, Cha 11; AL CE.

Skills and Feats: Balance +15, Bluff +18, Disable Device +15, Disguise +18, Gather Information +10, Hide +20, Intimidate +10, Listen +14, Move Silently +20, Open Lock +15, Search +13, Speak Language (Common, Elven,

Gnomish, Orcish, and Serpents), Spot +14, Tumble +15; Alertness, Combat Casting, Dodge, Improved Initiative, Iron Will, Weapon Focus (rapier).

Sneak Attack: This rogue's attack deals +7d6 extra damage any time his target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks his target.

Death Attack: If this assassin studies his victim for 3 rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack has the additional effect of possibly either paralyzing or killing the target (assassin's choice). If the victim of such an attack fails a Fortitude save (DC 10 + the assassin's class level + the assassin's Int modifier) against the kill effect, she dies. If the saving throw fails against the paralysis effect, the victim is rendered helpless and unable to act for 1d6 rounds plus 1 round per level of the assassin. If the victim's saving throw succeeds, the attack is just a normal sneak attack. Once the assassin has completed the 3 rounds of study, he must make the death attack within the next 3 rounds.

Evasion (Ex): If this rogue makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, he instead takes no damage.

Trap Sense (Ex): This rogue gains an intuitive sense that alerts him to danger from traps, giving her a +1 bonus on Reflex saves made to avoid traps and a +1 dodge bonus to AC against attacks made by traps.

Trapfinding: This rogue can use the Search skill to locate traps when the task has a DC higher than 20.
Uncanny Dodge (Ex): This rogue retains her Dexterity bonus to AC (if any) even if he is caught flat-footed or struck by an invisible attacker. However, she still loses her Dexterity bonus to AC if immobilized.

Serpent's Voice (Su): This character gains the supernatural ability to converse with snakes and other reptiles, as though casting a speak with animal spell. This ability is usable 13 times per day, and each use lasts five minutes.

Bonus Language (Serpentis): This character gets Serpentis as a bonus language.

Forked Tongue (Ex): This character receives a +4 insight bonus to all Bluff checks.

Charm Reptiles (Su): This supernatural ability functions as a mass charm spell as cast by a 15th level sorcerer, but works only on reptilian animals. It can be used a number of times per day equal to one plus the servant of the Serpent's Charisma modifier (if positive).

Charm Reptiles (Su): This supernatural ability functions as a mass charm spell as cast by a 15th level sorcerer, but works only on reptilian animals. It can be used once per day.

Poison Use: This assassin never risks accidentally poisoning himself when applying poison to a blade.

Assassin spells prepared: 1st: ghost sound, spider climb; 2nd: alter self; **Servant of the Serpent spells prepared:** 1st: change self*, doom, hypnotism; 2nd: cat's grace, invisibility* [* = domain spells].

Possessions: Light crossbow, masterwork studded leather armor, 20 bolts, +3 rapier, +3 throwing dagger, ring of shooting stars, and a glass vial containing 7 doses of sassone leaf residue poison.

Barakian is a trusted member of the Inner Circle. Fanatically loyal to Varandia S'alh and the Serpent, he is often entrusted the care of political assassinations and other delicate missions requiring the utmost discretion.

Krassus the Enforcer, Half-orc Brb 2/Rog 3: CR 5; Medium humanoid; HD 2d12+3d6+3d6+34; hp 45; Init +3; Spd 40 ft.; AC 16, touch 13, flat-footed 13; Base Atk +4; Grp +9; Atk: +11

melee (1d8+5/x3, battleaxe), or +7 ranged (1d6/x3, shortbow); Full Atk: +11 melee (1d8+5/x3, battleaxe), or +7 ranged (1d6/x3, shortbow); SA Rage (1/day), Sneak Attack +2d6; SQ Fast movement, illteracy, uncanny dodge, trap sense +2, trapfinding, evasion; SV Fort +8, Ref +6, Will +1; Str 20, Dex 17, Con 18, Int 10, Wis 11, Cha 6; AL CE.

Skills and Feats: Hide +9, Intimidate +6, Jump +9, Listen +6, Move Silently +9, Open Lock +6, Speak Language (Common and Orcish), Spot +6, Wilderness Lore +5; Power Attack, Weapon Focus (battleaxe).

Fast Movement (Ex): This barbarian's land speed is faster than the norm for his race by +10 feet.

Illiteracy: This character does not automatically know how to read and write.

Rage (Ex): This barbarian can fly into a rage once per day. The barbarian temporarily gains a +4 bonus to Strength, a +4 bonus to Constitution, and a +2 morale bonus on Will saves, but he takes a -2 penalty to Armor Class.

Uncanny Dodge (Ex): This barbarian retains his Dexterity bonus to AC (if any) even if he is caught flat-footed or struck by an invisible attacker. **Sneak Attack:** This rogue's attack deals +2d6 extra damage any time her target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks her target.

Evasion (Ex): If this rogue makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage.

Trap Sense (Ex): This rogue gains an intuitive sense that alerts her to danger from traps, giving her a +2 bonus on Reflex saves made to avoid traps and a +2 dodge bonus to AC against attacks made by traps.

Trapfinding: This rogue can use the Search skill to locate traps when the task has a DC higher than 20.

Possessions: Shortbow, 40 arrows, masterwork studded leather armor, *potion of bull's strength (2 doses)*, +1 battleaxe.

Krassus is the better-known enforcer of the Society. He is often called to threaten patrons owing money to the guild.

NEW FEATS

Members of the Society of the Sacred Serpent have access to a number of special feats representing the teachings of the ancient deity. Any guild member who meets the requirements may take these feats.

SERPENTINE EMPATHY [GENERAL]

You know how to think like a snake.

Prerequisite: Wis 13.

Benefit: You gain a +8 insight bonus to all Animal Empathy rolls made against serpents, lizards, and other reptiles.

Special: The character must have at least one level in the Servant of the Serpent prestige class.

SERPENT'S MIND [GENERAL]

Your mind is trained to reason like a snake, making you an uncanny deceiver.

Prerequisites: Int 13, Bluff 5 ranks.

Benefit: Whenever someone questions you on a topic to which you do not know the answer, you receive a +6 insight bonus to your untrained Knowledge check.

Success in fooling your interlocutor does not mean you know the subject matter, but rather that you provided a satisfactory answer.

SERPENT'S STRIKE [GENERAL]

In battle, your movements are as fluid and unpredictable as those of a snake.

Prerequisites: Base attack bonus +5, Expertise, Serpent's Mind, and Sneak Attack ability

Benefit: While engaged in melee combat and using the full attack action, you may try to surprise your opponent with a fast strike allowing you to sneak attack him. To do so, you must succeed at an opposed Bluff check against your opponent's Sense Motive check. Success means you may substitute one of your normal melee attacks for a sneak attack. You may use this ability a number of times per encounter equal to once plus your Intelligence modifier.

New Language, Serpentis: The sacred text known as "The Teachings of the Serpent" was written in a dead language called Serpentis. When Sirya translated the document, she learned to master the tongue and taught the new language to her followers. Today, Serpentis is a secret language reserved for the members of the Society ordained into the Inner Circle.

THE WAVE COBBLER SEAFARERS' GUILD

Type: Craft Guild. Though technically serving simple dock workers as well as shipwrights, members who do not dabble somewhat in shipbuilding are fairly rare.

Trade: Shipbuilding and sea trade. While originally founded to quell rivalries between shipwrights, the guild quickly began to widen its area of influence to include overseas trade and travel of any kind.

Motivation/Goal: Dominating sea trade and improving the science of shipbuilding.

Size: The main chapter house currently has a total of around 600 active members listed in its records, but about one-third of those members are at sea at any given time.

Influence: Strong influence in Towerport and varying levels all throughout the region.

Public Face: As either hooligans or with grudging respect. The guild has hidden its illegal activities thoroughly.

How to Join: Potential members can inquire at any guild chapter and must have at least 4 ranks in either Craft (shipbuilding) or Profession (sailor). There is no entrance fee.

Tiers/Ranks: Because it is so young and growing so rapidly, the guild has no definite hierarchy. The members

occupying the higher ranks are constantly changing, with ambitious members sailing off to start new chapters in other cities, then leaving them in the charge of a lower member once the chapter has a good foothold. By the same token, the lower rankings shift depending on who is working on what ship at the time. The ranks are generally as follows, though gaining and losing ranks is by no means difficult.

Dock Hand (member not currently working directly for the guild)

Deck Hand (basic worker on a guild project)

Mast Hand (project manager)

Brig Hand ("recruitment officer"; muscle for the seedier guild operations)

Nest Boy (member working on setting up a new chapter)

Sail Hand (chapter house leader)

Wheel Master (captain of a guild ship; one of the more prestigious ranks)

Navigator (guild leadership and administration)

Symbol: The guild insignia is a three-sailed ship set over a crossing hammer and gear-work crane. This symbol is inscribed on every ship the guild builds. The location of the insignia acts as a signature for an individual ship's builder, with the more skilled shipwrights incorporating it into the design more subtly.

Motto/Slogan: While the guild has no official motto, there is a short limerick that is sung gleefully by the younger, expansion-hungry members and muttered ruefully by their victims. Part of an old sailor's song, it goes as follows:

*"Watch out, pirates and fishermen,
And tritons of the sea.
For the waves are a doorway,
And we hold the keys!"*

Alignment: True Neutral, though different sections may bely different alignments.

Meetings: None specific.

Allies: The Wave Cobblers has no real seafaring "allies" as such; it doesn't need any. As it spreads, it simply absorbs any similar organization, assimilating all potential allies into the whole. It has a friendly, mutually beneficial relationship with the Towerport-based thieves' guild, the Nightcrawlers. It has also taken control of and modernized the Blood Shells, an infamous group of pirate-assassins who operate out of fast, magically powered submersibles that ride the ocean currents just below the water's surface. Finally, it has managed to get on good terms with the merfolk of the Circle Sea, as well as the various aquatic races around the Oblivion Islands.

Enemies: Lord Greo Roddins of Sempì. Various disgruntled merchants, craftsmen, and pirates.

SAMPLE GUILDS

Prominent Members: Dex'ct Tirabo, Guildmaster, male human Rog9/MRs3/Gms6, N; Draz Tirabo, leader of the Blood Shells, male human Rog7/WvR5/Asn3, LE.

Full Description: The Wave Cobblers were formed as a result of a series of rivalries between prominent shipwrights which escalated to the point of sabotage and open fighting. Five years before the guild's formation, a tidal wave swept through Towerport's harbor, destroying nearly all the vessels docked there — including hundreds of luxury yachts belonging to the city's nobles. This event revitalized the shipbuilding industry as never before, as merchants struggled to get their business up and running and nobles who had never set foot on a boat in their life rushed to commission new yachts. And all of them wanted the very best, for the only ships that survived the disaster were, by pure coincidence, those built by the city's two master shipwrights.

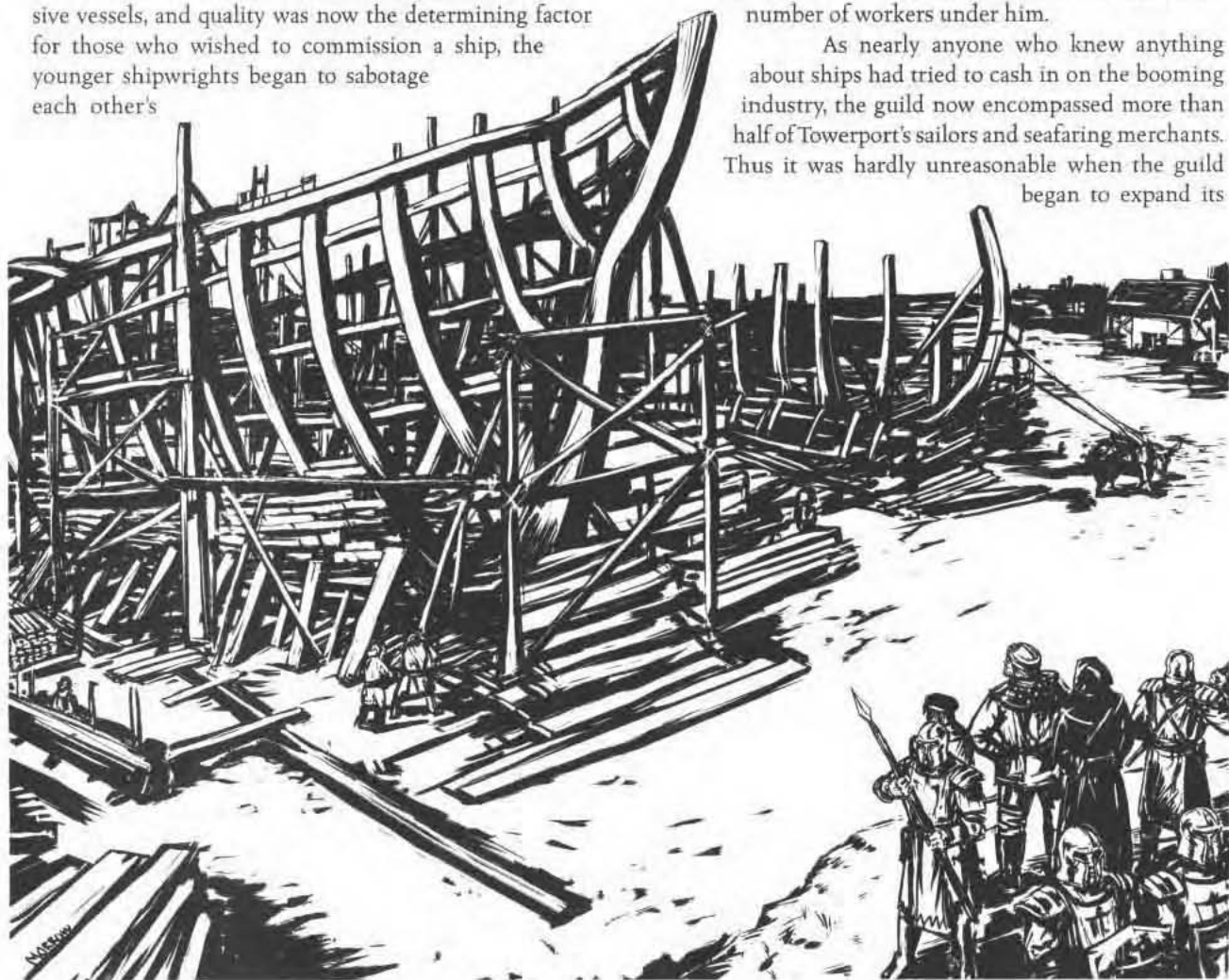
As new shipyards sprung up and shipbuilding became the craft of choice for many young workers, rivalries began to form. Since many of the newer companies did not have the skill or the resources to build truly impressive vessels, and quality was now the determining factor for those who wished to commission a ship, the younger shipwrights began to sabotage each other's

ships. After all, since they were judged based on their previous work, making a rival company's work look shoddy would draw business away from them and over to you.

This escalated until, after only four years, the shipbuilding industry was more corrupt than the thieves' guild. Shipyards would send men to sink, vandalize, or burn a rival company's works in progress. If a gang of saboteurs was caught or ran into a rival gang, bloodshed could ensue. If a company wanted any chance of completing a ship without incident, they had to keep it under armed guard or build it in secret. This continued until one attempt at sabotage started a fire which nearly wiped out half the district.

The Council of Commerce called a meeting to discuss the problem, and finally found a solution. They formed the Wave Cobblers guild and forced all shipbuilders to unite under it. The guild built a huge shipyard and essentially assimilated all the individual companies into a single entity — effectively ending the fighting. Now commissions were given to the guild, which assigns a member to head the project and an appropriate number of workers under him.

As nearly anyone who knew anything about ships had tried to cash in on the booming industry, the guild now encompassed more than half of Towerport's sailors and seafaring merchants. Thus it was hardly unreasonable when the guild began to expand its



activities to all matters of sea travel and trade. And expand they did, for after Porstal Windthorn — a wise but slightly senile shipwright appointed by the city to be the guild's first guildmaster — was lost in a mysterious boating accident, the young, charismatic Dex'ct Tirabo took over and immediately turned the guild's focus outward.

In the 6 years since Dex's takeover the guild has expanded exponentially and continues to. In the few port cities not yet absorbed by the Wave Cobblers' political and commercial empire, shipbuilders apprehensively watch the horizon daily for the group of three guild ships coming to set up a chapter house. Of course, many welcome the guild and are more than willing to join, but some of the more independent, older shipwrights see the guild as crushing the small businessman, which isn't inaccurate. The Wave Cobblers dominate nearly all activity (both legal and illegal) in Towerport's docks district and have a strong influence on the Council of Commerce in matters relating to the sea. They also have chapters in nearly every major port city and most coastal villages on the Circle Sea and around the Oblivion Islands. While the size and power of these chapters varies based on when they were founded, the guild's monopoly expands by the year.

When a group of "nest boys" docks at a new city, they immediately fill out all proper papers and buy a piece of property on which to begin construction of a guild house and shipyard or a building which can be converted into such. If possible, they will move into the shipyard of a willing shipbuilder, or buy out that of an unwilling one. Once construction of the chapter house has begun, they will approach the city's sailors and shipbuilders. Any who refuse to join will be aggressively "encouraged" to reconsider. If they still refuse, the guild will resort to the tactics used in the days before its creation, sending groups of brighands or hiring thugs to vandalize, sabotage, and intimidate them into compliance. In extreme cases, the Blood Shells will be brought in to remove a local political figure who is impeding the guild's expansion. These tactics are official protocol of the guild, set by Dex'ct when he first came into power.

The Blood Shells were a struggling group of smugglers-turned-assassins when the guild first encountered them. Desperate for supplies, they tried to raid a guild ship on its way to set up a new chapter, carrying none other than the newly appointed Dex'ct Tirabo himself. The pirates were defeated before they could get near their target, for the guild ship was equipped with powerful magic artillery and their own boat was in bad condition. They would have slowly drowned in the middle of the ocean, had Dex not seen a glimmer of potential in them.

They were taken back to Towerport and hired to "test" some of the guild's less domestic designs. Reequipped with ships and weapons combining the latest shipwright's know-how along with magical enchantments, the Blood

Shells are now a silent, deadly hit squad working at the guild's beck-and-call. They are currently running a massive smuggling operation with the Nightcrawlers (who have been on good terms with the guild since Dex'ct took over, leading some to believe that Dex was once a member before getting in on the commercial boom in shipbuilding). Their ship is one of the most radical designs yet; built of steel and mithril and magically sealed to move completely submerged in water, just beneath the surface, they are powered by underwater magic sails that ride not the winds but the strong ocean currents of the Circle Sea. They can pass unnoticed below the waves, pick up barrels of exotic or illegal goods casually dumped into the harbor by members of the local chapter house, and deliver them to the Nightcrawlers' cavern port under the guild's main shipyard in Towerport. They can also sneak into a harbor, assassinate a local political figure, and silently sail away before anyone knows the difference. Occasionally, a particularly ambitious brighand will be recommended to join the Blood Shells.

The guild's ambitions have made it many enemies in recent years, though some of these were crushed before they could get organized. In its early days, the guild refused to meet the preposterous design specifications of Lord Greo Roddins of the city of Sempi concerning a luxury ship he had commissioned. Roddins has held a grudge ever since and has convinced the ruler of Sempi that the guild is a threat to free trade in the city. As such, Sempi has banned all ships bearing the Wave Clobber insignia from entering its harbor. Several bands of pirates have also joined together to raid guild vessels, forming a small guerrilla army of fanatical "freedom fighters" trying to "return free trade to the Circle Sea."

Of course, not all the guild's activities are so distasteful. They have made great advances in ship design, including experimentation with monster-powered ships and crafts that travel under the surface of the water. Many of their most radical designs combine blossoming technologies with age-old magic. In general, ships have become faster, cheaper, safer, and more durable since the guild was formed. No matter how grudgingly they admit it, no one can deny that ships built directly by the guild are better than those constructed by the few private companies left, as well as being less expensive. Not only that, but for many new members, working for the guild, it is a step up from being employed by a private firm, in terms of both pay and the quality of the working conditions.

Some wonder, suspiciously, how the guild, with its extremely low membership dues, can afford to build ships for such low rates. While there are many conspiracy theories, in truth the guild's ever-growing treasury is sustained by the simple fact that they can build more ships faster and with more cost-efficient use of materials than *any other group in history*. Not even the golem armies of ancient

Mechanha, with their pure cold efficiency, were able to match the skill and speed with which the Wave Cobblers build all manner of seafaring vessels.

What is their secret? Essentially, their success is based on how they assign workers to specific projects and how they take the other current projects into account in the planning. First, they assign a group of workers to a project based not on their individual merit but on how they function as a team. If two workers cannot get along, they won't be assigned to work on the same ship. If one group is particularly effective together or are especially skilled at constructing a specific type of ship, they will probably be kept together and assigned to a similar craft when the next projects are handed out. In order to implement this strategy, the guild has a special group of supervisors who carefully analyze group dynamics and individual strengths and weaknesses. No one resents this, as a worker reassigned to a different project by a supervisor will probably be better off.

Second, the guild is specific and systematic about what order the various parts of the ship are constructed in. They then stagger the schedule for each project, so their suppliers are never overwhelmed by orders for a specific part or material all coming at the same time. This method generally makes things run smoother for everyone involved, and has been adopted by similar organizations for other crafts. The guild also mass-produces many of the more common ship parts, such as masts and sails, so that they can simply be brought in when needed, rather than ordered individually for each ship. There will always be vessels that require special attention, but it saves time nonetheless.

For the most part, those in the guild's region of influence view it, whether hopefully or grudgingly, as the future template for trade in the South. While many cities welcome the unified structure they bring, some of the more distant cities think the Wave Cobblers are nothing more than legalized pirates — hooligans out to destroy the simple businessman. While it is fairly obvious that the guild can be pushy, it has done a good job of hiding its truly illegal activities. The guild is dabbling in smuggling, piracy, racketeering, and even assassination, but shrewd planning and fierce loyalty to the guild has kept things under wraps.

Due to the guild's ambitious expansionism, for many joining is not a matter of choice, as members will make life difficult for shipwrights and dockworkers that refuse to join. Anyone with at least some skills in shipbuilding or seafaring can join. In order to encourage new members, there is no entrance fee and yearly dues are only 10 gold pieces. Members are required, however, to spend at least three months a year working at a guild chapter house, but, since the pay for this work is fairly decent, many devoted members make this their year round job.

Since the Wave Cobblers guild is as adolescent as guilds go and has such a wide range of activities, it is hard to pin it down to a particular alignment. Its vicious monopolization and recruitment techniques more fitting to an organized crime syndicate denote a Lawful Evil alignment. However, its strong devotion to the quality of the ships it builds makes it seem Neutral Good. On the other hand, with its far-from-ridged organization, one could argue that it is Chaotic Neutral. Overall, it comes out to a rather lopsided True Neutral.

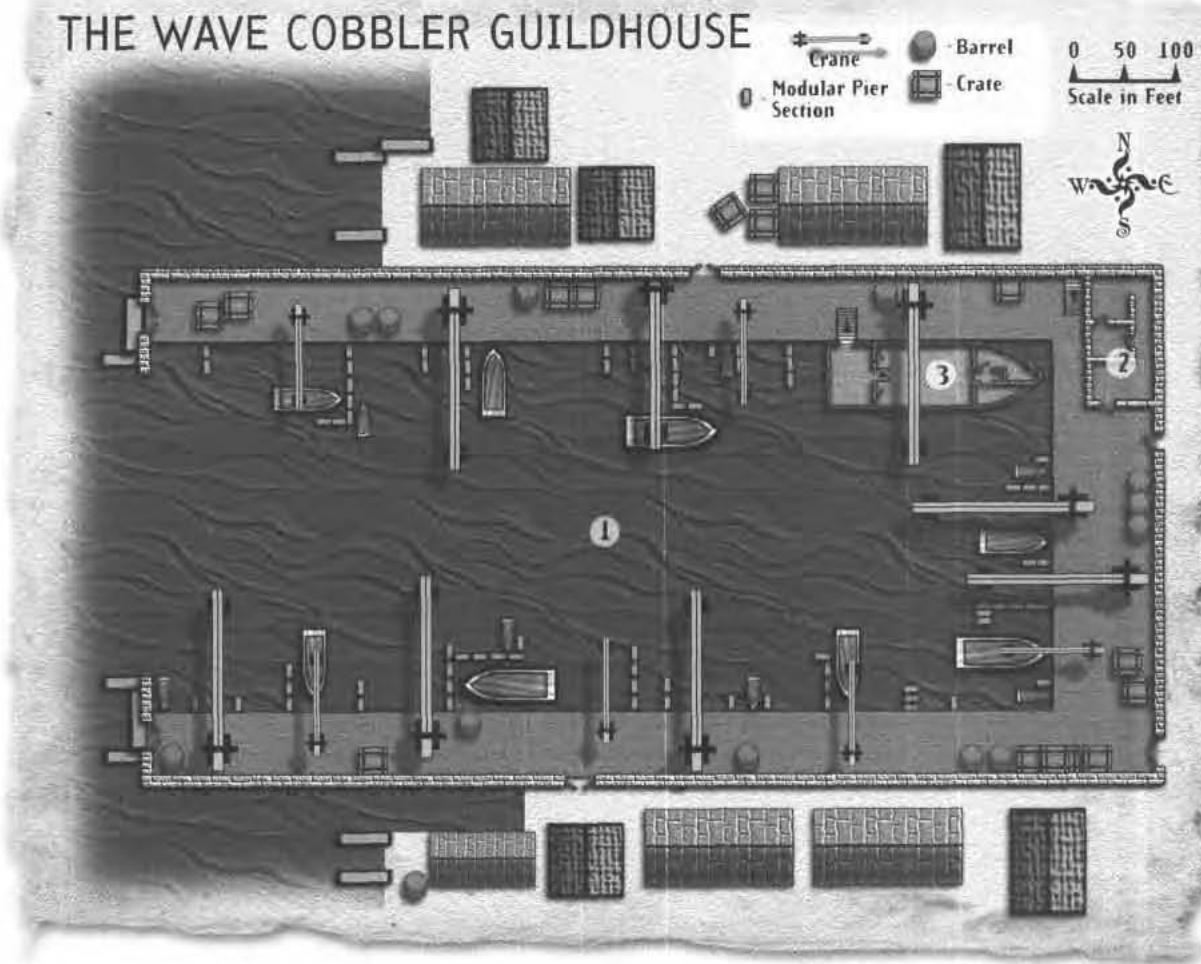
As a whole, the guild is coming and going too much to have regular meetings. The Board of Navigators meets every other week or so, and various groups of shipwrights hold impromptu conferences to discuss new advancements in ship design. The guild rules state that every three years all the chapter heads must meet in Towerport at the same time, but so far only one such conference has been held successfully.

The Cobblers' violent activities are slowing down lately, though its passive illegal operations are just starting to reach their full potential. In general, the guild is settling down a bit, having found its niche and forced it open to the size of a small cave. As its design and construction methods become publicly known, its bad reputation among what independent shipbuilders remain is beginning to fall away. In general, the guild has a bright and unstoppable future ahead.

GUILDHOUSE

The guildhouse of the Wave Cobblers is a huge structure that juts out among the docks of a harbor. This is a place where ships are built and repaired—docks stretching out like points on a star where many ships at a time can be serviced. One wall (the one closest to the sea) is completely missing, so that ships can pull in and out of the artificial harbor. Jutting out into the water at fairly irregular intervals are docks of varying lengths which are composed of 10'x10' floating sections (lashed together and securely anchored) which can be moved around and rearranged and moved around to accommodate whatever ship they are being used to tend. From the ceiling hang over a dozen large cranes, which are used to move large boat-parts and even entire ships. There are always several large ships of varying sizes docked within the building, as well as dozens of small vessels. In one corner there is a small four story administrative building, which houses the logistic offices of the guild. Most of the real work of the guild takes place within a huge, permanently anchored galley in one corner, which has been converted into barracks and offices for the true leadership of the guild.

THE WAVE COBBLER GUILDHOUSE



THE WAVE COBBLER SEAFARER'S GUILDHOUSE KEY

1. Docking Bay
2. 4-story office building
3. Permanently-anchored galley offices

PROMINENT MEMBERS

Dex'ct Tirabo, Human Rog 9/Mrs 3/Gms 6: CR 18; Medium humanoid; HD 18d6+18; hp 78; Init +3; Spd 30 ft.; AC 20, touch 13, flat-footed 17; Base Atk +11; Grp +12; Atk +17 melee (1d6+4/18–20, rapier), or +16 ranged (1d10+2, *pressure bow*); Full Atk +17/+12/+7 melee (1d6+4/18–20, rapier), or +16/+11/+6 ranged (1d10+2, *pressure-bow*); SA Sneak attack +5d6; SQ Trapfinding, evasion, trap sense +3, improved uncanny dodge, innovation, waste nothing, guild leader +3, guild influence +3, danger sense, skill mastery, politician's instincts; SV Fort +7, Ref +17, Will +16; Str 12, Dex 16, Con 12, Int 17, Wis 15, Cha 19; AL N.

Skills and Feats: Appraise +18, Bluff +25, Craft (shipbuilding) +18, Diplomacy +27, Forgery +13, Gather Information +25, Hide +11, Innuendo +10, Intimidate +25, Knowledge (engineering) +13, Listen +10, Move Silently +11, Pick Pocket +13, Profession (Sailor) +20, Read Lips +11, Sense Motive +23, Spot +10, Swim +16, Use Rope +11; Leadership (Leadership Score 28), Skill Focus (diplomacy),

Weapon Finesse (rapier), Dodge, Mobility, Combat Reflexes, Quick Draw, Point Blank Shot.

Sneak Attack: This rogue's attack deals +5d6 extra damage any time his target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks his target.

Trapfinding: This rogue can use the Search skill to locate traps when the task has a DC higher than 20.

Evasion (Ex): If this rogue makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage.

Trap Sense (Ex): This rogue gains a +3 bonus on Reflex saves made to avoid traps and a +3 dodge bonus to AC against attacks made by traps.

Improved Uncanny Dodge (Ex): This rogue can no longer be flanked.

Innovation: This character can build ships with unique or improved design; all ships he builds have their speed doubled.

Waste Nothing: When leading a group of workers in construction of a ship, this character must only pay one-fourth the total cost for raw materials, rather than one-third as is normal when using the Craft skill.

Guild Influence (Ex): When dealing with subordinates from his guild, when meeting officials from other organizations, and anytime he is on official guild business (or when pretending to be), this character gains a +1 circumstance bonus to the following skills: Bluff, Diplomacy, Gather Information, Intimidate, and Sense Motive.

Guild Leader (Ex): This character gains a special bonus of +2 to his Leadership score.

Mastraiser Spells Prepared (3/2/1; save DC 13 + spell level): 0—*guidance, mage hand, open/close*; 1st—*floating disk, unseen servant*; 2nd—*web*.

Guildmaster Spells Prepared (3/2/2; save DC 14 + spell level): 1st—*charm person, erase, identify, message*; 2nd—*detect thoughts, misdirection, see invisibility*; 3rd—*secret page, suggestion*.

Possessions: +3 rapier, +2 hand pressure-bow (see below), +3 mithril chain shirt, ring of freedom of movement, ring of warmth, bottle of air, glove of storing (containing pressure bow), pouch of black pearls worth 5,000 gp.

The leader of the Wave Cobblers is Dex'ct Tirabo (sometimes called Dex the Terrible), an arrogant but charismatic shipwright who manipulated guild politics aggressively and effectively to gain his position when the former leader died (some believe that Dex'ct brought about his predecessor's demise). He is the catalyst of the guild's radical expansionism and wishes to use the guild to bring a new economic system to the Circle Sea and beyond, dragging the continent kicking and screaming into the next age. While ruthless in both politics and personal matters (in which he is very successful), he is actually a skilled shipwright and has been personally involved in perfecting some of the guild's most innovative designs.

Draz Tirabo, Human Rog 7/Wvr 5/Asn 3: CR 15; Medium humanoid; HD 10d6+5d8+30; hp 91; Init +4; Spd 30 ft.; AC 21, touch 14, flat-footed 17; Base Atk +12; Grp +15; Atk +17 melee (1d4+6/19–20, daggers); Full Atk +17/+12/+7 melee (1d4+6/19–20, daggers); SA Sneak attack +9d6, death attack (DC 15); SQ Trapfinding, evasion, trap sense +2, uncanny dodge, "encouragement," improved ship-board fighting, "invitation," "ultimatum," poison use, +1 save vs. poison; SV Fort +7, Ref +16, Will +8; Str 16, Dex 19, Con 15, Int 12, Wis 13, Cha 10; AL LE.

Skills and Feats: Climb +21, Disable Device +19, Disguise +5, Hide +22, Intimidate +18, Move Silently +22, Open Lock +22, Profession (sailor) +19, Sense Motive +19, Use Rope +13; Blind-Fight, Dodge, Improved Two-Weapon Fighting, Iron Will, Mobility, Two-Weapon Fighting, Weapon Focus (dagger).

Sneak Attack: This rogue's attack deals +9d6 extra damage any time his target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks his target.

Trapfinding: This rogue can use the Search skill to locate traps when the task has a DC higher than 20.

Evasion (Ex): If this rogue makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage.

Trap Sense (Ex): This rogue gains a +3 bonus on Reflex saves made to avoid traps and a +3 dodge bonus to AC against attacks made by traps.

Uncanny Dodge (Ex): This rogue retains his Dexterity bonus to AC (if any) even if he is caught flat-footed or struck by an invisible attacker. However, he still loses his Dexterity bonus to AC if immobilized.

"Invitation": When a local shipwright refuses to join the Wave Cobblers, this character can make an Intimidate check adding both his Cha modifier and his Str modifier to the roll to convince the person to join (this bonus extends to any use of the intimidate skill).

Improved Ship-board Fighting: This character no longer suffers any circumstance penalties to attacks, armor class, or

skill checks, which might be applied due to the rocking or constantly uneven floor of the ship he is on. In addition, the wave runner never, except in the most extreme cases (in which cases they get a +4 bonus), needs to make a Balance check due to the rocking of a ship, nor does the movement of a ship increase the DC of a separate Balance check (such as to walk across a narrow surface). Additionally, when the wave runner is engaged in melee combat on the deck of a ship, he may make a Dexterity check (DC 15) use the rocking of the ship to attack just when his opponent is most off balance. If successful, the wave runner is considered to be flanking the target, gaining a +2 to attack and applying sneak attack damage. This ability cannot be used against an opponent with the Ship-board Fighting ability.

"Encouragement": If someone still refuses to join after being offered an "invitation," this character can "encourage" him to join by stealing away his customers and spreading rumors about the quality of his work. The wave runner makes another Intimidate check as above, adding both Cha and Str modifiers (DC20).

"Ultimatum": If all efforts to force a local shipwright to join has failed, the wave runner may send an "ultimatum." This character may make a third and final Intimidate check as above, this time doubling both Cha and Str modifiers and an additional +1 circumstance bonus for every 500 gp worth of damage that the wave runner inflicts to the target's workplace or ships-in-progress from "encouragement".

Death Attack: If this assassin studies his victim for 3 rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack has the additional effect of possibly either paralyzing or killing the target (assassin's choice). If the victim of such an attack fails a Fortitude save (DC 10 + the assassin's class level + the assassin's Int modifier) against the kill effect, she dies. If the saving throw fails against the paralysis effect, the victim is rendered helpless and unable to act for 1d6 rounds plus 1 round per level of the assassin. If the victim's saving throw succeeds, the attack is just a normal sneak attack. Once the assassin has completed the 3 rounds of study, he must make the death attack within the next 3 rounds.

Poison Use: This assassin never risks accidentally poisoning himself when applying poison to a blade.

Assassin Spells Prepared (2; save DC 11 + spell level): 1st—*obscuring mist, spider climb*.

Possessions: 2 +3 ghost touch assassin's daggers, +2 leather armor of shadow and silent moves, ring of protection +3, ring of blinking, rope of climbing, goggles of night, cloak of etherealness, 3 vials of deathblade poison, 1 vial of black lotus extract, 3 flasks of oil, 3 tindertwigs.

Draz "The Fang" Tirabo is Dex'ct's brother, right-hand man, and leader of the Blood Shells. Fiercely loyal to Dex, he is just as ruthless, if not quite as intelligent, as his brother and has an uncanny knack for spotting disloyalty in guild members. Lately, he is less of an assistant and more of a partner to his brother, with Dex handling the legal operations of the guild and Draz taking care of the illegal ones.

NEW MAGIC ITEMS

The following new magic items are available to members of the Wave Cobblers.

Pressure Bow: Invented by accident as the guild was experimenting with new forms of ship propulsion, the pressure bow looks like an odd hand crossbow with no handle and a small glass bulb in the center. Inside the

bulb is a tiny extradimensional space filled with water. When the trigger is pressed, the extradimensional space shrinks, forcing the water out and through a small tube at high pressure. The tube is loaded with a small stone or metal slug, just like blackpowder weapons. This bullet does 1d10 damage and has a range increment of 100 ft. Pressure-bows have a simple gearwork loading mechanism, similar to that of a repeating crossbow, which can hold 10 slugs (loading another 10 is a full round action that provokes an attack of opportunity). The extradimensional space must also be refilled with water after 50 shots (this takes one minute and 5 gallons of water). The pressure-bow can be further enchanted like any other ranged weapon.

Caster Level: 5th; *Prerequisites:* Craft Wondrous Item, rope trick; *Market Price:* 3,500 gp; *Weight:* 5 lb.

Ring of the Master Wright: These simple rings, bearing the guild insignia, are given to the very best of the guild's mast-raisers. It allows the wearer to use fabricate on command and can create a keelboat once per month which disappears after one week (though never while being sailed by the wearer).

Caster Level: 15th; *Prerequisites:* Forge Ring, fabricate, major creation; *Market Price:* 150,000 gp; *Weight:* —.



ARGENT GUARD

PALADIN GUILD

Type: Class Guild

Trade: Defending the faith, rooting out evil, protecting the innocent.

Motivation/Goal: To protect and defend those that can not defend themselves.

Size: 12–15 at the main chapter house, 5–6 at the other chapter houses, 50–60 in total.

Influence: Recognized as steadfast in their opposition to evil and well respected in the faith.

Public Face: The first shield against evil, faithful defenders of the right.

How to Join: To become a squire in the order, all one must do is approach one of the knights and convince him to let you serve. On occasion paladins who have proven themselves in the battle against evil are asked to join as full knights, circumventing the normal progression through the ranks.

Tiers/Ranks: Squire, an applicant is generally required to serve as a squire to a more experienced knight for at least a year (2–3 years being more common). Knight, as a knight, the paladin has status within the order and can begin to choose his own missions and duties. Master, these are the veteran paladins who train others and plan strategy. At the very top, there is the Grand Master of the Argent Guard who is ultimately responsible for deciding the actions of the order.

Symbol: Two silver shields with a sword between them.

Motto/Slogan: "No shadow will eclipse the light, that we vow."

Alignment: Lawful Good.

Meetings: The masters and the Grand Master meet monthly to discuss strategy and make plans. The entire order meets twice yearly on high holy days to celebrate the faith and strengthen their ties with one another.

Allies: The Argent Guard have saved many lives and defended many noble causes. Many consider them friends and allies. They are of the Church but not within it, so their relationship with the church hierarchy can be strained at times.

Enemies: The Sable Order, a group of evil wizards and fallen knights, measure themselves by their opposition to the Argent Guards. All enemies of the church view them as a potential threat. **Prominent Members:** Kolya Dzerzhinsky, Grand Master, male human, Pal14/Rog3, LG; Sir Alexander Rayne, Master, LG male elf Pal6/Ftr4 LG; Amarilys of the White Shield, Knight, female half-orc Pal4/Bar2, LG.

Full Description: The Argent Guard was founded by the paladin Antonia Southlight after she had a vision of the

world being consumed by darkness and fire unless a wall of silver shields stopped it. She founded the Argent Guard to be that wall of silver shields, to save the world from evil.

For fifty years, Antonia led and shaped the Argent Guard preparing it for battle against the evil she knew was coming but she did not live to lead the Guard into battle. While tracking down an evil artifact, she sacrificed her life so that her companions could escape and continue the good fight. Now many more years have passed and the great battle against evil has still not come, it is debated among the Guard if Antonia's vision has come to pass unnoticed, or is yet to come . . .

The current Grand Master, Kolya Dzerzhinsky, was recruited into the order when he was a young man and attempted to pick the pocket of the then Grand Master who adopted him as his squire. Kolya worked his way up the ranks and recently was elected as Grand Master. Kolya takes a more activist stance, maintaining a network of spies and informers throughout the Kingdoms and beyond. Kolya also has no problem deploying the strength of the Argent Guard against more mundane evils such as slavery rings. This has generated much debate among the ranks of the Guard as well as in the cities that the Guard operates. Whether this will cause a split in the ranks of the Argent Guard remains to be seen.

THE CHARITABLE GILD OF THE LILY

CLERIC GUILD

Type: Class Guild

Trade: Helping the poor, spreading the faith.

Motivation/Goal: Protect the weak and down trodden, save those that can be saved.

Size: 60–80 laity, 10–12 priests and nuns, the Abbess.

Influence: Strong among the poor of the city, almost everyone knows someone who has been helped by the charitable gild. Respected by the faithful.

Public Face: Always there to help the poor and lead them back to the faith.

How to Join: Put in some charitable work among the poor, help the charitable gild in its mission, be invited by the Abbess.

Tiers/Ranks: Laity, all non-clerical members. Brothers and Nuns, for the clerical members, one senior member from each. The Abbess.

Symbol: Three white lilies.

Motto/Slogan: "Blessed are those who help others."

Alignment: Lawful Good.

Meetings: The Gild meets every evening to run their meal kitchen. Organizational meetings occur once a week and a religious conclave meets monthly.

Allies: The Gild is associated with but somehow remains outside the local church hierarchy. There have been a few halfhearted attempts to bring the Gild more fully into the Church but no one in the hierarchy is willing to take change of it.

Enemies: None really, who wants to be known as the enemy of the kindly old Abbess?

Prominent Members: Abbess Sylvia Raux, female human, Clr8/Rog3, NG; Brother Martin, Senior Brother, male human Clr5/Rog1, CG; Alexander Reed, Layman, male human Exp3, NG.

Full Description: The Abbess Sylvia appeared in the city a little over ten years ago, armed only with her faith and a small amount of money. She bought a small building near the docks and converted it into a kitchen and preaching hall. The Abbess approached local businesses, nobility and the church itself to gain funding for her mission. Now, the Charitable Gild of the Lily provides food for the hungry, clothes for the destitute and hope for the hopeless. The Abbess tries to lead the people to both the faith and self-sufficiency. She provides help, some teaching (reading and writing are such useful skills) and tries to find work for the willing.

The Abbess chooses the city because of its increasingly important role as a port for trade with the empire, especially in slaves. The Gild also has another task, one that is only known to the Abbess and the inner circle of Gild. They are opposed to slavery; deeply and totally opposed. Beyond the obvious good works, the Gild rescues and smuggles slaves to freedom. The inner circle of the Gild provides hiding places, false papers and training to escaped slaves, smuggling them out to friendly places.

Remove Scar

Conjuration (Healing)

Level: Clr 3, Drd 4

Components: V, S

Casting Time: 3 full rounds

Range: Touch

Target: Living creature touched

Duration: Instantaneous

Saving Throw: Fortitude negates (harmless)

Magic Resistance: Yes (harmless)

This spell is a minor and specialized version of *regeneration* (PHB) that fully removes all scars, burns and other small disfigurements caused by injury or disease. It can be fully controlled to remove some scars and leave others. Properly applied, it can also be used to remove tattoos.

The Gild uses *remove scar* to remove identifying marks from the slaves it rescues, especially slave brands and tattoos. The Abbess has a secret cache of expertly crafted seals, paper stock and inks, enough to provide a +5 circumstance bonus to the forgery check of anyone using them (the Abbess herself has a base of +10 to her forgery skill).

DANCING MICE

ROGUE GUILD

Type: Class Guild

Trade: Thievery, occasional spying and message delivery.

Motivation/Goal: To guard its members and make money.

Size: 15–20.

Influence: Limited among the street urchins.

Public Face: A club of young people.

How to Join: Prove your skill to the other Mice, successfully complete a task set for you, promise in blood to be loyal to the Dancing Mice.

Tiers/Ranks: The run of the mill members are titled mouse and the leader of the gang is the prince.

Symbol: A crude dancing mouse.

Motto/Slogan: "The mouse ain't seen and neither are we."

Alignment: Chaotic Neutral.

Meetings: The prince gathers his subjects most mornings to plan the day's missions.

Allies: The Dancing Mice have some ties with other, more powerful, criminal organizations in the city who occasionally use them as runners or spies.

Enemies: Rival street gangs like the Blue Frogs and Orklins.

Prominent Members: Prince Errol, male human Rog6, CG; Sharp, Mouse, male human Ftr1/Rog2 CN; Little Sarah, Mouse, female half elf Rog2 CG.

Full Description: The Dancing Mice call one corner of the lower quarter of the big city theirs. They run messages, hang out, watch and engage in petty crime, mostly pick pocketing of people from 'outside' their area. Occasionally they engage in shoplifting 'raids' in the territory of other gangs.

The Dancing Mice are simply one of many small street gangs, occasionally used as pawns or as a recruiting ground for the major syndicates of the city. Unlike the syndicates, they are only big fish in a small pond and they realize that. The Dancing Mice are careful outside their home area.

FAMILY OF THE FOX

RANGER GUILD

Type: Class Guild

Trade: Defense, hunting and scouting for the Seven Civilized Tribes.

Motivation/Goal: Defending the villages and people of the Seven Civilized Tribes.

Size: 2–3 members in an outlying village, 7–10 in a border town, roughly 350 overall.

Influence: The Family of the Fox is well respected among the Seven Civilized Tribes and the other tribes who trade with them, less so among the settlers who they often come into contact with. The information that the Foxes bring back about the world outside of the Seven Civilized Tribes is taken extremely seriously in the tribal councils.

Public Face: The Foxes are well liked among the Seven Civilized Tribes, bringing news and game from near and far to the villages they visit. They are also respected for their martial skills.

How to Join: The Family of the Fox is open to new members as long as you can prove your worth to one of Fathers or Mothers of the family and take an oath under the new moon to treat the Family of the Fox as your own family and to protect the people and lands of the Seven Civilized Tribes.

Tiers/Ranks: Young people who are training for membership are often jokingly called 'kits' but it is not an official title. Once a member joins the family, he is formally addressed as Brother or Sister, those older members who have achieved much are Father or Mother, while the leader of the family is the Grandfather (even if the rank is held by a woman).

Symbol: A stylized fox head.

Motto/Slogan: "The fox knows the secrets of the forest."

Alignment: Chaotic Good.

Meetings: The Family of the Fox tries to gather together in groups at least every season to exchange news and they have one 'family-wide' meeting every year but it has no set time or location, usually being called in response to major events.

Allies: The Family of the Fox is friendly with the other animal families and serves, indirectly, the tribal councils of the Seven Civilized Tribes.

Enemies: The Foxes have some rivalries with scouts from the other tribes and some of the other animal families, but these are mostly friendly one-upmanship, their only true Enemies are the Imperial Rangers with whom they often come into conflict.

FEARLESS BAND

Prominent Members: Grandfather Fox, male human Rng11/ Drd3, CG; Mother Vixen female half-elf Rng3/ Ill5, CG; Brother Roald, male human Rng5/ Rog1, CN.

Full Description: The Family of the Fox traces its ancestry back to the age of legends when Lord Fox, and the other animal lords, lived and played among the humans. He found three daughters of one human farmer particularly attractive and their descendants formed the Family of the Fox to honor their divine ancestor through deeds.

Many of the Family of the Fox have the copper red hair and green eyes that point to their ancestry as a distant child of Lord Fox. However, all are welcome as long as they prove themselves loyal to the ideals of the family.

- Never kill more than will be eaten and always leave a portion for Lord Fox.
- Do not kill where wounding is enough; do not wound when frightening will suffice.
- Be friends with all the tribes, but remember who is part of your family.
- Never break an oath, never lie to family, be true to yourself and to your own.

The Family are mostly friendly, good natured people, always happy to tell a tale or play a game. But this good nature should not disguise the fact that they are devoted to defending their way of life against encroachment. In the forests and hills, they are deadly opponents, at home with the land and capable of using both traps and the terrain to terrify or even kill those who threaten the Seven Civilized Tribes.

FOX FRIEND [GENERAL]

The Fox Lord smiles upon you as one of his own.

Prerequisites: Dex 13, Cha 13.

Benefits: Bluff and Perform are considered class skills. In addition, you receive a +1 bonus to Reflex saves. Once per day you may re-roll any one Charisma or Dexterity-based skill or attribute check, but you must accept the results of the second roll.

Special: You may only take this feat at 1st level. Members of the Family of Foxes may take this feat whenever they receive a new feat.

BARBARIAN GUILD

Type: Class Guild

Trade: War and raiding.

Motivation/Goal: Increasing the wealth and reputation of its members.

Size: At any one time there are 2 or 3 warbands each numbering between 75–150 warriors.

Influence: The Fearless Band is known far and wide for their prowess as warriors and as raiders. They are feasted by those who seek them as allies and feared by those who may become their next target.

Public Face: The Fearless Band is an unshakably loyal warband that will never abandon a member or a battlefield.

How to Join: To prove oneself to the Fearless Band, a character must defeat a member of the Band in combat and take a blood oath to live and die as a member of the Fearless Band.

Tiers/Ranks: The basic member of Band is simply a warrior with no title. The only two titles recognized by the Band are Bandleader, leader one of the warbands, and Warlord, commander of the entire Fearless Band. Bandleaders are only recognized for as long as they lead. No honors are conferred upon them based on their past position. The Warlord leads until death.

Symbol: Crossed axe and sword.

Motto/Slogan: "No man or beast stops the Fearless Band."

Alignment: Neutral Evil.

Meetings: The warriors of the Fearless Band move fluidly between the various warbands, seemingly at will, responding to calls for warriors and raiders for various raids and expeditions.

Allies: The Fearless Band is often employed by various tribal kings and unscrupulous nobles against their enemies but these are only employers, no one can truly call the Fearless Band an ally.

Enemies: Many, the Fearless Band's habit of raiding for plunder, slaves and pleasure has made them numerous enemies. In some lands there are even bounties on the heads of members of the band. The Empire has offered a huge reward for anyone who can destroy the Fearless Band and bring them the head of the Warlord.

Prominent Members: The Warlord, male human Bar17, NE; Bandleader Warclaw, male human Bar11/ Ftr3, CE; Voss, Bandsman, male half-orc Bar6 CE.

Full Description: The Fearless Band was founded nearly forty years ago by a mighty barbarian king who had been driven from his kingdom by the forces of the Empire. Vowing revenge, he gathered the remnants of his

army and founded the Fearless Band, bound by blood oath to never falter, and never flee. He abandoned his name to become known only as the Warlord. Since then, leadership has passed from the strongest to the strongest.

As one Warlord dies, the strongest members of the band fight until the most powerful emerges as the new Warlord. The new Warlord abandons any name or title possessed prior to becoming the Warlord of the Fearless Band. As Warlord, no other title or name is needed.

The Fearless Band is highly mobile, moving in as many as three small bands or combining into one large army as needed. They strike at small communities or extort payment for safety from larger towns and move on, staying one march ahead of any armies sent to pursue them. The Fearless Band's favorite targets are new settlements of the Empire, the expansion of the Empire being viewed as both an evil and a danger to the band's existence. The Band's combat tactics are based on speed and surprise. They prefer to strike without warning at either dawn or dusk, attacking from nowhere at a full run and overwhelming the target before its defenders even realize they are under attack.

The blood oath of the Fearless Band has become a powerful magic in its own right. A candidate comes seeking membership and an opponent is chosen from among the band. After the candidate defeats his opponent, the blood oath ceremony begins.

The victorious warrior is dragged from besting the bandsman into a circle of cheering warriors. His blood is mixed with that of the man he defeated and added to strong liquor, spiced with whatever is at hand, and heated with a hot iron. The resulting brew is given to the new recruit to drink in one long draught. The drink burns both body and soul as it goes down (the imbiber takes 1 point of temporary Con damage and loses 250 experience points) but all fear is washed away from him. As long as he remains a member of the Fearless Band he is Fearless and always makes his save against fear effects. However, the draught also makes one cruel and domineering, moving the drinker's alignment one step closer to evil (this effect may be resisted with a DC18 Will save).

The code of the Fearless Band:

- Never surrender, die on your feet with an enemy on your blade.
- Never take prisoners, only hostages and slaves, all others are chaff.
- The Fearless Band is your only kin, you owe loyalty to no one else.

Obey the Warlord, he knows more than you.

JADE MANTIS DOJO

MONK GUILD

Type: Class Guild

Trade: Training.

Motivation/Goal: Teach and maintain the Jade Mantis style.

Size: 30–40 students, 4 teachers, 1 master.

Influence: The Dojo has built a network of low level contacts of people that it has helped, equally it has never broken any law that it has not confessed to and made right. It is well respected if not well understood.

Public Face: The Jade Mantis Dojo keeps everything quiet in its neighborhood, cutpurses and thugs long ago learned to avoid the area. The city's powers that be are slightly nervous at this new style of fighting but they seem so law-abiding.

How to Join: Prove your worthiness to one of the teachers and to the master. This may be as simple as a demonstration of the candidate's fighting skills or as difficult as showing one's dedication by standing awake in the snow for three days.

Tiers/Ranks: Junior student, senior student, teacher, master.

Symbol: Stylized Mantis.

Motto/Slogan: "The mantis waits for the perfect moment to strike."

Alignment: Lawful Neutral; discipline is paramount.

Meetings: Students are expected to show up at the dojo every other day for training if possible, but no less frequently than once a week. The master and the teacher meet as often as every day to discuss the progress of the students and to establish training schedules.

Allies: The dojo has good relations with the local neighborhood and with the guard captain for the area.

Enemies: The local thieves and criminals have no love for the dojo, its presence makes business in the area around the dojo difficult at best. Master Tsau does not tolerate disorder in his neighborhood and uses his teachers and students to keep the neighborhood clean and safe from petty crime.

Prominent Members: Master Tsau, male human Mnk13, LN; Teacher of the Staff Derrick Rodsman, male human Mnk2 / Ftr4, LG; Dorothy Cartier, Student, female human Exp2/Mnk1, LG.

Full Description: A huge storm caught up the ship carrying Master Tsau and several of his countrymen. The shallow drafted ship, designed to follow the shoreline, was blown far, far off course into the vast uncharted ocean. Tsau's mastery of the Path kept him sane and healthy through deprivation and thirst, unlike so many of the others aboard the ship. When the ship finally made

landfall in this barbarian land, he was one of only six survivors. Master Tsau never discovered what had angered the dragon of storm so mightily.

Negotiations with the locals were difficult; their language was so foreign and their ways so barbaric. Yet Master Tsau persisted. He was one of the few able to master the strange tongue. Realizing that he would never return to his homeland, Tsau decided to bring the Enlightened Way to the barbarians. After wandering the Kingdoms for some years, Master Tsau acquired a small number of followers and settled in a city that was not unfriendly to him. There he built a dojo to teach the Enlightened Way.

THE NINE MASTERS OF GARN

WIZARD GUILD

Type: Class Guild

Trade: Magic and guiding the city of Garn.

Motivation/Goal: Gaining magical knowledge, promoting and protecting the city-state of Garn.

Size: 41 (9 masters, 32 apprentices).

Influence: The Nine Masters are acknowledged as the unofficial powers that be in the city of Garn. Beyond the confines of the city-state, their influence is limited except in magical circles.

Public Face: The Nine Masters are openly supportive of the city of Garn providing magical support and advice to the city government.

How to Join: Those who train under one of the masters may very well join the organization and skillful users of magic who make a habit of visiting the city of Garn will often be offered a chance to prove themselves. If they succeed in the task set before them, an offer to join the ranks of the Nine Masters will likely follow soon after.

Tiers/Ranks: There are two ranks within the Nine Masters, the Nine Masters themselves with the title Master or Mistress as they choose and their apprentices. Each master may have up to five, but is expected to have at least two, apprentices.

Symbol: An upward-pointing triangle within a hexagon.

Motto/Slogan: "All paths of magic lead to knowledge."

Alignment: Lawful Neutral.

Meetings: The Nine Masters meet weekly to discuss general business and handle any problems that come up. Emergency ad hoc meetings may be called at any time there is a need.

Allies: The city government is aligned with (some say puppets of) the Nine Masters.

Enemies: Due to their history, the Nine Masters and the Imperial College have no love for each other but they cannot be considered enemies. The nearby tribal druids dislike the Nine Masters and their 'foreign ways'.

Prominent Members: Sargold, Master of Evocation, male human Evk15, LN; Brigit Fireeye, Mistress of Natural Magic, female half elf Sor12/Ftr2, CG; Iriacani the Arcane, Apprentice of Illusions, female elf Ill7, NG.

Full Description: The Nine Masters trace their formation back to a major expedition from the Imperial College that was mounted to explore the Kingdoms for new magic and arcane information. The original group included specialists from each of the seven schools as well as generalist wizards. The expedition was successful in its mission, its members eventually basing themselves out of the city of Garn.

Several years later, the latest alliance of the tribes mounted a major incursion into the Kingdoms. Garn was on the line of advance. When the Imperial College was informed of the threat, the members of the expeditionary group were told to withdraw from the city and return to the Empire. The expedition split on the matter. Most of the older wizards chose to return, while the younger ones decided to stay and protect the city against the encroachment of the tribes.

For this act of defiance the young wizards were dismissed from the College and exiled from the Empire. The defense of Garn was a close run and hard fought affair, in which a local sorcerer contributed greatly to the city's survival. After the last battle, little was left of the city's leadership and the remaining wizards and the sorcerer took it upon themselves to rebuild Garn.

Now separate from the College, the wizards reorganized themselves, with one master from each tradition (including a generalist wizard) and a sorcerer representing 'natural' magic. The name, the Nine Masters, arises from that organization. The group tests most of the children of Garn for magical talent, though not all those tested choose to learn magic or to eventually join the Nine Masters.

SHIELD OF OAK

DRUID GUILD

Type: Class Guild

Trade: Defense, hunting and scouting for the Seven Civilized Tribes.

Motivation/Goal: Defending the sacred places and the traditions of the Seven Civilized Tribes.

Size: 24.

Influence: The Shield of Oak has great influence among the traditionalist elements of the Seven Civilized Tribes and close ties to other Druidic factions among the tribes.

Public Face: The Shield is the defender of tradition and of the Druidic ways among the Seven Civilized Tribes.

How to Join: Current Wardens will approach promising druids and offer them a place within the Shield of Oak.

Tiers/Ranks: Shield: new members begin as shields and are given the most difficult tasks such as directly confronting Imperial logging parties or Orcish raiding bands.

Once a Shield proves himself, he may be promoted to the status of Warden and given responsibility over a section of the ancient forest to defend with Shields of his own. There are currently four Wardens, one for each compass point. The Wardens are in turn directed by a Grand Warden, who is elected from their number when the previous Grand Warden dies.

Symbol: An acorn carved with a shield.

Motto/Slogan: "We alone stand between the axe and the oak."

Alignment: Chaotic Good; the Shield is a loose order that promotes its ends through the acts of its members.

Meetings: Wardens generally oversee their Shields closely, meeting with them often. The entire Shield of the Oak meets for ceremonies at the summer and winter Solstices, while each Warden and his Shields often celebrate the equinoxes separately.

Allies: Significant minorities on the tribal councils are traditionalists and are aligned with the Shield of Oak's viewpoint, as is the Family of the Bear, a warrior fraternity.

Enemies: There are those among the Seven Civilized Tribes who distrust the extremism of the Shield of Oak. While they do not wish to be absorbed by the Empire, they also have no wish to be cut off from it.

Prominent Members: Grand Warden Shane Blackoak, male human Drd15, NG; Gudlaug the Stern, Warden, male dwarf Drd10, LN; Cally Redhawk, Shield, female human Drd5/Rgr1, NG.

Full Description: The Shield of Oak was formed in response to the continual encroachment of the Empire into tribal lands. Many druids saw their authority threatened and eroded by the new waves of thought and faith introduced by the Empire and its traders. The Shield of Oak is a society within the greater druidical order devoted to defending the druidic faith and the traditional way of life from the influences of the Empire and its allies. The Shield of Oak are the hard line traditionalists and the most conservative of the druids. They are not always well liked by the other druids, but they are respected for their faith and accompanying uncompromising nature.

HEART OF OAK [GENERAL]

You draw upon the strength of the oak to resist those who would harm you or the forest.

Prerequisites: Con 15, Wis 11, Ranger level 3rd, membership in the Shield of Oak (or similar group), participation in a day long ceremony.

Benefits: You receive a +1 morale bonus to Fortitude and Will saves. Rangers with this feat always gain natural healing in the forest as if they had a day of rest, no matter what their activity level (unless that would give them greater healing). Lastly, you receive a +2 circumstance bonus to your Survival checks in forest settings as the forest protects and guides its own.

SOUL OF OAK [GENERAL]

You draw upon the strength of the oak to empower yourself and your magic when defending the forest.

Prerequisites: Con 11, Wis 15, Druid level 3rd, membership in the Shield of Oak (or similar group), participation in a day long ceremony.

Benefits: You receive a +1 morale bonus to Fortitude and Will saves. Any spells you cast upon yourself that grant a natural armor bonus grant an additional +1 natural armor bonus (this also applies of the wild shape ability). Lastly, you receive a +1 circumstance bonus to your Listen and Spot checks in forest settings as the forest subtly whispers and directs you.

SILVERHEART'S DAUGHTERS

SORCERER GUILD

Type: Class Guild

Trade: Knowledge and magic items.

Motivation/Goal: Protecting themselves and their heritage, gaining power

Size: 2-4 members in most large cities in the Kingdoms, roughly 60 overall.

Influence: SilverHeart's Daughters wield considerable influence behind the scenes, trading information and favors to achieve their goals.

Public Face: SilverHeart's Daughters maintain several charities such as orphanages, poor houses and even a few public libraries, but they are not well known as a group. They are not a secret society but tend to keep out of the public eye.

How to Join: SilverHeart's Daughters accepts any sorcerer into its ranks as long as they are willing to back the Daughter's program and contribute to the general welfare of the group. Generally this requires that the applicant has at least one item creation feat. Despite the name, they are not exclusively female.

Tiers/Ranks: Members are Sisters (or Siblings for the male members.) The head of each city's organization is the Elder Sister. The head of the Daughters is known as the Matriarch.

Symbol: A silver heart or a heart with the rune for silver written upon it.

Motto/Slogan: "The blood of the dragon binds us."

Alignment: Neutral Good.

Meetings: Daughters in a single city meet weekly to exchange information and make plans. Every summer, the Matriarch calls a grand gathering of the Elder Sisters, in a location convenient to most, to discuss matters that affect the Daughters as a whole.

Allies: Noble and merchant families that like the fact that they can acquire magic items from places outside the wizards' guild and the temples.

Enemies: The Daughters often have rivalries, friendly and otherwise, with the wizards in the cities they inhabit, rarely does this spill over into violence. The Knights of the True Lance, an order dedicated to dragon slaying, considers the Daughters to be a great threat and brings what pressure it can to bear upon them.

Prominent Members: Baroness Jeveska Solikei, the Matriarch, female half dragon [silver] elf Sor16, CG; Dame Jeenas Willow, female elf Sor7, CG.

Full Description: The story the Matriarch tells is that the dragon SilverHeart was a being of great power possessed of a warm heart. She chooses to walk the world in mortal guise. Over the years SilverHeart took several mortal lovers and bore some of them children. In time those half dragon children had children of their own. All of them had the blood of dragons, the blood of magic, and they were mostly daughters. But people were sometimes afraid of magic, so the descendants of SilverHeart were often hunted or killed because of their sorcerous powers. Generations passed until one of the dragon's daughters, Jeveska, decided to gather the other children to her, to protect and teach them.

How much of that story is true and how much of it is a convenient myth for Matriarch Jeveska is unknown. But under her tutelage, SilverHeart's Daughters have managed to build themselves into an efficient network of information brokers, creators of magic items and spell casters for hire. The most important function of SilverHeart's Daughters is the creation and exchange of magic items. They create items for money and in exchange for information and favors. The Daughters provide others with a way to acquire magic away from the prying eyes of the guilds and the churches. They use this fact to their advantage.

Jeveska has a huge library of arcane works and she is always seeking better and more efficient ways to create magical items. Any Arcane spellcaster with access to Jeveska's library may spend a week researching and make a spellcraft check against a DC of an item's market price divided by 500. If the check is successful, the character has created a formula that will reduce the gold cost of the item by 5% and the experience cost by 2%. Jeveska requires that any such formulae be recorded so that they may be distributed

throughout the Daughters. (Assume that Jeveska has such a formula on hand for any item that costs 4000 gp or less. All one must do to obtain it is ask... and owe her a favor).

Jeveska encourages the Daughters to marry well and build up a political power base to complement their magic one. She will happily assist, or send one of her agents to assist, in such matchmaking efforts and to help draw up a beneficial marriage contract.

SONG OF THE WORLD

BARD GUILD

Type: Class Guild

Trade: Performing, spreading news and delivering messages.

Motivation/Goal: To entertain, to inform, to gather information.

Size: 80–100, rarely more than 5 in any town or city at one time.

Influence: Known as a useful source of news and entertainment across the tribes and Kingdoms.

Public Face: Traveling singers, entertainers and bearers of news. They are always welcome.

How to Join: The Song is accepting of new members. All who sing or play (Perform 4+ ranks) are welcome to try out before three members of the Song. Those with a Perform check of 25+, you are in.

Tiers/Ranks: All are equal in the Song, though some are more equal than others. Older and more experienced members are given respect by younger ones. The Song has no official titles.

Symbol: A harp with the rune for world inside.

Motto/Slogan: "I have a good story from the North."

Alignment: Chaotic Good; footloose travel, a drink and a good story is enough for anyone.

Meetings: Whenever two or more members of the Song are in the same area they will seek each other out to exchange news, stories and songs.

Allies: The bards and entertainers of the Song are associated, some closely, some not, with the druidic orders of the tribes, though they do not always see eye to eye.

Enemies: Few, mostly individuals who have been mocked or humiliated by the Song.

Prominent Members: Timril the Blue, male human Brd9, CG; Syrile Songsmith, female half elf Brd8, CG; Dobson the Newscarrrier, male human Brd 4, NG.

Full Description: The Song of the World has existed as long as people have sung songs, at least that is what its members say. Even the druids are not sure when the Song first appeared except that it goes back to the earliest days of the druidic orders.

The Song exists to bring people together, to spread music and good will across the land. They try not to become too entangled with one side or another. They can, and often do, act as go-betweens and impartial negotiators if needed. They work behind the scenes to bring peace and understanding between the various tribes, kingdoms and factions. Equally, they are not afraid to use their skills to ruthlessly satirize and mock those who are impediments to the Song's goals.

The members of the Song are welcome the length and breadth of the Tribal lands and in the Kingdoms and among the border towns within the Empire. Deeper inside the Empire, members of the Song are viewed as spies (not entirely wrongly) and often subject to arbitrary imprisonment or execution.

THE STEEL CHAIN

FIGHTER GUILD

Type: Class Guild

Trade: Combat and protection.

Motivation/Goal: Make money, protect its members, and oppose slavery.

Size: 150–170.

Influence: The Steel Chain has established a solid reputation as a loyal employees.

Public Face: The Steel Chain are reliable swords-for-hire, they stick to their contracts and fight hard for their money.

How to Join: Apply to join, prove yourself a competent fighter, and take the Oath of the Steel Chain.

Tiers/Ranks: New members are 'Link', proven members are 'Chain', senior members are 'Leader' and the head of the Steel Chains is the 'Pathfinder'.

Symbol: A looped length of chain.

Motto/Slogan: "Our loyalty is unbreakable."

Alignment: Lawful Neutral.

Meetings: The hierarchy of the Steel Chain meets more or less monthly to check over business and sort out problems, though emergency meetings open to all members is not unheard of.

Allies: The Steel Chain has business ties with various merchant organizations and, less advertised, ties with anti-slavery organizations.

Enemies: The Steel Chain has no love for slavers and its business often brings its members into conflict with various criminal organizations.

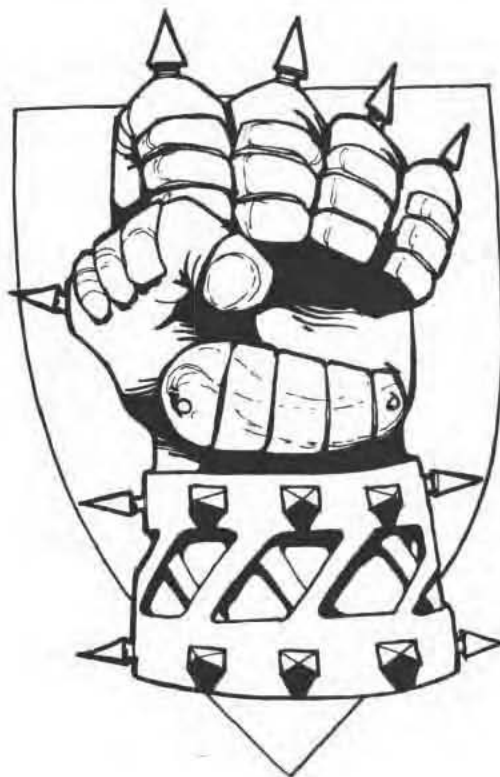
Prominent Members: Zira Cal, Pathfinder, female human Ftr13, LN; Kom Hammerfist, Leader, male dwarf Ftr7/Ex-Bar2, LG; Tarn the Axe, Chain, male human Ftr3, LG.

Full Description: The Steel Chain emerged from a group of escaped Imperial slaves, hard men sentenced to service in the iron mines and expected to die. It was only through hard discipline and total loyalty to each other that they were able to successfully escape; they bound themselves together by the Oath of the Steel Chain:

- Never abandon a fellow Chainsman, only the dead are left behind.
- Never aid or contract with a slaver or help to capture an escaped slave.
- Always keep your word; always honor your contract.

Once free in the Kingdoms, the Steel Chain turned to the only trade they had: violence. The original Pathfinder, Lucius the Elder, was able to turn the others from a course of banditry and convince them to lend their skills to legitimate ends, as guards, bodyguards and protectors. Lucius saw before them a chance for redemption, to prove that the Imperial sentences were unjust. It took some time to win the others over to his point of view but Lucius succeeded. Under Lucius leadership the Steel Chain was born.

Now the Steel Chain acts as bodyguards, wardens and professional guards. They are well known for their loyalty and efficiency. The Chainsmen are popular as guards among the merchants of the Kingdoms who know that they are both competent and can be hired on short contracts.



Chapter 5

DMing Guilds

GUILD ADVENTURES

DIFFERENT GUILDS, SAME GROUP

For a DM, running a campaign with player characters belonging to different guilds can be problematic. The most common issue arising from such a campaign is the question of the believability or cohesion of the adventuring party. Why are these characters working together? What common purpose do they share? How do they settle or avoid disputes? These are all valid questions any DM or player can ask — in any adventure or campaign, even one which does not include members of different organizations.

When each player character belongs to a separate guild, the DM is faced with an additional challenge to overcome. Each organization has its own set of rules, its own philosophy, and its own agenda, making each one different. These differences are often reflected in the spirit or way of life of the characters belonging to each guild. With the addition of guild membership to a hero's curriculum, not only does a DM need to deal with various alignments, temperaments, and goals within the same adventuring party, but also with the principles and agendas associated with the different guilds.

To DMs and players alike, the challenge of creating — and maintaining — an adventuring party composed of members belonging to various and sometimes quite different organizations may seem like an unsurpassable nightmare. Fortunately, problems arising from the differences between the guilds and their members are usually easily settled.

For starters, not all guilds have diametrically opposed alignments, beliefs, or goals. Most trade guilds, for example, share interests and view the other regroupings of its kind as healthy competitors rather than enemies which must be dealt with or eliminated. They even sometimes align their efforts with other trade groups, usually in order to acquire more wealth.

Likewise, guilds regrouping members of the same class, craft, or profession are rarely opposed to organizations including members of other classes, crafts, or professions. In fact, they usually understand the need for such associations and often cooperate. For example, a brotherhood of bankers could hire mercenaries from another organization to protect their assets. It could use thugs from a thieves' guild to ensure their payment terms are respected. And it could even cut a deal with a merchants' guild in order to use some of its caravan networks to move wealth from one city to another. If the ruling members of this banker's group were evil, the brotherhood could even hire assassins to eliminate opposing factions, prominent competitors, and any other poor soul getting in its way.

Generally speaking, members of different guilds usually have no quarrels with each other, unless of course their respective organizations are directly opposed to one another. In such instances, it is important for the DM and players to find reasons to explain the PCs' unlikely association.



BRINGING DIFFERENT GUILDS TOGETHER

The most obvious reason to validate a dubious alliance is a common goal or interest, which should be shared by most characters in the adventuring band. This goal has nothing or very little to do with the agendas of each of the guilds to which the heroes belong. Instead, it is a personal aim all player characters can relate to. It can be as simple as a common interest in higher learning, the inclination to preserve and protect our natural surroundings, favoring the same brand of chocolate chip cookies, or the will to acquire wealth or power. It can be as trivial as a shared belief (be it religious, philosophical, or otherwise) or as ambitious as the intention of ridding the world of the evil roaming orc tribes assailing the northland kingdoms (the Arcane Order of the Mithril Star [page 75] frequently hires and supports adventuring groups to aid against an evil threat). It can be as simple as stating all characters in the group have taken a blood oath and sworn loyalty to each other or as complex as the intention to uncover a specific mystery predating historical record. The more elaborate the purpose — and the more intrinsically linked to the campaign it is — the more believable it will be and the more often the PCs can turn to it to help resolve any possible conflict of interests.

Another reason characters of dissimilar organizations may have to associate amongst each other is out of a fear of persecution. A witch mistrusted by the local populace, for instance, could align herself with a ranger falsely accused of murder, a known pickpocket of questionable honor, and a slave who recently escaped the bonds of her former master. This group may even join the cause of a good cleric or paladin who decided to trust them at their word rather than judge them by their reputation. Such a group could work, regardless of different alignments, personal ambitions, and the various goals of their respective guilds. Of course, not all character backgrounds need to be as shady or dramatic as those illustrated here.

Sometimes, persecution comes from events presented in the course of an adventure or the campaign itself — especially when chaos strikes the land.

Sometimes, characters have no choice but to cooperate with one other. The need to survive is usually an effective way of bringing a bunch of dissimilar people together. Unless the members of the adventuring party are in constant danger, face death on a daily basis, and are stuck in a world where they can't trust anyone but their companions, however, this reason is often not sufficient to keep a group of totally different characters united. But with a pinch of uncertainty, a dash of mortal dread, and a slice of impending doom to bring out the wonderful flavors of paranoia, cooperation can be obtained from a group of the strangest bedfellows.

While defining character backgrounds, it is easy to establish links or connections between the characters. One could be a lawful good paladin belonging to an organization bent on ridding the world of evil and have a brother who joined the evil clerical order of the sworn enemy of his faith. The brothers would not necessarily try to kill each other every time they meet. This could mean interesting drama, especially if they were forced to work together. Perhaps because the paladin swore to his dying father, promising he would protect his sibling, no matter what; because they are both searching for answers and hope to find them in a long lost mausoleum (but may take a lifetime to uncover); or because as orphans they needed each other to survive and still live under the illusion (or reality) that they rely on one another still.

Finally, characters associate with each other because of similar personalities. This more subtle approach needs to be more delicately handled, but players working together to make a campaign work can easily pull it off. As it is often the case in real life, a character sometimes inexplicably enjoys another's company, even if he seems totally different on the outside and shares no interests and goals with his friend.

Naturally, in order to achieve any sort of cohesion from a group of highly different characters — especially ones who belong to diametrically opposed groups or factions — a DM needs the cooperation of his players. So the best advice here is to use common sense and remember this golden rule: The role-playing experience should be enjoyed by all who partakes in it.

ADVENTURE EXAMPLES

Following are specific ideas designed to help DMs run adventure scenarios with player characters belonging to different guilds. These basic scenarios allow DMs to include the involvement of any guilds his player characters may be involved with, along with allied or enemy organizations. The location in which these adventures take place can easily fit anywhere in any campaign world. DMs should feel free to elaborate on these basic scenarios, modify them to better suit their campaign style, and design some ideas of their own.

AN EVENING AT THE RUSTY ANCHOR

The Rusty Anchor is a large tavern situated near the docks of one of the most important port cities in the kingdom. Seamen, fishermen, traders, longshoremen, pirates, and all sorts of people working on the ocean (or in a profession closely related to it) meet here to do business. Because of this, members of various trade guilds, as well as those who may want to arrange transportation, can also be found at the Rusty Anchor.

Giontas, the proprietor of the establishment, owes a large amount of gold to the local moneylenders' guild, which he used to pay for major repairs done to the Anchor after a drunken pirates' crew put his tavern on fire, a year ago to the day. Giontas' payment is now due in full, but he can't afford to pay it because his former business partner, a human named Darvan Harke, stole most of the savings and disappeared several months ago. Unbeknownst to Giontas, Darvan joined a local thieves' guild, which cut a deal with the Darvan in order to put the Anchor out of business. The thieves also hired the pirates' crew, which failed to completely burn down the tavern. They want to take over the Rusty Anchor because of all the trading and dealings going on there (and hope to purchase the establishment once the moneylenders own it). The moneylenders' guild, however, knows nothing of this.

The adventure begins with thugs from a mercenary's association (working for the moneylenders' guild) entering the tavern to collect Giontas' payment. The PCs witness the confrontation between the proprietor and the collectors, and learn Giontas has forty-eight hours to find a large sum of money or he will be forced to turn over his business to the moneylenders. Desperate, Giontas asks the

heroes to help. It is up to them to locate Darvan Harke, pull a confession out of him, and expose the thieves' guild's agenda in order to satisfy the moneylenders so they agree to let Giontas' operation continue. One of the pirates responsible for the fire is at the Rusty Anchor when all this takes place; Giontas does not recognize him since he now hides behind a thick black beard. If the PCs interrogate him, they learn that the crew to which he used to belong was paid to start a brawl and put the establishment on fire. What this retired pirate doesn't know, however, is that they were paid by the local thieves' guild. Darvan, for his part, now runs an illegal drug operation for the unlawful guild on the other side of the city. He works at night and has many bodyguards assigned to him, but PCs searching for Darvan can eventually get to him.

If some of the heroes are part of a moneylenders' or mercenaries' guild, these guilds are involved in the adventure. If some are part of a thieves' guild, the villainous consortium presented here should be a direct competitor of the organization to which the PCs belong. If some are part of a trade guilds or an association benefiting from the bounties of the seas, it should be obvious to the PCs that such a group would be better off with the Rusty Anchor owned by Giontas rather than run by members of a contemptuous thieves' guild.

ASSASSINATION ATTEMPT

Former members of a major organization want to put their old guildsmen in trouble. These rogue members have been expelled from the guild because of their lack of morals and ethics as well as their inability to work within the norms and regulations of the group. Now, they want revenge. Because one of the PCs belongs to a guild in direct competition of their former association, these rogue guildsmen believe they can begin a war between the two groups — if they assassinate the PC in question.

The adventure opens with a meeting between the PCs and a small group of these rogue guildsmen, which takes place in a public setting (the town's center, an open market, an inn, etc.). The villains quickly insult the PC belonging to an enemy faction of their former guild. Battle may ensue, but the villains retreat quickly, openly vowing revenge in the name of their former organization.

Later, while the heroes are still in a public place, the villains use ranged weapons with poisoned projectiles (which hold the mark of their former guild) to assassinate the targeted PC. If they fail in their attempt or are spotted, they retreat again. During the third encounter with the heroes, however, the villains charge them while chanting praises to honor their former guild, making everyone believe the organization in question is responsible for these unprovoked attacks on the PCs.

It is up to the heroes to take care of these would-be assassins and uncover the truth behind their identities before the guild to which the targeted PC belongs declares war on the other.

COOPERATION

An organization sworn to protect nature is forced to align its effort with an evil wizard who defiled the land for many years in order to put a stop to a greater threat. Because one of the heroes belongs to this organization, is dedicated to the natural balance, or is a member of an allied group, a prominent member of the guild, an old human druid named Varkalis, approaches the PCs and reveals to them that a great demon was unleashed upon the land. If the fiend isn't stopped soon, little will remain of the great wilderness he is sworn to protect.

From Varkalis, the PCs also learn that Morgal, an evil wizard living in a tower amidst the forest, offered his help. Although Morgal is usually considered an enemy of the group — because of his blatant disregard for nature and his overt sacrificing of the land around his secluded lair —, Varkalis believes the wizard may be able to help the adventurers put a stop to the demon's menace.

The wizard, although not responsible for summoning the demon in the first place, plans to bind the fiend to his will in order to get rid of the group to which Varkalis belongs. Unbeknownst to Morgal or Varkalis, however, is the fact that it is Kavillia, a half-elf woman sworn to protect nature (and a member of Varkalis' organization), who summoned the creature.

The PCs' only hope to defeat the demon is to align their efforts with Morgal, who owns an artifact enabling him to control creatures of its kind. The heroes must capture the demon and ensure it doesn't fall under Morgal's spell. In doing so, they also uncover Kavillia's involvement and, in a final showdown, must destroy her and the demon.

URBAN ADVENTURING

Adventures set in large towns and cities are ideal for reminding PCs of their association with certain guilds, since many groups have safe houses in most important communities (with the exception of those centered in the wilderness, of course). Such adventures are also the most easily modified since it is not difficult to imagine a member of one's own guild — or a competitor — involved in the events presented in such scenarios.

This does not mean all adventures where guilds are involved should take place in an urban setting. On the contrary, there are a number of reasons why an organization would be interested in specific dungeon delving or even wilderness adventuring: a prominent historians' guild interested in uncovering a long lost artifact to prove their contested theories concerning the fall of an ancient empire; or a well-organized apothecaries' guild wishing to

insure the balance is maintained in a forest where trolls are ravaging the land. These organizations could pull their resources together with adventuring companies willing to explore the far reaches of the earth, or a druidic circle dedicated to the protection of nature, even if their headquarters are based in urban locations.

MODIFYING STANDARD ADVENTURES

In order to make the players feel their character's membership in a guild is meaningful and has an impact on the campaign, it is important to remind them that their association with the organization bestows some advantages, but also that it sometimes comes with a price. Among the hundreds of published adventures available on the market, most can be easily modified to include the implication of a guild or two. This can be done with a minimum of effort and imagination and all a DM has to remember is which guilds the PCs belong to and which others are allied or opposed to it.

To modify an adventure, the DM could include the involvement of a guild one of the PCs belong to, a competing organization, or a group becoming the adventuring party's friend or foe. The guild in question could hire the PCs (instead of whichever NPC hires them in the original scenario), work from the shadows to make the heroes unknowingly act on their behalf, or try to hamper the adventurer's progress (in other words, act as the real arch enemy of the adventure).

The guild could also have little to do with the actual events presented in the adventure, but could have a base of operations or a safe house in the vicinity. This could mean a PC may want to pay a visit to his fellow guildsmen, try to uncover information on a competing organization, or be assailed by a group of thugs who hate all members of the guild to which he belongs.

It is important to ensure characters do not feel like mere puppets run by their guildmasters, even in a campaign centered on guilds and guilds' memberships — unless of course the DM has a good reason to make them feel this way (such as a guildmaster gone bad or one who was replaced by a doppelganger). However, making PCs (and ultimately the players) feel their membership into a guild has significant impact on the campaign is extremely rewarding for everyone.

MAINTAINING

A PC-OPERATED GUILD

Within this book the DM is given the tools to create and populate any guild of his own design. With just a little work at the Guild Description Sheet, nearly any type of order or guild imaginable is an easy part of adventure and

world design. However, many of the ideas and rules are also perfectly ready for use by the player characters, and in that vein it's worthwhile to give the DM some advice on maintaining the campaign with such a powerful obstacle. Obviously the first step is to stop looking at it as an obstacle and approach it as a unique opportunity and challenge. With just a small twist here and there in the storylines, your adventures can take on an even greater personality and move more towards the player's desires than a regular campaign ever could.

Keep in mind during this section that much of the advice is levied at a DM who wishes to keep the elements of exploration, high adventure and danger part of his game. If the PCs all wish to engage in a social campaign where they are all happy with their individual guilds and the allies and enemies this brings, then you have no problem (refer to the Social Campaign section).

Some of the common pitfalls DMs perceive to plague campaigns involving guilds are the following:

- If the PC's own a guild won't they be prone to sitting around delegating duties and collecting the dues instead of seeking adventure?
- If an adventure I've designed for the campaign isn't of interest to the guild might they not simply ignore it or pass the tip on to someone less "busy"?
- Won't I have to base the group's adventures in the same location, as their guildhouse likely isn't going to travel with them?

Enterprising DM's of course look at that list and grin with delight; a whole new avenue of adventure awaits such a 'debilitated' party. Here are the basic situations a campaign may find itself in with PC-run guild houses:

- The PC's are all guildmasters of the same guild. This situation is unique but can be highly desirable. This might be an adventurer's guild that caters to all the professions, or it could be an interest guild, such as a historian's guild if the party was originally formed to search for ancient artifacts to return their current kingdom to the glory of yesteryear. This is handy for a number of reasons. First, the PCs already have a common interest. Second, such a guild operates under the assumption that there are multiple guildmasters meaning that a couple of NPCs could be part of that hierarchy too, which would occasionally free up the PCs to follow adventure leads.
- A few PCs are, or a single PC is, guildmaster of a guild while others are not. This could be more problematic but is a much more common situation. Of a group of four say the fighter joins a warrior's order and the wizard decides to start his own spellcaster's order. The rogue always works alone and shuns such operations and the

ranger wants to avoid the city all together where the guilds are located. In this type of situation, the fighter already has lots of in-guild reasons to go out and explore the world (discussed elsewhere in this book). The PC who owns or runs a guild must have a delegate.

PC-run guilds, simply, should operate under the assumption a PC's direct control is not necessary for day-to-day operations of said guild. Here are some creative ways to explain this:

- The PC is a behind-the-scenes leader. He founded the guild but allows someone else to maintain the illusion that they have done all the work. This can be extremely useful especially if the guild isn't law abiding or could come under assassination attempts from dangerous rivals. It also keeps the PC's enemies from specifically targeting the guild if they have no idea he has any connection with it.
- The PC is the guildmaster but allows daily operations to be run by high-ranking members. Perhaps in such a situation the PC breaks down the vital operations of his guild into four parts. He assigns the four highest-ranking members to oversee these operations, trusting them to work together and to save any difficult or key decisions for the next time they meet with the PC guildmaster.
- Rotating guildmasters. So a guild doesn't go stagnant, perhaps the PC goes in with others of similar interest, and in quarterly cycles each assumes command of the guild as master, supporting the other's ideals while holding the position, but also using that time as a chance to indulge his own interests or plans for the guild.

Again, each of these situations can make for a campaign easily incorporating a guild into play. So what about the PC's comrades in arms who do not wish to run a guild or have no other interest? There are plenty of ways to handle this too.

ALL IN THE FAMILY

If a PC has no direct interest in guild adventuring, then perhaps another PC can involve him with a common interest. A ranger PC could be appointed the guard liaison to the armed escorts that ride with another player's merchant guild members. He could give the guardsmen directions and keep intelligence on the surrounding terrain and territories to help out. A cleric of the god of knowledge might be appointed by the wizard's guild as master researcher, helping the guild track down rare creatures or bits of lore to help in spellcraft. A PC who runs a warrior's order might have lots of competition, some of it dangerous, and he appoints the party's rogue as a spy against the other guilds to always stay one step

ahead. This doesn't solve the problem of keeping high adventure in the campaign, but it does give a plausible and realistic reason why all members of a party would have something to do when a PC who owns a guild spends some game time "checking in" with his operation.

BRING THE ADVENTURE HOME

In this case, the DM is less interested in taking the PCs away from their guilds, and instead fully embraces the situation. With that in mind there are plenty of adventures that can be brought to the players, not the other way around. At its most basic this involves taking turns. Different PCs frequently become catalysts for different adventures already: the elf's woods are under attack and

HOW CAN FOUR ADVENTURERS TAKE ON AN ENTIRE GUILD?

There are many ways a group of adventurers may want to take on a guild. As a campaign develops, many possibilities or opportunities can arise, and cunning PCs may want to take advantage of them. The easiest way of taking on a guild, which is to gradually prove oneself in order to climb in its ranks, is also the longest. It can take a person a lifetime to become guildmaster or be admitted to some other high-ranking position within the guild, but great heroes usually climb the hierarchical ladder much faster.

Sometimes, heroes may want to overthrow the leadership of their organization because they deem it incompetent, unjust, or weak. In such instances, PCs who are members of such a guild may be able to draw sympathy and support from some of their fellow guildsmen. They may even be able to force an election that could potentially overthrow the current leaders of the guild, or perhaps start a revolution allowing them to take control of it using deception or force.

Similarly, adventuring heroes may want to put an end to an entire organization, either because it is stirring great trouble in the land or because it constantly hampers the PCs' own plans. A guild which has become a nemesis to the heroes can be a particularly tempting target. When a group of PCs want to take on an entire enemy's organization by themselves, they can usually accomplish their goal by taking care of the leaders of the group in question. These leaders and their henchmen may be hard to defeat, however, and it may take an adventuring party many months to infiltrate a particular guild in order to meet and dispose of their leading members. Some PCs may prefer to use disguise and deception, gradually gaining the confidence of their enemy; others may rather use brute force and storm their nemesis' headquarters by force. Whatever the method, a small group of cunning and resourceful heroes is often enough to dispose of an organization... But they better make sure they leave no survivors behind...

the others come to help, the cleric's faith is damaged by blasphemers and his friends rally to the cause, etc. This is all based off of camaraderie and friendship. So, when a PC's own guild has an adventure need, his friends come along and help him out because everyone gets their fair share. Here are some adventures that can befall a PC guildmaster that could easily involve his friends.

- The party's guild turns against him. While away on adventure, his appointed "puppet guildmaster" manages to take complete control and gain different financial backing other than the PC and assumes full control of the guild. The PC must pull out his own floor plans and prepare a daring assault with his adventuring friends... on his own guild!
- A PC guildmaster stumbles on a specific adventure of great import to his guild, and rallies his friends to the cause. This is basic; it's simply a small extension of any PC coming across information leading to an adventure that can involve the other characters.
- One of the PC's appointed guildsmen is actually a spy, and the other non-guild players find this out. How do they approach the PC to tell them his trusted appointee may be a foe? Do they have proof? Will the PC guildmaster think his friends are simply jealous of his position? Even better, what if the PC then sets out with his friends to bring out the proof that the accusations against the spy are real?
- Any adventure that takes place in a city already has some impact on a guild. A guild has an interest to protect its territory and so should sit up and pay attention to any threat which endangers its own home town or its members.

TAILORING ADVENTURES

Nearly any adventure could be tweaked just a bit by any DM, practically on the fly, to fit a guild's interest. Taking the adventure hook and adding a bit of exposition to explain a guild's interest is possible with all the cliché one finds in adventures.

- A kidnap plot could easily involve one of the PC's guildsmen who had left on a diplomatic mission.
- A new monster plaguing a territory could interfere with a merchant guild that needs to get supplies through that area, with an explorers' guild that sees the monster as a danger to the other travelers, or a woodsmen's guild that must rid the area of an unnatural beast.
- A quest for an artifact or item could involve a religious guild due to its high standing with the church, a historians' guild because the item is priceless, or a wizards' guild simply for the prestige that comes of studying it before turning it back over to the rightful owner (if any).
- Any plot specifically targeting a PC archetype in your

WHO TO STAT

When running a campaign involving guilds, some DMs may feel compelled to generate stats for all major NPCs. Others may think the task a tedious one, or simply feel overwhelmed and unable to decide which NPC requires stats and which doesn't.

Generally, minimalist stat blocks are often enough. NPCs who become important allies or enemies, on the other hand, may benefit from having a full set of stats, since attack bonuses, saves, skill check modifiers, relevant feats, and special abilities can become important during the course of the campaign. Whenever a player character encounters such a NPC, the DM can simply pull out a stat sheet and have all the required information. Most of these NPCs, however, can be built by using the standard NPC rules as presented in the *Dungeon Master's Guide* or use any of the various NPC guildsmen therein as well as those created specifically for this book.

group could be expanded a bit to target the PC's guild instead, be it a rival guildmaster, a spurned apprentice, or a fair merchant punished by the guild for operating with it's territory.

- Any adventure where an authority figure needs adventurers could simply involve the guild instead. If a king needs a strong mercenary force to slay a dragon, spy on the enemy advances or find a lost artifact to secure his right to rule, surely he would approach an entire fighters' guild, explorers' guild or wizards' guild (respectively) rather than a simple band of adventurers!

TRUCES AND GOODWILL

Even if a few characters run guilds and others do not, it's more than likely this can only help fuel a campaign rather than hamper it. In essence if a DM simply looks at the guild as an extension of the character then any manner of adventures are easily explained. Perhaps guilds must work together. A PC guildmaster of a rangers' order approaches the PC guildmaster of a warriors' order if there's a dangerous threat to be vanquished. A merchants' guild is asked by the wizard's order to transport and oversee protection of many rare scrolls and tomes en route to a library in a far away city. A cleric's guild could even approach a spy or rogue order to ask them to help uncover the headquarters of an evil cult operating somewhere in the city. In this case the guilds are becoming not dependent on each other but simply leaning on each other for strength and common interest, and employment.

SIMPLIFIED BOOKKEEPING

In this section, we present a quick and simplified answer to the PC's inevitable question "how did my guild fare last month?"

If a player is interested in becoming a guild leader and the DM allows it, but doesn't want to be bothered with the constant questions and upkeep, if the rest of the group isn't into it, then the following chart can be used when a PC "checks in" either with a personal visit, through carrier pigeon or some magic means of communication. There should be no modifiers to this die roll, with the exception of a +2 synergy bonus for 5 ranks or more in diplomacy, and another +2 synergy bonus for 5 ranks or more in knowledge (guild). In the following table, "operations" refers to the DM's choice of membership, profitability, or general interests.

1d20 Monthly Guild Operations

1-2	Guild suffers a setback of operations. The decrease is 25%.
3-4	Guild suffers a setback of operations. The decrease is 15%.
5-6	Guild suffers a setback of operations. The decrease is 5%.
7-8	Extraordinary circumstances decrease guild operations (see the <i>100 guild adventures</i> section on page 155).
9-12	Guild operates normally, meeting membership expectations and maintaining a balance with expenses and profitability while maintaining its interest.
13-14	Extraordinary circumstances increase guild operations (see the <i>100 guild adventures</i> section on page 155).
15-16	Guild enjoys an increase of operations. The increase is 5%.
17-18	Guild enjoys an increase of operations. The increase is 15%.
19-20	Guild enjoys an increase of operations. The increase is 25%.

DM's are then required to come up with possible reasons a certain happenstance has befallen a guild. Perhaps it's something out of the PC's hands or a situation that could have been prevented with a more direct hand in the operation. The following charts help provide or inspire a reason for the guild's increased or decreased operations. These die rolls have no modifiers.

1d20 Guild Operations Affected

1-6	Membership
7-13	Profitability
14-20	Overall Interest

1d20 Membership Increase Reason

1-6	Influx of settlers to the area (general increase of population).
7-12	The trade or interest of the guild becomes synonymous with the community's in general.
13-17	A guild in a nearby city or community closed down or suffered collapse and its members are coming to join a similar, steady guild.
18-20	External interest in the guild's operations are up, and a membership drive touting the interests got the attention of many young, ambitious people.

1d20 1-4	Profitability/General Interest Increase Reason The guild's interest meet the local authority's or rulers and a large order comes in.
5-10	A war or tragedy in a nearby land or just a general rise in demand increases the need for the guild's products or services.
11-17	A rival guild is troubled or suffering great setbacks and the PC's guild becomes the favorite for its services.
18-20	A mysterious benefactor or guild member makes an increased donation or does extra work promoting the guild to show up rivals or increase his standing within the guild.
1d20 1-6	Membership Decrease Reason A rival guild offers a better overall membership deal.
7-9	A large or extended noble family with many members in the guild.
10-14	Propaganda from another guild makes belonging to the PC's guild look unfavorable.
15-20	Area taxes on the guild's operations are too high, membership benefits are lacking, or overall morale is falling.
1d20 1-4	Profitability/General Interest Decrease Reason A rival guild is making a superior product or offering better services.
5-10	Overall economy is suffering and purchases in general are down.
11-16	The guild's products or services are not of immediate use to the community whose interests lay elsewhere.
17-20	Members are suspected of selling out to rivals.

Example: Moondown of the diviners' guild returns from a dungeon adventure and asks of the activities of her guild. The DM rolls on the Monthly Guild Operations chart and gets a 5 (a 5% decrease in operations). When Moon asks which part, the DM rolls on the Guild Operations Affected chart and gets a 4 (overall interest). When Moondown inquires as to why this is, the DM rolls on the Profitability/General Interest Decrease Reason chart and gets a 1 (a rival guild is making a superior product or offering better services). The DM decides that a spy network called the Order of Information is supplying the needs of the local merchants' guild with all the info about upcoming shipments from various port cities... merchants who used to pay more to the diviners' guild for similar information.

FANTASY CURRENCY

Coins

When the average commoner hears the word currency, he thinks of coins. Coins are the basic unit for measuring wealth and the value of items, and assigning an item a cost in terms of coins allows people to exchange goods and services in a straightforward way. For the sake of simplicity, the d20 system assumes that all coins of the same type have the

same value, and that coins from one land are always accepted in another land. This does not have to be the case.

In fact, the coins minted by one land or guild are different from the same coins in another land. Not all gold pieces must be small disks of uniform size, and a merchant has to be careful when accepting coins as payment because they aren't all the same. As a result, orders that regularly accept coins as payment keep knowledgeable moneychangers on retainer. These men know the real value of coins from many lands and guilds, and an adventurer who thinks he's hit the mother lode may be in for a serious letdown when he goes to pay for the guild's services with coins worth far less than he thought.

For example, not only does each country and city-state mint its own coins, guilds that are large and wealthy enough to afford it also do. Guilds typically make their coins quite different from the lands they inhabit to avoid any confusion, creating coins of different sizes and shapes, though one of their coins always conforms to generally accepted weights unless it specifies otherwise. In fact, a guild weighs its coins so scrupulously that its currency is at least acceptable as payment as the coin of the realm, if not more so.

Coins are not made purely of the metal for which they are named. Most precious metals are far too soft to make effective coins, and are thus alloyed with baser metals. The problem with this is that a talented forger can create a gold piece that looks, feels and weighs the same as the real thing, but contains just enough gold for color. In response to this possibility, wealthy guilds employ professional metallurgists to spot-check any large quantity of coins that they receive in transactions.

An unfamiliar coin, even one from a reputable order or a sovereign nation, faces a great deal of scrutiny from knowledgeable merchants. It is a simple matter to shave a coin slightly to steal a bit of its precious metal (commonly called clipping).

While clipping off $\frac{1}{25}$ of a gold piece or adding 4 percent more base metal to it means almost nothing for that individual coin's value, it has an enormous impact when the coin is measured in bulk. For example, clipping the aforementioned $\frac{1}{25}$ off of each coin in a sack of 10,000 gp costs a careless merchant 400 gp.

The key thing to look for on guild-produced coins is a guild mark, stamped onto the face of the coin and part of whatever design the guild uses on its currency. This mark tells the person receiving the coins that the guild certifies their value and quality. The stamps that create these small symbols are closely guarded by the guilds and are designed to be difficult to forge (See the sidebar on the next page). Coins allegedly from a guild that do not have a guild mark invite close scrutiny at best, outright suspicion at worst.

TABLE 5-1: RELATIVE VALUE OF ONE POUND METAL BARS

Metal Bars	Value
Adamantine	1,000 gp
Aluminum	5 sp
Brass	7 sp
Bronze	8 sp
Copper	5 sp
Gold	50 gp
Iron	1 sp
Lead	1 sp
Mithral	500 gp
Nickel	3 gp
Platinum	500 gp
Silver	5 gp
Tin	1 gp
Zinc	2 sp

WRITS

There are times when performing a transaction in either currency or commodities is out of the question, whether because of the distance between the parties or the scope of the transaction or some other factor. In this case, rather than deal with an enormous bulk of goods, writs of payment are exchanged between the parties in question. A writ is a promise of payment, and the holder of the writ may exchange it for the amount indicated on it at his leisure.

The fact that a writ is often presented in lieu of a large pile of gold coins or bars of silver means that cashing it out in one lump sum may never be convenient for one or both of the parties to the writ. So writs allow for the recipient to receive a stream of payments over time, rather than one great big bag of gold. That is, a writ for 10,000 gp may be payable in 100 monthly installments of 100 gp, or slightly more if the payee expects to receive interest for waiting to receive all his money. Such a writ has a mechanism in its design to keep track of each payment made, either by tearing off a small section of the writ or punching a hole in it.

Writs of this nature are also favored in transactions between guilds where the payee organization is not interested in accepting the indebted guild's commodity as payment. For example, a guild of arcanists that rides a farmers' guild's crop of rampant vermin has little use for 30 bushels of rutabagas. But the farmers' guild is unlikely to have the money on hand to pay the arcanists their fee, so instead gives them a promissory writ and pays for their services in installments.

OTHER COMMONLY TRADED COMMODITIES

Base and precious metals are not the only items used as payment among guilds. Anything of value the parties agree upon eventually finds its way to the bargaining table. The most difficult part in such negotiations is deciding how much one thing, such as ten head of cattle, is worth in relation to another, such as an acre of arable land. The other problem is that while these things have

BARS AND INGOTS

Given coins' bulkiness and vulnerability to underhanded practices, guilds prefer other forms of payment, especially for large transactions. Instead of coins, most organizations and merchants accept bars of metal ranging from iron to adamantite as payment.

All metal bars produced by a guild are stamped with a guild mark, similar to their coins. The mark is a guarantee of the bar's size, weight, and purity. Currency bar marks are even more difficult to copy than coin marks; guilds employ only the absolute finest master craftsmen to create a guild mark for their metal bars. Creating and copying the guild mark of a currency bar requires the same procedure as the process for coins (see the sidebar on page XX). If word spreads that a guild's bars are unreliable or there are numerous forgeries being spread about, that organization finds its customers exiting rapidly.

Metal ingots are not invulnerable to tampering. A bar of gold with a properly measured lead center is nearly indistinguishable from the real thing, even to the most well trained eye. Of course, the ruse only causes an actual loss to the person that chooses to melt the bar down and use the gold for some other purpose.

The PHB, Chapter 7, Wealth and Money section gives a few examples of how much a one pound bar of pure metal costs. Table 5-1 expands on that list, adding a number of other precious and base metals often traded by guilds.

undeniable value, how useful and portable they are becomes a serious problem, particularly when adventurers get involved.

Some of the most commonly traded items, and how their use affects an adventuring party, include the following:

LIVESTOCK AND PRODUCE

Guilds from pastoral areas, such as farmers and herders, have much of their wealth tied into their crops and herds. It is rare for them to have much in the way of cash on hand at any given time, save for just after returning from an auction or other sale. As a result, they prefer to pay for services with a small flock of sheep or several bushels of corn, if possible.

When dealing with adventurers, these guilds do not mention exactly how they intend to pay for agreed upon services. If an adventuring party does not get the form of payment specified in its contract, it can find itself having to keep a prized stud bull worth 1,000 gp alive long enough to get it to market to sell. As long as the bull fetches the contract price, the adventurers have little legal recourse against the guild with which they entered into the contract.

NEW USES FOR OLD SKILLS

Craft (metal sculpting) (Int)

Normal Use: You can practice your trade and make a decent living, earning about half your check in gold pieces per week of dedicated work.

New Use: Appraise Guild Mark. You can determine if a guild mark is genuine or not. The DC of the check is equal to 20 + the difference between the result of the Craft check to create the mark and the result of the Craft check to copy it. The examiner gets bonuses or penalties as described in the table below.

Condition	Examiner's Check Modifier
Coin unknown to examiner	-2
Coin somewhat known to examiner	+0
Coin familiar to examiner	+2
Examiner only casually looks at coin	-2

Retry: No.

Special: If you have 5 or more ranks in the Appraise skill, you get a +2 synergy bonus to this check. If you have 5 or more ranks in the Forgery skill, you get a +2 synergy bonus to this check. These bonuses stack.

For example, if the Craft check result of creating guild mark is 27, and the Craft check result to forge the mark is 31, the DC to spot the forgery is 24. If another craftsman copies the same guild mark, and his Craft check result to forge the mark is 21, the DC to spot the forgery is 14.

This method of making works of art, copying them, and spotting the copies could be applied to any items created with a Craft skill, from jewelry to legendary magic swords.

New Use: Copy Guild Mark. You can copy a guild mark created by another metal sculptor. Copying the mark requires one week's time, at the end of which the DM makes the Craft check so you do not necessarily know if you created a convincing copy. The difference between the Craft check to make the mark and the Craft check to copy it sets the DC for spotting the forgery (see below).

Retry: You may not retry the check to determine the quality of a forgery.

Special: If you have 5 or more ranks in the Forgery skill, you get a +2 synergy bonus on the Craft check to copy another sculptors' guild mark.

New Use: Create Guild Mark. You can create a guild mark, a distinctive part of the face of a coin denoting the coin's origin. The result of the Craft check sets the DC for any other sculptor attempting to copy it. Creating the mark requires one week's time, at the end of which the DM makes the Craft check so you do not necessarily know how difficult copying the mark is.

Retry: Yes, but you must start the creation process over from the beginning, and all the materials must be replaced.

GEMS AND JEWELRY

Most merchants and guildsmen accept gems and jewelry as payment when coins and the like are impractical. A single diamond the size of a dwarf's fist is worth a backpack full of gold pieces, and these people know it. Guilds of gemcutters and jewelry makers insist on paying in gems and jewelry, because they have most likely paid far less than the actual value of the items they are offering. It is an enormously profitable way to do business, and since adventurers tend to prefer portable wealth, it profits both parties.

When an adventuring party accepts gems or jewelry as payment, it assumes risks not commonly considered a problem with a bag of gold. First, gems are fragile. While rubies and diamonds are among the hardest materials known, they are susceptible to being crushed by the kinds of blunt force trauma adventures face every day. Second, there is no guarantee that the group can sell the items for their actual value. It depends on whether a given merchant from whom they need services is willing to accept their full value as payment, and if local economic trends reduce their value. A country at war with a neighboring orc nation and suffering from a drought has less of a market for a handful of sapphires than one in the midst of a renaissance of peace and prosperity.

PROPERTY

Property always has value, and wealthy guilds purchase land and buildings as one way of protecting their wealth. It is rare that a guild is willing to part with one of their holdings, but there are occasions when a service they require is too large to make other forms of payment feasible, or the land in question is no longer useful to the guild.

When negotiating with adventurers who have already had successful careers, a guild may dangle a piece of land in front of them as payment. If the land in question has a small keep or other defensible structure, it is even more appealing to adventurers, who may accept it without probing any further into their good fortune. And if monsters the guild has been unable to evict occupy the keep, it doesn't reduce the land's value in the strictest sense. It just means the new owners have the problem, and the guild has rid itself of a problematic holding.

ART

Guilds that need to keep up appearances, such as merchants' guilds, collect sculptures, tapestries, and other items over the course of their existence. These objects d'art decorate a guildhall and give a visitor a sense of the power and prestige of the guild. They are also another way for a guild to diversify where it stores its wealth, and can act as a reserve of funds for emergencies.

If a member of an adventuring party has a reputation for fine tastes, a guild may offer one of its art objects as part of the group's payment. A guild may offer an object of greater value than the money the party is looking for, if it is in dire straits, as well. The problems inherent in accepting such works are the same as the ones in accepting gems and jewelry, though art objects are likely to be even more fragile than those items.

MAGIC

When the tables are turned, and adventurers need a guild's assistance rather than the other way around, the guild nearly always presses for payment in magic items. The myth of adventurers nearly dripping with magic is common, and most guilds would rather get their hands on something a little out of the ordinary than settle for a sack of gold. The idea of trading magic items for something mundane is appalling to adventuring companies, but a guild pushes hard to gain such items from adventurers if it has enough leverage, if for no other reason than it gives them a good bargaining chip for the next time it needs an adventurer's services.



NEW USES FOR OLD SKILLS CONTINUED

New Use: Forge Guild Mark. With a Craft check DC 20, you can determine the Craft DC required for a forger to copy the guild mark. You can only do this for marks created by other sculptors.

Retry: No

Special: If you have 5 or more ranks in the Appraise skill, you get a +2 synergy bonus on the Craft check to determine how difficult a mark is to copy.

Only arcanist guilds are likely to pay for goods or services with magic. Similar to any other guild, it is cheaper for them to offer goods they create than to pay in money. Since adventurers can always use extra magic, this arrangement is beneficial to both parties. Other guilds only offer magic as payment if they are desperate.

FANTASY ECONOMICS MADE EASY

The core d20 rules assume that all goods and services cost the same across an entire game world; a longsword and a set of full plate put a fighter back the same amount of money from the desert to the ocean and throughout all points in between. In essence, the d20 system ignores the most fundamental precept of economics: supply and demand. No matter what the current social conditions, a longsword costs the same in one place as it does in another. This approach is the simplest and easiest way to handle a setting's economics. There's no need for haggling, concern about availability of materials, the current state of diplomatic relations between the nation where the purchase is taking place and the one where the coins being exchanged from were minted, or other outside forces that might influence the transaction. There are no surprises awaiting a PC when he goes to a merchant's stall.

This method of handling the economics of a game world may not appeal to everyone. Some players enjoy the feeling that one land is different from another in such a fundamental way as how much things cost, and that there are forces at play in the world outside their sphere of influence that can affect them. The problem with this kind of depth is that it piles work onto an already busy DM's plate, and is not always feasible. The solution is to take the factors that impact the value of goods, services, and even currency and make some simple rules to cover the common contingencies.

WAR

From minor border skirmishes to full-scale conflicts, wars are a constant fact of life for the nations of a game world. Guilds offering the right goods and services stand to make a lot of money when nations go to war, and they jockey for favor with the ruling class to make sure their members benefit from the conflict. Martial and arcane

GRAVEDIGGERS' GUILD

It all started with a small family. A man, his wife, and two sons. Their names have been lost to time, but their legacy remains. Instilled with a sense of respect, piety, and reverence for the dead, their skills became known and in the end, highly regarded.

For a few coin, your loved-one would be taken to a safe place, cleaned, dressed, and buried. For a few coin more, a headstone was made. And for a few coin more, flowers and a member of any parish you liked would say a few words. Poor families could afford to have their loved ones buried well and rich people would be known for hiring the most sought after gravediggers in the realm.

The gravediggers had one rule. None could watch them prepare the bodies. The dead would be cleaned, dressed, and buried without anyone observing. Their integrity was their contract. As such, it would be inappropriate to question what was done with the bodies. Rumors flew, but their name was never tarnished.

They remained, for years, very popular and among the most important families in the city of their birth.

But success caught up with them. Everyone wanted the "Gravediggers" to care for the bodies of their kin. Eventually, the family had to expand, lest they turn away from their guiding principle: "Reverence for the dead. Reverence for the fallen. Each shepherd is my child. And each child, a shepherd." The crest of Gravediggers' guild is like no other.

Today, the Gravediggers' Guild exists in over 40 cities and the secrets of the original family are as sacred then, as they are now. The Guild goes to great lengths to keep their techniques a secret and to maintain the integrity and sanctity of the task. But, rumors persist and while every public official continues to support its cause, the Gravediggers' Guild must constantly assuage the fears of the populace and explain the sanctity of what they do cannot be undermined.

guilds hire out as mercenaries to swell the ranks of a country's troops. Smithing guilds put their members to work to meet the increased demand for weapons and armor, farming guilds have an army to feed and horse, and brewers have warriors' thirsts to slake.

The sale of some commodities suffers. Craftsmen who specialize in the finer things see their wares sitting on the shelves, gathering dust. Innkeepers have fewer visitors, although they do get an increase in drinkers. Even the market for precious metals takes a hit.

Coins from the losing country, however, do not usually lose their value. Assuming a gold piece from a conquered land is indeed made up of the proper amount of gold, it continues to be accepted as currency in other lands by most guilds and merchants. However, in the lands of the

conquered and the conqueror, things are different. The coins of the now defunct nation are usually outlawed, and many merchants will not accept them. The new government attempts to round up coins of the old realm to melt them down and re-mint them to suit the victorious nation. Attempts to pass the old coins as payment may even be considered treason.

DROUGHT AND FAMINE

Any guild that can bring water or food, including livestock, to a drought and famine stricken area finds a buyer. Price gouging in such times is less common than it is during wars, as it has a negative on the guild's image. Engaging in price gouging sometimes damages sales elsewhere as word spreads that a guild doesn't care about starving commoners.

The prices for alcohol and luxury items plummet. Weapons and armor also lose at least a bit of their market value, unless the area has hostile neighbors.

NATURAL DISASTERS

A natural disaster such as a hurricane or earthquake is a massive windfall for guilds that specialize in construction. Engineers, carpenters, masons, and other professionals of that nature become the most important people in the country following devastating disasters. Groups that deal in building materials like wood and stone also do very well, as do the laborer guilds that clean up the ruin nature leaves behind. Inns that avoided the damage wrought by nature do well, as travelers from other lands looking to take advantage of the local problems need housing, and the innkeepers think nothing of gouging those kinds of people.

Most other guilds find business drops off severely until the damage is repaired. Orders that are cognizant of their public image often pitch in any way they can to help rebuild the area.

PLAGUE

A nation stricken with plague puts all its resources towards saving its people. The all-encompassing despair that accompanies a widespread pestilence leaves little room for a guild to make a profit, unless it makes coffins, supplies gravediggers, or consists of healers. A healers' fraternity is treated with reverence in a plague-stricken land, as long as it shows it is able to deliver the land from the sickness. A guild that gives people hope and takes their money but fails to deliver had better beat a hasty retreat. Such a guild finds out quickly its members are not safe from those who remain healthy enough to tie a noose.

Guilds that cannot provide respite from the disease all but close up shop unless they provide some other important service. Basic craft associations stay open to

provide essential goods, and their prices remain level. All other groups slash prices and costs and hope to ride out the plague with their membership and money intact.

GOLD RUSH/DISCOVERY OF NATURAL RESOURCES

The discovery of a rich vein of gold or diamond mine throws open the doors of commerce to every guild within many leagues. Makers of mundane tools sell shovels and picks at massive markups. The prices of food, lodging, and spirits also skyrocket in the area immediately surrounding the mine, as a boomtown springs up. The sale of weapons spikes also, as prospectors need to protect their claims.

Luxury item prices take a temporary hit as the gems or metals flood the market, but that is only a short-term problem. The additional money from the mine eventually finds its way into the hands of the wealthy, and that market recovers quickly.

PROSPERITY/PEACE TREATY

A country at peace and in the midst of prosperous times has more citizens with disposable income than normal. Guilds that deal in gems, jewelry, and art objects find plenty of buyers for their wares, and as wealthy families compete for the biggest and best new thing, prices run up correspondingly. Foodservice, lodging, and spirits oriented guilds, especially high-end groups, see business increase as well.

Prosperous times are tough on guilds that specialize in the tools of war. While the core military and adventurers are still interested in buying weapons and armor, a larger portion of the nation's wealth is spent on the tools of peace instead.

The text on page 134 shows sample adjustments to prices and quantities for selected goods and services based on outside influences. It rewards players that take the time to consider how to maximize the profit from their mercenary activities. Some parties might be dismayed by the way the sapphire looted from a lich's tomb only brings half of what they thought it was worth. But others will see an opportunity, and enjoy the verisimilitude. They enjoy the idea of traveling with a cart full of weapons and armor looted from a group of bandits. They want to wait until they come to a war-torn land in desperate need of swords and shields to outfit its army and willing to pay a premium for them if need be. The chart in the sidebar is for those groups.

The sidebar on economic factors adds a level of complexity to fantasy economics that may be more than is needed for some games. Not every group wants to have to keep constant track of the weather patterns and political ups and downs of neighboring nations. There is a third alternative beyond taking the examples from the sidebar



and expanding on them and just assuming that every weaponsmith in every town charges the same amount of coin for a silver dagger.

For a simpler approach that still allows for economic fluctuations, roll a d6 for any goods the PCs are interested in purchasing. Compare the roll to the following chart:

Roll	Economic Fluctuations
1	-10%
2	-5%
3	0%
4	0%
5	+5%
6	+10%

Take the result from the chart and apply it to the desired goods. This is a quick way to give the players the idea that not all prices are the same. If the method works well, expand the table to use a larger die and accommodate more possible percentages, or phase in the more complicated method from the sidebar.

Many other factors besides the ones listed in this section affect local economies. Political change, monster incursions, new religions, and other social factors impact commodities and a guild's ability to make a profit. When the game world changes, think about what those changes mean to the value of things. If a country becomes a theocracy run by religious ascetics, inns and taverns are driven underground. Unless the entire country holds the views of the theocracy, the demand for bawdier forms of entertainment far exceeds the supply, and guilds of adventuring parties willing to skirt the law stand to make a killing. Apply similar logic to any major changes in a nation's socio-political landscape and the impact on a guild's or adventuring party's finances follow.

IMPACT OF MAJOR EVENTS ON LOCAL ECONOMIES

WAR

Weapons and Armor: The maximum amount of arms and armor a community normally buys increases by 5d10%.

Sellers charge d20% above the market price, while adventurers receive an additional 5d4% above the normal amount.

Food and spirits: The cost for food increases 3d4% on average. Spirits skyrocket by 5d6%. Adventurers looking to sell food or spirits receive an additional 2d6% above the normal amount.

Gems, jewelry, and art: The sales of such items go down drastically, and the maximum amount a community normally buys is reduced by 6d10%.

Sellers charge 3d6% below normal market price, and adventurers looking to sell gems and the like to dealers receive 4d8% below the normal amount.

Lodging: Rooms cost d10+5% less than normal to rent.
Drought and Famine

Spirits: The maximum amount a community normally buys reduces by 6d12%. The cost of buying spirits reduces by d10+10%, and selling spirits nets 5d6% less money than usual.

Gems, jewelry, and art: Luxury item sales drop even more than in times of war, and the maximum amount a community will spend is reduced by 4d20%.

Sellers charge 5d6% below normal market price, and adventurers looking to sell these items receive 5d8% below the normal amount.

Natural Disasters

Construction materials: Stone, wood, and base metals sell for an additional 2d10% after natural disasters. Adventurers with these commodities for sale receive an extra 3d4% above normal.

Laborers: A community pays laborers an additional 5% above normal, and pays for 20% more workers than normal.

Other commodities: Until repairs are complete, adventurers selling most other commodities receive 3d4% below the normal amount.

Plague

Non-essential commodities: The general sale price of non-essential commodities reduces d10+5%. Adventurers selling non-essential items receive 3d6% less money for goods than normal.

TABLE 5-2: SOCIAL STANDING TABLE

Title	Social Standing	Details
Serf	0	Average peasant
Wealthy	5	Especially wealthy families in a village
Skilled	5	Trained in some task — most adventures will fall into this category
Apprentice	5	Guild member
Clergy	10	A member of a religious order, which includes most clerics and monks
Journeyman	10	Guild member
Merchant	10	Not a guild member, but a successful merchant
Master Craftsman	15	Guild member
Master Wizard	15	Level 9+, usually
Guild master	20	Guild member
Knight	20	Knighted, but without a castle or lands
Landed Knight	25	A knight with holdings
Lord	30	Or another local noble
Archwizard	30	Level 15+ or advisor to the king
Bishop	30	Level 9+ cleric usually
Duke	40	Major noble
Archbishop	40	Level 15+ cleric usually
Prince	50	Or other close relatives of the King
King	60+	

A character cannot have a Reputation higher than 100.

GOLDRUSH/DISCOVERY OF NATURAL RESOURCES

Tools of the Trade: Picks, shovels, and similar items receive a huge markup of 5d12% above normal. A mining community buys 4d10% above the normal limit.

Arms and Armor: The maximum amount of arms and armor a community normally buys increases by 3d8%. Sellers charge d20% above the market price, while adventurers receive an additional 4d4% above the normal amount.

Luxury Items: The resource discovered loses 2d8% of its sale value for the first few weeks. Adventurers trying to sell anything similar to the resource receive 3d10% less than normal, until the market levels out.

Prosperity/Peace Treaty

Gems, jewelry, and art: The maximum amount people are willing to spend on luxury items increases 3d4%. The cost of purchasing these goods increases 2d12%, and adventurers selling such items receive 3d6% more than normal for them.

Food, lodging and spirits: Low-end establishments charge an additional d8% for their wares. High-end establishments charge 5d8% more than normal in the good times.

Adventurers selling low-end spirits don't receive any more money than usual, but selling high-end spirits or food items nets an additional 4d6% above normal.

Arms and Armor: The maximum amount of arms and armor a community normally buys decreases by 2d6%. Sellers charge d10% below the market price, while adventurers receive 3d6% below the normal amount.

References to prices assume a guild or merchant normally receives 100% of the price listed in the PHB for a given good. Add or subtract the indicated percentage to the normal price to determine the cost to a buyer.

The references to quantities refer to how much more a single individual in a town is willing to spend on that item, over and above the number given in the DMG, Chapter 4, "Generating Towns," as the GP Limit. This guideline is more likely to be a factor in smaller towns, but it is useful to consider. While the DMG assumes a

town would scrape together its entire ready cash to purchase a party's booty, this is highly unlikely. Using the GP Limit instead gives a good indication of how much of one particular commodity a town has a use for.

Most used items of the sort that adventurers normally take as booty from adventuring nets 50% of the PHB price. Add or subtract the indicated percentage to their normal payment. Apply this method to goods, such as gems and jewelry, which a party can normally sell for more than 50% of their value as well.

Example: the party is in a war torn country, and needs a masterwork battleaxe. Normally, it costs 310 gp. Roll a d20, and add the result to 100% to find the actual cost. If the result is a 10, the battleaxe costs 341 gp instead of 310 gp. Conversely, the party finds the same axe, and wants to sell it. Roll 5d4 and add the result to 50% to find the actual cost. If the result is 15, the party receives 201 gp for it instead of 155 gp.

ANCIENT QUILL HISTORIAN

Historians are scholars of exceptional experience and gravity. They dedicate themselves to peeling back the veils of time and recovering forgotten knowledge.

Ancient Quill Historians immerse themselves in their studies, and have little time to practice fighting skills. But their fascination with obscure knowledge gives them some spellcasting ability (if they don't have any already) and talent for using magic items. Furthermore, not all historians keep themselves sheltered in their studies. Depending on their particular field of study, they may travel extensively to further their research, or even find themselves in wild places searching for lost civilizations or old battlefields. If your adventures in the present involve contact with relics of the past, you could do worse than to have a historian at your side.

Hit Die: d6

TABLE 5-3: THE HISTORIAN ADVANCEMENT TABLE

Level	Base	Fort	Ref	Will	Special	Spells Per Day			
	Attack	Save	Save	Save		1st	2nd	3rd	4th
1st	+0	+0	+0	+2	Bonus language	0	—	—	—
2nd	+1	+0	+0	+3	Use magic device +4	1	—	—	—
3rd	+1	+1	+1	+3	Mental focus +2	1	0	—	—
4th	+2	+1	+1	+4	Divine truthfulness +2	1	1	—	—
5th	+2	+1	+1	+4	Bonus language	1	1	0	—
6th	+3	+2	+2	+5	Use magic device +8	1	1	1	—
7th	+3	+2	+2	+5	Mental focus +4	2	1	1	0
8th	+4	+2	+2	+6	Divine truthfulness +4	2	1	1	1
9th	+4	+3	+3	+6	Bonus language	2	2	1	1
10th	+5	+3	+3	+7	Use magic device +12	2	2	2	1

REQUIREMENTS

To qualify to become an ancient quill historian (His), a character must fulfill the following requirements:

Alignment: Any neutral.

Knowledge (history): 10 ranks

Knowledge (any): 6 ranks

Feats: Skill Focus (knowledge [history]).

Special: Must hold rank in the Ancient Quill Historians' Society (page 67).

CLASS SKILLS

The historian's class skills (and the key ability for each skill) are Appraise (Int), Decipher Script (Int, exclusive skill), Diplomacy (Cha), Gather Information (Cha), Intimidate (Cha), Knowledge (all skills individually, Int), Search (Int), Sense Motive (Wis), Speak Language (None), Use Magic Device (Cha).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are features of the historian prestige class.

Weapon and Armor Proficiency: Historians gain no proficiency in any weapons or armor.

Spells: Beginning at 1st level, a historian gains the ability to cast a small number of arcane spells.

Bonus Languages: At 1st, 5th and 9th levels historians gain a new Speak Language skill without having to spend any skill points.

Divine Truthfulness: As part of their scholarly training, historians learn to spot the subtext and weigh the context of any statement in order to judge its accuracy, if not its veracity. After a while, working through this intellectual process becomes instinctive. This class feature doesn't give them the power of divination, but it does allow them to make exceptionally shrewd judgments about how someone's analysis of a matter reflects his personal biases rather than an objective assessment. At 4th and 8th level, historians gain 2 ranks in Sense Motive without having to spend skill points to do so.

Facility With Magic Items: Historians' intense focus on accumulating lore and other bits of obscure knowledge make it more likely that they will understand how to activate magic items if they do not already know how to do so by virtue of class features. At 2nd level and every four levels thereafter, they gain 4 ranks in Use Magic Device without having to spend any skill points to do so.

Some historians may have no limitations on using magical items by virtue of class features. In this case, a historian may use magic items for which caster level is important at a power level greater than that of their creator. This bonus is 1 level when a historian becomes

2nd level, 2 levels when he becomes 6th level and 3 levels when he becomes 10th level. For instance, a 10th level historian could use a 4th level *cure moderate wounds scroll* as if it were 7th level instead.

Mental Focus: Doing archival research for long stretches of time enforces a certain mental discipline that can serve you well in other tasks. At 3rd level, a historian gains 2 ranks in Concentration, Search and Use Magical Device, as well as 1 rank in Balance. He may also add ranks in Concentration as if it was a class skill from that point on. At 6th level, he gains another 2 ranks in Concentration, Search and Use Magical Device, as well as 1 rank in Balance, in addition to any ranks he might add in those skills as a result of spending skill points.

Lore: The difference between the historian's craft and the bard's is, the more honest historians will admit, is often one of style and emphasis rather than substance. Historians have a mind for facts, anecdotes and legends, so that it is quite possible that they will have picked up some fragment of knowledge that would be useful in any situation. This class feature functions exactly as does the bard's bardic knowledge feature. If a historian already has bardic knowledge as a class feature, simply add his intelligence modifier and historian levels to his bardic knowledge bonus.

Historian Spell List

Historians choose their spells from the following list:

- 1st level — *charm person, comprehend languages, erase, finding, identify, unseen servant*
- 2nd level — *enthral, historical divination, locate object, silence, suggestion, temporal sentience*
- 3rd level — *clairvoyance/clairaudience, daylight, misdirection, obscure object, secret page, tongues*
- 4th level — *confusion, discern lies, legend lore, lesser geas, nondetection, Rary's mnemonic enhancer*

ARCANE ORDER MAGE

The arcane order mage is a specialist in arcane magic and esoteric knowledge, united in his efforts with others who share his goals. The Arcane Order seeks to build a complete knowledge of the world in order to understand the structure and essence of magic. This quest for order and understanding leads them to oppose those who would twist magic to evil and destructive ends. The cold fury of an arcane order mage when he faces an evil wizard is something to behold. Their magical knowledge combined with their understanding of magic and ability to cooperate for the greater good makes Arcane order mages very effective magical combatants.

DMING GUILDS

Arcane order mages range from bookish scholar-wizards to dedicated creators of magic items to adventuring wizards seeking magical artifacts. All are needed in the never-ending war against evil.

Hit Dice: d4

REQUIREMENTS

To qualify to become an arcane order mage (Aom) a character must fulfill the following requirements.

Alignment: Any good.

Willpower save: +5

Diplomacy: 2 ranks

Knowledge (arcana): 8 ranks

Knowledge (any): 5 ranks

Spellcraft: 8 ranks

Feats: Any two item creation feats and any metamagic feat.

Spells: Ability to cast 3rd level or higher wizard spells.

Special: Must hold rank in the Arcane Order of the Mithril Star (page 75). The prospective member must prepare a treatise on his understanding of the arts of magic and present it to the order. This should take at least a month and a Knowledge (arcana) check (DC25). Each failure extends the time to complete the treatise by an additional week at which point another Knowledge (arcana) check can be made.

CLASS SKILLS

The arcane order mage class skills (and the key ability for each skill) are Alchemy (Int), Concentration (Con), Craft (Int), Decipher Script (Int, exclusive skill), Diplomacy (Cha), Knowledge (all skills, taken individually), Profession (Wis), Scry (Int, exclusive skill) and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the arcane order mage prestige class.

Weapon and Armor Proficiency: The arcane order mage gains no weapon or armor proficiencies.

Spells per Day: An Arcane order mage continues to expand his range of magical abilities as well as his mastery of knowledge. For each level gained as an arcane order mage, the character gains new spells per day and spells known as if he had also gained a level in the spellcasting class he belonged to before joining this prestige class. He does not, however, gain any other benefit a character of that class would have gained.

Guild Token: Each member is given a token that identifies them as a member of the Arcane Order, it is personalized and acts as a guild token in the hands of the member it was built for. [See the *Guild Token* magic item.] When dealing with anyone that respects the Arcane Order, the token provides a +2 bonus on all Diplomacy checks.

Strength of Friendship (ex): The Arcane Order promotes friendship and effective teamwork among its members allowing them to make more efficient use of their magic. At any time two or more arcane order mages are within 30' of each other, they may add a +1 morale bonus to saves against hostile magic and a +1 morale bonus to Spell Penetration rolls.

Knowledge Focus: The members of the Arcane Order value knowledge very highly and encourage scholarship. At 3rd, 5th and 7th level, the Arcane order mage receives the *skill focus* feat to be applied to any knowledge skill as a bonus feat.

Ability: At 5th and 9th level, the arcane order mage has imbued his Token of the Order with additional magical enhancements. The Token is not considered to take the place of another type of magic item (i.e. it does not use a 'slot,' DMG, chapter 8). The Arcane order mage may choose one of the following qualities: +1 Natural Armor Bonus, +1 Resistance Bonus to saves, Low-light Vision, Detect Magic at will, any magical effect of a similar power level as approved by the DM.

Defensive Magic Mastery (ex): The arcane order mage is taught to master the arts of defensive spellcasting and how to use counterspells. The Mage receives a +2

TABLE 5-4: ARCANE ORDER MAGE ADVANCEMENT TABLE

Level	Base Attack	Fort Save	Ref Save	Will Save	Special	Spells Per Day
1st	+0	+0	+0	+2	Token of the order	+1 level of existing class
2nd	+1	+0	+0	+3	Strength of friendship	+1 level of existing class
3rd	+1	+1	+1	+3	Knowledge focus	+1 level of existing class
4th	+2	+1	+1	+4	Defensive magic mastery	+1 level of existing class
5th	+2	+1	+1	+4	Knowledge focus Token ability	+1 level of existing class
6th	+3	+2	+2	+5	Arcane support	+1 level of existing class
7th	+3	+2	+2	+5	Knowledge focus	+1 level of existing class
8th	+4	+2	+2	+6	Spell focus	+1 level of existing class
9th	+4	+3	+3	+6	Token ability	+1 level of existing class
10th	+5	+3	+3	+7	Arcane mastery	+1 level of existing class

competence bonus on Spellcraft checks to recognize spells as they are being cast and to caster level checks when using *dispel magic* or *greater dispelling* as a counterspell.

Arcane Support (su): By using a standard action (that does not provoke an attack of opportunity) when adjacent to another arcane order mage who is casting a spell, he may make a spellcraft check against DC equal to 5 + Spell Level × 5. If this skill check is successful the spell is cast as if the caster was 2 levels higher. He may use this ability once per day for each Aom level beyond 5th level to a maximum of five times a day at 10th level.

Arcane Mastery (su): At this level, the member has become an expert with all forms of arcane magic. The arcane order mage casts all arcane spells as if he was 1 level higher for the purpose of spell effects such as range, duration and so on. This does include caster level checks and spell penetration rolls.

FARWOOD SENTRY

Farwood Sentries are members in good standing of the Farwood Guild who spend the majority of their time patrolling the forest's depths. They are relentless opponents of all who would put the forest at risk for personal gain, and staunch allies of those who dwell within its woodland canopy. Most sentries come from the ranks of rangers, although druids are also known to take up the cause. Fighters and rogues are less common, but not unheard of.

Hit Die: d10

REQUIREMENTS

To qualify to become a farwood sentry (Fws), a character must fulfill the following requirements.

Base Attack Bonus: +5.

Intuit Direction: 8 ranks.

Wilderness Lore: 8 ranks.

Feats: Endurance, Terrain Training (forest), Track.

Special: Must hold rank in the Farwood Guild.

CLASS SKILLS

The farwood sentry's class skills (and key ability for each skill) are Climb (Str), Craft (Wis), Handle Animal (Cha), Intuit Direction (Wis), Jump (Str), Knowledge

(Cartography) (Int), Knowledge (Nature), Ride (Dex), Search (Int), Spot (Wis), Use Rope (Dex), and Wilderness Lore (Wis).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

Weapon and Armor Proficiency: Farwood sentries retain all previous proficiencies, and gain proficiency with all simple weapons and the following martial weapons if they did not already possess it: battleaxe, handaxe, long sword, longbow, short sword, and short bow.

Nature's Blessing: A lifetime in the forest grants a sentry a far greater degree of skill in many woodland tasks than most men can dream of. A number of times per day equal to their level in this class, the sentry may add a +6 competence bonus to any one class skill check.

Improved Track: Farwood sentries are particularly skilled at tracking their prey, be it animal, man, or anything else. The sentry may move at their full, regular speed when using Wilderness Lore to track a target (see the PHB).

Survivor's Stamina: A true sentry of Farwood Forest can move with surprising speed and go long periods of time without food or water in the execution of their duties. The sentry may ignore normal terrain penalties when moving through a forest environment. Also, they may go a number of days equal to their Constitution modifier without needing food or water if need be.

Nature's Shield: A farwood sentry can move through the forest with preternatural speed and grace, making combat with them in such an environment a challenging proposition. While within a forest environment, the sentry may add a +1 deflection bonus to their AC. This bonus increases to +2 if the sentry is in a terrain they have trained in (via Terrain Training).

Guardian of the Forest: Farwood sentries are implacable foes of those who would damage the forest. Any opponent damages or abuses the forest in any way may be considered a Favored Enemy as if the sentry was a ranger of level equal to the sentry's total character level and the opponent was selected as the highest available Favored Enemy slot (see the Ranger in the PHB for more information on Favored Enemies).

Nature's Vengeance: Nature is a powerful force, and can imbue its servants with great power to avenge offenses against it. The sentry may, up to three times per

TABLE 5-5: FARWOOD SENTRY ADVANCEMENT TABLE

Level	Base Attack	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+2	+0	Nature's blessing, improved track
2nd	+2	+0	+3	+0	Survivor's stamina
3rd	+3	+1	+3	+1	Nature's shield
4th	+4	+1	+4	+1	Guardian of the forest
5th	+5	+1	+4	+1	Nature's vengeance

day, declare any one successful melee strike against an opponent to be an automatic threat, immediately allowing the sentry to roll for a possible critical hit. Even if the second roll is unsuccessful, this ability adds an additional 2d6 points of damage to the attack's normal damage. This ability may only be used against creatures or individuals who have harmed the forest or its denizens in some way, or who have exploited it for their own selfish purposes. Creatures immune to critical hits may not be affected by this ability, but instead suffer an additional 3d6 damage from the melee strike.

GUILDMASTER

Anyone who is an expert in his chosen craft can eventually become the master of a guild, and anyone who heads such an organization can be called "guildmaster." Not anyone, however, actually deserves such a prestigious title. And those who do are few.

A guildmaster is part of an ancient tradition predating the creation of most guilds in existence today. In ancient times, the leaders of the various guilds frequently met to discuss important affairs concerning their respective chapters, the future of their individual organizations, as well as disputes, treaties, and other issues arising between them. Eventually, some of these leaders began to share their thoughts on the multiple aspects of leadership. In order to secure their control upon their own guild as well as win the confidence and respect they deserved from their subordinates, these men and women combined their knowledge and wisdom in an effort to develop a set of guidelines that would help them achieve their goals. The guildmaster prestige class is the modern equivalent of this ancient tradition, which has mutated over the years but was nonetheless passed down from one guildmaster to the next.

Hit Die: d6

REQUIREMENTS

To become a guildmaster (Gms), a character must fulfill all the following requirements:

Base Attack Bonus: +4

Diplomacy: 8 ranks

Gather Information: 6 ranks

Knowledge (guilds): 8 ranks

Special Skill: 10 ranks in the most important skill associated to his class, craft, or profession. This is the skill that makes the character an expert among his peers. It must be the skill regarded as the most important for the members of the guild the character belongs to. This skill must meet the DM's approval and could include anything from Perform for a thespians' guild to Pick Pocket for a guild of thieves.

Feats: Leadership, Skill Focus (Diplomacy)

Special: The character must study under a guildmaster of at least 2nd level in order to learn the intricate arts associated with this prestige class. He must also be the leader of a guild, or at least on his way to becoming one (such as a character who is the chosen successor of the current guildmaster, and who studies under him).

CLASS SKILLS

The guildmaster's class skills (and the key ability for each) are Appraise (Int), Bluff (Cha), Concentration (Con), Craft (Int), Decipher Script (Int), Diplomacy (Cha), Forgery (Int), Gather Information (Cha), Innuendo (Wis), Intimidate (Cha), Knowledge (guilds) (Int), Listen (Wis), Profession (Wis), Read Lips (Int), Sense Motive (Wis), and Spot (Wis). Additionally, the guildmaster may choose any one Knowledge skill as a class skill. This extra class skill must be directly related to the guild to which the character belongs. For instance, the class skill could be knowledge (arcana) for a wizards' guild or knowledge (geography) for a cartographers' guild.

Skill Points at Each Level: 6 + Int modifier

CLASS FEATURES

All the following are class features of the guildmaster prestige class:

Weapon and Armor Proficiency: Guildmasters gain no new proficiency in weapon or armor.

Spells per Day: Beginning at 1st level, a guildmaster can cast arcane spells just as a sorcerer does. To cast a particular spell, the guildmaster must have a Charisma

TABLE 5-6: GUILDMASTER'S ADVANCEMENT TABLE

Level	Base Attack	Fort Save	Ref Save	Will Save	Special	Spells Per Day			
						1st	2nd	3rd	4th
1	+0	+0	+2	+2	Guild leader +1	0	—	—	—
2	+1	+0	+3	+3	Guild influence +1	1	—	—	—
3	+2	+1	+3	+3	Guild leader +2	1	0	—	—
4	+3	+1	+4	+4	Danger sense, guild influence +2	1	1	—	—
5	+3	+1	+4	+4	Guild leader +3, skill mastery	1	1	0	—
6	+4	+2	+5	+5	Guild influence +3, politician's instincts	2	1	1	—
7	+5	+2	+5	+5	Guild leader +4	2	1	1	0
8	+6	+2	+6	+6	Dominate subordinate, guild influence +4	2	2	1	1
9	+6	+3	+6	+6	Guild leader +5	2	2	2	1
10	+7	+3	+7	+7	Greater command, guild influence +5	3	2	2	2

score of at least 10 + the spell's level. The character gains bonus spells based on his Charisma score, and the DC for the saving throws against his spells is 10 + the spell's level + the guildmaster's Charisma modifier. Like a bard or sorcerer, a guildmaster does not need to prepare his spells ahead of time.

For every level a guildmaster attains, he gains new arcane spells per day as shown in the "Guildmaster's Spells Per Day Table". At levels 1 through 10, a guildmaster learns more spells as indicated in the "Guildmaster's Known Spells Table". These new spells must be guildmaster spells the character can cast.

Guildmaster Spell List

Guildmasters choose their spells from the following list:

- 1st level — *alarm, charm person, comprehend languages, erase, expeditious retreat, identify, message, unseen servant*
- 2nd level — *arcane lock, detect thoughts, enthrall, locate object, misdirection, see invisibility, tongues, undetectable alignment*
- 3rd level — *clairaudience/clairvoyance, discern lies, illusory script, nondetection, secret page, suggestion*
- 4th level — *charm monster, detect scrying, dominate person, lesser geas, locate creature, minor creation, and modify memory.*

Guild Leader (Ex): At 1st level, the guildmaster's status as the leader of a guild provides him with a special bonus of +1 to his Leadership score. This bonus increases by +1 at 3rd level and every two levels thereafter (5th, 7th, and 9th).

Guild Influence (Ex): By the time he attains 2nd level, the guildmaster's position as the leader of his organization as well as his strong personality gradually wins him the confidence, loyalty, and respect of the other members of his guild. Over time, the guildmaster's influence over them becomes more and more important. The guildmaster's reputation has also reached other organizations, and his status as head of his guild grants him several benefits.

When dealing with subordinates from his guild, when meeting officials from other organizations, and anytime he is on official guild business (or when pretending to be), the guildmaster gains a circumstance bonus to the following skills: Bluff, Diplomacy, Gather Information,

Intimidate, and Sense Motive. This bonus is equal to half of the guildmaster's class level (round down).

Danger Sense (Ex): When reaching 4th level, the guildmaster becomes so used to bluff, lies, and other forms of deception that he gains the extraordinary ability to sense danger. The guildmaster is never caught flatfooted. Even when surprised, he may act normally.

Skill Mastery (Ex): At 5th level, the guildmaster selects a number of skills equal to 3 plus his Intelligence modifier. When making a skill check using these skills, the guildmaster may choose to take 10 even if stress and distraction would normally prevent him to do so.

Politician's Instincts (Ex): Not every guildmaster faces mortal danger on a daily basis, but like all successful politicians, they anticipate it. At 6th level, once per day, the guildmaster may add a +4 luck bonus to any one saving throw of his choice. This bonus can be added after the die is rolled, but before success or failure of the unmodified roll is determined.

Dominate Subordinate (Su): When he attains 8th level, the guildmaster's control over the members of his guild is so strong he can dominate the will of his peers. This supernatural ability functions as the *dominate person* spell as cast by a 20th level sorcerer. It can be used on any small- or medium-sized creature loyal to the guildmaster's organization or its beliefs. This ability may be used a number of times per day equal to the guildmaster's Charisma modifier (minimum of once per day).

Greater Command (Su): The 10th level guildmaster can command others with uncanny impudence and self-assurance. This supernatural ability functions as the *greater command* spell and may be used once per day.

MASTER MERCHANT

There are merchants, and then there are merchants. The best traders in the world are relentless explorers, civilized diplomats, educated dealers, charismatic swindlers, resourceful adventurers, silver-tongued charmers, as well as cunning thieves all at once.

A paragon of his profession, the master merchant has domesticated the arts of bargaining, diplomacy, and trade. Mercantile activities are at the core of the master merchant's life, and there are none in the world who can match his inspired bargaining skills. He views the adventuring life as a way of getting richer and to build a name for himself through the many deals he makes during his long journeys on the road.

Hit Die: d6

REQUIREMENTS

To become a master merchant (Mmr), a character must fulfill all the following requirements:

TABLE 5-7: GUILDMASTER'S KNOWN SPELLS TABLE

Level	1st	2nd	3rd	4th
1	2	—	—	—
2	2	—	—	—
3	3	1	—	—
4	3	2	—	—
5	4	2	1	—
6	4	3	2	—
7	5	3	2	1
8	5	4	3	2
9	5	5	4	2
10	5	5	4	3

Base Attack Bonus: +4

Appraise: 10 ranks

Bluff: 6 ranks

Profession (merchant): 10 ranks

Gather Information: 6 ranks

Feats: Skill Focus (Appraise)

CLASS SKILLS

The master merchant's class skills (and the key ability for each) are Alchemy (Int), Appraise (Int), Bluff (Cha), Decipher Script (Int), Diplomacy (Cha), Forgery (Int), Gather Information (Cha), Innuendo (Wis), Pick Pocket (Dex), Profession (Wis), Ride (Dex), Search (Int), and Sense Motive (Wis).

Skill Points at Each Level: 6 + Int modifier.

CLASS FEATURES

All the following are class features of the master merchant prestige class:

Weapon and Armor Proficiency: Master merchants gain no new proficiency in weapon or armor.

Merchant's Knowledge (Ex): Like a bard, the master merchant picks up all sorts of strange information while wandering the land. The master merchant is an expert at gathering rumors from other traders, learning stories from the local troubadours, uncovering business opportunities in towns and cities, as well as determining the location of specific treasures. This ability functions as a bard's bardic knowledge, with the exception that the check modifier equals the character's master merchant level + his Intelligence modifier. Bard levels stack with master merchant levels for the purpose of determining this modifier.

Additional Language (Ex): As a relentless traveler, the master merchant is in constant contact with foreign languages. He also shows a tremendous aptitude to learn and master new tongues. Starting at 2nd level, and every two levels thereafter (4th, 6th, 8th, and 10th), the master merchant gains one bonus language of his choice (subject to DM's approval).

Sense Magic (Su): At level 2, the master merchant gains the supernatural ability to sense magic emanating from items of all kinds. He may *detect magic*, as per the spell of the same name, a number of times a day equal to half his class level (round down).

Identify Magic (Su): The master merchant's appraising talents and his innate magical sensitivities allow him to identify magical treasures when he reaches 3rd level. This ability works like the identify spell and may be used a number of times per week equal to one third the master merchant's level (round down).

Identify Magic (Su): The master merchant's appraising talents and his innate magical sensitivities allow him to *identify* magical treasures when he reaches 3rd level. This ability works like the *identify* spell and may be used a number of times per week equal to one third the master merchant's level (round down).

Silver Tongue (Ex): When he attains 4th level, the master merchant is so adept at dealing with all manner of people he gains a competence bonus to the following skills: Bluff, Diplomacy, Gather Information, and Innuendo. This bonus is +1 at 4th level, +2 at 7th level, and +3 at 10th.

Expeditious Journey (Su): The 5th level master merchant is an expert traveler who can help his companions travel more efficiently. Once per day, he may add 10 feet to the base speed of up to one creature for each of his master merchant levels. This supernatural ability lasts one hour for every two master merchant class level.

Sweet Deal (Su): Once per day, the 8th level master merchant may close a transaction in record time, making an appealing bargain in the affair. When using this supernatural ability, the master merchant may take 20 on any single skill check involving a trade or agreement of some kind. Sweet deal may be used once every day.

Lesser Geas (Su): Upon attaining 10th level, the master merchant gains the supernatural ability to place a magical command upon a creature. This supernatural ability works as the *lesser geas* spell, as cast by a 20th level sorcerer. It may be used as a standard action up to once every day.

TABLE 5-8: MASTER MERCHANT ADVANCEMENT TABLE

Level	Base Attack	Fort Save	Ref Save	Will Save	Special
1	+0	+2	+0	+2	Merchant's knowledge
2	+1	+3	+0	+3	Bonus language, sense magic
3	+2	+3	+1	+3	Identify magic (1/week)
4	+3	+4	+1	+4	Bonus language, silver tongue +1
5	+3	+4	+1	+4	Expeditious journey
6	+4	+5	+2	+5	Bonus language, identify magic (2/week)
7	+5	+5	+2	+5	Silver tongue +2
8	+6	+6	+2	+6	Bonus language, sweet deal
9	+6	+6	+3	+6	Identify magic (3/week)
10	+7	+7	+3	+7	Bonus language, lesser geas, silver tongue +3

MAST-RAISER

The mast-raiser is the term given to the guild's most skilled and innovative shipwrights. Not only are they experts in the construction and design of ships, but have also taken steps toward utilizing both new technologies and ancient magic to make great vessels. Only those who have demonstrated a true passion for and inventiveness in shipbuilding and have mastered the structure of the Wave Cobblers' project assignment system can take this class.

Hit Die: d6

REQUIREMENTS

To qualify to become a mast-raiser (Mrs), a character must fulfill all of the following requirements:

Craft (shipbuilding): 12 ranks

Diplomacy: 8 ranks

Knowledge (engineering): 8 ranks

Special: Must have the rank of Mast Hand in the Wave Cobbler Seafarers' guild (page 106).

CLASS SKILLS

The mast-raiser's class skills (and the key ability for each) are Alchemy (Int), Appraise (Int), Bluff (Cha), Climb (Str), Concentration (Con), Craft (Int), Diplomacy (Cha), Disable Device (Int), Knowledge (Int), Profession (Wis), Search (Int), Sense Motive (Wis), Swim (Str), and Use Rope (Dex).

Skill Points at Each Level: 6 + Int modifier.

CLASS FEATURES

Weapons and Armor Proficiency: A mast-raiser gains no new proficiency in weapon or armor.

Spells per day: The mast-raiser can cast a small number of divine spells per day, as shown in the table below. His spellcasting ability is based on Intelligence. To cast a spell, the raiser must have an Intelligence score of 10+ the spell's level. Bonus spells are based on Intelligence, and saving throws against these spells have a DC of 10 + the spell level + the raiser's Intelligence Modifier. When a raiser gets 0 spells of a given level, he gets only bonus spells (a raiser without a bonus spell for that level cannot yet cast a spell of that level). Raisers prepare spells like clerics, but choose their spells from the mast-raiser spell list.

Mast-Raiser Spell List:

Servants of the Serpent Spell choose their spells from the following list:

- 0 level — *arcane mark, create water, guidance, light, mage hand, mending, open/close, read magic*
- 1st level — *alarm, animate rope, enlarge, erase, floating disk, grease, hold portal, identify, reduce, spider climb, unseen servant*
- 2nd level — *arcane lock, chill metal, darkvision, heat metal, levitate, locate object, make whole, shatter, warp wood, web, wood shape*
- 3rd level — *blink, fabricate, gust of wind, minor creation, shrink item, snare, stone shape, tiny hut, and water breathing.*

Innovation: The mast-raiser can build ships with unique or improved design. Each time he gains this ability, the raiser learns to improve the ships he builds in one of the following ways: speed is doubled; hull gains 5 hit points per inch of thickness; hardness is increased by half (multiply by 1.5); ship has a different means of propulsion or does not require wind to power it; the ship counts as one size larger for the purposes of being capsized; ship can still operate if completely submerged in water. More than one innovation can be applied to a single ship and some of the innovations can be taken more than once (taking increased speed twice triples the vessel's speed, and so on). For every innovation applied to a vessel the cost increased by half (multiply by 1.5 with one, 2 for two, 2.5 for three).

Waste Nothing: At 2nd level the mast-raiser learns to best use raw materials so as to waste as little as possible. When leading a group of workers in construction of a ship, he must only pay one-fourth the total cost for raw materials, rather than one-third as is normal when using the Craft skill.

Efficient Leader: At 4th level, the mast-raiser can organize a group of craftsmen to work more efficiently. When he leads a group of workers in construction of a ship, it takes half the normal time (when determining how much progress is made each day, multiply the check result times the DC times 2).

TABLE 5-9: MAST-RAISER ADVANCEMENT TABLE

Level	Base Attack	Fort Save	Ref Save	Will Save	Special	Spells Per Day			
						0	1st	2nd	3rd
1	+0	+0	+2	+2	Innovation	2	0	—	—
2	+1	+0	+3	+3	Waste nothing	2	1	—	—
3	+1	+1	+3	+3	Innovation	3	1	0	—
4	+2	+1	+4	+4	Efficient leader	3	2	1	—
5	+2	+2	+4	+4	Innovation	4	2	2	0

SERVANT OF THE FLOWING CUP

Members of the Flowing Cup guild may dedicate themselves to furthering the interests of the guild alongside their own. They learn to wield the influence of the guild in everyday life. The first two levels of the class deal with merchant techniques and diplomacy. Low-level Servants of the Flowing Cup are recognized by their wealth and high standing in whatever communities they call home.

If the character proves loyal and useful, he may be initiated into the Inner Guild. A secret ceremony is carried out, during which the character must swear to "always heel, never reveal any art or arts, part or parts, of the secrets of the Cup, on pain of death, on pain of disintegration, on pain of damnation". Part of this ceremony requires the character to drink from a wine-filled chalice, dosed with certain secret drugs brought back by knights from the east. This ritual opens the initiate's soul up to the divine for a brief moment, granting the ability to wield divine magic.

Everyone in the Inner Guild has at least three levels of this prestige class.

Hit Die: d6

REQUIREMENTS

To become a servant of the flowing cup (Flc), a character must fulfill all the following criteria:

Appraise: 2 ranks

Diplomacy: 2 ranks

Innuendo: 2 ranks

Knowledge (Theology): 2 ranks

Profession (Merchant): 4 ranks

Special: Must hold rank in the The Flowing Cup Merchants' Guild (page 90).

CLASS SKILLS

The servant of the flowing cup class skills (and the key ability for each) are Appraise (Int), Bluff (Cha), Concentration (Con), Decipher Script (Int), Diplomacy (Cha), Innuendo (Wis), Intimidate (Cha), Knowledge (Int), Listen (Wis), Profession (Wis), Sense Motive (Wis).

Skill Points at Each Level: 6 + Int modifier.

CLASS FEATURES

All of the following are class features of the servant of the flowing cup prestige class.

Weapon and Armor Proficiency: Servants of the Flowing Cup gain proficiency with the longsword, which is used in several of their rituals.

Spells per day: Beginning at third level, the servant of the flowing cup learns to cast a small number of divine spells. To cast a spell, the servant must have a Wisdom score of 10+the spell's level. Bonus spells are based on Wisdom, and saving throws against these spells have a DC of 10 + the spell level + the servant's Wisdom Modifier.

When a servant gets 0 spells of a given level, such as 0 1st level spells at 3rd level, he gets only bonus spells (a servant without a bonus spell for that level cannot yet cast a spell of that level.) Servants prepare spells like clerics, but choose their spells from the

The divine spells provided by the higher levels of the servant of the flowing cup class stack with divine spells provided by other classes. Servants of the flowing cup choose their spells from the paladin spell list, and can freely choose which spells from the list to prepare.

NEW ABILITIES

Reputation: At 1st level, the servant of the flowing cup's influence within the guild gives him a reputation as a mover and shaker. He gains a +2 enhancement bonus to all Diplomacy, Gather Information, Intimidate and Innuendo used on Flowing Cup guild members or anyone who knows of the guild and has at least one rank in any Profession skill.

Good Standing: At 1st level, the servant of the flowing cup can use his standing within the guild to win favor from other members. Everyone in the guild has a rank, from 1 (apprentice members) to 33 (the Grand Master). Only those with three or more levels in this class can have a rank higher than 15. A servant can use the Good Standing ability to "spend" ranks to add to social checks made against other guild members. For example, a character of the 10th rank in the guild could use this ability to gain a +10 insight bonus to a single check. The character stays at rank 10 within the guild, but cannot spend these ranks again. The character does not have to spend all his ranks on a single check. When a character gains ranks in the guild, he may spend them. On average,

TABLE 5-10: SERVANT OF THE FLOWING CUP ADVANCEMENT TABLE

Level	Base	Fort	Ref	Will	Special	Spells Per Day	
	Attack	Save	Save	Save		1st	2nd
1	+0	+0	+0	+2	Good Standing, reputation	—	—
2	+1	+1	+1	+3	Overflowing cup	—	—
3	+1	+1	+1	+3	Initiation, rank refresh	0	—
4	+2	+1	+1	+4	Blessings of the cup	1	—
5	+2	+2	+2	+4	Illumination, rank refresh	2	0

a character gains one rank within the guild every six to nine months, although it is possible to advance more quickly by performing tasks for the guild.

Overflowing Cup: At 2nd level, the servant of the flowing cup's wealth increases thanks to his contacts with the guild. The character earns an extra 50+ his Profession (Merchant) ranks + his charisma bonus + his rank within the guild gp pieces per month.

Initiation: At 3rd level, the servant of the flowing cup learns to cast divine spells, as described above.

Rank Refresh: At 3rd and 5th level, the servant's standing within the guild is reconfirmed. Any ranks "spent" using the Good Standing ability are renewed, and the character may spend the points once more. For example, a character with 20 ranks in the guild has spent 15 of them. When he reaches 3rd level, the Rank Refresh ability replaces the "spent" ranks, giving the character a pool of 20 points to use with the Good Standing ability.

Blessings of the Cup: At 4th level, the servant's devotion to the ancient tenets of the Order of the Dawn Reclaimed allows him to share in the divine blessings once granted to the knights. He gains the *divine grace* ability of a paladin if he did not already possess it; otherwise, he gains a +1 bonus to all saving throws.

Illumination: At 5th level, the Servant is so influential within the Guild that lesser members cannot refuse any requests he makes. The servant gains a +5 bonus to all Charisma or Wisdom-based checks made against other Guild members, except those who are also Illuminated.

SERVANT OF THE SERPENT

A servant of the Serpent is a member of the Society who devotes his life to the forgotten deity and his way of life. Among the few individuals ordained into the Society's secret Inner Circle, there are those who give their body, mind, and spirit to the Great Serpent. These men and women study the intricate arts of deceit, betrayal, intimidation, and stealth associated with the ancient deity. They also learn the rites and practices of the cult, which allow them to gain special privileges from the Serpent himself.

Hit Die: d6

REQUIREMENTS

To qualify to become a servant of the Serpent (Srv), a character must fulfill all the following requirements:

Base Attack Bonus: +5

Bluff: 8 ranks

Hide: 8 ranks

Intimidate: 8 ranks

Move Silently: 8 ranks

Feats: Alertness, Dodge, Improved Initiative

Special: The character must be part of the Society of the Sacred Serpent's secret Inner Circle and study under a servant of the serpent of at least 2nd level.

CLASS SKILLS

The servant of the serpent's class skills (and the key ability for each) are Animal Empathy (limited to reptilian animals) (Cha), Balance (Dex), Bluff (Cha), Climb (Str), Concentration (Con), Disguise (Cha), Hide (Dex), Knowledge (religion), Innuendo (Wis), Intimidate (Cha), Listen (Wis), Move Silently (Dex), Sense Motive (Wis), and Spot (Wis).

Skill Points at Each Level: 4 + Int modifier

CLASS FEATURES

All the following are class features of the servant of the Serpent prestige class:

Weapon and Armor Proficiency: A servant of the Serpent gains no new proficiency in weapon or armor.

Spells per Day: For every level a servant of the serpent attains, he gains the ability to cast a small number of divine spells per day, as shown in the table below. His spellcasting ability is based on Wisdom, so casting any given spell requires a Wisdom score of at least 10 + the spell's level. A servant of the Serpent's bonus spells per day are based on Wisdom. When casting servant of the serpent spells, the character's caster level is equal to his servant of the serpent level. The Difficulty Class for saving throws against these spells is 10 + the spell's level + the character's Wisdom modifier.

Like a cleric, a servant of the serpent can prepare one domain spell at each spell level in addition to his regular allotment. When he becomes a servant of the Serpent, the character must choose two domains from the following three: animal (spells affect only reptilian animals), evil, and trickery. Thus, he has access to two domain spells at

TABLE 5-11: SERVANT OF THE SERPENT ADVANCEMENT TABLE

Level	Base	Fort	Ref	Will	Special	Spells Per Day		
	Attack	Save	Save	Save		1st	2nd	3rd
1	+0	+0	+2	+2	Serpent's voice, bonus language (serpentis)	0+1	—	—
2	+1	+0	+3	+3	Forked tongue, sneak attack +1d6	1+1	—	—
3	+2	+1	+3	+3	Charm reptiles	1+1	0+1	—
4	+3	+1	+4	+4	Venomous spittle, sneak attack +2d6	1+1	1+1	—
5	+3	+1	+4	+4	Hypnotic gaze	1+1	1+1	0+1

each spell level and may prepare one or the other each day in his domain spell slot. A servant of the serpent must spend one hour each night in quiet contemplation or supplication in honor of his deity to gain his daily allotment of spells.

Servant of the Serpent Spell List:

Servants of the serpent choose their spells from the following list:

- 1st level — *animal friendship* (limited to reptilian animals), *bane*, *cause fear*, *charm person*, *comprehend languages*, *doom*, *expeditious retreat*, *hypnotism*, *magic weapon*, *sleep*
- 2nd level — *animal messenger* (limited to reptilian animals), *cat's grace*, *darkvision*, *delay poison*, *enthrall*, *hold person*, *hypnotic pattern*, *misdirection*, *suggestion*, *undetectable alignment*
- 3rd level — *displacement*, *fear*, *greater magic weapon*, *keen edge*, *lesser geas*, *nondetection*, and *poison*

Serpent's Voice (Su): At 1st level, the servant of the serpent gains the supernatural ability to converse with snakes and other reptiles, as though casting a *Speak with Animal* spell. This ability is usable a number of times per day equaling the servant's class level, and each use lasts five minutes.

Bonus Language (Serpentis): The servant also learns the secret language of the Society of the Sacred Serpent if he does not already know it. At 1st level, he gets *Serpentis* as a bonus language.

Forked Tongue (Ex): When reaching 2nd level, the servant of the Serpent becomes an expert deceiver. He receives a +4 insight bonus to all Bluff checks.

Sneak Attack (Ex): At 2nd level, the servant of the Serpent learns to strike opponents in vital areas. He gains the extraordinary ability to sneak attack his foes. This ability works like the *rogue* ability of the same name and stacks with any other sneak attack bonuses the character may already possess. At 2nd level, the additional damage provided by the sneak attack is +1d6, and an additional +1d6 is added at level 4.

Charm Reptiles (Su): This supernatural ability, gained at 3rd level, functions as a *mass charm* spell as cast by a 15th level sorcerer, but works only on reptilian animals. It can be used a number of times per day equal to one plus the servant of the Serpent's Charisma modifier (if positive).

Venomous Spittle (Su): At 4th level, the servant of the serpent gains the supernatural ability to produce poisonous venom, which he can spit at an opponent once per day. This attack is treated as a ranged touch attack with a range increment of 10 feet. A victim hit by the spittle must make a Fortitude saving throw against poison (DC equal to 12 + servant of the serpent class level + his Constitution modifier) or lose 1d6 points of temporary



Strength. Strength points lost in this way regenerate at a rate of one per day.

Hypnotic Gaze (Su): By level 5, the servant of the serpent receives the summit of his patron deity's blessings. He gains the supernatural ability to fascinate people with a mere gaze. When the servant of the serpent activates this power, he must stare into the eyes of his chosen victim for a full round and concentrate, as if casting or maintaining a spell. The target must be a living creature able to see the servant and within 30 feet of him.

The victim must succeed at a Fortitude saving throw (DC of 20 + the servant's Charisma modifier) or become enthralled by the servant. While fascinated, the target remains still and stares at the servant of the Serpent for as long as he maintains the hypnotic gaze. While fascinated, the victim's Listen and Spot checks suffer a -8 circumstance penalty. This is a spell-like, mind-affecting charm ability, which can be used up to five times per day.

TRAINER

"No. Wrong. Do it again."

The Trainer is an expert in instructing others, in showing them how to do what is needed. He is a professional instructor, able to get the most out of his students. He knows how to motivate his students by threats, cajoling and other means as needed. Most trainers work for guilds, governments or other large organizations but a few become free lance trainers, working for noble families or others. Some even become wandering teachers, earning a living by teaching useful skills to any who will pay.

Hit Dice: d6

REQUIREMENTS

To qualify to become a Trainer (Tra), a character must fulfill the following criteria.

- Base Attack Bonus:** +2 or higher
- Craft or Profession (any):** 6 ranks
- Intimidate:** 3 ranks
- Diplomacy:** 2 ranks
- Sense Motive:** 2 ranks
- Feat:** Endurance or Iron Will.

Special: The character must be tested and approved by whatever organization he wishes to become a trainer for. An independent trainer must convince people that he can, in fact, teach them.

CLASS SKILLS

The Trainer class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Gather Information (Cha), Innuendo (Wis), Intimidate (Cha), Knowledge (all skills, taken individually), Listen (Wis), Perform (Cha), Profession (Wis), Sense Motive (Wis), Search (Int) and Spot (Wis).

Skill Points at Each Level: 8 + Int modifier.

CLASS FEATURES

All of the following are class features of the Trainer prestige class.

Weapon and Armor Proficiency: The Trainer gains no weapon or armor proficiencies.

Discipline (ex): The trainer's will is unshakable or at least that is the appearance that he presents. He receives a +2 morale bonus to concentration checks and to all saves

against exhaustion, fear and to resist bluff checks. While his students are within sight of their trainer, they also receive a +1 morale bonus to all saves against fear and exhaustion.

Train Others (ex): This is the expression of the primary focus of a trainers, teaching others. A student must spend eight hours a day, six out of seven days a week, to receive the benefits of studying under a Trainer.

A Trainer may have a number of students at any one time equal to four times his class level plus his Charisma bonus [4×Trainer Level+Cha Bonus]. While under the direction of a trainer, a character gains experience equal to his level each day (a point per day for characters without a class level). At the end of each week, the student gains bonus amount of experience equal to the trainer's level multiplied by his Charisma bonus (minimum of 1). At the end of each month, the student gains a further experience bonus equal to the average of his Intelligence or Wisdom bonus multiplied by the twice the Trainer's level (minimum of 1).

The Trainer may also teach feats and skills, this takes a minimum amount of time equal to the level the ability was gained at in months (one month for simple weapons, two for martial weapons or skills, and so on). At 1st level, the trainer may also teach his students any of the languages he knows, literacy and the use of any simple weapon he knows (allowing the student to spend a feat to gain proficiency with such weapons). At 2nd level, he may teach proficiency in martial weapons and any skill that he has 5 or more ranks of. At 4th level, exotic weapon may be taught. Finally, at 5th level, he may teach any feat he knows to any student who meets the prerequisites for them.

Bonus Feat: The Trainer come to master many skills in order to teach. At 2nd and 4th level, he may select a bonus feat from the following list: *Alertness*, *Bureaucrat*, *Endurance*, *Eye for Fakes*, *Efficient Craftsman*, *Great Fortitude*, *Guild Savvy*, *Iron Will*, *Loyal Guildsman*, *Skill Focus*. (Feats in italics are from the new feats section of this book.)

Intimidating Presence (ex): The Trainer has learned to overawe those he deals with. He gains a +3 competence bonus to any intimidate any character with fewer levels or hit dice and a +1 competence bonus against anyone else. These bonuses will stack with those granted from skill focus (intimidate) should the Trainer possess that feat.

TABLE 5-12: TRAINER ADVANCEMENT TABLE

Level	Base Attack	Fort Save	Ref Save	Will Save	Special
1	+0	+2	+0	+2	Discipline, train others (general training, languages, simple weapons)
2	+1	+3	+0	+3	Bonus feat, train others (martial weapons, skills)
3	+2	+3	+1	+3	Intimidating presence, superior cooperation
4	+3	+4	+1	+4	Bonus feat, train others (exotic weapons)
5	+3	+4	+1	+4	Train others (feats), weapon focus

Superior Cooperation (ex): When the trainer aids someone by the Cooperation action (PHB Chapter 4), the bonus is increased to +3.

Weapon Focus: The trainer usually carries a rod to symbolize his authority and to punish recalcitrant students, he quickly becomes quite adept in its use. At 5th level he receives the weapon focus (club) feat as a bonus feat.

WATCHMAN

Among the sometimes highly complex hierarchies of the guilds, there are several people who play major roles in the longevity, prosperity, and overall success of their respective organizations. Among these key people is the watchman.

Responsible for the protection of his guild's headquarters, the watchman is a security expert devoted to safeguard the entity, interests, and permanence of the organization to which he belongs. A watchman often heads an internal (as well as a sometimes external) spy network allowing him to gather intelligence on a number of issues pertaining to the activities of the guild.

As the old saying goes, "the watchman knows all."

Hit Die: d8

REQUIREMENTS

To qualify to become a watchman (Wtc), a character must fulfill all the following requirements:

Base Attack Bonus: +5

Gather Information: 12 ranks

Intimidate: 8 ranks

Knowledge (guilds): 8 ranks

Sense Motive: 8 ranks

Feats: Alertness, Expertise

Special: The character must be an active member within a guild having watchmen among its ranks.

CLASS SKILLS

The watchman's class skills (and the key ability for each) are Decipher Script (Int), Disable Device (Int), Disguise (Cha), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Knowledge (guilds) (Int), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Read Lips (Int), Search (Int), Sense Motive (Wis), and Spot (Wis).

Skill Points at Each Level: 4 + Int modifier

CLASS FEATURES

All the following are class features of the watchman prestige class:

Weapon and Armor Proficiency: Watchmen are proficient with all simple and martial weapons as well as light and medium armor.

Anticipation (Ex): The watchman is adept at anticipating an opponent's move. Starting at 1st level, when fighting an armed foe, the watchman gains a dodge bonus to AC equal to either his Intelligence modifier or his Wisdom modifier. The character must select which modifier will improve his AC when he takes on this prestige class, and the choice may not be altered thereafter. Furthermore, this ability only works when the watchman is fighting an armed opponent, regardless of its size or shape. When engaged in combat with a creature using natural weapons or magic, the Watchman gains no particular advantage. This bonus is lost if the watchman is caught flatfooted or if he is denied his normal Dexterity bonus to AC for any reason.

Improved Alertness (Ex): When he attains 2nd level, the watchman's sense of observation becomes so keen he gains a competence bonus to all Listen, Search, and Spot checks. This bonus is equal to half the watchman's class level (round down).

Sneak Attack (Ex): At 3rd level, the watchman learns to strike where it hurts. He gains the extraordinary ability to sneak attack opponents. This ability works like the rogue ability of the same name and stacks with any other sneak attack bonuses the character may already possess. At level 3, the additional damage provided by the sneak attack is 1d6, and an additional d6 is added every three levels thereafter (level 6 and level 9).

TABLE 5-13: WATCHMAN ADVANCEMENT TABLE

Level	Base Attack	Fort Save	Ref Save	Will Save	Special
1	+0	+2	+2	+0	Anticipation
2	+1	+3	+3	+0	Improved alertness +1
3	+2	+3	+3	+1	Sneak attack +1d6
4	+3	+4	+4	+1	Improved alertness +2, steely stare 1/day
5	+3	+4	+4	+1	Sense soul +2
6	+4	+5	+5	+2	Improved alertness +3, sneak attack +2d6
7	+5	+5	+5	+2	Sense soul +4, steely stare 2/day
8	+6	+6	+6	+2	Improved alertness +4, limitless resources
9	+6	+6	+6	+3	Sense soul +6, sneak attack +3d6
10	+7	+7	+7	+3	Improved alertness +5, observe, steely stare 3/day

Steely Stare (Ex): A 4th level watchman's stare can be quite unnerving. When gazing into the eyes of another, the watchman's unblinking eyes seem to probe the soul of its victim. To trigger this ability, the watchman must select a living target, declare his action, and do nothing but stare at his victim for a full round. During this time, the watchman is considered flatfooted and loses his Dexterity bonus to AC as well as any bonus granted by his anticipation ability. At the end of the round, the victim must make a Will save (DC equal to 10 + the watchman class level + his Charisma modifier) or become unnerved.

An unnerved opponent suffers from a -2 morale penalty to attack rolls, damage rolls, and Will saves for a number of rounds equal to the watchman's Will save bonus. Only living creatures able to see the watchman may be affected by this ability, so blinded opponents and monsters that do not have sight are immune to this effect.

This ability may be used once per day at 4th level, twice every day at 7th level, and thrice each day at 10th level.

Sense Soul (Ex): At 5th level, the watchman's awareness of other people's motives is so sharp he gains a +2 bonus to all Sense Motive checks. This bonus improves to +4 at 7th level, and +6 at level 9.

Limitless Resources (Ex): From 8th level and onwards, the watchman may use the guild's resources and contacts from his spy network to learn intimate details about a person, a place, or an item. Once per week, he may take 20 on any one Gather Information check.

Observe (Su): A 10th level watchman who observes a target for at least one hour learns how to react to this particular opponent. For the next week, he gains a +4 insight bonus on all attack rolls, saving throws, and skill checks made against this target as well as a +4 insight bonus to AC against this particular foe. Only one victim may be targeted by this supernatural ability every week.

WAVE RUNNER

The wave runners are the other side of the Wave Cobblers organization. They are the muscle of the guild's more distasteful enterprises. They intimidate local craftsmen into joining, sabotage any competition, and do a little light piracy on the side. They are more than just glorified thugs, however, for they also serve as hired guards for merchant ships and have done a great deal to quell the rising level of piracy around the Circle Sea at the time the guild was formed.

Hit Die: d8

REQUIREMENTS

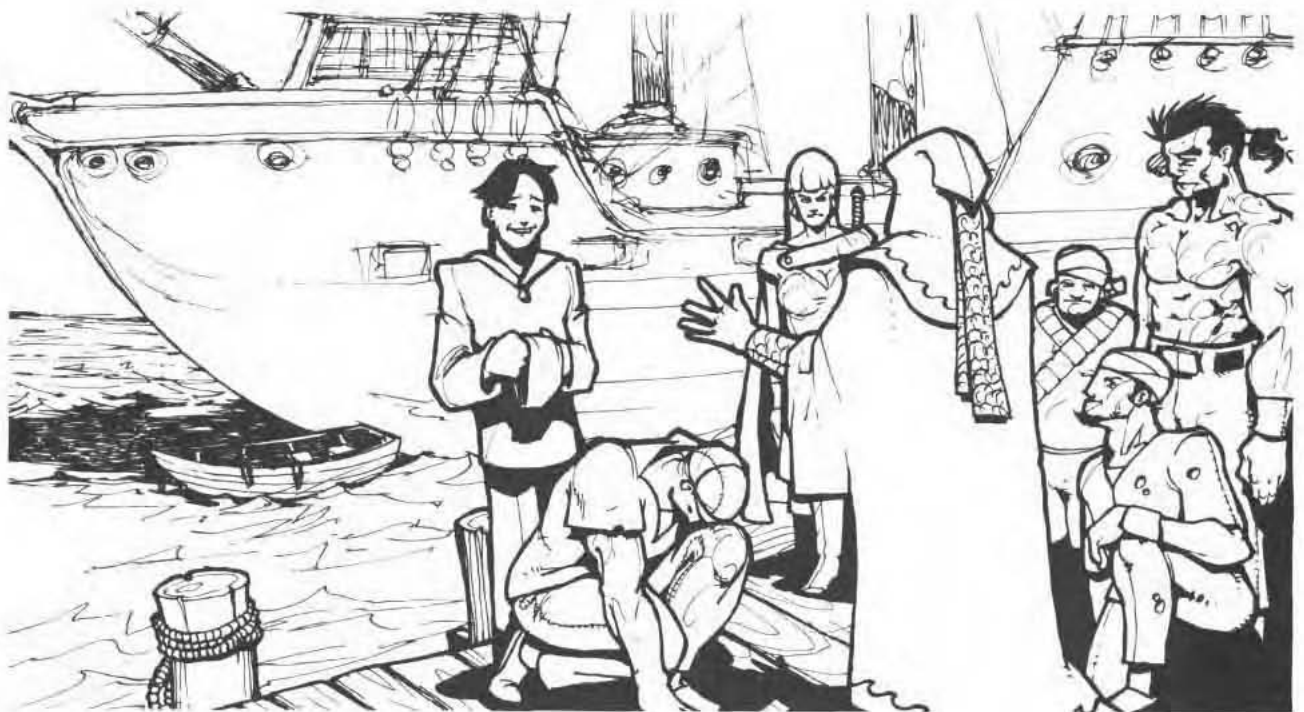
To qualify to become a wave runner (Wvr), a character must fulfill all of the following requirements:

Base Attack Bonus: +5

Intimidate: 8 ranks

Profession (sailor): 10 ranks

Special: Must have the rank of Brig Hand in the Wave Cobbler Seafarers' guild (page 106).



CLASS SKILLS

The wave runner class skills (and the key ability for each) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Diplomacy (Cha), Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Pick Pocket (Dex), Profession (Wis), Search (Int), Spot (Wis), Swim (Str), Tumble (Dex), Use Rope (Dex).

Skill Points at Each Level: 6 + Int Modifier.

CLASS FEATURES

Weapon and Armor Proficiency: The wave runner is proficient with all simple weapons and with light armor.

"Invitation": When a local shipwright refuses to join the Wave Cobblers, the wave runner can make an Intimidate check adding both his Cha modifier and his Str modifier to the roll to convince the person to join (this bonus extends to any use of the intimidate skill).

Sneak Attack: Any time the wave runner's target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the wave runner flanks the target, the wave runner's attack deals extra damage. The extra damage is +1d6 at 1st level, +2d6 at 3rd level, and +3d6 at 5th level. Should the wave runner score a critical hit with a sneak attack, this extra damage is not multiplied. This ability works like the rogue ability of the same name and stacks with any other sneak attack bonuses the character may already possess.

Ship-board Fighting: The wave runner is used to moving on the ever-rocking deck and among the rigging of a ship. At 2nd level, the wave runner no longer suffers any circumstance penalties to attacks, armor class, or skill checks, which might be applied due to the rocking or constantly uneven floor of the ship he is on. In addition, the wave runner never, except in the most extreme cases (in which cases they get a ++ bonus), needs to make a Balance check due to the rocking of a ship, nor does the movement of a ship increase the DC of a separate Balance check (such as to walk across a narrow surface).

"Encouragement": If someone still refuses to join after being offered an "invitation," the wave runner can "encourage" him to join by stealing away his customers and spreading rumors about the quality of his work. The wave runner makes another Intimidate check as above, adding both Cha and Str modifiers (DC20). The amount

the check exceeds the DC is the number of contacts of the NPC will now begin as one level of attitude worse than before (See the DMG, chapter 5) and the amount of business damage inflicted on the NPC's business, 500 gp per point over. If the NPC joins, the wave runner can spend a day repairing the damaged reputation.

Example: Luzgar the half-orc wave runner makes an Intimidate check and rolls a 24. Four contacts of the NPC he was damaging the reputation of now deal with that NPC differently: Meg and Marcus who were Friendly are now Indifferent; Gabrielle who was Indifferent is now Unfriendly, and Seira who was Unfriendly to begin with is now downright Hostile. In addition, Luzgar causes 2,000 gp worth of business damage to the business.

Improved Ship-board Fighting: The wave runner becomes so adept at fighting on a ship that he learns to use the rocking of the deck to gain the upper hand. At 4th level, when the wave runner is engaged in melee combat on the deck of a ship, he may make a Dexterity check (DC 15) use the rocking of the ship to attack just when his opponent is most off balance. If successful, the wave runner is considered to be flanking the target, gaining a +2 to attack and applying sneak attack damage. This ability cannot be used against an opponent with the Ship-board Fighting ability.

"Ultimatum": If all efforts to force a local shipwright to join has failed, the wave runner may send an "ultimatum." At 5th level, the wave runner may make a third and final Intimidate check as above, this time doubling both Cha and Str modifiers and an additional +1 circumstance bonus for every 500 gp worth of damage that the wave runner inflicts to the target's workplace or ships-in-progress from "encouragement". The wave runner may have help or may even hire others to do the damage for him, but the target must know that the guild was the ones who did it. Note that this ability does not protect the wave runner from any legal action that may be taken as a result; that must be avoided in other ways. If the check fails, nothing will force the target to join, though nothing stops the wave runner from simply sabotaging the target until he goes out of business.

Note that all both "encouragement" and "ultimatum" can, at the DM's discretion, be used to gain a bonus on an Intimidate check related to some other endeavor, such as a protection racket or harassing a noble to get something.

TABLE 5-14: WAVE RUNNER ADVANCEMENT TABLE

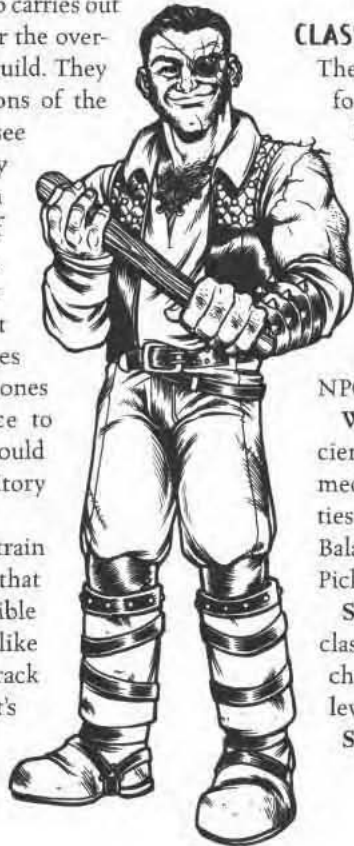
Level	Base Attack	Fort Save	Ref Save	Will Save	Special
1	+1	+0	+2	+0	"Invitation," sneak attack +1d6
2	+2	+0	+3	+0	Ship-board fighting
3	+3	+1	+3	+1	"Encouragement," sneak attack +2d6
4	+4	+1	+4	+1	Improved ship-board fighting
5	+5	+2	+4	+2	"Ultimatum," sneak attack +3d6

THE ENFORCER

NPC CLASS

An enforcer has an important job in nearly any guild, and there is hardly a guild that operates without them. An enforcer is someone who carries out the will of the guildmaster and/or the overseers of particular factions of a guild. They also operate under the instructions of the Watchman (new prestige class, see Chapter 6). They are not usually skilled in the craft or profession itself; they might not even be of the same class as other members. They might not even have a great interest in the guild's interests, but without doubt, they are the ones who collect the dues, they are the ones who dish out the guild's justice to members and punish those who would operate within the guild's territory illegally.

A guild must take great care to train and present its enforcers in a way that will make the guild look responsible and respectable without looking like they hire a group of thugs to crack skulls when the guild doesn't get it's way. To that end, an enforcer must be tough, but good with



diplomacy. They must abide at all times to the laws given them by the guild and the local government or wind up misrepresenting the guild. While frequently overlooked as simply toughs, they are in fact those who carry the weight of the hand of the guildmaster.

Hit die: D8

CLASS SKILLS

The enforcer's class skills (and the key ability for each skill) are Climb (Str), Diplomacy (Cha), Intimidate (Cha), Jump (Str), Search (Int) and Sense Motive (Wis).

Skill points at 1st level: (2 + Int modifier) × 4.

Skill Points at Each Additional Level: 2 + Int modifier.

CLASS FEATURES

The following are class features of the enforcer NPC class

Weapon and Armor Proficiency: The warrior is proficient in the use of all simple and martial weapons and all medium armor and shields. Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble.

Speak Softly, Carry Big Stick: The Enforcer gains a class bonus to his Intimidate and Sense Motive skill checks. This bonus begins at +2 and increases every four levels to become +10 to each skill at 20th level.

Starting Gear: 4d4 × 10 gp worth of equipment.

TABLE 5-15: THE ENFORCER

Level	Base Attack	Fort Save	Ref Save	Will Save	Special
1	+0	+2	+0	+2	Speak softly, carry big stick +2
2	+1	+3	+0	+3	
3	+2	+3	+1	+3	
4	+3	+4	+1	+4	
5	+3	+4	+1	+4	Speak softly, carry big stick +4
6	+4	+5	+2	+5	
7	+5	+5	+2	+5	
8	+6/+1	+6	+2	+6	
9	+6/+1	+6	+3	+6	
10	+7/+2	+7	+3	+7	Speak softly, carry big stick +6
11	+8/+3	+7	+3	+7	
12	+9/+4	+8	+4	+8	
13	+9/+4	+8	+4	+8	
14	+10/+5	+9	+4	+9	
15	+11/+6/+1	+9	+5	+9	Speak softly, carry big stick +8
16	+12/+7/+2	+10	+5	+10	
17	+12/+7/+2	+10	+5	+10	
18	+13/+8/+3	+11	+6	+11	
19	+14/+9/+4	+11	+6	+11	
20	+15/+10/+5	+12	+6	+12	Speak softly, carry big stick +10



Appendix 1:

Sample Contacts and Adventure Ideas

SAMPLE CONTACTS

Following is a list of possible generic NPC contacts and the role-playing perks and benefits they grant player characters. These contacts can fit in any campaign setting. Each entry includes the name of the contact, his gender, race, class, level, alignment, as well as the benefits he can offer a character.

The bonuses listed below represent the maximum bonuses granted by the contact. DMs should feel free to modify these bonuses according to circumstances, the status of the contact, or simple chance. DMs may also modify any of these contacts to better fit his campaign setting, role-playing style, or needs.

- **Agripa the Servant, Household Slave, female human Com3, NG:** A wise woman in the service of an important noble, Agripa knows when to keep her ears open and her mouth shut. She can reveal information on the goings on of the noble family she works for. She also knows how to act with her master's family. Following her advice, a character benefits from a +4 circumstance bonus to Diplomacy and Sense Motive checks made against any member of this family.
- **Arianna the Comedian, Thespian, female human Brd5, NE:** This charismatic and deceitful contact can help a character disguise himself, effectively conferring a +6 circumstance bonus on his Disguise check when using makeup and costumes from her vast assortment.
- **Barakas Brokennose, Brewer, male dwarf Exp3/War2, LG:** This brewer can sell raw materials (mainly various types of grains) as well as fine mead and

ale at 30% rebate. He is also well informed concerning the activities of most local guilds, providing a +4 circumstance bonus to Gather Information checks pertaining to these organizations.

- **Barnabas Deerhunter, Hunter, male human Rgr8, CG:** This contact can offer food and shelter to a party of adventurers in any type of terrain. He can assist a character on Wilderness Lore checks, conferring a +2 circumstance bonus. Alternately, he can use his +12 Wilderness Lore modifier to assist a character. He can also use the Track feat in combination with the Wilderness Lore skill.
- **Baromas the Powerful, Carpenter, male human Exp11, LN:** This strong carpenter can build a solid structure like no other. As a contact, he can build anything for the cost of the raw material as long as he is fed and given a place to sleep. He may also act as temporary bodyguard, using his wide hammer as a weapon.
- **Bertol the Alchemist, male human Exp10, LN:** This master alchemist can supply special alchemical items (such as alchemist's fire, smoke sticks, and sunrods) and brew certain potions at cost. He can also identify things for a portion of the price.
- **Biltanas Boatmaker, Shipwright, male half-elf Exp2, NG:** This boat maker can sell all manner of embarkations at a fraction of the price (between 25% and 50% off regular price). He can also provide good timber at a 25% discount.
- **Borda Missingtoe, Chandler, female human Exp2, NG:** This shy contact can sell candles with a 60% discount. She also has a hidden cellar in which she

hides refugees and other people in need. When questioned, she confers a +2 circumstance bonus to Knowledge (local) checks.

- **Calberol Hardear, Cobbler, male human Exp4, LN:** This cobbler knows how to keep his customers happy. As a contact, he can sell boots, shoes, and sandals for one third of the regular price. He can also inform a character on all manner of local lore, providing a +4 circumstance bonus to Knowledge (local) checks.
- **Cardomir of the Shire, Cottager, male human Com4, NG:** This cottager knows more about the region than anybody else. If asked for information, he confers a +4 circumstance bonus to Intuit Direction, Knowledge (geography), and Wilderness Lore checks made in the area.
- **Castanil the Painter, Artist, female half-elf Rog5, NE:** A favorite at court, Castanil is a cunning woman who knows every important person in town. When questioned on certain individuals, she reveals how to act in their presence, bestowing a character with a +2 insight bonus to any Charisma-based skill checks made against these individuals.
- **Cori the Reckless, Hostler, female human Com3, NE:** This contact knows how to tame and train horses. Although she may not be able to offer a great discount on steeds (only 20% off regular price), she will train horses for free and even purchase steeds from characters.
- **Cratos the Fat, Innkeeper, male human Exp7, NE:** This contact grants good food and comfortable lodgings at 40% off. An informed man, he gives a +2 circumstance bonus to any Gather Information or Bardic Knowledge check.
- **Dardania the Unwielding, Bailiff, female human Ftr3/Ari2, LN:** This strict lawman knows most criminals in the region. She provides a +4 circumstance bonus to any skill check made to identify, locate, or track down a criminal she knows.
- **Dostoyana Ravenmane, Soldier, female human Ftr7, LN:** This contact works for the local militia. One of the best soldiers in their unit, she may find employment to a warrior, act as bodyguard, or even be hired as mercenary (for the cost of food and lodging, plus 10% of all monetary treasures found).
- **Drista the Bold, Siege Engineer, female human Exp4/Ftr6, NE:** This cunning engineer can build sound and reliable siege engines for the cost of raw material plus 15%. When questioned, she confers a +4 insight bonus to any Knowledge (architecture and engineering) check.
- **Durdinas Armsmaker, Armor and Weapon Smith, male human Exp9, NG:** This famous weapons crafter can sell masterwork items at 40% off. Occasionally, he may buy or sell enchanted arms and armor as well.
- **Duri Longbeard, Jeweler, female dwarf Exp3/Rog8, LG:** This jeweler contact will purchase any gem an adventuring hero cares to sell to her. She also has access to a limited selection of enchanted rings, necklaces, and brooches, which she can sell at half price.
- **Eli the Librarian, Bookkeeper, female human Exp3, NG:** This contact knows all sorts of information. When asked to help, Eli can provide a +4 circumstance bonus to any Knowledge check. She can also find informative volumes for the hero who has her as a contact.
- **Estill Nightseeker, Astrologer, female elf Exp5, N:** This contact can use any Knowledge (arcana), Knowledge (nature), or Knowledge (religion) check with a +10 modifier. Alternately, she can assist someone performing any sort of Knowledge check, giving this character a +2 circumstance bonus to the attempt.
- **Etherson Oxfriend, Teamster, male human Com4, NG:** Etherson has been driving carts for caravans for over forty years. He can use his spotless reputation to find employment to a PC, cut a deal on transportation fees on certain caravans, and occasionally dispense sales prices (up to 20% off) on selected merchandise.
- **Evik the Noblehearted, Squire, male human Com2, LG:** This impressionable young man is eager to serve. As a contact, he confers a +8 circumstance bonus to any Knowledge (nobility and royal) checks. He can also introduce a character to notable knights of the region.
- **Ezerga the Blademistress, Sword Master, female human Ftr9, LE:** This uncouth warrior made a name for herself in the Northlands. She can reveal the location (or presumed location) of ancient ruins and long lost treasures anywhere in the world, effectively giving a +8 circumstance bonus to any Bardic Knowledge or Gather Information checks.
- **Fahavan Nokodomi, Cartographer, male human Exp3/Rog3, NE:** This man can supply a character with maps of all kinds. He also knows how to imitate handwriting and may use his +10 Forgery modifier to help a character in need of such services (for a small fee).
- **Fat Faramos, Cook, male human Com7, CG:** This goodhearted cook works for an important local noble family. He can offer good food for free and grant occasional shelter at his lord's manor (or in its stable, depending on the circumstances).
- **Finirian the Dreary, Embalmer, male human Exp9, LN:** This contact can grant funeral services for free. He can also use his +10 Disguise modifier to help someone disguise himself.
- **Fritas the Fool, Jester, male human Ill6/Rog4, NE:** Although he has a perverted sense of humor, Fritas has a multitude of contacts at court. With his help, a character can secure an appointment with a high-ranking member of the ruling council or benefit from a +6 circumstance bonus to any Perform check made to impress a person or crowd Fritas is familiar with.

- **Gorkas Darkmane, Metal Smith, male human Exp6/Ftr5, CN:** Gorkas can supply metal items of superior quality at cost. Although he never produces arms and armor himself, he can offer, with the help of his many contacts, a 25% discount on these items.
- **Grak the Destitute, Beggar, male half-orc Rog6, CE:** This untrustworthy half-breed knows the city like he knows the many scars marking his unattractive face. He can help a character find scraps of food and good shelter for free. He can also grant a +4 circumstance bonus to any checks made to avoid the city guards.
- **Hakiun Horsetamer, Rancher, male human Rgr7, NG:** This independent rancher contact grants high quality steed at a 50% discount. He may also teach a character how to gain empathy towards animal and how to handle or ride horses. Characters using Akium's steeds in his presence also benefit from a +2 circumstance bonus to all Ride checks.
- **Harkadir Safepassage, Sea Vessel Pilot, male human Exp6, N:** This first mate can procure passage on his ship for free. Through his friends, he can also bestow a discount of up to 40% off the transportation fee of any sea bound vessel.
- **Irkos One-Handed, Locksmith, male dwarf Exp7, LN:** This discreet contact knows how to pick a lock and he is familiar with most designs used in the city where he lives. He can craft specially made tools giving a +4 circumstance bonus to the Open Lock checks made on one specific type of lock.
- **Ivarnel Laborer, Tenant Farmer, male human Com2, NG:** This simple and friendly farmer can grant food, shelter, and mundane gear in exchange for a tale or two. He is so familiar with the region where he lives that, when asked for advice, he bestows a +2 circumstance bonus to all Hide, Intuit Direction, and Wilderness Lore checks made in the area.
- **Jorian the Harper, Musician, female elf Brd6, NG:** This charismatic character can provide entertainment for free. She can also use her +10 Bardic Knowledge modifier to assist a character in need (or give a +2 circumstance bonus to a character's own Bardic Knowledge check).
- **Kiri the Craftsman, Woodcrafter, female half-orc Exp4, CN:** Kiri can supply simple wooden products (such as plates, goblets, and utensils) for free. She can also craft any item made out of wood and offer a 25% discount on raw lumber.
- **Kratios the Loader, Longshoreman, male human Com3, NE:** This dockworker loads and unloads ships for a living. He knows all sorts of rumors about the sea and confers a +6 circumstance bonus to any Bardic Knowledge, Gather Information, or Knowledge check relating to the sea.
- **Kristanas Watcher, City Guard Captain, male half-elf War9, LN:** Kristanas is a proud and honorable man dedicated to the safety of the city in which he lives. He can help a character find employment in the city's militia, give him shelter in the soldiers' barracks, and divulge information on the town's most prominent citizens.
- **Kronak the Sleepless, Tribal Shaman, male human Adp8, NE:** This tribal priest can perform divine magic for a small fee. When asked for help, he also provides a +4 circumstance bonus to Scry, Spellcraft, and Wilderness Lore checks.
- **Lestor Son of Bestor, Aristocrat, male human Ari2, NE:** This rich contact will unload any sort of ancient relics, magical or otherwise, from an adventuring character and pay good money for it (close to full price, in fact). On occasion, he is also willing to shelter or hide a character in need.
- **Likharr of the Forest, Herbalist, male human Exp3/Rgr2, NE:** This herbalist keeps all manner of herbs in his small shop. He can grant a 50% discount on all goods he has in store. He also grants a +4 circumstance bonus to Heal checks when asked to assist.
- **Liruelle the Notorious, Guild Thief, female elf Rog6/Wiz2, CN:** This cunning guild thief bestows a +4 circumstance bonus to a character's Appraise and Forgery checks. She may also use her +10 Disable Device modifier to assist a PC in need.
- **Lord Krakas, Retired Paladin, male half-elf Pal7, LG:** This old adventurer has a golden reputation. As a contact, he can use his influence to bestow a +8 circumstance bonus to a character's Diplomacy checks when dealing with city or royal officials who know him.
- **Manika the Beautiful, Courtesan, female human Rog4, CN:** This ambitious woman works for one of the most prestigious courtesans' guild in the kingdom. Her profession allows her to learn all sorts of juicy information, granting a character with a +2 circumstance bonus on all Charisma-based skill checks when dealing with members of her clientele or their immediate families.
- **Mikos Traveler, Merchant, male human Exp7, NG:** Mikos has been to all sorts of places and knows most of what is going on in the mercantile world. He can offer a good discount (from 20% to 40%) on most items, will buy merchandise from adventurers (especially jewels, gemstones, and magic items), and can locate most minor magical devices (for a small fee).
- **Mirador the Snipe, Information Gatherer, male human Rog5, CN:** This short, keen-minded fellow knows all manner of information, as he has made the gathering of intelligence his profession. He may use his +12 Gather Information modifier to assist a character. Through his own chain of contacts, he can also have items appraised (safely and discretely) for a small fee.



- **Missana the Fragrancer, Perfumer, female human Exp5, NE:** This contact will buy any substance she can use to create new fragrances. She can also supply a hero with herbs, high quality perfumes, and low-grade poisons at cost.
- **Murodikan Lawabider, Sheriff, male human Ftr3, LG:** This stern sheriff is in charge of apprehending criminals for the county. He can confer protection as well as information on all wanted criminals in the region.
- **Nidaros the Remorseless, Judge, male human Ari9, LE:** This influential contact bestows a +6 circumstance bonus to a character's Intimidate checks when dealing with people who fear him (such as criminals and aristocrats who consider Nidaros a threat). Although he will not infringe the law, Nidaros may be willing to cut a deal with an imprisoned character (such as requesting a specific task from him) in order to help him get out of jail.

- **Oneran Stronghand, Master Mason, male human Exp6, NG:** This mason can build houses, manors, and fortifications for the cost of materials and wages for his crew. He can also identify weaknesses in any wall or fortress.
- **Pagvar Silverhammer, Gem Cutter, male dwarf Exp4, LG:** Pagvar has contacts throughout the Silverhammer clan and can put a character in touch with most types of craftsmen. He can also offer fair prices on gemstones an adventurer cares to sell him as well as supply high quality jewels at discount prices (25% to 50%).
- **Raspunek the Healer, Physician, male human Exp10, NG:** Raspunek can use his +15 Heal modifier to administer short- or long-term care to a character in need. He can also find healing herbs, potions, and salves in a relatively short time and for a very good price.
- **Rikanas Breadmaker, Miller, male human Com1, NG:** Rikanas is in charge of the village's grain mill. He can find work, food, and shelter for an adventuring PC. He can also reveal information on some of his patrons, giving a +2 circumstance bonus to a character's Bluff and Sense Motive checks made against them.
- **Rostig the Humorless, Monk, male human Mnk5, LE:** This dreary monk is on a personal quest to find perfect harmony between mind, body, and spirit. When interrogated, he can bestow a +4 circumstance bonus to Decipher Scripts, Knowledge (history) and Knowledge (religion) checks.
- **Salian Thickhide, Leather Worker, male elf Exp2, NG:** Salian can supply a character with all sorts of leather goods for one third of the market price. He is also interested in buying the hide from various creatures a hero may have killed.
- **Sheramed the Sailor, Seaman, male human Rog3, CN:** This traveler can reveal all manner of rumors from distant lands, bestowing a +2 circumstance bonus to most Bardic Knowledge, Gather Information, and Knowledge (history) checks.
- **Sorik Varnavel, Farmhand, male half-orc Com5/Rog2, NG:** This exemplary employee dreams of a life of adventure and romance. He would do almost anything for a character for who he is a contact — as long as the task is (or seems to be) honorable and worthy.
- **Thesteron Two-Toes, Negotiator, male human Rog8, NE:** This devious rogue is a negotiator for the guild he works for and knows a lot of important members belonging to other organizations. Because of his extensive knowledge, he can put a hero in contact with almost any member of any guild in the area. Also, when a character dealing with these people mentions Thesteron's name, he gains a +2 circumstance bonus to Diplomacy and Intimidate checks.

- **Trista the Seer, Sorcerer, female human Sor9, NE:** Since early childhood, Trista keeps having visions of the future — or at least what she believes are visions of the future. She can warn a hero of impending danger or use her divinatory magic to guide them on the right path.
- **Unia the Lyricist, Poet, female elf Rog3, CG:** This talented poet makes a living by telling stories. She can relate local legends, quote historical facts from various volumes, and even guide a character to a secluded hamlet, a lost monument, or a forgotten ruin.
- **Virandia the Clothier, Seamstress, female human Exp5, NE:** This clothier makes clothes of the finest quality. For a quarter of the price, she can help a character look as sharp as a prince. She can also manufacture specific costumes bestowing a +4 circumstance bonus to a hero's Disguise checks.
- **Xar the Unlawful, Pimp, male half-orc Rog6, CE:** This devious scoundrel heads a small but highly profitable prostitution ring. Using his employees, he can learn facts about any patron, which are usually of middle class (artisans, craftsmen, merchants, soldiers, etc.). He can also help a character coerce a patron, effectively bestowing him with a +8 circumstance bonus to Intimidate checks.
- **Xorlas the Righteous, Herald, male human Pal5, IG:** One of the king's messengers, Xorlas is highly knowledgeable in the kingdom's political situation and is able to explain much of it to a character having him as a contact. Because of his position, he can also introduce a character to important members of the nobility, perhaps even the king himself.
- **Yarabar the Executioner, male human Ftr7, NE:** When he is not on duty, this executioner is a jovial man who loves good ale and devious pranks. His station gives him privileged access to the capitol city's barracks, guard towers, and dungeon prison.
- **Zaros the Dark, Guild Mage, male human Wiz8, NE:** This evil wizard can use his +12 Scry and Spellcraft modifier to help a character. He can also assist him by casting powerful arcane spells. His status as one of the best wizards of his guild also allows him the right to recommend anyone as potential guildsmen.
- **Zebekian the Faithful, Priest, male human Clr5, NG:** This devoted cleric will willingly bless a character and his companions, using his divine magic to their advantage. He can also cure anyone and offer shelter at the temple of his god.

100 GUILD ADVENTURE IDEAS

- | d% | Adventure Idea |
|----|---|
| 1 | A young apprentice friend of the PCs had his crafted item, needed for entry to a guild, stolen by a rival and needs it back before the midnight deadline. |
| 2 | Rumors abound that a guild the PCs have a tie to have had its enforcers infiltrated by a doppelganger. |
| 3 | A Guild expecting an important shipment has lost track of the caravan just outside its area of control and asks the PCs to investigate. |
| 4 | One of the PCs teachers in the guild was overly harsh to three other apprentices in recent weeks, now that instructor turns up dead. |
| 5 | A small community guild slipping in power wants to lure masters from a nearby city to join their ranks and increase their prestige. |
| 6 | The guildmaster is retiring after his wedding. Some suspect the bride of tricking the guild's most competent leader in years to leave. |
| 7 | The PC's have overheard a group who has learned of the next meeting place of a highly secretive guild and are planning to spy. |
| 8 | An outstanding merchant with consistent business refuses to join the guild. Some members want him pushed into joining, others respect his privacy. Could he be using materials or practices that the guild forbids? |
| 9 | A local respected bard is being paid by businesses (who don't respect the guild hierarchy) to plant tales of corruption among the townfolk. |
| 10 | It is said an astronomer's guild has uncovered a dire prediction for the land, but those few suspected of being members have disappeared. |
| 11 | A powerful merchant house has moved to the city and is buying out many similar businesses and turning them away from the local guild. |
| 12 | A waterway important to the guild is going to be dammed by a city far upriver in another kingdom to create a reservoir and irrigate their failing crops. |
| 13 | Guild members who have their business cut by local humanoids that excel at their craft (dwarves for stonework and elves for bowmaking) demand action. |
| 14 | Rumors begin circulating that a highly successful guild owes its success to the guildmaster making a deal with an extraplanar entity. |
| 15 | A guild is in disarray when a coup to change guildmasters turns the members against one another and an outright battle for control begins. |
| 16 | Merchants complain to the PCs that their guild isn't delivering its promises but a few who have recently spoken out have mysteriously disappeared. |
| 17 | A king whose coffers are running dry begins plotting to overtake the nearest and most profitable guilds by planting relatives in key positions. |
| 18 | A traveler's guild needs maps of a very dangerous land to complete an important project and ask the PCs to assist them. |
| 19 | A surprising number of members of a beggar's guild are turning up as wererats in the sewers by the city's waterways. |
| 20 | Some freakish weather that's caused much concern of late is blamed on the local wizard's guild, which does claim a number of elementalists on its board. |

APPENDIX

- 21 A local craftsman's guild grows to such heights that it's attracted the personal attention of a celestial, and many members are pushing the guildmaster to relinquish power to her.
- 22 It is suspected that caravans guarded by the guardsman's guild are hit harder than others, and some members may be leaking route info to bandits.
- 23 The PCs are asked by a guild to approach a similar minded but more secretive guild in a nearby city with the possibly joining forces.
- 24 A martial guild gets a large donation of weapons and armor right after the city's militia is robbed of a large shipment of supplies.
- 25 A paranoid and bitter guildmaster hires a group of wizards to help him run his guild, using divination magic to uncover traitors and spies. Unfortunately, some known honest merchants (even PCs allies) are being targeted.
- 26 A guildmaster is imprisoned wrongly for a crime he didn't commit. The hierarchy of the guild is in danger as a power struggle ensues.
- 27 A powerful evil creature seeks to usurp a guild to ensure control over a facet of business in which they have great interest, and the PCs run afoul of the plot.
- 28 While slavery is outlawed in the land, a slaver's guild is established because of an omission in a city's laws and membership mysteriously swells.
- 29 Local druids and rangers are asking the PCs help on infiltrating a monster hunter's guild accused of unbalancing the local wildlife.
- 30 A guild for an evil god's followers has surfaced. Other guilds would balk if the city took direct action, so the PCs are asked to help the city with the removal.
- 31 A guildmaster friend of the PCs is suffering from a seemingly incurable illness. While healers have high hopes, he asks them to help him run the guild temporarily.
- 32 A city is placing heavy pressure on a warrior's guild to force journeyman to serve a term on the watch because of the civil unrest of late.
- 33 A maritime guild is gathering a select few warships to assault a pirate's island that has caused them years of trouble, and approach the adventurers for aid.
- 34 A guild rivalry has turned bitter and violent when a high-ranking journeyman of one guild turns up dead. The PCs are asked to help intervene.
- 35 While on route to a lucrative treaty meeting two guild masters are waylaid by mercenaries who demand an outrageous ransom.
- 36 A master of a craft has set up shop exactly two feet from where the guild territory of his trade operates in the city. His work is so good many folk still risk the full day's journey to his shop. He refuses to join under any circumstances.
- 37 After a mysterious number of magical "accidents", the wizard's guild convinces the city to outlaw any wizardry of any spellcaster who is not a member of the guild.
- 38 A recent usurper of a kingdom creates a heavily policed adventurer's guild to keep those that might assemble to oppose him under control.
- 39 A guild specializing in freedom for "the people" becomes a thorn in the side of the city when they violently oppose each new law voted into action by the council.
- 40 A martial schooling guild that offers better training and larger discounts on its classes undermines a local warrior's guild that offers average training as one of its benefits of membership.
- 41 A rival guildmaster of the PCs guild thought dead turns up very much alive, and is looking for a second chance to win the post.
- 42 Two guildmasters of vastly different organizations wind up falling in love, and consider joining their guilds as one despite the bizarre membership trials and complexity that would be involved.
- 43 A small group of one race protests their denial of entry into another racial group based on interest (dwarves wishing to enter an elven gemcutters guild).
- 44 A number of merchants are getting too comfortable with the guild's advantages and are as a result letting their work slack off, much to the dismay of the honest merchants, the PCs are asked to investigate.
- 45 A guild is exporting fine examples of its members work to a neighboring town to show the benefits of a guild keeping craftsmen aligned, hoping to start a chapter in that town, PCs are asked to guard the shipment.
- 46 A prominent noble whose family has their eyes on various posts in the government is starting a council guild of government members where they can be watched, cajoled, and replaced if they don't meet certain requirements.
- 47 A guild claims innocence when a band of mercenaries begins roughing up its members for "shoddy workmanship". Who is behind this bullying?
- 48 Important specific trail maps have been stolen from a wayfarer's guild and the PCs are asked to retrieve them. Do they lead somewhere someone wants kept a secret? The wayfarer's guild claims not...
- 49 A guild's private pool of guardsmen becomes larger and more influential than the town watch, and the guild begins shirking town law without fear of reprimand. The town asks the PCs to intervene.
- 50 A dangerous and controversial secret society of monster breeders wants to form a proper guild under town laws that would grant them even more freedom to pursue their activities. PCs are asked to legitimize their operation.
- 51 A guild's contacts start to dry up in the city, being replaced or bought out by a rival or enemy of the guild.
- 52 A well-to-do craftsman is denied entrance to a guild based on performance, and for revenge hires a group of PCs to harass the guild's shipping.
- 53 Someone on the inside, close to the guildmaster is betraying the guild's secret signs to a bunch of thieves, probably for a cut.
- 54 A guild with a handful of rivals is sponsoring an ambassador to travel to a nearby city for more recruits, and she requires protection on the trip.
- 55 A rogue's guild has masterfully stolen more than 3/4th of a town's treasury and is replacing it with their own minted coins for a monopoly on trade.
- 56 A war looms on the horizon that could greatly benefit some guilds and seriously hurt others. The PC's become a sought after commodity...
- 57 A stubborn, rich noble wishes to start a rival guild to one already established because he wishes to be guildmaster. The PCs are asked to get invited to his upcoming ball and try to persuade him to simply join the existing guild.

- 58 A city's government believes many guilds are overstepping their rights to on-site security and ask the PCs to test certain guild's defenses.
- 59 A historian's guild discovers two vital tomes missing from an until-recently neglected portion of their library. A former member turned swampland hermit is suspect, and the PCs are hired to retrieve the books at any cost.
- 60 A PC's guild asks them to infiltrate a rival guild to obtain records of their members for possible targeting in a new recruitment scheme.
- 61 A barrister's guild is formed that soon holds its own meeting of the town's lawmakers to rewrite and reword existing laws to better their own standing.
- 62 A master weaver and his family of exceptional workers new to town are being harassed to join the sail maker's, cloth weavers and outfitter's guilds but town law forbids membership in more than one guild.
- 63 A very active member of the guild has suddenly given up his membership without notice and vanished from the city.
- 64 A large number of flawed magic scrolls are appearing in the marketplace and there are links that tie this back to the wizard's guild.
- 65 An explorer's guild lost an expedition of six good members in their quest to map out the area around the highest mountain in the land.
- 66 An ink maker's guild from a rival city planted an informant in the current city's ink guild to intercept shipments to supply their members with free materials.
- 67 The Guild asks the PCs to investigate the city sewer system under certain guild houses to be sure they aren't using the ducts for purposes other than removing waste.
- 68 The PCs are set up to "accidentally" overhear a plot to assassinate the guildmaster to test their loyalty.
- 69 The PCs guildmaster receives a blackmail note, something she didn't do but the culprit claims to have evidence to the contrary, the PCs must set right her good name.
- 70 At an exhibition of well-crafted items, a PC's entered item is replaced by shoddy workmanship, possibly a mistake or placed there to discredit him.
- 71 A guild in a city with orc haters in government informs the guild that all their members must refuse to sell to orcs or half-orc patrons.
- 72 The PCs uncover a plot between guilds wherein a stargazers' guild predicts a massive drought destroying crops so the various farm and food guilds can raise prices in response, giving the stargazers a cut.
- 73 With the threat of war with a neighboring nation looming, the PCs are asked to their respective martial guilds to help train hopefuls.
- 74 A powerful guild informs it's members not to accept coinage from a nearby land in financial trouble, but this very land is looking to become an ally of the government's land the guild is in.
- 75 The PCs hear word of a "gnoll patrol guild" lead by a master ranger of their kind to secure a forest for unknown means.



APPENDIX

- 76 Guild members are being targeted by an assassin, making membership to the guild dangerous.
- 77 A protection and bodyguards guild is forcing prices for their services way up, increasing the costs of goods and services in town to make up the difference.
- 78 Guild member approaches a PC, they believe a rival is trying to kill them. They ask the PC to investigate while they hide in the city.
- 79 The Guild headquarters is burnt to the ground, many members are dead or missing. Magic gone awry seems to be the answer.
- 80 A high ranking guild member seeks out the PCs to sponsor them for the next rank...there is much at stake and perhaps the PCs can't agree on who should sponsor the NPC.
- 81 A PC's guild has sent a journeyman for the mandatory training period to the PC.
- 82 A PC learns that the highest ranks of his guild come with price higher than coins. Perhaps a geas, curse, etc. must ensure loyalty at high ranks.
- 83 Several small guilds (with an equal number of members) each try to gain notoriety over the others. A famous adventurer might be the answer, and each guild aggressively tries to recruit the PC.
- 84 A guild member claims to have been waylaid on the way to pay dues. He asks the PCs to cover his payment.
- 85 An Innkeeper refuses to house a PC because they belong to a rival guild, or charges double.
- 86 A guild member is engaging in practices forbidden by law, and the PCs are asked to provide proof before the member can be disciplined.
- 87 A guild rivalry is so strong, open attacks on the street are common. Recently a group of small children were injured and now the townsfolk want something done.
- 88 A miner's guild has suffered many shipment losses, but wants no word spread of it. They ask the PCs to help.
- 89 Due to a terrible mistake the PCs guild has lost any respect, some members hang on, but most are just waiting for more competent leadership.
- 90 A high-ranking member of the guild hears of the PC's exploits and wants to hire them for a "personal matter". He wants a family member escorted out of the city for their protection.
- 91 A guild member is attacked by a lycanthrope and it's nearly a full moon. She wants the PCs to escort her to a priest in the next town that can help quickly, keep it quiet, and protect innocents from her.
- 92 Prostitutes are disappearing every night (sometimes from within their rooms). The courtiers or entertainers guild wants it stopped.
- 93 Due to a recent shipping tragedy the thespian's guild cannot put on their play for a visiting dignitary and approach the wealthy PCs for a grant.
- 94 The guild takes up residence in a much larger and nicer estate that was abandoned for years. Now many members complain of strange noises, whispery images and objects moving about on their own.
- 95 A rotten guildmaster has been arrested. Many suspect there are many still loyal to him in the ranks. The PCs are asked to work with the jailed guildmaster to hunt down these remaining members.
- 96 An orc scout guild has convinced the city to allow them membership, and soon the city streets are crawling with orcs.
- 97 A religious zealot and his followers of a god a PC revere asks for their help, that their deity has commanded him to take control of a guild and to help him overthrow the current guildmaster.
- 98 A well-respected member of the community wins a long bid to become guildmaster, but a powerful adventurer comes to town hunting this person for crimes against his family long ago.
- 99 When many members are confronted with late dues, they all insist they already paid...someone is posing as the guild's dues collector and has made off with the coins.
- 100 It is said there is a witness's guild operating in secret in a city with a very active barrister's and rogue's guild, and the PCs are asked to investigate.



APPENDIX

EQUIPMENT

Codes and ciphers	.39
Farwood (special material)	.90
Guild seals	.39
Hidden armor	.39
Hollow book	.39
Secret compartment	.39
Steel secret	.40

FEATS

Adaptive Magic	.81
Apprentice of the Arcane Order	.81
Bureaucrat	.42
Cryptologist	.73
Efficient Craftsman	.42
Eye for Fakes	.42
Fox Friend	.115
Generalist	.73
Guild Inheritance	.42
Guild Savvy	.42
Guild Speak	.63
Haggler	.43
Heart of Oak	.118
Loyal to the Guild	.43
Mind Over Magic	.82
Rhetorical Dexterity	.73
Serpent's Mind	.105
Serpent's Strike	.105
Serpentine Empathy	.105
Smuggler	.43
Soul of Oak	.118
Specialist	.73
Starstrike Technique	.82
Terrain Training	.89
Territorial Defender	.89
Trade Cant	.97
Valued Connections	.97

GUILDS

Ancient Quill Guildhouse	.70
Ancient Quill Historians' Society	.67
Arcane Order of the Mithril Star	
Guildhouse	.77
Arcane Order of the Mithril Star	.75
Argent Guard	.112
Charitable Gild of the Lily, the	.113
Dancing Mice	.114
Family of the Fox	.114
Farwood Guild, the	.83
Farwood Guildhouse, the	.86
Fearless Bard	.115

Flowing Cup Guildhouse, the	.95
Flowing Cup	
Merchants' Guild, the	.90
Gravediggers' Guild	.132
Jade Mantis Dojo	.116
Nine Masters of Garn, the	.117
Shield of Oak	.117
Silverheart's Daughters	.118
Society of the Sacred Serpent	
Guildhouse	.103
Society of the Sacred Serpent	.97
Song of the World	.119
Steel Chain, the	.120
Wave Cobbler Seafarers'	
Guild, the	.105
Wave Cobbler Seafarers'	
Guildhouse, the	.110

MAGIC ITEMS

<i>crown of knowledge</i>	.73
<i>device of finding</i>	.73
<i>everlasting waterskin</i>	.90
<i>farwood bow</i>	.90
<i>farwood shield</i>	.90
<i>firebane arrows</i>	.90
<i>guild token</i>	.82
<i>ink of persuasion</i>	.74
<i>ink of preservation</i>	.74
<i>lesser device of finding</i>	.74
<i>message mirror</i>	.82
<i>ranger's bow</i>	.111
<i>ring of the master wright</i>	.112
<i>soul shield</i>	.82
<i>talisman of knowledge</i>	.74

NPCS

Aeldred Coe	.89
Akharan Zarak	.104
Astra Lightstar	.79
Barakian the Vile	.104
Camdel Outlander	.79
Cedric Strongoak	.88
Dex'ct Tirabo	.110
Draz Tirabo	.111
Falstaff Quirrel	.97
High Master Astra Lightstar	.79
High Master Camdel Outlander	.79
Kostan Rhan	.81
Krassus the Enforcer	.105
Larus Itarra	.71
Madeline Sinclair	.96

Shandrilla the Silent	.89
Varandia S'alh	.103
Wilfrim Treusight	.72

PRESTIGE CLASSES

Ancient quill historian (His)	.135
Arcane order mage (Aom)	.137
Enforcer, the (NPC Class)	.150
Farwood sentry (Fws)	.138
Guildmaster (Gms)	website
Library page (Lpg)	.139
Master merchant (Mmr)	.140
Mast-raiser (Mrs)	.142
Servant of the flowing cup (Flc)	.143
Servant of the serpent (Srv)	.144
Trainer (Tra)	.146
Watchman (Wtc)	.147
Wave runner (Wvr)	.148

SPELLS

<i>alert</i>	.82
<i>divine craftsman</i>	.43
<i>finding</i>	.74
<i>greater secret conclave</i>	.43
<i>guild mark</i>	.43
<i>guild oath</i>	.44
<i>guild ward</i>	.44
<i>historical divination</i>	.74
<i>light storm</i>	.83
<i>remove scar</i>	.113
<i>secret conclave</i>	.44
<i>silver tongue</i>	.44
<i>storm shield</i>	.83
<i>temporal sentience</i>	.74

SKILLS

Bluff	.40
Cartography	.41
Craft	.40
Decipher Script	.40
Diplomacy	.40
Gather Information	.41
Intimidate	.41
Intuit Direction	.41
Knowledge (cartography)	.41
Knowledge	.41
Perform	.42
Profession	.42
Sense Motive	.42
Speak Language	.42

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GUILDS™

MASTER • JOURNEYMAN • APPRENTICE

Having given my decree, I sat back and watched as my guildsmen made their way from the hall. My advisors crowded around me, waiting for privacy before speaking. Gerus Duhrg was the last man out, he always was, and gave me his trademark second-glance and knowing smile.

I just wish I knew what it is I'm supposed to be in the know about.

I listened subconsciously as my advisors and master craftsmen gave their opinions, reports, and plans. Everything passed my danger threshold and I nodded my approval in turn. All that remained was the dues collector...

And he was smiling.

It's good to be the guild master.

— Jerron McClurg, Guildmaster of the Blacksmith Order of Vulcan

THIS IS THE KEY TO THE CITY

Inside this 128-page book you'll find rules for creating guilds of all detail levels and how to manage fantasy economics. Inside, you'll find adventures for PCs as members of guilds, rules for PCs becoming guild masters, and the benefits gleaned from guild membership.

This is not a rigid system locking in your creativity. It's loaded with advice, components for various guilds, and detailed examples for creating a guild for any craft, profession, class or interest you can imagine!

THE HAMMER AND ANVIL ARE ONE

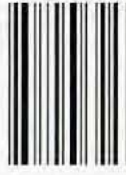
- New prestige classes
- New feats and spells tailored to specific guilds
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Printed in U.S.A. AEG 8519

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