13TH PLANET GAMES PRESENTS

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WILD NIGHT IN ULTHMAR

Ulthmar's newest thieves' guild, the Five-Finger Free Company, has just pulled off a bold heist—and now the whole city's hot to find their hideout! Heroes must outwit a host of desperate rogues while threading danger-fraught dark alleys to seize the stolen loot, if the rest of the underworld doesn't beat them to it!

Wild Night in Ulthmar is a brief Sword and Sorcery adventure for use with the Barbarians of Lemuria and Everywhen systems. Three pre-generated characters are included.

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Wild Night in Ulthmar' appears in the Sword and Sorcery Codex, a 255-page fantasy expansion for the Everywhen system, fully compatible with Barbarians of Lemuria. This toolkit is chock full of new careers, spells, creatures, boons, flaws, mechanics, and setting information— everything you need to create your own S&S campaign, or file the numbers off a classic! Available here:

https://www.drivethrurpg.com/product/445007/ Sword-and-Sorcery-Codex

You can check out BoL (<u>https://www.drivethrurpg.</u> <u>com/product/144526/Barbarians-of-Lemuria-</u> <u>Mythic-Edition</u>) and Everywhen (<u>https://www.</u> <u>drivethrurpg.com/product/249193/Everywhen</u>) at DriveThru RPG.

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OVERVIEW

A new thieves' guild, the Five-Finger Free Company, has muscled its way to the top of Ulthmar's criminal underworld, with a reputation for staging bold heists. They might have just bitten off more than they can chew, however.

The thieves cleaned out the family crypt of the Great Tyrant himself, hereditary ruler of Ulthmar. Their score? The Tyrant's grandfather's remains, a complete skeleton coated in platinum and strung together with silver wire. The 'eyes' are sapphire cabochons, worth a fortune in themselves. Shortly after the theft, the Company established communication with the Tyrant and are offering to ransom back the remains—one bone at a time.

Now every crook in Ulthmar, from light-fingered servants to criminal masterminds, is trying to figure out where the Free Company's holed up. Even the court sorcerers are grilling their infernal informants for the location, but so far, no luck.

Naturally, the PCs figure they can do better!

(Wild Night is gritty urban adventure, pitting heroes against the S&S trope of a crime-ridden port city, rife with a colorful underworld. A series of goose chase encounters eventually leads to a climactic battle aboard a 'haunted' sloop. Along the way, PCs meet a motley assortment of rogues, some of whom are dangerous while others merely desperate. Potentially, all this occurs over the course of a single crazy night).

FEAR AND RESOLVE

This adventure makes use of the resolve mechanic from *Everywhen*, which may be unfamiliar to veteran *Barbarians of Lemuria* players. **Appendix A** on pg. 17 explains how Resolve Checks work. If the GM doesn't want to bother with tracking resolve loss, other options for simulating fear and mental stress are presented.



START

Each PC has a lead on where the Five-Finger Free Company is located. None of these leads are correct, having been planted by the Company as part of a disinformation campaign. However, by following up on them, disparate heroes can be drawn together into a group (if necessary), before finding the clue that points to the *real* hideout.

Thieves' guilds usually operate out of 'fronts,' that is, some back room of a legitimate (or less than legitimate) business, rather than maintaining a formal presence. Though Ulthmar hosts a teeming underworld, no criminal organization is brazen enough to advertise their whereabouts.

The following are rumored to be potential locations of the Free Company's headquarters. PCs are aware of the general background associated with each:

• Puig's Poke

'The lowest dive in Ulthmar,' where the absolute bottom-layer of criminal scum go to drink. Much droze traffic (see sidebar, opposite) is said to take place here. The bar is tended by a trained baboon.

• The House of Defecation

A public lavatory with a dubious reputation, whose back alley is an unofficial dueling site for criminals.

• Hell's Seraglio

A temple dedicated to the Nine Sublime Virgins, practicing sacred prostitution. Hell's Seraglio is the temple's street name, referring to the crypts beneath and 'unusual' prostitutes working there.

• The Parlor of Peaceful Repose

A cut-rate mortuary and crematorium, run by the friendly Barbianco brothers. **Paolo Barbianco** gathers up the dead nightly with his 'corpse-cart' as a public service.

If there are more than four PCs, then some will get the same lead. If there are less than four, PCs can get multiple leads, or the adventure can be run with fewer encounters—see **Different Hooks for Different Crooks**.



ULTHMAR

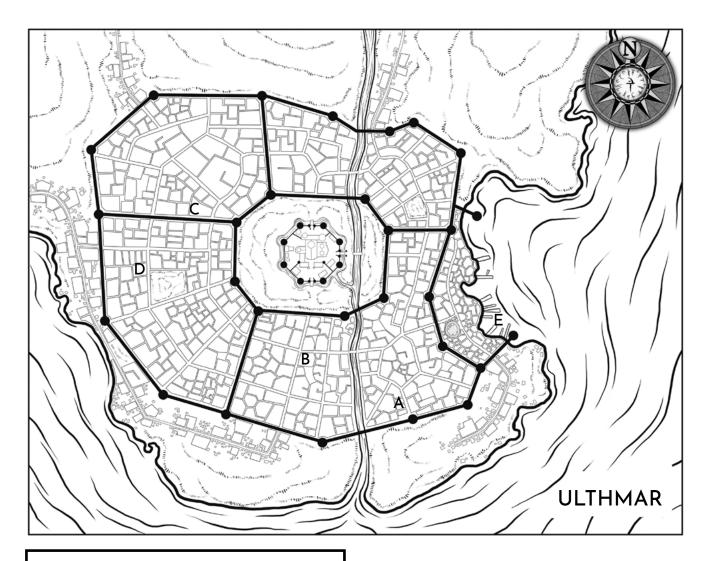
Ulthmar is a chilly port city located on a river delta. Plagued by heavy fogs, corruption, and crime, the metropolis has seen better days. Once-resplendent public works lie cracked and forgotten, as the frenzied populace goes about their pursuit of filthy lucre.

Ulthmar's wealth derives from gain exports. River barges carry wheat from outlying farms along the delta, to be stored in massive stone silos near the harbor and shipped across the sea. The city's reputation as a breadbasket cemented its prominence for centuries; however, the ruling family has since fallen into decadence, and younger city-states have arisen to challenge Ulthmar's monopoly.

The current Great Tyrant has survived a score of assassination attempts and two popular uprisings during his reign. He has done so by maintaining complete isolation, communicating with only a handful of favorites through messages shoved under the gilded doors to his sanctum. This hopeless paranoia allows for much intrigue among the royal family.

Another problem undermining the city is a new drug, called *droze*. This is actually ergot, harvested from neglected silos where the grain has been left to rot. Droze induces pleasant, calming hallucinations—as well as dry gangrene in fingers and toes after continued use. Unfortunately, the drug is being distributed by the Grain Inspectors Guild, who supplement their meager wages with the profits.

Ulthmar exemplifies a Waning culture, with the duplicitous, maritime, and mercantile traits (see the *Sword and Sorcery Codex*, pg. 19).



KEY

A: PUIG'S POKE B: THE HOUSE OF DEFECATION C: HELL'S SERAGLIO D: THE PARLOR OF PEACEFUL REPOSE E: SLIP 34

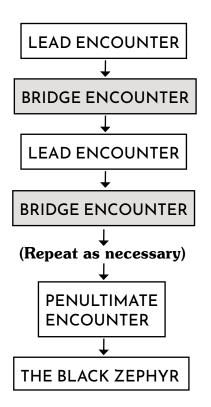
DIFFERENT HOOKS FOR DIFFERENT CROOKS

The four 'lead' encounters are modular and can be run in any order; they're red herrings, intended to get PCs moving. The GM can opt to use fewer (especially if playing with a smaller group) and thereby make the adventure shorter, or even add a couple, stretching play across several sessions. Additionally, there are two 'bridge' encounters (**The Sheep's Feet Vendor** and **The Palanquin Bearer's Guild**) to run between the 'leads,' while the heroes are traveling from point A to point B. These ultimately direct PCs to the final encounter, **The Black Zephyr**, an abandoned sloop used by the Five Finger Free Company as their base of operations.

If PCs haven't met previously, the GM can have them run into each other as they follow up on their respective leads, rather than having the group all form at once. For example, player A, with the lead for **Puig's Poke**, can meet up with player B there while investigating, who in turn has the lead for **Hell's Seraglio**. And so on. Establishing the 'party' in this manner has a more organic feel than having all the heroes start in a tavern, though it means some players will have to wait until their characters are encountered.



FIG. 1: ADVENTURE STRUCTURE



PUIG'S POKE

Ulthmar's lowest dive is situated in an alley between two tenement hovels, so tall and dilapidated they lean together to form a roof. A plank set atop two crates forms the bar, and the only drink dispensed is 'leavings,' a mixture of various liquors, ales, and wines poured from the dregs of near-empty containers. The proprietor, Old Puig himself, lies facedown drunk behind the bar most of the time. Patrons toss an iron bit into a cup before ladling themselves a filthy mug of slate-grey liquor. Puig's pet baboon, **Sencha**, oversees the transaction, flashing her four-inch canines at anybody who gets a clever idea (see **Appendix B** on pg. 18 for stats).

One or more PCs have heard there's a snitch hanging out at the Poke who knows the location of the Free Company. Unfortunately, the only customer here who looks semi-conscious is a rough bit of business perched atop a barrel. He readily gives his name as "Shadowkin" to anyone who asks, an edgy moniker reinforced by a hooded black cloak, eyepatch, and more than a dozen knives strapped to various places on his body.

In actuality, 'Shadowkin' is **Cernig**, an impressionable young member of the City Watch, who fancies himself an expert at undercover work. Aware of the Poke's reputation for selling droze, he is trying to arrange a 'buy' of the drug. However, everyone at the bar, including Sencha, knows he's with the Watch and are pointedly ignoring him.

Cernig approaches PCs if they don't approach him first. Several of his knives fall out and clank against the alley floor in the process. Grimacing, he whispers "You're a likely-looking bunch. You have anything for me?" Cernig means droze, though the heroes might mistake him as asking for his snitch's fee. Let the comedic misunderstandings commence!

Rebuking or otherwise running off young Cernig earns PCs a round of polite applause. Leavings are on the house! Otherwise, a Watch patrol eventually shows up at the mouth of the alley and calls for Cernig to start his shift. Still trying to remain 'in character,' the red-faced *poseur* pretends like he's about to be hauled off to the gaol.

CERNIG (TOUGH)

Attributes	Combat Abilities	
Strength 0	Attack +0 melee	
Agility 0	Damage d6L	
Mind 0	Defense 0	
Appeal 0	Protection 0	
Lifeblood 5	Resolve 5	

Cernig is the S&S equivalent of a 'wannabe' tough guy, who, unfortunately, doesn't have much going for him. Treat as a rank 0 soldier with the *All Thumbs* and *Naivety/Gullible* flaws.

THE HOUSE OF DEFECATION

This public lavatory was built by decree of the third Great Tyrant during Ulthmar's golden age. The structure has since fallen into partial ruin, though two privies remain unclogged and see regular use. A rear wall forming part of the notorious back alley still has bits of a mosaic, depicting pleasant pastoral scenes. This mural has been defaced with obscene graffiti, as well as the curious marks of a thieves' cipher used by various gangs to communicate. At the GMs option, some recently scrawled code could offer clues to another (false) 'lead' site.

One or more PCs have heard a rumor members of the Five-Finger Free Company are holding council in the back alley. A crucial meeting has been scheduled for tonight.

There is indeed something big about to go down, but not what PCs have been led to believe. The alley has become an arena for a sort of 'fight club' featuring someone's cruel idea of sport. However, things aren't going to go well for the fight's wretched organizers, and rough justice will soon be had.

When PCs arrive, a small crowd has already gathered in the alley, with people holding up fingers and shouting bets. A gaunt man in a fur-trimmed robe steps forth; this is **Thales**, an unscrupulous fight promoter. "Welcome to the evening's main event," he announces, waving a gilded staff. "We've got a spectacular matchup on the card tonight. To my right, drawn from the frozen forests of the North, comes the ultimate ursine marauder. You know him, you love him; he's Bjorn the Bear."

Cheers erupt for a tall, somewhat paunchy bald man with a long blonde beard. His eyes are bleary from drink and lack of sleep.

"And in this corner, fresh from the East Gate, a stranger to our city. He's got a bellyful of nothing and pockets stuffed with broken dreams, but by the Tyrant, there's a gleam in those bloodshot eyes! I give you the, ah, Raggedy Vagabond!"

Relative silence greets the contender, a beggar on the youngish side, not too emaciated, with some spring in his step. This last is due to a recent meal, the man's sole payment for his bout.

Unless heroes intervene, the 'Beggar's Battle' commences, and the two fighters close for brutal, noholds-barred unarmed combat. Bjorn gets the initial



upper hand due to his size and strength, but the wily Vagabond manages to seize his beard and pull out a shock of hair. Wary now, the contestants begin circling each other. The lull angers the crowd; muttering imprecations, Thales pushes Bjorn into the contender, causing both to topple. The two exchange looks as a Spartacus moment passes between them. With a nod, Bjorn rises and breaks Thales's jaw with a savage roundhouse! The Vagabond, meanwhile, kicks a howling spectator full in the stomach, causing him to spew meat pie. Chaos descends!

The crowd's cheers turn into shrieks of terror as the alley turns into a human stampede. Depending on how close PCs are to the action, they may need to pass a couple Moderate (0) Agility checks to race out of the narrow space and avoid being knocked down for d6 fatigue damage. A more creative and daring action, like an acrobatic flip or climbing up the alley wall, could potentially get the hero to safety in one round.



At the GMs option, if this scene is being used to introduce a hero, the PC could serve as a stand-in for the Raggedy Vagabond (but only if this doesn't offend the player's sensibilities). Additionally, if PCs intervene on Bjorn and/or the Vagabond's behalf, the two Toughs might be willing to accompany them on the adventure, or even alert heroes to one of the 'lead' or 'bridge' encounters.

THALES (TOUGH)

Attributes	Combat Abilities
Strength 0	Attack +0 melee
Agility 0	Damage d6L
Mind 1	Defense 2
Appeal 1	Protection 0
Lifeblood 5	Resolve 6

A rogue with a penchant for blood sports, Thales was ejected from an inland city for bear-baiting and other fights involving animals. Since arriving at Ulthmar he's hit on his new 'Beggar Battles' schtick, which has proven popular so far. He dreams of one day managing gladiators in the 'big time.'

Treat as a rank 1 rogue, rank 1 entertainer with the *Glib/Silver Tongue* boon. His gilded staff can be used as a 2H weapon (d6L damage).

BJORN THE BEAR (TOUGH)

Attributes	Combat Abilities
Strength 2 Agility 0 Mind 0 Appeal 0 Lifeblood 7	Attack +2 melee Damage d3+1 Defense 0 Protection 0 Resolve 5

A former seaborn trader from the north, Bjorn was forced to beg in the streets of Ulthmar after his ship lost all her cargo. Treat as a rank 1 sailor, rank 1 beggar. He has the *Brawler* boon.

RAGGEDY VAGABOND (TOUGH)

Attributes	Combat Abilities
Strength 1	Attack +1 melee
Agility 1	Damage d3
Mind 0	Defense 1
Appeal 0	Protection 0
Lifeblood 6	Resolve 5

This mysterious stranger is likely a bandit fallen on hard times, given the outlaw's brand on his left shoulder. Treat as a rank 1 rogue, rank 1 beggar. Like Bjorn, he has the *Brawler* boon.

HELL'S SERAGLIO

The Temple of the Nine Sublime Virgins once housed an actual religious order, fallen into disrepair until **Sister Ibis** and her crew restored the place, 'classing it up' with cheap marble facades, threadbare tapestries, and stolen furniture. The bordello's thin veneer of respectability is easily seen through if anyone bothers, though few clients care to. The Sublime Nine themselves are kept busy all night long, in secluded alcoves off the porticoed courtyard. 'Libations' and drinking couches are arrayed around a statue of an ancient fertility Goddess, hauled over from some remote isle across the sea.

One or more PCs have heard the Free Company has taken over Hell's Seraglio, a sideline venture run out of the crypts beneath the temple. The gang's members have allegedly disguised themselves as prostitutes. Curtains screen the Seraglio's entrance, a narrow set of stairs leading beneath the nave. Sister Ibis, who serves as both madam and bouncer, explains this special part of the temple is strictly members only though membership can be purchased on the spot. If PCs comply, Sister Ibis escorts them down, enjoying the theater of this 'descent into the underworld.' "I will be your personal psychopomp," she explains, "as we explore the wretched pleasures of hell together!"

The crypt ceiling is low, forcing the 7' tall Ibis (and likely any barbarian PCs) to stoop. Light gutters from brass lanterns and shoals of red candles. Coupled with a thick incense-haze, the subterranean chamber really does resemble a level of hell. Sister Ibis announces that an "*unusual*" selection of companionship can be had here, "for any—and I mean any—taste." Titters, howls, and shrieks echo from behind silk-shrouded niches, prompting the imagination to run wild about what might be going on.

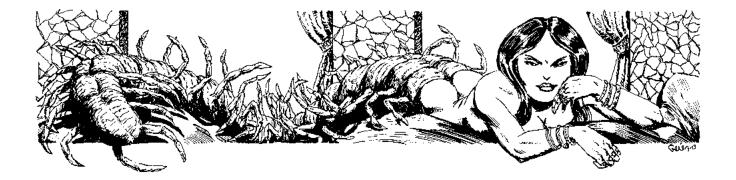
PCs looking for information, or who peek behind a silk curtain out of curiosity, encounter **Zemfira**, who is unoccupied at the moment. She appears as a pale young woman with thick black hair, wearing a gold mask and curious bodysuit made of fine golden mesh. Zemfira is a true dhampir, born of a vampire and a living parent. As such, she has no bones, but can 'hold herself together' for periods using sheer will, assisted by the confines of her special suit. There is a large ewer with twin handles next to her couch; if necessary, she can 'pour' herself into the container for quick transportation.

Zemfira is a sparkling conversationalist, a storehouse of odd lore and hair-raising tales from the frozen kingdoms to the north. She is also an information broker, and can (for a price) confirm Hell's Seraglio has nothing to do with the Five-Finger Free Company. At the GMs option, she can provide an additional clue; for some reason, the old **Sheep's Feet Vendor** (see pg. 10) has been linked with spreading rumors about the Free Company, though no one knows why.

SISTER IBIS (TOUGH)

Attributes	Combat Abilities
Strength 2	Attack +2 melee
Agility 0	Damage d3+2
Mind 0	Defense 0
Appeal 0	Protection 0
Lifeblood 7	Resolve 5

Tall, with square shoulders and prominent hands (whose knuckles are thickly calloused), Ibis wears a flowing white dress and a gauzy veil covering the lower half of her face. As noted previously, she runs security for both the upper and lower levels of the temple. Treat as a rank 1 entertainer, rank 1 rogue. Ibis has the *Mighty Fists* boon, allowing her to add her full Strength to unarmed attacks.



ZEMFIRA (TOUGH)

AttributesCombat AbilitiesStrength 0Attack +0 meleeAgility 0Damage d3Mind 1Defense 2Appeal 1Protection 0Lifeblood 5Resolve 6

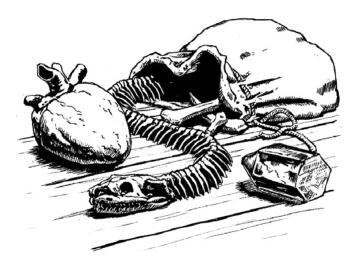
Naturally curious, Zemfira enjoys the company of the living and would like to travel further among the kingdoms of the south. Treat as a rank 1 temptress, rank 1 entertainer. She has the *Attractive* and *Night Sight* boons, as well as the supernatural/demonic power *Malleable Flesh* and *Unsettling* flaw.

THE PARLOR OF PEACEFUL REPOSE

The Parlor is a somber, one-story building set close to the Middens, a notoriously rough and tumble neighborhood of Ulthmar. Bars cover the windows, and a hanging sign depicts a white lily against a field of black. The front door is for legitimate customers only; all other business is conducted through an iron door off the back alley, connecting to the mortuary workroom. The community-minded Paolo Barbianco and his older brother, **Tomas**, run the place.

One or more PCs have heard the Barbiancos rent out a windowless 'safe room' for criminals on the lam, accessed by a secret door behind the crematory furnace. Key members of the Five-Finger Free Company are said to be hiding there.

When the heroes arrive, Tomas is in the workroom with 'clients' and Paolo is out making the rounds with his corpse cart, collecting the remains of hapless types who have perished on neighborhood streets, ostensibly to cremate them. Any knocks at the fortified front door are ignored. The back door is another matter; Tomas slides back a peephole and politely asks the nature of PCs business. A likely-sounding bluff stands a good chance of gaining entrance, as Tomas is a reasonable man, and the parlor sees a lot of night traffic.



Anyone invited back sees a large room with several stone biers and corpses atop. A trio of hooded figures, smelling like a charnel house, sit hunched in one corner. Tomas briefly introduces them as "grieving family," but says no more.

The trio are ghouls, of course, waiting for Paolo to arrive with the evening's provender. They won't attack unless attacked first, or if PCs try any strongarm tactics with Tomas. The elder Barbianco bluffly denies the existence of any secret doors or safe houses, and laughs outright at the idea of hosting the Five-Finger Free Company. "If only," he chuckles, "then I could get out of the stiffs business for good!"

As fate would have it, Paolo returns to the parlor d6 rounds after the outbreak of any hostilities, or if/when things start to escalate. Before wading in to defend his brother, the younger Barbianco blows on a curious whistle carved from a human fingerbone. The highpitched shriek summons a swarm of Rabble ghouls (2x PCs number, 3 lifeblood apiece) from the nearest catacomb entrance (see sidebar) d6+2 rounds later, to help out.

If PCs can keep things civil, a Hard (-1) Appeal check or bribe convinces Tomas to reveal his safe room, which really is concealed behind the crematory furnace. No gang of thieves are hiding inside, however, just some paraphernalia and a small shrine to a worm-like god. Tomas admits to trying his hand at necromancy, but doesn't seem to have the knack for it. At the GMs option, the ghoul 'customers,' on overhearing the heroes interest in the Five-Finger Free Company, can offer (in a harsh, whispery voice) to trade information for fresh corpses, or the promise of same. The ghouls note **The Palanquin Bearer's Guild** seems to be hot on the gang's trail, spying on anyone who might have a lead and consolidating information. This tip turns out to be very true (see pg. 11).

TOMAS BARBIANCO (TOUGH)

Attributes	Combat Abilities
Strength 0	Attack +0 melee
Agility 1	Damage d3
Mind 1	Defense 2
Appeal 0	Protection 0
Lifeblood 5	Resolve 6

Well-spoken, Tomas is the 'brains' of the outfit, who handles most of the Parlor's legitimate business. He has zero squeamishness about making money, but is generally honest in his own, twisted way. Though he isn't aware of it, the corpse cart's nightly rounds and ghoul's voraciousness have kept disease outbreaks in the Middens at a record low for years.

Tomas has the *Artistic* boon, used to good effect when preparing bodies for viewing. Treat as a rank 1 craftsman, rank 1 rogue.

PAOLO BARBIANCO (TOUGH)

Attributes	Co
Strength 3	Att
Agility -1	Dai
Mind 0	De
Appeal 1	Pro
Lifeblood 8	Res

Combat Abilities Attack +2 melee Damage d6+3 Defense 0 Protection 0 Resolve 5 Burly Paolo is the parlor's 'brawn,' his muscles built up from endless cart-pushing and body-hoisting. He is protective of his older brother and pragmatic about the family business. "*Ghouls gotta eat too, you know*." He always carries a short sword, though everybody knows he enjoys the protection of shadowy forces. Paolo has the *Giant Strength* boon. Treat as a rank 1 worker, rank 1 rogue.

GHOULS (TOUGH)

Attributes	Combat Abilities	
Strength 2	Attack +2 melee	
Agility 0	Damage d6L+1	
Mind 0	Defense 0	
Appeal —	Protection 0	
Lifeblood 7	Fear 1	

These three are the above ground reps who regularly deal with the Barbiancos. They trade *anything*—jewelry, fine clothes, gold teeth—looted from burials recent and ancient for their 'meat.' If pressed, the ghouls attack with their ragged claws and filthy teeth in lieu of weapons.



THE GHOUL UNDERWORLD

Just like Paris and Rome, a collection of ancient catacombs rings Ulthmar, with narrow tunnels linking to the city sewers. Though shunned by everybody else, this subterranean labyrinth serves as habitat to Ulthmar's ghouls. It also doubles as an 'underground highway,' allowing travel across the city while bypassing the Watch, rival criminals, inner walls, etc.

People who have done favors for the ghouls are sometimes gifted a bone ring allowing safe passage through the catacombs. Well, *usually* safe, anyways.

THE SHEEP'S FEET VENDOR

A popular figure on Ulthmar's bustling streets, **Svlenka** hawks sheep's feet fried with white wine and rosemary. The old woman has a knack for seeming to be everywhere at once, but never center stage, always pushing her cart on the periphery.

There is much more to this humble snack vendor than meets the eye. Though few know it, Svlenka is a spy for the Great Tyrant, the head of his so-called 'Flying Squad' who operate as secret police. Her overheard information has foiled many a heist against Ulthmar's prominent citizens. In addition to having the ears of a cat, Svlenka has received special training in an Eastern monastery, making her a more dangerous combatant than she appears.

Svlenka is the source of all the disinformation PCs have been receiving about the Free Company. She has been instructed to spread these rumors—she believes by the Great Tyrant himself, though it baffles her as to why. In truth, the orders came from his niece, **Chiaris**, who has been intercepting her uncle's messages between him and the Flying Squad.

Like **The Palanquin Bearer's Guild** (see pg. 11), Svlenka appears between 'lead' encounters. Ideally, she should be presented as background description, with PCs hearing her cries of "*Sheep's feet, get your sheep's feet here, nice n' greasy!*" PCs familiar with Ulthmar easily recognize her. However, as she *keeps* appearing, players may become suspicious. Svlenka is following the Palanquin Bearers, who in turn are following the heroes as they try to locate the Free Company.

Svlenka's skill and training make her a surprise badass. Her cart doubles as an arsenal of secret and improvised weapons (see sidebar, pg. 11). If approached with hostile intent, she first yells for help, summoning 2d6 Rabble (2 lifeblood apiece) loyal customers. "Hey," comes the cry, "someone's mugging the sheep's feet vendor! Get 'em!" In addition to special weapons, Svlenka uses acrobatics to vault over the cart so that only 2 combatants can melee attack her each round.

Otherwise, Svlenka feigns ignorance if asked any pointed questions, falling back on her guise of a feebleminded peddler. PCs with the *Detect Deception* boon might be able to see through this, however. As a spy, Svlenka maintains a healthy sense of selfpreservation. She will spend a Rival/Villain point to make a Timely Escape whenever prudent, abandoning her cart in the process.

Svlenka's cart contains some interesting clues. In the back of a cupboard, hidden behind sprigs of dried rosemary, are several messages stamped with the seal of the Great Tyrant. Each message is a false rumor, very similar to the 'leads' PCs received earlier:

The Five-Finger Free Company is hiding in the Old Owl theater, disguised as members of an acting troupe.

The Five-Finger Free Company is holed up in the gong farmer's shack, near the cesspool on Tithe Street.

The Five-Finger Free Company have a base in the riverfront warehouse, behind the Stevedore's Guild.

And so on. This revelation should have players scratching their heads. Why would the Great Tyrant be spreading disinformation about the gang that robbed him?

SVLENKA (RIVAL/VILLAIN)

Attributes	Combat Abil	ities	
Strength 0 Agility 2 Mind 1 Appeal 1	Initiative 0 Melee 0 Ranged 1 Defense 3	Lifeblood 10 Resolve 11 Rival Points 5 Protection 0	

Boons/Flaws	Careers
Acrobat	Noble 0
Contacts/Friends in High Places	Spy 2
Keen Hearing	Rogue 1
Dark Secret	Merchant 1
Urbanite/City Dweller	

Born to minor officiaries in the Great Tyrant's court, Svlenka has spent a long career climbing the ranks of the secret police. She uses greasepaint and her

prematurely gray hair to accentuate her natural age of 38. Svlenka longs to quit the streets for a nice desk job (peddling is hard on the feet!), but her work is far too valuable for the Tyrant to place her anywhere else.

SVLENKA'S ARSENAL

These weapons all use Svlenka's ranged combat ability. She spends Rival/Villain points like water, bumping normal successes into Mighty ones.

- Dish of sizzling grease; does d6L damage and incurs a penalty die for d3 rounds afterwards when splashed on a target. Svlenka can opt to spread this effect between 2 adjacent targets. A Mighty Success causes blindness for the length of the combat.
- Hand crossbow; does d6L damage and is coated with a Tough (-2) paralysis poison. On a failed Strength check, the target is paralyzed for d6+2 rounds. Range increment 15.'
- Jar of 'special essence' spices; target must pass a Hard (-1) Strength check or choke for d6 fatigue damage for d3 rounds, plus incur a penalty die. A Mighty Success causes blindness for the length of the combat.
- Red hot throwing skewers; does d3 damage
 + 2 points of environmental (heat) damage
 per round until pulled out (requires an action).
 Range increment 5.'
- Thrown cleaver; d6L damage. Range increment 10.'
- Smoke bomb; obscures a 15' radius area in oily black smoke. Svlenka uses this to facilitate a Timely Escape.

THE PALANQUIN BEARER'S GUILD

Headed by **Stout Talvys** and his enforcer, **Kirisk One-Hand**, this human taxi service has become an underworld force to be reckoned with. Palanquin

11

bearers need to pass a rigorous exam demonstrating their knowledge of Ulthmar's labyrinth streets. This, coupled with the overhearing of choice gossip, gives them an edge in criminal enterprise.

Stout Talvys is personally heading an effort to find the Free Company, using all the information at his disposal to check out potential locations. Once he's found their HQ, he plans to send in his small army of weak minds and strong backs to nab the platinum skeleton for himself!

First he's got to find it, however. Towards that end, he has been keeping tabs on the heroes as they investigate their leads. As with Svlenka, PCs first notice the palanquins and their bearers as part of the city's regular backdrop. After the first 'lead' encounter, however, a Moderate (0) Mind check spots a gilded palanquin that appears to be following them at a discrete distance. Any PC knowledgeable about Ulthmar recognizes the litter as belonging to Talyvs, a self-styled crime lord.

If approached, the palanquin attempts to make a getaway, with the bearers using their knowledge of side-streets (and fleet feet) to their advantage. Pursuers will be drawn into an ambush as soon as they leave the well-lit thoroughfares. 2x PCs number Rabble bearers (3 lifeblood apiece) leap out of the shadows with clubs and knives, intending to slow the heroes down long enough for Talvys's litter to escape.

Even if PCs don't pursue, Talvys arranges a similar ambush for PCs at some point, ideally when they are travelling between their third and fourth 'lead' encounters. The composition is the same as described above, though the ambushers use clubs only and are restrained in their tactics; Talvys, suspecting the heroes have some vital knowledge about the Free Company, wants to interrogate them.

In the unlikely event PCs are defeated, they will be bound and dragged to the gilded palanquin, where Talvys and Kirisk ask a series of pointed questions about the Free Company's whereabouts. Finally convinced they know less than he does, a disgusted Talvys leaves them alive (but still bound) in some dark alley, at the mercy of the night.



PCs attempting to intimidate any captured bearers need only a Moderate (0) Strength or Appeal check to make them talk. They explain Talvys is trying to eliminate all the potential locations for the Free Company, one by one, until he at lasts finds their hiding place.

What Talvys doesn't know is that someone is watching *him* . . . (see **The Penultimate Encounter**).

STOUT TALVYS (TOUGH)

Attributes	Combat Abilities
Strength 0	Attack +2 melee
Agility -1	Damage d6L
Mind 2	Defense 0
Appeal 1	Protection 0
Lifeblood 5	Resolve 7

Talvys has let himself go, vowing never to walk again after years of carrying his 'betters' up and down Ulthmar's streets. From his mobile HQ, the gilded palanquin, he's plotted several successful snatch-andgrab heists, but nothing big enough for his growing ego. Locating the Free Company will change all that.

If necessary, Talvys defends himself with a wickedly curved poniard (d6L damage). Treat as a rank 1 worker, rank 1 rogue with the *Lumbering* flaw and *Knowledge* (Ulthmar's streets) boon.

KIRISK ONE-HAND (TOUGH)

Attributes
Strength 1
Agility 1
Mind 0
Appeal 0
Lifeblood 6

Combat Abilities Attack +2 ranged Damage d6L Defense 0 Protection d6-3 Resolve 5 Talvys's enforcer is a tough northerner and expert at knife-throwing. She wears a bandoleer with a half-dozen daggers (d6L damage, range increment 10') slung across her chest. Treat as a rank 2 rogue with the *Missing Limb* (right hand) flaw and *Deadeye* boon.

THE PENULTIMATE ENCOUNTER

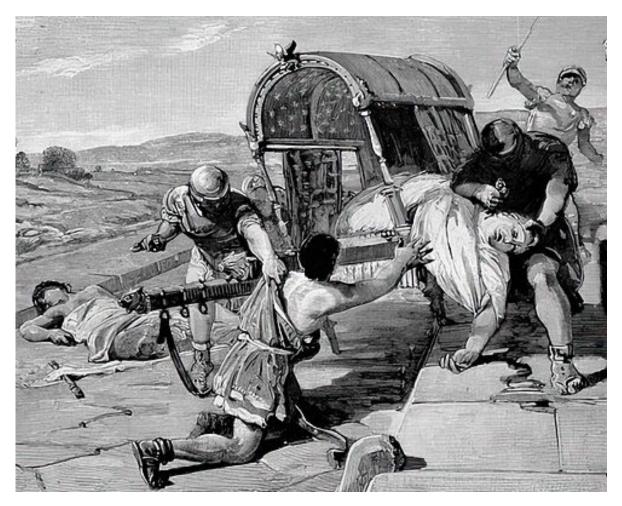
After PCs have exhausted their leads and met both Svlenka and Stout Talvys, it's time to start wrapping things up. The real location of the Five-Finger Free Company will soon be forthcoming!

As noted earlier, Talvys's systematic labors have not gone unnoticed. The ringleaders of the Free Company, Chiaris, and her 'pet' sorcerer, **Gennaro**, are onto the would-be crime lord, and have decided he's getting too close. Chiaris has dispatched a group of Winnowers (see sidebar, pg. 13) to kill him.

As PCs are leaving the site of their final 'lead' encounter, they smell smoke and see fire flickering from a darkened alley. Investigation reveals the gilded palanquin has been set aflame. Talvys lies on the ground nearby, clutching a sword-wound in his stomach. Kirisk sits with her back to a wall, bleeding out. Not far from her, a Winnower lies dead with a throwing knife through his eye socket. Bodies litter the blood-soaked alley; mostly the corpses of palanquin bearers, but a few armored Winnowers here and there as well.

Talvys has had his pockets turned out and most of his fine clothing cut away. Groaning, he begs PCs to rescue his "*precious notes*" from the burning litter, explaining there is a secret compartment beneath the seat. "*Hurry, or all my work will be for nothing!*" Though he doesn't realize it yet, Talvys is mortally wounded, as is Kirisk.

Flames lick the palanquin's gilded frame, causing 1 pt. of environmental heat damage per round to anyone close. A Moderate (0) Mind check can locate the secret compartment promptly, however, provided PCs listened to Talvys's directions. Inside is a detailed map of Ulthmar, already smoldering.



Writing in Talvys's careful hand covers the map. Up at the top, in large letters, reads a single line: INSIDE JOB?? Below that, black 'X's' have crossed out nearly three dozen locations about the city—all false leads, spread by Svlenka. Four labeled locations have question marks next to them; Puig's Poke, The House of Defecation, Hell's Seraglio, and The Parlor of Peaceful Repose. However, there is a *fifth* location unfamiliar to the heroes, also with a question mark; Slip 34, in the harbor district. Talvys came up with that possibility himself.

Before he dies, Talvys explains the Winnowers were trying to locate any information he might have, then decided to just torch the palanquin and leave. Alternatively, if PCs weren't able to find the map in time, Talvys can gurgle out "*Slip 34*," and expire. The GM should deduct 1 XP/AP from adventure rewards if this occurs, however.



THE WINNOWERS

This is an elite order of bodyguards, warriors, and assassins, hand-picked for ruthless temperament. Ulthmar's nobility makes regular use of them, though anyone with enough coin can employ their services. They are readily identifiable by silver badges depicting crossed sheaves of grain, and their sickle-like, khopesh swords.

Most Winnowers are rank 1 soldiers, rank 1 assassins. They are known for absolute discretion regarding clients and are expected to kill themselves rather than divulge information about employers (the *Obsession* flaw).

THE BLACK ZEPHYR

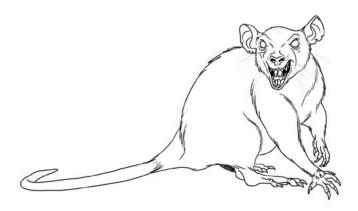
Slip 34 is easy enough to locate in the less-thanwholesome harbor district, as it lies empty among an otherwise crowded welter of docks and quays. The harbormaster (if woken up) can verify the spot is available for rent. However, anyone investigating can't help but notice a sinister looking, derelict sloop anchored a bowshot away, in the deeper waters of the harbor. This abandoned craft, *The Black Zephyr*, is the reason no one wants to rent the slip.

Dock workers refuse to look in the sloop's direction without making signs to ward evil. The *Zephyr* is rumored to be both haunted and cursed, which explains why no one has tried to scuttle the ship. Ghostly apparitions are said appear atop her decks regularly.

Naturally, such a shunned location would make the perfect hideout for anyone wanting to lie low. And thus, the *Zephyr* has become the Free Company's base of operations while they complete ransom negotiations.

PCs looking at the sloop for a protracted period get the feeling they're being watched. On a Hard (-1) Mind check, modified by ranks in barbarian, sorcerer, or witch, they glimpse a particularly large rat with a 'tonsure' of mange, watching them from atop a piling some 15' away. This is **Grivas**, Gennaro's Familiar, who alerts his master there might be visitors coming soon.

The sloop is parked in 30' deep of foul harbor water. PCs can 'requisition' a rowboat and attempt to board, or even try swimming out to the craft, though the latter will entail Strength checks with a negative modifier



equal to any armor protection (-1 for light, -2 for medium, -3 for heavy) to avoid exhaustion. Additionally, the water is very cold, causing 1 pt. of environmental fatigue damage per 10 minutes spent submerged.

GRIVAS (TOUGH)

Attributes	Combat Abilities	
Strength -1	Attack +0 melee	- 1
Agility 1	Damage d3	
Mind 2	Defense 2	
Appeal —	Protection 0	
Lifeblood 4	Resolve 7	_

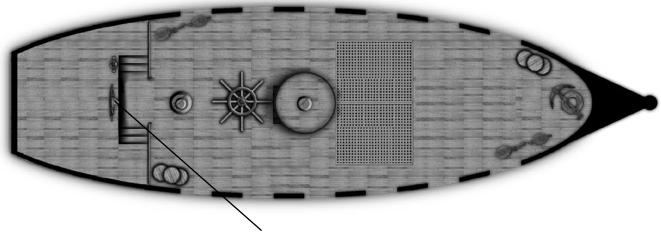
This grotesque rodent, the size of a small cat, has an oversized head and constant scheming expression. If attacked by PCs, he leaps into the greasy water and attempts to swim away. Killing him inflicts d6H resolve damage to Gennaro, but also makes the sorcerer doubly aware of intruders.

BOARDING ACTION

Approaching the sloop during daylight automatically alerts the sentries posted aboard (see below). At night, swimming PCs must each make a stealth check with a -1 modifier to avoid detection. Heroes aboard a boat need make only a single check, but if they haven't thought to muffle the oarlocks suffer a penalty die on the roll.

Whether they succeed with stealth or not, PCs hear a ghostly wail as they draw close to the sloop. The thieves on watch do this periodically at night to reinforce the ship's 'haunted' reputation. If detected, there is a second spooky effect: a bloated corpse is hauled up on a noose slung from the mainmast, and alchemical powders lit beneath it. A burst of lurid green light illumines the cadaver, which has its arms spread as if in warning (a Moderate Resolve Check). If this doesn't deter intruders, the sloop's crew goes to action stations.

THE BLACK ZEPHYR



The Aft Cabin

There are 1.5 x PCs number (round up) Rabble thieves aboard, armed with slings and knives, and at least 4 Tough Winnowers (+1 per PC over 4 in the party). If PCs are able to approach undetected, half this group will be on watch while the other half sleeps below decks. Otherwise, the thieves start casting sling stones and the Winnowers loose arrows at intruders. If this happens at night, everyone (including heroes returning fire) is at -4 on their Attack Rolls, due to the darkness.

The Zephyr has a low draught, making it relatively easy to clamber over the sides. However, the boards of her deck are warped, necessitating a Hard (-1) stealth check to move across without creaking.

RABBLE THIEVES

Attributes Strength 0 Agility 0 Mind 0 Appeal 0 Lifeblood 3 **Combat Abilities** Attack +0 melee Damage d3 Defense 0 Protection 0 Resolve 3 The rank-and-file members of the Free Company, recruited by Chiaris from other gangs. These thieves are more courageous than most, as they feel they are on the verge of securing the ransom money.

WINNOWERS (TOUGHS)

Attributes	Combat Abilities
Strength 1	Attack +2 melee
Agility 1 (0)	Damage d6+1
Mind 0	Defense 0 (1)
Appeal 0	Protection d6-1
Lifeblood 6	Resolve 5

These professional killers have been hired by Chiaris as bodyguards, and know not to ask any questions about what might be happening aboard the sloop. Each wears medium armor with an open-faced helm and carries a sickle-sword, buckler, and short bow. True to their contracts, they fight to the death.

THE AFT CABIN

At least 2 of the Winnowers will be positioned next to the door here, or all 4 if PCs have been detected. The cabin serves as private quarters for Chiaris and Gennaro. Tapestries and rich furniture have been brought aboard to make the room homier, though these niceties can't hide the rotting floorboards, rat droppings, and occasional skittering cockroach. Chiaris sleeps atop a canopied bed, while Gennaro gets the couch.

A locked strongbox containing the platinum skeleton is kept under the bed, surrounded by a magic circle of salt. This was placed by Gennaro to prevent scrying or other divination attempts to locate the remains.

At the sounds of any noise outside, Gennaro (already on alert from his *Familiar*), follows a pre-arranged plan. He binds and gags a willing Chiaris, before grabbing the strongbox and exiting via a secret panel in the rear wall. If necessary, he casts an illusion of a gorgon-like demon walking out of the cabin to confront PCs and hopefully slow them down. He then climbs into a skiff slung below the stern and attempts to paddle away. Unfortunately, said skiff is leaking, and the heavy strongbox, coupled with all that platinum, means he won't get far (see **Endgame**, pg. 17).

For her part, the bound Chiaris claims to have been taken captive by the Five-Finger Free Company and forced to help them steal the remains. Given her age and relatively innocent appearance, she puts on a good show. Chiaris is quick to add the Great Tyrant himself will reward the heroes handsomely for 'rescuing' her! None of the other members of the gang, or the oathbound Winnowers, betrays her secret—PCs will have to figure that out on their own.

Boons/Flaws Familiar Magical Affinity (Illusions) Obsession

Careers Noble 0 Alchemist 1 Scholar 1 Sorcerer 2

Gennaro's story is tediously familiar; feeling neglected at court, his talents unrecognized, the middle-aged sorcerer began dreaming of greater station . . . and then he met Chiaris. Besotted, first by her beauty, and later by her bold scheme to steal from the reliquary, the young woman kneaded him like clay with the promise (yet unfulfilled) of her affections. Gennaro's otherwise good sense has become useless; the only warnings about this one-sided relationship have come from Grivas, whose counsel the sorcerer completely ignores.

Gennaro has aristocratic features, a stubbly beard, and a paunch. His hairline makes him resemble Grivas more with each passing year. If confronted, he casts spells rather than physically fight.



GENNARO (RIVAL/VILLAIN)

Melee 0

Ranged 0

Defense 1

Attributes

Combat Abilities

Strength 0 Agility 1 Mind 3 Appeal 0 Initiative 1 Lifeblood 10

Resolve 13 Rival Points 5

Protection 0

CHIARIS (RIVAL/VILLAIN)

Attributes Strength 0 Agility 1 Mind 1	Combat Abil Initiative 1 Melee 0 Ranged 0	Lifeblood 10 Resolve 11 Rival Points 5	
Appeal 2	Defense 2	Protection 0	
Boons/Flaws High-Born	5	Careers Noble 1	

High-BornNoble 1Contacts/Friends in Low PlacesTemptress 1GreedRogue 2Assassin 0

Chiaris, niece to the Great Tyrant, is also the head of the Five-Finger Free Company, who used her position to steal the platinum skeleton from under the noses of the palace guard. Suffering from youthful boredom as well as the usual inflated ego of aristocracy, she imagines herself a master thief, restrained from greatness by the duties of her station. When she wasn't filching pastries from the Great Tyrant's breakfast tray, she spent her childhood lounging in the family crypts, writing dark poetry—which is how she hit on the idea of stealing the remains.

Chiaris is a sleek young woman with olive skin, long dark hair, and almond-shaped green eyes. She usually wears a fur-trimmed robe of green silk, with a stiletto (d3+1 damage, Penetration 1) concealed beneath.

ENDGAME

If Gennaro is able to attempt his watery escape, it won't end well. Weighted down by loot, his skiff slowly sinks into the frigid harbor. Unfortunately, the sorcerer can't swim \ldots

The loss of the relics in the deep, murky water means that every treasure hunter and their brother will soon be crowding the bay, attempting to dredge or skin-dive for the strongbox. The presence of sharks, vicious competition, and undertows could make for an interesting adventure, should PCs decide to join in on the fun. If heroes are somehow able to claim the relics for themselves, they inherit a host of problems. Essentially, PCs switch places with the Five-Finger Free Company, and now have a whole city after *them*, at least until they can arrange a ransom or otherwise divest themselves of the loot.

Heroes who see through Chiaris's flimsy deception, or otherwise attempt to turn her in, will have a difficult time proving her guilt to the Great Tyrant—Chiaris is his favorite niece. The much easier route would be to claim the generous reward money for her 'rescue' and move on, with the young thief now indebted to PCs for their silence. Of course, when have players ever chosen the *easier* route . . .?

APPENDIX A

RESOLVE CHECKS

S&S heroes can expect to have their courage tested to the core. Akin to 'Sanity' or 'Fear' rolls from other systems, Resolve Checks primarily serve to heighten tension. The GM decides when to call for them; typically when faced with a supernatural threat or a ferocious animal. However, it's recommended to use Resolve Checks *sparingly*. You don't want heroes reduced to quaking wrecks before the climax of an adventure!

To make a Resolve Check, you need to roll your Mind + any relevant careers - a Fear Rating assigned by the GM. The Fear Resistance boon from *Everywhen* adds a bonus die. The Fearless boon from *Barbarians of Lemuria* obviates the roll.

• If using the *Everywhen* system and/or the resolve mechanic, you take d6 normal resolve damage on a failed roll. Additionally, if a Resolve Check is failed while in combat, you hesitate and lose Priority on your next action.



- If using the Barbarians of Lemuria system, you lose Priority on a failed check as above. Further, you take a penalty die on all actions involving the object of your fear until a successful roll is made. Once this happens you have 'overcome' your terror and the penalty is removed. This can also be negated by spending a Hero Point.
- Alternately, the GM can treat resolve damage as a negative modifier on the character's *next* action, whether an Attack or Arcana Roll, an Attribute check, etc. So, if a character would normally lose 3 resolve, they instead take a -3 modifier on their next roll, as fear or shock robs them of their concentration.

APPENDIX B

ANIMALS

The following are taken from the Bestiary chapter of the *Sword and Sorcery Codex*, which features 74 creatures, both mundane and supernatural, as well as their specialized boons and flaws.

BABOON

Size: Small

Normally Found: Jungle, Mountain, Ruin

Traits

None

Attributes Strength 1 Agility 2 Mind -1 Appeal — Lifeblood 6 **Combat Abilities** Attack +2 melee Damage d6L Defense 1 Protection 0 Fear — These stats represent the largest baboon specimens, perhaps an alpha male in a group of Rabble. Though they usually avoid humans, a nasty temper and 4" canines make them potentially dangerous. Like gray apes, they have been known to haunt ruins.

APPENDIX C

PRE-GENS

The following characters have been created using the standard rules. The resolve characteristic can be ignored for *Barbarians of Lemuria*. Similar boons and flaws from both systems with different names are indicated with a '/.'

Additionally, a several new boons have been added:

Born in Armor

You feel naked without armor, and can use it to best effect. Your Strength score offsets armor Agility penalties on a 1:1 basis (e.g., no Agility penalty for a Strength 1 character wearing medium armor).

Familiar

This boon is only available to sorcerers and witches. You share a mystic bond with an animal companion ranging in size from Tiny to Small (the animal is always considered a Tough). The Familiar has the power of human speech and can be sent on errands like conveying a message, spying, or even filching an object. For the cost of 1 AP per hour, you can perceive whatever your familiar perceives.

Heirloom Weapon

You have inherited or otherwise acquired a weapon of extremely fine workmanship. This weapon does +1 step damage and has the Penetration 1 quality.

The weapon is difficult to break—if the Splintered Shield, Shattered Sword option is invoked, it goes flying from your hand instead of shivering to pieces.

NINE-FINC STRENGTH 0 AGILITY 1 MIND 2 APPEAL 1	SERS	11 Arcar Hero 5 Faith/ 0	le		
Career	Rank		Comba	at Abilities	Value
Rogue	2		Initiative		0
Entertainer	1		Melee		1
Witch	1		Ranged		0
Merchant	0		Defense		2
			0.4		

Boons	Flaws	Weapons & Armor	Prot./Dmg.
Deft Hands	Greed	Short Sword	d6
Familiar	Urbanite/City Dweller	Dagger, 10'	d6L
Glib/Silver Tongue			

Nell appears as a middle-aged, not unhandsome woman with a stately presence that belies her humble origins. She dresses ostentatiously, wearing a feathered turban and gilded robes; on second glance, the feathers are seen to be faded, the robes somewhat threadbare. When among friends she allows her familiar, a russet-furred bat named Mycropes, to perch on her shoulder. The bat-thing has a human face and can speak in a croaking voice.

Nell began her career as a confidence artist, posing as a fortune teller as a way of getting close to wealthy marks, casing their homes, and returning at night to filch valuables. On one such outing she swiped a 'stuffed' bat that turned out to be a sleeping Mycropes; out of gratitude, the creature taught her a few dints of witchcraft, and the two have been working together since.

STRENGTH 2 AGILITY 1 MIND 1 APPEAL 0	0 Arcane Hero 5 Faith/Fate	
Career Rank	k Combat Abilities	Value
Craftsman (Barber) 0	Initiative	0
Healer 1	Melee	2
Rogue 2	Ranged	0
Assassin 1	Defense	2
Boons Flaws	Weapons & Armor Prot	t./Dmg.

Boons	Flaws	Weapons & Armor	Prot./Dmg.
Alert	Code	Short Sword, "Lil' Shaver"	d6H+2, Pen 1
Heirloom Weapon/	Urbanite/City Dweller	Dirk, 10'	d6L+2
Trademark Weapon		Straight Razor, Unobtrusive	d3+2
Low-Born		Light Armor	d6-3

Rokas, AKA Razor Rokas, 'The Demon Barber of Cheap Street,' is many things; a successful fence, informant, underworld heavy (enforcer), stitcher-together of ill-gotten wounds, and, when paucity of funds demand, a contract killer. He has a code, however, and always keeps his word—though he is loathe to give it. Rokas lost his barbering shop on a wager with another crook named Horst Gimlet, and he's been hot to buy it back ever since.

Short, burly, Rokas sports a scarred visage at odds with his easy-going temper. He calls his short sword "Lil' Shaver," and carries a straight razor for up-close-and-personal work. Rokas maintains an uneasy friendship with the disgraced guardswoman, Merouac, though the two are always arguing about who's the 'muscle' and who's the 'brains' of the pair.

MEROUAC				
STRENGTH 2	12			
AGILITY 2	Lifeblood	Arcane		
MIND 0	Resolve 13	Faith/Fa	te	
APPEAL 0				
Career	Rank		Combat Abilities	Value
Gladiator	1	1000	nitiative	1
Soldier	2	N	Melee	2
Torturer (Gaoler)	1	F	Ranged	0
Rogue	0		Defense	1(2)
		Ű		

Boons	Flaws	Weapons & Armor	Prot./Dmg.
Born in Armor	Naivety/Gullible	Falchion	d6+2
Contacts/	Notorious	Spear, 20'	d6+2/d6+1
Friends in Low Places		Shield	+1 Defense
Hard to Shake		Medium Armor	d6-2

Rough-and-tumble Merouac enrolled in gladiator school to keep her parents out of debtor's prison, though the two sots drank their way through the funds and were incarcerated anyway. Ever faithful, she joined the City Watch, rose through the ranks, and secured an appointment as gaoler to keep a better eye on her family. However, their constant demands for smuggling in luxuries eventually got Merouac in trouble, and she was forced to resign rather than join them.

Tall, with long and sinewy limbs, Merouac maintains her soldier's discipline to stay fit. Her skill at arms, as well as her humane treatment of prisoners while serving as a turnkey, has brought her to the (positive) attention of underworld forces.