

STARFINDER



ATTACK OF THE SWARM!

ADVENTURE PATH

FATE OF THE FIFTH

BY PATRICK BRENNAN



TERMINUS WILD

TIER 3

Flux Industries Observation Ketch

Medium transport

Speed 6; **Maneuverability** average (turn 2)

AC 13; **TL** 13

HP 70; **DT** –; **CT** 14

Shields basic 40 (forward 10, port 10, starboard 10, aft 10)

Attack (Forward) gyrolaser (1d8; 5 hexes), twin laser (5d8; 20 hexes)

Attack (Aft) light plasma torpedo launcher (3d8; 20 hexes)

Attack (Turret) laser net (2d6; 5 hexes)

Power Core Arcus Heavy (130 PCU); **Drift Engine** none; **Systems** basic mid-range sensors, crew quarters (common), mk 2 duonode computer, mk 3 armor, mk 3 defenses; **Expansion Bays** cargo hold, escape pods, guest quarters (2, luxurious), recreation suite (HAC)

Modifiers +2 to any 2 checks per round, +2 Computers (sensors only), +1 Piloting; **Complement** 1-6

Built high above Suskillon at the high-tech Flux Industries Spaceyards, the Observation Ketch is the ideal conveyance for intrasystem travel. Designed with comfort, luxury, and security in mind, the Observation Ketch comes with two dozen transparent aluminum scenic view ports perfect for observing the stars and other astronomical phenomena, as well as—when the ship descends into a planet's atmosphere—terrestrial sights such as distant packs of wildlife and towering geographical features. During long travel times, guests can relax in their luxurious quarters or make use of the ship's HAC. A single cargo hold provides adequate room for passengers' luggage and a small amount of goods an enterprising crew might wish to transport.

Though the Observation Ketch is not a particularly large vessel, its many chambers are split between two decks—one dedicated to passenger comfort and one meant for the crew. A lift provides transportation between the decks, and a set of stairs connects the engineering section and the cargo hold. However, don't think that the Ketch's lower deck is devoid of amenities. The captain receives their own quarters, while the rest of the crew share a spacious barracks. They are all served by shared lavatory facilities and can relax in the fully stocked galley in between shifts.

An Observation Ketch also boasts enough weaponry to protect itself from hostile entities while in dangerous territory. The vessel is armed with state-of-the-art twin lasers, a deadly light plasma torpedo launcher, a versatile gyrolaser, and a laser net capable of stopping most targeted missiles in their tracks. Should these defenses (and the vessel's basic shields) prove inadequate, the Observation Ketch is equipped with several emergency escape pods.

This luxurious starship can be crewed by one to six people (though the standard crew size is four), and any size of crew is aided by the vessel's on-board computer and mid-range sensors. Some owners outfit their Observation Ketches with Drift engines after a few years of operation as they grow bored with the experiences their home system has to offer and wish to travel to other systems and see new things, but Ketches generally come off the production line without such capability, relying solely on their conventional thrusters.

STARFINDER

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STARSHIP: TERMINUS WILD INSIDE COVERS

COVERS

This book refers to two other Starfinder products using the following abbreviations, yet these additional supplements are not required to make use of this book. Readers interested in references to Starfinder hardcovers can find the complete rules of these books available online for free at sfrd.info.

Armory**AR****Pact Worlds PW**

ON THE COVER

Artist Setiawan Fajareka portrays an onslaught of terrifying Swarm dredgers, as well as Xelanon, the shirren priest of Hylax who needs to be rescued from a doomed planet.



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WAR NEVER CHANGES

CAMPAIGN OUTLINE

Spoiler Alert!

The exact origins of the Swarm are unknown to most. Before it became a monolithic hive-mind bent on consuming everything

in its way, members of the Swarm were originally called kucharns, an insectile species that worshipped Hylax. A few shirren religious scholars have posited that the Forever Queen was originally a kucharn who ascended to godhood, but there is little proof of this theory. As the centuries passed, kucharns evolved to form a series of hives, each with its own collective consciousness. The kucharn population began to explode as the hives competed for their planet's resources.

These clashes eventually turned into full wars with battles on land, in the seas, and in the sky, until one hive developed the ability to subsume the intelligence of those hives it defeated. Soon, this hive overwhelmed all others, and in its unending hunger stripped its home planet of all resources. With this evolution, Hylax turned away from the species, disliking the path of its development while remaining unwilling to interfere with it. This might have been the end for the Swarm, if a combination of evolutionary traits absorbed from several different hives hadn't led the species to develop a form of spaceflight. By creating living starships, the Swarm was able to take to the stars and devour world after world, leaving devastation in its wake.

The Swarm's constant modifications led to an unusual mutation during the Gap: a subcolony of the Swarm broke away from the hive mind and regained its individuality. This became the peace-loving species now known as shirrens. As both species "awoke" from the Gap, the shirrens fled from the confused Swarm. Momentarily stopping at a comet to gather resources for fuel, the shirrens were greeted by an image of Hylax, who welcomed the lost members of her flock and helped strengthen their minds against the constant psychic pull of the Swarm. Several shirrens stayed behind on the comet, erecting a sacred site called the Forever Reliquary and guarding it for generations to come. Continuing on their exodus, shirrens passed through the Suskillon system (where they mingled with the local populace) and what they named the Chuuva system (establishing a colony there). Other shirrens continued on, eventually reaching the Pact Worlds in 83 AG, bringing the faith of Hylax with them and spreading its message of peace through the system. But the shirrens also brought warnings of the Swarm.

In the centuries that followed, the Swarm has been spotted in various areas of the galaxy, most notably in 291 AG, when it attacked the Pact Worlds and the Veskarium.

On this page you'll find the background and outline for the Attack of the Swarm! Adventure Path. If you intend to play in this campaign, be warned! This page spoils the plot for the upcoming adventures as thoroughly as possible.

Though that attacking subcolony was defeated, the Swarm continued to ravage other systems. In 318 AG, the Swarm discovered and destroyed a

thriving shirren world in the Vast. In doing so, the Swarm learned a little about what caused the shirren to defect in the first place. The Swarm hive mind then formed a semiautonomous subcolony to retrace the path of the shirren exodus, theorizing that if it could absorb more of this information, it could gain even greater power—perhaps even a form of godhood. It has created a unique Swarm entity called the God-Host to be the vessel for this omnipotence until such time as it could return to the hive mind and disseminate that power throughout the entire Swarm.

Earlier this year, the Swarm began its assault on the Suskillon system, the next step in the shirren exodus. The planet Suskillon, the main inhabited world of the system, is about to fall.

FATE OF THE FIFTH

By Patrick Brennan

Starfinder Adventure Path #19, Levels 1-2

The armed forces of the Suskillon system in the Vast have been fighting back against a Swarm invasion for several months. The PCs join the Suskillon Defense Force and are assigned to the 5th Battalion, a unit that was devastated when the Swarm touched down on the planet. During an overnight patrol of an area around the city of Brinnoa, the planet's capital, the Swarm strikes again in force, throwing the planet into chaos. When their commanding officer is killed in the attack, the PCs must begin a day-long trek on foot to the nearest SDF camp, their route crossing a bridge slated for demolition!

Once at the camp, the PCs meet the area's only surviving officer, Commander Hadiya Najiri, who is tasked with bringing the soldiers and rescued civilians to an evacuation point in Reos City. After resting up and dealing with some unruly civilians, the PCs travel with the convoy and are eventually given one final mission to retrieve Xelonan, a shirren priest of Hylax who might have information about the Swarm. They travel north to the mountains, help a few desperate individuals along the way, and eventually reach a temple of Hylax under siege by the Swarm. Returning with the priest to Reos City, the PCs find they (and a handful of other evacuees) have been left behind, and they must find an unused starship to flee the planet before the Swarm completely overwhelm it.

THE LAST REFUGE

By Mara Lynn Butler

Starfinder Adventure Path #20, Levels 3–4

With a handful of refugees and a commandeered starship, the PCs travel to the nearby colony world of Utraneus, where the system's inhabitants have retreated in the face of the Swarm invasion. After thwarting a small mutiny on board and dealing with problems left behind by the starship's previous owner, the PCs land at the metropolis of New Grakka, where tensions are high. Members of a movement who believe the Swarm presence is a punishment for the system's sins are disrupting the military's efforts to take in refugees. Commander Najiri sends the PCs out to peacefully quell unrest within the city, which leads the PCs to seek out the fanatics' leader, an android con artist turned false prophet, Sister Spark, and put an end to her machinations.

From information gathered by Sister Spark and her dissidents, the PCs learn of a series of caves under New Grakka that contain old signs of use. Xelonan confirms that centuries ago, shirrens passed through this area during their flight from the Swarm, and while some settled on Suskillon, a small sect of monks might have built a shrine in these tunnels. The PCs are asked to explore the area to see if they might provide shelter in case the Swarm attacks Utraneus, as well as to discover their significance to shirren history.

HUSKWORLD

By Lyz Liddell

Starfinder Adventure Path #21, Levels 5–6

Clues within the tunnels under New Grakka reference something called "The Forever Reliquary." Xelonan has heard the phrase from other Hylax-worshipping shirrens in the past, but believed it described a state of being rather than a physical place. Unfortunately, the Swarm has recently attacked the system where the leading researcher into the shirren exodus and Hylax mythology lived. The SDF sends the PCs to the planet Ilemchuua in that system to discover what they can. Arriving in orbit, they find that the Swarm are still present there in force, draining the planet of every last resource.

However, the PCs and the Swarm aren't the only ones on the planet. A group of former residents called the Clade Company resist the Swarm occupation and can aid the PCs, so long as the PCs help them in return. To slow down the depletion of the world's resources, the PCs are asked to strike against a titanic extractor drone... from the inside! Once they have succeeded, the PCs and the Clade Company can infiltrate the remains of a university to find the answers they are looking for.

THE FOREVER RELIQUARY

By Kate Baker

Starfinder Adventure Path #22, Levels 7–8

With a now-deceased professor's research into the Forever Reliquary in hand, the PCs travel to the indicated coordinates

and find only an area of empty space. Investigation discovers a wrecked starship searching for the same goal and a strange energy signature to follow. After fighting their way past deep-space dangers, the PCs reach an icy comet hurtling through the Vast that must be their destination.

Hidden under the comet's surface is a monastery dedicated to Hylax, protected by a sect of peaceful monks led by a trox named Tuvhah. To gain the monks' aid, the PCs must undergo a series of trials focusing on diplomacy, first contact, and protecting the innocent. Once they are successful, Tuvhah awards the PCs with the *Crown of Hylax*, an artifact that will sever the Swarm subcolony attacking Suskillon from the Swarm hive mind. The only catch is that the artifact can be used only in the psychic landscape that represents the greater Swarm hive mind. While the monks enact a ritual to send the PCs to this mindscape, the comet is attacked by waves of Swarm creatures, and the PCs must collapse the tunnels leading to the monastery to protect the monks long enough to finish.

HIVE OF MINDS

By Thurston Hillman

Starfinder Adventure Path #23, Levels 9–10

The PCs journey into the psychic projection of the Swarm's hive mind, a weird and hostile landscape. As they learn the new powers they can wield here, they make contact with an echo of the event that caused the shirrens to gain independence and the reflections of famous shirrens who are hunkered down in a besieged stronghold. From there, the PCs can strike out into the mindscape, searching for a way to use the *Crown of Hylax* and discover the nature of the God-Host's plans to gain omnipotence for the Swarm. Eventually, they confront a manifestation of the subcolony's connection to the hive mind and use the artifact to destroy it, sending themselves back to the Forever Reliquary.

THE GOD-HOST ASCENDS

By Ron Lundein

Starfinder Adventure Path #24, Levels 11–12

Returning to the Suskillon system and Commander Najiri, the PCs discover the Swarm subcolony is in disarray. However, the God-Host is still on the verge of completing its plans, so the heroes must return to Suskillon—but now they have the might of an entire military behind them! The commander allows the PCs to aid in certain strategic decisions as the SDF attempts to retake their former home. The PCs must deal with a counterinvasion and the threat of corporate interference before returning to Xelonan's temple of Hylax, where the God-Host has taken up residence. The temple is a twisted mockery of its former glory and overrun with the Swarm. Only by finally defeating the massive God-Host can the PCs break the will of the Swarm subcolony and bring peace back to Suskillon!

FATE OF THE FIFTH

CAMPAIGN OUTLINE

PART 1:
THE BATTLE OF BRINNOA

PART 2:
THE SECURING OF SAHTOR

PART 3:
THE FALL OF SUSKILLON

BATTLING THE SWARM

A PLAGUE OF LOCUSTS

ALIEN ARCHIVES

CODEX OF WORLDS



ATTACK OF THE SWARM!

ADVENTURE PATH

FATE OF THE FIFTH

PART 1: THE BATTLE OF BRINNOA 5

As members of the Suskillon Defense Force's Fifth Battalion, the heroes face off against a full Swarm invasion and must retreat across dangerous terrain crawling with enemies.

ADVANCEMENT

TRACK

"Fate of the Fifth" is designed for four characters.

1

The PCs begin this adventure at 1st level.

2

The PCs should reach 2nd level on their journey to the temple of Hylax.

3

The PCs should be 3rd level by the end of the adventure.

PART 2: THE SCOURING OF SAHTOR 20

After escaping from the Swarm across a major river, the heroes receive orders to evacuate the planet, but first they must save any civilians they can find, including a shirren priest who might have information about the Swarm attack.

PART 3: THE FALL OF SUSKILLON 30

Having missed the last vessel off Suskillon, the heroes—alongside a few refugees—must battle their way past the encroaching Swarm army to find a starship and escape to safety.

ADVENTURE BACKGROUND

Before becoming the interstellar menace known as the Swarm, an insectile race called kucharns existed as a series of hives, each with its own collective consciousness. While the colonies competed with one another for resources on their home world, many peacefully worshipped Hylax. Some believe that deity was once a kucharn who ascended to godhood, though no real evidence of this theory has been discovered.

The Swarm was effectively born when a kucharn colony developed the ability to consume the intelligence and genetic material of others, creating creatures that were more than the sum of their parts. In a matter of years, this new collective became the planet's dominant species, eventually developing the powers of spaceflight and leaving its world to find others to destroy and devour. Saddened by this development, Hylax abandoned her former children and turned her attention to other sentient species in the galaxy.

As the Swarm spread across the cosmos, it conquered countless other species and left only dead worlds in its wake. It seemed nothing could stop it, as the hive twisted and mutated its own genetic material, adapting to any challenge set before it. Each of these changes created powerful specialized weapons of war, which the Swarm used to continue its campaign of devastation. Driven by its insatiable hunger and instinct to expand, the Swarm has no desire to negotiate terms of peaceful surrender with those it overruns.

During the Gap, a seemingly random mutation with the kucharn genome created an independent subcolony species whose components could think for themselves: the first shirrens. Thanks to the confusion sowed when that period of forgotten history ended, the shirrens were able to flee from the Swarm across the stars. As they did so, shirrens came to terms with their existence and their love of free will and choice. They were also discovered by Hylax, who welcomed them into her divine embrace and gave them the spiritual tools to survive their exodus.

As the shirren migrated, they mingled with other sapient species, settled worlds of their own, and built monuments to the Forever Queen, including a monastery on an icy comet and a temple built upon a site that resonated with psychic energy. The shirrens eventually reached the Pact Worlds in 83 AG, entreating the system for safe harbor and warning of the dangers of the Swarm. These words of caution would not be realized until almost 2 centuries later, when the Swarm arrived in a bloody attack on both the Pact Worlds and the Veskarium that was stopped only once the two joined forces in 291 AG.

While the death toll in the war against the Swarm left an indelible mark on the Veskarium and the Pact Worlds, the Swarm was also affected by its only defeat in recorded history. The hive mind learned of the shirrens' presence within the Pact Worlds, and though until this point the Swarm held no more regard for its missing "children" than a human would miss a single skin cell, the hive mind began to remember the kucharns' connection to Hylax. A tiny mote of resentment toward the Forever Queen for her abandonment began to fester, and in 318 AG, the Swarm attacked the Chuuva system, where the shirrens had built a colony during their exodus.

Being a peaceful planet, Ilemchuuva was conquered quickly, and with the deaths of thousands of shirrens, the Swarm hive mind caught a glimpse of the shirrens' travels immediately after the Gap. The Swarm then formed a subcolony to trace this exodus in the hopes of discovering important sites holy to Hylax and claiming some of her divine power for its own.

The "leader" of this subcolony is known as the God-Host—a towering creature bred to lead the Swarm in the next phase of its evolution into divinity. The God-Host recently brought the Swarm to the Suskillon system, invading its most inhabited planet, where the shirrens comingled with the human natives centuries ago. For several months, the Suskillon military has battled against the Swarm, attempting to keep it at bay, but when a Swarm scouting party discovered the psychic power of the temple of Hylax in the Jurdos Mountains, the God-Host initiated a final push. The people of the planet Suskillon have no idea that a world-shaking monster is about to lead an attack that will overwhelm their planet—perhaps for good.

PART 1:
THE BATTLE OF
BRINNOA

It has been 6 months since the Swarm first touched down on Suskillon in a bloody conflict named the Battle at Stone Sea. After the Swarm punched through the planet's aerial and orbital defenses, its components landed near the Stone Sea, a large freshwater lake surrounding a dormant volcano. The Fifth Battalion of the Suskillon Defense Force (SDF) was closest to the site of contact and held the Swarm back long enough for the SDF to mobilize other battalions to the area. Stories of the battle have already reached near-mythical heights, as most members of the Fifth Battalion were killed in glorious, terrible combat.

Since then, the SDF has fought a losing battle against the Swarm. Though Suskillon is a friendly trading partner with the Pact Worlds, the planet's government has yet to officially request aid, with many afraid that the Pact Worlds will claim their planet as a protectorate in "payment" for such help. However, that hasn't stopped volunteers and mercenaries from other systems (including the Pact Worlds

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EQUIPPING THE FIFTH BATTALION

During "Fate of the Fifth," there will be few periods of rest for the PCs, as their dauntless enemy batters them from every angle and the ravages of war make once-safe places dangerous. You should inform your players when they create their characters that there will be stretches of time during which they might not have access to vendors to buy equipment or the time to craft items.

More information about creating characters and purchasing starting equipment can be found in "Battling the Swarm" on pages 38–45 of this book. You should feel free to share those pages with your players, as they contain no spoilers for the Attack of the Swarm! Adventure Path.

and the Veskarium) from journeying to Suskillon to join in the fight against the invasion. The Swarm is relentless, though, and it has already overran and taken nearly half of the planet.

The adventure begins in the middle of one of the planet's Dead Winters, a time of extended extreme cold weather in the planet's southern hemisphere. Over the past few weeks, Suskillon has enjoyed something of a respite, as the Swarm appears to have ceased its near-daily attacks. Some believe the Swarm's numbers are dwindling, and that the tide of the war will soon turn. In reality, the Swarm is regrouping (and waiting for additional Swarm components to arrive from afar) for a major push to overtake the planet's most populated continent, including the capital city of Brinnoa and the mountain-bound temple of Hylax that is so important to its plans to achieve divinity.

In an effort to replenish the ranks of the Fifth Battalion, the SDF has recruited mercenaries and offworlders, made deals with prisoners and pirates, and accepted nearly every volunteer who can hold a gun. These new soldiers—which include the PCs—are being trained and outfitted at Camp Cavalier, a small encampment just outside of Brinnoa.

SOLDIER SCUTTLEBUTT

With an influx of new recruits to the Fifth Battalion, misinformation and gossip is bound to snake through the ranks. Even battle-hardened career soldiers aren't above spreading rumors when they have nothing else to do. With a successful DC 15 Diplomacy check to gather information or a successful DC 12 Profession (soldier) check, a PC can learn one of the rumors from the Rumors about the Swarm Invasion table below. At your discretion, PCs may simply overhear any of these rumors as they walk through Camp Cavalier before the campaign begins, in order to set the stage of the realities

of war. Some of these rumors are true, while others are simply secondhand accounts of things that didn't happen.

RUMORS ABOUT THE SWARM INVASION

D8 Rumor

- 1 The SDF has tactically withdrawn its forces in 90% of the battles it has conducted with the Swarm, with most battles resulting in SDF attrition rates of at least 10%. (True, though most of the SDF top brass would be reluctant to admit it.)
- 2 Handfuls of soldiers have been taken alive by Swarm creatures, and it is said that the Swarm has a way to suck the brains out of a soldier and find out the SDF's tactics and troop sizes. (Partially true; Swarm mindreapers [Starfinder Alien Archive 2 122] have the ability to extract and analyze brain matter, but they don't need the victims to be alive.)
- 3 The Swarm are attacking Suskillon because of a rare mineral in the soil that they need to survive. (False; the Swarm can extract nourishment from nearly any material.)
- 4 Some Swarm components have been acting strangely, and some soldiers think it is because of some kind of psychic energy on Suskillon that is throwing off their hive-mind command structure. (Partially true; this psychic energy exists, but it isn't interfering with the hive mind, and the Swarm are actively seeking it out.)
- 5 The majority of the Suskillon government and SDF command have already moved operations off-planet because they estimate that the planet will fall under complete Swarm control in 3 months. (Partially true, though the projected timeline is incorrect.)
- 6 The Swarm is controlled by an extraplanar coalition of demons who want to destroy as much of the galaxy as possible. (False.)
- 7 If Brinnoa falls, SDF command has plans to shower the continent with nuclear bombs, even if civilians and soldiers are caught in the blasts. (False.)
- 8 Some have seen a massive, multiheaded creature they say controls the Swarm invasion force. It is the size of a skyscraper and can kill anything within a mile of it using only its mind. (Partially true; the God-Host is gigantic, but its psychic powers, though extensive, have been exaggerated.)

WELCOME TO MIDNIGHT SQUAD

Before the adventure begins, each player character should come up with their own reason for joining up with the SDF to fight the Swarm on Suskillon. Some suggestions for motivations based on theme can be found in the "Battling the

“Swarm” article starting on page 38, but a player can invent a different motive if they wish. The PCs don’t necessarily need to know one another, as they will soon bond over their shared experiences, but it is possible that some of them are already acquainted from previous skirmishes or encounters.

The “Battling the Swarm” article also explains the current state of the war, but you should reiterate the terrible price the SDF and other Suskillon citizens have paid over the past 6 months. Every credit expended, each drop of sweat, and all the bloodshed has been part of the worldwide attempt to repel the alien invaders. The mood across the planet is grim, though glimmers of hope have begun to shine through at the news of the Swarm’s seeming slowdown.

The PCs have been assigned to the Fifth Battalion and sent to Camp Cavalier, where they will gear up and meet the commanding officer who will give them their duty rosters. If you are playing with new players, you might want to explain the basic mechanics of the Starfinder Roleplaying Game (attack rolls, skill checks, saving

throws, Hit Points, Stamina Points, and so on) in a boot camp setting, where their characters get a taste of the rigors of military life. A stern but caring drill instructor can teach them about weapon operation and the proper care and use of their armor in a way that doesn’t physically hurt them but gives them a strenuous workout.

When the players are ready to begin, they are summoned as a group to speak with their commanding officer. A PC can attempt a Culture or Profession (soldier) check to recall knowledge about this individual, Major Jaldamarrak. They learn all the information with a DC equal to or less than the result of their check.

Result Information

10+	The vesk officer is one of the most stalwart and feared commanders in the SDF. He is over 60 years old and has had a storied career. He has worked for the Veskarium military, the Stewards, and as a private military consultant in the Pact Worlds.
15+	Jaldamarrak was one of a few vesk given the Starstone Medal—one of the Pact Worlds’ highest military decorations—for fighting the Swarm during its attack on the Pact Worlds and the Veskarium. Credible rumors say that he turned down an offer to join the Knights of Golarion after the hostilities ended.

20+

When Major Jaldamarrak joined the SDF at the beginning of the Swarm invasion, he insisted on being given the rank of private and has worked his way up to his current position in a short period of time. He has been heard to say that fighting against the Swarm is his true purpose in life.

The PCs meet Major Jaldamarrak in his ready room. Jaldamarrak is a vesk veteran of several battles with the Swarm in both the Veskarium and the Pact Worlds. The vesk’s scales are dark green, and the spikes on his jaw point forward to form a sort of beard. He sports a large cybernetic eye. As the PCs file into the chamber, he inspects them and their kit for a moment and then begins to lecture them.

“I am your new commanding officer, Jaldamarrak, and I was killing Swarm before you were clutching your mother’s tails. I know more about this enemy than every soft-skin general in this system, and I know for a

fact we are losing this war.

You’ve probably heard that over the last seven days, the Swarm has retreated from three smaller cities to the east of Brinnoa, and the media and the SDF alike are calling this a turning point for the war, but I know better. Those vexers are up to something, and I’m not letting the Fifth Battalion get caught with their spacesuits around their ankles. You’re now part of what I’m calling the Midnight Squad. For your first assignment, you’ll patrol the Delta Escarpment a few miles west of Camp Cavalier from sundown to sun-up and report back with any unusual activity. Any questions?”

Some potential questions the PCs might ask Jaldamarrak and his responses are below.

What do you expect we will find out there? “Hopefully, nothing. But if you spot any evidence of creatures not native to Suskillon, report back immediately.”

Can you tell us a little bit about the Swarm, sir? “I’ve fought the Swarm on a handful of fronts, and every time, they were different. But even here on Suskillon, there’s something... more cunning about these critters. Like they’ve got a purpose other than just killing everything in their field of view. We’re seeing a number of new variations in their ranks, including the expendable scouts we’re calling ‘dredgers.’”

What exactly are Swarm dredgers? “Nasty little critters, about the size of a khefak, but they burrow right under you.



FATE OF THE FIFTH

CAMPAGN OUTLINE

PART 1: THE BATTLE OF BRINNOA

PART 2: THE SCOURING OF SAHTOR

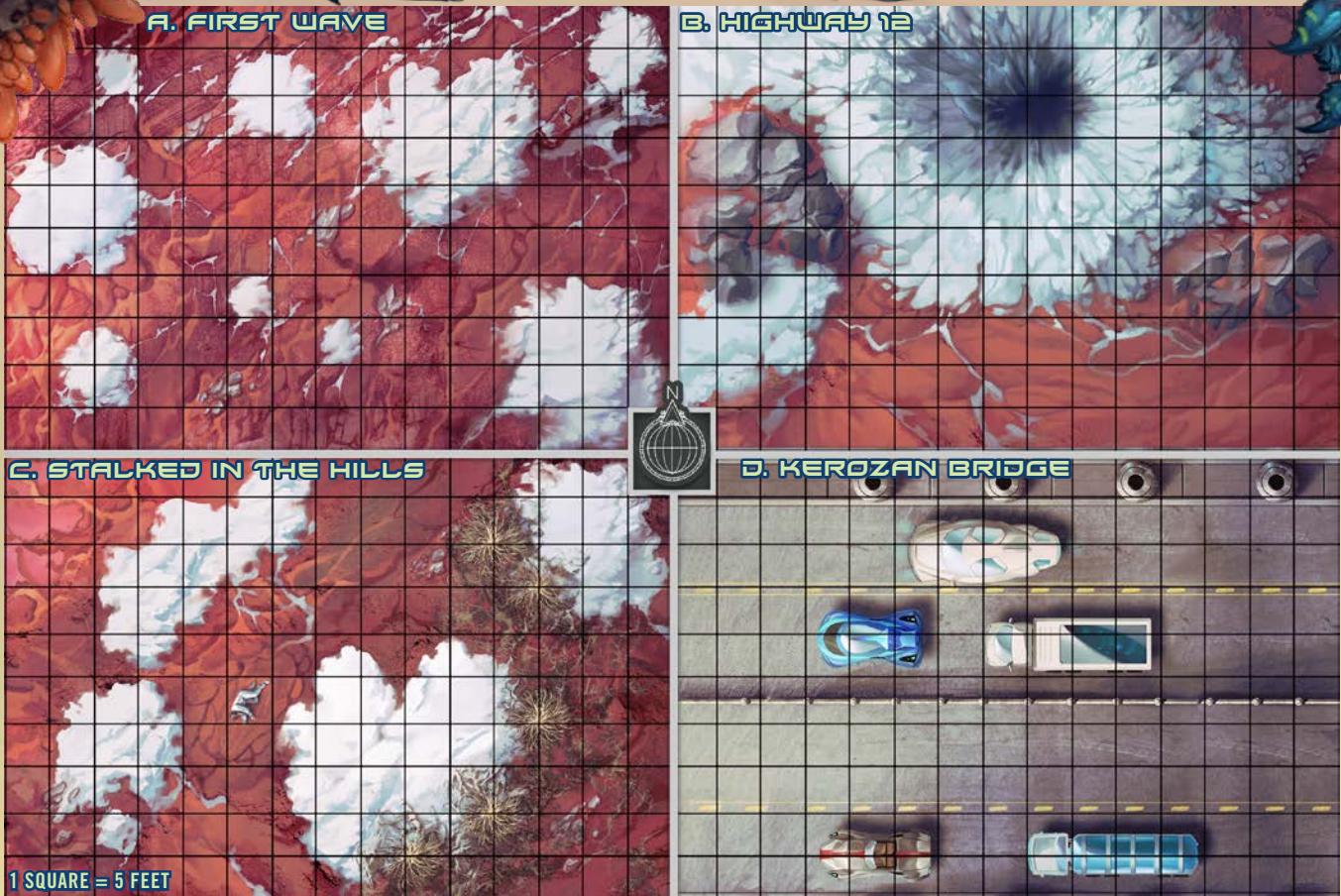
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They've got barbed jaws that latch onto you and take you down in a matter of moments. But just like any Swarm component, they die if you put enough rounds into them. My kill count is 112 since joining the war, but there are always seem to be two more ready to take a dead one's place."

Is Suskillon really going to lose this war? Jaldamarrak sucks some air through his teeth. "The signs aren't good. But that doesn't mean we're finished. If you complete your patrols and report any and all pertinent intelligence back to me, I will make sure high command knows what us troopers are facing here on the ground." A PC who succeeds at a DC 12 Sense Motive check can tell that Jaldamarrak is holding something back. If a PC succeeds at a DC 15 Diplomacy check to ask him what he really thinks about Suskillon's chances, the vesk shakes his head and says, "I've been in a lot of battles in my time, and I've seen what the Swarm can do. It's not a matter of if this planet is going to fall, but how many Swarm we can kill before they eat us alive. Do you understand me, soldier?"

When the PCs have asked their questions, Jaldamarrak dismisses them to get some rest before their evening patrol. He also suggests they visit the camp's quartermaster to make sure they have everything they need for 13 hours of patrol duty: a light source if they need one, clothing to withstand the cold weather (though he points out the

environmental protections of their armor should last the night), and perhaps something to help keep them awake (see Wake-Up Patch on page 45 for an example). Unfortunately, due to the strained resources of the SDF during the war, the PCs will need to pay for any of these items.

NIGHT PATROL

The PCs should muster up before the sun sets. At least one PC must succeed at a DC 10 Survival check to follow the lay of the land and, within about 2 hours, reach the area that Jaldamarrak requested they patrol. Failing the Survival check adds an hour to this time as the PCs end up marching in a circle before finding the Delta Escarpment. The sun has fully set when the PCs reach the escarpment, but the stars above provide dim light for the remainder of the night.

Once the PCs begin their night watch in the hilly region surrounding the metropolis of Brinnoa, they have ample time to talk to one another. They can relate their backstories, share rumors they have heard from the Rumors about the Swarm Invasion table on page 6, or speculate about the future of the war. The first few hours pass quietly with little to no action. A PC who succeeds at a DC 14 Survival check finds the tracks of a Suskillon brush stalker, a large endangered predator native to this region. The tracks are a few hours old; the beast is long gone.

Several hours later, as the end of their shift nears and a faint trace of the rising sun's light can be seen on the horizon, read or paraphrase the following.

A loud atonal alarm is followed with an all-points emergency broadcast over your comm units. A hurried female voice says, "Attention all Suskillon ground forces, this is Spacedock Prime-1. We are under heavy attack! A Swarm armada has entered in low orbit and has begun to—" the transmission ends as abruptly as it began in a burst of ear-splitting static. Up in the sky high above Brinnoa, hundreds of small lights flash—the telltale sign of starship combat.

Ask the players what they would like to do at this point. They might want to move toward the battle or retreat back to Camp Cavalier. They can't yet reach SDF central command (or anyone else) on their comm units, as interference from the nearby overhead battle is disrupting the signal. No matter what direction the players decide to move, or even if they maintain their position, they are soon discovered by a Swarm patrol.

A. FIRST WAVE (CR 1)

At this point, the sun has still not yet risen, and the faint glow on the horizon is occasionally washed out by the light of explosions from Brinnoa. This encounter takes place near some snow-covered hill banks. The remainder of the terrain is the familiar red-tinged dirt of the region. Use the map on page 8 for this encounter.

Creatures: As the PCs are moving or pausing to weigh their options, a small scouting party consisting of a pair of Swarm dredgers has noted their position and closes in on them. Each PC who succeeds at a DC 14 Perception check senses the creatures approaching across the nearby hills and can act in the surprise round.

SWARM DREDGERS (2)

CR 1/2

XP 200 each

HP 13 each (see page 59)

TACTICS

During Combat Each dredger attempts to attach itself to a different random PC and then focus its claw attacks on that PC.

Morale The dredgers fight to the death.

Development: After the PCs deal with the Swarm scouts, their comm units suddenly crackle to life and they hear Jaldamarra's voice saying, "—I repeat, all squadrons form up on Inter-Region Highway 12. Brinnoa is being fully evacuated, and we have to defend the civilians while—" before the transmission cuts out. The same interference from earlier prevents the PCs from confirming these orders or otherwise speaking to SDF central command.

B. HIGHWAY 12 (CR 3)

It takes an hour for the PCs to reach Inter-Region Highway 12 and find the area where the SDF troops are gathering. The sun has fully risen, and hundreds of aerial and ground vehicles are fleeing Brinnoa both on and above the road in the early morning light. The sounds of weapons fire can be heard in the distance, drowned out only by the screeching of the ramjet engines of SDF fighter planes passing overhead to join the battle above the city. Even from this distance, Brinnoa looks like a disturbed hornet's nest, with Swarm vessels engaging with the aircraft of the First Battalion.

Several SDF soldiers stand by the road, waving vehicles forward in a slow procession, curtly answering questions from evacuating citizens and repeating that civilians should proceed to Reos City, several dozen miles to the south. Moments after the PCs arrive, they are spotted by Major Jaldamarra, who greets them gruffly.

"Glad you could join us, Midnight Squad! No time for rest, get your rears in gear and double-time it to the front! The Swarm is about to take Brinnoa, and we're giving these evacuees as much time as we can before the critters come flooding out of the city."

If any of the PCs are reluctant to head into battle, Jaldamarra pulls out his tactical doshko and threatens them with bodily harm, saying, "Nobody under my command is turning tail! Move out, or you'll meet your fate a lot sooner than you think!"

Jaldamarra directs the PCs to head north and take up a defensive position far enough away from the highway that stray gunfire won't endanger civilians. It takes about 30 minutes to reach an appropriate area (see the map on page 8), where large craters and hastily dug trenches mar the landscape. The sounds of battle are much louder here, closer to the city, and the PCs can see several large Swarm vessels enter the airspace around the city and begin to land on the outskirts.

Moments later, as the PCs make defensive preparations (or simply hunker down in a crater), they hear and see explosions to the north, as a large Brinnoan skyscraper is engulfed in flames and begins to topple over. Shortly afterward, a shadow moves across the landscape as a massive structure streaks across the sky above, billowing a trail of smoke. A PC who succeeds at a DC 12 Culture check or a DC 15 Engineering check can tell that this is one of Suskillon's spacedocks, crashing down from orbit.

The huge station strikes the hills to the north of Brinnoa. There is a massive flash of white light followed a few seconds later by an ear-splitting explosion. A cloud of dust envelops the region for miles in a matter of minutes. Each PC must succeed at a DC 12 Will save or gain the shaken condition for the next 1d4 hours as they cope with the mass devastation and loss of life. This is a mind-affecting fear effect.

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The dust also obscures vision. A creature more than 5 feet away but less than 50 feet from its attacker has concealment. A creature 50 feet or more from its attacker has total concealment. Use the map on page 8 for this encounter.

Creatures: Minutes after the spacedock's crash, a quartet of Swarm dredgers tunnels under the PCs' position. They have been sent to disrupt the SDF's defensive lines before the larger Swarm assault force advances from Brinnoa. A PC who succeeds at a DC 25 Perception check can feel the creatures burrowing beneath their feet and can act in the surprise round as the dredgers burst forth both in front of and behind them.

SWARM DREDGERS (4)

CR 1/2

XP 200 each

HP 13 each (see page 59)

TACTICS

During Combat The dredgers try to surround the PCs in a pincer maneuver, making escape difficult.

Morale The dredgers fight to the death.

Development: After the fight, the PCs' comm units crackle to life with reports of thousands of Swarm creatures exiting the city in all directions. Jaldamarrak's voice cuts in: "All SDF forces, this is a full retreat. Fall back beyond the Dethomar River and regroup at Fort Gallant." His orders are followed by the sound of close-range fire from a semi-auto pistol before the signal cuts out. Though communications seem to be back to normal, the PCs can't raise Jaldamarrak again. A PC who reaches out to SDF central command can confirm the vesk's orders.

FULL RETREAT

A PC who succeeds at a DC 12 Culture check or checks in with SDF central command knows that Fort Gallant is approximately 24 miles to the west of their current location. The group is probably not eager to remain where they are, but to emphasize the futility of staying and fighting, you could have the cloud of dust part momentarily to reveal a column of crawling and flying Swarm creatures in the distance but closing in on the PCs' location. If this doesn't spur them on, a Swarm vorphoma's barb can come flying out of the dust from above; make a ranged attack against a random PC (be sure to take into account the concealment from the dust cloud). The weapon deals $1d6+1$ piercing damage on a hit.

After an hour of picking their way through the dust, the PCs stumble across a field of dozens of Swarm corpses. Near the center stands Major Jaldamarrak, pulling his doshko from the wriggling carapace of a recently killed dredger. When he turns to greet the PCs, they can see that his armor has been slashed open at his torso and he has taken what appears to be a mortal wound; a strand of his innards hangs limply over his belt.

With a grimace, Jaldamarrak straps the doshko to his back and says, "You all fall back. I'll provide covering fire." He draws his pistol and checks the clip. "I aim to break two hundred confirmed kills before I die!" His eyes become steely. "That's an order, soldiers! Cross the river before they drop the bridges, and I'll see you on the other side!"

If the PCs offer to heal Jaldamarrak or try to give him their ammunition or guns, he gruffly says their aid isn't necessary. He then chuckles to himself before saying, "You're well-trained, soldier. You'll make the SDF proud." With that he takes a medallion off his armor and pins it to a PC's armor before pushing them away violently. He steps away into the dust cloud, breaking into a Veskarium battle song at full volume, drawing the chittering attention of the Swarm. The last the PCs hear of Jaldamarrak is several gun shots and the crunching sound of Swarm chitin.

Treasure: The medallion that Jaldamarrak gives the PCs is a glory medallion (see page 45).

THE LONG SLOG

The distance from the PCs' defensive site near the highway to Fort Gallant is 24 miles. The PCs will have to travel to Fort Gallant on foot; the nearby highway is too choked with wrecked or abandoned vehicles to make good progress in a vehicle, and the PCs don't have time to repair (or even break into) one of these vehicles and keep ahead of the Swarm. The Swarm will overtake them if they dawdle too long, but if they keep moving at a steady pace, they stand a chance of staying ahead of the Swarm's relentless advance. Consult the overland movement rules on page 258 of the *Starfinder Core Rulebook* to determine how long it will take the PCs to traverse that distance, based on the slowest PC's speed. The PCs' comm units crackle to life with a recorded message every few hours.

An unidentified female voice says, "This is an emergency transmission. A full evacuation is in effect for the Brinnoa region. Civilians east of the Dethomar River must immediately relocate west of the river, as the bridges crossing the river will shortly be demolished to halt the Swarm advance. SDF forces and civilians are to report to Fort Gallant for further orders. This is an emergency transmission..." The message then repeats.

An hour after they leave Jaldamarrak, the PCs escape the dust cloud covering the Brinnoa region. They can see empty, dry brushlands with small plateaus and hillocks stretching around them in all directions. The temperature remains just below freezing, though the sky is cloudless and the bright sun beats down. By this time, given the overnight patrol and the ceaseless activity since dawn, the PCs have already been walking for 8 hours. As they certainly have several hours' of walking ahead of them, constituting a forced march, the PCs

will need to start attempting Constitution checks each hour to avoid fatigue.

In addition, if the march to Fort Gallant takes the PCs 10 hours or longer, they run the risk of being affected by sleep deprivation (*Core Rulebook* 404) and having the environmental protections of their armor run out, exposing them to the cold weather (*Core Rulebook* 400); a day on Suskillon is 26 hours long (see page 62).

During this march, if the party attempts to rest for longer than 10 minutes, a large group of Swarm creatures closes in on their position. A low roar accompanied by faint tremors turns into the cacophonous sound of thousands of clattering insect legs as the Swarm approaches. A quick glance to the east reveals a column of hundreds of Swarm dredgers stampeding across the hinterlands. This is clearly too many enemies to fight at once, and if the PCs stay where they are, they will likely be torn to pieces. A PC who succeeds at a DC 12 Perception check realizes that the Swarm is blanketing the countryside; attempting to hide would be impossible. The PCs can hustle for an hour to get far enough ahead of the Swarm to return to a normal walking pace. Remember that if the PCs hustle for additional hours in between sleep cycles, they take nonlethal damage and become fatigued.

Alternatively, you can use *Stalked in the Hills* (area **C**) if the PCs attempt to rest for longer than 10 minutes; other attempts to take long rests should be discouraged with appearances of the Swarm as noted above.

The PCs will eventually get to rest when they reach the safety of the Kerozan Bridge (area **D**), but until then it should be apparent that they could be devoured by the Swarm at any moment. This intentional harshness is meant to reflect the grimness of surviving during an unwinnable war.

Since they were among the last to leave the outskirts of Brinnoa, the PCs don't spot any other survivors (military or civilian) fleeing the Swarm, though they might spot the occasional body or two (such as in *Stalked in the Hills* below). The isolation and the cold, unforgiving landscape might also be used to heighten the feeling of futility for the characters.

THE DEAD WINTER

During "Fate of the Fifth," the PCs face nearly insurmountable odds against the Swarm invasion, but Suskillon's dangerous weather can provide additional challenges to the PCs as they make their way across the landscape. Suskillon is in the grip of one of its "Dead Winters,"—an extended cold season that occurs once every few years; see page 62 for

more information about Suskillon's orbit. While the PCs will have to deal with below-freezing temperatures, the following effects can crop up at your discretion to provide extra difficulty to encounters and exploration throughout the remainder of this adventure.

Biting Wind: Powerful winds that can sometimes knock a person down blow across the Suskillon's plains in the winter. Use the rules for strong winds (*Core Rulebook* 400).

Paralyzing Cold: The outside temperature during "Fate of the Fifth" hovers around 25° F, but it can dip to below 0° F for brief periods (no more than 1 hour at a time). Use the rules for cold dangers (*Core Rulebook* 400). Though the environmental protections of armor can help PCs ignore these dangers, they could prove extremely dangerous if their armors' protections are depleted.

Snowstorms: Great storms Suskillon residents call "white hawks" can drop heavy snowfall on a region in a short amount of time. Use the rules for heavy snow and snowstorms (*Core Rulebook* pages 398–399).

C. STALKED IN THE HILLS (CR 2)

This encounter should occur at some point during the PCs' long march toward the Dethomar River as the PCs move through an area of low hills. Use the map on page 8 for this encounter.

As the PCs make their way down a hill, they easily spot the corpse of a human man on the ground out in the open. A PC who succeeds at a DC 12 Medicine check or DC 15 Survival check can determine that this man was recently

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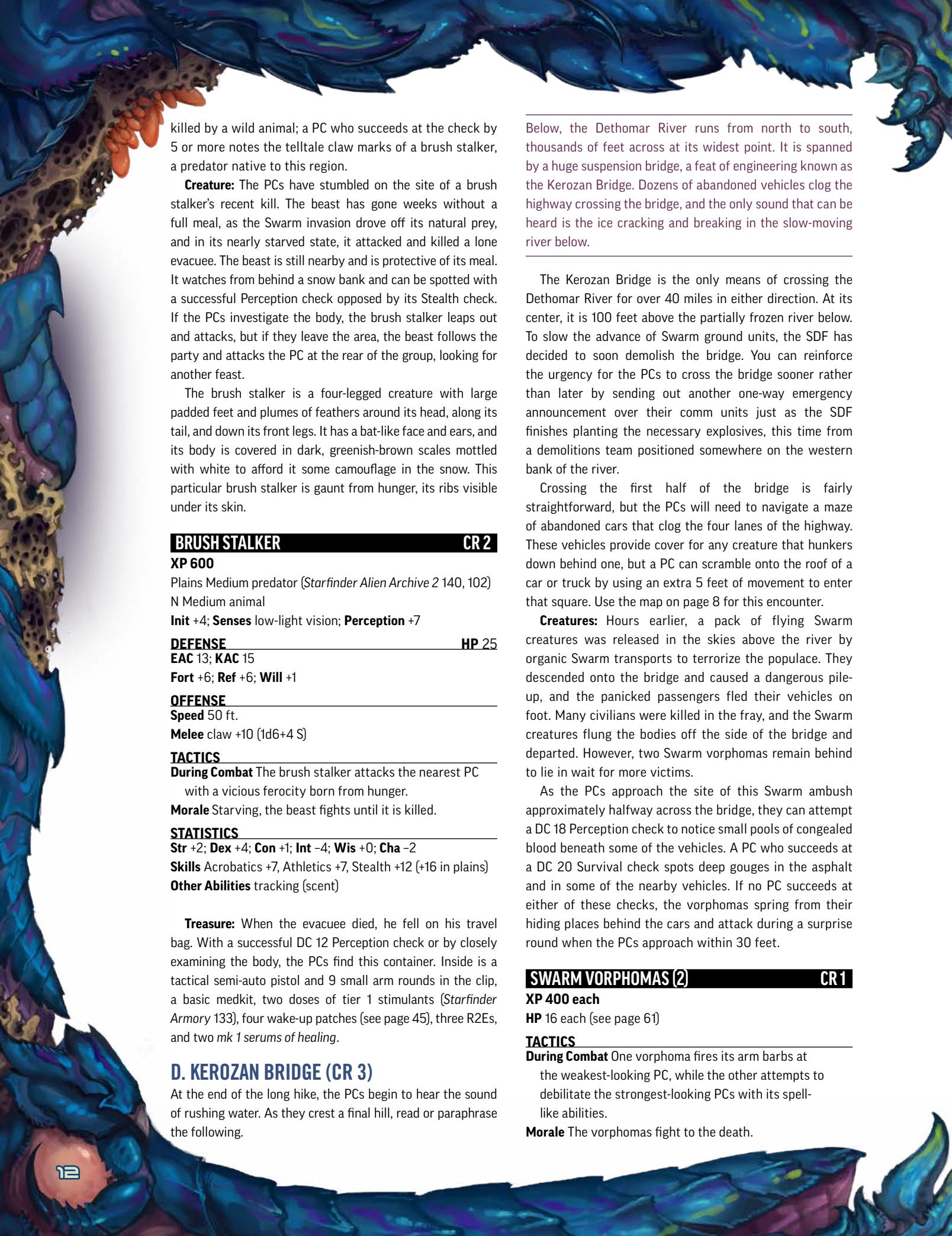
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BRUSH STALKER



killed by a wild animal; a PC who succeeds at the check by 5 or more notes the telltale claw marks of a brush stalker, a predator native to this region.

Creature: The PCs have stumbled on the site of a brush stalker's recent kill. The beast has gone weeks without a full meal, as the Swarm invasion drove off its natural prey, and in its nearly starved state, it attacked and killed a lone evacuee. The beast is still nearby and is protective of its meal. It watches from behind a snow bank and can be spotted with a successful Perception check opposed by its Stealth check. If the PCs investigate the body, the brush stalker leaps out and attacks, but if they leave the area, the beast follows the party and attacks the PC at the rear of the group, looking for another feast.

The brush stalker is a four-legged creature with large padded feet and plumes of feathers around its head, along its tail, and down its front legs. It has a bat-like face and ears, and its body is covered in dark, greenish-brown scales mottled with white to afford it some camouflage in the snow. This particular brush stalker is gaunt from hunger, its ribs visible under its skin.

BRUSH STALKER

CR 2

XP 600

Plains Medium predator (*Starfinder Alien Archive 2* 140, 102)

N Medium animal

Init +4; **Senses** low-light vision; **Perception** +7

DEFENSE

EAC 13; **KAC** 15

Fort +6; **Ref** +6; **Will** +1

OFFENSE

Speed 50 ft.

Melee claw +10 (1d6+4 S)

TACTICS

During Combat The brush stalker attacks the nearest PC

with a vicious ferocity born from hunger.

Morale Starving, the beast fights until it is killed.

STATISTICS

Str +2; **Dex** +4; **Con** +1; **Int** -4; **Wis** +0; **Cha** -2

Skills Acrobatics +7, Athletics +7, Stealth +12 (+16 in plains)

Other Abilities tracking (scent)

Treasure: When the evacuee died, he fell on his travel bag. With a successful DC 12 Perception check or by closely examining the body, the PCs find this container. Inside is a tactical semi-auto pistol and 9 small arm rounds in the clip, a basic medkit, two doses of tier 1 stimulants (*Starfinder Armory* 133), four wake-up patches (see page 45), three R2Es, and two *mk 1 serums of healing*.

D. KEROZAN BRIDGE (CR 3)

At the end of the long hike, the PCs begin to hear the sound of rushing water. As they crest a final hill, read or paraphrase the following.

Below, the Dethomar River runs from north to south, thousands of feet across at its widest point. It is spanned by a huge suspension bridge, a feat of engineering known as the Kerozan Bridge. Dozens of abandoned vehicles clog the highway crossing the bridge, and the only sound that can be heard is the ice cracking and breaking in the slow-moving river below.

The Kerozan Bridge is the only means of crossing the Dethomar River for over 40 miles in either direction. At its center, it is 100 feet above the partially frozen river below. To slow the advance of Swarm ground units, the SDF has decided to soon demolish the bridge. You can reinforce the urgency for the PCs to cross the bridge sooner rather than later by sending out another one-way emergency announcement over their comm units just as the SDF finishes planting the necessary explosives, this time from a demolitions team positioned somewhere on the western bank of the river.

Crossing the first half of the bridge is fairly straightforward, but the PCs will need to navigate a maze of abandoned cars that clog the four lanes of the highway. These vehicles provide cover for any creature that hunkers down behind one, but a PC can scramble onto the roof of a car or truck by using an extra 5 feet of movement to enter that square. Use the map on page 8 for this encounter.

Creatures: Hours earlier, a pack of flying Swarm creatures was released in the skies above the river by organic Swarm transports to terrorize the populace. They descended onto the bridge and caused a dangerous pile-up, and the panicked passengers fled their vehicles on foot. Many civilians were killed in the fray, and the Swarm creatures flung the bodies off the side of the bridge and departed. However, two Swarm vorphomas remain behind to lie in wait for more victims.

As the PCs approach the site of this Swarm ambush approximately halfway across the bridge, they can attempt a DC 18 Perception check to notice small pools of congealed blood beneath some of the vehicles. A PC who succeeds at a DC 20 Survival check spots deep gouges in the asphalt and in some of the nearby vehicles. If no PC succeeds at either of these checks, the vorphomas spring from their hiding places behind the cars and attack during a surprise round when the PCs approach within 30 feet.

SWARM VORPHOMAS (2)

CR 1

XP 400 each

HP 16 each (see page 61)

TACTICS

During Combat One vorphoma fires its arm barbs at

the weakest-looking PC, while the other attempts to debilitate the strongest-looking PCs with its spell-like abilities.

Morale The vorphomas fight to the death.

Treasure: A PC who succeeds at a DC 12 Perception check notices a filled *Starfinder* backpack (Armory 116) hanging out from a half-opened rear door of one of the nearby vehicles. Inside the backpack is a set of environmental clothing (cold climates), a gear clamp, a holoshroud (Armory 104), and two tubes of warming balm (see page 45). Two mass-produced tents are strapped to the top of the backpack.

Development: After the battle, the PCs can take a 10-minute rest. As soon as they decide to continue across the bridge, a klaxon alarm in the distance begins to blare. Their comm units spark up again with a member of the SDF demolitions team saying, “Swarm army approaching. Proceeding with destruction of the Kerozan Bridge. All civilians clear the area!” If the PCs contact SDF central command to ask them for time to get off the bridge, they are told, “We’ll give you as long as we can, but if we don’t blow this bridge soon, none of us are going to survive!”

EVENT 1: BRIDGE ESCAPE! (CR 1)

The PCs have only a few moments before explosives planted on the bridge’s support columns are detonated, sending the structure into the freezing river below. Turning back at this point means death at the mandibles of the Swarm army approaching across the hills to the east. A PC who could survive the leap off the bridge and the 100-foot fall into the ice-choked river would likely be crushed by the debris from the bridge’s demolition. The safest option for the PCs is to make their way to the western side of the bridge before the explosion occurs. Escaping the bridge’s destruction will take speed, strength, and teamwork.

During the escape, the PCs face a series of obstacles, each of which requires each PC to attempt a skill check as a standard action. PCs who succeed at the required checks earn a number of Escape Points, as detailed in each obstacle. A PC can decide to take a different standard action when faced with an obstacle (such as casting a spell) but doing so earns no Escape Points unless, at your discretion, the PC’s clever use of spells or other abilities bypasses the need for certain skill checks; count such actions as having succeeded at the requisite skill checks for the purpose of earning Escape Points.

At the end of this scene, the demolitions explode and the PCs will need to attempt Reflex saves against the blast. The number of Escape Points they earn during the escape determines the intensity of the blast wave that hits them and the DC of the Reflex save (see the table below).

First Obstacle: A pile-up of land vehicles presents a maze of twisted metal. Each PC should attempt a DC 15 Perception check to navigate this tangle. If at least half of the party (rounded down) succeeds at this check, the PCs earn a number of Escape Points equal to the number of PCs. Otherwise, the PCs earn only 1 Escape Point for each PC who succeeded at the Perception check.

Second Obstacle: Bombardment from airborne Swarm vessels has weakened the bridge in spots. To find a safe route through, each PC can attempt a DC 20 Engineering check to assess the stability of the road or a DC 20 Survival check to find the tracks of other evacuees. If at least one PC succeeds at this check, the PCs earn a number of Escape Points equal to the number of PCs.

Third Obstacle: A large transport vehicle, jackknifed and overturned, lies across both lanes of the highway. Each PC can attempt a DC 15 Athletics check to scramble over the wreckage or a DC 15 Acrobatics check to squeeze between the transport’s cab and trailer. A PC who succeeds at either check by 5 or more can grant a +2 circumstance bonus to an ally’s check using the same skill. Each success earns one Escape Point.

On the other side of the overturned truck, the edge of the bridge is visible, and the PCs can sprint toward safety. As they do, they can hear a final countdown blasting from loudspeakers in the distance, which is nearly drowned out by the screech of hundreds of Swarm creatures as they begin to cross the bridge. The countdown ends and a massive explosion rips through the bridge’s superstructure, engulfing the Swarm horde. A shock wave rolls over the PCs, the intensity of which is determined by the total number of Escape Points they achieved; see the table below. Each PC can attempt a Reflex saving throw to take half the listed damage.

Total Escape Points	Damage	Reflex Save
4 or fewer	3d6 B	DC 16
5-9	2d6 B	DC 14
10 or more	1d6 B	DC 12

Development: After the explosion, the PCs can make their way through the resulting debris to reach the bulwarks behind which the Third Battalion demolitions squad monitored the operation. A squad of SDF soldiers greets them and offers to give the PCs a ride back to Fort Gallant in their nearby vehicles.

Treasure: Shortly after the PCs arrive at Fort Gallant (possibly before they visit the quartermaster), a member of the Third Battalion demolitions squad finds the PCs to compliment them on their escape from the Swarm and the explosion. She notes that her squad has some leftover supplies and hands the party a small footlocker containing a detonator, a motion trigger (see page 45), three mk 1 frag grenades, and one mk 1 incendiary grenade. With a wink she says, “Blast some vexers for me.”

Story Award: For reaching the western end of the bridge, award the PCs 400 XP.

FORT GALLANT

Several miles to the west of the Dethomar River and the Kerozan Bridge is a small SDF training facility called Fort Gallant.

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Some concrete barriers, chain-link fences, and a few concrete emplacements containing heavy weapon turrets are the only fortifications this encampment has to offer.

As they enter the area, the PCs walk by about a hundred civilians and a far smaller number of weary-looking soldiers milling around some hastily erected tents. A human soldier approaches the PCs and introduces himself as Lieutenant Gorham. He dispenses with the formalities of an enlisted soldier and says, "You all made it out of Brinnoa alive? Not many members of the Fifth Battalion were as lucky as you. Commander Najiri has asked to receive situation reports directly from all new arrivals immediately. Let me take you to her now."

Lieutenant Gorham leads the PCs to one of the few two-story structures in the camp and ushers them up a small external metal staircase. The door at the top has a placard outside that reads, "Commander-General Darquin." As the PCs step inside, they are hit with the unmistakable smells of antiseptic and blood. The office inside is a mess, with a large wooden desk in the center and piles of datapads and electronic maps pushed off onto the floor. A human woman in a long military coat lies on the table, being tended to by a pair of SDF medics. A nametag on her shoulder reads "H. Najiri." Her left leg is badly hurt: most of the muscle and flesh has been ripped to shreds and the underlying bone is visible. The wound looks fairly recent, but the signs of infection are already apparent. She bites down on the leather handle of a survival knife as one of the medics finishes cutting through her femur with a laser scalpel. The destroyed leg falls to the ground with a sickening thud and the woman stifles a scream as she jabs herself with a serum of healing.

When she notices the PCs, she focuses her attention on them as the medics continue to attend to her. Read or paraphrase the following.

"You all just cross the Dethomar? Welcome to Fort Gallant. The Commander-General is dead, his second died of his wounds a few hours ago, and I'm what's left of the command structure here. The name's Commander Hadiya Najiri. I apologize for the blood. Just got back a few hours ago from fighting off the Swarm to the south—one of the little buggers snuck up on me while I was pulling the pin from a grenade and nearly took my leg off. Our field medic didn't survive the ambush and the trek here didn't do the wound any favors. Instead of hobbling around for the rest of the war, I opted for a cybernetic replacement. If you don't mind being debriefed while the good doctors here do

their work, I'd like to hear about how you made it out of Brinnoa alive."

Commander Hadiya Najiri asks about the PCs' previous commanding officer, their encounters with the Swarm, and anything else they've encountered since they left Camp Cavalier. While they talk, the medics fit her with a military-grade prosthetic leg, and any PC can offer to help if they are trained in Medicine. After the PCs give their report, she allows them to ask any questions they may have for her. Commander Najiri is brutally honest and doesn't sugarcoat anything for those under her command. Below are some possible questions that the PCs might pose, and her responses.

What's going on with the war?

"Communications are spotty. Intel suggests the Swarm knocked out our satellites before touching down in three main landing sites, to the north in Nalia Sanga, to the south in Calso Ortho, and, of course, in Brinnoa. We're still waiting on casualty reports to calculate how bad the damage is, but it's looking like a nightmare scenario right now... a full Swarm air and ground invasion force, millions strong."

What is our next move? Where do we go from here?

"Now that we've taken down all the bridges across the Dethomar River, we should have some time to regroup and rest, maybe even a day or two. For now, we sit tight until we get additional orders and protect those civilians under our roof."

What is the Swarm going to do next? "From all reports, this seems like a new invasion force. Given the tactics the Swarm has used in the past on other planets, this seems to be an offensive strategy where it moves as quickly as possible from location to location in order to overrun defensive forces before anyone can muster a counterattack via orbital bombardment. But who knows how much of Space Corps command is even still intact... so air support might never come."

While the PCs finish asking questions, the medics complete the installation of the commander's prosthetic. She nods in approval as she tests the augmentation, flexing her new leg at the knee. She dismisses the PCs with a commendation. "Well fought, soldiers. Now get some shut-eye. You've earned it. Oh, but wait." She calls Lieutenant Gorham back into the room. "You might want to talk with Quartermaster Janxer first if you need new equipment, so she can have a few hours to fabricate gear we don't have on hand. The lieutenant will set you up with an allowance of UPBs. Make them count. I don't know when we can afford to requisition more."

Treasure: Lieutenant Gorham hands each of the PCs a metallic order form engraved with an allowance of 1,000 UPBs.



The PCs can spend these to acquire new equipment (see Fort Quartermaster on page 16) as though they were credits.

EVENT 2: THIEF IN THE NIGHT (CR 1)

As they leave the commander's office, Lieutenant Gorham points the PCs toward the quartermaster's station and a barracks where they can get some rest. In the fort's courtyard, however, a young civilian woman with sticky fingers targets the PCs as possible marks and moves to intercept them.

Creature: Anacia Render is the scion of the Brinnoa-based Render crime family, raised by her now-deceased father to be an adept con artist, pickpocket, and safecracker. After losing her family and her crew in the attacks on Brinnoa, she has been preying upon the distracted and tired evacuees and soldiers, pilfering what she can. Anacia is a short, slender human woman with blue-black hair and a feigned look of innocence under her thick eyebrows. She wears once-fashionable clothes that have seen better days, concealing a skin-tight suit of armor.

Anacia sizes up the group from across the courtyard and chooses to pilfer an item of 1 bulk or less from a random PC, focusing on a pistol, serum of healing, or other easily accessible valuable. She walks up to her chosen mark, appearing from a nearby cluster of civilians and says, "Thank you for your service to Suskillon. I just want to let you know I will keep you in my prayers to lomedae each night." A suspicious PC can attempt a Sense Motive check against Anacia's Bluff check to sense that she isn't truly sincere. A PC who succeeds at this check receives a +2 circumstance bonus to spot her pickpocket attempt.

Anacia then moves to pat that PC on the back while slipping her hand down toward the PC's belt or bag. She attempts a DC 20 Sleight of Hand check to pickpocket her chosen item. Whether she succeeds or fails, each PC can attempt a Perception check opposed by the result of her Sleight of Hand check. If no one notices Anacia's theft at the moment, the targeted PC will probably notice the missing item as they check through their gear at the quartermaster or as they get ready to rest. If they connect the theft to Anacia, they can find her among the civilian tents with a successful DC 16 Diplomacy check to gather information or a successful DC 20 Perception check.

If the PCs confront Anacia (either when she attempts the theft or later), she shrugs with a smirk and says, "It's hard times out there, soldier, and something like this will be worth triple in a few days. Or whatever price I decide to set. Look, you can't blame an aspiring businesswoman like me for trying, can you?" She then gives the stolen item back to the PCs.

If the PCs threaten Anacia with physical violence or the involvement of the fort's security, she tries to bribe them. She says, "Listen, I'm strapped for UPBs at the moment, but I have credits that spend just as well offworld. If you let me go, you

can have this credstick and whatever it has on it." Though she doesn't tell the PCs, Anacia stole the credstick from another evacuee earlier and doesn't know how many credits are on it. If asked, she says its "enough."

If they attack her, she attempts to flee as soon as she can, leaving the fort altogether. After 2 rounds, the fort's security officers arrive to break up the fight. Commander Najiri isn't pleased to see her soldiers attacking a civilian but issues only a strong reprimand after hearing the details of the situation.

ANACIA RENDER

CR1

XP 400

Female human operative
CN Medium humanoid (human)
Init +5; Perception +8



ANACIA RENDER

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DEFENSE**EAC 11; KAC 12****Fort +1; Ref +6; Will +4****OFFENSE****Speed 30 ft.****Melee** tactical switchblade +6 (1d4+1 S)**Offensive Abilities** trick attack 1d4**TACTICS****During Combat** Anacia tries to flee at the first sign of combat, but if cornered she focuses her trick attacks on a single opponent.**Morale** If brought below half her Hit Points, Anacia surrenders, throwing down her blade and putting her hands in the air.**STATISTICS****Str +0; Dex +4; Con +0; Int +2; Wis +1; Cha +1****Skills** Acrobatics +11, Bluff +11, Engineering +8, Sense Motive +8, Sleight of Hand +11, Stealth +11**Feats** Mobility**Languages** Common, Shirren, Vesk**Other Abilities**operative
specialization (thief)**Gear** secondskin, tactical switchblade^{AR}, consumer backpack, environmental clothing (cold climates), flashlight**Treasure:** If the PCs accept Anacia's bribe, they find that the credstick she hands them holds 500 credits. If fort security takes Anacia into custody, she drops the credstick as she is being taken away. The PCs can do with it as they wish.**Development:** If the PCs turn over Anacia to Fort Gallant security, she stares coldly at the party as the authorities arrive to collect her. The way in which the PCs deal with Anacia determines her attitude toward the PCs in Part 3.**Story Award:** If the PCs confront Anacia and avoid fighting with her, award them XP as if they had defeated her in combat, regardless of whether or not they turn her over to security or accept her bribe.

FORT QUARTERMASTER

Fort Gallant's quartermaster is a spry ysoki engineer named Janxer. She operates out of a mobile tech station in the back of a half-track SDF vehicle. When the PCs approach, they hear the sounds of a matter printer humming away as Janxer smooths down a piece of metal with a belt sander. She looks up to greet the PCs with a toothy grin.

"You must be the group that just made it across the bridge! Greetings! Hopefully, the commander set you up with a

HP 17

UPB allowance by now." Janxer gestures at a few plastic containers in the vehicle behind her. "I've got most of the standard-issue equipment, but if you want something specially made, it'll take me a couple of hours to print it up. I can probably do about two custom items for you. Also, I can slag anything you don't want!"

The UPB allowance given to each PC by Lieutenant Gorham should allow them to replenish their ammunition and perhaps purchase a new weapon or suit of armor. Janxer's exact inventory is up to you, but assume she has all 1st- and 2nd-level basic melee weapons, small arms, longarms, and suits of armor on hand, and she can craft most technological items, weapons, and armor up to 3rd level. However, the fort's matter printer can't produce magical or hybrid items. The PCs can charge all their batteries and environmental protections for free as they rest, and Janxer can recycle unwanted items to 10% of their value in UPBs, which the PCs can use to trade with Janxer or to craft their own items if they wish. The PCs don't have to spend all

their UPBs at this moment and will be able to return here after they receive their new orders.

Janxer also explains that the PCs shouldn't worry about medical supplies. A medic will patch up any wounds they currently have and grant them supplies should they be sent out again.

A NIGHT'S REST

The barracks is a large, open building filled with bunk beds. The PCs can rest here for the next 8 to 9 hours, removing any exhausted or fatigued condition they might have. The beds aren't comfortable, being standard military issue, but at this point, it most likely doesn't matter. SDF medics also treat any wounds the PCs might have, using both standard medicine and serums of healing to get the PCs back to full health.

The next morning when the PCs awake, they are greeted by Lieutenant Gorham, who says, "Commander Najiri would like to speak to you again." He leads them back to her office, but along the way, the PCs might get involved with an altercation in the courtyard.

CROWD CONTROL

Outside the barracks, a crowd is gathered around a central figure standing on a wooden crate that elevates him a few feet above everyone else—a human man with thinning hair





wearing a dirty lab coat. Attached to one of the coat's front pockets is a security ID from his place of employment, Bronze Beam Research Consortium, with his picture and name printed underneath: "Loachwurt, Z."

He appears to be in the middle of a speech when the PCs pass by.

"The SDF forces here have no idea what is actually happening! I worked with military intelligence in Brinnoa for the last six months and the amount they discovered about the Swarm in that time couldn't fill a child's datapad. The psychic connection we observed in Swarm subjects is stronger here on Suskillon than anywhere else in the Vast. The Swarm has fortified its components' minds, bolstered its numbers, and taken the capital and probably two-thirds of the entire planet. We are outgunned here, and the only option we have is to run or die. If you think the hundred or so soldiers here will protect you, you are sorely mistaken. If they wanted, the Swarm could storm these fortifications and drag every one of us out in our sleep!"

The crowd erupts in cries of fear and anger. Some of them begin to push one another, and a few nearby soldiers grip their rifles tightly in anticipation of a riot. A small handful of civilians break off from the group and block the PCs' way, demanding information or action.

Quelling the unrest in the camp is not an easy task, but it can be managed in a couple of ways. A PC can step up and give a calming speech with a successful DC 18 Diplomacy check. Alternatively, a PC can shout for the crowd to disperse with a successful DC 18 Intimidate check. At your discretion, other skills can be applied to this task—such as Bluff to pass the civilians some false information or Profession (soldier) to confuse the civilians with bureaucratic double-talk—using the same DC. After one failed attempt, the PCs can try a different tactic, though the DC increases by 2.

Another way to break up the crowd is to humiliate the scientist who riled them up in the first place. If the PCs ask who he is, he says, "My name is Zantos Loachwurt, member of Bronze Beam Research Consortium, and perhaps the foremost expert on the Swarm this planet has left to offer." If the PCs question his credentials, he sniffs, "Do you really think that you can match me in knowledge about the enemy, soldier?" A PC who succeeds at a DC 20 Life Science check can recall an obscure fact about the Swarm that they either learned by studying the aliens or from having direct contact with them. Loachwurt looks a bit flustered when presented with such knowledge, mumbling, "Yes, of course. I suppose—perhaps—you have 'some' idea of what you're talking about." With that, he steps off his crate and scuttles away. This deflates the crowd's agitation, and the civilians slowly go back to their tents.

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Development: If the PCs aren't successful at any of the above skill checks, a brief fight breaks out between a soldier and a civilian. Lieutenant Gorham then fires his rifle in the air and calls for a lockdown of civilian activity, sending everyone grumbling back to their tents.

However, if the PCs help disperse the crowd without causing a scuffle, the mood is less acrimonious. A young female human—one of the medics who helped attach Commander Najiri's prosthetic leg the previous day—approaches the PCs, thanking them for calming the citizens. "Dr. Loachwurt has been stirring up trouble since he got here. Last time, a handful of people ended up with black eyes and broken noses. Since we won't need them this time, why don't you take these serums of healing?" She hands the party a small satchel.

Treasure: The satchel contains three *mk 1 serums of healing*.

NEW ORDERS

Returning to Commander Najiri's new office, the PCs find her practicing a few off-balance side kicks, while standing on her prosthetic leg. The chamber has been tidied a bit, and a holographic map of the surrounding region is projected onto one wall. A PC who succeeds at a DC 18 Perception check or a DC 15 Profession (soldier) check can see that the map shows that the Swarm is winning this war.

Commander Najiri offers the party small tin cups filled with hot coffee and speaks.

"Earlier this morning, I received a call from President Daglaan. Suskillon is lost." She gestures at the map. "In a few days, this is all going to be Swarm country. But we still have a lot of work to do before we let them have it. Get suited up, because we're scuttling the fort in an hour to make our way west via convoy into the Sahtar Region to assist with the planetary evacuation. It's the end of the world, soldiers."

Commander Najiri dismisses the PCs without giving them time for further questions, explaining that she has to give orders to the rest of the camp and notify the civilians. The PCs can then return to Quartermaster Janxer to receive any new equipment they ordered and, if they wish, volunteer to help the civilians pack up into large, armored personnel carriers. The mood is grim.

When the convoy is ready to leave Fort Gallant, Lieutenant Gorham assigns the PCs to be part of the rear guard, and tasks them with operating the mounted weapons on an SDF Mobile Striker, one of the heavily armored assault vehicles that have seen much use during the war. The Striker already has a driver—a tired-looking human soldier—and has a pair of machine guns and a pair of flak cannons mounted on it. The PCs can choose whichever weapons they wish.

Shortly after the PCs take their positions, the convoy begins the journey west on roads and highways that have been cleared of vehicles. The border of the Sahtar Region is 2 hours from Fort Gallant. As the encampment falls into the distance, the PCs see a controlled explosion engulfing the fort—a standard procedure to keep the structures out of enemy hands. Unfortunately, the explosion and the trail of smoke that can be seen for many miles gets the attention of a passing Swarm fleetfury (see page 60), a living starship.

EVENT 3: GUNSHIP SHOWDOWN (CR 2)

An hour after the convoy gets underway, read or paraphrase the following.

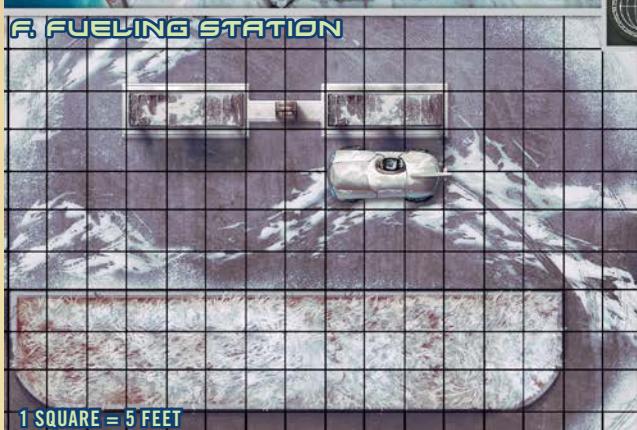
A distant buzzing sound grows louder and louder, as a small Swarm starship crests a frozen hillside and approaches the convoy. As it gets closer, the vessel launches a pulsing green torpedo. The weapon explodes only a few dozen feet away, engulfing the cabin of the rear Mobile Striker in a gout of acid. The driver screams in pain and slumps against the steering yoke, causing the vehicle to list to one side.

The PCs have only moments for one of them to jump into the vehicle's cabin and regain control of the vehicle. The driver is unconscious but still living, though the left side of his face is covered in acid burns that will need medical attention very soon.

Vehicle Chase: This encounter uses a modified version of the vehicle chase rules starting on page 282 of the *Core Rulebook*. As the PCs are traveling across a fairly flat expanse of terrain and the Swarm fleetfury moves much faster than the Mobile Striker, the PCs can't escape the starship. Fortunately for the PCs, the vessel can fire only four more torpedoes before it runs out of ammunition.

Each round of the vehicle chase, during the pilot actions phase, the PC in the cabin should roll a Piloting check as a move action. The size and weight of the Mobile Striker imparts a -2 penalty to this Piloting check. One other PC can attempt a Piloting check as a move action to aid another before the driver rolls their check; doing so means the aiding PC takes a -1 penalty on any attack rolls they make during the combat phase. The result of the driver's Piloting check is the DC for the Swarm fleetfury's gunnery check during the combat phase (see below). If the driver chooses not to spend the move action to attempt a Piloting check, this gunnery check DC is only 5.

Each PC has a full round's worth of actions (minus any actions taken during the pilot actions phase) during the combat phase to perform any of the following activities. In addition, a PC can cast a spell or use a class feature if they have enough actions available. Since the Swarm fleetfury acts at the end of the round, the PCs can determine among themselves the exact order they act in each round.



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Change Position: As a move action, a PC can move from operating a mounted gun to taking control of the vehicle or vice versa. Alternatively, a PC can move between operating a flak cannon and a machine gun (if one is available).

Evide: As a move action, a PC in control of the vehicle can attempt a DC 20 Piloting check to steer clear of the brunt of the fleetfury's torpedo strikes. If successful, each PC gains a +1 circumstance bonus to the Reflex saving throw to avoid taking damage from the fleetfury's torpedo blasts.

Fire Flak Cannon: As a standard action, a PC operating a flak cannon can fire at the fleetfury, making a ranged attack against an AC of 15. The movement of the Mobile Striker imparts a -1 penalty to this attack. A hit obscures one of the Swarm vessel's sensors with smoke, imparting a -2 penalty to the fleetfury's gunnery check until the beginning of the next round. Each of the Mobile Striker's two flak cannons can be fired only once per round.

Fire Machine Gun: As a standard action, a PC operating a machine gun can fire a hail of bullets at the fleetfury, making a ranged attack against an AC of 15. The movement of the Mobile Striker imparts a -2 penalty to this attack. A hit damages the fleetfury's torpedo launcher, reducing the damage dealt by an attack from the fleetfury by 2 (minimum 0) until the beginning of the next round. Each of the Mobile Striker's two machine guns can be fired only once per round.

Supercharge Engines: As a standard action, a PC can attempt a DC 18 Engineering check to tinker with the Mobile Striker's fuel lines, intake manifolds, or other engine parts. If successful, the driver gains a +2 circumstance bonus to their Piloting check during the next pilot actions phase. The driver can gain this bonus only once per round.

Take Cover: As a full action, a PC can hunker down in the vehicle, gaining a +4 circumstance bonus to the Reflex saving throw to avoid taking damage from the fleetfury's acidic torpedo blasts.

At the end of the combat phase each round, the Swarm fleetfury attempts a gunnery check (with a total +5 modifier) opposed by the result of the driver's Piloting check. On a success, an acid torpedo strikes the ground very close to the PCs' vehicle, and the resulting explosion deals 2d8 acid damage to each PC (Reflex DC 13 half). On a miss, the explosion is further away but still dangerous. Each PC takes only 1d4 acid damage and can negate the damage entirely with a successful DC 13 Reflex save.

At the beginning of the third round of the chase (before any of the phases), the PCs spy the burned-out husk of a large, overturned vehicle in the middle of the highway. The driver must attempt a DC 16 Piloting check to avoid the derelict vehicle. Failure means that the Mobile Striker is nearly overturned as it scrapes by the wreckage, and each PC must succeed at a DC 13 Will save or be shaken for 1 round; this is a mind-affecting fear effect.



After firing its final torpedo at the end of the fourth round, the Swarm fleetfury breaks off from its attack run. A pair of SDF fighter jets appear from the west to pursue the living starship, eventually shooting it down somewhere near the Dethomar River. A cacophony of cheers can be heard coming from many of the soldiers in the convoy as the scattered remnants of the fleetfury fall toward the surface.

Development: The remainder of the journey to the Sahtor Region border is uneventful, giving the PCs the opportunity to rest for 10 minutes to regain Stamina Points if they wish. An SDF medic attends to the wounded driver, and a replacement driver is secured if necessary.

Story Award: For enduring the aerial bombardment, award the PCs 600 XP.



The Sahtor Region consists primarily of massive agricultural processing centers amid miles of automated farmlands. It is bounded by the Jurdos Mountains to the north, the Dethomar River to the northeast, and the Eskue Ocean to the west and southwest. The capital of the Sahtor Region is Reos City, located on the western coast.

The distance between Fort Gallant and Reos City is approximately 400 miles along several highways, and the convoy will not reach the metropolis until 8 hours after the fleetfury's attack. Along the way, the convoy passes through a few small towns with large, neon-yellow evacuation notices plastered on every door and window. All of these areas are completely abandoned. The convoy makes brief stops for biological needs, but no one is allowed to leave sight of the convoy unaccompanied.

Shortly before nightfall, the convoy rolls over a hill and into the outskirts of a city overflowing with evacuees. Dozens of starships can be seen landing and taking off from a spaceport to the north of the city. The convoy stops a mile from the city limits, where the road is blocked by a tangle of abandoned cars. Commander Najiri gives the order to abandon the vehicles and walk. As the civilians move ahead, Najiri meets with each squad to hand out further orders, accompanied by Quartermaster Janxer, who hands out R2Es for the night's dinner.

RESCUE MISSION

When Commander Najiri, still slightly unstable on her new artificial leg, makes her way to the PCs, she gives them their next orders. Depending on the party's performance against the Swarm fleetfury earlier, she commends the PCs for their heroics first.

"Midnight Squad, muster up. I've been in touch with SDF command here in Reos City. Evacuation is underway, but there's still a lot of work to be done. They recently sent a squad up to a temple of Hylax north of the city but haven't heard back from them yet. I want you to make your way up there via the main highway. A shirren priest named Xelonan runs the temple. See if he has any information about the lost squad and bring him back here to safety. If you see any civilians along the way, make sure they're moving to the evacuation zone here. Any questions before you move out, soldiers?"

The PCs should be encouraged to ask questions about their new mission. Some likely questions and Najiri's responses follow.

How far away is the temple? "It's about 180 miles to the city of Lynmari in the foothills of the Jurdos Mountains. From there, the temple is another dozen miles up some mountainous roads. You'll be issued a standard troop transport in case you need to pick up any civilians."

How much time do we have to get there and back? "It seems like having to cross the Dethomar River might slow the Swarm advance a bit, but not forever. Mechanized divisions are going to hold them off as long as possible, but I still think we have only two or maybe three days before they gain a foothold in the Sahtor Region and come west to finish the job. Barring any major complications, though, that should still give you plenty of time."

What can you tell us about the lost squad? "They're a four-soldier unit out of the Second Battalion, under Commander Quenzh. He reportedly lost communications with them yesterday when they reached Lynmari. Quenzh tells me they're good soldiers, so something must have gone terribly wrong."

What's so special about this priest of Hylax? "Seems like he got in touch with SDF command claiming to have 'vital intelligence' about the Swarm, so they marked him for priority extraction. So, find him and get him back here to the evac site as soon as you can, got it?"

What kind of Swarm presence can we expect in the Sahtor Region? "It's mostly clear farmlands between here and the mountains, and though the Swarm has taken out a bunch of our satellites, we still have a few eyes in the sky. However, those dredgers are hard to track when they burrow underground, so don't let your guard down. If you come across Swarm components and can't fight them, it's better to evade or stay hidden. Remember, your priority now is protecting civilians and helping them evacuate."

Wrapping up the mission briefing, Commander Najiri claps a few of the PCs on their shoulders before saying, "Keep your comms open, and let us know what you find up there. Good luck, Midnight Squad." Quartermaster Janxer then leads the PCs to some tents where they can get a night's rest before embarking once again.

JOURNEY TO THE JURDOS MOUNTAINS

At dawn the next day, Lieutenant Gorham wakes the PCs and takes them through the outskirts of Reos City in a small hovercar to an SDF checkpoint on the highway leading north out of the city. He pulls up alongside a battered SDF Troop Hardtop and tells them, "It's all fueled up and ready to go. Try not to let it get destroyed..." He furrows his brow for a moment and then smirks. "Though chances are we won't be taking it with us off the planet." The lieutenant transmits a map of the Sahtor Region (see page 19) to the PCs' comm units and wishes them luck on their mission.

An SDF Troop Hardtop is a large multi-wheeled vehicle with a boxy cabin and a flat bed covered with a hard, plastic cover. Four Medium creatures can fit in the truck's cabin (with one character driving), and up to 10 Medium creatures can sit on the two wooden benches in the bed. The Troop Hardtop has a top speed of 50 mph, but the occasional abandoned vehicle or other hazard on the highway means the PCs won't be able to constantly maintain that speed. The distance from Reos City to Lymari is 180 miles, which will take a minimum of 3-1/2 hours, but the PCs will likely run into trouble along the way.

The PCs can take their time on this journey, though if they take more than 3 days to travel to the temple of Hylax and back, the Swarm has a very good chance of overtaking them completely. No matter how long the PCs take, they are destined to miss the last official transport off the planet and will need to secure their own starship (see Part 3). The covered bed of the truck is large enough to serve as a tent if the PCs decide to rest for 8 hours along the highway.

E. UNCHAINED GANG (CR 3)

The Eskue Correctional Penitentiary, known as "the Scorpion" to many sentenced there, is a small, medium-security prison along the coast, northwest of Reos City. At the outset of the war, it was nearly emptied as prisoners were allowed to volunteer for the SDF to fill the recently decimated Fifth Battalion. The guards were reduced to a skeleton crew as people quit or also joined the military. Fewer than a hundred prisoners and only five guards remained behind. The prison was able to operate while the regional government worked on the staffing deficit, but when the facility received word of Brinnoa's fall, there was a riot. The guards were able to flee to safety, but the prisoners escaped during the chaos. Now, many of them are trying to find a way off the planet without being arrested again. Use the map on page 19 for this encounter.

Creatures: Approximately 60 miles north of Reos City, the PCs are flagged down by one of these escaped prisoners in disguise. He appears desperate, waving and pointing to another prisoner lying by the side of the road in bloody clothes. If the PCs stop, he begins shouting, "My friend got attacked by one of those damned bug things! He's bleeding

to death, you gotta help him!" He repeats his pleas in response to any questions.

These two escaped inmates were members of a prison gang and were deemed unfit to serve in the SDF as they were among the prisoners who incited the Eskue Correctional Penitentiary riot. They already secured armor and weapons during the prison break, and last night, they broke into a nearby farmhouse, killed the inhabitants, and stole some of the family's clothes. Two more escaped prisoners lie in wait behind an overturned vehicle on the other side of the road. The inmates hope they can acquire some military credentials by ambushing the PCs, which they hope to use to enter Reos City and flee Suskillon.



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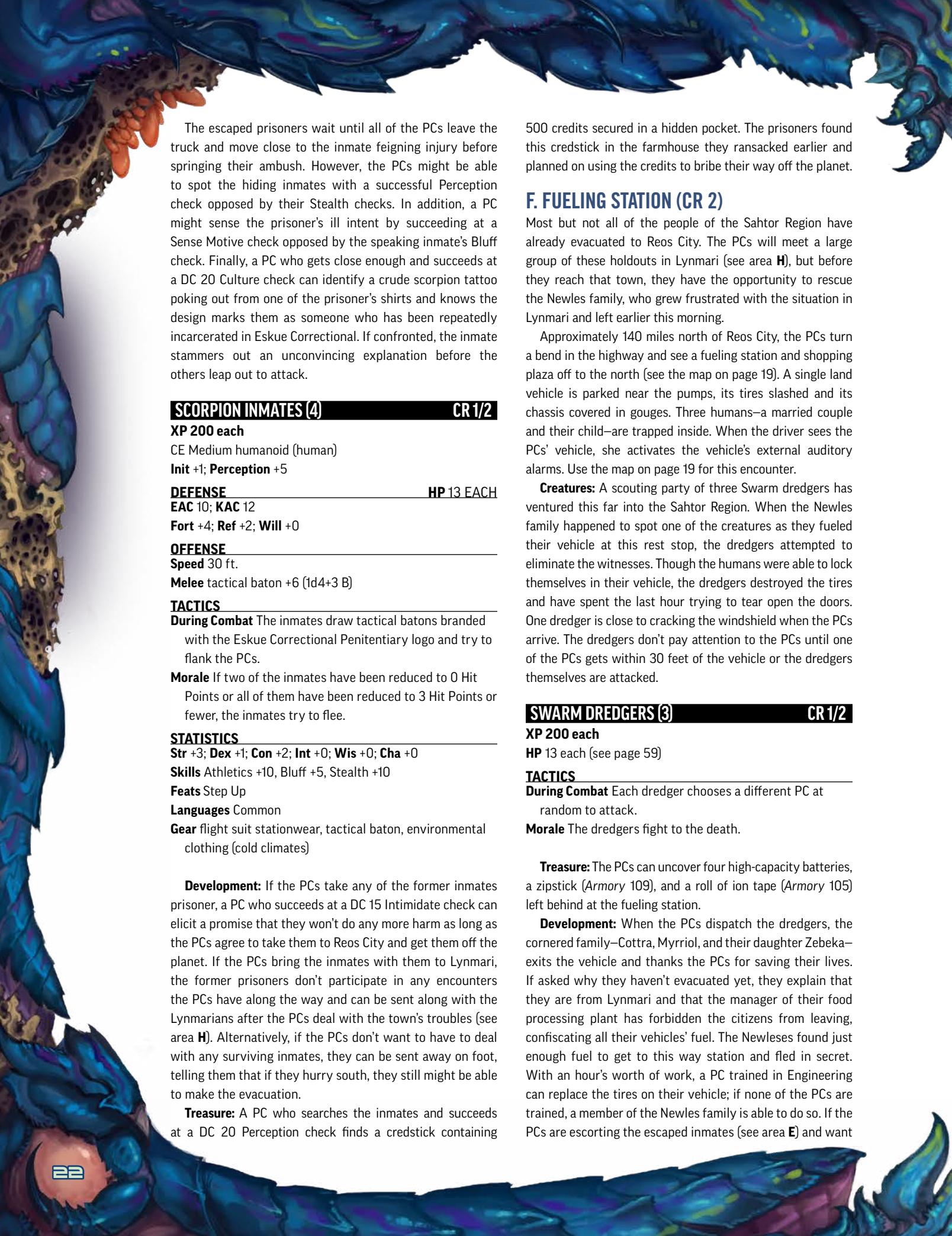
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The escaped prisoners wait until all of the PCs leave the truck and move close to the inmate feigning injury before springing their ambush. However, the PCs might be able to spot the hiding inmates with a successful Perception check opposed by their Stealth checks. In addition, a PC might sense the prisoner's ill intent by succeeding at a Sense Motive check opposed by the speaking inmate's Bluff check. Finally, a PC who gets close enough and succeeds at a DC 20 Culture check can identify a crude scorpion tattoo poking out from one of the prisoner's shirts and knows the design marks them as someone who has been repeatedly incarcerated in Eskue Correctional. If confronted, the inmate stammers out an unconvincing explanation before the others leap out to attack.

SCORPION INMATES (4)

CR 1/2

XP 200 each

CE Medium humanoid (human)

Init +1; Perception +5

DEFENSE

EAC 10; KAC 12

Fort +4; Ref +2; Will +0

OFFENSE

Speed 30 ft.

Melee tactical baton +6 (1d4+3 B)

HP 13 EACH

TACTICS

During Combat The inmates draw tactical batons branded with the Eskue Correctional Penitentiary logo and try to flank the PCs.

Morale If two of the inmates have been reduced to 0 Hit Points or all of them have been reduced to 3 Hit Points or fewer, the inmates try to flee.

STATISTICS

Str +3; Dex +1; Con +2; Int +0; Wis +0; Cha +0

Skills Athletics +10, Bluff +5, Stealth +10

Feats Step Up

Languages Common

Gear flight suit stationwear, tactical baton, environmental clothing (cold climates)

Development: If the PCs take any of the former inmates prisoner, a PC who succeeds at a DC 15 Intimidate check can elicit a promise that they won't do any more harm as long as the PCs agree to take them to Reos City and get them off the planet. If the PCs bring the inmates with them to Lynmari, the former prisoners don't participate in any encounters the PCs have along the way and can be sent along with the Lynmarians after the PCs deal with the town's troubles (see area H). Alternatively, if the PCs don't want to have to deal with any surviving inmates, they can be sent away on foot, telling them that if they hurry south, they still might be able to make the evacuation.

Treasure: A PC who searches the inmates and succeeds at a DC 20 Perception check finds a credstick containing

500 credits secured in a hidden pocket. The prisoners found this credstick in the farmhouse they ransacked earlier and planned on using the credits to bribe their way off the planet.

F. FUELING STATION (CR 2)

Most but not all of the people of the Sahtar Region have already evacuated to Reos City. The PCs will meet a large group of these holdouts in Lynmari (see area H), but before they reach that town, they have the opportunity to rescue the Newles family, who grew frustrated with the situation in Lynmari and left earlier this morning.

Approximately 140 miles north of Reos City, the PCs turn a bend in the highway and see a fueling station and shopping plaza off to the north (see the map on page 19). A single land vehicle is parked near the pumps, its tires slashed and its chassis covered in gouges. Three humans—a married couple and their child—are trapped inside. When the driver sees the PCs' vehicle, she activates the vehicle's external auditory alarms. Use the map on page 19 for this encounter.

Creatures: A scouting party of three Swarm dredgers has ventured this far into the Sahtar Region. When the Newles family happened to spot one of the creatures as they fueled their vehicle at this rest stop, the dredgers attempted to eliminate the witnesses. Though the humans were able to lock themselves in their vehicle, the dredgers destroyed the tires and have spent the last hour trying to tear open the doors. One dredger is close to cracking the windshield when the PCs arrive. The dredgers don't pay attention to the PCs until one of the PCs gets within 30 feet of the vehicle or the dredgers themselves are attacked.

SWARM DREDGERS (3)

CR 1/2

XP 200 each

HP 13 each (see page 59)

TACTICS

During Combat Each dredger chooses a different PC at random to attack.

Morale The dredgers fight to the death.

Treasure: The PCs can uncover four high-capacity batteries, a zipstick (Armory 109), and a roll of ion tape (Armory 105) left behind at the fueling station.

Development: When the PCs dispatch the dredgers, the cornered family—Cottra, Myriol, and their daughter Zebeka—exits the vehicle and thanks the PCs for saving their lives. If asked why they haven't evacuated yet, they explain that they are from Lynmari and that the manager of their food processing plant has forbidden the citizens from leaving, confiscating all their vehicles' fuel. The Newleses found just enough fuel to get to this way station and fled in secret. With an hour's worth of work, a PC trained in Engineering can replace the tires on their vehicle; if none of the PCs are trained, a member of the Newles family is able to do so. If the PCs are escorting the escaped inmates (see area E) and want

to send them along with the Newleses, a PC must succeed at a DC 18 Diplomacy check to convince the members of the family to allow the inmates to accompany them. The Newleses can fit up to two prisoners in their vehicle.

G. GREATER SAHTOR WATERWORKS (CR 1)

The highway here runs alongside a frozen river. A large industrial site, its metallic smokestacks stretching into the sky, is built on the far bank behind a stretch of chain-link fence. Signs on the fence mark this as the Greater Sahtor Waterworks. Up ahead, a small bridge branches from the highway and crosses the river at a gate in the fence. A small guard building stands in front of the gate. The ice and snow lay heavy on the ground next to the road.

The waterworks is approximately 10 miles south of Lynmari. This particular waterway is known as the Tarne River, one of the many tributaries running down from the Jurdos Mountains into the mighty Dethomar River to the east. Use the map on page 19 for this encounter.

Creature: As the PCs approach the turnoff, a laser blast suddenly hits their vehicle. It isn't powerful enough to penetrate the Troop Hardtop's hardness, but the driver must succeed at a DC 16 Piloting check or drive the truck into a nearby snowbank in surprise. Over the next few seconds, several more laser blasts are fired harmlessly at the PCs' vehicle. A PC who succeeds at a DC 12 Perception check can see that they are coming from the guard building on the other side of the river.

If the PCs stop long enough to investigate (or to dig their vehicle out of the snowbank), read or paraphrase the following.

A male lashunta wearing an SDF uniform emerges from the guard building. His eyes are wild, his hair is disheveled, and he is waving his laser pistol over his head. "You there, what are you standing around for? Help me kill them! They're everywhere! We're being overrun here, we gotta push them back!" He then begins to fire his pistol erratically.

The lashunta is Susreth Susaro, a young SDF recruit and medic. He was part of the now-missing Second Battalion squad but defected as they

got closer to the mountains. Susreth had always been more empathic than most other lashuntas, and as Xelonan began to amplify the psychic emanations within the temple of Hylax to protect himself (see area 1), they began to affect Susreth, even at this distance. The recruit started seeing psychic projections of Swarm enemies all around him and fled. The others wrote him off as a deserter and continued on to Lynmari.

It is plain to see that Susreth is in distress, though it might not be obvious what is wrong with him. He currently has the confused condition and attacks the PCs if they attack him. Otherwise, roll randomly for his actions each round as usual for the condition. If the result is either "act normally" or "attack nearest creature," he fires his

laser pistol at unseen foes, with a 50% chance to accidentally target a PC.

The PCs can calm Susreth with two successful DC 15 Diplomacy checks or get him to stand down with two successful DC 15 Intimidate checks; attempting both Diplomacy and Intimidate checks in the same round only confuses the lashunta further, and any successes cancel each other out.

Alternatively, the PCs can try to subdue Susreth with nonlethal damage.

SUSRETH SUSARO CR 1

XP 400

Male damaya lashunta soldier

NG Medium humanoid
(lashunta)

Init +2; Perception +5

DEFENSE HP 18

EAC 11; KAC 13

Fort +3; Ref +5; Will +1

OFFENSE

Speed 30 ft.

Melee survival knife +5 (1d4 S)

Ranged azimuth laser pistol +8
(1d4 F; critical burn 1d4)

Lashunta Spell-Like Abilities (CL 1st)

1/day—detect thoughts (DC 10)

At will—daze (DC 9), psychokinetic hand

TACTICS

During Combat Susreth acts as described.

Morale Susreth fights until he is knocked out or calmed down.

STATISTICS

Str +0; Dex +2; Con +1; Int +4; Wis +0;

Cha +1

Skills Medicine +10, Profession (soldier) +5,
Sense Motive +5

Languages Common, Shirren; limited
telepathy

Gear estex suit I, azimuth laser pistol
with 1 battery (20 charges), tactical

SUSRETH SUSARO



knife, basic medkit, dermal stapler^{AR}, medpatches [2], *mk 1 serum of healing, recovery aegis^{AR}*

Development: If still conscious, Susreth identifies himself and names his squad; otherwise, the PCs can learn this information by scanning his IDENT (see page 44). When he is calm or returns to consciousness, he apologizes for his actions, explaining that he has begun seeing Swarm creatures everywhere. He believes that the Swarm is using some kind of psychic warfare and warns the PCs to protect their minds. He shakes his head as if trying to clear his ears and notes that he can still hear the Swarm whispering to him. He says they are repeating three words—"Hylax will know"—over and over again.

While Susreth doesn't know what happened to the rest of his squad, he agrees to accompany the PCs to Lynmari. He can continue on with the group at your discretion, but after his ordeal he seems primarily interested in getting off the planet. He is too distracted to help the PCs investigate the strangeness at Lynmari, but he is happy to go with the townsfolk on their journey to Reos City to evacuate, should the PCs solve the town's problems.

Treasure: Susaro offers the PCs his healing supplies: a dermal stapler (Armory 100), a medkit, two medpatches, and a *serum of healing*, as well as his *recovery aegis* (Armory 115). This pendant is shaped like the holy symbol of Sarenrae with a red jewel at its center.

Story Award: If the PCs calm Susreth and help him get control of his mind, award them XP as if they had defeated him in combat.

H. LYNMARI (CR 3)

Nestled in the foothills of the Jurdos Mountains, the small town of Lynmari consists of a few dozen buildings constructed adjacent to the headquarters of the Longship Agricultural Alliance, a company that owns the surrounding farmland. The majority of the citizens work for Longship, while the rest are in the service industry, employed by the handful of shops and restaurants in town.

When the PCs approach the outskirts of the town, they hear a single laser blast. As they move toward the sound of the disturbance, read or paraphrase the following.

A handful of townsfolk are gathered in front of a boxy building that looks like a modest food processing plant. A sign above a pair of metal doors reads, "Longship

Agricultural Alliance." The crowd seems upset, their anger and confusion directed toward a human woman in a business suit standing in front of the doors, flanked by two security officers wielding laser rifles. She raises her hands in an attempt to quiet the townsfolk. "Friends, please. I hear and understand your concerns, and so does Longship. Rest assured, we are here to help. Corporate has authorized a private evacuation for the citizens of Lynmari. The ships will be arriving shortly. Please, return to your homes."

A man steps forward from the crowd, "Private evacuation? The regional governor has told everyone to get to Reos City! Why won't you let us leave?"

The woman smiles thinly. "Mr. Gorse, the roads between here and Reos are very dangerous. Longship is merely looking out for your safety. Now, please disperse. I won't ask you a second time."

A PC who wants to investigate can approach the scene. No one seems either relieved or surprised to see an SDF squad (as one just passed through the town a short time ago), but if the PCs ask, one of the townsfolk explains that the woman—Reda Cooper, the manager of the facility here—has confiscated all of the town's fuel, making it next to impossible for them to travel to Reos City for the evacuation. Everyone is on edge, and it seems like a simple spark could ignite this tinderbox.

A PC can calm the crowd with a few comforting words by succeeding at a DC 15 Diplomacy check, or they can demand the throng disperse with a successful DC 17 Intimidate check. Alternatively, the PCs can try to convince Reda Cooper to hand over the town's fuel, but she states simply, "Longship Agricultural Alliance is working in close conjunction with the SDF to get these people to safety, soldiers. I would appreciate it if you refrained from interfering." A PC who succeeds at a DC 20 Sense Motive check can tell that she is hiding something, but if pressed she dismisses their statements and questions; she then retreats into the building.

The two security guards remain outside to make sure the townsfolk don't try to break in. They are tight-lipped unless a PC succeeds at a DC 18 Diplomacy check to get them talking. The guards confess that they aren't happy with their orders but are adamant that Longship will rescue them. One of the guards admits that Reda has been acting strangely since she received word of the private evacuation. The guards can't be persuaded to allow the PCs to enter the facility.



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The PCs can also ask around about the missing squad from the Second Battalion. One citizen notes, "Three SDF soldiers passed through here just a couple of days ago. They went up to the temple in the mountains, but I haven't seen 'em since."

Creature: A few days ago, Reda Cooper was infested by a bodysnatcher slime, a small ooze that crawls inside a victim and controls their actions. This slime arrived on Suskillon during the influx of recruits from other systems at the beginning of the Swarm invasion and has hopped from body to body causing havoc that most have attributed to the fatigue and confusion of war. Having experienced thoughts and fear about the Swarm through its hosts, it is eager to try to infest a Swarm creature but hasn't been able to get close enough to the front lines as soldiers tend to die too quickly. The slime has hatched a plan to sacrifice the town of Lynmari to the Swarm, keeping the citizens around in case its current host rejects it.

The PCs can sneak into the processing plant if each of them succeeds at a DC 18 Stealth check; breaking in at night grants a +2 circumstance bonus to this check. If even one of them fails, Reda hears them coming and hides somewhere within the facility, where the bodysnatcher slime vacates her body so it can creep up on a PC and infest them. A PC who succeeds at a Perception check opposed by the slime's Stealth check spots the creature coming.

If they successfully sneak into the facility, the PCs spot Reda in the middle of a warehouse packed with crates of

undelivered produce. She is bent over and violently spewing a mass of green goo from every orifice in her head. She falls unconscious afterward, and the bodysnatcher slime attacks the PCs, looking for a new host.

BODYSNATCHER SLIME

CR 3

XP 800

HP 33 (Starfinder Alien Archive 2 18)

TACTICS

During Combat The bodysnatcher slime grabs onto the first PC it can and tries to infest them. If successful, it uses that PC's weapons and abilities against their former allies.

Morale The bodysnatcher slime fights to the death.

Treasure: If relieved of the bodysnatcher slime, Reda Cooper gives the PCs two brown nanite hypopens (Armory 106) to show appreciation for their efforts.

Development: The PCs might decide to avoid any conflict in Lynmari and move on; they can continue on a mountain road up into the Jurdos Mountains toward the temple of Hylax by following posted signs. More likely, though, they will get to the bottom of Reda Cooper's odd behavior and slay the bodysnatcher slime. Reda is grateful to be freed from its influence and offers a heartfelt apology to the townsfolk for lying to them. She then releases the stored fuel and, along with the rest of the town, makes quick preparations to



immediately leave for Reos City. There are plenty of vehicles to transport the entire citizenry south. The PCs can send any of the NPCs they have captured or rescued with the Lynmarians if they wish.

If the PCs helped the town, one of the citizens is willing to trade with them. The merchant sells technological items up to 3rd level, as well as batteries and other ammunition. The merchant accepts credits or UPBs. The PCs can also recharge any batteries they have for free, as well as the environmental protections of their armor, if they wish.

THE JURDOS MOUNTAINS

A winding mountain road leads from Lynmari into the Jurdos Mountains along an area known as Clutchstone Ridge. This road twists and turns as it gains altitude, and is coated in places with ice and snow, forcing the PCs to drive their vehicle at less than full speed. Leaving Lynmari, it takes an hour of driving to reach the highest point of Clutchstone Ridge, where the temple of Hylax stands.

At this altitude, the environment has the same effects as a thin atmosphere and the temperature plunges to severe cold. Gusts of strong wind kick up small whorls of snow from the ground, briefly obscuring vision. You can use any of the environmental effects mentioned in *The Dead Winter* (see page 11) at your discretion. Being inside the SDF Troop

Hardtop or activating the environmental protections of armor safeguards the PCs against most of these effects.

I. TEMPLE OF HYLAX

This temple of Hylax is one of many across Suskillon that dates back to the shirrens' arrival in the system. It is several centuries old but has been well maintained over the years despite the harsh weather that often visits the ridge. Shirren monks were drawn to Clutchstone Ridge and were granted visions by the Forever Queen that led to the creation of the *Crown of Hylax*, a powerful artifact that the PCs will learn about in *Starfinder Adventure Path #22: The Forever Reliquary*. This event left a permanent psychic impression on the stone, which the monks used to build the temple. The God-Host has been seeking energy like this as part of its plan for Swarm omnipotence, and its scouts have only recently discovered it.

Any character with telepathy or limited telepathy who approaches within 50 feet of the temple feels a sense of peace, and if they concentrate for a moment, they can hear whispers of a gentle, feminine voice at the edge of their perception. The exact words are impossible to make out, but listening to them puts a person's mind at ease.

The interior of the temple is protected from outside environmental conditions (except the high-altitude

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dangers) and is illuminated by normal light. The ceiling rises to a height of 30 feet in the main chamber but only 10 feet in the inner sanctum. The map on page 26 depicts the temple's layout.

I1. TEMPLE COURTYARD (CR 3)

At the top of the ridge, small patches of white, barren trees surround crumbling stone pillars and partially intact walls outside of a large structure. The building is constructed of unusual black stone that gives an opalescent sheen as light refracts off its surface. The exterior resembles a large insect's head, with front doors guarded by stone mandibles and circular windows for eyes. An ovoid, geodesic, crystalline rock about ten feet wide stands at the top of the temple's central spire. The corpses of several Swarm creatures are scattered across the courtyard.

Another SDF Troop Hardtop, this one lightly dusted with snow, is parked at the end of the road. It was used by the missing Second Battalion squad to reach the temple but has sat abandoned since the soldiers were killed fighting the Swarm here. Two human bodies lie in the rear of the truck, while a third is sprawled near the cabin; each is wearing the insignia of the Second Battalion. A PC who succeeds at a DC 15 Medicine check can see that their fatal wounds are consistent with those inflicted by Swarm natural weapons. It appears as though they crawled back to the vehicle after sustaining mortal wounds. Their IDENTs (see page 44) identify the two soldiers in the bed of the truck as recruits Ell Rodmetch and Keitland Pinney. The woman dead on the ground is Sergeant Tani Cebrace.

The entrance to the temple is a pair of convex metallic doors beneath the giant mandibles. The stone wall around the door is carved in several places with the Shirren words for "diplomacy," "friendship," "peace," and similar words; a PC who can read Shirren and succeeds at a DC 12 Culture or Mysticism check recognizes those words as Hylax's many areas of concern. The doors are shut, and a system of weights and pulleys within the building ensures they remain so against the windy weather. A PC who succeeds at a DC 15 Strength check can pry the doors open long enough for the party to squeeze inside. Alternatively, a PC who examines the doors and succeeds at a DC 18 Engineering check discovers that the mechanism can be controlled by pressing the word for "friendship," which causes the doors to swing open automatically.

Creatures: A pair of Swarm vorphomas stand in the courtyard, staring raptly at the giant insectile face of the temple facade. They are chittering faintly, which can be heard when the winds briefly die down as the PCs approach. The vorphomas don't seem to notice the party, and a PC who succeeds at a DC 15 Mysticism check can tell that they

seem to be in a trance of some sort. This sort of behavior has never before been observed in Swarm components.

The vorphomas have the fascinated condition due to the psychic emanations from the temple interior (see area I3). This fascination is broken if any of the PCs make any obvious threats to the Swarm creatures (such as aiming weapons at them) or if any of the PCs approach the temple's doors. When the vorphomas return to awareness, they attack.

SWARM VORPHOMAS (2)

CR 1

XP 400 each

HP 16 each (see page 61)

TACTICS

During Combat One vorphoma uses its spell-like abilities to target the PC who appears to have the least willpower, while the other fires its arm barbs at any obvious ranged attacker.

Morale The vorphomas fight to the death.

Treasure: If the PCs take the time to investigate the corpses of the fallen SDF troopers, they find an azimuth artillery laser with two fully charged batteries, a bombard shellgun (Armory 14) with 10 shells, a diamagnetic storm hammer (Armory 12) with one fully charged battery, a series-21 plasma guide sniper rifle (Armory 24) with a single battery with 10 charges left, two sets of freebooter armor I, and a suit of thinplate with infrared sensors installed. An industrial backpack in the cabin contains two mk 1 frag grenades. Finally, Sergeant Cebrace wears a holy symbol of lomedae on a chain around her neck, clutching it in one hand.

I2. TEMPLE INTERIOR (CR 3)

Wooden rafters made of local white timbers line the black stone walls and ceiling of this temple, producing the illusion of standing within the skeleton of a giant beast. The ceiling rises to a central pinnacle set with an oval crystalline dome, through which rays of green and purple light filter to bathe the chamber's stone pedestals and benches. A heavy, wooden double door leads deeper into the temple to the northeast, and a metal double door exits southwest.

Located high on a remote, snowy ridge, this particular temple of Hylax didn't have a regular congregation, though it received the occasional pilgrim. Xelonan, the temple's only priest and caretaker, infrequently held services here, but most of his days were spent in meditation. The stone pedestals feature imagery of Hylax guiding shirrens through trials and tribulations.

Traps: When Xelonan heard about the fall of Brinnoa, he established a defensive perimeter in the temple's interior to fend off the Swarm as he communed with Hylax. Using scraps of metal from around the temple, the shirren mystic hastily



constructed a pair of traps, designed to look like floor decorations. When a creature steps into one of the squares marked on the map, spiked metallic bars close onto that creature's leg. Any creature damaged by the spikes gains the entangled condition until it takes a standard action to extricate itself.

SPIKED BAR TRAPS (2)

CR 1

XP 400 each

Type analog; **Perception** DC 21; **Disable** Engineering DC 16 (remove springs)

Trigger location; **Reset** manual

Effect metal spikes (3d6 P plus entangled); **Reflex** DC 12 avoids

Treasure: A PC who succeeds at a DC 18 Perception check finds a set of *mk 1 planar runeplates* (*Armory* 115) dedicated to Hylax behind one of the pedestals; a PC who worships Hylax (or a PC with a lawful good alignment) is drawn toward the runeplates, granting a +4 circumstance bonus to the check to find them.

13. INNER SANCTUM

Stepping through the wooden doors leading to the inner sanctum, the PCs hear a low chanting and see dozens of ghostly Swarm creatures whirling throughout the chamber. This phenomenon is centered on an older male shirren, who floats a foot above the floor, his eyes emanating wispy green smoke. This is the priest Xelonan, and he is repeatedly murmuring a phrase in Shirren: "The Connection undone by holy light." A PC who succeeds at a DC 15 Mysticism check can tell that Xelonan's chanting is the cause of the fascination effect they witnessed in the courtyard.

This recessed stone chamber is sparsely decorated, though a cot folded up against the wall and a desk with a computer terminal reveal that it has been recently inhabited. Wooden doors exit to the southwest.

Creature: As the PCs enter, the swirling Swarm spirits begin to fade and Xelonan's eyes return to normal as he floats gently to the ground. The priest staggers a bit as he regains his composure and says, "So the SDF got my messages, then? You've come to protect the temple against the Swarm?"

Since the fall of Brinnoa, Xelonan has been communing with Hylax in the hopes of learning some way to stop the Swarm from engulfing the entire planet. The goddess hasn't been forthcoming with answers but has warned the priest that the Swarm is searching for something and that the planet will fall. Unfortunately, these visions have also alerted the Swarm, ironically leading it to the very thing it is seeking. When the Swarm started to approach the temple, Hylax granted Xelonan the power to temporarily keep it at bay.

Before the PCs can answer his questions, Xelonan apologizes for his rudeness and introduces himself.

"My name is Xelonan, priest of the Forever Queen and this temple. Thank you for coming here and helping me. I have been having odd visions of late. I have seen the Swarm campaign across the surface of Suskillon, and as it marches forward, I have seen the landscape transformed. I believe that Hylax is warning me of what is to come, sadly. I have asked for guidance on how to stop this again and again, but to no avail. With your arrival here, my goddess is telling me something, but what?"

The PCs can talk with Xelonan and ask any questions that they might have about him and his temple.

Who is Hylax? "Hylax is the Forever Queen, the goddess of friendship and peace. Some say she was once the mortal queen of those that came before the Swarm, and she ascended to godhood to protect her progeny for all eternity. But when her kind turned away from individuality and harmony to become the Swarm, she instead turned her eyes to other sentient insectile species."

What is this place? "This temple has stood here since the time of the shirrens' arrival on Suskillon. It was carved from the rock of Clutchstone Ridge by a group of monks after Hylax appeared to direct them in the creation of a holy artifact. The name and location of that item has been lost, but if you have the gift of telepathy, you can still hear the echoes of that day. I have been the caretaker here for many years, but it was only in the past few days that I have received visions directly from the goddess."

Do you know what is happening with the Swarm here?

"Hylax has been trying to warn me that the Swarm is coming to take this temple, and though she has not said why, I believe it is able to sense the divine impression within the stone from when the sacred artifact was crafted. Many scholars believe the Swarm worshipped Hylax before it became the evil force it is now, and perhaps that dormant connection calls it here. I told SDF command about this danger days ago, hoping they might be able to figure out why. Thanks to the blessing of the Forever Queen, I have been able to amplify her psychic emanations to make any approaching Swarm components docile, but I fear I cannot keep it up forever."

What were you saying before? "If I said something earlier, I don't recall. I saw many things while in the trance I entered to protect the temple—things that have already happened and others that I believe have yet to come to pass. I had hoped that I might be able to discuss these visions with a knowledgeable expert at a library or university, but that seems out of the question now."

Xelonan has his own questions and asks the PCs about the state of the war and what exactly is happening in the plains below. If the PCs tell him they are here to bring him to Reos

City and help him get off the planet, Xelonan says, "We cannot leave the temple! I fear that if the Swarm is able to take this site, then all will be lost! Hylax has shown me that this place is of great importance."

A PC can attempt a DC 15 Diplomacy check or a DC 17 Intimidate check to convince Xelonan that the planet is lost and that staying behind is tantamount to suicide. If successful, the shirren sighs and says, "If we must. Perhaps it is Hylax's will." Otherwise, he stubbornly plants himself on his cot and says, "If it is all the same to you, my duty to my faith is more important than my life. I thank you for coming, but I must insist that you leave me here to my meditations. I will search for more information about the Swarm to help the war effort, even from behind enemy lines." However, the shirren changes his mind after the attack of **Event 4**.

XELONAN

CR 3

XP 800

Male shirren mystic

NG Medium humanoid (shirren)

Init +0; Senses blindsense (vibration) 30 ft.; Perception +13

DEFENSE

EAC 13; KAC 14

HP 32

Fort +2; Ref +2; Will +6

OFFENSE

Speed 30 ft.

Mystic Spell-Like Abilities (CL 3rd)

At will—*mindlink*

Mystic Spells Known (CL 3rd; ranged +7)

1st (3/day)—detect thoughts (DC 16), *mystic cure*

0 (at will)—grave words, *stabilize*

Connection empath

STATISTICS

Str +0; Dex +0; Con +2; Int +0; Wis +4; Cha +1

Skills Culture +8, Diplomacy +8, Medicine +13, Mysticism +13, Sense Motive +8

Languages Common, Shirren; limited telepathy 30 ft.

Other Abilities communalism, empathy, greater *mindlink*

Gear second skin, *psychic booster*

Treasure: If Xelonan notices that a PC who interacts with him has telepathy, he offers them the use of his *psychic booster* for coming all this way.

Development: No matter how their conversation with Xelonan proceeds, the PCs hear a loud metallic bang from the

temple interior as a Swarm creature squeezes through the front door. If the PCs convinced Xelonan to leave the temple, he assists them in the following encounter by casting healing spells as needed.



XELONAN

EVENT 4: BATTLE WITHIN THE TEMPLE (CR 4)

This encounter takes place in the interior of the main temple (area 12). If the PCs didn't disable the two traps in this area, they might be able to use the spiked bars to their advantage (or they might get caught in the traps if they aren't careful).

Creatures: Without Xelonan amplifying the temple's psychic power to fascinate nearby Swarm creatures, a few are able to breach the entrance. A Swarm convecyte is a large transport creature that often carries smaller Swarm components into battle under its carapace. One of these massive beasts—currently carrying three dredgers—pushes its way through the metal doors before combat begins. The bulky creature moves into attack as soon as it spots the PCs.

SWARM DREDGERS (3)

CR 1/2

XP 200 each

HP 13 each (see page 59)

TACTICS

During Combat The dredgers delay until the convecyte expels them into the room. Each dredger then chooses a random PC to attack among those that are closest.

Morale The dredgers fight until they are destroyed.

SWARM CONVECYTE

CR 2

XP 600

HP 30 (see page 58)

TACTICS

During Combat The convecyte lumbers up to the nearest enemy and discharges its passengers. It then slams against that foe, trying to take them down.

Morale When it is reduced to 5 Hit Points or fewer, the convecyte moves close to the PCs to catch as many of them in its acid burst death throes as possible.

Development: After the fight, if Xelonan was not yet convinced to leave the temple, he reconsiders his position on staying and says, "They will just keep coming until they get what they are searching for, won't they? I should

FATE OF THE FIFTH

CAMPAIGN OUTLINE

PART 1: THE BATTLE OF BRINNOA

PART 2: THE SCOURING OF SAHTOR

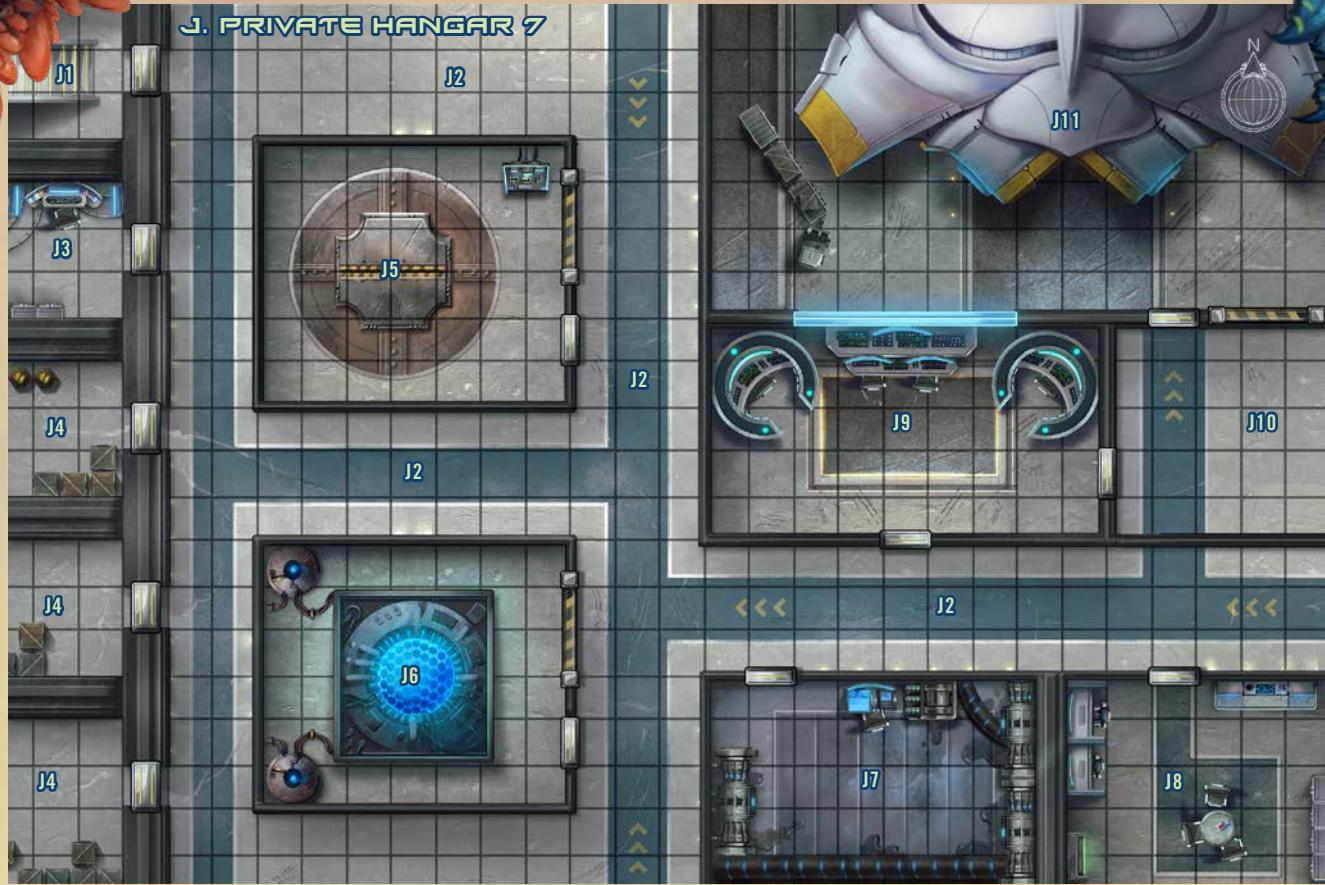
PART 3: THE FALL OF SUSHILLON

BATTLING THE SWARM

A PLAGUE OF LOCUSTS

ALIEN ARCHIVES

CODEX OF WORLDS



have known better than to have you all risk your lives to try and save me. I will honor the pain and suffering that you all have endured to get here, as well as the sacrifices of the other SDF soldiers, and I will return with you to the evacuation zone. Though the Swarm will take this temple, perhaps—by the grace of Hylax—its ultimate goal can still somehow be thwarted.”

The PCs can take a full night’s rest in the temple if they wish, but they might want to travel back to Reos City as fast as possible instead. If they attempt to contact Commander Najiri after securing Xelonan, they receive only a garbled message in return: “Final evacuation transports are nearly at capacity. If you have not reached the evacuation zone by...” The audio cuts out abruptly, and the PCs can’t raise SDF central command again until they get closer to Reos City.

PCs take the highway south out of Lynmari, beginning the 180-mile return trip to Reos City. Even at top speed, this journey takes the PCs almost 4 hours to complete. This trip should be uneventful, but if you want to slow the PCs down a bit or if they are falling behind and you want grant them some extra XP, you can have them encounter frantic wildlife or small patrols of Swarm scouts that function similarly to previous encounters. Alternatively, if you skipped any of the encounters in Part 2 leading up to Lynmari, you can use those encounters on the way back; this might mean the PCs pick up a few extra evacuees. If so, remember to reduce the number of stranded evacuees the PCs encounter when they reach Reos City.

When the PCs reach the northern outskirts of Reos City, the snow is falling hard. The city is eerily quiet, with no signs of ships flying above. However, a few fires are burning on the metropolis’s western side, their smoke barely visible through the snowfall. Due to the congestion, the PCs have to abandon their vehicle and make their way through the city on foot. When they fully enter the city, their comm units crackle to life. Commander Najiri contacts them with a one-way transmission.

“Midnight Squad, do you read me? Evacuation ended last night when command had to call back air support from

PART 9: THE FALL OF SUSKILLON

It takes an hour for the PCs to drive back down the mountain road from the temple of Hylax to Lynmari, which has been fully evacuated by now. Snow begins to fall as the

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over Reos. Are you just getting to the evacuation zone? Your signal is very weak, but if you're hearing this, get to the spaceport and find some way off Suskillon. There is a massive Swarm army to the south that is making its way toward you, and the only way you'll be able to outrun it is in a starship. Save whoever you can and get out of there now! Rendezvous on Utraneus."

The PCs have only a few more hours left before the Sahtor Region—the only safe area remaining on the planet Suskillon—is completely overrun with thousands upon thousands of Swarm creatures!

SAHTOR
REGIONAL
SPACEPORT

As the PCs trudge through the abandoned, snow-covered city, they can see that the smoke billowing to the west is wafting from the spaceport. When they make it to the spaceport's perimeter, read or paraphrase the following.

Huge columns of black smoke rise into the sky, and the smell of burning thasteron-based fuel hangs in the air. Dozens of destroyed ships lie scattered across the spaceport's various landing pads, their frames broken and melted. Some of the control towers and private hangars still stand, though most have succumbed to the flames.

The PCs also spot a small group of evacuees, battered and bruised, shuffling along the periphery of the spaceport. Leading them is an older human woman, who greets the PCs in a weary and frightened tone.

"My name is Kilora Gishi. I'm on the city council here in Reos. These others and I were headed for the last transport off the planet when a wing of Swarm starships descended on the spaceport and destroyed every vessel in sight. We were blown back by the explosions, and when we came to, the SDF had already left and we couldn't contact them to let them know we survived. We've been searching for an undamaged starship since then, but we haven't been able to find anything."

The group of evacuees is small—no more than eight people. The PCs find some familiar faces among them, including the scientist Zantos Loachwurt from back at Fort Gallant. If you like, you can also include other NPCs from Part 2, such

as the escaped Scorpion inmates, members of the Newles family, or other Lynmari residents. Regardless of the group's composition, their morale is very low, and they look to the PCs to rescue them from certain death.

Before they can begin searching the spaceport for transportation off the planet, the PCs' comm units chirp with an incoming transmission as a tiny spacecraft flies overhead. Answering the call, the PCs see the face of Anacia Render—the thief from Fort Gallant (see **Event 2** on page 15)—illuminated by the displays in the cockpit of a vessel she "commandeered."

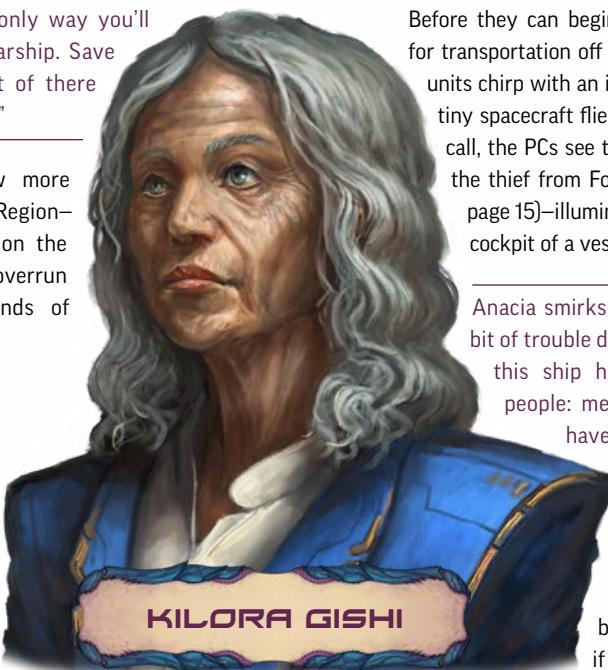
Anacia smirks. "I saw you all were in a bit of trouble down there. Unfortunately, this ship has room for only three people: me, myself, and I. But I do have a lead on another vessel that never made it out of its hangar here at the spaceport..."

If the PCs took Anacia's bribe during **Event 2**, or if they looked the other way when they caught her stealing (or if they never noticed her sticky fingers), then she freely offers up the location of Private Hangar 7 (see area J), noting the area's tight security. If they were antagonistic toward Anacia or if they turned her over to the fort's security, then she is a bit curt with them, as follows.

"Since you put the pinch on me back in Fort Gallant, I had a bit of a rough time making my way to Reos City. But now that I have my own transport, I'm in a more forgiving mood. Transfer 500 credits to me, and I'll tell you where you can find that ship. Or I guess you could take your chances with the vexers..."

The PCs can argue with Anacia, berating her by attempting a DC 19 Intimidate check, or they can plead with her and attempt a DC 17 Diplomacy check. While the career criminal is normally unmoved by emotional displays, PCs who mention they have multiple other evacuees with them gain a +4 circumstance bonus to this check. If they succeed at either of these checks or give her the credits she requests, Anacia transmits the coordinates to a private underground bunker, mentioning that the automated security there might be tight.

If the PCs are unable to sway Anacia and refuse to pay her, she gives them a very brusque farewell and wishes them good luck with the Swarm. However, the PCs are not completely out of luck, as they can make a hurried search



of the spaceport grounds. A PC who succeeds at a DC 20 Perception check spots the small, mostly undamaged building that serves as the private hangar's entrance. If they fail this check, they can try again with a cumulative +2 bonus each time they search. Each PC who fails this check must attempt a DC 12 Fortitude saving throw to avoid become fatigued when they finally find the entrance, as the hurried pace of combing through the snow banks takes its toll.

J. PRIVATE HANGAR 7

Sahtor Regional Spaceport offers private, underground hangars for wealthy companies and individuals. Each hangar is a secure space where a starship owner can keep, repair, and refuel their vessel, and includes cargo storage facilities (or secluded meeting rooms, should the owner wish to use them in that fashion). Private Hangar 7 was owned by Gar Malgero, a criminal ally of Anacia Render's father. Gar used the hangar to smuggle illegal goods into the city and paid hefty bribes to the spaceport officials to keep his illicit activities quiet and unnoticed by regional law enforcement. Unfortunately, Gar was killed by a rival shortly before the fall of Brinnoa, and the starship he left here for emergency escapes has sat unnoticed.

This starship, a Flux Industries Observation Ketch, is named *Terminus Wild*, after an aspect of one of Gar's favorite gambling games. In order to get the vessel ready for flight, the PCs will need to reboot the hangar's power core, get the fuel pump running, and conduct the fueling process.

The underground hangar is unlit until the power core in area **J6** is rebooted, at which time the area is lit with normal light. In addition, the heating system is dependent upon the power core, and the temperature in the hangar is cold. Except where noted, the ceilings here are 12 feet high. A map of this area appears on page 30.

Small, nondescript cement buildings mark the entrances to each underground hangar. Normally locked, the door to Private Hangar 7 has been blown off its hinges by the attack on the spaceport, but the interior—a set of metal stairs leading down into the earth—seems unscathed. Before the PCs head down, Xelonan steps forward from the group of evacuees and says, "You should head on without us for now; who knows what dangers might lurk down there? The survivors and I will hide here at the top of the stairs. If you find a vessel and are ready for us to leave, contact me and we will make our way to you. May the Forever Queen watch over you."

J1. STAIRWELL BOTTOM (CR 1)

A set of metal stairs leads down 100 feet to a simple steel door. An obvious security camera looks down toward the door, though since the hangar currently has no power, it isn't operational.

The door has a simple numeric keypad on the wall next to it controlling the lock, but without power, the door can't be unlocked even by entering the correct code. A PC can disable the lock with a successful DC 17 Engineering check. Alternatively, a PC can hook up a battery to the keypad and hack the electronic lock with a successful DC 17 Computers check; each of these attempts consumes 1 charge from the battery. A PC can also bash down the door with a successful DC 20 Strength check.

Trap: Though the door has only a rudimentary lock, the hangar's owner installed his own security in the form of a difficult-to-detect alarm system with a self-contained power source. If the PCs open the door before disabling this system, a 150-decibel pulse floods the stairwell, possibly rupturing eardrums and alerting any security within the hangar.

EAR-PIERCING ALARM

CR 1

XP 400

Type technological; Perception DC 21;

Disable Engineering DC 16 (cut audio cables)

Trigger touch; **Reset** 1 minute

Effect blast of sound (2d6 So)

OBSERVER-CLASS
SECURITY ROBOT

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plus deafened for 1d4 hours); Fortitude DC 12 half and negates the deafened condition; multiple targets (all targets in area **J1**)

J2. BUNKER HALLWAYS (CR 3)

The bare hallways of the underground bunker are unpainted cement with power conduits and heating pipes running along the ceiling. The cement floor is scuffed in places.

Creatures: A pair of observer-class security robots, part of Gar's own security, patrols the hallways. They have a small database of authorized employees, and the PCs aren't on that list. The robots have separate patrol routes, but if the PCs triggered the alarm in area **J1**, the two robots head directly to the stairwell door. Otherwise, if the PCs enter combat with a robot, the second robot joins the fight 1d3 rounds later.

OBSERVER-CLASS SECURITY ROBOTS (2) CR 1

XP 400 each

HP 17 each (Starfinder Alien Archive 94)

TACTICS

During Combat The robots begin combat by launching their stickybomb grenades and then firing their pulsecaster pistols at a single target at a time until that target is neutralized.

Morale Due to their programming, the security robots fight until they are destroyed.

J3. SECURITY STATION

This small room seems to be a security station for the hangar. A couple of metal chairs sit before a computer terminal and several monitors hang above it on the wall. A door exits to the east.

Before the evacuation, a pair of Gar's lackeys used the terminal to monitor the feeds of the hangar's many security cameras and could activate and deactivate the security robots using the console when necessary. Until the power core in area **J6** is rebooted, however, these monitors remain off and the computer doesn't turn on.

If the PCs return to this room after they restore power to the hangar, they can scroll through the many camera feeds. There are cameras at the bottom of the stairwell in area **J1**, angled at the freight elevator in area **J5**, pointed at the power core in area **J6**, in a secluded corner of fuel control in area **J7**, above the lockers in area **J8**, above the computers in area **J9**, and above the hangar entrance in **J10** (showing the security robot there). Two more cameras provide coverage for the entire hangar (area **J11**) and another two are in the hallways, one pointing north from the southernmost point of the western corridor and one pointing south from the northernmost point of the eastern corridor. If the PCs have yet to encounter the security robots in the hallways,

they can use these feeds to sneak past them, granting a +4 circumstance bonus to their Stealth checks. A PC who succeeds at a DC 20 Perception check while looking at the feeds can spot something moving among the crates within the hangar. Notifying the others about this grants each PC a +2 circumstance bonus to their initiative check if they fight the cerebric fungus in area **J11**.

The computer here controls the hangar's robotic security. The system is a tier 3 computer, requiring a successful DC 25 Computers check to hack. The security keycard found in area **J8** grants a +4 circumstance bonus to this check. With access to this computer, the PCs can learn the specs of the security robots in areas **J2** and **J10** (as if the PCs had successfully identified the creatures with an Engineering skill check). The PCs can also shut down the security robots by accessing the robot's command subroutines, which are behind a firewall that requires a successful DC 27 Computers check to break through; a lockout countermeasure freezes the system for 1 hour after two failed attempts to hack through the firewall. With access to the command subroutines, the PCs can power down the robots to prevent them from attacking the intruding PCs.

Story Award: If the PCs power down the security robots before fighting them, award them XP as if they had defeated the security robots in combat.

J4. STORAGE

The three rooms marked **J4** are identical storage areas, packed with mostly empty crates and cabinets. Gar moved most of his illicit goods offworld during the early days of the Swarm invasion, and anything left was taken by his security team during the evacuation. Only useless packing material and other garbage remains.

However, a PC who succeeds at a DC 15 Perception check while examining the southernmost room finds a physical manual titled *Starship Maintenance and Launch Procedures* tucked away in a cabinet. Among other technical details, the guide points out (in Common) techniques for refueling a starship's conventional thrusters, which grants a +2 circumstance bonus to the Engineering checks attempted in both areas **J7** and **J11** to get the *Terminus Wild* fueled and operational.

Treasure: A PC who succeeds at a DC 17 Perception check while searching the middle storage room discovers a camouflage membrane (see page 45) and a pair of batteries under an overturned cardboard box.

J5. FREIGHT ELEVATOR

The main feature of this room is a large elevator platform set into a massive metal hatch in the floor. Above, two metallic doors cover a dark shaft that exits the chamber at a forty-five-degree angle. A security camera is pointed at the platform. Empty crates and packing material line the walls. The room stinks faintly of axle grease.



The freight elevator is unpowered until the power core in area **J6** is rebooted. Even then, the doors at the top of the shaft are covered with rubble and debris from the attack on the spaceport, and so the elevator's safety measures don't allow the elevator to be operated. One of the larger crates is labeled "Return to Sender"; inside is a Drift engine, obviously in a state of disrepair. It would take at least a week (and a fully stocked tech workshop) to repair this Drift engine, but if the PCs want to take it with them, they can drag it to the *Terminus Wild* if at least three people, each with a Strength score of 16 or higher, work together.

Treasure: A fully charged cargo lifter suit of powered armor hangs on the southern wall. While this isn't sufficient to move the Drift engine on its own, it does count as two people if used to move the crate.

J6. POWER MANAGEMENT

The center of this room is occupied by a power core that stretches from floor to ceiling. Cables attached to the core stretch in all directions overhead. A security camera is pointed at the power core, and a computer terminal adjacent to the core emits dim light.

The power core here has been knocked offline by the attack on the surface. The computer terminal is functioning on emergency backup power and can be used to reboot the core. This requires a successful DC 15 Computers or Engineering check, and it takes a full 10 minutes for the power core to return to full functionality after a successful check. When the power core completes its reboot cycle, lights turn on throughout the facility, bathing the rooms and hallways in normal light. In addition, the computers in the other rooms switch on.

Treasure: A small cabinet nearly flush with the wall is tucked into the northeast corner of the room. Inside is an engineering toolkit, a fully charged beacon portable light, and a spare battery.

J7. FUEL CONTROL

The smell of combustible fuel hangs in the air. Several pipes run across the ceiling and down the southern wall, all connected to complex fuel-mixing devices and monitoring computers. The floor, ceiling, and walls are bare cement, and a door exits to the north.

The equipment here is used to mix the chemicals held in large underground tanks around the spaceport to create conventional starship fuel. A security camera has been mounted in a secluded corner of the room. The monitoring computers are powered down until the hangar's power core is rebooted. Once power has been restored,

the fuel-injection system must be reset to the proper parameters to refuel the *Terminus Wild* in area **J11**; this requires a successful DC 16 Engineering check, and though each attempt takes 5 minutes, the PCs can retry the check as often as they like.

J8. STAFF AREA

This small break area has a refrigerator unit, a beverage dispenser, comfortable seating, and a round table. A row of lockers is set into the eastern wall, beneath a security camera and a holographic counter marked "Days Since a Workplace Safety Incident."

Like the lights, the holographic counter is nonfunctional until power is restored to the hangar. When it is, the counter flashes the number 0 above the text until someone resets it by pressing a small button on the side; unfortunately, the counter is just out of reach for a Medium creature.

One of Gar's security staff left a keycard on the table that grants a +4 circumstance bonus to attempts to hack the security computers in area **J3**.

Treasure: If the PCs take a minute to search the lockers, they find a static arc pistol with a fully charged battery left behind in the rush to evacuate the planet.

J9. FLIGHT CONTROL

A row of computer consoles is set into the northern wall beneath a security camera and a transparent aluminum window through which the hangar can be seen. Exits lead to the south and east.

This room is where the hangar's systems, including information about the starship within, are controlled. Until the facility's power has been restored, the computers are dark. The *Terminus Wild* can be seen through the window (unless the hangar is still dark and the PCs don't have a light source or darkvision). The 1-inch thick window has a hardness of 10 and 15 Hit Points.

Once the power core has been rebooted, the computers begin displaying information about the *Terminus Wild*. A PC who succeeds at a DC 12 Engineering check while examining the readouts can see that the ship is clearly in working order, but its conventional thrusters need refueling. A successful DC 15 Computers check is required to activate the refueling process, but the PCs need to do two things first: repair the fuel hose clamp in the hangar (or hold the hose in place themselves) and reset the fuel-injection system parameters in area **J7**. The computer alerts them to these issues if they try to initiate the refueling process.

Development: When the PCs start the refueling process, **Event 5** begins.

J10. HANGAR ENTRANCE (CR 1)

This room separates flight control from the hangar bay. A couple of small chairs sit in one corner near a row of hooks from which some mechanics' coveralls hang. There is a sturdy door just below a metal grate in the northern wall. This door is locked but can be opened with a successful DC 20 Engineering check. Alternatively, the grate can be removed with a successful DC 16 Strength check, allowing a Small or Medium creature to squeeze into the hangar. A security camera is mounted just above the entrance to the hangar.

Creature: A third observer-class security robot guards the hangar entrance and, if power has been restored, is directly in view of the mounted security camera. It doesn't recognize the PCs as authorized employees and attacks.

OBSERVER-CLASS SECURITY ROBOT**CR 1****XP 400****HP 17** (Starfinder Alien Archive 94)**TACTICS**

During Combat The security robot fires its pulsecaster pistol at the closest PC, trying to stun them into unconsciousness.

Morale The security robot fights until it is destroyed.

J11. HANGAR (CR 3)

A set of massive jet-blast deflectors occupy the majority of the floor underneath the starship that fills this hangar bay. The room measures over two hundred feet long, and about half that distance wide and tall. The area around the vessel is crowded with heavy-duty equipment and a few wheeled tool cabinets. A pile of pallets and crates is stacked in the southeast corner. A service door exits to the south, a few feet from a large aluminum-steel window that looks into the flight control room. A pair of ceiling-mounted security cameras have been mounted at opposite ends of the hangar.

The starship here has the name *Terminus Wild* painted across it in big, garish letters. It is a Medium transport frame with a sleek profile, built by the Suskillon-based Flux Industries. Several stately observation windows run along its fuselage, as well as along the aft and forward lower decks. Gar Malgero, the ship's criminal owner, has given it his own personal touch, painting it a blackish-blue with orange and yellow highlights, as an ostentatious show of wealth. The PCs can board the ship and look through its luxurious decor (see the map on the inside back cover), but it must be refueled before they can use it to leave the planet. More details about the vessel appear on the inside front cover.

Normally, refueling a starship is an automated process, with a robotic arm attaching a fuel hose to the vessel's engines, but here the clamp that holds the hose in place

has broken. A PC can notice this damage with a successful DC 14 Engineering check or DC 18 Perception check (if they haven't already learned of the issue from the computer in area J9). The clamp can be repaired with a successful DC 20 Engineering check; each attempt takes 10 minutes. Alternatively, a PC can move the fuel hose into place and hold it during the refueling process (see **Event 5**). Doing so requires the use of two hands, and that PC cannot move until the refueling is complete; if they do, the process stops and must be reinitiated from area J9. A PC who holds the fuel hose in place by hand must succeed at a DC 15 Fortitude save when the process is over or become fatigued from the effort involved.

Creature: Months ago, prior to the invasion, Gar landed the *Terminus Wild* for the last time, bringing in a handful of crates of illegal goods from outside the Suskillon system—as well as a stowaway. An immature, less intelligent species of cerebric fungus—a carnivorous plant creature—attached itself to one of the crates before the *Terminus Wild* left for Suskillon and has remained hidden in the hangar bay since then, feeding off vermin. The cerebric fungus achieved the fullness of its powers only a few days before the evacuation order was given, but it is now trapped within the facility. Angry and eager to prove its superiority to other creatures, the cerebric fungus crawls onto a crate and attacks the PCs when they enter.

CEREBRIC FUNGUS**CR 3****XP 800****HP 26** (Starfinder Alien Archive 2 26)**TACTICS**

During Combat The cerebric fungus targets random PCs with *daze*, *fear*, and *lesser confusion* until the PCs get too close, after which it begins lashing out with its tentacles.

Morale With nowhere else to go and sensing the upcoming eradication of the planet, the cerebric fungus fights to the death.

Treasure: Most of the crates here contain material and equipment for repairing starships. If they take a few minutes, the PCs can salvage 6,000 UPBs from the hangar bay.

EVENT 5: FINAL ASSAULT (CR 5)

As the PCs begin the refueling process, the underground pumps kick in, producing a loud mechanical thrum that echoes throughout the hangar and beyond.

If the PCs have yet to bring Xelonan and the rest of the evacuees into the hangar, the shirren priest contacts the PCs via their comm units and says, "We are making our way down to you now. There are hundreds of Swarm creatures combing the spaceport, and I think they might be coming our way!" If need be, Zantos Loachwurt can bypass the alarm at the bottom of the steps to gain entry to the facility. As the evacuees hurry through the compound and into the hangar and the ship, what

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is left of the spaceport's automated security systems detects the Swarm above and sends an alert to the hangar.

Alarms begin blaring throughout the hangar. Nearby computer terminals show images of hundreds of Swarm components converging onto the spaceport above. A huge shadow falls across the field as some passing unseen gargantuan creature blocks the sun. The sounds of hundreds of clawed legs on the hangar's launch doors echo throughout the facility.

Creatures: Hundreds of Swarm creatures pour across the spaceport, searching for living things to eradicate. Several enter Hangar 7 and make their way toward the starship. Shortly after the last evacuee boards the *Terminus Wild*, two Swarm dredgers, a Swarm vorphoma, and a Swarm corrovox enter area **J9** and spot the PCs through the window. They rush into the hangar bay, through the door if the PCs left it ajar. Otherwise, the dredgers crawl through the metal grate in area **J10**, while the corrovox launches blasts of acid at the window. The powerful Swarm acid ignores the window's hardness. The PCs need to hold off these Swarm components for 5 rounds until the refueling process is complete.

SWARM DREDGERS (2) CR 1/2

XP 200 each

HP 13 each (see page 59)

TACTICS

During Combat The dredgers throw themselves at the nearest PCs.

Morale The dredgers fight to the death.

SWARM VORPHOMA CR 1

XP 400

HP 16 (see page 61)

TACTICS

During Combat As soon as it can, the vorphoma uses its spell-like abilities against the PCs to foment fear and confusion.

Morale The vorphoma fights to the death.

SWARM CORROVOX CR 3

XP 800

HP 40 (*Starfinder Alien Archive* 110)

TACTICS

During Combat The corrovox takes cover (either in area **J9** after it melts through the window or behind one of the crates in area **J11**) and fires its acid cannon at the strongest-looking PC.

Morale The corrovox fights to the death.

Development: At the end of the fifth round, the fuel hose detaches itself from the ship (or the PC holding it sees that the process is complete), and the PCs are free to retreat up

the ramp to the *Terminus Wild*'s airlock. When the PCs close the outer airlock door, the combat is effectively over, though the PCs can see through the starship's observation ports and sensors as dozens more Swarm components spill into the hangar bay. Fortunately, these components don't have the capability to harm the vessel as the *Terminus Wild*'s thrusters start up (a process that takes a harrowing 3 minutes).

The PCs can remotely open the hangar doors, causing dozens more Swarm creatures and pounds of accumulated snow to tumble down on top of the ship. As the *Terminus Wild* blasts off into the atmosphere, the PCs should choose their roles aboard the starship, as it is clearly going to take a fight to fully escape from the Swarm. At your discretion, Zantos Loachwurt can step in to aid the PCs, as his total +9 modifier to Computers checks qualifies him as a capable science officer. However, allowing Zantos to do so might make him all the more insufferable in the next adventure, "The Last Refuge"; the scientist's full stats appear in that adventure.

EVENT 6: ESCAPE THE PLANET (CR 2)

As the *Terminus Wild* takes off, PCs can get a good view of the spaceport. Thousands of Swarm creatures of a magnitude that the PCs have not seen since Brinnoa, cover nearly every inch of the surface. There is a huge creature at the center of this horde, one that none of the PCs have seen before: a hydra-like beast with multiple heads that towers above the other Swarm components. It bellows resoundingly toward the *Terminus Wild* and a psychic shock of energy rocks the vessel, causing all aboard to feel uneasy for a brief moment. The *Terminus Wild* enters orbit about an hour later with no further interference.

Breaking free of Suskillon's gravity well provides a sense of relief. The evacuees aboard let out cheers of joy mixed with stressful sobs as the *Terminus Wild*'s artificial gravity kicks in and the unfiltered light of the sun fills the vessel's observation windows. The ship passes through a debris field in low orbit, hundreds of small impacts bouncing off the shields. The mood aboard the ship turns dour, as it becomes apparent that the *Terminus Wild* is passing through the remains of hundreds of other ships that were destroyed in the battles that raged above the planet.

Starship Combat: The PCs' respite from fighting is short lived. The character in the science officer role (or any PC, if that role isn't filled) should attempt a DC 15 Computers check to detect two enemy starships in hot pursuit on the ship's sensors. On a successful check, the starship combat begins with the opposing forces 14 hexes apart. Failing this check means the starship combat begins with the hostile starships only 8 hexes away from the PCs' vessel (when the *Terminus Wild*'s sensors warn the PCs automatically).

Two Swarm fleetfuries have chased the *Terminus Wild* into orbit. The fleetfuries begin only a few hexes from one another, but they quickly split apart to flank the PCs' ship until the PCs

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lose shields in one arc; they then try to focus their fire on that arc of the ship to disable the *Terminus Wild*. A fleetfury fights until it is destroyed or until it runs out of its ammunition, at which point it breaks off from the combat and returns to one of the carrier ships on the surface of Suskillon.

SWARM FLEETFURIES (2)
TIER 1/3
HP 35 each (see page 60)

Development: If the *Terminus Wild* is reduced to 0 or fewer Hull Points in the battle, the fleetfuries fire any remaining torpedoes they have, possibly causing several of the PCs' ship's systems to gain the malfunctioning condition or worse. The Swarm fleetfuries then retreat back to the planet, while sending psychic messages to the rest of the Swarm fleet to come and finish off the PCs. The PCs have just enough time to repair the worst of the damage and flee the scene. A PC who succeeds at a DC 20 Engineering check can get the *Terminus Wild* in sufficient working order to begin the trip to Utraneus (see below). However, if they fail, the journey takes an additional 2 days.

If the PCs are successful in the starship combat, they can quickly flee Suskillon's orbit and head to the colony world of Utraneus.

Story Award: If the PCs defeat the fleetfuries or persist until the fleetfuries run out of ammunition, award them 600 XP.

The PCs have managed to survive what few others have—an all-out Swarm invasion force. Having faced off against Swarm components that have rarely been seen outside of the Suskillon system, the PCs can finally take a brief rest. The SDF and the rest of Suskillon's surviving population have retreated to the colony world of Utraneus, and without a Drift-capable starship, this should also be the PCs' next destination.

It will take $1d6+2$ days for the PCs to reach Utraneus using conventional thrusters. The PCs can take the first couple of hours exploring the *Terminus Wild*, perhaps enjoying some of the amenities the pleasure craft has to offer and even getting a full night's rest.

However, the PCs shouldn't completely let down their guard. The journey to Utraneus is fraught with its own difficulties (including dangerous unmarked cargo and the scientist Zantos Loachwurt's attempt to incite a mutiny), all of which are detailed in the next adventure, "The Last Refuge." How quickly you move into those events is up to you!



BATTLING THE SWARM

"We're cut off from central command, and reinforcements aren't coming, so the 5th Battalion is on its own now. I'm not one for speeches, but it's time that we check weapons and pray to whatever gods still hold us in their good graces, because this right here—this is the end of the world. The only way that we see another day is if we square up, shoulder to shoulder, and we look the Swarm out there in its bug eyes and in one voice shout, 'This is not the day that we die!' Anyone who stands with me on the front line and stares death in the face, I promise you, the rest of your life will be bathed in the glory the likes of which this world has never seen before. So, who's with me?"

—Captain Hiriko Ji, speaking to the 5th Battalion at the Battle at Stone Sea

Uelcome, soldiers, to the 5th Battalion of the Suskillon Defense Force! The SDF is a unified military for the entire Suskillon system, whose mission is the defense of our home world of Suskillon and any outlying regions, by means of deterrence and direct conflict when necessary. You have chosen an exciting and dangerous time to join the SDF, as Suskillon needs every capable hand to drive back the ravenous hunger of the Swarm.

THE SUSKILLON SYSTEM

The Suskillon system is an independent six-planet system in the Vast that has friendly commercial ties to the Pact Worlds but has its own government and military forces. The system is named after its main inhabited world, Suskillon, the fifth planet from a bright, yellow sun. The scientists of Suskillon have developed spaceflight and established a colony on Utraneus—the system's third world—and research facilities on the various moons of other planets, as well as pair of space docks in orbit around Suskillon.

Suskillon features a diverse range of biomes and plentiful resources on its two major continents in opposing hemispheres—Alappu Major and Alappu Minor. Thousands of mostly uninhabited rocky archipelagos with volcanic origins dot the oceans. Due to its unusual orbit, Suskillon experiences a few months of extreme temperatures each year, known as “Dry Summers” and “Dead Winters.” When the Attack of the Swarm! Adventure Path begins, the planet is in the icy grip of a Dead Winter.

Humans make up the largest percentage of Suskillon's population, with shirrens being the next largest. The insectile shirrens arrived on the planet centuries ago during their flight from the Swarm. Thanks to Drift travel and friendly relations with the Pact Worlds and the Veskarium, some citizens have migrated into the system, increasing Suskillon's diversity over the past few decades.

All Suskilloners are citizens of a worldwide democracy that was formed at some point during the Gap, with a governing body consisting of a president, a forum of magistrates who interpret major legal decisions, and regional governors who meet on a yearly basis to discuss policy. The seat of this government is in the capital city of Brinnoa on Alappu Major. The remainder of Suskillon is divided into a few large megaplex cities, agrarian farming regions, mining facilities, and the occasional spaceport. The Suskillon Defense Force, or SDF, is a single military force with air, land, sea, and space divisions.

Each of the other planets in the Suskillon system (which include, from closest to the sun to farthest, the stony Echidea, the magic-drenched Chonax, the gas giant Vharrine, and the frozen Ashypso) will each be detailed in the Codex of Worlds section of a different volume of the Attack of the Swarm! Adventure Path.

THE SWARM INVASION

Six months prior to the start of the first adventure, the Swarm arrived in the Suskillon system, smashed through the planet's orbital defenses, and landed in Alappu Minor at a massive freshwater lake known as the Stone Sea, which surrounds a dormant volcano. The lake, which gets its name from the billions of pieces of pumice stone that float on its surface, became the sight of a terrible, bloody battle. The closest SDF division at the time, the 5th Battalion, fought back against the Swarm as best it could. The conflict, which has become known as the Battle at Stone Sea, raged for days, giving the rest of the SDF time to mobilize for a defense of the entire planet. Many of the 5th Battalion lost their lives on that day, and though some refer to the division as “the Foolhardy Fifth” for its reckless stand against all odds, the majority of Suskilloners understand and appreciate the sacrifice that was made.

Since the Battle at Stone Sea, the Swarm has made slow advances across Suskillon. The SDF has fought valiantly, but like on so many worlds before, the Swarm's relentless nature eventually breaks even the strongest of front lines. The Swarm has taken just about all of Alappu Minor, and reports and rumors say that they are getting ready to strike at Alappu Major. Many Suskilloners have been evacuated off world or to undamaged cities, straining resources and the ability for the SDF to both handle refugees and fight the war.

As the Attack of the Swarm! Adventure Path begins, the PCs have joined the SDF to aid in the defense of Suskillon. They have been assigned to the 5th Battalion to fill its ranks.

ASSEMBLING THE BATTALION

A player character has a wide variety of possible reasons for being on Suskillon and joining the SDF. The 5th Battalion consists primarily of noncareer soldiers, as over the course of the invasion, the group has suffered over 60 percent casualties, with most occurring in the Battle at Stone Sea.

Over the last few months, the 5th Battalion has been pulled from the front lines in order to replenish its ranks and train new recruits alongside battle-weary veterans. At Camp Cavalier, the 5th began to take in troop transfers, draftees, prisoner conscripts, and volunteers from all over Suskillon and beyond. It was here that the battalion became a melting pot of soldiers from every corner of the galaxy.

The following are possible reasons for a character to join up with the 5th Battalion based on their chosen theme. These can be used as written or as inspiration to help acclimate you to the storyline that sees your character fighting for the fate of Suskillon. Most of these themes are from the *Starfinder Core Rulebook*, but a few are from *Starfinder Pact Worlds* (as noted with an appropriate superscript) or pages 42–43 of this book (as noted with an asterisk [*]).

Ace Pilot: You may have learned to fly in the skies above Suskillon or worked in one of the mining operations in the

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SDF JARGON

The following are some examples of slang and terms that members of the SDF have coined during the war with the Swarm.

BBBS or Triple-B S: An abbreviation used on military maps to denote where the SDF has tactically retreated; it stands for "Beaten Back by Swarm."

Burner: Short for afterburner, this is a common name for an SDF pilot.

Duster: A duster is a soldier who fights with the SDF ground forces.

Eat Acid: To die at the hands of a Swarm enemy.

Exterm: A verb used to denote the killing of a Swarm creature (e.g., "I extermed it with a pistol round").

Tip-Top: The lower ranks of the SDF sometimes use this term to refer to those in charge of the war to deride their stature and distance from the battle in the orbital stations above the planet.

Vexer: Another name for some of the smaller Swarm creatures that have taken over much of Suskillon.

White Hawk: Name for the sudden and dangerous winter storms on Suskillon caused by polar ice vortices.

Suskillon system a year before the invasion began and await a great cataclysm. This psychic vision has now spurred you to join the 5th Battalion and get close to the Swarm.

Icon: Whether seeking to accurately document the invasion as a journalist or sensationalize the tragedy for your infosphere audience, you are becoming famous on Suskillon for your coverage of the hostilities. As part of your rise to fame or in order to get the best access to footage on the front lines, you joined the SDF and were assigned to the 5th Battalion to boost the decimated unit's morale.

Mercenary: Hired through private military forces, you entered the fray on Suskillon guarding corporate interests or the wealthy socialites of Brinnoa's upper echelons. As a soldier of fortune, you have participated in only brief engagements with the Swarm since the invasion. As your contracts began to dry up, though, you took one of the few remaining meal tickets on the planet and joined the 5th Battalion reservists.

Outlaw: While working for one of the organized crime families in Brinnoa, a deal went bad and you were picked up by the city's police forces just before the Swarm invasion. You were then approached by an SDF commander who gave you the option to rot in your cell or to enlist in the 5th Battalion. You and many of your fellow prisoners opted to fight for Suskillon, not only to help protect the planet, but to earn a full pardon for your various crimes after the war ends.

Priest: As a member of a local church on Suskillon, you felt the call to administer to the spiritual needs of the soldiers that took up arms against the Swarm. Since the 5th Battalion's sacrifices at the Battle at Stone Sea, the battered outfit has had several soldiers suffer from battle fatigue and crises of faith as the Swarm enemy continues its campaign. You stepped into a chaplain role in the battalion to protect not only the bodies of your fellow comrades, but their mortal souls.

Scholar: Educated in one of the universities of Brinnoa or the corporate research academies in the outlying regions, you have dedicated the last 6 months to discovering a weakness in the Swarm's defenses. As a student of either the arcane or traditional sciences, you joined the 5th Battalion as an academic attaché, adding your intellect to the squad of soldiers.

Space Pirate^{PW}: Without official access to Pact Worlds or Veskarium support, Suskillon has opened its financial reserves and paid pirates, raiders, and corsairs to join the fight against the Swarm. Either you were dropped off by your crewmates (who wanted no part in the seemingly hopeless endeavor) or your ship was damaged in a battle with Swarm vessels above the planet, and you have decided to join the ground forces of the 5th Battalion until a better opportunity comes along.

Spacefarer: Many individuals such as yourself answered the pleas of Suskilloners after the Swarm invaded. You could be a trader, a privateer, or a lone wanderer who was drawn to the conflict and volunteered to fight on behalf of the planet. Alternatively you are a traveler originally from Suskillon who returned to your home once the invasion began, ready to pick up arms and defend your home planet.

system, but either way you believe yourself to be one of the best pilots for several light years in any direction. You joined the 5th Battalion's ground forces until you could be assigned a ship to pilot yourself.

Battle Medic^{*}: You have trained your entire career in high-stress environments to heal those in need. Whether as a military doctor or a civilian medical technician, you are practiced at providing care on the battlefield while fighting the Swarm. You joined the 5th Battalion because it was severely lacking in trained medical staff after the defeat at the Battle at Stone Sea.

Bounty Hunter: A skilled survivalist and investigator, you have been operating on Suskillon and in the surrounding system for years. Since the war broke out, you have been working to reunite separated family members displaced by the enemy, as well as track down soldiers who have deserted in the face of the Swarm. You were hired to the 5th Battalion to track the enemy's movements.

Career Trooper^{*}: Having trained as a soldier for years, you thought that you were ready for anything... and then the Swarm invaded. As a member of the SDF's elite forces, you have fought for the entire campaign and barely survived; the last battle saw your previous company of soldiers decimated. The remaining squads have been absorbed into other battalions, including the 5th. You are ready to impart your experience and know-how to your new fellow squad mates.

Dream Prophet^{PW}: As part of a waking dream transmitted to you by an entity on Liavara, you were told to make for the

Wild Warden^{PW}: You had recently left the cities of Suskillon behind for a multiple-year journey through the planet's wilder lands when you spotted the Swarm invasion craft landing to the north. You spent some time trying to avoid the war, but the Swarm scouts that roamed your woodlands made that impossible. When you joined the SDF, the military immediately made use of your knowledge of the area and had you reconnoitering for entire companies. Your latest assignment is with the 5th Battalion.

Xenoarchaeologist^{PW}: You have studied reports of the remains of the planets and civilizations that the Swarm has left behind in its wake. You feel that learning about those planets' peoples, species, and ecosystems will help you in understand the Swarm's victories there. When the invasion of your home planet of Suskillon began, you joined a cadre of scientists attempting to leverage the collected knowledge of the Swarm to develop an edge in the war. You see joining the 5th Battalion as an opportunity to examine your theories in the field.

Xenoseeker: While many don't care to learn about the enemy, some like yourself find the collective killing machine that is the Swarm fascinating. You joined the SDF in order to get a firsthand look at the adversary that nearly brought the Pact Worlds and the Veskarium to ruin a few decades ago. You hope to eventually learn enough about the enemy during your time in the 5th Battalion to end conflicts like this with less bloodshed and collateral damage.

Themeless (or Other Theme): Before the Swarm invasion of Suskillon, you led a fairly unadventurous life. When your home planet was threatened, however, you realized it would take the commitment of every person on the planet to withstand the enemy hordes. You quit your job, said your goodbyes, and showed up at a recruitment camp the next day ready to become a member of the fighting elite that would form the thin line between your home world's survival and its fall.

STARSHIP ROLE

As the 5th Battalion consists mainly of ground forces, your group doesn't start this Adventure Path with a starship. However, starship combat will play an important role in these adventures, so consider what starship role you might want to fill. Discuss your skill choices with your fellow players to ensure that most of the starship roles can be covered by someone, especially the crucial roles of engineer, gunner, and pilot. This is especially true if you are playing a class that doesn't naturally excel at starship combat skills—for instance, if you are playing a mystic or solarian, you might want to check with your group to see if there are any gaps in starship roles you could fill and take at least a few ranks in the appropriate skills.

EQUIPMENT

As much as possible, you should equip your character for war. Be prepared for extended periods outdoors and the occasional long march. You will have few opportunities to purchase the

exact gear you need as you level up, so consider taking ranks in Engineering or Mysticism to be able to craft the items you want, and remember to take advantage of any lull in the fighting to work on these projects.

Combat is, of course, a large part of this Adventure Path. See SDF Gear on pages 44–45 for suggestions on how to outfit your character, as well as a handful of new tools and items that will aid you in your campaign against the Swarm.



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BATTLE MEDIC

+1 INT

You have been trained to treat combat wounds on and off the battlefield. Having operated in high-intensity situations in remote rural locales, on city streets, and amid the din of combat, you have honed your ability to remain calm and collected under duress and heal those around you. Your peers see you as an incredibly valuable member of the team, and because of this, they defend you with their lives.

THEME KNOWLEDGE (1ST)

Having studied and even occasionally treated infirmities and illnesses across the galaxy, you can detect and diagnose a wide array of maladies in both your own species as well as in beings from all walks of life. You have also done extensive



research on unusual—even mystical—aspects of biology and chemistry, and now almost nothing in those fields surprises you. Reduce the DC of any Life Science or Mysticism check to recall knowledge about a disease or poison by 5. Medicine is a class skill for you, though if it is a class skill from the class you take at 1st level, you instead gain a +1 bonus to Medicine checks. In addition, you gain an ability adjustment of +1 to Intelligence at character creation.

EXPOSURE IMMUNITY (6TH)

Because of your time spent administering long-term care to infirm and quarantined patients, your immune system has been greatly boosted. While these repeated exposures have raised concerns about your health in the past, you have rebounded from them stronger and healthier than ever. You gain a +1 bonus to Fortitude saving throws against poisons and diseases.

BEDSIDE MANNER (12TH)

You are known for the quality of healing that you can provide to a patient even under imperfect circumstances. When you successfully ensure a creature's long-term stability with the Medicine skill, you grant the unconscious creature a +4 bonus to their Constitution check (instead of +2). In addition, when you successfully provide long-term care with the Medicine skill, you need to exceed the DC by only 5 to have the patient recover Hit Points and ability score damage (as well as recovering from poison states) at three times the normal rate.

PREEMINENT PHYSICIAN (18TH)

Your reputation as a battle medic hinges on your ability to keep your patients alive even in the most dire of circumstances, so when the chips are down, you rise to the challenge. Up to twice per day, when you successfully treat deadly wounds with the Medicine skill, you regain 1 Resolve Point. If the patient had 1 Hit Point or fewer remaining, you instead regain 2 Resolve Points, but can't regain Resolve Points with this ability again until you have rested for 8 hours.

CAREER TROOPER

+1 CON

You are a career member of a military and have been embroiled in conflicts and military bureaucracy for many years. During your enlisted time, you have trained with top ground troops, participated in war games that have turned deadly, and been privy to military intelligence given only to commanders. You are prepared for almost anything on the battlefield that your own commanders or your enemies able to throw at you.

THEME KNOWLEDGE (1ST)

You are adept at telling fact from fiction when it comes to determining enemy movements and assessing rumors. Reduce the DC of any Culture or Diplomacy check to gather or recall information about enemy troop sizes and tactics by 5. Piloting is a class skill for you, though if it is a class skill from the class you take at 1st level, you instead gain a +1 bonus to Piloting checks. In addition, you gain an ability adjustment of +1 to Constitution at character creation.

ADAPTIVE KIT (6TH)

You know the importance of being prepared for various environmental conditions. If you study reports and information about an area for at least 10 minutes (or if you spend at least 1 hour in that area learning the lay of the land), you can adapt your equipment. In a process that takes an additional 10 minutes, you can modify your armor to gain the benefits of one set of environmental clothing that is appropriate to the area's climate. In addition, any suit of armor you adapt reduces its armor check penalty by 1 for 24 hours. Only you can wear this adapted armor, and you can adapt your armor only once per week.

INDEFATIGABLE (12TH)

You are trained to push yourself to your limits and are extremely hard to put down. Once per day as a move action, you can regain a number of Stamina Points equal to your level plus your Constitution modifier.

DETERMINED UPKEEP (18TH)

Due to your many brushes with death, you know that your success in battle is directly related to the quality of your equipment. You always strive to keep your weapons cleaned, your armor polished, and your other gear functioning

at maximum capacity. Up to twice per day, you can spend 10 minutes examining and maintaining your equipment to regain 1 Resolve Point; this doesn't count as resting to regain Stamina Points.

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SDF GEAR

The Suskillon Defense Force has contracted dozens of different corporations and think tanks to develop new weapons of war to give defenders a fighting chance against the Swarm. Some of this equipment has been tested against living Swarm creatures in laboratory settings while other types were invented in the heat of battle.

Due to the chaos of the war, the SDF no longer has a single standard military outfit and kit. Armor varies wildly from unit to unit, and soldiers are encouraged to wear whatever gives them the most mobility and freedom of movement. The majority of SDF ground forces are equipped with an azimuth laser weapon or even a simpler analog gun. Most weapons that deal acid damage have been broken down for parts, since they rarely work on Swarm enemies.

Regardless of their specific equipment, soldiers are encouraged to adorn their armor with a disruptive pattern of red and green woodland colorization in the summer and white and red in the winter. The vast majority of soil on Suskillon is a deep crimson, so those patterns help to conceal movement from the Swarm enemy from both afar and above. In addition, every member of the 5th Battalion is given an IDENT insignia to place on their shoulder to mark them as part of the SDF; this emblem also acts as a tier 1 computer with two miniaturization upgrades (so it has negligible bulk) that holds the soldier's vital records, health information, and rank. A soldier's IDENT cannot be sold.

TECHNOLOGICAL ITEMS

As an industrial planet, Suskillon relies heavily on technology, and its military benefits from technological developments.

BUG SNARE

TECHNOLOGICAL ITEM

PRICE 740

BULK 2

A reusable battlefield trap that SDF soldiers deploy to secure locations and encampments against wild animals and smaller Swarm foes, a bug snare is four large metallic claws that extend outward from a central point and snap shut when disturbed. As a full action, you can set a bug snare at an intersection to cover a 5-foot radius. The next creature that steps into that radius sets off the trap and must succeed at a DC 13 Reflex save or take 1d4 piercing damage and gain the entangled condition until it (or an adjacent ally) can extricate itself with a successful DC 14 Strength check as a standard action. An included wireless remote control can be used to disarm the trap from 15 feet away as a move action. You can attempt to hide a bug snare from view with a Stealth check (this check is opposed by the Perception check of a potential target). You can attach a bug snare to a fixed object (such as a nearby tree) with a length of cable line, rendering a trapped creature immobile, but this grants any creature attempting to spot a hidden bug snare a +2 circumstance bonus to its Perception check.

A bug snare requires two hands to hold and set. It uses a battery and consumes 1 charge each time it is set.

CAMOUFLAGE MEMBRANE

LEVEL 1

TECHNOLOGICAL ITEM

PRICE 100

BULK L

This fine webbing is coated with reactive dyes that can be altered through minor electrical charges. It can be slipped over clothing or armor and adjusted to reflect the patterns of the local terrain to provide some camouflage, in a process that takes 10 minutes. When you wear a camouflage membrane, you gain a +2 circumstance bonus to Stealth checks while in the particular biome to which the membrane has been adjusted. You can take another 10 minutes to change the biome for which the item provides its bonus.

A camouflage membrane uses a battery and consumes 1 charge per day of use (or fraction thereof).

FORMATION BOOTS

LEVEL 1

TECHNOLOGICAL ITEM

PRICE 100

BULK L

Fairly standard issue to the Suskillon Defense Forces and sold to military organizations in other systems, these pressure-sensitive gel boots fit beneath normal armor and can also be worn separately. It takes 2 hours of walking in them before the wearer gains their benefit, but after that time, they conform to the wearer's feet and provide a +2 bonus to Constitution saves to avoid taking damage from a forced march.

GUN EMPLACEMENT

LEVEL 3

TECHNOLOGICAL ITEM

PRICE 1,350

BULK 3

This sturdy, metallic tripod can turn almost any gun into a semi-mobile turret, allowing soldiers to guard areas without putting themselves in harm's way. It takes 10 minutes to attach or detach a non-analog longarm or heavy weapon to the emplacement; when attached to an emplacement, the gun can't be wielded normally and can be fired only using the included wireless remote control that functions as a tier 1 computer with a control module (*Starfinder Core Rulebook* 215). As long as the remote control is within 100 feet of the gun emplacement, you can use it to see through the emplacement's camera (which has darkvision with a range of 30 feet) and operate the attached gun, either using your own ranged attack bonus with the attached weapon or allowing the computer to make the attack roll; the computer has a ranged attack bonus of +1 and proficiency with the attached weapon. Any weapon special properties and critical hit effects apply. When a gun emplacement gains the broken condition, you can no longer fire the attached gun.

A gun emplacement uses a battery and consumes 1 charge per hour of use (or fraction thereof).

PULSE RAY

LEVEL 2

TECHNOLOGICAL ITEM

PRICE 600

BULK L

This small electronic device emits a high-frequency tone that can temporarily shock the nervous system of a creature that has telepathy or limited telepathy. Suskillon scientists use these devices to aid in capturing Swarm enemies alive in order

to study them. Aiming and activating this handheld unit is a standard action, and you can target a single creature within 30 feet of you. The target must succeed at a DC 14 Will saving throw or be staggered for 1 round; a creature with limited telepathy gains a +1 circumstance bonus to this save.

A pulse ray requires only one hand to operate; it uses a battery, and each use consumes 2 charges.

MAGIC ITEMS

Suskillon Defense Force medals are service awards given to pilots, soldiers, and commanders who go above and beyond the normal call of duty. These medallions are often worn as badges, firmly affixed to the outside of a suit of armor upon the chest or shoulders, though some prefer to keep them on ribbons worn around the neck. These medals are magical in nature, and when they are created are imbued with the spirit of courage that was exemplified by the recipient in the field. Occasionally, unscrupulous black marketeers will sell ill-gotten medallions, though most members of the SDF looks down on any civilian who deigns to wear one of these medallions without earning it.

AUTHORITY MEDALLION	LEVEL 1
MAGIC ITEM (WORN)	PRICE 225 BULK L

Awarded to squadron leaders, captains, and those who excel at commanding others, this brass medallion allows you to increase the bonus provided by a successful aid another action to +4 once per day; this takes no additional action.

COURAGE MEDALLION	LEVEL 1
MAGIC ITEM (WORN)	PRICE 100 BULK L

Enchanted to pulse with a bluish glow, a *courage medallion* is awarded to those who risked their own lives to protect the innocent and their fellow companions. Once per day as a standard action, you can activate the item to summon a fiery orb, granting you the benefits of *wisp ally* until the end of your next turn.

GLORY MEDALLION	LEVEL 1
MAGIC ITEM (WORN)	PRICE 400 BULK L

Awarded to only the most skilled combatants, a *glory medallion* allows you to capitalize on the hectic nature of battle. Once per day, as a reaction after you reduce an enemy to 0 Hit Points, you can immediately take an additional move action.

VALOR MEDALLION	LEVEL 2
MAGIC ITEM (WORN)	PRICE 1,000 BULK L

This medallion is awarded to soldiers who have been severely wounded in battle and recover to fight again. Once per day as a standard action, you can activate a *valor medallion* to regain 2d8 Hit Points.

PERSONAL ITEMS

Many SDF soldiers stock up on these consumable items to aid them in the war, both defensively and offensively.

MOTION TRIGGER	LEVEL 1
PERSONAL ITEM	PRICE 80 BULK L

This single-use device resembles a small cone and is attached to a specific package of explosives (explosives have the same price, effect, and weight as grenades). When the motion trigger is set (a process that takes 1 minute) and the package of explosives is placed in a 5-foot square, the motion trigger sets off the explosives the next time a creature enters that 5-foot square. A motion trigger can be disabled as a standard action by someone in an adjacent square with a successful Engineering check (the DC of this check is equal to $10 + 1\frac{1}{2} \times$ the item level of the attached explosives); failure by 5 or more sets off the explosives.



WAKE-UP PATCH	LEVEL 2
PERSONAL ITEM	PRICE 100 BULK L

This patch delivers a cocktail of stimulants when applied to an appendage or torso as a standard action. After 1 minute, the person who received the patch gains a +2 circumstance bonus to saving throws against effects that cause the asleep condition and to Fortitude saves from sleep deprivation for 24 hours. If you use three wake-up patches in a week, you immediately gain the exhausted condition when the effects of the third patch wear off.

WARMING BALM	LEVEL 2
PERSONAL ITEM	PRICE 150 BULK L

It takes approximately 10 minutes to apply a tube of this clear gel to the inside of a suit of armor. For the next 8 hours, the balm's chemical reactions warm the skin of the armor's wearer. During that time, the wearer gains a +2 circumstance bonus to Fortitude saving throws to avoid taking damage from cold environments; this bonus stacks with that provided by cold weather environmental clothing. A tube of warming gel can also be applied directly to your exposed skin (or the epidermis of an adjacent creature) to stave off the negative effects of frostbite and hypothermia. This takes 10 minutes and heals 2d8 nonlethal cold damage dealt by a cold environment.

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"You might feel invincible after trainin', but this is real life now, and it ain't nothin' like your precious little simulations. Ain't no test scores here, and ain't no do-overs. If those monsters bring you down, chances are you won't be gettin' back up. They might look like nothing more than big bugs—Hells, they might even act like it—but they're not. No way. No more'n I am. They might not be smarter than you, or faster than you, or even stronger than you, but by Hylax, they are meaner than you! Don't think twice about killin' 'em. You can bet your nethers they're not thinkin' twice about killin' you."

—Zinka Tan, SDF drill instructor

Threat of a Swarm invasion is a distant but always-looming worry on the minds of most sapient species throughout the galaxy. It has been only a little more than 2 decades since a Swarm invasion forced the Veskarium and the Pact Worlds into an alliance. Two major powers made peace in an ongoing war to push back the onslaught, proving the Swarm is not to be taken lightly. It is an insatiable, ever-growing force that can evolve and adapt to nearly every situation. Cynics believe defeating the Swarm once and for all is impossible, and that other species must be content with holding the Swarm back for as long as possible. To such fatalists, the consumption and assimilation of the entire galaxy is merely a matter of time for the unstoppable scourge that is the Swarm.

ORIGIN

The ravenous, locustlike Swarm began in the distant past as a species known as kucharns—a simple, low-tech society of intelligent insectile creatures who occupied a small planetoid in the Vast. This kucharn home world was the fourth planet from its star and the only one harboring life in the system. On this world were a number of distinct hive societies, each with a distinct unified consciousness, culture, and societal hierarchy. The hives skirmished with one another over limited territory and waning resources on their tiny planet, but no one hive ever overtook and exterminated another.

Despite millennia of war culling their numbers, the kucharn population continued to grow, and their home world neared the limit of its ability to sustain them. Then, everything changed: one hive developed the ability to assimilate the knowledge and DNA of those it consumed. It's still unknown to anyone, perhaps even to the Swarm, from where this capability sprang. Some scholars theorize kucharns have always undergone rapid evolution in competition with one another, and that this new adaptation was a new phase of the species' biological arms race. Many scientists believe one hive made a leap in systematic genetic manipulation. Fringe intellectuals and pessimistic mystics suspect interference from a powerful (and likely evil) extraplanar being, such as a demon lord.

Whatever the cause of the alteration, this newfound aptitude gave the augmented hive the power to overwhelm the others. It destroyed and consumed its enemies, optimizing its individual members as they inherited new, enhanced capabilities from the DNA of their prey. This hive eventually tipped the power structure in its own favor, wresting control of the entire planet. In short order, it had completely eradicated rival hives.

The new kucharn had an insatiable appetite for prey and resources. Despite their newly enforced unity, they quickly consumed their home world's resources. With the knowledge and experiences of millions of individuals now working in tandem in a single hive mind, the species evolved rapidly. Unified focus allowed kucharns to master a unique version of

biotechnology. As they outgrew their planet, kucharns took to spaceflight and began dismantling other worlds in their native system. Those resources dwindled as well, but the voracious kucharn set their sights on the stars and the countless lush worlds among them.

Limited speeds in astrogation isolated kucharns in their corner of the galaxy. Although living kucharn starships could hibernate over centuries, carrying other kucharn in suspended animation to nearby systems, the larger galaxy was out of reach. Then came the Signal. A generation of kucharn was born to the dream of the Drift. Among these, some were engineered as symbiotic Drift engines that could incorporate themselves into existing kucharn starships.

In such living carriers, kucharns leaped across the void to consume and assimilate. With Drift beacons appearing and being constructed all over, the galaxy became more and more open to kucharn dominance. Species that ran afoul of kucharns dubbed them "the Swarm" for both their insectile appearance and their overwhelming onslaughts.

Life-containing planets, which the Swarm calls "feeder worlds," are primary targets as the Swarm moves from system to system. When the Swarm arrives, it attacks any sites of potential resistance first. Then, conquest assured, the Swarm consumes everything it can use, wasting nothing and storing what isn't immediately needed. When the Swarm leaves a system, only husks resembling planets are left. The devastation is often complete, leaving nothing useful or animate behind.

The Swarm and its hive mind continue to evolve. Its ability to incorporate new DNA as it consumes various flora and fauna allows the Swarm to continually optimize. It develops new individuals—components, as they are named among the Swarm—for specialized roles. As it erases more and more life from existence, the Swarm continually grows in size, diversity, and power.

ECOLOGY

Similar in physiology to insects and other arthropods, Swarm components have chitinous exoskeletons and segmented bodies. Most have multijointed digitigrade limbs, although some components have adapted these body parts into specialized forms. Beyond these fundamentals, the Swarm species is only vaguely homogeneous. Within the species are thousands of evolutionary branches, most engineered to serve specific purposes. Forms vary widely depending on a component's role in the hive. The most numerous components are humanoid in shape, with multiple limbs used as arms or legs, or both. These insectile aliens come in forms as varied as the squat, beetle-like generator drone to the ferocious, winged thresher lord (Starfinder Alien Archive 110), up to starship-sized components.

Few species in the galaxy can hold a candle to the Swarm's uncanny ability to adapt. The Swarm does more than acclimate or modify for success—it has the fascinating and

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terrifying ability to isolate the DNA of anything it consumes and integrate various aspects into the Swarm genome. This talent is similar to that of Castrovel's ksarik (*Alien Archive 70*), but the Swarm's assimilation is more complete and longer lasting. The Swarm also finds applications for harvested genes, in combination with preexisting arrangements, that lead to entirely new components.

This assimilative genetic ability isn't limited to only intelligent or complex prey. The Swarm can just as easily incorporate a plant's ability to photosynthesize food and a fish's ability to breathe underwater. When a Swarm component subsumes any prey's DNA, the genome is taken back to the hive to be analyzed. Components known as programmers access and isolate various aspects of the DNA, learning to activate or deactivate sections as desired. Programmed Swarm larvae then mature into forms that employ a mix of traits the Swarm finds useful. It's this ability that led to the multifarious varieties of Swarm components and their living biotech. Using this biotechnology, the Swarm has genetically modified its components to provide any and all of the hive's needs. Further, the Swarm maintains genetic records to allow recombination into new forms as its needs evolve.

Even though the Swarm has a spoken language, which shirrens also speak, components rarely speak aloud. Among one another, components communicate via a mix of body language, pheromones, and telepathy. Some components use pheromones to communicate simple concepts, the most common being a warning of danger, while others can use pheromones against other species, deploying chemicals to instill false emotions, such as terror. Body language is used to

convey messages that are more complex, such as directions to a location. Multifaceted communication requires more effort and most often relies on telepathic contact. It is through the combination of these forms of communication that a hive mind is formed. This communal mind can allow thousands of components to operate in a synchronous, wavelike manner as they each respond to the same stimuli in a chain of communication.

The Swarm doesn't experience emotions in the same manner that most other species do. One component has no affinity for another—each is merely an appendage of a greater whole. Swarm warriors feel no hatred or anger toward their foes, only fearsome determination. Components fear neither pain nor death. Each component knows and seeks to fulfill its purpose, with each component working toward the Swarm's overarching goal to consume and assimilate. Although many components are sapient and capable of communication with other species, the Swarm views other beings only in terms of its goals. It's rare for any objective to require cooperation from non-Swarm species. Most components can't be bargained with, and an alliance can be formed only when the Swarm's aims align well with a given proposal. However, anyone who allies with the Swarm can be certain they'll be betrayed as soon as the Swarm's needs or goals change. The Swarm seems as unconcerned with its reputation as it is with losing millions of individuals to a conflict. Ultimately, the Swarm always does what's best for the Swarm, including consuming its own dead.

Some think this callousness makes Swarm components little better than mindless monsters. However, these creatures form a complex commune concerned with only its

own survival and ascension, and as such they act neither cruelly nor needlessly. (Those who have survived a Swarm attack might disagree with both claims.) The Swarm simply operates without morality or concern for anyone or anything outside its hierarchy and resource needs.

The Swarm also exists, seemingly, to grow. Scientists say the Swarm expands its number in a variety of ways.

Certainly, evidenced by programmer components and vast instances of chromosomal manipulation, the Swarm uses genetic engineering.

Some components reproduce through cloning, while others are known, through vivisection and postmortem dissection, to have the ability to reproduce sexually or asexually. Some can change sex to fertilize their own eggs. Popular among nonacademics is the possibility of the Swarm having "queen" components that exist to lay eggs and expand the species, but no firsthand accounts exist of these theoretical queens. In any case, most Swarm

PROGRAMMER

components exhibit no distinct sex or gender, externally or internally.

Swarm programmers are vital to the reproduction and development of other Swarm components. Whenever nests of Swarm eggs and larvae have been discovered, programmer components have been present. Programmers not only care for and protect the growing larvae, but they also edit their genomes, each using its syringe-like proboscis to activate and deactivate genes, ensuring larvae develop into a desired component. Components that act as genetic repositories work in partnership with programmers, essentially serving as curated banks of DNA from subjects the Swarm has consumed.

Swarm larvae develop substantially faster than the young of most other species, reaching full maturity within as little as 60 hours. Once its genome is edited, the larva rapidly transitions into a brief pupal stage. During this time, the larva's body completely liquefies within its cocoon, reorganizing into a fully matured component. When larger conglomerations of components are needed, such as to form a living starship, entire groups of larvae are programmed together, each maturing for the role it needs to take. In some cases, the transformation causes the larva to lose anything resembling individuality and mobility, becoming more like a part of a living machine or device than an individual being. Pact Worlds labs have found that larvae allowed to mature without genetic editing eventually become programmers.

Exactly how the Swarm decides to program larvae is also unknown. However, the hive mind allows a given arm of the Swarm to understand its needs with great speed and efficiency. In times of war, which means almost always, scouts—especially mindreapers (Starfinder Alien Archive 2 122) and similar components—return with genetic material and information directly from the minds of potential foes. The Swarm uses this collected intelligence to inform its needs in the upcoming conflict.

SOCIETY

The Swarm is of one mind and one purpose, and its society's hierarchy is based on purpose and efficiency rather than politics or status. Every component is optimized for its role and duty in the Swarm's primary drive to conquer and consume. The Swarm views every other species—plant, animal, monster, or person—as a target for consumption. Its society centers on the principle of defeating resistance, devouring resources, and harvesting DNA. This stored genetic material is, in a way, the only record the Swarm keeps of its conquests.

Only advanced civilizations have a chance against the Swarm's biotech and adaptive abilities. Few living beings can effectively resist the species, much less pose a substantial threat to it. Despite this, the Swarm is ruthless in its application of overwhelming force. The Swarm hits hard and fast, and then acts to accomplish its short-term goals with brutal efficiency.

SWARM NAMES

Swarm components have no need to refer to each other by specific names, and they don't care what specific components are called. Swarm creatures might be named by those who first encounter them, resulting in monikers that describe what those components do, sometimes in florid terms, such as mindreaper and thresher lord.

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Species that fight back against the Swarm rarely succeed. No one believes success, such as the Pact Worlds and Veskarium recently enjoyed, indicates the Swarm is truly defeated. The Swarm's numbers are always growing, and the creatures' ability to quickly adapt to any situation means the Swarm inevitably evolves in ways that allow it to outmaneuver foes. Military leaders in the Pact Worlds and the Veskarium trust the Swarm is only regrouping, evaluating its defeat at the alliance's hands and rebuilding for another, more overwhelming offensive.

Although a unified species, the entire Swarm doesn't remain together in one region of space. Instead, units of the Swarm, called subcolonies, separate to travel to various targets. In the Pact Worlds and Veskarium's war against the Swarm, the initial battles occurred in both nations at nearly the same time as separate subcolonies attacked each region. Authorities have assumed that the loss of too many individuals from each of these subcolonies is what caused the Swarm to retreat. However, even the most optimistic military leaders do not doubt the Swarm has replenished its losses from the war and is now biding its time, waiting for the next opportunity to attack.

One reason for the Swarm's rapaciousness is its unbridled growth. It uses all its resources to expand both the quantity and diversity of its components. All Swarm machines are such components as well—the Swarm travels in living starships and invades feeder worlds in such vessels or from larger craft via living dropships. Specialized components serve other roles in invasions. One example of a utility component is the mining unit known as an extraction drone. An enormous, tick-like creature, the drone latches onto a planet and removes its mineral resources, storing material within its body for later use. Another example is the smaller generator drone. This round, beetle-like component uses insulated glands throughout its innards to absorb environmental energy from a multitude of sources: light, heat, electricity, and so on. That energy is then converted into emanations that other Swarm components can use for nourishment instead of consuming biological material. Generator drones are used mainly to feed Swarm components during extended periods of space travel or to power larger Swarm machines that couldn't otherwise receive enough nutrients through normal feeding.



The Swarm has no need for manufactured weapons, as Swarm programmers simply create weaponized components. Either a component intended for war is born with martial capabilities, or symbiotic components join together to form a fighting unit that acts as one body and mind. In some cases, specialized components act as doctors, surgeons, or engineers. These specialists facilitate the symbiosis that allows the Swarm to create conglomerate components, from assault vehicles to starships.

Weapons can range as much in size and variety as do the various subspecies of the Swarm. A corrovox's (Alien Archive 110) acid-spewing arm cannon is a separate Swarm component grafted onto the corrovox. Conversely, a mindreaper's arm spike is an inborn weapon. Some components can be modified to function as equipment for other species. Crafty and brave (or foolhardy) salvagers sometimes follow the Swarm to harvest organic weapons from active conflict zones before the Swarm can consume its dead. An extensive gray market exists for Swarm biotech, although this tech is illegal (and thus black-market material) in some places.

LAIRES

The Swarm is nomadic, each subcolony concerning itself only with its own targets, moving from world to world and system to system. If the Swarm seems to be holding territory, that's

only because it has yet to accomplish its intent in an area—something remains that the Swarm wants. Once the Swarm has gathered all the resources in a star system, including the genetic material there, it leaves, and little of value remains. Soon after, the Swarm attacks another target.

Its nomadic nature, coupled with its high adaptability, means the Swarm can be found virtually anywhere in the galaxy. Though it rarely settles as a whole, the Swarm has been known to use stripped feeder worlds for nesting, especially for extensive component-building projects, such as new starships. The species prefers cold, rocky planets for this purpose, and it usually nests underground or in deep craters, canyons, or sinkholes. Those components required to program and care for the eggs and larvae remain. After the larvae transform into desired components, the whole group leaves to rejoin the hive.

Since no arm of the Swarm holds any permanent domain, it's hard to tell how far the species has spread. Given its coldblooded efficiency, the Swarm might have established footholds across the entire galaxy, but no definitive data exist to make a determination on this speculation. Any civilization sophisticated enough to have a means of tracking the Swarm rarely survives contact with the creatures long enough to disseminate any meaningful information to others.

However, it is a well-known fact that the Swarm avoids a specific star system in the Vast that has also proven dangerous to other visitors. Named

Yebeon, this system consists of seven planets, four of which harbor simple life. The resource-rich system is a perfect target for the Swarm, and several subcolonies have targeted nearby systems in the same star cluster. More than a few explorers have traveled to Yebeon to learn why the Swarm has circumvented it, most hoping to discover something there that can be used to deter Swarm attacks, if not defeat it entirely. None have returned. Garbled comm signals from Yebeon are the only evidence that anyone has ever reached the system or the planets there.

FACTIONS

The Swarm exhibits no obvious factions or castes. Each component serves as a cog in the central machine—and a well-oiled machine it is. For all its violence, the Swarm suffers no internal bickering or strife.

Each component is optimized for its task and exists for a specific purpose in the Swarm's seemingly simple scheme. The species is, however, split into distinct branches of components grouped together to fulfill a unified purpose.



GENERATOR DRONE

Scouting forces consist of quick, stealthy, and tactically minded components. These forces travel the galaxy in search of feeder worlds, bringing back gathered intelligence to the main subcolony. Often encountered in groups without other military components, Swarm scouts serve as a dire omen. People who find such forerunners on a planet do well to ensure the creatures fail to return home, but even then, it might be too late—the fate of the world is likely to be already decided. When inhabitants of a world find only evidence of Swarm components that have already left the planet, a larger Swarm invasion is inevitable.

The Swarm's military components serve as invasion troops. Heavily armed and armored forces take major targets and overwhelm local defenses, while weaker components work in numbers to pacify softer targets and mop up after major assaults. Engineer components solidify supply lines and establish bases, working with the military units to cordon off areas for resource harvesting. Major military components are often large and frightening. Thresher lords are, for example, shock troops meant not only to flay foes but also to demoralize them. Tanklike dissolvers spray fiery acid, inflicting horrifying burns. Corrovoxes and similar Swarm components make up the rank-and-file units of the invasion legions.

The Swarm also has a branch of utility components. Living starships that serve the Swarm fall into this category, as do its nesting components, including programmers, which control population. These components form a “working class” that consists of those meant to provide services for their kin. Such components can be like automatons or machines. Those components in this class that can't fight back against attackers also don't attempt to flee from danger, and biologists debate whether these components are even sentient.

As the Swarm continues to ravage the galaxy and integrate aspects of its victims, there's no telling where its constant evolution might take the species next. However, it seems that the Swarm's harvesting of genetic material for forced evolution isn't always beneficial to its purpose. It's possible that such aberrant assimilation led to the shirrens' split from the Swarm. Notorious defectors from the hive, these Swarm variants mysteriously gained their own sense of individualism and, upon realizing the horror of their species' voracity, fled to cultivate harmony with other species. Some malfunction in the Swarm's next alteration might spawn another distinctive branch that wishes to defect, or worse, decides to break the hive mind or even destroy the Swarm. If any creatures might be able to hold their own against the Swarm, it's those from within the hive itself. Some of the Swarm's foes hope for such a new aberration, as it might be the only hope of an ultimate end to the Swarm's threat.

SWARM GEAR

Most Swarm equipment that's available for purchase is bioengineered from material salvaged directly from sites where battles against the Swarm took place. Thanks to

scrappy, daring scavengers and the ingenuity of the tinkerers they sell parts to, the field of repurposed Swarm biotech continues to expand. This gear is rare and sometimes illegal, but it's available to those who dare to traverse the underground market to seek it. It is sometimes more readily available in societies connected to the Swarm, such as those actively at war with the insectile devourers or the extremely rare few who have survived the Swarm.

WEAPONS

Weapons based on Swarm anatomy are vicious, built for efficient killing. The chitinblade (Starfinder Armory 9) and similar melee weapons are an unliving likeness of Swarm limb blades, but many replicas of Swarm technology are indeed alive, having the living special property (Armory 29).

These weapons exist in varieties related to the polymorphism of related Swarm components. All are insectile in appearance, with limb-like extensions, eyelike parts, and elements like stingers and mandibles. For firearms, the mouth and throat often form the barrel of the weapon. Micrergate-model weapons are simplest in form, with insect-like aspects becoming more pronounced and even exaggerated as the model ascends from micrergate to macrergate and dinergate. The most extravagant features appear on ergatoid models, which might have bright colors and seemingly decorative growths, such as vestigial gossamer wings. In addition, rarer models have biotech augmentations that replicate the damage-dealing capacity and resilience of modern composites.

WEAPON SPECIAL PROPERTY

Some weapons in this section use the following weapon special property.

Swarm: A weapon with this special property is virtually indistinguishable from Swarm technology and requires a special Swarm battery to use efficiently. The weapon can use other batteries, but usage doubles when doing so.

In addition to the energy drawback, a Swarm weapon attracts the attention of nearby Swarm creatures. They can sense such a weapon as if using blindsense with a range of 30 feet. Swarm components have been observed fixating on wielders of this technology during battle, with little else to explain such a violent focus. If the Swarm wins the conflict, the surviving components destroy these weapons.

DISINTEGRATOR WEAPONS

Firearms based on Swarm biology are often designed to deal maximum damage to biological targets.

ACID CANNON

Despite its name, derived from Swarm conventions and suggesting a heavier armament, the lightweight acid cannon is a derivation of the Swarm corrovox's arm-mounted weapon

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modified to be a stand-alone pistol-sized firearm. The weapon uses small amounts of power to produce caustic fluid. The trigger administers a jolt of electricity to the device, causing a reflexive constriction that forces blobs of this acid out of the weapon's throatlike barrel.

DISSOLVER

Inspired by the horrific spewing capability of its namesake Swarm component, and much like the acid cannon, the dissolver has two biological glands that use power to produce a couple of highly reactive chemicals. These two chemicals are stable when separate. However, as with the corrovox's weapon, when an electric jolt causes the dissolver to constrict and release these chemicals, they converge just outside the weapon's maw, creating an acidic flash fire in a broad arc.

UNCATEGORIZED MELEE WEAPONS

Like the chitinblade, melee weapons based on Swarm anatomy are rare.

MINDSPIKE

The impact of this insectile-looking spike can cause pain or otherwise addle the target's nervous system.

THRESHERBLADE

Modeled on the arm blades of the brutal thresher lord, the thresherblade has an organic basket hilt that can be closed around a forelimb for extra support, making it easier for a trained user to hold and wield the weapon in one hand despite the blade's size.

WEAPON FUSION

The following weapon fusion is biotech that, like many Swarm-created items, combines magic and technology, so it is a hybrid item. Weapon fusion prices are based on weapons' item levels. See Table 7-13 on page 192 of the *Starfinder Core Rulebook* for more information.

ADAPTIVE

LEVEL 6

An weapon fitted with an *adaptive* fusion adjusts to any target it hits repeatedly. The fusion's benefits can be granted against only one target at a time. Once the weapon hits a new target, it resets and starts building up momentum against that target, losing the benefits it might have had for any previous target. An *adaptive* weapon gains the following benefits depending on how many hits it has scored against a given target. The effects are cumulative.

3+ Hits: The weapon ignores an amount of the target's energy resistance or damage resistance equal to half the weapon's item level.

5+ Hits: The weapon gains an enhancement bonus to damage equal to half the item level.

7+ Hits: The target is flat-footed against attacks made with this weapon.

HYBRID ITEMS

Magic use in the Swarm is most often accomplished on an instinctual or reflexive level, the product of evolution and adaptation rather than a practice learned and then perfected with study. Still, other species can and do reverse-engineer the Swarm's bizarre magical capabilities and organic creations. The following hybrid items were manufactured due to such derivations.

ADAPTIVE SWARM MASK

LEVEL 11

HYBRID ITEM (WORN)

PRICE 24,500

BULK L

An *adaptive Swarm mask* is made from the exoskeleton plates from the head of a Swarm component. The mask counts as a worn magic item unless you install it in armor, taking up one upgrade slot. When you take damage of any type while wearing the mask, it reduces the damage by 5. It then ceases to provide that benefit, instead providing damage reduction or energy resistance 5 against the same damage type for 1 minute. The mask remains adapted to the same damage type even if you take a different type of damage. After the duration elapses, the mask becomes unadapted and can adjust to a new damage type. This mask attracts the attention of Swarm components in the same way weapons with the Swarm weapon special property do.

SWARM BATTERY

LEVEL 5

HYBRID ITEM

PRICE 550

BULK L

When weapon designers couldn't achieve an acceptable power output with their Swarm-based armaments, they created the *Swarm battery*, a new type of living power cell. Similar to the insulated gland of a generator drone, a *Swarm battery* consists of still-living tissue that reflexively adapts to power any item, including non-Swarm varieties, functioning as a high-capacity battery with 40 charges. A *Swarm battery* can adapt to be recharged at any charging station. It also recharges on its own at the rate of 1 charge per hour, provided it remains within 60 feet of ambient nearby electricity, such as power conduits in a city, a starship's power core, consistent static electricity, or even the small amount of electricity running through a living body.

SWARM PROGRAMMER PILL

LEVEL 10

HYBRID ITEM

PRICE 2,800

BULK -

A *Swarm programmer pill* is a compact lozenge that contains a paper-thin sliver of a Swarm programmer's brain. As a full action, you swallow the tablet and it alters your biology,

allowing you to choose one of the following effects. If you use another *Swarm programmer pill* within 24 hours, you become fatigued. Attempting to use a *Swarm programmer pill* while you are exhausted does little other than consume the pill. While under the pill's effects, you attract the attention of Swarm components in the same way weapons that have the Swarm weapon special property do.

Acidic Ejection: You gain acid resistance 5 and can launch acid as if part of your body (often the mouth) were a macrergate acid cannon, with which you are considered to be proficient. You are immune to your own acid. These adaptations last 4 hours.

Alate Form: You grow a set of diaphanous insectile wings that allow you to fly at a speed 10 feet slower than your land speed. Your flight is an extraordinary ability with average maneuverability. The adaptation also grants you a +5 bonus to Acrobatics checks to fly. The wings function for 2 hours. If you are aloft when the effect ends, you float downward 60 feet per round for 3 rounds. If you fail to land or attain another means to fly by then, you fall as the wings detach. This detachment is uncomfortable but deals you no damage.

If necessary, the wings can integrate with your armor. Once they have, removing your armor ends the effect by causing the wings to detach as above.

Arolia: You grow special limb pads that grant you a climb speed 10 feet slower than your land speed. You retain this speed for 12 hours. If necessary, the pads can integrate with

your armor, functioning as with the wings of alate form. If you're climbing when the effect ends, you can still attempt to climb by other means.

Bravery: You become inured to fear. For 24 hours, whenever you attempt a saving throw against a fear effect, treat any number you roll on the d20 lower than 8 as 8. In addition, if you fail a saving throw against a fear effect, you can reroll that saving throw once. If you still fail the saving throw, you suffer the fear effect for only half its duration, rounded down to a minimum of 0 rounds.

Swiftness: For 12 hours, you gain a 20-foot enhancement bonus to speed in all movement types you have.

Telepathy: You gain limited telepathy with a range of 30 feet, like that of a lashunta or shirren. If you already have limited telepathy, the adaptation grants you true telepathy. Either adaptation lasts 12 hours. During this time, you can also cast the 1st-level version of *mind thrust* as a spell-like ability up to three times.

Weaponized Arm: One of your hands grows a macrergate mindspike or macrergate thresherblade, with which you are considered to be proficient. If necessary, the weapon integrates with your armor, functioning as with the wings of alate form. You can't use the affected hand for other purposes, but neither can you be disarmed of the weapon. This adaptation lasts 4 hours, or until you detach the weapon as a standard action, then the weapon disintegrates.

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TABLE 1: ADVANCED MELEE WEAPONS

ONE-HANDED WEAPONS	LEVEL	PRICE	DAMAGE	CRITICAL	BULK	SPECIAL
UNCATEGORIZED						
Thresherblade, tactical	5	3,200	1d10 S	Bleed 1d6	1	Analog
Mindspike, tactical	6	4,400	1d8 P	Staggered	L	Analog
Thresherblade, microserrated	9	13,800	2d10 S	Bleed 1d8	1	Analog
Mindspike, microserrated	10	18,450	3d8 P	Staggered	L	Analog
Thresherblade, nanoserrated	13	50,300	4d10 S	Bleed 2d8	1	Analog
Mindspike, nanoserrated	14	77,800	7d8 P	Staggered	L	Analog
Thresherblade, ultraserrated	17	268,650	8d10 S	Bleed 4d8	1	Analog
Mindspike, ultraserrated	18	392,100	11d8 P	Staggered	L	Analog

TABLE 2: SMALL ARMS

ONE-HANDED WEAPONS	LEVEL	PRICE	DAMAGE	RANGE	CRITICAL	CAPACITY	USAGE	BULK	SPECIAL
DISINTEGRATOR									
Acid cannon, micrergate	3	1,500	1d4 A	40 ft.	Corrode 1d4	40 charges	2	L	Living, Swarm
Acid cannon, macrergate	7	7,000	2d6 A	40 ft.	Corrode 2d4	40 charges	4	L	Living, Swarm
Acid cannon, dinergate	12	36,000	3d8 A	40 ft.	Corrode 3d4	40 charges	4	L	Living, Swarm
Acid cannon, ergatoid	17	256,000	4d10 A	40 ft.	Corrode 4d4	40 charges	5	L	Living, Swarm

TABLE 3: HEAVY WEAPONS

TWO-HANDED WEAPONS	LEVEL	PRICE	DAMAGE	RANGE	CRITICAL	CAPACITY	USAGE	BULK	SPECIAL
DISINTEGRATOR									
Dissolver, macrergate	8	10,000	2d8 A & F	40 ft.	Corrode 2d4	40 charges	4	L	Blast, living, Swarm, unwieldy
Dissolver, dinergate	13	50,000	4d8 A & F	40 ft.	Corrode 4d4	40 charges	5	L	Blast, living, Swarm, unwieldy
Dissolver, ergatoid	18	380,000	9d8 A & F	40 ft.	Corrode 9d4	40 charges	5	L	Blast, living, Swarm, unwieldy



ALIEN ARCHIVES

"Fascinating creatures, kaions. The first time I saw one, we were searching a debris zone near the River Between for a lost shuttle. Navasi suspected pirates, and I hoped for grays, but no other reports in the region confirmed such contact. When we scanned the area, sensor data showed wreckage near a large, iron-rich asteroid, so we parked the Sunrise Maiden on the sunward side and made for an impact crater that looked promising. A kaion pod, made up of several young specimens, came over the crater edge at high speed. It was no use running—they could outfly us on that metallic rock—so we had to stand and defend ourselves. Anyway, their remains made good study samples."

—Altronus, kasatha scholar and solarian

KAION

CR
2XP
600

N Small animal

Init +4; **Senses** blindsense (electromagnetism) 60 ft., low-light vision; **Perception** +7**DEFENSE****EAC** 12; **KAC** 16**Fort** +5; **Ref** +7; **Will** +1**Defensive Abilities** void adaptation**OFFENSE****Speed** 10 ft., fly 60 ft. (Ex, perfect)**Melee** radula +7 (1d6+3 S) or slam +7 (1d4+3 B plus grab)**Ranged** sclerite +10 (1d6+2 P plus entangled)**Space** 5 ft.; **Reach** 5 ft. (10 ft. with slam)**Offensive Abilities** polarity pulse**STATISTICS****Str** +1; **Dex** +4; **Con** +2; **Int** -4; **Wis** +0; **Cha** -2**Skills** Athletics +7, Acrobatics +7 (+15 to fly)**Other Abilities** magnetic levitation**ECOLOGY****Environment** mountains, urban, or vacuum (Diaspora)**Organization** solitary, pair, or pod (3-6)**SPECIAL ABILITIES****Magnetic Levitation (Ex)** A kaion can fly in a vacuum.

However, this flight is limited to within 60 feet of a planet or asteroid's surface or a nearby metallic structure, such as a steel railing or a starship's hull.

Polarity Pulse (Ex) As a standard action, a kaion can release a magnetic pulse in a 60-foot-radius spread. Each creature in that area wielding metallic weapons, wearing metallic armor, or entangled by a kaion's sclerites must succeed at a DC 13 Reflex save or be pulled up to 30 feet toward the kaion, or double that on a failure by 5 or more. If a creature is affected only because of an object it holds, it can drop the object as a free action to cease being pulled. Unsecured metallic objects in the area are automatically pulled 60 feet toward the kaion. Being pulled toward a kaion doesn't provoke attacks of opportunity.

Sclerite (Ex) A kaion can fire a sclerite with a range increment of 60 feet. The sclerite lodges in or sticks to the target on a hit, causing the target to become entangled as long as the sclerite remains. An entangled creature can remove a sclerite as a move action by succeeding at a DC 13 Athletics or Acrobatics check.

Well-known pests of the seas of Nisia, the River Between, and the Diaspora, kaions float in space and water in search of minerals and flesh. These creatures house chemosynthetic bacteria within their chambered shells, which produce energy from various inorganic minerals the kaion scrapes up with its radula and then excrete metallic impurities as a metabolic byproduct. The alloys accumulate in the kaion's shell as well as in the numerous metallic sclerites that cover the kaion's many tentacles and two long arms. Not only do these deposits protect the kaion's soft tissues, but they also produce powerful magnetic fields that respond to the kaion's bioelectric impulses, often visible in the expanding and contracting field lines of metallic dust adhering to the creature's shell.

Though their symbionts provide much of a kaion's energy needs, kaions require organic proteins in order to mature and to produce gametes. They obtain this resource from live prey using a characteristic hunting technique. By creating a magnetic gradient down its arms, a kaion can detach and accelerate one of its sclerites to railgun speeds. These projectiles lodge in targets, where they can subsequently be reeled back via magnetic attraction, bringing prey with them. Pods of kaions cooperate to bring down larger prey, with younger kaions firing sclerites and older, higher-status individuals reeling the prey in to feed on.

Though kaions are native to the Diaspora, they have since spread to other worlds as stowaways on ice haulers and other starships. They can now be found grinding away on mines and construction sites from Akiton to Triaxus.

FATE OF THE FIFTH

CAMPAIGN OUTLINE

PART 1: THE BATTLE OF BRINNOA

PART 2: THE SECURING OF SAHTOR

PART 3: THE FALL OF SUSHKILLON

BATTING THE SWARM

A PLAGUE OF LOCUSTS

ALIEN ARCHIVES

CODEX OF WORLDS

NANOBOT MIMIC

CR
3

XP
800



N Fine construct (swarm, technological)

Init +4; **Senses** darkvision 60 ft., low-light vision;

Perception +5

DEFENSE

EAC 15; **KAC** 15

Fort +3; **Ref** +3; **Will** +0

Defensive Abilities swarm defenses

Immunities construct immunities, swarm immunities

HP 40

OFFENSE

Speed 30 ft., fly 30 ft. (Ex, perfect)

Melee swarm attack (1d4+5 P)

Space 10 ft.; **Reach** 0 ft.

Offensive Abilities distraction (DC 12), metal morass

STATISTICS

Str +2; **Dex** +4; **Con** –; **Int** +0; **Wis** +1; **Cha** –1

Skills Acrobatics +10 (+18 to fly), Disguise +5 (+15 to mimic an object), Stealth +5

Other Abilities mimic object

ECOLOGY

Environment any

Organization solitary, pair, or team (3-9)

SPECIAL ABILITIES

Metal Morass (Ex) A nanobot mimic surrounds foes it

shares a space with, making it hard for them to escape.

A creature that starts its turn in the same space as a nanobot mimic must succeed at a DC 12 Reflex save or become entangled for 1 round.

Mimic Object (Ex) A nanobot mimic can observe and register into internal memory a number of technological items equal to its CR.

A given registered object can weigh no more than 2 bulk.

As a full action, the mimic can arrange itself into one item it has registered, taking on the appearance of that item but not its function. While in this form, the nanobot mimic loses its swarm defenses and swarm immunities, has EAC and KAC 10, gains a +10 bonus to Disguise checks, and has hardness equal to 5 + its CR. A mimic in object form can assume its swarm form as a move action or a reaction to taking damage.

Rumored to be the invention of a malicious roboticist, nanobot mimics take the appearance of technological objects, using the deception to launch surprise attacks. Each mimic is a swarm of nanobots that interlock to imitate an item. When a would-be looter picks up the nanobot mimic, the construct dissolves into a dark and silvery cloud of its component nanobots. These then swarm the victim, hindering and attempting to disassemble it.

Nanobot mimics are often quasi-legal. They see some licensed use as security. However, criminals use these constructs far more often, since they serve as fine traps for investigators. Clever scofflaws make mimics look like illegal objects to draw attention. When a detective noses into an area and finds the mimic, the creature not only attacks and makes the target more vulnerable to other attacks, but can also dispose of the body.

The constructs have a penchant for escaping confinement, though, especially after they take significant damage, causing their programming to become faulty. When free of the control of another being, such mimics still follow their (possibly impaired) directives. Intermittently, the mimic takes the shape of various objects it sees other creatures using. It then, without real intent, attacks anyone who picks up the false object. A number

of bizarre "murders" on Absalom Station turned out to be the doings of an escaped nanobot mimic.

STATIKETE

CR
15XP
51,200

N Gargantuan magical beast

Init +9; **Senses** blindsense (electromagnetism) 60 ft., darkvision 60 ft., low-light vision; **Perception** +26**DEFENSE** **HP** 275 **RP** 6**EAC** 29; **KAC** 31**Fort** +17; **Ref** +19; **Will** +15**Defensive Abilities** electricity absorption, void adaptation;**Immunities** electricity**Weaknesses** electrical feeder**OFFENSE****Speed** 40 ft., fly 120 ft. (Su, perfect)**Melee** bite +26 (8d6+20 E & P; critical energy discharge)**Ranged** shock blast +29 (5d8+15 E; critical stunned)**Space** 20 ft.; **Reach** 15 ft.**STATISTICS****Str** +5; **Dex** +9; **Con** +7; **Int** -3; **Wis** +0; **Cha** -2**Skills** Acrobatics +31 (+39 to fly), Athletics +26**ECOLOGY****Environment** any**Organization** solitary or pair**Other Abilities** spaceflight**SPECIAL ABILITIES****Electricity Absorption (Ex)** Whenever a statikete's

electricity immunity prevents it from taking damage, it regains 1 Resolve Point.

Electrical Feeder (Ex) A statikete

reduced to 0 Resolve Points loses access to its shock blast attack, and its bite attack deals half damage and deals only piercing damage.

Energy Discharge (Ex) When astatikete scores a critical hit with its bite attack, the target and all technological objects the target holds or carries are affected as if as by the *discharge* spell. If any target is affected by this effect, the statikete regains 1 Resolve Point.**Shock Blast (Ex)** A statikete can

spend 1 Resolve Point to fire its shock blast as an attack with a range increment of 120 feet.

Lurking in the shadows of space, especially among debris such as the asteroids of the Diaspora, statiketes are lamprey-like creatures that drain electricity and use it to fire powerful shock blasts at foes.

They can attach to passing starships, and they pose a grave danger to crews.

A typical statikete is about 20 feet long. Its body, which has heavy crystalline and metallic elements, weighs about 15 tons.

Although a statikete doesn't function as a starship, its body and skeleton can be fitted to serve as a starship frame.

STATIKETE FRAME**Size** Tiny**Maneuverability** perfect (+2 Piloting, turn 0)**HP** 25 (increment 5); **DT** –; **CT** 5**Mounts** forward arc (1 light)**Expansion Bays** –**Minimum Crew** 1; **Maximum Crew** 1**Cost** 5**SPECIAL ABILITIES****EMP Dispersal (Ex)** When a starship built with a statikete

frame is hit with an EMP weapon, it reduces the duration of that weapon's effect by half, rounded down to a minimum of 0 rounds.

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SWARM CONVECYTE

CR
2

XP
600



CE Large monstrous humanoid

Init +1; **Senses** blindsense (vibration) 30 ft., darkvision

60 ft.; **Perception** +7

DEFENSE

EAC 13; KAC 15

Fort +6; Ref +4; Will +3

Defensive Abilities Swarm mind; **Immunities** acid, fear effects

OFFENSE

Speed 30 ft.

Melee slam +11 (1d6+4 B)

Space 10 ft.; **Reach** 5 ft.

Offensive Abilities acid burst (2d4+4 A, DC 11)

STATISTICS

Str +2; Dex +1; Con +4; Int +0; Wis +0; Cha +0

Skills Acrobatics +7, Athletics +12, Survival +7

Languages Shirren; telepathy 100 ft.

Other Abilities Swarm carrier

ECOLOGY

Environment any

Organization solitary or troop (2-5 plus 2 Medium-sized Swarm creatures for each convecyte)

SPECIAL ABILITIES

Acid Burst (Ex) When a convecyte dies, its protective plates crack and explode, showering an area with their acidic contents. Every creature within a 20-foot burst (including those within the convecyte) takes 2d4+4 acid damage (Reflex DC 11 half).

Swarm Carrier (Ex) A convecyte can carry a number of creatures under its chitinous layers, giving each creature DR 10/– and full cover from attacks while they rest inside, though such creatures can't act while inside a convecyte. A convecyte can carry four Small or two Medium creatures this way and can deposit them in adjacent squares as a swift action.

Swarm Mind (Ex) Members of the Swarm are bound together into a singular hive mind by a blend of exuded pheromones, imperceptible movements of antennae and limbs, electrostatic fields, and telepathic communication. All Swarm creatures with 30 feet of each other are in constant communication; if one is aware of a threat, all are. (Such awareness can spread along a "chain" of Swarm creatures under appropriate circumstances, potentially alerting distant Swarm creatures). In addition, once per round when within 30 feet of another Swarm creature, a Swarm creature can roll twice and take the better result on a saving throw against a mind-affecting effect.

A swarm convecyte has several interlocking plates of rigid chitin that run along its back and sides. Underneath these plates are hollow cavities that a convecyte can use to hide and transport smaller creatures. An acidic fluid runs through its plates, providing a last-minute bit of defense in the event that the convecyte is killed in battle, though it could be considered a liability if the creatures it is protecting aren't also immune to acid.

The remainder of a convecyte's body is dedicated to generating enough energy for the creature to be able to heft these plates around and carry passengers. As such, a convecyte needs to consume twice as many calories per day as another creature of its size, making its body warm to the touch and elevating the temperature within its body cavities to nearly 90° F. The Swarm use convecytes to transport other Swarm creatures into battle, but only on planets where the terrain isn't too difficult.

A Swarm convecyte is about 12 feet long and stands about 8 feet at its shoulder.



SWARM DREDGER

CR
1/2XP
200

CE Small monstrous humanoid

Init +2; **Senses** blindsense (vibration) 60 ft., darkvision60 ft.; **Perception** +4**DEFENSE****EAC** 10; **KAC** 12**Fort** +2; **Ref** +4; **Will** +2**Defensive Abilities** Swarm mind; **Immunities** acid, fear effects**OFFENSE****Speed** 30 ft., burrow 20 ft.**Melee** attach +7 or

claw +7 (1d6+3)

STATISTICS**Str** +3; **Dex** +2; **Con** +1; **Int** +1; **Wis** +0; **Cha** +0**Skills** Acrobatics +9, Athletics +4, Stealth +4**Languages** Shirren (can't speak); telepathy 100 ft.**ECOLOGY****Environment** any**Organization** pair or pack (3-12)**SPECIAL ABILITIES**

Swarm Mind (Ex) Members of the Swarm are bound together into a singular hive mind by a blend of exuded pheromones, imperceptible movements of antennae and limbs, electrostatic fields, and telepathic communication. All Swarm creatures with 30 feet of each other are in constant communication; if one is aware of a threat, all are. (Such awareness can spread along a "chain" of Swarm creatures under appropriate circumstances, potentially alerting distant Swarm creatures). In addition, once per round when within 30 feet of another Swarm creature, a Swarm creature can roll twice and take the better result on a saving throw against a mind-affecting effect.

Among the more insectile Swarm components, these creatures each have a swept-back, segmented carapace and a set of three mandibles covered in hooked barbs. A Swarm dredger uses these barbs to firmly attach itself to its foe and then cuts into the prey's flesh with one of its claws. It can also use these claws to burrow through clay, dirt, or mud. Though a Swarm dredger's head is different from its Swarm brethren, it does have segmented

visual organs at the base of its "neck" protected by ridges in its carapace. It can see in the dark with these eyes and it bristles with hundreds of tiny, nearly invisible setae that sense vibrations in the nearby air.

The Swarm uses dredgers like mobile tools, digging trenches to divert rivers and streams, creating shafts to important resources collected by other Swarm, and burrowing behind enemy lines to cause chaos for larger Swarm components to take advantage of. Swarm dredgers never act alone, and a large enough pack of them can quickly alter the terrain of a battlefield, forming furrows and dugouts to hinder anyone attempting to use land-based vehicles against the Swarm.

A typical Swarm dredger is approximately 3 feet long and has a black, red, and orange carapace.

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SWARM FLEETFURY

TIER
1/3

XP
VARIES



CE Tiny starship monstrous humanoid

Speed 12; **Maneuverability** good (turn 1)

AC 15; **TL** 15

HP 35; **DT** –; **CT** 7

Shields none

Attack (Forward) light torpedo launcher (2d8)

Power Core Micron Light (50 PCU); **Drift Engine** none;

Systems basic short-range sensors, basic computer, mk 2 armor, mk 2 defenses; **Expansion Bays** none

Modifiers +2 Computers (sensors only)

Other Abilities fleet mind, living starship, void adaptation

CREW ACTIONS

Pilot Computers +7 (1 rank), Piloting +8 (1 rank)

Gunner gunnery +5 (1st level)

ECOLOGY

Environment any vacuum

Organization pair or wing (3-6)

SPECIAL ABILITIES

Fleet Mind (Ex) Like the individual Swarm components,

Swarm starships are bound together into a singular hive mind through a blend of radio, quantum, and telepathic communication. All Swarm starships within 10 hexes of each other are in constant communication; if one is aware of a threat, all are. (Such awareness can spread along a "chain" of Swarm starships under appropriate circumstances, potentially alerting distant Swarm vessels.) Swarm vessels can also communicate telepathically with all Swarm creatures within 10 hexes.

Living Starship (Ex) A fleetfury is a collection of symbiotic creatures so large that it functions as a starship

(and thus engages in only starship combat). A network of connected brains commands these bioengineered Swarm components that act as a unified organism. This network allows the fleetfury to take crew actions using the skill bonuses, ranks, and level listed in Crew Actions above. Modifiers for the fleetfury's size, speed, and maneuverability are already factored into its statistics. Critical damage to life support instead damages this network of brains, with the critical effect applying to gunnery checks, in addition to any penalties from weapons array critical damage. Critical damage to crew has no effect on a fleetfury, due to the adaptability of its components.

Swarm fleetfuries are composed of several living bioengineered components crafted into the shape of a small, maneuverable starship. Like the members of the Swarm, fleetfuries have the ability to telepathically communicate with all other Swarm starships, acting with a single purpose without the need for a central command ship. Fleetfuries are often used as weapons of terror, deployed in massive numbers separated into individual wings to overwhelm and demoralize enemies.

An individual fleetfury isn't particularly well equipped or well armored for an extended battle. Its only weapon is an organic torpedo launcher, which a fleetfury can fire only five times before it loses its offensive capabilities. At that point, a fleetfury usually abandons combat, as another group of vessels closes in. A Swarm armada usually launches wave after wave of fleetfuries at the start of massive space battles, knowing that most of them will be destroyed in the fracas, though at great cost to their foes.

SWARM VORPHOMA

CR
1XP
400

CE Medium monstrous humanoid

Init +4; Senses darkvision 60 ft.; Perception +5

DEFENSE**EAC 10; KAC 11****Fort +3; Ref +3; Will +4****Defensive Abilities** Swarm mind; **Immunities** acid, fear effects**HP 16****OFFENSE****Speed** 30 ft., fly 30 ft. (Ex, average)**Melee** bite +3 (1d4+2 P) or

claw +3 (1d6+2 S)

Ranged arm barb +5 (1d4+1 P plus venom)**Spell-Like Abilities** (CL 1st)

1/day—fear (1st level, DC 14), lesser confusion (DC 14)

0 (at will)—daze (DC 13), ghost sound (DC 13)

ECOLOGY**Environment** any**Organization** solitary, pair, or pack (3-5)**SPECIAL ABILITIES****Arm Barb (Ex)** As a ranged attack, a vorphoma can shoot a finger-sized barb from one of its arms with a range increment of 60 feet. A vorphoma can shoot a total of 8 barbs before it must take 10 minutes to regrow them.**Swarm Mind (Ex)** Members of the Swarm are bound together into a singular hive mind by a blend of exuded pheromones, imperceptible movements of antennae and limbs, electrostatic fields, and telepathic communication. All Swarm creatures within 30 feet of each other are in constant communication; if one is aware of a threat, all are. (Such awareness can spread along a “chain” of Swarm creatures under appropriate circumstances, potentially alerting distant Swarm creatures). In addition, once per round when within 30 feet of another Swarm creature, a Swarm creature can roll twice and take the better result on a saving throw against a mind-affecting effect.**Venom (Ex)** A living creature that takes damage from an arm barb must succeed at a DC 12 Fortitude save or be sickened for 1d3 rounds.

Swarm vorphomas resemble humanoid stick insects with piercing mandibles. They can eject the spines growing from their arms as dangerous ranged projectiles. These barbs are coated with a numbing enzyme that slows a living creature's reactions. Vorphomas also have the ability to fly and can mentally sow fear and confusion in the minds of their enemies. With

multi-segmented bodies of dark mottled chitin, vorphomas are innately stealthy.

A vorphoma often operates alone, in pairs, or in small packs of five or fewer. They are usually sent behind enemy lines to terrorize and soften up the Swarm's foes before larger units begin their assault. A vorphoma instinctively targets the weakest-looking enemies with its spell-like abilities from the shadows or from heights that are difficult to reach. If it is spotted, it then begins flinging its arm barbs at its prey. It resorts to melee combat only when it runs out of ammunition, descending from the skies to bite ravenously or claw at its chosen enemies.

A typical Swarm vorphoma is approximately 5-1/2 feet tall, though its lanky form and its wings often make it seem taller.

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CODEX OF WORLDS

SUSKILLON

Remote World of Industry and Farmland

Diameter: $\times 1$; **Mass:** $\times 1-1/4$

Gravity: $\times 1$

Location: The Vast

Atmosphere: Normal

Day: 26 hours; **Year:** 298 Days

The fifth planet from its system's sun, Suskillon features a diverse range of biomes and plentiful resources. Two major continents in opposing hemispheres, known as Alappu Major and Alappu Minor, make up the majority of the planet's land. Oceans account for the rest of the planet's surface, with thousands of basalt rocky island archipelagos speckled between the mainlands. The northern reaches of Alappu

Major are a large semiarid desert, while the rest of the massive continent features plains, rolling hills, and mountain ranges. The most notable geographical feature of Alappu Minor is a massive freshwater lake known as the Stone Sea, which surrounds a dormant volcano. The lake gets its name from the billions of pieces of pumice stone that float on its surface.

Due to the tilt on Suskillon's axis and the ecliptic orbit it follows around its sun, every few years the planet experiences radical weather patterns. Known locally as "Dry Summers" and "Dead Winters," these two seasons last a couple of extra months and present more extreme temperatures. The planet is home to a diverse ecosystem, from the scavenging Aluppan dart weasel to the deadly brush stalker. Much like grasses on other worlds, Suskillon trees have thick trunk-like stalks and inner cavities that collect rain water.

Sapient life evolved on Suskillon millennia ago and has long since adapted to the planet's unusual weather patterns. Humans make up the vast percentage of the population and have spread across the entirety of the planet. All are citizens of a worldwide democracy that was formed at some point during the Gap, with a governing body consisting of a president, a forum of magistrates that interpret major legal decisions, and regional governors who meet on a yearly basis to discuss policy. The seat of this government is in the capital city of Brinnoa on Alappu Major. The remainder of Suskillon is divided into a few large megaplex cities, agrarian farming regions, mining facilities, and the occasional spaceport.

Shortly after the Gap, several thousand members of the shirren race were welcomed on Suskillon during their flight from the Swarm, bringing the worship of Hylax with them to the region. While the rest of the shirren continued with their exodus, the immigrants who settled on Suskillon quickly integrated into the planet's society and have grown to make up about 18 percent of the current populace. In 87 AG, explorers from the Pact Worlds, directed by descendants of the shirrens who passed through that system, made peaceful contact with Suskillon. To this day they remain trading partners with strong diplomatic ties, and some citizens of the Pact Worlds and the Veskarium have since migrated to Suskillon (and vice versa). However, they have yet to enter a formal alliance.

Over the past 2 centuries, Suskillon's civilization has begun to expand further into the system, colonizing the system's third planet Utraneus and setting up scientific research facilities on various moons. To combat the threats of pirates and other interstellar dangers, the once-terrestrial Suskillon Defense Force, or SDF, has since branched out into space. The SDF's Space Corps has been tasked with the responsibility of defending the planet and its outlying interests and is the most prestigious posting of Suskillon's military.

NEXT MONTH

THE LAST REFUGE

By Mara Lynn Butler

With a handful of survivors from Suskillon, the heroes travel to Utaneus, a nearby colony world, and its capital of New Grakka, a large metropolis straining to take in thousands of refugees. The PCs must deal with a doomsday cult and clear out a series of caverns beneath the city that could provide shelter and protection if the Swarm attack this planet.

THE SHIRREN EXODUS

By Lacy Pellazar

Once a part of the monolithic Swarm, the shirren species gained its freedom in the days after the Gap. Learn how the shirrens escaped and eventually made it to the Pact Worlds.

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FATE OF THE FIFTH

CAMPAIGN OUTLINE

PART 1: THE BATTLE OF BRINNOR

PART 2: THE SCOURING OF SAHTOR

PART 3: THE FALL OF SUSKILLON

BATTLING THE SWARM

A PLAGUE OF LOCUSTS

ALIEN ARCHIVES

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TERMINUS WILD

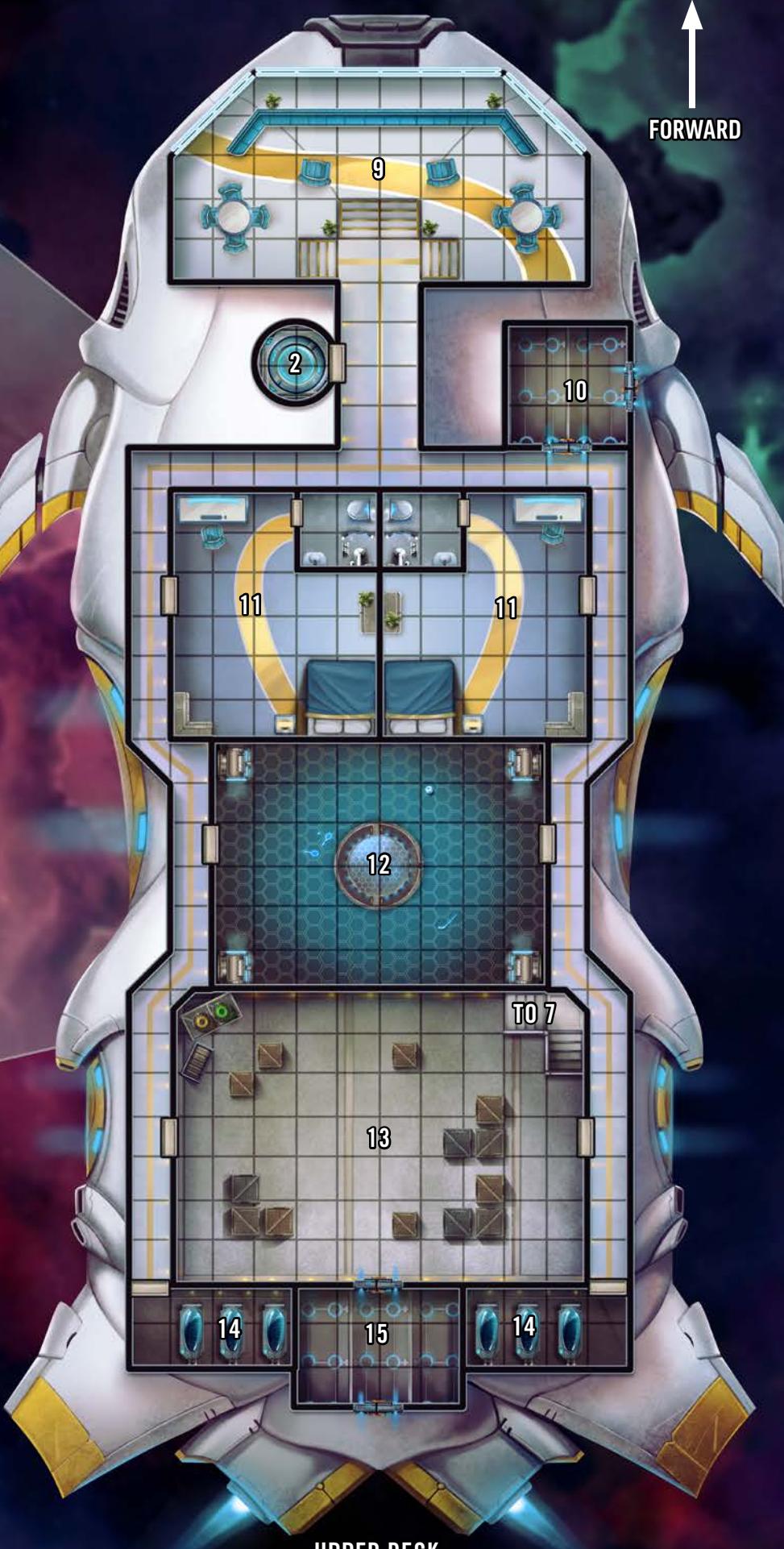
1 SQUARE = 5 FEET



LOWER DECK

MAP KEY

1. Bridge	6. Captain's quarters
a. Pilot's station	7. Engineering
b. Science officer's	8. Power core
station	9. Observation deck
c. Captain's chair	10. Airlock
d. Gunnery stations	11. Guest quarters
2. Lift	12. HAC
3. Galley	13. Cargo bay
4. Crew quarters	14. Escape pods
5. Crew lavatory	15. Cargo airlock



UPPER DECK

↑
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