

SHE3-03

Shades of Gray

A Continuous Two-Round D&D LIVING GREYHAWK[®] Sheldomar Valley Meta-Regional Adventure

Version 1.2

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A trail of brutally mauled bodies leads to dark secrets of Geoff's past. Bodies of humans, elves, gnomes, and even orcs have been found. Legends say an unnatural hound has peacefully haunted the Stark Mounds for over a hundred years. Why has it turned to destruction now? Portents indicate that Ur-Flan magic has been unleashed somewhere in the Stark Mounds. Is the answer a doom from the past, the key to salvation, or both? A Sheldomar Valley meta-regional adventure for APLs 6 to 12.

Based on the original DUNGEONS & DRAGONS[®] rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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Introduction

This is an RPGA® Network scenario for the Dungeons & Dragons® game. A four-hour time block has been allocated for each round of this scenario, but the actual playing time will be closer to three and a half hours. The rest of the time is spent in preparation before game play, and scoring after the game. The following guidelines are here to help you with both the preparation and voting segment of the game. Read this page carefully so that you know and can communicate to your players the special aspects of playing an RPGA scenario.

Preparation

First you should print this scenario. This scenario was created to support double-sided printing, but printing it single sided will work as well. There is enough room along the inside margin to bind the adventure, if you desire.

Read this entire adventure at least once before you run your game. Be sure to familiarize yourself with any special rules, spells, or equipment presented in the adventure. It may help to highlight particularly important passages.

When you run an RPGA D&D adventure we assume that you have access to the following books: the *Player's Handbook*, the *Dungeon Master's Guide*, and the *Monster Manual*. We also assume that you have a set of dice (at least one d4, d6, d8, d10, d12, and d20), some scrap paper, a pencil, an RPGA scoring packet, and your sense of fun. It is also a good idea to have a way to track movement during combat. This can be as simple as a pad of graph paper and a pencil, as handy as a vinyl grid map and chits, or as elaborate as resin dungeon walls and miniatures.

Instruct the players either to prepare their characters now, or wait until you read the introduction, depending on the requirements of the scenario as described in the introduction.

Keep in mind that you must have at least three players (not counting the DM), for the game session to be a sanctioned RPGA event. As well, you cannot have more than six players participating in the game.

Once you are ready to play, it is handy to instruct each player to place a nametag in front of him or her. The tag should have the player's name at the bottom, and the character's name, race, and gender at the top. This makes it easier for the players (and the DM) to keep track of who is playing which character.

The players are free to use the game rules to learn about equipment and weapons their characters are carrying. That

said, you as the DM can bar the use of even core rulebooks during certain times of play. For example, the players are not free to consult the *Dungeon Master's Guide* when confronted with a trap or hazard, or the *Monster Manual* when confronted with a monster.

Some of the text in this scenario is written so that you may present it as written to the players, while other text is for your eyes only. Text for the players will be in gray boxes. It's strongly recommended that you paraphrase the player text instead of reading it aloud. Some of this text is general and must be adapted to the specific situation or to actions of the player characters.

Scoring

After the players have completed the scenario or the time allotted to run the scenario has run out, the players and DM score the game. The RPGA has three ways to score its games. Consult your convention coordinator to determine which method to use for this scenario:

1. No-vote scoring: The players write their names and RPGA numbers on the scoring packet grid. You fill in the top of the grid. That is all. No one is rated. This method is used for people who are just playing for fun.
2. Partial scoring: The players rate the game master and the scenario on their player voting sheet, and provide personal information, but don't vote for other players. The game master rates the scenario and completes personal and event information, but does not rate the players as a team or vote for players. This method is used when there is no competition, but the event coordinator wants information on how the game masters are performing, or the game master wants feedback on his or her own performance.
3. Voting: Players and game masters complete the entire packet, including voting for best player. If this method is used, be sure to allow about 15-20 minutes for the players to briefly describe their characters to the other players, and about 5-10 minutes for voting. This method is used when the players want to know who played the "best" amongst the group, or when the adventure is run in tournament format with winners and prizes.

When using voting, rank the players in order of your voting choice while they are completing their forms, so that you are not influenced by their comments on your abilities. It's a good idea to have the players vote while you determine treasure and experience awards for the scenario.

After voting, give the Scoring Packet to your event coordinator.

This is a LIVING GREYHAWK Adventure. As a LIVING adventure it is expected that players bring their own characters with them. If players do not have a LIVING GREYHAWK character generated, get a copy of the current LIVING GREYHAWK character generation guidelines, and a character sheet from your convention coordinator or the RPGA Web site, and then have any players without a character create one. Once all players have a LIVING GREYHAWK character, play can begin.

Along with the other materials that you are assumed to have in order to run a D&D game, it is also recommended that you have a copy of the LIVING GREYHAWK *Gazetteer*.

Living Greyhawk Levels of Play

Because players bring their own characters to LIVING GREYHAWK games, this adventure's challenges are proportioned to the average character level of the PCs participating in the adventure. To determine the Average Party Level (APL):

1. Determine the character level for each of the PCs participating in the adventure.
2. If PCs bring animals that have been trained for combat (most likely being war horses, dogs trained for war), other than those brought by virtue of a class ability (i.e. animal companions, familiars, paladin's mounts, etc) use the sidebar chart to determine the number of levels you add to the sum above. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.
3. Sum the results of 1 and 2, and divide by the number of characters playing in the adventure. Round to the nearest whole number.

4. If you are running a table of six PCs, add one to that average.

Mundane Animals Effect on APL		# of Animals			
		1	2	3	4
CR of Animal	1/4 & 1/6	0	0	0	1
	1/3 & 1/2	0	0	1	1
	1	1	1	2	3
	2	2	3	4	5
	3	3	4	5	6
	4	4	6	7	8
	5	5	7	8	9
6	6	8	9	10	
7	7	9	10	11	

By following these four steps, you will have determined the APL. Throughout this adventure, APLs categorize the level of challenge the PCs will face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

APL also affects the amount of experience you may gain at the end of the adventure. If your character is three character levels or more either higher or lower than the APL this adventure is being played at, that character will receive only half of the experience points awarded for the adventure. This simulates the

face that either your character was not as challenged as normal, or relied on help by higher-level characters to reach the objectives.

Note: LIVING GREYHAWK adventures are designed for APL 2 and higher. Three or four, or sometimes even five 1st-level characters may find difficulty with the challenges in a LIVING GREYHAWK adventure. If your group is APL 1 there are three things that you can do to help even the score.

1. Attempt to create a table of six 1st-level characters, or try to enlist higher-level characters to play at that table.
2. Advise characters to buy riding dogs to help protect them, and fight for them. All riding dogs are considered trained to attack. PCs who want their dogs to attack must succeed at a Handle Animal or Charisma check (DC 10). Failure indicates that the animal will not attack that round. This is a free action (spoken command) that may be attempted each round. If an animal loses half or more hp in a single round it flees, unless another check is successful.

Time Units and Upkeep

This is a standard two-round Meta-Regional adventure, set in the Sheldomar Valley. Characters native to the Sheldomar Valley (Meta-Region One) pay one Time Unit per round, all others pay two Time Units per round. Adventurer's Standard Upkeep costs 12gp per Time Unit.

Rich Upkeep costs 50gp per Time Unit. Luxury Upkeep costs 100gp per Time Unit.

Is It a Full Moon?

Since the hazards of lycanthropy are a current part of the LIVING GREYHAWK campaign, it may be necessary to determine if this adventure takes place during a full moon. For game purposes, the full moon lasts three days of each month. For a given scenario that does not state the phase of the moon, roll 1d10 before play begins. On a result of 1, the first day of the scenario is a night of the full moon (roll 1d3 to determine where in the sequence of three nights it falls).

Adventure Background

Shades of Gray is set in the Grand Duchy of Geoff and the Stark Mounds. The adventure begins outside the gates of the fortified town of Preston in the wee hours of the morning in the summer of CY 593. At this time, a strong force of giants and their humanoid minions hold the Grand Duchy's capitol city of Gorna. An army from Keoland has been sent to assist Geoff in its attempt to retake Gorna, and it is about to start marching. Unfortunately, the most direct route for the Keoish army is across the Stark Mounds. The Stark Mounds have been inhabited, for at least 140 years, by nearly 5,000 undead swordwraiths. If a clear path is not found or created, the Keoish army will take heavy casualties prior to the Battle of Gorna as well as be seriously delayed. Even with the full support of the Keoish army the battle for Gorna promises to be a very close battle.

Additionally, the town of Preston's garrison has been reduced to its lowest level since it was liberated. Unusual occurrences near Preston are not being investigated due to a lack of personnel.

Tales of a huge gray hound dog inhabiting the western reaches of the Stark Mounds can be traced back at least 140 years. These tales always describe the hound as sad but friendly; a help to travelers in the region; and an avenger that strikes at the giants and their minions.

The stories of the hound changed drastically approximately four months ago and began to spread quickly. The tales are no longer obscure. These local stories tell of a crazed monstrous hound assaulting orc, human, elf, and gnome and leaving only torn bodies behind it. The hound was recently sighted near Preston. This is a considerable distance from its "traditional" territory.

Five months ago, the arcane researchers and intelligence officers of the giant army analyzed some papers seized

years ago for the first time. The papers include hints and clues to the creation and control of the swordwraiths. Unbeknownst to Geoff and its allies, a manor house in the Stark Mounds, west of Gorna, was refurbished and outfitted by a special operations squad under the command of a very powerful giant arcanist. The rituals used to create and control the swordwraiths require Ur-Flan magic. To avoid being turned into undead or otherwise cursed themselves, the giant arcanists used a powerful runic *geas* spell to enslave their most powerful captive wizard and force him to research the rituals. The giants left some skilled but expendable minions to guard the captive wizard. The giants hope to gain control of the swordwraiths and use them against the Grand Duke's army.

The swordwraiths in the Stark Mounds fight all evil humanoids and people from Keoland. Gnomes and Gyri are not harmed or attacked. Each swordwraith possesses two spirits; one is the trapped Keoish soldier who is in constant torment and the second that of the dark possessing spirit. If destroyed, the dark spirit is released and the Keoish soldier's mortal soul is utterly destroyed and never reaches everlasting bliss in the higher planes. If the spell can be ended, the dark spirit loses its hold over the victim and the victim's soul passes into the appropriate afterlife.

Four months ago, the enslaved gnome wizard, Jorry, made a breakthrough. He twisted his orders sufficiently so that he was able to use the giant's humanoid minions as test subjects. These subjects are released after the experiments are done to help spread the curse and evaluate its ability to aid the giant army.

The test subjects remain able to infect others with Ur-Flan magic. This magic is the Rite of Possession that binds a swordwraith spirit to a living creature. The initial ritual inserts multiple dark spirits into the subject. One spirit wrests control of the body from the innocent victim. That victim can, in turn, pass along the others that inhabit that body. One passes with each touch. Once under the influence of the Rite of Possession a living creature eventually turns into a swordwraith. Only those victims originally possessed by multiple wraiths can spread the affliction by touch. Once they turn into swordwraiths or are killed they are no longer "contagious." Unlike the existing swordwraiths, the newly created swordwraiths attack anything living except other creatures undergoing the transformation into swordwraiths.

As a result, some stories about new swordwraiths wandering the Stark Mounds are beginning to spread. The new ones are notable for three reasons: 1) they are moving, 2) they attack anything living they come across,

and 3) they might be orc, giant, or other humanoid in addition to the usual mix of human or elf.

The Hound, Ian, was an associate of Vargalian, the high mage of Geoff that created the original swordwraiths. He is infected by a dark spirit and has to stay in hound form to stop himself from turning into a swordwraith. He had been observing Jorry's work in the hopes that the gnome would find a cure. Once he realized that the experimental victims were spreading the corruption, Ian took action. He began slaying anyone possessed to prevent an Ur-Flan epidemic. Thus the innocents he is attacking are actually swordwraiths waiting to happen.

About Preston

Preston is a town in Geoff recently liberated from the giant invaders. The giants built large earthen walls around the original town. The town is located on the edge of the Oytwood and the Javan River. It is slowly becoming a trading center in addition to its current purpose of a military staging area. Within the last few days, 90% of the soldiers stationed at Preston have begun marching towards Gorna, Geoff's former capitol city.

As a result there are no horses or other animals left in or near the town that can be used for transportation. The few remaining horses are for use only by the Army of Liberation and will not be made available to the PCs.

Additionally, the giants have done something to make extra-planar travel quite precarious for many miles surrounding Gorna. Anyone attempting *ethereal jaunts*, *teleports*, *shadow walk*, *blink*, *plane shift*, or other such spells are shunted to a random empty spot in the city of Istivin in Sterich. This extra-planar interference affects everywhere west of Preston that is mentioned in this module. South of the Stark Mounds or 10 miles deep into the Crystalmists (well past the Keep of Storm Mountain) the interference ends. This applies throughout the entire scenario. If a player tries to cast a spell of that nature, warn them what the likely outcome will be if they make a Spellcraft check (DC 15). Oddly, *dimension door* is not affected by this effect.

Adventure Summary

The theme of this adventure, as is quite obvious from the text, is that not every person is good or evil. Good people sometimes do evil things – sometimes with the best of intentions. Sometimes evil persons do good things. The major NPCs in this module such as Burkan, Vargalian, Ariel, and Jorry are strong examples of such moral conflicts.

These NPCs set up various ethical dilemmas that the party must face. This is the essence of this module – not the brutal battles or the extensive traveling (although those play a part as well.) It is up to the DM to make those dilemmas interesting. If the DM simply lets a party choose a moral path without complicating the moral issues, he is not doing his job. An example would be the final decision in which they get to choose to release the wraiths forever, or turn the wraiths upon the enemy occupiers of Gorna to save the lives of thousands. If they quickly choose one option, point out the arguments on the other side so they can at least understand the ramifications of their actions.

In this adventure, the Hound begins the action. The Hound kills those persons cursed by the swordwraiths unleashed by Jorry the Gnome. The PCs must track down the source of the current evil possessive magic in Round One. They experience various encounters that give them further clues as to what is occurring. One such incident is an ethical dilemma in which they are presented the choice between trying to heal Steffan (who hosts a swordwraith and will soon become one) or let him die so that more clues are revealed to the party and Burkan.

Later, they find the gnome, Jorry and learn what they can from him and his documents. It is clear that they must go to the source of the original swordwraiths. The original source is Vargalian's keep known as the Mountain of Storms. There is a map showing its approximate location in the documents Jorry has access to in the manor. Befriending Ian the Hound makes it much easier to find the keep. Another ethical dilemma presents itself. Jorry asks that they party kill him to stop him in his work. He is a good person, forced against his will to work evil and there is no other way out.

Round Two consists of getting to the keep, exploring it and finding out about the tragedy that befell Vargalian and his arcane associates.

Once they have defeated Vargalian, who is undead and quite mad, they are faced with a choice: free the soldiers that were turned into swordwraiths or use the swordwraiths to attack Gorna. If a swordwraith is killed by violence, the soul of the original person is destroyed as the dark spirit is destroyed. If the soldiers are set free by a breaking of the Rite, then their souls are free to peacefully depart this world, *reincarnate*, etc. If the swordwraiths are used to assault Gorna thousands of lives in the Grand Duke's army and his allied forces are saved; however' it also destroys the souls of the men that Vargalian turned into swordwraiths.

Important Notes: All major NPCs have character notes in Appendix II. Understanding the motivations and strategies of the major NPCs is vitally important in this module.

Because of the many role-playing opportunities in this adventure, it has the possibility of running very long. If you are running the adventure in a situation that has a time limit (such as a convention or gameday), please try to keep to the time estimates given for each encounter. This will help you get through the adventure in approximately eight hours.

Introduction

(10 minutes)

The adventure begins in the village of Preston (see **DM Aid: Map #1** for a map of the major locations in this scenario). Ask the players to decide on a reason they traveled to Preston but ask them not to reveal their reason until it becomes appropriate, if it ever does. Use the suggestions below to spur their imagination. Find out if any of them were traveling together. Unless they were traveling together, the first time they meet is likely to be at the Smiling Frog Inn.

Suggested reasons for why the PCs have come to Preston:

- to become involved in Geoff's attempt to throw the giants out of its capitol city of Gorna;
- to track down and stop the monstrous hound haunting the Stark Mounds;
- to trade with the elves of the Oytwood (since the Oytwood was cleared Preston has begun to become a trading center because of its location on the river and proximity to the elves);
- any personal reason they can come up with on their own;
- or in response to orders or information from a meta-organization.

The walled town of Preston was nearly deserted when you arrived late last night. While still acting mostly as a military outpost, Preston is growing now that the Oytwood is clear of giants. One of the first permanent buildings not used by the military was a tavern that has since grown to be an inn. The Smiling Frog is the only inn inside the walls of Preston.

Conversation with the keeper of the Smiling Frog Inn confirmed that the majority of the garrison has been mobilized for the upcoming assault to take Geoff's capitol, Gorna, back from the giants. The little conversation that took place in the common room is

grim. Rumors say that scouting reports indicate Gorna might be too well defended. If Geoff wins the battle, even with all of its allies, it will be with heavy losses.

In any event, you have heard that the few soldiers remaining behind to garrison the fort have never seen combat and are quite inexperienced. Aside from a few merchants you are the only occupants of the inn.

At this point, allow the party to introduce themselves to each other and talk for a bit. If they go too long and you need to get the action moving, have the barkeep close up the common room for the night and hurry the PCs to bed. Unless the PCs specify some other action they should be asleep when the next event occurs.

In the wee hours of the morning, have the PCs make Listen checks (DC 5). If successful, the PCs awake to hear:

"Monsters! Murder! Marauders!"

A very loud alarm bell ringing awakens you fully. Shouts continue from the streets, "Monsters! Murder! Marauders!" It is still dark outside. Only the flickering light from torches carried by a few soldiers running towards the gate comes through the front window of the Smiling Frog.

Assuming that the PCs mobilize and proceed to the gate go immediately to Encounter One.

If the PCs Don't Proceed to the Gate

If the players try to stay in bed or otherwise ignore the alarm the innkeeper pounds on all the guests' doors and tells them an officer of the Army of Liberation has summoned them. If they are hanging around outside the Inn or anywhere else not on the way to the gate, Burkan spots them (wherever they may be) and approaches. Either way they should have been forced into Burkan's presence.

A short man in well-fitting clothes calls out to you. "You there. You look capable enough. Come with me immediately. We have a situation at the gate." The man has a dark purple armband with several stripes tied around his upper left arm. He is obviously addressing you, the adventurers present, not the cowering merchants that were also staying at the Inn.

PCs who are members of the Army of Liberation immediately recognize the armband. It designates the wearer as a member of the Cyvrin – the arcane branch of the Army of Liberation. PCs not part of the Army of Liberation can make that connection with a successful Knowledge (local – Geoff or Sheldomar Valley) check

(DC 10), a Bardic Knowledge check (DC 15), or an other appropriate Knowledge check (DC 15).

Burkan refuses to give the PCs any details until they reach the site of the investigation. Proceed to Encounter One.

Encounter One: Bodies on the Road

(20 minutes)

If Burkan is with the party, change the box text as necessary. Normally Burkan arrives after the PCs have had a chance to examine the scene on their own.

As you head to the gate, the alarm bell stops ringing, but you can see a small mob of obviously inexperienced soldiers milling around Preston's western gate. With Preston's military might elsewhere, they are frightened and disorganized.

It is early morning and still quite dark out. It's clear that the soldiers at the gate are trying to figure out what to do and are standing about with weapons at the ready.

Two half-elven rangers have just died 1,000 feet outside of Preston's western gate. The PCs can easily push past the soldiers to see the mangled bodies on the road beyond the gate. If Burkan is with the party, he pushes through the crowd to reach the corpses. When the PCs reach the scene of carnage, read the following.

In front of you are what used to be two Gyric Rangers, or Olwythi as they are called in Geoff. The two are mercifully dead; their horrendous wounds would undoubtedly be agonizing. A quick examination indicates some clawed and fanged beast attacked them. Their throats are shredded and large pieces of armor have been torn from their bodies. Many of their wounds are on their backs and legs.

There is a large amount of blood on the road and surrounding vegetation. It appears almost black in the lantern light. Four huge bloody paw prints are clearly visible.

What Happened at the Gate

The two rangers were scouts in the Olwythi gan Gyruff of Geoff's Army of Liberation. There were five people in their patrol when they left Preston going southwest toward the Stark Mounds. They encountered a force of orcs only two days out from Preston.

The orcs were victims of the Rite of Possession as performed by Jorry Goldsworth (see Appendix II). Some of the orcs had already turned into swordwraiths and the others would have changed shortly. The Olwythi killed all the orcs. But the Rite of Possession also cursed them. After a brief rest they began to burn the dead orcs.

It was then that a monstrous gray hound, Ian (see Appendix II) attacked and killed three Olwythi. The two remaining rangers, using all their skills and equipment, were able to evade the hound until they were in sight of Preston's gate. That was when Ian finally caught them and tore their throats out. When Ian was sure the rangers were dead and the danger of spreading the wraiths was over he headed back to the Stark Mounds.

Examining the Scene

It is still dark out. The PCs need a good light source to see anything below with a DC above 10.

The PCs may take a moment to look around the area. A successful Spot check gets all of the information at that DC and lower:

- **DC 5:** One ranger is male and the other female. Whatever killed these two didn't discriminate because of gender.
- **DC 10:** A large beast has seriously mauled both bodies. They have no wounds other than those made by tooth and claw.
- **DC 12:** The dead rangers have no weapons in their hands or near their bodies. (**DM Note:** This is because they were running as fast as possible and already discovered that their weapons couldn't hurt the hound.)
- **DC 15:** The PCs note that they have belt pouches, but the backpacks that all Olwythi use are missing.
- **DC 20:** The soldiers standing about have accidentally brushed away some of the footprints. One soldier with reddish hair is obliviously standing on part of the male Ranger's tracks, completely obscuring them. (If reprimanded, they quickly do as they are told by anyone that speaks with a tone of authority.)
- **DC 25:** At first it appears that there are two sets of hound prints, further examination reveals that the beast leapt a large distance during the fight indicating great physical prowess.

The PCs may wish to thoroughly search the bodies. A successful Search check gets all of the information at that DC and lower:

- **DC 10:** There is an empty vial in the man's belt pouch. It once contained a magical potion. There are several stoppers in the pouch also.
- **DC 12:** The woman had a wand tucked into her belt. If the PCs investigate with magic, they can identify it as a *wand of cure light wounds*. It has no charges left.
- **DC 16:** The woman has kept a log in a small book with tiny, scrawling handwriting. The first entry is from four days ago and the second entry from two days ago. Because of the poor penmanship, the PCs need a successful Decipher Script check (DC 8 + the APL) or a *comprehend languages* spell to read the entries.
 - First entry: *"Left Preston early in the morning. We don't expect to encounter any enemy patrols. The army will likely draw most of their raiding parties away from Preston. Ah well, orders are orders."*
 - Second entry: *"Encountered a raiding party of orcs. It's disturbing they were this far east. Most were easy to kill. A few were ... something is coming ..."*
- **DC 20:** One of the rangers has written orders in a scroll case. Unfortunately the case was opened and the orders mostly obscured by blood. However, the signature on the orders is Burkan. And they appear to be orders for scouting in the Stark Mounds. Regrettably, *prestidigitation* of the letter cleans off the blood but removes the ink as well.

When Burkan arrives he notices that the orders have been found, if the PCs have not concealed the orders. If Burkan spots the orders he claims them immediately.

- **DC 25:** The scouts' names are on the inside of their armbands. The man was named Kendall and the woman was named Rose.

The PCs may wish to search for tracks. A successful Wilderness Lore check (for those with the Track feat) gets all of the information at that DC and lower (for those without the Track feat, Search checks are permitted for information at DC 10 or lower):

- **DC 0:** The PCs automatically made this check when they walked up. Several footprints of a giant hound are clearly visible in the bloody dirt.
- **DC 10:** The rangers were not running up the road but were coming in from the southwest through the woods.
- **DC 15:** The tracks of a hound lead southwest from Preston, but disappear after several hundred feet. (**DM Note:** This was the spot that Ian began to use his *pass without trace* ability.)
- **DC 20:** It is obvious that the rangers were running full speed toward the gates of Preston. The hound's prints can be traced back and indicate the Hound was pursuing them for some time before rushing in to attack.
- **DC 25:** From the layout of the bodies, it is clear the woman was killed first and the man died a few seconds later.

If the PCs use divination magic at the scene, they can learn the following:

- A *detect magic* spell reveals there was strong magic on the bodies before death. It is fading fast. So detection spells cast earlier see stronger magic than those cast later in the investigation. A Spellcraft check (DC 20) reveals that the magic has necromantic and transmutation traits. A Spellcraft (DC 25) reveals that the magic is oddly corrupted. It is unclear what this indicates.
- A *detect evil* spell reveals there is evil present on the bodies. (If they intentionally scan Burkan they might notice he radiates slight evil, assuming he is present during the scan.) The evil is also scattered more diffusely around where the rangers' blood is visible and on the surrounding vegetation even more weakly. The evil (other than Burkan's) is also fading.
- A *detect undead* spell reveals that there might have been some undead taint present on the two rangers but this effect is fading quickly.
- If the PCs have detected magic or undead on the bodies then, with a successful Knowledge (arcana), Knowledge (undead) or Knowledge (Old Faith) check (DC 20 + the APL), the PCs realize that the necromantic magic has Ur-Flan roots.

Burkan of the Cyvrin Arrives

Give the parties a little time to make the above checks and investigate the scene. Then have Burkan come out of the gate and interrupt. Adjust this section if Burkan accompanied reluctant PCs to the crime scene.

A short man approaches with an authoritative air. He is accompanied by one of the gate sentries. The man has a dark purple armband with several stripes tied around his upper left arm. The man addresses you all sternly, "Hold there! Be careful with those bodies or you will contaminate the evidence!"

If the PCs have not been careful with the tracks, Burkan adds:

The man strides up to the bodies, "Look, you've already brushed out some tracks. I pray there are no other clues damaged by your clumsiness."

PCs that are in any military organization of Geoff, Keoland or the Gran March instantly recognize the armband as the mark of the "Cyvrin" or Arcane Corp of the Gyric Army of Liberation. Such men are a power unto themselves, regardless of their rank. This one is a Braichdyn, but ranks are rather blurry inside of the Cyvrin. Other PCs can know this knowledge with a Knowledge (Geoff) check (DC 15). If no one knows this information, have one of the guards standing about whisper to his fellows, "hush, its one of the Cyvrin!"

The man walks slowly about the bodies, being very careful where he steps. He pauses and casts some form of spell (Spellcraft DC 15 to realize it is detect magic). After concentrating for a few moments, he looks at each of you, still concentrating upon his spell. He then removes a notebook from his belt and begins scratching some notes into it.

The man addresses you. "You may call me Burkan. As you can see some foul beast has killed these Olwythi (ole-weeth-ee). No doubt the murderous giants or their sniveling orcish minions sent it. But . . . there may be more here than is apparent to the naked eye."

"I'll be pursuing the beast. I need an escort. Normally, I would take some of the soldiers with me, but only a few unskilled warriors occupy Preston. The rest have marched to retake Gorna. Are you interested in coming?"

If they answer "yes", Burkan conducts a brief "interview" to see if the adventurers are qualified.

Tell me a bit about yourselves. If you aren't up to the task I will have to deplete Preston's remaining garrison more than would be wise."

Burkan is looking for skilled adventurers that won't be a liability. However, he can "make use" of liabilities if necessary. Have the players introduce themselves. Burkan tries to draw them out if they are too terse. After the interview Burkan says,

"So, will you accompany me and assist in the investigation of this foul beast?"

If the PCs agree to assist he asks them to help him examine the scene of the hound attack. Skip down to the Talking to Burkan at the Scene section.

If the PCs refuse, Burkan shows to them a writ indicating that he is on official Gyric business and that Burkan should receive cooperation from those that are loyal to the Grand Duke. High Mage Abinar, a servant of Grand Duke Owen, signed it. See Burkan's description in Appendix II for the text of the writ.

Burkan outranks any Geoff PC present but does not give orders to the PCs. The PCs must go on the mission voluntarily. If they still refuse, Burkan tries to embarrass them into joining him (e.g., I didn't realize you adventurers were so cowardly? Oh, do you care only for yourselves?).

If the PCs Refuse to Help

Burkan says "I am quite disappointed. How could you turn your back on hunting such a vicious killer? I guess you aren't the heroes I thought you were. I will give you a few hours to reconsider. Where will I be able to find you?"

Soldiers escort the PCs back to town. The soldiers escorting them talk amongst themselves and make comments about the PCs cowardice and the need for everyone to do their part in these desperate times. Unless the PCs change their minds, the adventure is over for them.

Some party members might not wish to travel with him because Burkan is evil (paladins, some clerics, and others). If the PCs inquire with their churches or orders, they are instructed to accompany Burkan, watch him carefully, and ensure he does not commit any evil acts.

Paladins are restricted by their code of conduct from associating with evil characters. However, they are also required to obey legitimate authority. In this instance, paladins may accompany Burkan to accomplish a single goal that is for the common good of the Sheldomar without violating their class requirements.

If they change their minds and decide to accompany Burkan they can still accompany him. However, once they leave, they do not get a chance to continue their

examination of the scene of the attack as the bodies have been taken away and any tracks obscured.

Talking to Burkan at the Scene

Assuming that the PCs have agreed to assist him on his investigation, Burkan is willing to talk to them about the two slain Olwythi.

Burkan observes, "These two are Olwythi that left Preston recently to scout the Stark Mounds. They were not due back for several days yet. They were part of a larger patrol.

They seem to have been killed by physical means. Though there is a lot of magic lingering from spells no longer in effect."

Burkan adds the following comments; alter this text according to how this encounter unfolded:

"I've talked to the sentries. They said they saw a giant hound kill these two. I've heard rumors like this before – a giant hound killing our people. At least the beast attacks those vicious, stinking orcs and giants as well."

If Burkan came with the PCs, he encourages the PCs to talk to the sentries and find out what they saw.

If the PCs ask him about the hound (either now or after talking to the sentries), he says:

"This beast purportedly lives in the Stark Mounds. I've never heard of it leaving those bare hills before. Something might be amiss – something that could impact our army that marches to Gorna even as we speak."

When the PCs have exhausted their inquiries with Burkan, you can go to either the Talking to the Sentries or Dawn Comes sections as appropriate.

Talking to the Sentries

If the PCs talk to the sentries at the gate, they must make a successful Diplomacy check (DC 5 + the APL) to gain any sort of information. Members of the Army of Liberation, the Knights of the Watch, any other Sheldomar Valley military meta-organization, or a lawful good church get a +4 circumstance bonus on their Diplomacy and Gather Information checks here.

If there are no members of a military meta-org in the party give them a slightly rougher time. The soldiers in Preston generally are not highly skilled or polished, which is why they were left on garrison duty. They are also jealous of the glory and wealth adventurers tend to have.

The sentries at Preston's gate heard the fight and arrived too late to assist. One of them did claim to have seen an unnaturally large gray hound dog. The sentries sounded the general alarm, and immediately sent a runner to summon help. A healer and Burkan responded. Since the two rangers are dead, the healer has returned to the village.

If they try to gather additional information from the sentries, deliver the rumors below from several different soldiers. They tend to gather around the PCs as their activities look more interesting than what they should be doing. A successful Gather Information check gets all of the information at that DC and lower:

- **DC 10:** I wonder how the Keoish Army will get past the swordwraiths in the mounds. If they go around they might arrive at Gorna too late.
- **DC 12:** Simon, the fella over there, is the one that said it was an animal of some kind. Simon ain't the brightest tindertwig in the pack, if you know what I mean.
- **DC 14:** The patrol left 4 days ago. Whatever they ran into wasn't far from here.
- **DC 16:** All those Cyvrin are creepy. I don't know, different than the wizards you see performing magic tricks in a bazaar. They only left two behind. One is really fat and slow, but don't get him angry. He's good with battle spells. The other one is a total patriot. If he could do it by force of will, he would blast all the giants into pieces by himself. He's the one out there now.
- **DC 18:** I heard they left the smaller Cyvrin here because he got obsessed with hurting the orcs and giants. Apparently his unit had to drag him away from the last battle when they were ordered to move. Heard the lad lost a wife and child during the invasion.

Dawn Comes

The sun comes up at last as you finish examining the scene of the brutal slaying. Burkan instructs you, "I will meet you at the Inn a few hours from now. Make any preparations you think are appropriate; if possible become familiar with the Stark Mounds; and try to learn what you can about the abilities and weaknesses of swordwraiths. It is likely we will encounter swordwraiths during our travels and investigation. Additionally, I will rely on you to decide about our method of travel and general strategy for avoiding the enemy patrols."

If any in the party succeed at a Sense Motive check (DC 10) tell them that: *You notice that whenever this man refers to the giants or their servants, his tone becomes filled with hate and malice.*

When the PCs start asking around town for information, proceed to Encounter Two.

Encounter Two: Research and Rumor

(15 minutes)

After investigating the scene, the PCs have a few hours to gather information from the residents of Preston. As always, the PCs must ask appropriate questions to receive the relevant answers, do not just give them this list of information.

DM Note: The players also have a limited amount of time to gather this information. Limit this section to a maximum of approximately 15 minutes before Burkan comes and gathers the party to head into the wilderness. You must move the PCs through this encounter quickly to complete the adventure on time.

The PCs may be curious as to whom they should speak. To help them decide, a Gather Information check (DC 10) identifies the following as being good sources of information:

- A quartermaster in the Army of Liberation;
- A local bard;
- A gnome from the Stark Mounds;
- The Shrine of Allitur;
- The villagers.

The PCs may only have enough time to speak to a few of these sources. After that, Burkan is ready to leave the village, start hunting the hound, and investigate what happened to the rangers.

Army of Liberation

They find Barton, the Army of Liberation quartermaster working at the provision exchange in Preston. He is very busy and a bit gruff when approached. He was friendly with Rose and mention of the deceased rangers helps to draw him out. Especially if the PCs let him know they are going to assist Burkan.

He knows the following that he shares with the PCs during the course of a conversation. Sprinkle the following comments in any conversation with Barton:

- The man was named Kendall and the woman was named Rose. The others in the unit were Nados, Schuster, and Obscuri.
- All of them were disappointed to be left in Preston rather than accompanying the army to Gorna.
- They headed to the southwest but they could have been going anywhere.
- They were loaded down with supplies and I heard that they drew heavily on the arcane reserves before they departed.
- We had all heard some pretty strange rumors about the Mounds the last few weeks. Burkan seemed to be excited by something in the rumors. He's a bit hard to read though, being a wizard and all.
- Well I heard there was some new kind of undead wandering around out there. I also heard there were a giant hound killing people. I guess the second was true.

Speaking with the Local Bard

When the PCs return to the Smiling Frog Inn they find breakfast waiting for them. There is also a bard, Rhys of the Ash, in the common room that they can consult. If there is also a bard in the party then the player can know some of the more useful information with a sufficient Bardic Knowledge check (of course this can occur whenever the player asks).

Rhys knows the following that he shares with the PCs during the course of a conversation. Sprinkle the following comments in any conversation with him:

- Keoland last marched an army through the Stark Mounds 143 years ago. This was in response to the Grand Duke of Geoff's alleged murder of a Keoish Herald and a failure to send troops to assist Keoland.
- Keoland would have successfully conquered Geoff 143 years ago if the swordwraiths had not appeared. As the Keoish soldiers died against the walls of Gorna, their bodies arose as swordwraiths that immediately attacked their living Keoish brothers. As more fell, more swordwraiths rose until the entire army was obliterated to a man. (PCs who make a successful Knowledge (history – Keoland, Geoff, or Sheldomar Valley) check [DC 15] can

refer to the *LGG* entry on Geoff for more details on Keoland's attempted invasion of Geoff.)

- Tales of the Hound of the Mounds began shortly after the war with Keoland was over.
- Tales of the Hound of the Mound killing people began only in the last few months and have generally started in the west and have been moving east.
- 143 years ago the High Mage of Geoff was named Vargalian and it is rumored that he was involved in the creation of the swordwraiths.
- No one ever found out for sure if the Grand Duke of Geoff 143 years ago was responsible for killing the Keoish Herald. Bards serving the royal family claim that the Duke was surprised and outraged that the herald had been killed. Nonetheless it was felt that admitting that he failed to protect the herald in his capitol city made the Grand Duke look weak and this was considered worse than upsetting the King of Keoland.
- Vargalian, the Grand Duke Arnod's Archmage, was supposed to have had his own keep somewhere in the foothills of the Crystalmist Mountains. It has never been found.
- Some of the earliest songs about the Hound were quite fanciful. It must have been over a hundred years ago that those tales were first told, however. Apparently the gnomes attributed all manner of good deeds to this dog. He rescued children who fell down wells, drove off orcs, and even helped deliver lambs when necessary. Ah well, those were some great songs.

Local Gnome

There are gnomish merchants and travelers in Preston who can be consulted about the Stark Mounds:

The gnome the players find while seeking information is Moddelle Grainbasket Chairwright (PC gnomes know this information without visiting the gnome on a successful Knowledge (local – Geoff) check [DC 10]). Moddelle is a middle-aged gnome merchant that sells very nice chairs and other furniture. His cousins are the actual carpenters. He likes talking to people, especially if they at least pretend to be interested in his furniture.

Moddelle knows the following that he shares with the PCs during the course of a conversation. Sprinkle the following comments in any conversation with him:

- Larger gnomish settlements are always concealed by illusions.
- The giants and their servants leave the Mounds alone mainly because of the swordwraiths.
- The swordwraiths are creepy but don't bother gnomes.
- The Mounds have always been a place of magic. There used to be more human wizards poking around before the swordwraiths came. Some were friendly and some weren't, just like normal people.
- The Hound has been a good omen for at least the last century and half – until now that is.

Shrine to Allitur

If they go to the church of Allitur in Preston:

The church is apparently of recent construction but it is of exceptional quality and pays homage to the architecture of Geoff from before the invasion. Inside are a very old man and a young man. The old man is teaching a group of young children about Geoff's customs and history.

The cleric is the old man and he is named Coel. He is old and slightly incapacitated but he still has a sharp mind and a fervent belief in doing things right. The younger man is his assistant and is being trained as a cleric. It would not be proper for him to speak while his elder is holding a conversation and so he remains silent.

Coel knows the following that he shares with the PCs during the course of a conversation. Sprinkle the following comments in any conversation with him:

- The swordwraiths are abominations, born of the most diabolical of sorceries. Now that we are allied with King Kimbertos it would be proper to eliminate the swordwraiths when the battle for Geoff is over and the giants have been appropriately chastised.
- Pursuing the Hound is the appropriate task for you all. Why else would you have arrived after the army moved on?
- Burkan is a proper patriot; but bear in mind, bad things happened to him during the invasion. His wife was killed and eaten and it's rumored that he was fed the remains of his son before he escaped from a prison camp.

- The Cyvrin corps is necessary to win this war. However, be wary! Their methods are unnatural.
- We haven't cleared the swordwraiths out of the Mounds because the undead that roam are a greater hazard than the relatively sedentary swordwraiths. Someday after the giants have been vanquished we can clean up the Mounds.
- The swordwraiths never attack anyone of true Flan ancestry or gnomes of the Stark Mounds.
- Most undead are completely without a soul. There are hints and rumors that the swordwraiths might be different -- perhaps acting as undead prisons for the souls that used to rightfully inhabit the bodies.

Talking to the Villagers

If the PCs try to talk to people in the village, spread these rumors amongst the following NPCs:

- Peredur the Cobbler, who is slightly drunk;
- Ceiros, an old herbalist woman that is slightly spooky but has some of the more accurate rumors;
- Tocka, the former shepherd who is sad because all his sheep were eaten by the giants (now he works for the Smiling Frog as a groom for the horses; he also has a cousin who has some nice sheep near Niolen Dra);
- Brunis, a strange foreign guy (go with a bad accent of some kind) who is quite suspicious looking (he is a barber); etc. Remember the villagers are scared, something bad has just happened (as indicated by the alarm), and some have torches, pitchforks, and other dangerous objects at hand.

If they want to use the Gather Information skill let them make rolls. However, allow them to role-play contact with the locals as well (and make sure they get a feel for how scared the townsfolk are):

- **DC 20:** All the rumors.
- **DC 15:** Six rumors.
- **DC 10:** Four rumors.
- **DC 5:** Two rumors, preferably the more outlandish rumors like #6 from a paranoid person or #8 delivered by Tocka. If they had a low skill check but become involved in role-

playing allow the conversation to build as described above and give them more information.

The rumors are:

1. The Cyvrin corps is using Ur-Flan magic and summoned up a demon dog. It's a huge gray hound with glowing red eyes, huge fangs and claws.
2. The giants captured some students and an instructor from the gnomish arcane academy. Those poor lads.
3. During the Keoish invasion 140 years ago several leading Gyri arcanists disappeared under mysterious circumstances.
4. Frost giant wizards watch me all the time, waiting for me to make a mistake.
5. The young fellow, Burkan, is such a nice young man. Very hard working. I'm sure that with people like him working for us we'll drive those bloodthirsty monsters out of Geoff soon.
6. Long ago there was a hound that protected people traveling in the Stark Mounds. Recently it had a huge fight with a demon and became possessed. Now it hungers for blood and souls and is tired of eating orcs and gnomes!
7. I bet the dog was just protecting them. Of course no one's seen the Hound of the Mounds in recent memory but back when I was a lad... well there was one story about a little feller that fell down a well, and the hound pulled him out. Poor dog probably just got there too late before those folk got eaten.
8. Scouts are reporting that there's a great evil stirring in the mounds!

Preparing to Leave

After the players are done tapping sources for relevant information Burkan arrives at the Smiling Frog Inn and they can discuss their plan for the upcoming journey.

Ask the party what their decisions are regarding these questions:

1. Will you take mounts with you or not?
2. Will you leave immediately (during the day) or wait until nighttime?
3. Will you travel stealthily and slowly or speedily and openly?

On their way out of the town gates read the following:

As you are about to pass through the gates of Preston and begin your journey one last interruption occurs. A soldier stationed at the gates hands Burkan a scroll. Burkan's face is grim when he finishes reading the report. Burkan hands the report back to the soldier, "That was the latest scout report on Gorna. It's bad – very bad. The giants have reinforced Gorna. According to the estimates the battle will be very hard fought even if the troops arrive from Keoland in time. If we win the battle, there may not be enough of us left to hold Gorna against those savages."

Proceed to Encounter Three.

Encounter Three: On the Trail of the Hound

(15 minutes)

Once they are out of town and underway (after several hours of travel):

Burkan announces, "Now that we are away from the village, you need to know more about this problem. There were hints that some sort of Ur-Flan magic had affected the rangers before they were killed. That means that an apprentice or priest of Vecna could be involved. If things go badly, it is crucial that someone escape to make a report to my superiors in Hochoch. If we can possibly solve the problem ourselves, then we must try. Allowing this type of corruption to fester was Geoff's downfall in the past."

Burkan is willing to answer questions about necromancy, Ur-Flan magic, and Vecna. He says that Ur-Flan magic is a corrupt form of necromantic magic. Ironic that even necromancy can be made more corrupt.

See the *LGG*, page 186, for the entry on Vecna. Anyone making a Knowledge (religion) or Knowledge (arcana) check (DC 10) knows that Ur-Flan magic is usually attributed to Vecna and can read the *LGG* information on Vecna. Burkan is thoroughly familiar with Vecna's background.

Finding the Ranger Patrol

Burkan and your party travel towards the Stark Mounds following the trails left by the hound and its now dead victims.

See the *PH* for the standard speeds for overland travel. The PCs are on a trail through a forest. The PCs move at half speed while tracking, plus half speed again for

passing through the forest. Give the PCs **Player Handout #1**, which is a map of the Stark Mounds.

PCs with the Track feat must make a Wilderness Lore check (DC 10 + the APL) twice per day or lose the trail. If no one in the party has the Track feat, they automatically lose the trail twice per day. If the trail is lost, the PCs may spend an hour searching for the trail, after which they automatically find it again.

After the PCs travel approximately 40 miles, they get close to the edge of the Oytwood:

Like many other days in Geoff, it is overcast and it rains sporadically. The rain drips through the leaves and soaks into your clothes and boots.

After several hours of travel you come across the scene of a fight. The footpath through the edge of the Oytwood is bloodstained and littered with broken weapons. You can see part of an Olwythi armband. It is torn and splattered with mud and blood.

Nearby are about half-a-dozen orc bodies and a corpse of a hill giant. Their inert forms are filled with arrows identical to arrows carried by Gyric soldiers and rangers.

The PCs are likely to want to search the area. On a successful Search check (DC 10) they find the remains of the rangers:

Eventually you locate three bodies deep in the underbrush that probably were the other members of the missing patrol. Some beast tore their throats out, much like the rangers killed at Preston. Animals or insects have gnawed on them since then.

Performing a Heal Check (DC 15) reveals that the smaller wounds occurred after death.

These are the remains of the other members of the Olwythi unit. All of the rangers were tainted with the Rite of Possession when they slew the orcs. The rite did not complete because the rangers perished by the fangs and claws of Ian the Hound. Since they did not turn to swordwraiths, no evil is detected. However, each of the bodies has faint necromantic magic lingering on each of them.

Following the Tracks

PCs can find three different groups of prints here.

The first is the trail of the two rangers the PCs have been trailing to this site. It is obvious that they were members of this same group of Olwythi – for a total of five rangers. Before this combat, the rangers had come from somewhere to the southwest –deeper in the Stark

Mounds. PCs with the Track feat who make a successful Wilderness Lore check (DC 10 + the APL) find the trail of the rangers coming from the southwest.

The second sets of prints are from Ian the Hound. PCs with the Track feat that search for tracks (Wilderness Lore DC 10 + the APL) find Ian's prints leading from the ambush (following the two rangers). The PCs cannot find Ian's prints leading to the ambush. Also, his prints leading away from the ambush site disappear after several hundred feet.

The third sets of tracks are from the orcish patrol, also coming from the Stark Mounds. There were six orcs in the patrol as well as one giant. These tracks can automatically be found.

Burkan pushes for the PCs to follow the trail of the orcs and giants, since they were likely the source of the evil magic that tainted the rangers.

No matter which path the party chooses, they all lead to the next encounter. Proceed to Encounter Four.

Encounter Four: The Cursed Giant

(15 minutes)

You have been traveling for several days through the Stark Mounds. The Stark Mounds earn their name. The hills are covered in grass and rock and small shrubs. There are no trees to block the wind that has become your most common companion. It whistles through the winding combs of the Mounds. The tall grass waves back and forth like a dark green sea.

The following encounter happens about 35 miles southwest of the battle between the rangers and orcs described above. See the *PH* for the standard speeds for overland travel. The PCs are in trackless hills.

If the PCs are following the orcish trail, they need only make a successful Search check (DC 10) to follow the trail (or Wilderness Lore DC 10 for those with the Track feat). If PCs are following the trail of the rangers, those with the Track feat must make a successful Wilderness Lore check (DC 15 + the APL) or lose the trail. If the trail is lost, the PCs may spend an hour searching for the trail, after which they automatically find it again.

When the PCs have traveled about 40 miles, read the following:

It's an hour after sunrise on the [fill in number of days for your party here] day since you left the comforts of Preston. In the distance you see a frost giant. It appears to be fleeing from something. Its strides are

unsteady, and once in awhile it turns and hurls a rock at something behind it.

With a successful Spot check (DC 20), the PCs see the following:

There is a shadowy outline that is flickering into and out of existence around the giant. The giant itself appears to be solid and real.

A squad of Olwythi pursue a giant cursed by the Rite of Possession. The PCs notice the Olwythi rangers if they approach the giant. If the PCs ask Burkan what to do, he shrugs.

If they approach:

As you get closer you can see that there are men following the giant and they pause periodically and unleash a volley of arrows at it. As you get closer you can see that the men have closed with the giant who sprouts arrows like it was a porcupine. The giant drops over, dying from its many wounds. The man closest to it drives his long sword into its throat; apparently not confident it was indeed dead.

If they hang back and observe:

Suddenly the giant stops and turns to face its pursuers. After a few seconds the giant falls to the ground probably dead. A figure next to the dead or dying giant appears very tiny at this distance but is probably a man. He appears to stab it in the throat with a longsword; apparently not confident the giant was indeed dead before.

After they approach:

The giant lays dead. All that remains is to see if the people that killed it require assistance or have information of relevance. In the distance a hound howls mournfully.

Burkan leads you over to the dead giant and greets the men. They are a patrol of Olwythi that were on the way back to Preston. Fortunately none of them were seriously wounded. Shortly after arriving on the scene Burkan casts a detect magic spell. After a few moments of studying the giant corpse and the patrol a strange expression crosses Burkan's face.

If any of the players ask to make a Sense Motive check on Burkan let them (opposed by Burkan's Bluff check). Success reveals Burkan has just found something that excites and frightens him. As soon as the expression occurs he conceals it:

A few moments later Burkan says, "No one touch the dead giant for a few minutes. It was under some sort

of spell which is fading.” He turns and points at the man that cut the giant’s throat, “What is your name?”

The man responds, “Steffan, sir!” He salutes Burkan having recognized Burkan’s rank insignia.

Burkan says, “Steffan, scout the perimeter I don’t want to be interrupted before we’re done with our investigation.”

After Steffan is out of apparent listening range Burkan says more, “The rest of your patrol is to move at best speed to Preston and deliver a sealed report from me on our progress. No one is to touch or come into contact with Steffan. There is a foul enchantment about him and I believe I am the best qualified to determine what it might be. It’s best that you don’t endanger yourselves until I make that determination.”

If the PCs want to they can question the patrol and find out the following (presuming they are polite and respectful, or they inform the patrol that they are on a special mission for Burkan, or anything else reasonable but make the players work for this information):

- They followed the frost giant. They were surprised it was moving east and was alone.
- The giant became unstable the longer they followed it.
- Only Steffan got close enough to touch the giant before it was dead.
- They have heard a hound howling in the distance the entire time they have been on this patrol.
- They had heard of older soldiers that claimed to have been saved from orcs, gnoll, and giant attacks by a huge gray hound.
- They also heard of new swordwraiths rising. A gnome scout claimed to have seen shadowy orcs moving through the mounds at a distance. It looked like they were adding more with each passing night.

Examining the frost giant can reveal:

- The giant no longer has a weapon.
- It carried a bag that has fresh (for a giant) looking meat in it that has not been touched in a day or more. The meat is almost certainly from a sheep judging by the bits of wool attached to it.

Before Steffan returns, Burkan provides a written report to the rest of the soldiers and orders them to head for Preston.

When Steffan returns Burkan informs him that his skills are needed and that he will be accompanying the party. In addition, he orders Steffan to search the giant's body. Steffan does so and finds a note. See **Player Handout #2** for the text of the note.

After a brief rest Steffan informs them that he can clearly follow the dead frost giant’s tracks if they want him to. The giant came from the west. If the party does not agree to this by themselves, Burkan presses for this option. When the PCs, Burkan, and Steffan follow the recently deceased giant, proceed to Encounter Five.

Encounter Five: Steffan’s Illness

(20 minutes)

The trail of the giant crosses some 50 miles of uninhabited land in the Stark Mounds. The trail leads southwest. See the *PH* for the standard speeds for overland travel. The PCs are in trackless hills.

On one of the nights of the PCs’ journey, as the PCs bed down for the night, have them make Listen checks (DC 12). If they succeed, they can hear the howling of a wolf – or a dog – carried on the wind.

That night, have all characters that are taking a turn at watch make a Spot check. Have the person with the highest Spot check see a wolf or a large dog standing on the top of a nearby hill. It is pale gray in the moonlight. It is obviously watching the PCs intently. If the PC makes any threatening movement or attempts to point the dog out to one of the other PCs, the hound disappears into the night. If the PC does nothing, the hound disappears when a cloud passes in front of the moon.

After a couple days of this, Steffan starts to collapse under the assault of the curse.

Many days pass as you travel further southwest, deeper into the Stark Mounds. As you walk, Steffan slows down. His skin is pale and his face gaunt. Every few minutes he shakes his head violently as if trying to get a stinging insect out of his hair. Burkan seems to be paying extremely close attention to Steffan, occasionally taking notes in his small leather bound journal. Burkan has been observing Steffan since you met him.

Hopefully the PCs want to figure out what is happening to Steffan. Burkan insists that Steffan must not be

touched. A Heal Check (DC 25) allows any character making the check to realize that Steffan has had these same symptoms since you met him. It was not until just now that they became serious enough to be obvious.

If any player touches Steffan, despite the warning, have them roll a Will save. The save is just for show as Steffan cannot pass on the Rite. See Appendix III for details.

If the party insists on helping, as most would, Burkan reveals certain facts about the condition from which Steffan suffers. This should indicate to the party that Burkan has known all along what has been happening to the young man. Burkan reveals the following information a little bit at a time:

- Steffan has been cursed with some form of Ur-Flan magic.
- The Ur-Flan magic cursing Steffan is similar to the magic radiating from the giant's dead body. The magic on the giant probably began fading as soon as it died.
- The Ur-Flan magic is similar to the magic that was radiating from the two victims' of the hound attack.
- I believe that it is spread by contact. Steffan was cursed when he cut the giant's throat.
- I don't know how to stop or delay the magic affecting Steffan. In any case, it's important that we discover how this magic progresses.
- This soldier is our best chance to learn about this magic. By observing how the magic possesses him, we can determine the incubation time and, if we are very lucky, some clue about a means of stopping this magic.
- Steffan is a soldier and is prepared to die for the cause. If we let this curse progress, we could save thousands of lives if others also get this curse. If we cure him, who knows how many might fall to this evil magic.
- You can't teleport him away because the giant rune casters have done something to inhibit extra-planar travel. Besides, you won't find a cure fast enough to help him and you risk destroying everything our Grand Duke has fought for.
- History texts state that the wraiths arose after a soldier died at the Battle of Gorna 140 years ago. Given this evidence, I am not certain that is true. We must learn everything about this sickness.

If the party casts *detect magic* and is successful in reading the type of magic, describe it as necromantic, but tinged with something else. A *detect evil* spell will reveal that the magic is evil in nature and slowly growing stronger. The information gained by a successful Knowledge (arcana) or Knowledge (undead) check is:

- **DC 20:** The Ur-Flan magic is powerful enough that no magic that the party has will cure it.
- **DC 25:** You think that the curse only works on humanoids – it will not affect animal companions, familiars, horses, etc.
- **DC 30:** That which curses Steffan is slightly different than the magic that cursed the original swordwraiths.

A Heal check (DC 20) reveals that no healing spell, *cure disease*, or *remove curse* will help Steffan. Only a *wish*, a *miracle*, or something unusual (that the party does not have access to) can help him. In fact, they sadly discover that there is no one within Geoff (to their knowledge) that can cure Steffan.

The decision for the party should be a difficult, heart-wrenching decision. If the party quickly comes to the defense of Steffan and tries to do everything they can to help him, use all of Burkan's logic to convince them that it is a bad idea. If they come to agree with Burkan right away, then play up Steffan's humanity – Steffan talks about his wife and children and how much he misses them.

The only other way the wraith's possession can be delayed in Steffan is to change him into some form of animal/non-humanoid. The spell only works on humanoids (see the Rite of Possession in Appendix III). The curse's progression halts for only as long as the victim of the spell is in non-humanoid form. As soon as the victim changes back to humanoid form, the spell continues to progress and the victim eventually dies and rises as a swordwraith.

After the PCs have had some time to discuss the implications of what is happening to Steffan, Ian the Hound appears again:

As you climb past the rock and the low shrubbery, you see the hound. It is some distance away and always staring at you. It is enormous with a dark gray coat. There is something unsettling about the way it is looking at you – far too intelligent.

PCs can make a Sense Motive check (DC 5 + the APL) to determine that Ian is looking right at Steffan. The Hound flees after a few moments or if the PCs make any offensive action.

When the PCs decide to continue following the giant's trail, proceed to Encounter Six.

Encounter Six: The Enemy of My Enemy is Also My Enemy

(30 minutes)

Steffan regains some strength after resting a little while and encourages the party to continue with the mission. After the PCs have marched about 60 miles, the PCs can hear the sounds of battle in the distance:

Your travels are interrupted by a battle coming from a shallow valley below you. About 65 figures can be seen fighting. From this distance (about 1,000 feet) it is hard to discern who is fighting whom. Most appear to be human-sized with one obvious exception. There is a towering silver haired frost giant swinging a great axe like a giant scythe, sending bodies flying in every direction.

As the party gets closer, assuming that the party does nothing to distract the combatants from their melee, they see the following:

As you watch, you see that orcs, ogres, and the frost giant are in a heated fight with shadowy humanoid warriors. Amidst the clamor of the orcish axes and the giant's great axe, the shadowy forms are strangely silent. The dark forms gracefully move amongst the orcs and ogres. Their black weapons cut into the ogres and orcs, tearing at their bodies and their spirits. You notice an ogre's face assume an expression of horror when a shadowy sword cleaves through it. The ogre's skin shrivels upon its body and it collapses where it stands.

Anyone with ranks in Knowledge (local - Geoff or Keoland) knows immediately that these creatures that the orcs are fighting are swordwraiths. A Knowledge (history) check (DC 15) or other appropriate Knowledge check (DC 15) also reveals that fact. If they cannot figure this out for themselves, have Burkan tell them.

DM Note: Swordwraiths are solid, not incorporeal, even though they are surrounded by a dark shadowy outline.

If the PCs make moves to interfere, Burkan recommends that they wait for the battle to work itself out. After all, both sides are enemies of Geoff:

The battle seems fairly even thanks to the frost giant's tree-sized great axe. The orcs and ogres weapons seem unable to penetrate the swordwraiths' armor, but the giant's skillful swings crush a swordwraith

into oblivion with every other blow. Currently the swordwraiths outnumber the living creatures.

The party has a choice. They can attempt to involve themselves in the fight. If the PCs do so, swordwraiths break off and attack them. The swordwraiths are the group detailed below. The remaining swordwraiths and giants kill each other while the PCs are busy.

The party can continue to sit back and watch. They can approach to 100 ft. of the battle before they are noticed. As long as they do nothing to interfere with the battle, it lasts another minute or so:

The battle rages for several minutes. One by one the orcs and ogres fall under the soundless blows of the swordwraiths until only the frost giant remains, surrounded by its ghostly assailants.

Have the party members make a Knowledge (local - Geoff or Keoland) check, Knowledge (history) check or other appropriate Knowledge check (DC 15). Those with a successful check realize that the weapons being used by these swordwraiths are not those of typical Keoland soldiers that had risen as swordwraiths so many years ago.

With a successful Spot check (DC 20), a player can see that the shadow creatures are definitely not human in their prior life, but were orcs. This definitely is different than what most historians report regarding the swordwraiths.

The creatures, like a rush of cold wind, silently batter at the towering giant whose bellows of rage echo throughout the hills. The huge greataxe shatters two other wraiths into vapor before the giant warrior slows, and finally topples heavily to the ground.

The battle echoes fade into a disturbing silence. (pause) The wraiths' dark shadowy faces turn as one to look in your direction.

DM Note: These are different than traditional swordwraiths that typically only attack non-Flan/non-Gnome individuals. These swordwraiths attack any living humanoid except ones under the influence of the Rite of Possession! Steffan is too weak to fight in this battle. The swordwraiths ignore him because he is under the affect of the spell. In fact, if you can, have the wraiths run right past Steffan to attack others!

On the first round of battle, Steffan collapses under the curse of the Rite of Possession. Steffan is ghostly pale and struggling to breathe. He stumbles then recovers briefly. Suddenly, he falls over seemingly lifeless.

Steffan remains seemingly dead for one round. On the third round of battle, Steffan rises as a swordwraith.

Steffan's lifeless body jerks about slightly as if pulled by an invisible string above him. His skin, hair, clothing, and equipment begin to lose their color. He slowly turns completely white. Then, a spot of blackness appears upon his chest and begins to grow. Horrified, you see that it is a black shadowy hand. It begins crawling, clawing its way all over Steffan's body. Where it passes, a film of darkness settles onto Steffan's remains like a black silk shroud.

At last Steffan rises -- but not as himself. He is a creature of shadow and emptiness that glares at you with empty eye sockets of hate. The creature bears Steffan's features, clothing, and weapons, although now all of it is comprised of hollow malice and corruption. Steffan's swordwraith immediately attacks the party.

APL 6 (EL 8)

☛ **Orc Swordwraiths** (2): hp 27 each; see Appendix 1.

☛ **Steffan's Swordwraith**: hp 36; see Appendix 1.

APL 8 (EL 10)

☛ **Orc Swordwraiths** (4): hp 27 each; see Appendix 1.

☛ **Steffan's Swordwraith**: hp 54; see Appendix 1.

APL 10 (EL 12)

☛ **Orc Swordwraiths** (3): hp 27 each; see Appendix 1.

☛ **Hill Giant Swordwraith**: hp 108; see Appendix 1.

☛ **Steffan's Swordwraith**: hp 72; see Appendix 1.

APL 12 (EL 14)

☛ **Orc Swordwraiths** (8): hp 27 each; see Appendix 1.

☛ **Hill Giant Swordwraiths** (3): hp 108 each; see Appendix 1.

☛ **Steffan's Swordwraith**: hp 72; see Appendix 1.

Note: Burkan does not fight, but takes notes and casts *detect magic*. Burkan has a great deal of experience with studying Ur-Flan magic and gets a +5 competence bonus to his Knowledge checks when analyzing Ur-Flan magic.

Treasure: Unfortunately, none. All equipment owned by the swordwraiths (including Steffan) is fouled beyond redemption by the Rite of Possession and cannot be sold or used.

After the battle, let the PCs talk about what these strange new swordwraiths are and what they might mean. Use Burkan to encourage discussion, but don't read the text

below as a long set of boxed text. Sprinkle it throughout the conversation with Burkan:

"What does this mean? The swordwraiths can't reproduce. I don't understand. Someone or something might have learned Vargalian's magic and is duplicating the effects."

"If we could learn this spell, it could ensure our victory. We could remove these giants from our land and free Geoff!"

"We should find those that are responsible for this and learn all of their secrets. If we could control the swordwraiths, we could turn them upon the giants like we have seen here."

"If we can cast this spell on giants or their servants going into Gorna it would spread throughout their forces in the city. This magic could decimate the enemy allowing the Army of Liberation to walk into Gorna with minimal resistance and very few casualties!"

While discussing the issue, have all the PCs make Listen checks (DC 15). For those that succeed, they hear a hound baying mournfully. Searching for the hound does not succeed at this time. The hound was actually stalking Steffan. He intended to kill Steffan to prevent the spread of the Rite to others. That is now no longer necessary.

Once the fighting has subsided, the PCs notice that the giants were escorting several wagons. The wagons are on a faint trail leading south. The wagons contain food and other basic supplies only fit for giants or their minions.

If the PCs follow the wagon trail (no checks necessary), they are led to the Hidden House in Encounter Seven. The trail of the frost giant is lost on the road, leaving the PCs with the wagon trail to follow.

Encounter Seven: Heart of Lesser Darkness

(60 minutes)

You follow the wagon ruts for ten miles to a hidden manor house. The house is in a shallow valley. It is a large farm steading, obviously damaged in the original invasion several years ago.

More careful observation reveals that some strategic repairs had been made – all of the windows are shuttered and barred. At the rear of the house appears to be an archer's training dummy filled with arrows. Although it first appeared to be abandoned and dead, you are beginning to have second thoughts.

The house was an abandoned steading that survived the giant's invasion. The giants have turned it into a prison and laboratory for Jorry the Gnome and his research into Ur-Flan magic. See **DM Aid: Map #2** for a layout of the building.

The giants have torn down all of the buildings except for the main farmhouse. In addition, they have destroyed all vegetation within 100 ft. of the farmhouse so *entangle*, *briar web*, and other spells that rely on vegetation will not work.

The giants then modified the farmhouse to suit their needs. The doors were made larger to accommodate the giants and have been given stout bars to keep them shut. The kitchen was turned into a laboratory. In addition, half of the upstairs was removed to give the giants headroom. Finally, the giants have boarded over the windows on the first floor, leaving just a few cracks to see out of.

Creatures on the second floor have three-quarters cover (+7 to AC and +3 to Reflex saves). Those on the first floor have nine-tenths cover (+10 to AC and +4 to Reflex saves [half damage for failed saves; no damage if successful]).

🔪 **Wooden Walls:** 6 in. thick; hardness 5; hp 60; Break DC 20; Climb DC 21.

🔪 **Boarded-Over Windows:** 1 in. thick; hardness 5; hp 10; Break DC 15.

🔪 **Barred Wooden Doors:** 1.5 in. thick; hardness 5; hp 15; Break DC 18.

The PCs are likely to assume (and correctly) that the house is filled with giant forces. Some parties may approach with stealth, while others might choose an open assault. In either case, Burkan urges them to be careful and not destroy any evidence that might help the investigation! *Fireballs* and similar spells tend to destroy evidence!

The leader of the giant forces at the Hidden House is Baktar, a hobgoblin wizard. He is assisted by a variety of hobgoblin shamans, hobgoblin archers, hill giants, and ettins, depending upon the APL. Baktar is ruthlessly efficient and has developed a battle plan in case the Hidden House is discovered.

Defenses of the Hidden House

The PCs will find it difficult to surprise Baktar and his minions. First, Baktar has placed an *alarm* spell (mental alarm, caster level varies based on APL) on the wagon trail that leads to the keep. Additionally, his familiar is a hawk, which keeps an eye on the area around the Hidden House and takes brief flights. Finally, the hobgoblins

archers are on the second floor of the Hidden House and keep a watch in all directions.

Detect magic and other spells can be used to detect the *alarm*. If the PCs say they are looking for any animals that look usual or are acting strange, they spot the familiar with a successful Spot check (DC 10 + the APL). The Spot check to spot the hobgoblin archers is opposed by their Hide checks. Since the hobgoblins have had plenty of time to prepare, they can take 10 on this check. Be sure to add one to the DC for every 10 feet of space between the hidden guard and the PC.

Once Baktar is warned of the PCs coming attack, he begin preparations for battle. If the party gives him a minute or so to prepare, he has all of his buff spells already cast. If the party gives him less time, or if they were somehow surprised (unlikely) then assume that he stops buffing himself to fight and the remaining buffs are not in place. The statistics in Appendix I are not modified to take into account any buffing before combat. Modify them as necessary.

Baktar casts *mage armor* and prepares to drink his *potion of haste* and cast *shield* when the PCs approach. When the PCs get to within 100 ft. of the Hidden House, or the PCs start using long-range attacks, he begins casting spells. Baktar prefers to begin with *stinking cloud* and will cast several of them repeatedly to slow the PCs' advance. If it seems the house is under attack from invisible forces he casts *glitterdust* to reveal their positions.

Troublesome spellcasters are the target of a *Melf's acid arrow* spell to force them to make Concentration checks. If a PC spellcaster can easily make the Concentration check (as in no spells are being ruined), Baktar uses more *acid arrows* as needed. . If the arrows have a poor chance of hitting, he uses *glitterdust* to blind opposing spellcasters and archers. If the PCs stay closely bunched together, he casts *fireball* and *ice storm*. However he does want to avoid harming Jorry and his research at almost any cost. Baktar also wants to capture new subjects for Jorry's experiments, if possible. He saves his *magic missiles* for those PCs who can avoid his *fireballs* and *stinking cloud* or are a direct threat to him.

Zog Spleenslurper and any other hobgoblin shamans cast *greater magic weapon* on 50 arrows each. These arrows are distributed evenly among all the archers. The shamans then cast *owl's wisdom*, *endurance*, and *magic circle against good* on themselves. Just before battle is joined, they cast *shield of faith* on themselves. The shamans separate so that there is one on each floor. If there is only one shaman (Zog), he remains on the first floor with Baktar.

The shamans act in a support role. They cast *prayer* on the first round of combat, so that the giants and ettins are in the effect as well. If any of the PCs escape the *stinking cloud* spells, the shamans target them with *hold person* spells. Good aligned clerics and paladins are the target of their *unholy blight* spells. They target any character who seems to have significant magic in effect with *dispel magic* spells. Once the giants or ettins have engaged the PCs, the clerics cast *summon monster* to bring a fiendish dire ape into the combat. They place the creature to flank with an ettin or a giant.

The archers drink their *potions of cat's grace*. When the PCs get to within 100 ft. of the Hidden House, or the PCs start using long-range attacks, the archers open fire. They concentrate all fire on the same PC each round until that PC drops.

The giants or ettins wait for the PCs to begin approaching the Hidden House. When the PCs are very close (within 50 ft.), they then sneak out the back doors of the house and flank the PCs. Both the giants and the ettins try to get their multiple attacks as often as possible. If they charge, they power attack to get the bonus damage. If the giants get within melee reach of a spellcaster or character with an AC too high for them to hit, they try to grapple that PC and squeeze it into submission using grapple checks.

If things are starting to look bad, Baktar runs. He uses his scroll of *dimension door* to make good his escape. The shamans must use *potions of gaseous form* and try to seep into the cliff face behind the Hidden House. The cliff face is 100 feet behind the house and a gaseous form moves slowly. The shamans prefer to run to the cliff face and then drink the potion.

DM Notes: The enemy tries to avoid killing PCs. They want to capture them so that Jorry can experiment on them. They are not above using lethal force, but if a PC is about to drop, they giants and ettins will switch to subdual damage. In addition, the spellcasters are using spells to incapacitate, rather than slaughter.

Burkan joins the fight on the side of the PCs. His stats are at the end of Appendix II. He fights to the best of his ability in support of PCs. You may wish to give Burkan to a player to run. Since Burkan fights on the side of the PCs, the EL of the encounter is reduced by one. However, because the villains are in a position of strength, the EL of the encounter is raised by one so the net result is no change in the EL of the encounter.

APL 6 (EL 8)

☛ **Baktar, Male Hobgoblin Wiz5:** hp 23; see Appendix I.

☛ **Hobgoblin Archers Rgr1/Ftr2 (2):** hp 27 each; see Appendix I.

☛ **Ettin:** hp 75; see *Monster Manual*.

APL 8 (EL 10)

☛ **Baktar, Male Hobgoblin Wiz5:** hp 23; see Appendix I.

☛ **Zog Spleenslurper, Male Hobgoblin Clr5:** hp 38; see Appendix I.

☛ **Hobgoblin Archers Rgr1/Ftr4 (2):** hp 45 each; see Appendix I.

☛ **Hill Giant:** hp 108; see *Monster Manual*.

APL 10 (EL 12)

☛ **Baktar, Male Hobgoblin Wiz7:** hp 32; see Appendix I.

☛ **Zog Spleenslurper, Male Hobgoblin Clr7:** hp 53; see Appendix I.

☛ **Hobgoblin Archers Rgr1/Ftr4 (4):** hp 45 each; see Appendix I.

☛ **Ettin Bbn4:** hp 117; see Appendix I.

APL 12 (EL 14)

☛ **Baktar, Male Hobgoblin Wiz9:** hp 41; see Appendix I.

☛ **Zog Spleenslurper, Male Hobgoblin Clr7:** hp 53; see Appendix I.

☛ **Hobgoblin Shaman Clr7:** hp 53; see Appendix I.

☛ **Hobgoblin Archers Rgr1/Ftr4/DpwdSnpr2 (4):** hp 60 each; see Appendix I.

☛ **Ettins Bbn4 (2):** hp 117; see Appendix I.

Treasure: If the party succeeded in vanquishing Baktar and his minions, they will have access to their possessions as treasure (whatever wasn't consumed during the battle). Baktar's spellbook is nowhere to be seen (it is hidden somewhere in the general area of the house where the PCs cannot find it).

APL 6: L: 215 gp; C: 0 gp; M: *cloak of resistance +1* (83 gp), *ring of protection +1* (167 gp), *scroll of dimension door* (7th level caster) (58 gp), *potion of*

cure serious wounds (63 gp), *potion of haste* (63 gp), 2 *potions of cure light wounds* (4 gp each).

APL 8: L: 107 gp; C: 0 gp; M: *cloak of resistance +1* (83 gp), *ring of protection +1* (167 gp), *scroll of dimension door* (7th level caster) (58 gp), *potion of cure serious wounds* (63 gp), *potion of haste* (63 gp), 2 *potions of cure light wounds* (4 gp each), 2 *+1 mighty composite longbow (+3 Str bonus)* (225 gp each), 2 *potions of cat's grace* (25 gp each), *+1 full plate* (221 gp), *pearl of power* (1st level) (83 gp), 3 *scrolls of cure light wounds* (1st level caster) (2 gp each), *scroll of silence* (3rd level caster) (13 gp), *potion of blur* (25 gp), *potion of gaseous form* (63 gp).

APL 10: L: 283 gp; C: 0 gp; M: *cloak of resistance +1* (83 gp), *ring of protection +1* (167 gp), *scroll of dimension door* (7th level caster) (58 gp), *potion of cure serious wounds* (63 gp), *potion of haste* (63 gp), 4 *potions of cure light wounds* (4 gp each), 4 *+1 mighty composite longbow (+3 Str bonus)* (225 gp each), 4 *potions of cat's grace* (25 gp each), *+2 full plate* (471 gp), *pearl of power* (1st level) (83 gp), 5 *scrolls of cure light wounds* (1st level caster) (2 gp each), *scroll of silence* (3rd level caster) (13 gp), *potion of blur* (25 gp), *potion of gaseous form* (63 gp), *cloak of resistance +2* (333 gp).

APL 12: L: 374 gp; C: 0 gp; M: *cloak of resistance +1* (83 gp), *ring of protection +1* (167 gp), *scroll of dimension door* (7th level caster) (58 gp), *potion of cure serious wounds* (63 gp), *potion of haste* (63 gp), 4 *potions of cure serious wounds* (63 gp each), 4 *+1 mighty composite longbow (+3 Str bonus)* (225 gp each), 4 *potions of cat's grace* (25 gp each), 4 *bracers of archery* (425 gp each), 2 *+2 full plate* (471 gp each), 2 *pearls of power* (1st level) (83 gp each), 10 *scrolls of cure light wounds* (1st level caster) (2 gp each), 2 *scrolls of silence* (3rd level caster) (13 gp each), 2 *potions of blur* (25 gp each), 2 *potions of gaseous form* (63 gp each), 2 *cloaks of resistance +2* (333 gp each).

Someone's in the Kitchen

If the PCs make it to the kitchen, they find the strange sight of Jorry hard at work.

A section of this room is lighted and appears to have been converted into an arcane laboratory. The only thing obviously visible is a small figure moving around various arcane apparatus intent on his work. An awful smell emanates from the house as if many more living things have recently occupied it.

Jorry is handicapped by the *geas* and cannot help the party in any meaningful way. He warns the party of

threats around then, and gladly points out how to get to the second floor. For more information on Jorry, see Encounter Eight.

Encounter Eight: Resolving the Hidden House

(30 minutes)

PCs are Captured by the Giants

This section is used only if the PCs lose the battle against Baktar and his minions.

You remember being pummeled into unconsciousness and very little thereafter. You do not know the whereabouts of your companions or their fate.

You awaken on a grassy hillside. Your muscles are bruised and battered from repeated beatings of the giants. Any spells you once had memorized are long forgotten. Your equipment is gone, taken by your captors. One chilling encounter, however, haunts your vague memories.

During a brief moment of consciousness while a prisoner, you remember a gnome approach your paralyzed form and whisper to you, "I am sorry friend, for I know you sought to rescue me. Your life is doomed, for I cannot save you. But I can give you one last gift so that your death has meaning. You now host dozens of wraiths within your body. You can spread these to others by touch before these evil spirits finally take over your mind. In the few days you have remaining, touch as many of the orcs and giants as you can. One thing more: Make sure you get killed prior to the wraiths taking over your body completely. That is your only hope of resurrection, if such things are important to you."

If the PCs are captured things are bleak for them. They are now hosts for swordwraith spirits and have been dumped on a hill far away from the manor. Each player can decide what his character does in the three days of life remaining to him.

If the player goes anywhere near a town or village of the allied forces (Keoland, Geoff, etc.) rather than the giants, Ian the Hound kills the character swiftly. If the character seeks out the enemy, tell the player that he or she manages to touch several of the enemy and spread the wraiths before the giants destroy the character. The allied forces discover the body of the character as they seek to retake Gorna, and the player may decide to pay for

a *resurrection* at the end of this round. Because of the condition of the body, a *raise dead* is impossible.

However, if the character does nothing, he succumbs to the wraiths in his body after the three days. His character becomes undead and is considered destroyed in battle, never to be recovered.

Either way, this ends the adventure for the PCs.

PCs Destroy the House

It is possible that the PCs will ignore Burkan's request that the house be captured intact. If they burned down the house or killed Jorry, things will be a lot harder for them.

First, you need to determine how much damage the PCs did to the house and how much of Jorry's information survived. If the PCs used powerful fire magic (like *fireball*) or cast powerful earth magic (like *earthquake*) everything is destroyed. Less powerful or destructive magic will damage a lesser amount of the notes and books. Use your discretion as to what survives.

Second, you need to determine if Jorry survived. Jorry has the following stats.

♣ **Jorry:** male gnome Wiz10; hp 40.

If Jorry is dead, then the PCs will need to cast *Speak with Dead* to hear his story given below.

If the notes are destroyed and the PCs make no effort to speak with Jorry, the adventure is essentially over. If the PCs manage to salvage some of the notes, they may be able to piece together what they are supposed to do next. Again, this is at your discretion, but don't make it easy. The PCs were warned by Burkan. They should pay the consequences for their choices.

PCs Capture the House Intact

If the PCs capture the house without damaging the evidence or killing Jorry, their task is much easier:

Immediately after your victory, the gnome crawls up off the floor and stumbles back to the desk and tables. Strangely his bubbling beakers and strange crystals appear to have been untouched by the battle. [But only if the party took the proper precautions!] ***He continues working on some form of arcane research or experiment that was already in progress before you arrived. As soon as he begins working again, he looks to you.***

"Thank you, thank you, my friends. It's good to see that dastardly knave defeated!" the gnome exclaims

with obvious relief. All the while he is talking to you he continues his work.

"If you had not come when you had, it is likely that all of Geoff would be under Giant control for many centuries to come. Now there is hope. Now you must . . . must . . . must . . . stop . . . sto . . . sto . . . me."

It is clear that the gnome begins suffering intensely as he talks to you. He stops trying to speak and diligently resumes his work. From his facial expressions it is obvious that the pain recedes.

"I am Jorry. I was captured in a caravan raid north of Hochoch about two years ago. A giant wizard bo . . . bo . . . bound . . ." Jorry chokes in pain and passes out.

Shortly afterwards Jorry awakens and try to answer all the PCs' questions. The problem is that he cannot answer questions relating to the following topics without stuttering uncontrollably (and thus incomprehensibly) and suffering horrendous pain:

- The *geas* that binds him.
- His research at duplicating the Rites of Possession and Control.
- Anything about the Sakhut or Arbrozzar (the wizard who bound him).

If questioned appropriately, he can talk about the following important information:

- "Check my notes to learn what has happened here" [he then suffers pain for his comments].
- "They think they are so smart, but I have hurt them, like they hurt me. I've used what I learned and wraiths have possessed many orcs and others."
- "I infected a hill giant last week with a swordwraith. Hopefully he will spread the darkness to all of his giant brothers."
- My work can be used to help the Grand Duke! There are questions that I still have that can be answered by those who have performed this work before me. Look to my notes.
- "My work is progressing too far. I have delayed things as long as I could. If I succeed, the Enemy will win this war: totally and completely."
- "If you could only . . . ahhhh! Or . . . Owww! It's no use -- you must kill me to stop my work."

- “If you let me live, I will continue my work and the giants will gain a great and horrible weapon.”
- “If you let me live, but stop me from working, I will suffer in horrible agony and then die.” He pauses a moment. “A quick death is more merciful. I’ve suffered enough.”
- “Trust the Hound, his actions have protected all the Grand Duke’s people from my work. He is the last tie to the Old Archmage. He may have answers.”
- “The giants forced me here because they did not wish to risk their own lives with such dark magic.”
- “It’s Ur-Flan magic. I don’t know what price my spirit will pay in the afterlife for harnessing this evil.”

If the party kills Jorry as he requests, they can use the spell *Speak with Dead* to communicate with him. Once Jorry is dead, he is no longer bound by the *geas*. He answers freely within the confines of the *Speak with Dead* spell.

If a PC attempts to bring Jorry back to life, his spirit refuses to return to this world. He has suffered much on Oerth and has no intention of returning.

If somehow taken alive, Baktar and Zog refuse to talk willingly. If forced to talk, the players can learn some background information from them as described in Appendix II.

If they did not burn down or destroy the manor house during the battle give them **Player Handout #3**.

Enter the Hound

While searching the house and reading Jorry’s notes you notice a large hound lying on the ground near Jorry. He must have entered the house while you were occupied. A strange sadness clings to the hound.

If the PCs attack Ian the Hound in any way he *dimension doors* away and leaves. He has an action readied to dimension door away so it is extremely unlikely the PCs can stop him.

If the PCs can cast *Speak with Animal* in any way, they can talk directly to Ian. Otherwise they have to try and communicate with gestures. Ian wants to pass along some information to the PCs so he makes gestures that he wishes to communicate.

Things Ian wants the PCs to know.

- Jorry must be prevented from continuing his research or the Giants will gain access to his research.
- Many Keoish are coming this way. If they are your allies then I think you must accompany me.
- I know where to go to free the swordwraiths of the mounds.
- Somewhere in the keep is the means to free their souls. It was a great tragedy but they would not listen to me. Damn that Lucien.
- The map might get you there. I can lead you safely.
- Beware the constructs. Most are confined to their rooms though.
- The well is below. It must be contained. Beware.
- Negative energy has made a bad place worse.
- They were good people seduced by necessity.
- I had to kill those people to prevent the wraiths from spreading. Besides, it was the only way to assure their souls were not destroyed.

Arguments about right and wrong will not sway Ian. If the PCs do not want to follow Ian, he paces around impatiently and then leaves. If they immediately follow he pauses and allows them to follow; otherwise, they do not see him again. Remember Ian is very dog-like after being in hound form for so long.

If the players kill Jorry and talk to Ian he helps them get to the keep at the Mountain of Storms. If the PCs do not kill Jorry, Ian kills Jorry. If they attack Ian he leaves and they have to stumble their way to the keep.

Burkan Goes Home

Burkan attempts to use the authority of his writ from Abinar to take a copy of all the information gathered at the house. He would prefer to have the only copy. He returns to Preston as fast as he can. He is confident that the return trip will be much less hazardous and he will be fine alone. Burkan requests that the PCs investigate the Keep of Storm Mountain. Burkan does not accompany the PCs to the keep.

If the PCs wish to destroy the research materials Burkan point out that the giants may already have a copy of Jorry’s notes and that this information could be essential

to prevent them from using it against the Gyri. Burkan only uses reason and the weight of his authority as an officer of the Cyvrin to persuade the PCs.

Under no circumstances does Burkan attack the PCs. If he is physically assaulted, he uses any spells and abilities at his disposal to flee. He then returns to Preston and files charges against the PCs.

If the PCs kill Burkan, their characters are arrested upon their return to Preston. They are found guilty of murder (and possibly treason). Grand Duke Owen personally cuts off their heads with his greatsword Dusk. There is no possibility of being returned to life.

If the PCs physically harm (or cast spells upon) Burkan, but do not kill him, they are arrested upon their return to Preston. They are found guilty of assault on a servant of the Grand Duke and fined 500 gp times the APL. If the PCs use subdual damage or non-damaging spells on Burkan, the fine is reduced to 100 gp times the APL.

Once the players are ready to move on, proceed to Encounter Nine.

End of Round One

Encounter Nine: Journey to Storm Mountain

(10 minutes)

Vargalian's home was the Keep of Storm Mountain. Before the disaster, the Keep of Storm Mountain was a place of learning and peace where wizards were able to congregate without interruptions from the mundane world. They pursued both magical and alchemical learning and research.

The Keep has a sinister origin. Beneath the keep is the Well of Vecna – a portal to the Negative Energy Plane. Vecna and his apprentices used the well extensively in pursuit of their necromantic arts. When Vecna was thrown down, the well was sealed to prevent further use of the portal.

In order to remain undisturbed by the curious or malicious folk, the Grand Dukes of Geoff built a keep over the well in this isolated area on the edge of the Crystallist Mountains. The Grand Dukes charged their high wizards to keep watch on the keep.

The high wizards erected magical wards and defenses and assembled a small, loyal, and effective group of men-at-

arms (called the Blacksheep) to defend them. Including the servants (cooks, maids, grooms) there were approximately 75 people living and working in the keep.

This structure has not been seen by anyone from the outside world for 143 years. Something terrible was set in motion when Vargalian began the experiments to perfect the Rites of Possession and Control. Within a few days of triggering the Rite of Control most of his close associates were dead or insane. Lucien deliberately included Ian as a target of the Rite of Possession to silence his opposition to the plan. He has withstood its power by remaining in beast form for these 140 years.

Ian attempted to prevent the final enactment of the Rites of Possession and Control but was cursed by the Ur-Flan magic. Shifting out of human form prevented the foul Ur-Flan rituals from progressing. Ian has wandered the Stark Mounds since then seeking a cure and helping out the residents when he could.

Hallucinatory Terrain

The Blacksheep defenders of the keep are long since dead but the magical wards and defenses remain active and effective. The keep has remained lost because of the 1,000-foot thick hemisphere of hallucinatory terrain that surrounds it. The radius from the center of the keep to the inside of this half sphere is half a mile.

Ian Is With the Party

Only Ian knows the way past each illusion. Each illusionary effect will be very difficult to dispel (dispel check DC 26) and this only dispels one of the many illusions that surround the Keep of Storm Mountain.

Intentionally trying to fly through mountains in the general area indicated by the maps recovered from the manor eventually succeeds in penetrating the illusion. Testing the terrain via foot also works but involves a lot of hazards from unseen chasms and mountains.

If Ian is on good terms with the PCs, he leads them to the Keep of Storm Mountain through this hallucinatory terrain. In which case you may read the following and then proceed to Encounter Ten:

Ian keeps a brisk pace for you to follow him. Anytime your companions fall too far behind, he pauses, panting and waiting. The trail is amazingly well hidden with illusions of deep crevasses, rocky walls, sheer cliffs and similar impediments. With Ian's help, however, you walk through these figments and see them for what they are.

Ian Is Not With the Party

If Ian is not with the PCs but they recovered the maps from the manor house or successfully interviewed Jorry (perhaps with *Speak with Dead*) let the players know that they are in the right general area. Ask how they want to proceed. If they come up with a reasonable way past the illusion let it work eventually but make them work to get past it. Have them walk into walls, fall in chasms, slide down hills, etc. And then read:

At last you found the pathway concealed by a truly large illusion. Following the visible path is the most certain way to slide down into an unseen chasm or walk into the side of a mountain. Occasionally goats can be seen with their heads stuck into what appears to be a solid wall of rock or apparently standing on thin air.

Have the PCs make an Intuit Direction check: DC 10 – 8 rolls on the chart spread randomly among the players; DC 15 – 4 rolls on the chart spread randomly among the players; DC 20 – 2 rolls on the chart spread randomly among the players. If no one has ranks in Intuit Direction, roll 12 times on the chart spread randomly among the players. The chart (roll a d6):

- 1) Slide down an unseen hillside;
- 2) Drop into a natural chimney and become wedged;
- 3) Walk into a wall;
- 4) Become separated from the party and roll again;
- 5) You find a fast running mountain stream. Make a Reflex save (DC 10 + the APL) or fall in. Falling in requires a Swim check (DC 15) to get back out or be washed downstream for d20 rounds;
- 6) Fall of a sheer drop unless you make a Reflex save (DC 10 + the APL). If you fall, you take 1d6 x the APL damage from the fall of 10 ft. x the APL.

The Will save to see through the terrain is (DC 14 + the APL). The players can make a new saving throw each day. Once, and only once, a player can immediately get a new saving throw if one of the party members helps him to see the truth. Such help gets the person +4 on their saving throw in addition to the second saving throw. Once a character succeeds, he never needs to save again and can guide the others safely through the illusion.

Once the PCs have passed through the hallucinatory terrain, proceed to Encounter Ten.

Encounter Ten: Outside the Keep

(10 minutes)

After they move through the illusionary terrain, the PCs have to climb a relatively steep path, about a mile long because of switchbacks, to get to the entrance of the keep. The path is traversable by horses.

The Keep radiates necromantic magic and evil. Both are quite powerful, though the aura of the magic is stronger than the evil.

Talking to Ian About the Keep

If Ian is with the PCs and they do not ask about the Keep's defenses or layout, Ian guides them to the front door and then lies down to wait. If they ask Ian specific questions about the possible defenses he willingly shares what he remembers as well as he can. Remember he has been in dog form a long time and does not think entirely like a human anymore. Things he can remember are:

- There are constructs in the hall with pillars.
- The arcane library is tricky to enter since it is concealed by magic behind a tapestry.

Important Note: Ian does not enter the keep for any reason, under any circumstances.

Please consult **DM Aid: Map #3** and **Map #4** for the layout of the keep.

The Outer Wall and Courtyard

At last the terrain you see matches the real terrain. A steep path leads up into the mountains. At the top of the path a plateau opens up. Trees that might have been well tended in the past are dark and twisted. They surround a large stone keep.

Above the keep dark clouds seethe, and sporadic lightning lances through the clouds. A low curtain wall surrounds a courtyard in bad disrepair. The curtain wall is pierced by a single gatehouse. The doors to the gatehouse are open.

To the sides of the main entrance are large glowing orbs that provide light clearly magical in origin. You can see some skeletal remains with their hands clenched around their own throats, as if they died by choking. There are tatters of what might have been the livery of Geoff from more than a hundred years ago.

Aside from the biting wind and the roiling clouds, nothing seems to be moving. The keep is dead.

The PCs can explore the deserted gatehouse and the empty courtyard. There is nothing of interest in either. The two skeletal remains are remnants of the Blacksheep, the elite force that protected the wizards. Their tabards have the device of a black sheep on them. Eventually, the PCs will realize that they need to enter the Keep itself.

Entering the Keep Itself

The PCs can enter the keep in a variety of ways, as described below. Regardless of which way the PCs enter the keep:

You gag on the cold, stale air of the keep. A dusty haze partially obscures your view. The stonework is smooth and solid, probably of dwarven-make. Lamps at regular intervals burn with cold flames lighting your way. You cannot put your finger on it, but something evil and tainted permeates this place. The silence is deep and seemingly impenetrable.

Through the Front Door

The PCs may decide to enter the keep through the front doors that lead into the Main Hall. The doors are large and heavy but can be opened with some effort.

By Way of the Roof

The PCs may decide to enter the keep through the roof. The roof is pitched in the center with a walkway around the edge. The circular stairs opens onto the roof, and the trap door to the stairs is unlocked.

Through the Walls or a Window

If the party has some means of going through the walls, have them enter the keep accordingly. Just start them in the appropriate place on the map that they enter. The same applies if the PCs enter through a window.

No matter which way they enter the keep, proceed to Encounter Eleven.

Encounter Eleven: Inside the Keep

(90 minutes)

Please consult **DM Aid: Map #3** and **Map #4** for the layout of the keep. This is a lengthy encounter that can be explored in numerous different ways. Encounters Twelve, Thirteen, and Fourteen take place interspersed with the events of Encounter Eleven as detailed below.

Encounter Twelve occurs normally after exploring Room 6, but can also occur if the PCs try to proceed to the underhalls before fully exploring the first two levels of the keep. Encounter Thirteen occurs shortly after Encounter Twelve at an appropriate moment. Encounter Fourteen occurs once the PCs figure out how to pass from the Mundane Library (Room 7) to the Arcane Library. Once the PCs pass the doors at Room 14, proceed to Encounter Fifteen.

Features of the Keep

The keep is constructed out of dark gray granite. Unless specified otherwise in the adventure, the ceilings are 8 feet tall in both rooms and hallways. The inner doors are stout oak and all the windows have heavy reinforced shutters that are locked closed. The keep is well lit. The wizards of the keep had cast *continual flame* on lamps. The lamps are bolted to the wall and will take a lot of effort to move.

☛ **Windows with Reinforced Shutters:** 1.5 in. thick; hardness 5; hp 15; Break DC 18; Open Lock DC15.

☛ **Inner Wooden Doors:** 2 in. thick; hardness 5; hp 20; Break DC 25.

Unhallowed Halls: The entire keep radiates an effect similar to an *unhallow* spell that prevents good summoned or conjured creatures from entering the keep. Moreover, evil creatures within the keep gain a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks made (or effects created by) good creatures.

All turning checks made to turn undead within the Keep of Storm Mountain take a -4 profane penalty and turning checks to rebuke undead gain a +4 profane bonus. Lastly, the *unhallow* effect also acts as a targeted dispel of each PC each time they enter the keep, as per the *dispel magic* spell (dispel check is 1d20+9).

Whispering Walls: Throughout the PCs' exploration of the Keep of Storm Mountain, they hear faint whispering voices in the distance. These whispers are either those of victims of the tragedy in the keep or ominous whispers that promise, entice, or threaten. If the PCs listen closely, they can actually make out what the whispers are saying. Make up disturbing things for the whispers to say. Several examples are:

- A woman's voice: *"Please, no. It hurts. I'm sorry. I'm so sorry."*
- A child's voice: *"Why did you push me down the stairs?"*

- A soft feathery voice: *"I can teach things. Wonderful, terrible things."*
- A man's voice: *"I can see the things in the darkness. They hunger."*
- A soft feathery voice: *"If you are strong, death is not the end."*

Living creatures that spend more than 15 minutes in the Keep of Storm Mountain must succeed at a Will save (DC 10 + the APL) or be shaken (-2 penalty on attack rolls, saving throws, skill checks, and ability checks) by the whispers for as long as they remain in the Keep and for an additional 2d6 rounds thereafter. Living creatures must make a new save each time they enter the Keep.

Important Note: The "Ariel Notes" sections are ONLY to be read privately to the player that has been possessed by Ariel Fireheart and reflect her beginning to remember more of her past. Also, PCs can find any material component normally found in a spell component pouch in almost any room in the keep (as this was the home to numerous spellcasters who often left materials lying about).

Rooms in the Keep

The hallways and the stairways are not numbers. These are plain and unadorned. The circular stair reaches from the roof down to the basement. There is nothing of interest in the stairway.

1. Hall of Pillars

It is important that the PCs encounter the Hall of Pillars before they encounter the Dining Hall. Therefore, switch this room's description with that of the Dining Hall (Room 6) as necessary so that the flashback scene happens last.

You enter a large room richly furnished. It has a large table in the center of the room and a crystal chandelier hanging from the ceiling above the table's center. There are four alabaster columns holding up the frescoed ceiling. Your attention, however, is drawn to the large ornate armored statue in the corner. It bears a black iron sword taller than an ogre.

The statue is a decoy. The real guardian(s) are the column(s). The guardians activate when a humanoid creature walks within 10 feet of the door opposite the one he came in.

Show the picture of what the guardian's look like to the players (**Player Handout #4**). Remember to have all weapons striking the columns to roll a save or be destroyed.

Each round before they attack, the columns state, "Present the password." The password is "sodales", which is Oeridian for colleague or peer. Ariel knows the password and will give it, if she possesses a PC, which is unlikely if the PCs just entered the keep.

Tactics: The columns are unintelligent constructs that attack the nearest humanoid. They do have enough magical instruction to flank if the opportunity presents itself. The columns ignore animals. The columns do not leave the room.

APL 6 (EL 6)

☛ **Caryatid Column:** hp 60; see Appendix 1.

APL 8 (EL 8)

☛ **Caryatid Columns (2):** hp 60 each; see Appendix 1.

APL 10 (EL 10)

☛ **Caryatid Columns (4):** hp 60 each; see Appendix 1.

APL 12 (EL 12)

☛ **Caryatid Columns, Advanced (4):** hp 113 each; see Appendix 1.

Treasure: Unfortunately, none. The swords of the columns turn to stone when the columns are destroyed.

2. The Kitchen

You walk into the Keep's large kitchen. The room is surprising neat, although dusty. On the carving board, near the brick oven are the bones of some beast long since carved and eaten.

With a successful Search check (DC 5 + the APL), the PCs discover human bones in the brick oven. The inside of the oven is scratched with what looks like claw marks.

3. Pantry

This is a linen storeroom. It has blankets and towels covered in dust. Empty washbasins sit on a shelf.

There is nothing to find in this room. One random party member experiences an instantaneous flashback in which a soldier in a Geoff uniform bashes a woman's head into the stone wall next to where the PC is standing. Her head caves in killing her, yet the soldier keeps pounding. The other PCs only see the character reel as if stunned or in pain. The character that experiences the flashback takes 2 x the APL damage as he experiences the woman's agony. None of the other PCs see the vision.

Once the flashback ends, all of the PCs notice that a black stain and bits of long hair are on the wall where the murder occurred right next to where the PC that had the flashback is standing.

Ariel Notes: Tell the player possessed by Ariel that he/she is getting very thirsty.

4. Ariel Fireheart's Sanctum

Although covered with a thick layer of dust, this room was clearly that of a noble woman or the like. All the furniture, including the desk, bed, and chest of drawers is of cherry wood and of very high quality. A travel satchel is packed and resting on the bed, which is made. Nothing has disturbed this room in at least a century.

Inside the satchel are clothes for traveling. On the desk is a note in very precise feminine handwriting that reads:

"My fellow Magi, I have left for Gorna to assist Grand Duke Arnod in repelling the Keoish invaders. I will return as time permits. Boccob keep you until I return."

It is obvious the person forgot her bags or never left.

Upon entering this room, all PCs should make a Will save (DC 10 + the APL). Those that fail feel very parched and dry. They need to drink water immediately or take one point of temporary Con damage. If Ariel possesses a player, that PC automatically fails the saving throw and wants to drink.

5. Alasdair's Sanctum

The door is wide open to this room and it reveals a disorganized mess. On the table are documents and bottles and beakers. Papers are in piles and scattered about.

If the party reviews the papers:

Sifting through the papers reveals that the owner of this room was an expert in the preparation of alchemical and magical potions, an accomplished healer using arcane arts, rather than divine, and, most of all, completely disorganized.

His journal entries might appear anywhere in the keep written on bits of spare parchment or paper. The majority of his journal is in his rooms but is scattered and in no particular order. Some entries are on the same sheet as a potion formula or bit of spell research. The last few journal entries are on some of the walls, in fact there is at least one on a ceiling somewhere. Only the most relevant or interesting journal entries have been included here, there are many more.

Give the players **Player Handout #5**.

Ariel Notes: Ariel remembers that this is Alasdair's room. She feels remorse for killing him – Vargalian's Rituals drove him mad. It was not his fault. He was a good-hearted man. He often went into the villages to help the commoners. Ariel grows angry with Vargalian just thinking about it.

Treasure: A successful Search check (DC 15 + the APL) allows the PCs to find Alasdair's *eyes of arcane sight* (see the Treasure Summary).

All APLs: L: 0 gp; C: 0 gp; M: *eyes of arcane sight* (450 gp).

6. Dining Hall

It is important that the PCs encounter the Hall of Pillars before they encounter the Dining Hall. Therefore, switch this room's description with that of the Hall of Pillars (Room 1) as necessary so that the flashback scene happens last.

The deathly quiet of the keep is suddenly interrupted. You turn the corner and are astounded by clear air and sounds of life. In front of you is a lavish dining hall with a roaring fire and a table filled with trays heaping with food and mugs filled with ale. About the table are about 18 men in Geoff military uniforms. All these men are face down in their plates of food, unmoving.

Standing at one end of the table, is a strikingly beautiful woman with auburn hair and a dress of deep green velvet. At the other end of the table is a fat unkempt Gyric man looking quite frightened.

The woman looks furious and is yelling at the fat man.

"Alasdair! What have you done?! You have killed them all?!"

The chubby man hammers and haws. "They were plotting against us, Ariel, they would have killed us all if I had not stopped them."

"You fat, paranoid fool, it is the archmage's spell that is spilling into the hall. They had no intention of harming us, and even if they did do you really think they would have succeeded!?"

The fat man responds, "Any innocents that have died have been saved from the Doom that is upon us. I have saved them all! You are just upset that I killed your 'guard'. He was the worst of the lot, promising to sell your soul to dark powers in exchange for power. He never loved you!"

The woman screams in rage and begins casting a spell. Alasdair rises from his chair and removes a potion flask from his vest. He has no time to drink it, however, for the woman in green whispers, "boom" and a crimson ball of fire explodes around the fat man. He collapses on the floor, screaming and burning.

If the party has not done anything up to this point, have them roll initiative. Whatever they roll, Ariel gets to go first and continue reading:

"That was for allowing Vargalian's Ritual to proceed," she screams and then whispers, "boom" while pointing at the writhing figure.

Another fireball explodes upon the burning man, incinerating him. The table has caught on fire and tapestries are raging in flame. "That was for the murders you have committed."

The party members can now act in order of initiative. The flames begin to burn higher and higher until someone in the party does anything that directly interacts with the above flashback (casting spells on oneself or on fellow PCs does NOT count as interacting with the flashback). In that case, proceed:

The sights and sounds before you suddenly vanish, like a veil being torn from your eyes. The woman in green is gone. The guards at the table are shriveled and burned skeletons, still face first on the table. In the place where Alasdair stood, there is only a black sooty stain. It is silent. Like the rest of the keep, this room is fit only for the dead.

Shortly after the PCs have seen the vision in the Great Hall, Ariel makes her move. When she does so, go to Encounter Twelve.

7. Mundane Library

You enter a room with several sets of freestanding bookshelves. On the shelves are old musty books on all sorts of topics. Included in the collection are many fictional works and poetry compilations. A small reading table is in the far corner several chairs are lined up as if to hear a presentation. The far wall is graced with a beautiful tapestry of a wide variety of animals.

None of the books are magical or about magic. None are worth much and PCs that are not careful will find the books collapse into dust in their hands.

If the PCs are in the library for more than a minute, the whispering in the walls grows louder saying, *"The mind is the greatest threat of all. The eye feeds it and the*

hand does its bidding." All the characters begin to feel something trying to claw at their minds. Players must succeed at a Will save (DC 10 + the APL) or suffer 1d4 points of temporary Wis damage.

The arcane library is located in an extra-dimensional space that is accessed through a portal in the mundane library. The portal is located behind a tapestry on the south wall of the library.

If the PCs examine the tapestry more closely:

You see a burgundy tapestry of exquisite quality. On it is an elaborate mural with dozens of different types of animals stitched into it. The animals are all standing at attention as if guarding something.

See Encounter Fourteen for more information on how to access the arcane library.

Ariel Notes: This was the library in which the children of the servants learned their lessons. You find no magical tomes here. All such works are in the arcane library that is hidden from normal sight. You remember that the arcane library is behind the tapestry, but cannot remember how to get in.

8. Garderobe

This is an ordinary garderobe. There are thin shafts leading outside.

9. Lucien's Sanctum

The door of this room has a large L inscribed ornately into it.

It is locked (Open Lock DC 12 + the APL) but otherwise like the other doors in the Keep.

The room is furnished richly. The walls have tapestries covering it depicting various scenes from literature. The desk has a single book lying open upon it. On an alabaster pedestal to the left of the window rests a harp of exquisite make. It is inlaid with gold and mithral and carved in the likeness of a nymph.

The book is Lucien Rhola's journal (**Player Handout #6**).

Treasure: The harp is a *harp of subtle melodies*, a powerful magic item that Lucien was investigating (see the Treasure Summary).

All APLs: L: 0 gp; C: 0 gp; M: *harp of subtle melodies* (450 gp).

10. Vargalian's Sanctum

This door is *arcane locked* by a wizard of a level equal to the APL. It can only be opened by using a *knock* spell,

dispelling it, or breaking it (as the other doors in the Keep but +10 to the Break DC). Creative parties can *fly* outside through the window if they like. Eventually the PCs will get in.

Inside, you see a fairly utilitarian room with sturdy furniture but not little finery. Of particular interest is the large table with various magical tools and accoutrements. On the table are piles of papers and notes.

The letter is a letter from Vargalian (**Player Handout #7**).

Ariel Notes: This is Vargalian's Sanctum. His notes of the Rite of Possession and Rite of Control that he used are probably in the arcane library.

11. The Guard Barracks

This room is obviously some form of barracks. 24 beds fill the room with a foot chest sitting at the foot of each bed. A few beds are made, but most are disheveled. All are covered in a thick layer of dust. The only sounds heard are that of your own party.

All of the 24 chests are closed. All are empty of anything valuable, although some have personal affects of the former occupants.

This room smells of rank, corrupted fumes making you slightly light headed. An empty weapon rack is attached to the left wall. A desk and filing cabinet are on the far wall. The furnishings are nice. The room is clean, yet dusty.

A successful Search check (DC 10 + the APL) finds a masterwork-hunting knife hanging in a scabbard in the closet with the inscription "To Hywell for 10 years of loyal service, Vargalian".

Have the characters roll Listen checks (DC 15 + the APL). Those that succeed hear a child screaming in agony and begging for her mommy, somewhere deep in the keep. The PCs are unable to pinpoint where it is coming from. They are greeted with a dead silence if they search for it.

One of the drawers of the desk is locked (Open Lock DC 14 + the APL) and trapped.

APL 6 (EL 4)

↗ **Drawer Handle Smearred with Contact Poison:** CR 4; mechanical; touch trigger; manual reset; poison (sassone leaf residue, Fort save [DC 16] resists, 2d12 hp/1d6 Con); Search (DC 18); Disable Device (DC 26).

APL 8 (EL 5)

↗ **Drawer Handle Smearred with Contact Poison:** CR 5; mechanical; touch trigger; manual reset; poison (nitharit, Fort save [DC 13] resists, 0/3d6 Con); Search (DC 18); Disable Device (DC 26).

APL 10 (EL 7)

↗ **Drawer Handle Smearred with Contact Poison:** CR 7; mechanical; touch trigger; manual reset; poison (dragon bile, Fort save [DC 26] resists, 3d6 Str/0); Search (DC 18); Disable Device (DC 26).

APL 12 (EL 9)

↗ **Drawer Handle Smearred with Contact Poison:** CR 9; mechanical; touch trigger; manual reset; poison (black lotus extract, Fort save [DC 20] resists, 3d6 Con/3d6 Con); Search (DC 18); Disable Device (DC 26).

Treasure: In the trapped desk is a padded wooden box with a *chime of opening*. The only other treasure is the masterwork hunting knife (dagger).

All APLs: L: 25 gp; C: 0 gp; M: *chime of opening* (250 gp).

Ariel Notes: You remember the Guard Captain Hywell. He served as the captain of a famous mercenary group called the "Blacksheep" before he was recruited by the Archmage Vargalian to serve as Guard Captain of the Keep of Storm Mountain. Vargalian and Hwyeell became close friends. He was not in the keep when Vargalian began his spell. You suspect Vargalian sent him away prior to beginning the Rites.

12. Wine Closet

This room once held wine racks, but they are nothing more than rotting and broken pieces of timber. The wine bottles are little more than smashed pieces of glass. The smell of oak is a welcome respite from the stench of evil that permeates this Keep.

There is nothing of interest or value in this room.

13. Storeroom

This large room appears to be a storeroom with barrels and bags of foodstuffs. Large black insects skitter into the shadows as your light enters the room. It appears there was enough food stored here to withstand a siege of several years given the relatively small size of the keep.

Have the PCs roll a Spot check. Have the person that rolled the highest number see a pattern in the stone of the wall that resembles a skull shape with one of the eyes as an empty socket filled with a star.

There is nothing of value in this room, and the food is long since rotten and decayed. No party member should be stupid enough to eat anything in this room.

14. Stairs to the Underhalls

The hall in the basement ends in a thick iron door. The door itself is covered with arcane wards and seals. There is something ominous about this door and what must lie beyond it. In the center of the door is an enormous keyhole.

This is the door to the underhalls were there the Well of Vecna is. The door is composed of iron and is sealed with ten different castings of *arcane lock* by an 18th level wizard. A *knock* spell must be cast five times to overcome the magic and once more to unleash the lock and seals. In addition, the seals make the door incredibly hard. The key is in the Arcane Library. When used on this door, the key unlocks the door, releases the seals, and bypasses all of the *arcane locks*.

🗝️ **Warded Sealed Locked Door:** 2 in. thick; hardness 20; hp 80; Break DC 50.

If the PCs reduce the sealed doors to half their hit points and they haven't visited the Dining Hall (Room 6) yet, Ariel makes her move as described in **Encounter Twelve**.

Ariel Notes: The magi of the Keep had a difficult time keeping the seals to the Well of Vecna closed. The door is bound with the most powerful protections that Vargalian knew. You know that the key is in the Arcane Library.

Encounter Twelve: Ariel Makes Her Move

(20 minutes)

After the PCs experience the formal dining hall (Room 6), or if they try to rush straight into the underhalls, Ariel (see **Player Handout #8**) seeks to possess a party member to accomplish her goals. As she is ethereal, she is invisible and almost completely undetectable. She attacks through walls, ceilings and floors rather than expose herself to attack. She is not stupid. She uses all of her wiles and magic to disorient the party and distract them so that she can possess a PC.

First, she uses her frightful moan ability to try to scatter the PCs throughout the keep and isolate one that she can possess.

She then uses her malevolence ability to possess one of the PCs. She targets characters who are likely to have the

lowest Will saves, preferably fighter types, or, failing that, roguish types. If there is a tie in terms of accessible targets with low Will saves, choose the PC with higher Cha. She would rather have an attractive body, after all.

If the party uses *protection from evil* or other spells to try to block her from possessing them, she simply waits until the spells expires and tries to possess them at that time. She has already waited 140 years, after all.

If she fails in an attempt, she tries another PC, as any character that saves against that power is immune to any further attempts that day. If the party sleeps and spends a night she can retry her first targets. She continues her attempts until she succeeds.

If Ariel succeeds in possessing a PC

Give the player whose PC was possessed **Player Handout #8**. Tell him that he can share the information on that sheet with the other players in-character, but not out-of-character. A player who reveal information out-of-character gains no role-playing xp for this scenario.

If Ariel fails to possess any of the PCs

Ariel manifests and tries to reason with the party and asks one of them to volunteer for possession so that she can right the wrongs that have gone on in this place. She speaks while in the walls and ceilings so she does not expose herself to attack. She can also use *ghost sound* to talk to the party if need be. Her voice is quite beautiful – almost musical. She tells them it is the only way that she can be free of this curse that causes her to haunt this place. She reveals little of her secrets at this time, as her memory is truly and completely faded. She does not lie.

If a PC agrees to be possessed, he voluntarily gives up his saving throw and she enters him or her. Give the character **Player Handout #8**.

If no one volunteers, she gets angry and tries to force the party to agree. She pops out of the floor and throws the most powerful fireball she can manage (at that APL) from a distance and then drops back down into the floor. She appears a little while later and offers the deal again. If rejected again, she throws another fireball and repeats this process until the PCs agree or she is destroyed. She is a dangerous adversary when angered.

Once she is in control of a PC, the party can continue exploring the keep. A little while after this occurs, proceed to Encounter Thirteen.

Encounter Thirteen: Lucien's Revenge

(45 minutes)

This encounter should only begin after Ariel possesses one of the PCs or she fails to possess anyone and is destroyed. After this encounter, the PCs can continue exploring the keep.

Ariel does not remember, but after she slew Alasdair, she discovered the truth: that Vargalian and Lucien were at fault for the murder of all the innocent persons in the Keep. In anger, she went down to the underhalls where the Rituals were being performed and attacked the two. Because they were not expecting the attack, she successfully killed Lucien, but failed to stop Vargalian. He imprisoned her so that she could be tried for treason at a later date. Lucien, however, arose as a spectre bent on destroying Ariel. Depending upon the APL level, he killed some of the servants years ago and they are now lesser spectral creatures under his control.

If Ariel Is in Possession of a PC

Walking into the hall is a well-dressed man wearing gray velvet and simple but finely crafted jewelry. He smiles warmly at you all and acts as if nothing is amiss.

Ariel Notes: Tell the person playing Ariel that this is Lucien Rhola and that he is a master of words and deceit. Do not trust him! He persuaded the other mages to vote in favor of performing the dark rituals.

DM Note: This is actually a *major image* of Lucien controlled by him through one of the walls. If they attack the image, PCs get a Will save (DC 18) to know that it is an illusion.

The figure speaks to you in a full, almost musical voice, "Ariel, I have waited a long time for you to return."

"Even now I feel the burning on my skin from your unprovoked attack. But, as you can see, I am far from beaten – although being burned over 90 percent of your body is a painful way to die, I must admit. Of course, you could never appreciate the subtlety of my magic, could you Ariel?"

"Now, who are these fine persons with you? Did you tell them how hazardous to their health it is to be your acquaintance? Did you tell them how you burned Alasdair alive? Did you tell them that you were willing to let the entire Grand Duchy of Geoff

fall, its citizens enslaved, because of your silly issues of morality?"

"Did you explain to them the Rites of Possession and Control? Are they here to stop the Archmage?"

He leans forward and whispers conspiratorially, "is it not a trifle late for that?"

Then, after a few minutes of talk, Lucien asks the party to:

"Join me and rule the entire Sheldomar Valley from the keep. With the Well we can create a dynasty that would last forever."

If asked how, he responds:

"Come and talk with me in private so that I can show you ..."

This last is a *suggestion* spell. That should start a fight pretty quickly.

If Ariel Failed to Possess a PC

The figure speaks to you in a full, almost musical voice. "Greetings strangers. What brings such vibrant living things to this keep of the dead?"

Lucien asks questions about the PCs' purpose for being in the Keep:

"I am Lucien [pronounced Loo-see-an] and this is my home. Do you have an invitation?"

"I don't believe you do which means you are trespassing. However, I am willing to forgive that transgression and will permit you to continue your investigation of my keep in exchange for one of you meeting with me in private to discuss how you might assist me in MY endeavors."

"What say you? Which of you fine gentlepersons will meet with me in my Sanctum? I assure you I mean you no harm."

A Sense Motive check (DC 15 + the APL) reveals he is lying.

If a PC agrees, he takes him up to his sanctum where he shuts and locks the door. Then Lucien and his specter cohorts (if he has them at this APL) promptly attempt to kill the character and turn him into a spectral creature. They all then turn on the party to try to kill them as well.

If no one agrees, he tries to bribe the party with information:

"I can tell you of the Rite of Possession and the Rite of Control. I can explain to you in detail the workings of my masterpiece, the Throne of the Well

used to control the swordwraiths. I can tell you how I convinced the other mages that using the Well was our only chance to survive the war with Keoland? Would you not like to know the answers to these questions? I will tell one of you all of these things if you come with me to discuss them in private ..."

Eventually, if he still fails to convince someone he says farewell and then instead of leaving he casts a spell on the entire party.

Lucien's Battle Tactics

Lucien knows how to protect himself. Before approaching the party, Lucien cast his long duration defensive spells, such as *expeditious retreat*, *improved invisibility*, *mage armor*, *protection from elements (fire)* (he knows he's going up against Ariel), and *protection from arrows*, and *eagle's splendor* (from the wand). In addition, he has cast *detect magic* to learn which PCs are under the influence of a lot of spells.

Once combat begins with the PCs, Lucien drops through the floor and casts *shield* on himself. He then attempts targeted dispels on those PCs who are heavily enchanted. He then attempts spells to weaken and confuse the PCs, like *feeblemind*, *suggestion*, and *blindness*.

Possible suggestions for Lucien to use are:

- *["Name of the PC possessed by Ariel] is possessed by an undead spirit and will destroy you all unless you subdue him/her immediately – do so now!"*
- *"You cannot fight against us and will only get in the way and put your friends' lives at risk, run out of the keep and stay out for at least an hour."*

Lucien relies on his *improved invisibility* and other spells to keep him safe. If the PCs can see him (or he doesn't have *improved invisibility* at this APL), then he keeps moving through walls to protect himself.

The spectral minions hide in the thick places of stone around the stairwell. They use Spring Attack to attack the PCs and then move away. The spectral minions and Lucien cannot see through walls and cannot automatically sense where the PCs are. They must move out into an open space and find out where the PCs are. Their 80 ft. move should allow them to move out of the walls, locate the PCs, and then move back into the walls.

If the party turns the spectral minions (which is more difficult than normal due to the permanent *unhallow* on the keep), Lucien flees with his servants, but returns a

few minutes later to start again when the turning has worn off.

The most common solution for the party when dealing with the spring attacking spectral creatures is to ready actions to attack as soon as they come through the floors and walls.

Important Note: Lucien and the spectral minions cannot enter the Arcane Library, pass the seal in the underhalls, or exit the keep (neither can Ariel, unless she is possessing someone).

APL 6 (EL 8)

☛ **Lucien, Spectral Wiz5:** hp 45; see Appendix 1.

APL 8 (EL 10)

☛ **Lucien, Spectral Wiz5:** hp 45; see Appendix 1.

☛ **Spectral Guard:** hp 54; see Appendix 1.

APL 10 (EL 12)

☛ **Lucien, Spectral Wiz7:** hp 63; see Appendix 1.

☛ **Spectral Guards (2):** hp 54 each; see Appendix 1.

APL 12 (EL 14)

☛ **Lucien, Spectral Wiz9:** hp 81; see Appendix 1.

☛ **Spectral Guards (4):** hp 54 each; see Appendix 1.

Treasure: Unfortunately, none. The possessions of the spectral creatures are incorporeal, like the creatures, and melt into nothingness if separated from them.

Encounter Fourteen: The Arcane Library

(15 minutes)

This encounter occurs when the PCs successfully enter the Arcane Library. When this encounter ends, the PCs can return to exploring the keep.

The party must enter the library to get the key to the underhalls and vault of the abyssal well. Unfortunately, the passage to the Arcane Library is a magical one. **The passage only opens when someone pets the cat on the tapestry.** The cat yawns and stretches and the passageway opens.

The tapestry in the mundane library is magical and a *detect magic* allows the caster to see that it radiates transmutation magic.

If the players ask if the tapestry has a cat, say it takes a little while, but they do find a cat on the tapestry:

You pass through the tapestry to a room approximately 20 feet by 10 feet. The room has two simple bookshelves in the center of the room. Only about two dozen books remain. On the easternmost wall is a small reading desk.

Inside the drawer of the reading desk is a key to the underhalls containing the Well of Vecna. The only other version of this key is with Vargalian. The desk is untrapped and unlocked.

Treasure: Of the books in the library, several are non-magical tomes about wizardry and sorcery. One is a spellbook (see the Treasure Summary). The final book, however, is a tome that radiates evil and magic if the party tries to detect either. It is written in Abyssal. If the party attempts to read it, give them **Player Handout #9**.

All APLs: L: 0 gp; C: 0 gp; M: *spellbook from the Keep of Storm Mountain* (61 gp).

Presumably, after the party gets the key to the underhalls, they immediately head to Room 14; proceed to Encounter Fifteen in this case.

Encounter Fifteen: Pits and Prisons

(15 minutes)

See **DM Aid: Map #5** for the layout of the underhalls and the Well of Vecna and **Map #4** for a diagram of the trap.

At the end of the hallway is a large elaborate door. From your end of the corridor, you see that arcane symbols are written all over it. In fact, as you look, you note that there are symbols on the floor 10 feet in front of the door as well. From this distance you cannot tell what they are or might be.

The Pit Trap

Unless the PCs search (Search DC varies, see below) the first part of the hall for traps, the first PC in the party (or the first two PCs, if walking side by side) must roll a Reflex save or fall into a pit.

The pit is disguised by a permanent *illusionary wall* spell (18th level caster) laid down horizontally. Across the pit and down the hall is the door to the underhalls. Next to the door is a hidden lever (Search DC 14 + the APL) that can be lowered by hand or by magic (such as *mage hand* or *telekinesis*). This lever extends a platform over the pit

that characters can walk safely across but also covers the hole trapping anyone inside the pit.

This trap was placed here by the wizards of Storm Mountain to stop enemies from getting through to the Well of Vecna. The deadliness of the trap arises from the permanent *anti-magic field* (18th level caster) filling the pit below the illusory floor. All spells and magic items on a character in the pit are instantly suppressed (see the description of the spell in the *PH* for more information). This could have catastrophic results on some victims.

Climbing without a rope held from the top is almost impossible, as it requires a character to climb across the ceiling to get to the shaft (Climb DC 18 + the APL) back to the surface. The climb up the shaft is much easier (Climb DC 10 + the APL). If the party members have a rope they can try to use it to help.

Even worse, when the PCs hit the bottom of the pit, they trigger a crushing room trap. At the end of the first round, the walls start to move together. There is some rumbling beforehand, so the PCs are warned. The walls move together at a rate of 5 feet per round and they always go last in initiative. So at the end of the first round after the PCs hit the bottom of the pit, the walls have closed 5 feet on each side. At the end of the second round, the walls squeeze together and do damage to any PCs and/or items down there (for items, remember to subtract hardness from the damage). The walls stay compressed for three rounds (doing damage each round) before separating and returning to their original positions.

If 10 or more pounds touches the floor after the trap resets, the trap will activate again.

APL 6 (EL 5)

↗ **Well Camouflaged Pit Trap:** CR 2; mechanical; location trigger; automatic reset; Reflex save (DC 24) avoids; 40 ft. deep (4d6, fall); Search (DC 24); Disable Device (DC 20).

↗ **Crushing Room:** CR 4; mechanical; location trigger; automatic reset; walls move together (4d6, crush); multiple targets (all targets in the room); never-miss; onset delay (2 rounds); Search (DC 24); Disable Device (DC 20).

APL 8 & 10 & 12 (EL 7)

↗ **Well Camouflaged Pit Trap:** CR 4; mechanical; location trigger; automatic reset; Reflex save (DC 25) avoids; 40 ft. deep (4d6, fall); Search (DC 25); Disable Device (DC 20).

➤ **Crushing Room:** CR 6; mechanical; location trigger; automatic reset; walls move together (6d6, crush); multiple targets (all targets in the room); never-miss; onset delay (2 rounds); Search (DC 25); Disable Device (DC 20).

The Broken Barriers

You stand before a door carved to resemble a skeletal face. The horrid visage glares at you with mocking eyes and its mouth is drawn into a sneer. The edge of the door is engraved with ancient runes of powerful warding. But the seals have been broken and the door stands cracked open. Something dreadful lurks beyond this portal.

The runes on the door were obviously some form of magical barrier preventing persons or things from crossing the hall from either direction. The barriers are all broken and have long since ceased to be magical with the sole exception of the runes on the door.

A Spellcraft check (DC 10 + the APL) reveals that part of the barrier is still intact and blocks undead from passing through in either direction. The PCs possessed by Ariel believes that Ariel will have no problem getting through the door as long as she is in a living body (and this is correct).

Ariel's Prison

As the party nears this room, tell the player of Ariel that she feels very dry, parched, and thirsty again.

There is a locked iron door here with a heavy iron key hanging from a hook in the wall next to it.

🔑 **Locked Iron Door:** 2 in. thick; hardness 10; hp 60; Break DC 28; Open Lock DC 20.

If the party uses the key to open the door or gets through the door in some other way:

Inside, you see a sparse prison with a wooden bench, and empty water pot. Lying on the bench is a female skeletal figure, dust covered, in a green velvet clothing of fine-make. On the wall are scratched the words, "I call and I call and no one answers. Is anyone left alive? Does anyone remember that I am here? I am thirsty, so thirsty. Vargalian will burn for abandoning me." The small, slim, and now virtually useless dagger used to carve the words rests on the floor next to the skeleton.

This room is subject to a permanent *anti-magic field* (18th level caster) filling the entire room.

Ariel Notes: Give the players time for the above information to sink in. Tell the player that is controlling Ariel:

You now remember how you died. Inside this prison there is an anti-magic field so you were unable to use your powers. You ended up here because you were captured when you attacked Lucien and Vargalian. Although you slew Lucien, Vargalian survived and had you imprisoned here to await trial for treason. Due to the other troubles in the keep, you were forgotten. Your cries for water and food went unheard.

You died of dehydration 3 days after you were locked inside. It would have been more humane to have simply killed you on the spot when he captured you so long ago!

Treasure: At APL 6, Ariel was wearing a *ring of protection +1*. At APLs 8, 10, and 12, Ariel was wearing a *ring of protection +2*. The ring is still here as are Ariel's material components pouches.

APL 6: L: 0 gp; C: 0 gp; M: *ring of protection +1* (167 gp).

APL 8: L: 0 gp; C: 0 gp; M: *ring of protection +2* (667 gp).

APL 10: L: 0 gp; C: 0 gp; M: *ring of protection +2* (667 gp).

APL 12: L: 0 gp; C: 0 gp; M: *ring of protection +2* (667 gp).

When the PCs round the corner to the Well of Vecna, proceed to Encounter Sixteen.

Encounter Sixteen: Heart of Greater Darkness

(45 minutes)

You enter a sizable natural cavern, over 100 feet long and over 60 feet wide. Stalactites spike down from the ceiling 15 feet above your head, and stalagmites rise from the floor in horrible shapes that suggest fangs. The stony walls are covered with a black oily sheen.

Your attention is drawn to the center of the room, where a pool of swirling purple blackness writhes and contorts in a seething display of corruption. The entire cavern oozes in unholy power.

A short peninsula of rock juts into the swirling madness and on the rock is a throne crafted from the same stone surrounding it. Sitting there is a thin whisper of a man, in clothes that were once fine, but now hang in ragged tatters about his person. His hair is thin and gray. His face is pale and desiccated. He is chanting softly in a dry raspy voice and moving his hands in a strange arcane pattern. You notice that his

hand movements seem to be controlling the swirling of the pool. While it appears he is deep in concentration, it is obvious he is aware of your presence as he shouts: "Be gone intruders! I cannot protect you from the Horrors of the Well. You have been warned!"

The Well of Vecna is a vortex to the Negative Energy Plane. Touching the vortex is a bad thing, causing 1d6 points of damage from negative energy (no save) each round the PC is in contact with the darkness.

If a PC falls into the Well (or is dragged in), he or she takes the damage listed above and must immediately make a Fortitude save (DC 25) or gain a negative level. The PC takes additional damage and must make an additional save each round he or she is in the well. A PC whose negative levels equal its current levels is slain, becoming a wraith in one round. Since the Well bestows negative energy levels to those inside of it, the Horrors (described below) heal 5 additional hit points a round as long as they are in the Well.

Madness of Vargalian

Vargalian cannot be surprised. He has mental trigger *alarm* spells throughout the underhalls and is expecting the party. Fortunately for the party, however, the Archmage Vargalian is occupied controlling the swordwraiths of the Stark Mounds and using them to fight the "second Keoish invading army."

Vargalian is quite mad. The powerful forces of evil that he harnessed turned him into an undead creature and he has lost all sense of time. His plan to save the Grand Duchy over 140 years ago worked all too well, but he doesn't know it. Currently, there is a Keoish army marching through the Stark Mounds to free Gorna from the giant forces. Vargalian believes this to be a second Keoish invasion trying to finish conquering Geoff where the first army failed. He is, at the moment the PCs enter the cavern, in the process of rallying the swordwraiths into formations and attacking the Keoish army. He does not stop controlling the creatures to defend himself. He was and still is ready to die to save his Brenin.

During the battle, Vargalian speaks to the party while he continues to perform the Ritual of Control over the Well:

Battle Round 1

"Keoish dogs and Cyric traitors! Why do you interfere? I must save the Duchy from the murderous Keoish invaders!"

At any time, if the party tries to talk and reason with him, he says things like, *"Liars! Do you think me fooled so*

easily? I will not listen to your deceit!" He is quite insane and cannot be reasoned with.

"I care not for your feeble stings, assassins!" Vargalian continues to concentrate upon the swirling mass before him.

If at this point, or any point in the combat thereafter, the PCs succeed at a Spot check (DC 10 + the APL), they notice that images are visible deep inside the swirling maelstrom.

You can see deep within the pool, what must be an image of the swordwraiths of the Stark Mounds gathering in battle formations for war and descending upon a living Keoish army that is being heavily battered. It is apparent that Vargalian is controlling the wraiths and the battle between the living and the dead is joined.

Battle Round 2

In the same dry raspy voice, Vargalian exclaims "Ariel, I do not know how you escaped your prison, but you cannot escape justice! Why are you so eager for the Keolandars to destroy everything our Brenin Arnod has worked for?"

Battle Round 3

"First, King Tavish sends an army to burn our villages and towns. Now he sends a second army to murder and kill our citizens! How can you serve such a king? I will destroy this army like the first. I will not fail!"

Battle Round 4 and Beyond

For this and all subsequent rounds, have him simply respond to things the party is doing. For example:

"You don't like the cold touch of the Horrors do you? Well I warned you -- so my conscience is clear!"

The Horrors of the Well

Inside the Well of Vecna are the Horrors of the Well who are hiding inside the roiling darkness. Roll Hide checks for them with a circumstance bonus of +10 because they are so well hidden by the swirling maelstrom of negative energy. On each character's turn, give them a Spot check to see if they spot the Horrors – remember to subtract 1 for every 10 feet of distance between the two.

The Horrors prefer to allow the PCs to enter the room fully before attacking (with surprise if the PCs don't spot them). Their preference is to allow the PCs to start walking around the Well to get at Vargalian. Once many of the PCs are close to the pool, the creatures attack the

PCs. Note that the ceilings are only 15 feet high – so flying over the pool still earns a surprise attack from the Horrors.

If the PCs refuse to enter the room, a Horror slips a single tentacle above the surface of the roiling darkness (the Horrors see through their tentacles) and casts *hold monster* or *charm monster* as necessary to isolate threats and to convince the PCs to come nearer.

The Well is 20 feet “deep”. Anything passing more than 20 feet into the depths of the Well instantly enters the Negative Energy Plane. The Horrors will not pass into the Negative Energy Plane if at all possible as they know it will take them too long to return (the only exception to this is if they are reduced to 0 hp and forced to go gaseous). To return to Oerth, a creature must pass back into the Well, a five-hour process. Movement inside the Well is as if gravity pulls in whatever direction the individual desires. The individual determines what direction is down (for itself) and can then move through the darkness of the well at their normal Walk speed (only perpendicular to the direction that is down to them) or Swim speed (in any direction).

The Well is filled with an impenetrable darkness that cannot be countered or dispelled. The roiling darkness of the Well gives the Horrors (and any other creatures in the Well) concealment. If a creature in the Well remains near the surface (within 10 feet of the surface), they have half concealment (20% miss chance) from those outside the Well; the Horrors do this normally and can attack up to 15 feet away with their tentacles. If the party tries to stay back and hit the Horrors with only arrows and/or magic, they sink completely down into the Well (10 to 20 feet deep), which gives them total concealment. The Horrors then hide and resurface elsewhere to strike at the PCs without warning. Other than when the party only attacks from afar, the Horrors descend to the depths of the Well only when they’ve been forced to go gaseous when they’ve lost all of their hit points. The Horrors will stay in the Well if at all possible.

PCs in the Well have the same concealment as the Horrors to those outside the Well. Anything in the Well has full concealment from anything else in the Well unless within 5 feet of one another (half concealment in this situation).

One of the Horrors has used, and the others (at higher APL) will use, their *wall of force* powers to protect Vargalian from the party. This is the only way they use their *wall of force* power during this encounter. Vargalian’s rituals have, as a side effect, fed the Horrors for over a century and the Horrors are not interested in seeing that particular gray train end. Whenever

possible, however, they try to attack with all of their twelve attacks.

Important Note #1: Only 3 tentacles of a Horror can attack a Medium or Small creature at any one time. Large creatures can be attacked by up to 6 tentacle attacks at a time. If a Horror successfully grabs an opponent, it will normally drag it to the edge of the Well, but not into it (so it can feed on the creature’s life force rather than have the Well drain their life force). However, a Horror will drag a particularly tough opponent into the Well, if it determines that the opponent is too dangerous to simply feed upon.

Important Note #2: Unlike most vampires, the energy drain of the Horrors work on every slam attack made by the creatures. This is an exception to the once per round rule of most vampires. This is due to the Horror’s proximity to the Well of Vecna. However, unlike most vampires, the Horrors only bestow one negative energy level, rather than the normal two, upon a successful slam attack, and the target receives a save to avoid the negative energy level. No matter how many times a PC is hit and they fail their save against the energy drain attack in a single round, a given PC can receive only one negative level (two on a critical) each round from a given Horror.

APL 6 (EL 9)

☛ **Horror of the Well, Vampiric Darktentacles:** hp 81; see Appendix 1.

APL 8 (EL 10)

☛ **Horror of the Well, Advanced Vampiric Darktentacles:** hp 117; see Appendix 1.

APL 10 (EL 12)

☛ **Horrors of the Well, Advanced Vampiric Darktentacles (2):** hp 117 each; see Appendix 1.

APL 12 (EL 14)

☛ **Horrors of the Well, Advanced Vampiric Darktentacles (3):** hp 162 each; see Appendix 1.

Ariel at the Well of Vecna

The player running Ariel should be pushing hard for her to destroy Vargalian. She will not leave the cavern until he is destroyed (so a player is not permitted to have the possessed PC leave the cavern). Ariel’s spells are very useful against the Horrors (and she is aware of this). If the PC she possesses is grappled and unable to break

away, she will leave that PC's body and instead lob spells in her ghost form.

If the PCs are concentrating their attention on Vargalian and are getting frustrate, Ariel realizes that the Horrors are the key:

"Destroy the Horrors in the Well! They are protecting him! Destroy them and he will be unprotected. As long as he commands the swordwraiths, he cannot attack us."

If Ariel is not present and the players have not figured out that they need to kill the Horrors to get to Vargalian, allow them a Wisdom or Intelligence Check (DC 15) to receive this hint.

Killing Vargalian

Until the Horrors are slain, Vargalian is untouchable. A hemispheric *wall of force* protects him. In addition, he has a *globe of invulnerability* up as well as five different *protections from elements* spells (one for each type of energy) cast at the highest level of protection. He has a *protection from evil* cast as well, so he cannot be dominated. All of these spells are cast as an 18th level wizard.

Once the Horrors are slain, the *wall of force* crumbles. The PCs can walk right up to Vargalian without problem. Vargalian takes no actions against the PCs as his attention is drawn to the swordwraiths and controlling them is a full-round action.

Any solid blow on Vargalian kills him. When Vargalian is killed, read this text, amending it as necessary to reflect how he died:

Vargalian's body collapses to the floor, cracking like brittle paper. His voice is but a whisper as he dies, "forgive me my Brenin, I have failed you ..." Vargalian's body crumbles into scraps and ribbons.

The Fate of Ariel

If they succeeded in killing Vargalian, read the following to the PC possessed by Ariel:

You feel a wave of gratitude wash over you as Ariel begins to leave your body. "Thank you, friend, for saving me from this place and allowing me to reach the heavens. Farewell."

You feel Ariel Fireheart leave your body. You are back to normal. You remember everything that happened while Ariel was inside of you.

Pause a moment then:

You all hear Ariel's beautiful voice filled with abject terror, "no ... not that ... the well is pulling me in ... help me ... nooooo ... you WILL NOT TAKE ME"

And then, there is silence.

Allow this to sink in for a while. Allow the PCs to think that Ariel is dead. At this time, determine whether or not the PC possessed by Ariel qualifies for the Ariel Fireheart reward (see the Treasure Summary). The criteria are:

1. Ariel possessed the PC.
2. The PC was nice to Ariel and talked with her and was sympathetic to her goals.
3. The PC did not persistently try to throw Ariel out of his or her body, especially after she explained her situation.
4. The PC was not disrespectful to her corpse.
5. The PC helped her succeed in destroying Vargalian.

If the player qualifies, read the following to the player:

Your [the item Ariel inhabits] grows hot yet it does not burn you. Ariel's voice, now sounding tired and confused, comes from your [the item Ariel inhabits], "Woe. Woe is my fate. I sought peace for my soul but I found oblivion instead. I hope you don't mind, but I had to save myself. This was the only means that would save my soul from the Well. And I've grown fond of you."

If a PC does not qualify for the Ariel Fireheart reward, Ariel's soul was sucked into the Well and is irretrievably lost.

Treasure: In the dust of what was once Lucien is his *headband of intellect*. It has a +2 bonus at APLs 6 and 8 and a +4 bonus at APLs 10 and 12.

APL 6: L: 0 gp; C: 0 gp; M: *headband of intellect* +2 (333 gp).

APL 8: L: 0 gp; C: 0 gp; M: *headband of intellect* +2 (333 gp).

APL 10: L: 0 gp; C: 0 gp; M: *headband of intellect* +4 (1,333 gp).

APL 12: L: 0 gp; C: 0 gp; M: *headband of intellect* +4 (1,333 gp).

Encounter Seventeen: Temptation

(15 minutes)

Once Vargalian is destroyed, the swirling mass of the Well of Vecna reveals the following:

The swordwraiths seem to lose their formations and phalanxes, but they continue to fight and kill the allied soldiers. You see living Keoish soldiers fall under the onslaught. Their swords and spears seem to bounce off the swordwraiths ineffectively, but the swordwraiths' weapons have no difficulty finding living flesh.

Any PC that sits on the throne – and those that touch the PC sitting – instantly know that they can concentrate and control the wraiths. Any PC in this situation is also considered friendly by the Horrors and will not be attacked while they maintain this contact. The PCs have three choices:

Doing Nothing

If the PCs do nothing, the swordwraiths cause catastrophic harm to the Keoish army and the Battle for Gorna becomes extremely difficult, if not impossible. Many swordwraiths die in the battle with the Keoish army and their souls are forever destroyed. Proceed to Conclusion A.

Controlling the Swordwraiths

To force the swordwraiths to obey the PC's bidding, the PC must succeed at a Concentration check (DC 10 + the APL). It takes 5 consecutive rounds of successful concentration (with a Concentration check each round) to assume control of the swordwraiths. All those characters touching the throne and the sitting character can aid in the effort (one PC can roll the check to determine success and every other PC can roll against a DC 10 to aid the controlling PC, providing a +2 circumstance bonus to the controlling PC's check).

The wraiths can be sent to Gorna to fight and kill giants and orcs if the PCs wish. It will take several days for the swordwraiths to journey to Gorna and several more days for them to breach the walls. The swordwraiths cannot leave the Stark Mounds. Gorna is on the edge of the Stark Mounds. Proceed to Conclusion B.

Destroying the Throne

Alternatively, the players can choose to destroy the throne. This disrupts the swordwraiths' hold upon their Keoish victims and causes them to dissipate. The possessed soldiers' souls are free to go to their proper final rest after 140+ years of torment. The throne can be destroyed with a concerted effort, but is strong enough to ignore casual blows. Proceed to Conclusion C.

◆ **Throne:** hardness 10; hp 180.

Judge's Role During the Decisions

This should be a tough choice for the players. If they seem to quickly gravitate toward an answer, try to raise moral issues for them to make the choice tougher. You want the players to be fully informed of all of the ramifications that their decision has.

If the PCs are obviously leaning in favor of freeing the wraiths instantly by destroying the throne, have them make an Intelligence check. Those who make DC 5 realize that thousands of the allied soldiers will die against the walls of Gorna if the characters do not use the swordwraiths to their advantage. With this single action, they could save thousands of lives! In addition, the giants are deeply entrenched in Gorna. The siege will not succeed unless the swordwraiths are used. Besides, the throne can be destroyed afterward anyway.

If the PCs are obviously leaning toward controlling the wraiths, have them make an Intelligence check. Those who make DC 5 remember that when a swordwraith is destroyed, the innocent Keoland soldier soul trapped inside is forever destroyed and will never reach its final reward.

Conclusion

(10 minutes)

Conclusion A

The PCs die or fail to defeat Vargalian before the Battle of Gorna begins:

You leave the Stark Mounds in defeat, not able to solve the puzzle of the swordwraiths. When you return to Preston, you learn the worse. The Keoish Royal Standards were attacked by hundreds of swordwraiths – numbers never seen before since the Battle of Gorna in CY 450. They acted in disturbing unison and sought the destruction of the Keoish forces with single-minded obsession. Even worse, as the Keoish soldiers fell to their blades, they rose as new swordwraiths.

The Royal Standards were driven back to Sterich with enormous losses. Half of their force was slain and most of their supplies abandoned. Without the Royal Standards, the allied armies haven't the strength to establish a siege of the giant-held Gorna. The siege failed.

Any surviving members get partial treasure and experience depending upon where they gave up.

Conclusion B

The PCs defeat Vargalian and choose to use the Rite of Control:

Before you in the roiling darkness, you can see the Stark Mounds spread out. The throne amplifies your desires and you can feel the swordwraiths responding to your wishes. The wraiths pull away from their attacks on the Keoish Royal Standards and stream north toward Gorna.

It takes days for the wraiths to make it to the walls of Gorna and then several more for the wraiths to pierce the defenses of Gorna. Goblins, orcs, and hobgoblins are helpless against the onslaught. Even the giants are hard pressed. The arrival of the allied armies spells a likely doom for the giants.

The PC who sits in the throne and those who assist that PC to control the swordwraiths long enough to sack Gorna gain the Taint of the Well of Vecna (see the Treasure Summary). In addition, all the PCs receive the Favor of Grand Duke Owen, the Favor of Abinar the High Wizard, and the Influence with the Keoish Royal Standards (see the Treasure Summary).

Conclusion C

The party defeats Vargalian and chooses to free the sword-wraiths immediately (by destroying the throne):

The well begins to violently convulse. The image of the Stark Mounds is consumed by the roiling ichors of the Well. The purplish black fluid leaps upward into a shape that is not unlike an enormous skull with a star in the place of its left eye. The skull's mouth is open in a scream, but you hear no sound.

As quickly as the image appears, it submerges into the Well and disappears beneath the surface of the darkness.

As you leave the keep, you notice that the dread that filled the structure is gone. An ancient evil is gone and the tormented spirits have passed to their final reward.

All the PCs receive the Favor of Abinar the High Wizard and the Influence with the Keoish Royal Standards (see the Treasure Summary).

The End

Experience Point Summary

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

Encounter Six

Defeat the swordwraiths

- APL 6 – 240 xp;
- APL 8 – 300 xp;
- APL 10 – 360 xp;
- APL 12 – 420 xp.

Encounter Seven

Defeat the giant forces

- APL 6 – 240 xp;
- APL 8 – 300 xp;
- APL 10 – 360 xp;
- APL 12 – 420 xp.

Encounter Eleven

Defeat the caryatid columns

- APL 6 – 180 xp;
- APL 8 – 240 xp;
- APL 10 – 300 xp;
- APL 12 – 360 xp.

Disable or survive the trap

- APL 6 – 120 xp;
- APL 8 – 150 xp;
- APL 10 – 210 xp;
- APL 12 – 270 xp.

Encounter Thirteen

Defeat the spectral forces

- APL 6 – 240 xp;
- APL 8 – 300 xp;
- APL 10 – 360 xp;
- APL 12 – 420 xp.

Encounter Fifteen

Disable or survive the trap

- APL 6 – 150 xp;
- APL 8 – 210 xp;
- APL 10 – 210 xp;
- APL 12 – 210 xp.

Encounter Sixteen

Defeat the Horrors of the Well

- APL 6 – 270 xp;
- APL 8 – 300 xp;
- APL 10 – 360 xp;
- APL 12 – 420 xp.

Conclusion

Controlled or freed the swordwraiths

- APL 6 – 180 xp;
- APL 8 – 225 xp;
- APL 10 – 270 xp;
- APL 12 – 315 xp.

Discretionary Role-playing Award

Judge may allocate up to the following for good role-playing

- APL 6 – 180 xp;
- APL 8 – 225 xp;
- APL 10 – 270 xp;
- APL 12 – 315 xp.

Total Possible Experience

- APL 6 – 1,800 xp;
- APL 8 – 2,250 xp;
- APL 10 – 2,700 xp;
- APL 12 – 3,150 xp.

Treasure Summary

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a “treasure” section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter’s treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a

potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate. Because this is a Regional scenario, characters may spend additional Time Units to practice professions or create items immediately after the adventure so this total may be modified by other circumstances.

L: Looted gear from enemy

C: Coin, Gems, Jewelry, and other valuables

M: Magic Items (sell value)

Encounter Seven

- APL 6: L: 215 gp; C: 0 gp; M: 442 gp.
- APL 8: L: 107 gp; C: 0 gp; M: 1,353 gp.
- APL 10: L: 283 gp; C: 0 gp; M: 3,198 gp.
- APL 12: L: 374 gp; C: 0 gp; M: 5,382 gp.

Encounter Eleven

- All APLs: L: 25 gp; C: 0 gp; M: 1,150 gp.

Encounter Fourteen

- All APLs: L: 0 gp; C: 0 gp; M: 61 gp.

Encounter Fifteen

- APL 6: L: 0 gp; C: 0 gp; M: 167 gp.
- APL 8: L: 0 gp; C: 0 gp; M: 667 gp.
- APL 10: L: 0 gp; C: 0 gp; M: 667 gp.
- APL 12: L: 0 gp; C: 0 gp; M: 667 gp.

Encounter Sixteen

- APL 6: L: 0 gp; C: 0 gp; M: 333 gp.
- APL 8: L: 0 gp; C: 0 gp; M: 333 gp.
- APL 10: L: 0 gp; C: 0 gp; M: 1,333 gp.
- APL 12: L: 0 gp; C: 0 gp; M: 1,333 gp.

Total Possible Treasure (Maximum Reward Allowed)

- APL 6: L: 240 gp; C: 0 gp; M: 2,153 gp - Total: 2,393 gp (1,600 gp).
- APL 8: L: 132 gp; C: 0 gp; M: 3,564 gp - Total: 3,696 gp (2,500 gp).
- APL 10: L: 308 gp; C: 0 gp; M: 6,409 gp - Total: 6,717 gp (4,200 gp).
- APL 12: L: 399 gp; C: 0 gp; M: 8,593 gp - Total: 8,992 gp (6,000 gp).

Special

☛ *Taint of the Well of Vecna:* You have bathed yourself in the necromantic magic of the Well of Vecna and its taint clings to you like some foul oil. For the next 52 TUs played or otherwise used in game, you are cursed by the Taint of the Well. You register as having a faint aura of evil, magic, and undead to detection spells. Even worse, *cure* spells act as *inflict* spells, and *inflict* spells act as *cure* spells, just as if you were undead. As a small benefit, mindless undead do not attack you unless either specifically commanded to by their controller or you attack the undead. Attacking one member of a group of mindless undead counts as attacking the entire group.

☛ *Influence with the Keoish Royal Standards:* Power ranking (Metaorg) and Political Alignment (Any). Contact the Keoland Triad for more details.

☛ *Favor of Abinar the High Wizard:* You have succeeded in ending the curse of the swordwraiths of the Stark Mounds. Abinar is thrilled with your success and rewards you with his favor. You may exchange this favor after any meta-regional scenario in the Sheldomar Valley for access to purchase an upgrade to one of your weapons, choosing one of the following upgrades (circle the one selected at the time that the favor is used): *keen*, *returning*, *spell storing*, or a +1 to +2 enhancement upgrade. The cost of upgrading is the difference between the cost of the final item and the cost of the initial item. (This favor counts as a Favor Level B in Geoff. It may be beneficial in other regions at the discretion of the local triad.)

☛ *Favor of Grand Duke Owen:* You have taken upon yourself the Taint of the Well of Vecna and used the swordwraiths to fight the giants at Gorna. Your actions have reduced the casualties of the armies of the Sheldomar enormously and earned the gratitude of Grand Duke Owen. You may exchange this favor after any meta-regional scenario in the Sheldomar Valley for access to purchase one of the following items (circle the one selected at the time that the favor is used): *cloak of displacement (minor)*, *pearly white ioun stone*, *ring of wizardry I*, or a *rod of splendor*. (This favor counts as a Favor Level A in Geoff. It may be beneficial in other regions at the discretion of the local triad.)

☛ *Eyes of Arcane Sight:* This pair of spectacles rest on the user's nose and enable him to use *arcane sight* (Sor/Wiz 3 divination spell from *Tome & Blood*) once per day upon command. The effect lasts for 5 minutes and is similar to the *detect magic* spell. When active, the wearer immediately knows the number and location of all magical auras within 120 feet viewed through the spectacles. The wearer knows the strength and school of

each aura as noted in the description of *detect magic*. If you spend a full round action scrutinizing a creature within range, you can determine if it has any spellcasting or spell-like abilities, whether they are arcane or divine (spell-like abilities register as arcane), and the strength of the most powerful ability the creature currently has available for use. *Caster Level:* 5th; *Prerequisites:* Craft Wondrous Item, *arcane sight*; *Market Price:* 5,400 gp; *Weight:* – lbs.

☛ *Harp of Subtle Melodies:* While playing this harp, a bard can disguise up to three bardic spells per day that he casts as though using the Disguise Spell feat (from *Song & Silence*). A disguised spell can't be identified through a Spellcraft check and its origin won't be obvious to observers unless the spell normally visibly emanates from the caster. *Caster Level:* 17th; *Prerequisites:* Craft Wondrous Item, Disguise Spell; *Market Price:* 5,400 gp; *Weight:* 5 lbs.

☛ *Spellbook from the Keep of Storm Mountain:* You found this spellbook in the Arcane Library of the Keep. 1st—[*cause fear*, *charm person*, *expeditious retreat*, *hold portal*, *mage armor*, *ray of enfeeblement*, *shield*, *silent image*, *true strike*]; 2nd—[*blindness/deafness*, *choke (from Tome & Blood)*, *Melf's acid arrow*, *protection from arrows*, *Tasha's hideous laughter*]; 3rd—[*dispel magic*, *negative energy burst (from Tome & Blood)*, *protection from elements*, *stinking cloud*, *suggestion*]; 4th—[*charm monster*, *emotion*, *fear*, *improved invisibility*, *minor globe of invulnerability*, *Otiluke's dispelling screen (from Tome & Blood)*]; 5th—[*dominate person*, *feeblemind*, *spirit wall (from Tome & Blood)*]. *Market Price:* 730 gp; *Weight:* 3 lbs.

☛ *Ariel Fireheart*

Ariel Fireheart was once a beautiful and powerful sorceress who delighted in fire magic. She died through tragic circumstances and her spirit returned as a ghost. In a desperate gambit to save herself from oblivion, Ariel Fireheart possessed one of your magic items. She chose you because you were kind to her and helped her even though she was a ghost. Her presence is comforting, and you can feel her love for you.

Ariel prefers to possess melee weapons, but she will possess other items if you do not have a magical melee weapon. If she possesses another magic item, she does so in the following order: ranged weapons, then rings and jewelry, then clothes, and then anything else that may be available. She only possesses permanent items, not single use items or ones with charges (such as wands or staves).

Ariel Fireheart has the following mental abilities when she first possesses your magic item. Int 14, Wis 12, Cha 20. She speaks and reads Common, Flan, and Keoish.

She begins with an Ego 9. She is Chaotic Good. Ariel's possession of your magic item initially costs 5,580 gp as she takes an appropriate amount of gold and other precious items in your possession and melds them into the magic item (which makes it more attractive looking).

If you are unwilling to expend this amount of gold, Ariel's possession of the magic item fails, and her soul is destroyed. If Ariel Fireheart's possession of your magic item was successful, it is now an intelligent item (as per the *DMG*).

Ariel can make certain upgrades available for the magic item that she inhabits if you treat her well and return her affections. Ariel also can use these abilities of her own volition and will do so to protect you. If Ariel has not attempted to take control of you in three adventures and you are willing to buy her gifts (the costs of the upgrades below), Ariel makes the following upgrades available after any Sheldomar Valley Meta-Regional scenario (but only one upgrade can be purchased at any given opportunity):

- Ariel can cast *feather fall* on the wielder 1/day (as a 1st level sorcerer). Cost of upgrade is 315 gp. This adds 1 point to Ariel's Ego.
- If possessing a weapon, Ariel grants the weapon the flaming burst special ability. Cost of upgrade as per the *DMG*. This adds 2 points to Ariel's Ego.
- Ariel has 10 ranks of Knowledge (arcana). Cost of upgrade is 1,800 gp. This adds 1 point to Ariel's Ego.
- Ariel has 10 ranks of Spellcraft. Cost of upgrade is 1,800 gp. This adds 1 point to Ariel's Ego.
- Ariel can cast *wall of fire* 1/day (as a 7th level sorcerer). Cost of upgrade is 9,072 gp. This adds 2 points to Ariel's Ego.
- Ariel can cast *fireball* 1/day (as an 8th level sorcerer). Cost of upgrade is 7,776 gp. This adds 2 points to Ariel's Ego.

Ariel is used to a pampered life and insists that you maintain a rich lifestyle. If you do not, she attempts to gain dominance over you (as per the *DMG*) to force you spend the money. If that fails, Ariel refuses to use any of her special powers until you adopt a rich lifestyle, apologize to her, and take her out to dinner.

Ariel Fireheart is a jealous mistress. If you have a friendly interaction with a person of the opposite sex who has a Charisma 14 or higher, Ariel first tries to dominate you and then attempts to alienate the person. If that fails, Ariel withdraws into the item to sulk until the attractive

person is further than 30 feet away, you apologize to her, and you promise to take her out somewhere nice. Until you do so, Ariel refuses to use any of her special powers on your behalf.

Ariel's Current Ego: _____

Item Ariel is Possessing: _____

Items for the Adventure Record

Item Access

APL 6:

- ❖ *Scroll of Dimension Door* (Adventure, 7th level caster, *DMG*)
- ❖ *Potion of Cure Serious Wounds* (Adventure, 5th level caster, *DMG*)
- ❖ *Potion of Haste* (Adventure, 5th level caster, *DMG*)
- ❖ *Chime of Opening* (Adventure, *DMG*)
- ❖ *Harp of Subtle Melodies* (Adventure, see above)
- ❖ *Eyes of Arcane Sight* (Adventure, see above)
- ❖ *Headband of Intellect +2* (Adventure, *DMG*)
- ❖ *Spellbook from the Keep of Storm Mountain* (Adventure, see above)

APL 8 (APL 6 Items plus):

- ❖ *Pearl of Power* (1st level) (Adventure, *DMG*)
- ❖ *Potion of Gaseous Form* (Adventure, 5th level caster, *DMG*)
- ❖ *+1 Mighty Composite Longbow* (+3 Str bonus) (Adventure, *DMG*)
- ❖ *Ring of Protection +2* (Adventure, *DMG*)

APL 10 (APL 6, 8 Items plus):

- ❖ *+2 Full Plate* (Adventure, *DMG*)
- ❖ *Cloak of Resistance +2* (Adventure, *DMG*)
- ❖ *Headband of Intellect +4* (Adventure, *DMG*)

APL 12 (APL 6, 8, 10 Items plus):

- ❖ *Bracers of Archery* (Adventure, *DMG*)

Appendix I: NPC Encounters

APL 6

Encounter Six

Orc Swordwraith: CR 4; Male Orc War3; Medium Undead; HD 3d12; hp 27; Init +0; Spd 30 ft.; AC 14 (touch 10, flat-footed 14) [+4 armor]; Atk +7 melee (1d12+4 plus Str damage/x3, +1 greataxe) or +3 ranged (1d6+2, javelin); SA strength damage; SQ light sensitivity, undead traits, damage reduction 10/+2, turn resistance +2, darkvision 60 ft.; AL LE; SV Fort +3, Ref +1, Will +2; Str 15, Dex 10, Con -, Int 9, Wis 8, Cha 8.

Skills & Feats: Climb +4, Hide +0, Listen+2, Move Silently +0, Spot+2; Alertness, Iron Will, Power Attack, Weapon Focus (greataxe).

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Light Sensitivity (Ex): Orcs suffer a -1 penalty to attack rolls in bright sunlight or within the radius of a *daylight* spell.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual damage, ability damage, ability drain, or death from massive damage.

Possessions: scale armor, +1 greataxe. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Steffan's Swordwraith: CR 6; Male Human Rgr1/Ftr3; Medium Undead; HD 4d12; hp 36; Init +4; Spd 30 ft.; AC 18 (touch 14, flat-footed 14) [+4 Dex, +4 armor]; Atk +4 melee (1d8+2 plus Str damage/19-20, longsword) and +4 melee (1d6+1 plus Str damage/19-20, short sword), or +9 ranged (1d8+2/x3, mighty composite longbow); SA favored enemy (giants), strength damage; SQ undead traits, damage reduction 10/+2, turn resistance +2, darkvision 60 ft.; AL LE; SV Fort +5, Ref +5, Will +4; Str 14, Dex 18, Con -, Int 10, Wis 12, Cha 8.

Skills & Feats: Animal Empathy +3, Climb +3, Handle Animal +4, Hide +8, Intuit Direction +2, Jump +3, Knowledge (nature) +4, Listen +5, Move Silently +8, Ride +5, Speak Language 1 rank, Spot +5, Swim +3, Wilderness Lore +9; Alertness, Ambidexterity, Dodge, Iron Will, Point Blank Shot, Precise Shot, Rapid Shot, Track, Two Weapon Fighting, Weapon Focus (composite longbow).

Languages: Common, Flan.

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual damage, ability damage, ability drain, or death from massive damage.

Possessions: +1 studded leather armor, mighty composite longbow (+2 Str bonus), longsword, short sword. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Encounter Seven

Baktar: CR 5; Male Hobgoblin Wiz5; Medium Humanoid (goblinoid); HD 5d4+10; hp 23; Init +3; Spd 30 ft.; AC 13 (touch 13, flat-footed 10) [+3 Dex]; Atk +1 melee (1d6-1, quarterstaff); SA spells; SQ darkvision 60 ft., hawk familiar; AL LE; SV Fort +6, Ref +7, Will +8; Str 8, Dex 16, Con 15, Int 18, Wis 12, Cha 10.

Skills & Feats: Concentration +10, Knowledge (arcana) +11, Listen +4, Move Silently +4, Spellcraft +13, Spot +5; Iron Will, Lightning Reflexes, Scribe Scroll, Spell Focus (conjunction).

Possessions: quarterstaff, *cloak of resistance +1*, *ring of protection +1*, *scroll of dimension door (7th level caster)*, *potion of cure serious wounds*, *potion of haste*.

Spells Prepared (4/4/3/2; base DC 14 + spell level, 16 + spell level for conjunction spells): 0—[*detect magic*, *ghost sound*, *open/close*, *read magic*]; 1st—[~~*alarm*~~, *mage armor*, *magic missile*, *shield*]; 2nd—[*glitterdust*, *Melf's acid arrow x2*]; 3rd—[*stinking cloud x2*].

Hobgoblin Archer Rgr1/Ftr2: CR 3; Medium Humanoid (goblinoid); HD 3d10+6; hp 27; Init +3; Spd 30 ft.; AC 18 (touch 13, flat-footed 15) [+3 Dex, +4 armor, +1 shield]; Atk +7 melee (1d8+3/19-20, mw longsword) or +8 ranged (1d8+3/x3, mw mighty composite longbow); SA favored enemy (elves); SQ darkvision 60 ft.; AL LE; SV Fort +5, Ref +4, Will +1; Str 16, Dex 16, Con 14, Int 10, Wis 10, Cha 9.

Skills & Feats: Hide +9, Move Silently +13, Spot +6; Point Blank Shot, Precise Shot, Rapid Shot, Track, Weapon Focus (composite longbow).

Possessions: mw longsword, buckler, mw chain shirt, mw mighty composite longbow (+3 Str bonus), *potion of cure light wounds*.

Encounter Eleven

Caryatid Column: CR 6; Medium Construct; HD 6d10+20; hp 60; Init +3; Spd 30 ft.; AC 22 (touch 13, flat-footed 19) [+3 Dex, +9 natural]; Atk +12 melee (1d10+9/19-20, +2 *bastard sword*) or +9 melee (1d4+7, 2 slams); SQ break weapon, column form, construct traits, hardness 8, magic weapon; AL N; SV Fort +2, Ref +5, Will -3; Str 20, Dex 16, Con -, Int 6, Wis 1, Cha 1.

Skills & Feats: Diplomacy -3, Sense Motive +4; Improved Sunder, Power Attack, Weapon Focus (bastard sword).

Break Weapon (Su): A caryatid column is imbued with a supernatural defense against weapon attacks. Whenever a creature strikes a caryatid column with a melee weapon, the weapon must succeed on a Fortitude save (DC 13) or break and become useless, dealing no damage to the caryatid column. As usual, a magic weapon uses either the wielder's saver bonus or its own save bonus, whichever is better.

Nonmagic ranged weapons automatically shatter upon hitting the caryatid column, dealing no damage. Magic ranged weapons receive a Fortitude save (DC 13) to resist this effect.

Column Form (Ex): When at rest (not commanded, or waiting to fulfill a command), a caryatid column take the form of a simple column of stone. This column is about 2 feet in diameter, and it extends up to the ceiling of the chamber or to a height of 25 feet, whichever is less. Unless commanded otherwise, a caryatid column remains in this form until attacked, and it even allows creatures to climb it (Climb check DC 15).

A caryatid column in column form looks like a pillar in most respects. It does not radiate magic, and *true seeing* does not reveal its humanoid form. Careful examination of the column (Search check DC 25) reveals very faint and distorted lines that make the pillar resemble a woman with a sword. Anyone who successfully makes a Knowledge (architecture and engineering) check (DC 12) notes that the column serves no structural purpose since it bears none of the ceiling's weight. A close examination of the top of the column (Search check DC 15) or a keen eye (Spot check DC 20) shows that the column is not cemented or joined to the ceiling. Dwarves and other creatures with stonecunning received a free Search check as though actively looking when they pass within 10 feet of a caryatid column.

Changing forms is a free action, and a caryatid column can change once per round.

Construct Traits: A caryatid column is immune to mind-affecting effects, and to poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. The creature is not subject to critical

hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. It cannot heal itself but can be healed through repair. It cannot be raised or resurrected. A caryatid column has darkvision (60 ft. range).

Hardness (Ex): Like an animated object made of stone, a caryatid column has a hardness of 8.

Magic Weapon: A magic weapon is incorporated into a caryatid column at the time of its creation. This weapon, usually a +2 *bastard sword*, functions in all respects like a normal magic weapon of its type, with one exception: Whenever it is out of the caryatid column's hands, it reverts to stone and becomes a nonmagical sculpture. Should the caryatid column then pick up the weapon, it regains its normal form and magical qualities.

If a caryatid column needs both hands free, it can stow its weapon by simply pressing it against its side; the weapon then merges with the caryatid column's body and can be retrieved by the caryatid column as any character would draw a weapon.

Possessions: +2 *bastard sword*. [Sword reverts to stone if out of column's hands.]

Encounter Thirteen

Lucien: CR 8; Male Spectral Human Wiz5; Medium Undead (incorporeal); HD 5d12; hp 45; Init +7; Spd Fly 80 ft. (perfect); AC 20 (touch 16, flat-footed 17) [+3 Dex, +4 *mage armor*, +3 Cha]; Atk +3 melee (1d8 plus energy drain, incorporeal touch); SA spells, energy drain; SQ create spawn, incorporeal, undead traits, turn resistance +2, unnatural aura, sunlight powerlessness; AL NE; SV Fort +3, Ref +6, Will +8; Str 10, Dex 17, Con -, Int 22, Wis 14, Cha 16.

Skills & Feats: Bluff +6, Concentration +12, Diplomacy +5, Hide +11, Intimidate +3, Knowledge (arcana) +13, Listen +10, Scry +7, Search +14, Speak Language 2 ranks, Spellcraft +14, Spot +10; Combat Casting, Enlarge Spell, Improved Initiative, Scribe Scroll, Spell Focus (enchantment).

Languages: Abyssal, Common, Draconic, Flan, Giant, Infernal, Sylvan.

Energy Drain (Su): Any living creature struck by a spectral creature's incorporeal touch attack must succeed on a Fortitude saving throw (DC 15) or gain two negative levels. For each negative energy level it bestows, the spectral creature heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one.

Create Spawn (Su): Any aberration, animal, dragon, giant, humanoid, magical beast, or monstrous humanoid, slain by a spectral creature rises as a spectral creature in 1d4 rounds. Such a spawn is under the command of the spectral creature that created it and remains enslaved until its master's death. The spawn does not possess any of the abilities it had in life but gains the spectral creature template.

A spectral creature can control a number of spawn equal to its HD X 2. If it creates a spawn that causes it to exceed this limit, the spawn longest under its control is released.

Incorporeal: A spectral creature can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, and spell-like abilities. The creature has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. A spectral creature can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but not deflection bonuses and force effects work normally against them. A spectral creature always moves silently and cannot be heard with Listen checks if it doesn't wish to be.

Undead Traits: A spectral creature is immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. A spectral creature cannot be raised, and resurrection works only if it is willing. The creature has darkvision (60 ft. range).

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a spectral creature at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Sunlight Powerlessness (Ex): Spectral creatures are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A spectral creature caught in sunlight cannot attack and can take only partial actions.

Possessions: wand of eagle's splendor (3rd level caster), cloak of resistance +2, material components pouch, spellbook. [All possessions are incorporeal and dissolve into nothingness if separated from their user.]

Spells Prepared (4/5/4/2; base DC 16 + spell level, 18 + spell level for enchantment spells): 0—[*detect magic*, *mage hand* x2, *read magic*]; 1st—[*charm person*, *expeditious retreat*, *mage armor*, *shield*, *true strike*]; 2nd—[*blindness/deafness*, *Melf's acid arrow*, *protection from*

arrows, *Tasha's hideous laughter*]; 3rd—[*dispel magic*, *suggestion*].

Encounter Sixteen

Horror of the Well: CR 9; Vampiric Darktentacles; Large Undead; HD 9d12; hp 81; Init +8; Spd 5 ft., Swim 20 ft.; AC 26 (touch 13, flat-footed 22) [-1 size, +4 Dex, +13 natural]; Atk +12 melee (1d8+7 plus energy drain, 12 slams); Face/Reach 10 ft. by 10 ft./15 ft.; SA constrict 2d6+10, improved grab, spell-like abilities, domination, energy drain; SQ darkvision 60 ft., enhanced multiweapon fighting, tentacle regeneration, tremorsense, weapon use, damage reduction 15/+1, turn resistance +4, cold and electricity resistance 20, gaseous form, spider climb, fast healing 5; AL CE; SV Fort +3, Ref +9, Will +8; Str 25, Dex 19, Con -, Int 16, Wis 14, Cha 16.

Skills & Feats: Bluff +11, Concentration +8, Hide +24, Listen +17, Move Silently +24, Search +11, Sense Motive +10, Spot +17; Alertness, Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Multidexterity, Multiweapon Fighting.

Constrict (Ex): With a successful grapple check, a darktentacles can crush a grabbed opponent, dealing 2d6+10 points of bludgeoning damage.

Improved Grab (Ex): If a darktentacles hits an opponent that is at least one size category smaller than itself with a slam attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +33; includes a +16 racial bonus on grapple checks). If it gets a hold, it can also constrict in the same round. Thereafter, the darktentacles has the option to conduct the grapple normally, or simply use its tentacle to hold the opponent (-20 penalty on grapple check, but the darktentacles is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals slam and constrict damage.

Spell-Like Abilities: 5/day—*hold monster*; 3/day—*charm monster*; 1/day—*wall of force*. Caster level 10th; save DC 13 + spell level.

Enhanced Multiweapon Fighting (Ex): This ability lessens the penalty for off-hand weapon use by 2 for both primary and off hands. Combined with the Multidexterity and Multiweapon Fighting feats, this ability effectively negates all attack penalties for using one or more light off-hand weapons.

Tentacles Regeneration (Ex): Foes can attack the tentacles of a darktentacles, but only when those appendages are actually holding an opponent. A tentacle has an AC of 27 (touch 14) and can withstand 20 points of damage. The loss of a tentacle does not harm the creature (that is, the damage does not apply against its hit point total), and it regrows the limb within a day.

Tremorsense (Ex): A darktentacles can automatically sense the location of anything within 60 feet that is in contact with the ground.

Weapon Use (Ex): A darktentacles of Large size can wield a melee weapon of up to Huge size in each tentacles. It is proficient with all simple and martial melee weapons.

Domination (Su): A Horror can crush an opponent's will just by looking onto his eyes. This is similar to a gaze attack, except that the Horror must take a standard action, and those merely looking at it are not affected. Anyone the Horror targets must make a Will save (DC 17) or fall instantly under the Horror's influence as though by a *dominate person* spell cast by a 12th level sorcerer. The ability has a range of 30 feet.

Energy Drain (Su): Living creatures struck by a Horror's slam attack must succeed on a Fortitude saving throw (DC 17) or gain one negative level. For each negative energy level it bestows, the Horror heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one. No matter how many times an opponent is hit and fails his save against the energy drain attack in a single round, a given opponent can only receive one negative energy level (two on a critical) each round from a given Horror.

Gaseous Form (Su): As a standard action, a Horror can assume *gaseous form* at will, as the spell cast by a 5th level sorcerer, but can remain gaseous indefinitely and has a fly speed of 20 ft. (perfect). It will only go gaseous if reduced to 0 hp (see below).

Spider Climb (Ex): A Horror can climb sheer surfaces as though with a *spider climb* spell.

Fast Healing (Ex): A Horror heals 5 points of damage each round so long as it has at least 1 hit point. If reduced to 0 hp or lower, it automatically assumes gaseous form and attempts to escape into the depths of the Well. It will not resurface for 5 hours.

APL 8

Encounter Six

Orc Swordwraith: CR 4; Male Orc War3; Medium Undead; HD 3d12; hp 27; Init +0; Spd 30 ft.; AC 14 (touch 10, flat-footed 14) [+4 armor]; Atk +7 melee (1d12+4 plus Str damage/x3, +1 greataxe) or +3 ranged (1d6+2, javelin); SA strength damage; SQ undead traits, damage reduction 10/+2, turn resistance +2, darkvision 60 ft.; AL LE; SV

Fort +3, Ref +1, Will +2; Str 15, Dex 10, Con -, Int 9, Wis 8, Cha 8.

Skills & Feats: Climb +4, Hide +0, Listen+2, Move Silently +0, Spot+2; Alertness, Iron Will, Power Attack, Weapon Focus (greataxe).

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Light Sensitivity (Ex): Orcs suffer a -1 penalty to attack rolls in bright sunlight or within the radius of a *daylight* spell.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual damage, ability damage, ability drain, or death from massive damage.

Possessions: scale armor, +1 greataxe. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Steffan's Swordwraith: CR 8; Male Human Rgr2/Ftr4; Medium Undead; HD 6d12; hp 54; Init +4; Spd 30 ft.; AC 18 (touch 14, flat-footed 14) [+4 Dex, +4 armor]; Atk +7/+2 melee (1d8+2 plus Str damage/19-20, mw longsword) and +7 melee (1d6+1 plus Str damage/19-20, mw short sword), or +12/+7 ranged (1d8+5/x3, +1 mighty composite longbow); SA favored enemy (giants), strength damage; SQ undead traits, damage reduction 10/+2, turn resistance +2, darkvision 60 ft.; AL LE; SV Fort +8, Ref +5, Will +4; Str 14, Dex 18, Con -, Int 10, Wis 12, Cha 8.

Skills & Feats: Animal Empathy +3, Climb +3, Handle Animal +4, Hide +9, Intuit Direction +2, Jump +2, Knowledge (nature) +1, Listen +5, Move Silently +9, Ride +6, Speak Language 2 ranks, Spot +5, Swim +3, Wilderness Lore +10; Alertness, Ambidexterity, Dodge, Iron Will, Mobility, Point Blank Shot, Precise Shot, Rapid Shot, Track, Two Weapon Fighting, Weapon Focus (composite longbow), Weapon Specialization (composite longbow).

Languages: Common, Flan, Gnome.

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual damage, ability damage, ability drain, or death from massive damage.

Possessions: +1 studded leather armor, +1 mighty composite longbow (+2 Str bonus), mw longsword, mw

short sword. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Encounter Seven

Baktar: CR 5; Male Hobgoblin Wiz5; Medium Humanoid (goblinoid); HD 5d4+10; hp 23; Init +3; Spd 30 ft.; AC 13 (touch 13, flat-footed 10) [+3 Dex]; Atk +1 melee (1d6-1, quarterstaff); SA spells; SQ darkvision 60 ft., hawk familiar; AL LE; SV Fort +6, Ref +7, Will +8; Str 8, Dex 16, Con 15, Int 18, Wis 12, Cha 10.

Skills & Feats: Concentration +10, Knowledge (arcana) +11, Listen +4, Move Silently +4, Spellcraft +13, Spot +5; Iron Will, Lightning Reflexes, Scribe Scroll, Spell Focus (conjuration).

Possessions: quarterstaff, *cloak of resistance +1*, *ring of protection +1*, *scroll of dimension door* (7th level caster), *potion of cure serious wounds*, *potion of haste*.

Spells Prepared (4/4/3/2; base DC 14 + spell level, 16 + spell level for conjuration spells): 0—[*detect magic*, *ghost sound*, *open/close*, *read magic*]; 1st—[~~*alarm*~~, *mage armor*, *magic missile*, *shield*]; 2nd—[*glitterdust*, *Melf's acid arrow* x2]; 3rd—[*stinking cloud* x2].

Zog Spleenslurper: CR 5; Male Hobgoblin Clr5 of Maglubiyet; Medium Humanoid (goblinoid); HD 5d8+10; hp 38; Init +1; Spd 30 ft.; AC 22 (touch 11, flat-footed 21) [+1 Dex, +9 armor, +2 shield]; Atk +4 melee (1d8+1, morningstar) or +4 ranged (1d8/19-20, light crossbow); SA spells, rebuke undead; SQ darkvision 60 ft.; AL NE; SV Fort +7, Ref +5, Will +8; Str 10, Dex 13, Con 14, Int 10, Wis 17, Cha 12.

Skills & Feats: Concentration +10, Diplomacy +2, Intimidate +2, Knowledge (religion) +5, Spellcraft +9; Lightning Reflexes, Spell Focus (enchantment).

Possessions: +1 *full plate*, large steel shield, morningstar, light crossbow w/ 10 bolts, *pearl of power* (1st level), 3 *scrolls of cure light wounds* (1st level caster), *scroll of silence* (3rd level caster), *potion of blur*, *potion of gaseous form*.

Spells Prepared (5/4+1/3+1/2+1; base DC 13 + spell level, 15 + spell level for enchantment spells): 0—[*cure minor wounds* x2, *detect magic*, *resistance*]; 1st—[*bane*, *command*, *cure light wounds*, *protection from good**, *shield of faith*]; 2nd—[*cure moderate wounds*, *endurance*, *hold person*, *shatter**]; 3rd—[*dispel magic*, *magic circle against good**, *prayer*].

*Domain spell. *Domains:* Destruction (smite (su) 1/day on melee attack with a +4 attack bonus and damage bonus equal to cleric level; declare smite before rolling), Evil (evil spells at +1 caster level).

Hobgoblin Archer Rgr1/Ftr4: CR 5; Medium Humanoid (goblinoid); HD 5d10+10; hp 45; Init +3; Spd 30 ft.; AC 18 (touch 13, flat-footed 15) [+3 Dex, +4 armor,

+1 shield]; Atk +9 melee (1d8+3/19-20, mw longsword) or +10 ranged (1d8+6/x3, +1 *mighty composite longbow*); SA favored enemy (elves); SQ darkvision 60 ft.; AL LE; SV Fort +8, Ref +4, Will +1; Str 16, Dex 17, Con 14, Int 10, Wis 10, Cha 9.

Skills & Feats: Hide +11, Move Silently +15, Spot +4; Point Blank Shot, Precise Shot, Rapid Shot, Track, Weapon Focus (composite longbow), Weapon Specialization (composite longbow).

Possessions: mw longsword, buckler, mw chain shirt, +1 *mighty composite longbow* (+3 Str bonus), *potion of cure light wounds*, *potion of cat's grace*.

Encounter Eleven

Caryatid Column: CR 6; Medium Construct; HD 6d10+20; hp 60; Init +3; Spd 30 ft.; AC 22 (touch 13, flat-footed 19) [+3 Dex, +9 natural]; Atk +12 melee (1d10+9/19-20, +2 *bastard sword*) or +9 melee (1d4+7, 2 slams); SQ break weapon, column form, construct traits, hardness 8, magic weapon; AL N; SV Fort +2, Ref +5, Will -3; Str 20, Dex 16, Con -, Int 6, Wis 1, Cha 1.

Skills & Feats: Diplomacy -3, Sense Motive +4; Improved Sunder, Power Attack, Weapon Focus (bastard sword).

Break Weapon (Su): A caryatid column is imbued with a supernatural defense against weapon attacks. Whenever a creature strikes a caryatid column with a melee weapon, the weapon must succeed on a Fortitude save (DC 13) or break and become useless, dealing no damage to the caryatid column. As usual, a magic weapon uses either the wielder's saver bonus or its own save bonus, whichever is better.

Nonmagic ranged weapons automatically shatter upon hitting the caryatid column, dealing no damage. Magic ranged weapons receive a Fortitude save (DC 13) to resist this effect.

Column Form (Ex): When at rest (not commanded, or waiting to fulfill a command), a caryatid column take the form of a simple column of stone. This column is about 2 feet in diameter, and it extends up to the ceiling of the chamber or to a height of 25 feet, whichever is less. Unless commanded otherwise, a caryatid column remains in this form until attacked, and it even allows creatures to climb it (Climb check DC 15).

A caryatid column in column form looks like a pillar in most respects. It does not radiate magic, and *true seeing* does not reveal its humanoid form. Careful examination of the column (Search check DC 25) reveals very faint and distorted lines that make the pillar resemble a woman with a sword. Anyone who successfully makes a Knowledge (architecture and engineering) check (DC 12) notes that the column serves no structural purpose since it bears none of the ceiling's

weight. A close examination of the top of the column (Search check DC 15) or a keen eye (Spot check DC 20) shows that the column is not cemented or joined to the ceiling. Dwarves and other creatures with stonemasonry received a free Search check as though actively looking when they pass within 10 feet of a caryatid column.

Changing forms is a free action, and a caryatid column can change once per round.

Construct Traits: A caryatid column is immune to mind-affecting effects, and to poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. The creature is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. It cannot heal itself but can be healed through repair. It cannot be raised or resurrected. A caryatid column has darkvision (60 ft. range).

Hardness (Ex): Like an animated object made of stone, a caryatid column has a hardness of 8.

Magic Weapon: A magic weapon is incorporated into a caryatid column at the time of its creation. This weapon, usually a +2 *bastard sword*, functions in all respects like a normal magic weapon of its type, with one exception: Whenever it is out of the caryatid column's hands, it reverts to stone and becomes a nonmagical sculpture. Should the caryatid column then pick up the weapon, it regains its normal form and magical qualities.

If a caryatid column needs both hands free, it can stow its weapon by simply pressing it against its side; the weapon then merges with the caryatid column's body and can be retrieved by the caryatid column as any character would draw a weapon.

Possessions: +2 *bastard sword*. [Sword reverts to stone if out of column's hands.]

Encounter Thirteen

Lucien: CR 8; Male Spectral Human Wiz5; Medium Undead (incorporeal); HD 5d12; hp 45; Init +7; Spd Fly 80 ft. (perfect); AC 20 (touch 16, flat-footed 17) [+3 Dex, +4 *mage armor*, +3 Cha]; Atk +3 melee (1d8 plus energy drain, incorporeal touch); SA spells, energy drain; SQ create spawn, incorporeal, undead traits, turn resistance +2, unnatural aura, sunlight powerlessness; AL NE; SV Fort +3, Ref +6, Will +8; Str 10, Dex 17, Con -, Int 22, Wis 14, Cha 16.

Skills & Feats: Bluff +6, Concentration +12, Diplomacy +5, Hide +11, Intimidate +3, Knowledge (arcana) +13, Listen +10, Scry +7, Search +14, Speak Language 2 ranks, Spellcraft +14, Spot +10; Combat Casting, Enlarge Spell, Improved Initiative, Scribe Scroll, Spell Focus (enchantment).

Languages: Abyssal, Common, Draconic, Flan, Giant, Infernal, Sylvan.

Energy Drain (Su): Any living creature struck by a spectral creature's incorporeal touch attack must succeed on a Fortitude saving throw (DC 15) or gain two negative levels. For each negative energy level it bestows, the spectral creature heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one.

Create Spawn (Su): Any aberration, animal, dragon, giant, humanoid, magical beast, or monstrous humanoid, slain by a spectral creature rises as a spectral creature in 1d4 rounds. Such a spawn is under the command of the spectral creature that created it and remains enslaved until its master's death. The spawn does not possess any of the abilities it had in life but gains the spectral creature template.

A spectral creature can control a number of spawn equal to its HD X 2. If it creates a spawn that causes it to exceed this limit, the spawn longest under its control is released.

Incorporeal: A spectral creature can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, and spell-like abilities. The creature has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. A spectral creature can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but not deflection bonuses and force effects work normally against them. A spectral creature always moves silently and cannot be heard with Listen checks if it doesn't wish to be.

Undead Traits: A spectral creature is immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. A spectral creature cannot be raised, and resurrection works only if it is willing. The creature has darkvision (60 ft. range).

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a spectral creature at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Sunlight Powerlessness (Ex): Spectral creatures are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A spectral creature caught in sunlight cannot attack and can take only partial actions.

Possessions: *wand of eagle's splendor* (3rd level *caster*), *cloak of resistance +2*, material components pouch, spellbook. [All possessions are incorporeal and dissolve into nothingness if separated from their user.]

Spells Prepared (4/5/4/2; base DC 16 + spell level, 18 + spell level for enchantment spells): 0—[*detect magic*, *mage hand x2*, *read magic*]; 1st—[*charm person*, *expeditious retreat*, *mage armor*, *shield*, *true strike*]; 2nd—[*blindness/deafness*, *Melf's acid arrow*, *protection from arrows*, *Tasha's hideous laughter*]; 3rd—[*dispel magic*, *suggestion*].

Spectral Guard War6: CR 8; Medium Undead (incorporeal); HD 6d12; hp 54; Init +4; Spd Fly 80 ft. (perfect); AC 22 (touch 17, flat-footed 18) [+4 Dex, +5 armor, +3 Cha]; Atk +9 melee (1d8 plus energy drain, incorporeal touch); SA energy drain; SQ create spawn, incorporeal, undead traits, turn resistance +2, unnatural aura, sunlight powerlessness; AL NE; SV Fort +5, Ref +6, Will +3; Str 15, Dex 18, Con –, Int 14, Wis 13, Cha 16.

Skills & Feats: Climb +6, Hide +12, Jump +8, Knowledge (local – Geoff) +1, Listen +11, Ride +9, Speak Languages 1 rank, Search +10, Spot +11, Swim +5; Dodge, Mobility, Spring Attack, Weapon Focus (incorporeal touch).

Languages: Common, Flan.

Energy Drain (Su): Any living creature struck by a spectral creature's incorporeal touch attack must succeed on a Fortitude saving throw (DC 16) or gain two negative levels. For each negative energy level it bestows, the spectral creature heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one.

Create Spawn (Su): Any aberration, animal, dragon, giant, humanoid, magical beast, or monstrous humanoid, slain by a spectral creature rises as a spectral creature in 1d4 rounds. Such a spawn is under the command of the spectral creature that created it and remains enslaved until its master's death. The spawn does not possess any of the abilities it had in life but gains the spectral creature template.

A spectral creature can control a number of spawn equal to its HD X 2. If it creates a spawn that causes it to

exceed this limit, the spawn longest under its control is released.

Incorporeal: A spectral creature can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, and spell-like abilities. The creature has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. A spectral creature can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but not deflection bonuses and force effects work normally against them. A spectral creature always moves silently and cannot be heard with Listen checks if it doesn't wish to be.

Undead Traits: A spectral creature is immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. A spectral creature cannot be raised, and resurrection works only if it is willing. The creature has darkvision (60 ft. range).

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a spectral creature at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Sunlight Powerlessness (Ex): Spectral creatures are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A spectral creature caught in sunlight cannot attack and can take only partial actions.

Possessions: +2 *studded leather*. [All possessions are incorporeal and dissolve into nothingness if separated from their user.]

Encounter Sixteen

Horror of the Well: CR 10; Vampiric Darktentacles; Large Undead; HD 13d12; hp 117; Init +8; Spd 5 ft., Swim 20 ft.; AC 26 (touch 13, flat-footed 22) [–1 size, +4 Dex, +13 natural]; Atk +16 melee (1d8+7 plus energy drain, 12 slams); Face/Reach 10 ft. by 10 ft./15 ft.; SA constrict 2d6+10, improved grab, spell-like abilities, domination, energy drain; SQ darkvision 60 ft., enhanced multiweapon fighting, tentacle regeneration, tremorsense, weapon use, damage reduction 15/+1, turn resistance +4, cold and electricity resistance 20, gaseous form, spider climb, fast healing 5; AL CE; SV Fort +4, Ref +10, Will +10; Str 25, Dex 19, Con –, Int 16, Wis 14, Cha 16.

Skills & Feats: Bluff +12, Concentration +16, Hide +24, Listen +17, Move Silently +24, Search +12, Sense Motive +10, Spot +17; Alertness, Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Multidexterity, Multiweapon Fighting, Weapon Focus (slam).

Constrict (Ex): With a successful grapple check, a darktentacles can crush a grabbed opponent, dealing 2d6+10 points of bludgeoning damage.

Improved Grab (Ex): If a darktentacles hits an opponent that is at least one size category smaller than itself with a slam attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +36; includes a +16 racial bonus on grapple checks). If it gets a hold, it can also constrict in the same round. Thereafter, the darktentacles has the option to conduct the grapple normally, or simply use its tentacle to hold the opponent (-20 penalty on grapple check, but the darktentacles is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals slam and constrict damage.

Spell-Like Abilities: 5/day—*hold monster*; 3/day—*charm monster*; 1/day—*wall of force*. Caster level 10th; save DC 13 + spell level.

Enhanced Multiweapon Fighting (Ex): This ability lessens the penalty for off-hand weapon use by 2 for both primary and off hands. Combined with the Multidexterity and Multiweapon Fighting feats, this ability effectively negates all attack penalties for using one or more light off-hand weapons.

Tentacles Regeneration (Ex): Foes can attack the tentacles of a darktentacles, but only when those appendages are actually holding an opponent. A tentacle has an AC of 27 (touch 14) and can withstand 20 points of damage. The loss of a tentacle does not harm the creature (that is, the damage does not apply against its hit point total), and it regrows the limb within a day.

Tremorsense (Ex): A darktentacles can automatically sense the location of anything within 60 feet that is in contact with the ground.

Weapon Use (Ex): A darktentacles of Large size can wield a melee weapon of up to Huge size in each tentacles. It is proficient with all simple and martial melee weapons.

Domination (Su): A Horror can crush an opponent's will just by looking onto his eyes. This is similar to a gaze attack, except that the Horror must take a standard action, and those merely looking at it are not affected. Anyone the Horror targets must make a Will save (DC 19) or fall instantly under the Horror's influence as though by a *dominate person* spell cast by a 12th level sorcerer. The ability has a range of 30 feet.

Energy Drain (Su): Living creatures struck by a Horror's slam attack must succeed on a Fortitude saving throw (DC 19) or gain one negative level. For each negative energy level it bestows, the Horror heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one. No matter how many times an opponent is hit and fails his save against the energy drain attack in a single round, a given opponent can only receive one negative energy level (two on a critical) each round from a given Horror.

Gaseous Form (Su): As a standard action, a Horror can assume *gaseous form* at will, as the spell cast by a 5th level sorcerer, but can remain gaseous indefinitely and has a fly speed of 20 ft. (perfect). It will only go gaseous if reduced to 0 hp (see below).

Spider Climb (Ex): A Horror can climb sheer surfaces as though with a *spider climb* spell.

Fast Healing (Ex): A Horror heals 5 points of damage each round so long as it has at least 1 hit point. If reduced to 0 hp or lower, it automatically assumes gaseous form and attempts to escape into the depths of the Well. It will not resurface for 5 hours.

APL 10

Encounter Six

Orc Swordwraith: CR 4; Male Orc War3; Medium Undead; HD 3d12; hp 27; Init +0; Spd 30 ft.; AC 14 (touch 10, flat-footed 14) [+4 armor]; Atk +7 melee (1d12+4 plus Str damage/x3, +1 *greataxe*) or +3 ranged (1d6+2, javelin); SA strength damage; SQ undead traits, damage reduction 10/+2, turn resistance +2, darkvision 60 ft.; AL LE; SV Fort +3, Ref +1, Will +2; Str 15, Dex 10, Con -, Int 9, Wis 8, Cha 8.

Skills & Feats: Climb +4, Hide +0, Listen+2, Move Silently +0, Spot+2; Alertness, Iron Will, Power Attack, Weapon Focus (greataxe).

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Light Sensitivity (Ex): Orcs suffer a -1 penalty to attack rolls in bright sunlight or within the radius of a *daylight* spell.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual

damage, ability damage, ability drain, or death from massive damage.

Possessions: scale armor, +1 greataxe. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Hill Giant Swordwraith: CR 9; Large Undead; HD 12d12; hp 108; Init -1; Spd 40 ft.; AC 20 (touch 8, flat-footed 20) [-1 size, -1 Dex, +9 natural, +3 armor]; Atk +16/+11 melee (2d6+10 plus Str damage, huge greatclub) or +8/+3 ranged (2d6+7, rock); SA strength damage, rock throwing; SQ undead traits, damage reduction 10/+2, turn resistance +2, darkvision 60 ft., rock catching; AL CE; SV Fort +8, Ref +3, Will +4; Str 25, Dex 8, Con -, Int 6, Wis 10, Cha 17.

Skills & Feats: Climb +12, Hide +3, Jump +12, Listen +2, Move Silently +3, Spot +6; Alertness, Iron Will, Power Attack, Weapon Focus (greataxe).

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual damage, ability damage, ability drain, or death from massive damage.

Rock Throwing (Ex): A fire giant can hurl rocks weighing 40-50 pounds (Small objects), up to five range increments of 120 feet each. Giants receive a +1 racial bonus on attack rolls when throwing rocks (included in ranged attack bonus).

Rock Catching (Ex): A fire giant can catch Small, Medium-size, or Large rocks (or projectiles of similar size). Once per round, a fire giant that would normally be hit by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium-size one, and 25 for a Large one. (If the projectile has a magical bonus to attack, the DC increases by that amount.) The giant must be ready for and aware of the attack.

Possessions: large hide armor, huge greatclub. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Steffan's Swordwraith: CR 10; Male Human Rgr4/Ftr4; Medium Undead; HD 8d12; hp 72; Init +4; Spd 30 ft.; AC 19 (touch 15, flat-footed 15) [+4 Dex, +4 armor, +1 ring]; Atk +9/+4 melee (1d8+2 plus Str damage/19-20, mw longsword) and +9 melee (1d6+1 plus Str damage/19-20, mw short sword), or +14/+9 ranged (1d8+5 + 1d6 electricity/x3, +1 mighty shock composite longbow); SA favored enemy (giants), strength damage; SQ undead traits, damage reduction 10/+2, turn resistance +2,

darkvision 60 ft.; AL LE; SV Fort +9, Ref +7, Will +6; Str 15, Dex 18, Con -, Int 10, Wis 12, Cha 8.

Skills & Feats: Animal Empathy +2, Climb +3, Handle Animal +4, Hide +11, Intuit Direction +3, Jump +3, Knowledge (nature) +4, Listen +3, Move Silently +10, Ride +7, Speak Language 3 ranks, Spot +3, Swim +4, Wilderness Lore +10; Alertness, Ambidexterity, Dodge, Iron Will, Mobility, Point Blank Shot, Precise Shot, Rapid Shot, Track, Two Weapon Fighting, Weapon Focus (composite longbow), Weapon Specialization (composite longbow).

Languages: Common, Elf, Flan, Gnome.

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual damage, ability damage, ability drain, or death from massive damage.

Possessions: +1 studded leather armor, +1 mighty shock composite longbow (+2 Str bonus), cloak of protection +1, ring of protection +1, mw longsword, mw short sword. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Spells Prepared (1; base DC 11 + spell level): 1st—[entangle].

Encounter Seven

Baktar: CR 7; Male Hobgoblin Wiz7; Medium Humanoid (goblinoid); HD 7d4+14; hp 32; Init +3; Spd 30 ft.; AC 13 (touch 13, flat-footed 10) [+3 Dex]; Atk +2 melee (1d6-1, quarterstaff); SA spells; SQ darkvision 60 ft., hawk familiar; AL LE; SV Fort +7, Ref +8, Will +9; Str 8, Dex 16, Con 15, Int 18, Wis 12, Cha 10.

Skills & Feats: Concentration +10, Knowledge (arcana) +13, Listen +4, Move Silently +5, Spellcraft +15, Spot +7; Empower Spell, Iron Will, Lightning Reflexes, Scribe Scroll, Spell Focus (conjunction).

Possessions: quarterstaff, cloak of resistance +1, ring of protection +1, scroll of dimension door (7th level caster), potion of cure serious wounds, potion of haste.

Spells Prepared (4/5/4/3/2; base DC 14 + spell level, 16 + spell level for conjunction spells): 0—[detect magic, ghost sound, open/close, read magic]; 1st—[alarm, mage armor, magic missile x2, shield]; 2nd—[glitterdust x2, Melf's acid arrow x2]; 3rd—[stinking cloud x2, empowered magic missile]; 4th—[empowered Melf's acid arrow, ice storm].

Zog Spleenslurper: CR 7; Male Hobgoblin Clr7 of Maglubiyet; Medium Humanoid (goblinoid); HD

7d8+14; hp 53; Init +1; Spd 30 ft.; AC 23 (touch 11, flat-footed 22) [+1 Dex, +10 armor, +2 shield]; Atk +6 melee (1d8+1, morningstar) or +6 ranged (1d8/19-20, light crossbow); SA spells, rebuke undead; SQ darkvision 60 ft.; AL NE; SV Fort +8, Ref +6, Will +9; Str 10, Dex 13, Con 14, Int 10, Wis 17, Cha 12.

Skills & Feats: Concentration +12, Diplomacy +2, Intimidate +2, Knowledge (religion) +7, Spellcraft +9; Lightning Reflexes, Scribe Scroll, Spell Focus (enchantment).

Possessions: +2 full plate, large steel shield, morningstar, light crossbow w/ 10 bolts, *pearl of power* (1st level), 5 scrolls of cure light wounds (1st level caster), scroll of silence (3rd level caster), *potion of blur*, *potion of gaseous form*.

Spells Prepared (6/5+1/5+1/4+1/2+1; base DC 13 + spell level, 15 + spell level for enchantment spells): 0—[*cure minor wounds* x2, *detect magic*, *resistance*, *virtue*]; 1st—[*bane*, *cause fear*, *command*, *cure light wounds*, *protection from good**, *shield of faith*]; 2nd—[*cure moderate wounds*, *endurance*, *hold person* x2, *owl's wisdom*, *shatter**]; 3rd—[*cure serious wounds*, *dispel magic* x2, *magic circle against good**, *prayer*]; 4th—[*greater magic weapon*, *summon monster IV*, *unholy blight**].

*Domain spell. **Domains:** Destruction (smite (su) 1/day on melee attack with a +4 attack bonus and damage bonus equal to cleric level; declare smite before rolling), Evil (evil spells at +1 caster level).

Hobgoblin Archer Rgr1/Ftr4: CR 5; Medium Humanoid (goblinoid); HD 5d10+10; hp 45; Init +3; Spd 30 ft.; AC 18 (touch 13, flat-footed 15) [+3 Dex, +4 armor, +1 shield]; Atk +9 melee (1d8+3/19-20, mw longsword) or +10 ranged (1d8+6/x3, +1 *mighty composite longbow*); SA favored enemy (elves); SQ darkvision 60 ft.; AL LE; SV Fort +8, Ref +4, Will +1; Str 16, Dex 17, Con 14, Int 10, Wis 10, Cha 9.

Skills & Feats: Hide +11, Move Silently +15, Spot +4; Point Blank Shot, Precise Shot, Rapid Shot, Track, Weapon Focus (composite longbow), Weapon Specialization (composite longbow).

Possessions: mw longsword, buckler, mw chain shirt, +1 *mighty composite longbow* (+3 Str bonus), *potion of cure light wounds*, *potion of cat's grace*.

Ettin Bbn4: CR 9; Large Giant; HD 10d8+4d12+28; hp 117; Init +3; Spd 35 ft.; AC 20 (touch 8, flat-footed 20) [-1 size, -1 Dex, +5 armor, +7 natural]; Atk +20/+15/+10 melee (2d6+7, large mw morningstar) and +20/+15/+10 melee (2d6+7, large mw morningstar), or +10/+5 ranged (1d8+7, large javelin) and +10/+5 ranged (1d8+7, large javelin), or +9 ranged touch (tanglefoot bag) and +9 ranged touch (tanglefoot bag); SA rage 2/day, superior two-weapon fighting; SQ darkvision 90 ft., uncanny

dodge (Dex bonus to AC), fast movement; AL CE; SV Fort +15, Ref +5, Will +8; Str 24, Dex 8, Con 15, Int 6, Wis 10, Cha 11.

Skills & Feats: Climb +6, Jump +6, Listen +10, Search +1, Spot +10; Alertness, Improved Initiative, Iron Will, Power Attack, Weapon Focus (morningstar).

Superior Two-Weapon Fighting (Ex): An ettin fights with a weapon in each hand. Because each of its two heads control an arm, the ettin does not suffer an attack or damage penalty for attacking with two weapons.

Possessions: large chainmail, 2 large mw morningstars, 2 tanglefoot bags, 4 large javelins, *cloak of resistance* +2.

Encounter Eleven

Caryatid Column: CR 6; Medium Construct; HD 6d10+20; hp 60; Init +3; Spd 30 ft.; AC 22 (touch 13, flat-footed 19) [+3 Dex, +9 natural]; Atk +12 melee (1d10+9/19-20, +2 *bastard sword*) or +9 melee (1d4+7, 2 slams); SQ break weapon, column form, construct traits, hardness 8, magic weapon; AL N; SV Fort +2, Ref +5, Will -3; Str 20, Dex 16, Con -, Int 6, Wis 1, Cha 1.

Skills & Feats: Diplomacy -3, Sense Motive +4; Improved Sunder, Power Attack, Weapon Focus (bastard sword).

Break Weapon (Su): A caryatid column is imbued with a supernatural defense against weapon attacks. Whenever a creature strikes a caryatid column with a melee weapon, the weapon must succeed on a Fortitude save (DC 13) or break and become useless, dealing no damage to the caryatid column. As usual, a magic weapon uses either the wielder's saver bonus or its own save bonus, whichever is better.

Nonmagic ranged weapons automatically shatter upon hitting the caryatid column, dealing no damage. Magic ranged weapons receive a Fortitude save (DC 13) to resist this effect.

Column Form (Ex): When at rest (not commanded, or waiting to fulfill a command), a caryatid column take the form of a simple column of stone. This column is about 2 feet in diameter, and it extends up to the ceiling of the chamber or to a height of 25 feet, whichever is less. Unless commanded otherwise, a caryatid column remains in this form until attacked, and it even allows creatures to climb it (Climb check DC 15).

A caryatid column in column form looks like a pillar in most respects. It does not radiate magic, and *true seeing* does not reveal its humanoid form. Careful examination of the column (Search check DC 25) reveals very faint and distorted lines that make the pillar resemble a woman with a sword. Anyone who successfully makes a Knowledge (architecture and engineering) check (DC 12) notes that the column serves

no structural purpose since it bears none of the ceiling's weight. A close examination of the top of the column (Search check DC 15) or a keen eye (Spot check DC 20) shows that the column is not cemented or joined to the ceiling. Dwarves and other creatures with stonemasonry received a free Search check as though actively looking when they pass within 10 feet of a caryatid column.

Changing forms is a free action, and a caryatid column can change once per round.

Construct Traits: A caryatid column is immune to mind-affecting effects, and to poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. The creature is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. It cannot heal itself but can be healed through repair. It cannot be raised or resurrected. A caryatid column has darkvision (60 ft. range).

Hardness (Ex): Like an animated object made of stone, a caryatid column has a hardness of 8.

Magic Weapon: A magic weapon is incorporated into a caryatid column at the time of its creation. This weapon, usually a +2 *bastard sword*, functions in all respects like a normal magic weapon of its type, with one exception: Whenever it is out of the caryatid column's hands, it reverts to stone and becomes a nonmagical sculpture. Should the caryatid column then pick up the weapon, it regains its normal form and magical qualities.

If a caryatid column needs both hands free, it can stow its weapon by simply pressing it against its side; the weapon then merges with the caryatid column's body and can be retrieved by the caryatid column as any character would draw a weapon.

Possessions: +2 *bastard sword*. [Sword reverts to stone if out of column's hands.]

Encounter Thirteen

Lucien: CR 10; Male Spectral Human Wiz7; Medium Undead (incorporeal); HD 7d12; hp 63; Init +7; Spd Fly 80 ft. (perfect); AC 20 (touch 16, flat-footed 17) [+3 Dex, +4 *mage armor*, +3 Cha]; Atk +4 melee (1d8 plus energy drain, incorporeal touch); SA spells, energy drain; SQ create spawn, incorporeal, undead traits, turn resistance +2, unnatural aura, sunlight powerlessness; AL NE; SV Fort +4, Ref +7, Will +9; Str 10, Dex 17, Con -, Int 22, Wis 14, Cha 16.

Skills & Feats: Bluff +8, Concentration +10, Diplomacy +7, Hide +11, Intimidate +3, Knowledge (arcana) +15, Listen +10, Scry +9, Search +14, Speak Language 2 ranks, Spellcraft +16, Spot +10; Combat Casting, Craft Wand, Enlarge Spell, Improved Initiative, Scribe Scroll, Spell Focus (enchantment).

Languages: Abyssal, Common, Draconic, Flan, Giant, Infernal, Sylvan.

Energy Drain (Su): Any living creature struck by a spectral creature's incorporeal touch attack must succeed on a Fortitude saving throw (DC 16) or gain two negative levels. For each negative energy level it bestows, the spectral creature heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one.

Create Spawn (Su): Any aberration, animal, dragon, giant, humanoid, magical beast, or monstrous humanoid, slain by a spectral creature rises as a spectral creature in 1d4 rounds. Such a spawn is under the command of the spectral creature that created it and remains enslaved until its master's death. The spawn does not possess any of the abilities it had in life but gains the spectral creature template.

A spectral creature can control a number of spawn equal to its HD X 2. If it creates a spawn that causes it to exceed this limit, the spawn longest under its control is released.

Incorporeal: A spectral creature can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, and spell-like abilities. The creature has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. A spectral creature can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but not deflection bonuses and force effects work normally against them. A spectral creature always moves silently and cannot be heard with Listen checks if it doesn't wish to be.

Undead Traits: A spectral creature is immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. A spectral creature cannot be raised, and resurrection works only if it is willing. The creature has darkvision (60 ft. range).

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a spectral creature at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Sunlight Powerlessness (Ex): Spectral creatures are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A spectral creature caught in sunlight cannot attack and can take only partial actions.

Possessions: wand of eagle's splendor (3rd level caster), cloak of resistance +2, material components pouch, spellbook. [All possessions are incorporeal and dissolve into nothingness if separated from their user.]

Spells Prepared (4/6/5/3/2; base DC 16 + spell level, 18 + spell level for enchantment spells): 0—[*detect magic, mage hand x2, read magic*]; 1st—[*charm person, expeditious retreat, ~~mage armor~~, shield, true strike x2*]; 2nd—[*blindness/deafness, Melf's acid arrow, ~~protection from arrows~~, Tasha's hideous laughter x2*]; 3rd—[*dispel magic, negative energy burst, suggestion*]; 4th—[*charm monster, improved invisibility*].

Spectral Guard War6: CR 8; Medium Undead (incorporeal); HD 6d12; hp 54; Init +4; Spd Fly 80 ft. (perfect); AC 22 (touch 17, flat-footed 18) [+4 Dex, +5 armor, +3 Cha]; Atk +9 melee (1d8 plus energy drain, incorporeal touch); SA energy drain; SQ create spawn, incorporeal, undead traits, turn resistance +2, unnatural aura, sunlight powerlessness; AL NE; SV Fort +5, Ref +6, Will +3; Str 15, Dex 18, Con –, Int 14, Wis 13, Cha 16.

Skills & Feats: Climb +6, Hide +12, Jump +8, Knowledge (local – Geoff) +1, Listen +11, Ride +9, Speak Languages 1 rank, Search +10, Spot +11, Swim +5; Dodge, Mobility, Spring Attack, Weapon Focus (incorporeal touch).

Languages: Common, Flan.

Energy Drain (Su): Any living creature struck by a spectral creature's incorporeal touch attack must succeed on a Fortitude saving throw (DC 16) or gain two negative levels. For each negative energy level it bestows, the spectral creature heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one.

Create Spawn (Su): Any aberration, animal, dragon, giant, humanoid, magical beast, or monstrous humanoid, slain by a spectral creature rises as a spectral creature in 1d4 rounds. Such a spawn is under the command of the spectral creature that created it and remains enslaved until its master's death. The spawn does not possess any of the abilities it had in life but gains the spectral creature template.

A spectral creature can control a number of spawn equal to its HD X 2. If it creates a spawn that causes it to

exceed this limit, the spawn longest under its control is released.

Incorporeal: A spectral creature can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, and spell-like abilities. The creature has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. A spectral creature can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but not deflection bonuses and force effects work normally against them. A spectral creature always moves silently and cannot be heard with Listen checks if it doesn't wish to be.

Encounter Sixteen

Horror of the Well: CR 10; Vampiric Darktentacles; Large Undead; HD 13d12; hp 117; Init +8; Spd 5 ft., Swim 20 ft.; AC 26 (touch 13, flat-footed 22) [–1 size, +4 Dex, +13 natural]; Atk +16 melee (1d8+7 plus energy drain, 12 slams); Face/Reach 10 ft. by 10 ft./15 ft.; SA constrict 2d6+10, improved grab, spell-like abilities, domination, energy drain; SQ darkvision 60 ft., enhanced multiweapon fighting, tentacle regeneration, tremorsense, weapon use, damage reduction 15/+1, turn resistance +4, cold and electricity resistance 20, gaseous form, spider climb, fast healing 5; AL CE; SV Fort +4, Ref +10, Will +10; Str 25, Dex 19, Con –, Int 16, Wis 14, Cha 16.

Skills & Feats: Bluff +12, Concentration +16, Hide +24, Listen +17, Move Silently +24, Search +12, Sense Motive +10, Spot +17; Alertness, Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Multidexterity, Multiweapon Fighting, Weapon Focus (slam).

Constrict (Ex): With a successful grapple check, a darktentacles can crush a grabbed opponent, dealing 2d6+10 points of bludgeoning damage.

Improved Grab (Ex): If a darktentacles hits an opponent that is at least one size category smaller than itself with a slam attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +36; includes a +16 racial bonus on grapple checks). If it gets a hold, it can also constrict in the same round. Thereafter, the darktentacles has the option to conduct the grapple normally, or simply use its tentacle to hold the opponent (–20 penalty on grapple check, but the darktentacles is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals slam and constrict damage.

Spell-Like Abilities: 5/day—*hold monster*; 3/day—*charm monster*; 1/day—*wall of force*. Caster level 10th; save DC 13 + spell level.

Enhanced Multiweapon Fighting (Ex): This ability lessens the penalty for off-hand weapon use by 2 for both primary and off hands. Combined with the Multidexterity and Multiweapon Fighting feats, this ability effectively negates all attack penalties for using one or more light off-hand weapons.

Tentacles Regeneration (Ex): Foes can attack the tentacles of a darktentacles, but only when those appendages are actually holding an opponent. A tentacle has an AC of 27 (touch 14) and can withstand 20 points of damage. The loss of a tentacle does not harm the creature (that is, the damage does not apply against its hit point total), and it regrows the limb within a day.

Tremorsense (Ex): A darktentacles can automatically sense the location of anything within 60 feet that is in contact with the ground.

Weapon Use (Ex): A darktentacles of Large size can wield a melee weapon of up to Huge size in each tentacles. It is proficient with all simple and martial melee weapons.

Domination (Su): A Horror can crush an opponent's will just by looking onto his eyes. This is similar to a gaze attack, except that the Horror must take a standard action, and those merely looking at it are not affected. Anyone the Horror targets must make a Will save (DC 19) or fall instantly under the Horror's influence as though by a *dominate person* spell cast by a 12th level sorcerer. The ability has a range of 30 feet.

Energy Drain (Su): Living creatures struck by a Horror's slam attack must succeed on a Fortitude saving throw (DC 19) or gain one negative level. For each negative energy level it bestows, the Horror heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one. No matter how many times an opponent is hit and fails his save against the energy drain attack in a single round, a given opponent can only receive one negative energy level (two on a critical) each round from a given Horror.

Gaseous Form (Su): As a standard action, a Horror can assume *gaseous form* at will, as the spell cast by a 5th level sorcerer, but can remain gaseous indefinitely and has a fly speed of 20 ft. (perfect). It will only go gaseous if reduced to 0 hp (see below).

Spider Climb (Ex): A Horror can climb sheer surfaces as though with a *spider climb* spell.

Fast Healing (Ex): A Horror heals 5 points of damage each round so long as it has at least 1 hit point. If reduced to 0 hp or lower, it automatically assumes gaseous form and attempts to escape into the depths of the Well. It will not resurface for 5 hours.

APL 12

Encounter Six

Orc Swordwraith: CR 4; Male Orc War3; Medium Undead; HD 3d12; hp 27; Init +0; Spd 30 ft.; AC 14 (touch 10, flat-footed 14) [+4 armor]; Atk +7 melee (1d12+4 plus Str damage/x3, +1 *greataxe*) or +3 ranged (1d6+2, javelin); SA strength damage; SQ undead traits, damage reduction 10/+2, turn resistance +2, darkvision 60 ft.; AL LE; SV Fort +3, Ref +1, Will +2; Str 15, Dex 10, Con –, Int 9, Wis 8, Cha 8.

Skills & Feats: Climb +4, Hide +0, Listen+2, Move Silently +0, Spot+2; Alertness, Iron Will, Power Attack, Weapon Focus (*greataxe*).

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Light Sensitivity (Ex): Orcs suffer a –1 penalty to attack rolls in bright sunlight or within the radius of a *daylight* spell.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual damage, ability damage, ability drain, or death from massive damage.

Possessions: scale armor, +1 *greataxe*. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Hill Giant Swordwraith: CR 9; Large Undead; HD 12d12; hp 108; Init -1; Spd 40 ft.; AC 20 (touch 8, flat-footed 20) [-1 size, -1 Dex, +9 natural, +3 armor]; Atk +16/+11 melee (2d6+10 plus Str damage, huge greatclub) or +8/+3 ranged (2d6+7, rock); SA strength damage, rock throwing; SQ undead traits, damage reduction 10/+2, turn resistance +2, darkvision 60 ft., rock catching; AL CE; SV Fort +8, Ref +3, Will +4; Str 25, Dex 8, Con –, Int 6, Wis 10, Cha 17.

Skills & Feats: Climb +12, Hide +3, Jump +12, Listen +2, Move Silently +3, Spot +6; Alertness, Iron Will, Power Attack, Weapon Focus (*greataxe*).

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects,

necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual damage, ability damage, ability drain, or death from massive damage.

Rock Throwing (Ex): A fire giant can hurl rocks weighing 40-50 pounds (Small objects), up to five range increments of 120 feet each. Giants receive a +1 racial bonus on attack rolls when throwing rocks (included in ranged attack bonus).

Rock Catching (Ex): A fire giant can catch Small, Medium-size, or Large rocks (or projectiles of similar size). Once per round, a fire giant that would normally be hit by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium-size one, and 25 for a Large one. (If the projectile has a magical bonus to attack, the DC increases by that amount.) The giant must be ready for and aware of the attack.

Possessions: large hide armor, huge greatclub. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Steffan's Swordwraith: CR 10; Male Human Rgr4/Ftr4; Medium Undead; HD 8d12; hp 72; Init +4; Spd 30 ft.; AC 19 (touch 15, flat-footed 15) [+4 Dex, +4 armor, +1 ring]; Atk +9/+4 melee (1d8+2 plus Str damage/19-20, mw longsword) and +9 melee (1d6+1 plus Str damage/19-20, mw short sword), or +14/+9 ranged (1d8+5 + 1d6 electricity/x3, +1 mighty shock composite longbow); SA favored enemy (giants), strength damage; SQ undead traits, damage reduction 10/+2, turn resistance +2, darkvision 60 ft.; AL LE; SV Fort +9, Ref +7, Will +6; Str 15, Dex 18, Con -, Int 10, Wis 12, Cha 8.

Skills & Feats: Animal Empathy +2, Climb +3, Handle Animal +4, Hide +11, Intuit Direction +3, Jump +3, Knowledge (nature) +4, Listen +3, Move Silently +10, Ride +7, Speak Language 3 ranks, Spot +3, Swim +4, Wilderness Lore +10; Alertness, Ambidexterity, Dodge, Iron Will, Mobility, Point Blank Shot, Precise Shot, Rapid Shot, Track, Two Weapon Fighting, Weapon Focus (composite longbow), Weapon Specialization (composite longbow).

Languages: Common, Elf, Flan, Gnome.

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Undead Traits: Immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects (unless they specifically affect undead), and any effect that requires a Fort save unless it also works on objects. Not subject to critical hits, subdual damage, ability damage, ability drain, or death from massive damage.

Possessions: +1 studded leather armor, +1 mighty shock composite longbow (+2 Str bonus), cloak of protection +1, ring of protection +1, mw longsword, mw short sword. [All possessions are fouled beyond redemption and cannot be used or sold for treasure.]

Spells Prepared (1; base DC 11 + spell level): 1st—[entangle].

Encounter Seven

Baktar: CR 9; Male Hobgoblin Wiz9; Medium Humanoid (goblinoid); HD 9d4+18; hp 41; Init +3; Spd 30 ft.; AC 13 (touch 13, flat-footed 10) [+3 Dex]; Atk +3 melee (1d6-1, quarterstaff); SA spells; SQ darkvision 60 ft., hawk familiar; AL LE; SV Fort +8, Ref +9, Will +10; Str 8, Dex 16, Con 15, Int 19, Wis 12, Cha 10.

Skills & Feats: Concentration +15, Knowledge (arcana) +15, Listen +4, Move Silently +7, Spellcraft +17, Spot +7; Empower Spell, Iron Will, Lightning Reflexes, Maximize Spell, Scribe Scroll, Spell Focus (conjunction).

Possessions: quarterstaff, cloak of resistance +1, ring of protection +1, scroll of dimension door (7th level caster), potion of cure serious wounds, potion of haste.

Spells Prepared (4/5/5/4/3/1; base DC 14 + spell level, 16 + spell level for conjunction spells): 0—[detect magic, ghost sound, open/close, read magic]; 1st—[alarm, mage armor, magic missile x2, shield]; 2nd—[glitterdust x2, Melf's acid arrow x3]; 3rd—[stinking cloud x3, empowered magic missile]; 4th—[empowered Melf's acid arrow, ice storm, maximized magic missile]; 5th—[empowered fireball].

Zog Spleenslurper: CR 7; Male Hobgoblin Clr7 of Maglubiyet; Medium Humanoid (goblinoid); HD 7d8+14; hp 53; Init +1; Spd 30 ft.; AC 23 (touch 11, flat-footed 22) [+1 Dex, +10 armor, +2 shield]; Atk +6 melee (1d8+1, morningstar) or +6 ranged (1d8/19-20, light crossbow); SA spells, rebuke undead; SQ darkvision 60 ft.; AL NE; SV Fort +8, Ref +6, Will +9; Str 10, Dex 13, Con 14, Int 10, Wis 17, Cha 12.

Skills & Feats: Concentration +12, Diplomacy +2, Intimidate +2, Knowledge (religion) +7, Spellcraft +9; Lightning Reflexes, Scribe Scroll, Spell Focus (enchantment).

Possessions: +2 full plate, large steel shield, morningstar, light crossbow w/ 10 bolts, pearl of power (1st level), 5 scrolls of cure light wounds (1st level caster), scroll of silence (3rd level caster), potion of blur, potion of gaseous form.

Spells Prepared (6/5+1/5+1/4+1/2+1; base DC 13 + spell level, 15 + spell level for enchantment spells): 0—[cure minor wounds x2, detect magic, resistance, virtue]; 1st—[bane, cause fear, command, cure light wounds, protection from good*, shield of faith]; 2nd—[cure moderate wounds, endurance, hold person x2, owl's

*wisdom, shatter*³; 3rd—[*cure serious wounds, dispel magic x2, magic circle against good*^{*}, *prayer*]; 4th—[*greater magic weapon, summon monster IV, unholy blight*³].

*Domain spell. *Domains*: Destruction (smite (su) 1/day on melee attack with a +4 attack bonus and damage bonus equal to cleric level; declare smite before rolling), Evil (evil spells at +1 caster level).

Hobgoblin Shaman Clr7 of Maglubiyet: CR 7; Medium Humanoid (goblinoid); HD 7d8+14; hp 53; Init +1; Spd 30 ft.; AC 23 (touch 11, flat-footed 22) [+1 Dex, +10 armor, +2 shield]; Atk +6 melee (1d8+1, morningstar) or +6 ranged (1d8/19-20, light crossbow); SA spells, rebuke undead; SQ darkvision 60 ft.; AL NE; SV Fort +8, Ref +6, Will +9; Str 10, Dex 13, Con 14, Int 10, Wis 17, Cha 12.

Skills & Feats: Concentration +12, Diplomacy +2, Intimidate +2, Knowledge (religion) +7, Spellcraft +9; Lightning Reflexes, Scribe Scroll, Spell Focus (enchantment).

Possessions: +2 full plate, large steel shield, morningstar, light crossbow w/ 10 bolts, *pearl of power* (1st level), 5 scrolls of *cure light wounds* (1st level caster), *scroll of silence* (3rd level caster), *potion of blur*, *potion of gaseous form*.

Spells Prepared (6/5+1/5+1/4+1/2+1; base DC 13 + spell level, 15 + spell level for enchantment spells): 0—[*cure minor wounds x2, detect magic, resistance, virtue*]; 1st—[*bane, cause fear, command, cure light wounds, protection from good*^{*}, *shield of faith*]; 2nd—[*cure moderate wounds, endurance, hold person x2, owl's wisdom, shatter*³]; 3rd—[*cure serious wounds, dispel magic x2, magic circle against good*^{*}, *prayer*]; 4th—[*greater magic weapon, summon monster IV, unholy blight*³].

*Domain spell. *Domains*: Destruction (smite (su) 1/day on melee attack with a +4 attack bonus and damage bonus equal to cleric level; declare smite before rolling), Evil (evil spells at +1 caster level).

Hobgoblin Archer Rgr1/Ftr4/DpwdSnpr2: CR 7; Medium Humanoid (goblinoid); HD 5d10+2d8+14; hp 60; Init +3; Spd 30 ft.; AC 18 (touch 13, flat-footed 15) [+3 Dex, +4 armor, +1 shield]; Atk +11/+6 melee (1d8+3/19-20, mw longsword) or +14 ranged (1d8+6/19-20/x4, +1 *mighty composite longbow*); SA favored enemy (elves), keen arrows, magic weapon, projectile critical +1; SQ darkvision 60 ft., range increment bonus +10 ft./level, concealment reduction 10%; AL LE; SV Fort +8, Ref +7, Will +1; Str 16, Dex 17, Con 14, Int 10, Wis 10, Cha 9.

Skills & Feats: Hide +11, Listen +3, Move Silently +15, Spot +7, Wilderness Lore +2; Far Shot, Point Blank Shot, Precise Shot, Rapid Shot, Track, Weapon Focus (composite longbow), Weapon Specialization (composite longbow).

Keen Arrows (Ex): All projectiles the deepwood sniper fires behave as if they were keen weapons. This effect does not stack with any other keen effect.

Range Increment Bonus (Ex): The range increment of projectile weapons the deepwood sniper fires increase by +10 feet per level of deepwood sniper.

Concealment Reduction (Ex): The deepwood sniper's miss chance against opponents with concealment drops by 10%. This ability never reduces her miss chance against any opponent below 0%.

Magic Weapon (Sp): The character can produce an effect identical to that of a *magic weapon* spell cast by a cleric of her deepwood sniper level. This ability is usable once per day on projectile weapons only.

Projectile Improved Critical (Ex): The critical damage multipliers of all the deepwood sniper's projectile weapons increase by +1.

Possessions: mw longsword, buckler, mw chain shirt, +1 *mighty composite longbow* (+3 Str bonus), *potion of cure serious wounds*, *potion of cat's grace*, *bracers of archery*.

Ettin Bbn4: CR 9; Large Giant; HD 10d8+4d12+28; hp 117; Init +3; Spd 35 ft.; AC 20 (touch 8, flat-footed 20) [-1 size, -1 Dex, +5 armor, +7 natural]; Atk +20/+15/+10 melee (2d6+7, large mw morningstar) and +20/+15/+10 melee (2d6+7, large mw morningstar), or +10/+5 ranged (1d8+7, large javelin) and +10/+5 ranged (1d8+7, large javelin), or +9 ranged touch (tanglefoot bag) and +9 ranged touch (tanglefoot bag); SA rage 2/day, superior two-weapon fighting; SQ darkvision 90 ft., uncanny dodge (Dex bonus to AC), fast movement; AL CE; SV Fort +15, Ref +5, Will +8; Str 24, Dex 8, Con 15, Int 6, Wis 10, Cha 11.

Skills & Feats: Climb +6, Jump +6, Listen +10, Search +1, Spot +10; Alertness, Improved Initiative, Iron Will, Power Attack, Weapon Focus (morningstar).

Superior Two-Weapon Fighting (Ex): An ettin fights with a weapon in each hand. Because each of its two heads control an arm, the ettin does not suffer an attack or damage penalty for attacking with two weapons.

Possessions: large chainmail, 2 large mw morningstars, 2 tanglefoot bags, 4 large javelins, *cloak of resistance* +2.

Encounter Eleven

Caryatid Column, Advanced: CR 8; Large Construct; HD 12d10+30; hp 113; Init +2; Spd 30 ft.; AC 23 (touch 11, flat-footed 21) [-1 size, +2 Dex, +12 natural]; Atk +20/+15 melee (2d6+15/19-20, +2 *large bastard sword*) or +17 melee (1d6+13, 2 slams); SQ break weapon, column form, construct traits, hardness 8, magic weapon; Reach 5 ft. x 5 ft./10 ft.; AL N; SV Fort +3, Ref +5, Will -2; Str 28, Dex 14, Con -, Int 6, Wis 1, Cha 1.

Skills & Feats: Diplomacy -3, Sense Motive +4; Improved Sunder, Power Attack, Weapon Focus (bastard sword).

Break Weapon (Su): A caryatid column is imbued with a supernatural defense against weapon attacks. Whenever a creature strikes a caryatid column with a melee weapon, the weapon must succeed on a Fortitude save (DC 16) or break and become useless, dealing no damage to the caryatid column. As usual, a magic weapon uses either the wielder's saver bonus or its own save bonus, whichever is better.

Nonmagic ranged weapons automatically shatter upon hitting the caryatid column, dealing no damage. Magic ranged weapons receive a Fortitude save (DC 16) to resist this effect.

Column Form (Ex): When at rest (not commanded, or waiting to fulfill a command), a caryatid column take the form of a simple column of stone. This column is about 2 feet in diameter, and it extends up to the ceiling of the chamber or to a height of 25 feet, whichever is less. Unless commanded otherwise, a caryatid column remains in this form until attacked, and it even allows creatures to climb it (Climb check DC 15).

A caryatid column in column form looks like a pillar in most respects. It does not radiate magic, and *true seeing* does not reveal its humanoid form. Careful examination of the column (Search check DC 25) reveals very faint and distorted lines that make the pillar resemble a woman with a sword. Anyone who successfully makes a Knowledge (architecture and engineering) check (DC 12) notes that the column serves no structural purpose since it bears none of the ceiling's weight. A close examination of the top of the column (Search check DC 15) or a keen eye (Spot check DC 20) shows that the column is not cemented or joined to the ceiling. Dwarves and other creatures with stonecunning received a free Search check as though actively looking when they pass within 10 feet of a caryatid column.

Changing forms is a free action, and a caryatid column can change once per round.

Construct Traits: A caryatid column is immune to mind-affecting effects, and to poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. The creature is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. It cannot heal itself but can be healed through repair. It cannot be raised or resurrected. A caryatid column has darkvision (60 ft. range).

Hardness (Ex): Like an animated object made of stone, a caryatid column has a hardness of 8.

Magic Weapon: A magic weapon is incorporated into a caryatid column at the time of its creation. This

weapon, usually a +2 *bastard sword*, functions in all respects like a normal magic weapon of its type, with one exception: Whenever it is out of the caryatid column's hands, it reverts to stone and becomes a nonmagical sculpture. Should the caryatid column then pick up the weapon, it regains its normal form and magical qualities.

If a caryatid column needs both hands free, it can stow its weapon by simply pressing it against its side; the weapon then merges with the caryatid column's body and can be retrieved by the caryatid column as any character would draw a weapon.

Possessions: +2 *large bastard sword*. [Sword reverts to stone if out of column's hands.]

Encounter Thirteen

Lucien: CR 12; Male Spectral Human Wiz9; Medium Undead (incorporeal); HD 9d12; hp 81; Init +8; Spd Fly 80 ft. (perfect); AC 21 (touch 17, flat-footed 17) [+4 Dex, +4 *mage armor*, +3 Cha]; Atk +5 melee (1d8 plus energy drain, incorporeal touch); SA spells, energy drain; SQ create spawn, incorporeal, undead traits, turn resistance +2, unnatural aura, sunlight powerlessness; AL NE; SV Fort +5, Ref +8, Will +10; Str 10, Dex 18, Con -, Int 24, Wis 14, Cha 16.

Skills & Feats: Bluff +8, Concentration +12, Diplomacy +9, Hide +12, Intimidate +5, Knowledge (arcana) +18, Listen +10, Scry +10, Search +15, Speak Language 2 ranks, Spellcraft +19, Spot +10; Combat Casting, Craft Wand, Enlarge Spell, Greater Spell Focus (enchantment), Improved Initiative, Scribe Scroll, Spell Focus (enchantment).

Languages: Abyssal, Common, Draconic, Flan, Giant, Infernal, Sylvan.

Greater Spell Focus (from Tome & Blood): Choose a school of magic to which you have already applied the Spell Focus feat. Your magic spells of that school are now even more potent than before. Add +4 to the DC of saving throws against spells from the school of magic you select to focus on. This supersedes (does not stack with) the bonus from Spell Focus.

Energy Drain (Su): Any living creature struck by a spectral creature's incorporeal touch attack must succeed on a Fortitude saving throw (DC 17) or gain two negative levels. For each negative energy level it bestows, the spectral creature heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one.

Create Spawn (Su): Any aberration, animal, dragon, giant, humanoid, magical beast, or monstrous humanoid, slain by a spectral creature rises as a spectral creature in 1d4 rounds. Such a spawn is under the command of the spectral creature that created it and remains enslaved until its master's death. The spawn does not possess any of the abilities it had in life but gains the spectral creature template.

A spectral creature can control a number of spawn equal to its HD X 2. If it creates a spawn that causes it to exceed this limit, the spawn longest under its control is released.

Incorporeal: A spectral creature can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, and spell-like abilities. The creature has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. A spectral creature can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but not deflection bonuses and force effects work normally against them. A spectral creature always moves silently and cannot be heard with Listen checks if it doesn't wish to be.

Undead Traits: A spectral creature is immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. A spectral creature cannot be raised, and resurrection works only if it is willing. The creature has darkvision (60 ft. range).

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a spectral creature at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Sunlight Powerlessness (Ex): Spectral creatures are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A spectral creature caught in sunlight cannot attack and can take only partial actions.

Possessions: wand of eagle's splendor (3rd level caster), cloak of resistance +2, headband of intellect +2, scroll of spiritwall (9th level caster), material components pouch, spellbook. [All possessions are incorporeal and dissolve into nothingness if separated from their user.]

Spells Prepared (4/6/6/5/3/2; base DC 17 + spell level, 21 + spell level for enchantment spells): 0—[*detect magic, mage hand* x2, *read magic*]; 1st—[*charm person, expeditious retreat, mage armor, shield, true strike* x2]; 2nd—[*blindness/deafness, choke, Melf's acid arrow,*

protection from arrows, Tasha's hideous laughter x2]; 3rd—[*dispel magic, negative energy burst, protection from elements, suggestion* x2]; 4th—[*charm monster, improved invisibility, Otiluke's dispelling screen*]; 5th—[*dominate person, feeblemind*].

Spectral Guard War6: CR 8; Medium Undead (incorporeal); HD 6d12; hp 54; Init +4; Spd Fly 80 ft. (perfect); AC 22 (touch 17, flat-footed 18) [+4 Dex, +5 armor, +3 Cha]; Atk +9 melee (1d8 plus energy drain, incorporeal touch); SA energy drain; SQ create spawn, incorporeal, undead traits, turn resistance +2, unnatural aura, sunlight powerlessness; AL NE; SV Fort +5, Ref +6, Will +3; Str 15, Dex 18, Con -, Int 14, Wis 13, Cha 16.

Skills & Feats: Climb +6, Hide +12, Jump +8, Knowledge (local - Geoff) +1, Listen +11, Ride +9, Speak Languages 1 rank, Search +10, Spot +11, Swim +5; Dodge, Mobility, Spring Attack, Weapon Focus (incorporeal touch).

Languages: Common, Flan.

Energy Drain (Su): Any living creature struck by a spectral creature's incorporeal touch attack must succeed on a Fortitude saving throw (DC 16) or gain two negative levels. For each negative energy level it bestows, the spectral creature heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one.

Create Spawn (Su): Any aberration, animal, dragon, giant, humanoid, magical beast, or monstrous humanoid, slain by a spectral creature rises as a spectral creature in 1d4 rounds. Such a spawn is under the command of the spectral creature that created it and remains enslaved until its master's death. The spawn does not possess any of the abilities it had in life but gains the spectral creature template.

A spectral creature can control a number of spawn equal to its HD X 2. If it creates a spawn that causes it to exceed this limit, the spawn longest under its control is released.

Incorporeal: A spectral creature can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, and spell-like abilities. The creature has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. A spectral creature can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but not deflection bonuses and force effects work normally against them. A spectral creature always moves silently

and cannot be heard with Listen checks if it doesn't wish to be.

Encounter Sixteen

Horror of the Well: CR 11; Vampiric Darktentacles; Large Undead; HD 18d12; hp 162; Init +8; Spd 5 ft., Swim 20 ft.; AC 26 (touch 13, flat-footed 22) [-1 size, +4 Dex, +13 natural]; Atk +20 melee (1d8+7 plus energy drain/19-20, 12 slams); Face/Reach 10 ft. by 10 ft./15 ft.; SA constrict 2d6+10, improved grab, spell-like abilities, domination, energy drain; SQ darkvision 60 ft., enhanced multiweapon fighting, tentacle regeneration, tremorsense, weapon use, damage reduction 15/+1, turn resistance +4, cold and electricity resistance 20, gaseous form, spider climb, fast healing 5; AL CE; SV Fort +6, Ref +12, Will +13; Str 25, Dex 19, Con -, Int 16, Wis 14, Cha 16.

Skills & Feats: Bluff +13, Concentration +20, Hide +24, Listen +17, Move Silently +24, Search +13, Sense Motive +13, Spot +17; Alertness, Combat Reflexes, Dodge, Improved Critical, Improved Initiative, Lightning Reflexes, Multidexterity, Multiweapon Fighting, Weapon Focus (slam).

Constrict (Ex): With a successful grapple check, a darktentacles can crush a grabbed opponent, dealing 2d6+10 points of bludgeoning damage.

Improved Grab (Ex): If a darktentacles hits an opponent that is at least one size category smaller than itself with a slam attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +40; includes a +16 racial bonus on grapple checks). If it gets a hold, it can also constrict in the same round. Thereafter, the darktentacles has the option to conduct the grapple normally, or simply use its tentacle to hold the opponent (-20 penalty on grapple check, but the darktentacles is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals slam and constrict damage.

Spell-Like Abilities: 5/day—*hold monster*; 3/day—*charm monster*; 1/day—*wall of force*. Caster level 10th; save DC 13 + spell level.

Enhanced Multiweapon Fighting (Ex): This ability lessens the penalty for off-hand weapon use by 2 for both primary and off hands. Combined with the Multidexterity and Multiweapon Fighting feats, this ability effectively negates all attack penalties for using one or more light off-hand weapons.

Tentacles Regeneration (Ex): Foes can attack the tentacles of a darktentacles, but only when those appendages are actually holding an opponent. A tentacle has an AC of 27 (touch 14) and can withstand 20 points of damage. The loss of a tentacle does not harm the creature

(that is, the damage does not apply against its hit point total), and it regrows the limb within a day.

Tremorsense (Ex): A darktentacles can automatically sense the location of anything within 60 feet that is in contact with the ground.

Weapon Use (Ex): A darktentacles of Large size can wield a melee weapon of up to Huge size in each tentacles. It is proficient with all simple and martial melee weapons.

Domination (Su): A Horror can crush an opponent's will just by looking onto his eyes. This is similar to a gaze attack, except that the Horror must take a standard action, and those merely looking at it are not affected. Anyone the Horror targets must make a Will save (DC 22) or fall instantly under the Horror's influence as though by a *dominate person* spell cast by a 12th level sorcerer. The ability has a range of 30 feet.

Energy Drain (Su): Living creatures struck by a Horror's slam attack must succeed on a Fortitude saving throw (DC 22) or gain one negative level. For each negative energy level it bestows, the Horror heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one. No matter how many times an opponent is hit and fails his save against the energy drain attack in a single round, a given opponent can only receive one negative energy level (two on a critical) each round from a given Horror.

Gaseous Form (Su): As a standard action, a Horror can assume *gaseous form* at will, as the spell cast by a 5th level sorcerer, but can remain gaseous indefinitely and has a fly speed of 20 ft. (perfect). It will only go gaseous if reduced to 0 hp (see below).

Spider Climb (Ex): A Horror can climb sheer surfaces as though with a *spider climb* spell.

Fast Healing (Ex): A Horror heals 5 points of damage each round so long as it has at least 1 hit point. If reduced to 0 hp or lower, it automatically assumes gaseous form and attempts to escape into the depths of the Well. It will not resurface for 5 hours.

Appendix II: NPC Notes

Baktar Skullsmasher

Baktar has been in the employ of the giants for some time. He is incredibly intelligent for a hobgoblin (Int 18 or more!) and has been used for missions that required stealth and subtlety. Baktar is lawful evil. He is cruel and has been given wealth and promised power in exchange for his service. He is a wizard of no small power. His most fearsome attribute, however, is his diabolical cunning. He has a strong sense of self-preservation, however, and, if all seems hopeless, he will flee.

Role-Playing Tips: It is unlikely that the party will interact with Baktar to any large extent. However, if the chance arises, squint and talk in a deep orcish voice. He uses insults extensively: “Maggot!” “Slime!” “Weakling!” etc. In battle, play him as strongly as you can. He has been balanced in such a way that he will be beaten easily if he is not played intelligently. Emphasize his cunning.

Burkan ap Carteira

Burkan is a high-ranking member of the Cyvrin of the Army of Liberation. He is currently stationed at Preston where he handles “special projects.” The Cyvrin saw fit to put him into enemy research rather than in battle in which he sometimes got carried away. The Cyvrin appreciates his dedication to the cause.

His life is a tragic one, like many of the Grand Duke’s people. While a captive of the giant army, his wife was brutally ravished by an ogre in front of him and his son. His son was later killed and eaten. He does not know if it was true or not, but his orc captors told him after he had finished his one meal of the day that part of his son was put in the slaves’ food for additional nutrients so that Burkan and the other slaves could “work harder.” Burkan still has trouble eating anything resembling stew without vomiting and retching for hours.

To say that Burkan hates the giant army with his entire being is an understatement. He believes that the ends justify the means – that any method for ridding Geoff of the giants, however, evil or immoral, is justified against the barbaric invaders. If he could, he would use Ur-Flan magic, undead, or any other means to defeat them (even sell his soul). Unfortunately, this also means he is willing to risk other people’s lives, including innocents, in his quest. The party may eventually discover this of him. He is lawful evil. He radiates as slightly evil to those that can detect such things.

Although revenge is his first priority, he is thoroughly dedicated to the cause of liberating Geoff. The two goals are fully compatible. As of the start of this module, Burkan has committed no crimes that warrant his arrest. Any character trying to arrest Burkan should be permitted an intelligence or wisdom check to understand that people can have evil motives but never act on them – and thus not be exposed to punishment.

Finally, Burkan has a writ of authority from Abinar, the High Wizard of Geoff. This writ is signed and sealed by Abinar. It states:

“Be it known that Burkan ap Carteira has been tasked with the responsibility to investigate the swordwraiths of the Stark Mounds. He does so on my authority and at the request of Grand Duke Owen I of Geoff. I ask that all loyal subjects of the Grand Duke and those who oppose the giants give him assistance in his efforts.”

Role-Playing Tips: Everything Burkan is and does is meant to hurt the enemy. Do not just say “orcs” when role-playing Burkan. He calls them “sniveling cowardly orcs” and “foul murdering beasts.” Giants are “soulless evil monstrosities” and “barbaric backstabbers.” Judges should talk in an angry, though soft, voice whenever talking about the enemy or fighting the enemy. When he needs to be persuasive, he can. He uses every bit of logic and method of persuasion to get what he wants. Talk in smooth, even, hate-filled voice. When in battle, have him cast a spell like *Melf’s acid arrow* and then whisper, “taste pain, vermin,” or something similar.

In battle, Burkan prefers spells that cause pain. He likes *Melf’s acid arrow*, *vampiric touch*, *chill touch*, and *ghoul touch*. He casts *spectral hand* on himself during the final battle in Round I (or if ever attacked by the party) to deliver those spells. He is not stupid and flees if things turn against him. He is not heroic. He would rather flee so that he can kill and torture the enemy another day rather than waste his life and die uselessly in battle.

APL 6

Burkan ap Carteira: male human Div6; CR 6; medium humanoid (human); HD 6d4+12; hp 36; Init +5; Spd 30 ft.; AC 11 (touch 11, flat-footed 10) [+1 Dex]; Atk +4 melee (1d4/19-20, mw dagger) or +5 ranged (1d8/19-20, mw light crossbow); SA spells; SQ improved familiar; AL LE; SV Fort +4, Ref +5, Will +5; Str 10, Dex 12, Con 14, Int 17, Wis 10, Cha 9.

Skills & Feats: Alchemy +10, Bluff +1, Concentration +10, Knowledge (arcana) +11, Knowledge (history) +8,

Knowledge (local - Geoff) +8, Knowledge (religion) +8, Listen +2, Speak Language 2 ranks, Spellcraft +11, Spot +2; Alertness, Combat Casting, Craft Wand, Improved Familiar, Improved Initiative, Lightning Reflexes, Scribe Scroll.

Languages: Common, Flan, Giant, Gnome, Goblin, Orc.

Spells Known: 0—[*arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*]; 1st—[*burning hands, cause fear, comprehend languages, expeditious retreat, mage armor, obscuring mist, shield, shocking grasp, unseen servant*]; 2nd—[*detect thoughts, invisibility, Melf's acid arrow, resist elements, see invisibility*]; 3rd—[*clairaudience/clairvoyance, flame arrow, lightning bolt, tongues, vampiric touch*].

Spells Prepared (5/5/5/4; base DC 13 + spell level): 0—[*detect poison**, *disrupt undead, light, ray of frost, read magic*]; 1st—[*burning hands, comprehend languages**, *mage armor, shield, shocking grasp*]; 2nd—[*invisibility, Melf's acid arrow x2, resist elements, see invisibility**]; 3rd—[*displacement, flame arrow, lightning bolt, tongues**]. *bonus divination specialization spell

Possessions: mw dagger, mw light crossbow w/ 10 bolts, spellbook, *cloak of resistance +1, pearl of power (1st level), 2 scrolls of dispel magic (5th level caster), scroll of expeditious retreat (1st level caster), scroll of web (3rd level caster), wand of ghoulish touch (3rd level caster), wand of detect magic (1st level caster).*

Vengeance, Shocker Lizard familiar: CR 2; small magical beast; HD 2d10+2; hp 18; Init +2; Spd 40 ft., Climb 20 ft., Swim 20 ft.; AC 19 (touch 13, flat-footed 17) [+1 size, +2 Dex, +6 natural]; Atk +4 melee (1d4, bite); SA stunning shock, lethal shock; SQ electricity sense, improved evasion, share spells, empathic link, touch, speak with master; AL N; SV Fort +4, Ref +5, Will +1; Str 10, Dex 15, Con 13, Int 8, Wis 12, Cha 6.

Skills: Climb +12, Hide +11, Jump +4, Listen +4, Spot +4.

APL 8

Burkan ap Carteira: male human Div8; CR 8; medium humanoid (human); HD 8d4+16; hp 33; Init +5; Spd 30 ft.; AC 12 (touch 12, flat-footed 11) [+1 Dex, +1 ring]; Atk +5 melee (1d4/19-20, mw dagger) or +6 ranged (1d8/19-20, mw light crossbow); SA spells; SQ improved familiar; AL LE; SV Fort +4, Ref +5, Will +6; Str 10, Dex 12, Con 14, Int 18, Wis 10, Cha 9.

Skills & Feats: Alchemy +11, Bluff +3, Concentration +12, Knowledge (arcana) +13, Knowledge (history) +9, Knowledge (local - Geoff) +9, Knowledge (religion) +9, Listen +2, Sense Motive +2, Speak Language 2 ranks,

Spellcraft +14, Spot +2; Alertness, Combat Casting, Craft Wand, Improved Familiar, Improved Initiative, Lightning Reflexes, Scribe Scroll.

Languages: Common, Draconic, Flan, Giant, Gnome, Goblin, Orc.

Spells Known: 0—[*arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*]; 1st—[*burning hands, cause fear, comprehend languages, expeditious retreat, mage armor, obscuring mist, shield, shocking grasp, unseen servant*]; 2nd—[*detect thoughts, invisibility, Melf's acid arrow, resist elements, see invisibility*]; 3rd—[*clairaudience/clairvoyance, displacement, flame arrow, lightning bolt, tongues, vampiric touch*]; 4th—[*arcane eye, bestow curse, phantasmal killer*].

Spells Prepared (5/6/5/5/4; base DC 14 + spell level): 0—[*detect poison**, *disrupt undead, light, ray of frost, read magic*]; 1st—[*burning hands, comprehend languages**, *mage armor, shield, shocking grasp x2*]; 2nd—[*detect thoughts, invisibility, Melf's acid arrow, resist elements, see invisibility**]; 3rd—[*flame arrow x2, lightning bolt x2, tongues**]; 4th—[*arcane eye**, *bestow curse, phantasmal killer x2*]. *bonus divination specialization spell

Possessions: mw dagger, mw light crossbow w/ 10 bolts, spellbook, *cloak of resistance +1, pearl of power (1st level), pearl of power (2nd level), ring of protection +1, 2 scrolls of dispel magic (5th level caster), scroll of expeditious retreat (1st level caster), scroll of teleport (9th level caster), scroll of web (3rd level caster), wand of ghoulish touch (3rd level caster), wand of detect magic (1st level caster).*

Vengeance, Shocker Lizard familiar: CR 2; small magical beast; HD 2d10+2; hp 17; Init +2; Spd 40 ft., Climb 20 ft., Swim 20 ft.; AC 20 (touch 13, flat-footed 18) [+1 size, +2 Dex, +7 natural]; Atk +4 melee (1d4, bite); SA stunning shock, lethal shock; SQ electricity sense, improved evasion, share spells, empathic link, touch, speak with master, speak with animals of its type; AL N; SV Fort +4, Ref +5, Will +1; Str 10, Dex 15, Con 13, Int 9, Wis 12, Cha 6.

Skills: Climb +12, Hide +11, Jump +4, Listen +4, Spot +4.

APL 10

Burkan ap Carteira: male human Div10; CR 8; medium humanoid (human); HD 10d4+20; hp 45; Init +5; Spd 30 ft.; AC 12 (touch 12, flat-footed 11) [+1 Dex, +1 ring]; Atk +6 melee (1d4/19-20, mw dagger) or +7 ranged (1d8/19-20, mw light crossbow); SA spells; SQ improved familiar;

AL LE; SV Fort +7, Ref +6, Will +7; Str 10, Dex 12, Con 14, Int 18, Wis 10, Cha 9.

Skills & Feats: Alchemy +11, Bluff +3, Concentration +14, Knowledge (arcana) +15, Knowledge (history) +9, Knowledge (local - Geoff) +9, Knowledge (religion) +9, Listen +2, Sense Motive +4, Speak Language 4 ranks, Spellcraft +16, Spot +2; Alertness, Combat Casting, Craft Wand, Great Fortitude, Improved Familiar, Improved Initiative, Lightning Reflexes, Scribe Scroll, Spell Mastery (*enervation, ray of enfeeblement, spectral hand, vampiric touch*).

Languages: Abyssal, Ancient Suloise, Common, Draconic, Flan, Giant, Gnome, Goblin, Orc.

Spells Known: 0—[*arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*]; 1st—[*burning hands, cause fear, comprehend languages, expeditious retreat, mage armor, obscuring mist, shield, shocking grasp, unseen servant*]; 2nd—[*detect thoughts, invisibility, Melf's acid arrow, resist elements, see invisibility*]; 3rd—[*clairaudience/clairvoyance, displacement, flame arrow, lightning bolt, tongues, vampiric touch*]; 4th—[*arcane eye, bestow curse, Evard's black tentacles, phantasmal killer*]; 5th—[*cloudkill, Rary's telepathic bond, telekinesis*].

Spells Prepared (5/6/6/5/5/3; base DC 14 + spell level): 0—[*detect poison**, *disrupt undead, light, ray of frost, read magic*]; 1st—[*burning hands, comprehend languages**, *mage armor, shield, shocking grasp x2*]; 2nd—[*invisibility, Melf's acid arrow x3, resist elements, see invisibility**]; 3rd—[*flame arrow x2, lightning bolt x2, tongues**]; 4th—[*arcane eye**, *bestow curse, Evard's black tentacles, phantasmal killer x2*]; 5th—[*cloudkill, Rary's telepathic bond**, *telekinesis*]. *bonus divination specialization spell

Possessions: mw dagger, mw light crossbow w/ 10 bolts, spellbook, *cloak of resistance +1, pearl of power (1st level), pearl of power (2nd level), ring of protection +1, 2 scrolls of dispel magic (5th level caster), scroll of expeditious retreat (1st level caster), scroll of teleport (9th level caster), scroll of web (3rd level caster), wand of ghoulish touch (3rd level caster), wand of detect magic (1st level caster), wand of summon monster III (5th level caster)*.

Vengeance, Shocker Lizard familiar: CR 2; small magical beast; HD 2d10+2; hp 23; Init +2; Spd 40 ft., Climb 20 ft., Swim 20 ft.; AC 21 (touch 13, flat-footed 19) [+1 size, +2 Dex, +8 natural]; Atk +4 melee (1d4, bite); SA stunning shock, lethal shock; SQ electricity sense, improved evasion, share spells, empathic link, touch, speak with master, speak with animals of its type; AL N; SV Fort +4, Ref +5, Will +1; Str 10, Dex 15, Con 13, Int 10, Wis 12, Cha 6.

Skills: Climb +12, Hide +11, Jump +4, Listen +4, Spot +4.

APL 12

Burkan ap Carteira: male human Div12; CR 8; medium humanoid (human); HD 12d4+24; hp 54; Init +5; Spd 30 ft.; AC 13 (touch 13, flat-footed 12) [+1 Dex, +2 ring]; Atk +7/+2 melee (1d4/19-20, mw dagger) or +8/+3 ranged (1d8/19-20, mw light crossbow); SA spells; SQ improved familiar; AL LE; SV Fort +10, Ref +9, Will +10; Str 10, Dex 12, Con 14, Int 19, Wis 10, Cha 9.

Skills & Feats: Alchemy +12, Bluff +3, Concentration +16, Knowledge (arcana) +18, Knowledge (history) +10, Knowledge (local - Geoff) +10, Knowledge (religion) +10, Listen +2, Sense Motive +6, Speak Language 4 ranks, Spellcraft +18, Spot +2; Alertness, Combat Casting, Craft Wand, Craft Wondrous Item, Great Fortitude, Improved Familiar, Improved Initiative, Lightning Reflexes, Scribe Scroll, Spell Mastery (*enervation, ray of enfeeblement, spectral hand, vampiric touch*).

Languages: Abyssal, Ancient Oeridian, Ancient Suloise, Common, Draconic, Flan, Giant, Gnome, Goblin, Infernal, Orc.

Spells Known: 0—[*arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*]; 1st—[*burning hands, cause fear, comprehend languages, expeditious retreat, mage armor, obscuring mist, shield, shocking grasp, unseen servant*]; 2nd—[*detect thoughts, invisibility, Melf's acid arrow, resist elements, see invisibility*]; 3rd—[*clairaudience/clairvoyance, displacement, flame arrow, lightning bolt, slow, tongues, vampiric touch*]; 4th—[*arcane eye, bestow curse, Evard's black tentacles, phantasmal killer*]; 5th—[*cloudkill, Rary's telepathic bond, telekinesis*]; 6th—[*analyze dweomer, eyebite, legend lore*].

Spells Prepared (5/6/6/6/5/3/2; base DC 14 + spell level): 0—[*detect poison**, *disrupt undead, light, ray of frost, read magic*]; 1st—[*burning hands, comprehend languages**, *mage armor, shield, shocking grasp x2*]; 2nd—[*invisibility, Melf's acid arrow x3, resist elements, see invisibility**]; 3rd—[*flame arrow x2, lightning bolt x2, slow, tongues**]; 4th—[*arcane eye**, *bestow curse, Evard's black tentacles, phantasmal killer x2*]; 5th—[*cloudkill, Rary's telepathic bond**, *telekinesis*]; 6th—[*analyze dweomer**, *eyebite*]. *bonus divination specialization spell

Possessions: mw dagger, mw light crossbow w/ 10 bolts, spellbook, *cloak of resistance +3, pearl of power (1st level), pearl of power (2nd level), ring of protection +2, 2 scrolls of dispel magic (5th level caster), scroll of expeditious retreat (1st level caster), scroll of teleport (9th*

level caster), *scroll of web* (3rd level caster), *wand of ghoul touch* (3rd level caster), *wand of detect magic* (1st level caster), *wand of summon monster III* (5th level caster), *wand of dispel magic* (5th level caster).

Vengeance, Shocker Lizard familiar: CR 2; small magical beast; HD 2d10+2; hp 27; Init +2; Spd 40 ft., Climb 20 ft., Swim 20 ft.; AC 22 (touch 13, flat-footed 20) [+1 size, +2 Dex, +9 natural]; Atk +4 melee (1d4, bite); SA stunning shock, lethal shock; SQ electricity sense, improved evasion, share spells, empathic link, touch, speak with master, speak with animals of its type; SR 17; AL N; SV Fort +4, Ref +5, Will +1; Str 10, Dex 15, Con 13, Int 11, Wis 12, Cha 6.

Skills: Climb +12, Hide +11, Jump +4, Listen +4, Spot +4.

Ian the Hound

The Hound is Ian the Beast Mage. He has, for the last 140 years, stayed in hound form to avoid becoming a swordwraith himself. The Rite of Possession affects only humanoids, not animals. Ian is a powerful half-elven druid of the old faith as well as an accomplished wizard.

Jorry Goldsworth

Jorry Goldsworth is about 75 years old and a fairly accomplished wizard (10th level). The giant rune-casters were quite pleased when they caught him in a caravan raid over 22 months ago. He has never been married, although he does have a girlfriend in Hochoch named Fionia. She has, sadly, given him up for dead some time ago.

He is not much of a combatant, although he saw his share of fighting when Gorna fell. He assisted in helping the women and children escape. But as no one currently in Geoff has the magic to remove his *geas*, he is quite doomed. He is chaotic good in alignment and only works the Ur-Flan necromantic experiments because of the *geas* that has been placed upon him. He would kill his captors or even himself if he could.

The *Geas*: The giant runecasters have not used the same spell *geas* as described in the *PH*. Rather, their version is more powerful, torturous, and wholly evil. Instead of simply losing stats or getting sick when the victim defies the *geas*, he suffers all those things plus an agony unimaginable whenever the victim even thinks of resisting. Over long periods of time it breaks even the strongest willed person into complying with the *geas*.

If the PCs cast *detect magic* on him, they see a glowing rune burning in his forehead. A Knowledge (arcana) DC 15 identifies the rune as a giant spell Rune, but not which

type. Knowledge (arcana) of DC 25 or higher shows that it is the “Obedience” Rune. Spellcraft check (DC 25) or higher tells the character that Jorry is bound by a Runecast *Geas* type spell of 8th or 9th level. The DC for any of those rolls is 10 less if the character uses Knowledge (rune magic) or Knowledge (giant magic) instead. Any of the successful checks above made in conjunction with a *detect magic* spell learn that the spell can only be removed with a *wish* or *miracle*.

Jorry is compelled to work with all haste to find a way to control the swordwraiths and pass that knowledge to his captors. He must obey all the orders of Baktar and his minions, but only to the extent that the orders do not adversely affect his work. He is not to speak of his *geas* to anyone.

Jorry himself does not recall the exact words of the *geas*. All he knows is that when he seeks to rebel against the rules he suffers horrible random and instantly debilitating pains (such as the feeling his fingers are being pulled off, or his eyes rubbed with sandpaper, or equally horrible things).

He has succeeded in perverting the orders in one way: his primary test subjects for his Necromantic Ur-Flan magic are mostly orcs and ogres that happen upon the secret Manor House. Jorry suspects that this is because of the words “work with all haste” means that he can “expend” enemy soldiers (that are not his direct captors) if it speeds his work. He recently got a giant infected (see Encounter 3) which brightened his day, albeit only slightly. Whenever he tries to tell the party about the curse, he is stricken by pain and begins to stutter uncontrollably (and thereby cannot tell the party everything). Use Jorry to fill in the details of the project that the party gleans from his notes and journals as well as the pieces of Vargalian’s Tome.

Role-Playing tips: Jorry is modest and practical. He speaks in a higher pitched voice and is kind and friendly. The hard part, when role-playing Jorry, is to add a stutter and the sound of agony to his voice when telling the party what is going on. If the party is at all kind, they will read his notes and then ask him certain quick questions with short answers that he can handle without passing out with pain.

Vargalian the Archmage

Like all the other major NPCs in this module, Vargalian is also a tragic figure. Out of an indomitable loyalty to his Grand Duke and a deep love of the Grand Duchy of Geoff, Vargalian sacrificed his humanity and soul to save both when a Keoish army invaded. Even his *Wish* spells would have been insufficient against the army and its

many spell casters. Vargalian, having been an expert in fighting Ur-Flan magic and Vecna's henchmen, turned to their ways during Geoff's darkest hour. He performed two rites: the Rite of Possession and the Rite of Control. Both are described in Appendix III.

Contrary to popular belief, Vargalian is not evil himself, but is affected by evil magics. If a *detect evil* or *know alignment* spell is cast upon him, he personally appears as Lawful Neutral but under the influence of some powerful evil magic. Go ahead and tell the players that if they ask.

Unfortunately, to cast such powerful spells required that he render his body impervious to potent negative magic. His only alternative was to become a creature of un-death himself. He is a great deal weaker since so much of his life went into the Rites. A Knowledge (arcana) check (DC 20) gives a character that information. He has lost a great deal of sanity in his single-minded drive to control the swordwraiths.

He has the creatures constantly defending Gorna against any of Keoish blood. As he has lost track of all time and he does not know that Keoland is now an ally of Geoff. He does not even know that the giants have invaded. As described in Encounter Sixteen, all attempts at reasoning with Vargalian fail and the PCs must destroy him to stop him. Vargalian does not go to negative hit points, at zero or fewer hit points he turns to dust and is completely destroyed. Due to the powerful evil magics he unleashed, albeit with the best of intentions, Vargalian is likely to be banished to a plane for all eternity.

Role-Playing Tips: Vargalian is insane. Play him that way. When talking, have your eyes randomly and rapidly look about in a paranoid manner. His voice is raspy, like sandpaper on a chalkboard, and has a desperate tone. He does not respond to reason or rational pleas. He is convinced the party is trying to stop him from performing his duty. He is fighting for the life of his country and yells defiance at the party during the entire fight, "you will not stop me, Keoish murders!" "I will defend my Brenin with my life!" "Your assassins have failed in the past and you will fail as well, Keoish scum!" "You will not harm another innocent head while I still wield power, Keoland!" etc. Play it up. When he dies, give him the last whispered words, "I tried, my Brenin. Forgive me..."

Appendix III: The Rites of Possession and Control

There are two different versions of the Rite of Possession currently in effect. Vargalian's Rite from 143 years ago and Jorry's Rite for the last few months. The two are slightly different though both only affect humanoids. In both cases killing a fully transformed swordwraith destroys the soul of the victim. Also, destroying the throne near the Well of Vecna releases the souls of all of the victims from both rites though all of their bodies remain dead.

Vargalian's Rite of Possession

Vargalian tapped into the negative energy of the Well of Vecna and cursed a large percentage of the invading Keoish army of King Tavish III with one spell at a great distance. This rite resulted in each victim receiving one dark spirit. Those cursed with this rite would turn to swordwraiths in approximately 3 days if they were not killed. The soldiers that died before the rite transformed and killed them arose as swordwraiths within moments of their deaths.

Jorry's Rite of Possession

Jorry has managed to place multiple dark spirits into the humanoids he curses. So far his most successful attempt has resulted in 24 dark spirits in one body. He can only infect one victim at a time and at close range.

Touching someone cursed directly by Jorry can only pass on the dark spirits. Those that are cursed by these passed on spirits cannot spread the curse to anyone else. There is nowhere in this adventure where PCs can actually become infected with a dark spirit except if they fail in the battle with Baktar at the Hidden House and are captured.

Additionally, when a humanoid cursed with Jorry's rite dies before the rite is completed, the victim's soul is released, as are all its dark spirits. This is different from Vargalian's rite where the transformation process will complete and the body rises as a swordwraith anyway. Additionally, this means that victims that are killed cannot pass on the curse since the dark spirits have left.

Detection

Examining victims hosting dark spirits with various detect spells results in the following information:

- *Detect evil*: All victims and swordwraiths detect as evil. Fully transformed swordwraiths are a stronger evil.

- *Detect undead*: All victims detect as undead because dark spirits are inside their bodies. Fully transformed swordwraiths are also undead.
- *Detect magic*: All victims have an aura of strong necromantic magic around them. A Knowledge (arcana) check made while *detecting magic* (DC 30) reveals that the necromantic magic is itself somehow corrupt. Burkan knows that this means it is Ur-Flan magic.

If a host dies before becoming fully transforming into a swordwraith, all of these indications fade gradually over a period of 12 hours.

The Rite of Control

Vargalian is the only one that has ever been able to invoke the rite of control. In order to succeed he required the throne Lucien created as well as the Well of Vecna acting as a negative energy power source. Anyone sitting in the throne can attempt to control all swordwraiths. Additionally, control using the throne requires a Concentration check (DC 10 + the APL). Multiple characters can assist with this check by touching the throne while someone sitting in the throne attempts to exert their control. Vargalian has not been controlling the swordwraiths created by Jorry because he has not realized they exist.

Destroying the throne not only releases all forms of the swordwraiths from control but also releases the souls of the victims of both Vargalian's and Jorry's versions of the Rite of Possession from their dark spirits. Both the dark spirits and the souls leave their bodies (which fall over dead) and are free to go where they belong. Destroying the throne is the only way to free these souls. Killing swordwraiths destroys the souls trapped within them.

What Jorry Did

Jorry does not understand exactly how his Rite of Possession spell works. He has not been able to duplicate any form of the Rite of Control. Jorry's Rite of Possession works because he has accidentally tapped into Vargalian's Rite of Control. Therefore once the throne is destroyed it is impossible for anyone to create more swordwraiths unless a new link is created to the Well of Vecna or some other negative energy source. This is also why destroying the throne frees all of Jorry's victims' souls.

Appendix IV: New Rules Items

New Monsters

Caryatid Column

Medium-Size Construct

Hit Dice: 6d10+20 (53 hp)

Initiative: +3

Speed: 30 ft.

AC: 22 (+3 Dex, +9 natural), touch 13, flat-footed 19

Base Attack/Grapple: +4/+9

Attack: +2 bastard sword +12 melee (two-handed) or slam +9 melee

Full Attack: +2 bastard sword +12 melee (two-handed) or +2 bastard sword +12 melee and slam +4 melee or 2 slams +9 melee

Damage: +2 bastard sword 1d10+9 (two-handed), or +2 bastard sword 1d10+7 and slam 1d4+2, or slam 1d4+7

Face/Reach: 5 ft./ 5 ft.

Special Attacks: --

Special Qualities: Break weapon, column form, construct traits, hardness 8, magic weapon

Saves: Fort +2, Ref +5, Will -3

Abilities: Str 20, Dex 16, Con --, Int 6, Wis 1, Cha 1

Skills: Diplomacy -3, Sense Motive +4

Feats: Improved Sunder, Power Attack, Weapon Focus (bastard sword) (B)

Climate/Terrain: Any

Organization: Solitary, corbel (2), or colonnade (4-24)

Challenge Rating: 6

Treasure: --

Alignment: Always neutral

Advancement: 7-10 HD (Medium-size); 11-21 HD (Large)

A caryatid column looks like a simple stone pillar until an unwary creature violates the strictures given to the construct by its creator. In the blink of an eye, the caryatid column becomes a silk-draped, beautiful female figure that wields a deadly magic weapon.

Caryatid columns are relentless opponents, and they are surprisingly agile despite their stone composition. They dance fearlessly into combat and expect feeble weapons to shatter against their marble skin. With martial skill uncommon in constructs, they attack and break their foe's weapons.

Caryatid columns are incapable of speech.

Combat

Caryatid columns are typically assigned to guard a particular doorway or room from intrusion. Sometimes these instructions are as simple as "Kill anyone but me who enters this room," but a caryatid column can understand more complicated instructions such as an

order to "Eject anyone who does not perform the ritual observances upon entering this room."

Caryatid columns are often placed so that they take fighting form when a target is within reach, allowing the caryatid column to attack with surprise. Upon taking its normal fighting form, a caryatid column fights tirelessly to fulfill the wording of its command to the letter.

Break Weapon (Su): A caryatid column is imbued with a supernatural defense against weapon attacks. Whenever a creature strikes a caryatid column with a melee weapon, the weapon must succeed on a Fortitude save (DC 13) or break and become useless, dealing no damage to the caryatid column. As usual, a magic weapon uses either the wielder's saver bonus or its own save bonus, whichever is better.

Nonmagic ranged weapons automatically shatter upon hitting the caryatid column, dealing no damage. Magic ranged weapons receive a Fortitude save (DC 13) to resist this effect.

Column Form (Ex): When at rest (not commanded, or waiting to fulfill a command), a caryatid column takes the form of a simple column of stone. This column is about 2 feet in diameter, and it extends up to the ceiling of the chamber or to a height of 25 feet, whichever is less. Unless commanded otherwise, a caryatid column remains in this form until attacked, and it even allows creatures to climb it (Climb check DC 15).

A caryatid column in column form looks like a pillar in most respects. It does not radiate magic, and *true seeing* does not reveal its humanoid form. Careful examination of the column (Search check DC 25) reveals very faint and distorted lines that make the pillar resemble a woman with a sword. Anyone who successfully makes a Knowledge (architecture and engineering) check (DC 12) notes that the column serves no structural purpose since it bears none of the ceiling's weight. A close examination of the top of the column (Search check DC 15) or a keen eye (Spot check DC 20) shows that the column is not cemented or joined to the ceiling. Dwarves and other creatures with stonemasonry received a free Search check as though actively looking when they pass within 10 feet of a caryatid column.

Changing forms is a free action, and a caryatid column can change once per round.

Construct Traits: A caryatid column is immune to mind-affecting effects, and to poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. The creature is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. It cannot heal

itself but can be healed through repair. It cannot be raised or resurrected. A caryatid column has darkvision (60 ft. range).

Hardness (Ex): Like an animated object made of stone, a caryatid column has a hardness of 8.

Magic Weapon: A magic weapon is incorporated into a caryatid column at the time of its creation. This weapon, usually a +2 bastard sword, functions in all respects like a normal magic weapon of its type, with one exception: Whenever it is out of the caryatid column's hands, it reverts to stone and becomes a nonmagical sculpture. Should the caryatid column then pick up the weapon, it regains its normal form and magical qualities.

If a caryatid column needs both hands free, it can stow its weapon by simply pressing it against its side; the weapon then merges with the caryatid column's body and can be retrieved by the caryatid column as any character would draw a weapon.

Darktentacles

Large Aberration

Hit Dice: 9d8+27 (67 hp)

Initiative: +2

Speed: 5 ft., swim 20 ft.

AC: 18 (-1 size, +2 Dex, +7 natural), touch 11, flat-footed 16

Base Attack/Grapple: +5/+30 (includes +16 racial bonus on grapple checks)

Attack: 12 slams +9 melee, or weapon +9/+4 melee and 11 light weapons +9 melee, or weapon +7/+2 and 11 weapons (at least one of which is not light) +7 melee

Damage: Slam 1d4+4, by weapon (damage bonus +4 for primary hand and +2 for each off hand)

Face/Reach: 10 ft./15 ft.

Special Attacks: Constrict 2d6+6, improved grab, spell-like abilities

Special Qualities: Darkvision 60 ft., enhanced multiweapon fighting, tentacle regeneration, tremorsense, weapon use

Saves: Fort +6, Ref +5, Will +7

Abilities: Str 19, Dex 15, Con 17, Int 14, Wis 12, Cha 12

Skills: Concentration +11, Hide +14, Listen +6, Move Silently +14, Spot +6

Feats: Combat Reflexes, Multidexterity, Multiweapon Fighting

Climate/Terrain: Any marsh

Organization: Solitary

Challenge Rating: 7

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 10-18 HD (Large); 19-27 HD (Huge)

The darktentacles is a justly feared swamp monster. Both intelligent and malicious, it often leaves treasure from previous victims scattered about to attract new prey.

The creature can flatten its squishy body across the ground so as to be inconspicuous, and it usually hides in or near water.

A darktentacles resembles an octopus with thirty-six tentacles, each of which can be up to 20 feet long. Instead of suction cups, each of its tentacles lined with eyes. The creature uses some tentacles for movement and others for combat, striking with whichever tentacles are convenient.

This creature is capable of wielding weapons in its tentacles, and it often does so. It has no innate sense for magic items, but it tends to select the most effective weapons at its disposal. Because it hides so well, many characters have no idea that a darktentacles is present until abandoned weapons fly up from the ground and begin attacking them.

A darktentacles speaks Common and Aquan.

Combat

When creatures approach, a darktentacles uses its charm monster and hold monster powers first, concentrating these attacks on foes who seem to be physically powerful. Thereafter, it attacks anyone who comes within reach of its tentacles. If the darktentacles manages to grab someone, it uses its wall of force ability to keep other opponents from lending the victim assistance.

A darktentacles can use only three tentacles at once against a Small or Medium-size opponent. Against a large foe, it can use three additional tentacles for each extra 5 feet of face the opponent has, provided that it has the reach. Against a Tiny or smaller opponent, the creature can use only one tentacles. It can use a maximum of three tentacles against all foes in any single 5-foot by 5-foot area.

Constrict (Ex): With a successful grapple check, a darktentacles can crush a grabbed opponent, dealing 2d6+6 points of bludgeoning damage.

Improved Grab (Ex): If a darktentacles hits an opponent that is at least one size category smaller than itself with a slam attack, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +30; includes a +16 racial bonus on grapple checks). If it gets a hold, it can also constrict in the same round. Thereafter, the darktentacles has the option to conduct the grapple normally, or simply use its tentacle to hold the opponent (-20 penalty on grapple check, but the darktentacles is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals slam and constrict damage.

Spell-Like Abilities: 5/day—*hold monster*; 3/day—*charm monster*; 1/day—*wall of force*. Caster level 10th; save DC 11 + spell level.

Enhanced Multiweapon Fighting (Ex): This ability lessens the penalty for off-hand weapon use by 2 for both primary and off hands. Combined with the Multidexterity and Multiweapon Fighting feats, this ability effectively negates all attack penalties for using one or more light off-hand weapons.

Tentacles Regeneration (Ex): Foes can attack the tentacles of a darktentacles, but only when those appendages are actually holding an opponent. A tentacle has an AC of 19 (touch 12) and can withstand 20 points of damage. The loss of a tentacle does not harm the creature (that is, the damage does not apply against its hit point total), and it regrows the limb within a day.

Tremorsense (Ex): A darktentacles can automatically sense the location of anything within 60 feet that is in contact with the ground.

Weapon Use (Ex): A darktentacles of Large size can wield a melee weapon of up to Huge size in each tentacles. It is proficient with all simple and martial melee weapons.

Skills: A darktentacles receives a +4 racial bonus on Hide checks.

Spectral Creature Template

"Spectral creature" is an acquired template that can be added to any aberration, animal, dragon, giant, humanoid, magical beast, or monstrous humanoid. The creature (referred to hereafter as the base creature) must have a Charisma score of at least 8. A spectral creature has all the base creature's characteristics except as noted here.

Size and Type: The creature's type changes to undead, and it takes the incorporeal subtype.

Hit Dice: All the creature's Hit Dice change to d12s.

Speed: Fly 80 ft. (perfect).

AC: The creature loses all natural armor but gains a deflection bonus equal to its Charisma modifier or +1, whichever is greater.

Attacks: The creature loses all of its attacks and gains an incorporeal touch attack.

Damage: The damage for a spectral creature's incorporeal touch attack is as given on the table below, plus energy drain.

Size	Damage	Size	Damage
Fine	1d2	Large	2d6
Diminutive	1d3	Huge	2d8
Tiny	1d4	Gargantuan	4d6
Small	1d6	Colossal	4d8
Medium-size	1d8		

Special Attacks: A spectral creature loses the base creature's special attacks and gains energy drain, described below.

Energy Drain (Su): Any living creature struck by a spectral creature's incorporeal touch attack must succeed

on a Fortitude saving throw (DC 10+1/2 spectral creature's HD + spectral creature's Cha modifier) or gain two negative levels. For each negative energy level it bestows, the spectral creature heals 5 points of damage. If the amount of healing is more than the damage the creature has taken, it gains any excess as temporary hit points. If the negative level has not been removed (by a spells such as restoration) before 24 hours have passed, the afflicted opponent must succeed on a Fortitude save to remove it. Failure means the opponent's level (or Hit Dice) is reduced by one.

Special Qualities: A spectral creature gains the six special qualities described below.

Create Spawn (Su): Any aberration, animal, dragon, giant, humanoid, magical beast, or monstrous humanoid, slain by a spectral creature rises as a spectral creature in 1d4 rounds. Such a spawn is under the command of the spectral creature that created it and remains enslaved until its master's death. The spawn does not possess any of the abilities it had in life but gains the spectral creature template.

A spectral creature can control a number of spawn equal to its HD X 2. If it creates a spawn that causes it to exceed this limit, the spawn longest under its control is released.

Incorporeal Subtype: A spectral creature can be harmed only by other incorporeal creatures, +1 or better magic weapons, spells, and spell-like abilities. The creature has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. A spectral creature can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but not deflection bonuses and force effects work normally against them. A spectral creature always moves silently and cannot be heard with Listen checks if it doesn't wish to be.

Turn Resistance (Ex): A spectral creature has turn resistance +2.

Undead Traits: A spectral creature is immune to mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage. A spectral creature cannot be raised, and resurrection works only if it is willing. The creature has darkvision (60 ft. range).

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a spectral creature at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Sunlight Powerlessness (Ex): Spectral creatures are utterly powerless in natural sunlight (not merely a daylight spell) and flee from it. A spectral creature caught in sunlight cannot attack and can take only partial actions.

Abilities: +3 Dex, +4 Int, +4 Wis, +4 Cha. Because it is an incorporeal undead, a spectral creature has no Strength or Constitution score.

Skills: A spectral creature receives a +8 racial bonus on Hide, Listen, Search, and Spot checks.

Climate Terrain: Any land and underground.

Organizations: Solitary, pair, gang (3-4), or mob (7-12).

Challenge Rating: Base creature's CR +3.

Treasure: None.

Alignment: Always lawful evil.

Level Adjustment: +7

Swordwraith Template

As reported by the Fiend-Sage of Rel Astra: *While these undead are most common in the Stark Mounds (most likely from the curse of the Archmage Vargalian during the bloody battle of Gorna in 450 CY), they exist wherever large battles have been fought. Most of my information comes from swordwraiths in a company found in the Bone March, which were willing to talk in exchange for several dozen magical crossbow bolts. I find it interesting to note that some of the swordwraiths in the Stark Mounds have chosen to make attacks against the giants controlling Geoff; either out of ancient loyalties or in search of plunder.*

Some mercenaries are so dedicated to a life of war that they rise from death to continue the battle, prowling the site of their deaths or the places of their burial, looking for foes to put to the sword.

Swordwraiths appear similar to how they did in life, although their equipment is more battered and their flesh appears insubstantial. In dim light or darkness, their eyes glow dimly. As most in a particular band come from the same mercenary company, they usually bear the same insignia.

Swordwraiths speak any languages they knew in life. Some have been willing to parlay with those they consider their military equal.

Creating a Swordwraith

"Swordwraith" is a template that can be added to any humanoid or monstrous humanoid creature with levels in fighter (referred to hereinafter as the base creature). The creature's type changes to undead. It uses all of the base creature's statistics and special abilities except as noted here.

Hit Dice: Increases to d12

Special Attacks: A swordwraith retains all of the special attacks of the base creature and also gains the following attack.

Strength Damage (Su): A creature struck by a swordwraith's melee weapon take 1 point of Strength damage.

Special Qualities: A swordwraith retains all of the special attacks of the base creature and also gains the following special abilities: .

Damage Reduction (Su): A swordwraith's insubstantial appearing body is tough, giving the creature damage reduction 10/+2. Despite their appearance, swordwraiths are not incorporeal.

Turn Resistance (Ex): A swordwraith is treated as an undead with 2 more Hit Dice than it actually has for the purposes of turn, rebuke, command, or bolster attempts.

Abilities: Same as the base creature except that as undead creatures, swordwraiths have no Constitution score.

Skills: Swordwraiths gain a +4 racial bonus on Hide and Move Silently checks.

Climate/Terrain: Any land and underground.

Organization: Solitary, company (2-8), or squadron (11-20 plus leader 1-4 levels higher).

Challenge Rating: Same as the base creature +2.

Treasure: Standard.

Alignment: Usually Lawful Evil.

Advancement: By character class.

New Spells

Choke (from Tome and Blood)

Conjuration (Creation) [Force]

Level: Sor/Wiz 2

Components: V,S, M

Casting Time: 1 action

Range: Close (25 ft. + 5 ft./2 levels)

Targets: One creature up to size Large (see text)

Duration: 1 round/level

Saving Throw: Reflex half (see text)

Spell Resistance: Yes

A pair of invisible hands made of pure force spring into existence around the target's throat and begin to strangle it. Only aberrations, animals, beasts, fey, giants, humanoids, magical beasts, monstrous humanoids, outsiders, and shapechangers can be affected. Creatures without necks, such as beholders cannot be affected. The hands cannot be attacked or damaged.

The target takes 1d4 points of damage per round but can make a Reflex save each round for half damage. All attack rolls and checks the target makes suffer a -2 circumstance penalty; if the check involves speaking,

the circumstance penalty is -4. Spellcasting is possible, but the target must make a successful Concentration check (DC 10 + spell level + 1/2 the last damage dealt) or lose the spell. The -2 circumstance penalty also applies to the check, or -4, if the spell has a verbal component.

Material Component: A handkerchief or similar-sized piece of cloth that has been tied in a knot.

Eagle's Splendor (from Tome and Blood)

Transmutation

Level: Brd2, Clr2, Sor/Wizz

Components: V, S, M/DF

Casting Time: 1 action

Range: Touch

Target: Creature touched

Duration: 1 hour/level

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

The transmuted creature becomes more poised, articulate, and personally forceful. The spell grants an enhancement bonus to Charisma of 1d4+1 points, adding the usual benefits to Charisma-based skills. Sorcerers and bards who receive *eagle's splendor* do not gain extra spells, but the save DCs for their spells increase.

Arcane Material Component: A few feathers or a pinch of droppings from an eagle.

Negative Energy Burst (from Tome and Blood)

Necromancy

Level: Sor/Wiz 3

Components: V, S

Casting Time: 1 action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: 20 ft. radius burst

Duration: Instantaneous

Saving Throw: Will half (see text)

Spell Resistance: Yes

You release a silent burst of negative energy from a point you indicate.

The burst deals 1d8 points of damage to living creatures in the area + 1 point per caster level (maximum 1d8+10). A successful Will save reduces damage by half.

Since undead are powered by negative energy, this spell cures them of a like amount of damage, rather than harming them.

Otiluke's Dispellng Screen (from Tome and Blood)

Abjuration

Level: Sor/Wiz 4

Components: V, S, M

Casting Time: 1 action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: Wall whose area is up to one 10-ft square/level or a sphere or hemisphere with a radius of up to 1 ft./level

Duration: 1 minute/level (D)

Saving Throw: None

Spell Resistance: No

You create an opaque, immobile, shimmering screen of violent energy. Any creature or unattended object passing through the screen is affected by a targeted dispel magic cast at your caster level (see page 196 of the Player's Handbook).

You make a dispel check against the spell or against each ongoing spell currently in effect on the object or creature. A dispel check is 1d20+1 per caster level (maximum +10) against a DC of 11 + the spell's caster level. The screen has no effect on any items a creature carries.

If an unattended magic item passes through the screen, you make a dispel check against the item's caster level. If you succeed, all the item's magical properties are suppressed for 1d4 rounds.

Spell effects that are not operating on objects or creatures cannot pass through the screen. A *disintegrate* or successful *dispel magic* spell removes *Otiluke's dispelling screen*, while an *antimagic field* suppresses it.

Material Component: A sheet of fine lead crystal.

Owl's Wisdom (from Tome and Blood)

Transmutation

Level: Brd2, Clr2, Sor/Wizz

Components: V, S, M/DF

Casting Time: 1 action

Range: Touch

Target: Creature touched

Duration: 1 hour/level

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

The transmuted creature becomes more poised, articulate, and personally forceful. The spell grants an enhancement bonus to Wisdom of 1d4+1 points, adding the usual benefits to Wisdom-based skills. Clerics, druids, paladins, and rangers who receive *owl's wisdom* do not gain extra spells, but the save DCs for their spells increase.

Arcane Material Component: A few feathers or a pinch of droppings from an owl.

Spiritwall (from Tome and Blood)

Necromancy

Level: Sor/Wiz 5

Components: V, S, M

Casting Time: 1 action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: Wall whose area is up to one 10-ft square/level or a sphere or hemisphere with a radius of up to 1 ft./level

Duration: 1 minute/level (D)

Saving Throw: See text.

Spell Resistance: Yes

The spell creates an immobile, swirling mass of greenish-white forms that look like tortured spirits. One side of the wall, selected by you, emits a low groaning that causes creatures within a 60-foot spread to make a Will save or flee in panic for 1d4 rounds (this is a sonic fear effect).

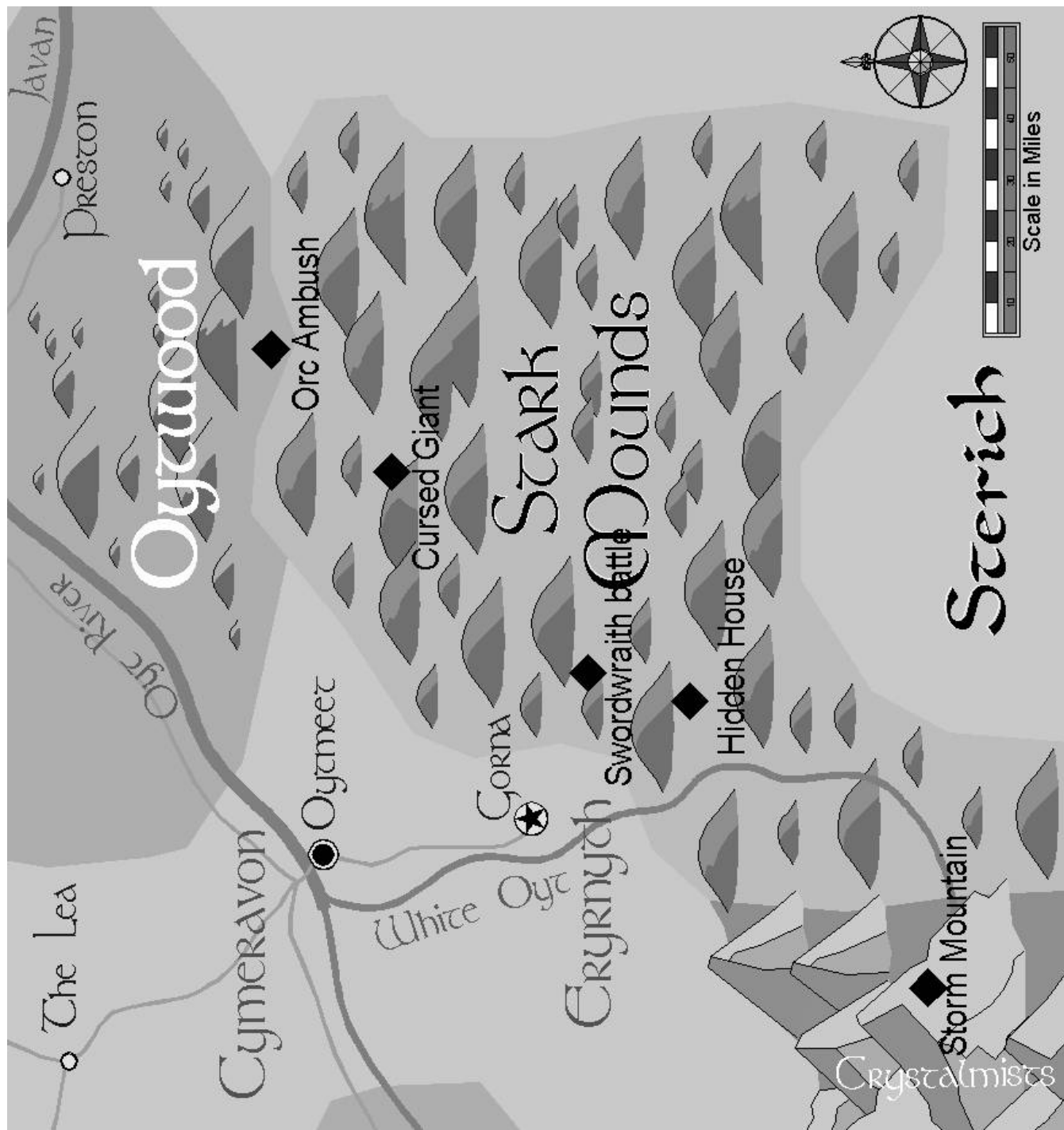
The barrier is semimaterial and opaque providing total concealment. It blocks magical effects and provides nine-tenths cover against physical attacks.

Creatures can easily move through a spiritwall, but at a cost. A living creature that merely touches the wall takes 1d10 points of damage as its life force is disrupted. A living creature that actually passes through the wall takes 1d10 points of damage as above, and must make a successful Fortitude save or receive one negative level.

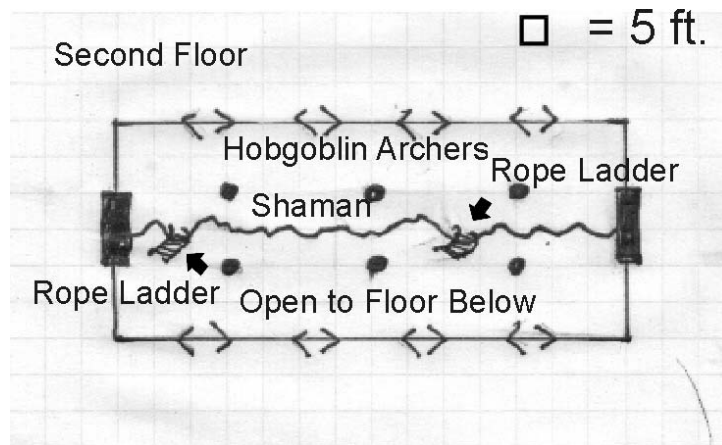
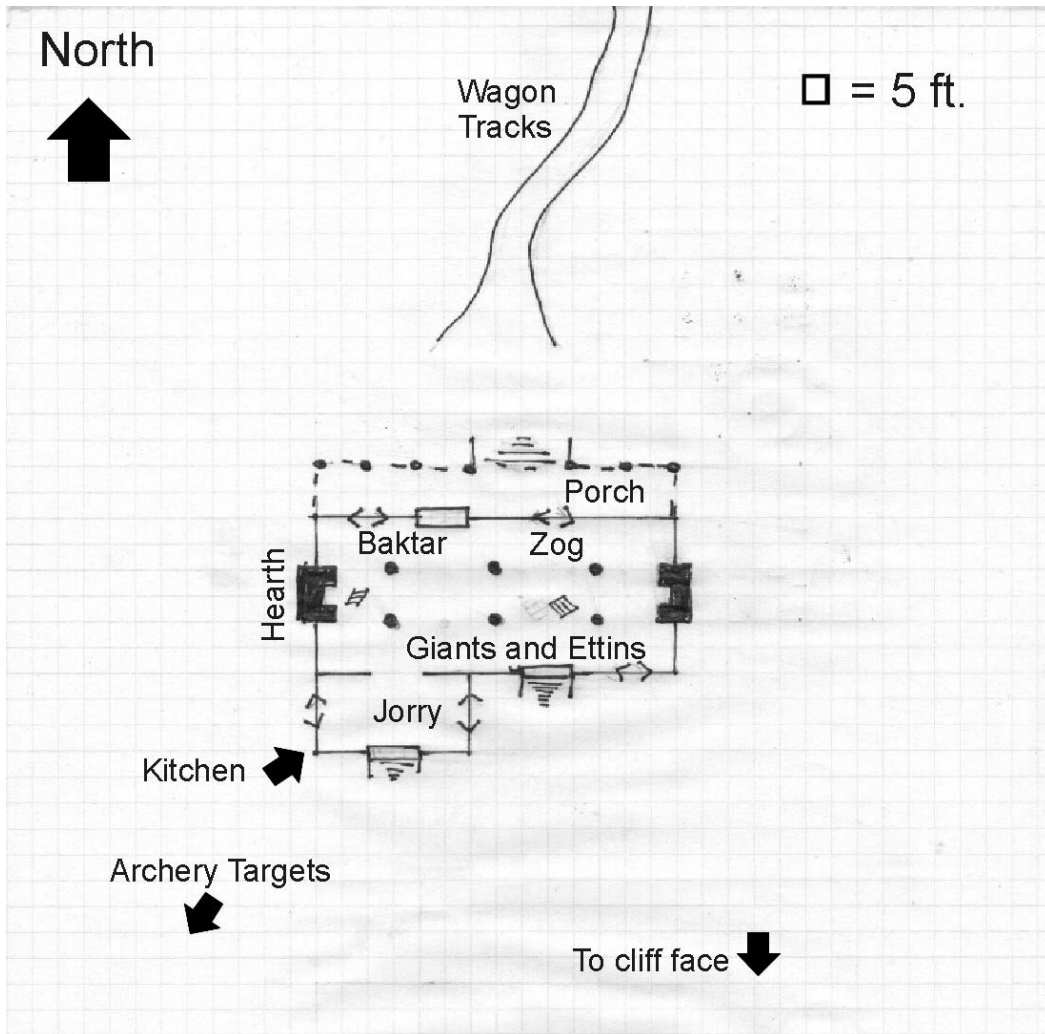
Material Component: A clear, faceted gemstone.

DM Aids: Maps

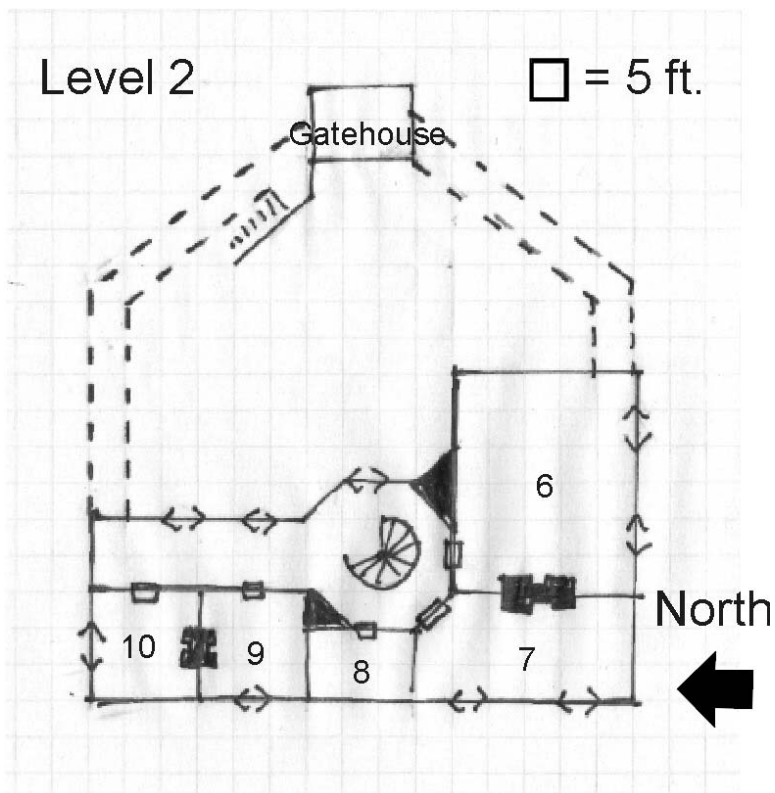
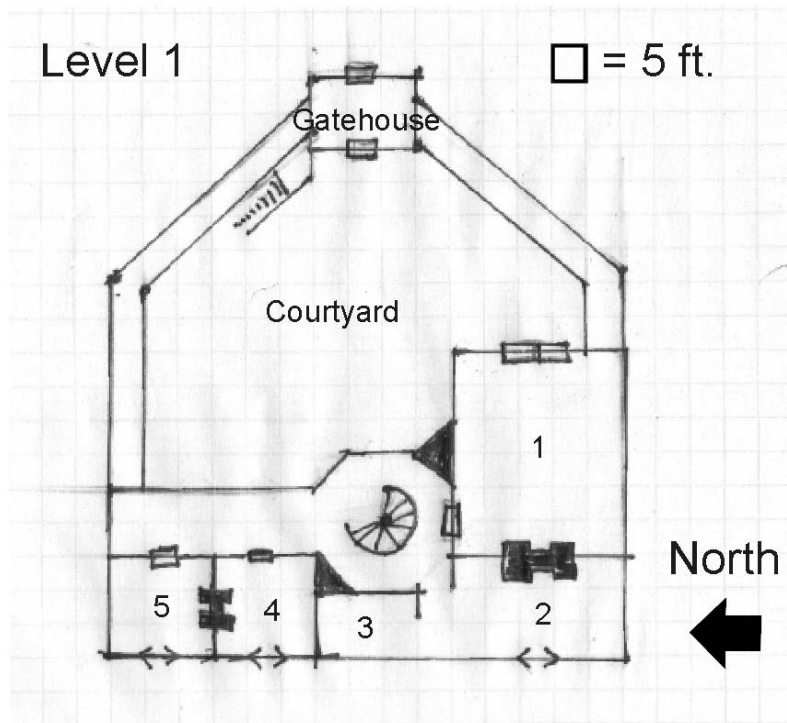
Map #1: Southern Geoff



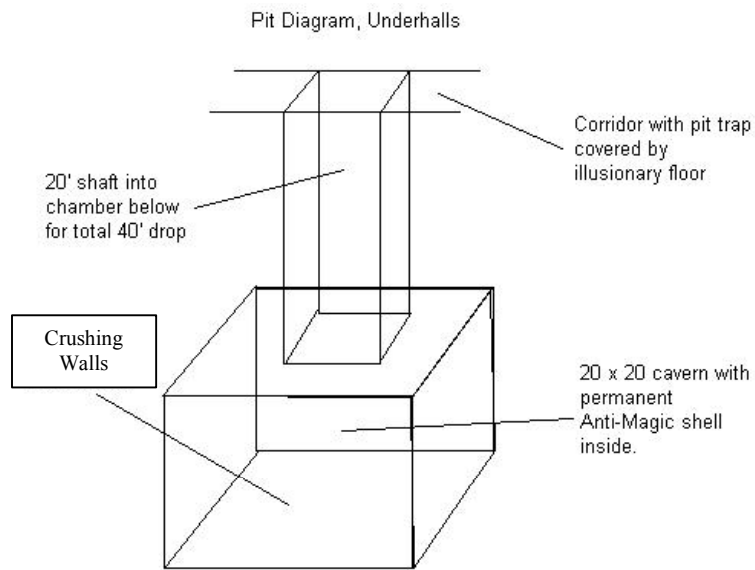
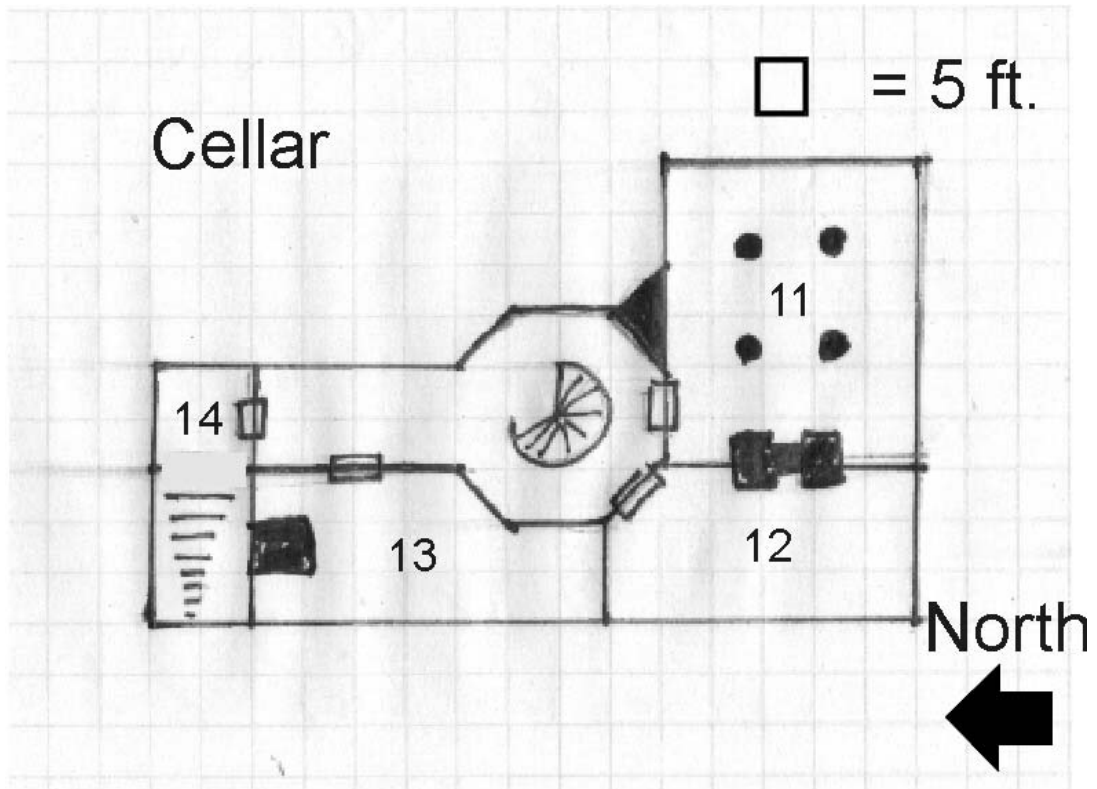
Map #2: The Hidden House



Map #3: Keep of Storm Mountain

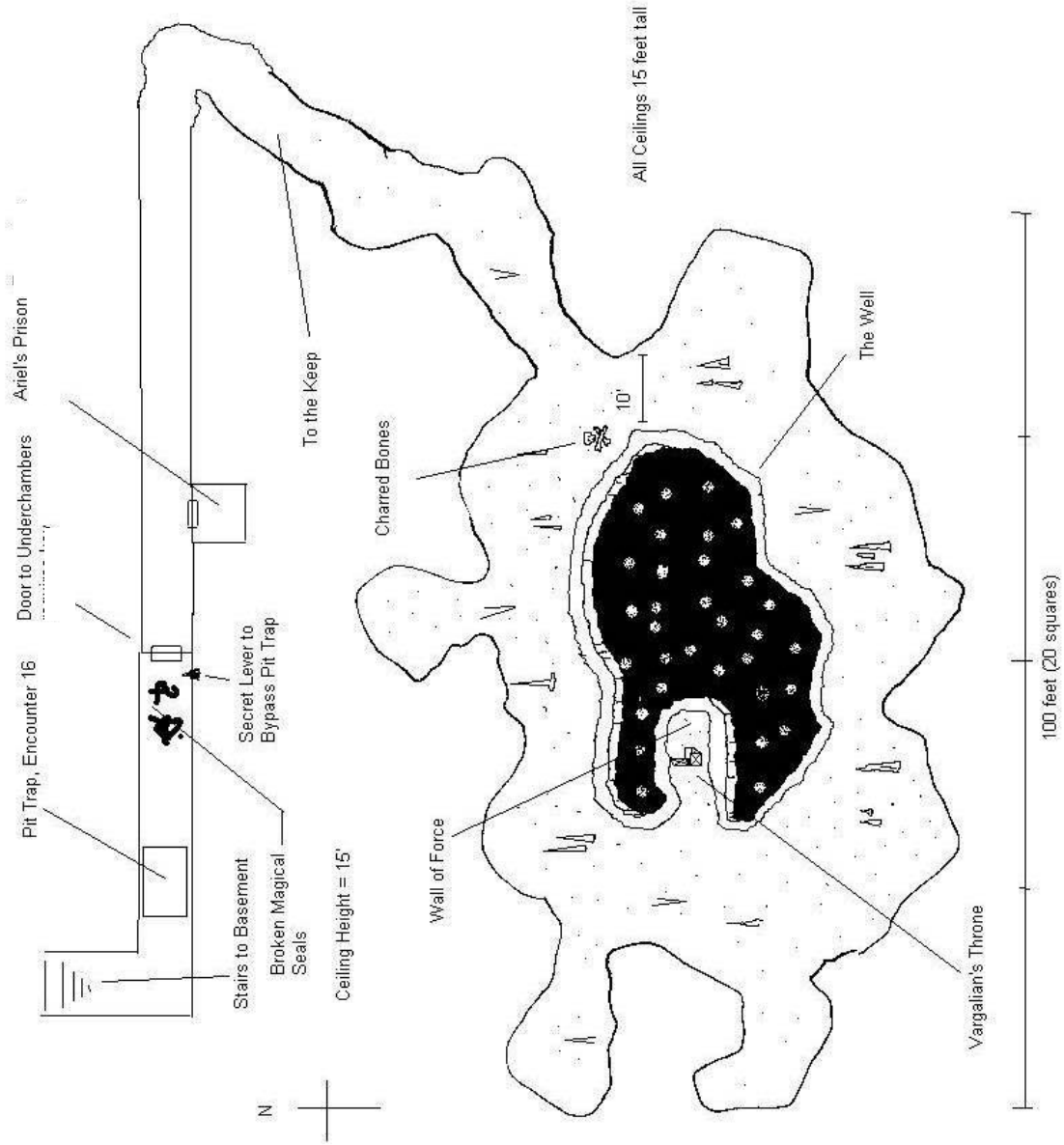


Map #4: Keep of Storm Mountain Cellar



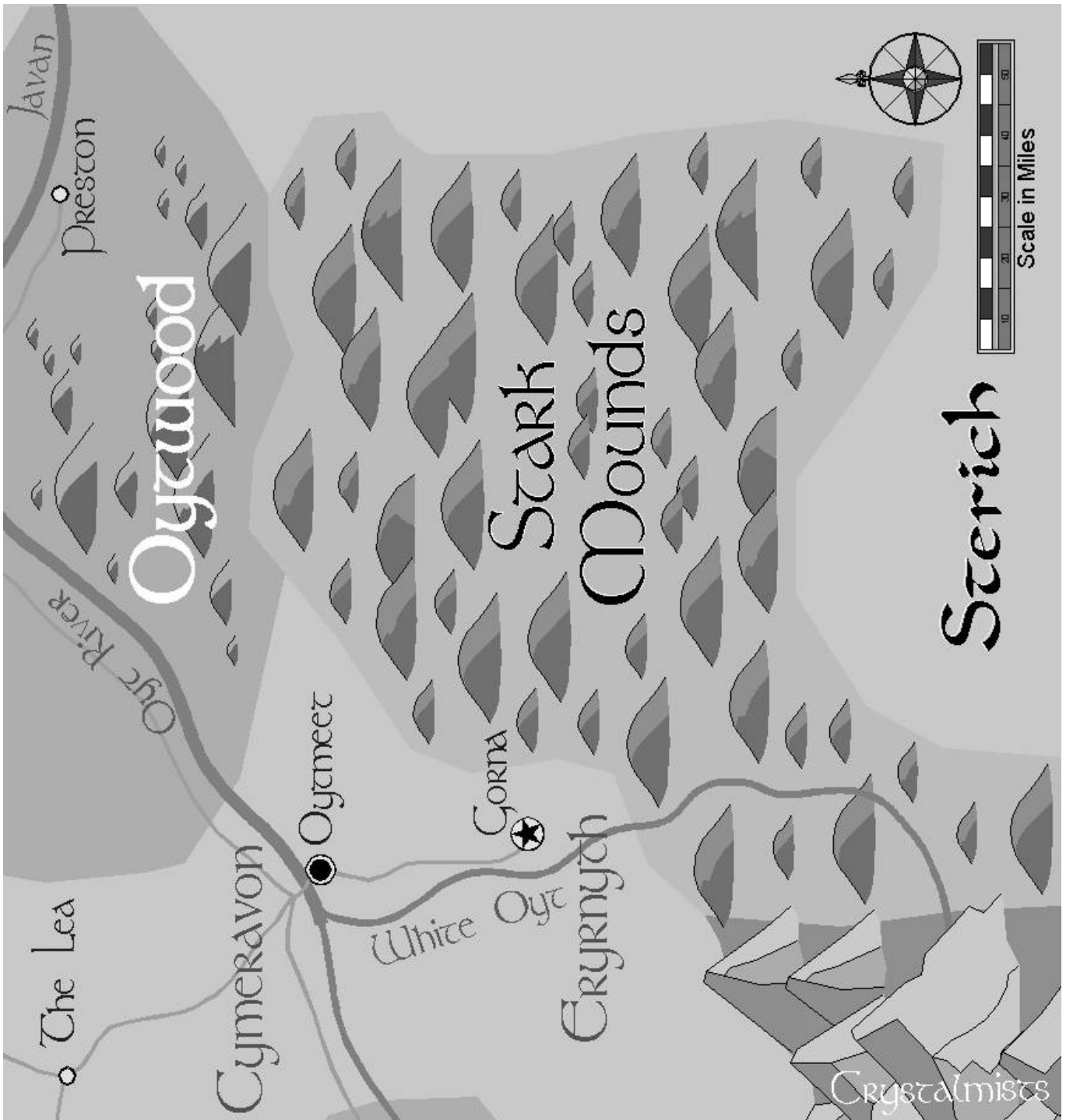
Map #5: The Well of Vecna

Map , The Underchambers



Player Handout #1

Map of the Stark Mounds



Player Handout #2

A Set of Orders from Het Kilde:

Svern!

We are in receipt of your request for additional soldiers. As you know, the short ones are planning to retake their capital and all our resources are being diverted toward thwarting their goals.

If any others of your retinue show signs of rising as a dark-wraith, slay them before the metamorphosis is complete. Burn the bodies. Under no circumstances are you to leave your post, especially to come here. Your mission is vital, keep the house hidden and protected so that Baktar can complete his mission. Keep the enemy from discovering what is there.

-Arbrozzar

Journal Notes Kept by Svern, Commander of this Outpost:

... Four of the hobgoblin grunts collapsed from this foul magic. Seconds later they rose again as sword-wraiths – only these resembled the hobgoblins that had lived just minutes before rather than the sword-wraiths that resemble human soldiers from the South Country ...

... Half of my orcs have succumbed to this dreaded necromancy. We have put down the wraiths that rose in their places. All the other orcs and hobgoblins are experiencing the same symptoms. If they do not show any signs of recovery tomorrow, I will kill them. I have sent a report of these incidences to Het Kilde and asked for reinforcements.

... My lieutenants and myself have put down the cursed orcs and hobgoblins. Their bodies are being burned ...

... I am growing weaker. It is clear that I too suffer from this virulence. All attempts at removing curses and diseases have failed. Sometimes I hear a dog in the distance. I pray Surtur grant me a death by battle rather than rise as these abominations ...

Player Handout #3

Jorry's Collected Notes and Journals

Book #1

A weathered journal over 160 years old, written in Abyssal, notes in the margins are in Common. From the notes it is apparent this was the journal of an evil necromancer seeking the Well of Vecna. He notes that he wishes to steal Vargalian's Tomes on Ur-Flan magic, as that mage is one of the foremost experts on the subject. The necromancer suspects that Vargalian also knows the location of the well but is keeping it hidden from others.

Book #2

This lab journal kept over the last six months is written in Draconic. This is Jorry's personal journal setting forth his experiments. Certain things become clear: Jorry is convinced he cannot duplicate the effects of the original Rite of Possession performed by Archmage Vargalian approximately 140 years ago without much more knowledge or the use of a powerful artifact. Vargalian was likely both more powerful and using a powerful artifact. Vargalian cursed an entire army into wraiths in one Rite. Jorry has been able to curse only one creature at a time, although he has managed to have multiple wraiths possess one person and then, by having the possessed creature touch others, spread wraiths to other victims. Only a humanoid directly possessed by the Rite has the ability to pass on other wraiths to additional victims. It is apparent that all of Jorry's attempts at controlling the swordwraiths he has created have failed. All attempts of placing wraiths inside non-humanoids have failed. On the other hand, it is obvious that Jorry's work has progressed to such an extent that if he continues the work, he would jeopardize the lives of thousands.

Book #3

A traveler's journal dated 40 years prior in which one entry is highlighted: "I believe I have found the long lost keep of the Gyric Archmage. I dare not enter alone as the magical defenses must be formidable. I will return in a few years with aid."

Book #4

A small history book about the Grand Duchy of Geoff covers the events that lead up to the war between Keoland and Geoff over 140 years ago. One chapter is highlighted describing some wizards that served the Grand Duke of Geoff back then. Archmage Vargalian was an expert in fighting Ur-Flan magic and servants of Vecna. It is he that stopped the Keoland army so many years ago. Lucien Rhola was of Suel noble blood and an expert in controlling magic. He is described as being very "ambitious." Many considered Alasdair a "hedge wizard" as he brewed potions and was an alchemical master. He spent much of his time helping shepherds. Ariel Fireheart was one of the most beautiful human women of her time. Her last name matched both her temper and her favorite style of magic. Ian (pronounced "yawn") was half-elven and an accomplished druid as well as a wizard although he kept much to himself. He disappeared shortly after the Keoish invasion began.

Map

A map showing a part of the Crystallist Mountains. In it, one mountain is called Mynnyth gan Brythwck, the "Mountain of Storms." There is a drawing of a keep on top of that mountain.

Set of Notes #1

Notes and diagrams describing the Rite of Possession in which wraiths from the Negative Material Plane are allowed to invade a humanoid's body, trapping the hapless creature's soul inside to be tormented until the swordwraith is destroyed. If destroyed, the soul of the victim is also destroyed forever.

Set of Notes #2

Notes concerning the Hound of the Stark Mounds. The creature seems to be killing creatures that Jorry has infected. The notes indicate that Jorry considers this a fortunate occurrence to help contain Jorry's experiments. It is clear Jorry has no idea why this Hound is doing this.

Player Handout #4



Player Handout #5

Alasdair's Journal

21 Flocktime CY 432: ... Vargalian was very glad I accepted his invitation. He seems so energetic. I am sure we will all learn a lot during our time here. My lab is magnificent. Even better they have a pair of skilled cooks. Their mutton and leek stew was exquisite ...

4 Goodmonth CY 438: ... The Keep is here for a reason. It was built on ruins of past darkness to contain them. I have been sworn to secrecy about the well beneath us ...

16 Wealsun CY 443: ... The sheep are well at last. I'm glad Ian talked to them. Sometimes it's hard to tell what is wrong with the animals. If all goes well their wool will be superior to any other in the Sheldomar Valley. Grand Duke Arnod was pleased with the early sample we sent him ...

12 Sunsebb CY 445: ... A close call. One of the guards was almost lured into the well. Fortunately Vargalian was on hand and resealed it. It never talked before though. Strange. Winter is such a depressing season. All manner of bad things happen then ...

23 Readying CY 449: ... Vargalian was just summoned to Gorna. Ian says that the King in Keoland is upset. -- Something about a messenger that disappeared ... [later the same week] We heard from Vargalian - someone killed a messenger from Keoland and planted his body under Arnod's palace. It could mean war. I guess I better brew more healing potions. I hope we won't need them. Sometimes they ask me to label the potions, how tedious ...

2 Wealsun CY 450: ... The army is moving. We have no other choice. Ian is going to leave. He says death is better than doing this. How many must die? How many can we save? I see no other choice, but I am not happy. Vargalian has come up with idea after idea. But none of them are practical and we all know it ...

7 Reaping CY 450: ... Vargalian has put it to a vote, reluctantly almost all of us agreed to it. Grand Duke Arnod is frantic to save his people. Vargalian is his last hope. The Archmage hates himself for not finding another way but he will invoke the rite and save the Duchy. I'm glad I'm not in charge ...

14 Reaping CY 450: ... I can feel a change, have they begun the ritual? Something is different here. I can't tell what but it feels wrong. The servants are whispering. Something waits ...

16 Reaping CY 450: ... Vargalian and Lucien have indeed started the Ritual of Possession. I wish Lucien had never brought that idea back. The Archmage will control them once possessed with the item Lucien created. I feel queasy. At least we had leek soup tonight ...

18 Reaping CY 450: ... The servants are talking to things that aren't there. Some of them are getting violent. Fortunately my potion is protecting me. I will try and cure them. They shouldn't be affected. It must be the Well. Ariel is even more irritable than usual ...

22 Reaping CY 450: ... The glasses I created work. I can see the taint on them all. I think Ian might have been infected. Lucien was very upset that Ian voted no. I wonder if ...

26 Reaping CY 450: ... The news is good! The rituals worked and the Keoish have been stopped. I wonder why Vargalian hasn't come out yet. The ravens are avoiding the keep. I suppose a storm might be coming. The screams aren't as frequent now ...

28 Reaping CY 450: ... I had no other choice. Their souls were festering with evil and they were violent. They would have killed us all. I miss them. The poison was very strong, perhaps it will get rid of the rats as well if they come out to feed. Off to dinner with Ariel. I hope she is pleased. I saved us all ...

Player Handout #6

Selected Excerpts from Lucien's Notes and Journals

... Vargalian revealed to me the purpose of this Keep. Little did I know we were keeping things away from the Well in addition to keeping things from rising from it. The notes of the Archlich's servants will be very useful in thwarting their future schemes ...

... They have revealed the Arcane Library to me. It seems Ian was given the responsibility of hiding it. How stupid, "make the cat happy" ...

... The King is quite irate with Grand Duke Arnod. I am quite certain this incident with the murdered messenger was simply the straw that broke the camel's back considering that the Arnod's diplomatic skills are quite lacking. Still, this upcoming war will be an opportunity for me to earn the favor of these Gyri peasants if I am able to thwart this threat marching from my homeland ...

... we may be able to make use of this Well that we have been guarding for all of these years. I have discovered certain rituals in the notes of the followers of the Archlich. The Rite of Possession will give a dark spirit from the Negative Material Plane, power over a human host. The Rite of Control will allow us to control the undead creature that arises. With the power of the Well, we could use this ritual to not only defeat the Keoish army, but to ward Geoff from such incursions ever after. Of course Vargalian will never agree to use such dark magic unless I can show him that he has no alternative. I will take it upon myself to persuade the others ...

... I have completed my work on the Throne. This will permit Vargalian to control the swordwraiths using the power of the well. I will ensure that it keeps away the Horrors of the Deep also ...

... Alasdair is a weak-minded fool and was easily persuaded to vote in favor of using the Archlich's rituals. I need one more vote to have a majority ...

... Ian is being stubborn and has threatened to rally the druids against us if we proceed. I will not let that beast mage destroy this Duchy based upon his foolish preconceptions about morality. If I can but delay him a few days I can have him be the first victim of the Rite of Possession. I wonder if it will be able to dominate him if he switches to hound-form? ...

... It is done. Vargalian has reluctantly agreed to my proposal. Three votes to two and it is done. Perhaps we may save the Duchy yet! Perhaps then we can elevate Grand Duke Arnod to become the King in his own right and we of this keep will be properly rewarded with riches and titles. We will begin the ritual shortly after the battle for Gorna is joined for maximum effect ...

... Vargalian is having doubts. I will remind him that if does not go through with the Rites, his precious Grand Duke will have his head on a pike outside of Gorna within the week and, even more, his wife may be put in the hangman's noose if Gorna falls ...

... The Rites have begun. I will stay in the Underhalls with Vargalian for a few days to ensure that Ariel does not try to stop us. How can she possibly believe that killing someone by fire is preferable to this method? At least the Rite's are painless ...

[End of Journal]

Player Handout #7

Vargalian's Letter to Home

Dearest Lyolin,

War is upon us and it is unlikely that I will be able to write to you and the children again. Why is it always our duty interferes with the most important things in life? Ah, such is the nature of "duty" I suppose.

Arnod the Brenin is unable to meet the Keoish army in battle, his forces are dedicated elsewhere. It is rumored that King Tavish has told his advisors that all nobles of Geoff who do not swear fealty to him will be hanged. These are dark times, my sweet. The Brenin has asked me to dedicate all of my resources to stopping this army. I wish it were so simple. Still, there is hope -- for I have found a way.

Take the children and leave Gyruuff until this crisis is behind us. Above all, I beg of you, do not listen to what our People may say about me. That which I must do, I do for you, our children, and our land. I pray the price I am to pay is worth it.

I miss your smiling face and the gentle touch of your hand. Give my love to Sira and Miskyl.

All my love, forever and always,

Vargalian

Player Handout #8

Ariel's Possession

The ghost of Ariel has possessed your character. You must role-play your character accordingly.

Ariel has the following goals in order of importance: (1) kill Vargalian, (2) do everything to keep Ariel in control of your character's body, (3) kill Vargalian, (4) find out how she died, and (5) KILL VARGALIAN.

Role-Playing Tips

Ariel was considered one of the most beautiful women of her time. She is driven and has a fiery temper – that is what got her into her current predicament. You have a choice, however. You can pretend to be the original character (as if nothing is amiss) and make up reasons why you know the special information contained in this document, or you can reveal some of the truth to the other PCs and enlist their aid. Ariel is cunning and quite charismatic. However, she is also aggressive and obsessive on her need to free herself.

Information Ariel Knows

Unfortunately, Ariel's memory is quite faded and she remembers only snatches of your past life. She does, however, know the following important facts told from her point of view.

Ariel Fireheart (yourself): You were one of the mages in the service of the Grand Duke of Geoff over 140 years ago. You have a particular fondness for fire magic. Back when you were alive, you were prepared to leave the keep to join the fight against Keoland. Unfortunately, terrible things happened at this keep before you could leave. Presumably you died, but you still do not know how. You do remember debating for days over using the Ur-Flan rituals to defend Geoff before Vargalian went forward with his plan. Such magic is dark and evil – the type used by Vecna and his minions. You abstained from the vote, but despite your abstention, the proposal passed and the rituals were performed. You had a familiar once, a cat – now long dead. You loved it very much. Its name was Velvet or Boots. You cannot quite remember.

Archmage Vargalian: The former Archmage of Geoff and the Lord of the Keep of Storm Mountain. He caused the fall of the castle. He used Ur-Flan magic – dark, evil, necromantic magic used by only the most profane persons and diabolical beasts. The magic was so powerful that it spilled over into the keep and drove almost everyone mad. You know that Vargalian is somehow still alive, otherwise your curse would be lifted and you could stop haunting this place. Vargalian performed his dark rituals in the Underhalls of this castle near some ancient dark well or portal. He must die. He must. If you kill him, Ariel leaves your body and you will be yourself again.

Lucien Rhola: Lucien was second in command under Vargalian. He was always power hungry and willing to push the limits of his post for personal gain. He supported Vargalian in his proposal to use dark magics to defeat the Keoland Army. You suspect it may have been his idea in the first place, but have no proof of that fact. He helped during the casting of the rituals. Of his fate you have no idea. If only you could remember!

Alasdair: Alasdair searched as best he could for an alternative to Vargalian's proposal to use dark rituals to win the war. He found none and reluctantly supported Vargalian in that regard. He did, however, refuse to help in the rituals themselves. As a side affect of Vargalian's dark rituals, Alasdair became psychotically paranoid. He believed that some of the guards were plotting to kill all of the mages so he poisoned the guards before that could happen. Alasdair, overwhelmed by the dark magic filling the hall, was glad to save them from "the horrible dark fate that awaited all of them." Horrified by his actions, you slew Alasdair in a fit of rage. Such was the power of that event that it is imprinted upon the main hall and repeats itself, tormenting you day after day.

Ian: Of all the mages, he was the most good-hearted. He cared for the peasant folk more than the other mages. He is a druid and a wizard. He vehemently opposed Vargalian's proposal arguing it was better to lose Geoff to Keoland than become that which they had all fought against over the years. You think Lucien did something to Ian, for he disappeared just after the rituals were begun. You would like to know what happened to him.

Ariel's Possession Statistics

Abilities

Your body is still the same body of your PC, but your mental traits are those of Ariel Fireheart. Keep your Str, Dex, and Con the same, but substitute Ariel's stats for Wis, Int, and Cha for your own. In many cases, this results in a large increase in those stats.

BAB and Saves

Next, take Ariel's base attack bonus and base saving throws and substitute them for your respective base numbers. Use Ariel's numbers to recalculate your new attack bonuses and saving throws after modifying them for your stats, magic items, and any other modifiers to those numbers.

Skills and Feats

Use all of Ariel's skills in place of your own, modifying her Hide skill with your Dex modifier. Use all of her feats in place of your own.

Spells

You can cast spells as a sorcerer, just as Ariel (see below). If you were a spell caster, then you can no longer access your old spells. Do not forget that as Ariel, you have arcane spell failure if you are wearing armor. Ariel will want to take the armor off.

APL 6

Ariel Fireheart: female ghost Sor6; medium undead; HD 6d12; hp 54; Init +4; Spd Fly 30 ft. (perfect); AC 11 (ethereal), 16 (manifest); Atk +3 BAB; SA spells, manifestation, frightful moan, malevolence, telekinesis; SA rejuvenation, turn resistance +4, undead traits, incorporeal; AL CG; SV Fort +2 base save, Ref +2 base save, Will +5 base save, +1 Wis modifier; Str 10, Dex 10, Con -, Int 14, Wis 12, Cha 23.

Skills/Feats: Alchemy +7, Bluff +9, Concentration +9, Diplomacy +7, Hide +8, Knowledge (arcana) +7, Knowledge (history) +3, Knowledge (nobility) +3, Listen +9, Scry +6, Search +10, Sense Motive +2, Spellcraft +10, Spot +9; Improved Initiative, Silent Spell, Spell Focus (Evocation), Still Spell.

Languages: Common, Flan, Keoish.

Malevolence (Su): Once per round, an ethereal ghost can merge its body with a creature on the Material Plane. This ability is similar to magic jar as cast by a 10th level sorcerer, except that it doesn't require a receptacle. If the attack succeeds, the ghost's body vanishes into the opponent's body. The target can resist this attack with a successful Will save (DC 21). A creature that successfully saves is immune to that ghost's malevolence for one day.

Telekinesis (Su): The ghost can use telekinesis once per round as a free action, as cast by a 12th level sorcerer.

Frightful Moan (Su): The ghost can moan as a standard action. All living creatures within a 30-foot spread must succeed at a Will save (DC 19) or become panicked for 2d4 rounds. This is a sonic, necromantic, mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for one day.

Manifestation (Su): As ethereal creatures, ghosts cannot affect or be affected by anything in the material world. When they manifest, ghosts become visible but remain incorporeal. However, a manifested ghost can strike with its touch attack or a ghost touch weapon. A manifested ghost remains on the Ethereal Plane but can be attacked by opponents on both the Material and Ethereal planes. When a spellcasting ghost is on the Ethereal Plane, its spells cannot affect targets on the Material Plane, but they work normally against ethereal targets. When a spellcasting ghost manifests, its spells can also affect targets on the Material Plane normally unless the spells rely on touch. A manifested ghost's touch spells only work on ethereal targets.

Undead Traits: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

Rejuvenation (Su): A ghost will normally restore itself after being destroyed in 2d4 days on a successful level check (1d20 + ghost's levels) against DC 16. The evil taint on the Keep causes Ariel to restore herself in only 1 day and she always makes a successful check.

Spells Known (6/8/7/4; base DC = 16 + spell level, 18 + spell level for evocation spells): 0—[*arcane mark, detect magic, flare, light, mage hand, prestidigitation, read magic*]; 1st—[*burning hands, endure elements, protection from evil, shield*]; 2nd—[*daylight, flaming sphere*]; 3rd—[*fireball*].

APL 8

Ariel Fireheart: female ghost Sor8; medium undead; HD 8d12; hp 72; Init +4; Spd Fly 30 ft. (perfect); AC 12 (ethereal), 17 (manifest); Atk +4 BAB; SA spells, manifestation, frightful moan, malevolence, telekinesis; SA rejuvenation, turn resistance +4, undead traits, incorporeal; AL CG; SV Fort +2 base save, Ref +2 base save, Will +6 base save, +1 Wis modifier; Str 10, Dex 10, Con -, Int 14, Wis 12, Cha 24.

Skills/Feats: Alchemy +10, Bluff +10, Concentration +11, Diplomacy +8, Hide +8, Knowledge (arcana) +7, Knowledge (history) +4, Knowledge (nobility) +4, Listen +9, Scry +6, Search +10, Sense Motive +2, Spellcraft +11, Spot +9; Improved Initiative, Silent Spell, Spell Focus (Evocation), Still Spell.

Languages: Common, Flan, Keoish.

Malevolence (Su): Once per round, an ethereal ghost can merge its body with a creature on the Material Plane. This ability is similar to magic jar as cast by a 10th level sorcerer, except that it doesn't require a receptacle. If the attack succeeds, the ghost's body vanishes into the opponent's body. The target can resist this attack with a successful Will save (DC 22). A creature that successfully saves is immune to that ghost's malevolence for one day.

Telekinesis (Su): The ghost can use telekinesis once per round as a free action, as cast by a 12th level sorcerer.

Frightful Moan (Su): The ghost can moan as a standard action. All living creatures within a 30-foot spread must succeed at a Will save (DC 21) or become panicked for 2d4 rounds. This is a sonic, necromantic, mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for one day.

Manifestation (Su): As ethereal creatures, ghosts cannot affect or be affected by anything in the material world. When they manifest, ghosts become visible but remain incorporeal. However, a manifested ghost can strike with its touch attack or a ghost touch weapon. A manifested ghost remains on the Ethereal Plane but can be attacked by opponents on both the Material and Ethereal planes. When a spellcasting ghost is on the Ethereal Plane, its spells cannot affect targets on the Material Plane, but they work normally against ethereal targets. When a spellcasting ghost manifests, its spells can also affect targets on the Material Plane normally unless the spells rely on touch. A manifested ghost's touch spells only work on ethereal targets.

Undead Traits: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

Rejuvenation (Su): A ghost will normally restore itself after being destroyed in 2d4 days on a successful level check (1d20 + ghost's levels) against DC 16. The evil taint on the Keep causes Ariel to restore herself in only 1 day and she always makes a successful check.

Spells Known (6/8/8/7/4; base DC = 17 + spell level, 19 + spell level for evocation spells): 0—[*arcane mark, detect magic, disrupt undead, flare, light, mage hand, prestidigitation, read magic*]; 1st—[*burning hands, endure elements, lesser fire orb, protection from evil, shield*]; 2nd—[*daylight, flaming sphere, pyrotechnics*]; 3rd—[*fireball, protection from elements*]; 4th—[*wall of fire*].

APL 10

Ariel Fireheart: female ghost Sor10; medium undead; HD 10d12; hp 90; Init +4; Spd Fly 30 ft. (perfect); AC 12 (ethereal), 17 (manifest); Atk +5 BAB; SA spells, manifestation, frightful moan, malevolence, telekinesis; SA rejuvenation, turn resistance +4, undead traits, incorporeal; AL CG; SV Fort +3 base save, Ref +3 base save, Will +7 base save, +1 Wis modifier; Str 10, Dex 10, Con -, Int 14, Wis 12, Cha 24.

Skills/Feats: Alchemy +10, Bluff +10, Concentration +13, Diplomacy +8, Hide +8, Knowledge (arcana) +7, Knowledge (history) +4, Knowledge (nobility) +4, Listen +10, Scry +6, Search +10, Sense Motive +4, Spellcraft +13, Spot +9; Empower Spell, Improved Initiative, Silent Spell, Spell Focus (Evocation), Still Spell.

Languages: Common, Flan, Keoish.

Malevolence (Su): Once per round, an ethereal ghost can merge its body with a creature on the Material Plane. This ability is similar to magic jar as cast by a 10th level sorcerer, except that it doesn't require a receptacle. If the attack

succeeds, the ghost's body vanishes into the opponent's body. The target can resist this attack with a successful Will save (DC 22). A creature that successfully saves is immune to that ghost's malevolence for one day.

Telekinesis (Su): The ghost can use telekinesis once per round as a free action, as cast by a 12th level sorcerer.

Frightful Moan (Su): The ghost can moan as a standard action. All living creatures within a 30-foot spread must succeed at a Will save (DC 22) or become panicked for 2d4 rounds. This is a sonic, necromantic, mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for one day.

Manifestation (Su): As ethereal creatures, ghosts cannot affect or be affected by anything in the material world. When they manifest, ghosts become visible but remain incorporeal. However, a manifested ghost can strike with its touch attack or a ghost touch weapon. A manifested ghost remains on the Ethereal Plane but can be attacked by opponents on both the Material and Ethereal planes. When a spellcasting ghost is on the Ethereal Plane, its spells cannot affect targets on the Material Plane, but they work normally against ethereal targets. When a spellcasting ghost manifests, its spells can also affect targets on the Material Plane normally unless the spells rely on touch. A manifested ghost's touch spells only work on ethereal targets.

Undead Traits: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

Rejuvenation (Su): A ghost will normally restore itself after being destroyed in 2d4 days on a successful level check (1d20 + ghost's levels) against DC 16. The evil taint on the Keep causes Ariel to restore herself in only 1 day and she always makes a successful check.

Spells Known (6/8/8/8/6/4; base DC = 17 + spell level, 19 + spell level for evocation spells): 0—[*arcane mark, detect magic, disrupt undead, flare, light, mage hand, prestidigitation, ray of frost, read magic*]; 1st—[*burning hands, endure elements, lesser fire orb, protection from evil, shield*]; 2nd—[*blindness/deafness, daylight, flaming sphere, pyrotechnics*]; 3rd—[*dispel magic, fireball, protection from elements*]; 4th—[*fire shield, wall of fire*]; 5th—[*greater shadow conjuration*].

APL 12

Ariel Fireheart: female ghost Sor12; medium undead; HD 12d12; hp 108; Init +4; Spd Fly 30 ft. (perfect); AC 12 (ethereal), 17 (manifest); Atk +6/+1 BAB; SA spells, manifestation, frightful moan, malevolence, telekinesis; SA rejuvenation, turn resistance +4, undead traits, incorporeal; AL CG; SV Fort +4 base save, Ref +4 base save, Will +8 base save, +1 Wis modifier; Str 10, Dex 10, Con -, Int 14, Wis 12, Cha 25.

Skills/Feats: Alchemy +10, Bluff +10, Concentration +15, Diplomacy +9, Hide +8, Knowledge (arcana) +10, Knowledge (history) +4, Knowledge (nobility) +4, Listen +10, Scry +7, Search +10, Sense Motive +4, Spellcraft +15, Spot +9; Empower Spell, Improved Initiative, Maximize Spell, Silent Spell, Spell Focus (Evocation), Still Spell.

Languages: Common, Flan, Keoish.

Malevolence (Su): Once per round, an ethereal ghost can merge its body with a creature on the Material Plane. This ability is similar to magic jar as cast by a 10th level sorcerer, except that it doesn't require a receptacle. If the attack succeeds, the ghost's body vanishes into the opponent's body. The target can resist this attack with a successful Will save (DC 22). A creature that successfully saves is immune to that ghost's malevolence for one day.

Telekinesis (Su): The ghost can use telekinesis once per round as a free action, as cast by a 12th level sorcerer.

Frightful Moan (Su): The ghost can moan as a standard action. All living creatures within a 30-foot spread must succeed at a Will save (DC 23) or become panicked for 2d4 rounds. This is a sonic, necromantic, mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for one day.

Manifestation (Su): As ethereal creatures, ghosts cannot affect or be affected by anything in the material world. When they manifest, ghosts become visible but remain incorporeal. However, a manifested ghost can strike with its touch attack or a ghost touch weapon. A manifested ghost remains on the Ethereal Plane but can be attacked by opponents on both the Material and Ethereal planes. When a spellcasting ghost is on the Ethereal Plane, its spells cannot affect targets on the Material Plane, but they work normally against ethereal targets. When a spellcasting ghost manifests, its spells can also affect targets on the Material Plane normally unless the spells rely on touch. A manifested ghost's touch spells only work on ethereal targets.

Undead Traits: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

Rejuvenation (Su): A ghost will normally restore itself after being destroyed in 2d4 days on a successful level check (1d20 + ghost's levels) against DC 16. The evil taint on the Keep causes Ariel to restore herself in only 1 day and she always makes a successful check.

Spells Known (6/8/8/8/7/6/4; base DC = 17 + spell level, 19 + spell level for evocation spells): 0—[*arcane mark, detect magic, disrupt undead, flare, light, mage hand, prestidigitation, ray of frost, read magic*]; 1st—[*burning hands, endure elements, lesser fire orb, protection from evil, shield*]; 2nd—[*blindness/deafness, daylight, flaming sphere, protection from arrows, pyrotechnics*]; 3rd—[*dispel magic, fireball, flame arrow, protection from elements*]; 4th—[*fire shield, minor globe of invulnerability, wall of fire*]; 5th—[*cone of cold, greater shadow conjuration*]; 6th—[*chain lightning*].

Player Handout #9

Selected Excerpts from the Whispering Tome

This is a book with clearly evil origins. It is written in Abyssal. Just reading the book makes you slightly nauseous:

The Rite of Possession: the servants of our Lord may be brought into this world and housed in the bodies of humanoids with souls. Such wraiths will quickly move to subdue and conquer the host and seek to wreak havoc upon the living. Our Priests will have little trouble rebuking them into service. With use of the Well, it is possible that thousands of humanoids may be so possessed with but one performance of the Rite. Our Lord will be further delighted to know that the souls of the hosts will be obliterated upon the destruction of the wraith-form, denying his competitors their service in the afterlife.

The Rite of Control: Our clergy might be able to employ their rebuking powers to control all wraiths at once using the power of the well. Our arcanist brethren require a talisman of some kind to duplicate those affects. A throne, crystal ball, mirror, or such will have the greatest affect. The method of making the throne talisman is as follows ... [description of a magical item creation procedure].

... to control the wraiths, simply sit in the throne and command them from afar ...

... Guard the talisman well, for if destroyed it will disrupt the wraiths' hold upon their hosts and permit the souls of the hosts to ascend to the heavens ...

Of the wraiths: Such creatures will have all the powers of their human hosts but will gain all of the strengths and assets of the walking dead. An army of such creatures would be truly unstoppable and by its very nature be a boon to our Lord, may he reign forever.