

DUNGEONS & DRAGONS® CAMPAIGN ACCESSORY

FORGOTTEN REALMS®

CORMYR

The tearing of the weave™

A Campaign Adventure for Characters of Levels 4-7



Richard Baker Bruce R. Cordell
David Noonan Matthew Sernett James Wyatt

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INTRODUCTION

In Wheloon, a city known for its vibrant green slate roofs, a new temple to Mystra is in the final stages of construction. But something rings false among the heavenly spheres—or at least among those who mouth the pieties of Mystra while plotting magical mayhem behind closed temple doors.

And that's just the beginning. . . .

Cormyr: The Tearing of the Weave is an adventure designed for four 4th-level DUNGEONS & DRAGONS® characters. Player characters will advance through 5th level and into 6th level during the course of the adventure, and perhaps reach 7th or 8th level by its conclusion.

preparation

As Dungeon Master, you need four books to run this adventure: the *Player's Handbook (PH)*, the *Dungeon Master's Guide (DMG)*, the *Monster Manual (MM)*, and the *FORGOTTEN REALMS® Campaign Setting (FRCS)*.

Review the information presented on pages 111–116 of the *FORGOTTEN REALMS® Campaign Setting* and the information about southeastern Cormyr in the appendix of this product. Otherwise, feel free to modify the adventure to suit a location other than Cormyr.

Unless you decide otherwise, this adventure takes place during the fall of 1374 DR.

This adventure uses the tactical encounter format to describe areas where PCs are likely to enter melee.

HOW TO USE THE TACTICAL ENCOUNTER FORMAT

Encounters unlikely to end in combat use traditional keyed adventure text. But if a keyed area indicates combat is expected, the entry directs the DM to an associated tactical encounter. The traditional keyed entries remain your flowchart of the adventure—they tell you when to refer to a tactical encounter, and to what page number you should turn.

The most obvious feature of each tactical encounter is the map for that area. A variety of information accompanies each map—creature descriptions, initial positions, creature statistics, tactics, traps (if any), and other related information.

The encounters in this adventure are designed for use with *DUNGEONS & DRAGONS Miniatures*. In most cases, a D&D® miniature can represent a character or creature perfectly; other times you'll have to improvise.

HOW TO USE ENCOUNTER MAPS

As described on *DMG* 59, if a map feature covers more than half of a given square, the feature is considered to extend into that square. If it covers less than half of a square, it doesn't extend into that square.

For example, if an area of light undergrowth skirts around the edges of a square, but the rest of the square is clear, then there's no extra movement cost to enter that square. If the undergrowth reaches past the middle of the square, the square costs 2 squares to move into.

The same rule applies to diagonal walls. We've drawn diagonal walls on the maps so they cut through the centers of square edges instead of running corner to corner. This way, it's easy to tell whether a character can stand in a given square or not, since every square that a diagonal wall passes through is either largely clear (you can stand there) or just a small corner (you can't stand there).

Adventure Background

The goddess Mystra provides for and tends the Weave, the conduit through which most creatures in Toril access magical energy. Despite this central role, the worship of Mystra has declined over the years. Even so, new temples are sometimes commissioned.

Until recently, Cormyr did not have a single temple to the Mother of All Magic. That changed six months ago when a Mystran priestess named Lady of Mystery Naedaenya Arthas convinced Lord Sarp Redbeard, leader of Wheloon and lord of much of the surrounding lands, that hosting a temple of Mystra was exactly the thing to bolster the city's economy and create a trade destination for magical items, components, and lore. A good deal of bribe money also exchanged hands, but in the end, construction was sited and started.

The temple was located on the site of a ruined citadel at the edge of Wheloon. With a foundation—albeit crumbling—already in place, along with the magic-aided construction techniques available to those pledged to Mystra, the temple was finished in mere months. The open central courtyard hosted nightly services to the Lady of Mysteries beneath her symbol of the seven stars.

When Tunaster Dranik, an itinerant cleric of Mystra, happened through Wheloon, he was astonished to discover a full-sized temple where for years had been a ruined citadel. Had he missed the church communiqué concerning news of the opening? But it was glorious news nonetheless that Cormyr finally hosted a temple to Mystra. Tunaster entered the temple, jubilant and eager to see his fellow clergy in their new chapel.

He barely escaped with his life—and his sanity.

Adventure synopsis

The characters who undertake this adventure discover all is not what it seems in the new temple to Mystra in Wheloon. To get to the bottom of the mystery, the PCs must travel to an abandoned keep in the Vast Swamp, journey from there to the Plane of Shadow, and fight their way through swamps, towers, and canyons to battle a black dragon devoted to Shar.

Chapter 1: Temple of Mystra: The PCs must force or trick their way into the well-guarded temple to discover what is amiss. They find out that the clerics offer “Mystra’s Sacred Trust” to travelers through town and other folk who aren’t likely to be missed. These folk are *dominated* after a long ritual; those with no magical talent are tortured to death or fed to monsters. The others are taken from the city to a location in the Vast Swamp for an unknown purpose—one the PCs will have to discover for themselves. The temple’s “clerics of Mystra” are indeed clerics—but they worship a far more malevolent goddess.

Chapter 2: Into the Vast Swamp: The PCs follow the trail of the *dominated* victims to the Vast Swamp, encountering both friends and foes on the way. At the edge of the swamp, an encounter with some local lizardfolk reveals the existence of hordes of undead—once the brethren of these same lizardfolk—and a castle in the swamp where the *dominated* victims enter, but never leave.

Chapter 3: Cormyr’s Lost Refuge: The PCs must fight their way inside the castle to reveal the fate of the *dominated* residents of Wheloon. Once inside the keep they battle various foes, including the chieftain of the undead lizardfolk. Further investigation leads the PCs to a few of the dispossessed Wheloonians—and a strange-looking portal to the Plane of Shadow where the others must have gone.

Chapter 4: The Path of Shadows: Emerging from the portal into a dark mirror of the Material Plane, the PCs have a choice: set off in a magic boat across the dark waterway, or trek overland across the wide shadow swamp. A water journey is unnerving but ultimately uneventful, while choosing to walk across the swamp brings the PCs to the lair of the undead lizardfolk. Eventually the PCs arrive at an ancient monastery where they meet agents of Cyric and learn that the combined clerics of Shar and Cyric are attempting to tear a hole in the Weave, creating a vast area of dead magic.

Chapter 5: The Black Rift: From the monastery, the PCs must journey to the Black Rift, a huge canyon inexplicably set in the middle of the swamp. Here the strange, warped nature of the Plane of Shadow becomes very apparent as the PCs fight their way through strange locations linked by long bridges across the rift. At the end of the chain of fortifications, the PCs meet

gathering information about the temple

If the PCs want to ask around town regarding the temple of Mystra, use the following Gather Information DCs to determine the results of their questioning of the locals. Beating a specific DC also reveals the information provided by lower results.

DC 10: “The new temple went up real fast. They didn’t spare any magic when building it, that’s for sure. But I suppose that’s what we should expect from clerics of Mystra.”

DC 15: “Lord Redbeard said the temple will bring in more people and more trade—put us on the map, as it were. It seems to be doing that. At least, the priests of Mystra spend a fair

amount of coin on supplies that otherwise wouldn’t have been spent.”

DC 20: “The Purple Dragons investigated the place after some folk complained of weird lights and odd noises at night. Imagine that! Odd noises and lights at a temple devoted to the use of magic! Of course, the Dragons didn’t find anything.”

DC 25: “I hear that the clerics of Mystra haven’t been too friendly with our town’s traditional churches, the Harvest Hall and God’s Grove. That’s probably due to big-city church rivalry. Once the Mystrans get settled in, they’ll come to understand that we’re all friends here.”

Despayr, the dragon behind it all. If they succeed in defeating him, the rip in the Weave that Despayr has started will heal itself. If the PCs fail, great woe will befall Cormyr.

combat in the dark

Page 164 of the *Player's Handbook* covers the topic of vision and light, but the information is worth reexamining because many combats in this adventure occur in conditions of darkness or shadowy illumination.

In an area of bright illumination, all characters can see clearly. A creature can't use Hide in an area of bright illumination unless it is invisible, has cover or concealment, or has the hide in plain sight ability.

In an area of shadowy illumination, a character can see dimly. Creatures within this area have concealment relative to that character, if he or she doesn't have darkvision. Concealment has two main effects: The subject of a successful attack has a 20% miss chance, and creatures can make a Hide check to conceal themselves.

In areas of darkness, creatures that lack darkvision are effectively blinded. In addition to the obvious effects, a blinded creature has a 50% miss chance in combat (all opponents have total concealment), loses any Dexterity bonus to AC, takes a -2 penalty to AC, moves at half speed, and takes a -4 penalty on Search checks and most Strength and Dexterity-based skill checks.

Characters who have low-light vision (elves, gnomes, and half-elves) can see objects twice as far away as the given distance. Double the effective radius of bright light and of shadowy illumination for such characters. For example, a torch provides bright illumination out to 40 feet (rather than 20 feet) for a character with low-light vision, and it provides shadowy illumination out to 80 feet (rather than 40 feet). Characters who have superior low-light vision can see objects four times as far away as the given distance. Quadruple the effective radius of bright illumination and of shadowy illumination for such characters. Characters who have darkvision (such as dwarves and half-orcs) can see lit areas normally as well as dark areas within 60 feet. A creature can't use Hide within 60 feet of a character who has darkvision unless it is invisible, has cover, or has the hide in plain sight ability.

combat in water

Several encounters in this adventure feature bodies of water that a PC or NPC might enter. The pertinent rules from the *Player's Handbook* and the *Dungeon Master's Guide* are gathered here for your convenience.



Wheloon's new temple of Mystra shines brightly under the noontday sun

Swimming: In all cases, the water in this adventure should be treated as calm. Creatures in the water must succeed on a DC 10 Swim check to move one-quarter their normal land speed. A failure by 5 or more results in a creature going underwater and needing to hold its breath. Creatures without a swim speed or *freedom of movement* that fail a swim check are considered off balance; they lose their Dexterity bonus to AC and foes gain a +2 bonus to hit them.

Holding Your Breath: A creature can hold its breath for a number of rounds equal to twice its Constitution score, but only if taking move actions or free actions. A creature holding its breath that takes a standard action has the number of rounds that its breath can be held reduced by 1. After that, the creature must make a successful DC 10 Constitution check; each round, the DC of this check increases by 1. A failed Constitution check causes a creature to fall unconscious. In the following round, the creature is reduced to -1 hit points. In the round after that, the creature dies.

Water and Cover: A creature immersed in water has total cover from attacks on land. A creature standing in water at least half its height in depth has cover (+4 to AC, +2 on Reflex saves) from land attacks, and it can crouch as a move action to gain improved cover (+8 to AC, +4 on Reflex saves). Creatures swimming, but breaking the surface, have improved cover against attacks from land (+8 to AC, +4 on Reflex saves).

Water and Attacks: Ranged attacks take a -2 penalty on the attack roll for each 5 feet of water they pass through; slashing and bludgeoning melee attacks take a -2 penalty on the attack roll when underwater as well. The surface of the water stops

line of effect for fire spells, and spellcasters in the water must succeed on a Spellcraft check (DC 20 + spell level), or the spell fails and is wasted.

Adventure Hooks

Characters can become entangled in this adventure through a wide variety of methods. Read through the information about Wheloon in the appendix to get an understanding of the setting for the first part of the adventure, and then consider using one of the following adventure hooks to get things going. Suggested hooks include the following:

Tunaster Dranik: An itinerant priest of Mystra contacts the player characters, who by this time (3rd level) have just started to make a name for themselves. Alternatively, the PCs see a notice posted on a local tavern wall or town job board. The letter or posted announcement simply reads:

*To Those of Strong Arm, Keen Mind, and Curiosity,
Salutations!*

*See the man in blue at the Wyvern Watch Inn
before the 23rd if you wish to hear a peculiar riddle,
and are willing to undertake a commission to discover
its answer.*

—T.D.

The letter is delivered to the PCs or is posted in Wheloon, or a town chosen by the DM appropriate to the characters' location. If the PCs travel to the Wyvern Watch Inn (or one substituted by the DM) before the indicated date, they indeed find a white-bearded man wearing a simple blue robe trimmed with white, accented by a cloak of deep blue. He also wears a blue skullcap.

If approached, the man is initially nervous, as if ready to bolt. However, if the PCs put him at ease, he indicates he is indeed "T.D.," Tunaster Dranik, cleric of Mystra (LG male Chondathan human cleric 3). PCs interested in hearing his riddle and taking the commission offered can speak with Tunaster at length and learn the details of his predicament and offer. The following bits of information are imparted to the PCs naturally, as part of conversation:

"I wander, as many Mystran clergy do, seeking sources of old magic. I've been in tombs, dangerous ruins—I've even skirted the lair of a foul lich. But none of these holds a candle to the sight I saw a tenday past—a newly built temple of Mystra, here in Wheloon."

"Seems normal enough, eh? But there are no other temples of Mystra in Cormyr. This is big news! I'm a long-time cleric of the church. I'm in yearly contact with the organization. How is it I didn't know I'd find a temple of Mystra here? Why don't I, a cleric in good standing, know more of this 'Lady Arthas'

who supposedly ordered the temple's construction, and sited it on the ruins of the old citadel?"

"Astonished, I immediately entered the temple, looking for answers. I made it to the outer courtyard, but was rebuffed from entering the inner areas; I was told to wait for Lady Arthas. After an hour's wait, a man appeared, someone named Fembrys, and asked me to accompany him back to the middle courtyard. He wore the garb of a Mystran cleric, as I do, but something about him wasn't right. I can't explain it to you, but something made me . . . run."

"And they chased me! Why would they do that? Someone on the temple walls fired arrows at me! But I escaped. What in the Nine Hells is going on in there? I need to find out, or failing that, go to the nearest legitimate temple of Mystra and ask for aid. But now you're here. Can you help me?"

"I've already spoken to the authorities about the subject. Constal Tholl assures me that the Purple Dragons have investigated the temple and found nothing amiss. I asked him what they discovered, and it seemed they made only a cursory check of the place after hearing about strange lights and noises. I sensed his reluctance to look deeper into it has more to do with Lord Redbeard's pleasure at the business and taxes the temple brings than with a firm understanding of what is happening within."

Tunaster offers the PCs a sum of 2,000 gp if they penetrate the temple; find out if a profanity to Mystra is being committed, and the purpose behind it; and eliminate the blasphemers. He'll pay the PCs 500 gp now, with the rest coming upon the completion of the quest. For his part, he's going to travel to Saerloon to meet with his superiors at the Tower of Mystery, and he will not accompany the PCs. Tunaster hopes to find faithful there who can tell him what might be going on or who will return with him. Tunaster is fairly certain that someone there or nearby will be able to teleport him back, but if he can't, it will take him nearly a tenday to return. If the PCs seem hesitant, Tunaster offers to write them a promissory note that has his personal *arcane mark*, which the PCs can redeem at any temple of Mystra (except the one in Wheloon, of course) for payment after they submit to *discern lies* spells.

Missing Bookseller: Amnic Basult, a Wheloon bookseller, has gone missing. His wife, Mela, is hysterical. The Wheloon Watch doesn't look into such matters—but perhaps Mela can interest the PCs?

Amnic was last seen in his bookshop. A successful DC 14 Search check reveals the signs of a scuffle; a successful DC 18 Search check reveals a pamphlet to the city's new temple of Mystra that has fallen into a crack between the floorboards. On it is written (in Amnic's handwriting), "Do they really hold Mystra's Sacred Trust?"

Looking for a Temple: The characters are looking for a nearby temple for healing, advice, or some other service—and discover the newly built temple of Mystra.

TEMPLE OF MYSTRA

The characters arrive at the newly built temple hoping to investigate anomalies brought to their attention, or perhaps simply by chance.

features of the temple

The structure consists of the temple proper, with an open outer courtyard, a colonnaded middle temple, an inner temple with associated antechambers, and a dungeon level beneath. The temple is built into the side of a hill at the edge of Wheloon and along the Wyvernflow River. It was built on the foundations of an older citadel constructed before Wheloon was founded.

A stone path leads up the hill to the main temple entrance, which consists of a set of heavy oaken doors.

ceilings

Ceilings are of uniform height.

Ceilings: Indoor ceilings are 15 feet high unless otherwise noted.

walls

The outer walls are made of 5-foot-thick mortared stone. A walkway runs along the tops of the walls that surround the outer courtyard. The inner walls are 1-foot-thick mortared stone.

Masonry Walls (Exterior): 5 ft. thick; hardness 8; hp 450; break DC 55; Climb DC 20. These walls are about 25 feet tall on the outside edge, and it's a climb of 20 feet to reach the battlement.

Masonry Walls (Interior): 1 ft. thick; hardness 8; hp 90; break DC 35; Climb DC 20.

Masonry walls increase the DC of Listen checks to hear through them by 15. The hit points and break DC shown are for a single 10-foot section. If a masonry wall is breached, the squares breached and all adjacent nonwall squares become heavy debris.

DOORS

Entrance to the temple is controlled by the outer doors and inner doors, which open into the open outer courtyard and enclosed

middle temple, respectively. Both sets of courtyard doors are made of iron-reinforced oak.

The outer courtyard doors stand open and unlocked by day, but are closed at night. The middle temple doors are usually closed and locked (barred from within).

Internal doors are all good wooden doors; they are locked or unlocked as noted.

Barred and Iron-Reinforced Wooden Door (Courtyard Doors): 1 ft. thick; AC 2; hardness 5; hp 150; break DC 37 (barred).

Each door measures 90 square feet; a *knock* spell cast at 9th level can open one if barred. The doors are barred at night but open by day.

Good Wooden Door (Internal Doors): 1-1/2 in. thick; AC 3; hardness 5; hp 15; break DC 18 (if locked).

illumination

Hanging lanterns illuminate most of the rooms in the temple. Dark areas are specifically noted in the text.

proactive defense

During the course of the adventure, it is possible, even likely, that PCs will enter combat and remove the threats of one or more chambers of the temple, then fall back.

Because the fake temple of Mystra is actively managed, surviving priests do not simply allow their numbers to be whittled down and wait for the next attack; they launch a proactive program to stem the problem.

Backfill Losses: The temple can't withstand the loss of too many guards and priests in the upper level, but it does react by attempting to hire new guards and importing fresh priests from the east, and so on. If the PCs incapacitate or kill guards and priests, leave, and come back, they find replacements, depending

Temple of Mystra Temple Level

Hillside Bluff

Outer
Courtyard
Temple Level
Wyvernflow River
Dungeon Level

Temple of Mystra Cutaway
Not to Scale

Down to Dungeon Level

T1, T2, T3, T4, T5, T6, T7, T8, T9, T10, T11, T12, T13, T14, T15

A, B

N

Scale: One square = 5 feet

Hillside Bluff

on when the PCs return. These replacements apply only to the upper level of the temple.

Less than a Day: No replacements.

One to Three Days: Half the number of slain/incapacitated guards and 50% chance of an equal level priest.

Four or More Days: All guards and priests replaced.

If the PCs make much headway in the dungeon level, they will gather enough evidence to reveal the temple to be a sham. Once this happens, the temple will go dark, and its residents will flee east.

Legal Issues: The temple's residents don't want to draw too much attention to their new enterprise, so they won't set Wheloon authorities against PCs; however, if the PCs show up on temple grounds with authorities in tow, the surviving priests will make a persuasive argument that it is the PCs who should be clapped in irons and led away. Unless the PCs can beat the temple's Bluff check result (made with a modifier of +15 including all circumstantial modifiers in the fake temple's favor) with a Diplomacy check of their own, the authorities will turn on the PCs. If the PCs allow themselves to be taken captive and await the justice system's outcome, the killers from the Assassin Ambush encounter on page 22 set fire to the Wheloon Watch House to distract the guards as they break in and attempt to kill the PCs.

Take the Fight to the PCs: Lady Arthas doesn't wait idly by for the attackers to break into the dungeon level of the temple. Instead, after the first attack the PCs make on the temple, she sends forth a team of killers to take care of the problem.

The killers, Londal Fen (NE male Chondathan human fighter 6) and Smile (NE female halfling rogue 4), attempt to draw the PCs to a killing ground of their own devising by arranging for a message to be delivered by courier (day or night), with this text inked in a shaky hand: "I can help you sneak into the temple, but they are watching for me. Come meet me in an hour at 23 Impil Street, on the east side of the river."

The address leads PCs to a deserted section of the waterfront. There the characters are ambushed by the killers; see tactical encounter A1, page 22.

If the PCs don't take the bait, the killers are forced to keep tabs on them and attack when the opportunity arises. They won't fight the PCs where there are witnesses or where the authorities might soon appear, so the PCs are safe staying at the Wyvern Watch Inn.

If any of the killers survive and escape, the PCs might meet them again if they enter the dungeon level of the temple.

entering the temple

Characters can enter the temple in several ways:

Walk in by Day: The outer courtyard doors stand open during the day, and visitors are welcomed by priests who stand in the outer courtyard for just such duty. PCs who feign casual interest are encouraged to commune with Mystra in the outer courtyard as often as they like until midnight. Those who feign intense attention receive it in turn and are asked if they want to earn Mystra's Sacred Trust (see areas T2 and T6).

Sneak in by Night: Sneaking in is dangerous, but could ultimately prove the best way to gather intelligence about the temple. Although breaking through the front outer doors is an option, characters will be better served by attempting to clamber up an

outer wall (Climb DC 20), or come up from behind the temple on the upper ridge of the bluff, and then down into the open outer courtyard (area T2).

Mystran services are conducted from dusk to just before midnight, after which the temple closes. PCs will have the best luck if they deal with the two temple guards on the outer walls first.

Guards: Two temple guards are posted, day and night, on the wall walkway that surrounds the outer courtyard (area T2). The guards gain Listen checks opposed by the PCs' Move Silently checks, in case noise is made. Creatures take a -1 penalty on Listen checks for every 10 feet of distance between them and the source of the noise.

If either (or both) guards notice an attempt to break in, they will use their horn to sound an alarm. This alerts the four temple guards stationed in area T5, who arrive in 3 rounds.

Temple Locations

The maps for the temple of Mystra appear on pages 22 and 23. Assume that the ground in the encounter locations is clear and relatively free of obstructions unless a tactical encounter indicates otherwise.

T1. PATH TO GATE

A cobbled path leads from the northern edge of Wheloon some 200 yards up a low hill to the bluff where the temple of Mystra has been built.

A cobblestone path gradually ascends a low hill toward a steep-sided bluff, behind which runs the Wyvernflow. The path leads to the flat rampart of the whitewashed temple wall built right into the bluff. To the left of the doors stands a large, stylistically simple statue of a woman. A smaller, freestanding stone building stands to the south of the temple.

By day and up until an hour before midnight, the outer doors (the double doors between area T1 and T2) stand open. Open or closed, PCs who make a successful DC 15 Spot check can note one or both of the temple guards who walk the top of the walls surrounding the outer courtyard. The temple guards on the wall can make Spot checks (+3) or Listen checks (+3) to see PCs attempting to sneak in. They won't engage in conversation, instead directing any inquiries to the priests inside.

If a conflict occurs here, see the associated tactical encounter.

Tactical Encounter: T2. Outer Courtyard on page 24.

Temple Guards up on Wall: The temple guards up on the outer walls (stats printed with the T2 tactical encounter) are part of the contingent based in area T5, and as such, are not aware that the temple is anything other than a grand structure dedicated to Mystra.

Statue: The statue of a large woman contains one speck of color—the woman wears a headband bearing a wide flat disc on which is painted a circle of seven blue-white stars with red mist flowing from the center. Those who have ranks in Knowledge (religion) recognize the symbol as that of Mystra. A successful DC 15 Knowledge (religion) check indicates that the woman might be Mystra, and though that religion doesn't usually rely on such idols, it is not profane to do so.

T2. OUTER COURTYARD

This walled enclosure is the most public face of the newly built temple of Mystra.

This wide, walled space is open to the sky. The floor is tiled with obsidian slabs, in which star-shaped white stone tiles are set, mimicking the night sky. Two large stone statues dominate the space, each apparently portraying the same woman. They stand apart from but facing each other, each with hands raised up toward the other, almost forming an arch over the center of the temple. Four small altars to Mystra sit in each corner of the courtyard temple.

By day, the outer courtyard contains 1d4+1 curious visitors, a temple guard named Thendric, and a temple priest named Shan Thar.

From dusk to an hour before midnight, the outer courtyard contains 2d4+2 pious visitors, the temple priest Shan Thar, and the “devout sorcerer” Kevrin.

From midnight to daybreak, the outer courtyard is empty, though two temple guards armed with bows are always on duty atop the walls.

If a conflict occurs here, refer to the tactical encounter. If a conflict occurs in area T6 and the PCs retreat here (having passed it without conflict on the way in), Shan Thar and the archers sound the alarm to alert the temple guards in area T5—refer to the tactical encounter.

Tactical Encounter: T2. Outer Courtyard on page 24.

Shan Thar: This individual is a smiling, charming man in his mid-30s. Friendly and outgoing, Shan Thar is the perfect face of the new temple of Mystra. When he first meets the PCs he inquires if they seek healing services or other clerical help (for standard rates as given on *PH* 129), and is glad to provide it (after a short wait to locate scrolls).

Shan Thar brews *potions of undetectable alignment* regularly, one of which he drinks each day before going out to greet people; he also provides such a potion to Starweaver Fembrys. If necessary, the two clerics can simply pray for the spell and cast it, but they prefer to use the potions and fill their spell slots with more useful spells.

Pretty much everything Shan says is a lie—if the PCs attempt any Sense Motive checks, Shan gets a total of +12 to his Bluff check (which includes a +5 circumstance bonus due to the elaborate surroundings all designed to deceive visitors about the temple’s true nature).

Shan allows PCs to look around the outer courtyard, ask questions of those present, and pray at one of the Mystran altars; however, if the PCs seem more than casually interested in what’s going on, he approaches them and relates the following pieces of information naturally during the course of a conversation:

“Mystra bless you, friends!”

“If you seek the Mother of All Magic, you’ve found one of the places she dwells here in Faerûn.”

“Have you come to the temple for healing, or perhaps you seek to alleviate some other ailment? We ask very competitive donations in return for our blessings.”

“Lady Arthas? You’ve heard of her, she whose courage and ability helped make this temple a reality? I’m afraid you can’t see her. She’s quite busy with seeing to the administration of our

new temple. Perhaps you can talk with someone else? I am here to answer all questions, and am happy to do so.”

“The head priest of the temple is Lady of Mystery Naedaenya Arthas. She is busy with private temple business. She has time to talk only with worshipers who have advanced far enough down the path to earn Mystra’s Sacred Trust.” (*Note:* Clerics of Mystra, if any are part of the party, have never heard of anything called Mystra’s Sacred Trust. Such a thing could conceivably be part of ecclesiastical knowledge imparted at higher levels, but the words draw a blank for any clerics in the group.)

“Come to the nightly services, and rejoice in Mystra. But if you seek to learn more than the average parishioner, might you be interested in revealed knowledge, and Mystra’s Sacred Trust?”

“If you are truly interested in becoming part of the temple, and perhaps earning Mystra’s Sacred Trust, we can arrange for you to attend special three-day services that occur in the middle temple. We require a donation of 25 gp for each of you interested in trying the service. Yes, expensive, but not too much for those truly interested in expanding their knowledge of the goddess of the Weave, no?”

If the PCs ask about Thendric’s claims (see below), Shan Thar looks confused and has this response:

“Prisoners from the Wheloon Jail? Sometimes we take in those souls who have committed crimes but want to repent by serving Mystra directly. We have good works available for any such that wish to turn over a new leaf—good for the temple, and good for them, because it commutes their sentence.”

If the PCs ask about Tunaster Dranik, Shan Thar is quick with an answer:

“Tunaster . . . No, the name doesn’t ring any bells. You said he was cleric of our goddess? Well, I can’t say that I recall any of our order visiting recently, but there was a gentleman like the one you describe who came here some days ago though. He insisted that he be allowed in our inner sanctum immediately. We didn’t know what to think of this, but my colleague, Starweaver Fembrys, explained to this fellow that only those seeking to earn Mystra’s Sacred Trust can enter the temple’s inner sanctum. The man grew incensed and began ranting. When we tried to calm him, he got a wild look in his eyes and ran.”

“Yes, we did chase him. He seemed quite upset and we wanted to be certain he did not do himself or others harm. But he was very sly for such an old fellow, very sly.”

“Have you spoken to him? I do hope he is well. I don’t know why he’d want to impugn the honor of this temple. Should you see him again, please convey our apologies for any misunderstanding we might have caused, and let him know that our inner sanctum is open to him if he wishes to earn Mystra’s Sacred Trust.”

If the PCs are interested in working their way farther into the temple through diplomatic methods, Shan asks them to show up that night, just before twilight, with their donation. If they do so, he will let them into the middle temple. To do so, he uses a coded knock on the door to alert one of the guards in area T6 to unbar the doors.

Visitors: If the PCs question these random townspeople and travelers, they discover those present during the day are either interested in learning more about the worship of Mystra or are already worshipers of Mystra and are present to give silent tribute at one of the altars. If the PCs talk to anyone at the evening ceremony, they discover them to be either truly pious

Wheloonians who attend the evening services to be closer to their goddess, or simply travelers passing through Wheloon interested in some evening entertainment. None of the travelers have taken the next step that Shan Thar offers them every so often—to become celebrants of Mystra's Sacred Trust. Any PC clerics of Mystra—even those who make obscenely high Knowledge (religion) checks—can't recall ever hearing about "Mystra's Sacred Trust." The visitors are 1st-level commoners and experts.

Kevrin: Kevrin is a dour sorcerer who has done ill in his past. He has offered his services to what he believes to be the temple of Mystra as a balm to his conscience. Only blatant, overwhelming evidence would make him question whether the temple is really dedicated to Mystra or somebody else. Kevrin casts *silent image* during the nightly ceremonies to provide the illusion of brighter stars above onlookers and constellations that come to life and fly about as they are named.

Statues: The statues look like the one standing outside (area 1) and presumably represent the same woman.

Evening Ceremony: Every night (except when it rains or snows) the temple hosts a service to Mystra, which involves looking at, naming, and revering many of the stars and constellations. The ceremony is officiated by Shan Thar and assisted by Kevrin (see above). The ceremony is attended by 2d4+2 pious visitors and travelers. Guests and observers are always welcome. Clerics of Mystra know this ceremony and anyone who succeeds on a DC 18 Knowledge (religion) check recognizes it as well. Nothing seems amiss, except that the *silent image* display is rather ostentatious.

Development: Because only Shan Thar knows Mystra is not really being worshiped in the central room, questioning other NPCs in this area won't reveal that Shan's clergy is behind the conspiracy, no matter what means are used for questioning.

Shan Thar is a different nut—he secretly worships Cyric, but would rather die than reveal that fact. More to the point, he has received special conditioning so even if his mind is probed, he can use a Bluff check (opposed by the mind-reader's Sense Motive check) to avoid revealing the truth, though the mind-reader would be able to determine that Shan was hiding something, just not what.

Treasure: Each of the four small altars contains a donation bowl holding 1d20 cp, 1d10 sp, and 1d4–1 gp, all given by those faithful to Mystra.

T3. BATTLEMENT ACCESS

The door to this room is normally closed and locked.

This chamber is not open to the sky. Several boxes and a few barrels are stacked in the northwest corner. Spiral stairs ascend 20 feet to a closed hatch in the ceiling.

The boxes and barrels contain mundane supplies like rope, lamp oil, hard tack, nails, and the like.

The stairs lead up to the narrow, 5-foot-wide battlement that surrounds the outer courtyard. The hatch between the top of the stairs and the battlement is always locked; one of the archers on duty has the key.

Battlement: A 5-foot-wide walkway completely encircles the outer courtyard. It rises 20 feet above the ground. From it, an

archer gains cover (+4 to AC) against ranged attacks from someone on the ground either inside or outside the outer courtyard.

Wooden Hatch: 1-1/2 in. thick; AC 4; hardness 5; hp 15; break DC 18 (locked); Open Lock DC 20.

T4. KEVRIN AND SHAN'S QUARTERS

The door to this room is normally unlocked.

This bedchamber contains two cots, a desk, a chest beneath the desk, a few chairs, a closet, a foul-smelling chamber pot, and a bookcase on which a few lonely tomes collect dust on a bottom shelf while the top shelf overflows with bottles filled with various colored fluids.

Shan Thar and the sorcerer Kevrin share these quarters. Shan Thar is found in the chamber only after midnight, while Kevrin can be found here most of the time except for the period of time between dusk and midnight when he attends the nightly ceremonies. Otherwise he sleeps at night, and during the day idly flips through one of the books from the shelf while slowly nursing a glass of strong drink. If the PCs start a fight here, refer to the tactical encounter, unless they can dispatch the sorcerer quickly and secretly enough to avoid detection by the wall archers (Spot and Listen +3) or anyone else in the outer courtyard.

Tactical Encounter: T2. Outer Courtyard on page 24.

Bookcase: The few tomes on the bookcase are old and outdated essays on the nature of magic, written by scholars mostly discredited in this day and age (a successful DC 10 Knowledge [arcana] check reveals this). The bottles contain a variety of distilled spirits and mixing compounds for the creation of potions.

Desk: Nothing found in the desk seems to implicate the temple's clergy in anything other than the days they plan to stay open to the public, the rates which they are prepared to ask for healing services, and so on.

A locked secret drawer in the desk (Search DC 20, Open Lock DC 20; Shan has the key), contains a parchment with a scrawled message in red ink. (This letter is reproduced as a player handout on page 158.)

Father Shan Thar,

We need more recruits in the inner temple. Start pushing the Sacred Trust a little harder, would you? Esvele sends word through Despayr that we need to step things up out here. I know you have your doubts, but do as you're instructed, lest the goddess find you in shadow.

—Lady Arthas

Small Wooden Chest: The unlocked chest under the desk contains several scrolls and potions: 6 *potions of undetectable alignment*, 3 *potions of cure light wounds*, 1 scroll with 3 *cure moderate wounds*, and 1 scroll with 3 *cure serious wounds*. There is also 1 scroll with 3 *lesser restorations* and 1 *remove disease*. All scrolls are at scribed at caster level 5th.

T5. TEMPLE GUARD POST

This building's stone walls house a group of hired fighters who guard the outer temple. The guard post's door is usually unlocked.

Six crude cots are arranged neatly over the northern portion of this room, with a small wooden chest beneath each. An oak table and several chairs sit in the northeast corner of the chamber. Cards, dice, and tankards are spread across the table's surface, and small keg sits next to a chair.

Unless the guards are on rotating archer duty on the battlements surrounding the outer courtyard, they are here sleeping, talking, gambling away their pay, and drinking. Thendric also bunks here. If the PCs start a fight here, refer to the tactical encounter, unless they can dispatch the guards quickly and secretly enough to avoid detection by the wall archers (Spot +3, Listen +3) or anyone else in the nearby outer courtyard.

Tactical Encounter: T2. Outer Courtyard on page 24.

Small Wooden Chests: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17 (locked); Open Lock DC 20.

Each wooden chest contains the personal belongings of a particular guard: a couple of changes of clothes, toiletries, a few mementos, and approximately 20 gp in various coins.

A. Indoor Privy: A 3-foot-diameter shaft descends 5 feet. At the bottom, a 1-foot-high and 3-foot-wide chute slopes to the northeast, allowing waste to gradually slide into the privy chutes from area T13. From there the shaft angles to the south and descends to empty through the ceiling of area T23. The shaft stinks terribly, and is coated with fecal matter. Those who seek to descend or otherwise navigate the tubes must succeed on a DC 25 Climb check (DC 20 in the sloping chute) or lose their grip and slide down the chute, taking 4d6 points of damage when they reach the waste-stained stone flooring in area T23.

B. Storage: This area contains a few boxes and crates of food, all on the verge of spoiling.

T6. MIDDLE TEMPLE

This is a private temple, and normally only those who petition to earn Mystra's Sacred Trust are allowed to enter.

This large room is closed off from the sky, but tiny points of light glitter on the otherwise oil-black ceiling. The floor is tiled with obsidian slabs, and three rows of square pillars march across the chamber from north to south. Torches are ensconced on the east and west surfaces of each column. A plain stone altar stands alone near the chamber's center.

Day or night, the chamber always contains at least two temple guards. From dusk to dawn, the chamber also contains a temple priest named Starweaver Deinyn Fembrys, giving his solemn, difficult-to-follow sermon, and 1d3 petitioners. Fembrys is let in and out through the northern barred double doors by the shadow guards who are stationed in area T14.

If a conflict occurs here, refer to the tactical encounter. If a conflict occurred in area T2 or T14 and the PCs come here next, the guards and Fembrys (if present) are also ready for a fight—refer to the tactical encounter.

Tactical Encounter: T6. Middle Temple on page 26.

Petition to Earn "Mystra's Sacred Trust": If the PCs take Shan Thar's advice to show up one evening with a donation to become petitioners, they are brought into this chamber as darkness falls outside. Here, Fembrys waits for the new class of petitioners, and

as soon as all the PCs have assembled and have paid their 25 gp donation to Shan, he launches into his spiel.

Fembrys's Opening Remarks: "Do you deserve Mystra's Sacred Trust? Some of you do not, and you'll be asked to leave during the three days you'll spend in the petitioner's quarters. I won't lie—the next three days will be hard. You may get bored, you may get hungry, but if you persevere, you might just earn the *Starry Gnosis*, the secret knowledge. If you can't commit to three days, leave now. Father Shan Thar will return your donation."

"If you're staying, put your belongings in the petitioners quarters, and change into the vestments you'll find there. Stay there until you're called, contemplating obedience to the goddess."

Three-Day Ritual: Assuming any of the characters go along with this experience, they end up staying for three days in the quarters (area T7). During this time they are fed hardly anything, must bathe daily in area T12, and wear the vestments provided in area T10. They attend nightly ceremonies and must participate in daily chants.

The gist of the nightly ceremonies and daily chants is difficult to disentangle from the religious iconography and symbology; however, those who succeed on a DC 15 Intelligence or Knowledge (religion) check garner the following: Magic is born between stars, as Mystra's symbol shows—the stars are known points of magic, but the space between the stars holds far more, knowledge that Mystra reveals only to those who show special promise.

If the PCs willingly go along with what is essentially a three-day-long rite, they take a -5 penalty when affected by the *Starry Gnosis* as described in area T14 and the appendix.

Starweaver Fembrys requires that the PCs don the vestments and remove all their own belongings, including jewelry, placing them in the chests beneath the cots in area T7. The Sharrans do this to render petitioners less dangerous and more psychologically apt to do what they say—but they don't take any of the items, which could eventually lead to suspicion. If any PC refuses to part with items or is caught carrying them during the three-day ritual, the PC is asked to leave, and Shan Thar is summoned to escort the PC out. If a PC refuses to leave, the temple guards attempt to subdue and forcibly eject the PC.

Starweaver Fembrys: Taciturn and dour, this priest of Mystra avoids having to make Bluff checks by generally refusing to speak at all, except when he leads the nightly ceremonies and gets the daily chants started.

Temple Guards: The guards rotate duties, but in addition to simply guarding, they are responsible for feeding the petitioners, for making sure petitioners follow the rules of the ritual, and general upkeep of the middle temple. These temple guards know nothing of the temple's true nature, and they achieved their status as interior guards because they aren't curious and they show a willingness to follow orders without question. They have been instructed not to react to noises farther inside the temple unless Starweaver Fembrys calls for them. After a few months of service, they're accustomed to hearing strange sounds from beyond the double doors, and will move into their guardroom to play a dice game once the petitioners have passed through.

Other Petitioners: Other petitioners are travelers through Wheloon drawn in by the nightly light show. Shan Thar avoids allowing townsfolk to participate in seeking to earn Mystra's Sacred Trust, so that locals who would be expected in town don't go missing.

T7. PETITIONER'S QUARTERS

Each of this room's four cell-like alcoves contains a small cot, a neatly folded black robe and stack of blankets, and a wooden chest.

Here's where PCs and other petitioners stay if they want a chance to earn "Mystra's Sacred Trust." Clean linens, food, and water are brought from area T9 once a day by a guard. However, petitioners remain in this chamber only for 8 hours of rest—the remainder of the time they are expected to partake in the ceremonies and chants in the middle temple.

T8. MIDDLE TEMPLE GUARDROOM

This chamber houses a group of hired, but pious, fighters who guard the middle temple. The door to the chamber is usually unlocked.

Four well-made cots line the western wall, a small wooden chest beneath each. Some dice are carefully arranged atop a chest pulled out from under one of the beds.

Two guards are usually found in this chamber, while their friends remain on duty in area T6. If the PCs start a fight here, refer to the tactical encounter, unless PCs can dispatch the guards quickly and secretly enough to avoid detection by those in the middle temple (Spot +3, Listen +3).

Tactical Encounter: T6. Middle Temple on page 26.

Dice: The carefully arranged dice are from a dice game in which participants roll dice and arrange the paths on their sides to form a "dungeon." The mazelike tangle of paths revealed by the dice has no significance in the adventure.

Small Wooden Chests: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17 (locked); Open Lock DC 20.

Each wooden chest contains the personal belongings of a particular guard: a couple of changes of clothes, toiletries, a few mementos, and approximately 20 gp in various coins.

T9. MIDDLE TEMPLE STORAGE

The door to this room has no lock.

Boxes, crates, barrels, and shelves lined with plates and crockery fill this chamber.

Supplies for both the middle temple guards and petitioners to earn "Mystra's Sacred Trust" are kept here. Once a month, a new supply is brought in, and soiled linens, empty barrels, and other trash are hauled away.

A basic search of this chamber for valuables reveals all the blankets and trail rations the PCs can carry, as well as about 20 pints of lamp oil.

T10. VESTRY

This door is always unlocked.

On the east and west walls of this room are iron pegs on which are hung dozens of identical ceremonial black robes.

Each morning the PCs are instructed to bathe in area T12 and put on the clean robes hanging in this chamber.

T11. SACRISTY

This door is always locked; Starweaver Fembrys has the key.

This somber chamber contains two large wooden freestanding closets, almost coffinlike in dimension, on the east and west walls; on the back wall sits a polished, wooden cabinet. Behind the cabinet's wood-framed glass doors, gold vessels glitter.

Here the vessels, vestments, and other liturgical objects used by Fembrys are kept. It is also where Fembrys dons his ceremonial attire before each service.

If the PCs are discovered here and a melee ensues, refer to the tactical encounter unless the PCs can dispatch the guards quickly and secretly enough to avoid detection by those in the middle temple (Spot +3, Listen +3).

designer's note

The villains don't take away the PCs' gear because it makes sense for the adventure, but also to make the PCs' decision to go along with the ritual an easier one. Players generally hate giving up items because they know how much worse off they are without them, so having the items close at hand and under their control helps move the adventure in the right direction.

If the PCs insist on more control over their belongings, Starweaver Fembrys will allow the PCs to go into Wheloon to purchase their own locking chests for use during their stay. Also, allow the PCs to make Sleight of Hand checks opposed by the guards' and clerics' Spot checks (PH 81). You might allow PCs to make this kind of Sleight of Hand check untrained.

Forcing PCs to adventure without items is unfair and often

not fun. Instead, the adventure was designed so the PCs always have relatively easy access to their gear, allowing them to run back to the room to grab a few things or to ready themselves for adventuring with just a few minutes of preparation. Of course, the situation is bound to make players nervous, which is exactly what you want.

It might be tempting to have someone steal from a PC's chest or for some other unwelcome event to occur, but you should resist that temptation. Players who set aside metagaming and agree to have their characters go without their equipment should be rewarded by the discovery of the nature of their enemies, not punished for getting into character and doing some investigating.

—Matthew

Tactical Encounter: T6. Middle Temple on page 26.

Locked Good Wooden Door: 1-1/2 in. thick; AC 3; hardness 5; hp 15; break DC 18 (locked); Open Lock DC 25.

Treasure: Each closet contains five costly vestments, equal in value to a noble's outfit (75 gp each). The cabinet contains five golden liturgical objects (a cup, a pitcher, a plate, a bell, and a staff) each worth a total of 100 gp and a large, black, leather-bound book with a cover illustration showing seven stars. This is the book from which Starweaver Fembrys makes his nearly incomprehensible sermons. It is titled *Preparing for the Sacred Trust*. It seems to have been written by a madman, and even if closely read is difficult to understand; however, those who succeed on a DC 15 Intelligence or Knowledge (religion) check understand the same underlying message as described in area T6.

T12. MYSTRA'S RAIN

A spray of water emerges from a metallic disc, pierced with many holes, embedded in the ceiling. The water is caught in a shallow basin in the floor and drains down a small hole in the basin's center.

Here the PCs and other petitioners are expected to stand beneath the water—in their smallclothes for propriety's sake—and wash the previous day's accumulations away, after which they are expected to don a clean robe in area T10.

The disc in the ceiling through which the water flows connects to a pipe that leads ultimately to an intake channel dug from the bottom of the Wyvernflow. The hole in the floor (only a half-handspan wide) connects to the same drainage system described in area T13.

T13. PRIVY

Wooden planks, each with a foot-wide hole in their center, cover the rank-smelling shafts that pierce the floor of each alcove.

Each 3-foot-diameter shaft serves as a privy—the shafts combine with the same drainage pipe from area T12 and the chute from area T5. The combined chutes descend another 30 feet to empty into area T23 of the temple dungeon. The shaft reeks and is coated with fecal matter. Those who lift away the wooden planks and seek to descend the tubes must succeed on a DC 25 Climb check or lose their grip and slide down the shaft, taking 4d6 points of damage when they reach the waste-stained stone flooring beneath.

T14. INNER TEMPLE

The PCs finally encounter “Mystra's Sacred Trust” here—one way or another.

Slabs of obsidian line the floor, walls, and high ceiling of this room. Two thick, square columns each hold a single blazing torch on their west face. This arrangement provides uneven light to the front of the temple, but leaves the temple's further recesses in shadowy darkness, especially the two large stone figures set in the rearmost alcoves. Also poorly lit is a dark stone altar set forward from the statues but behind the direct light offered by the pillars.

Day or night, the inner temple always contains two shadow guards—temple guards of particular piety and ability who have not only earned Mystra's Sacred Trust, but who have taken on

elements of the true divine patron of the temple: Shar. They passed through the failed Shadow Gate (see the appendix), and after working with those dedicated to Shar for so long, they have permanently gained the dark template. The shadow guards lurk in the far eastern and western areas of the inner temple, using their hide in plain sight ability to remain unobserved.

When the time comes to graduate a new class of Sacred Trust petitioners, Starweaver Fembrys is also present (he leads the petitioners into the chamber, and presents the *Starry Gnosis* to the petitioners). Under normal circumstances, Shan Thar gives Fembrys a *potion of undetectable alignment* to drink before he greets any outsiders.

If a conflict occurs here, refer to the tactical encounter. If a conflict occurred in area T14 and the PCs come here next, the shadow guards are also ready for a fight—refer to the encounter map.

Tactical Encounter: T14. Inner Temple on page 28.

Presentation of “Mystra's Sacred Trust”: If the PCs have gone through with their three-day-long petition and continue following instructions, they find themselves herded into this chamber (along with other petitioners, if any) at the end of the ritual by Fembrys.

Fembrys asks all petitioners to assemble in the area between the two pillars and in front of (to the west of) the altar.

Once they are assembled, Fembrys intones, “Prepare yourselves to receive the Sacred Trust: You are about to look upon the *Starry Gnosis*. All your questions are soon to be answered.”

Fembrys unlocks a secret compartment in the altar (Search DC 20, Open Lock DC 25) and pulls out the *Starry Gnosis*—a black globe, like a crystal ball gone dark—and holds it for all present to view.

Fembrys uses the *Starry Gnosis* on all present while repeating the most common words of the daily chant, “Knowledge lies between the stars.” The item's full description is on page 156, and a summary appears in tactical encounter T14.

Development: All those who are affected by the *Starry Gnosis* are ordered to gather their belongings and go down the stairs behind the altar to the dungeon level for processing.

Treasure: The *Starry Gnosis* is hidden in the altar (Search DC 22, Open Lock DC 22).

T15. FIRST LANDING

A barred door blocks access between the first landing and the inner temple. Fembrys unbars it when he arrives to oversee the petitioners in area T6 or the ceremony described in area T14, but a shadow guard from T17 bars it again behind him.

Barred Good Wooden Door: 2 in. thick; AC 3; hardness 5; hp 15; break DC 28 (barred).

Development: If the PCs bash on the door or knock on it but do not call out in Fembrys's voice, the shadow guards know something is wrong and they retreat to lie in wait in area T17. If the PCs can somehow perfectly mimic Fembrys's voice and request entrance, the two shadow guards from area T17 open the door, attacking after the PCs get a surprise round.

T16. SECOND LANDING

This wide landing is flanked by two dark statues, both apparently carved of coallike stone, roughly depicting a female human. Soft white light spills from the north and south stairwells.

T17. STONEYARD

A flickering, starry light clings to the statue of a woman in the center of this chamber. The rubble of broken statuary, burned scriptures, and smashed holy vessels is piled about the central statue and elsewhere throughout the chamber. Five doors allow egress into the area, in addition to the stairs.

This refuse-laden chamber is home to two shadow guards and a dark earth elemental (an earth elemental, made up of broken statuary, that has the dark template). Fembrys has quarters off to the east, and could respond in the event of a conflict; if this occurs, refer to the encounter map.

The hallway to area T23 smells of offal, a scent that grows stronger as one approaches the locked, rusty iron door at the end of the passage.

Tactical Encounter: T17. Stoneyard on page 30.

Development: In order to pull off the sham that a temple to Mystra has been founded in Wheloon, the fake priests have secured quite a bit of religious paraphernalia through local merchants and religious suppliers. Having no use for most of the material, they smashed it and left it here. Anyone who succeeds on a DC 10 Knowledge (religion) check determines that the destroyed statuary, burned books, and shattered vessels are dedicated to Mystra.

The only item not destroyed was a central statue whose inherent holy nature was a surprise to everyone. No matter what kind of damage it took, the next night the statue had miraculously become whole again. Worse, it began to give off a glow that is especially unsettling to creatures of shadow. So the fake priests merely began to heap items about it. However, the statue sheds those items in the pattern shown on the map, and it gives off an aura such that anyone who stands in squares indicated around the statue gains a +2 luck bonus to AC and Will saving throws against dark creatures and other beings native to the Plane of Shadow. Mystra, in some small way, has taken note of this sacrilege against her.

T18. LIBRARY

The shelves throughout this room are stuffed with tomes and scrolls, but they are kept in no particular order—they are piled in heaps, and as many lie on the floor as remain on shelves.

The books and tomes here are all beginners' tracts and essays concerning the goddess Mystra, as might be given out to those interested in learning more about her.

Development: The "priests of Mystra" must spend a little time every so often brushing up on their false piety. The lack of order and concern for the material in question is obvious by the condition of the library's materials.

Treasure: A concerted search through the chamber reveals some useful items amid the mess and clutter. A few rounds of concentration with *detect magic* reveals the location of all the magic scrolls, but in case the characters use more mundane means to search the room, each divine scroll is listed below with the Search DC required to retrieve it from the morass: scroll of *delay poison* (DC 22), scroll of *enthrall* (DC 25), scroll of *death ward* (DC 25), scroll of *dispel magic* (DC 27), scroll of *restoration* (DC 27), and a scroll of *hallow* (DC 30). A single Search check locates just one scroll, but if the PCs aid one another or a

PC takes 20, allow the result to find any scroll with a DC equal to or less than the check result.

T19. ANTECHAMBER

Four comfortable-looking chairs are deployed about the perimeter of this chamber. A circular oak table sits in the center of the room.

The fake priests of Mystra's temple sometimes gather in this chamber to relax or meet with Lady Arthas to receive new orders.

T20. EMPTY QUARTERS

This door is locked; the key is lost.

A thin layer of dust covers a bed with ruffled covers, an open wardrobe filled with hanging robes, and a desk.

This chamber was used for a short time by another "priest" of the temple, Father Sambar, the first to attempt to use the failed Shadow Gate (see area T32). His gruesome death would have led the clerics of Shar to destroy the gate, except that a guard who went with him emerged alive—and with the dark template. The room is just as Sambar left it. Nothing of interest can be found in the desk and wardrobe.

Locked Good Wooden Door: 1-1/2 in. thick; AC 3; hardness 5; hp 15; break DC 18 (locked); Open Lock DC 25.

T21. STARWEAVER FEMBRYS'S QUARTERS

This door is locked; Fembrys has the key.

This bedroom, in addition to a neat bed, bureau, and desk, contains eight human heads mounted on the walls like trophies. Glass eyes stare from their yellowed flesh, and the acrid odor of preservative hangs in the air. A long table stands against the south wall, next to a large, upright wooden cabinet.

This is Starweaver Fembrys's personal chamber. When he is not ministering to the dupes in area T6, he can usually be found here. He sleeps quite a bit, spends little time at his desk, and uses most of his free time attending to his hobby—the results of which adorn the walls.

Locked Good Wooden Door: 1-1/2 in. thick; AC 3; hardness 5; hp 15; break DC 18 (locked); Open Lock DC 25.

Desk: PCs who search the desk find some journal-like rants against the atrocity of pretending to worship Mystra, while the "true one" must remain hidden. One piece of paper indicates that "The latest set of petitioners awaits disposition down in the river dungeon—Don't steal any of these for your sad hobby, Fembrys, or you'll find your own head on a wall." This missive is signed "Arthas."

Trophies: The trophies are remnants of eight slain petitioners whose exposure to the *Starry Gnosis* didn't put them under Fembrys's control or who did not use the Weave. Three of the heads were formerly paired with the bodies still in the torture devices in area T29. All eight victims can be identified by their written descriptions in the chest in area T29.

Cabinet: The cabinet is filled with supplies a taxidermist might use: stuffing, thread, glass eyes, preserving liquid, scissors, knives,

and a few bone saws, all of which are worth a total of 100 gp if the PCs can find a buyer for the grisly items.

T22. PRIVY

Two curtained alcoves conceal what must be the source of this room's awful stink. You can hear water running as well.

Each alcove contains a foot-wide hole in the floor that drops into the tributary of the Wyvernflow that runs through area T23, T24, and T33. The water swirls in the bottom of the holes as the river water passes by. The stink comes from individuals not bothering to clean the sides of the holes or the floor around them.

T23. SEWER

A drizzle of smelly sludge drips and slides from a hole in the ceiling to fall 15 feet onto a stone dais. Surrounding the crusted dais is a murky subterranean pool, apparently flowing from an entrance beneath the surface in the pool's northeast corner, around the platform, and out through a similar underwater passage in its southwestern corner.

All the various privies around the temple empty into this chamber. A subterranean channel dives beneath the bluff on which the temple is built, and carries a small tributary of the Wyvernflow away from and then back to the main channel. Water enters from below the surface in the northeastern corner and drains through area T24 to area T33, and then on to the Wyvernflow.

The circular dais is raised about 1 foot above the level of the dank water. The water is 10 feet deep. The current is slow but strong, causing a swimming character to move 5 feet toward the southwestern corner at the end of each round. Otherwise the water should be treated as calm. Any injured character immersed in the polluted water in this chamber risks contracting filth fever (Fort DC 12; 1d3 days; 1d3 Dex and 1d3 Con).

The door visible above the level of the water on the north wall is rusted iron. It is locked, and the key is lost.

Rusted Iron Door: 2 in. thick; AC 3; hardness 8; hp 30; break DC 26; Open Lock DC 20.

T24. SUBTERRANEAN RIVER CHANNEL

This dark channel churns through the bedrock of the bluff and provides no breathable air above its flow until it enters area T33. As with the water in the sewer (area T23), the current is slow, causing a character to move 5 feet toward area T33 at the end of each round. The dim lighting in area T33 isn't visible from underwater until the channel enters that room, making swimming this channel a harrowing option for curious PCs (especially considering what lurks in the water in that room).

The water in the channel is 15 feet deep.

T25. HALLWAY

Familiar-looking statues flank a central path down this wide hall.

The statues are apparently carved from a coallike stone, and all are rough depictions of a female human. The door at the west end of the hallway is locked and trapped.

Locked Good Wooden Door: 1-1/2 in. thick; AC 3; hardness 5; hp 15; break DC 18 (locked); Open Lock DC 25.

Alarm Trap: CR 1/2; mechanical device; touch trigger; manual reset; loud gong rings in area T26 (nearby creatures make a Listen check, modified by distance and intervening doors, to hear the bells); Search DC 19; Disable Device DC 24.

Tactical Encounter: T26. Hallway of Night on page 32.

Development: If the PCs set off the alarm trap, the NPCs in area T26 are ready for them, but if they manage to bypass it, the PCs should get a surprise round when they enter T26.

T26. HALLWAY OF NIGHT

The door between T25 and this room is locked and trapped (see area T25); Lady Arthas has the key.

This wide, utilitarian hall is flanked by several doorways, and the two on the north wall are particularly large. Two torches burn in iron sconces, one on the north wall and one on the south. The south end of the hall contains a great black circular disc of darkness bordered by deep purple stone.

If the PCs open this chamber after having set off the alarm on the door, the tactical encounter is triggered. If they surprise an NPC in areas T26–T31, the same tactical encounter is also triggered.

Tactical Encounter: T26. Hallway of Night on page 32.

Purple-Bordered Ring: The great disc bordered by purple stone is actually an open ring that leads into area T32, but a *permanent image* spell makes it appear as though the circle is filled with a void of darkness that emanates cold. Characters and objects can pass through the illusion without harm, but the void can be disconcerting. Any PC within 10 feet of the circle feels the unnatural chill emanating from it. Interacting with the illusion allows a DC 19 Will saving throw, as normal for the spell.

Characters need to make a successful DC 10 Knowledge (religion) or Intelligence check to recognize the huge circle as a holy symbol of Shar.

T27. SHADOW GUARDROOM

Three spartan cots line the eastern wall, a small wooden chest beneath each.

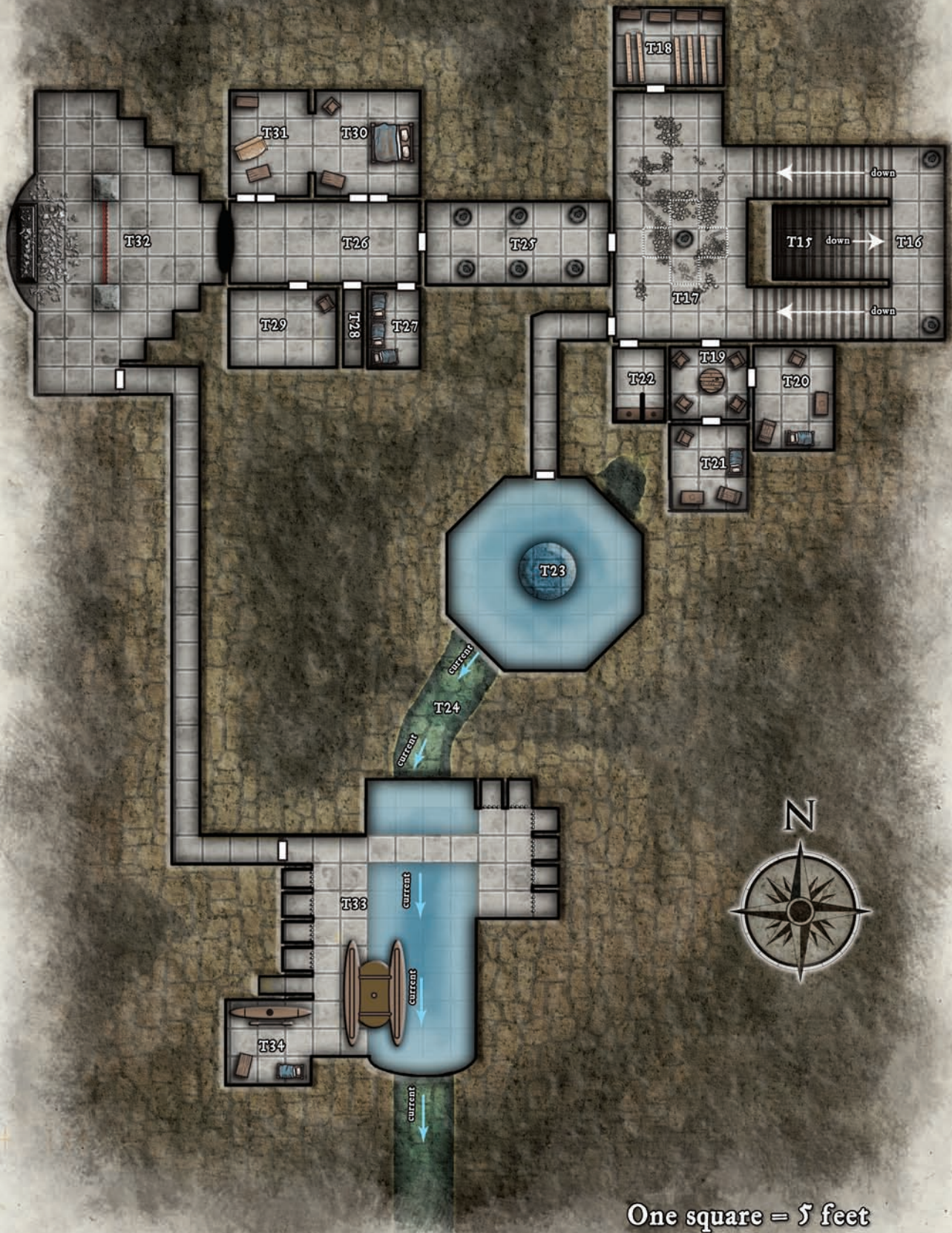
This chamber houses shadow guards, though they require little sleep.

Small Wooden Chest: 1 in. thick; AC 4; hardness 5; hp 10; break DC 17 (locked); Open Lock DC 20.

Each chest is locked and contains the personal belongings of a particular guard, including a couple of changes of clothes, toiletries, a few trinkets, and approximately 20 gp in various types of coins.

One chest has the diary of one of the guards. In the beginning, it's filled with the author's doubts and disappointment about her service to Mystra. She writes about passing through the "Mystic Gate" and being found wanting. As the diary goes on, however, the passages take a darker turn. Her fears of the strange creatures the temple employs and her disgust at their drastic methods of dealing with "defilers" turns to pride in her fearless association with such beings and satisfaction that others who seek to earn Mystra's Sacred Trust are spurned as she was. In the final passages, she describes her glee at failed petitioners'

Temple of Mystra, Dungeon Level



One square = 5 feet

tortured pleas for mercy and hatred for the weakness she showed in her earliest entries.

T28. STORAGE

Two rooms are keyed to this entry. The doors into the rooms lack locks.

Boxes, crates, barrels, and shelves lined with plates and crockery fill this chamber.

This room contains food supplies for those that live on this level and the petitioners kept in area T33.

The room keyed to this entry adjacent to area T33 additionally contains a water barrel filled with live (restocked weekly) shrimp, lobsters, and crabs as food for the amphibious otyugh that serves as the aquatic guardian for that chamber. What food isn't spoiled is worth a total of 77 gp.

T29. TORTURE CHAMBER

The strong wooden door to this room is locked; Lady Arthas has the key.

The foul odor of rotting flesh assaults you as you open the door. A variety of well-used torture equipment is installed in this cold stone chamber: racks, iron maidens, stocks, and other machines of pain. Three contain the headless, rotting, and rat-gnawed corpses of their last victims, disjointed and broken-boned. In one corner lies a pile of cast-off clothing.

In this chamber Lady Arthas allows Starweaver Fembrys to torture individuals for information and gives him free rein to pursue his "hobby" using the petitioners who threw off their domination or were otherwise found wanting. The bodies in the room are those of the local bookseller, Amnic Basult, and two human merchants Duncan and Kenniwick. A wooden chest lies under the pile of clothes in the corner.

Locked Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked); Open Lock DC 25.

Small Wooden Chest: A small unlocked chest in the southeast corner of the room beneath a pile of bloody rags contains odds and ends, including several sets of identification papers of the sort used in Cormyr. Included among those in the chest are papers for one Amnic Basult, a bookseller from Wheloon. Amnic, like all the rest of the named individuals, has gone missing. There are also papers for Duncan and Kenniwick, whom the prisoner in area T33 recalls. All three died here on the rack under the ministrations of Starweaver Fembrys.

T30. LADY ARTHAS'S QUARTERS

The strong wooden door to this room is barred from the inside unless Lady Arthas opens it.

A bed large enough for a giant rests against the east wall. Other pieces of furniture are placed about the room. A huge and thickly stuffed chair sits by an elegant table, a nightstand is near the plush bed, and a chest of drawers rests against one wall.

Lady Arthas enjoys luxury, and she has made the room as comfortable as possible.

If the PCs manage to sneak into the temple this far without raising an alarm, Lady Itthas is 50% likely to be here or in the adjoining study (area T31). If combat occurs here, see the tactical encounter.

Barred Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 35 (barred).

Tactical Encounter: T26. Hallway of Night on page 32.

T31. STUDY

The strong wooden door to this room is barred from the inside unless Lady Arthas opens it.

A divan sits by a low, candlelit and paper-strewn table against the west wall. The north wall holds a wide, tall bookcase filled with curios, sculptures, and some tomes and scrolls.

See the adjoining room (area T30) for general information.

Barred Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 35 (barred).

Desk: This desk is set up for correspondence. A large pile of square-cut pieces of blank parchment is set to one side. Nearby is a quill and several jars of red ink. On the desk lie three letters, two complete and one incomplete. One complete letter is a note to Lord Sarp Redbeard requesting an extension of the tax breaks given to the temple during construction, and the second is a letter to Zendaros Rallogar of Rallogar Hardware seeking to negotiate better rates on monthly temple supplies. The third reads:

"Starweaver Bestra, We've had some trouble out here. Some suspicion. A cleric of Mystra named Tunaster Dranik came to the temple but escaped us. We can only hope we find and kill him before he can summon help. Therefore, with the next shipment east, send"

The letter ends—it contains no address, and no signature.

Treasure: Amid the bric-a-brac on the shelves are some items of value, including a jade vase (50 gp); a silver-plated gnome skull (20 gp); a book of sketches from a famed Cormyrean artist named Klaire Gatewood (200 gp to the proper buyer); and a thin, leatherbound tome set with rubies, which contains a treatise on all the major evil gods of Faerûn including Shar and Cyric (300 gp).

A secret compartment in the desk (Search DC 20) holds a pair of *slippers of spider climbing*.

T32. FAILED SHADOW GATE

Black pillars frame a curtain of gloom darker even than the rest of this cavernous, echoing chamber. Despite the murkiness, the heaped pile of humanoid skeletons lying just beyond the pillars is vaguely visible through the interface. The heap partly covers an obsidian altar along the far wall of the chamber.

Here stands the failed Shadow Gate. When the clerics of Shar built the temple of Mystra, they attempted to open a gate directly to the Plane of Shadow so that they could avoid the overland journey to the Lost Refuge. Due to their inexperience or perhaps because of some effort by Mystra, the attempt failed horribly, instead creating the magical location that now stands in the room.

The failed Shadow Gate (see full magical location description on page 154) is still useful to the fake priests, but it is not

safe—the bodies of those who died attempting to pass through it and gain its benefits were left where they fell upon making the transition. The priests see these deaths as sacrifices to Shar (although Shar's name and symbol are not found anywhere in this temple—except for the likeness of Shar's symbol on the entrance to this room from area T26).

Three displacer serpents live in this chamber, but in the normal course of the adventure, they will have already encountered PCs in area T26. The serpents lived in the ruins on which the temple was built, and when confronted by the clerics of Shar, they bowed their heads and offered service. The clerics took this as a sign from Shar, given the color of the snakes, and they have occupied this room ever since. PCs who search the perimeter of the room find a mess of hair and rubbish that serves as their nest and the well-gnawed bones of petitioners served up as snake food.

Illumination: This room has no source of illumination. In fact, a magical property of the space causes the radius of all light sources to be reduced by half.

Bodies: The heaped skeletal forms are mostly human, though a few elves, dwarves, and halflings are mixed in with the rest. All told, some 50 bodies are heaped in the space behind the pillars, almost completely covering the altar.

Examination of the bodies reveals one odd commonality—no soft tissue remains, but no sign of the removal of that tissue is visible on the bones; it's as if the flesh merely misted away.

Altar: If the bodies are cleared enough to reveal the altar, investigation will not reveal any relevant holy symbols. A successful DC 22 Search check, however, does reveal a locked (Open Lock DC 22) secret compartment in the altar.

Treasure: The secret compartment in the altar contains a +1 *returning chakram* (FRCS 97).

T33. RIVER ACCESS

This dim, cold chamber echoes with the sound of rushing water. A subterranean channel flows from the north wall, bordered by a stone walkway on the west and east. It flows south through a low-ceilinged cave. A span of stone bridges the dark, flowing water. The east and west walls are lined with rusty, iron-barred cells. A human female lies sleeping on the floor of one of them, and two shadow guards stand near her cage. You hear the sounds of someone in the area to your right. A slight sewer stink and the scent of old sweat lingers in the air.

If the PCs enter this chamber and attempt to cross the bridge to the east side of the chamber, or if they raise Mhair's suspicions (he spends a lot of his time in area T34, but responds to the

sound of someone entering the chamber), the tactical encounter is triggered. However, PCs might be able to interact with Mhair before combat ensues.

This chamber is where Shar's clergy stores petitioners who have fallen under the influence of the *Starry Gnosis*, prior to their transfer to the abandoned keep in the Vast Swamp. Once each month, Mhair loads petitioners into a special catamaran during the night and leaves the chamber by way of the cave to the south. The cave exits onto the river from the southernmost tip of the bluff the temple is built into, its entrance hidden by a tangle of logs and branches that Mhair can haul out of the way by pulling on a rope hidden under the water (successful DC 15 Search check to reveal). Mhair waits to be sure no river traffic is near and then pilots the craft across the Wyvernflow to deliver the *dominated* petitioners to the other riverbank.

The petitioners (who are treated to a fresh exposure to the *Starry Gnosis* right before they leave) are given a map by Mhair and instructed to use it to travel as quickly as possible to the location marked: Cormyr's Lost Refuge. Mhair tells them to ask for someone named Bestra when they arrive. Other instructions include to act normally around those met along the way without revealing their status or situation in any way and to listen to Bestra's orders as if they were the instructions of the dominator.

Rivermaster Mhair: If Mhair discovers the PCs in the chamber, he is suspicious, and unless they can reduce his unfriendliness to indifference with a Diplomacy check or a Bluff check, the tactical encounter is triggered.

If the PCs gain Mhair's momentary trust, he relays the following to them as part of a normal conversation:

"What are ya, stupid? Yeah, this is where the petitioners stay. They gotta stay somewhere don't they? Moron."

"They stay until I send them out to the Wyvernflow—didn't Fembrys teach you anything? They follow the map I make 'em."

"Full of questions, ain't ya? Only thing I know is they go to Cormyr's Lost Refuge and ask for Bestra. They never come back here, that's for sure."

"I'm starting to think you're about as bright as a snuffed candle—you know they don't allow us to talk about who the priests actually worship. I don't even know."

If the PCs can conclude their questioning with another successful Diplomacy or Bluff check (this time against DC 15), Mhair lets them go without starting a fight. However, once the PCs cross the bridge, the encounter with the area's watery guardians is triggered, regardless of any success with Mhair.

Designer's Note

The treatise on evil gods found in Lady Arthas's study is merely a list of well-known attributes—not the work of a scholar interested in research and deep knowledge—and certainly not the writing of an evil priest or flattering sycophant. However, if you want to make this book more than simple treasure, you can rule that if a PC takes the time to read the book from cover to cover (an effort of about 4 hours), he or she learns

that a few of the gods in the books are covered in more depth than others, particularly Shar and Cyric. From now on, while the PC who read it keeps the book as a reference, she can make Knowledge (religion) checks on questions related to Shar and Cyric with a +2 circumstance bonus.

—Bruce



Those who tried and failed remain to remind others of the perils of walking through the failed Shadow Gate

Illustration by Chris Dien

Cells: The unlocked cells are used to hold petitioners under the sway of the *Starry Gnosis*, a domination that is renewed every eight days by Starweaver Fembrys. The *dominated* are told to rest quietly, listen to the commands of any shadow guard or fake priest as if the instructions come from the dominator, and not to make any attempt to escape from the cells. Once a month, Mhair gives the petitioners a map and sends them on their way to the Lost Refuge (see above). The petitioners are usually simple commoners, but there's a 25% chance that one is a 1st-level wizard or sorcerer.

Woman in the Cell: The woman in the cell is Veera Wavecrest (CN female Chondathan human rogue 2/sorcerer 2). She is a pirate from the Vilhon Reach who came to Wheloon to repair her ship far from the waters in which she plies her trade. A sorcerer as well as a rogue, she venerates both Mystra and UMBERLEE, and was pulled into the plot at the temple when she visited to pay homage to the Lady of Mysteries.

She does not help the PCs or make any effort to escape. She also doesn't respond to them or their inquiries unless a PC uses the *Starry Gnosis* to compel her to talk. A successful DC 15 Sense Motive check will reveal that she is *dominated*. The *Starry Gnosis* has a caster level of 9th, so the DC to dispel this effect is 20.

If compelled to talk or freed from domination, Veera tells the story of her capture and that, along with her, eleven others underwent the three-day ritual to earn Mystra's Sacred Trust. She spoke to them a great deal during that period, and she can relate a lot about them:

- All but one were travelers or new to town.

- Three possessed no spellcasting ability. These same three were never brought to the river chamber. One was a bookseller from town, whose name she can't recall; the other two were merchants named Duncan and Kenniwick.
- The eight others who were with her in the cages were taken on the boat and out of the chamber by Mhair. They left with all their equipment and normal clothing. Veera was left behind because she couldn't fit on the boat.
- The eight who were taken included: Durgen, a male dwarf cleric of Moradin; Kareem, a male human paladin of Tyr; Smote, a male halfling sorcerer with clever hands; Tholwick, a male human adept; Haliish, a male human cleric of Mystra; and Dava (female), Mendios (male), and Zephan (male), all three human apprentices to an evoker from Marsember who sent them to the temple to make an offering.
- She's not certain how long ago they left, but if the PCs tell her the current date, she'll realize that it's been eight days since their departure.

Catamaran: This double-hulled vessel can hold a total of eight Medium passengers and Mhair, who stands in the rear with a long pole, guiding movement. The craft is worth 500 gp.

Bridge across River Channel: The steeply curved bridge is slick with moisture. A character running or charging on the bridge must succeed on a DC 12 Balance check. A failure by 4 or less results in the character not being able to run or charge but otherwise being able to act normally. A failure by 5 or more results in the character falling in the water.

Tactical Encounter: T33. River Access.

T34. MHAIR'S ROOM

This chamber off the main room is tiled in sandstone, which seems to absorb some of the moisture prevalent in the adjoining chamber. A shiny wood kayak rests on the floor along the north wall. A desk sits in the southwest corner, beneath a map of southeastern Cormyr. A narrow bed lies along the south wall.

Mhair spends a lot of his time here, working on his kayak. See Mhair's reactions in the previous entry (room 33).

Kayak: This sleek, 1-person craft and accompanying paddle (double sided) is perfectly built for the Wyvernflow; it is worth 75 gp.

Desk: Untidy and covered with the debris of many partly eaten meals, the desk also contains a stack of parchment, quills, and ink. The top piece of parchment is inked with a copy of a map showing an easy overland route from the temple of Mystra to the mysterious Lost Refuge. The desk also contains several unrelated maps (personally charted by Mhair) of local river systems, worth 50 gp for their accuracy.

Maps: The map on the wall is a colored map Mhair uses as a reference to draw his maps. The colored map presents the information on the map of southeastern Cormyr that appears on page 152. The PCs can pick up a similar map in Wheloon (although it won't show the Lost Refuge or the Orvaskyte Keep).

Mhair's handwritten map shows the route the petitioners take and presents some locations not on the colored map. Mhair's map appears on page 157. You should photocopy this map for the players, or draw a copy for them.

Mhair's understanding of the location of the monastery is imperfect, since he's never been there. None of the Sharrans has bothered to correct his error. The PCs shouldn't yet understand that the Plane of Shadow is their eventual destination. They might consider avoiding the Lost Refuge and simply traveling on to get to the end point on the map. Allow them to do so if they want, and see Chapter 2: The Journey for some suggestions about how to handle this eventuality.

Treasure: A hidden, locked compartment (Search DC 20, Open Lock DC 20; Mhair has the key) in the desk holds several treasures Mhair has, against orders, appropriated from various *dominated* petitioners who have passed through his care, including: a bag holding 553 gp, a gold bracelet (105 gp), a noble's outfit (75 gp), a gold and silver wire circlet (2,750 gp), a +1 dagger, 3 arrows of orc slaying, and a lens of detection.

chapter 1 conclusion: leaving wheloon behind

After rooting out the evil in the Sharrans' false temple of Mystra, the PCs should have some idea that the priests were dominating Mystra's worshipers and sending them off into the Vast Swamp. However, the PCs shouldn't have any idea why this is happening, and until they find that out, they haven't earned the rest of Tunaster's reward, and any cleric of Mystra tells the PCs this after using magic to contact Tunaster. Having the map to the Lost Refuge and points beyond should propel the PCs across country and on through the rest of the adventure.

If the PCs return to Wheloon to rest and stock up before their journey, they might consider alerting the local authorities to what's going on. If they do so, the authorities insist the PCs

remain under guard while the Purple Dragons investigate their claims. It takes about a day, but then Constal Maximanus Tholl brings them before Lord Sarp Redbeard in Oldstone Hall. Lord Redbeard gruffly offers the PCs his thanks on behalf of the town. He also offers the PCs 500 gp each on the spot to continue investigating the matter without delay. He and the Purple Dragons will remain in Wheloon to ensure the security of the temple and the town.

If the PCs don't alert the authorities, it takes a few days before anyone notes something amiss at the temple, and another couple of days of careful examination by the Purple Dragons. This might or might not lead the authorities to seek out the PCs, depending on who knew the PCs were going to investigate the temple. If they do seek out and find the PCs, the Purple Dragons question them for a day, ending with an audience with Constal Tholl and an angry Lord Redbeard. Lord Redbeard will order them to follow the map and "burn the hive, now that you've stirred up the bees." He offers no reward and instead threatens to imprison them if they disobey the order of a lord. Assuming the PCs agree, Constal Tholl takes them away and offers them 300 gp of his own money to buy supplies for their venture.

After hearing of the PCs' deeds and the evil in the temple that the PCs rooted out, Katriana Donohar of the Harvest Hall and Orlenstar Thirthorn of God's Grove are willing to cast their daily spells for free on the PCs behalf. Both are likely to have *remove disease*, *lesser restoration*, and various *cure* spells available, but if the PCs require *remove curse* or *dispel magic*, they'll have to wait a day. Katriana and Orlenstar offer their daily spells for free, but not scrolls or other items, and their generosity has limits. If the PCs appear to be sandbagging or if they take their gifts for granted, the cleric and druid ask for payment at the usual *Player's Handbook* prices.

chapter 1 story awards

The PCs can earn extra experience for completing certain tasks in the adventure.

- If the PCs converted Kevrin to their cause, award the party 400 XP.
- If the PCs used nonlethal means against the normal human guards of the temple of Mystra, award the party 200 XP.
- If the PCs participated in the full three-day ritual and fought Fembrys after he presented the Starry Gnosis, award the party 500 XP.
- If the PCs reunited the heads in Fembrys's room with the headless bodies in the torture chamber, award the party 100 XP.
- If the PCs returned the heads from Fembrys's room and the headless bodies in the torture chamber to town for proper burial, or otherwise sought to lay their spirits to rest, award the party 100 XP.
- If the PCs used the identification papers in the torture chamber to inform Mela Basult of her husband's fate, award the party 200 XP, or if one PC took on the task, award that PC an extra 100 XP.
- If the PCs discovered both Shar and Cyric were at work in the temple, award the party an extra 200 XP.

ASSASSIN AMBUSH

Encounter Level 7

SETUP

This encounter is triggered if the PCs act on the message delivered by courier asking them to quickly travel to 23 Impil Street for information about the temple.

Normally abandoned, during the period when the ambush is set up, the dead-end street holds Londal Fen (L) hidden around a corner and the rogue Smile (S) hidden 20 feet up on a warehouse roof. A trapped area of the cobbled street is prepared as shown on the map (T).

A swarm of bats (not shown) lies within one of the warehouses. On the third round of combat, the commotion causes the bats to explode from the holes in the eaves of the warehouse and attack those in the alley.

If the trap is sprung, read:

There's an explosion of noise, and something launches into the air from a warehouse roof—a weighted net!

When the PCs see Londal Fen, read:

This haggard human male wears dark gray robes and looks at you with resignation.

A large man rises up from hiding. His armor and skin are painted gray, causing the whites of his eyes to stand out starkly in the dim light of the moon.

When the PCs see Smile, read:

A shape in the shadows shifts, revealing the outline of a small figure. A female halfling wearing a black hood draws back the string of her shortbow with an arrow pointed in your direction.

When the PCs see the bat swarm, read:

Suddenly, hundreds of bats explode from the eaves of a nearby warehouse. Swiftly gathering into a cloud, the bats swoop down into the alley.

TACTICS

The NPCs try to remain hidden for as long as possible. Londal Fen benefits from total concealment until a PC moves near the area of the trap. Smile hides near the edge of the rooftop (remember the distance penalty on Spot checks). Allow the PCs Spot checks; if the ambushers are

LONDAL FEN

CR 6

hp 49 (6 HD)

Male Chondathan human fighter 6

NE Medium humanoid

Init +1; Senses Listen +3, Spot +4

Languages Chondathan, Common

AC 19, touch 11, flat-footed 18

Fort +7, Ref +3, Will +3

Speed 20 ft. (4 squares) in full plate

Melee +1 greatsword +12/+6 (2d6+7/19–20)

Base Atk +6; Grp +9

Atk Options Cleave, Combat Reflexes, Great Cleave, Improved Sunder, Power Attack, Quick Draw

Combat Gear 3 *potions of bull strength*

Abilities Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8

Feats Cleave, Combat Reflexes, Great Cleave, Improved Sunder, Power Attack, Quick Draw, Weapon Focus (greatsword), Weapon Specialization (greatsword)

Skills Intimidate +8, Listen +3, Spot +4

Possessions combat gear plus +1 *greatsword*, full plate, satchel with 830 gp and note reading “Your payment for silencing the troublemakers.”

Hook “Your time is over.”

spotted, roll initiative. Otherwise, combat begins when one or more PCs set off the trap or try to open the door to 23 Impil Street, at which point all the NPCs get a surprise round of actions. Place the NPCs as their initiatives come up if they haven't previously been spotted.

Smile stays on the roof and fires at the PCs, preferring to fire at spellcasters as they are in the act of casting. She uses hit-and-run tactics, attacking and moving out of view only to sneak up and attack again from a different spot so that she can use sneak attacks. If Smile drops below 5 hit points, she sucks down her *potion of invisibility* and tries to sneak away, leaving town for good.

Londal Fen prepares for combat by drinking one of his three *potions of bull's strength* while the PCs are entering the alley. When the battle begins, he charges to attack the closest PC not caught in the net. Londal is dedicated to Shar's cause and fights to the death.

The bat swarm flies about each round, attacking both the PCs and NPCs. It starts with those in the alley, moving from one and then to another until it has attacked them all once. It then flies to the roof and attacks anyone there. Assuming it survives to attack everyone once, it then flies off into the night.

Once the combat is ended, refer back to page 8 to continue the adventure.

SMILE

CR 4

hp 20 (4 HD)
 Female halfling rogue 4
 NE Small humanoid
Init +4; **Senses** Listen +9, Spot +7
Languages Chondathan, Common, Halfling, Gnome

AC 19, touch 15, flat-footed 19; evasion, uncanny dodge
Fort +3, **Ref** +9, **Will** +2

Speed 20 ft. (4 squares)
Melee mwk rapier +3 (1d4)
Ranged +1 composite shortbow +9 (1d4+1) or
Ranged +1 composite shortbow +10 (1d4+1) if target within 30 ft.

Base Atk +3; **Grp** -1
Atk Options Point Blank Shot, Precise Shot; sneak attack +2d6
Combat Gear *potion of cure light wounds*, *potion of invisibility*

Abilities Str 12, Dex 18, Con 13, Int 14, Wis 10, Cha 8
SQ trapfinding, trap sense +1
Feats Point Blank Shot, Precise Shot
Skills Balance +8, Bluff +3, Climb +5, Disable Device +11, Hide +14, Jump +4, Listen +9, Open Lock +13, Move Silently +12, Search +9, Spot +7, Tumble +10, Use Magic Device +2
Possessions combat gear plus masterwork rapier, +1 composite shortbow (+1 Str bonus), studded leather

Hook "Arrows striking home makes me smile."

BAT SWARM

CR 1

hp 13 (3 HD)
 N Diminutive animal (swarm)
Init +2; **Senses** blindsense 20 ft., low-light vision; Listen +11, Spot +11

AC 16, touch 14, flat-footed 12
Fort +0 **Ref** 6, **Will** +4
Immune weapon damage, targeted spells, grappling, tripping, bull rushing

Speed 5 ft. (1 square), fly 40 ft. (good)
Melee swarm (1d6 plus wounding)
Space 10 ft.; **Reach** —
Base Atk +2; **Grp** —
Atk Options distraction

Abilities Str 3, Dex 15; Con 10, Int 2, Wis 14, Cha 4
Feats Alertness, Lightning Reflexes
Skills Listen +11, Spot +11

Hook The swarm swerves around any open flame.

Distraction (Ex) A living creature that begins its turn with a swarm in its space must succeed on a DC 11 Fortitude save or be nauseated for 1 round.

Wounding (Ex) Any living creature wounded by a bat swarm continues to bleed, losing 1 hit point each round thereafter. Multiple wounds do not result in cumulative bleeding loss. The bleeding can be stopped with a successful DC 10 Heal check or the application of healing magic.

FEATURES OF THE AREA

Warehouses: Several vacant warehouses line this dead-end street. The roofs of the warehouses generally stand 20 feet above street level. Each warehouse has wooden walls and strong wooden doors.

Roughly half the warehouses are largely empty. The other half hold rows of open-topped crates filled with rotting vegetables and fruit.

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

Wooden walls increase the DC of Listen checks to hear through them by 5. The hit points and break DC shown are for a 10-foot section. If a wooden wall is breached, the squares breached and all adjacent nonwall squares become light debris.

Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked); Open Lock DC 25.

23 Impil Street: A brass plaque over this door reads "23 Impil Street." However, beyond the locked door is an empty warehouse no different from all those that surround it.

Net Trap: The assassins have prepared this net trap to help get the drop on their victims.

Large Net Trap: CR 2; mechanical; location trigger; manual reset; Atk +5 melee (characters in the net's 10-foot square are entangled; see PH 119); Search DC 20; Disable Device DC 25.

Small Wooden Crates: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a crate with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on a crate gains a +1 bonus on melee attacks against opponents on the ground. A crate provides cover.



OUTER COURTYARD

Encounter Level 6

SETUP

This encounter usually begins with two temple guard archers (A) up on the wall tops, the phony Mystran priest Shan Thar (S) located as shown, and up to 2d4+2 1st-level commoners (not shown) scattered throughout the courtyard.

Roll initiative and give the PCs the read-aloud text; note that even in his fury, Shan Thar won't give away the true nature of the temple in front of the courtyard's bystanders. Place all the NPCs on the map (randomly place the commoners, which are not shown), but don't place the temple guards (G) from area T5 until they arrive, or Kevrin (K) until he arrives from area T4.

When the combat begins, read:

Shan Thar's smiling face vanishes like a mask being torn away and is replaced with a visage of dark fury. He screams, "Mystra knows your sins! Guards, to the attack!"

When the PCs see Kevrin, read:

This haggard human male wears dark gray robes and looks at you with resignation.

When the PCs see the guards, read:

Dressed in scale mail and bearing bows and longswords, these humans seem ready to lay their lives down in defense of the temple.

TACTICS

Shan Thar spends the first round exhorting the guards. Then he attempts to use his *wand of bane* on the PCs and calls for Kevrin's aid. In later rounds, Shan attacks with *sound burst* and his other spells. If things go poorly and he has the chance to do so, he casts *invisibility* on himself and tries to slip away.

Kevrin normally stays in area T4 but responds to any alarm or the sounds of combat. He then stands just inside the door to his chamber and casts *magic missile*. If things go badly, he tries to close the door and lock it.

SHAN THAR

CR 3

hp 23 (3 HD)

Male Tethyrian human cleric 3

NE Medium humanoid

Init -1; Senses Listen +2, Spot +2

Languages Chondathan, Common

AC 19, touch 9, flat-footed 19

Fort +5, Ref +0, Will +5

Speed 20 ft. (4 squares)

Melee longsword +4 (1d8+1)

Base Atk +2; Grp +3

Combat Gear *wand of bane* (20 charges), 2 *potions of cure light wounds*

Cleric Spells Prepared (CL 3rd):

2nd—*invisibility*^D, *sound burst* (DC 16)

1st—*disguise self*^D, *doom* (DC 14), *magic weapon*, *shield of faith*

0—*detect magic*, *guidance*, *resistance*

D: Domain spell. Deity: Cyric. Domains: Trickery, Illusion

Abilities Str 12, Dex 8, Con 14, Int 10, Wis 15, Cha 13

Feats Brew Potion, Weapon Focus (mace), Spell Focus (evocation)

Skills Concentration +8, Bluff +7, Knowledge (religion) +6, Listen +2, Spot +2

Possessions combat gear, full plate, heavy steel shield, *disc of secrets** (see page 154), *potion of undetectable alignment*, key to secret desk drawer in area T4

* Shan Thar's *disc of secrets* has a second command word, "lies," which, if spoken after the normal command word, causes a jawless white skull (Cyric's holy symbol) to appear within the field of black.

Hook "Mystra's Weave touches us all, whether we know it or not."

Archers and temple guards share the same stats, but react differently, depending on where they are located. The two archers shoot at whatever foes Shan Thar indicates, even if it means shooting into melee. The other three temple guards arrive from their hut outside (area T5) in 1d4+1 rounds. All the guards fight fearlessly because they believe that the temple will prevail and that Mystra's clerics will heal them.

Once the combat has been completed, refer back to page 11 to continue the adventure.

5 ARCHERS/TEMPLE GUARDS

CR 1

hp 6 each (1 HD)
Human fighter 1
N Medium humanoid
Init +1; **Senses** Listen +3, Spot +3
Languages Chondathan, Common

AC 15, touch 11, flat-footed 14; **Dodge**
Fort +4, **Ref** +1, **Will** +1

Speed 20 ft. (4 squares)
Melee longsword +4 (1d8+2/19–20)
Ranged longbow +4 (1d8)
Base Atk +1; **Grp** +3

Abilities Str 15, Dex 14, Con 13, Int 10, Wis 12, Cha 8
Feats Dodge, Weapon Focus (longbow), Weapon Focus (longsword)

Skills Climb +2, Listen +3, Spot +3
Possessions longsword, longbow with 20 arrows, scale mail, key to individual chest from area T5 (1 guard has set of keys to battlement access hatch in area T3)

Hook “Defend the temple, you bastards!”

KEVRIN THE DEVOUT SORCERER

CR 1

hp 11 (1 HD)
Male Chondathan human sorcerer 1
N Medium humanoid
Init +2; **Senses** Listen +1, Spot +1
Languages Chondathan, Common

AC 16 (*mage armor*), touch 12, flat-footed 10
Fort +2, **Ref** +1, **Will** +3

Speed 30 ft. (6 squares)
Melee shortspear –1 (1d6–1)
Base Atk +0; **Grp** –1

Special Actions spellcasting
Combat Gear *potion of cure light wounds*

Sorcerer Spells Known (CL 1st):
1st (4/day)—*magic missile, silent image*
0 (5/day)—*detect magic, ghost sound, light, read magic*

Abilities Str 8, Dex 14, Con 13, Int 10, Wis 12, Cha 15

Feats Toughness (2)

Skills Concentration +4, Knowledge (arcana) +4, Spellcraft +4

Hook “If Shan says it, I believe it.”

FEATURES OF THE AREA

Statues: 10 ft. tall; AC 2; hardness 8; hp 1,800; break DC 50; Climb DC 15.

A statue provides cover; it can be pushed over with a Strength check that meets or exceeds its break DC, dealing 10d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over statue fills the squares it falls in with heavy debris.

Small Stone Altars: 3 ft. thick; hardness 8; hp 540; break DC 40. It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of an altar with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on an altar gains a +1 bonus on melee attacks against opponents on the ground. An altar provides cover.

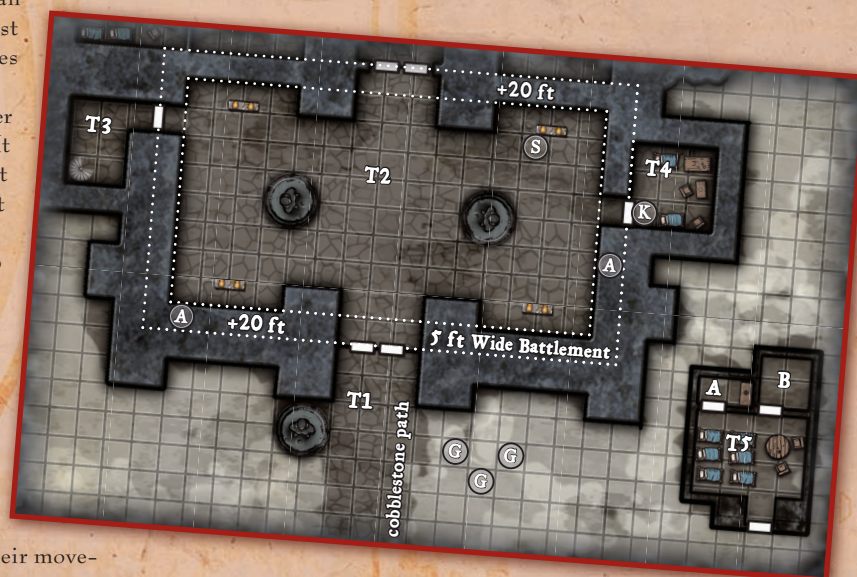
Battlement Access: The door to this chamber is normally locked. It is not open to the sky. It contains supplies stacked in a corner (difficult terrain) and spiral stairs that ascend 20 feet through the ceiling to the battlements.

Steep Spiral Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square; mounted characters make DC 10 Ride checks instead. Characters who fail stumble and must end their movement 1d2×5 feet later. Characters who fail their check by 5 or more take 1d6 points of damage and fall prone in the square where they end their move-

ment. Steep stairs increase the DC of Tumble checks by 5; characters gain cover against foes below them on spiral stairs because they can easily duck around the staircase’s central support.

Battlement: A 5-foot-wide walkway completely encircles the outer courtyard. It is 20 feet above the ground. From it, an archer gains cover (+4 to AC) against ranged attacks from someone on the ground either inside or outside the outer courtyard.

Barred and Iron-Reinforced Wooden Doors (Courtyard Doors): 1 ft. thick; AC 2; hardness 5; hp 150; break DC 37 (barred). Each door measures 90 square feet; a *knock* spell cast at 9th level can open one if barred. The doors are barred at night, but open by day.



MIDDLE TEMPLE

Encounter Level 6

(4 if Fembrys is not present)

SETUP

This chamber normally holds two temple guards (G) on duty (two are off duty in area T8; they show up 2 rounds after combat begins), the phony priest Fembrys (F), and up to 1d4–1 1st-level commoners (not shown).

Roll initiative. Place all the NPCs on the map as shown (randomly place the commoners. Don't place the off-duty guards until they show up from area T8.

When the PCs see Fembrys, read:

This scowling and wizened human male has eyes that burn with fury.

When the PCs see the guards, read:

Like the guards on the walls outside, these men seem ready to give their lives for Mystra.

QUOTES

The guards are well-meaning men who serve the temple for pay but also due to a growing devotion to Mystra. They've seen many people invited back to earn Mystra's Sacred Trust, including some of the other guards. They've seen their former compatriots from time to time (the shadow guards), and they're awed by the change that has come over them. Father Shan Thar has told them that if they show loyalty and bravery in defense of the temple, they might soon be invited to earn Mystra's Sacred Trust.

You can represent this to the players, and give the guards a little more personality, by having the guards talk to one another as they fight the PCs. Here are some quotes you might use:

"Watch me, Father! I'll show this lot how to deal with defilers!"

"Scum! How dare you start a fight here? This is holy ground."

"For Mystra and magic!"

"Get behind him! Get behind him!"

"I don't need magic to take you on."

"Mystra, guide my blade!"

"If we fall, the clerics will heal us. Who's going to pick up your pieces?"

"Mystra, be with me now!"

"I'd beat you to a pulp for free."

TACTICS

The temple guards swarm the PCs with their swords, fighting to unconsciousness (they think they'll be healed by the Mystran clerics inside).

Fembrys begins by casting *bane*; then he casts *cause fear* on the PC he judges to have the lowest Will save. Thereafter, he casts *sound burst* for a few rounds, or perhaps *inflict serious wounds*. If things go poorly and he has the chance to do so, he casts *sanctuary* on himself and tries to slip away.

DEVELOPMENT

If the PCs defeat Fembrys here, the encounter for area T14 doesn't occur as written. Instead, have the shadow guards in that encounter attempt to hide and follow the PCs as they descend the stairs. This will make the encounter in area T17 more challenging. If the PCs are having a lot of trouble with that encounter, allow them to escape. The shadow guards fight to the death, but they don't know if they should pursue the PCs beyond the boundaries of the temple. Lacking Fembrys's leadership, they choose the more cautious option of reporting to Lady Arthas.

Once the combat is completed, refer back to page 13 to continue the adventure.

STARWEAVER FEMBRY'S

CR 5

hp 39 (5 HD)
Male Chondathan human cleric 5
NE Medium humanoid
Init -1; **Senses** Listen +3, Spot +3
Languages Chondathan, Common

AC 17, touch 9, flat-footed 17
Fort +7, **Ref** +1, **Will** +8

Speed 20 ft. (4 squares)
Melee heavy mace +6 (1d8+2)
Ranged chakram +2 (1d4+1)
Base Atk +3; **Grp** +4
Special Actions spellcasting, rebuke undead
Combat Gear scroll of restoration

Cleric Spells Prepared (CL 5th):
3rd—*clairaudience/clairvoyance*^D, *dispel magic*, *cure serious wounds*
2nd—*detect thoughts*^D, *sound burst* (3) (DC 15)
1st—*detect secret doors*^D, *bane* (DC 15), *cause fear* (DC 15), *command* (DC 15), *sanctuary*
0—*detect magic*, *guidance*, *resistance*
D: Domain spell. Deity: Shar. Domains: Darkness, Knowledge

Abilities Str 12, Dex 8, Con 14, Int 10, Wis 16, Cha 13
Feats Blind-Fight^B, Weapon Focus (mace), Shadow Weave Magic, Toughness
Skills Concentration +10, Bluff +6, Diplomacy +3, Knowledge (religion) +8, Listen +3, Spot +3
Possessions combat gear plus heavy mace, 10 chakrams (FRCS 97), *cloak of resistance* +1, *scroll of restoration*, full plate, *disc of secrets*, key to area T11, key to secret compartment in area T14's altar, key to area T21

Hook Fembrys isn't much for talking. He instructs, or he kills those who question his faith.

4 TEMPLE GUARDS

CR 1

hp 6 each (1 HD)
Human fighter 1
N Medium humanoid
Init +1; **Senses** Listen +3, Spot +3
Languages Chondathan, Common

AC 15, touch 11, flat-footed 14; **Dodge**
Fort +4, **Ref** +1, **Will** +1

Speed 20 ft. (4 squares)
Melee longsword +4 (1d8+2/19-20)
Ranged longbow +4 (1d8)
Base Atk +1; **Grp** +3

Abilities Str 15, Dex 14, Con 13, Int 10, Wis 12, Cha 8
Feats Dodge, Weapon Focus (longbow), Weapon Focus (longsword)
Skills Climb +2, Listen +3, Spot +3
Possessions longsword, longbow with 20 arrows, scale mail, key to individual chest from area T8

Hook "We prefer you not speak in the middle temple."

FEATURES OF THE AREA

Wide Pillars: 5 ft. thick; AC 3; hardness 8; hp 900; break DC 45; Climb DC 20.

Three rows of large, square pillars support a roof 15 feet overhead. Everburning torches are ensconced on the east and west surfaces of each column; each wide pillar provides cover.

Small Stone Altar: AC 4; hardness 8; hp 540; break DC 40.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of an altar with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on an altar gains a +1 bonus on melee attacks against opponents on the ground. An altar provides cover.

Barred and Iron-Reinforced Wooden Doors (Courtyard Doors): 1 ft. thick; AC 2; hardness 5; hp 150; break DC 37 (barred). Each door measures 90 square feet; a *knock* spell cast at 9th level can open one if barred. The doors are barred at night but open by day.

Petitioners' Quarters (T7): Those seeking Mystra's Sacred Trust reside in these stark cells for up to a week.

Guard Quarters (T8): The middle temple guards sleep and eat here when not on duty.

Temple Fare (T9): Petitioners and guards alike are fed from the stores of dried food kept here. Other supplies for petitioners are also kept here.

Vestry (T10): Petitioners' vestments (black robes) hang here, to be worn after daily washing.

Sacristy (T11): This locked room contains holy paraphernalia used in middle temple services. Fembrys has the key.

Locked Good Wooden Door: 1-1/2 in. thick; AC 3; hardness 5; hp 15; break DC 18 (locked); Open Lock DC 25.



INNER TEMPLE

Encounter Level 6

(4 if Fembrys is not present)

SETUP

This chamber normally holds two shadow guards (S) that hide out of sight from the door. It's possible Fembrys (F) is also here, if the PCs have come here to see the *Starry Gnosis* as part of the temple program.

Roll initiative. Place Fembrys (if present), but don't place the shadow guards (if they haven't yet been detected) until their initiative count comes up. When the shadow guards are placed, give the PCs the read-aloud text.

Note that if the PC flee back to area T6, the guards there engage them after a round of gathering their weapons in the guardroom.

When the shadow guards reveal themselves, read:

The torches dim in unison. Two warriors in banded mail slide from the shadows, one from each edge of the chamber. They appear somehow distorted—shadowed and colorless.

TACTICS

The shadow guards close on intruders, fighting to the death. Their piety was betrayed, and now they believe their condition forces them to serve the dictates of the false priests and their unknown gods.

If Fembrys fights the PCs, he begins by casting *bane*; then he casts *cause fear* on the PC he judges to have the lowest Will save. Thereafter, he casts *sound burst* for a few rounds, or perhaps *inflict serious wounds*. If things go poorly and he has the chance, he casts *sanctuary* on himself and tries to slip away. Note that Fembrys cannot hold both the *Starry Gnosis* and his weapon while casting spells.

If the PCs did not defeat the guards in area T6, they are in area T8 playing a dice game. Accustomed to strange noises from area T14, they do not react for 3 rounds, instead waiting for things to quiet down on their own. If they do not see any shadow guards, they attack the PCs, but if they see the fate of some of their former companions, they do not attack, and have an unfriendly attitude toward both the PCs and the temple residents until something sways them to become hostile or helpful toward either side.

Once the combat is completed, refer back to page 14 to continue the adventure.

DESIGNER'S NOTE

If the PCs fought their way into the temple, this encounter likely doesn't occur as written. Instead, consider having the PCs burst in on the crucial bit of the ceremony, then the PCs might have to contend with a few *dominated* commoners and 1st-level wizards in addition to Fembrys and his minions.

On the other hand, if the PCs went through the ritual, they likely face a tough fight without their equipment, during which some of them might also become *dominated*. You can handle this difficult test in a number of ways. If one or more PCs become *dominated* but others are not, allow those not *dominated* to make DC 15 Sense Motive checks to understand what happened to their companions. Also, a character who understands that the *Starry Gnosis* is the item responsible for *dominating* the PCs might try to take it or destroy it. Destruction of the *Starry Gnosis* will free *dominated* characters, and grabbing it from Fembrys should give the PC holding the item control over all *dominated* creatures present. A PC without the Shadow Magic feat who grabs it or uses it to command anyone present takes 1d4 points of Wisdom damage each time a command is given. Also keep in mind that a *dominated* PC ordered to attack his allies gets a new Will save with a +2 bonus each round.

If the worst happens—either all the PCs are *dominated*, or the ones not *dominated* are swiftly defeated—the adventure doesn't have to end. *Dominated* PCs are given their equipment and sent to the dungeon level through the normal process of moving victims on toward the Lost Refuge. If all of them are *dominated*, the PCs will literally walk through many of the encounters in this adventure, learning more about the villains' plans as they go. Eventually you should create a situation where one or more PCs gets a new Will save, such as one of their captors abusing a PC or forcing a PC to give up a beloved item.

Fembrys will stop fallen PCs from dying to keep them for his hobbies of torturing and taxidermy, and he might boast about doing so as the *dominated* PCs are being led away by the shadow guards. Leaving friends behind in the hands of a torturer certainly qualifies as something against a PC's nature, allowing *dominated* PCs new Will saves with a +2 bonus.

—Matthew

STARWEAVER FEMBRYs

CR 5

hp 39 (5 HD)
Male Chondathan human cleric 5
NE Medium humanoid
Init -1; **Senses** Listen +3, Spot +3
Languages Chondathan, Common

AC 17, touch 9, flat-footed 17
Fort +7, **Ref** +1, **Will** +8

Speed 20 ft. (4 squares)
Melee heavy mace +6 (1d8+2)
Ranged chakram +2 (1d4+1)

Base Atk +3; **Grp** +4
Special Actions spellcasting, rebuke undead

Combat Gear scroll of restoration

Cleric Spells Prepared (CL 5th):

3rd—*clairaudience/clairvoyance*^D, *dispel magic*, *cure serious wounds*

2nd—*detect thoughts*^D, *sound burst* (3) (DC 15)

1st—*detect secret doors*^D, *bane* (DC 15), *cause fear* (DC 15), *command* (DC 15), *sanctuary*

0—*detect magic*, *guidance*, *resistance*

D: Domain spell. Deity: Shar. **Domains:** Darkness, Knowledge

Abilities Str 12, Dex 8, Con 14, Int 10, Wis 16, Cha 13

Feats Blind-Fight^B, Weapon Focus (mace), Shadow Weave Magic, Toughness

Skills Concentration +10, Bluff +6, Diplomacy +3, Knowledge (religion) +8, Listen +3, Spot +3

Possessions combat gear plus heavy mace, 10 chakrams (FRCS 97), *cloak of resistance* +1, *scroll of restoration*, full plate, *disc of secrets*, key to area T11, key to secret compartment in area T14's altar, key to area T21

Hook Fembrys isn't much for talking. He instructs, or he kills those who question his faith.

2 SHADOW GUARDS

CR 2

hp 7 each (1 HD)
Dark human fighter 1
N Medium humanoid (extraplanar)
Init +1; **Senses** darkvision 60 ft., superior low-light vision; Listen +3, Spot +3
Languages Chondathan, Common

AC 17, touch 11, flat-footed 14; **Dodge**

Resist cold 10
Fort +4, **Ref** +1, **Will** +1

Speed 30 ft. (6 squares)
Melee longsword +4 (1d8+2/19-20)

Ranged longbow +3 (1d8)

Base Atk +1; **Grp** +3

Combat Gear *potion of cure light wounds*

Abilities Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8

Feats Dodge, Weapon Focus (longbow), Weapon Focus (longsword)

Skills Climb +0, Hide +3, Listen +3, Move Silently +1, Spot +3

Possessions combat gear plus longsword, longbow with 20 arrows, banded mail

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Hook "We passed through the Shadow Gate, and didn't find Mystra at the end. . ."

Note These humans have the dark template due to passing through the failed Shadow Gate and being drawn under Shar's influence.

FEATURES OF THE AREA

Wide Pillars: 5 ft. thick; AC 3; hardness 8; hp 900; break DC 45; Climb DC 20.

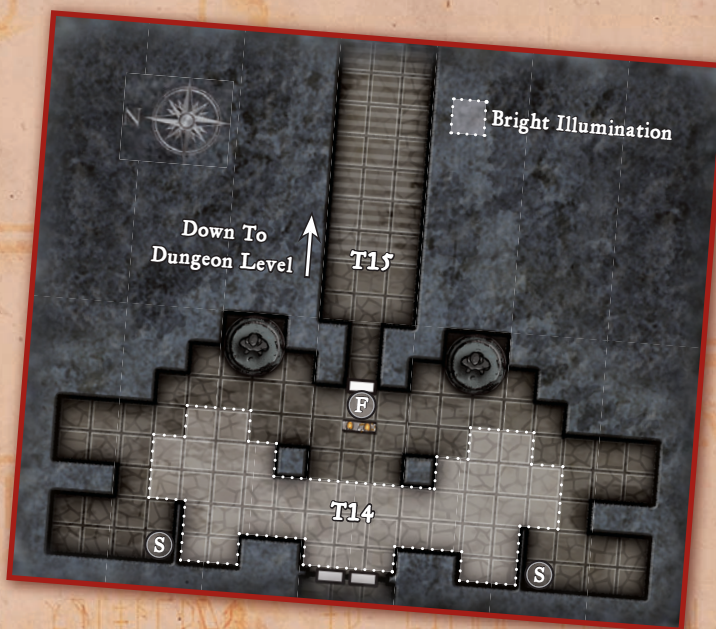
Two square pillars support a roof 15 feet overhead. *Everburning torches* are ensconced on the west surface of each column.

Small Stone Altar: 3 ft. thick; hardness 8; hp 540; break DC 40.

It costs 2 squares of movement to enter this square. A Medium character can hop up on top of an altar with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on an altar gains a +1 bonus on melee attacks against opponents on the ground. An altar provides cover.

Barred and Iron-Reinforced Wooden Doors (Inner Doors): 1 ft. thick; AC 2; hardness 5; hp 150; break DC 37 (barred). Each door measures 90 square feet; a *knock* spell cast at 9th level can open one if barred. The doors are barred at night but open by day.

Barred Good Wooden Door: 2 in. thick; AC 3; hardness 5; hp 15; break DC 28 (barred).



STONEYARD

Encounter Level 6

SETUP

This chamber normally holds two shadow guards (S) and a dark earth elemental (E) that initially doesn't look like anything other than another pile of stony rubble.

It's possible Fembrys (not shown) could also turn up from area 21. If the PCs haven't yet dealt with him, his statistics are on page 28.

The guards likely heard the PCs opening the door above or descending the stairs and should be ready hiding in plain sight in the room (Hide +3). When a PC descends the stairs, combat begins. Immediately have PCs who can see into the room make Spot checks and place the shadow guards if they are spotted. Roll initiative. If the shadow guards aren't seen, they get a surprise round. Do not place the dark earth elemental until its initiative count (at which point it uses a standard action to "stand up" and reveal itself as a threat). Fembrys, if available, shows up on his turn during the third full round of combat from the eastern door.

When the dark earth elemental takes its first action, read:

A portion of the rubble shudders as shadows suddenly swarm about it. The pile congeals and rises, revealing itself as an animate stony mass, its clublike arms composed of jagged broken statuary.

TACTICS

The shadow guards try to flank the PCs, using the dark earth elemental when possible; but since they do not speak Terran, they cannot perform complicated tactics with it. The dark earth elemental attacks any creature attempting to search through the rubble, or if combat begins in this room. It moves through the walls to the stairs in order to block escape from one stairwell, and attacks until it is destroyed.

If the PCs are having an easy time with this encounter, have the dark earth elemental take cover within a wall. Using its earth glide ability, it can remain partially in the stone as it fights, gaining a +4 cover bonus to AC.

2 SHADOW GUARDS

CR 2

hp 7 each (1 HD)

Dark human fighter 1

N Medium humanoid (extraplanar)

Init +1; **Senses** darkvision 60 ft., superior low-light vision; Listen +3, Spot +3

Languages Chondathan, Common

AC 17, touch 11, flat-footed 14; **Dodge**

Resist cold 10

Fort +4, **Ref** +1, **Will** +1

Speed 30 ft. (6 squares)

Melee longsword +4 (1d8+2/19–20)

Ranged longbow +3 (1d8)

Base Atk +1; **Grp** +3

Combat Gear *potion of cure light wounds*

Abilities Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8

Feats Dodge, Weapon Focus (longbow), Weapon Focus (longsword)

Skills Climb +0, Hide +3, Listen +3, Move Silently +1, Spot +3

Possessions combat gear plus longsword, longbow with 20 arrows, banded mail

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Hook "We passed through the Shadow Gate, and didn't find Mystra at the end. . ."

Note These humans have the dark template due to passing through the failed Shadow Gate and being drawn under Shar's influence.

Are the pcs losing?

If things aren't going well for the PCs, consider having Mystra take a more direct hand in aiding the PCs' efforts on her behalf. Through her magic and the influence her holy image has within the temple, Mystra could animate her statue, despite Shar's power over the place. The animated statue fights on behalf of the PCs, primarily battling the dark earth elemental. Once the dark earth elemental is defeated, the statue makes a thankful motion of blessing toward the PCs and then returns to its normal state. Note that the statue benefits from its own magic aura (see Features of the Area); those bonuses are figured into its statistics block.

Once the combat has concluded, refer back to page 16 for more information regarding the Stoneyard.

DARK EARTH ELEMENTAL

CR 4

hp 30 (4 HD)
NE Medium elemental (extraplanar)
Init -1; Senses darkvision 60 ft., superior low-light vision;
Listen +4, Spot +3

Languages Terran

AC 18, touch 9, flat-footed 18

Resist cold 10

Fort +7, Ref +0, Will +1

Speed 30 ft. (6 squares)

Melee slam +7 (1d8+9)

Space 5 ft.; Reach 5 ft.

Base Atk +3; Grp +8

Atk Options earth mastery, Power Attack (-1 attack, +1 damage)

Special Actions Cleave, push

Abilities Str 21, Dex 8, Con 17, Int 4, Wis 11, Cha 11

SA push, earth mastery

SQ earth glide, elemental traits, hide in plain sight

Feats Cleave, Power Attack

Skills Hide +7, Listen +4, Move Silently +5, Spot +3

Earth Mastery (Ex) Gains a +1 bonus on attack rolls and damage rolls if both it and its foe are touching the ground. If an opponent is airborne or waterborne, the elemental takes a -4 penalty on attack rolls and damage rolls.

Earth Glide (Ex) Can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing a burrowing earth elemental flings the elemental back 30 feet, stunning the creature for 1 round unless it succeeds on a DC 15 Fortitude save.

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Push (Ex) Can start a bull rush maneuver without provoking an attack of opportunity. The combat modifiers given in Earth Mastery, above, also apply to the elemental's op-posed Strength checks.

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Hook Bathed in shadow as it moves.

Note This earth elemental has the dark template due to passing through the failed Shadow Gate and being drawn under Shar's influence.

STATUE OF MYSTRA

CR 2

Medium animated object

hp 31 (2 HD)

N Medium construct

Init +0; Senses darkvision 60 ft., low-light vision; Listen -5, Spot -5

AC 16, touch 12, flat-footed 16

Fort +0, Ref +0, Will -3

Speed 40 ft. (8 squares)

Melee slam +2 (1d6+1)

Base Atk +1; Grp +2

Abilities Str 12, Dex 10, Con —, Int —, Wis 1, Cha 1

FEATURES OF THE AREA

Gradual Stairs: These stairs don't affect movement, but characters who attack a foe below them gain a +1 bonus on attack rolls for being on higher ground.

Light Debris: Light debris adds 2 to the DC of Balance and Tumble checks, and it imposes a -2 penalty on Move Silently checks. Any creature attempting to run or charge over light debris must succeed on a DC 10 Balance check or be unable to do so but act normally otherwise.

Magic Statue of Mystra: 5 ft. thick; AC 3; hardness 8; hp 900; break DC 45; Climb DC 15; overwhelming abjuration; CL 20th.

The statue provides cover; it can be pushed over with a Strength check that meets or exceeds its break DC, dealing 10d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over statue fills the squares it falls in with heavy debris.

This statue gives off an aura of magical light equivalent to a lantern. Any creature who stands in the outlined squares, indicated around the statue on the map gains a +2 luck bonus to AC and Will saving throws against dark creatures and other creatures native to the Plane of Shadow.



HALLWAY OF NIGHT

Encounter Level 6

SETUP

This encounter is triggered if the PCs enter this room and gain the notice of the shadow guards on duty.

This chamber normally holds two shadow guards (S). If the PCs set off the alarm in the door or otherwise made a lot of noise before entering, both guards are hiding in plain sight (Hide +3), and the PCs must make successful Spot checks to see them or be surprised.

If a conflict occurs, Lady Arthas (A) arrives from area T31 and the displacer serpents (D) arrive from the south. See Tactics for more information.

Roll initiative. Immediately place the shadow guards, but do not place the displacer serpents or Lady Arthas until they arrive.

When Lady Arthas appears, read:

An infuriated woman encased in full plate rushes to fight you, her long black hair trailing behind her. You notice a long, ugly scar that runs down her face from over her eye to her chin, leaving that eye clouded and blind.

When the displacer serpents arrive, read:

Serpents with luxurious blue-black scales striped with bright violet slither toward you.

TACTICS

The shadow guards fight to the death, attempting to flank whenever possible. The displacer serpents emerge from area T32 after the first round of combat, making a double move into the hall and getting at least 15 feet away from the shadowy ring that separates areas T32 and T26.

Lady Arthas takes 2 rounds to drink her *potion of endurance* and then move to the door of her chamber and open it. If the PCs set off the alarm trap, Lady Arthas starts this process when the alarm rings. If they get through the door without setting off the alarm, she starts the process when the sounds of combat with the shadow guards reaches her (Listen DC -3; automatically succeeds unless the PCs are exceptionally quiet).

2 SHADOW GUARDS

CR 2

hp 7 each (1 HD)

Dark human fighter 1

N Medium humanoid (extraplanar)

Init +1; **Senses** darkvision 60 ft., superior low-light vision; Listen +3, Spot +3

Languages Chondathan, Common

AC 17, touch 11, flat-footed 14; **Dodge**

Resist cold 10

Fort +4, **Ref** +1, **Will** +1

Speed 30 ft. (6 squares)

Melee longsword +4 (1d8+2/19–20)

Ranged longbow +3 (1d8)

Base Atk +1; **Grp** +3

Combat Gear *potion of cure light wounds*

Abilities Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8

Feats Dodge, Weapon Focus (longbow), Weapon Focus (longsword)

Skills Climb +0, Hide +3, Listen +3, Move Silently +1, Spot +3

Possessions combat gear plus longsword, longbow with 20 arrows, banded mail

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Hook "We passed through the Shadow Gate, and didn't find Mystra at the end. . . ."

Note These humans have the dark template due to passing through the failed Shadow Gate and being drawn under Shar's influence.

Once she is in position (close to two or more PCs), Lady Arthas casts *darkness*. She allows herself to fall within the spell, relying on her Blind-Fight feat to give her an edge in the melee. She then casts *sound burst* and *bane* in quick succession. After that, she casts *bestow curse* and swaps out other spells for *inflict* spells to use on the PCs. She fights to the death—she won't allow the PCs to find out any secrets from her.

After the combat has been resolved, refer back to page 17 to continue the adventure.

3 DISPLACER SERPENTS

CR 2

hp 19 each (2 HD)
 CE Medium magical beast
 Init +1; **Senses** darkvision 60 ft., low-light vision; Listen +6, Spot +1
Languages Draconic

AC 13, touch 11, flat-footed 12; 50% miss chance
Fort +7, **Ref** +4, **Will** +3

Speed 20 ft. (4 squares), climb 10 ft., swim 10 ft.
Melee bite +5 (1d6+4)
Base Atk +2; **Grp** +5

Abilities Str 17, Dex 12, Con 19, Int 5, Wis 12, Cha 2
SQ displacement
Feats Iron Will
Skills Climb +11, Listen +6, Swim +11

Displacement (Su) Any melee or ranged attack against a displacer serpent has a 50% miss chance unless the attacker can locate the serpent by means other than sight, such as *true seeing*.
Hook Hisses while saying, "Sharsssss."

LADY ARTHAS

CR 6

hp 45 (6 HD)
 Female Chondathan human cleric 6
 NE Medium humanoid
 Init -1; **Senses** Listen +4, Spot +4
Languages Chondathan, Common, Draconic

AC 21, touch 9, flat-footed 21
Fort +8, **Ref** +4, **Will** +10

Speed 20 ft. (4 squares)
Melee +1 *heavy mace* +7 (1d8+2) or
Melee spontaneous *inflict serious wounds* +5 touch (3d8+6, Will DC 17 half) or
Melee spontaneous *inflict moderate wounds* +5 touch (2d8+6, Will DC 16 half) or
Melee spontaneous *inflict light wounds* +5 touch (1d8+6, Will DC 15 half)
Base Atk +4; **Grp** +5
Special Actions spontaneous casting (*inflict* spells)
Combat Gear *potion of endurance*
Cleric Spells Prepared (CL 6th):
 3rd—*bestow curse* (2) (DC 17), *clairaudience/clairvoyance*^D, *dispel magic*
 2nd—*darkness*, *detect thoughts*^D (DC 16), *sound burst* (3) (DC 16)
 1st—*detect secret doors*^D, *bane* (DC 15), *cause fear* (DC 15), *command* (DC 15), *sanctuary*
 0—*detect magic* (2), *ghost sound* (2), *guidance*
 D: Domain spell. Deity: Shar. Domains: Darkness, Knowledge

Abilities Str 12, Dex 8, Con 14, Int 10, Wis 18, Cha 13
Feats Blind-Fight^B, Combat Casting, Lightning Reflexes, Speak Language (Draconic), Toughness, Weapon Focus (mace)
Skills Concentration +11, Bluff +7, Diplomacy +4, Knowledge (religion) +7, Listen +4, Spot +4
Possessions combat gear plus +1 *heavy mace*, +1 *full plate*, +1 *heavy steel shield*, *cloak of resistance* +1, *periapt of Wisdom* +2, *disc of secrets* (see page 154), keys to the door between room 25/26, area T29, and the secret compartment in the altar in area T32

Hook "Mystra's Sacred Trust wasn't enough? The real revealed truth is Mystra is a sham goddess of a sham religion!"

FEATURES OF THE AREA

Barracks: Off-duty shadow guards are quartered here, though they require little sleep.

Storage: Boxes, crates, barrels, and shelves lined with plates and crockery fill this chamber.

Torture Chamber (T29): The strong wooden door to this room is locked; Lady Arthas has the key.

Locked Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked); Open Lock DC 25.

Lady Arthas's Quarters (T30): The strong wooden door to this room is barred from inside unless Lady Arthas opens it.

Barred Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 35 (barred).

Study (T31): The strong wooden door to this room is barred from inside unless Lady Arthas opens it. A desk, chair, and bookshelves furnish this room.

Barred Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 35 (barred).

Shadowy Ring: This great disc bordered by dark stone at the west end of area T26 is actually an open ring that leads into area T32, but a *permanent image* spell makes it appear as though the circle is filled with a void of darkness that emanates cold. Characters and objects can pass through the illusion without harm, but the void can be disconcerting. Any PC within 10 feet of the circle feels the unnatural chill emanating from it. Interacting with the illusion allows a DC 19 Will saving throw, as normal for the spell.

Characters making a successful DC 10 Knowledge (religion) or Intelligence check to recognize the huge circle will reveal it to be a holy symbol of Shar.



RIVER ACCESS

Encounter Level 8

SETUP

This encounter is triggered if the PCs attempt to cross the bridge to the east side of area T33, enter the room from either side of the channel, or raise Mhair's suspicions by failing Diplomacy or Bluff checks described in the room entry.

This chamber normally contains Mhair (M), two shadow guards (S), and an amphibious otyugh (O) totally concealed by the dark water.

Roll initiative when the trigger is encountered. Immediately place the shadow guards and Mhair (Mhair's position is determined by actual events; otherwise put him where shown), but do not place the otyugh until its first action.

When the PCs encounter Mhair, read:

This blond-haired, blue eyed river-rafter carries a spear with him, and his tongue is just as sharp and biting.

2 SHADOW GUARDS

CR 2

hp 7 each (1 HD)

Dark human fighter 1

N Medium humanoid (extraplanar)

Init +1; **Senses** darkvision 60 ft., superior low-light vision; Listen +3, Spot +3

Languages Chondathan, Common

AC 17, touch 11, flat-footed 14; **Dodge**

Resist cold 10

Fort +4, **Ref** +1, **Will** +1

Speed 30 ft. (6 squares)

Melee longsword +4 (1d8+2/19–20)

Ranged longbow +3 (1d8)

Base Atk +1; **Grp** +3

Combat Gear *potion of cure light wounds*

Abilities Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8

Feats Dodge, Weapon Focus (longbow), Weapon Focus (longsword)

Skills Climb +0, Hide +3, Listen +3, Move Silently +1, Spot +3

Possessions combat gear plus longsword, longbow with 20 arrows, banded mail

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Hook "We passed through the Shadow Gate, and didn't find Mystra at the end. . . ."

Note These humans have the dark template due to passing through the failed Shadow Gate and being drawn under Shar's influence.

AMPHIBIOUS OTYUGH

CR 4

hp 39 (6 HD)

N Large aberration (aquatic)

Init –1; **Senses** darkvision 60 ft., scent; Listen +4, Spot +4
Languages Common

AC 16 (24*), touch 8 (16*), flat-footed 16 (24*); *against opponents on land

Fort +4, **Ref** +1 (+5*), **Will** +6; *against opponents on land

Speed 20 ft. (4 squares), swim 10 ft.

Melee 2 tentacles each +7 (1d6+3) and bite +4 (1d6+1)

Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacles)

Base Atk +4; **Grp** +11

Atk Options constrict, improved grab

Abilities Str 17, Dex 8, Con 15, Int 5, Wis 12, Cha 6

Feats Improved Natural Attack (bite), Multiattack, Weapon Focus (tentacle)

Skills Hide –5 (+3 in its lair), Listen +4, Spot +4, Swim +14
Hook Chortles when a PC gets in the water.

Constrict (Ex) Deals 1d6+3 points of damage with a successful grapple check.

Improved Grab (Ex) To use this ability, an otyugh must hit with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Note The otyugh has the amphibious template from *Stormwrack*. It also has a slightly different selection of feats, skills, and abilities from those of a standard otyugh.

MHAIR

CR 6

hp 55 (6 HD)

Male Tethyrian human fighter 6

NE Medium humanoid

Init +1; **Senses** Listen +2, Spot +2

Languages Chondathan, Common

AC 16, touch 11, flat-footed 15

Fort +7 **Ref** +3, **Will** +3

Speed 30 ft. (6 squares)

Melee +1 *longspear* +11/+5 (1d8+7) or

Melee club +9/+4 (1d6+3)

Base Atk +6; **Grp** +9

Atk Options Cleave, Combat Reflexes, Power Attack, Quick Draw

Combat Gear 3 *potions of cure moderate wounds*

Abilities Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8

Feats Cleave, Combat Reflexes, Power Attack, Quick Draw, Toughness (2), Weapon Focus (longspear), Weapon Specialization (longspear)

Skills Climb +8, Intimidate +5, Listen +2, Spot +2, Swim +10

Possessions combat gear, +1 *longspear*, +1 *leather armor*, club, key to hidden compartment in desk in area T34

Hook "Don't bother me, freak."

When the amphibious otyugh attacks, read:

Three tentacles burst from the water, one bearing three yellow eyes and two reaching and straining hungrily toward you!

TACTICS

If Mhair fights the PCs, he wades in with his spear. If he falls to 10 or less hit points, he attempts to dive into the water and escape with his impressive swimming skills.

The shadow guards fire arrows from across the bridge at the PCs. They won't cross it once the otyugh enters the fray for fear that the creature mistakes them as prey.

With its 15-foot tentacle reach, not many places in the room are inaccessible to the amphibious otyugh. It will attempt to grapple a PC, pulling him into the water if successful. In the following round, the greedy creature releases the grapple and attempts to pull in another PC. It then takes attacks of opportunity against fleeing PCs and full attacks to ravage those in the water. If reduced to 10 or fewer hit points, the amphibious otyugh flees to area T23 through the river channel, battling to the death once there.

Once the battle is over, the PCs are free to question the petitioners and acquire the map that will lead them to the next chapter of the adventure.

FEATURES OF THE AREA

Bridge across River Channel: The steeply curved bridge is slick with moisture. A character running or charging on the bridge must succeed on a DC 12 Balance check. A failure by 4 or less results in the character not being able to run or charge but otherwise being able to act normally. A failure by 5 or more results in the character falling in the water.

Water: The water is 15 feet deep. The current is slow but strong, causing a swimming character to move 5 feet toward the west side of the room at the end of each round. Otherwise the water should be treated as calm. See page 5 for rules regarding movement and combat in water.

Cells: The cells in the chamber are unlocked. One cell on the east wall (across the bridge) holds Veera (V), a female human dominated by means of the *Starry Gnosis*. Those under the power of the *Starry Gnosis* are told to rest quietly, listen to the commands of any shadow guard or priest as if they were the instructions of the dominator, and not plan on or take part in any effort to escape from the cells. Veera does nothing to participate in the combat while *dominated*, and if freed, she takes cover in the safest place she can (likely remaining in her cell).

Iron Cell: AC 6; hardness 10; hp 30; break DC 24.

The statistics above represent a single bar; several bars will need to be destroyed to make enough space for a creature to squeeze through, depending on its size. The cage is 10 feet high (Climb DC 15), and the bars are roughly 4 inches apart. It is roofed with more bars. Creatures attacked through the cage have cover (+4 AC, +2 on Reflex saves).

Iron Cage Door: 1 in. thick; AC 6; hardness 10; hp 30; break DC 24 (if locked or stuck).

The statistics above represent a single bar, except that a successful break DC opens the door.

Catamaran: This craft is essentially two kayaks joined with space between the hulls for up to eight Medium passengers and one navigator. A successful DC 10 Strength check is required to push the craft into the water; a successful DC 20 Strength check is required to pull it back up onto the ledge.

Table: AC 2; hardness 5; hp 5; break DC 17.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a table with a successful



DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on a table gains a +1 bonus on melee attacks against opponents on the ground.

A table can be tipped over as a move action with a successful DC 8 Strength check; it can then provide cover.

Chair: AC 4; hardness 5; hp 5; break DC 17.

A creature standing in the same square as a chair gains a +2 AC bonus and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a chair doesn't otherwise affect a creature's space, because it's assumed that the creature is using the chair to its advantage when it can.



INTO THE VAST SWAMP

To continue the adventure, the PCs should visit the Unknown Shrine—a local landmark atop a hill visible from the Way of the Manticore outside Wheloon, a fact that any resident or passing merchant can relate. A PC might know about this shrine already (DC 11 Knowledge [geography] or Knowledge [local]).

If the PCs head directly across the Wyvernflow from the cavern exit beneath the bluff, they can land their boat at the muddy beach where Mhair releases his passengers. From there, they can head overland to the southeast, crossing the Hullack Trail and traveling toward the Unknown Shrine as the map advises. Tracking the last group of petitioners is difficult but not impossible (Survival DC 28, modified by current visibility conditions). Alternatively, they can take the Hullack Trail south to the Way of the Manticore and head to the Unknown Shrine from the road.

It's not particularly important how the PCs make it to the Unknown Shrine, but without reaching it and following the directions on Mhair's map, the PCs risk getting lost in the plains, or worse, foundering among the dangers of the Vast Swamp. Few in Wheloon know of the Tomb of Chonis, and none in the city can give a better description of how to get there than Mhair's map. As to the "Skull Staff" shown on the map or Cormyr's Lost Refuge, no one in the city can say where or what they might be.

If characters insist on not using the map as their guide, consult the rules for getting lost (DMG 86). Feel free to run whatever encounters suit your fancy; bandits, smugglers, and creatures from the Vast Swamp make good choices. Of course, the PCs should eventually get on track, perhaps by stumbling onto one of the locations marked on the map, such as the Skull Staff.

overland Travel

The PCs can reach the Unknown Shrine (area J1) with about 15 miles of travel from Mhair's drop-off point. From there, they

have another 15 miles of travel to the Tomb of Chonis (area J2) and 10 miles of travel to the edge of the Vast Swamp.

Consult Tables 9–3 through 9–6 in the *Player's Handbook* to figure out how long it takes the PCs to get from point to point across the trackless plains. Assuming they walk at a speed of 20 feet, it takes about 3 hours to cover 5 miles. If the PCs ride horses, it takes about half that time.

The PCs might also head out on the Way of the Manticore before heading north. The Way of the Manticore counts as highway through plains for computing overland speed. Using these rates, a creature with a speed of 30 feet can walk 3 miles in an hour.

If the PCs wander into the Vast Swamp without using a trail, calculate overland travel as for the rules for a trackless jungle. Horses make navigating the Vast Swamp more difficult, because too many low branches, thickets, and marshy ground cause them to slow to a speed of 20 feet. So, a party on horses (or on foot with a speed of 20 feet) travels just half a mile in an hour of struggling through stinging vegetation and sloshing through stagnant water and fetid mud.

The eastern plains

Long ago, forest covered all the lands between the Thunder Peaks and Stormhorns (hence Cormyr's nickname, the Forest Kingdom), but centuries of logging, farming, and war has transformed the landscape. Rolling, grassy plains now make up much of the land between the Wyvernflow and the Vast Swamp; low hills and abrupt crevasses hide small tangled glens, rushing streams, and cold, clear pools.

Journey Locations

The map for this area appears on page 37. Assume that the ground in the encounter locations is clear and relatively free of obstruction unless a tactical encounter indicates otherwise.

J1. THE UNKNOWN SHRINE

Atop a hill ahead, you see the silhouettes of columns and broken walls against the sky. It must be the Unknown Shrine. As you stand gazing up at it, a shift in the wind brings the scent of a cookfire to your nose. Someone atop the hill is roasting rabbit.

After discovering someone in their favorite smuggling drop-site—the Tomb of Chonis—two smugglers have made camp in the Unknown Shrine while they consider their options. Norry Waywocket, a rock gnome from the Dalelands, and Coobert Draftworth, a human Cormyrean, have made a tidy business of smuggling stolen goods across Cormyr to fence to Sembian merchants traveling home on the Way of the Manticore. The Tomb of Chonis made an excellent location to store their goods, which they keep there while living in Monksblade.

Norry and Coobert traveled to the tomb with their latest load—some stolen jewelry—to pick up what they had stowed there over the past three months. They spied someone moving out of the tomb's entrance and hid to observe. Having learned that at least four individuals are using it for a base of some sort, Norry and Coobert retreated, and stopped at the Unknown Shrine to eat and think about their next move.

When the PCs arrive, Norry and Coobert are both despondent and deep in thought, staring into their campfire and idly poking at it while their dinner burns. The hard-luck smugglers take -5 penalties on Listen and Spot checks due to being distracted, and thus are unlikely to hear the PCs until they enter the circular ruins depicted in tactical encounter J1 (remember the penalties for distance as well). If the PCs hail them or make so much noise coming up the hill that the NPCs can't miss them, Norry and Coobert are wary, but assume a friendly attitude. If surprised, Norry and Coobert jump to their feet with a start and have an indifferent attitude until the PCs push them one way or another.

As you crest the hill, you look into the circular ruins of a once-proud structure of white stone. A thick wall rings an area flagged in white slabs and scattered with both standing and fallen columns. A low dais occupies the center of the structure. Sitting near a small fire set in a niche in the wall are a well-dressed male gnome and a similarly attired human male. A rabbit is burning on the spit as they stare at the flames; a horse and pony stand tethered nearby.

Norry and Coobert present themselves as friendly and urbane gentlemen. They profess to be merchants to cover their smuggling and fencing operations. Longtime friends and constant companions, Norry and Coobert often finish one another's sentences and anticipate each other's needs with startling accuracy. They can hardly make a cup of tea without engaging in teamwork.

Norry and Coobert know nothing about the people who have taken over the Tomb of Chonis, except that there are at least four of the interlopers. They don't know anything about Wheloon's temple of Mystra, other than that it has been completed. Having been camped at the Unknown Shrine for only a day, they haven't seen any *dominated* victims, but they are concerned if the PCs tell them about the trouble at the temple and the plans of its false clergy.

If the PCs attack Norry and Coobert, the two of them react to defend themselves as described in tactical encounter J1. They misinterpret the PCs' actions, believing them to be bandits, and will offer to explain how to retrieve the goods they've stored at the Tomb of Chonis in exchange for their lives.

If the PCs parlay with the two and describe something of the reasons for their journey, Norry and Coobert seize upon the opportunity to have someone else root out the new denizens of the Tomb of Chonis. In the course of that conversation, they



relate the following (speaking character switches when an ellipses occurs in the text):

- “Hello . . . Hello . . . This is my inestimable colleague . . . Norry Waywocket. And this is my esteemed friend . . . Coobert Draftworth.”
- “Would you like some tea? . . . Do you take sugar? . . . Please, have some rabbit.”
- “We’re merchants . . . Small time stuff, really . . . But we do a good business in small portable goods . . . Decorative jewelry, liqueurs, silks . . . That sort of thing.”
- “You’re planning on passing the Tomb? . . . We ought to warn you . . . We passed there just yesterday and . . . Noted some bandits had taken up residence.”
- “Well, they were small . . . They might be goblins . . . or kobolds . . . They did look like bandits . . . dark . . . swarthy . . . armed . . . They certainly didn’t look friendly . . . Certainly not!”
- (Simultaneously) “We’ve worked together so long, we think alike. Sometimes too much alike.”
- “No one goes to the Tomb of Chonis but bandits . . . Scoundrels . . . And monsters . . . They must be using it as . . . A base for raids on the road.”
- “Who was Chonis? . . . If we knew that . . . We’d be wealthier men . . . Some sages would pay a lot to know for sure.”
- “Why were we by the tomb? . . . Well, I’m embarrassed to admit . . . We lack a warehouse in this region . . . And since few know of the tomb . . . And fewer still go there . . . Well, now you know . . . Our predicament.”

Norry and Coobert's bizarre speech pattern allows them to automatically aid one another on any Bluff check (granting a +11 Bluff bonus for both of them). If allowed to accompany the PCs to the Tomb of Chonis, they let the PCs take the lead while they remain in the back during any fight. They'll aid fallen PCs and talk about what the interior of the tomb looks like, but they otherwise try to stay out of harm's way.

Tactical Encounter: J1. Unknown Shrine on page 42.

J2. THE TOMB OF CHONIS

As you crest a ridge, you spot a long, low hill about a half-mile away. Vibrant green grass spotted with patches of thistle and beather covers it and the surrounding area. An open doorway gapes beneath a heavy stone lintel at the base of this hill. The lintel seems to bear a deeply carved word that you can't read at this distance. It must be an old barrow mound.

The word on the lintel is a name written in Thorass: Chonis. Four dark creepers and a dark stalker now reside in the Tomb of Chonis, using it to watch over the "petitioners" who pass on their way to the Skull Staff. Mercenaries hired by the clerics of Shar, they keep an eye out for war parties or individuals who seem to be tracking the petitioners rather than being petitioners themselves. One dark creeper hides in the shadows of the tomb's entrance (Hide +16). He watches for those going by, having a clear view of the petitioners' path and the surrounding plains (Spot +5).

The PCs' arrival is unusual in that they aren't on the monthly schedule. Emissaries of the clerics are supposed to stop outside the entrance and call out the greeting, "Until darkness reigns above and below," which the PCs should have no way of guessing. If the PCs do any other kind of talking, the dark creeper makes Sense Motive checks to see if the PCs are *dominated* (DC 15 unless all the PCs use the Bluff skill to pretend to be *dominated*). If the PCs appear to be *dominated*, the dark creeper motions for them to wait while it goes back in to inform the dark stalker of the strange situation.

If the PCs try to enter the tomb, attack the dark creeper, or don't appear *dominated*, the dark creeper shoots an arrow and then retreats across the bridge in the tomb. This triggers the combat described in tactical encounter J2.

J2A—Entrance Chamber: The tomb's walls, floor, and ceiling are constructed of huge stone slabs roughly hewn and placed together before the hill was built up around them. The ceilings throughout the tomb are 10 feet tall.

This long, low room once served as a ceremonial chamber of some sort, but time and vandalism by those who have lived in the tomb have ruined the paintings that once adorned the slabs. A wide pit dominates the north end of the room.

The pit once served as a trap to protect the tomb. In the centuries since, inhabitants have half-filled it with dirt, stone, bones, rusted weapons, and other refuse. A railless rope bridge that Norry and Coobert built spans the pit, tied off to iron spikes set in the floor.

A carving of a frowning, horned face occupies all of the north wall between the east and west doors. The carving is crude, in an ancient style. The wide, circular face has a deeply cut mouth that hides arrow slits carved through the rock by the dark ones.

J2B—Catacombs: Scores of others were laid to rest in the tomb along with Chonis. Some of their remains lie in the niches carved into the stone walls of the tomb. Their valuables were

laid next to them in clay pots, but decay and vandalism have left only a few broken bones and shards of pottery in each niche, the highest niches having the most intact skeletons.

Many of the niches now also have hidden arrow slits. The dark ones carved them from the inner hallway to turn the catacombs into a shooting gallery.

The wall of the catacombs that faces the great hall bears a horned face like the one in the entrance chamber. Like that face, it has a deep mouth. Within that mouth is a hidden catch that opens a door in the face. This secret door (Search DC 20 to find) hides the chamber in which Norry and Coobert have hidden their goods. The dark ones haven't found the secret door.

Treasure: Coobert and Norry stashed their goods in an empty stone casket in the hidden room. If the PCs open the casket, they find the following: 50 pieces of jewelry worth a total of 1,000 gp; 20 bottles of utterdark (a black, salty wine made in the town of Bogbrook) minted four years ago and worth 2 gp each in Sembia; and 6 royal outfits that are currently in style, worth 200 gp each.

J2C—Great Hall: The great hall once served as Chonis's last resting place. This pillared chamber ends with a stone dais, atop which stands a crude stone casket. What treasures or bones might once have laid within have long since been removed. The wall behind the casket bears another horned face, but this one smiles instead of frowns.

Tactical Encounter: J2. Tomb of Chonis on page 44.

Development: If the PCs flee from the encounter, any surviving dark ones attempt to follow them and attack them at night. If the PCs move closely by the Tomb of Chonis without investigating it, the dark ones will stalk them, attacking at night.

If Norry and Coobert accompany the PCs, and the PCs don't find their hidden stash, they bemoan its loss and claim that they'll remain behind to give the dead a burial and to rest before heading home to Immersea. If the PCs find Norry and Coobert's goods, the smugglers will claim it as their own. If the PCs want some part of it, things could get dicey. Norry and Coobert are grateful for the PCs' help, but they won't part with more than 500 gp worth of goods without a fight.

The vast swamp

The Vast Swamp slowly creeps across the land south of the Thunder Peaks, gradually advancing on the Way of the Manticore and threatening to make land travel between Sembia and Cormyr impossible. Dark and foreboding, the Vast Swamp is territory claimed by none but the warring tribes of orcs, goblinoids, and lizardfolk that dwell there.

Many Cormyreans consider the Vast Swamp the most dangerous place in or around their nation—and for good reason. Sucking bogs, disease-carrying insects, noxious clouds, quicksand, impenetrable fog, and bone-chilling rains make travel in the swamp deadly even if you don't consider its many monstrous inhabitants and rumors of evil magic and restless dead.

Treat the Vast Swamp as marsh terrain (described on *DMG* 88), but add the features of a medium forest (*DMG* 87). Following the trail from the Skull Staff or the Sharptooth Encampment counts as a trail through a jungle, allowing a character with a speed of 20 feet to get a mile and a half in an hour of travel. The Lost Refuge is about 10 miles away from the Skull Staff using the trail.

Assuming that the PCs are following Mhair's map and stay on the trail from the Skull Staff, they have little chance of losing their way as they travel to the Lost Refuge. If, for some reason, the PCs are not following the map and not using the trail, the group's leader must succeed on a DC 15 Survival check each hour. Failure results in the PCs getting lost (*DMG* 86).

Random Encounters in the vast swamp

If the PCs remain on the trails described in the adventure, it's probably best not to use random encounters. Instead, save random encounters for when the PCs deliberately strike out across the trackless swamp.

If the PCs decide to head out into the swamp, there is a 5% chance after each hour of travel that they have a random encounter.

VAST SWAMP ENCOUNTER TABLE

d%	Encounter	Average EL
01–03	1 ten-headed hydra	9
04–06	1d3 water nagas	9
07–11	1d3 will-o'-wisps	8
12–16	1d3 digesters	8
17–23	1d3 mummies (bog mummies)	7
24–28	1 medusa	7
29–36	1d3 manticores	7
37–44	1 eight-headed hydra	7
45–54	1d4+1 dire boars	7
55–64	1 chuul	7
65–74	1d3 trolls	7
75–83	1d3 giant crocodiles	6
84–88	1 tendriculos	6
89–93	1 shambling mound	6
94–98	1d4 assassin vines	5
99–100	1 giant constrictor snake	5

vast swamp locations

The map for this area appears on page 37. Assume that the ground in the encounter locations is clear and relatively free of obstruction unless a tactical encounter indicates otherwise.

V1. THE SKULL STAFF

The copses of tangled trees you've seen here and there seem to be appearing more frequently, and their character changes from gnarled oaks and stunted blueleaf trees to water birch and willow. The ground grows soft and spongy, and it becomes apparent that you're walking over a thick peat even as the trees grow more copiously about your path.

You round a waterlogged thicket and see a wall of cypress, water ash, and willows stretch across your vision to the north and south. The moss-strewn trees hunker over stagnant, duckweed-covered water for as far as you can see into the swamp.

Just ahead among some weeping willow trees, a huge broken log juts from the marshy ground at a steep angle, rising to a height of 30 feet. Skulls of various types crowd all about the base in a heap, and more skulls decorate its sides with wooden stakes or iron

spikes driven through to hold them aloft. A muddy path winds around the ghoulish landmark and continues into the swamp.

This is the so-called "Skull Staff." Orcs constructed it a hundred years ago for use as a marker of their territory and to frighten any who might think to enter it. They placed the skulls of foes about it, and when they were chased from their lands, others used it for the same purpose, placing skulls of orcs about the log. The monument now bears the skulls of many creatures, including orcs, goblins, hobgoblins, trolls, lizardfolk, ogres, crocodiles, hydras, and dire boars.

The Skull Staff marks the beginning of the path to the Lost Refuge. The muddy path winds through the swamp, using felled trees to bridge water. It stays clear of natural hazards, and other creatures have learned to avoid it due to its persistent use by Shadownscale lizardfolk.

The Sharptooth lizardfolk know this path to be used by Shadownscales and their human allies, and they've come to grasp that innocent victims are being magically compelled to journey into the arms of their foes. For this reason they've set up an ambush at the Skull Staff, hoping to kill enemies or capture victims who would be led to them.

The Sharptooth lizardfolk are lying in wait when the PCs arrive. The lizardfolk and Blackscale lizardfolk hide underwater, completely concealed. They hold their breaths for 5 minutes at a time; waiting for the signal from the Poison Dusk lizardfolk to emerge and attack.

Tactical Encounter: V1. Skull Staff on page 46.

Development: This encounter can go in many directions. The PCs might parlay, they might be captured, or they might kill the lizardfolk. Depending on how the PCs handle the encounter, the next encounter will work differently.

If the PCs recognize that nonlethal tactics are being used, they might attempt to parlay with the lizardfolk, who speak only Draconic. If the PCs can communicate with them and achieve an indifferent attitude from the lizardfolk (Diplomacy DC 15), or a friendly attitude (Diplomacy DC 25), they stop attacking to hear the PCs out. Remember that a rushed Diplomacy check can be made as a full-round action, but doing so imposes a –10 penalty. If the PCs can succeed in making the lizardfolk helpful, they offer to lead the PCs back to their encampment to speak with their chieftain.

If the PCs are defeated and captured, the lizardfolk see to the PCs' wounds with Heal checks. Then they swiftly craft litters to which they tightly lash the PCs, and drag the PCs to their encampment.

If it looks like the PCs are going to kill all the lizardfolk, they try to escape with one or more fallen PCs, leading the others toward their encampment. If this proves impractical, the lizardfolk simply flee, hoping the PCs will follow their obvious trail (Survival DC 5; –1 for each three who escaped and –1 if a Blackscale lizardfolk is among the escapees). If the PCs kill them all or opt not to follow their trail, Kessesek hails them from the darkness one night when they are camped and attempts peaceful negotiations.

V2. SHARPTOOTH ENCAMPMENT

The air grows humid and warm, and a sulfurous scent reaches your nose. Ahead, a mist clings to the trees, cloaking the swamp in a haze. A rumbling shakes the ground beneath your feet, and the lizardfolk

INTO THE VAST SWAMP

quicken their pace, eagerly splashing forward through water that grows warm as it swirls about your legs. Suddenly you hear an explosion, and through the trees you glimpse a pillar of steaming water shooting 100 feet into the air, clearly a geyser of some sort.

The lizardfolk lead the PCs through the trees and fog to a wide clearing.

The marshy ground gives way to wet gravel, muddy ground, and bare rock pierced by bubbling pools of steaming water. Small butts woven of reeds and branches dot the clearing.

Kessessek, the Sharptooth chieftain, lead a war party into Shadownscale territory, and the group that ambushed the PCs at the Skull Staff is part of that attack force. Kessessek is eager to meet with the PCs, and he approaches them swiftly as soon as the war party returns. He greets them in a hissing dialect of Common and attempts to put their minds at ease.

The PCs can come to this area in one of several ways, depending on how the encounter at the Skull Staff ended. How you run this section of the adventure should depend heavily upon how the PCs got here.

The PCs were captured by the Sharptooths: Kessessek casts *detect magic* to determine if any of the captive PCs are *dominated*. If they are, he dispels the effect by casting *dispel magic*. He then tends to their wounds using a *wand of cure light wounds* while he speaks to them, explaining his situation and the actions of his tribe. Before freeing any PCs from their bonds, Kessessek tells the PCs he is going to cast *zone of truth* and asks them to willingly submit to the spell. If the PCs are paralyzed, he waits for the paralysis to wear off before he proceeds. He then casts *zone of truth* and proceeds to ask the PCs about themselves and their goals. Once he is

assured they do not work with the Shadownscale lizardfolk, he asks the PCs if they will agree to a truce if they are released. Assuming the PCs agree, he orders that the PCs be released.

The PCs parlayed with the Sharptooths at the Skull Staff: The lizardfolk take the PCs before Kessessek, who greets them eagerly but with some caution. He asks if the PCs will allow themselves to be subjected to a *zone of truth* spell while they speak. If they do, Kessessek converses with them while he heals any wounds they might have suffered. If they do not, Kessessek orders them to leave the encampment and then begins making his plans to move his war party.

The PCs defeated the Sharptooths at the Skull Staff: If the PCs chase or track the lizardfolk back to their encampment, they'll likely attack the camp. If so, Kessessek and the lizardfolk defend themselves, and Kessessek attempts to explain the actions of his tribe and end the fighting by proposing a truce. If the PCs do not accept the truce, the superior numbers of the lizardfolk at their encampment should allow them to defeat and subdue the PCs using tactics similar to those used at the Skull Staff.

Once Kessessek establishes a peaceable dialog with the PCs, he offers them some of the snail-and-eel soup being cooked in the hot spring near the geyser. In talking with the PCs, Kessessek relates the following as part of normal conversation:

- "You are welcome among us, hairy ones. We share a common enemy."
- "I am Kessessek, Chieftain of the Sharptooth tribe. Those here are but some of our number. I lead this war party against the Shadownscale tribe."
- "We attacked you to free you. We thought you were like the other dream walkers who go to the hairy-one keep."
- "Yes, we have seen hairy ones like you. Some work with the Shadownscales. Many more have walked the path to the keep as

The Skull Staff stands as a grisly landmark just outside the Vast Swamp



though dream-walking. We don't know what they do with them, but when they go in, they do not come out."

- "The keep lies deeper in the swamp. Hairy ones and Shadowscals live there. Many of them come and go—more than we can hope to fight, especially when they command the keep."
- "Once we called the Shadowscale tribe the Dragonslayers, but now a dragon rules them, and they have fallen into darkness. Their chieftain is Ketsarra Shadowscale. The blood of the dragon runs strong in her veins, and so does its evil."
- "Ketsarra's scales are black and she has horns that point forward, just like her father, Despayr."
- "Long have the black dragons flown over our swamp. The Dragonslayer tribe has claimed to kill several in decades past, the most recent of whom was Tyra. Then Despayr came, and the slayers became his slaves. We do not know where he lairs."
- "Something has happened to them. When their raiders came to our lands this year, they were changed. Their eyes glowed like fire, and shadows wrapped their scales to protect them. They were dead, their spirits departed and replaced by darkness. Now they attack us to kill or capture. Those who are captured face a fate worse than death. They become Shadowscals and return to fight their nestmates."
- "We could not stand against their raiders. Many Sharptooths died. More were taken prisoner and carried back to the hairy ones' keep. Other tribes were also attacked. The Sharptooth tribe survives only because it has joined with the Blackscals and Poison Dusks."
- "We see that you are no friend of the Shadowscals and those in the hairy ones' keep, and we ask you to help us. I believe that some of our people are held in the dark tower. They captured the old chieftain and my mate, Ashala, in a recent raid, and we have not seen them among the dead. Will you free them?"
- "If you help us, we will help you. We have little, and we own no golden or silver circles, but I will give you all I own. If you free those in the keep, I will give you all my magic."
- "We cannot give you our poison. It is sacred to Semanyua."

After the discussion covers the highlights, trigger the encounter described on page 48. The area is filled with thin fog due to the steam from the hot springs, and the Shadowscals use that to their advantage. They have the grell fly high over their encampment and hide in the fog as it descends to attack. When it identifies Kessessek, it attacks. Once he is paralyzed, the grell shrieks, signaling the Shadowscals to attack. Allow the PCs a Spot check to see the grell before it charges down upon Kessessek (opposed by its Hide check and modified by 40 feet of distance). PCs who see the grell can act during the surprise round.

Kessessek, Chieftain of the Sharptooth Tribe: A cleric of a nearly forgotten god, Essylliss, Kessessek held a low rank among the lizardfolk until recently. Kessessek gained rulership of the Sharptooth tribe after the death of the previous chieftain at the hands of the Shadowscals. After he proved himself capable of turning some of the shadowslain, the other lizardfolk collectively declared him chieftain instead of allowing the strongest among them to fight for supremacy. Kessessek is somewhat uneasy in his new role, and his inexperience shows in his choice of an aggressive strategy against the superior forces of the Shadowscale tribe.

Kessessek wanted to capture the PCs because he knows the Shadowslain are somehow using people like them as resources. Once Kessessek understands the PCs' intentions, he sees them as a viable tool to fight his foes without spending the lives of his people—and perhaps the unforeseen wild card that could turn the tide against the evil of the Shadowscals.

Tactical Encounter: V2. Sharptooth Encampment on page 48.

Development: Although unlikely, it's possible that the PCs attack and defeat the Sharptooths or avoid this encounter by not following the lizardfolk to their encampment. If this occurs, run an encounter with the creatures from tactical encounter V2 on the PCs' trail toward the Lost Refuge.

After defeating the grell and the shadowslain lizardfolk, the PCs should progress to the Lost Refuge. The Sharptooths are grateful, and Kessessek gives the PCs his *wand of cure light wounds* as a reward. Kessessek will lead them to the start of the trail that leads to the keep, but his tribe will not participate in the battle because they fear that huge numbers of Shadowscals reside within.

chapter 2 conclusion: onward to cormyr's lost refuge

At this point in the adventure, the PCs should know that more is going on than simply a corrupt temple of Mystra—the campaign against the lizardfolk and mention of a dragon and hordes of undead show that larger forces are at work. The shadowslain lizardfolk's strange power to steal spells should have the PCs worried, as should the idea that many such foes might reside in the Lost Refuge. Of course, when the PCs reach the Lost Refuge, there are no signs of a huge host of enemies.

If the PCs decide to bypass the Lost Refuge and continue on to a different location marked on Mhair's map, the lizardfolk tell them that there's no trail or open water pathway from the Lost Refuge to that location. The swamp holds many ruins, but they are all farther off. If the PCs insist that they will avoid the Lost Refuge and continue beyond it, the lizardfolk will not aid them. Feel free to allow the PCs to wander the swamp and have random encounters, but they should eventually return to investigate the Lost Refuge if they want to get to the bottom of the mystery.

chapter 2 story awards

The PCs can earn extra experience for completing certain tasks in the adventure.

- If the PCs discovered that Norry and Coobert are smugglers and turned them into the authorities, award the party 200 XP.
- If the PCs discovered that Norry and Coobert's goods were stolen and gave them up to the authorities to be returned, award the party 500 XP.
- If the PCs defeated the dark ones in the Tomb of Chonis (not on the road), award the party 200 XP.
- If the PCs successfully and nonviolently negotiated with the Sharptooths at the Skull Staff, award the party 400 XP.
- If the PCs defeated the lizardfolk at the Skull Staff and followed them to their camp, award the party an extra 200 XP.

UNKNOWN SHRINE

Encounter Level 7

SETUP

Norry (N) and Coobert (C) aren't expecting an attack, but should it come, they react with impressive coordination.

Horse and pony

Norry and Coobert's mounts stand in the places marked when combat begins. Not trained for battle, the light horse (H) and pony (P) struggle against their tethers. If either succeeds on a DC 20 Strength check (the light horse has a modifier of +3; the pony has +1), they break the slender column they're tied to, causing it to fall toward the center of the shrine. This causes the column to strike one on the dais and make that column collapse toward the southwest exit of the shrine. Both columns are 20 feet tall.

After breaking the pillar, the panicked mounts move toward the nearest person, hoping to be comforted. If that person makes an effort to appear calm, the mounts stand and shudder, pawing the ground. If that person engages in combat or otherwise seems threatening, the mounts attack that person for 2 rounds and then flee, running about 200 yards away from the shrine.

COOBERT DRAFTWORTH

CR 5

hp 30 (5 HD)

Male human rogue 5

N Medium humanoid

Init +3; Senses Listen +2, Spot +2

Languages Chondathan, Common, Gnome

AC 18, touch 13, flat-footed 15; Dodge

Fort +4, Ref +8, Will +2

Speed 30 ft. (6 squares)

Melee mwk short sword +8 (1d6+1)

Ranged dagger +6 (1d4+1)

Space 5 ft.; Reach 5 ft.

Base Atk +3; Grp +4

Atk Options sneak attack +3d6

Combat Gear *potion of cat's grace*, *wand of cure light wounds* (48 charges)

Abilities Str 12, Dex 16, Con 14, Int 12, Wis 11, Cha 13

Feats Dodge, Weapon Focus (short sword), Weapon Finesse

Skills Appraise +9, Balance +4, Bluff +9, Diplomacy +11, Disable Device +9, Disguise +1 (+3 acting), Forgery +9, Hide +8, Intimidate +3, Jump +7, Listen +2, Move Silently +8, Open Lock +10, Spot +2, Tumble +12, Use Magic Device +9

Possessions combat gear, +1 *chain shirt*, masterwork short sword, 2 daggers, *cloak of resistance* +1, masterwork thieves' tools, pearl earrings (50 gp), ruby necklace (350 gp), diamond ring (250 gp), 40 gp

Hook Shares speech with Norry Waywocket.

TACTICS

When combat begins, Norry casts *invisibility* upon himself and then upon Coobert, while Coobert adopts a defensive posture and claims the two just want to leave. Coobert then takes Norry's *wand of shield* and attempts to use it while Norry uses his *wand of mage armor*. Coobert then gives the wand back to Norry, retrieving Norry's *potion of blur* to drink if he failed to use the wand. Norry and Coobert then take a round to drink potions before attacking with spell and sword. When invisible and adjacent to one another, Norry and Coobert can flawlessly find one another's items and pass things back and forth due to long practice.

Once the combat has played out, refer back to page 38 to continue the adventure.

NORRY WAYWOCKET

CR 6

hp 28 (6 HD)

Male gnome sorcerer 6

N Small humanoid

Init +2; Senses low-light vision; Listen +2, Spot +1

Languages Chondathan, Common, Gnome

AC 14, touch 14, flat-footed 12; +4 against giants; Dodge

Fort +5, Ref +7, Will +6; +2 against illusions

Speed 20 ft. (4 squares)

Melee dagger +2 (1d3-2)

Ranged dagger +5 (1d3-2)

Space 5 ft.; Reach 5 ft.

Base Atk +3; Grp -3; +1 against kobolds and goblinoids

Combat Gear *potion of barkskin* +2, *potion of blur*, *wand of mage armor*, *wand of shield*

Sorcerer Spells Known (CL 6th):

3rd (4/day)—*lightning bolt* (DC 17)

2nd (6/day)—*invisibility*, *scorching ray* (+6 ranged touch)

1st (7/day)—*burning hands* (DC 15), *charm person* (DC 15), *grease*, *magic missile*

0 (6/day)—*acid splash* (+6 ranged touch), *detect magic*, *disrupt undead* (+6 ranged touch), *mage hand*, *mending*, *ray of frost* (+6 ranged touch), *read magic*

Spell-Like Abilities (CL 1st):

1/day—*dancing lights*, *ghost sound* (DC 14), *prestidigitation*, *speak with animals* (burrowing mammals only, duration 1 minute).

Abilities Str 7, Dex 14, Con 15, Int 12, Wis 11, Cha 18

SQ gnome traits

Feats Dodge, Combat Casting, Lightning Reflexes

Skills Bluff +9, Concentration +8, Craft (alchemy) +3,

Diplomacy +6, Disguise +4(+6 acting), Intimidate +6,

Knowledge (arcana) +6, Listen +2, Profession +3,

Spellcraft +9, Spot +1

Possessions combat gear plus 2 daggers, *ring of protection* +1, *cloak of resistance* +1, silver torc (20 gp), ruby earrings (80 gp), emerald ring (70 gp), Wyvernspur family signet ring (300 gp), 30 gp

Hook Shares speech with Coobert Draftworth.

LIGHT HORSE

CR 1

hp 19 (3 HD)
N Large animal
Init +1; Senses Listen +4, Spot +4

AC 13, touch 10, flat-footed 12
Fort +5, Ref +4, Will +2

Speed 60 ft. (12 squares)
Melee 2 hooves each -2 (1d4+1)
Space 10 ft.; Reach 5 ft.
Base Atk +2; Grp +8

Abilities Str 14, Dex 13, Con 15, Int 2, Wis 12, Cha 6
Feats Endurance, Run
Skills Listen +4, Spot +4

PONY

CR 1/4

hp 11 (2 HD)
N Medium animal
Init +1; Senses Listen +5, Spot +5

AC 13, touch 11, flat-footed 12
Fort +4, Ref +4, Will +0

Speed 40 ft. (8 squares)
Melee 2 hooves each -3 (1d3)
Space 5 ft.; Reach 5 ft.
Base Atk +1; Grp +2

Abilities Str 13, Dex 13, Con 12, Int 2, Wis 11, Cha 4
Feats Endurance
Skills Listen +5, Spot +5

FEATURES OF THE AREA

Masonry Walls: 5 ft. thick; hardness 8; hp 450; break DC 55; Climb DC 15.

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a -5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Fire: A creature moving into a square of fire takes 2d6 points of fire damage and must succeed on a DC 15 Reflex save or catch fire

Columns: Each of the standing columns on the map stands roughly 20 feet tall.

Slender Column: 1-1/2 ft. thick; AC 4; hardness 8; hp 40; break DC 20; Climb DC 20.

A creature standing in the same square as a slender column gains a +2 cover bonus to Armor Class and a +1 cover bonus on Reflex saves (these bonuses don't stack with cover bonuses from other sources). The presence of a slender column does not otherwise affect a creature's space. A slender column can be pushed over with a Strength check that meets or exceeds its break DC, dealing 6d6 points of damage to creatures in the squares that it falls in. (Reflex DC 15 half). A pushed-over column fills the squares it falls in with heavy debris.

A successful DC 10 Search check reveals the fragile nature of the column. Due to stonemasonry, a dwarf can make this check automatically if within 10 feet.

Wide Column: 5 ft. thick; AC 3; hardness 8; hp 900; break DC 45; Climb DC 20.

A wide column provides cover. A column can be pushed over with a Strength check that meets or exceeds its break DC, dealing 10d6 points of damage to creatures in the squares that it falls in. (Reflex DC 15 half). A pushed-over column fills the squares it falls in with heavy debris.

Fallen Column: The fallen portions of wide columns have the same rules given for wide columns, but each section is only 5 feet tall.



TOMB OF CHONIS

Encounter Level 7

SETUP

This ancient tomb has been the lair of scores of creatures in the centuries since it was built. Constructed of huge slabs of stone with the dirt of the hill built up around it, the chambers and halls have an oppressive feeling despite having ceilings that are 10 feet high.

The dark creepers (C) remain behind the wall to fire at the PCs through the arrow slits. The dark stalker (S) remains at the back of the tomb to attack PCs when they reach that section.

When the PCs first encounter the dark creeper at the barrow entrance, read:

A gnome-sized humanoid swathed in black cloth confronts you, a feral gleam in its beady eyes.

When the PCs enter the bridge chamber, read:

The walls, floors, and ceiling of this room are made of huge slabs of stone, between which you can see the dirt of the surrounding hill. Before you lies a wide pit; it is crossed by a rope bridge with wooden planks. On the far side is a wall with a huge and frowning horned face cut roughly into its surface. The carving seems crude and of an ancient style. Its mouth is a deep black crevice. Two doorways gape to the right and left on either side of the carved face.

When the PCs first encounter the dark stalker in the back chamber, read:

A tall figure glares at you, its face hidden but for its pallid white eyes.

TACTICS

The dark creepers behind the hidden arrow slits wait for a PC to get to the center of the bridge and then attempt to shoot one of the ropes holding the bridge up. They don't shoot the other rope, preferring to pepper climbing PCs with sneak attack shots from their longbows. They then proceed to shoot through the arrow slits, hide while moving, and pop up from behind another arrow slit to shoot the PCs again, gaining sneak attack with each attack.

4 DARK CREEPERS

CR 2

hp 5 each (1 HD)

CN Small humanoid

Init +3; Senses blindsight 60 ft.; Listen +3, Spot +3

Languages Common, Dark One, Undercommon

AC 17, touch 14, flat-footed 14

Miss Chance 50% (20% in bright light)

Fort +1, Ref +7, Will +2; evasion

Weakness light sensitivity

Speed 30 ft. (6 squares)

Melee short sword +2 (1d4+1/19–20)

Ranged mwk longbow +5 (1d6/×3)

Space 5 ft.; Reach 5 ft.

Base Atk +0; Grp –3

Atk Options sneak attack +2d6

Abilities Str 12, Dex 17, Con 13, Int 10, Wis 15, Cha 10

SQ shadow cloak

Feats Lightning Reflexes

Skills Hide +8 (+16 in shadows), Listen +3, Move

Silently +4 (+8 in shadows), Sleight of Hand +4,

Spot +5, Tumble +4

Possessions short sword, masterwork longbow with 20 arrows, dagger, leather armor

Hook Fights silently except for dying gasps.

Light Sensitivity (Ex) A dark creeper is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadow Cloak (Su) Due to a shroud of supernatural darkness, a dark creeper has total concealment (50% miss chance) in shadowy illumination and concealment (20% miss chance) in bright light. Darkvision does not reduce the amount of concealment, but creatures that can see in magical darkness suffer no miss chance. Dark creepers cannot use this concealment to hide; it merely provides a miss chance.

Note Dark creepers are stunted humanoids with pallid skin, large noses, and small black hooves. They despise light and those who bring light into their realms.

Note that the small area behind the arrow slits means that a spread or burst spell cast through them likely washes back through the arrow slits.

The dark stalker casts *fog cloud* in the back chamber as soon as the fighting starts. He waits there for the PCs to arrive. Using the fog to hide his movement, the dark stalker moves silently through the fog and sneak attacks foes with his longbow and poisoned arrows, moving after each shot to prevent the PCs from finding him.

Once the combat is resolved, refer back to page 38 to continue the adventure.

DARK STALKER

CR 4

hp 16 (3 HD)
 CN Medium humanoid
 Init +3; Senses blindsight 60 ft.; Listen +5, Spot +5
 Languages Common, Dark One, Undercommon

AC 17, touch 13, flat-footed 14; evasion
 Miss Chance 50% (20% in bright light)
 Fort +2, Ref +8, Will +3
 Weakness light sensitivity

Speed 30 ft. (6 squares)
 Melee mwk rapier +6 (1d6+2/18–20)
 Ranged mwk composite longbow +6 (1d8+2/×3 plus poison)
 Space 5 ft.; Reach 5 ft.
 Base Atk +2; Grp +4

Atk Options poison (Fort DC 14; 1d4 Str/1d4 Str), sneak attack +3d6

Spell-Like Abilities (CL 5th):
 2/day—*fog cloud*

Abilities Str 14, Dex 17, Con 13, Int 13, Wis 14, Cha 16
 SQ shadow cloak

Feats Lightning Reflexes, Weapon Finesse

Skills Hide +8 (+16 in shadows), Listen +4, Move Silently +6 (+10 in shadows), Sleight of Hand +5, Spot +5, Tumble +6

Possessions masterwork rapier, masterwork composite longbow (+2 Str bonus) with 20 poisoned arrows, dagger, leather armor, 10 doses of medium spider venom

Hook Never speaks or reveals his face.

Light Sensitivity (Ex) A dark stalker is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadow Cloak (Su) Due to a shroud of supernatural darkness, a dark creeper has total concealment (50% miss chance) in shadowy illumination and concealment (20% miss chance) in bright light. Darkvision does not reduce the amount of concealment, but creatures that can see in magical darkness suffer no miss chance. Dark creepers cannot use this concealment to hide; it merely provides a miss chance.

Note Dark stalkers act as leaders of the dark creepers. Unlike their smaller brethren, they have normal feet.

FEATURES OF THE AREA

Secret Stone Door: 4 in. thick; AC 4; hardness 8; hp 60; Search DC 20.

Hewn Stone Walls: 3 ft. thick; hardness 8; hp 540; break DC 50; Climb DC 20.

Hewn stone walls increase the DC of Listen checks to hear through them by 20. The hit points and break DC shown are for a 10-foot section. If a hewn stone wall is breached, the squares breached and all adjacent nonwall squares become heavy debris.

Pit: This wide pit is 20 feet deep. Characters who fall from the bridge or the floor above take 2d6 points of damage. The walls of the pit can be climbed with a successful DC 25 Climb check. The bottom of the pit is filled with heavy debris.

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a –5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Corpse Niches: At the places marked on the map, 2-foot-deep niches are carved into the walls of the chamber. The niches are stacked four high in each square of wall, reducing the Climb DC of the wall to 10.

Rope Bridge: Constructed of wooden planks suspended from ropes, this rope bridge is 5 feet wide. A character running or charging across the rope bridge must succeed on a DC 10 Balance check. Failure by less than 5 means the character can still act, but can't run or charge in that round. A failure by 5 or more means the char-

acter can't move in that round and must succeed on a DC 15 Reflex save or fall from the bridge.

If only one of the two supporting ropes is attached, everyone on the bridge must succeed on DC 15 Reflex saves to avoid falling off, and thereafter must make DC 15 Climb checks to move along the remnants of the bridge.

It takes two full-round actions to untie one end of a rope bridge, but a successful DC 15 Use Rope check reduces the time to a move action. The two thick ropes that support the bridge have AC 11, 8 hit points each, and a break DC of 24.

Hidden Arrow Slits: Creatures behind arrow slits have improved cover that gives them a +8 bonus to Armor Class, a +4 bonus on Reflex saves, and the benefit of the improved evasion class feature.

These arrow slits are hidden in the corpse niches and the horned face's mouth (Spot DC 15, Search DC 5). Elves can make a free Search check within 5 feet; dwarves can make a free Search check within 10 feet due to stonecunning.

Fog Cloud: Creatures 5 feet away within the cloud have concealment; creatures more than 5 feet away within the cloud have total concealment.

Wide Column: 5 ft. thick; AC 3; hardness 8; hp 900; break DC 45; Climb DC 20.

A wide column provides cover. A column can be pushed over with a Strength check that meets or exceeds its break DC, dealing 10d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over column fills the squares it falls in with heavy debris.



SKULL STAFF

Encounter Level 8

SETUP

The Poison Dusk lizardfolk hide behind the weeping willow branches (Hide +10; -1 to opposing Spot checks for every 10 feet of distance) and signal the attack with high-pitched whistles before firing on the PCs, likely during a surprise round. The lizardfolk attack to capture, using nets, debilitating poison, and striking to subdue. Although the lizardfolk take hostile actions, they have an attitude of unfriendly, and this doesn't change to hostile unless the PCs exhibit obviously shadow-related abilities.

When the PCs pass the Skull Staff, read:

Shrill whistles pierce the air all around you, and suddenly the stagnant swamp water surges upward as reptilian forms emerge with a thunderous collective roar.

When the Poison Dusk lizardfolk are spotted, read:

A small, lizardlike humanoid bobs its scaled head in a furtive manner as it regards you.

When the PCs first see one of the lizardfolk, read:

This scaly humanoid hisses at you and raises a club studded with sharp stones.

When the Blackscale lizardfolk join the fray, read:

A humanoid lizard the size of an ogre and covered in black scales roars a challenge at you.

TACTICS

Due to how well they are concealed in their prepared ambush, the Sharptooth lizardfolk should get a surprise round to act before the PCs. In any event, the Poison Dusk lizardfolk (P) whistle their alert in the first round and fire their arrows. At the whistle, the lizardfolk (L) and Blackscale lizardfolk (B) emerge and approach the PCs.

After hurling their nets, the Sharptooth lizardfolk and Blackscale lizardfolk wade into melee to attack for nonlethal damage (taking the usual -4 penalty on attack rolls for doing so). The Poison Dusk lizardfolk stay out of melee and try to paralyze PCs with their poison arrows.

Once the tactical encounter is completed, refer back to page 39 to continue the adventure.

6 SHARPTOOTH LIZARDFOLK

CR 1

hp 11 each (2 HD)
N Medium humanoid (reptilian)
Init +0; Senses Listen +0, Spot +0
Languages Draconic

AC 17, touch 10, flat-footed 17
Fort +1, Ref +3, Will +0

Speed 30 ft. (6 squares)
Melee club +2 (1d6+1) and
bite +0 (1d4) or
Melee 2 claws each +2 (1d4+1) and
bite +0 (1d4)

Ranged net -3 ranged touch (entangled; see PH 119) or
Ranged javelin +1 (1d6+1)
Base Atk +1; Grp +2

Abilities Str 13, Dex 10, Con 13, Int 9, Wis 10, Cha 10

SQ hold breath

Feats Multiattack

Skills Balance +4, Jump +5, Swim +2

Possessions club, net, heavy wooden shield, 5 javelins
Hook Hisses at foes.

Hold Breath (Ex) A lizardfolk can hold its breath for 52 rounds before it risks drowning.

3 BLACKSCALE LIZARDFOLK

CR 3

hp 26 each (4 HD)
N Large monstrous humanoid (reptilian)
Init +0; Senses darkvision 60 ft.; Listen +0, Spot +4
Languages Draconic

AC 16, touch 9, flat-footed 16
Resist acid 5

Fort +3, Ref +4, Will +4

Speed 40 ft. (8 squares)
Melee greatclub +6 (2d8+8) and
bite +4 (1d6+3) or

Melee 2 claws each +6 (1d6+5) and
bite +4 (1d6+3)

Ranged net -1 ranged touch (entangled; see PH 119) or

Ranged javelin +3 (1d8+6)

Space 10 ft.; Reach 10 ft.

Base Atk +4; Grp +12

Atk Options Multiattack, Power Attack (-1 attack, +1 damage)

Abilities Str 19, Dex 10, Con 14, Int 8, Wis 11, Cha 7

SQ hold breath

Feats Multiattack, Power Attack

Skills Balance +4, Jump +12, Spot +4, Swim +10

Possessions greatclub, net, 5 javelins

Hook Roars a challenge when it draws its weapon.

Hold Breath (Ex) A Blackscale lizardfolk can hold its breath for 56 rounds before it risks drowning.

4 POISON DUSK LIZARDFOLK

CR 1

hp 5 each (1 HD)
 N Small humanoid (reptilian)
Init +2; **Senses** low-light vision; Listen +0, Spot +4
Languages Draconic

AC 17, touch 13, flat-footed 15
Fort +3, **Ref** +2, **Will** +0

Speed 30 ft. (6 squares)
Melee 2 claws each +2 (1d3+1) and bite +0 (1d3)
Ranged shortbow +3 (1d4 plus poison)

Space 5 ft.; **Reach** 5 ft.
Base Atk +0; **Grp** -3

Atk Options favored enemy humans +2, poison (Fort DC 13, paralysis for 2d6 minutes/no secondary)

Abilities Str 12, Dex 15, Con 12, Int 8, Wis 11, Cha 7
SQ hold breath
Feats Multiattack, Precise Shot
Skills Balance +5, Hide +10 (+5 when wearing armor or covering clothing), Jump +4, Spot +4, Swim +3
Possessions shortbow with 20 poisoned arrows
Hook Laughs when a foe is paralyzed.

Favored Enemy (Ex) A Poison Dusk lizardfolk gains a +2 bonus on its Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against humans. It gains the same bonus on weapon damage rolls.

Hold Breath (Ex) A Poison Dusk lizardfolk can hold its breath for 52 rounds before it risks drowning.

FEATURES OF THE AREA

Trees: Two types of trees are present in the encounter area.

Small Tree: 1 ft. thick; AC 4; hardness 5; hp 150; break DC 25; Climb DC 15.

A creature standing in the same square as a small tree gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a tree doesn't otherwise affect a creature's space, because it's assumed that the creature is using the tree to its advantage when it can.

Large Tree: 5 ft. thick; AC 3; hardness 5; hp 600; break DC 35; Climb DC 15.

This tree takes up an entire square and provides cover to anyone behind it.

The weeping willow trees on the map also provide concealment to anyone behind the screening branches that hang to the ground (indicated by the outline with the trunk at the center).

Skull Staff: 15 ft. thick; AC 1; hardness 5; hp 1,800; break DC 45; Climb DC 15.

The base of the Skull Staff is surrounded by heaps of skulls that constitute heavy debris.

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a -5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Log: 3 ft. thick; hardness 5; hp 360; break DC 35.

A log provides cover. The hit points and break DC shown are for a 10-foot section. If a log is broken, the squares broken and all adjacent nonlog squares become light debris. Creatures behind a log benefit from cover.

Bogs: The murky water of the swamp is nearly impenetrable even without its coating of bright green duckweed. For additional rules about movement and combat in water, see page 5.

Shallow Bog: It costs 2 squares of movement to move into a shallow bog square, and the DC of Tumble checks in such squares increases by 2. Shallow bog squares are roughly 1 foot deep.

Deep Bog: It costs Medium or larger creatures 4 squares of movement to move into a deep bog square, or characters can swim if they want. Small or smaller creatures must swim to move through a square containing a deep bog. All Move Silently checks take a -2 penalty in a deep bog. Creatures without a swim speed or *freedom of movement* cannot use the Tumble skill in a deep bog. Deep bog squares are roughly 4 feet deep.



SHARPTOOTH ENCAMPMENT

Encounter Level 7

SETUP

As the PCs are talking with Kessessek (K), a grell (not shown) in league with the Shadowscale tribe floats down through the fog above the encampment, and seven shadowslain lizardfolk (S) stalk forward through the mists.

When the grell attacks, read:

A shriek like that of a hawk comes from above, and you look up to see gray tentacles descending rapidly from the fog above you to lash out at Kessessek. Suddenly hollow roars ring out.

KESSESSEK

CR 5

hp 42 (7 HD)

Male lizardfolk cleric 5

N Medium humanoid (reptilian)

Init +0; Senses Listen +1, Spot +1

Languages Common, Draconic

AC 19, touch 11, flat-footed 19

Fort +5, Ref +4, Will +5

Speed 30 ft. (6 squares)

Melee club +3 (1d6-1) and bite +1 (1d4-1) or

Melee 2 claws each +3 (1d4-1) and bite +1 (1d4-1)

Space 5 ft.; Reach 5 ft.

Base Atk +4; Grp +3

Combat Gear *potion of barkskin* +3, *potion of hide from undead*, *wand of cure light wounds* (37 charges)

Cleric Spells Prepared (CL 5th):

3rd—*dispel magic*, *dominate animal*^P

2nd—*hold animal*^P, *remove paralysis*, *zone of truth*

1st—*bless*, *detect undead*, *divine favor*, *magic fang*^P, *protection from evil*

0—*detect magic*, *detect poison*, *light*, *purify food and drink*, *resistance*

D: Domain spell. Deity: Essylliss. Domains: Animal, Scalykind

Spell-Like Abilities

1/day—*speaking with animals*

Abilities Str 9, Dex 10, Con 13, Int 12, Wis 13, Cha 16

SQ hold breath, spontaneous casting (*cure* spells)

Feats Improved Turning, Multiattack, Self-Sufficient

Skills Balance +4, Concentration +3, Heal +4, Jump +3, Knowledge (nature) +6, Knowledge (religion) +6, Survival +4 (6 in aboveground natural environments), Swim +0

Possessions combat gear plus *ring of protection* +1, *bracers of armor* +1

Hook Constantly ducks his head when speaking Common, as though he must do so to form the words.

When the shadowslain lizardfolk emerge from the fog, read:

A lizardfolk swathed in rippling shadow regards you with eyes that flicker with an unholy light.

7 SHADOWSLAIN LIZARDFOLK

CR 2

hp 13 each (2 HD)

NE Medium undead (augmented humanoid, reptilian)

Init +0; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +0

Aura Weave drain (10 feet)

Languages Draconic

AC 17, touch 12, flat-footed 17

Immune mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion

Resist turn resistance +4

Fort +0, Ref +3, Will +0

Weakness light sensitivity

Speed 30 ft. (6 squares)

Melee 2 claws each +4 (1d4+3) and bite +2 (1d4+1)

Ranged javelin +1 (1d6+3)

Space 5 ft.; Reach 5 ft.

Base Atk +1; Grp +4

Abilities Str 17, Dex 10, Con —, Int 9, Wis 10, Cha 10

SQ shadowstuff armor

Feats Multiattack

Skills Balance +6, Hide +10, Jump +9, Swim +8

Possessions 5 javelins

Hook Hisses at foes

Light Sensitivity (Ex) A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadowstuff Armor (Su) A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.

Weave Drain (Su) This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 × the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

TACTICS

The grell starts the combat by charging down to strike and paralyze Kessessek. If it fails on the first round, it uses all of its attacks to guarantee success on the second round. Afterward, it focuses attacks on the PCs.

When the grell shrieks as it attacks, the shadowslain lizardfolk charge out of the fog to attack. When possible, they bull rush PCs into the hot springs. They came to fight the lizardfolk, but they attack the PCs.

Upon seeing their leader disabled and not knowing how many Shadowscapes are part of the attack, the Sharptooths flee. If the PCs are having a tough time with the encounter, have some Sharptooth lizardfolk regain their courage and return to the fight.

Once the combat has been resolved, refer back to page 41 to continue the adventure.

GRELL

hp 32 (5 HD)

NE Medium aberration

Init +2; **Senses** blind, blindsight 60 ft.; Listen +6, Spot +6

Languages Draconic, Grell

AC 16, touch 12, flat-footed 14

Immune electricity, paralysis, gaze attacks, visual illusions

Fort +3, **Ref** +3, **Will** +4

Speed 5 ft. (1 squares); fly 30 ft. (perfect)

Melee 10 tentacles +5 each (1d4+1 plus paralysis)

Ranged lightning lance +5 touch (3d6 plus electricity)

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

Base Atk +3; **Grp** +14

Atk Options expert grappler, improved grab

Special Actions constrict 1d6+1

Abilities Str 12, Dex 15, Con 14, Int 12, Wis 11, Cha 9

Feats Flyby Attack, Weapon Finesse

Skills Hide +10, Listen +6, Move Silently +10, Spot +6,

Hook Screeches as it flies and attacks.

Expert Grapppler (Ex) A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, *MM* 310, for details). A grell has a +10 racial bonus on grapple checks; paralyzed foes automatically lose grapple checks.

Improved Grab (Ex) To use this ability, a grell must hit an opponent of its size or smaller with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Constrict (Ex) A grell deals 1d6+1 points of damage on a successful grapple check.

Paralysis (Ex) Any creature hit by a grell's tentacle must succeed on a DC 10 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty. Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round.

CR 3

FEATURES OF THE AREA

Thin Fog: Thin fog obscures all sight beyond 60 feet, including darkvision. Creatures separated by more than 30 feet of thin fog have concealment with respect to one another. Creatures separated by 60 feet of thin fog have total concealment with respect to one another.

Hot Springs: A creature in a square of a hot spring takes 1d6 points of damage each round it remains in the spring. This counts as fire damage to creatures immune or resistant to fire (but not for those who are vulnerable to fire). A splash from the springs deals 1d4 points of damage to a creature outside the springs (Reflex DC 15 half).

Geysir: The geyser erupts once every 2d4 rounds and shoots up to a height of 100 feet. A creature within 10 feet of the erupting geyser must make a successful DC 15 Reflex save or take 1d6 points of fire damage from the expelled steam. A creature in the geyser's space when it erupts takes 2d6 points of fire damage, with no saving throw.



CORMYR'S LOST REFUGE

The map found in the temple in Wheloon shows the location of an old Cormyrean keep. Nearly 100 years ago, after years of the Vast Swamp gradually encroaching upon the keep, an orc attack finally sealed its fate. Since then, control of the keep has passed through many hands, and now followers of Shar claim it. The Lost Refuge is part of the swamp now, as well as a significant part of Shar's plans in the region.

In the heart of the Lost Refuge is a tear in the fabric of the planes—a rift of shadow that draws matter from the Plane of Shadow into the Material Plane. Once used by the Dusk Lord (see below), the passage was closed over a century ago only to be reopened by Despayr and Thieraven, a shadar-kai sent by Esvele Graycastle.

The Lost Refuge is a convenient way station between the Plane of Shadow and the church's operations in Wheloon and elsewhere in Cormyr. Clerics carry instructions and information sporadically from the Black Rift to Wheloon and back, by way of the Lost Refuge. With the temple in Wheloon producing new fodder for Shar's clergy, the priests there send the petitioners by the same route. Three such petitioners are in the Lost Refuge when the PCs arrive—potential allies not entirely beyond redemption.

The Lost Refuge offers the PCs the possibility of a stealthy infiltration—but a frontal assault is equally possible. In the course of this attack on the keep, they find clues that point them through the Dusk Lord's Passage and on to another plane—and, ultimately, to the Black Rift to face Despayr.

features of the Lost Refuge

The following general properties apply to the rooms within the Lost Refuge unless otherwise noted in a room or encounter description.

ceilings

Ceilings are of uniform height.

Ceilings: Indoor ceilings are 15 feet high.

walls

Most walls in the Lost Refuge are made of 1-foot-thick mortared stone, but some interior walls are 5 feet thick.

Masonry Walls (Thick): 5 ft. thick; hardness 8; hp 450; break DC 55; Climb DC 20.

Masonry Walls (Thin): 1 ft. thick; hardness 8; hp 90; break DC 35; Climb DC 20.

Masonry walls increase the DC of Listen checks by 15. The hit points and break DC shown are for a 10-foot section. If a masonry wall is breached, the squares breached and all adjacent nonwall squares become heavy debris.

The thin walls that surround the keep are 15 feet tall.

DOORS

Doors in the Lost Refuge consist mainly of good wooden doors. Most get stuck when closed and thus must be forced open with a Strength check against the door's break DC. This does not actually shatter the door, although that can be the result of a successful check if a player desires.

Good Wooden Door: 1-1/2 in. thick; AC 3; hardness 5; hp 15; break DC 16 if stuck, DC 18 if locked.

illumination

Hanging lanterns illuminate most of the rooms in the temple. Dark areas are specifically noted in the text.

LOST REFUGE LOCATIONS

The map for this area appears on page 52. Assume that the ground in the encounter locations is clear and relatively free of obstruction unless a tactical encounter indicates otherwise.

L1. GATEHOUSE

Read the following when the PCs arrive at the Lost Refuge:

Overgrown and run down, a small keep rises before you. A pond of dark water hugs the end of the keep you face, and another pond laps against the far northeastern corner. The structure is a long enclosure formed by crumbling, 15-foot walls covered with creeping vines. This enclosure surrounds a windowless tower that rises to twice the height of the walls at the northern end. A portcullis blocks a passageway leading through the wall in the southeast corner, which you face. Flickering firelight escapes out of arrow slits in the wall near the portcullis, and what looks like a torch burns in front of the keep as well. A thin line of smoke rises into the air near the gate.

The “torch” in front of the keep is the will-o’-wisp in tactical encounter L1.

Read this text to describe the gate from outside the keep:

A rusting iron portcullis blocks the way into a covered corridor leading into the keep’s enclosure. Arrow slits line the outer wall next to the gateway as well as one wall of the corridor beyond the gate. Another portcullis blocks the far end of the corridor. Rubble chokes the floor of the corridor, presumably fallen pieces of the ceiling.

When the PCs enter the gatehouse, read this description:

The gatehouse is spacious and comfortable inside. A round table stands in the corner opposite the doorway, surrounded by four high-backed chairs. A fire pit burns warm and bright to the right of the doorway, a line of smoke escaping through a hole in the ceiling above it. Behind the fire pit, two straw mats lie on the stone floor. To the left of the door, a few large crates are stacked in a corner.

Two human rogues guard the gatehouse at all times, with two shadowslain lizardfolk at their command. They pass time by playing cards or dice at the table. A will-o’-wisp haunts the swamp just outside the gatehouse, cooperating—for now—with the inhabitants of the keep to fight off intruders.

If the PCs approach the gatehouse from outside the keep, the guards inside the gatehouse challenge them. If the PCs claim to be a group of new converts from Wheloon and ask for Bestra,

the guards ask why they have come so soon after the last group. Allow the PCs to make a Bluff check opposed by both guards’ Sense Motive checks (+4 modifier). If the guards are satisfied with the PCs’ answer, they open the portcullises, and one of the guards then escorts the PCs to the great hall to meet Bestra.

If the guards aren’t satisfied with the PCs’ answer to their challenge, they and the will-o’-wisp outside launch their attacks, as described in the tactical encounter.

The guards are rather less vigilant against attacks that do not originate outside the gate, relying on their +4 Listen modifiers to detect any noise in the courtyard.

Tactical Encounter: L1. Gatehouse Attack on page 58; read Development below first.

Treasure: In addition to the equipment the rogues carry and use, the crates in the corner contain food supplies. The PCs can easily put together a day’s meal and can also scavenge 10 days of trail rations.

On the table is a deck of cards (depicting dragons of every color as well as a few humanoids) and a pair of ivory eight-sided dice with jet inlays worth 10 gp.

Development: Shortly after the PCs defeat the guards at the gatehouse, they must defend the gatehouse themselves. A group of shadar-kai, normally found in area L7 in the great hall, checks in regularly at the gatehouse to make sure nothing unusual is going on. For the purpose of a dramatic encounter, the shadar-kai arrive almost immediately after the PCs defeat the gatehouse guards—as soon as the PCs have cast healing spells and otherwise made themselves ready to continue. The shadar-kai attack is detailed in tactical encounter L1A, page 60.

These two encounters should cause a significant drain on the PCs’ resources. If the PCs fight off the shadar-kai, however, they find that the gatehouse is a defensible position they can use as shelter while they rest for the night—rather than retreat into the swamp to rest, only to return the next day and find the gatehouse guarded once again.

L2. MAIN COURTYARD

A large open space stands between the gatehouse and the main building of the keep. Surrounded by crumbling walls, this courtyard looks as though it is on the verge of disappearing into the

THE DUSK LORD OF SESSRENDALE

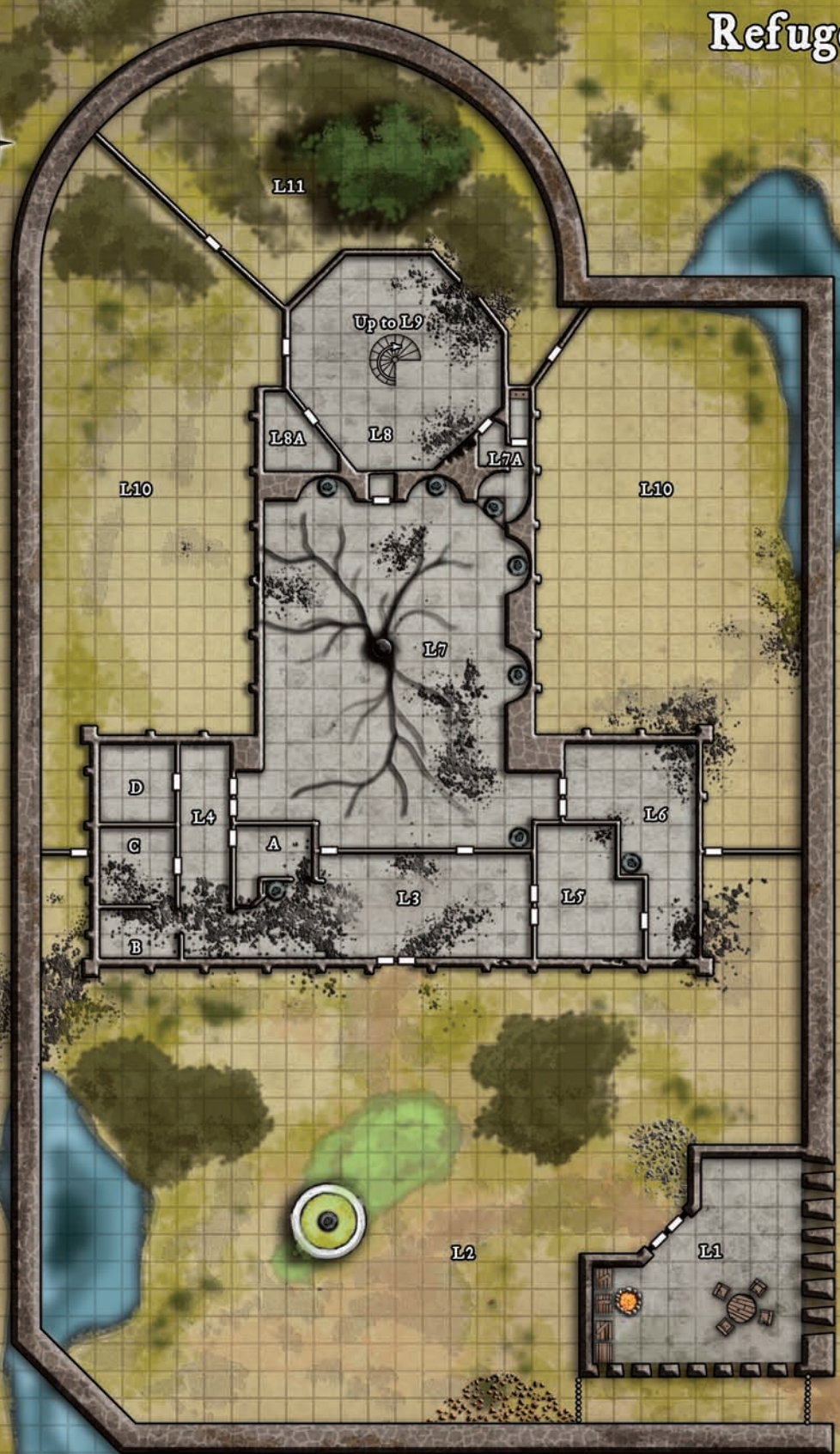
For three hundred years the quiet valley between the Thunder Peaks and the elven lands of Sembholme was the thriving community of Sessrendale. In 1232 DR, the military rulers of Archendale accused the Dusk Lord of Sessrendale of sorcery, claiming that the shadowy lord polluted the land with necromancy and other evil magic. Archendale’s armies marched into Sessrendale, setting off a three-week bloodbath. Whatever the truth of Archendale’s accusations, Sessrendale did muster powerful magic in its defense, and the losses were terrible on both sides.

In the end, the Dusk Lord was overthrown. The people of Sessrendale were driven west into Cormyr, their valuables carted back to Archendale, their buildings burned and their lands salted. Sessrendale no longer appears on maps of the Dalelands and is all but forgotten.

The fate of the Dusk Lord is a matter of some speculation. Some say he was slain; others claim that his necromancy sustained him beyond death. Many stories agree that, alive or dead, the Dusk Lord fled toward Cormyr and took up residence in the Vast Swamp. Nearly 150 years later, few would say that the Dusk Lord still remains in the swamp—unless he is a lich, as some tales suggest.

There is one minor legend concerning the Dusk Lord, however, that is directly relevant to this adventure, though its accuracy is still uncertain. This legend holds that the Dusk Lord used magic to pass into the Plane of Shadow. This legend is the source of the name the Sharran clergy use for the rift to the Plane of Shadow within the Lost Refuge: the Dusk Lord’s Passage.

Cormyr's Lost Refuge



Scale: One square = 5 feet



The Vast Swamp claimed Cormyr's Lost Refuge long ago

Illustration by Chris Dien

swamp. On the west side, a large pool of water is spreading inward. Two broad clusters of ferns, shrubs, and vines have sprung up between the uneven flagstones. Mats of putrid yellow-green algae fill a bleached stone fountain near the center of the courtyard, and a sheen of green water extends from the fountain toward the great hall. Across the courtyard, the great hall stands relatively intact, though the walls at the west front corner are deteriorating.

If the PCs have already captured the gatehouse and defeated the patrolling shadar-kai in tactical encounter L1A, the great hall is on alert and the defenders move to attack the PCs as soon as they enter the courtyard. See the tactical encounter for combat details and the area's terrain features.

Tactical Encounter: L2. Main Courtyard on page 62.

L3. ENTRY

The interior of the great hall is in worse shape than it seemed from the outside. This entryway is choked with rubble—some has fallen from the ceiling, some are remnants of fallen pillars or

collapsing walls. The area gives a definite impression that it could collapse at any time.

Directly opposite the main doors is a wall with two widely spaced doors leading north. Paired lines of columns lead to a double door on the right. A crumbling, headless statue stands in a corner to the left, and a rubble-strewn hallway leads off past it.

The statue in the northwest corner of the room once depicted King Azoun III of Cormyr, but the head has been removed and destroyed. A successful DC 15 Knowledge (nobility and royalty) check is sufficient to identify the headless figure from the crests that adorn his sword and armor.

Regardless of the route the PCs used to reach this area, they meet defenders of the keep here, as detailed in the tactical encounter.

Tactical Encounter: L3. Entry on page 64. This encounter assumes that the PCs have already overcome tactical encounter L2. When Bestra took the shadowlain lizardfolk out to meet

Avoiding the Gatehouse

If the PCs avoid the gatehouse by scaling a wall, they might be able to move around the courtyard or side yards without immediately raising an alert. The rogues in the gatehouse have Listen modifiers of +4, modified for distance (–1 for every 10 feet) and the door that stands between them and the courtyard

(–5). Bestra (Listen +3) in area L6 is the only inhabitant of the great hall likely to raise an alarm. The price the PCs pay for this chance to move around the courtyard undetected is the likelihood of some very difficult encounters once they enter the great hall.

the PCs in the courtyard, she instructed the converts in area L4 to remain here in the entry, ready to defend the great hall.

Development: If the PCs have not already faced and defeated the creatures in tactical encounter L2, there are five shadowslain lizardfolk posted here as guards. If combat breaks out here, the converts from area L4 arrive in the following round; Bestra, from area L6, arrives in the round after that. Use the statistics for all the creatures in both tactical encounter L2 and tactical encounter L3 on the map for tactical encounter L3. This massive encounter is Encounter Level 9.

If the PCs have not already faced and defeated the creatures in tactical encounter L1A, those shadar-kai come from area L7 to join any battle in progress here. These shadar-kai, plus the recruits from area L4, boost the encounter to EL 8. The shadar-kai plus the shadowslain lizardfolk in this area, the converts from area L4, and Bestra from area L6 are a very dangerous encounter.

Even if the PCs have not previously alerted the inhabitants of the great hall, combat in the entry alerts the rest of the keep. The creatures in area L7 do not leave that area, but they take up the defensive positions shown in tactical encounter L7.

If the PCs face both tactical encounter L2 and tactical encounter L3 in the same day, they are likely to find their resources severely depleted. However, they also have dealt a serious blow to the defenders of the keep, who have few options left to bolster their defenses.

If the PCs wait more than a day before returning to the great hall, a small group of shadar-kai reinforcements arrives at the keep (by way of the Dusk Lord's Passage in area L7). These shadar-kai are identical to those described in tactical encounter L1A, and if the PCs are camping in the gatehouse, these shadar-kai attack them there in a reprise of that encounter. If the PCs camp elsewhere, the shadar-kai reinforcements take up guard positions in area L3.

L4. ROOMS OF WAITING

Rubble chokes the near end of this hallway, where the ceiling has begun to collapse and a large section of wall has caved in. Four doors lead off the hall on both sides, including a large double door on the right.

When new recruits come from Wheloon, they stay here until they can be moved on to the Monastery of the Ebon Dome. Likewise, these rooms house visitors from there when needed. Currently,

some of the latest crop of recruits from Wheloon are here, waiting for the next stage in their initiation. The others—Tholwick, Durgen, Kareem, and Smote—were taken already. They went with some recruits who were waiting here before they showed up.

These new recruits include Hlish, a cleric of Mystra, and three young wizards—Dava, Mendios, and Zephan. The three men sleep in room A, while Dava sleeps in room D. All four recruits spend their time talking together in room A or area L3.

Tactical Encounter: The residents of this room are included in L3. The Entry, on page 64.

Development: The three men and the woman here were duped in Wheloon and underwent the process of initiation at the temple there. Hlish emerged from the temple transformed into a creature of shadow. Hlish and the wizards are *dominated* but otherwise unharmed.

A *dispel magic* spell or similar effect has a chance to remove the *dominate* effect that controls these recruits. The *Starry Gnosis* has a caster level of 9th, so the DC to dispel this effect is 20. If the recruits are freed from the *dominate* effect, they are confused but grateful. They recount their experience in Wheloon, which is similar to what the PCs have already undergone or witnessed. Bestra told them that they would be traveling again soon, through the Dusk Lord's Passage to a place called the Monastery of the Ebon Dome.

L5. LIZARDFOLK DEN

A pile of refuse lies in this room, a heap of dead plants mixed with bones, leather, and other trash. The rest of the floor is clear.

This room is the lair of the shadowslain lizardfolk that serve the Sharran cult. Although they don't need to sleep or eat, they sometimes retire to this chamber to mimic their living behavior.

Treasure: In the refuse pile are a hunk of obsidian worth 12 gp, a vial of *oil of darkness*, and a *potion of owl's wisdom*.

L6. HALL OF SHADOWS

This large, L-shaped room is filled with dancing shadows, though no light source other than your own is immediately visible. Two corners of the room are partially caved in, with rubble scattered on the floor and the sky visible through holes in the ceiling.

This room is home to Starweaver Bestra Mornscroll, the highest-ranking cleric in the Lost Refuge. New recruits from Wheloon

Designer's Note

None of the NPCs in the Lost Refuge have richly detailed backgrounds that are essential to the plot of the adventure, and, frankly, that's because they're not intended to be anything other than a reasonably challenging fight for the PCs. That said, some of them have names, and many of them have interesting or vaguely amusing "hooks" at the bottom of their statistics blocks, which you can use to help get some hint of their personalities across.

Try these other tips for conveying some of the evil menace behind the NPCs in this area:

- Each time an NPC acts, have him say something. It

might just be echoes of the quotation in that character's hook, it might be a comment on the PCs' pathetic efforts, or it might even reveal a glimpse of the greater plan (especially if the PCs are having a hard time figuring out what's going on).

- When the PCs are fighting multiple NPCs, have the NPCs talk to each other. On Thieraven's action, he might shout, "Ketsarra! Watch the rogue behind you!" or something similar. At the very least, the characters will have names to attach to their fallen foes.

—James

see her first, and she is responsible for overseeing them until they move on to the Monastery of the Ebon Dome. She also commands the shadowslain lizardfolk in the entry (area L3), leading them in defense of the courtyard.

The room is dimly lit by a lantern hanging near the doorway to area L7. The lantern burns shadowlight oil (see page 153), a substance infused with the essence of the Plane of Shadow, which sheds shadowy illumination in a 120-foot radius without emitting any bright light.

A headless statue similar to the one in the entry (area L3) stands in a corner of this room. This one depicts an armored woman; a successful DC 15 Knowledge (nobility and royalty) check reveals her as Queen Enchara of Esparin, a kingdom that was annexed into Cormyr when Enchara married Cormyr's Crown Prince Palaghard in 1162 DR.

If the PCs manage to talk their way past the gatehouse guards, one of those guards brings them here to see Bestra. The guard remains while Bestra questions the PCs. Bestra begins the interrogation by casting *detect thoughts*, since she is suspicious of new recruits arriving off schedule. If the PCs fail to convince her of their sincerity, combat breaks out here. The shadowslain lizardfolk in area L3 and a shadar-kai strike team from area L7 join the combat at the start of the second full round. Bestra, the one gatehouse guard, the shadowslain lizardfolk, and the shadar-kai combine to form an EL 9 encounter. The gatehouse guard's statistics appear in tactical encounter L1, the shadar-kai are detailed in tactical encounter L1A, and the others appear in tactical encounter L2.

If the PCs do manage to convince Bestra of their sincerity, she and the guard escort them to area L4. She encourages male PCs to join the other male recruits in room A, and female PCs to join Dava in room D. Then she leaves them there and reports to Thieraven in area L7.

Treasure: A small sack near the lantern contains 22 flasks of shadowlight oil, worth 5 gp each.



Ketsarra and Thieraven guard the great hall

L7. GREAT HALL

This enormous room must once have been impressive in its grandeur. Elegant columns support the beautifully arching ceiling—except where the columns have crumbled and the ceiling has begun to collapse. Four statues are set into alcoves around two walls, and two more statues stand on raised platforms in corners of the room.

The most striking feature, however, is a giant orb of swirling shadow near the center of the room, which extends huge black tendrils like shadowy cyclones out almost to the walls. The tendrils writhe and twist, but remain in more or less the same locations. They seem to suck the light from the air.

Several creatures also lurk in this room, and they look ready for a fight.

This orb of shadows, roughly 5 feet in diameter, is the Dusk Lord's Passage, a portal to the Plane of Shadow. A character who enters the Passage is immediately transported to the Plane of Shadow and area S1 in Chapter 4. The portal exists on the Plane of Shadow as well, though without the tendrils of darkness extending from it, and a character who steps into it on the Plane of Shadow appears back in this spot on the Material Plane. The portal operates once every 1d3 rounds, in either direction.

This room is the headquarters for the Sharran operations locally. In charge of the cult's efforts at the Lost Refuge are the shadar-kai sorcerer Thieraven and a shadowslain half-dragon lizardfolk called Ketsarra. From here, they command the shadar-kai, oversee Bestra in her leadership, and maintain communications with the forces of the Monastery of the Ebon Dome. If Thieraven or any of his followers suffers from the shadow curse, the Passage affords easy transit to the Plane of Shadow, where the effects of the curse can be reversed.

The inhabitants of this room are almost certainly aware of the PCs' presence in the Lost Refuge before the PCs ever arrive here. However, they remain here, as prepared as possible for an eventual attack on this room, rather than leave it and spread their forces thinner. Thieraven paces restlessly around the hall. Among his possessions is a note from Despayr that hints at why

he and his people are aiding Shar's clerics. This letter is also included in the appendix (on page 157) so that you can photocopy it and hand it to your players.

Kithlord Thieraven,

My Mistress cannot break the bargain that tied your people's souls to Her holy realm, but I guarantee that if Her plans are successful, you will have a home on Faerûn where your kind will not feel the curse's effects. The Vast Swamp should make a perfect base for your people to gather and establish a true presence in the world. None will suspect it, and no prying eyes will detect it besides a few small tribes that you can slaughter or subjugate, as you see fit. Success in this endeavor will in turn lead to other successes, and in due time your kind will have many places where you can live without fear of losing your souls.

As always, She grants you access to the Shadow Weave, and I offer more training in its use. We urge you to convince more of your kind to accept this gift. You have already seen its benefit, and in the coming months and the years afterward, your people will come to know its power.

—Esele Graycastle

The door on the north wall, leading to area L8, is made of iron and locked. The key is hidden on the Plane of Shadow, inserted into the lock of the door's shadow mirror on that plane. It does not work to operate the lock of the door on the Plane of Shadow. There is another way into area L8, however: The statue in the northeast corner of the room is on a revolving platform, and once triggered (see below), it deposits the PCs into area L7A. A door leads from L7A into area L8; it opens only when a lever on the wall in L7A is pulled down, and it cannot be opened from area L8.

All six statues in the room depict past rulers of Cormyr (Knowledge [nobility and royalty] DC 20 to identify): King Galaghard III, King Bryntharth, King Boldovar "the Mad," and King Palaghard I stand in the alcoves, while King Dhalmass "the Warrior King" stands in the northwest corner, and Queen Jhalass Huntsilver (Dhalmass's wife) stands on the rotating platform in the southwest corner. Dhalmass and Jhalass were killed by assassins in 1227 DR, the year the Lost Refuge was built.

Locked Iron Door: 2 in. thick; AC 3; hardness 10; hp 60; DC 28 (locked).

The key to this door is hidden on the Plane of Shadow—inserted into the lock of the door's shadow mirror on that plane (it does not work to operate the lock of the door on the Plane of Shadow).

Secret Statue Door: 5 ft. thick; AC 3; hardness 8; hp 900; break DC 45; Climb DC 15; Search DC 25.

A statue provides cover; it can be pushed over with a Strength check that meets or exceeds its break DC, dealing 10d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over statue fills the squares it falls in with heavy debris.

A successful DC 20 Search check in that area reveals that the platform can move, and a successful DC 25 Search check reveals the hidden switch on the statue's back that activates the platform. The platform rotates 180 degrees, pauses for 1 round, then automatically rotates back to its original position. Only one person can stand on the platform with the statue at a time, so using this means to get through to area L8 is a little slow.

From within area L7A, the trigger to activate the revolving platform is easy to find (Search DC 10). It operates the same way as it does when triggered from the other direction.

Lever-Operated Stone Door: 4 in. thick; AC 3; hardness 8; hp 60; break DC 28 (locked).

This door is operated by a level next to it in area L7A. It is a secret door in area L8. No means of opening the door exists in area L8.

Tactical Encounter: L7. Great Hall on page 66.

Development: The small room in area L7A contains a small altar to Shar; a black wooden disc about 3 feet in diameter, surrounded by a ring of purple, hangs on the wall above it. A small ceramic lamp on the altar burns shadowlight oil (see page 153), filling the small room with shadowy illumination. This altar is the only definite indication in the Lost Refuge of whose clergy are behind the activities in Wheloon and here.

Also atop the altar is a letter. This letter is included in the handouts (on page 158), making it easy for you to photocopy it and give it to your players. Characters can make appropriate Knowledge checks to glean further information about things mentioned in the letter.

Knowledge (religion) DC 15: The Lady of Loss and the Dark Goddess are titles of Shar.

Knowledge (religion) DC 18: The Mysteries could be a reference to Mystra, whose titles include Lady of Mysteries.

Knowledge (history) or Knowledge (local) DC 15: The Dusk Lord was the ruler of Sessrendale, which Archendale conquered in 1232 DR.

Knowledge (history) or Knowledge (local) DC 25: Some tales say that the Dusk Lord fled into the Vast Swamp when Sessrendale fell, and from there passed into the Plane of Shadow at the end of his unnaturally long life.

Despayr,

The Lady of Loss has seen your devotion and will reward it.

I send you Thieraven, who brought you this letter. He carries the means to open the Dusk Lord's Passage once again, and thereby provide you with a glorious new home and the means to our mutual ends.

When you have passed through the Passage, you will find yourself in a reflection of the keep. From there, another of Thieraven's race, a shadar-kai, will lead you to the Monastery of the Ebon Dome. I eagerly await you there; we have much to discuss.

Keep your secrets safe. Their weight will one day bring the Mysteries to an end.

—Esele Graycastle

L8. GREAT TOWER

This octagonal room is the ground floor of the short tower you saw from outside the keep. A rickety spiral staircase in the center of the room leads upward through a jagged hole in the ceiling. Rubble is piled on the floor where the ceiling collapsed. An open doorway in one wall has let the swamp in; a tangle of sickly-looking vines spills through the doorway and covers that side of the room.

Two shadar-kai, two Poison Dusk shadowslain, and a shadow mastiff are stationed here at all times to defend the tower where the captive lizardfolk are held and provide a clearly audible alert if anyone should enter the keep through the garden door.

The door from area L7A can be opened only by pulling the lever within that room. A successful DC 25 Search check reveals that there is a door in that location (appearing as the thinnest of cracks in the stone wall), but there is no way to open the door from this side.

Area L8A, northeast of the main tower, is a storage area. Ten large crates hold preserved foodstuffs, clothing (primarily cloaks and boots), blankets, and other supplies used by the living inhabitants of the keep as well as agents traveling to Wheloon or the Monastery of the Ebon Dome. Five large casks hold assassin vine wine. All these goods are worth about 25 gp.

The hole in the wall that leads to area L11 allows a riot of swamp plants into the building. Light undergrowth covers the squares indicated on the map.

Locked Iron Door: 2 in. thick; AC 3; hardness 10; hp 60; DC 28 (locked).

The key to this door is hidden on the Plane of Shadow, inserted into the lock of the door's shadow mirror on that plane. It does not work to operate the lock of the door on the Plane of Shadow.

Secret Lever-Operated Stone Door: 4 in. thick; AC 3; hardness 8; hp 60; break DC 28 (locked); Search DC 25.

This door is operated by a level next to it in area L7A. It is a secret door in area L8. No means of opening the door exists in area L8.

Light Undergrowth: A space covered with light undergrowth costs 2 squares of movement to enter and provides concealment. Undergrowth increases the DC of Tumble and Move Silently checks by 2. A creature using a slashing weapon can clear a square of light undergrowth with a full-round action.

Tactical Encounter: L8. Great Tower on page 68.

Development: If the PCs have not already defeated the shadar-kai from tactical encounter L1A, they emerge through the one-way door from area 7 into this room at the rate of one per round after combat begins.

L9. UPPER TOWER

This windowless upper story is as dark and dismal as a subterranean dungeon. A number of emaciated lizardfolk are shackled to the walls. A hole yawns in the floor near one wall, and it's not entirely clear if the surrounding floor is sturdy.

The five lizardfolk here are the only survivors of the captives brought here last month. The others were either transformed into shadowslain or eaten by the jailer, the crocodilian khumat.

The khumat is a shadow beast from the Plane of Shadow. Native to the fetid swamps there, a khumat is a dim-witted but crafty predator. It has been pressed into the service of the shadar-kai, but serves them happily since it is allowed to eat prisoners that die in its care.

Tactical Encounter: L9. Upper Tower on page 70.

L10. SIDE YARD

This large yard is a field of mud. Some rubble has fallen from the great hall and the enclosing wall, and some undergrowth seems to be spreading through a gateway at the north end of the yard.

A door leads from the western side yard into the great tower (area L8). This strong wooden door is barred from the inside. If the shadow mastiff in area L8 hears someone trying the door

(Listen +8), it immediately bays, alerting the entire keep to the intruders. Since there is no line of effect between the shadow mastiff and PCs outside the door, they are not subjected to the fear effect of its baying.

Barred Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 35 (barred).

Development: The exhausted lizardfolk are members of the Sharptooth tribe that were captured not long ago. If the PCs speak Draconic, they can tell the PCs that they've seen hairy ones and ShadowScales disappear into and appear from the "shadow hydra" in the Great Hall. The names of the disappeared lizardfolk are Ashala (Kessessek's mate), Gathan, Kurash, Gruss, and Sithen.

L11. REAR GARDEN

What might once have been a lovely garden is now choked with weeds, creeping vines, and overgrown bushes. There is no clear ground within the garden enclosure, and the growth within has spilled into both side yards. The plant life seems to crawl through an open doorway in the octagonal tower; the tower's interior is dark and quiet.

The entire garden area is covered with light undergrowth, including a patch of heavy undergrowth near the middle.

chapter 3 conclusion: passing into shadow

If the PCs found Esvele's letter in area L7A, they have some clues to lead them on in the adventure. The church of Shar is revealed as the villain behind the scenes so far, and there is some hint that Mystra is the target of their plans. Still, the characters might not put the pieces together, or trepidation about the Dusk Lord's Passage might cause them to investigate Mhair's deceptive map before journeying to the Plane of Shadow. If the PCs do head out into the swamp to find the monastery shown on Mhair's map, they find that no trail exists and even after days of travel, no monastery becomes apparent.

If the PCs did not find Esvele's letter or interview the dominated recruits, they have few clues to go on. However, the lizardfolk from area L9 know of the existence of the Dusk Lord's Passage, and describe it as the thing the ShadowScale tribe now comes from.

If the PCs return to Kessessek after freeing the lizardfolk, the chieftain is true to his word and gives the PCs all his magic items. The lizardfolk in his war party then take up residence in the Lost Refuge and attempt to guard it.

chapter 3 story awards

The PCs can earn extra experience for completing certain tasks in the adventure.

- If the PCs used a means other than the front gate to enter the Lost Refuge, award the party 200 XP.
- If the PCs didn't kill Halish or any of the dominated wizards, award the party 400 XP.
- If the PCs fooled any of the Lost Refuge guardians into thinking they were dominated, award the party 200 XP.
- If the PCs found both of Esvele's letters, award the party 400 XP.
- If the PCs used the unstable floor against the khumat, award the party an extra 200 XP.

GATEHOUSE ATTACK

Encounter Level 7

SETUP

Although the will-o'-wisp is visible as the PCs approach the keep (see the read-aloud text at the start of the Lost Refuge description on page 52), it extinguishes its light as they get closer. The encounter begins when a guard in the gatehouse challenges the PCs; allow the PCs to interact with the guard as they like, but as soon as the two guards

(R) decide that the PCs are bluffing, they attack, and the will-o'-wisp (W) joins in (becoming visible again). The two shadowslain lizardfolk (L) remain in the gatehouse to meet the PCs if they gain entry.

Read this text to begin the encounter:

“Who goes there?” The rough male voice comes out of the arrow slits on the outer wall near the gate.

FEATURES OF THE AREA

Shallow Bog: It costs 2 squares of movement to move into a shallow bog square, and the DC of Tumble checks in such squares increases by 2. Shallow bog squares are roughly 1 foot deep. For more rules about movement and combat in water, see page 5.

Arrow Slits: Creatures behind arrow slits have improved cover that gives them a +8 bonus to Armor Class, a +4 bonus on Reflex saves, and the benefits of the improved evasion class feature.

Rusted Iron Portcullis: 2 in. thick; AC 6; hardness 8; 15; break DC 26; Strength DC 25 to lift.

CR 1; mechanical; manual trigger; manual reset; Atk +10 melee (3d6); Search DC —; Disable Device DC 20.

The damage applies only to those underneath the portcullis. Creatures under the portcullis when it falls are knocked prone and held in place until the portcullis is lifted or the creature succeeds on a DC 20 Escape Artist check.

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a –5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Locked Strong Wooden Doors: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked); Open Lock DC 25.

One of the rogues inside carries the key to the doors, but the doors can be locked from the inside without the key.

Fire: A creature moving into a square of fire takes 2d6 points of fire damage and must succeed on a DC 15 Reflex save or catch fire.

Small Wooden Crates: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a crate with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on a crate gains a +1 bonus on melee attacks against opponents on the ground. A crate provides cover.

Table: 1/2 in. thick; AC 2; hardness 5; hp 5; break DC 17.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of the table with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on the table gains a +1 bonus on melee attacks against opponents on the ground.

A table can be tipped over as a move action with a successful DC 8 Strength check; it can then provide cover.

Chairs: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17.

A creature standing in the same square as a chair gains a +2 AC bonus and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a chair doesn't otherwise affect a creature's space, because it's assumed that the creature is using the chair to its advantage when it can.



TACTICS

The rogues begin the encounter hiding behind the arrow slits, and initiate combat with sneak attacks launched from these positions. They then alternate between attacking and hiding. In a round when a rogue is hiding, he or she ducks below the arrow slits, moves to a different arrow slit up to 15 feet away, and makes a new Hide check to hide at that arrow slit. In the next round, the rogue can make another sneak attack. The lizardfolk simply hurl javelins from the arrow slits.

The will-o'-wisp darts around constantly to harass whichever PC is causing it the most trouble.

Once the combat has been completed, refer back to page 52 to continue the adventure. Encounter L1A occurs shortly after this one.

WILL-O'-WISP

CR 6

hp 40 (9 HD)

CE Small aberration (air)

Init +13; **Senses** darkvision 60 ft., Listen +17, Spot +17**Languages** Auran, Common

AC 29, touch 29, flat-footed 20; Dodge

Immune magic (except *magic missile* and *maze*)

Fort +3, Ref +12, Will +9

Speed fly 50 ft. (perfect) (10 squares)**Melee** shock +16 touch (2d8 electricity)

Base Atk +6; Grp -3

Atk Options Blind-Fight**Special Actions** natural invisibility**Abilities** Str 1, Dex 29, Con 10, Int 15, Wis 16, Cha 12**Feats** Alertness, Blind-Fight, Dodge, Improved Initiative, Weapon Finesse^b**Skills** Bluff +13, Diplomacy +3, Intimidate +3, Listen +17, Search +14, Spot +17**Natural Invisibility (Ex)** A will-o'-wisp can extinguish its glow, effectively becoming invisible, as the *invisibility* spell.

2 GATEHOUSE GUARDS

CR 1

hp 8 each (1 HD)

Male and female human rogue 1

NE Medium humanoid

Init +2; **Senses** Listen +4, Spot +4**Languages** Chondathan, Common, Draconic

AC 15, touch 12, flat-footed 13

Fort +2, Ref +4, Will +0

Speed 30 ft. (6 squares)**Melee** short sword +1 (1d6+1)**Ranged** mwk composite shortbow +3 (1d6+1)

Base Atk +0; Grp +1

Atk Options sneak attack +1d6**Combat Gear** *sleep arrow* (nonlethal damage, Will DC 11 or fall asleep), 2 *potions of cure light wounds***Abilities** Str 13, Dex 15, Con 14, Int 12, Wis 10, Cha 8**SQ** trapfinding**Feats** Point Blank Shot, Precise Shot**Skills** Balance +6, Bluff +3, Escape Artist +6, Hide +6, Jump +5, Listen +4, Move Silently +6, Sense Motive +4, Spot +4, Tumble +6**Possessions** combat gear plus masterwork studded leather, masterwork composite shortbow (+1 Str bonus) with 40 arrows, short sword, gatehouse key (one only), 31 gp**Hook** "Go back where you came from! This place is none of your concern!"

2 SHADOWSLAIN LIZARDFOLK

CR 2

hp 13 each (2 HD)

NE Medium undead (augmented humanoid, reptilian)

Init +0; **Senses** low-light vision, darkvision 60 ft.; Listen +0, Spot +0**Aura** Weave drain (10 feet)**Languages** Draconic

AC 17, touch 12, flat-footed 17

Immune mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion**Resist** turn resistance +4

Fort +0, Ref +3, Will +0

Weakness light sensitivity**Speed** 30 ft. (6 squares)**Melee** 2 claws each +4 (1d4+3) and bite +2 (1d4+1)**Ranged** javelin +1 (1d6+3)**Space** 5 ft.; **Reach** 5 ft.

Base Atk +1; Grp +4

Abilities Str 17, Dex 10, Con —, Int 9, Wis 10, Cha 10**SQ** shadowstuff armor**Feats** Multiattack**Skills** Balance +6, Hide +10, Jump +9, Swim +8**Possessions** 5 javelins**Hook** Hisses at foes.**Light Sensitivity (Ex)** A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.**Shadowstuff Armor (Su)** A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.**Weave Drain (Su)** This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 × the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

GATEHOUSE DEFENSE

Encounter Level 6

SETUP

The PCs have only a few moments to recover from the previous encounter before they need to start fighting again. Three shadar-kai (S) and their leader, Kithguard Maurran (K), approach the gatehouse. They check in with the gatehouse guards regularly, and can quickly tell that something is amiss. Thus, they spread out and approach the gatehouse with stealth.

KITHGUARD MAURRAN

CR 5

hp 33 (7 HD)

Male shadar-kai rogue 4

NE Medium fey (extraplanar)

Init +5; **Senses** superior low-light vision; Listen +11, Spot +11

Languages Common, Draconic, Elven, Sylvan

AC 19, touch 15, flat-footed 14

Fort +5, Ref +14, Will +5

Weakness shadow curse

Speed 30 ft. (6 squares)

Melee mwk spiked chain +10 (2d4+3)

Ranged mwk composite shortbow +10 (1d6+2/×3)

Base Atk +4; **Grp** +6

Atk Options sneak attack +3d6, Combat Reflexes

Special Actions hide in plain sight

Abilities Str 15, Dex 20, Con 12, Int 12, Wis 8, Cha 8

Feats Alertness, Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Weapon Finesse

Skills Balance +9, Hide +15 (+25 in shadowy conditions), Intimidate +6, Listen +11, Move Silently +15, Open Lock +9, Search +7, Spot +11, Survival +5, Tumble +9

Possessions +2 *gal-ralan* (see page 155), +1 *studded leather*, masterwork spiked chain, masterwork composite shortbow (+2 Str bonus) with 20 arrows

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Shadow Curse (Su) Any time a shadar-kai is stunned, dazed, staggered, or unconscious, it must make a successful DC 15 Will save or gain one negative level.

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Hook "What do you think you are, heroes? Are you ready to meet a heroic doom?"

You should begin this encounter as soon as the PCs are ready to move on, but before they start discussing what to do next. Too early is better than too late—if you catch them before they have cast the last healing or enhancing spell they want to cast, that's all right. Ask each character who has line of sight to one of the shadar-kai in the undergrowth to make a Spot check (the shadar-kai have a Hide modifier of +9). Any characters who see the shadar-kai can act with them in the surprise round.

3 SHADAR-KAI

CR 1

hp 10 each (3 HD)

NE Medium fey (extraplanar)

Init +3; **Senses** superior low-light vision, Listen +8, Spot +8

Languages Common, Elven, Sylvan

AC 16, touch 13, flat-footed 13

Fort +2, Ref +7, Will +4

Weakness shadow curse

Speed 30 ft. (6 squares)

Melee spiked chain +4 (2d4)

Ranged shortbow +4 (1d6/×3)

Space 5 ft.; **Reach** 5 ft. (10 ft. with spiked chain)

Base Atk +1; **Grp** +1

Atk Options sneak attack +1d6

Special Actions hide in plain sight

Abilities Str 10, Dex 16, Con 11, Int 11, Wis 10, Cha 9

Feats Alertness, Exotic Weapon Proficiency (spiked chain)^B, Weapon Finesse

Skills Hide +9, Listen +8, Move Silently +9, Search +6, Spot +8, Survival +6

Possessions +1 *gal-ralan* (see page 155), spiked chain, masterwork studded leather armor, shortbow with 20 arrows, 44 gp

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Shadow Curse (Su) Any time a shadar-kai is stunned, dazed, staggered, or unconscious, it must make a successful DC 15 Will save or gain one negative level.

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Hook The creature moves with unnatural grace, and even the whoosh of its whirling spiked chain seems hushed.

When the PCs first see the shadar-kai, read:

These creatures might be human, though they are tall and slender. Their skin is a dusky gray, and their hair is black. Their faces are marked with purple tattoos and pierced with iron jewelry stuck in their eyebrows, noses, and ears. They wear studded leather armor, and shadow seems to cling to them.

Tactics

The shadar-kai use stealth to move as close as possible to the gatehouse before attacking. They carry their bows until they are within 30 feet of at least one PC, and then fire one shot—ideally, while still hidden and thus able to sneak attack. Then they draw their spiked chains and close to melee range. They make every effort to flank their opponents, concentrating their attacks on the most dangerous opponent.

Kithguard Maurran tries to position himself where the greatest number of enemies are within his reach, to maximize the benefit of his Combat Reflexes feat, allowing him up to 6 attacks of opportunity in a round.

Once the combat has concluded, refer back to page 52 to continue the adventure.

FEATURES OF THE AREA

Rusted Iron Portcullis: 2 in. thick; AC 6; hardness 8; 15; break DC 26; Strength DC 25 to lift.

CR 1; mechanical; manual trigger; manual reset; Atk +10 melee (3d6); Search DC —; Disable Device DC 20.

The damage applies only to those underneath the portcullis. Creatures under the portcullis when it falls are knocked prone and held in place until the portcullis is lifted or the creature succeeds on a DC 20 Escape Artist check.

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a –5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Uneven Flagstone Floor: A successful DC 10 Balance check is required to run or charge across the surface. Failure means the character can't move in that round.

Algae Slick: Wet green algae covers the flagstones in this area, making the ground slippery. A character attempting to run or charge anywhere in the courtyard must make a successful DC 12 Balance check, rather than the DC 10 check required elsewhere in the courtyard.

Locked Strong Wooden Doors: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked); Open Lock DC 25.

One of the rogues inside carries the key to the doors, but the doors can be locked from the inside without the key.

Fire: A creature moving into a square of fire takes 2d6 points of fire damage and must succeed on a DC 15 Reflex save or catch fire.

Small Wooden Crates: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a crate with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on a crate gains a +1 bonus on melee attacks against opponents on the ground. A crate provides cover.

Table: AC 2; hardness 5; hp 5; break DC 17.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of the table with a successful DC 10 Jump check (no running start required). A Small character can hop up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on the table gains a +1 bonus on melee attacks against opponents on the ground.

A table can be tipped over as a move action with a successful DC 8 Strength check. It can then provide cover.

Chairs: AC 4; hardness 5; hp 5; break DC 17.

A creature standing in the same square as a chair gains a +2 AC bonus and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a chair doesn't otherwise affect a creature's space, because it's assumed that the creature is using the chair to its advantage when it can.



MAIN COURTYARD

Encounter Level 8

setup

When the PCs enter the courtyard, have them roll initiative and take a single action in initiative order (a surprise round). Then roll initiative for the other creatures that form this encounter: the five shadowslain lizardfolk (L) just inside the great hall and Bestra (B) in area L6.

STARWEAVER BESTRA MORNSROLL CR 5

hp 36 (5 HD)
 Female Chondathan human cleric 5
 NE Medium humanoid
Init -1; **Senses** Listen +3, Spot +3
Languages Chondathan, Common, Giant

AC 18, touch 9, flat-footed 18
Fort +7, **Ref** +1, **Will** +10

Speed 20 ft. (4 squares)
Melee mwk heavy mace +6 (1d8+2) (includes *divine favor*) or
Melee spontaneous *inflict serious wounds* +5 touch (3d8+5, Will DC 17 half) or
Melee spontaneous *inflict moderate wounds* +4 touch (2d8+5, Will DC 16 half) or
Melee spontaneous *inflict light wounds* +4 touch (1d8+5, Will DC 15 half)

Base Atk +3; **Grp** +4
Special Actions rebuke undead (+3, 2d6+6, 5th), spontaneous casting (*inflict* spells)
Combat Gear *wand of cure light wounds* (30 charges), *scroll of divine power* (DC 5 caster level check [+4] to activate)
Cleric Spells Prepared (CL 5th):
 3rd—*bestow curse* (DC 17), *blacklight*^{D*} (DC 16; *FRCS* 67), *dispel magic*
 2nd—*cure moderate wounds*, *detect thoughts*^D (DC 15; CL 6th), *hold person* (DC 16), *spiritual weapon* (CL 4th; *chakram*: +6 melee, 1d8+1/×3)
 1st—*bane* (DC 15), *divine favor* (CL 4th), *doom* (DC 15), *obscuring mist*^D, *shield of faith*
 0—*detect magic*, *guidance* (2; CL 6th), *read magic*, *resistance*
 D: Domain spell. Deity: Shar. *Domains*: Darkness, Knowledge.

Abilities Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12
SQ aura of evil
Feats Blind-Fight^B, Discipline, Initiate of Shar, Shadow Weave Magic
Skills Bluff +9, Concentration +7, Diplomacy +3, Hide +1, Intimidate +2, Knowledge (religion) +5, Speak Language (Giant)
Possessions combat gear, masterwork full plate, masterwork light steel shield, masterwork heavy mace, *cloak of resistance* +1, *disc of secrets* (see page 154), 18 gp
Hook "How dare you intrude upon our sanctuary?"

When the PCs spot Bestra, read:

The last figure to emerge is human-sized, encased in full plate armor. The voice that emerges from beneath the helm is high and clear, giving the only indication that the figure is a woman.

5 SHADOWSLAIN LIZARDFOLK CR 2

hp 13 each (2 HD)
 NE Medium undead (augmented humanoid, reptilian)
Init +0; **Senses** low-light vision, darkvision 60 ft.; Listen +0, Spot +0
Aura Weave drain (10 feet)
Languages Draconic

AC 17, touch 12, flat-footed 17
Immune mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion
Resist turn resistance +4
Fort +0, **Ref** +3, **Will** +0
Weakness light sensitivity

Speed 30 ft. (6 squares)
Melee 2 claws each +4 (1d4+3) and bite +2 (1d4+1)
Ranged javelin +1 (1d6+3)
Space 5 ft.; **Reach** 5 ft.
Base Atk +1; **Grp** +4

Abilities Str 17, Dex 10, Con —, Int 9, Wis 10, Cha 10
SA Weave drain
SQ shadowstuff armor
Feats Multiattack
Skills Balance +6, Hide +10, Jump +9, Swim +8
Possessions 5 javelins
Hook Hisses at foes.

Light Sensitivity (Ex) A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadowstuff Armor (Su) A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.

Weave Drain (Su) This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 × the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

Tactics

On their turn in the first full round of combat, the lizardfolk emerge to meet the PCs in the courtyard. Both of the lizardfolk near the door spend a move action to open the double doors before moving out. Bestra moves to the door of her room and opens it.

In the second round, the lizardfolk continue to engage the PCs. Bestra casts *divine favor* on herself and moves as far as the door between areas L3 and L5.

In the third round, the surviving lizardfolk continue to fight the PCs. Bestra takes a double move and finally gets out into the courtyard.

In the following rounds, Bestra uses her highest-level spells first. If things go badly for her, she uses *blacklight* to try to escape. She runs to the east end of the great hall, into the side yard, and to the door into the great tower, where the shadar-kai let her in.

Once the combat has concluded, refer back to page 53 to continue the adventure.

FEATURES OF THE AREA

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a -5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Uneven Flagstone Floor: A successful DC 10 Balance check is required to run or charge across the surface. Failure means the character can't move in that round.

Algae Slick: Wet green algae covers the flagstones in this area, making the ground slippery. A character attempting to run or charge anywhere in the courtyard must make a successful DC 12 Balance check, rather than the DC 10 check required elsewhere in the courtyard.

Fountain: This fountain is ringed with a stone bench that is 2-1/2 feet wide. A Medium character can easily step onto this bench and use it to gain a +1 bonus on melee attacks against opponents who are on the ground. A Small character can hop up with a successful DC 10 Jump check that counts as 10 feet of movement.

The fountain is filled with algae-covered water to a depth of 2 feet and is treated as a shallow bog. At the center is a bleached stone statue that can provide cover (+4 to AC, +2 on Reflex saves) to a character behind it. A successful DC 15 Climb check allows a character to climb the statue.

Light Undergrowth: A space covered with light undergrowth costs 2 squares of movement to move into and provides concealment. Undergrowth increases the DC of Tumble and Move Silently checks by 2 because the foliage gets in the way. A creature using a slashing weapon can clear a square of light undergrowth with a full-round action.

Shallow Bog: It costs 2 squares of movement to move into a shallow bog square, and the DC of Tumble checks in such squares increases by 2. Shallow bog squares are roughly 1 foot deep. For more rules about movement and combat in water, see page 5.

Locked Strong Wooden Doors: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked); Open Lock DC 25.

One of the rogues inside carries the key to the doors, but the doors can be locked from the inside without the key.

Entry Doors: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked), DC 35 (barred); Open Lock DC 25.

Once Bestra leaves (assuming no PCs are inside), the recruits from area L4 close and bar the doors.



ENTRY

Encounter Level 5

setup

This encounter assumes that the PCs have already fought a large force in the courtyard (tactical encounter L2). The inhabitants of area L4, *dominated* recruits from Wheloon, were instructed to remain in the entry and bar the door, forming the last line of defense against the PCs entering the great hall. Thus, they are ready for the PCs' arrival, though they fervently hoped that the defenders of the courtyard would defeat the PCs.

The encounter begins when the PCs try to get through the doors into the Great Hall. As soon as the PCs come to the door, have them roll initiative, and then roll initiative for the recruits inside. Each round the PCs spend banging on the door is a round that Halish can use to cast spells.

The recruits inside are Halish (H), a cleric of Mystra who passed through the failed Shadow Gate and emerged altered, and three young wizards—Dava (D), Mendios (M), and Zephan (Z)—all of whom are under the effect of the *Starry Gnosis*.

When the PCs confront Halish and the wizards, read:

An armored male wearing the vestments of a Mystran priest confronts you. He looks human, but his face is gray, and shadows seem to enshroud him. Behind him stand three humans: two males and a female. They wear similar-looking purple robes and stand ready, each with one hand raised and the other hand next to a spell component pouch.

tactics

Halish calls up his shadow mantle, gaining the benefits of the dark template, at the first sign of trouble. As their first action when the PCs begin working the door, the wizards drink their *potions of mage armor*.

In the next round, Zephan and Mendios ready *burning hands* spells encompassing the area of the doors, while Dava readies a *magic missile*. Halish uses his scroll of *bull's strength* on himself.

In the next round after using their readied actions, all three wizards produce their scrolls of *scorching ray* and attempt to use them. If Halish has a third round before the PCs enter the hall, he casts *divine favor* on himself and prepares to wade into melee.

DAVA, MENDIOS, AND ZEPHAN

CR 1

hp 9 each (1 HD)

Male and female Tethyrian human evoker 1

NG Medium humanoid

Init +1; **Senses** Listen +1, Spot +1

Languages Chondathan, Common

AC 15, touch 11, flat-footed 14

Fort +2, **Ref** +1, **Will** +5

Speed 30 ft. (6 squares)

Melee dagger +0 (1d4/19–20)

Ranged dagger +1 (1d4/19–20)

Base Atk +0; **Grp** +0

Combat Gear scroll of *scorching ray* (+1 ranged touch), *potion of cure moderate wounds*, 2 *potions of cure light wounds*, *potion of mage armor* (used), 3 flasks of alchemist's fire

Wizard Spells Prepared (CL 1st):

1st—*burning hands* (DC 13), *magic missile* (2)

0—*detect magic* (2), *flare* (DC 12), *open/close*

Abilities Str 10, Dex 13, Con 14, Int 15, Wis 12, Cha 8

Feats Discipline (FRCS 34), Scribe Scroll, Toughness

Skills Concentration +8, Decipher Script +6, Knowledge (arcana) +6, Knowledge (history) +4, Knowledge (religion) +4, Spellcraft +6

Possessions combat gear plus dagger, 30 gp.

Spellbook spells prepared plus 1st—*mage armor*; 0—all except enchantment and necromancy.

Hook "Yes, she will!"

As combat proceeds, Halish leans toward melee, but uses spells intelligently when needed. He uses *hold person* to immobilize fighter-type characters, *silence* to quiet spellcasters who are hanging back in the courtyard (so he doesn't needlessly hamper himself or the wizards), and *spiritual weapon* to supplement his melee attacks.

If the PCs use *dispel magic* to free any of the recruits from the *dominate person* effect of the *Starry Gnosis* during combat, the liberated recruits try to subdue their companions with nonlethal attacks and grappling.

Once the combat has concluded, refer back to page 54 to continue the adventure.

CONCLUSION

If a PC died in a recent conflict, Halish, if freed from the effects of the *Starry Gnosis*, might make a good replacement for that player's character until a new PC can be inserted.

HALISH**CR 3**

hp 23 (3 HD)
 Male Calishite human cleric 3
 LN Medium humanoid (extraplanar)
Init -1; **Senses** darkvision 60 ft., superior low-light vision;
 Listen +2, Spot +2
Languages Chondathan, Common

AC 16, touch 9, flat-footed 16
Fort +8, **Ref** +1, **Will** +8
Resist cold 10

Speed 30 ft. (6 squares)
Melee mwk morningstar +7 (1d8+3)
Ranged light crossbow +1 (1d8)
Base Atk +2; **Grp** +5

Special Actions hide in plain sight, spontaneous *cure* spells, turn undead 4/day (+1, 2d6+4, 3rd)

Combat Gear scroll of *bull's strength* (used), *potion of cure light wounds*, scroll of *dispel magic* (DC 6 caster level check to activate)

Cleric Spells Prepared (CL 3rd):

2nd—*hold person* (DC 14), *silence*^D (DC 14), *spiritual weapon*
 1st—*bless*, *command* (DC 13), *detect secret doors*^D, *divine favor*
 0—*detect magic*, *guidance* (2), *resistance*
 D: Domain spell. Deity: Mystra. Domains: Knowledge, Spell

Abilities Str 17, Dex 8, Con 14, Int 10, Wis 15, Cha 12

SQ hide in plain sight, shadow mantle

Feats Discipline, Great Fortitude, Weapon Focus (morningstar)

Skills Concentration +12, Hide +2, Knowledge (arcana) +3, Knowledge (religion) +3, Move Silently +0, Spellcraft +8

Possessions combat gear plus masterwork banded mail, masterwork light steel shield, masterwork morningstar, light crossbow with 20 bolts, *cloak of resistance* +1, silver holy symbol of Mystra, 24 gp

Shadow Mantle (Su) Once a day, Halish can call up his shadow mantle, gaining the benefits of the dark template. These benefits are figured into his statistics block.

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Hook "Fools! Mystra will avenge the wrong you do to her!"

FEATURES OF THE AREA

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a -5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Entry Doors: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked), DC 35 (barred); Open Lock DC 25.

Once Bestra leaves (assuming no PCs are inside), the recruits from area L4 close and bar the doors (hardness 5, 20 hp, break DC 25).

Slender Column: 1-1/2 ft. thick; AC 4; hardness 8; hp 250; break DC 30; Climb DC 20.

A creature standing in the same square as a slender column gains a +2 cover bonus to Armor Class and a +1 cover bonus on Reflex saves (these bonuses don't stack with cover bonuses from other sources). The presence of a slender column does not otherwise affect a creature's space. A column can be pushed over with a Strength check that meets or exceeds its break DC, dealing 6d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over column fills the squares it falls in with heavy debris.

Statue: 5 ft. tall; AC 3; hardness 8; hp 900; break DC 45; Climb DC 20.

A statue provides cover; it can be pushed over with a Strength check that meets or exceeds its break DC, dealing 10d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A pushed-over statue fills the squares it falls in with heavy debris.

Gap: A narrow gap in the wall allows the possibility of squeezing between the entry and room A. Since this area is also rubble-strewn, moving through this gap counts as 20 feet (4 squares) of movement.



GREAT HALL

Encounter Level 9

setup

Ketsarra Shadowscale (K) keeps a vigil near the rear of the room. Kithlord Thieraven (T), commander of the shadar-kai in the keep, and five shadar-kai (S) pace restlessly around the hall. Whenever the attack comes, there is no surprise round—both sides are ready to fight.

When the PCs spot Ketsarra, read:

A half-dragon stands before you, shrouded in flickering shadows, her eyes glowing with an unholy light.

5 SHADAR-KAI

CR 1

hp 10 each (3 HD)

NE Medium fey (extraplanar)

Init +3; Senses superior low-light vision; Listen +8, Spot +8

Languages Common, Elven, Sylvan

AC 16, touch 13, flat-footed 13

Fort +2, Ref +7, Will +4

Weakness shadow curse

Speed 30 ft. (6 squares)

Melee spiked chain +4 (2d4)

Ranged shortbow +4 (1d6/x3)

Space 5 ft.; Reach 5 ft. (10 ft. with spiked chain)

Base Atk +1; Grp +1

Atk Options sneak attack +1d6

Special Actions hide in plain sight

Abilities Str 10, Dex 16, Con 11, Int 11, Wis 10, Cha 9

Feats Alertness, Exotic Weapon Proficiency (spiked chain)^B, Weapon Finesse

Skills Hide +9, Listen +8, Move Silently +9,

Search +6, Spot +8, Survival +6

Possessions +1 *gal-ralan* (see page 155), spiked chain, masterwork studded leather armor, shortbow with 20 arrows, 44 gp

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Shadow Curse (Su) Any time a shadar-kai is stunned, dazed, staggered, or unconscious, it must make a successful DC 15 Will save or gain one negative level.

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Hook The creature moves with unnatural grace, and even the whoosh of its whirling spiked chain seems hushed.

When the PCs spot Kithlord Thieraven, read:

Another of the pale-skinned and tattooed men steps out of the shadows. This one adopts a posture of spellcasting, but he holds one of the spiked chains they wield ready at hand.

FEATURES OF THE AREA

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a –5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

The Dusk Lord's Passage: A character who enters this square in the center of the chamber is transported instantly to the Plane of Shadow. A character on the Plane of Shadow who wants to return to the Material Plane must leave the space of the *portal* and reenter it. The *portal* functions (in either direction) once every 1d3 rounds. See area S1, page 74, if a character enters the Plane of Shadow.

Shadow Tendrils: These tentaclelike bands of shadow obscure sight and provide concealment. If an attacking character's line of sight to a target crosses a shadow tendril, the attack has a 20% chance to miss the target.

Locked Iron Door: 2 in. thick; AC 3; hardness 10; hp 60; DC 28 (locked).

The key to this door is hidden on the Plane of Shadow—inserted into the lock of the door's shadow mirror on that plane. Although it is inserted into this lock, this key does not open the door on the shadow plane.



Tactics

Ketsarra begins the encounter by casting *divine favor* on herself. Thieraven casts *mage armor* on himself while remaining concealed behind the shadow tendrils. The shadar-kai choose positions behind shadow tendrils that grant them concealment while allowing them to fire their bows at the PCs.

In the next 3 rounds, Ketsarra uses her area attacks—her breath weapon, her *javelin of lightning*, and her *bane* spell, not necessarily in that order—to weaken as many PCs as possible before wading into melee. Thieraven uses *shield*, *hold person*, and *ray of enfeeblement* in the same 3 rounds, then closes to melee.

Once the combat has concluded, refer back to page 56 to continue the adventure.

KITHLORD THIERAVEN

CR 6

hp 35 (9 HD)

Male shadar-kai sorcerer 6

NE Medium fey (extraplanar)

Init +4; Senses superior low-light vision; Listen +7, Spot +7

Languages Common, Elven, Sylvan

AC 18, touch 18, flat-footed 10

Fort +5, Ref +10, Will +8

Weakness shadow curse

Speed 30 ft. (6 squares)

Melee masterwork spiked chain +8 (2d4)

Space 5 ft.; Reach 5 ft. (10 ft. with spiked chain)

Base Atk +4; Grp +4

Atk Options sneak attack +1d6

Special Actions hide in plain sight

Combat Gear shadow weave *scroll of fear* (DC 17) (DC 9 caster level check to activate), *oil of darkness*

Sorcerer Spells Known (CL 6th):

3rd (4/day)—*hold person* (CL 7th; DC 17)

2nd (6/day)—*scare* (CL 7th; DC 16), *touch of idiocy* (+4 melee touch)

1st (7/day)—*chill touch* (CL 7th; +4 melee touch) *mage armor*†, *ray of enfeeblement* (+8 ranged touch), *shield*

0 (6/day)—*arcane mark*, *detect magic*, *disrupt undead* (+8 ranged touch), *ghost sound*, *open/close*, *resistance*, *touch of fatigue* (CL 7th; +4 melee touch; DC 14)

† already cast

Abilities Str 10, Dex 19, Con 13, Int 12, Wis 8, Cha 16

Feats Alertness, Exotic Weapon Proficiency (spiked chain)^B, Shadow Weave Magic, Spell Thematics (grasping shadows), Weapon Finesse

Skills Bluff +7, Hide +13, Listen +7, Move Silently +11, Search +7, Spot +7, Survival +5

Possessions combat gear plus masterwork spiked chain, +1 *gal-ralan* (see page 155), *cloak of Charisma* +4, 10 gp, note from Esvele written in Common (see handout on page 157)

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Shadow Curse (Su) Any time a shadar-kai is stunned, dazed, staggered, or unconscious, it must make a successful DC 15 Will save or gain one negative level.

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Hook "Shadows take you!"

KETSARRA SHADOWSCALE

CR 6

hp 50 (6 HD)

Female shadowslain half-black dragon lizardfolk cleric 4
CE Medium undead (augmented dragon)

Init +1; Senses darkvision 90 ft., low-light vision; Listen +3, Spot +3

Aura Weave drain (10 feet)

Languages Draconic, Common

AC 22, touch 13, flat-footed 21

Immune acid, paralysis, *sleep*, mind-affecting, poison, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion

Resist turn resistance +4

Fort +4, Ref +5, Will +7

Weakness light blindness

Speed 30 ft. (6 squares)

Melee +1 *spear* +14 (1d8+14/×3) or

Melee spontaneous *inflict moderate wounds* +13 touch (2d8+4, Will DC 16 half) or

Melee spontaneous *inflict light wounds* +13 touch (1d8+4, Will DC 15 half)

Ranged javelin +5 (1d6+9)

Base Atk +4; Grp +13

Special Actions breath weapon, spontaneous casting (*inflict spells*)

Combat Gear *javelin of lightning*, *potion of inflict serious wounds*

Cleric Spells Prepared (CL 4th):

2nd—*darkness*, *desecrate*^D (CL 5th), *hold person* (DC 16), *shield other*

1st—*bane* (DC 15), *divine favor* (CL 3rd), *doom* (DC 15), *protection from good*^D (CL 5th), *shield of faith*

0—*detect magic* (2), *guidance* (2), *resistance*

D: Domain spell. Deity: Shar. Domains: Darkness, Evil

Abilities Str 28, Dex 13, Con —, Int 12, Wis 16, Cha 12

SQ aura of evil, shadowstuff armor

Feats Blind-Fight^B, Multiattack, Shadow Weave Magic, Tenacious Magic

Skills Balance +10, Hide +15, Jump +18, Knowledge (arcana) +9, Knowledge (nature) +5, Knowledge (religion) +9, Move Silently +7, Swim +14

Possessions combat gear plus +1 *heavy wooden shield*, +1 *spear*, 6 javelins, 4 vials of unholy water, 50 gp silver dust (for *desecrate* spell), *disc of secrets* (see page 154)

Light Sensitivity (Ex) A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadowstuff Armor (Su) As previous shadowslain.

Weave Drain (Su) This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 × the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

Breath Weapon (Su) 60-ft. line, 1/day, 6d8 acid, Reflex DC 11 half

Hook "Fools! I wield power unknown even to my sire!"

GREAT TOWER

Encounter Level 6

SETUP

The two shadar-kai (S), two shadowslain Poison Dusk lizardfolk (P), and the shadow mastiff (M) in this room almost certainly hear the sounds of combat in area L7, and definitely hear PCs who try to break down the iron door to enter this area, or who operate the revolving door out of area L7A. If the PCs enter from the side yard at area L10, the creatures here are alerted by the PCs breaking down the side door. In any event, they are ready for combat, and no surprise round occurs.

When the shadow mastiff appears, read:

Invisible in all but the brightest light, this human-sized hound has a smooth, black coat and a monstrous, toothy visage.

When the shadowslain Poison Dusk lizardfolk enter the fray, read:

Two Poison Dusk lizardfolk fire their poisoned arrows at you from the rickety spiral stairs. Like the other undead lizardfolk, these creatures are swathed in darkness and gaze at you with hate-filled, glowing eyes.

SHADOW MASTIFF

CR 3

hp 30 (4 HD)

NE Medium outsider (extraplanar)

Init +5; **Senses** darkvision 60 ft., scent; Listen +8, Spot +8

Languages Common (understand, but cannot speak)

AC 14, touch 11, flat-footed 13; **Dodge**

Fort +7, **Ref** +5, **Will** +5

Speed 50 ft. (10 squares)

Melee bite +7 (1d6+4)

Base Atk +4; **Grp** +7

Atk Options trip

Special Actions bay

Abilities Str 17, Dex 13, Con 17, Int 4, Wis 12, Cha 3

SQ shadow blend

Feats Dodge, Improved Initiative, Track^B

Skills Hide +8, Listen +8, Move Silently +8, Spot +8, Survival +8 (+12 tracking by scent)

Bay (Su) When a shadow mastiff howls or barks, all creatures except evil outsiders within a 300-foot spread must succeed on DC 13 Will saves or become panicked for 2d4 rounds. This is a sonic mind-affecting fear effect. Whether or not the save is successful, an affected creature is immune to the same mastiff's bay for 24 hours. The save DC is Charisma-based.

Trip (Ex) A shadow mastiff that hits with its bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the shadow mastiff.

Shadow Blend (Su) In any condition of illumination other than full daylight, a shadow mastiff can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however, does.

Hook Bays in fury whenever bright light shines upon it.

2 SHADAR-KAI

CR 1

hp 10 each (3 HD)

NE Medium fey (extraplanar)

Init +3; **Senses** superior low-light vision, Listen +8, Spot +8

Languages Common, Elven, Sylvan

AC 16, touch 13, flat-footed 13

Fort +2, **Ref** +7, **Will** +4

Weakness shadow curse

Speed 30 ft. (6 squares)

Melee spiked chain +4 (2d4)

Ranged shortbow +4 (1d6/×3)

Space 5 ft.; **Reach** 5 ft. (10 ft. with spiked chain)

Base Atk +1; **Grp** +1

Atk Options sneak attack +1d6

Special Actions hide in plain sight

Abilities Str 10, Dex 16, Con 11, Int 11, Wis 10, Cha 9

Feats Alertness, Exotic Weapon Proficiency (spiked chain)^B, Weapon Finesse

Skills Hide +9, Listen +8, Move Silently +9, Search +6, Spot +8, Survival +6

Possessions +1 *gal-ralan* (see page 155), spiked chain, masterwork studded leather armor, shortbow with 20 arrows, 44 gp

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Shadow Curse (Su) Any time a shadar-kai is stunned, dazed, staggered, or unconscious, it must make a successful DC 15 Will save or gain one negative level.

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Hook The creature moves with unnatural grace, and even the whoosh of its whirling spiked chain seems hushed.

Tactics

The shadowslain Poison Dusk lizardfolk begin the encounter on the spiral stairs, where they can use their bows and gain cover against PC attacks. If the PCs move to where they cannot get a clear shot at them, they come down the stairs, trying to remain behind the cover of the stairs to shoot at them. The shadar-kai and the shadow mastiff team up to flank PCs (so the shadar-kai gain the benefit of sneak attack). The shadar-kai are immune to the shadow mastiff's bay ability due to previous exposure.

Once the combat has concluded, refer back to page 57 to continue the adventure.

2 SHADOWSLAIN

POISON DUSK LIZARDFOLK

CR 2

hp 6 each (1 HD)

NE Small undead (augmented humanoid, reptilian)

Init +2; Senses low-light vision, darkvision 60 ft.; Listen +0, Spot +4

Aura Weave drain (10 feet)

Languages Draconic

AC 19, touch 15, flat-footed 17

Immune mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion

Resist turn resistance +4

Fort +2, Ref +2, Will +0

Weakness light sensitivity

Speed 30 ft. (6 squares)

Melee 2 claws each +4 (1d3+3) and bite +2 (1d3+1)

Ranged shortbow +3 (1d4 plus poison)

Space 5 ft.; Reach 5 ft.

Base Atk +0; Grp -1

Atk Options favored enemy humans +2, poison (Fort DC 13, paralysis for 2d6 minutes/no secondary)

Abilities Str 16, Dex 15, Con —, Int 8, Wis 11, Cha 7

SQ shadowstuff armor

Feats Multiattack, Precise Shot

Skills Balance +5, Hide +20 (+15 when wearing armor or covering clothing), Jump +6, Spot +4, Swim +5

Possessions shortbow with 20 poisoned arrows

Hook Laughs when a foe is paralyzed

Light Sensitivity (Ex) A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadowstuff Armor (Su) A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.

Weave Drain (Su) This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to $5 \times$ the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

FEATURES OF THE AREA

Locked Iron Door: 2 in. thick; AC 3; hardness 10; hp 60; DC 28 (locked).

The key to this door is hidden on the Plane of Shadow—inserted into the lock of the door's shadow mirror on that plane. Although it is inserted into this lock, this key does not open the door on the shadow plane.

Secret Lever-Operated Stone Door: 4 in. thick; AC 3; hardness 8; hp 60; break DC 28 (locked); Search DC 25.

This door is operated by a lever next to it in area L7A. It is a secret door to area L8. No means of opening the door exists in area L8.

Steep Spiral Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square. Mounted characters make DC 10 Ride checks instead. Characters who fail stumble and must end their movement 1d2×5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5. Characters gain cover against foes below them on spiral stairs because they can easily duck around the staircase's central support.

Light Undergrowth: A space covered with light undergrowth costs 2 squares of movement to move into and provides concealment. Undergrowth increases the DC of Tumble and Move Silently checks by 2 because the foliage gets in the way. A creature using a slashing weapon can clear a square of light undergrowth with a full-round action.



UPPER TOWER

Encounter Level 8

setup

The khumat (K) in this room cannot help but be aware of combat in the room below, and it positions itself so that it can make attacks of opportunity against creatures moving from the stairs to the floor—and in a position that makes it difficult to flank.

Five lizardfolk are held captive here. Three of them are run-of-the-mill tribe members (L), but one is Kessessek's mate, Ashala (A), and the other is the former chieftain of the Sharptooth tribe, Gathan (G).

When the PCs first see the khumat, read:

This bipedal creature has the head and long tail of a crocodile attached to its muscular body. Thick scales cover its body, particularly heavy on its back and tail. Its arms end in heavy claws, and its powerful mouth is filled with sharp teeth.

KHUMAT

CR 8

hp 93 (11 HD); DR 10/magic
NE Large outsider (extraplanar)
Init +5; Senses darkvision 60 ft., Listen +15, Spot +15
Languages Common

AC 26, touch 10, flat-footed 25
Immune poison
Resist acid 10, cold 10, electricity 10, fire 10; SR 15
Fort +11, Ref +8, Will +10

Speed 30 ft. (6 squares), swim 45 ft.

Melee bite +15 (2d8+18) or

Melee tail slap +15 (1d12+18)

Space 10 ft.; Reach 10 ft.

Base Atk +11; Grp +23

Atk Options improved grab, Improved Sunder, Power Attack (–3 attack, +3 damage)

Abilities Str 26, Dex 13, Con 19, Int 8, Wis 13, Cha 8

Feats Improved Initiative, Improved Sunder, Iron Will, Power Attack

Skills Hide +11, Listen +15, Move Silently +15, Search +13, Spot +15, Survival +15, Swim +30

Possessions keys to the manacles

Improved Grab (Ex) If a khumat hits with its bite attack, it can attempt to start a grapple as a free action without provoking an attack of opportunity.

Note This creature is a khumat, a shadow beast from the Plane of Shadow. See *Miniatures Handbook* for more information.

Hook “More arms for my chains? More entrails for my dinner?”

When the PCs see the prisoners, read:

These lizardfolk look emaciated and exhausted.

Tactics

The khumat remains in its starting position as long as feasible, avoiding flanks and making the best use of its reach to make attacks of opportunity. If the PCs start trying to free some of the captured lizardfolk, the khumat moves to threaten those characters, while still trying to protect itself from flanking.

Any freed lizardfolk do their best to help out in the fight, but they are all exhausted, and Ashala lacks spells.

Once the combat has concluded, refer back to page 57 to continue the adventure.

CONCLUSION

Most of the lizardfolk want to flee the fortification immediately in order to rejoin their tribe. Ashala is delighted to hear that her mate Kessessek still lives, and is now chieftain. The former chieftain Gathan, however, is less pleased at the news, and seeks an honorable death fighting alongside the PCs. No one can dissuade him from this path, and the lizardfolk make no attempt to do so.

If the PCs allow Gathan to travel with them, the lizardfolk recklessly hurls himself at foes until death claims him. If the PCs refuse to allow Gathan to help them, Gathan challenges them to a battle and attacks them even if they refuse to fight.

3 LIZARDFOLK (EXHAUSTED)

CR 1

hp 11 each (2 HD)
N Medium humanoid (reptilian)
Init –3; Senses Listen +0, Spot +0
Languages Draconic

AC 12, touch 7, flat-footed 12
Fort +1, Ref +0, Will +0

Speed 15 ft. (3 squares)

Melee club –1 (1d6–2) and bite –3 (1d4–2) or

Melee 2 claws each –1 (1d4–2) and bite –3 (1d4–2)

Base Atk +1; Grp –1

Abilities Str 7 (with –6 penalty), Dex 4 (with –6 penalty), Con 13, Int 9, Wis 10, Cha 10

SQ hold breath

Feats Multiattack

Skills Balance +1, Jump +2, Swim –1

Possessions club

Hook Hisses at foes

Hold Breath (Ex) A lizardfolk can hold its breath for 52 rounds before it risks drowning.

CHIEFTAIN GATHAN (EXHAUSTED) CR 3

hp 33 (4 HD)
 Male lizardfolk ranger 2
 N Medium humanoid (reptilian)
Init -4; **Senses** Listen +2, Spot +2
Languages Draconic

AC 12, touch 6, flat-footed 12
Fort +6, **Ref** +2, **Will** +0

Speed 15 ft. (3 squares)
Melee 2 claws +3 each (1d4) and bite +1 (1d4)
Base Atk +3; **Grp** +6
Atk Options favored enemy animals +2

Abilities Str 11 (with -6 penalty), Dex 2 (with -6 penalty), Con 16, Int 11, Wis 10, Cha 12
SQ hold breath, wild empathy +3 (-1 magical beasts)
Feats Improved Natural Armor, Multiattack, Track^B, Two-Weapon Fighting^B
Skills Balance +5, Hide -2, Jump +3, Listen +2, Move Silently -2, Spot +2, Survival +4, Swim +9

Hold Breath (Ex) Gathan can hold his breath for 64 rounds before he risks drowning.

Gathan is exhausted. If something removes this effect, he has the following altered statistics:

Init -1
AC 15, touch 9, flat-footed 15
Ref +5
Speed 30 ft. (6 squares)
Melee 2 claws +6 each (1d4+3) and bite +4 (1d4+1)
Grp +6
Abilities Str 17, Dex 8
Skills Balance +8, Hide +1, Jump +12, Move Silently +1, Swim +12

ASHALA (EXHAUSTED) CR 3

hp 36 (5 HD)
 Female lizardfolk cleric 3
 N Medium humanoid (reptilian)
Init -3; **Senses** Listen +2, Spot +2
Languages Draconic

AC 12, touch 7, flat-footed 12
Fort +5, **Ref** +1, **Will** +5

Speed 15 ft. (3 squares)
Melee 2 claws +0 each (1d4-3) and bite -2 (1d4-3)
Base Atk +3; **Grp** +0
Special Actions turn undead 4/day (+1, 2d6+4, 3rd), rebuke plant creatures 8/day (+1, 2d6+4, 3rd), turn fire creatures 4/day (+1, 2d6+4, 3rd)
Cleric Spells Prepared (CL 3rd):
 None
 Deity: Semuanya. **Domains:** Plant, Water

Abilities Str 4 (with -6 penalty), Dex 4 (with -6 penalty), Con 14, Int 12, Wis 15, Cha 13
SQ hold breath
Feats Extra Turning (plants), Multiattack
Skills Balance +6, Diplomacy +4, Jump +0, Knowledge (nature) +4, Knowledge (religion) +4, Swim +6

Hold Breath (Ex) Ashala can hold her breath for 56 rounds before she risks drowning.

FEATURES OF THE AREA

Steep Spiral Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square. Mounted characters make DC 10 Ride checks instead. Characters who fail stumble and must end their movement 1d2x5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5. Characters gain cover against foes below them on spiral stairs because they can easily duck around the staircase's central support.

Hole: These two squares are open to the room below. The two shaded squares adjacent to the hole are weak. If a Medium or Large creature stands in either square, there is a 50% chance each round that the floor collapses. A character who fails a DC 15 Reflex save falls 15 feet to the room below, taking 2d6 points of damage from the fall and the accompanying shower of rubble. A Large creature gains a +5 bonus on this saving throw. A character who succeeds on the saving throw can position himself in any square adjacent to the square that collapsed.

A successful DC 10 Search check reveals the fragile nature of the floor. Due to stonemasonry, a dwarf can make this check automatically if within 10 feet.

Iron Manacles: 1/2 in. thick; AC 11; hardness 10; hp 10; break DC 26; Open Lock DC 20.

The five lizardfolk are chained to the wall with manacles. Any lizardfolk that are freed help the PCs against the khumat, although they are exhausted and unable to fight very effectively.



THE PATH OF SHADOWS

Beyond the Dusk Lord's Passage a dark and perilous journey awaits the characters. The true lair of Shar's servants lies deep in the Plane of Shadow, and it is here that Despayr intends to consummate the ritual that will rip a hole in Mystra's Weave. Characters following the trail of those *dominated* by the *Starry Gnosis* find that it leads into the Vast Swamp's counterpart on the Plane of Shadow.

Many locales and structures from the Material Plane are echoed in the Plane of Shadow. When the characters pass through the Dusk Lord's Passage in the Great Hall of the Lost Refuge, they emerge in a strange, twisted duplicate of the fortress they just left. Like the Lost Refuge itself, this "shadow citadel" is garrisoned by Shar's servants. Not far from the Shadow Citadel lies the Shadowscale Warren, where most of the remaining Shadowscale lizardfolk dwell.

The next step in the journey is the Whispermere—a sluggish watercourse winding through the swamps beyond the shadow tower's islet. A battered old ferryboat driven by skeletal oarsmen bears the *dominated* victims to a landing at the eastern edge of the swamp. The ruined Monastery of the Ebon Dome overlooks the landing and a short trail leading to the Black Rift—the stronghold of Despayr.

In this chapter, the characters must choose whether to take the ferryboat directly to the rift, or first root out the last of the Shadowscapes. Either way, they encounter the plane's deadly denizens as they make their way through the dark and sinister shadow-reflection of Cormyr's Vast Swamp.

The plane of shadow

The Plane of Shadow is a dark echo of the Material Plane. Where mountains exist in the "real" world, mountains exist on the Plane of Shadow. Where towns and cities exist in the real world, settlements lie in the world of shadow. However, the shadow-analogues of Material Plane places and things are usually twisted and distorted.

Since this adventure takes place in the shadow-analogue of the Vast Swamp, most of the Plane of Shadow in this vicinity is a great black swamp. Like its Material Plane twin, this swamp is heavily forested—countless creeks and waterways wind between cypress stands, low hummocks covered in dense undergrowth, and patches of open water and reedy marsh.

features of the plane of shadow

The Plane of Shadow is strange, dark, and deadly. Travelers feel as if they can't get warm, they hear and sense things that aren't there, and they constantly feel as if they're being watched. Remind the players from time to time of just how uneasy their characters feel during their sojourn in this forbidding plane.

In addition, the Plane of Shadow has the following traits.

Vision: There is no natural illumination on the Plane of Shadow, and unnatural gloom dominates the plane. Creatures with normal human vision can see dimly to a distance of 60 feet, and can't see anything past that. (Consider this to be shadowy illumination, which means that targets within 60 feet have concealment, and targets more than 60 feet away have total concealment.) Creatures with low-light vision can see 120 feet, again in shadowy illumination. Creatures with darkvision see as usual for their darkvision range.

Illumination: The illumination ranges of all light sources, including spells that produce light, are halved on the Plane of Shadow. The Illumination and Sight Distances table on the following page gives you a quick reference for the most common

ILLUMINATION AND SIGHT DISTANCES

Illumination Source	Human Vision	Low-Light Vision	Superior Low-Light Vision
Campfire	15 ft. bright, 30 ft. shadowy	30 ft. bright, 60 ft. shadowy	60 ft. bright, 120 ft. shadowy
Candle	—	5 ft. shadowy	20 ft. shadowy
<i>Continual flame</i> spell	10 ft. bright, 20 ft. shadowy	20 ft. bright, 40 ft. shadowy	40 ft. bright, 80 ft. shadowy
<i>Daylight</i> spell	30 ft. bright, 60 ft. shadowy	60 ft. bright, 120 ft. shadowy	120 ft. bright, 240 ft. shadowy
<i>Dancing lights</i> spell (each torch)	10 ft. bright, 20 ft. shadowy	20 ft. bright, 40 ft. shadowy	40 ft. bright, 80 ft. shadowy
Everburning torch	10 ft. bright, 20 ft. shadowy	20 ft. bright, 40 ft. shadowy	40 ft. bright, 80 ft. shadowy
Lamp, common	5 ft. bright, 15 ft. shadowy	15 ft. bright, 30 ft. shadowy	30 ft. bright, 60 ft. shadowy
Lantern, bullseye (cone shape)	30 ft. bright, 60 ft. shadowy	60 ft. bright, 120 ft. shadowy	120 ft. bright, 240 ft. shadowy
Lantern, hooded	15 ft. bright, 30 ft. shadowy	30 ft. bright, 60 ft. shadowy	60 ft. bright, 120 ft. shadowy
<i>Light</i> spell	10 ft. bright, 20 ft. shadowy	20 ft. bright, 40 ft. shadowy	40 ft. bright, 80 ft. shadowy
Shadowlight oil			
Lamp, common	30 ft. shadowy	60 ft. shadowy	120 ft. shadowy
Lantern, bullseye (cone shape)	120 ft. shadowy	240 ft. shadowy	480 ft. shadowy
Lantern, hooded	60 ft. shadowy	120 ft. shadowy	240 ft. shadowy
Sunrod	15 ft. bright, 30 ft. shadowy	30 ft. bright, 60 ft. shadowy	60 ft. bright, 120 ft. shadowy
Torch	10 ft. bright, 20 ft. shadowy	20 ft. bright, 40 ft. shadowy	40 ft. bright, 80 ft. shadowy

light sources characters are likely to use on the plane. Note that shadowy illumination produced by a light source does not “brighten” the area a creature can see around itself.

Mildly Neutral-Aligned: A mildly neutral-aligned plane does not apply a circumstance penalty to anyone.

Enhanced Magic: Spells that have the shadow descriptor are maximized, as though the Maximize Spell feat had been applied, though they do not require higher-level spell slots or longer than normal casting times. Furthermore, specific spells are more powerful on the Plane of Shadow than they are elsewhere. *Shadow conjuration* and *shadow evocation* are 30% as powerful as the spells they mimic, not 20%. Similarly, *greater shadow conjuration* and *greater shadow evocation* are 70% as powerful, not 60%. *Shades* conjure creatures, objects, and effects that are 90% of the power of the original rather than 80%.

Impeded Magic: Spells that have the fire descriptor or the light descriptor are impeded (Spellcraft DC 20 + spell level to cast).

No Ethereal Connection: The Plane of Shadow does not connect to the Ethereal Plane, so spells and effects that use the Ethereal Plane (for example, *blink*) do not function here.

seeing distant light

In the Plane of Shadow’s eternal night, a light source can be spotted (Spot DC 20) at a distance equal to 10 times its normal radius of bright illumination, or 5 times its normal shadowy illumination if the light sheds only shadowy illumination. An observer automatically notices the light source at half that distance.

Creatures outside the illuminated area of a light source can see into it just fine. An observer who is close enough to spot the light source automatically can make Spot checks as normal to discern creatures or objects in a light source’s illuminated area.

The shadow citadel

Unlike its Material Plane counterpart, the shadow version of the Lost Refuge stands on a densely forested islet in the swamp, surrounded by sluggish channels of dark, still water. In the Plane of Shadow, the keep and its gatehouse lie in ruins; only the main tower is really intact. Therefore, the Sharrans base their operations on the Material Plane side of the Dusk Lord’s Passage and maintain only a few sentries on the shadow side of the portal.

Rather than send their *dominated* captives onto the Plane of Shadow without escort, the Sharrans normally have one of the Lost Refuge guards (usually a shadar-kai or shadowslain lizardfolk) lead the way through the Dusk Lord’s passage. Arriving in area S1 of the Shadow Citadel, the escort and his or her captives simply walk a short distance to the boat landing (area S7), where the captives board the *Necreme* and pass into the care of the shadar-kai ferrymaster Sithierel. The Lost Refuge guard then returns to his or her post in the Material Plane, while Sithierel takes the captives by boat down the Whispermere, making the journey to the monastery landing in about 10 hours.

The Sharrans keep a handful of guards here simply to discourage hostile denizens of the Plane of Shadow from lurking nearby and attacking captives bound for the monastery and the Black Rift beyond. Shadowslain lizardfolk in the ruins of the gatehouse suffice to overcome most foes, but the undead lizardfolk can call on a powerful shadow beast known as Jherremor if they need to fend off a particularly dangerous marauder.

features of the shadow citadel

The following general properties apply to the rooms within the Shadow Citadel unless otherwise noted in a room or encounter description.

The Shadow Citadel



Scale: One square = 5 feet



CEILINGS

Ceilings are of uniform height.

Ceilings: Indoor ceilings are 15 feet high.

WALLS

Most walls in the Shadow Citadel are made of 1-foot-thick mortared stone, but some interior walls are 5 feet thick.

Masonry Walls (Thick): 5 ft. thick; hardness 8; hp 450; break DC 55; Climb DC 20.

Masonry Walls (Thin): 1 ft. thick; hardness 8; hp 90; break DC 35; Climb DC 20.

Masonry walls increase the DC of Listen checks to hear through them by 15. The hit points and break DC shown are for a 10-foot section. If a masonry wall is breached, the squares breached and all adjacent nonwall squares become heavy debris.

The thin walls that surround the keep are 15 feet tall.

DOORS

Doors in the Shadow Citadel consist mainly of good wooden doors. Most become stuck when closed and thus must be forced open with a Strength check against the door's break DC. This does not actually shatter the door, although that can be the result of a successful check if a player desires.

Good Wooden Door: 1-1/2 in. thick; AC 3; hardness 5; hp 15; break DC 16 (if stuck), break DC 18 (if locked).

ILLUMINATION

Most areas are assumed to be dark (although PCs who enter them can see as though in shadowy illumination for 60 feet; see Features of the Plane of Shadow on page 72). Brightly lit locations are noted on the maps. With any brightly lit location, assume that shadowy illumination extends outward from it for an additional distance equal to the radius of the brightly lit area.

shadow citadel locations

The map for this area appears on page 74. Assume that the ground in the encounter locations is clear and relatively free of obstruction unless a tactical encounter indicates otherwise.

S1. THE SHADOWED HALL

Suddenly you find yourself in a hall much like the one you just left—yet oddly different. This room seems like a ruined version of the keep's great hall. The doors, columns, and statues are cracked and peeling, and one of the larger doorways simply opens out into black night. In addition, two wooden doors exit the hall to the north, and there is a single iron door to the south.

A heavy, oppressive gloom fills the air, and the three hanging lanterns barely illuminate the room. Shadows gather in the corners, and all colors have faded to gray. Seen from this side, the portal through which you just passed is a glowing white orb.

The Shadow Citadel is in even worse repair than its Material Plane counterpart. Only five statues stand in this room; the statue of Jahlass Huntsilver and its revolving platform do not appear in this shadow-reflection of the great hall.

Glowing Orb: The bright orb is the Plane of Shadow terminus of the Dusk Lord's Passage. A character who steps into the orb is immediately transported back to area L7 in the Lost Refuge. This portal operates once every 1d3 rounds.

Lanterns: The lanterns hold wooden rods enchanted with *continual flame* spells. These provide only 15 feet of bright illumination and an additional 15 feet of shadowy illumination because of the plane's light-dampening characteristics.

Doors: The doors to the room are unlocked, but a key rests in the lock of the northern iron door. This is actually the Material Plane key that opens this door's Material Plane analogue.

Development: If the characters leave this area without encountering Jherremor (in area S2) and subsequently battle the shadowslain lizardfolk in area S5 or Sithierel in area S7, Jherremor discovers their actions 1d4 hours later. Jherremor then prowls the islet for the characters.

S2. JHERREMOR'S LAIR

The door leading from area S1 to area S2 is made of rusting iron. It is not locked and opens easily and quietly despite its appearance. If a character chooses to listen at the door, a successful DC 17 Listen check reveals muffled footsteps, scratching, and wet tearing sounds. (Jherremor is puttering around by its "kitchen table" and quartering the meat of a human-sized, black-skinned frog it caught in the swamp.)

When the characters enter area S2, read:

The foul smells of gore and viscera permeate this dark room. The chamber seems to be the first story of the keep's tower, and is octagonal in shape. A decrepit spiral staircase leads to the upper floor of the tower. The dismembered corpses of several humans hang from hooks and chains along the opposite wall.

This is the lair of Jherremor, a fierce ghirrash (a shadow beast native to the plane) that serves as the principal guardian of this side of the Dusk Lord's Passage. Jherremor is a bloodthirsty monster that delights in killing and butchering any *dominated* captives the Sharrans have identified as unnecessary to their plans. Jherremor grudgingly answers to Bestra in the Lost Refuge, and the Sharran leaders here have found that it's best to provide the ghirrash with opportunities for "sport" in order to keep him satisfied with his duties.

Jherremor knows that *dominated* captives are supposed to follow the lantern-lit path from area S1 to area S7, so the appearance of any armed strangers in this room immediately arouses its suspicions. Fast-talking PCs who are trying to look like they are just part of the Sharran plan might be able to persuade the ghirrash that they made a simple error—but if the PCs do not begin to explain themselves within moments of opening the door, the ghirrash attacks. Jherremor's Sense Motive modifier is +1, but apply circumstance modifiers if the PCs have weapons in hand, converse among themselves before addressing the ghirrash, wear the holy symbols or clerical garb of faiths other than Mystra or Shar, or otherwise don't act like *dominated* captives. The ghirrash's attitude is hostile unless it sees a shadar-kai, lizardfolk, or Sharran priest with the intruders, in which case its attitude is unfriendly.

S2A and S2B: Abandoned Quarters: These small rooms are shadow-reflections of personal quarters in the real keep. On the Plane of Shadow, they are filled with dusty clutter.

Tactical Encounter: S2. Jherremor's Lair on page 90.

Treasure: Jherremor is quite avaricious and has amassed an impressive hoard. The ghirrash keeps its treasure in a pair of large wooden chests. The loot consists of 2,600 sp, 850 gp, a silk pouch containing two amethysts worth 140 gp each and a deep blue spinel worth 300 gp, a *potion of barkskin +2*, a *potion of levitate*, a scroll of *confusion*, and a *brooch of shielding*. The bloody corpse on the hook is a dark giant frog.

Development: If the characters do not encounter Jherremor, the ghirrash leaves this room to patrol the islet 1d4 hours after the PCs arrive. It either tracks down and attacks the PCs (if they are still on the islet) or guards area S1.

S3. DARK OBSERVATORY

A huge throne made of glossy black stone dominates the upper floor of the tower. Shadows seem to pool and stream around the seat. This room might have once been an astrolabe or observatory of some sort. The walls are fitted with high, shuttered windows, and carvings of a dark, starry sky adorn the walls.

The enormous obsidian throne is a potent magical location known as the *Dusk Lord's throne*; whether the stone seat carries any actual connection to the Dusk Lord is unknown, but it has carried this title for a century. The *Dusk Lord's throne* is detailed in the appendix on page 153.

Two Medium shadow elementals guard the *Dusk Lord's throne*. They materialize and attack if anyone stands adjacent to it.

The Sharrans know of the throne's magical properties, but they have not yet found a way to approach the throne without rousing the shadow elementals. After an acolyte was killed while trying to gain the throne's powers, Béstra gave orders that the device be left alone until she got around to destroying the elementals.

Shuttered Windows: A chain pull at the base of each window opens and closes that window's shutters. From this vantage point, PCs looking out over the swamp can see the dim lanterns marking the path from the great hall to the boat landing, although details are obscured by the trees. In other directions, there's nothing to see but endless gloom.

Tactical Encounter: S3. Dark Observatory on page 91.

S4. THE ISLE

When the PCs exit the keep, read:

Outside the keep's crumbling walls lies a gloomy, midnight-black swamp. Black cypresses and moss-covered blueleafs grow all around the keep, but soon give way to a silent, sluggish bayou. Several dim lanterns like the ones in the great hall hang from tree limbs, illuminating a path in the gloom. Toward the south end of the keep's small islet lie the ruins of the gatehouse, and a rickety dock with an odd-looking vessel tied up to it. The swamp seems eerily still and watchful.

Illustration by Chris Dien



Jherremor enjoys having visitors stop by . . . for dinner

Normally, Sharran guards from the Lost Refuge lead captives bound for the Black Rift to the ferry landing and deliver them to Sithierel.

Lanterns: The lanterns hold wooden rods enchanted with *continual flame* spells. These provide only 15 feet of bright illumination and an additional 15 feet of shadowy illumination because of the plane's light-dampening characteristics.

Bayous: The bayous ringing the Shadow Citadel average 10 feet deep. The water is still and calm, but filled with peaty detritus; visibility underwater is obscured beyond 5 feet, and objects or creatures 5 feet away have concealment. The water is cold, but not dangerously so.

Shallow bog squares surround much of the isle, with deep bog squares just outside them and open water beyond.

Shallow Bog: It costs 2 squares of movement to move into a shallow bog square, and the DC of Tumble checks in such squares increases by 2. Shallow bog squares are roughly 1 foot deep.

Deep Bog: It costs Medium or larger creatures 4 squares of movement to move into a deep bog square, or characters can swim if they want. Small or smaller creatures must swim to move through a square containing a deep bog. All Move Silently checks take a -2 penalty in a deep bog. Creatures without a swim speed or *freedom of movement* cannot use the Tumble skill in a deep bog. Deep bog squares are roughly 4 feet deep.

S5. SWAMP TRAIL

The path meets a ramshackle wooden footbridge here, spanning a creek only about 10 feet wide. The trail continues on the far side of the bridge, heading off into the dark swamp.

This trail leads to the Shadowscale Warren (see page 80). The den of the Shadowscapes is about 3 miles distant. The path is reasonably safe, but does become muddy and wet in numerous spots.

S6. SHADOW GATEHOUSE

This outlying fortification is in even worse shape than the main body of the keep. Portions of the northern wall still stand, and serve as the basis for a dilapidated lean-to made from split wooden planks roofing over what's left of the walls. To one side stands a crude wooden cage; a single lizardfolk sits within, its hands tied together and secured to a stout wooden post.

The rest of the Shadow Citadel's garrison, two Shadowscale marauders and a shadowslain Blackscale, use these ruins as their guard post. They keep their eyes open for the small chance that spies or escaping captives might slip through the Dusk Lord's passage. The marauders have already caught one would-be escapee, a Sharptooth lizardfolk named Steersissk. They are holding the unfortunate prisoner tied up in the wooden cage nearby and plan to send him to the Black Rift soon in order to make a shadow-slain out of him.

If they have reason to be suspicious of approaching PCs and spot them before they reach the gatehouse, the Shadowscapes hide by the rubble mounds (Hide +9). The shadowslain Blackscale also hides (Hide +6), but it should be out of view and have total concealment until the PCs round the wall. Otherwise, the Shadowscapes are out in the open, believing that the PCs are probably *dominated* captives on their way to the boat landing.

Characters who "play *dominated*" do not arouse any great suspicion and will simply be directed to head down the path to the boat. The guards then open the stockade and escort their prisoner along behind the PCs, making sure the PCs actually get onto Sithierel's *Necreme* and planning to put their captive on the boat with the PCs.

Tactical Encounter: S6. Shadow Gatehouse on page 92.

Development: If the PCs free Steersissk, the grateful Sharptooth can tell them much about the keep and its surroundings. Some of his observations include:

"There is a trail on the other side of the keep. It leads to the Shadowscale village. Several of my people have been taken there by the black priests. When they come back, they live no longer. Two of my companions were taken there a day or two ago. They have not come back, so perhaps the black priests have not slain them yet."

"A fearsome shadow-fiend inhabits the stone tower, there. It is like a tiger that walks."

"The humans do not go to the Shadowscale village. They get on the boat, and a shadow-man takes them away down the channel. The boat follows the beacons into the swamp."

S7. THE NECREME

A rickety wharf leads out over the black waters of the bayou. A strange-looking boat is moored at the end of the dock. This rather ungainly-looking keelboat is about 30 feet in length. Several benches are arranged low in the hull, and four motionless skeletons sit chained to the vessel's oars. A small lantern hangs from the vessel's bare mast, and another from the bowsprit. Out in the water, you can make out a beacon of pallid light—a channel marker of some kind, it seems.

This is the *Necreme*, a sorcerous boat powered by mindless and tireless rowers—four orc skeletons animated by necromancy and chained to their posts. The waterways of the shadow-swamp are the best way to travel through the bleak terrain, so the Sharrans created a craft suitable for the task.

The shadar-kai ferryman Sithierel and his dusk beast companion Grask crew the boat. The shadar-kai is an unusually gaunt and dour example of his kind, and speaks little. He wears an amulet that allows him to command the boat's skeletal rowers. Once every two days, he takes the *Necreme* along the route to the monastery, refilling lanterns low on oil. At the monastery, he replenishes his supply of shadowlight oil, rests for 8 hours, and then returns.

Sithierel ferries captives across the swamp to the monastery landing. PCs who feign compliance might be able to trick the shadar-kai into taking them where they want to go. However, Sithierel is by nature suspicious and sullen—he will not be easily fooled. In particular, any visible sign that the PCs have recently been in a fight tips off the ferryman that the PCs are not what they claim.

If the PCs try to storm aboard the boat, Sithierel's first reaction is to cast off. He tries to get the *Necreme* under way first, hoping to leave some PCs stranded on the dock. After that, he turns his attention to removing boarders.

Beacons: The lights burning out over the water are double-sized bullseye lanterns, filled with large reservoirs of shadowlight oil. Each beacon has two shuttered sides, shedding a cone of shadowy illumination 240 feet in the direction of the route the *Necreme* takes. A creature that has normal human vision can spot it from 2,400 feet away with a successful DC 20 Spot check (and automatically spots it from 1,200 feet). A creature that has low-light vision can spot it from 4,800 feet and automatically see the light from 2,400 feet. A creature that has superior low-light vision (such as Sithierel) can see the light with a successful DC 20 Spot check at 9,600 feet and automatically see it at 4,800 feet.

Thirty-five beacons mark a course following the Whispermere to the edge of the swamp, some 20 miles distant. Only the first beacon is visible from the boat landing, and by heading out in the direction indicated by the cone, a bit of travel swiftly puts the next beacon in sight, assuming someone on the boat has at least low-light vision. If not, those in the boat risk getting lost (*DMG* 86). Each beacon weighs 20 pounds, costs 25 gp, and holds up to 4 pints of shadowlight oil.

Tactical Encounter: S7. The *Necreme* on page 94.

Treasure: In the small cabin, the ferrymaster keeps an unlocked iron coffer and five casks of shadowlight oil, each cask holding 2 gallons (worth 80 gp). The coffer contains 250 gp, 12 pp, a fine silver comb worth 240 gp, and a scroll of *blur*. Of course, the *Necreme* itself (see page 155) is a prize of no small value.

There's also a small dragonbone lyre worth 800 gp with a piece of parchment tied to it. The parchment has a series of musical notes and a few words in Sylvan that read, "Play this, and the guardian at Black Tree Bend will subside —Esvele." Esvele Graycastle wrote the note with Kithlord Thieraven's help. The notes on the parchment are to be played when the *Necreme* reaches a certain bend in the river that only Sithierel or one of the Sharrans, who has traveled with him can identify. If the notes are not played, an undead dragon turtle attacks as described in tactical encounter WM1.

Development: If Sithierel and his boat escape, he heads for the monastery landing. He warns the Cyricists and Sharrans at the rift that a band of adventurers has captured the Shadow Citadel. The villains in the monastery and the rift will be on their guard against the PCs.

The Journey through the shadow swamp

After exploring the Shadow Citadel, the PCs should know that the answers to the mystery of the temple of Mystra and the Sharptooth lizardfolk's problems lie farther out in the swamp, hidden somewhere in the eternal gloom of the Plane of Shadow. Where they go, and how they get there, is up to them.

overland travel

The player characters have three courses open to them: They can follow the channel beacons lighting the way through the Whispermere, they can strike out along the swamp trail, or—for some unfathomable reason—they can head off directly into the trackless swamp.

Characters who follow a trail or the lighted channel beacons do not become lost. However, characters who leave the marked trail or channel are likely to become lost (*DMG* 86) in the gloomy swamp. Consider the swamp to be equivalent to forest (Survival DC 15 to avoid getting lost).

Whispermere: A chain of long, winding sloughs and sluggish creeks meandering through the swamp, the Whispermere serves as the easiest road from the Shadow Citadel to the Black Rift. Beacons mark the channel. The bayou averages 200 feet in width, with shore terrain that ranges from reedy marsh to overgrown hummocks. In the middle of the channel, the mere is usually around 25 feet deep; naturally, it gets shallower toward the shore. Snags, stumps, and huge cypress trunks impede navigation.

The easiest way to cross the swamp is to travel by boat. The *Necreme* can manage 2 miles per hour (roughly a speed of 20 feet) by following the marked channel. Straying away from the marked channel means slowing down and groping forward through countless waterways, reducing speed to 1 mile per hour. If the PCs follow the beacons, they eventually reach area M1 (see page 84).

The following read-aloud text assumes that the PCs navigate this channel aboard the *Necreme*.

Still and silent, the gloomy river winds through the vast, lightless swamp. Towering black cypresses loom over the bayou, with thick curtains of moss streaming from their branches. Ahead of you, a single dim light flickers far off in the endless night. Behind you, the last light you passed recedes slowly into the darkness. The only sounds to be heard are the endless dry creaking and clicking of the skeletal oarsmen at their work, and the soft, low wash of water beneath the boat's hull. From time to time quick black shadows flit overhead or dart suddenly out of sight at the edge of vision—but you never seem to get a good look at them.

Sithierel has a small dragonbone lyre in the chest in his cabin with a piece of parchment tied to it. The notes on the parchment must be played (a successful DC 10 Perform [string instruments] check is needed) when the *Necreme* reaches the area marked WM1 on the map, or else an undead dragon turtle attacks the ship as described in tactical encounter WM1. PCs with no ranks in Perform cannot read the notes, and the PCs have no way of



knowing which turn in the river is “Black Tree Bend”—all the trees are black or dark gray. If the PCs fail to play the notes, turn to tactical encounter WM1 on page 96.

Swamp Trails: Several footpaths crisscross the swamp. The most important ones are the trail leading from the Shadow Citadel to the Shadownscale Warren and the trail leading from the warren to the Monastery landing. The trails are muddy footpaths that run along the thickly overgrown forest hummocks of the swamp. In many spots the trails cross creeks or streams, often with just a simple log bridge. Several large rivers and lakes pose more difficult obstacles, but the swamp denizens keep small skiffs at each place where the trail crosses water too deep or wide to wade.

Consult Tables 9–3 through 9–6 in the *Player’s Handbook* to figure out how long it takes PCs to get from point to point using the trails, according to the rules for trails through a jungle. Thus, a party with a character with a speed of 20 feet travels 1-1/2 miles in an hour.

Trackless Wandering: If the PCs wander into the Shadow Swamp without following a trail, use Tables 9–3 through 9–6 in the *Player’s Handbook* to calculate overland travel according to the rules for a trackless jungle. Horses make navigating the Shadow Swamp more difficult, because low branches, thickets, and marshy ground cause them to have a speed of 20 feet for the purposes of overland travel calculations. Thus, a party with horses or with a character with a speed of 20 feet travels just 1/2 mile in an hour.

Random Encounters in the Shadow Swamp

Assume the trails and ferry route are largely safe due to Shadownscale lizardfolk and shadar-kai teaching swamp inhabitants not to trifle with those who use it, and save random encounters for when the PCs deliberately strike out across the trackless swamp. If they decide to head out into the swamp, each hour that the PCs travel there is a 5% chance for a random encounter. If they use unusually bright lights (such as sunrods or *daylight* spells), this chance doubles to 10% per hour.

Shadow Swamp Encounter Table (EL 7)

d%	Encounter	Average EL
01–03	1 dark nine-headed hydra	9
04–06	1 dark giant octopus	9
07–11	1d3 wil-o’-wisps	8
12–16	1 dark naga	8
17–23	1d6 dark ahuitzol (<i>Fiend Folio</i>)	7
24–28	1 dark tree (<i>Shining South</i>)	7
29–36	2 metalmasters (<i>Monsters of Faerûn</i>)	7
37–44	1d3 dark trolls	7
45–54	1d3 ooze, ochre jellies	7
55–64	1d3 cloaklers	7
65–74	1d4+1 dusk beasts (page 94)	7
75–83	1d2 giant crocodiles	6
84–88	1d4+1 shadows	6
89–93	1d4+1 Shadownscale marauders (page 93)	6
94–98	1d4 assassin vines	5
97–100	1 shadow mastiff	5



The shadowscale warren

The swamp trail from the Shadow Citadel follows muddy but safe ground, leading deeper into the shadow-analogue of the Vast Swamp. Three miles or so from the Keep, it reaches the den of the Shadowscale lizardfolk. Other Shadowscale settlements and outposts are scattered throughout the swamp, but the mound-fort is the largest and most important of these.

The village is built in and around a huge deadfall. The Shadowscapes filled gaps in the tangle of dead trees with underbrush and mud, creating a mound of muck and deadwood more than 200 feet across. Within this mound a warrenlike maze of low, winding passages and crawlways link larger chambers together.

The leader of the warren is the Blackscale warchief Kossaandar, a fierce and slavishly loyal follower of Ketsarra Shadowscale. Since Despayr requires Ketsarra's services in the Lost Refuge, Kossaandar governs the remaining Shadowscapes in her place. The wily banelar Isti-Zar, a nagalike monster devoted to Cyric, is allied with the tribe and advises the warchief on magical matters. Isti-Zar is intensely interested in the secret of the shadowlain rite and has divined the truth behind Ketsarra's shadowy powers, but for now Cyric commands the creature to aid the Shadowscapes in good faith.

features of the shadowscale warren

The following general properties apply to the areas within the Shadowscale Warren unless otherwise noted in a room or encounter description.

CEILING

Ceilings are not of uniform height.

Ceilings: Indoor ceilings are only about 5 to 7 feet high. Flying or levitating characters cannot get out of the reach of enemies standing on the floor.

WALLS

The walls of the warren are made of deadwood, underbrush, and a crude mud-wattle.

Warren Walls: Thickness varies; hardness 5; hp 120 per 5-foot square; break DC 20; Climb DC 10.

If a warren wall is breached, the squares breached and all adjacent nonwall squares become heavy debris.

FLOORS

The floors of the warren are made of damp, packed dirt, and are uneven due to deadwood, roots, and similar obstructions.

Uneven Slick Floors: A successful DC 12 Balance check is required to run or charge across the surface. Failure means the character can't move in that round.

DOORS

"Doors" in the mound are simple lashed gates made from brush and saplings.

Brush Gate: 1-1/2 in. thick; AC 3; hardness 2; hp 10; break DC 15 (if stuck or tied); Use Rope DC 10 (if tied; full-round action).

A wicker gate offers improved cover to creatures fighting through it (+8 to AC, +4 on Reflex saves).

ILLUMINATION

Most areas are assumed to be dark (although PCs who enter the warren can see as though by shadowy illumination for 60 feet; see Features of the Plane of Shadow on page 72). Brightly lit locations are noted on the maps. With any brightly lit location, assume that shadowy illumination extends outward from it for an additional distance equal to the radius of the brightly lit area.

shadowscale warren Locations

The map for this area appears on page 80.

W1. WARREN ENTRANCE

The swamp trail leads to a great mound by the shore of a dark lake. The mound looks like it was once a huge deadfall. A number of living tree trunks still jut from its mass along with splintered stumps and moss-covered logs. Gaps between the logs have been filled with underbrush and crude mud wattle. Directly before you is a wicker gate leading inside. Two guttering torches mark the entrance. A muddy path meanders east toward the water.

The gate is lashed shut from the inside. Tribe members who were away from the warren (or visitors such as the Sharrans) simply call through the gate to the guards in area W3, who come and unlash the gate.

Brush Gate: 1-1/2 in. thick; AC 3; hardness 2; hp 10; break DC 15 (tied); Use Rope DC 10 (full-round action).

other ways in

The PCs can also enter through area W6 or area W11. There is also a concealed entrance near area W5 (Search DC 20 from outside), just big enough for the naga to slip through. Finally, the pool of water in area W5 connects to the dark lake (area W2) by means of a submerged siphon about 120 feet long. Finding the siphon's entrance means searching the muddy lake bottom about 30 feet from the shore, but it is not otherwise hidden.

The PCs can also climb on top of the mound and cut their way in from above, in which case they can make an entrance anywhere on the map. In such a case, treat the roof of the mound as a wall (see above).

A wicker gate offers improved cover to creatures fighting through it (+8 to AC, +4 on Reflex saves).

Development: If the shadowslain marauders in area W3 hear the PCs coming (Listen +0; -1 for every 10 feet of distance), they are ready for an attack and the PCs do not get a surprise round upon entering area W3.

W2. DARK LAKE

A large lake stretches away into the darkness. There is a crude boat landing made from rough-hewn logs here, but no sign of any boat.

The lake connects with the Whispermere through several meandering channels at its far end. When one of the Sharran leaders from the Black Rift has business with the Shadowscapes, the *Necreme* docks here. The shadar-kai boatman Sithierel knows the way, but anyone else trying to navigate from here to the Shadow Citadel or the monastery landing must succeed on a DC 15 Survival check to avoid becoming lost in the swamp's confusing lakes and channels.

On the bottom, about 30 feet from the shore, a tunnel bores south into the mound. It opens in the pool in area W5.

Development: If the PCs missed the opportunity to seize the *Necreme* in the Shadow Citadel, you can move the boat (and the attendant encounter with Sithierel and Grask) to this location.

W3. WEST GUARD CHAMBER

The inside of the mound is dank and muddy. Roots and branches jut haphazardly through floor, walls, and ceiling, with only the barest effort made to keep them from blocking the passage. The ceiling is only about 5 or 6 feet high, and the "floor" is slippery and uneven. A damp, musky scent hangs heavily in the air. Dim yellow torchlight flickers ahead in a large chamber where several more twisting passageways meet.

Three Shadowscale marauders guard this room. When the Shadowscale guards hear or see intruders approaching, they set a lethal ambush for the PCs.

Tactical Encounter: W3. Shadowscale Guardroom on page 98.

Development: If the PCs defeat these guards and subsequently retreat from the warren without defeating Kossaandar, the war-chief obtains a new guardian for this room—a giant crocodile (*MM* 271) lured in from the lake outside.

W4. EMPTY DEN

A narrow opening in the branches and mud of the wall leads into a small den. Crude pieces of pottery, wooden utensils, a stone-lined fire pit, and nests of thick moss make up the chamber's furnishings, but nothing seems to have occupied the chamber for some time.

These small chambers served as the residences of this Shadowscale village—places for the Shadowscapes to live as they once did. These dens have been emptied over the last few months as the undead lizardfolk have come to accept the fact that they no longer need light, food, sleep, or warmth.

W5. BANELAR'S LAIR

This large, irregular chamber slopes down to a sizable pool of black water in the middle of the mound. Several old tree trunks serve as living pillars for the ceiling. The air is heavy with a strange, musky scent, and the water ripples slowly. The tangled roots and branches overhead are higher here than elsewhere in the warren, so the ceiling is about 15 feet high.

The banelar Isti-Zar lives here. This nagalike monster is a cold and hateful creature that serves Cyric. At its treacherous god's behest, it has offered to aid the Sharrans in their plot to damage the Weave. Despayr does not entirely trust the banelar, so he sent the creature to the Shadowscale Warren, ostensibly to advise Kossaandar.

Isti-Zar does not expect human intruders here, but it is all too eager to capture or destroy any who enter its lair in order to impress the Shadowscapes with its power and cleverness.

Tactical Encounter: W5. Banelar's Lair on page 100.

Treasure: Isti-Zar has collected a sizable hoard, which it keeps in oakum-sealed clay urns in the large pool in this room. These contain 250 gp, 3,300 sp, a small leather purse holding three pearls worth 100 gp each, a small vial containing 1 ounce of *stone salve*, and its spellbooks.

W6. NORTH GUARD CHAMBER

The inside of the mound is muddy and wet. Roots and branches jut through the floor, walls, and ceiling, almost blocking the passage in spots. The ceiling is about 5 feet high, and the floor is tangled and uneven. A musky, reptilian scent pervades the air. Torchlight flickers ahead in a large chamber where several more twisting passageways meet.

This encounter area is essentially the same as area W3. Three Shadowscale marauders guard this entrance to the mound-warren. When the Shadowscale guards hear or see intruders approaching, they ambush the PCs.

Tactical Encounter: W3. Shadowscale Guardroom on page 98.

Development: Instead of Small vipers in clay pots, these Shadowscapes have three pots containing stirges. Replace the Small vipers described in W3 with stirges. The stirges avoid the undead guards, and attack living creatures (most likely the PCs).

Dead PC to Replace?

If you need to introduce a new character to the party, this is a good place to do it. A lone adventurer captured by the Sharrans and traded off to the Shadowscapes might be languishing in this dismal pit alongside the Sharptooths.

—Rich

W7. PRISONER PIT

The wicker gate leading to this chamber is exceptionally sturdy. It has been barred from the outside by two thick poles anchored in notches cut into the walls.

This squalid chamber is a muddy wallow about six feet below the level of the entrance. Two wretched-looking lizardfolk lie in the muck, their hands bound behind them. One is a female lizardfolk of the normal sort, and the other appears to be a male Poison Dusk. They peer up at the door and say something in their hissing language.

If any PCs understand Draconic, they can make out the lizardfolk speech: "Free us, humans! We are not Shadowscapes, we are Sharptooths!"

These two lizardfolk are Kruthaak and Ghaan. Along with Steersissk (the captive held in area S6), they managed to escape from the Lost Refuge by means of the Dusk Lord's Passage. They soon fell back into the hands of the Shadowscapes, and now are only days away from being converted into shadowslain.

Development: If the PCs free Kruthaak and Ghaan, the Sharptooths are happy to tell them anything they can about the Sharrans and their lizardfolk allies.

"There is a trail to the northeast that leads off into the swamp. Sometimes messengers come from that direction—tall, winged creatures like humans shaped from cold black stone."

"Beware the serpent-creature in the chamber with the large pool. It is devious and deceitful, and it knows many spells."

"The dream walkers do not come here, but sometimes the shadow-man brings the boat of the dead here."

"The Shadowscale warchief told us that we were to be killed and made into Shadowscapes the next time the shadow man came in his boat. He said the boat would take us to the place of our deaths."

W8. GREAT WARREN

Several thick tree trunks support the tangled branches and mud wattle ceiling of this spacious chamber. At its apex, the ceiling in this area looks to be about 30 feet high. To the south is a pool of dark, still water, and large wicker gates lead to the south and east. A smaller wicker door leads north. Several fire pits lined with stones are scattered about the room, but all are dark and cold now. A clutter of wicker baskets, fishing spears, flensing knives, and old pelts lies unused along the north wall. Near the center of the room stands a low wicker cage with something dark moving within.

Once the heart of the Shadowscale tribe, this chamber served as the feasting place and chief's hall for the lizardfolk before they were made into undead. Now that the Shadowscapes have crossed over, the trappings of their living days are no longer important. Their tools for hunting and trapping have simply been discarded, and the Shadowscapes haven't bothered to light a fire in months.

Kossaandar, warchief of the Shadowscapes, holds court here over the pitiful remains of the tribe. Kossaandar himself is not present when the PCs enter the room; he is in area W9. However, four Shadowscapes are hiding here when the PCs first appear, and Kossaandar shows up soon enough.

Tactical Encounter: W8. Great Warren on page 102.

Development: This chamber is the last gasp for the Shadowscapes as an organized force. If the PCs defeat these Shadowscapes and slay Kossaandar, the tribe is reduced to a handful of wretched bands hiding in dens scattered throughout the swamp. No more will answer Despayr's call. After the PCs defeat the Shadowscapes in this room, the remaining lizardfolk abandon the warren within a few hours.

W9. CHIEF'S DEN

Clearly this chamber is the lair of an important lizardfolk. It is bigger and more spacious than other dens you have seen in the mound, with a 10-foot ceiling and a small pool of water along the south wall. Exotic pelts from various creatures are affixed to wooden frames, decorating the chamber. Gold and silver coins, plates, cups, and other such trappings of wealth are lying on the floor.

Kossaandar lives in this chamber. If the PCs manage to defeat the enemies in area W8 before Kossaandar can join that fight, they'll find the Shadowscale warchief and 2 shadowslain lizardfolk here.

Treasure: Most of the tribe's wealth is lying in heaps in this room. The leaders of the Shadowscapes see no reason to keep it hidden away in locked chests. The loot consists of 1,700 gp, 7,200 sp, 4 matched golden goblets worth 150 gp apiece, a large silver platter etched with a hunting scene worth 370 gp, a scroll of neutralize poison, a scroll of cloudkill, a +1 frost short sword, a wand of lightning bolt with 9 charges remaining, and a suit of +3 studded leather (the lizardfolk didn't understand its worth beyond its obviously fine craftsmanship). Most of this loot was removed from the Shadow Citadel long ago, so it is of old Cormyrean vintage.

The pelts hanging on the wall are mostly dark giant frog and dark crocodile skins, each worth about 20 gp to an interested buyer, and there is also an exceptionally fine sable (240 gp) among the rest.

W10. EGG CHAMBER

The entrance to this chamber is lined with the desiccated skulls of lizardfolk, mortared into the branches of the walls and ceiling. Scores of the skulls look down over this room. In the center of the chamber is a large, dry, sandy heap. Fragments of eggshells litter the floor.

The Shadowscapes believed in allowing the spirits of their deceased tribemates to guard over those who were not yet born; thus, the watchful presence of the skulls.

Glyph of Warding Trap: Search DC 28; Disable Device DC 28; CL 5th; blast glyph, 3d8 acid, Reflex DC 14 half.

The doorway is guarded by a *glyph of warding*, crafted by a now-deceased Shadowscale shaman some time ago. It is scribed on one of the more prominently displayed skulls, and it discharges when any non-lizardfolk attempts to enter the room.

Sand Mound: The sandy mound was an incubator for the Shadowscapes' eggs. As the tribe members passed into undeath one by one, they bore fewer and fewer young. Now all that remains here are a few old eggshells.

W11. THE BACK DOOR

The rank odor of rotting vegetation fills this large, tangled chamber. Wet, poorly cleaned animal bones litter the floor. A path of sorts winds through the mess to a wicker gate at the opposite side of the room. Numerous trees grow though the dripping ceiling, which is about 10 feet high.

A shambling mound guards this rarely used entrance to the Shadowscale Warren. The lizardfolk kept the creature here by bringing it regular offerings of discarded animal carcasses. The shambler served as both a powerful guardian and a convenient disposal for unwanted offal. However, the Shadowscapes have not fed their shambling mound in quite a while, and the creature often leaves the warren to forage out in the swamp. Recently a pair of shocker lizards followed the creature back to the warren, and they have been living off its leavings.

The shambler does not hesitate to attack any nonlizardfolk that enters this room.

Tactical Encounter: W11. The Back Door on page 104.

Treasure: Weeks ago, the shambling mound encountered a Material Plane traveler on the outskirts of the swamp and killed her. It brought her remains back to the lair, where they now lie among the rest of the bones and debris. A small leather belt-pouch in the muck (Search DC 10) contains five bloodstones (60 gp each) and a ring of counterspells.

Development: If the PCs defeat the shambling mound and retreat, the Shadowscapes do their best to seal this entrance to their mound. They fill the narrow eastern passage leading outside with mud and branches that have the same characteristics as the surrounding walls of the mound.

12. MONASTERY TRAIL

Another trail leads off into the swamp from this side of the mound. It is somewhat more overgrown than the trail leading back to the Shadow Citadel.

This trail leads to the Monastery of the Ebon Dome in a roundabout path skirting various channels and lakes. It's a 15-mile walk from here to the monastery. When messengers from Despayr need to find the Shadowscapes, they usually come by boat, so this trail sees much less use than the first one.

The monastery of the Ebon dome

Many years ago, a sect of Dark Moon monks devoted to Shar built a lonely abbey here to contemplate the shadowy secrets of the Black Rift. Although the monks have long since vanished into the gloom of the Plane of Shadow, Shar kept this spot secret and safe. When Despayr decided to perform the rite to sunder the Weave and began to gather acolytes and guards suitable for the task, the dragon was guided to this spot.

The monastery stands on a low hilltop a few hundred yards from the landing at the eastern end of the Whispermere. It overlooks the shadowy depths of the rift to the east. The path from the landing leads to the monastery's gaping black doorway.

Because Despayr and his minions are completely absorbed in the rite taking place within the rift, they have little use for the ruined monastery. No Sharrans reside here. Instead, it is the headquarters of a small contingent of Cyricists. Shar's followers do not trust the followers of Cyric and do not allow them into the rift without escort. For their own part, the Cyricists are content to remain near the developing ritual and assist Despayr by providing their arcane lore (and the protection of their pet monsters) to the master of the rift.

The leader of the Cyricist contingent is the Skull Servant Ethar. She commands a small number of Ebon Spur guards, warriors who belong to an order dedicated to Cyric's service. The tiefling warlock Zetharmas is also dedicated to Cyric's faith, and assists Ethar in her work here.

features of the monastery of the Ebon dome

The following general properties apply to the rooms within the Monastery of the Ebon Dome unless otherwise noted in a room or encounter description.

CEILING

Ceilings are of uniform height.

Ceilings: Indoor ceilings are 10 feet high—if a room is roofed at all.

WALLS

Walls of the monastery are made of 1-foot-thick mortared stone.

Masonry Walls: 1 ft. thick; hardness 8; hp 90; break DC 35; Climb DC 20.

Masonry walls increase the DC of Listen checks to hear through them by 15. The hit points and break DC shown are for a 10-foot section. If a masonry wall is breached, the squares breached and all adjacent nonwall squares become heavy debris.

Ruined Masonry Walls: The walls marked as ruined stand about 3 feet tall, ending in jagged, broken masonry. It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a wall with a successful DC 10 Jump check (no running start required). A Small character can jump

up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on a ruined wall gains a +1 bonus on melee attacks against opponents on the ground. A ruined wall provides cover. Ruined walls otherwise have the same statistics as normal masonry walls.

FLOORS

Floors inside buildings and on the paths between buildings are flat and largely smooth. Much of the ground outside the monastery buildings is covered in heavy undergrowth.

Heavy Undergrowth: Heavy undergrowth costs 4 squares of movement to move into and provides concealment with a 30% miss chance (instead of the usual 20%). It increases the DC of Tumble and Move Silently checks by 5. Heavy undergrowth is easy to hide in, granting a +5 circumstance bonus on Hide checks. Running and charging are impossible. A creature using a slashing weapon can clear a square of heavy undergrowth with four full-round actions.

DOORS

Doors in the monastery consist mainly of strong wooden doors. All are unlocked except those in area M10.

Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 23 (if stuck), DC 25 (if locked).

ILLUMINATION

Most areas are assumed to be dark (although PCs who enter one can see as though in shadowy illumination for 60 feet; see Features of the Plane of Shadow on page 72). Brightly lit locations are noted on the maps. With any brightly lit location, assume that shadowy illumination extends outward from it for an additional distance equal to the radius of the brightly lit area.

Monastery of the Ebon dome Locations

The map for this area appears on page 85. Assume that the ground in the encounter locations is clear and relatively free of obstruction unless a tactical encounter indicates otherwise.

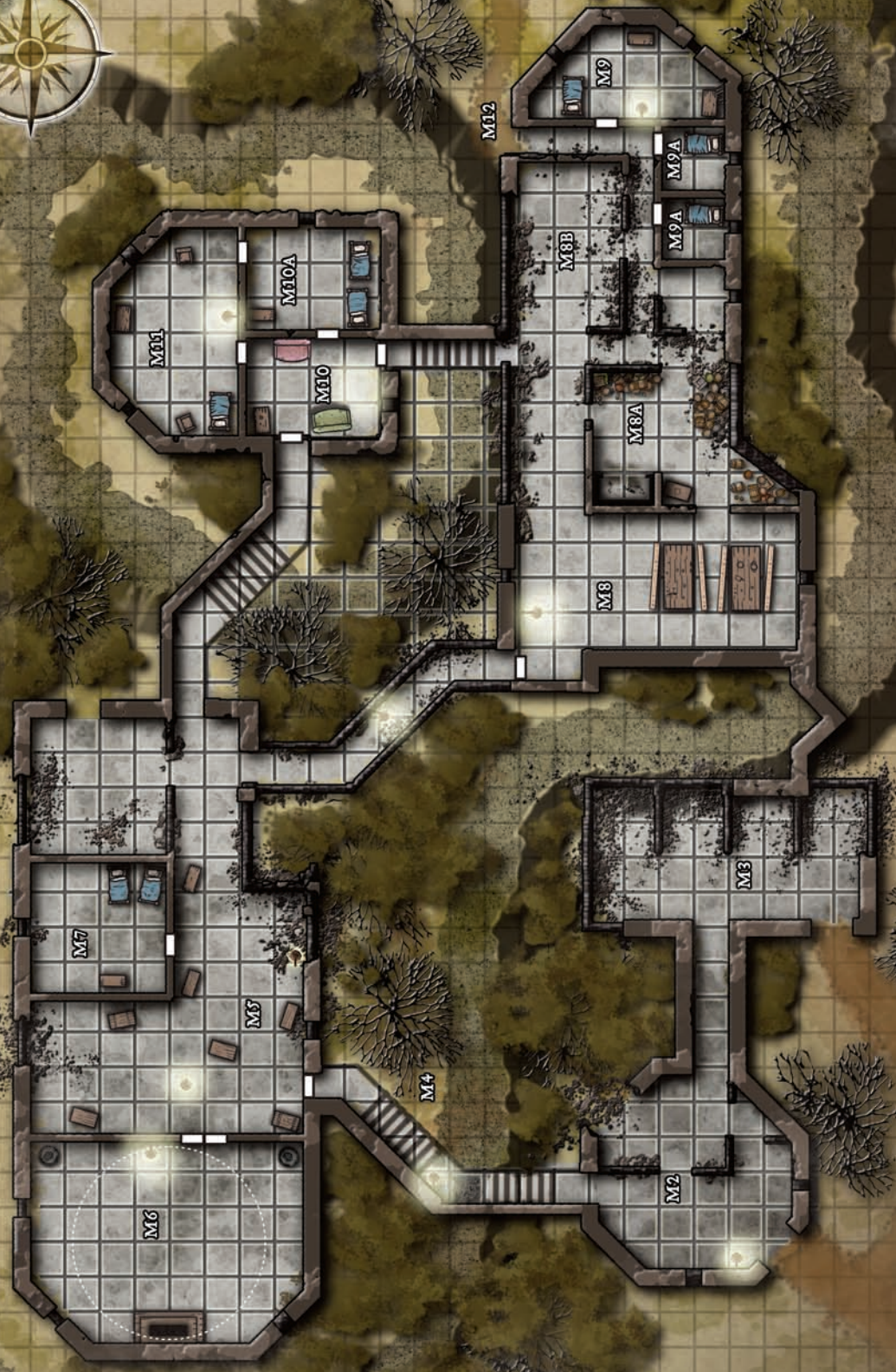
M1. MONASTERY LANDING

At the eastern end of the Whispermere is another dock, illuminated by the last of the beacons. If the PCs arrived at the landing by boat, read:

A beacon illuminates a lonely dock on the shore. No other beacons are in sight except the last one you passed. The dock appears to be deserted, but a path leads from the landing up a short, steep bluff into the darkness. Low briar-covered hills slope up from the lake shore.

The path from the landing winds up the bluff and climbs through thickets and dense stands of trees for about half a mile, eventually reaching the Monastery of the Ebon Dome. The Sharrans do not normally garrison the landing or patrol the path.

Monastery of the Ebon Dome



One square = 5 feet



The gloom golem defends the Black Chapel against all intruders

Illustration by Jim Paivlec

M2. ABBEY GATEHOUSE

A path leads from the trail to the ruined shell of a gatehouse of some larger compound, where a dim lantern burns. An iron bell hangs from a post by the door, and you can see a handful of torches glowing faintly in the ruins beyond, the gatehouse's narrow windows glowing like baleful eyes in the darkness.

The upper floors of the gatehouse are missing, and the building is abandoned. Striking the iron bell attracts the attention of the kir-lanans in area M4, but they are not in the habit of answering the door—Sharrans visiting the Cyricists normally ring the bell to announce their presence and then enter the monastery.

M3. STABLE

Close to the old gatehouse, this building seems to have been a stable. The remains of four large stalls are still visible within the crumbling masonry. An empty archway leads to the courtyard inside the walls.

The stable was rarely used even in the days when the monks occupied the abbey, since normal mounts were of limited use in the swamp. There is little of interest here.

M4. ABBEY COURTYARD

Old walls enclose a steep, overgrown courtyard nestled between several other buildings. The compound—some sort of monastery or abbey, it seems—climbs the hilltop, and the buildings at the eastern end stand on higher ground than the gatehouse and stable. Dim yellow light leaks from windows, and lanterns light a couple of the paths between the buildings.

The courtyard is guarded by two kir-lanan gargoyles, allies of the Sharrans in the Black Rift. The kir-lanans despise gods and clerics in general, but they have found that Shar's teachings on loss, sorrow, and darkness match their own outlook. These two have proven quite useful to Despayr as messengers and scouts, so the dragon has the two of them here in order to keep an eye on the Cyricists.

The kir-lanans usually keep watch from area M5. From there they can see most of the courtyard. They automatically see the PCs if they move across the courtyard in the open or carry lights. If the PCs are trying not to be seen (for example, staying in the heavy undergrowth and not showing lights), the kir-lanans must succeed on Spot checks to see them or Listen checks to hear them. Heavy undergrowth imposes a -5 penalty on Move Silently checks.

Tactical Encounter: M4. Abbey Courtyard on page 106. The kir-lanans take wing and attack any strangers they see inside the compound, which means that they probably engage the PCs on the flagstone path leading from the gatehouse to the chapel.

Development: If the PCs manage to avoid being spotted by the kir-lanans, use this tactical encounter in area M5 instead.

M5. SCRIPTORIUM

This large, ruined building formerly served as the center of the Dark Moon order's religious and scholastic studies on this plane. A large dome stands over the western end of the building, atop the chapel, but much of the eastern section has collapsed.

Battered wooden desks, broken scroll racks, and soggy lumps of what was once parchment litter this large room. To the east stands a large double door emblazoned with the image of a black circle, and there is a smaller door to the north. To the west, large holes gape in the walls and ceiling where the building has partially collapsed.

The room's heavy desks have survived the years, but the scrolls and texts once stored here were ruined long ago.

If the PCs managed to avoid being detected by the kir-lanans in area M4, they find the gargoyles in this room, keeping watch over the courtyard to the south. The ceiling is missing from the eastern half of the room, allowing the creatures easy access to the air.

Moaning: Allow PCs in this room a DC 8 Listen check to hear the gloom golem in area M6. Even at rest, the golem continually shrieks, mutters, moans, and howls—just not as loudly as it does in a fight. The kir-lanans avoid the western part of the room just to stay away from the gloom golem's incessant moaning.

Tactical Encounter: M4. Abbey Courtyard on page 106. If the kir-lanans fight here, simply ignore the tactical map and use the kir-lanan statistics blocks described in the encounter. If encountered in the Scriptorium, the kir-lanans will have less room to use their Flyby Attack tactics.

M6. BLACK CHAPEL

A dark dome overhead crowns this impressive shrine. An austere altar of rough black stone stands beneath a large, round emblem of beaten copper, which shows the image of a jawless human skull in the middle of a sunburst. Beside the altar a hulking, malformed creature stands motionless. It looks something like an ogre made out of gray, foul-smelling clay, but where its face should be is only a swirling black vortex. From this creature rises a horrible cacophony of wails, moans, muttering, and cries for help; dozens of tortured faces appear to press up against its skin from the inside as if trying to push their way free.

Two statues covered by heavy black drapes stand in the corners of the room.

Once dedicated to Shar, this shrine was abandoned when the servants of Shar relocated their efforts to the nearby Rift. Skull Servant Ethar and the other Cyricists have rededicated this shrine to the Black Sun. A character who succeeds on a DC 10 Knowledge (religion) or Intelligence check identifies the skull-and-sunburst as Cyric's symbol.

The faceless creature by the altar is a gloom golem under the control of Skull Servant Ethar. The Cyricists have been providing Despayr and his followers with various monsters and constructs to assist them in their plan to rend the Weave, and the gloom golem is one more gift for their Sharran allies. Skull Servant Ethar leaves the construct here to defend the Black Sun's shrine . . . and to keep its incessant mutterings and moanings far from her own quarters.

The drape-covered statues in the corners are depictions of Shar's avatars. One is a tall woman in a feathered mask, her body hidden under voluminous robes; the other is a nubile young dancer. Both are carved from smooth black stone set with tiny flecks of silver, as if to suggest a star-speckled void. A successful DC 20 Knowledge (religion) check correctly identifies the statues. Although the drapes might alarm the PCs, the only reason they're covered is because the Cyricists did not want to leave Sharran trappings on display in their converted shrine.

Tactical Encounter: M6. The Black Chapel on page 107.

Small Iron Coffin: 1/4 in. thick; AC 4; hardness 10; hp 8; break DC 26 (locked); Open Lock DC 25.

Tucked behind the altar is a small, locked iron coffin containing a set of ceremonial implements: a gold chalice (400 gp), a large gold platter (300 gp), and a sinuous dagger with a ruby-jeweled hilt and sinister skull motif (1,300 gp).

M7. LIBRARY

Empty bookshelves line the walls of this chamber, and the debris of the room's ruined tomes lies on the floor in a circle of wet black ash. Charred streaks mar the walls and ceiling nearby, and the room still smells faintly of smoke. In the opposite corner, the clutter and wreckage has been pushed aside to make room for two simple bedrolls.

Long ago a Sharran monk went mad and burned most of the tomes and scrolls kept in the library. What little remained was removed when the Sharrans abandoned the monastery. The kir-lanans who stand watch in the Scriptorium (area M5) use this old library as their roost. The creatures require few comforts, and their quarters are correspondingly austere.

Treasure: The kir-lanans keep a small hoard in a leather satchel stashed under one of the bedrolls. Their treasure consists of 88 pp, 255 gp, 6 small agates worth an average of 20 gp each, and a wand of web with 15 charges remaining. The gargoyles cannot use the wand, so they are keeping it in case they get an opportunity to trade it for something more useful.

M8. REFECTORY

This large room seems to be a dining hall. Two large wooden tables with bench seating occupy the southern part of the room. A large hallway leads to the east, and a smaller doorway leads in the same direction. Holes in the walls and the roof attest to the building's age.

Two black-clad human warriors are here, seated at the second table. They have pale skin and wear the skull-and-sunburst emblem. You can hear the clatter of crockery from the smaller door.

This building housed the monastery's dormitory, kitchen, and dining hall. The refectory takes up the western end of the building, which is still reasonably intact; the kitchens (area M8A) and acolyte barracks (area M8B) in the middle are mostly ruined; and the personal quarters in the eastern end of the building (area M9) are reasonably intact (and are now used by the Cyricists).

The humans at the table are two Ebon Spur guardsmen—warriors belonging to an order devoted to Cyric. Nearby in the kitchen, the warlock Zetharmas is foraging for something to eat, while farther down the hallway, a howler loyal to the Cyricists is nestled among the ruins.

Zetharmas is second-in-command of the Cyricist detachment. This foul-tempered tiefling warlock is both abrasive and arrogant.

Tactical Encounter: M8. Refectory on page 108.

Development: If the PCs sneak past the Refectory and attack Zetharmas in the kitchen, the Ebon Spurs and howler come to his aid. If the PCs do not defeat Zetharmas here, they find him and any surviving Ebon Spur guards in area M9 the next time they enter the monastery.

M8A. The Kitchen: Although this room is mostly ruined, the large hearth is still serviceable, so the Cyricists do most of their cooking here. The room is filled with sacks of flour, barrels of smoked or salted meat, crates of dried fruit, wheels of cheese, and two small casks of ale.

M8B: Acolyte Barracks: This room was formerly home to half a dozen Dark Moon aspirants, but it is little more than a tangle of collapsed timbers and crumbling masonry now. It is the lair of a howler that serves the Cyricists.

M9. ZETHARMAS'S QUARTERS

This old barracks has been refitted as a workshop, with a simple bedroll in one corner. An odd collection of tallow candles, bleached skulls, and thick tomes covered in black leather litters the tabletops and shelves. No one seems to be here at the moment.

Zetharmas fancies himself a student of the arcane arts and a veritable prince of the fiendish planes. He is certain that he was spawned from some powerful demon lord, and he conducts himself accordingly. In his private quarters he studies tomes on all things demonic, and plays at "rites" designed to invoke the favor of the powers that he believes favor him.

Books: Sixteen books are strewn across the room. Each describes magic, the planes, or fiends—but only a few are written by individuals with real knowledge of these topics. Most of the books are worth 10 gp (including the one Zetharmas made notes in), but three are well illustrated and of decent scholarship (each of these is worth 45 gp). The accurate books all describe various aspects of magic, but they are complex works and hard to understand without a deep reading.

Zetharmas's Notes: A successful DC 22 Search check in the room reveals a book with Zetharmas's notes in the margins. The book is an untitled, slim, black leather volume of recent manufacture, detailing the nature of magic and the Weave. It briefly describes the history of Mystra from her death during the Time of Troubles, the ascension of the human named Midnight into the role of Mystra, and the appearance of the Shades and the

revelation that a Shadow Weave exists. It then waxes eloquent about magic and the Weave in general, noting that wild magic and dead magic zones are still extant, years after the Time of Troubles.

Zetharmas's notes consist mainly of ironic asides and insults to the author's scholarship and intelligence, but one note is different. After a passage that describes how dead magic stops all magic in an area and presumably also stops magic based on the Shadow Weave, Zetharmas has written a particularly long comment:

"You think so, do you? Won't you be surprised when it all unravels? Note to self: Discover how dead magic affects your powers. Ethar will no doubt be useless. Ask Despayr? His offer is tempting, but how would Cyric look upon it? Perhaps a consultation with the fiendish powers is in order."

Small Iron Coffers: 1/4 in. thick; AC 4; hardness 10; hp 8; break DC 26 (locked); Open Lock DC 25.

An iron strongbox under the bed holds Zetharmas's personal wealth—a purse with 14 pp, 120 gp, and a fine emerald (300 gp).

M9A. Acolyte Cell: These small chambers serve as the sleeping quarters for the two Ebon Spur guards assigned to Zetharmas. They hold little other than bedrolls and clothing.

M12. Black Rift Trailhead: The open doorway to the outside from the hall leads PCs to area M12. See that area entry if the PCs poke their heads out that doorway.

M10. PRIORY (EL 8)

The exterior doors leading into this room are locked from the inside.

Strong Wooden Doors: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked); Open Lock DC 25.

Unlike the other buildings in the monastery, this large stone house seems to be in good shape. Two staircases lead from the chapel and the dormitory up to the priory to a pair of sturdy wooden doors—one to the south, the other to the west. Lantern light spills out from a narrow window about 6 feet above the ground.

Two Ebon Spur guards stand watch inside. They open the door to a knock, but not before calling out a basic challenge: "Who goes there?" If they get no answer or an answer they don't recognize, one goes to the window to look out and see who is at the door (if the knock came from the south), or just cracks the door open and peeks out (if the knock came from the west).

When the PCs get a look into the room, read:

This foyer is comfortably appointed with wooden benches, a large carpet on the floor, and a writing-desk by the far wall. Two pale human warriors dressed in black armor stand watch here. Their surcoats are emblazoned with the emblem of a skull on a black sunburst.

A stocky, broad-shouldered woman with short black hair and a cold, calculating manner, Ethar is always in control. When the PCs approach the priory, Ethar is in her room working on a letter to her superior. When trouble starts, her first action is to fold the letter and an accompanying scrap of parchment and stuff both

into a pocket under her armor. The PCs should find this letter if they defeat Ethar, since it is important to the adventure plot. If the PCs fail to search her body, have both pieces of paper fall out of her pocket and be noticeably lying beside her body. See the handouts on page 158 and 159 for the contents of the letter and the piece of parchment.

Tactical Encounter: M10. Priory on page 110.

9A: Prior's Study: This chamber was once the private study of the monastery's prior, but it now serves as housing for the two Ebon Spurs who guard Skull Servant Ethar.

M11. SKULL SERVANT ETHAR'S QUARTERS

This room is a comfortable suite, with a handsome rug underfoot and walls finished in gleaming dark paneling. A large four-posted bed sits in the corner. Several trunks and armoires complete the furnishings, and a purple banner emblazoned with the skull-and-sunburst hangs on the far wall.

Naturally, Skull Servant Ethar took the best chamber remaining in the monastery for her own personal quarters. This room was once the austere residence of the Dark Moon prior who built the Ebon Dome monastery, but Ethar has worked hard to collect creature comforts during the last few months of her dismal time on the Plane of Shadow.

Large Iron Coffers: 1/2 in. thick; AC 3; hardness 10; hp 15; break DC 28 (locked); Open Lock DC 30; *glyph of warding* (Search DC 28; Disable Device DC 28; 3d8 acid, Reflex DC 16 half).

A large iron-reinforced wooden trunk holds Ethar's personal wealth (and the Cyricist mission's paychest, although she doesn't think of it that way). It's secured with a lock and a *glyph of warding* that goes off unless the opener speaks the password: "Bineera" (Skull Servant Ethar's first name). The trunk contains 45 pp, 1,150 gp, 2,400 sp, a small, silver-inlaid weirwood harp (900 gp), a pouch of 4 yellow topazes (120 gp each), and a scroll of *raise dead*, given to Ethar by her superiors in case she needed to resurrect a useful creature or servant.

M12. BLACK RIFT TRAILHEAD

A well-worn path leads through a thicket to the east and down the bluff. The gray trail blends into the shadowy terrain until it is swallowed by darkness. Looking in that direction, you get the sense of a vast openness, a void that is a disturbing contrast to the sense of confinement that you've felt since entering this plane.

From here you can also see another building in the keep. Lantern light gleams through its narrow windows.

This is the head of the trail that leads to the Black Rift. It goes for about a mile, taking the PCs through increasingly marshy lands and into more flooded forest until it at last ends at area R1 in Chapter 5.

Development: If the PCs avoided encountering Skull Servant Ethar and the guards in the priory, this group will soon discover that something is amiss and set off down the path, attacking as soon as they spot the PCs. They fight to the death because Ethar rightfully fears that if she fails to prevent the PCs from reaching the Black Rift, Despayr will make her one of the "petitioners" in the ritual to open the rift in the Weave.

chapter 4 conclusion: from shadow to shadow

By the end of this chapter, the PCs should be coming to grips with the vast scope of the dark deeds that began in the false temple of Mystra. Worshipers of Shar and Cyric have formed an alliance to create a hole in the Weave, an area of dead magic so large it will encompass the Vast Swamp. The danger this presents should be reason enough for the PCs to press on to the Black Rift and the events that unfold in Chapter 5.

chapter 4 story awards

The PCs can earn extra experience for completing certain tasks in the adventure.

- If the PCs took a journey on the Necreme, award the party 600 XP. If they did so without killing the orc skeleton rowers until they no longer had need of the boat, award an extra 100 XP to the party.
- If the PCs cleaned out the Shadowscale Warren, award the party 400 XP.
- If the PCs fooled any of the Shadow Citadel or Monastery of the Ebon Dome guardians into thinking they were dominated, award the party 200 XP.
- If the PCs found Zetharmas's notes by searching for them, award the party 200 XP.

JHERREMOR'S LAIR

Encounter Level 7

setup

The ghirrash Jherremor (J) attacks any PCs who dare to enter its lair. The encounter begins when the PCs open the door or otherwise make their entry into the tower's first floor.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Steep Spiral Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Steep stairs increase the DC of Tumble checks by 5. Characters gain cover against foes below them on spiral stairs because they can easily duck around the staircase's central support.

Hanging Hooks: These are iron hooks bolted into the wall at a height of about 6 feet—a Medium-sized humanoid stuck on a hook is suspended with its feet about 1 to 2 feet above the floor.

Being hung on a hook deals 2d4 damage. A hooked character can't move, takes a –4 penalty on attack rolls, and must succeed on a DC 20 Concentration check to cast any spells. To get down, the character must use a full-round action and succeed on an Escape Artist check (DC 15) or Strength check (DC 20, and the character takes an additional 2d6 points of damage).



When the PCs first see the ghirrash, read:

A tall, powerful creature that looks like an upright six-limbed tiger snarls at you. It is covered in gray-black fur, and its face combines humanoid features with those of a big cat. "You are not supposed to be here," it hisses. "Good! I need fresh meat."

tactics

Jherremor has a nasty trick while fighting in its lair—it looks for the opportunity to grapple its foes. While grappling, Jherremor can use its rake attacks, but what it really wants to do is plunge its grappled foe onto a hanging hook. To stick a PC on a hook, Jherremor must begin the turn with a hanging hook in reach and a foe already grappled. It can then hang the PC on a hook (see below) by succeeding on another grapple check.

Once the combat is completed, refer back to page 76 to continue the adventure.

JHERREMOR, THE GHIRRASH

CR 7

hp 52 (7 HD); DR 5/magic

CE Large outsider

Init +7; Senses darkvision 60 ft.; Listen +11, Spot +11

Languages Abyssal, Common, Infernal

AC 20, touch 12, flat-footed 17

Miss Chance 50% displacement

Immune poison

Resist acid 10, cold 10, electricity 10, fire 10; SR 14

Fort +8, Ref +10, Will +6

Speed 50 ft. (10 squares)

Melee claw +13 (1d6+6) or

Melee 4 claws +13 each (1d6+6) and
bite +7 (1d4+3 plus paralysis)

Base Atk +7; Grp +17

Atk Options pounce, rake

Abilities Str 23, Dex 16, Con 16, Int 13, Wis 12, Cha 15

Feats Improved Initiative, Lightning Reflexes, Weapon Focus (claw)

Skills Balance +15, Climb +16, Hide +13, Jump +26,
Listen +11, Move Silently +13, Spot +11, Survival +11,
Tumble +15

Displacement (Su) Any melee or ranged attack against a ghirrash has a 50% miss chance unless the attacker can locate the creature by means other than sight. *True seeing* allows the user to ignore the miss chance.

Paralysis (Su) A creature hit by a ghirrash's bite attack must make a successful DC 16 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immune to this paralysis.

Pounce (Ex) If a ghirrash charges, it can make a full attack, including two rake attacks.

Rake (Ex) Two claws, attack bonus +13, damage 1d6+3.

DARK OBSERVATORY

Encounter Level 6

setup

When a PC moves adjacent to the *Dusk Lord's throne* or attempts to sit on it, two shadow elementals (S) emerge from the throne and attack. Ask the players to make Spot checks (DC 20). Characters who succeed catch a glimpse of the shadow elementals just before they emerge, aren't surprised, and roll initiative normally. Characters who fail the check are surprised.

When the PCs first see the shadow elementals, read:

The shadows clinging to the throne roil and flicker, and then two menacing forms detach themselves from the gloomy surroundings. The creatures are roughly humanoid in shape, but seem to be composed of nothing but pure shadow, with two pallid eyes marking otherwise featureless faces.

tactics

The shadow elementals focus their attacks on the creature or character who first moved adjacent to the throne. They pursue the offending character anywhere he goes in this

2 MEDIUM SHADOW ELEMENTALS CR 4

hp 26 each (4 HD)
 NE Medium elemental (extraplanar, incorporeal)
 Init +5; Senses blindsight 60 ft., Listen +3, Spot +4
 Languages none

AC 12, touch 12, flat-footed 11
 Miss Chance 50% incorporeal
 Immune poison, sleep, paralysis, stunning, critical hits, flanking
 Fort +3, Ref +5, Will +1

Speed fly 40 ft. (perfect) (8 squares)
 Melee incorporeal touch +4 (1d6 plus 1d6 cold)
 Base Atk +3; Grp +3
 Atk Options shadow mastery, Combat Reflexes
 Special Actions dusk and dawn

Abilities Str —, Dex 12, Con 14, Int 4, Wis 11, Cha 11
 Feats Combat Reflexes, Improved Initiative
 Skills Listen +3, Spot +4

Shadow Mastery (Ex) A shadow elemental gains a +1 bonus on attack rolls and damage rolls if both it and its foe are in darkness or shadowy illumination. When in an area of very bright light (such as sunlight or a *daylight* spell), shadow elementals take a -4 penalty on attack rolls and damage rolls.

Dusk and Dawn (Su) Three times a day, a shadow elemental can create an area of shadowy illumination, regardless of prevailing light conditions, in a 20-foot-radius emanation centered on a point in space up to 30 feet away from its location. This effect lasts for 20 minutes unless the elemental dismisses it. Darkvision functions in the area normally.

room, but do not chase him outside this chamber. The shadow elementals use their incorporeality to gain cover from the throne or walls, as needed.

Once the combat is completed, refer back to page 76 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Steep Spiral Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Steep stairs increase the DC of Tumble checks by 5. Characters gain cover against foes below them on spiral stairs because they can easily duck around the staircase's central support.

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a -5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Unstable Floor: Parts of the tower's floor are crumbling and dangerous. If a Medium or Large creature stands in the indicated squares, there is a 50% chance each round that the floor collapses. The character must make a successful DC 15 Reflex save or fall 15 feet to the room below, taking 2d6 points of damage from the fall and the accompanying shower of rubble. A Large creature gains a +5 bonus on this saving throw. A character who succeeds on the saving throw can position himself in any square adjacent to the square that collapsed.

A successful DC 10 Search check reveals the fragile nature of the floor. Due to stonemasonry, a dwarf can make this check automatically if within 10 feet.



SHADOW GATEHOUSE

Encounter Level 7

setup

The Shadowscales marauders (S) are guarding the prisoner and keeping an eye out for any threat approaching the keep. If they have reason to be suspicious of approaching PCs and spot them before the PCs reach the gatehouse, the Shadowscales hide by the rubble mounds (Hide +9). The shadowslain Blackscale (B) also hides (Hide +6), but it should be out of view and have total concealment until the PCs round the wall. Otherwise, the Shadowscales are out in the open, believing that the PCs are probably *dominated* captives on their way to the boat landing.

Steersissk the lizardfolk (L) is tied to a post inside a wooden cage. If the PCs free him before combat is ended, he fights on their side.

When the PCs see the Shadowscale marauders, read:

The scales of these reptilian warriors are black as night, and their eyes are pale orbs. Shadows seem to flow around them like cold black flames.

When the PCs see the shadowslain Blackscale, read:

With a roar a Blackscale lizardfolk lurches from the gloom, its eyes aglow and its scales covered in flickering shadow.

tactics

The first thing the Shadowscale marauders do is fling javelins, allowing the shadowslain Blackscale to take care of the close-in fighting while they target PCs who are hanging back from the fray. If the shadowslain Blackscale gets

into trouble, the marauders close in to make flanking attacks on any PCs pressing the shadowslain Blackscale. They are only too happy to charge into the fray if the PCs attack with magic or ranged weapons of their own.

Once the combat is completed, refer back to page 77 to continue the adventure.

STEERSISSK THE LIZARDFOLK

CR 1

hp 11 (2 HD)
N Medium humanoid (reptilian)
Init +0; Senses Listen +0, Spot +0
Languages Draconic

AC 17, touch 10, flat-footed 17
Fort +1, Ref +3, Will +0

Speed 30 ft. (6 squares)
Melee 2 claws +2 each (1d4+1) and
bite +0 (1d4)

Base Atk +1; Grp +2

Abilities Str 13, Dex 10, Con 13, Int 9, Wis 10, Cha 10
SQ hold breath

Feats Multiattack

Skills Balance +4, Jump +5, Listen +0, Spot +0, Swim +2

Hook Cheers for the PCs during the fight.

Hold Breath (Ex) A lizardfolk can hold its breath for 52 rounds before it risks drowning.

SHADOWSLAIN BLACKSCALE

CR 4

hp 26 (4 HD)
NE Large undead (augmented monstrous humanoid, reptilian)
Init +0; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +4

Aura Weave drain (10 feet)

Languages Draconic

AC 18, touch 11, flat-footed 18

Resist acid 5, turn resistance +4

Fort +1, Ref +4, Will +4

Speed 40 ft. (8 squares)

Melee greatclub +8 (2d8+11) and
bite +6 (1d6+4) or

Melee 2 claws each +8 (1d6+7) and
bite +6 (1d6+4)

Ranged javelin +3 (1d8+6)

Space 10 ft.; Reach 10 ft.

Base Atk +4; Grp +14

Atk Options Multiattack, Power Attack (–1 attack, +1 or +2 damage)

Abilities Str 23, Dex 10, Con —, Int 8, Wis 11, Cha 7

SQ shadowstuff armor

Feats Multiattack, Power Attack

Skills Balance +4, Hide +6, Jump +14, Listen +0, Spot +4, Swim +12

Possessions greatclub, 5 javelins

Hook Roars a challenge when it draws its weapon.

Light Sensitivity (Ex) A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadowstuff Armor (Su) A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.

Weave Drain (Su) This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 × the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

2 SHADOWSCALE MARAUDERS **CR 3**

hp 23 each (3 HD)
 NE Medium undead (augmented humanoid, reptilian)
 Init +0; Senses darkvision 60 ft., low-light vision; Listen +1, Spot +1

Aura Weave drain (10 feet)
 Languages Draconic

AC 22, touch 13, flat-footed 21

Immune mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion

Resist turn resistance +4

Fort +2, Ref +4, Will +1

Weakness light sensitivity

Speed 30 ft. (6 squares)

Melee greatclub +6 (1d10+11) and bite +3 (1d4+4) or

Melee 2 claws each +5 (1d4+7) and bite +3 (1d4+4)

Ranged javelin +3 (1d6+5)

Space 5 ft.; Reach 5 ft.

Base Atk +2; Grp +7

Atk Options Power Attack (-2 attack, +2 or +4 damage)

Abilities Str 21, Dex 13, Con —, Int 8, Wis 12, Cha 10

SQ shadowstuff armor

Feats Multiattack, Power Attack, Weapon Focus (greatclub)

Skills Balance +5, Hide +19, Jump +9, Listen +1, Spot +1, Swim +7

Possessions greatclub, 5 javelins, key to the lock securing the cage door (on one of them)

Hook Hisses at foes.

Light Sensitivity (Ex) A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadowstuff Armor (Su) A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.

Weave Drain (Su) This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 × the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a -5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Light Undergrowth: A space covered with light undergrowth costs 2 squares of movement to move into and provides concealment. Undergrowth increases the DC of Tumble and Move Silently checks by 2. A creature using a slashing weapon can clear a square of light undergrowth with a full-round action.

Shallow Bog: It costs 2 squares of movement to move into a shallow bog square, and the DC of Tumble checks in such squares increases by 2. Shallow bog squares are roughly 1 foot deep. For more rules about movement and combat in water, see page 5.

Wooden Cage: 2 in. thick; AC 6; hardness 5; hp 20; break DC 14.

The statistics above represent a single bar; several bars might need to be destroyed to make enough space for a creature to squeeze through. The cage is 10 feet high (Climb DC 15), and the “bars” are roughly 4 inches apart. It is roofed with more wooden bars. Creatures attacked through the cage have cover (+4 AC, +2 on Reflex saves).

Wooden Cage Door: 2 in. thick; AC 6; hardness 5; hp 20; break DC 14; Open Lock DC 20.

The statistics above represent a single bar, except that a successful break DC opens the door. A chain with a lock secures the door.



THE NECREME

Encounter Level 6

setup

This sorcerous boat belongs to the shadar-kai Sithierel (S) and his companion, a dusk beast (or ephemeral) called Grask (G). The boat also holds four animated orc skeletons (O), but these are chained to their benches and the oars, and do not participate in the encounter—they are engines, not warriors.

When the encounter begins, the dusk beast is lurking in its favorite spot on the deck—curled up in the bow. Sithierel is below, in his small cabin.

The dusk beast is in good position to observe any characters approaching the dock (Spot +9), and is very hard to spot (Hide +17). The dusk beast warns Sithierel if it sees anyone approaching, and the shadar-kai comes up to the deck 1 round later.

Assuming that the PCs are spotted by the dusk beast, aren't doing anything overtly suspicious, and don't see the creature themselves, the encounter begins when Sithierel appears and challenges the PCs (use the read-aloud box given below). If the PCs are trying to play along, they'll need to give the name of a leader from the Lost Refuge (Bestra, Ketsarra, or Thieraven), or come up with a very good bluff.

If the PCs don't give a satisfactory answer or simply choose to attack, roll initiative normally—Sithierel and Grask aren't surprised.

When Sithierel appears, read:

Another of the tall, slender shadow-people emerges from the bizarre boat's cabin. His skin is a dusky gray color, his hair is black, and his face is covered with purple tattoos. Iron jewelry pierces his ears and arms. He glares at you and rasps, "Well? Who sent you?"

When the PCs see Grask, read:

A creature of living shadow lurks in the bow of the boat. You can make out only a frightening outline of the beast, a silhouette that hints at two fanged heads, a squat lizardlike build, and a long, barbed tail.

GRASK THE EPHEMERAL

CR 3

hp 44 (8 HD)

NE Medium outsider

Init +6; Senses darkvision 60 ft., scent; Listen +9, Spot +9

Languages Common

AC 15, touch 12, flat-footed 13

Fort +7, Ref +8, Will +8

Speed 30 ft. (6 squares)

Melee 2 bites +10 each (1d8+2) and tail +8 (1d4+1)

Space 5 ft.; Reach 10 ft.

Base Atk +8; Grp +10

Attack Options Combat Reflexes

Abilities Str 14, Dex 15, Con 13, Int 8, Wis 15, Cha 13

Feats Combat Reflexes, Improved Initiative, Multiattack, Track^B

Skills Balance +9, Climb +7, Hide +17, Jump +9, Listen +9, Move Silently +12, Search +4, Spot +9, Survival +13 (15 following tracks), Tumble +15

Tactics

On his first turn, Sithierel ignores the PCs. He uses a standard action to cast off by severing the mooring lines, and a move action to command the *Necreme's* rowers to begin pulling for open water—before anything else he wants to make sure as few boarders get onto the boat as possible. Grask covers its master as best it can while Sithierel is occupied.

If he casts off successfully, at the beginning of his next turn the boat moves 5 feet along the pier and 5 feet away. At the beginning of Sithierel's next turn after that, the boat moves 10 feet down the pier and an additional 5 feet farther away, creating a 10-foot gap between pier and boat. After that, the boat moves 20 feet per turn, heading straight out into the open waters of the bayou.

While the boat pulls away from the island, Sithierel turns his attention to repelling any boarders. He uses his hexblade's curse against the nearest PC who looks like a formidable melee fighter. This is a free action, so he can use the curse while taking a normal turn. Grask and Sithierel work together to flank enemies and cover as much of the boat as possible with their reach attacks.

Once the combat is completed, refer back to page 78 to continue the adventure.

SITHIEREL

CR 5

hp 46 (7 HD)
 Male shadar-kai hexblade 4
 NE Medium fey (extraplanar)
Init +4; **Senses** superior low-light vision, Listen +8, Spot +8
Languages Common, Elven, Sylvan

AC 19, touch 14, flat-footed 15

Fort +5, **Ref** +9, **Will** +8

Resist mettle

Weakness shadow curse

Speed 30 ft. (6 squares)

Melee +1 spiked chain +10 melee (2d4+4)

Ranged shortbow +10 ranged (1d6+2/x3)

Space 5 ft.; **Reach** 5 ft. (10 ft. with spiked chain)

Base Atk +5; **Grp** +7

Atk Options sneak attack +1d6

Special Actions Dodge, hexblade's curse, hide in plain sight, Mobility

Combat Gear *potion of cure moderate wounds*

Abilities Str 14, Dex 18, Con 14, Int 9, Wis 10, Cha 11

Feats Dodge, Exotic Weapon Proficiency (spiked chain)^B, Mobility, Weapon Finesse

Skills Concentration +6, Hide +10, Listen +6, Move Silently +10, Spot +6, Survival +6

Possessions combat gear plus +1 *gal-ralan* (see page 155), +1 *spiked chain*, +1 *mithral chain shirt*, composite shortbow (+2 Str bonus) with 20 masterwork arrows

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Shadow Curse (Su) Any time a shadar-kai is stunned, dazed, staggered, or unconscious, it must make a successful DC 15 Will save or gain one negative level.

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Mettle (Ex) If Sithierel makes a successful Will or Fortitude save against an attack that would normally have a lesser effect on a successful save (such as any spell with a saving throw entry of Will half or Fortitude partial), he instead completely negates the effect.

Hexblade's Curse (Su) Once a day, as a free action, Sithierel can unleash a curse upon a foe. The target must be within 60 feet. The target takes a -2 penalty on attacks, saves, ability checks, skill checks, and weapon damage rolls for 1 hour. A successful DC 12 Will saving throw negates the effect.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Pier: The pier is decrepit and ramshackle. Characters trying to charge or run must succeed on DC 10 Balance checks. Failure means that the character can't move in that round.

Water: The murky water of the swamp is nearly impossible to see through. Squares near shore are considered deep bog and those farther out are open water, as indicated on the map. For rules about movement and combat in water, see page 5.

Deep Bog: It costs Medium or larger creatures 4 squares of movement to move into a deep bog square, or characters can swim if they want. Small or smaller creatures must swim to move through a square containing a deep bog. Move Silently checks take a -2 penalty in water. Creatures without a swim speed or *freedom of movement* cannot use the Tumble skill in a deep bog. Deep bog squares are roughly 4 feet deep.

Open Water: The open water squares have calm water that is 10 to 20 feet deep.

Necreme: The *Necreme's* features are described below.

Thin Wooden Walls: 3 in. thick; hardness 5; hp 30; break DC 18; Climb DC (varies).

Wooden walls increase the DC of Listen checks to hear through them by 3. The hit points and break DC shown are for a 10-foot section. If a wooden wall is breached, the squares breached and all adjacent nonwall squares become light debris.

Foredeck and Coxswain Stand: Characters on the foredeck or the coxswain stand (at the back of the boat) gain cover (+2 bonus to AC, +1 bonus on Reflex saves) against attacks from the main deck. They gain a +1 attack bonus for higher ground when attacking characters on the main deck.

Catwalk: Because the catwalk is somewhat narrow, characters trying to run or charge across it must succeed on DC 10 Balance checks or be unable to move in that round.

Oar Pit: Four orc skeletons occupy the oar pit. They take no part in any fighting, even if attacked. Because the oar pits are cluttered with benches, chains, oars, and skeletons, treat creatures moving through the area as though they are squeezing through a tight space (-4 to AC, -4 to attacks, it costs 2 squares to move 1). Characters trying to climb from the oar pit back to the main deck must succeed on DC 5 Climb checks (or DC 24 standing Jump checks).

Boarding: Characters in the water can board the *Necreme* by making successful Climb checks (DC 12 at the midpoint of the hull, or DC 17 to climb directly onto the foredeck or stern platform).



WHISPERMERE GUARDIAN

Encounter Level 6

setup

When the *Necreme* reaches this part of the beacon path on the *Whispermere*, the PCs must play the notes on the dragonbone lyre from the cabin of the ship or the guardian (G) attacks. The guardian, a zombie dragon turtle placed here by Esvele, is instructed to kill anyone on the *Necreme* (or any other vessel) or who falls in the water if the tune is not properly played. The dragon turtle isn't supposed to sink the boat (the Sharrans want to be sure they can retrieve it), but it has been told to use its breath weapon and other attacks.

When the PCs arrive in the *Necreme*, the guardian is completely hidden beneath the dark water of the *Whispermere*. The guardian gains surprise when it attacks, and uses its surprise-round action to appear before the boat and stop its motion. When this happens, immediately have the PCs make DC 12 Balance checks. Those who fail by 4 or less are immediately knocked prone, while those who fail by 5 or more are knocked prone and have a 50% chance of being thrown overboard.

When the guardian attacks, read:

The water before the ship suddenly explodes as a behemoth surges to the surface— some kind of mammoth undead turtle. Huge three-clawed paws of rotting flesh slam down on the front of the boat, stopping it suddenly and causing it to pitch you toward the creature's gaping maw.

If the PCs play the notes on the lyre and cause the guardian to relent in its attacks, read.

The creature's sudden calm is nearly as surprising as its attack. As you play the haunting notes on the lyre, it releases the boat and simply sinks back beneath the black water.

tactics

After the surprise round, the zombie dragon turtle attacks with its bite. In the following round, the guardian uses its breath weapon and then attacks with its bite until its breath weapon is available again. It avoids moving and simply holds the boat in place with its claws.

ZOMBIE DRAGON TURTLE

CR 5

hp 81 (12 HD); DR 5/slashing

N Huge undead (augmented dragon)

Init -1; Senses darkvision 60 ft., low-light vision, scent; Listen +0, Spot +0

AC 23, touch 15, flat-footed 23

Fort +8, Ref +15, Will +8

Immune fire, mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion

Speed 20 ft. (4 squares), swim 30 ft.

Melee bite +18 (4d6+8)

Space 15 ft.; Reach 10 ft.

Base Atk +12; Grp +28

Special Actions breath weapon, capsize

Abilities Str 27, Dex 8, Con —, Int —, Wis 10, Cha 6

Feats Toughness

Skills Swim +8

SQ single actions only

Breath Weapon (Su) Cloud of superheated steam 20 feet high, 25 feet wide, and 50 feet long, once every 1d4 rounds, damage 6d6 fire, Reflex DC 14 half; effective both above and below the water.

Capsize (Ex) If submerged, the zombie dragon turtle can come up under the *Necreme* with a 50% chance of capsizing the vessel. It has been instructed not to use this attack.

Single Actions Only (Ex) A zombie dragon turtle can perform only a single action each round, a standard action or a move action.

If the PCs stay out of reach by moving to the back of the boat, the dragon turtle has instructions to shove down on the front of the boat. This requires the PCs on deck to attempt a DC 15 Balance check. Those who fail are immediately knocked prone, and those who fail by 5 or more also have a 50% chance of falling overboard and a 50% chance of sliding down the deck into the zombie dragon turtle's reach.

If all the PCs are in the water, the zombie dragon turtle attacks them. Otherwise, it ignores PCs in the water and focuses on foes in the boat.

Once the combat is completed, refer back to page 81 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Open Water: The murky water of the swamp is nearly impossible to see through. The water squares have calm water that is 20 feet deep. PCs in the water must swim.

Swimming: Creatures must succeed on DC 10 Swim checks to move one-quarter their speed. A failure by 5 or more results in a creature going underwater and needing to hold its breath.

Holding Your Breath: A creature can hold its breath for a number of rounds equal to twice its Constitution score, but only if taking move actions or free actions. A creature holding its breath that takes a standard action has the number of rounds that its breath can be held reduced by 1. After that, the creature must make a successful DC 10 Constitution check; each round, the DC of this check increases by 1. A failed Constitution check causes a creature to fall unconscious. In the following round, the creature is reduced to -1 hit points. In the round after that, the creature dies.

Combat in Water: Creatures without a swim speed or *freedom of movement* that fail a swim check are considered off balance; they lose their Dexterity bonus to AC, and foes gain a $+2$ bonus to hit them.

A creature wholly covered by water has total cover from attacks on land. A creature standing in water at least half its height in depth has cover ($+4$ to AC, $+2$ on Reflex saves) against attacks from land, and it can crouch as a move action to gain improved cover ($+8$ to AC, $+4$ on Reflex saves). Creatures swimming in the water but breaking the surface have improved cover against attacks from on land ($+8$ to AC, $+4$ on Reflex saves). Ranged attacks take a -2 penalty for every 5 feet of water they pass through. Slashing and bludgeoning melee attacks take a -2 penalty underwater. The surface of the water stops line of effect for fire spells, and a spellcaster in the water must succeed on a Spellcraft check (DC $20 +$ spell level) or the spell fails and is wasted.

Zombie Dragon Turtle: Note that the dragon turtle fights this battle half-submerged. The necessary bonuses are already figured into its statistics.

Necreme: The *Necreme's* features are described below.

Thin Wooden Walls: 3 in. thick; hardness 5; hp 30; break DC 18; Climb DC (varies).

Wooden walls increase the DC of Listen checks to hear through them by 3. The hit points and break DC shown are for a 10-foot section. If a wooden wall is breached, the squares breached and all adjacent nonwall squares become light debris.

Foredeck and Coxswain Stand: Characters on the foredeck or the coxswain stand (at the back of the boat) gain cover ($+2$ bonus to AC, $+1$ bonus on Reflex saves) against attacks from the main deck. They gain a $+1$ attack bonus for higher ground when attacking characters on the main deck.

Catwalk: Because the catwalk is somewhat narrow, characters trying to run or charge across it must succeed on DC 10 Balance checks or be unable to move in that round.

Oar Pit: Four orc skeletons occupy the oar pit. They take no part in any fighting, even if attacked. Because the oar pits are cluttered with benches, chains, oars, and skeletons, treat creatures moving through the area as though they are squeezing through a tight space (-4 to AC, -4 to attacks, it costs 2 squares to move 1). Characters trying to climb from the oar pit back to the main deck must succeed on DC 5 Climb checks (or DC 24 standing Jump checks).

Boarding: Characters in the water can board the *Necreme* by making successful Climb checks (DC 12 at the midpoint of the hull, or DC 17 to climb directly onto the foredeck or stern platform).

Vigorous Motion: While the guardian holds the ship during the battle, the boat is always considered to be in vigorous motion. This requires anyone attempting to cast a spell to make a Concentration check (DC $10 +$ spell level) or fail to cast the spell and lose it.

Playing the Lyre: If the PCs play the proper notes on the dragonbone lyre in the *Necreme's* cabin (Perform DC 20 due to the rigorous motion of the ship), the guardian stops attacking and drops back into the water. It won't rise to attack again unless the PCs leave and return without properly playing the lyre.



SHADOWSCALE GUARDROOM

Encounter Level 6

setup

Three Shadowscale marauders (S) stand watch here, ready to defend their warren. If the Shadowscapes hear the PCs (Listen +1), or see a strange light in the tunnel leading to area W1, they prepare an ambush. It requires a successful DC 5 Listen check for the lizardfolk to hear PCs talking near the gate.

Allow the PC in the lead a Spot check to see the hiding Shadowscapes (Hide +9). If the PCs don't spot the waiting Shadowscapes, the lizardfolk gain surprise. Otherwise, roll initiative normally.

Read this text when the PCs enter the room.

You hear a soft sibilant hiss in the darkness, and then several dark-scaled lizardfolk rush you from the shadows of this low, muddy chamber!

Read this text when the marauders fling the viper jars:

One of the lizardfolk hefts a clay jar and hurls it at you. It shatters at your feet and a thick black snake angrily snaps at you from the shards of broken pottery.

Read this text when the marauders loose the stirges in area W6:

One of the lizardfolk picks up a clay jar and throws it at your feet. It shatters and an insectlike creature the size of a cat flaps into the air on batlike wings. It seems dazed for a moment but then it points its deadly needle nose in your direction.

Encounter W6

If you're playing this encounter in area W6, replace the small vipers with stirges.

The hungry stirges ignore the undead lizardfolk and focus their attacks on the nearest PC.

2 SMALL VIPERS

CR 1/2

hp 4 each (1 HD)

N Small animal

Init +3; Senses low-light vision, scent; Listen +7, Spot +7

AC 17, touch 14, flat-footed 14

Fort +2, Ref +5, Will +1

Speed 20 ft. (4 squares), climb 20 ft., swim 20 ft.

Melee bite +4 (1d2–2 plus poison)

Base Atk +0; Grp –6

Atk Options poison (Fort DC 10, 1d6 Con/1d6 Con)

Abilities Str 6, Dex 17, Con 11, Int 1, Wis 12, Cha 2

Feats Weapon Finesse

Skills Balance +11, Climb +11, Hide +11, Listen +7, Spot +7, Swim +6

2 STIRGES

CR 1/2

hp 5 each (1 HD)

N Tiny magical beast

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

AC 16, touch 16, flat-footed 12

Fort +2, Ref +6, Will +1

Speed 10 ft. (2 squares), fly 40 ft.

Melee touch +7 (attach)

Space 2-1/2 ft.; Reach 0 ft.

Base Atk +1; Grp –11 (+1 when attached)

Special Actions attach, blood drain

Abilities Str 3, Dex 19, Con 10, Int 1, Wis 12, Cha 6

Feats Alertness, Weapon Finesse^B

Skills Hide +14, Listen +4, Spot +4

Attach (Ex) If a stirge hits with its touch attack, it latches onto its opponent's body and grapples its prey. To remove an attached stirge through grappling, the opponent must achieve a pin.

Blood Drain (Ex) A stirge drains blood, dealing 1d4 points of Constitution damage in any round when it begins its turn attached to a victim. Once it deals 4 points of Constitution damage, it detaches.

Tactics

Two of the Shadowscapes try to block the passage leading into this room, while the third guard hangs back and hurls clay jars containing Small vipers at PCs in the back ranks. A jar shatters when it hits, depositing an angry viper (or, if this is area W6, an angry stirge) in the same square as a PC. You don't have to run this as a grapple attempt; just put the snake in the PC's square, and let the snake and the PC attack each other normally. After both viper/stirge jars have been thrown, the third guard throws javelins into the melee.

Once the combat is completed, refer back to page 81 to continue the adventure.

2 SHADOWSCALE MARAUDERS**CR 3**

hp 23 each (3 HD)

NE Medium undead (augmented humanoid, reptilian)

Init +0; **Senses** low-light vision, darkvision 60 ft.; Listen +1, Spot +1**Aura** Weave drain (10 feet)**Languages** Draconic**AC** 22, touch 13, flat-footed 21**Immune** mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion**Resist** turn resistance +4**Fort** +2, **Ref** +4, **Will** +1**Weakness** light sensitivity**Speed** 30 ft. (6 squares)**Melee** greatclub +6 (1d10+11) and bite +3 (1d4+4) or**Melee** 2 claws +5 each (1d4+7) and bite +3 (1d4+4)**Ranged** javelin +3 (1d6+5)**Space** 5 ft.; **Reach** 5 ft.**Base Atk** +2; **Grp** +7**Atk Options** Power Attack (-2 attack, +2 damage)**Abilities** Str 21, Dex 13, Con —, Int 8, Wis 12, Cha 10**SQ** shadowstuff armor**Feats** Multiattack, Power Attack, Weapon Focus (greatclub)**Skills** Balance +5, Hide +9, Jump +9, Listen +1, Spot +1, Swim +7**Possessions** greatclub, 5 javelins**Hook** Hisses at foes.**Light Sensitivity (Ex)** A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.**Shadowstuff Armor (Su)** A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.**Weave Drain (Su)** This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 × the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

FEATURES OF THE AREA**Plane of Shadow Traits:** See page 72.**Uneven Slick Floors:** A successful DC 12 Balance check is required to run or charge across the surface. Failure means the character can't move in that round.**Tree Trunk:** 1 ft. thick; AC 4; hardness 5; hp 150; break DC 25; Climb DC 15.

A creature standing in the same square as a tree trunk gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a tree trunk doesn't otherwise affect a creature's space, because it's assumed that the creature is using the tree to its advantage when it can.

Shallow Bog: It costs 2 squares of movement to move into a shallow bog square, and the DC of Tumble checks in such squares increases by 2. Shallow bog squares are roughly 1 foot deep.

BANELAR'S LAIR

Encounter Level 8

setup

The banelar Isti-Zar (B) begins the encounter coiled up in the dry portion of its cavern. If the PCs fought the guards in area W3 or area W8, the banelar almost certainly heard the fighting (the DC is -10, and the DC increases by 11 for intervening distance and obstacles). The banelar is alert and ready for trouble.

If, however, the PCs somehow got past the guards in the adjacent rooms without making noise, the banelar is not particularly alert. The sudden opening of the wicker gate surprises the banelar—but if the PCs make noise right on the other side of the door, such as talking with each other, allow Isti-Zar another Listen check to hear them coming.

If the banelar isn't surprised and wins initiative, it hisses a quick challenge and then delays to see how the intruders respond. Given a chance, Isti-Zar interrogates the PCs to find out who they are and what they want before it attacks. The banelar knows full well that *dominated* humans aren't sent to the Shadowscale warren, so it won't fall for any such story.

The read-aloud text below assumes that the PCs do not surprise Isti-Zar. If the PCs surprise Isti-Zar, the banelar doesn't speak and simply attacks.

When the PCs open one of the gates leading to this room, read:

In the dim torchlight you see a massive snakelike creature covered in thick, blue-black scales. Its head is humanoid in shape, but a number of small tendrils dangle from its chin. A wickedly barbed stinger tips its tail. "Humansss," the creature hisses. "Who are you? What do you want here?"

Tactics

Isti-Zar begins the encounter by using *stinking cloud* in the doorway. The banelar avoids catching itself in the cloud and can move before casting if necessary. It tries to identify the most dangerous foe in the next round and neutralize that PC by using a *bestow curse* spell. The banelar then mixes up its attack spells and stings, hoping to poison

several of its adversaries. Isti-Zar has an excellent Concentration modifier, so it does not hesitate to cast defensively while in melee with its adversaries.

Once Isti-Zar has been reduced to 40 hit points or fewer, it relocates to the pool. It might attempt to cover this movement by casting *obscuring mist* first. Once in the pool, the banelar enjoys excellent cover against attacks from the shore. It uses this respite to cast *summon monster III*, summoning 1d3 fiendish monstrous scorpions. While the scorpions fight, it heals itself, and then returns to the fray.

If reduced to 10 hit points or fewer, Isti-Zar abandons the fight. It flees through the underwater tunnel that leads out to the Dark Lake (area W2) and leaves the Shadowscapes to their fate.

Once the combat is completed, refer back to page 82 to continue the adventure.

FIENDISH MONSTROUS SCORPION CR —

hp 13 (2 HD)

NE Medium magical beast (extraplanar)

Init +0; Senses darkvision 60 ft., tremorsense 60 ft.,

Listen +0, Spot +4

AC 14, touch 10, flat-footed 14

Resist cold 5, fire 5; SR 7

Fort +5, Ref +0, Will +0

Speed 40 ft. (8 squares)

Melee 2 claws +2 each (1d4+1) and
sting -3 (1d4 plus poison)

Base Atk +1; Grp +2

Atk Options smite good (+2 damage), poison (Fort DC 13,
1d3 Con/1d3 Con)

Abilities Str 13, Dex 10, Con 14, Int 3, Wis 10, Cha 2

Atk Options constrict 1d4+1, improved grab

SQ vermin traits

Skills Climb +5, Hide +4, Spot +4

Constrict (Ex) A monstrous scorpion deals automatic claw damage on a successful grapple check.

Improved Grab (Ex) To use this ability, a monstrous scorpion must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Smite Good (Su) Once a day a scorpion can make a normal melee attack to deal +2 damage against a good foe.

ISTI-ZAR

CR 8

hp 66 (7 HD); fast healing 2

Male banelar

LE Huge aberration (extraplanar)

Init +5; Senses darkvision 60 ft.; Listen +8, Spot +8

Languages Common, Draconic, Orc

AC 14, touch 9, flat-footed 13

Immune acid, poison

Fort +7 (+10 against petrification), Ref +3, Will +8

Speed 30 ft. (6 squares), swim 30 ft.

Melee sting +11 (2d6+8 plus poison) and bite +6 (1d8+4 plus poison)

Space 10 ft.; Reach 10 ft.

Base Atk +5; Grp +21

Atk Options poison (Fort DC 18, 2d4 Con/unconsciousness for 1d3 hours)

Combat Gear wand of magic missile (CL 3rd, 20 charges)

Cleric Spells Prepared (CL 6th)

3rd—bestow curse (DC 16), cure serious wounds, dispel magic^D (d20+6), summon monster III2nd—aid, death knell, desecrate^D, hold person (DC 15), resist energy1st—command (DC 14), cure light wounds, obscuring mist, protection from good^D, shield of faith

0—cure minor wounds, detect magic, light, read magic, resistance

D: Domain spell. Deity: Cyric. Domains: Evil, Magic.

Wizard Spells Prepared (CL 6th):

3rd—lightning bolt (DC 16), stinking cloud (DC 16), suggestion (DC 16)

2nd—invisibility, Melf's acid arrow (+6 ranged touch, 3 rounds), summon swarm, Tasha's hideous laughter (DC 15)

1st—color spray (DC 14), mage armor[†], magic missile (3 missiles), shocking grasp (+13 melee touch, 5d6)

0—acid splash, daze, detect magic, mage hand

† already cast

Abilities Str 26, Dex 13, Con 21, Int 17, Wis 16, Cha 16

Feats Combat Casting, Eschew Materials^B, Improved Initiative, Iron Will

Skills Bluff +8, Concentration +10, Diplomacy +9, Disguise +3 (+5 acting), Intimidate +10, Listen +8, Sense Motive +8, Spellcraft +12 (+14 deciphering scrolls), Spot +8, Swim +16, Use Magic Device +12 (+14 scrolls)

Possessions combat gear plus holy symbol, ring of protection +1

Spellbook spells prepared plus 0—all; 1st—alarm, identify, summon monster I; 2nd—detect thoughts, glitterdust, mirror image; 3rd—nondetection, slow.

Spells A banelar can cast a single spell as a free action every round while attacking.

Skills A banelar has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Hook "Interesssing . . . you mussst be enemiss of the Sharranss. . ."

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Uneven Slick Floors: A successful DC 12 Balance check is required to run or charge across the surface. Failure means the character can't move in that round.

High Ceiling: The ceiling in this room is 15 feet high, allowing Isti-Zar to fight without having to bend over.

Deep Bog: It costs Medium or larger creatures 4 squares of movement to move into a deep bog square, or characters can swim if they want. Small or smaller creatures must swim to move through a square containing a deep bog. Move Silently check take a -2 penalty in water. Creatures without a swim speed or freedom of movement cannot use the Tumble skill in a deep bog. Deep bog squares are roughly 4 feet deep. For rules about movement and combat in water, see page 5.

Tree Trunk: 1 ft. thick; AC 4; hardness 5; hp 150; break DC 25; Climb DC 15.

A creature standing in the same square as a tree trunk gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a tree trunk doesn't otherwise affect a creature's space, because it's assumed that the creature is using the tree to its advantage when it can.



GREAT WARREN

Encounter Level 9

setup

Four shadowslain lizardfolk (S) are hiding in this chamber. Have the PCs make Spot checks opposed by the shadowslain lizardfolk's hide checks (Hide +9). The shadowslain attack any strangers entering the room unless the strangers quickly identify themselves as Sharrans.

When the PCs engage the shadowslain, read:

Several dark-scaled lizardfolk crouch here, fangs bared and claws extended. The shadows seem to cling to their bodies like thick black cloaks, rippling silently.

When the knell beetle appears, read:

A giant beetlelike creature the size of a pony squats in the stout wicker cage. It has two large claws, razor mandibles, and an flaring, belllike cup atop its heavily armored head.

LESSER KNELL BEETLE

CR 5

hp 51 (6 HD)
Medium vermin
Init +1; Senses darkvision 60 ft., scent; Listen +6, Spot +6

AC 20, touch 11, flat-footed 19
Immune sonic, mind-affecting
Fort +9, Ref +3, Will +2

Speed 40 ft. (8 squares), burrow 10 ft.
Melee 2 claws +8 each (1d10+4) and bite +6 (1d6+2)

Base Atk +4; Grp +8
Atk Options rend

Special Actions screech, shake the earth

Abilities Str 18, Dex 12, Con 18, Int —, Wis 11, Cha 11
SQ sonic healing, vermin traits
Skills Balance +5, Jump +8, Listen +6, Spot +6

Rend (Ex) If a knell beetle hits with both claw attacks, it latches onto an opponent's body and tears the flesh. This attack automatically deals an additional 2d10+6 points of damage.

Screech (Su) Once a day, a knell beetle can emit a cone of sonic energy (20-ft. cone, 5d6 sonic damage, Reflex DC 17 half).

Shake the Earth (Ex) A knell beetle can perform a rhythmic stomp as a standard action. Any creature within 5 feet must make a successful DC 17 Reflex save or fall prone.

Sonic Healing (Su) For every 3 points of damage a sonic attack would deal to a knell beetle, the creature instead heals 1 point of damage it has already sustained.

KOSSAANDAR, SHADOWSCALE WARCHIEF CR 6

hp 42 (4 HD)
Male shadowslain Blackscale lizardfolk fighter 2
NE Large undead (augmented monstrous humanoid, reptilian)

Init +0; Senses darkvision 60 ft., low-light vision; Listen -1, Spot +3

Aura Weave drain (10 feet)

Languages Draconic

AC 25, touch 13, flat-footed 23

Immune as shadowscale marauder

Resist acid 5, turn resistance +4

Weakness light sensitivity

Fort +4, Ref +4, Will +4

Speed 40 ft. (8 squares)

Melee +1 greatsword +14 (3d6+18) and bite +10 (1d6+6) or

Melee 2 claws +12 each (1d6+11) and bite +7 (1d6+6)

Ranged javelin +5 (1d8+9)

Space 10 ft.; Reach 10 ft.

Base Atk +6; Grp +16

Atk Options Power Attack (-2 attack, +2 damage)

Special Actions Cleave

Abilities Str 28, Dex 14, Con —, Int 8, Wis 8, Cha 12

SQ shadowstuff armor

Feats Cleave, Multiattack, Power Attack, Weapon Focus (greatsword)

Skills Balance +2, Hide +4, Jump +13, Listen -1, Spot +3, Swim +7

Possessions +1 greatsword, 5 javelins, breastplate

Hook Roars a challenge when it draws its weapon

Light Sensitivity (Ex) A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadowstuff Armor (Su) A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.

Weave Drain (Su) This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 × the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

When Kossaandar enters the fray, read:

A hulking lizardfolk the size of an ogre leaps into the room. It carries a huge greatsword, and its body ripples with powerful muscle beneath breastplate armor. Shadows cling to its limbs and torso.

Tactics

Two shadowscapes rush the PCs, while two hang back and try to get the knell beetle's cage open in the first round. If they succeed, the knell beetle can join the fight in the second round; if they fail, the knell beetle spends round 2 battering

4 SHADOWSCALE MARAUDERS CR 3

hp 23 each (3 HD)

NE Medium undead (augmented humanoid, reptilian)

Init +0; Senses darkvision 60 ft., low-light vision; Listen +1, Spot +1

Aura Weave drain (10 feet)

Languages Draconic

AC 22, touch 13, flat-footed 21

Immune mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion

Resist turn resistance +4

Fort +2, Ref +4, Will +1

Weakness light sensitivity

Speed 30 ft. (6 squares)

Melee greatclub +6 (1d10+11) and bite +3 (1d4+4) or

Melee 2 claws +5 each (1d4+7) and bite +3 (1d4+4)

Ranged javelin +3 (1d6+5)

Space 5 ft.; Reach 5 ft.

Base Atk +2; Grp +7

Atk Options Power Attack (–2 attack, +2 damage)

Abilities Str 21, Dex 13, Con —, Int 8, Wis 12, Cha 10

SQ shadowstuff armor

Feats Multiattack, Power Attack, Weapon Focus (greatclub)

Skills Balance +5, Hide +9, Jump +9, Swim +7

Possessions greatclub, 5 javelins, chain shirt

Hook Hisses at foes

Light Sensitivity (Ex) A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.

Shadowstuff Armor (Su) A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.

Weave Drain (Su) This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 × the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

its way out of the cage and joins the battle in round 3. At the end of the fourth round, warchief Kossaandar (not shown) and two more shadowslain lizardfolk (not shown) appear at the eastern door and roll initiative for round 5.

The knell beetle simply moves toward the closest non-lizardfolk it sees and tries to tear its prey to pieces. Trusting in his physical power, Kossaandar wades into melee with the toughest PC he can find, while the other two lizardfolk hang back and throw javelins at PC spellcasters and skirmishers.

Once the combat is completed, refer back to page 83 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Uneven Slick Floors: A successful DC 12 Balance check is required to run or charge across the surface. Failure means the character can't move in that round.

High Ceiling: The ceiling in this room is 10 feet high, allowing Kossaandar to fight without having to hunch over.

Deep Bog: It costs Medium or larger creatures 4 squares of movement to move into a deep bog square, or characters can swim if they want. Small or smaller creatures must swim to move through a square containing a deep bog. Move Silently check take a –2 penalty in water. Creatures without a swim speed or *freedom of movement* cannot use the Tumble skill in a deep bog. Deep bog squares are roughly 4 feet deep. For rules about movement and combat in water, see page 5.

Tree Trunk. A creature standing in the same square as a tree trunk gains cover (+2 bonus to AC and +1 bonus on Reflex saves).



BACK DOOR

Encounter Level 7

setup

A shambling mound (M) and two shocker lizards (S) lurk in this dismal room. The lizards are curious little creatures, and scamper in and around the tree trunks without making any real effort to conceal themselves. The shambler, on the other hand, blends into the mud and vegetation of the mound quite well (+12 Hide check). The shocker lizards do not attack until the shambling mound strikes (or they themselves are attacked).

Make a Hide check for the shambling mound. Allow PCs that enter the room a Spot check to determine if they see the creature hiding. If the PCs fail, the shambler waits until a target wanders within reach and then attacks with surprise; the shocker lizards join the battle on the next round. If the PCs spot the shambler, roll initiative normally.

A centipede swarm (not shown) also plays a part in this encounter, but it does not enter the fray until the shambling mound is desperate enough to pull down some of the ceiling. Roll initiative for it when the swarm appears.

The PCs see the shocker lizards as soon as they enter:

A small blue creature about the size of a terrier scampers through the muddy roots and branches. It seems to be a lizard of some kind, with a pair of prominent horns atop its head.

When the shambler strikes, read:

Suddenly, the wall itself seems to come alive. A writhing mass of leaves and vines in a roughly man-shaped heap shambles away from the wall, lashing out with two thick tentaclelike limbs.

When the shambling mound pulls part of the ceiling down on a PC, read:

Seemingly writhing in pain the plant creature lets loose a roar as it shoots its tentacles into the ceiling above your companion and rips loose a torrent of logs and mud as well as hundreds of squirming, black-and-gray centipedes, each as long as your forearm and as thick as two fingers.

Tactics

The shocker lizards aren't trained and therefore act at random. Each round, roll d6 to see what they do: 1, bite; 2–4, stunning shock; 5–6, lethal shock.

SHAMBLING MOUND

CR 6

hp 60 (8 HD)

N Large plant

Init +0; **Senses** darkvision 60 ft., low-light vision; Listen +8, Spot +0

AC 20, touch 9, flat-footed 20

Immune electricity, critical hits, mind-affecting effects, poison, paralysis, polymorph, sleep effects, stunning

Resist fire 10

Fort +9, **Ref** +2, **Will** +4

Speed 20 ft. (4 squares), swim 20 ft.

Melee 2 slams +11 (2d6+5)

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

Base Atk +6; **Grp** +15

Atk Options improved grab, constrict 2d6+7, Power Attack

Abilities Str 21, Dex 10, Con 17, Int 7, Wis 10, Cha 9; gains temporary Con from electrical attack

SQ plant traits

Feats Iron Will, Power Attack, Weapon Focus (slam)

Skills Hide +12, Listen +8, Move Silently +8, Spot +0

Constrict (Ex) A shambling mound deals 2d6+7 points of damage with a successful grapple check.

Improved Grab (Ex) To use this ability, a shambling mound must hit with both slam attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Immune to Electricity (Ex) Any electricity attack against a shambler grants it 1d4 temporary Constitution.

The shambling mound gains +16 hp and +1 Fort save when it gains 1, 3, 5, 7 (and so on) points of Constitution from electricity damage. It is just clever enough to remain close to the shocker lizards, hoping that it will be caught in electrical discharges the lizards create.

The shambling mound simply hammers foes with its limbs, but when reduced to half its original hit points, it becomes desperate and pulls down some of the ceiling atop a PC in reach. This is a full-round action.

That PC and any creatures in adjacent squares take 6d6 points of damage (Reflex DC 15 half). Creatures that fail the save are knocked prone and trapped beneath the fallen mud and logs. A successful DC 15 Strength or Escape Artist check frees a trapped creature. The area of fallen logs and mud becomes heavy debris (see below).

In addition, tearing the ceiling away unleashes a torrent of black and gray centipedes that live in the mound. This swarm of centipedes attacks the creatures in the fallen roof area until none remain.

Once the combat is completed, refer back to page 83 to continue the adventure.

2 SHOCKER LIZARDS**CR 2**

hp 13 each (2 HD)

N Small magical beast (extraplanar)

Init +6; **Senses** darkvision 60 ft., electricity sense 100 ft., low-light vision; **Listen** +4, **Spot** +4**AC** 16, **touch** 13, **flat-footed** 14**Immune** electricity**Fort** +4, **Ref** +5, **Will** +1**Speed** 40 ft. (8 squares), **climb** 20 ft., **swim** 20 ft.**Melee** bite +3 (1d4)**Base Atk** +1; **Grp** +2**Special Actions** stunning shock, lethal shock**Abilities** Str 10, Dex 15, Con 13, Int 2, Wis 12, Cha 6**Feats** Improved Initiative**Skills** **Climb** +11, **Hide** +11, **Jump** +7, **Listen** +4, **Spot** +4, **Swim** +10**Stunning Shock (Su)** A shocker lizard can deliver a shock to a single opponent within 5 feet. This attack deals 2d8 points of nonlethal damage to living opponents (Reflex DC 12 half).**Lethal Shock (Su)** Two shocker lizards within 20 feet of each other can work together to create a shock. This attack deals 4d8 electricity damage in a 20-foot radius centered on either lizard (Reflex DC 12 half).**Electricity Sense (Ex)** Shocker lizards automatically detect any electrical discharge within 100 feet.**CENTIPEDE SWARM****CR 4**

hp 31 (9 HD)

N Diminutive vermin (swarm)

Init +4; **Senses** darkvision 60 ft., tremorsense 30 ft.; **Listen** +0, **Spot** +4**AC** 18, **touch** 18, **flat-footed** 14**Fort** +5 **Ref** 7, **Will** +3**Immune** weapon damage, target spells, grappling, tripping, bull rushing**Speed** 20 ft. (4 squares), **climb** 20 ft.**Melee** swarm (2d6 plus poison)**Space** 10 ft.; **Reach** —**Base Atk** +6; **Grp** —**Atk Options** poison (Fort DC 13, 1d4 Dex/1d4 Dex)**Special Actions** distraction**Abilities** Str 1, Dex 19, Con 8, Int —, Wis 10, Cha 2**Feats** Alertness, Lightning Reflexes**Skills** **Listen** +0, **Spot** +4**Distraction (Ex)** A living creature that begins its turn with a swarm in its space must succeed on a DC 13 Fortitude save or be nauseated for 1 round.**FEATURES OF THE AREA****Plane of Shadow Traits:** See page 72.**Uneven Slick Floors:** A successful DC 12 Balance check is required to run or charge across the surface. Failure means the character can't move in that round.**Heavy Debris:** Heavy debris is not indicated on the map because the shambling mound creates it when it wrecks a portion of the ceiling. It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a -5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.**High Ceiling:** The ceiling in this room is 10 feet high, allowing the shambler to fight without having to bend over.

ABBNEY COURTWARD

Encounter Level 7

setup

The opening of the fight depends on who sees whom first:

Kir-lanans spot or hear the PCs but aren't seen: They attack in this area with surprise, swooping down at the PCs as described in the Tactics section, below.

PCs spot kir-lanans but aren't seen: The kir-lanans begin the encounter on the ground in area M5, and are surprised.

Any other case: The kir-lanans begin the fight on the ground in area M5. Roll initiative normally.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Heavy Undergrowth: Heavy undergrowth costs 4 squares of movement to move into and provides concealment with a 30% miss chance (instead of the usual 20%). It increases the DC of Tumble and Move Silently checks by 5. Heavy undergrowth is easy to hide in, granting a +5 circumstance bonus on Hide checks. Running and charging are impossible.

Steep Slope: Characters moving uphill (to an adjacent square of higher elevation) must spend 2 squares of movement to enter each square of steep slope. Characters running or charging downhill (moving to an adjacent square of lower elevation) must succeed on DC 10 Balance checks upon entering the first steep slope square. Characters who fail this check stumble and must end their movement 1d2×5 feet later. Characters who fail by 5 or more fall prone in the square where they end their movement. A steep slope increases the DC of Tumble checks by 2.

2 KIR-LANAN ELITE GUARDS

CR 4

hp 41 each (6 HD)

CE Medium monstrous humanoid (extraplanar)

Init +2; Senses darkvision 60 ft., Listen +2, Spot +2

Languages Common

AC 20, touch 12, flat-footed 18; Dodge, Mobility

Immune negative energy

Weakness positive energy

Fort +6, Ref +6, Will +6

Speed 30 ft. (6 squares), fly 90 ft.

Melee mwk longsword +9 (1d8+4/19–20) and
claw +8 (1d4+2) or

Melee mwk longsword +11 (1d8+4/19–20) or

Melee claw +10 (1d4+4 plus negative energy touch)

Ranged mwk throwing axe +9 (1d6+4)

Base Atk +6; Grp +10

Special Actions negative energy touch (+10 melee touch), ray
of enfeeblement 3/day

Combat Gear *potion of bear's endurance, potion of shield of faith*

Abilities Str 19, Dex 15, Con 14, Int 8, Wis 10, Cha 10

Feats Dodge, Flyby Attack, Iron Will, Mobility, Two-Weapon
Fighting

Skills Hide +8, Listen +2, Spot +2

Possessions combat gear plus +1 chain shirt, masterwork
longsword, masterwork throwing axe

Weakness Kir-lanans are affected by attacks using positive
energy as if they were undead. Like undead, they are
healed by *inflict* spells.

Negative Energy Touch (Su) Three times a day, a kir-lanans
can make a melee touch attack, dealing 2d6 points of
damage plus 1 point of Strength damage (Fort DC 14
negates Strength damage). The kir-lanans heals a number
of hit points equal to the damage dealt.

Ray of Enfeeblement (Sp) A kir-lanans can use ray of *enfeeble-
ment* (CL 4th, +8 ranged touch, 1d6+2 Strength penalty).

Hook "You are not welcome here!"

The PCs will most likely see the kir-lanans when they swoop in to attack.

The soft rush of something hurtling through the air gives you a split-second warning. A winged gargoyelike creature with a jagged sword swoops out of the shadows.

Tactics

The kir-lanans (K) use Flyby Attack to harry the PCs with hit-and-run attacks. They concentrate on spellcasters first, then use ray of enfeeblement to weaken potential combatants before landing to engage in melee. When the kir-lanans become seriously wounded, they use their negative energy touch ability to heal damage at the expense of their foes.

Once the combat is completed, refer back to page 87 to continue the adventure.



BLACK CHAPEL

Encounter Level 7

Setup

The gloom golem (G) has orders to destroy any intruders who do not speak a prayer to Cyric or make a secret gesture (a holy sign of sorts). The creature waits 1 round for intruders to comply with these requirements. If the PCs attack the golem while it is waiting for them to pray or gesture in the right way, they gain surprise.

The PCs see the gloom golem as soon as they enter the room; when this occurs, read:

This misshapen, ogrelike brute has taut flesh with a claylike texture. Howls of pain issue from a gaping black orifice where its face should be. Tormented visages press out from beneath its skin, as though other creatures trapped inside its body were clamoring for release.

GLOOM GOLEM

CR 7

hp 74 (8 HD); DR 10/good

NE Large construct (evil, extraplanar)

Init +2; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +0

Aura crushing despair 30 ft.

AC 22, touch 11, flat-footed 20

Immune magic, mind-affecting effects, poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, energy drain

Weakness cannot heal damage (must be repaired)

Fort +2, Ref +4, Will +2

Speed 30 ft. (6 squares)

Melee 2 claws +9 each (1d8+4 plus 1d6 Cha)

Space 10 ft.; Reach 10 ft.

Base Atk +6; Grp +14

Special Actions touch of woe

Abilities Str 18, Dex 15, Con —, Int —, Wis 11, Cha 15

SQ construct traits

Skills Listen +0, Move Silently -8, Spot +0

Crushing Despair (Su) A creature within 30 feet of a gloom golem who hears its howling must succeed on a Will DC 16 Will save or take a -2 penalty on attack rolls, saving throws, ability checks, and damage rolls. The penalties last until the golem is destroyed. *Good hope* counters this mind-affecting compulsion.

Touch of Woe (Ex) A creature damaged by a gloom golem must succeed on a DC 16 Will save or take 1d6 points of Charisma damage.

Immunity to Magic (Ex) Golems have immunity to magical and supernatural effects that allow spell resistance.

Hook Wailing grows more intense when it deals Charisma damage.

Tactics

The gloom golem is not intelligent, and therefore acts without regard to its foes' actions. It simply moves toward the nearest intruder each round and tries to claw him or her to death. The golem pursues fleeing characters into area M5, but will not move beyond that room.

Once the combat is completed, refer back to page 87 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Large Stone Altar: 3 feet thick; hardness 8; hp 540; break DC 40.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of an altar with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on an altar gains a +1 bonus on melee attacks against opponents on the ground. An altar provides cover.

Statue: 5 ft. thick; AC 3; hardness 8; hp 900; break DC 45; Climb DC 20.



REFECTORY

Encounter Level 7

setup

Unless the PCs tipped their hand by making a great deal of noise before entering this room, the two Ebon Spurs (E) are seated at the table when the PCs appear. It takes them a move action to get up from the bench.

Zetharmas (not shown) is in the kitchen. He does nothing in the first round, then rolls initiative and joins the battle in the second round. He moves to one of the doorways leading out of the kitchen and engages any PCs he can see.

The howler (H) is down the hallway in the ruins of the barracks. It too is surprised on the first round, but it rolls initiative and joins the battle in the second round, bounding down the passageway and attacking the PCs from the side.

When the howler joins the fray, read:

A gaunt, grayish-black creature the size of a horse bounds into view. A mane of long, barbed quills sprouts from its head and shoulders. It howls incessantly.

HOWLER

CR 3

hp 39 (6 HD)

CE Large outsider (chaotic, evil, extraplanar)

Init +7; Senses darkvision 60 ft.; Listen +13, Spot +13

Languages understands Abyssal

AC 17, touch 12, flat-footed 14

Fort +7, Ref +8, Will +7

Speed 60 ft. (12 squares)

Melee bite +10 (2d8+5) and
1d4 quills +5 each (1d6+2)

Space 10 ft.; Reach 5 ft.

Base Atk +6; Grp +15

Atk Options Combat Reflexes

Special Actions quills, howl

Abilities Str 21, Dex 17, Con 15, Int 6, Wis 14, Cha 8

Feats Alertness, Combat Reflexes, Improved Initiative

Skills Climb +14, Hide +8, Listen +13, Move Silently +12,
Search +7, Spot +13, Survival +2 (+4 following tracks)

Quills (Ex) When a howler makes a bite attack, it also strikes with 1d4 quills. An opponent hit by a howler's quill attack must succeed on a DC 16 Reflex save or have the quill break off in his flesh. A lodged quill imposes a –1 penalty on attacks, saves, and checks. A quill can be removed safely with a successful DC 20 Heal check; otherwise, removing it deals an extra 1d6 points of damage.

Howl (Ex) A creature that hears a howler's howling for 1 hour or longer must make a successful DC 12 Will save or take 1 point of Wisdom damage. This is a sonic mind-affecting ability.

When Zetharmas appears, read:

A sullen-looking person with crimson-colored skin and a pair of short horns jutting from his forehead peeks out of the doorway. He wears a shirt of gleaming black mail, and carries a mace worked into the shape of a clawed demonic fist.

Tactics

The Ebon Spurs know they have help nearby, so they shout a warning while moving to defend themselves. They call on their dark flames power the first time an enemy gets within 10 feet, but after that one use they try to avoid using the power again—they know from experience that there is a cost to recklessly invoking Cyric's black fire. Since the dark flames are a ranged touch attack, it's possible to use this ability to make a sneak attack. After using the dark flames, the Ebon Spurs try to work together to flank their foes.

2 EBON SPUR GUARDS

CR 3

hp 21 each (3 HD)

Human rogue 1/fighter 2

CE Medium humanoid

Init +6; Senses Listen +5, Spot +5

Languages Common, Damarran

AC 20, touch 12, flat-footed 18; Dodge

Fort +4, Ref +4, Will +3 (+2 after using dark flames)

Speed 20 ft. (4 squares)

Melee mwk bastard sword +6 (1d10+2/19–20)

Ranged light crossbow +4 (1d8/19–20)

Base Atk +2; Grp +4

Atk Options sneak attack +1d6

Special Actions dark flames

Combat Gear *potion of cure light wounds, potion of invisibility*

Abilities Str 15, Dex 14, Con 13, Int 10, Wis 12, Cha 8

Feats Dodge, Exotic Weapon Proficiency (bastard sword),
Improved Initiative, Iron Will, Weapon Focus (bastard sword)

Skills Climb +2, Disable Device +4, Hide +2, Intimidate +2,
Jump +2, Listen +5*, Move Silently +2, Ride +5,
Search +4, Spot +5*, Tumble +2

* Reduce by 1 after one use of dark flames

Possessions combat gear plus +1 *breastplate*, masterwork
bastard sword, masterwork large steel shield, light
crossbow with 10 bolts

Dark Flames (Su) The Ebon Spur guards have undergone the Ritual of Dark Flames (see *Lords of Darkness*). They can invoke black flames of negative energy from their hands as a supernatural ability. This is a ranged touch attack with a range of 10 feet, dealing 1d6 points of negative energy damage for each Hit Die of the user. Each time an Ebon Spur guard invokes the dark flames, he takes 2 points of Wisdom damage.

Hook "For the Black Sun! Die, infidel!"

Zetharmas naturally tries to hang back from the fray, ideally just close enough to make full use of his Point-blank Shot feat. He normally uses his *sickening blast* invocation to sicken as many enemies as possible before concentrating his fire on a single target. He deals normal *eldritch blast* damage while using *sickening blast*, so there's no reason not to enhance his blast with the invocation each time he fires.

The howler is a surprisingly clever opponent. It tries to get behind PCs to help the Ebon Spurs flank foes. It also tries to injure as many PCs as possible so that they will suffer the effects of its quills.

Once the combat is completed, refer back to page 88 to continue the adventure.

ZETHARMAS

CR 5

hp 30 (5 HD); DR 1/cold iron

Male tiefling warlock 5

CE Medium outsider (native)

Init +3; Senses darkvision 60 ft.; Listen +1, Spot +1

Languages Common, Damarran, Abyssal

AC 18, touch 13, flat-footed 15

Miss Chance 20% (ranged only, entropic warding)

Resist cold 5, electricity 5, fire 5

Fort +4, Ref +5, Will +6

Speed 30 ft. (6 squares)

Melee mwk heavy mace +4 (1d8)

Base Atk +3; Grp +3

Atk Options Point Blank Shot, Precise Shot

Special Actions *eldritch blast* (+6 ranged touch, 3d6 points of damage, range 60 ft.)

Combat Gear *potion of cure moderate wounds*

Warlock Invocations Known (CL 5th)

Least—*sickening blast* (creature hit by *eldritch blast* must make DC 13 Fortitude save or be sickened for 1 minute)

Least—*entropic warding* (as entropic shield)

Least—*summon swarm* 3/day

† Already invoked.

Spell-Like Abilities (CL 5th):

At will—*detect magic*

1/day—*darkness*

Abilities Str 10, Dex 17, Con 14, Int 10, Wis 12, Cha 12

Feats Point-blank Shot, Precise Shot

Skills Bluff +5, Concentration +10, Hide +4,

Knowledge (arcana) +2, Use Magic Device +5

Possessions combat gear plus +1 *mithral chain shirt*, *cloak of resistance* +1, masterwork heavy mace

Eldritch Blast (Sp) A warlock attacks his foes with eldritch power, using baleful magical energy to deal damage. An eldritch blast is a ray with a range of 60 feet. It is a ranged touch attack that affects a single target.

Deceive Item (Ex) A warlock can take 10 on Use Magic Device checks even if distracted or threatened.

Hook "You have made a grave mistake, fools! Despayr has room for a few more guests!"

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Benches: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17.

A bench is about 1-1/2 feet tall, so a Small character can hop up on top of one with a successful DC 10 Jump check that costs 2 squares of movement (no running start required). A Medium character can simply step up on it, a move that costs 2 squares of movement. A character perched atop a bench gains a +1 bonus on melee attacks against opponents on the ground, but a character standing on a bench is considered to be balancing and must succeed on a DC 10 Balance check to keep from falling off.

Table: 1/2 in. thick; AC 2; hardness 5; hp 5; break DC 17.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a table with a successful DC 10 Jump check that costs 2 squares of movement (no running start required). A Small character can jump up with a successful DC 12 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on a table gains a +1 bonus on melee attacks against opponents on the ground.

A table can be tipped over as a move action with a successful DC 8 Strength check. It can then provide cover.



THE PRIORY

Encounter Level 7

setup

The two Ebon Spur guards (E) begin this encounter in area M10. If the PCs bluff the Ebon Spurs into opening a door for them, they surprise these guards. Otherwise, roll initiative normally.

Skull Servant Ethar (S) is in area M11. She hears any fighting that breaks out in area M10 (or any other loud noise, such as the Ebon Spurs calling out a challenge or someone trying to batter down one of the locked doors), and joins the battle on round 2, after tucking the letter she was writing into her pocket. She uses her first action to take a quick look out her door to see what's going on.

2 EBON SPUR GUARDS

CR 3

hp 21 each (3 HD)

Human rogue 1/fighter 2

CE Medium humanoid

Init +6; Senses Listen +5, Spot +5

Languages Common, Damarran

AC 20, touch 12, flat-footed 18; Dodge
Fort +4, Ref +4, Will +3 (+2 after using dark flames)

Speed 20 ft. (4 squares)

Melee mwk bastard sword +6 (1d10+2/19–20)

Ranged light crossbow +4 (1d8/19–20)

Base Atk +2; Grp +4

Atk Options sneak attack +1d6

Special Actions dark flames

Combat Gear *potion of cure light wounds*, *potion of invisibility*

Abilities Str 15, Dex 14, Con 13, Int 10, Wis 12, Cha 8

Feats Dodge, Exotic Weapon Proficiency (bastard sword), Improved Initiative, Iron Will, Weapon Focus (bastard sword)

Skills Climb +2, Disable Device +4, Hide +2, Intimidate +2, Jump +2, Listen +5*, Move Silently +2, Ride +5, Search +4, Spot +5*, Tumble +2

* Reduce by 1 after one use of dark flames

Possessions combat gear plus +1 *breastplate*, masterwork bastard sword, masterwork large steel shield, light crossbow with 10 bolts

Dark Flames (Su) The Ebon Spur guards have undergone the Ritual of Dark Flames (see *Lords of Darkness*). They can invoke black flames of negative energy from their hands as a supernatural ability. This is a ranged touch attack with a range of 10 feet, dealing 1d6 points of negative energy damage for each Hit Die of the user. Each time an Ebon Spur guard invokes the dark flames, he takes 2 points of Wisdom damage.

Hook "For the Black Sun! Die, infidel!"

SKULL SERVANT ETHAR

CR 7

hp 51 (7 HD)

Female human cleric 7

CE Medium humanoid

Init +1; Senses Listen +2, Spot +2

Languages Common, Damarran

AC 23, touch 11, flat-footed 18

Fort +7, Ref +3, Will +8

Speed 20 ft. (4 squares)

Melee mwk heavy mace +6 (1d8) or

Melee spontaneous *inflict critical wounds* +5 touch (4d8+7, Will DC 17 half) or

Melee spontaneous *inflict serious wounds* +5 touch (3d8+7, Will DC 16 half) or

Melee spontaneous *inflict moderate wounds* +5 touch (2d8+7, Will DC 15 half) or

Melee spontaneous *inflict light wounds* +5 touch (1d8+7, Will DC 14 half)

Ranged mwk light crossbow +7 (1d8/19–20)

Base Atk +5; Grp +5

Atk Options Smite (+4 to melee attack, +7 damage)

Special Actions spontaneous casting (*inflict spells*)

Combat Gear *potion of cure moderate wounds*, *wand of cure light wounds*, *scroll of divine power*, *scroll of greater magic weapon*

Cleric Spells Prepared (CL 7th; 1d20+9 to overcome SR):

4th—*confusion*^D (DC 17), *summon monster IV*

3rd—*bestow curse* (DC 16), *contagion*^D (DC 16), *cure serious wounds*, *summon monster III*

2nd—*cure moderate wounds*, *hold person* (DC 15), *invisibility*^D, *resist energy*, *spiritual weapon* (+8 melee touch)

1st—*bless*, *cure light wounds*, *disguise self*^D, *divine favor*, *obscuring mist*, *shield of faith*

0—*cure minor wounds* (2), *detect magic*, *guidance*, *light*, *resistance*

D: Domain spell. Deity: Cyric. Domains: Destruction, Trickery

Abilities Str 10, Dex 13, Con 14, Int 8, Wis 16, Cha 12

Feats Augment Summoning, Combat Casting, Spell Focus (conjuraton), Spell Penetration

Skills Bluff +5, Concentration +11 (+15 casting defensively), Heal +5, Knowledge (religion) +4, Listen +2, Spot +2

Possessions combat gear plus +1 *full plate*, +1 *heavy steel shield*, masterwork heavy mace, masterwork light crossbow with 10 bolts, unfinished letter (see handout, page 158).

Hook "This day has been long ordained. Who are you to set yourselves against the might of the Black Sun?"

Note If Skull Servant Ethar summons a monster, her preferred choice is an augmented hell hound. The effects of Ethar's Augment Summoning feat are reflected in the statistics block presented here.

When the PCs get a look at the Ebon Spurs, read:

Two human warriors dressed in black breastplates stand watch in this room. They carry swords and shields, and their armor is emblazoned with the image of a skull and sunburst.

When Skull Servant Ethar joins the battle, read:

A stocky human woman in black plate armor confronts you. She wears her dark hair in a short, plain cut, and a cold sneer twist across her pale face. The image of the skull and sunburst adorns her armor.

"Kill them!" she shouts. "They must not enter the Black Rift!"

Tactics

Like the Ebon Spurs in the Refectory, these warriors use their Dark Flames once each against the first foe to move within 10 feet, then avoid using the ability again unless absolutely necessary. They try to make sure that they keep the door to the north blocked, so that the PCs won't be able to get past them and attack the Skull Servant.

Skull Servant Ethar begins the battle by casting *confusion*, trying to catch as many PCs as possible in the area. Then she casts *invisibility* on herself and prepares to begin summoning monsters under the cover of *invisibility*. She is a skilled summoner, and makes good use of her Augment Summoning feat. First she uses *summon monster* IV to conjure 1d3 hell hounds just outside the door. Next, she uses *summon monster* III to conjure another hell hound near her own position. After that, she could take a round to prepare for battle by casting *shield of faith* (increasing her AC by 3), or begin using attack spells immediately if the situation warrants.

Once the combat is completed, refer back to page 89 to continue the adventure.

AUGMENTED HELL HOUND

CR 3

hp 30 (4 HD)

LE Medium outsider (evil, extraplanar, fire, lawful)

Init +5; Senses darkvision 60 ft., scent; Listen +7, Spot +7

Languages understands Infernal

AC 16, touch 11, flat-footed 15

Immune fire

Weakness vulnerability to cold

Fort +7, Ref +5, Will +4

Speed 40 ft. (8 squares)

Melee bite +7 (1d8+3 plus 1d6 fire)

Base Atk +4; Grp +7

Special Actions breath weapon

Abilities Str 17*, Dex 13, Con 17*, Int 6, Wis 10, Cha 6

* Augment Summoning

Feats Improved Initiative, Run, Track^B

Skills Hide +13, Jump +14, Listen +7, Move Silently +13, Spot +7, Survival +7

Breath Weapon (Su) 10 ft. cone, once every 2d4 rounds, damage 2d6 fire, Reflex DC 15 half.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Desk: 1/2 in. thick; AC 3; hardness 5; hp 5; break DC 18.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of the desk with a successful DC 10 Jump check that costs 2 squares of movement (no running start required). A Small character can jump up with a successful DC 12 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on the desk gains a +1 bonus on melee attacks against opponents on the ground.

A desk can be tipped over as a move action with a successful DC 8 Strength check. It can then provide cover.

Chair: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17.

A creature standing in the same square as a chair gains a +2 AC bonus and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a chair doesn't otherwise affect a creature's space, because it's assumed that the creature is using the chair to its advantage when it can.

Couch: 1 ft. thick; AC 2; hardness 0; hp 10; break DC 19.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a couch with a successful DC 10 Jump check that costs 2 squares of movement (no running start required). A Small character can jump up with a successful DC 12 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on a couch gains a +1 bonus on melee attacks against opponents on the ground. A couch provides cover.



THE BLACK RIFT

After the PCs overcome the opposition at the monastery, a trail heading through the Plane of Shadow leads to a cabin on the north end of the Black Rift. Like many places on the Plane of Shadow, the rift canyon has an analogue on the Material Plane. There's a corresponding canyon in the Vast Swamp, but it's entirely underwater, unseen by all but the fish in the lake.

The Black Rift is a deep canyon set directly in the Shadow Swamp. On all sides, swamp water flows or trickles into the canyon, falling over 100 feet to splash in the waters below. Despite the constant influx of dark fluids, the water at the bottom of the Black Rift never rises and the swamp never drains—a peculiarity of the Plane of Shadow that no one understands.

The Black Rift is more morphic than the rest of the plane. Its overall shape remains more or less stable, but small-scale terrain changes are common, and the interplay between Weave and Shadow Weave is more malleable. This is why the minions of Shar have gathered here; using the Black Rift as a power source, and the *dominated* victims from the false temple as a catalyst, the dragon Despayr and the priestesses of Shar have started a ritual devoted to tearing the Weave.

The tear in the Weave is still very small, and it requires a constant stream of Weave users affected by the *shadow shard* (see page 155) to keep it open. The PCs must fight their way through the Black Rift, eventually reaching Despayr's lair. There, they must defeat the dragon, free the captive Weave users, end the ritual, and restore the balance between Weave and Shadow Weave.

Despayr

Despayr is a black dragon unlike any other. Before Despayr's hatching, Shar marked him as her own. When Despayr crawled from the shards of his egg, his mother and clutchmate were shocked to see glowing runes across his scales—runes that matched the ones scribed upon the interior of his broken shell. Marked at birth and unable to breathe acid or cast spells, Despayr was spurned by his sister and mother.

Despayr lived a lonely existence in the Vast Swamp until he received a vision. In it, a shadowy being consoled the dragon about the unjust treatment he received from his mother and sister and offered to teach him how to turn the curse of his birth into a gift—and a tool for revenge. Despayr accepted, learned to breathe shadowstuff, and eventually realized it was within his power to one day create a tear in the Weave itself.

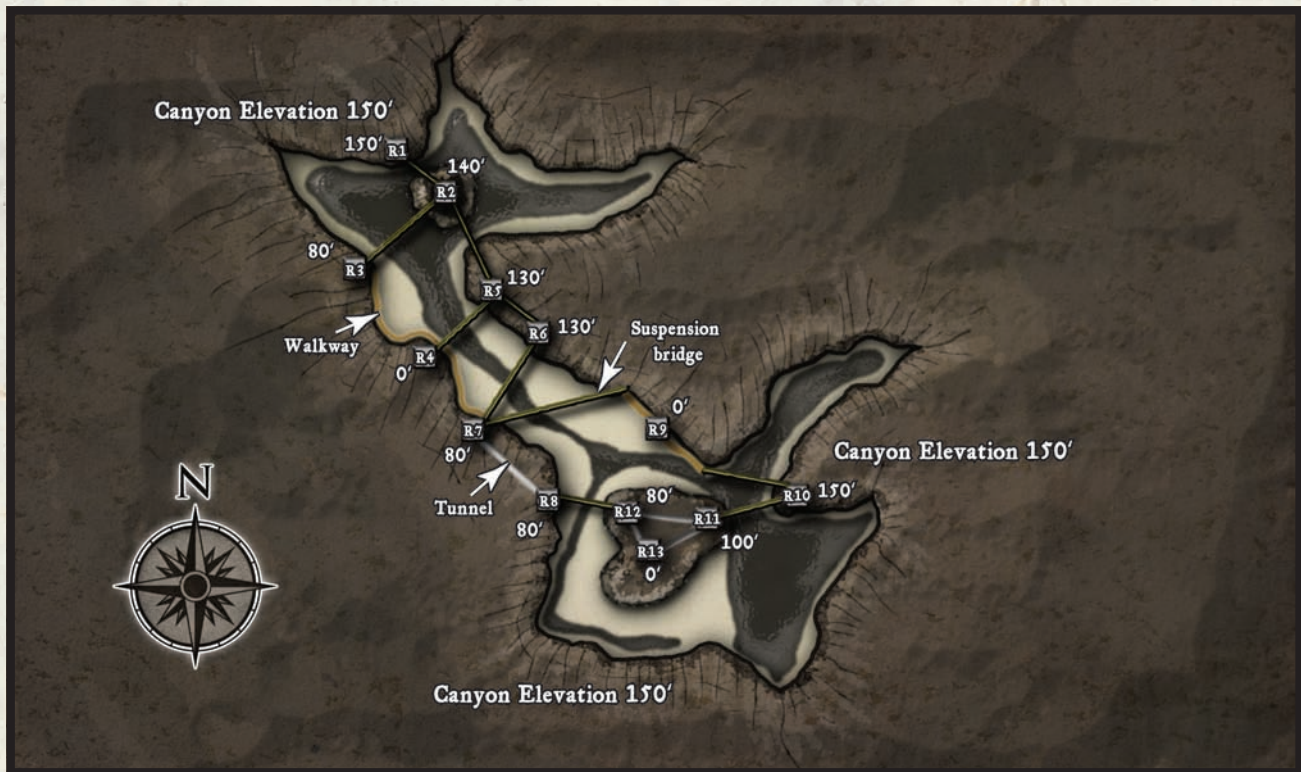
Despayr took to his new purpose with relish, and as he acted upon Shar's will, he gained greater rewards and more power. A dream revealed that his sister, Tyra, was dead—killed by the so-called "Dragonslayer" tribe of lizardfolk—leaving her hoard unguarded. Led to her lair by visions, Despayr killed many lizardfolk who had taken up residence there, and enslaved the rest.

Not long after he settled into his sister's former home, Esvele Graycastle appeared. The powerful human cleric easily rebuffed Despayr's attempts to destroy her, and instead of destroying him in turn, she showed mercy and revealed to him the source of his visions and the rest of his part in Shar's plan.

Esvele pulled the *shadow shard* from Despayr's newfound hoard and revealed to him its use and purpose. The *shadow shard* allowed Despayr to transform the lizardfolk he enslaved into more powerful undead servants. It also held the key to the ritual that would tear a hole in the Weave.

Acting upon the plan Esvele revealed to him, Despayr began a campaign to control much of the Vast Swamp, ending it only when he discovered the Dusk Lord's Passage in the Lost Refuge. Soon thereafter, Esvele sent Kithlord Thieraven with the means to opening the passage, and Despayr moved his lair to the Plane of Shadow.

THE BLACK RIFT



Since that day, Despayr has worked tirelessly with the Sharrans to gather enough victims to tear open a hole in the Weave that could cover all of the Vast Swamp. They have not succeeded yet, but it is only a matter of time.

Reacting to intruders

The denizens of the rift know their roles, and they don't move around much. When intruders (such as the PCs) start fighting their way through the rift, the minions of Shar leave the response to Despayr.

As you run the rift's encounters, from time to time you should make check marks in the boxes in encounter R14 (see page 146). That represents how much attention the PCs draw from Despayr; when you reach certain thresholds, Despayr comes out and makes a hit-and-run attack on the PCs. He doesn't fight to the death. Instead, Despayr fights just long enough to observe what magic the PCs are using. Then he returns to the ritual chamber and tunes the torn Weave to make the final encounter even more difficult.

features of the Black Rift

The following general properties apply to the areas within the Black Rift unless otherwise noted in an area or encounter description.

ceilings

Ceilings are of uniform height.

Ceilings: Indoor ceilings are 15 feet high.

walls

Most walls in the structure of the Black Rift are made of a stonelike substance.

Stonelike Walls: 1 ft. thick; hardness 8; hp 90; break DC 35; Climb DC 20.

These walls increase the DC of Listen checks to hear through them by 15. The hit points and break DC shown are for a 10-foot section. If a wall is breached, the squares breached and all adjacent nonwall squares become heavy debris.

DOORS

Doors in the structures located in the Black Rift consist mainly of strong wooden doors.

Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 23 (if stuck), DC 25 (if locked).

illumination

Most areas are assumed to be dark (although PCs who enter then can see as though in shadowy illumination for 60 feet; see Features of the Plane of Shadow, page 72). Brightly lit locations are noted on the maps. With any brightly lit location, assume that shadowy illumination extends outward from it for an additional distance equal to the radius of the brightly lit area. The PCs can't ever see the entirety of the rift canyon—all that's visible are dots of lights in the distance.

Continual Flame Posts: 6 in. thick; AC 5; hardness 8; hp 45; break DC 30.

Stone posts on either side of the entrances to the bridges are enchanted with *continual flame* spells to light them.

rift sides

The craggy sides of the rift have many handholds, but the swamp water trickling or pouring down from above makes the Climb DC 20.

rift bottom

The bottom of the Black Rift is filled with cold water as black as crude oil as well as lurking aquatic threats. It varies from 10 feet to hundreds of feet deep. If a PC falls in the water and survives, the experience should be terrifying but ultimately harmless (the fall is dangerous enough). The dark creatures that swim the strange waters of the Black Rift should have blindsight as an adapted trait, but otherwise you should feel free to populate the bottom of the rift with whatever creature you like. Just be sure that it is apparent to any PCs who fall in that they need to get out—fast.

Black Rift Locations

The map for this area appears on page 113. Assume that the ground in the encounter locations is clear and relatively free of obstruction unless a tactical encounter indicates otherwise.

R1. swamp cabin

As you round a low hummock in the swamp, you see a squat stone cabin dimly illuminated by flaming posts that flank the walkway. To the west is a short pier with two rowboats tied to it, also lit by a flaming post. A suspension footbridge connects the pier and the cabin.

You can hear the dull roar of moving water; beyond the cabin, the water falls into an unknown expanse.

The minions of Shar sometimes use this cabin as a barracks, but only two canoloths stand watch here now. The canoloths came with the mezzoloth mercenary stationed in R11 and will work with the Sharrans as long as the mezzoloth tells them to do so. Despayr stationed the canoloths here to separate them from their scheming master and to use them as guards to prevent monsters or other interlopers from getting onto the bridge network. The canoloths attack anyone except for shadar-kai, shadowslain lizardfolk, or those openly wearing a holy symbol of Shar.

The cabin's western room has a table, chairs, and empty pantry. The eastern room has eight simple beds and a fireplace. The walkway along the north edge of the cabin sits only a few inches above the surface of the water.

Pier: This platform has a roof but no walls. The floor is a few inches above the water. The crates and barrels here have dried food, potable water, and other mundane supplies.

Rowboats: The denizens of the Black Rift use these 15-foot rowboats to occasionally patrol the nearby swamp. With one creature at the oars, a boat moves at 1 mile per hour.

Light Posts: Posts with *continual flame* spells to light them stand near the pier and at the end of the bridge.

Tactical Encounter: R1. Swamp Cabin on page 120.

Development: Bright lights or a bridge collapse can attract Despayr's attention, as described in encounter R14 on page 146.

R2. North tower

The lights you saw from the cabin come from two posts on either side of a doorway near the top of a 60-foot tower made of a glossy, black, chitinous substance. The posts flicker with a cold white fire. Another suspension bridge emerges from about halfway up the western side of the tower, passing on into darkness over the rift. The tower stands on a plateau covered in bones. Flying buttresses attached to the tower look like insect legs.

This tower is a major intersection of the suspension bridges above the north part of the Black Rift. It's also the home of a gift to Despayr from the followers of Cyric: a blood golem. It attacks anyone except for shadar-kai, shadowslain lizardfolk, or those openly wearing a holy symbol of Shar or Cyric.

Plateau: The blood golem throws the corpses of its victims out onto the plateau. Through some strange affinity within the morphic Plane of Shadow, other skeletons started showing up. Now the plateau is covered with thousands of skulls and bones. The plateau surface is considered heavy debris.

On average, it's 50 feet from the tower wall to the edge of the plateau, and 110 feet to the canyon floor. There is no water directly below, so PCs that fall off the plateau take 11d6 points of falling damage.

Tactical Encounter: R2. North Tower on page 122.

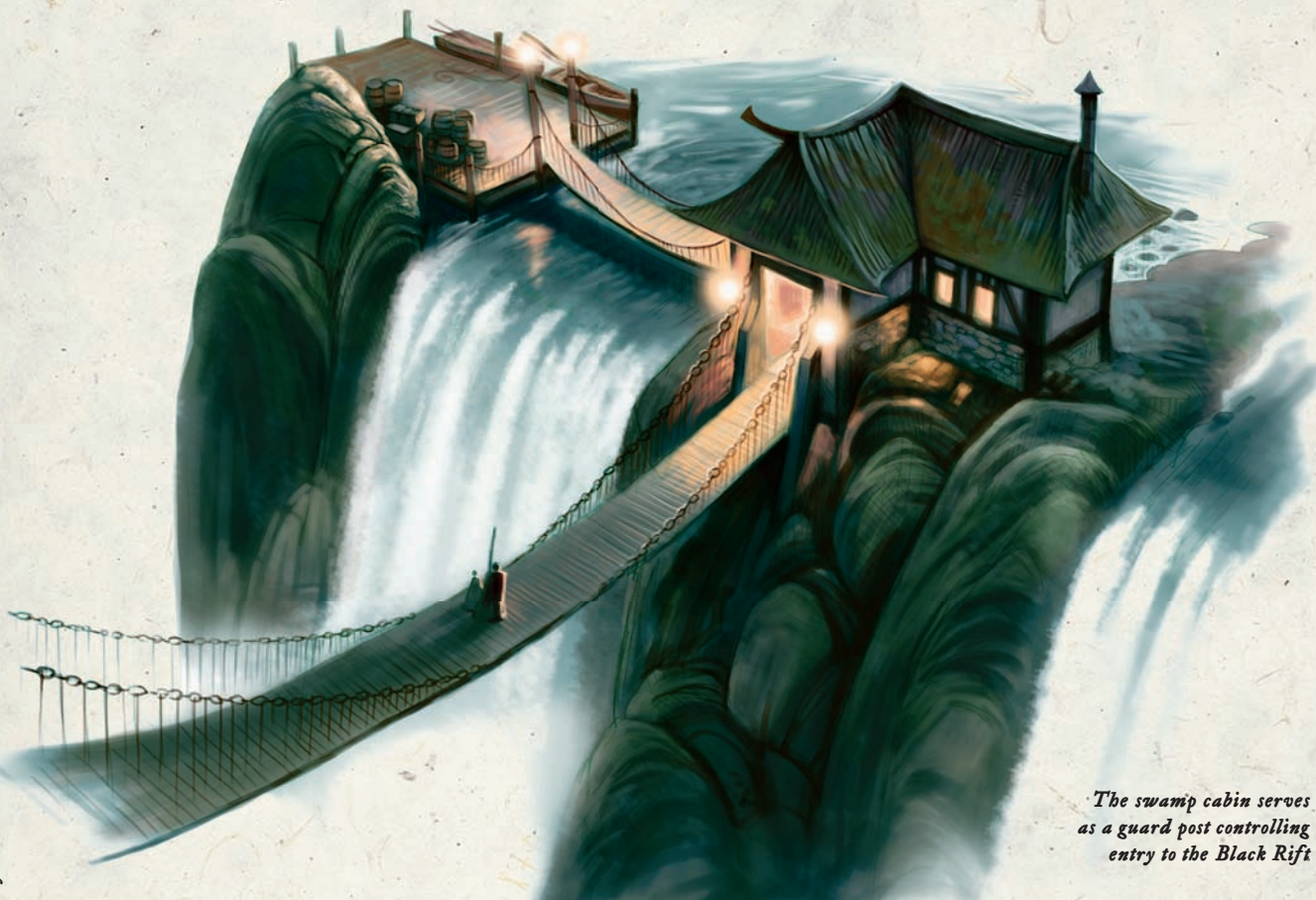
Development: The collapse of the bridge might attract Despayr's attention, as described in encounter R14.

R3. North barracks

About halfway up the canyon wall is a rounded light gray structure, not unlike a shelf fungus, jutting from the cliff face. A bridge from the northeast enters a doorway, and another staircase descends along the canyon wall to the south. It looks like there's a blank interior wall about 20 feet beyond the doorway.

This chamber, halfway up the canyon wall, has a shadow bellows—a sort of magic pump that draws shadowstuff from the fabric of the plane and transfers it to Despayr's ritual chamber in area R13. Three soldiers known as dark disciples and a cleric of Shar guard the bellows. They, like all the Sharrans in the Black Rift, passed through the broken Shadow Gate in the temple

Illustration by William O'Connor



The swamp cabin serves as a guard post controlling entry to the Black Rift

of Mystra and thus have the dark template. The dark disciples attack any intruders.

Mushrooms: The morphic qualities of the Black Rift express themselves in strange ways. Mushrooms in the northern part of the room have realistic humanoid faces—some male, some female—on their caps. The faces twitch or blink occasionally, but otherwise stare at the ceiling.

Each mushroom provides a day's nutrition. The mushrooms are bland fare, but they're filling.

Tactical Encounter: R3. North Barracks on page 124.

Development: Dark disciples fleeing the PCs, the destruction of the shadow bellows, or collapsing bridges might attract Despayr's attention, as described in encounter R14.

R4. Gorgon's Lair

This cliff ledge is notable for the dark cave in the cliff wall and the silently floating elevator that moves slowly up and down behind some iron bars. Stalactites cover the ceiling of the cave, and every few seconds they produce syrupy globules that slowly descend onto the cave floor, where they disappear.

Malkarion (found in area R5) brought a gorgon to the Black Rift so he could try to train it as a mount. He hasn't succeeded yet. The gorgon attacks anyone other than Malkarion. It won't stray far from the cave, however—it finds the Plane of Shadow to be strange and frightening.

Elevator: South of the cave mouth is a 15-by-20-foot rectangle elevator platform, powered by shadow magic, that rises to a wooden platform at the canyon rim and a suspension bridge leading across the canyon to area R5. It is caged by iron bars but open at the level of the bridge and in the northwest corner.

Stalactites: The morphic nature of the Plane of Shadow causes the strange stalactites. Ephemeral shadowstuff drips from the ceiling in globules roughly a foot in diameter. It takes several seconds for a globule to reach the floor, which just reabsorbs it into the fabric of the plane.

Saddles: Two saddles hang on the wall inside the cave. They are ordinary horse saddles with extra-long girth straps. Malkarion (in area R5) uses them in his ongoing effort to train this gorgon to be his war steed. One is an exotic riding saddle (30 gp), and the other is an exotic military saddle (60 gp).

Statue: A victim of the gorgon stands in one corner of the cave. For more details, see tactical encounter R4.

Tactical Encounter: R4. Gorgon's Lair on page 126.

Development: Damage to the elevator or bridges might attract Despayr's attention, as described in encounter R14.

If the gorgon turns one or more PCs to stone, they needn't necessarily retreat from the rift. Malkarion keeps some scrolls of *break enchantment* in his desk in area R5; he has been turned to stone himself a few times while training the gorgon.

R5. Malkarion's Demesne

The flaming posts at the end of the walkway illuminate a squat tower surrounded by a sea of writhing black tentacles.

This tower, architecturally similar to the north tower at area R2, is home to Malkarion, a blackguard who handles a lot of the day-to-day leadership duties at the rift, leaving Despayr free to concentrate on the ritual. Around the tower is a forest of tentacles—more of the morphic nature of the Plane of Shadow at work.

Malkarion, once a paladin of Tyr before falling under Shar's sway, answers only to Despayr. Malkarion misses his celestial mount from his life as a paladin, so he's trying to train the gorgon in area R4 to be his new steed.

Malkarion knows everyone who works with the Sharrans, so he immediately attacks any intruders, wading into melee and carving as big a swath through the PCs as he can. As soon as the PCs look into the tower, turn to the tactical encounter.

Desk: Atop the desk lies a scroll tube with a note attached to it. It reads, "If I don't return from gorgon training, have Despayr get my body back. Then use one of these to revive me." Inside the scroll tube are three scrolls of *break enchantment*.

Chest: This chest has several sets of fine clothing (300 gp).

Tactical Encounter: R5. Malkarion's Demesne on page 128.

Development: A bridge collapse or Malkarion's escape from this encounter might attract Despayr's attention, as described in encounter R14. And unlike the gorgon or the blood golem, Malkarion's absence will be noticed quickly—and word will eventually reach Despayr.

R6. spiral pit

Three figures bearing short staffs and swords are in a pit about 50 feet below you, chanting "Glory to the Mistress of Night . . . Glory to the Mistress of Night . . ." in hoarse voices barely louder than whispers. They stand around an altar of black stone covered in drying blood. There's a gray, accordion-style bellows moving up and down along one edge of the pit. A circle of silvery sigils and runes, about 15 feet across, glows on the pit floor. A ramp leads down along the inside edge of the pit, circling the edge to eventually reach the pit floor.

About 10 feet from the edge of the pit is a field of writhing black tentacles that stretches to the limit of your vision.

This pit has another shadow bellows, this one under the watchful eyes of three priestesses of Shar. The black tentacles that surround Malkarion's tower also surround this pit. The three clerics of Shar will try to protect the shadow bellows as best they can.

Tactical Encounter: R6. Spiral Pit on page 130.

Development: Destruction of the bellows or the nearby suspension bridges might attract Despayr's attention, as described in encounter R14. If any dark priestesses get away, then they'll eventually reach Despayr and alert him, too.

R7. Hangmen's chamber

Black-and-white tapestries decorate the walls. They depict figures of all kinds: humans, fiends, elves, dwarves—all kneeling before a black disc high in the sky.

In the western corner, a square inscribed on the floor is covered with strange runes and sigils. Suspension bridges leave this chamber to the northeast and east. A tunnel in the south wall leads southeast.

Two ephemeral hangmen guard this chamber. Natives to the plane of shadow, the strange creatures appeared from the tentacle field during a ritual in worship of Shar performed by the dark priestesses. Now they serve Despayr as guards, occasionally using their ability to dimension door to go hunting in the Shadow Swamp. They attack anyone not wearing the vestments of a Shar worshiper unless they have a Sharran—or a reasonable facsimile thereof (such as a disguised character)—who orders them to stand down.

Tactical Encounter: R7. Hangmen's Chamber on page 132.

Treasure: Seven of the eight tapestries in the room are worth 200 gp each. The cumbersome tapestries are 10 feet tall and 10 feet wide, and each weighs 40 pounds. They are quite awkward for even a strong person to carry. They actually have vivid colors, but the hues can't be perceived on the Plane of Shadow.

The eighth tapestry is actually a *carpet of flying* described in the tactical encounter for this area, page 132.

Development: Damage to the bridge might attract Despayr's attention as described in encounter R14, and any escaping ephemeral hangmen will alert Despayr as well.

R8. Mysterious Biers

Three gray-skinned humans in breastplates walk the floor of this chamber, staffs in hand and swords at their sides. Along the north wall are six black stone biers, one of which has a body lying in state atop it. As you watch, it fades into nothingness, but a different corpse appears atop the bier next to it.

In the southwest corner is a massive bellows that expands and contracts, powered by an unseen force.

A tunnel leads northwest from this room, and a suspension bridge leads due east.

The biers represent one of the strangest examples of the morphic nature of the Plane of Shadow in the Black Rift. The plane itself is grabbing bodies (seemingly from everywhere), placing them on these biers for a few seconds, then whisking them away—probably to their original resting places, but there's no way to tell.

Despayr ordered the priestesses here to watch the biers and to alert him of any unusual patterns or changes in how they function. The priestesses have learned through hard experience that it's usually not worth it to disturb the bodies, but they help themselves to particularly good jewelry on occasion—that's what's on the table.

The priestesses attack any intruders, fleeing only when badly wounded. The PCs might not fight the shadows at all—it depends on how cautious or greedy they are.

Tactical Encounter: R8. Mysterious Biers on page 134.

Treasure: A table holds 800 gp in assorted jewelry—the result of some grave robbery on the part of the dark priestesses.

Development: Destruction of the shadow bellows, the suspension bridges, or the escape of the dark priestesses might attract Despayr's attention, as described in encounter R14.

R9. EAST BARRACKS

The stairs descend to a beach of black sand that extends out toward the water beyond the limits of your vision. A second set of stairs rises up again on the other side of a cavern opening in the cliff. From within you can hear a whooshing noise and the murmur of conversation.

This is the main living quarters for the dark priestesses and dark disciples. From outside the cave mouth, the PCs can automatically hear the whooshing sound of the shadow bellows and sporadic conversation among the dark disciples: "Do you have any boot polish?" "Hold this arrow steady while I fix the fletching," and so on. A stealthy party has a good chance to get the drop on some dark disciples and a dark priestess who are off duty and not expecting trouble.

Two dark disciples and a dark priestess attack any intruders. They try to protect the shadow bellows, but they flee if badly wounded.

Tactical Encounter: R9. East Barracks on page 136.

Treasure: Each bed has an unlocked footlocker beneath it with changes of clothing and about 20 gp in various coins, but the best treasure is the magic gear that the minions of Shar have.

Development: Damage to the shadow bellows or the nearby staircases might attract Despayr's attention, as described in encounter R14. Any minions of Shar that escape this encounter will alert him as well.

R10. SHAALABHAK'S LAIR

Beyond the open doorway of this tall tower you can see an open interior with a floor that seems to fall away just 5 feet past the doorway.

This tower holds the extra victims ready to replace those that die in area R13. Four such poor souls now reside in the cages. They are the remaining four of the eight *dominated* prisoners who were last sent across the river by Mhair from the false temple of Mystra (Tholwick, Durgan, Kareem, and Smote; see the description of area T33 on page 19). The PCs met the other four in area L4 (page 54). Unable to get much rest since their journey here, all the NPC prisoners have few hit points and no spells at their disposal. None of them have any equipment.

A mind flayer named Shaalabhak guards them. Shaalabhak simply appeared to Despayr in the Vast Swamp and offered its services. Ever since then, it has served Despayr faithfully. Its motives are a mystery to all the Sharrans, but the illithid seems as loyal to Despayr as any of them. Of course, Shaalabhak's interest in creating a tear in the Weave has nothing to do with the worship of Shar, and it periodically uses its *plane shift* ability to make reports of the Sharrans' progress to its fellows.

Shaalabhak eagerly engages the PCs, since it's been some time since it has fed. When a PC moves into the tower, turn to the tactical encounter.

Chests: The mind flayer has three chests with glowing runes on them that it brought here from one of his jaunts to another plane. Each is unlocked but bears a spell trap that goes off if anyone but Shaalabhak touches them. Note that if a chest trap is set off, it might kill prisoners in the area of the effect. See tactical encounter R10 for details about the chests.

Tactical Encounter: R10. Shaalabhak's Lair on page 138.

Development: If Shaalabhak flees, it almost certainly uses his *plane shift* ability, and that will leave it unable to alert Despayr. The details of Shaalabhak's plot are not important to this adventure, but should it escape, you might want to make note of it and use that information later.

R11. THE FLOATING STAIRS

This massive chamber is more than 100 feet from floor to ceiling. A series of floating steps—like a staircase, but not visibly attached to anything—snakes from the chamber floor to the doorway to a suspension bridge heading east.

At the bottom of the chamber are tunnels heading west and southwest.

On one of the steps about 70 feet in the air is an insectoid creature wielding a trident.

The morphic nature of the Plane of Shadow has twisted what was once an ordinary stairway into a challenge for the athletic. A kind of yugoloth called a mezzoloth guards this strange chamber along with two vargouilles.

Shaalabhak met the mercenary fiend during planar travel and offered it and its canoloth minions employment with Despayr. Despayr pays the mezzoloth well for its role as bodyguard and troubleshooter. It does its job without complaint or remorse, but in the company of the canoloths it displayed a tendency to "creatively interpret" orders. Despayr separated them, which seems to have solved the problem. Later, Shaalabhak provided the mezzoloth with new minions—the two vargouilles that share its chamber.

Tactical Encounter: R11. The Floating Stairs on page 140.

Development: Bridge destruction can attract Despayr's attention, as described in encounter R14, but the dragon is nearby, so the PCs will encounter him soon—one way or another.

R12. SKULL-LIT LIBRARY

This gloomy library is lit by green light emanating from skulls afire with cold emerald flames. Each skull sits atop one of the five bookshelves that line the walls of the room. Tables and chairs are set about the center of the room. As you look about the library, a book floats away from a shelf and moves to a stack on the table, leaving a wake of distorted air.

There are tunnels in the south and east walls, and a suspension bridge in the northwest corner.

This library is a reading room for the Sharrans and a storehouse of their knowledge about magic. The devotees of Shar brought these books to the Black Rift to read the texts to Despayr, who was hungry to learn more about the goddess, the Weave, and the Shadow Weave. Esvele Graycastle provided the books' guardians: five flameskulls that rest upon the top of the bookshelves.



Illustration by Jim Paiveler

Despayr awaits intruders in this chamber of death

The flameskulls exist to guard the books in the library from non-Sharrans. If any PC isn't in the garb of a worshiper of Shar, or does not make a prayer to her before touching a book, the flameskulls will attack. If the PCs move through the room without molesting any of the books, the flameskulls simply sit and watch them pass, seeming to be magical lights for the room.

When not engaged in guarding the chamber, the flameskulls read the books, which is exactly what one was doing when the PCs looked into the room. It used *mage hand* to float the book to the table.

Bookshelves and Tables: When a PC touches one of the tables, she feels a chill wash over her. This chill passes as soon as the PC stops touching the table. The bookshelves and tables in this room bear an enchantment that makes them and any object on them immune to fire. Esvele knew the flameskulls wouldn't make very effective guardians if they destroyed their charges. Creatures touching the tables or bookshelves gain resistance to fire 5 and cannot be set aflame—a fact the PCs can use to their advantage if they figure out what's going on.

Books: The books on the shelves are mostly esoteric texts that theorize about the nature of magic, including the relationship between the Weave and the Shadow Weave. There's no one

text that provides a blueprint for the ritual under way in area R13, however.

Tactical Encounter: R12. Skull-Lit Library on page 142.

Treasure: The books, bookshelves, and tables are the treasure to be had here. Each thick tome in the library weighs about 3 pounds and is worth 10 gp on average. The library holds 1,874 books in all. If the PCs can somehow cart all the books back to the Material Plane, they'll have a king's ransom of scholarly works worth about 20,000 gp. The PCs would have to set up a bookshop to sell them all and get that sum, a task that would take a great deal of time. If they want to sell them all, they'll need to contact an interested and wealthy buyer. Lord Sarp Redbeard in Wheloon is just such a buyer, and he'll purchase them from the PCs for 5,500 gp and not a copper more. He's interested in the books to read up on the troubles that landed on his doorstep.

The five bookshelves are six feet tall and nearly 10 feet long. Each weighs nearly 350 pounds. If the PCs can get them off the Plane of Shadow, they're each theoretically worth 4,000 gp. Any wizard with a significant library would be interested in purchasing them for as much as 2,000 gp, but few others would find them interesting.

Each of the four tables weighs about 150 pounds. They have the same enchantment as the bookshelves, but it's not as easy to see their value. The PCs can sell a table for 1,000 gp to someone, but it will be difficult to sell more than one at a time or to find a buyer who thinks of them as anything more than a novelty.

Development: Extensive property damage might attract Despayr's attention, as described in encounter R14. Despayr's in the next room, so you might want to just wait for the PCs to reach R13 rather than sending the dragon out to fly over the rift.

R13. Ritual chamber

A black dragon with strange, glowing purple markings covering its scales crouches on a wide dais in the center of this room. Above it spins a black sphere that looks like frayed ebon cloth that's been crumpled into a ball. A shard of stone the size of your thumb hangs from a thin bronze chain about the dragon's neck.

Along the walls are cages, all of which hold wasted humanoids in ragged robes. The cages are so small and fit their bodies so closely that it seems they can do little more than twitch—which many of them are doing, as a glowing blue energy floats up from each of them like smoke toward the snarl of darkness above the dragon. The prisoners' eyes plead with you for release—but you're not sure whether they desire freedom or death.

This is the climactic encounter for the Black Rift, where the PCs have the chance to end the tearing of the Weave, free Despayr's captives, and defeat the dragon.

The PCs have reached the chamber where Despayr keeps his life's work—the ritual he was created at birth to be able to perform. Will he fight to the death, using every weapon in his employ? You bet.

Tactical Encounter: R13. Ritual Chamber on page 144.

Development: If Despayr has previously encountered the PCs as described in encounter R14 (page 146), then he has tuned the chamber to impede some of the PCs' most powerful magic.

As the battle rages on, the PCs might discover an unusual side effect of Despayr's ritual: Whenever a caged captive dies, everyone outside the cages (meaning Despayr and the PCs) heals 5 points of damage due to an influx of positive energy.

cormyr: tearing of the weave conclusion

With Despayr defeated and the unraveled Weave reverting to its normal state, the adventure is over—almost. The PCs and any surviving captives have a harrowing journey back across the Plane of Shadow to the Shadow Citadel and eventually to Wheloon—probably the jumping-off point for their next undertaking. You can make that journey as action-packed or as uneventful as you want.

Upon appearing in the Lost Refuge, the PCs discover the Sharptooth tribe in control of the ruin. They welcome the PCs,

and any folk they rescued, with cheers. The PCs can then experience the hospitality of a lizardfolk celebration: wreaths of swamp flowers, huge boars roasted over fires, and wild dances.

Back in Wheloon, Lord Redbeard and Constal Tholl go to greet the PCs as soon as they hear of their return. The PCs and the victims they rescued are brought to Lord Redbeard's manor, where all the clerics available in the city are brought to care for them. If Tunaster Dranik hired the PCs for this venture, he and several other clerics of Mystra are on hand to present the PCs with their reward money. After hearing of the PCs' exploits, Tunaster gives them a few additional rewards: a *wand of cure moderate wounds*, a *scroll of stoneskin*, and a +2 *dagger*. Tunaster also offers the services of his fellows to craft whatever items the PCs want (in exchange for money and items according to the normal rules).

Cormyr's War Wizards soon hear of these events, and they arrive in a week or so to deal with the broken Shadow Gate and the Dusk Lord's Passage. Cormyr makes an alliance with the Sharptooth tribe, and some trade begins between the lizardfolk and the people of Cormyr. Some of the mystery and danger is peeled away from the Vast Swamp, but most Cormyreans still won't go near the place. The PCs gain fame among the War Wizards and Mystra's clergy for guarding Cormyr and the Weave, which leads to them being recognized and well treated by members of these groups in the future.

If the PCs failed, and none arrive to pick up where they left off, things go poorly for Cormyr. Despayr's ritual eventually succeeds, and the whole of the Vast Swamp and up to 10 miles from it is blanketed in an area of dead magic. When this happens, Weave users across the world feel a deathly chill pass through them, and Mystra answers no prayers for a full day and night. What this means for Faerûn and the Weave is unclear, for Mystra is strangely silent about the matter. The Vast Swamp fills with shadar-kai and becomes a stronghold for Shar's faithful.

chapter 5 story awards

The PCs can earn extra experience for completing certain tasks in the adventure.

- For each shadow bellows the PCs destroyed, award the party 100 XP.
- If the PCs fooled any of the Black Rift guardians into thinking they were dominated, award the party 200 XP.
- If the PCs give magic items or other substantial help to the NPC prisoners of Shaalabhak to aid their flight from the Black Rift, award the party 500 XP.
- For each prisoner in the Ritual Chamber that the PCs brought back to the Material Plane, award the party 50 XP.

SWAMP CABIN

Encounter Level 7

setup

The encounter begins with the canoloths (C) hiding (Hide +5) on the pier and walkway outside the cabin. They're here as guards, so they're alertly scanning the nearby swamp (Listen +12, Spot +12). When the PCs come within visual range of the canoloths (likely within 60 feet, due to the Plane of Shadow), have them make Spot checks, and remember to include the distance penalty. If the PCs fail to see the canoloths, the fiends gain surprise when they can see the PCs well enough to attack (40 feet away).

If the PCs spot the canoloths before they attack, read:

An armored caninelike creature points its snout in your direction. It opens its mouth to reveal two sets of jaws framing a lolling, barbed tongue.

tactics

The canoloths can't see anything beyond 40 feet away. If possible, they lie in wait until the PCs get within 20 feet. Then each canoloth targets a different PC, trying to drag them into their open jaws. If the PCs spot them, then they jump into the water and rush toward the PCs. The water slows them down, but they're probably still faster than most PCs.

If a canoloth hits with its tongue attack, have the PC attempt the DC 17 Fortitude save to avoid paralysis. If the PC is paralyzed, the canoloth retracts its tongue, pulling the paralyzed PC into its square to make a bite attack. If the canoloth fails to paralyze the PC, it still pulls the PC into its square and bites, but this time it must succeed on a grapple check to deal bite damage.

Attracting Attention: If the PCs create bright lights that persist for more than 1 round, such as by setting the cabin afire, add 1 check mark to the boxes in encounter R14 (page 146). If the bridge collapses, add 3 check marks.

Once the combat is completed, refer back to page 114 to continue the adventure.

2 CANOLOTHS

CR 5

hp 51 each (6 HD); DR 5/good

NE Medium outsider (evil, extraplanar, yugoloth)

Init +4; Senses blind, blindsight 40 ft., Listen +12, Spot +12

Languages telepathy 100 ft., Abyssal, Draconic, Infernal

AC 18, touch 10, flat-footed 18

Immune poison, acid, gaze attacks, visual effects, sight-based illusions

Resist cold 10, fire 10, electricity 10; SR 18

Fort +9, Ref +5, Will +8

Speed 50 ft. (10 squares)

Melee tongue +11 (1d4+4 plus paralysis) and bite +8 (2d6+2)

Space 5 ft.; Reach 5 ft. (tongue up to 20 ft.)

Base Atk +6; Grp +10

Atk Options improved grab

Abilities Str 19, Dex 10, Con 19, Int 5, Wis 17, Cha 12

Feats Improved Initiative, Multiattack, Track, Weapon

Focus (tongue)

Skills Hide +5, Intimidate +10, Jump +21, Listen +12, Move Silently +4, Spot +12

Hook Growls when pulling in victims

Paralysis (Ex) (on successful tongue attack, Fort DC 17 negates, lasts 1d6+2 minutes)

Improved Grab (Ex) To use this ability, a canoloth must hit with its tongue attack. It can pull a grabbed opponent of Medium or smaller size into its mouth in the same round and make a bite attack. A canoloth can establish a hold with a successful grapple check even if the opponent isn't paralyzed (see above).

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Window: The glass in the window is hardness 1 and 1 hp. Anyone crashing through the window (voluntarily or otherwise) takes 1d4 points of damage from the broken glass.

Paralysis: Paralyzed creatures can't move or take any actions except for purely mental ones. They have effective Strength and Dexterity scores of 0. Creatures attacking a paralyzed foe gain a +4 bonus on the attack roll, in addition to benefiting from the lower AC of the paralysis victim. Paralyzed creatures are also helpless and vulnerable to coup de grace attacks (PH 153).

Bogs: Bogs, both shallow and deep, surround the cabin.

Shallow Bog: It costs 2 squares of movement to move into a shallow bog square, and the DC of Tumble checks in such squares increases by 2. Shallow bog squares are roughly 1 foot deep.

Deep Bog: It costs Medium or larger creatures 4 squares of movement to move into a deep bog square, or characters can swim if they want. Small or smaller creatures must swim to move through a square containing a deep bog. Move Silently checks take a -2 penalty in water. Creatures without a swim speed or *freedom of movement* cannot use the Tumble skill in a deep bog. Deep bog squares are roughly 4 feet deep.

Swimming: Creatures must succeed on DC 10 Swim checks to move one-quarter their speed. A failure by 5 or more results in a creature going underwater and needing to hold its breath.

Holding Your Breath: A creature can hold its breath for a number of rounds equal to twice its Constitution score, but only if taking move actions or free actions. A creature holding its breath that takes a standard action has the number of rounds that its breath can be held reduced by 1. After that, the creature must make a successful DC 10 Constitution check; each round, the DC of this check increases by 1. A failed Constitution check causes a creature to fall unconscious. In the following round, the creature is reduced to -1 hit points. In the round after that, the creature dies.

Combat In Water: Creatures without a swim speed or *freedom of movement* that fail a swim check are considered off balance; they lose their Dexterity bonus to AC and foes gain a +2 bonus to hit them.

A creature wholly covered by water has total cover from attacks on land. A creature standing in water at least half its height in depth has cover (+4 to AC, +2 on Reflex saves) from attack on land, and it can crouch as a move action to gain improved cover

(+8 to AC, +4 on Reflex saves). Creatures swimming in the water but breaking the surface have improved cover against attacks from on land (+8 to AC, +4 on Reflex saves). Ranged attacks take a -2 penalty for each 5 feet of water they pass through. Slashing and bludgeoning melee attacks take a -2 penalty underwater. The surface of the water stops line of effect for fire spells, and Spellcasters in the water must succeed on a Spellcraft check (DC 20 + spell level) or the spell fails and is wasted.

Waterfalls: Water pours over the edge of the cliff here, falling 140 feet to the canyon floor below. Creatures that fall off the edge take 10d6 points of damage plus 2d3 points of nonlethal damage.

Water flow near the cliff is a slow trickle over the edge rather than a roaring torrent. Creatures standing near the cliff can feel the tug of the flow of water, but the pull is slow. Unsecured floating objects or creatures (such as an unconscious PC) within 15 feet of the waterfall float toward the edge at a speed of 5 feet every other round. Note that large and heavy creatures or objects might not float in the shallow water of the bogs.

Suspension Bridge: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 10d6 points of damage plus 2d3 points of nonlethal damage if they're above the water and 15d6 points of damage if they aren't.

This 150-foot-long wooden bridge leads to area R2. If the PCs are on the bridge, then they can see faint lights at the other end (the *continual flame* posts in area R2).

Small Wooden Crates: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a crate with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on a crate gains a +1 bonus on melee attacks against opponents on the ground. A crate provides cover.



NORTH TOWER

Encounter Level 8

setup

This encounter begins when the PCs enter the tower. It's possible that the PCs will use stealth to sneak past the blood golem (B), or they might bypass the tower interior. That's fine; just move on to the next encounter and remember that the blood golem is silently waiting in that tower.

The skeletons come into play only if the PCs go through the double doors on the south wall of the tower and descend the staircase to the plateau on which the tower rests. For further details, see Features of the Area.

When the PCs peer into the tower interior, read:

A mechanical construct with flails for arms stands on the chamber floor below you down the stairs. Etchings of a skull in a sunburst decorate its form, partially obscured by fresh and dried blood that seems to drip from the seams in its steel body.

Between you and the construct are two narrow, steep stairways leading down from the doorway where you are. There are two other open doorways: one in the west wall and one in the south wall. You can glimpse suspension bridges beyond them. There's also a set of closed double doors in the south wall.

tactics

The blood golem is unintelligent, so it simply attacks the nearest PC (pick one randomly if several are equally close). It's tall enough to reach the squares at the top of the interior stairs. It uses its whirlwind of death ability whenever it is adjacent to three or more PCs.

The blood golem can repair itself by using the human blood stored within itself. It starts doing so when it falls below 100 hit points, using one unit every round.

The golem will chase fleeing PCs anywhere on the plateau, but it won't venture out onto the bridges. It fights until destroyed.

If the skeletons attack, they do so without tactics. They simply attack the nearest unengaged foe until the foe falls and stops moving.

Attracting Attention: If a bridge collapses, turn to encounter R14 and add 3 check marks, then return here. Otherwise, what happens in this encounter is unlikely to draw Despayr's attention.

Once the combat is completed, refer back to page 114 to continue the adventure.

BLOOD GOLEM

CR 8

hp 130 (10 HD); blood reservoir (10 units; each restores 5 hp as a free action); DR 10/magic

LE Large construct

Init -1; Senses Listen +0, Spot +0

Languages doesn't speak

AC 26, touch 8, flat-footed 26

Immune all spells, spell-like abilities, and supernatural abilities, except for ones described in Weaknesses below; critical hits, ability damage, energy drain, death from massive damage, mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects

Fort +3 (auto succeed unless effect works on objects), **Ref** +2, **Will** +3

Weaknesses *gentle repose* (slows for 3 rounds, no save), *horrid wilting* (half or one-quarter damage, depending on save), *rusting grasp* (reduces AC by 9, eliminates blood reservoir healing, and changes melee attack to 2 slams at +12 for 1d8+6 damage)

Speed 20 ft. (4 squares; can't run)

Melee 2 heavy flails +13 each (1d10+6)

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

Base Atk +7; **Grp** +17

Special Actions whirlwind of death (attack all adjacent foes at +13; take only single attack or move action next round)

Abilities Str 22, Dex 8, Con —, Int —, Wis 10, Cha 1

Hook Ominous whirring and grinding sounds.

4 WOLF SKELETONS

CR 1

hp 13 each (2 HD); DR 5/bludgeoning

NE Medium undead

Init +7; Senses darkvision 60 ft.; Listen +0, Spot +0

AC 15, touch 13, flat-footed 12

Immune paralysis, sleep, mind-affecting, poison, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion

Fort +0 (auto succeed unless effect works on objects), **Ref** +3, **Will** +3

Speed 50 ft. (10 squares)

Melee bite +2 (1d6+1)

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

Base Atk +1; **Grp** +2

Abilities Str 13, Dex 17, Con —, Int —, Wis 10, Cha 1

CHIMERA SKELETON

CR 4

hp 58 (9 HD); DR 5/bludgeoning
NE Large undead
Init +6; Senses darkvision 60 ft.; Listen +0, Spot +0
AC 13, touch 11, flat-footed 11
Immune paralysis, sleep, mind-affecting, poison, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion
Fort +3 (auto succeed unless effect works on objects), Ref +5, Will +6

Speed 30 ft. (6 squares)
Melee bite +7 (2d6+4) and
bite +7 (1d8+4) and
gore +7 (1d8+4) and
2 claws each +2 (1d6+2)

Space 10 ft.; Reach 5 ft.
Base Atk +4; Grp +12

Abilities Str 19, Dex 15, Con —, Int —, Wis 10, Cha 1

ETTIN SKELETON

CR 5

hp 65 (11 HD); DR 5/bludgeoning
NE Large undead
Init +4; Senses darkvision 60 ft.; Listen +0, Spot +0
AC 11, touch 9, flat-footed 11
Immune paralysis, sleep, mind-affecting, poison, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion
Fort +3 (auto succeed unless effect works on objects), Ref +3, Will +7

Speed 40 ft. (8 squares)
Melee 2 claws each +10 (1d6+6)
Space 10 ft.; Reach 10 ft.
Base Atk +5; Grp +15

Abilities Str 23, Dex 10, Con —, Int —, Wis 10, Cha 1

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Steep Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square. Characters who fail tumble and must end their movement 1d2×5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5.

Suspension Bridges: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 10d6 points of damage plus 2d3 points of nonlethal damage if they're above the water and 15d6 points of damage if they aren't. If they're within 50 feet of the north spire, they instead fall onto the plateau, taking 2d6 points of damage.

These bridges lead to area R3 (200 feet to the southwest, sloping downward) and area R5 (250 feet to the southeast).

Bone Field: The surface at the bottom of the staircase, including the areas to the south and east of the tower, is littered with heaps of skulls and bones that constitute heavy debris, making it difficult to move about outside the tower. If the PCs investigate the bone field outside the tower or the combat moves out into the bone field, have some skeletons (not depicted on the map) rise up and attack them (see statistics

blocks at left). The skeleton statistics blocks presented in this encounter equate to an EL 7 encounter on their own. With the blood golem, they make an EL 9 encounter. If the PCs are having a hard time with the blood golem, consider not having the skeletons rise from the bones and attack unless the PCs revisit this area.

If this combat occurs, play it out on an open grid of sufficient size to contain all the characters and the skeletons. Every square in this combat arena is treated as heavy debris.

Heavy Debris: It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a -5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.



NORTH BARRACKS

Encounter Level 8

setup

This encounter begins when the PCs reach a point on the bridge (or, more rarely, the southern staircase) where they can see into the room. The dark disciples (D) and dark priestess (P) in this room are on guard duty. They make no effort to hide, but at least two of the three guards are watching the doorways (Spot +1) at all times. They attack as soon as it's clear that the PCs are intruders.

When the PCs move close enough to the doorway so they can see inside, read:

Three gray-skinned humanoids in full plate stand guard here, swords at the ready. A steep staircase leads to an upper platform. In the northernmost corner are foot-tall mushrooms with eerie-looking human faces on their caps. You hear a gentle whooshing sound every second or so coming from something atop the platform.

Tactics

The dark disciples are eager to fight and thus prove their worth to Despayr (and, by extension, Shar). They use Spring Attack as often as possible, especially against unarmed PCs (who might be wizards) and clerics bearing the symbol of any deity other than Shar.

Don't forget to have each dark disciple select a Dodge target each round. Between the dark creature template (+10 feet to movement) and the Mobility and Spring Attack feats, the disciples have a lot more maneuverability in battle than the PCs are expecting from enemies in heavy armor. The dark disciples gain little from standing in once place, and can frustrate the PCs if they're always on the move.

If a dark disciple falls below 10 hit points, then the disciple will move to a nonthreatened square and drink a potion, then attempt a fighting withdrawal to the walkway leading to area R2. They won't attempt a retreat to R4 because they know the gorgon would kill them.

The dark priestess is determined not to allow the intruders to progress any farther into the rift, and she uses *darkbolts* from her *staff of the shadow war*, spreading the rays out to daze as many PCs as possible. If she is engaged in melee, she attempts spontaneous *inflict* spells, resorting to her longsword only when her 2nd-level spells are gone.

3 DARK DISCIPLES

CR 4

hp 34 each (4 HD)

Male and female dark human fighter 4
NE Medium humanoid

Init +5

Senses darkvision 60 ft., superior low-light vision;
Listen +1, Spot +1

Languages Chondathan, Common

AC 22, touch 11, flat-footed 21; Dodge

Resist cold 10

Fort +6, **Ref** +2, **Will** +2

Speed 30 ft. (6 squares, can't run)

Melee mwk longsword +9 (1d8+5/19–20)

Ranged heavy crossbow +5 (1d10/19–20)

Base Atk +4; **Grp** +7

Atk Options Spring Attack

Combat Gear *potion of cure moderate wounds*

Abilities Str 16, Dex 13, Con 14, Int 8, Wis 12, Cha 10

SQ hide in plain sight

Feats Dodge, Improved Initiative, Mobility, Spring Attack,
Weapon Focus (longsword), Weapon Specialization
(longsword)

Skills Climb +5, Hide +2, Intimidate +7, Move Silently +0

Possessions combat gear plus +1 *full plate*, heavy steel
shield, masterwork longsword, heavy crossbow with 10
bolts

Superior Low-Light Vision (Ex) Can see four times as far as
a human in shadowy illumination.

Hide in Plain Sight (Su) Can use the Hide skill while being
observed and while lacking cover or concealment,
except in natural daylight, the area of a *daylight* spell, or
similar magical light.

Hook "Mistress of Night, watch over us!"

Attracting Attention: Several events in this room can draw the attention of Despayr, the master of the Black Rift. If a bridge collapses, turn to encounter R14 and add 3 check marks, then return here. If the PCs destroy the shadow bellows, turn to encounter R14 and add 4 check marks, then return here. If one or more dark disciples successfully escape from the melee with the PCs, turn to encounter R14 and add 5 check marks, then return here.

Once the combat is completed, refer back to page 115 to continue the adventure.

DARK PRIESTESS

CR 4

hp 25 (4 HD)

Female dark human cleric 4

NE Medium humanoid

Init +1

Senses darkvision 60 ft. if *armor of darkness* active; Listen +3, Spot +3

Languages Chondathan, Common

AC 17, touch 11, flat-footed 16 (AC 22 with *armor of darkness* active)

Resist cold 10

Fort +5, **Ref** +2, **Will** +7 (+2 against holy, good, or light spells from *armor of darkness*)

Speed 30 ft. (6 squares)

Melee mwk longsword +6 (1d8+2/19–20) or

Melee spontaneous *inflict moderate wounds* +5 touch (2d8+4, Will DC 15 half) or

Melee spontaneous *inflict light wounds* +5 touch (1d8+4, Will DC 14 half)

Ranged 4 darkbolts (from staff) +4 ranged touch (2d8 plus dazed 1 round; Will DC 17 negates daze)

Base Atk +3; **Grp** +5

Combat Gear *staff of the shadow war*—3 charges; either *armor of darkness* (FRCS 67) or *darkbolt* (FRCS 68)

Cleric Spells Prepared (CL 4th):

2nd—*cure moderate wounds*, *detect thoughts*^D (DC 15), *hold person* (2) (DC 15)

1st—*cure light wounds*, *doom* (2) (CL 5th, DC 14), *divine favor* (CL 3rd), *obscuring mist*^D

0—*cure minor wounds*, *detect magic* (3), *resistance*
D: Domain spell. Domains: Darkness, Knowledge

Abilities Str 14, Dex 13, Con 12, Int 8, Wis 16, Cha 10

SQ hide in plain sight

Feats Combat Casting, Martial Weapon Proficiency (longsword), Shadow Weave

Skills Concentration +8 (+12 casting defensively), Hide +6, Move Silently +4, Spellcraft +6

Possessions combat gear plus +1 *breastplate*, masterwork longsword

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Hook “For the dark glory of Shar!”

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Mushrooms: The morphic qualities of the Black Rift express themselves in strange ways. Mushrooms in the northern part of the room have realistic humanoid faces—some male, some female—on their caps. The faces twitch or blink occasionally, but otherwise stare at the ceiling.

Each mushroom provides a day’s nutrition. The mushrooms are bland fare, but they’re filling.

The mushrooms are considered heavy debris. It costs 2 squares of movement to enter a square containing heavy debris. Heavy debris adds 5 to the DC of Balance and Tumble checks, and it imposes a –5 penalty on Move Silently checks. Running or charging through heavy debris is impossible.

Steep Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square. Characters who fail stumble and must end their movement 1d2×5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5.

South Staircase: This walkway hugs the cliff face for about 250 feet, descending through flights of stairs at irregular intervals, until it reaches the canyon floor near area R4.

Shadow Bellows: 10 feet wide; AC 3; hardness 5; hp 50; break DC 25; strong conjuration; CL 16th.

If the bellows takes more than 25 points of damage, it sends out a blast wave of energy, dealing 10d6 points of damage in a 20-foot radius (Reflex DC 15 half).

This circular, accordion-style bellows moves up and down of its own volition. A creation of Despayr, the bellows is extracting the essence of the Plane of Shadow and magically transporting it to the ritual chamber in area R13.

Suspension Bridge: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. If this happens, anyone on it falls to the canyon floor. Creatures that fall off the bridge near area R3 take 3d6 points of damage plus 2d3 points of nonlethal damage if they’re above the water, and 8d6 points of damage if they aren’t.

This 200-foot-long bridge leads to area R2.



GORGON'S LAIR

Encounter Level 8

setup

This encounter begins when the PCs perceive the gorgon (G), or when it perceives them. The gorgon squats patiently in the darkness, observing the cave entrance (Listen +9, Spot +8). The bottom of the stairs to the north is 60 feet away, giving the gorgon a –6 penalty on Listen checks to hear the PCs coming down the stairs.

When the PCs can see inside the cave, read:

Near the door a humanoid shape looms motionless in the shadows. It's a lifelike statue of a human warrior much like those you've fought elsewhere in the Black Rift.

Suddenly two eyes blink to life within the cave, and you can dimly see an oversized metallic bull clamber to its feet with a snort.

GORGON

CR 8

hp 85 (8 HD)

N Large magical beast

Init +4; **Senses** darkvision 60 ft., low-light vision, scent; Listen +9, Spot +8

AC 20, touch 9, flat-footed 20

Fort +11, **Ref** +6, **Will** +5

Speed 30 ft. (6 squares)

Melee gore +12 (1d8+7)

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

Base Atk +8; **Grp** +17

Special Actions breath weapon, trample

Abilities Str 21, Dex 10, Con 21, Int 2, Wis 12, Cha 9

Feats Alertness, Improved Initiative, Iron Will

Skills Listen +9, Spot +8

Hook [Snorting sounds, pawing of hoof into cave floor]

Breath Weapon (Su) 60 ft. cone, once every 1d4 rounds, damage turn to stone, Fort DC 19 negates

Trample (Ex) To make a trample attack, move the gorgon on top of the PCs. Each PC underneath the gorgon has a choice:

- Make an attack of opportunity against the gorgon at –4. Then the gorgon deals 1d8+7 points of damage.
- Make a Reflex save against the trample (DC 19). PCs take 1d8+7 points of damage, or half that if they make the saving throw.

The gorgon can keep moving after the trample, up to twice its speed. Unlike with a charge, it need not move in a straight line.

Tactics

The gorgon uses both its special attacks liberally. If possible, it tramples the PCs in the first round, then wheels around in the second round and uses its breath weapon on as many PCs as possible. It then makes gore attacks until its breath weapon recharges.

Attracting Attention: If a bridge collapses, turn to encounter R14 and add 3 check marks, then return here. If the PCs damage the elevator, turn to encounter R14 and add 2 check marks; If Tyrra escapes to warn Despayr, add 4 check marks.

Once the combat is completed, refer back to page 116 to continue the adventure.

TYRRA

CR 4

hp 34 (4 HD)

Female dark Chondathan human fighter 4

NE Medium humanoid

Init +5; **Senses** darkvision 60 ft., superior low-light vision; Listen +1, Spot +1

Languages Chondathan, Common

AC 22, touch 11, flat-footed 21; **Dodge**

Resist cold 10

Fort +6, **Ref** +2, **Will** +2

Speed 30 ft. (6 squares, can't run)

Melee mwk longsword +9 (1d8+5/19–20)

Ranged heavy crossbow +5 (1d10/19–20)

Base Atk +4; **Grp** +7

Atk Options Spring Attack

Combat Gear *potion of bull's strength*

Abilities Str 16, Dex 13, Con 14, Int 8, Wis 12, Cha 10

SQ hide in plain sight

Feats Dodge, Improved Initiative, Mobility, Spring Attack, Weapon Focus (longsword), Weapon Specialization (longsword)

Skills Climb +5, Hide +2, Intimidate +7, Move Silently +0

Possessions combat gear plus +1 *full plate*, heavy steel shield, masterwork longsword, heavy crossbow with 9 bolts

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Superior Low-Light Vision (Ex) Can see four times as far as a human in shadowy illumination.

Hook "Mistress of Night, watch over us!"

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Stalactite: 1 ft. thick; AC 5; hardness 8; hp 180; break DC 30; Climb DC 25.

A stalactite can provide cover to a flying creature. It can be broken from the ceiling with a Strength check that meets or exceeds its break DC, dealing 1d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A broken stalactite fills the squares it falls in with heavy debris.

Elevator: AC 2; hardness 5; hp 60; break DC 27; strong transmutation; CL 16th.

The hit points and break DC shown are for a 5-foot section. The elevator rises or falls 30 feet per round at initiative count 0. It pauses for a full round at the top and bottom of its path.

Steep Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square. Characters who fail stumble and must end their movement 1d2x5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5.

Staircases: One wooden walkway hugs the cliff face for about 250 feet, ascending until it reaches the shelf-fungus chamber described in area R3. A second walkway ascends 250 feet to area R7.

Suspension Bridge: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 10d6 points of damage plus 2d3 points of nonlethal damage if they're above the water and 15d6 points of damage if they aren't.

This 200-foot-long bridge leads to area R5. If the PCs are on the bridge, then they can see faint lights at the other end (the *continual flame* posts in area R5).

Saddles: The two saddles here are ordinary horse saddles with extra-long girth straps. Malkarion (in area R5) uses them in his ongoing effort to train this gorgon to be his war steed.

One is an exotic riding saddle (30 gp), and the other is an exotic military saddle (60 gp).

Statue: AC 3; hardness 8; hp 180; break DC 35; Climb DC 15.

A statue provides cover; it can be pushed over with a Strength check that meets or exceeds its break DC, dealing 10d6 points of damage to creatures in the squares that it falls in (Reflex

DC 15 half). A pushed-over statue fills the squares it falls in with heavy debris.

This statue is the petrified remains of one of the dark disciples, a human female named Tyrra. If freed from her stony state, Tyrra is grateful to the PCs—but recognizes them as enemies. If the PCs offer to spare her, she cooperates with the PCs completely, warning them about other inhabitants in the Black Rift (particularly Shaalabhak in encounter R10—but not the flaming skulls in encounter R12, since she's never been to the library). However, Tyrra is merely waiting for her chance—at her earliest opportunity, she attempts to bull rush a PC off a bridge or otherwise delay the PCs, or use her hide in plain sight ability to flee and warn Despayr. If it appears the PCs are going to leave her behind, she attacks them and fights to the death.



MALKARION'S DEMESNE

Encounter Level 9

setup

The encounter begins when the PCs approach this tower, probably on one of the suspension bridges. The bridges from R6 and R4 terminate at the second floor of the tower, where there's only a narrow walkway visible to the PCs, so they won't see much until they reach the doorway. Characters coming along the bridge from R2 enter this area on the lower level, where Malkarion is present.

Malkarion (M) is kneeling in silent prayer to Shar in the center of the room when the PCs arrive. He's not particularly perceptive (Listen +0, Spot +0), but even a stealthy party might attract his attention if any PCs step out onto the walkway in the room. It's quite creaky, imposing a -10 penalty on Move Silently checks.

Malkarion immediately attacks anyone who isn't obviously a dark disciple or dark priestess. And he knows all of them personally, so he'll be hard to fool (he gains a +2 bonus on Spot checks to penetrate any such disguises).

When the PCs reach a doorway to the tower, read:

A man in shiny black plate kneels on the center of the floor inside this tower, a bastard sword in his hand. Someone clearly lives in the tower—there's a bed, desk, wall mirror, and chest near the walls.

A narrow walkway connects doorways on the west and south walls, with stairs at both ends leading down into the living quarters.

Beyond the tower walls is a field of black tentacles, writhing and intertwining like a nest of serpents.

Tactics

Malkarion wades into battle immediately, making smite attacks against PCs that look like they might be affiliated with good deities. Against enemies not in heavy armor, Malkarion makes 4-point Power Attacks (-4 attack, +4 damage) until he misses twice in a row; then he shifts to normal attacks. If Malkarion can't reach the PCs in the first round, he uses his Quick Draw feat and throws poison daggers at the nearest PC.

MALKARION THE BLACKGUARD

CR 9

hp 72 (9 HD)

Male dark Damaran human ex-paladin 7/blackguard 2
NE Medium humanoid

Init +1; Senses Listen +0, Spot +0

Languages Abyssal, Common, Damarran

AC 23, touch 11, flat-footed 22

Resist cold 10

Fort +12, Ref +5, Will +4

Speed 30 ft. (6 squares; can't run)

Melee +1 *bastard sword* +14/+9 (1d10+5/19-20)

Ranged mwk dagger +11 (1d4+4 plus poison)

Base Atk +9; Grp +13

Atk Options Power Attack, poison (Fort DC 17, 1 Str drain/
2d6 Str damage)

Special Actions smite good (+2 attack, +2 damage)

Abilities Str 18, Dex 12, Con 14, Int 12, Wis 10, Cha 14

SQ *detect good*, hide in plain sight

Feats Cleave, Exotic Weapon Proficiency (*bastard sword*),
Improved Sunder, Power Attack, Quick Draw

Skills Handle Animal +12, Hide +0, Intimidate +8,
Knowledge (religion) +11, Ride +11

Possessions +1 *full plate*, +1 *heavy steel shield*, +1 *bastard sword*, 3 masterwork daggers poisoned with shadow essence, *gauntlets of ogre power*, two keys (one for the north door and one for the chest)

Hook "I'll make you beg for the sweet release of death."

If Malkarion is reduced to 15 hit points or fewer, he flees anywhere he can—preferably southeast toward area R6.

Attracting Attention: Several events in this room have implications for Despayr's hunt for intruders. If a bridge collapses, turn to encounter R14 and add 3 check marks, then return here. If a PC uses the magic mirror to scry on Despayr, add 5 check marks; if Malkarion escapes, turn to encounter R14 and add 5 check marks. If the PCs incapacitate or slay Malkarion, add 2 check marks.

Once the combat is completed, refer back to page 116 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Suspension Bridges: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 10d6 points of damage plus 2d3 points of nonlethal damage if they're above the water and 15d6 points of damage if they aren't. Those who fall off near Malkarion's tower take only 2d6 points of damage, but they're immediately attacked by the *Evard's black tentacles*.

The 200-foot-long western bridge leads to area R4, and the 100-foot-long southern bridge leads to area R6. The northern bridge, which ascends from the ground floor until it is out of reach of the tentacles, leads to area R2, 200 feet away. If the PCs are on a bridge, then they can see faint lights at the other end, but it's too far away, especially on the Plane of Shadow, to make out any detail until the PCs are closer.

Steep Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square. Characters who fail stumble and must end their movement 1d2x5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5.

Tentacle Field: The morphic nature of the Black Rift has created a massive field of *Evard's black tentacles*. They surround (but do not touch) this tower and the pit in area R6.

The tentacles grapple (at +15) anyone who steps into a square they occupy. They are immune to damage. Every round at initiative count 0, they make a grapple check and deal 1d6+4 points of damage if they win.

Even for creatures, not grappling with the tentacles, it costs 2 squares of movement to move into a square containing in the tentacle field.

Desk: 1/2 in. thick; AC 3; hardness 5; hp 5; break DC 18.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of the desk with a successful DC 10 Jump check that costs 2 squares of movement (no running start required). A Small character can jump up with a successful DC 12 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on the desk gains a +1 bonus on melee attacks against opponents on the ground.

A desk can be tipped over as a move action with a successful DC 8 Strength check. It can then provide cover.

Atop the desk lies a scroll tube with a note attached to it. It says, "If I don't return from gorgon training, have Despayr get my body back. Then use one of these to revive me." Inside the scroll tube are three scrolls of *break enchantment*.

Chair: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17.

A creature standing in the same square as a chair gains a +2 AC bonus and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a chair doesn't otherwise affect a creature's space, because it's assumed that the creature is using the chair to its advantage when it can.

Medium Wooden Chest: 1 in. thick; AC 3; hardness 5; hp 10; break DC 17 (unlocked).

This chest contains several sets of fine clothing. It is unlocked.

Magic Wall Mirror: 1/2 in. thick; AC 4; hardness 0; hp 2; break DC 10.

This dark mirror reflects the room normally until an individual stands before the mirror. When only one person is reflected in its surface, the mirror can reveal any location in the Black Rift like a scrying mirror. However, any servant of Shar who is seen at the location instantly realizes that the mirror is scrying them, and if the mirror user is not a worshiper of Shar, the scried-upon creature can cause the mirror to shatter outward, dealing 4d6 points of damage to the scrier (Reflex DC 20 half). This destroys the mirror. Also, the mirror shatters if it is removed from

Malkarion's tower.

The mirror has a caster level of 20th and an overwhelming aura of divination.

Bed: A bed is about 1-1/2 feet tall, so a Small character can hop up on top of it with a successful DC 10 Jump check that costs 2 squares of movement (no running start required). A Medium character can simply step up on it, a move that costs 2 squares of movement. A character perched atop a bed gains a +1 bonus on melee attacks against opponents on the ground.

A bed can be tipped up as a move action with a successful DC 12 Strength check; it then provides cover.

Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked). Malkarion has the key.



SPIRAL PIT

Encounter Level 7 or 9

setup

This encounter begins when the PCs can see down into the pit where the dark priestesses are. The priestesses (P) are distracted by their ritual (–5 to Spot and Listen for being distracted and an additional –1 for every 10 feet from the PCs to the priestesses), so it's likely the PCs can sneak up on them.

3 DARK PRIESTESSES

CR 4

hp 25 each (4 HD)

Female dark human cleric 4

NE Medium humanoid

Init +1

Senses darkvision 60 ft. if *armor of darkness* active; Listen +3, Spot +3

Languages Chondathan, Common

AC 17, touch 11, flat-footed 16 (AC 22 with *armor of darkness* active)

Resist cold 10

Fort +5, **Ref** +2, **Will** +7 (+2 against holy, good, or light spells from *armor of darkness*)

Speed 30 ft. (6 squares)

Melee mwk longsword +6 (1d8+2/19–20) or

Melee spontaneous *inflict moderate wounds* +5 touch (2d8+4, Will DC 15 half) or

Melee spontaneous *inflict light wounds* +5 touch (1d8+4, Will DC 14 half)

Ranged 4 darkbolts (from staff) +4 ranged touch (2d8 plus dazed 1 round; Will DC 17 negates daze)

Base Atk +3; **Grp** +5

Combat Gear *staff of the shadow war*—3 charges; either *armor of darkness* (FRCS 67) or *darkbolt* (FRCS 68)

Cleric Spells Prepared (CL 4th):

2nd—*cure moderate wounds*, *detect thoughts*^D (DC 15), *hold person* (2) (DC 15)

1st—*cure light wounds*, *doom* (2) (CL 5th, DC 14), *divine favor* (CL 3rd), *obscuring mist*^D

0—*cure minor wounds*, *detect magic* (3), *resistance*

D: Domain spell. Domains: Darkness, Knowledge

Abilities Str 14, Dex 13, Con 12, Int 8, Wis 16, Cha 10

SQ hide in plain sight

Feats Combat Casting, Martial Weapon Proficiency (longsword), Shadow Weave

Skills Concentration +8 (+12 casting defensively), Hide +6, Move Silently +4, Spellcraft +6

Possessions combat gear plus +1 *breastplate*, masterwork longsword

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Hook “For the dark glory of Shar!”

If the fight goes against the priestesses, Shar comes to their aid by sending an ephemeral hangman to the scene (see Tactics section).

EPHEMERAL HANGMAN

CR 7

hp 104 (11 HD); regeneration 5

CE Large aberration

Init +7; **Senses** blindsight 60 ft., darkvision 60 ft.; Listen +9, Spot +9

Languages Undercommon

AC 20, touch 12, flat-footed 17

Fort +8, **Ref** +6, **Will** +9

Weaknesses bright light, searing light

Speed 30 ft. (6 squares)

Melee tendril +14 (1d8+6 plus slow) and bite +12 (2d6+3 plus slow)

Space 10 ft.; **Reach** 20 ft. (10 ft. in bright light)

Base Atk +8; **Grp** +18

Atk Options constrict 1d8+6, improved grab

Special Actions shadow pocket, step into shadow

Abilities Str 22, Dex 16, Con 20, Int 8, Wis 14, Cha 16

Feats Alertness, Improved Initiative, Multiattack, Weapon Focus (tendrill)

Skills Hide +9 (+13 when using shadow pocket), Listen +9, Move Silently +13, Spot +9

Regeneration (Ex) Spells that have the light descriptor deal normal damage, as does any attack while an ephemeral hangman is in bright light.

Constrict (Ex) An ephemeral hangman deals 1d8+6 points of damage with a successful grapple check.

Improved Grab (Ex) To use this ability, an ephemeral hangman must hit with a tendrill attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Shadow Pocket (Su) In areas of darkness or shadowy illumination, an ephemeral hangman can fit into a single 5-foot square without penalties for squeezing. It can squeeze into an even smaller space, down to a 2-1/2-foot square, but doing this imposes the standard penalties for squeezing through a space (DMG 29). When using its shadow pocket ability, an ephemeral hangman gains a +4 circumstance bonus on Hide checks.

Step into Shadow (Su) In areas of darkness or shadowy illumination, three times per day an ephemeral hangman can use *dimension door* as an 11th-level caster.

Slow (Su) Anyone struck or grappled by an ephemeral hangman must make a successful DC 18 Will or be *slowed* for 2d6 rounds.

Weaknesses (Ex) If an ephemeral hangman is exposed to bright light or a spell with the light descriptor while using its shadow pocket ability, it is immediately shunted to the nearest open space large enough to hold it, taking 1d6 points of damage for every 5 feet so moved. In bright light, it also loses 10 feet of reach.

When the PCs see the ephemeral hangman, read:

The priestess's torso cracks open, and black tentacles explode from it in a shower of gore. The black tentacles rise, large and treelike, until a creature of pure shadow stands on the altar, gnashing a toothy maw in a nest of writhing limbs.

Tactics

If the dark priestesses get warning that the PCs are approaching, then they first cast *armor of darkness* (from their staves), following with *divine favor*.

Once battle begins, the dark priestesses use *darkbolts* from their *staves of the shadow war*, spreading the rays out to daze as many PCs as possible. If they're engaged in melee, then they attempt spontaneous *inflict* spells, resorting to their longswords only when their 2nd-level spells are gone.

If two dark priestesses are wounded, then the third priestess casts *sanctuary* as soon as possible, then starts casting *cure* spells on the wounded priestesses.

The dark priestesses try to flee up the ramp and toward area R5 if they fall to 5 hit points or fewer. If only one dark priestess remains, she attempts to reach the bloody altar and die upon it, leaping from the ramp to her death if necessary. Shar rewards this devotion by having an avenging ephemeral hangman appear.

Attracting Attention: If a bridge collapses, turn to encounter R14 and add 3 check marks. If the PCs destroy the shadow bellows, turn to encounter R14 and add 4 check marks. If one or more dark priestesses successfully escape the PCs, turn to encounter R14 and add 5 check marks.

Once the combat is completed, refer back to page 116 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Bloody Altar: 3 feet thick; hardness 8; hp 540; break DC 40.

An altar provides cover. If an altar is broken, the squares it occupies become heavy debris. It costs 1 extra square of movement to cross an altar. A creature that makes a successful DC 10 Jump check can cross an altar without impeding movement, and a mounted character must succeed on a DC 5 Ride check to keep from being thrown during the jump.

Ramp: This gradual slope poses no impediments to movement, but there's no rail preventing a fall into the pit. The elevations are marked on the map; use whatever elevation is closest to the character's current position.

Creatures fighting creatures lower than themselves on the ramp gain a +1 bonus on melee attacks due to higher ground.

Suspension Bridge: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 10d6 points of damage plus 2d3 points of nonlethal damage if they're above the water and 15d6 points of damage if they aren't. If the PCs fall off the bridge before it's out over the canyon, then they take 2d6 points of falling damage and must contend with the *Evard's black tentacles*.

One 100-foot-long bridge leads northwest to area R5. Another leads 300 feet southwest toward area R7. If the PCs are on the bridge to R5, then they can see faint lights at the other end (the continual flame posts in encounters R5).

Tentacle Field: The morphic nature of the Black Rift has created a massive field of *Evard's black tentacles*. They surround (but do not touch) this pit and the tower in area R5.

The tentacles grapple (at +15) anyone who steps into a square they occupy. They are immune to damage. Every round at initiative count 0, they make a grapple check and deal 1d6+4 points of damage if they win.

Even for creatures not grappling with the tentacles, it costs 2 squares of movement to move into a square within the tentacle field.

Shadow Bellows: 10 foot-wide; AC 3; hardness 5; hp 50; break DC 25; strong conjuration; CL 16th.

If the bellows takes more than 25 points of damage, it sends out a blast wave of black energy, dealing 10d6 points of damage in a 20-foot radius (Reflex half DC 15).

This circular, accordion-style bellows moves up and down of its own volition. A creation of Despayr, the bellows is extracting the essence of the Plane of Shadow and magically transporting it toward the ritual chamber in area R13.



HANGMEN'S CHAMBER

Encounter Level 9

setup

The ephemeral hangmen (E) are using their shadow pocket ability to hide when the PCs enter the room. Have the PCs make Spot checks opposed by their Hide checks (Hide +13), factoring in distance from the hangmen (-1 penalty on Spot checks for every 10 feet). Adjudicate which side has surprise normally.

When the PCs see an ephemeral hangman, read:

A blot of shadows seems to uncoil like a flower opening, revealing grasping black tentacles and gnashing jaws!

TAPESTRY OF SHADOWY FLIGHT

Price: 30,000 gp

Body Slot: —

Caster Level: 10th

Aura: Moderate; (DC 20) divination

Activation: Full round (command word)

Weight: 40 lb.

This large tapestry can be commanded to fly through the air by someone standing or sitting upon it. It then carries its occupants as though anything on the tapestry is affected by an *overland flight* spell of unlimited duration (fly 40 ft., average maneuverability, hustle over long distances without taking nonlethal damage). The tapestry can carry up to 400 pounds without slowing. From 401 pounds to 800 it can fly at half speed and with poor maneuverability. The tapestry can hover with weight up to 800 pounds. Weight greater than 800 pounds causes it to float downward as though affected by a *feather fall* spell.

In addition, when the tapestry is flying, it and its occupants are covered in a shadowy nimbus that cannot be penetrated by darkvision. Creatures on the carpet when it is flying benefit from a 20% miss chance due to concealment. Creatures on the carpet cannot hide within this concealment or be invisible, because it outlines their forms in a manner similar to *faerie fire*.

The *tapestry of shadowy flight* functions only in darkness or shadowy illumination. If it or any occupant is exposed to bright light while the tapestry is functioning, it immediately plummets to the ground like a stone and ceases to function for 24 hours.

Prerequisites: Craft Wondrous Item, *faerie fire*, *overland flight*, *permanency*.

Cost to Create: 15,000 gp, 1,200 XP, 30 days.

2 EPHEMERAL HANGMEN

CR 7

hp 104 each (11 HD); regeneration 5

CE Large aberration

Init +7; Senses blindsight 60 ft., darkvision 60 ft.;

Listen +9, Spot +9

Languages Undercommon

AC 20, touch 12, flat-footed 17

Fort +8, Ref +6, Will +9

Weaknesses bright light, searing light

Speed 30 ft. (6 squares)

Melee tendril +14 (1d8+6 plus slow) and bite +12 (2d6+3 plus slow)

Space 10 ft.; Reach 20 ft. (10 ft. in bright light)

Base Atk +8; Grp +18

Atk Options constrict 1d8+6, improved grab

Special Actions shadow pocket, step into shadow

Abilities Str 22, Dex 16, Con 20, Int 8, Wis 14, Cha 16

Feats Alertness, Improved Initiative, Multiattack, Weapon Focus (tendril)

Skills Hide +9 (+13 when using shadow pocket), Listen +9, Move Silently +13, Spot +9

Regeneration (Ex) Spells that have the light descriptor deal normal damage, as does any attack while an ephemeral hangman is in bright light.

Constrict (Ex) An ephemeral hangman deals 1d8+6 points of damage with a successful grapple check.

Improved Grab (Ex) To use this ability, an ephemeral hangman must hit with a tendril attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Shadow Pocket (Su) In areas of darkness or shadowy illumination, an ephemeral hangman can fit into a single 5-foot square without penalties for squeezing. It can squeeze into an even smaller space, down to a 2-1/2-foot square, but doing this imposes the standard penalties for squeezing through a space (DMG 29). When using its shadow pocket ability, an ephemeral hangman gains a +4 circumstance bonus on Hide checks.

Step into Shadow (Su) In areas of darkness or shadowy illumination, three times per day an ephemeral hangman can use *dimension door* as an 11th-level caster.

Slow (Su) Anyone struck or grappled by an ephemeral hangman must make a successful DC 18 Will or be slowed for 2d6 rounds.

Weaknesses (Ex) If an ephemeral hangman is exposed to bright light or a spell with the light descriptor while using its shadow pocket ability, it is immediately shunted to the nearest open space large enough to hold it, taking 1d6 points of damage for every 5 feet so moved. In bright light, it also loses 10 feet of reach.

Hook One is picky, and the other is greedy (see Tactics).

If the PCs examine the magic tapestry, read:

This beautifully crafted tapestry is 10 feet wide and 10 feet long. It depicts a dark landscape of twisted buildings and crooked trees beneath a craggy black mountain and a starry sky. Border decoration shows phases of the moon on two sides and phases of an eclipse on the others.

Tactics

The ephemeral hangmen try to remain in their shadow pockets as they fight, avoiding the light from the continual flame posts and any light the PCs carry for as long as possible. While in shadowy illumination, they use their reach to make flanking attacks from great distances.

One hangman is greedy and the other is more selective in its meals. The picky hangman grapples the biggest PC,

constricting with all its limbs. The greedy hangman tries to grapple and constrict as many of the PCs as possible, taking a –20 penalty on grapple checks when attempting to grapple more than one PC, but no penalty on attack rolls. When a hangman is reduced to 20 hit points or fewer, it tries to move away and use its *step into shadow* ability to transport it to area R13. There it informs Despayr of the attack and then uses its *step into shadow* ability to flee the Black Rift forever.

Attracting Attention: The hangmen rarely interact with others, so their absence might not be noticed for some time. If a bridge collapses, turn to encounter R14 and add 3 check marks, then return here. If an ephemeral hangman escapes, add 5 check marks.

Once the combat is completed, refer back to page 116 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Suspension Bridges: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 3d6 points of damage plus 2d3 points of nonlethal damage if they're above the water, and 8d6 points of damage if they aren't.

One 300-foot-long span leads northeast to area R6, rising sharply as it does. Another heads east 300 feet, sloping downward before ending at area R9.

Tunnel: This 300-foot-long tunnel leads to area R8. It has a number of slight turns and gentle up- and down-slopes, but its overall path is due southeast.

Tapestries: AC 2; hardness 0; hp 1; break DC 16.

It takes a successful DC 15 Climb check to climb this surface (or DC 10 if a wall is within reach). The hit points and break DC shown are for a 5-foot section.

A tapestry provides total concealment (50% miss chance) to characters behind it if it's hanging freely, or concealment (20% miss chance) if it's flush with a wall.

A creature can attempt to treat a fall as 20 feet shorter by gripping or stabbing through a tapestry and succeeding on a DC 10 Climb check. Regardless of success or failure, stabbing through a tapestry destroys the 5-foot sections along the path of the fall.

Magic Tapestry: Choose any one of the tapestries to be the magic tapestry. This tapestry functions similarly to a *carpet of flying*.



MYSTERIOUS BIERS

Encounter Level 7
(possibly multiple encounters)

setup

The encounter begins when the PCs gain line of sight to one or more dark priestesses. The priestesses (P) are distracted (–5 to Spot and Listen), so the PCs have a good chance of surprising them. The dark priestesses immediately move away from the biers and attack any intruders.

This encounter plays out similarly to encounter R6, but the appearance and disappearance of corpses (and undead) on the biers gives the characters an additional factor to consider.

Tactics

If the dark priestesses get warning that the PCs are approaching, then they first cast *armor of darkness* (from their staves), following with *divine favor*.

3 DARK PRIESTESSES

CR 4

hp 25 each (4 HD)
Female dark human cleric 4
NE Medium humanoid
Init +1
Senses darkvision 60 ft. if *armor of darkness* active; Listen +3, Spot +3
Languages Chondathan, Common

AC 17, touch 11, flat-footed 16 (AC 22 with *armor of darkness* active)
Resist cold 10
Fort +5, Ref +2, Will +7 (+2 against holy, good, or light spells from *armor of darkness*)

Speed 30 ft. (6 squares)
Melee mwk longsword +6 (1d8+2/19–20) or
Melee spontaneous *inflict moderate wounds* +5 touch (2d8+4, Will DC 15 half) or
Melee spontaneous *inflict light wounds* +5 touch (1d8+4, Will DC 14 half)
Ranged 4 darkbolts (from staff) +4 ranged touch (2d8 plus dazed 1 round; Will DC 17 negates daze)
Base Atk +3; Grp +5
Combat Gear *staff of the shadow war*—3 charges; either *armor of darkness* (FRCS 67) or *darkbolt* (FRCS 68)
Cleric Spells Prepared (CL 4th):
2nd—*cure moderate wounds*, *detect thoughts*^D (DC 15), *hold person* (2) (DC 15)
1st—*cure light wounds*, *doom* (2) (CL 5th, DC 14), *divine favor* (CL 3rd), *obscuring mist*^D
0—*cure minor wounds*, *detect magic* (3), *resistance*
D: Domain spell. Domains: Darkness, Knowledge

Abilities Str 14, Dex 13, Con 12, Int 8, Wis 16, Cha 10
SQ hide in plain sight
Feats Combat Casting, Martial Weapon Proficiency (longsword), Shadow Weave
Skills Concentration +8 (+12 casting defensively), Hide +6, Move Silently +4, Spellcraft +6
Possessions combat gear plus +1 *breastplate*, masterwork longsword

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Hook “For the dark glory of Shar!”

6 SHADOWS

CR 1

hp 13 each (2 HD)
NE Medium undead (incorporeal)
Init +2; Senses darkvision 60 ft.; Listen +7, Spot +7

AC 13, touch 13, flat-footed 11; Dodge
Miss Chance 50% (incorporeal)
Resist turn resistance +2
Immune paralysis, sleep, mind-affecting, poison, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion
Fort +1 (auto succeed unless effect works on objects), Ref +3, Will +4

Speed fly 40 ft. (8 squares) (good)
Melee incorporeal touch +3 (1d6 Str)
Space 5 ft.; Reach 5 ft.
Base Atk +1; Grp —

Abilities Str —, Dex 14, Con —, Int 6, Wis 12, Cha 13
Feats Alertness, Dodge
Skills Hide +8 (+12 in shadowy illumination; +4 in bright illumination), Listen +7, Search +4, Spot +7

GREATER SHADOW

CR 8

hp 58 (9 HD)
NE Medium undead (incorporeal)
Init +2; Senses darkvision 60 ft.; Listen +9, Spot +9

AC 14, touch 14, flat-footed 12; Dodge, Mobility
Miss Chance 50% (incorporeal)
Resist turn resistance +2
Immune paralysis, sleep, mind-affecting, poison, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion
Fort +3 (auto succeed unless effect works on objects), Ref +5, Will +7

Speed fly 40 ft. (8 squares) (good)
Melee incorporeal touch +6 (1d8 Str)
Space 5 ft.; Reach 5 ft.
Base Atk +4; Grp —
Atk Options Spring Attack

Abilities Str —, Dex 15, Con —, Int 6, Wis 12, Cha 14
Feats Alertness, Dodge, Mobility, Spring Attack
Skills Hide +14 (+18 in shadowy illumination, +10 in bright illumination), Listen +9, Search +6, Spot +7

Once battle begins, the dark priestesses will use a *darkbolt* from their *staffs of the shadow war*, spreading the rays out to daze as many PCs as possible. They'll avoid melee if they can, making a fighting withdrawal out whichever exit the PCs didn't arrive from. If two dark priestesses are wounded, then the third dark priestess casts *sanctuary* and begins using *cure* spells on her comrades.

Attracting Attention: If a bridge collapses, turn to encounter R14 and add 3 check marks, then return here. If

the PCs destroy the shadow bellows, turn to encounter R14 and add 4 check marks, then return here. If one or more dark priestesses successfully escape the PCs, turn to encounter R14 and add 5 check marks, then return here.

Once the combat is completed, refer back to page 117 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Tunnel: This 300-foot-long tunnel goes northwest to area R7. It has a number of slight turns and gentle up- and down-slopes.

Suspension Bridge: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 3d6 points of damage plus 2d3 points of nonlethal damage if they're above the water, and 8d6 points of damage if they aren't.

This 150-foot-long bridge leads to area R12. If the PCs are on the bridge, then they can see faint lights at the other end (the *continual flame* posts in area R12).

Biers: 3 ft. thick; AC 4; hardness 8; hp 540; break DC 40.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of the bier with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on the bier gains a +1 bonus on melee attacks against opponents on the ground. A bier provides cover.

Every round at initiative count 0, any corpse in this room disappears, whether it's lying on a bier or not. Then roll d6 and d4. The d6 determines which bier receives a new corpse, according to the numbers on the map. The d4 determines the nature of the corpse (see below). Other aspects of the corpse—race, sex, age, level of decay, and so on—are up to you; be creative and emphasize the variety of bodies briefly flickering into existence here.

1: **Richly appointed corpse** with jewelry on it worth 2d4×100 gp. The jewelry is obvious, even from across the room.

2: **Embalmed corpse**, nothing of value

3: **Fresh body**—still bleeding or cause of death otherwise apparent.

4: **Richly appointed corpse** with jewelry on it worth 2d4×100 gp. If the body is touched or damaged, each bier generates a shadow (six in all), or the bier beneath the corpse generates a single greater shadow. Roll d% to figure out which result happens: 01–50 six shadows, 51–100 one greater shadow. The shadows fight the PCs until slain.

It takes a full-round action to pull the valuables off a corpse, so a PC must be adjacent to the bier when the body appears.

If the PCs want to play grave robber here, let them—the resulting fights with the shadows will ensure that they can't do so indefinitely.

Shadow Bellows: 10 foot-wide; AC 3; hardness 5; hp 50; break DC 25; strong conjuration; CL 16th.

If the bellows takes more than 25 points of damage, it sends out a blast wave of black energy, dealing 10d6 points of damage in a 20-foot radius (Reflex DC 15 half).

This circular, accordion-style bellows moves up and down of its own volition. A creation of Despayr, the bellows is extracting the essence of the Plane of Shadow and magically transporting it toward the ritual chamber in area R13.



EAST BARRACKS

Encounter Level 8

setup

The minions of Shar in this room are off duty and distracted by chores, so the PCs will have to walk into their barracks or make a lot of noise outside to get their attention. The two dark disciples (D) are cleaning their equipment and sharpening weapons (Spot -4, Listen -4). The dark priestess (P) is concentrating on praying to Shar (Spot -2, Listen -2). The shadow mastiff (M) is sleeping (Listen -2). If you're making a Spot or Listen check for the NPCs, remember to penalize them for distance (-1 for every 10 feet of distance to the source of the noise).

When a PC looks into the cave, read:

Three gray-skinned humans stand in this chamber. Two bear longswords and shields, while the third holds a black staff.

When the PCs see the shadow mastiff, read:

Invisible in all but the brightest light, this man-sized hound has a smooth black coat and a monstrous, toothy visage.

2 DARK DISCIPLES

CR 4

hp 34 each (4 HD)
 Male and female dark human fighter 4
 NE Medium humanoid
Init +5; **Senses** darkvision 60 ft., superior low-light vision; Listen +1, Spot +1
Languages Chondathan, Common

AC 22, touch 11, flat-footed 21; **Dodge**
Resist cold 10
Fort +6, **Ref** +2, **Will** +2

Speed 30 ft. (6 squares, can't run)
Melee mwk longsword +9 (1d8+5/19-20)
Ranged heavy crossbow +5 (1d10/19-20)
Base Atk +4; **Grp** +7
Atk Options Spring Attack, Dodge
Combat Gear *potion of cure moderate wounds*

Abilities Str 16, Dex 13, Con 14, Int 8, Wis 12, Cha 10
SQ hide in plain sight
Feats Dodge, Improved Initiative, Mobility, Spring Attack, Weapon Focus (longsword), Weapon Specialization (longsword)
Skills Climb +5, Hide +2, Intimidate +7, Move Silently +0
Possessions combat gear plus +1 *full plate*, heavy steel shield, masterwork longsword, heavy crossbow with 10 bolts

Hook "Mistress of Night, watch over us!"

Tactics

The dark disciples make spring attacks right away if they can, while the dark priestess will cast *sanctuary*, then try to heal the disciples each round.

Don't forget to have each dark disciple select a Dodge target each round. Unless the dark disciples take a PC down in the first round, they try to maneuver out of the tunnel and flee toward area R10. Because they're fast for heavily armored creatures and have the Mobility feat, they

DARK PRIESTESS

CR 4

hp 25 (4 HD)
 Female dark human cleric 4
 NE Medium humanoid
Init +1
Senses darkvision 60 ft. if *armor of darkness* active; Listen +3, Spot +3
Languages Chondathan, Common

AC 17, touch 11, flat-footed 16 (AC 22 with *armor of darkness* active)
Resist cold 10
Fort +5, **Ref** +2, **Will** +7 (+2 against holy, good, or light spells from *armor of darkness*)

Speed 30 ft. (6 squares)
Melee mwk longsword +6 (1d8+2/19-20) or
Melee spontaneous *inflict moderate wounds* +5 touch (2d8+4, Will DC 15 half) or
Melee spontaneous *inflict light wounds* +5 touch (1d8+4, Will DC 14 half)
Ranged 4 darkbolts (from staff) +4 ranged touch (2d8 plus dazed 1 round; Will DC 17 negates daze)
Base Atk +3; **Grp** +5
Combat Gear *staff of the shadow war*—3 charges; either *armor of darkness* (FRCS 67) or *darkbolt* (FRCS 68)
Cleric Spells Prepared (CL 4th):
 2nd—*cure moderate wounds*, *detect thoughts*^D (DC 15), *hold person* (2) (DC 15)
 1st—*cure light wounds*, *doom* (2) (CL 5th, DC 14), *divine favor* (CL 3rd), *obscuring mist*^D
 0—*cure minor wounds*, *detect magic* (3), *resistance*
 D: Domain spell. Domains: Darkness, Knowledge

Abilities Str 14, Dex 13, Con 12, Int 8, Wis 16, Cha 10
SQ hide in plain sight
Feats Combat Casting, Martial Weapon Proficiency (longsword), Shadow Weave
Skills Concentration +8 (+12 casting defensively), Hide +6, Move Silently +4, Spellcraft +6
Possessions combat gear plus +1 *breastplate*, masterwork longsword

Hide in Plain Sight (Su) Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Hook "For the dark glory of Shar!"

SHADOW MASTIFF

CR 3

hp 30 (4 HD)
NE Medium outsider (extraplanar)
Init +5; Senses darkvision 60 ft., scent; Listen +8, Spot +8
Languages Common (understand, but cannot speak)

AC 14, touch 11, flat-footed 13; Dodge
Fort +7, Ref +5, Will +5

Speed 50 ft. (10 squares)
Melee bite +7 (1d6+4)

Base Atk +4; Grp +7
Atk Options trip

Special Actions bay

Abilities Str 17, Dex 13, Con 17, Int 4, Wis 12, Cha 3
SQ shadow blend

Feats Dodge, Improved Initiative, Track^B

Skills Hide +8, Listen +8, Move Silently +8, Spot +8,
Survival +8 (+12 tracking by scent)

have a reasonable chance at getting out of the cave alive. The dark priestess will try to follow as best she can.

The shadow mastiff uses its shadow blend ability and harries the PCs to cover the guards' escape. If the dark disciples and dark priestess succeed in fleeing out of earshot, it bays, hoping to further delay the PCs as it makes its own escape.

Bay (Su) When a shadow mastiff howls or barks, all creatures except evil outsiders within a 300-foot spread must succeed on DC 13 Will saves or become panicked for 2d4 rounds. This is a sonic mind-affecting fear effect. Whether or not the save is successful, an affected creature is immune to the same mastiff's bay for 24 hours. The save DC is Charisma-based.

Trip (Ex) A shadow mastiff that hits with its bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the shadow mastiff.

Shadow Blend (Su) In any condition of illumination other than full daylight, a shadow mastiff can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however, does.

Hook Bays in fury whenever bright light shines upon it.

Attracting Attention: If the PCs destroy the shadow bellows, turn to encounter R14 and add 4 check marks, then return here. If anyone gets away from the PCs alive, turn to encounter R14 and add 5 check marks.

Once the combat is completed, refer back to page 117 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Shadow Bellows: 10 foot-wide; AC 3; hardness 5; hp 50; break DC 25; strong conjuration; CL 16th.

If the bellows takes more than 25 points of damage, it sends out a blast wave of black energy, dealing 10d6 points of damage in a 20-foot radius (Reflex half DC 15).

This circular, accordion style bellows moves up and down of its own volition. A creation of Despayr, the bellows is extracting the essence of the Plane of Shadow and magically transporting it toward the ritual chamber in area R13.

Bed: A bed is about 1-1/2 feet tall, so a Small character can hop up on top of it with a successful DC 10 Jump check that costs 2 squares of movement (no running start required). A Medium character can simply step up on it, a move that costs 2 squares of movement. A character perched atop a bed gains a +1 bonus on melee attacks against opponents on the ground.

A bed can be tipped up as a move action with a successful DC 12 Strength check; it then provides cover.

Steep Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square.

Characters who fail stumble and must end their movement 1d2x5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5.

West Staircase: This walkway hugs the cliff face for about 100 feet, gradually ascending with flights of stairs at irregular intervals. At the top of the staircase is a 200-foot suspension bridge that rises to encounter area R7.

East Staircase: This walkway ascends along the cliff face for about 100 feet, then turns into a 200-foot suspension bridge that rises to encounter area R10.



SHAALABHAK'S LAIR

Encounter Level 8

setup

With a Listen modifier of +11, Shaalabhak (S) has a good chance of hearing the PCs as they approach. If it does, it activates its *levitate* spell-like ability so it can hover in the middle of the room, safe from most melee attacks.

When the PCs approach the precipice within this chamber, read:

As you peer over the edge to try to see what's beyond, a horrid creature with tentacles surrounding its foul mouth rises into the center of the room with a whoosh. It dresses like a humanoid, wearing tattered black robes, but its entire appearance seems alien and wrong. It raises its tentacles toward you.

Below the creature are six iron cages, at least some of which hold humanoid creatures that start yelling, "Save us! Help!" There are three ironbound chests, with glowing sigils on their lids, at the base of the east wall.

Behind you are two suspension bridges—one heading northwest and one going west.

Tactics

Shaalabhak has an excellent chance (Listen +11) to hear the PCs coming, and it's vain enough to make a dramatic entrance. When the PCs approach the ledge, it *levitates* upward with a whoosh and uses *mind blast* on as many PCs as possible.

At that point, Shaalabhak's actions depend on how many PCs make their saves. If most of the PCs are stunned, then Shaalabhak rises the rest of the way to the ceiling (another 20 feet) and pushes itself with its hands toward the precipice. The round after that, it starts attacking a PC with its tentacles, so it can extract the brain in the following round.

If the PCs still look dangerous or have not been stunned, Shaalabhak remains floating 20 feet above the floor of his chamber, and it uses *mind blast* again. Unless the PCs can deal a lot of ranged weapon damage, Shaalabhak uses *mind blast* in every round until the entire party flees or is stunned.

As you run this encounter, keep close track of stun durations—the ability of a PC to rejoin the battle halfway through is key. And don't forget that Shaalabhak has spell resistance 25, which will make it hard for PCs to knock the mind flyer out of the air with magic.

SHAALABHAK THE MIND FLAYER

CR 8

hp 44 (8 HD)

NE Medium aberration

Init +6

Senses darkvision 60 ft., Listen +11, Spot +11

Languages telepathy 100 ft., Undercommon

AC 15, touch 12, flat-footed 13

SR 25

Fort +3, Ref +4, Will +9

Speed 30 ft. (6 squares)

Atk 4 tentacles +8 (1d4+1)

Base Atk +6; Grp +7

Special Actions *mind blast* (DC 17, stun 3d4 rounds), improved grab, extract

Spell-Like Abilities (CL 8th):

At will—*charm monster* (DC 17), *detect thoughts* (DC 15), *levitate*, *plane shift*, *suggestion* (DC 16)

Abilities Str 12, Dex 14, Con 12, Int 19, Wis 17, Cha 17

Feats Combat Casting, Improved Initiative, Weapon Finesse

Skills Bluff +11, Concentration +11 (+15 to use spell-like ability defensively), Diplomacy +7, Disguise +3, Hide +10, Intimidate +9, Knowledge (the planes) +12, Listen +11, Move Silently +10, Sense Motive +7, Spot +11

Possessions key to the cage locks

Improved Grab (Ex) To use this ability, Shaalabhak must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head.

Extract (Ex) If Shaalabhak begins its turn with all four tentacles attached to an opponent and makes a successful grapple check, it automatically extracts the opponent's brain, instantly killing that creature.

Hook <<You're tampering with forces you don't even understand, fools.>>

If reduced to 8 hit points or fewer, Shaalabhak activates its *plane shift* ability and departs the Plane of Shadow, never to return.

Attracting Attention: None of the other denizens go to Shaalabhak's lair if they can help it, so only an attack on the bridge or Shaalabhak chasing off the PCs will get Despayr's attention. If a bridge collapses, turn to encounter R14 and add 3 check marks, then return here. If the PCs confront Shaalabhak but it remains on the Plane of Shadow, turn to encounter R14 and add 5 check marks, then return here.

Once the combat is completed, refer back to page 117 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Precipice: It's a 30-foot drop to the floor of the chamber from the ledge by the doorways. Because mind flayers can *levitate* at will, Shaalabhak hasn't installed a staircase or ladder. Climbing up the chamber walls requires a successful DC 20 Climb check.

Iron Cages: 1 in. thick; AC 6; hardness 10; hp 30; break DC 24; Open Lock DC 25.

The statistics above represent a single bar; several bars might need to be destroyed to make enough space for a creature to squeeze through. A cage is 10 feet high (Climb DC 15), and the bars are roughly 4 inches apart. It is roofed with more iron bars. Creatures attacked through a cage have cover (+4 AC, +2 on Reflex saves), but they have an effective Dexterity of 0.

Four of the cages currently hold one victim each. Shaalabhak keeps the key to the cages in the pocket of its robes.

Cage 1: This cage holds Durgen Glintstone (LG male dwarf cleric 2 [Moradin]; 2 hp).

Cage 2: This cage holds Tholwick Styles (N male human adept 1; 4 hp).

Cage 3: Empty.

Cage 4: Empty.

Cage 5: This cage holds Kareem Hastith (LG male human paladin 2 [Tyr]; 2 hp).

Cage 6: This cage holds Smote (NE male halfling rogue 3/wizard 1; 7 hp).

Prisoners: If freed, the prisoners try to stay out of the way during the fight. Afterward, they ask the PCs if there's a place for them to rest nearby where they might recoup their strength before making a bid to return home. They won't fight Despayr with the PCs, and they aren't confident enough that the PCs will succeed that they are willing to stick around. They ask for whatever equipment the PCs can spare and then head out whether the PCs help them or not.

The prisoners have little of value to tell the PCs. They don't know what lies beyond this chamber. The prisoners also describe how Shaalabhak tortured them with its disgusting thoughts, made them do ugly things using its charm and suggestion powers, and caressed their heads with its tentacles and nipped at their scalps.

Note that the paladin prisoner Kareem knows that the halfling Smote is evil. If the PCs make an issue of it, he argues vociferously in Smote's defense. Smote put on the bravest face during their captivity, offering them all some levity in spite of the torture the mind flayer would inflict upon him. Kareem says as much and also notes that whatever the halfling's crimes, he has paid for them by enduring the manner in which he has been treated. The other prisoners agree with Kareem. Smote merely stands and looks contrite. He wants to get back to the Material Plane so that he can determine if he needs to avenge himself upon his sister, Smile, who talked him into going to the temple and seeking Mystra's Sacred Trust. The PCs might have fought Smile earlier (see page 22).

If the PCs decide to attack Smote, the other NPCs leap to his defense. They have no equipment but what the PCs gave them, and none has more than 4 hit points, so the battle will be a slaughter if the PCs use lethal force. No statistics blocks are provided; simply assume the PCs' attacks hit and the NPCs fail their saves. Even if the PCs just kill Smote, the NPCs take umbrage and will report it as murder to the authorities in Wheloon should they make it back to the Material Plane.

Chests: The mind flayer has three chests with glowing runes on them that he brought here from one of his jaunts to another plane. Each is unlocked but bears a magic trap that goes off if anyone but Shaalabhak touches it. Note that if a chest trap is set off, it might kill prisoners in the area of the effect.

North Chest—Lightning bolt trap; CR 3; magic device; touch trigger; no reset; spell effect (*lightning bolt* in a line to the west, caster level 5th, 5d6 electricity, Reflex DC 14 half); Search DC — (obvious); Disable Device DC 28.

This chest holds mostly worthless clothing and other personal effects, but there's a total of 30 gp in various denominations of coinage as well.

Center Chest—Ice storm trap; CR 4; magic device; touch trigger; no reset; spell effect (*ice storm* fills the lower part of the room, caster level 7th, 3d6 bludgeoning and 2d6 cold, no save); Search DC — (obvious); Disable Device DC 29.

Here Shaalabhak keeps humanoid brains in jars full of brine.

South Chest—Fire trap; CR 4; magic device; touch trigger; no reset; spell effect (*fire trap* in a 5-foot radius, caster level 7th, 1d8+4 fire, Reflex DC 16 half); Search DC — (obvious); Disable Device DC 29.

This chest is empty.

Suspension Bridges: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running

the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 10d6 points of damage plus 2d3 points of nonlethal damage if they're above the water and 15d6 points of damage if they aren't.

The northwest bridge is 200 feet long and gradually descends to area R9. The west bridge heads straight across the canyon 200 feet to an island plateau and area R11. If the PCs are on a bridge, then they can see faint lights at the other end (the *continual flame* posts in encounters R9 and R11).



THE FLOATING STAIRS

Encounter Level 7

setup

The encounter begins when the PCs enter. At this point, there's little point to preamble unless the PCs are being stealthy; just get on with the battle. The mezzoloth (M) and vargouilles (V) are ready for combat.

If the PCs try to sneak through this room, let them try. A series of high-stakes standing long jumps is fundamentally incompatible with making Move Silently checks, so they'll need an unusual plan to succeed.

When the mezzoloth sees the PCs, read:

The strange four-limbed being makes a growling noise that is part greeting and part warning and then adopts a fighting stance.

tactics

The mezzoloth uses its *cloudkill* ability in the first round. It can either set it so the PCs are within the cloud's leading edge (so they have to move through it) or it can center the *cloudkill* on itself (if the PCs are already nearby). The mezzoloth is immune to poison, so it doesn't need to worry about its own *cloudkill*.

MEZZOLOTH

CR 6

hp 84 (10 HD); DR 10/good

NE Medium outsider (evil, extraplanar, yugoloth)

Init +5; Senses darkvision 60 ft.; Listen +13, Spot +13

Languages telepathy 100 ft., Abyssal, Draconic, Infernal

AC 21, touch 11, flat-footed 10

Immune poison, acid

Resist cold 10, fire 10, electricity 10; SR 22

Fort +12, Ref +8, Will +7

Speed 40 ft. (8 squares)

Melee +1 trident +15/+10 (1d8+4/19–20)

Base Atk +10; Grp +13

Atk Options Power Attack

Special Actions summon yugoloth (mezzoloth, 40% chance)

Spell-Like Abilities (CL 10th):

At will—*cause fear* (DC 13), *darkness*, *desecrate*, *produce flame*, *see invisibility*

2/day—*cloudkill* (DC 17), *dispel magic*, *greater teleport*

Abilities Str 16, Dex 12, Con 21, Int 8, Wis 10, Cha 14

Feats Improved Critical (trident), Improved Initiative, Power Attack, Weapon Focus (trident)

Skills Hide +14, Intimidate +15, Jump +20, Knowledge (the planes) +12, Listen +13, Move Silently +14, Spot +13

Possessions +1 trident

Hook Speaks in Draconic, "Let me slay you cleanly. It's better than what Despayr will do to you."

The vargouilles stay out of the area of the *cloudkill* and wait to shriek until a PC exits (so that the PC can see it clearly). The vargouilles stay out of melee and out of sight unless using their shriek ability. If one succeeds in paralyzing a PC, they both move in to kiss the PC repeatedly until it seems their kiss ability has taken hold. They avoid

2 VARGOUILLES

CR 2

hp 5 each (1 HD)

NE Small outsider (evil, extraplanar)

Init +1; Senses darkvision 60 ft.; Listen +5, Spot +5

Languages Infernal

AC 12, touch 11, flat-footed 11

Fort +3, Ref +3, Will +3

Speed fly 30 ft. (6 squares) (good)

Melee bite +3 (1d4 plus poison)

Base Atk +1; Grp –3

Atk Options poison (see below)

Special Actions kiss, shriek

Abilities Str 10, Dex 13, Con 12, Int 5, Wis 12, Cha 8

Feats Weapon Finesse

Skills Hide +9, Intimidate +3, Jump +20, Knowledge (the planes) +12, Listen +5, Move Silently +5, Spot +5

Shriek (Su) As a standard action, a vargouille can let loose a terrible shriek. Creatures within 60 feet who hear the shriek and can clearly see the vargouille must succeed on DC 12 Fortitude saves or be paralyzed for 2d4 rounds or until the vargouille attacks them, goes out of range, or moves out of sight. A paralyzed creature is susceptible to a vargouille's kiss. A creature that successfully made its save cannot be affected by that vargouille's shriek for 24 hours. This is a mind-affecting fear affect.

Kiss (Su) A vargouille can kiss a paralyzed creature with a successful melee touch attack. The touched creature must succeed on a DC 15 Fortitude save or transform into a vargouille within 24 hours. Roll 1d6 for each phase of the transformation to see how long (in hours) each lasts. Once all four phases are complete, the victim's head detaches from the body and becomes a vargouille. The transformation can be delayed by sunlight or a *daylight* spell, but it requires a *remove disease* spell to be reversed.

Phase 1: Hair falls out.

Phase 2: Ears grow large and leathery.

Phase 3: Tentacles sprout from chin and scalp, and teeth become long and pointed.

Phase 4: Victim takes 1 point of Intelligence and Charisma drain per hour.

Poison (Ex) A creature damaged by a vargouille must succeed on a DC 12 Fortitude save or be unable to heal the vargouille's damage naturally or magically. A *neutralize poison* or *heal* spell negates the effect, while a *delay poison* spell allows magical healing.

Hook The vargouilles shriek to each other and the mezzoloth in Infernal, talking about who to attack and their desire to make more vargouilles.

actual melee or otherwise endangering themselves, and if the mezzoloth falls or their shrieks affect no one, they flee.

If the party uses flight magic to get around the room, the mezzoloth will try to use an area *dispel magic* to make those spells go away. One of the side effects of this strategy is that it might knock out some of the floating steps. Once the mezzoloth sees a step fall, it remembers the idea with glee, and will try it again with its second *dispel magic* whenever it can get multiple PCs together.

If the PCs survive the first *cloudkill*, the mezzoloth starts a second one, using *greater teleport* to gain distance first if necessary.

The mezzoloth doesn't use its *summon yugoloth* ability (doing so would violate its contract with Despayr) or *produce*

flame (it can't make the Spellcraft check required to ignite it on the Plane of Shadow).

The mezzoloth fights until slain.

Attracting Attention: If the PCs reach the breaking point for a Despayr intervention in this room, you might as well wait—he's in area R13. Do the check marks anyway, in case the PCs decide to retreat or manage to circumvent area R13.

If a vargouille escapes, turn to encounter R14 and add 3 check marks, then return here. If a bridge collapses, add 3 check marks.

Once the combat is completed, refer back to page 117 to continue the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Floating Steps: The elevation above the chamber floor is marked on each step—and that's also how you know how much it hurts when a PC falls off a step.

PCs with the ability to *fly* or *feather fall* can get to the bottom of the chamber with no difficulty (other than the challenge posed by the mezzoloth guarding the stairs). The walls are fairly smooth, requiring DC 25 Climb checks to descend.

PCs can also make standing long jumps to get from step to step—that's what the mezzoloth does. Jumping a 5-foot gap is DC 10; a 10-foot gap is DC 20. Larger jumps are possible for the magically aided; simply take the length of the gap in feet and double it to get the Jump DC. Tell the players what the Jump DCs are; the player knowing the actual DC number is analogous to the PC's instinctive sense of how hard the jump is.

If you attempt a Jump check untrained, you land prone unless you beat the DC by 5 or more. Any successful Jump check result of 15 or more also reduces any falling damage by 1d6. A failed check results in a fall. You can't make a Jump check to "jump down" and reduce the damage after a failed Jump check, but you can attempt a Tumble check when you land to reduce the damage that way.

Jumpers trying to ascend 5 feet in addition to covering the distance must beat the normal DC by 10 or make a successful DC 15 Reflex save to grab the destination stair so that they can climb on.

The mezzoloth has a Jump modifier of +20, so it automatically succeeds on 5-foot and 10-foot jumps down, and at 5-foot jumps when it ascends 5 feet.

Dispel magic can temporarily negate the floating power of the steps. A successful DC 16 caster level check is sufficient to send a step tumbling to the ground. It rises back into place 1d4+1 rounds later. A step weighs 400 pounds and of course deals significant damage to any creature under it when it falls. Provided the step falls at least 10 feet, damage dealt is equal to 2d6 + 1d6 for every 10 feet of falling distance beyond the first 10 feet.

Suspension Bridge: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If

someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 10d6 points of damage plus 2d3 points of nonlethal damage if they're above the water and 15d6 points of damage if they aren't.

This 200-foot-long bridge leads east to area R10. If the PCs are on the bridge, then they can see faint lights at the other end (the *continual flame* posts in area R10).

Tunnels: One 100-foot-long tunnel leads west to area R12, sloping upward sharply. The other tunnel goes 100 feet in a generally southwesterly direction, ending at area R13.



SKULL-LIT LIBRARY

Encounter Level 9

setup

The flameskulls (F) don't move until the PCs touch a book, which means they should get a surprise round unless the PCs attack first.

When a PC touches or damages any of the books in the room, read:

You grab the book, and suddenly all the skulls in the room flare to greater brightness and become obscured by a bright haze.

tactics

The flameskulls begin by using *blur* in the surprise round, and then *mirror image* in the following round. Each round thereafter, one uses *fireball*, two use *magic missile*, and two use *ray of exhaustion*. They cycle through their uses of *fireball* and their other spell-like abilities, so that by the time the fifth flameskull has used *fireball*, they all have to rely on their fire rays. The ceiling is 15 feet high, putting them out of reach of melee combatants unless a PC climbs

a bookshelf or stands on a table. The flameskulls do not leave the room, and they fight until destroyed. Note that if the PCs linger for an hour in the room or return hours later, the flameskulls will have rejuvenated (if destroyed) and attack again.

Attracting Attention: Let your own sense of timing be your guide. Despayr is in the next room, so it might not be worth it to track his hit-and-run attacks anymore. Do so only if the PCs are going to retreat or they might otherwise miss encounter R13. If a bridge collapses, turn to encounter R14 and add 3 check marks, then return here.

Once the combat is completed, refer back to page 119 to continue the adventure.

BOOKSHELF (OR TABLE) OF FIRE PROTECTION

Price: 4,000 gp (table 2,000 gp)

Body Slot: —

Caster Level: 5th

Aura: faint; (DC 17) abjuration

Activation: —

Weight: 350 lb. (table 150 lb.)

Bookshelf: This beautifully crafted bookshelf is made to last. Its thick shelves are made of a hard gray wood. The bookshelf is 10 feet long and 6 feet tall, and looks quite heavy.

Table: This sturdy table is made of thick gray wood and carved with images of skulls.

Any object touching a *bookshelf* or *table of fire protection* is immune to fire, and the magic item itself is immune to fire. Any creature touching a *bookshelf* or *table of fire protection* gains resistance to fire 5 and cannot be set aflame.

Prerequisites: Craft Wondrous Item, *resist energy*.

Cost to Create: bookshelf 2,000 gp, 160 XP, 4 days; table 1,000 gp, 80 XP, 2 days;

5 FLAMESKULLS

CR 4

hp 26 each (4 HD); **fast healing** 2; **DR** 5/bludgeoning
LE Tiny undead

Init +8; **Senses** darkvision 60 ft.; Listen +10, Spot +10
Languages Common, Draconic, Infernal, Thorass

AC 19, touch 16, flat-footed 15

Immune cold, fire, electricity, paralysis, sleep, mind-affecting, poison, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue, exhaustion

Resist turn resistance +4; **SR** 19

Fort +1, **Ref** +5, **Will** +5

Speed fly 50 ft. (good)

Ranged 2 fire rays +8 touch each (1d8 fire)

Space 2-1/2 ft.; **Reach** 0 ft.

Base Atk +2; **Grp** -10

Spell-Like Abilities (CL 4th):

At will—*detect magic*, *mage hand*, *ray of frost* (+8 ranged touch)

3/day—*blur*, *magic missile*, *ray of exhaustion* (+8 ranged touch; DC 15)

1/day—*fireball* (4d6 fire; DC 15), *mirror image*

Abilities Str 3, Dex 18, Con —, Int 11, Wis 12, Cha 14

SQ undead traits

Feats Alertness, Improved Initiative

Skills Concentration +6, Hide +19, Listen +10, Spot +10

Rejuvenation (Ex) A flameskull regains its full normal hit points in 1 hour, even if killed. To permanently destroy a flameskull, its bones must be sprinkled with holy water or subjected to a *dispel magic*, *dispel evil*, or *remove curse*.

Hook Shoot green fire rays from their eyes; their fireballs are also green.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Magic Table: 1/2 in. thick; AC 2; hardness 5; hp 5; break DC 17; faint abjuration; CL 5th

Any object touching a magic table is immune to fire, and the table is immune to fire. Any creature touching a magic table gains resistance to fire 5 and cannot be set aflame. The PCs can use this quality to their advantage in the fight with the flameskulls. The moment a PC touches one of the tables, she feels a chill wash over her. This chill passes as soon as the character stops touching the table.

It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a table with a successful DC 10 Jump check (no running start required). A Small character can jump up with a successful DC 10 Jump check (DC 20 without a running start), or climb up with a successful DC 15 Climb check. A character standing on a table gains a +1 bonus on melee attacks against opponents on the ground. Standing on a table allows a PC to reach a flameskull flying near the 15-foot-high ceiling, assuming one is nearby.

A table can be tipped over as a move action with a successful DC 8 Strength check; it can then provide cover.

Chairs: 1/2 in. thick; AC 4; hardness 5; hp 5; break DC 17.

A creature standing in the same square as a chair gains a +2 AC bonus and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover that derive from other sources). The presence of a chair doesn't otherwise affect a creature's space, because it's assumed that the creature is using the chair to its advantage when it can.

Magic Bookshelf: 1 in. thick; AC 2; hardness 5; hp 10; break DC 19; faint abjuration; CL 5th.

Any object touching a magic bookshelf is immune to fire, and the bookshelf is immune to fire. Any creature touching a magic bookshelf gains resist fire 5 and cannot be set aflame. The PCs can use this quality to their advantage in the fight with the flameskulls. The moment any PC touches one of the bookshelves she feels a chill wash over her. This chill passes as soon as the PC stops touching the bookshelf.

A PC can climb a bookshelf by making a successful DC 10 Climb check. Each shelf is 6 feet tall. A character standing on a bookshelf must succeed on a DC 10 Balance check or tip it over and fall. The fall from 6 feet causes no damage, but the PC will land prone. A character standing on the bookshelf gains a +1 bonus on melee attacks against opponents on the ground.

The bookshelf provides cover to someone behind it. It can be tipped over as a move action with a successful DC 8 Strength check. Creatures in the squares where the bookshelf falls must succeed on DC 10 Reflex saves to move 5 feet out of the way or DC 10 Strength checks to hold back the shelf. A creature holding the shelf back must move from the square to act, or use a move action and make a successful DC 10 Strength check to shove it upright.

If a PC knocks over the bookshelf, the books spill all over the floor. This effectively prevents the flameskulls from using *fireball* to attack the PCs unless they place the center of the effect in the hallways outside the room or on the bridge; the flameskulls won't use *fireball* if it will burn more than a few of the books.

Suspension Bridge: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor. Creatures that fall off the bridge take 3d6 points of damage plus 2d3 points of nonlethal damage if they're above the water, and 8d6 points of damage if they aren't.

This 200-foot-long bridge leads to area R8. If the PCs are on the bridge, then they can see faint lights at the other end (the *continual flame* posts in area R8).

Tunnels: One 100-foot-long tunnel leads west to area R12, sloping downward sharply. The other tunnel slopes downward, 100 feet in a generally southerly direction, ending at area R13.



RITUAL CHAMBER

Encounter Level 10

setup

This is the climax of the adventure, so you can pull out all the stops. With his array of keen senses, Despayr (D) detects the PCs right away, and he immediately attacks with his frightful presence and breath weapon.

When Despayr's breath weapon kills some of the captives, read:

The darkness that spews from the dragon's mouth passes, and you watch in horror as the captives it washed over simply wither up and die. Some of their faces are frozen forever in a rictus of terror, while others seem almost maniacally gleeful in death.

You, on the other hand, feel energized by their doom, and you're startled to see blue sparks fly from the captives corpses to strike you and the dragon. When they hit, some of your wounds and those inflicted upon the dragon knit together.

As Despayr fights the PCs, he boasts to them in Common of his accomplishments and the unraveling of the Weave. Read aloud one of the following boasts each time it is Despayr's turn.

"You see before you your doom! Soon this unraveling of the Weave will be a tear large enough to burst it open altogether. Your magic will be useless, as will the magic of any who come within 50 miles!"

"Did you think you got this far against my will? I let you come here. I led you here! This is the battleground of my choosing. You will all die!"

"I was marked by Shar before birth! She is with me here, even now. What can you hope to accomplish in the face of a goddess's Chosen?"

Tactics

As soon as Despayr gets his first turn, have all the PCs attempt DC 19 Will saves against his frightful presence. Make a note of how long the shaken condition lasts, but don't tell the PCs until it's over. The players might need occasional reminders about the shaken penalties.

Despayr uses his breath weapon whenever he can get at least three PCs within its area. Because he has the Flyby Attack feat, he often moves, breathes, and moves again in a single run (his two moves can't total more than 150 feet when he does this). While his breath weapon is recharging,

DESPAYR THE BLACK DRAGON

CR 9

hp 152 (16 HD); DR 5/magic

CE Large dragon (water)

Init +0; Senses blindsense 60 ft., darkvision 120 ft.;

Spot +20, Listen +20

Aura frightful presence (150 ft., shaken for 4d6 rounds, Will DC 19)

Languages Common, Draconic, Abyssal

AC 24, touch 9, flat-footed 24

Immune acid; sleep, paralysis

SR 17

Fort +13, Ref +10, Will +11

Speed 60 ft. (12 squares), fly 150 ft. (poor), swim 60 ft.

Melee bite +19 (2d6+4) and

2 claws each +17 (1d8+2) and

2 wings each +17 (1d6+2) and

tail slap +17 (1d8+6)

Space 10 ft.; Reach 5 ft. (10 ft. with bite)

Base Atk +16; Grp +24

Atk Options Flyby Attack, Power Attack

Special Actions breath weapon

Abilities Str 19, Dex 10, Con 17, Int 12, Wis 13, Cha 12

SQ water breathing

Feats Ability Focus (breath weapon), Flyby Attack, Hover, Improved Initiative, Multiattack, Power Attack

Skills Concentration +22, Intimidate +20, Knowledge

(religion) +20, Knowledge (the planes) +20, Listen +20,

Search +20, Spot +20

Possessions shadow shard

Breath Weapon (Su) 40 ft. cone of shadow shards, once every 1d4 rounds, damage 6d8, Reflex DC 21 half

Shadow Shard Despayr wears the shadow shard about his neck while in this chamber, leaving it here when he goes to hunt the PCs. If the PCs somehow manage to destroy it or wrest it from Despayr and move it 60 feet from the unraveled Weave, the ritual ends. Despayr has already used the shard to its limit when the PCs arrive, having just recently placed captives in the cages.

Despayr either makes full attacks (if the PCs don't seem to be hurting him much) or flyby attacks with a bite. As long as the PC doesn't have a reach weapon, Despayr can use Flyby Attack to make a bite attack without provoking an attack of opportunity, then fly out of reach of melee reprisal.

Despayr isn't worried about killing some of the captives in the cages, but he is as surprised as anyone when doing so heals everyone else in the room. If he falls below 40 hit points, he intentionally kills captives (probably with his breath weapon) to heal himself.

Unless you have a particular reason to keep Despayr alive as a recurring villain, he fights until slain.

Once the combat is completed, refer back to page 119 for the conclusion of the adventure.

FEATURES OF THE AREA

Plane of Shadow Traits: See page 72.

Illumination: This room is brightly lit by the glowing energy coming from the captives and by a white light that the tear in the Weave inexplicably emits. If the unraveled Weave vanishes, the room is plunged into the Plane of Shadow's normal gloom.

Ceiling: The ceiling in this chamber is 25 feet high, 20 feet above the dais. This allows Despayr to fly out of reach of melee combatants unless they stand atop the dais and use a reach weapon.

Iron Cages: 1 in. thick; AC 6; hardness 10; hp 30; break DC 24; Strength DC 22 to open.

The statistics above represent a single bar; three bars need to be destroyed to make enough space for a creature to squeeze through. Each cage is 6 feet high (Climb DC 15), and the bars are roughly 2 inches apart. It is roofed with more bars. Creatures in the cage have cover (+4 AC, +2 on Reflex saves), but they are considered helpless and thus have a 0 Dexterity (+5 Dexterity modifier).

The cages aren't locked, but their latching mechanism requires a successful DC 22 Strength check to open. That's easy enough for Despayr, but the weakened captives have no chance, and many PCs will find it difficult as well.

Steep Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square. Characters who fail stumble and must end their movement 1d2x5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5.

Tunnels: One 100-foot-long tunnel leads north to area R12, sloping upward. The other tunnel heads 100 feet in a generally northeast direction, ending at area R11.

Unraveled Weave: This tear in the fabric of the Weave is jet black, but it somehow sheds enough light to illuminate the room. It looks like a whirling ball of torn fabric—like burlap or another coarse cloth, frayed and flapping as it spins in a sphere.

If the PCs get to this encounter without attracting Despayr's attention through encounter R14, then the unraveled weave is a strange phenomenon that doesn't directly affect the encounter.

But each time run encounter R14, Despayr has the chance to observe the

PCs in battle. After each hit-and-run attack, Despayr returns here to "tune" the unraveled Weave against the magic of the PCs. As a result, one or more schools of magic might be impeded (see below).

If all the cages are emptied of captives (one way or another), then the unraveled weave starts fading immediately and disappears 1d4 rounds later.

Impeded Magic: Despayr's observation of the PCs leads him to tune the unraveled weave against them, as described in encounter R14. He can't impede the necromancy or illusion schools, or spells that have the shadow descriptor. The Plane of Shadow automatically impedes spells and spell-like abilities that have the fire and light descriptors.

A character must succeed on a Spellcraft check (DC 20 + spell level) to cast a spell from an impeded school. If they fail, they waste the spell, and blue energy seems to waft up from them and into the tear in the Weave. Each time this happens, the tear seems to grow just a little. If the PCs destroyed all the shadow bellows, Despayr is unable to use the unraveled Weave to impede any school of magic.

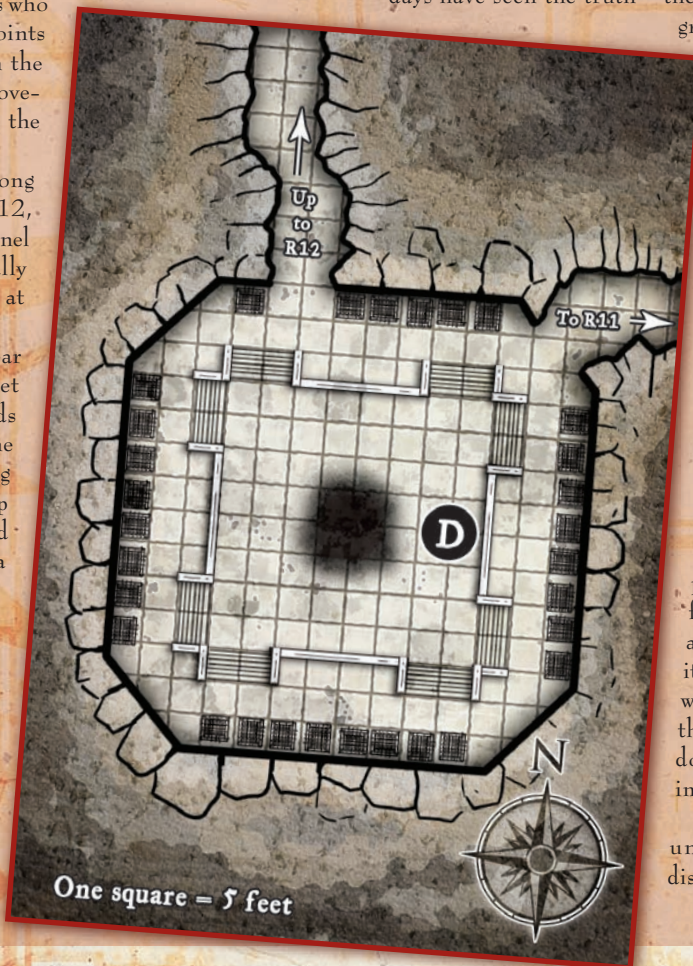
Impeded Schools

Captives: These Weave-users were brought here by the *dominate* magic from the false temple. Now Despayr has caged them and uses them as sacrificial catalysts for the ritual of the torn weave. Captives who have been here for more than a few days have seen the truth—they'll linger here for a few weeks growing weaker and weaker, before the ritual consumes them completely and the husks of their bodies are discarded for fresh captives.

These captives come from all walks of life, but in this encounter it's better to keep them simple. Assume they have saving throws of +0, AC 10 (9 while in the cages), and 4 hp each. If they get caught in Despayr's breath weapon, they die—no need to waste time making the rolls.

If a captive dies, it creates positive energy feedback. Each time a captive dies, everyone in the room and not caged heals 5 points of damage. Blue sparks fly from the recently deceased and strike each person healed, so it's obvious how the phenomenon works. PCs can intentionally heal themselves in this way, too—but doing so can have alignment implications.

If all the captives die, then the unraveled Weave starts to disappear.



HIT-AND-RUN ATTACK

Encounter Level 9

setup

Unlike the other encounters in the Black Rift, this encounter isn't tied to a specific location—and you might run this one more than once. Despayr is the black dragon responsible for the false temple to Mystra and the Weave-tearing ritual under way in area R13. If the PCs attract too much attention in the Black Rift, they meet him in this encounter.

As the PCs fight their way through the rift encounters, they might do things (major damage to infrastructure, letting enemies escape) that reveal their presence to Despayr. The denizens of the rift don't move around much, but they aren't entirely stationary. Even so, it's not worth it to detail all the routine patrols of the base, because it mostly happens away from the PCs. Instead, just mark off check boxes on this page when the other encounters instruct you to, and you'll know when the PCs have done something to attract Despayr's attention.

The encounter begins whenever the PCs reach one of the break points identified in Despayr's Attention (below). Despayr knows the Black Rift well enough to fly around it without a light source. Whether the PCs have lights or not, Despayr will certainly spot the PCs before they spot him. (he has 120-foot darkvision and 60-foot blindsense).

If Despayr wants to find intruders, he flies through the canyon, searching the bridges, walkways, and canyon floor. He won't enter the encounter areas, and he avoids the tunnels as well. Despayr prefers to attack the PCs when they are out in the open with nowhere to run. Of course, if the PCs are weakened by a previous encounter, you might have Despayr attack them near the entrance to an encounter area they are leaving. That way, they can flee back inside after Despayr gives them a taste of what they're in for.

Despayr's Attention: The other encounters in the Black Rift tell you to come here and check off boxes. When you reach or exceed a "Despayr Attacks!" point, then run this encounter as soon as the PCs venture out onto a bridge, a walkway, or the canyon floor.

Despayr Attacks!

Despayr Attacks!

Despayr Attacks!

After a third hit-and-run attack, Despayr just waits in area R13 for the PCs to arrive. But if the PCs retreat from the Black Rift to rest, erase two check marks for each day they're gone.

Each time you run this encounter, Despayr learns more about the magic the PCs employ in their defense. After each hit-and-run attack, Despayr tunes the tear in the Weave to impede a school of magic that's particularly important to the PCs. See tactical encounter R13 on page 144 for details.

When Despayr first appears, read:

You hear a fearsome roar and the whoosh of wingbeats. Overhead is a black dragon as big as a hill giant. It bears the curling horns of a black dragon, but glowing purple runes glitter across its body.

When Despayr uses his breath weapon for the first time, read:

The black dragon opens wide its toothy maw and inhales deeply and swiftly. It exhales and instead of a gout of acid, an inky darkness washes over you that opens dry wounds all over your body and seems to leach life's blood away.

Tactics

Despayr makes a hit-and-run attack against the PCs. He's not out for a battle to the finish (although he'll roar with satisfaction when a PC goes down). He wants to learn what the PCs are capable of, so he fights for a few rounds, then retreats to area R13.

DESPAYR THE BLACK DRAGON

CR 9

hp 152 (16 HD); DR 5/magic

CE Large dragon (water)

Init +0; Senses blindsense 60 ft., darkvision 120 ft.;

Spot +20, Listen +20

Aura frightful presence (150 ft., shaken for 4d6 rounds, Will DC 19)

Languages Common, Draconic, Abyssal

AC 24, touch 9, flat-footed 24

Immune acid, sleep, paralysis

SR 17

Fort +13, Ref +10, Will +11

Speed 60 ft. (12 squares), fly 150 ft. (poor); swim 60 ft.

Melee bite +19 (2d6+4) and

2 claws each +17 (1d8+2) and

2 wings each +17 (1d6+2) and

tail slap +17 (1d8+6)

Space 10 ft.; Reach 5 ft. (10 ft. with bite)

Base Atk +16; Grp +24

Atk Options Flyby Attack, Power Attack

Special Actions breath weapon

Abilities Str 19, Dex 10, Con 17, Int 12, Wis 13, Cha 12

SQ water breathing

Feats Ability Focus (breath weapon), Flyby Attack, Hover, Improved Initiative, Multiattack, Power Attack

Skills Concentration +22, Intimidate +20, Knowledge (religion) +20, Knowledge (the planes) +20, Listen +20, Search +20, Spot +20

Possessions shadow shard

Breath Weapon (Su) 40 ft. cone of shadow shards, once every 1d4 rounds, damage 6d8, Reflex DC 21 half

As soon as Despayr gets his first turn, have all the PCs attempt Will saves against his frightful presence. Make a note of how long the shaken condition lasts, but don't tell the PCs until it's over. The players might need occasional reminders about the shaken penalties.

Despayr uses his breath weapon in the first round, trying to get as many PCs within the area as possible. Then he makes Flyby Attacks while the breath weapon recharges. As long as the PCs don't have reach weapons, Despayr can use Flyby Attack to make a bite attack without provoking an attack of opportunity, then fly out of reach of melee.

Despayr sticks around until one of two things happen: He takes more than 30 points of damage, or he kills or incapacitates a PC. Then he flies away if the PCs haven't demonstrated any ability to fly themselves, or dives into the water at the bottom of the canyon otherwise.

Map: No map is provided for this encounter because it might occur anywhere in the Black Rift and will likely occur under different conditions each time. Use the maps provided for other areas and draw the encounter as appropriate to the situation. Use the Features of the Area information here as needed.

FEATURES OF THE AREA

Suspension Bridge: 3 in. thick; AC 4; hardness 5; hp 30; break DC 23.

The statistics above are for a 5-foot section of bridge. If someone destroys two adjacent bridge sections running the width of the bridge, then it collapses. Anyone on it falls to the canyon floor.

The suspension bridges are the most likely place for this battle to take place. If the PCs are on a bridge near one of the canyon rim locations (R1, R2, R5, R6, R10, and R11), then creatures that fall off the bridge take 10d6 points of damage plus 2d3 points of nonlethal damage if they're above the water and 15d6 points of damage if they aren't.

If the PCs are on a bridge near one of the canyon wall locations (R3, R7, R8, and R12), then creatures that fall off the bridge take 3d6 points of damage plus 2d3 points of nonlethal damage if they're above the water, and 8d6 points of damage if they aren't.

Most of the bridges have *continual flame* posts at both ends, but they're dark for most of their length, which means that PCs will be battling the dragon in the normal shadowy illumination of the plane as described on page 72.

Walkway: A wooden walkway along the face of the cliff makes another good spot for a hit-and-run attack. There's a walkway between area R3 and R4, one between R4 and R7, and two near area R9 (those staircases lead directly to suspension bridges). The walkways hug the cliff face, gradually ascending with 10-foot flights of steep stairs at irregular intervals.

Each 5-foot section of the walkway has the same statistics as a section of bridge, but the walkway is attached to the wet cliff face and will not collapse if a section is broken off.

A walkway might have stairs.

Steep Stairs: Characters moving up steep stairs must spend 2 squares of movement to enter each square of stairs. Characters

conclusion

If Despayr takes damage, then turn to encounter R13 and mark the damage there as well. He heals 16 hit points a day, and he goes to the dark priestesses to heal him as well (assuming any are alive).

When Despayr gets away, think about what spells and magic items he saw the PCs use during the fight. When he returns to encounter R13, he tunes the Weave-tearing ritual to impede whatever school of magic he thinks the PCs got the most use out of. For example, if the PCs used a lot of healing magic, he can return to area R13 and impede conjuration spells. He can impede abjuration, conjuration, divination, enchantment, evocation, and transmutation, but not illusion or necromancy. Write down Despayr's choice on one of the lines in the "Impeded Magic" section on page 145.

Given the dragon's mobility and its ability to dive underwater in the canyon, it should be difficult for the PCs to kill Despayr in this encounter. However, if that happens, the PCs arrive in area R13 to find all the captives dead, the unraveled weave fading, and a priestess of Shar (Esvele Graycastle herself!) using *word of recall* to take the *shadow shard* back to the House of Night, a hidden temple of Shar in Shadowdale.

running or charging down steep stairs must succeed on DC 10 Balance checks upon entering the first steep stairs square. Characters who fail stumble and must end their movement 1d2×5 feet later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5.

Canyon Floor: If an attack occurs when the PCs are on the canyon floor, the terrain is moist gray sand. This counts as normal terrain, but there might be a series of slopes or dunes that make things more interesting.

Steep Slope: Characters moving uphill (to an adjacent square of higher elevation) must spend 2 squares of movement to enter each square of steep slope. Characters running or charging downhill (moving to an adjacent square of lower elevation) must succeed on DC 10 Balance checks upon entering the first steep slope square. Characters who fail this check stumble and must end their movement 1d2×5 feet later. Characters who fail by 5 or more fall prone in the square where they end their movement. A steep slope increases the DC of Tumble checks by 2.

Water: If an attack occurs in or near the water at the bottom of the Black Rift, the PCs are in for a rough time. For rules about movement and combat in water, see page 5.

Shallow Water: It costs 2 squares of movement to move into a shallow water square, and the DC of Tumble checks in such squares increases by 2. Shallow-water squares are roughly 1 foot deep.

Deep Water: It costs Medium or larger creatures 4 squares of movement to move into a deep water square, or characters can swim if they want. Small or smaller creatures must swim to move through a square containing deep water. Move Silently check take a -2 penalty in water. Creatures without a swim speed or *freedom of movement* cannot use the Tumble skill in deep water. Deep water squares are roughly 4 feet deep.

Appendix

This appendix provides background information about the adventure and the area of Cormyr in which it occurs. Also contained within are a number of new magic items, monster templates, and magical locations that the PCs will interact with as they struggle to discover what is going on and put a stop to it.

southeastern cormyr

As with much of the Forest Kingdom, Southern Cormyr experiences short, hot summers and long winters with much precipitation in all seasons. The coast is foggy and cool, and the plains west of the Vast Swamp are covered in long stretches of green, rolling hills that hide quiet valleys of rushing streams and tangled trees.

The people of southeastern Cormyr love their country as much any citizen of Suzail, but their proximity to the Dragon Coast and Sembia makes them familiar with smuggling and bribery. Largely hard-working and honest, the folk of southeastern Cormyr will nevertheless turn a blind eye toward activities that might elsewhere in the country raise eyebrows—so long as no one seems to be getting hurt. By the same token, the people of southeastern Cormyr are always on the lookout for themselves and their neighbors. They know that there might not be a Purple Dragon or War Wizard for miles, and as they say, “Having a friend in need of aid is better than having no friend at all.”

wheloon

The bustling city of Wheloon confidently straddles the two most important trade routes in eastern Cormyr. Merchant caravans traveling to Sembia pass through each day along the Way of the Manticore, and ships from ports all over the Sea of Fallen Stars sail up the Wyvernflow to unload their goods at Wheloon or pass on into the heart of Cormyr. The rumble of wagon wheels, grunting of laborers, and hollering of dock hands fills the air for much of the day and long into the night.

Appearance

Lacking town walls or natural barriers, Wheloon sprawls outward on both sides of the Wyvernflow. Its winding streets follow the hilly terrain and the whimsy of builders, rather than any real plan. Although the historical center of town is on the west

side of the Wyvernflow, the east bank has been built up steadily over the years, particularly due to the influx of refugees from the invasion of Arabel during the goblin war.

Vibrant green roofs cap most of Wheloon's businesses and homes, and the green slate has earned the city the nickname of “Jade Towers.” The characteristic color of the buildings' roofs comes from stone drawn from Cormyr's largest quarry, which lies not far to the north. The stone is dark green when cut but brightens with exposure to the sun.

Few buildings in Wheloon stand out as particularly glorious or shabby. Whether their homes are crafted from wood, wattle, or stone, residents of Wheloon tend to take pride in them and can often be found at work on them. Many permanent residents of the city have a home that serves double duty as a place of business, and because much of the population works to craft goods, a workshop often also serves as bedroom and kitchen.

The impression one gets walking through Wheloon is of an industrious and prosperous place. Folk always seem to be about their own business, dodging past the drovers and merchant caravans, and hustling to and fro. Few earn riches in Wheloon, but many who work hard make a good life for themselves and have just enough time and money to enjoy those lives.

History

Wheloon began as a small thorp that depended on river crossings, but as trade along the Way of the Manticore grew and more ships began to pass up the Wyvernflow, Wheloon became a true city of industry. Now folk all over Cormyr and beyond know the city as a source of quality boats, ships, sails, pottery, and wagons.

Despite its placement on two major thoroughfares in Cormyr, Wheloon has had only a small role in the history of the region. The last event of historic significance occurred in 900 DR when King Galaghard III of Cormyr fought the forces of the Witch Lords in the city before chasing them into the Vast Swamp and finally defeating them there.

Leadership

An aging Lord Sarp Redbeard governs Wheloon. Once famously headstrong and virtually independent of the crown, he has mellowed over the years and proved his loyalty to the crown with his steadfast support in trade deals and military efforts. Today Lord Redbeard concentrates on doing what is best for Wheloon, a goal that the nearly 7,000 city residents respect.

A force of roughly 150 Purple Dragons enforces the law in Wheloon. These men and women follow the orders of Constal

wheloon

Wheloon (Small City): Conventional; AI NG; 15,000 gp limit; Assets 499,500 gp; Population 6,692; Mixed (human 82%, halfling 6%, dwarf 4%, gnome 4%, half-elf 2%, elf 1%, half-orc 1%).

Authority Figure: Lord Sarp Redbeard (NG male Chondathan human fighter 9), lord of the city.

Important Characters: Orlenstar Thirthorn (N male Chondathan human druid 4), caretaker of God's Grove, a shrine to Silvanus; Katriana Donohar (NG female Tethyrian human cleric 5), leader of the Harvest Hall, a temple to Chauntea, since the death of her father Harrandave Donohar; Constal Maximanus Tholl (LG male Chondathan human fighter 5), leader of the local contingent of Purple Dragons.



Maximanus Tholl. Young for a captain and somewhat inexperienced, Constal Tholl nevertheless proves his worth to Wheloon time and again due to his keen wit and dedication to the good of the city. Constal Tholl and Lord Redbeard sometimes disagree about what is best, particularly with regard to Lord Redbeard's sometimes lax approach to taxation and his tendency to look the other way at how much smugglers contribute to the local economy, but Constal Tholl generally concedes to the Lord without much protest.

Three churches operate in Wheloon. The Harvest Hall has a history in Wheloon nearly as old as the Wyvern Ferry. A temple to Chauntea, the Harvest Hall has been run by Katriana Donohar since the passing of her father, the famed paladin Harrandave Donohar. The God's Grove, a shrine to Silvanus on the eastern edge of town, has an even older history. Orlenstar Thirthorn is the shrine's official caretaker, but many townsfolk keep an eye on the site and help to keep it beautiful, since the grove is a popular picnic and wedding site. The most recent church is the temple of Mystra set in the bluff north of town. Folk don't quite know

what to make of it yet, since Wheloon doesn't seem like a focal point for interest in magic, but Lord Redbeard put his sign of approval on the deal to build the temple so people believe it must be in Wheloon's best interest.

Key sites

The bustling city of Wheloon has several places of interest to adventurers using the city as a home base.

1. Temple of Mystra: Constructed with astonishing swiftness and dedicated to a deity most people have little cause to worship, the temple of Mystra draws many curious people. Most take a look around and return home, their curiosity satisfied.

2. Wyvern Ferry Route: With the quantity of river traffic and the number of boats owned by locals, crossing of the ferry remains cheap. Each passenger need pay only 1 cp to cross, plus 1 cp per parcel set on the deck of the ferry instead of carried. Any wagon or animal requires the payment of another copper piece.

if a character dies

If a PC dies during this adventure, that character's player has several options. If the PCs can afford a scroll of *raise dead*, Katriana Donohar at the Harvest Hall can sell them one. In addition, Wheloon is a busy trade city, and a new character could appear with a merchant caravan or a ship sailing into port. If you'd prefer a more local answer to the problem, perhaps the PCs can convince one of the

Wheloon NPCs to accompany them. Alternatively, one of the NPCs whose statistics appear in this adventure, such as those presented in tactical encounter J1, could serve as a PC. If the PCs are too far along in the adventure to return to Wheloon, a new PC might appear as a prisoner of the PCs' foes, one of the many people put under a spell by the *Starry Gnosis*.

3. Wyvern Watch Inn: The Wyvern Watch Inn remains Wheloon's largest and most successful inn despite the recent departure of its longtime owner, Buldegas Mhaerkoon. Always a patriotic and entrepreneurial spirit, Buldegas took money and some of his best staff to build an inn in troubled Arabel, leaving his two daughters, Asanta and Baerill (both NG female human commoner 1) to run the inn. Their noisy spats and constant banter have become one of the best forms of entertainment in town. That—and the fact that they “forgot” their father's instructions to water down the beer and wine—have made the Wyvern Watch Inn more popular than ever. Close to the water and the center of town, and a stone's throw away from the Wheloon Watch House, Wyvern Watch Inn makes a fine place to stay for rates as little as 1 sp per night per person.

4. Wheloon Moothouse: The Wheloon Moothouse faces the grandeur of Oldstone Hall and serves as the city's courthouse and meeting hall. A wide stone and timber building, the Moothouse is largely empty of interior walls and furniture to allow for the maximum number of occupants at town meetings.

5. Lantern Inn and Boathouse: The Lantern Inn and Boathouse is an excellent place to rent a boat any time of day or night and with little fuss, but locals prefer to go to the Wyvern Watch for entertainment or to stay the night. Very large parties often prefer the Lantern Inn and Boathouse because it hosts such groups in private dining rooms, but the expense of the meal can leave guests wishing their group was smaller.

6. Oldstone Hall: Lord Sarp Redbeard's home is the grandest edifice in the city. A manor house of palatial proportions, Oldstone Hall has all the earmarks of old wealth and a long-held sense of entitlement. Its soot-darkened stone and gargoyle-bedecked walls form a home where War Wizards, king's messengers and other honored guests stay while in the city, but its warded gates rarely admit anyone else.

7. Sender's Stables: Anyone looking to purchase, sell, or board a horse should go to Sender's Stables, owned by the aging Illumor Sender (N male Chondathap human expert 3). Although somewhat expensive, Sender's Stables takes excellent care of its animals and never sells an unhealthy horse. On occasion the place even has stranger mounts for sale, such as pegasi, but creatures of such exceptional nature are usually sold at auction to the highest bidder.

8. Wheloon Watch House: The Watch House serves both as a prison and as Wheloon's barracks. Except for during severely inclement weather, there are usually only about thirty Purple Dragons in the Watch House at any given time. The rest are out patrolling, training, or serving in Oldstone Hall. Most of those in the Watch House are sleeping. A few serve as prison guards or remain in the office to hear public complaints.

9. Haerldoun's Helms and Shields: Albhaera Haerldoun (CG female Vaasan human wizard 6) runs this shop and a small smithy on the back for custom orders. Once a hot-tempered beauty and the talk of the town for her flirtatious ways, this former adventurer has settled into city life and her business—buying and selling armor. Adventurers looking to buy or sell magic armor are always directed to Albhaera's shop with a wink and a request to deliver greetings to this favored town character.

10. Slowtooth's Weaponry: Albhaera and others sell a few simple weapons, but the shop of Nym “Slowtooth” Nindar (NG male Chondathan human bard 1/expert 4) is Wheloon's go-to

place for real killing equipment. Sellswords and adventurers often hang around Slowtooth's Weaponry, drinking Nindar's cider and swapping tall tales of battles. Adventurers looking to buy or sell magic weapons need look no farther than this shop.

11. God's Grove: The People of Wheloon use this beautiful spot for weddings and picnics, and some use it to worship Silvanus. Orlenstar Thirthorn can be found here during most daylight hours, but he retires to a nearby cabin at night.

Orlenstar isn't happy about the new temple of Mystra. He believes that magic can be appreciated as part of the natural world, but when he went to greet the new clerics, he felt the cleric he met (Shan Thar) was patronizing and false. He hasn't been back to the temple since.

12. Rathool's Pond: This dirty pond serves as a local fishing hole. Because it was once used as a burial site for the dead from a battle, drinking its water is still thought to cause sickness. Although the bodies have decayed and rotted away, their rusting weapons and armor remain and give the water an orange-brown hue. Efforts to clean the pond have long been opposed by the clerics of Harvest Hall, who fear awaking angry spirits.

13. Harvest Hall: This modest church has served Wheloon's citizens for generations. As much a meeting place as the Moothouse, Harvest Hall welcomes all warmly and freely, and gives the land's bounty to Wheloon's needy during harvest festivals. Katriana Donohar has charge over the thirteen clerics who serve Chauntea in Wheloon. Katriana can be found at the Harvest Hall at nearly any hour, but her attendants (male and female human cleric 1) regularly leave to help farmers in the countryside. Katriana keeps a store of divine scrolls left over from when her father ran the church, and she happily sells them to those she deems will use them for a good purpose. These scrolls can (at the DM's discretion) include spells of a level much higher than Katriana herself can cast.

Katriana doesn't know much about the temple of Mystra. The people who reside there have been polite to her, but not what she'd call friendly. Katriana assumes that's just due to the rivalry she hears is typical of temples in larger communities.

14. The Green: Although some folk bury loved ones in private cemeteries on their property, most of the dead find their final rest in the Green. Bordered by a communally owned wooden fence, the Green is also used as grazing land for small herds of livestock owned by a few individuals in the city.

15. Hanno's Herbs and Medicines: The smiling Hanno (N male half-elf rogue 5) came to Wheloon to make a new life for himself after giving up a career in thievery. He now sells alchemical items and herbs, poultices, and medicines to cure ailments. Hanno also keeps a decent stock of potions on hand, and those who inquire discreetly and seem trustworthy can even purchase poisons. Hanno doesn't sell any deadly poisons, and those who request them sometimes find themselves being watched by the local Purple Dragons.

16. Rallogar's Hardware: Zendaros Rallogar (N male Tethyrian human fighter 2/wizard 2) sells rope and wire by the bale to passing merchants who want to tie down their wares, but he also carries just about everything else, from backpacks and wineskins to barge hooks and hair combs. Zendaros doesn't keep much of his stock organized (besides the rope and wire), so finding what you need can be a time-consuming process. Zendaros doesn't bother with weapons or armor (he leaves those businesses to Nym and

Albhaera), but PCs can buy everything else but animals from his store.

Those who inquire about magic items or who offer to sell one to Zendaros are kicked out of the store, since Zendaros has a famous hatred of magic. A while later though, such individuals are approached by one of Zendaros's helpers, who offers to broker the deal because Zendaros's hatred is a ruse to cover his thriving black market business in selling magic items. Zendaros buys magic items (even weapons and armor) at half their value minus the cost of identifying them (100 gp).

17. Basult's Books: Amnic Basult (NG male Chondathan human commoner 1) was Wheloon's only bookseller. His distraught wife Mela (NG female Chondathan human commoner 1) now runs the shop since Amnic's disappearance a few days ago. Having heard many of Mela and Amnic's loud arguments, neighbors assume Amnic left town to escape his wife for a few days or to live with another woman. For her part, Mela admits that she and her husband have had some fights but says her husband loves her, and she takes angry offense at any who would suggest otherwise. While she frets about Amnic's fate, the bookshop suffers.

18. 23 Impil Street: This warehouse typically holds goods imported on behalf of the Cormyrean Coins Coster, a shipping interest that made much of its money moving perishable goods in and out of Cormyr. The Coiners own all the buildings on Impil Street and have a private dock and wharf. Although typically well guarded, the buildings have been vacant for two weeks while the Coiners settle certain legal difficulties arising from their repeated efforts to smuggle gems and jewelry in hollowed-out vegetables.

The vast swamp

The Vast Swamp is a large stretch of marshland that forms a geographical barrier between Cormyr and Sembia, its neighbor to the east. Explorers who have braved its bogs and tangles report large numbers of lizardfolk, goblinoids, orcs, numerous trolls, the occasional hydra, and even grells. For the most part, these savage creatures remain in the swamp, warring and preying upon each other rather than raiding into the surrounding lands. There are rumors of more fearsome creatures, including beholders, mind flayers, and lichs haunting some ancient ruin near the heart of the swamp.

The Vast Swamp is similar in most respects to the marsh terrain described on *DMG* 88, but with the addition of medium forest terrain features, described on *DMG* 87. Bogs and undergrowth define the terrain, with very little clear, dry ground anywhere within its slowly expanding borders. Trees—cypress, black gum, water ash, and willow—choke the territory, making much of the Vast Swamp seem more like a flooded forest than a swamp.

The Vast Swamp is usually shrouded in murky vapor, even in winter, and the fog that often forms on the coast always seems to roll inward toward the Vast Swamp. Even on the sunniest days, a thin mist clings to the air and makes it difficult to see for more than a mile, assuming one can find a vantage point free of obstructing trees.

Cormyreans have no reason to enter the Vast Swamp, and they prefer it that way. Many consider the Vast Swamp the most dangerous region in and around Cormyr.

The lost refuge

Except for a few small notes in dusty tax ledgers in Suzail, Cormyreans have forgotten about the Lost Refuge. This small keep and the town that surrounded it fell victim to the encroaching Vast Swamp and an attack by orcs. Since then it has passed into the hands of hobgoblins and finally into those of its current occupants. See Chapter 3: The Lost Refuge for more information.

Orvaskyte keep

The crumbling ruin of Orvaskyte Keep was discovered several years ago by a band of adventurers seeking some comrades who went missing in the swamp. They returned with items and descriptions that led historians to deduce that the keep was built in the time of the kingdom of Orva, some two thousand years ago. The adventurers told of battling all manner of monsters there, including fiends, which effectively ended any discussions those historians had about mounting a return to the ruin.

Elven ruins

Many years ago, an adventuring band known as Moon's Twelve ventured into the Vast Swamp. Only one survivor, Sylara, returned, and she told of an elven ruin as extensive as ancient Myth Drannor. According to Sylara, her group fled the ruins, hounded by mind flayers and beholders. No one knows if it's true. Sylara was already ranting and delirious when found, and soon thereafter she died of a fever she had caught in the swamp.

Other sites of interest

Southeastern Cormyr hides many interesting locales in the folds of its hills and the deeps of its forests.

Golden ruins

The Golden Ruins lurk hidden in a valley about 10 miles from both the Hullack Trail and Ghars. Strange noises and not-quite-seen shapes moving among the brush-choked buildings keep locals away, but adventurers drawn by the promise of its name sometimes venture there. These brave souls are disappointed to discover the ruins get their name from the yellow stone of which they're made.

Hermit's wood

This large forest grows south and west of Wheloon. Folk tell stories of a ghost that haunts the wood—a gray-cloaked old man with a lantern that sheds an unnatural azure light—but finding someone who claims to have actually seen the spirit remains difficult, despite the fact that Cormyreans regularly hunt, forage, and log along the edges of the forest.

Tomb of Chonis

This long, low barrow mound was emptied of much of its original contents years ago, and those who remember it exists know it to be the haunt of smugglers, bandits, or monsters from the Vast Swamp. No one knows exactly who or what Chonis was, but the stone lintel above the door to the tomb bears that name in



Thorass. Far to the northwest, in the shadow of the Stormhorns, another ruin that might once have been a temple also bears this name prominently, leading some to believe that Chonis was some god, demigod, or fiend now forgotten by all.

unknown shrine

This circle of walls and broken pillars caps a steep hill a few miles north of the Way of the Manticore and about 10 miles east of Wheloon. On clear days, folk on the Way can see its white stone reflecting sunlight, and they know it as a landmark on their way to the city. No roof ever seems to have covered the structure, and there are no foundations for any other buildings nearby. Folk see it as a shrine, due to the quiet that seems to surround the place and the feeling of humility most feel upon entering.

Templates

The following templates are used throughout the adventure. You should not need to apply any of them during play, but you might want to familiarize yourself with them if you plan on modifying NPCs or encounters in the adventure.

dark creature

Dark creatures dwell on the Plane of Shadow, sometimes crossing into other planes where the barriers between dimensions are weak. Just as parts of the Plane of Shadow resemble a strange, distorted version of the Material Plane, dark creatures superficially resemble creatures from the Material Plane.

CREATING A DARK CREATURE

“Dark” is an acquired or inherited template that can be added to any creature (referred to hereafter as the base creature). Dark creatures tend to be much duller in color, with more gray and black skin tones and hair highlights, than their Material Plane versions. In general, they also weigh less, as if part of their substance was mere shadowstuff. A dark creature has all the base creature’s statistics and special abilities, except as noted here.

Challenge Rating: Same as the base creature or same as the base creature +1; see sidebar.

Size and Type: Type and size are unchanged. Dark creatures encountered away from the Plane of Shadow have the extraplanar subtype.

Alignment: Usually one step different from the base creature; rarely good.

Senses: The base creature gains darkvision out to 60 feet and superior low-light vision (four times as strong as a human’s).

Resist: The base creature gains resistance to cold 10.

Speed: All the base creature’s speeds increase by 10 feet.

Special Qualities: The base creature gains the following special quality.

Hide in Plain Sight (Su): Can use the Hide skill while being observed and while lacking cover or concealment, except in natural daylight, the area of a *daylight* spell, or similar magical light.

Skills: A dark creature has a +8 racial bonus on Hide checks and a +6 racial bonus on Move Silently checks. Otherwise same as the base creature.

Level Adjustment: +1.

shadowslain

Shadowslain are a unique form of undead created through the use of a *shadow shard* (see page 155). Creatures that lack Weave magic abilities become shadowslain when exposed to the shard, whereas those who use Weave magic are wounded to within an inch of their lives as that magic is drained from them.

CREATING A SHADOWSLAIN CREATURE

“Shadowslain” is an acquired template that can be added to any living corporeal creature (referred to hereafter as the base creature) that does not use Weave magic. All creatures employing spells, spell-like abilities, or supernatural abilities are considered Weave users unless they possess the Shadow Weave Magic feat.

Shadowslain creatures are created by a *shadow shard*. If the base creature is a Weave user, the shadowslain template is not applied.

Challenge Rating: +1.

Size and Type: The creature's type changes to undead. It retains any subtypes except alignment subtypes, and gains the augmented subtype. It uses all the base creature's statistics and special abilities except as noted here.

Alignment: Shadowslain are always evil. They have the same bent toward law or chaos they possessed in life.

Senses: The creature gains low-light vision and darkvision out to 60 feet.

Aura: A shadowslain retains any aura of the base creature, and also gains a Weave drain aura:

Weave Drain (Su): This ability affects spellcasters who use the Weave. At the beginning of her turn, if a spellcaster is within 10 feet of a shadowslain, she loses access to one spell as if she had cast her lowest-level, currently available spell. (If she has more than one remaining spell at her lowest level, she chooses which she loses.) When she next prepares spells or regains spell slots, she regains her full normal complement of spells.

If the subject loses a spell of at least 1st level, the shadowslain heals a number of points of damage equal to 5 [ts] the level of the spell.

This ability does not affect spellcasters who use the Shadow Weave, those who use divine magic, or creatures that do not cast spells.

Armor Class: The creature gains a +2 deflection bonus to AC, resulting from the shadowstuff armor enfolding it.

Hit Dice: Change all present and future Hit Dice to d12s.

Immunities: The base creature gains all undead immunities: mind-affecting, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion.

Resist: A shadowslain has turn resistance +4.

Weakness: The base creature retains any weaknesses and gains the following weakness.

Light Sensitivity (Ex): A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.

Abilities: Increase from the base creature as follows: Strength +4. As an undead creature, a shadowslain has no Constitution score.

Special Qualities: A shadowslain retains the special qualities of the base creature and also gains the protection of shadow armor.

Shadowstuff Armor (Su): A shadowslain is shrouded in a semisolid armor of shadowstuff that grants it a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.

Skills: A shadowslain's shadowstuff armor grants it a +10 bonus on Hide checks.

Alchemical item

shadowlight oil

Shadowlight oil is a slow-burning oil infused with the fabric of the Plane of Shadow. It can be burned in any regular lamp or lantern. A lantern filled with shadowlight oil does not provide bright illumination over any area, but instead provides double the radius of shadowy illumination that a lantern burning normal oil would (60 feet for a common lamp, 120 feet for a hooded lantern, or a 240-foot cone for a bullseye lantern). A pint of shadowlight oil burns for 12 hours and otherwise is treated as normal oil (*PH* 127). It weighs 1 pound, costs 5 gp, and requires a successful DC 25 Craft (alchemy) check to create.

Magical locations

A number of interesting magical locations play key parts in this adventure.

The dusk lord's throne

The *Dusk Lord's throne* is a site that channels and concentrates the dark power of the Plane of Shadow.

Lore: Characters who have ranks in Knowledge (history), Knowledge (arcana), or Knowledge (the planes) can research the *Dusk Lord's throne* to learn more about it. When a character makes a successful check, the following lore is revealed, including results from lower DCs (if any).

History DC 15: The Dusk Lord was the ruler of Sessrendale, which Archendale conquered in 1232 DR.

History DC 25: Some tales say the Dusk Lord died during the invasion of Sessrendale by Archendale, while others maintain that the Dusk Lord fled into the Vast Swamp when Sessrendale fell, and from there passed into the Plane of Shadow at the end of his preternaturally long life.

Arcana DC 20: The Dusk Lord of Sessrendale was accused of necromancy and other vile sorcery, but those accusations might have been baseless.

Arcana DC 25: The Dusk Lord was a spellcaster with an affinity for shadow magic.

Planes DC 25: There is a site on the Plane of Shadow called the *Dusk Lord's throne*, though there is not necessarily any historical connection to the Dusk Lord of Sessrendale.

behind the curtain: dark creatures

The dark template is a simple, streamlined version of the shadow creature template (see *Manual of the Planes* 190 and *Lords of Madness* 167). The dark creature template should either add +0 or +1 to a creature's CR. Some creatures won't gain much benefit from the template. For example, a white dragon already

has darkvision, superior low-light vision, and immunity to cold. It gains a small increase to its already good speed and the ability to hide in plain sight. This template won't appreciably increase its CR. On the other hand, a creature such as a lion gains greater benefit and likely merits a +1 increase to its CR.

Description: The *Dusk Lord's throne* is an enormous throne shaped of shadowy obsidian. A Large creature could sit comfortably on the throne, while smaller creatures must make some effort to climb atop its seat. The *Dusk Lord's throne* is located on the Plane of Shadow, in a tower surrounded by ruins that correspond to the location of Cormyr's Lost Refuge on the Material Plane. It stands in the upper level of the tower.

Prerequisite: The *Dusk Lord's throne* confers its special ability only on a creature that has had some exposure to Shadow Weave magic. A character who uses the Shadow Weave qualifies easily, but so does a character who has been subject to a Shadow Weave spell.

Location Activation: To gain the benefit of the throne, a character must sit on its seat for 1 minute. During that time, shadows seem to swirl about the character's head, but they gradually fade to the character's improving sight.

Recharge: The *Dusk Lord's throne* can bestow its benefit without limitation.

Special Ability (Ex): A qualified creature gains resistance to cold 5 and superior low-light vision, which allows the creature to see four times as far as a human in low-light conditions. A creature can gain this benefit only once, and its effects do not stack with any other resistance to cold the creature might have or acquire.

Duration: The resistance to cold and low-light vision last for one year.

Aura: Strong abjuration and illusion.

Ability Value: 3,000 gp.

failed shadow gate

The Sharrans attempted to create a gate to the Plane of Shadow rather than travel to the Lost Refuge. Through inexperience or perhaps the influence of Mystra, the attempt failed and instead produced a deadly magical location.

Lore: A character who has ranks in Knowledge (arcana) or Knowledge (religion) can research failed Shadow Gates to learn more about them. If a character makes a successful DC 20 check, the following lore is revealed.

Stories tell of fates capable of transferring creatures to the Plane of Shadow; however, those who make the trip sometimes come away with the taint of shadow themselves, or never return. The risk is real, and extreme.

Description: Inky black pillars frame a curtain of dimness. This expanse has a murky surface, through which it is just possible to see, though everything seen through the dark lens appears plunged in shadow, even if bright light actually lies on the other side.

Prerequisite: None.

Location Activation: A character must walk through the curtain of shadow between the two pillars.

A failed Shadow Gate can affect up to two creatures who walk through it per day.

Special Ability (Su): When a character passes through the gate, she briefly enters the Plane of Shadow—but for just a stuttering instant, long enough for a seed of shadow to become implanted in the character. By the time the character reaches the opposite side a second later and wades into the pile of fleshless bones there, the change is already under way.

The character feels a film of cold flow over her. Her skin and equipment appear somewhat blurred. She can try to resist the effect (Will DC 20) or allow it to proceed. Those who resist and succeed throw off all further effects and come to no harm, but gain no benefit.

Those who leave themselves open to the change or who resist and fail are subsumed by shadow. This effect either grants a character the dark template, which he can call upon once a day, or kills him through incomplete subsumption. Half of those who make the trip die in this fashion: Their skin and equipment mist away in a stream of fleeting shadow (they fall to -9 hit points, and if not healed within 1 round, they die as noted).

d%Effect

01-50 Incomplete subsumption; subject at -9 hp.

51-100 Subject gains dark template 1/day for 10 minutes.

A surviving character can call up her "shadow mantle" as a standard action that does not provoke attacks of opportunity. The character is treated as having the dark template for 10 minutes, after which the benefit fades and the character is treated as normal for the rest of the day. Some creatures in the fake temple of Mystra have made dozens of trips through the failed Shadow Gate. Those few who survived 10 or more trips no longer need to trigger the template—it is always active; however, this effect also turns the creature irrevocably evil. See page 152 for a description of the dark template.

Aura: Strong transmutation.

Ability Value: 5,000 gp.

magic items

This adventure introduces a few magic items central to its plot. These items are unlikely to be of interest to PCs beyond their use by the villains.

disc of secrets

Price: 200 gp

Body Slot: —

Caster Level: 1st

Aura: Faint; (DC 16) illusion

Activation: A command phrase ("Reveal your secret to no one") causes a disc of secrets to reveal its true appearance: a black disc of jet surrounded by a ring of purple amethysts.

Weight: —

This featureless silver disc hangs from a simple silver chain.

A *disc of secrets* functions as an unholy symbol when wielded by a cleric of Shar, serving as a proper divine focus for the cleric's spells and channeling negative energy to rebuke undead.

The only magical function of a *disc of secrets* is to conceal its identity. This disguise is a shadow (partially real) illusion effect, and cannot be disbelieved.

Prerequisites: Craft Wondrous Item, Shadow Weave Magic, *shadow conjuration*.

Cost to Create: 100 gp, 4 XP, 1 day.

gal-ralan

Price: 625 gp (+1), 2,500 gp (+2), 5,600 gp (+3), 10,000 gp (+4), or 15,600 gp (+5)

Body Slot: Arms

Caster Level: 5th

Aura: Faint; (DC 17) necromancy

Activation: —

Weight: —

Decorated with elaborate, abstract designs, these cold-forged iron bands pierce the wearer's forearm with 6-inch-long needles made of the same metal.

As long as a character wears a *gal-ralan*, she takes 1 point of Constitution damage that cannot be recovered by any means other than the *gal-ralan*'s removal.

A *gal-ralan* provides the wearer with a +1 to +5 resistance bonus to her saving throws. This benefit increases by an additional 2 against death effects, energy drains, and other effects (such as the shadow curse) that affect the wearer's soul.

Lore: A character who has ranks in Knowledge (arcana) can learn the following fact about *gal-ralans* by making a successful DC 10 check:

Shadar-kai wear these bands to affix their souls to their bodies and prevent them from being drawn back to the Plane of Shadow.

Prerequisites: Craft Wondrous Item, *resistance*, caster level must be three times that of the *gal-ralan*'s bonus.

Cost to Create: 312.5 gp, 25 XP, 1 day (+1); 1,250 gp, 100 XP, 3 days (+2); 2,800 gp, 224 XP, 6 days (+3); 5,000 gp, 400 XP, 10 days (+4); 7,800 gp, 624 XP, 16 days (+5).

shadow shard

Price: Minor artifact

Body Slot: Throat

Caster Level: 16th

Aura: Strong; (DC 23) necromancy

Activation: Five full-round actions

Weight: 1 lb.

This thumb-sized crystal of deep purple is set in bronze clasps. A sturdy bronze chain is affixed to one clasp, so that the shard can be worn as a pendant.

Three times per day, a *shadow shard* can be used to affect a living creature within 60 feet that lacks the Shadow Weave Magic feat. The creature must succeed on a DC 30 Will save or suffer one of two effects.

If the creature uses Weave magic (including spells and spell-like or supernatural abilities—use of magic items does not qualify), it is instantly reduced to 1d4 hit points and is unable to use any of its Weave-related abilities (spells and spell-like or supernatural abilities; magic items can still be used) within 60 feet of the *shadow shard*. A creature affected in this manner remains under the constraint against using Weave magic near the *shadow shard* for as long as it remains near, and for 1 hour afterward.

If the creature does not use Weave magic, a failed save instantly slays it and raises it as a shadowslain creature. See the shadowslain template on page 152. The shadowslain creature is not beholden to the user of the artifact.

If the target has the Shadow Weave feat, the target can choose to automatically be affected and become a shadowslain creature.

Curse: This artifact is holy to Shar. Anyone who attempts to use it who is not a worshiper of Shar must make a successful DC 30 Will save instead of his or her target.

A *shadow shard* is a Shadow Weave magic item. Thus someone who lacks the Shadow Weave Magic feat who uses its power takes 1d4 points of Wisdom damage.

Lore: A character who has ranks in Knowledge (history) or Knowledge (arcana) can learn the following facts about *shadow shards* by making a successful check against the indicated DC:

History DC 10: A *shadow shard* is a small piece of the *Stone of Madyroch*, a powerful Shadow Weave artifact (often referred to as the *Shadow Stone*).

History DC 15: Although the Stone itself was destroyed in Cimbar by the mage Aeron Morieth, a small number of shards survived. In the years since its destruction, servants of Shar have recovered these smaller pieces of the *Shadow Stone*.

Arcana DC 10: Like the original, these shards hold potent powers to corrupt Weave magic, destroy life, and create shadowy unlife in its place. A shard is a Shadow Weave item, and as such it is perilous for Weave casters to use.

Prerequisites: Minor artifact.

Cost to Create: Minor artifact.

The Necreme and its command amulet

Price: 9,000 gp

Body Slot: — and throat (*command amulet*)

Caster Level: 3rd

Aura: Faint; (DC 16) necromancy

Activation: Move action

Weight: 6,000 pounds (*Necreme*); — (*command amulet*)

The Necreme is a black-painted keelboat with its name written in bleached bones set into the sides of the boat. It has a small cabin forward, a set of oar benches low in the hull midships, and a raised coxswain's platform and tiller at the stern. Orc skeletons man the oars.

The *Necreme* is a simple keelboat whose oarsmen are animated skeletons. The boat itself is not particularly magical; the magic lies in the amulet of command that enables the bearer to control the skeletons chained to its oars.

A character wearing the boat's command amulet can issue rowing instructions to the skeletal rowers. Directing the rowers requires a move action each round. A character can man the tiller at the same time he directs the rowers (doing both still requires a move action each round).

The *Necreme* travels at a rate of 2 miles per hour when rowed by four Medium skeletons. The skeletons are controlled by the command amulet, and they obey anyone wearing it. To

assign a skeleton to the boat, a person with control over the skeleton (for example, a cleric who has succeeded on a command undead attempt) simply orders the skeleton to obey the wearer of the amulet. The skeleton no longer counts against the original controller's limit of Hit Dice of undead he or she can keep under control.

Unless otherwise commanded, the rowers continue to do the last thing they were told, so a character could instruct them to keep rowing and then do other things. However, the boat cannot steer itself or avoid hazards, so this course of action is somewhat dangerous. The skeletons cannot be commanded to do anything other than row or cease rowing.

Prerequisites: Craft Wondrous Item, *command undead* or ability to rebuke or command undead, keelboat (or other suitable vessel).

Cost to Create: 4,500 gp, 240 XP, 3 days.

starry gnosis

Price: Minor artifact

Body Slot: — (held)

Caster Level: 9th

Aura: Moderate; (DC 19) enchantment

Activation: Standard action (bewitching, commanding dominated creatures) or — (darkvision 60 ft.)

Weight: 5 lb.

This item is a grapefruit-sized crystal sphere with a dark inner heart. No light can pierce it, but tiny points of light, like stars, twinkle within the globe at the periphery of the dark core.

If the *Starry Gnosis* is held and the command phrase "Knowledge lies between the stars" is spoken aloud by the holder, the item's bewitching effect is produced. All except the holder and his allies who stand within 30 feet of the activator must succeed on a DC 16 Will save or become bewitched. Those who have undergone the three-day ritual described for petitioners in the middle courtyard take a -5 penalty on their Will saves.

A bewitched victim takes a -1 penalty on all attacks and weapon damage rolls against the holder of the *Starry Gnosis*, and each round on the holder's turn, the victim must make another successful saving throw against the original DC or take another cumulative -1 penalty on attack rolls and weapon damage rolls against the holder. She must attempt this save no matter how far she subsequently moves from the holder. If the victim makes a successful saving throw before she falls to a cumulative -4

penalty, she throws off the effect and the penalties, and makes no more saves. She has successfully resisted the *Gnosis*.

However, if a victim ever falls to a cumulative -4 penalty against the holder, she is affected as if by a *dominate person* spell cast by the holder of the *Starry Gnosis*. Anyone *dominated* is affected (by the domination and the penalty) for nine days. If a victim is freed from the domination or the bewitching, the penalty also ends.

While it is held, the *Gnosis* provides the secondary effect of granting the holder darkvision out to 60 feet.

The item can be used to bewitch creatures once every three days. When the *Starry Gnosis* is activated, the tiny stars inside it are swallowed up and do not reappear for three days.

Curse: If the user of the *Starry Gnosis* doesn't worship Shar, the item works normally until an enemy falls to a -4 penalty. At this point the *Gnosis* cracks and explodes, releasing a burst of shadow like a black fireball. Creatures within a 5-foot radius take 6d6 points of cold damage (Reflex DC 16 half).

The *Starry Gnosis* is a Shadow Weave magic item. Thus someone without the Shadow Weave Magic feat who uses its bewitching power, uses it to command someone already *dominated*, or uses it to gain darkvision immediately takes 1d4 points of Wisdom damage. Continually holding it to gain darkvision would result in this damage each day, assuming the user lacks the Shadow Weave Magic feat.

Lore: Characters who have ranks in Knowledge (religion) can research the *Starry Gnosis* to learn more about it. When a character makes a successful check, the following lore is revealed, including information from lower DCs.

DC 10: Originally a jewel adorning a massive statue of Shar in the Temple of Old Night in Calimport, this dark globe now serves as a powerful item of mental domination.

DC 15: No known artifact or holy item sacred to Mystra is called the *Starry Gnosis*; if such an item truly does exist, it must be unique to a particular sect of Mystra worshipers who have not communicated their revealed knowledge to the greater church.

DC 25: There is some mention of something called the *Starry Gnosis* in religious texts, but not in relation to Mystra.

DC 32: The *Starry Gnosis* is a crystal globe plucked from a statue depicting the goddess Shar in the Temple of Old Night in Calimport. The globe was invested with divine power by the goddess herself, at the direction of high priestess Esvele Graycastle.

Prerequisites: Minor artifact.

Cost to Create: Minor artifact.

player handouts

You can photocopy the following handouts to give them to your players at the appropriate times.

MAP OF PATH TO LOST REFUGE

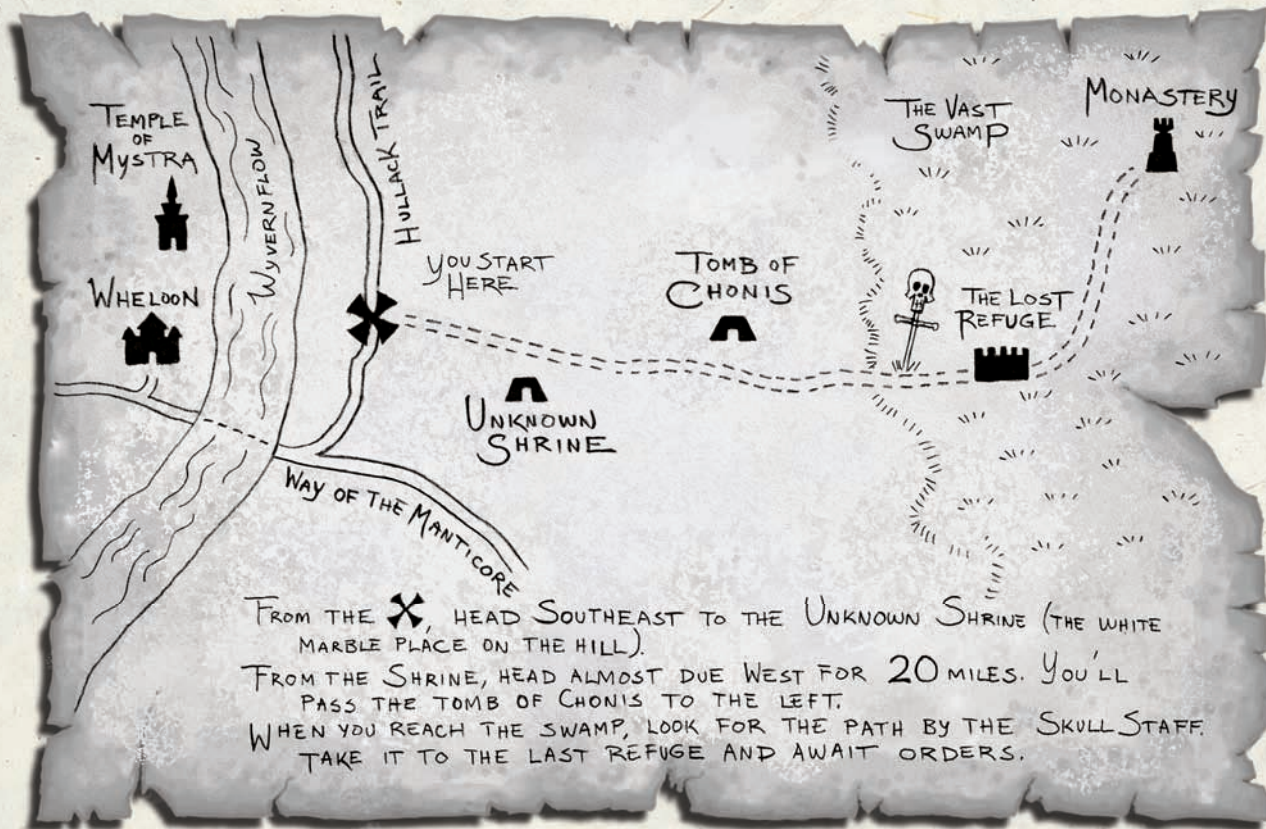


Illustration by Chris Dien

LETTER FOUND ON KITHLORD THIERAVEN

Kithlord Thieraven,

My Mistress cannot break the bargain that tied your people's souls to Her holy realm, but I guarantee that if Her plans are successful, you will have a home on Faerûn where your kind will not feel the curse's effects. The Vast Swamp should make a perfect base for your people to gather and establish a true presence in the world. None will suspect it, and no prying eyes will detect it besides a few crude tribes that you can slaughter or subjugate as you see fit. Success in this endeavor will in turn lead to other successes, and in due time your kind will have many places where you can live without fear of losing your souls.

As always, She grants you access to the Shadow Weave, and I offer more training in its use. We urge you to convince more of your kind to accept this gift. You have already seen its benefit, and in the coming months and the years afterward, your people will come to know its power.

—Esuele Graycastle

LETTER IN SHAN THAR'S DESK

Father Shan Thar,

We need more recruits in the inner temple. Start pushing the Sacred Trust a little harder, would you? Esuele sends word through Despayr that we need to step things up out here. I know you have your doubts, but do as you're instructed, lest the goddess find you in shadow.

— *Lady Arthas*

LETTER FOUND ON THE ALTAR

Despayr,

The Lady of Loss has seen your devotion and will reward it.

I send you Thieraven, who brought you this letter. He carries the means to open the Dusk Lord's Passage once again, and thereby provide you with a glorious new home and the means to our mutual ends.

When you have made your way through the Passage, you will find yourself in a shadowy reflection of the keep. From there, another of Thieraven's race, a shadar-kai, will lead you to the Monastery of the Ebon Dome. I eagerly await you there. We have much to discuss.

Keep your secrets safe. Their weight will one day bring the Mysteries to an end.

— *Esuale Graycastle*

ETHAR'S UNFINISHED LETTER

Most honored Watchful Skull, Blackwill Akhmeler,

Greetings from your bloody hand, Skull Servant Ethar. As expected, the Shamans hide their secrets well, but I did discover something that might lead us to understanding their ultimate plan. We aid them in their ritual to create a field of dead magic over the Vast Swamp. Obviously, this is to their advantage as only Shadow magic works within these spaces, but claiming the swamp as a base of operations seems foolish. This incongruity bothered me, and I prayed to the Black Sun to grant me knowledge of their plans. I received no vision, but while living here in one of their old monasteries I discovered the piece of parchment I've attached with this letter, praise be to Coric. I believe it to be the writings of a monk that once lived in the Monastery of the Ebon Dome.

It seems the Shamans have a secret Roll of Years. Of its origin or accuracy, I can say nothing, but some names seem uncannily close to the history we have witnessed—perhaps even more so than those penned by the Lost Sage, Augathra the Mad. You can see that the Black Chronology seems to span a mere 34 years, but perhaps there is more not revealed by this scrap of parchment. Reading the "Book of the Black" might explain more and tell us what the Shamans truly plan.

I could not find more writings like this one despite a week of searching. I made subtle inquiries with the Shamans and Despayr. Despayr seemed to know nothing, but with his kind, it is always hard to tell. The other Shamans said they did not know what I meant, and talked about how the monks at this monastery went mad—but I sensed some wariness in their postures.

I think we need to find this Book of the Black and

PARCHMENT

The shadows fall properly and others signs make it more clear. At long last, the Black Chronology is coming to fruition. I trust in the shadows that dance at the edge of my sight, for Shar enfolds me in her dark embrace. I can with some authority claim that this year, 1352 DR, is indeed the Year of the Lost King, first year of the Black Chronology. I know that the events prophesied in the Book of the Black will soon come to pass.

Behold the Roll of Years and its Shadow. In due time we shall all bear witness to unfolding of Shar's greatest work.

1352	<i>Year of the Dragon</i>	<i>Year of the Lost King</i>
1353	<i>Year of the Arch</i>	<i>Year of Masks</i>
1354	<i>Year of the Bow</i>	<i>Year of Great Reaping</i>
1355	<i>Year of the Harp</i>	<i>Year of Retreat</i>
1356	<i>Year of the Worm</i>	<i>Year of the Drow</i>
1357	<i>Year of the Prince</i>	<i>Year of Spell Flames</i>
1358	<i>Year of Shadows</i>	<i>Year of Ascension</i>
1359	<i>Year of the Serpent</i>	<i>Year of the Carnival</i>
1360	<i>Year of the Turret</i>	<i>Year of Armies</i>
1361	<i>Year of Maidens</i>	<i>Year of the Golden Discovery</i>
1362	<i>Year of the Helm</i>	<i>Year of the Sun</i>
1363	<i>Year of the Wyvern</i>	<i>Year of Winter</i>
1364	<i>Year of the Wave</i>	<i>Year of Lords</i>
1365	<i>Year of the Sword</i>	<i>Year of Joyous Elves</i>
1366	<i>Year of the Staff</i>	<i>Year of Icy Waters</i>
1367	<i>Year of the Shield</i>	<i>Year of Unmasking</i>
1368	<i>Year of the Banner</i>	<i>Year of the Sons</i>
1369	<i>Year of the Gauntlet</i>	<i>Year of the City's Sorrows</i>
1370	<i>Year of the Tankard</i>	<i>Year of the Deep War</i>
1371	<i>Year of the Unstrung Harp</i>	<i>Year of the Toppling Towers</i>
1372	<i>Year of Wild Magic</i>	<i>Year of Dark Returns</i>
1373	<i>Year of Rogue Dragons</i>	<i>Year of Madness</i>
1374	<i>Year of Lightning Storms</i>	<i>Year of the Unraveling</i>
1375	<i>Year of Risen Elfkin</i>	<i>Year of Harsh Goals</i>
1376	<i>Year of the Bent Blade</i>	<i>Year of False Hopes</i>
1377	<i>Year of the Haunting</i>	<i>Year of the Black Banner</i>
1378	<i>Year of the Cauldron</i>	<i>Year of Broken Hearts</i>
1379	<i>Year of the Lost Keep</i>	<i>Year of Lost Wisdom</i>
1380	<i>Year of the Blazing Hand</i>	<i>Year of the Dull Blade</i>
1381	<i>Year of the Starving</i>	<i>Year of the Fool</i>
1382	<i>Year of the Black Blazon</i>	<i>Year of Unwelcome Guests</i>
1383	<i>Year of the Vindicated Warrior</i>	<i>Year of Unjust Rewards</i>
1384	<i>Year of Three Streams Blooded</i>	<i>Year of Stolen Thrones</i>
1385	<i>Year of Blue Fire</i>	<i>Year of the Revelation</i>

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Temple of Mystra Temple Level

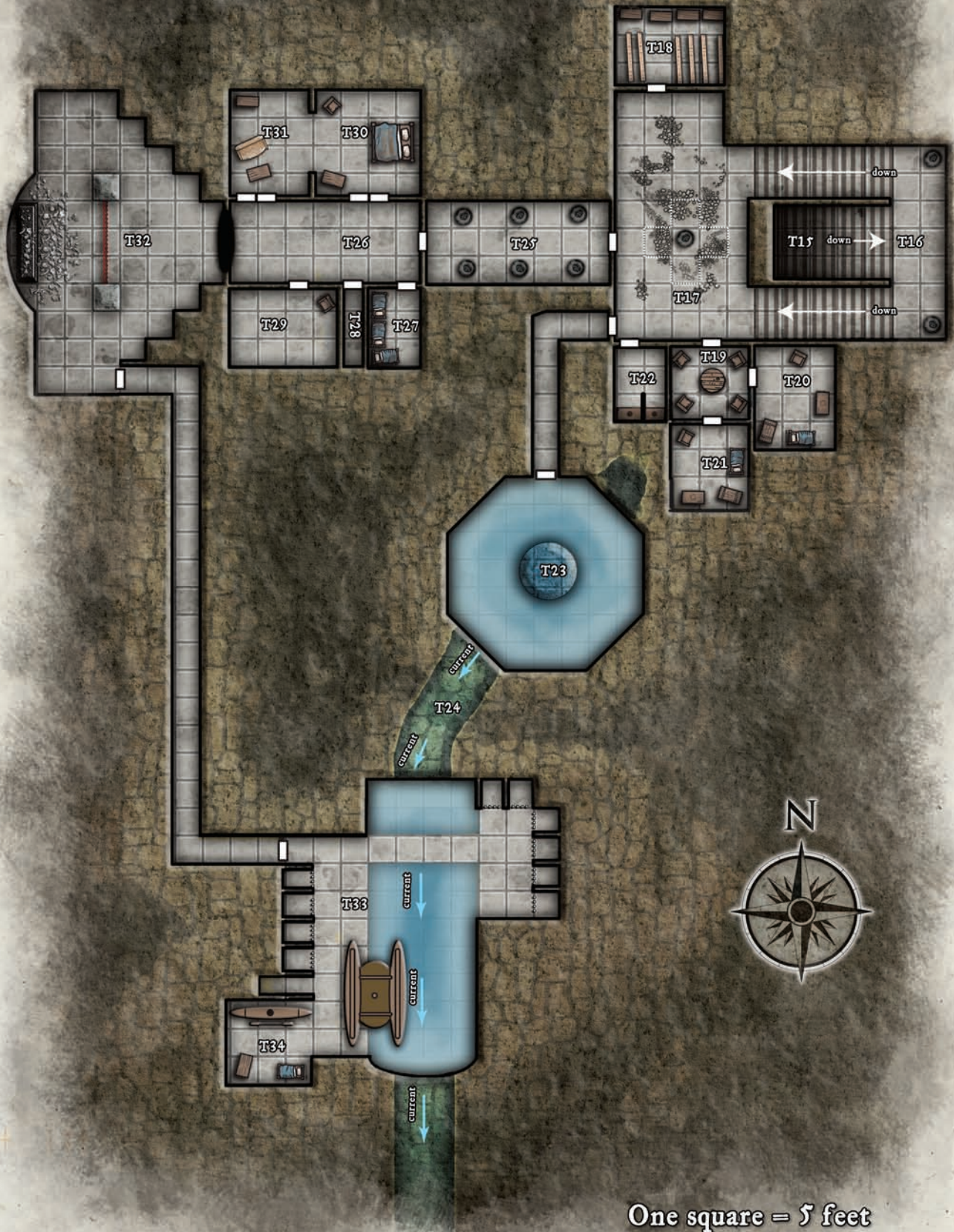
Hillside Bluff

Outer Courtyard
Temple Level
Dungeon Level
Wyvernflow River
Temple of Mystra Cutaway
Not to Scale



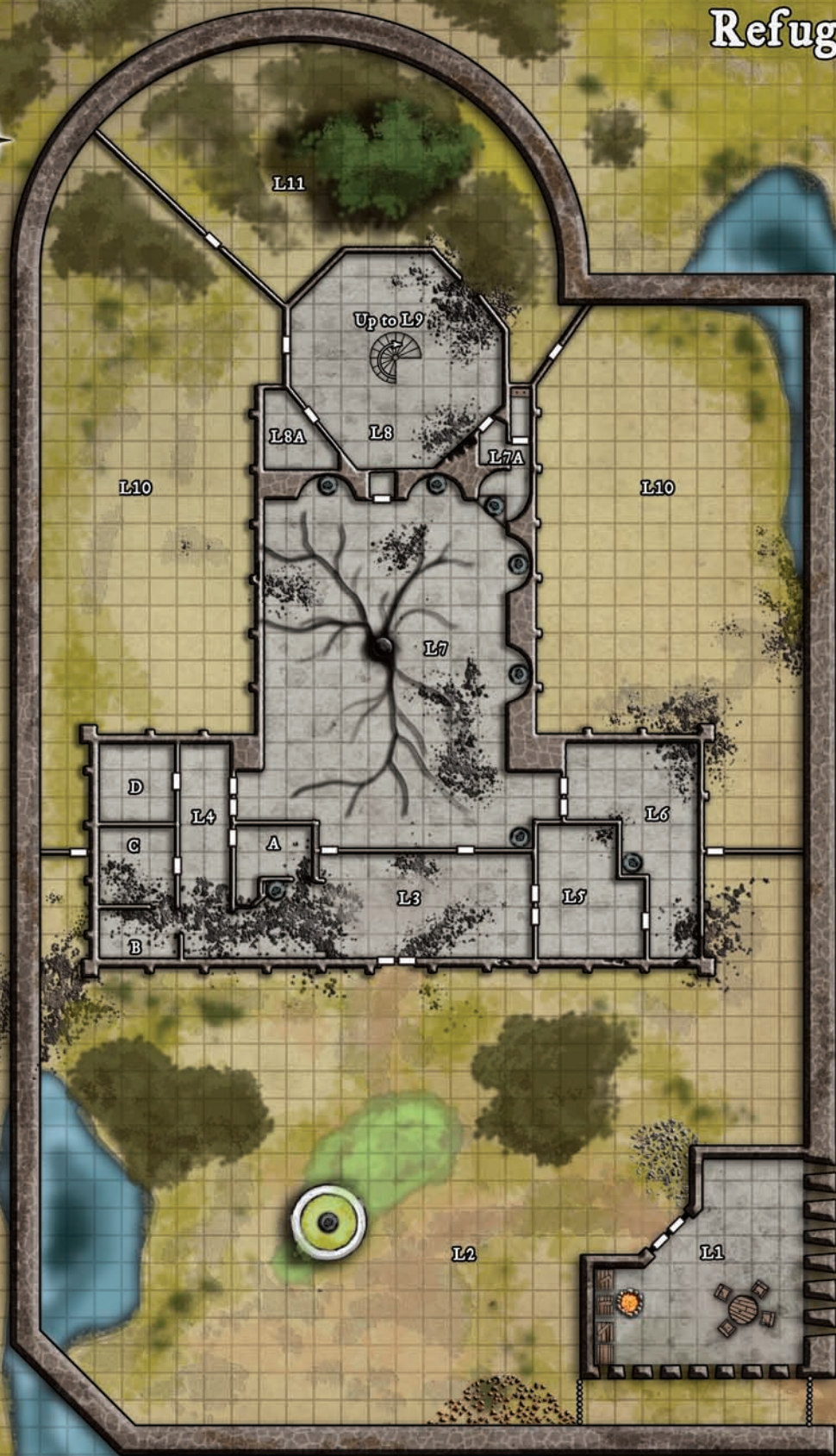
Scale: One square = 5 feet

Temple of Mystra, Dungeon Level



One square = 5 feet

Cormyr's Lost Refuge



Scale: One square = 5 feet

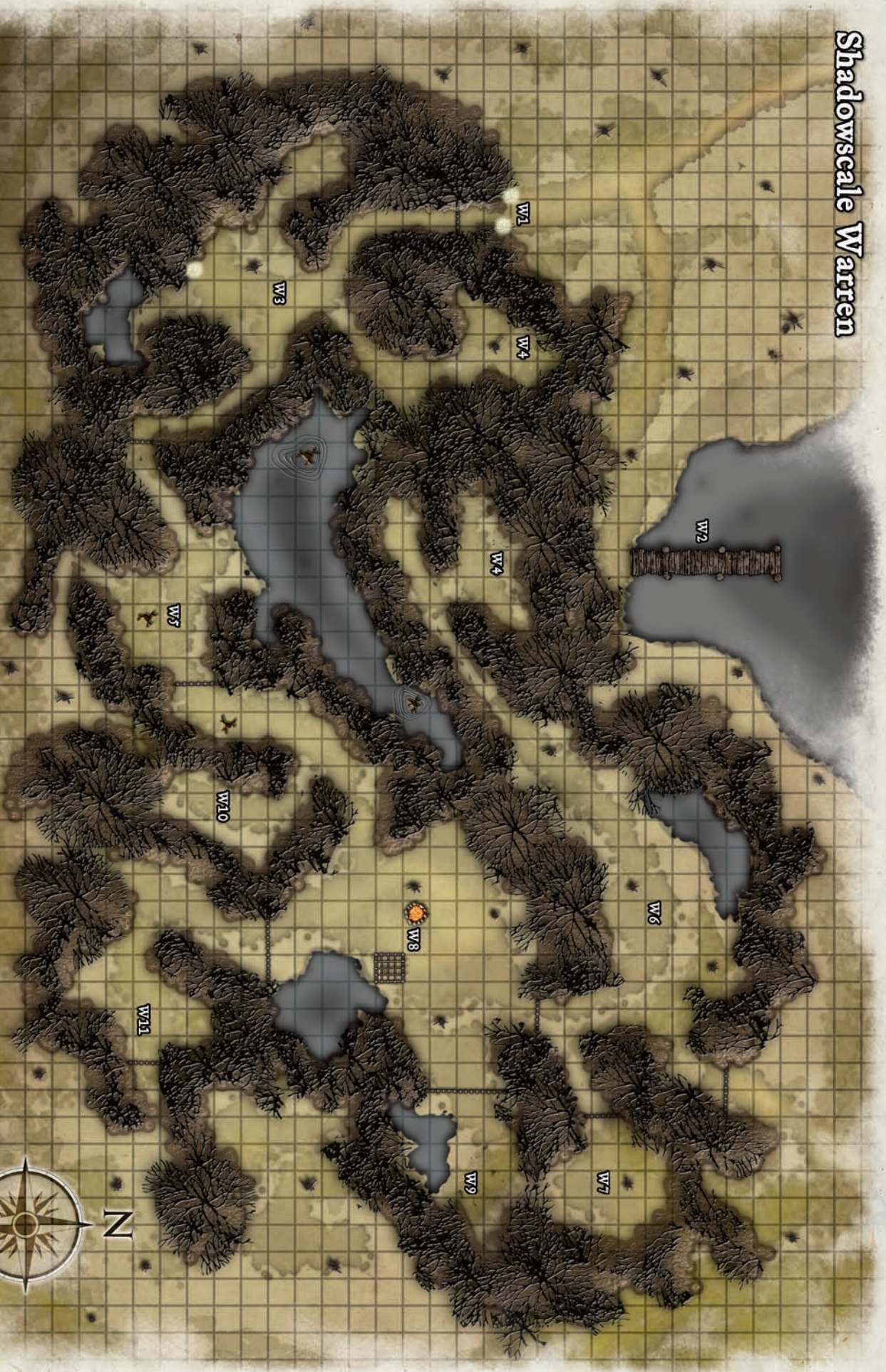
The Shadow Citadel



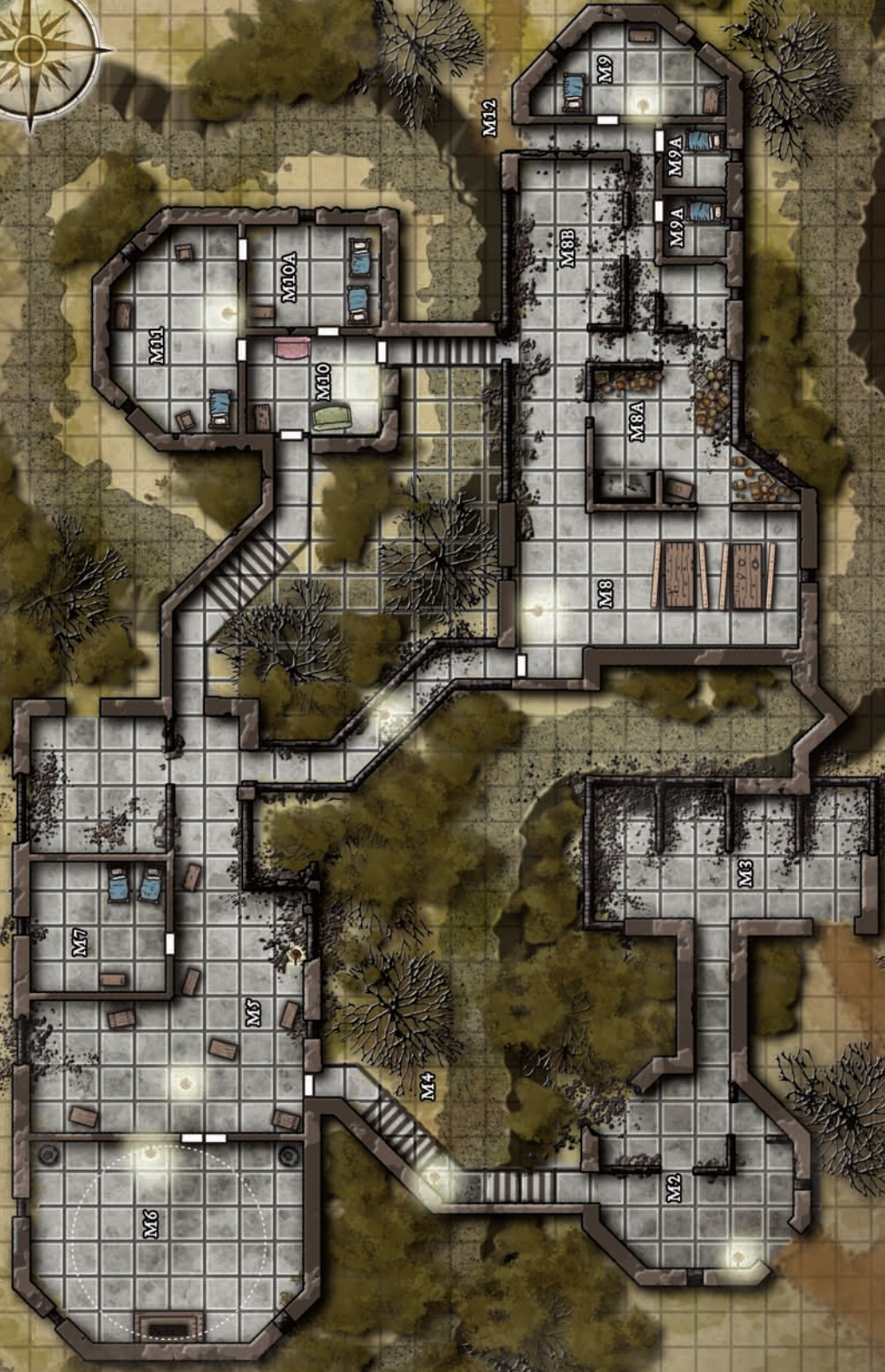
Scale: One square = 5 feet

Shadowscale Warren

One square = 5 feet



Monastery of the Ebon Dome



One square = 5 feet

Delve into darkness, bring the truth to light

Beyond the pristine façade of the Temple of Mystra, a sinister conspiracy threatens the future of Cormyr. Profane acts within the temple hearken to a mounting threat in the Vast Swamp. Adventurers must cross into the Plane of Shadow to unlock the truth about this growing darkness in time to thwart an attack against Cormyr and the goddess of magic herself.

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