

DUNGEONS & DRAGONS®

CAMPAIGN ACCESSORY

FORGOTTEN REALMS®

SHADOWDALE

the scouring of the land™

A Campaign Adventure for Characters of Levels 9–13



Richard Baker

Eric L. Boyd Thomas M. Reid

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INTRODUCTION

War rages across Cormanthor and the Dalelands. The black-clad legions of Zhentil Keep and the drow of the Elven Court are locked in a fierce war against the refounded elf realm of Myth Drannor and its allies in the dales. As elves, drow, and humans skirmish in the wide woodlands of the Elven Court, Zhent forces also assail the western forest. A powerful army led by Scyllua Darkhope, High Captain of Zhentil Keep, occupies the western dales. Shadowdale, for so long a bastion against Zhentish ambitions, now groans under the yoke of the conqueror.

Shadowdale's traditional defenders are scattered to the four winds. Storm Silverhand, Dove Falconhand, Scotthgar "Scotti" Amcathra, and the rest of the Knights of Myth Drannor fight alongside the warriors of Ilsevele Miritar in the fierce battles far to the east. Mourngrym Amcathra, Lord of the Dale, occupies the Twisted Tower, seemingly unconcerned with Shadowdale's new "defenders." And Elminster, the Sage of Shadowdale, is missing, his tower in ruins. New heroes must step forward if Shadowdale is to be free again.

Shadowdale: The Scouring of the Land is a DUNGEONS & DRAGONS® adventure designed for four 9th-level characters. Player characters will advance through 10th level and into 11th level during the course of the adventure, and perhaps reach 12th or 13th level by its conclusion.

preparation

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). In addition, you might find it useful to have a copy of *Heroes of Battle*. The success or failure of the characters' efforts to overthrow Shadowdale's conquerors is based on the victory-point rules introduced in that book. You don't have to have *Heroes of Battle* to resolve the plot, but it's a good resource for war-themed adventures.

Throughout this book, superscript abbreviations are often used to denote game elements and other materials that appear in certain supplements. Those supplements and their abbreviations

are as follows: *Book of Exalted Deeds* (BoED), *Complete Adventurer* (CA), *Complete Arcane* (CAr), *Complete Warrior* (CW), *Draconomicon* (Dra), *Fiend Folio* (FF), *Fiendish Codex I* (FC1), *Libris Mortis* (LM), *Lords of Darkness* (LD), *Lost Empires of Faerûn* (LE), *Miniatures Handbook* (MH), *Monster Manual II* (MM2), *Monster Manual III* (MM3), *Monster Manual IV* (MM4), *Monsters of Faerûn* (Mon), *Planar Handbook* (PH), *Player's Guide to Faerûn* (PG), *Races of Faerûn* (RoF), *Serpent Kingdoms* (SK), *Spell Compendium* (SC), *Shining South* (SS), and *Underdark* (Und).

Although this adventure is a sequel to the adventure *Cormyr: The Tearing of the Weave*, you don't need to play through that adventure before running this one.

We recommend that you review the information presented on the Dalelands and Shadowdale in the *FORGOTTEN REALMS Campaign Setting* (pages 116 and 137, respectively) before running this adventure. You'll also find more detailed information about Shadowdale in Appendix 1 of this adventure.

This adventure uses a tactical format to describe encounters that are likely to result in combat. The adventure is divided into an adventure narrative (the front sections of Chapters 1 through 5), in which encounters and location descriptions are presented in the traditional manner, and a tactical encounter section at the end of each chapter, in which specific battles are laid out in an easy-to-run format.

HOW TO USE THE TACTICAL FORMAT

The keyed entries in the text present, in essence, a flowchart of the adventure. Locations or event-based encounters that result in a fight have a corresponding tactical encounter at the end of the Chapter in question.

When the adventure narrative directs you to refer to a tactical encounter, simply turn to the indicated page.

The most obvious feature of each tactical encounter is the map of the room or area where the encounter occurs. A variety of text entries accompany each map: a Setup section, information to be read aloud to the players, and other details specifying features of the tactical area. Begin with the Setup section first, which describes the initial creature positions and circumstances of the battle. The remaining sections include creature descriptions and statistics, creature tactics, traps (if any), and other related information.

The encounters in this adventure are designed for use with *DUNGEONS & DRAGONS® Miniatures*. In some cases, a miniature you own might represent a character or creature perfectly. If you don't have the exact miniature, just substitute another miniature of the same size and tell the players what the miniature you're using represents.

HOW TO USE TACTICAL MAPS

As described on page 59 of the *Dungeon Master's Guide*, 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, which are drawn on the tactical 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

Shadowdale: The Scouring of the Land is set in the winter of the Year of Risen Elfkin, 1375 DR. It takes place about five months after the events described in the *Last Mythal* trilogy.

In the spring of 1374 DR, Lord Seiveril Miritar of Evermeet mustered a great crusade to meet the threat of the daemonfey legion of Sarya Dlardrageth. Seiveril's Crusade drove the daemonfey out of the High Forest, and then pursued the demonspawned sun elves to their secret stronghold in Myth Drannor. Armies from Hillsfar, Sembia, Zhentil Keep, the drow of Cormanthor, and the various dales took the field, some allying with the daemonfey, others fighting against Sarya Dlardrageth and her hellish hordes. Ultimately the elf army prevailed, retaking Myth Drannor. Although Seiveril Miritar fell in the final battle within the ancient city, his daughter Ilsevele became ruler in his place.

With the rival city-state of Hillsfar firmly under his thumb, Fzoul Chembryl, Tyrant of Zhentil Keep, determined to prevent Myth Drannor from rising again. At the same time, the Vhaeraun-worshipping drow of House Jaelre and the Auzkovyn clan read their own doom in Ilsevele Miritar's ascension to the throne of ancient Cormanthyr. Zhents and drow conspired to

attack Myth Drannor before Ilsevele Miritar's fledgling realm grew any stronger.

As Fzoul searched for a master stroke to overthrow his new enemy, he was approached by Esvele Graycastle, a priestess of Shar. The servant of Shar cared little for Fzoul Chembryl's troubles with Myth Drannor, but she greatly desired to strike a blow against the servants of Mystra in Shadowdale—in particular, the great mage Elminster. Esvele offered to remove Elminster (and the other Chosen of Mystra) from Shadowdale by creating a dead magic zone over the entire area; its effects would deter the Chosen of Mystra from returning. The Sharran priestess also offered an alliance with the Lolth-worshipping drow of House Dhuurniv. By depriving Shadowdale's defenders of their potent magical powers, Esvele would make it possible for the Zhentarim and their drow allies to finally conquer the dale. In turn, the subjugation of the dale by the Zhentish armies would make it possible for the servants of Shar to carry out their goddess's vendetta against Mystra. Fzoul assented to Esvele's offer—allowing the priestess of Shar to rip a hole in the Weave seemed a reasonable price for the defeat of Shadowdale.

In the dark hours of 15 Nightal 1374 DR, a small company of Sharran assassins and shadow adepts slipped into the dale. In Elminster's vaults a powerful Sharran artifact—the *Ebon Diadem*—lay quiescent, one of many such evil items that the Sage of Shadowdale kept hidden safely within the wards of his tower. But the *Diadem* harbored a deadly secret. Breaching the defenses of his tower, the Sharrans succeeded in activating the *Ebon Diadem* and unleashing its powers. Feeding on the very strength of the wards Elminster had raised over the years, the *Ebon Diadem* greatly strengthened the Sharran assassins. Although Elminster destroyed most of the intruders who had entered his tower, the Sharrans defeated him. Gravely wounded, he was whisked away by his *contingency* spells—and his tower itself was blasted into ruin and hurled into some far plane.

Within hours of Elminster's defeat, Scyllua Darkhope led a Zhentish army into the northern verge of the dale, while the drow of House Dhuurniv overran the defenders of the Twisted Tower from below. When the Castellon of Zhentil Keep attacked Shadowdale in the summer of 1374 DR, Seiveril Miritar had quickly marched the Crusade to Shadowdale's defense. This time, however, the elves were unable to help—they were heavily engaged against both a Zhent army attacking out of Hillsfar and a great raid of drow. The folk of Shadowdale simply could not overcome the Zhent advantages in monsters and numbers without resorting to magic, and the damage the Sharrans had done to the local Weave made magic weak and unreliable. Despite a valiant defense, the dale fell. To the astonishment of the local populace, Lord Mourngrym Amcathra subsequently announced an alliance with Zhentil Keep and welcomed the Zhentarim into Shadowdale as allies.

Establishing a powerful garrison to occupy the dale, Scyllua Darkhope led her army south and east, striking toward Mistledeale and the Moonsea Ride to complete Myth Drannor's encirclement. While the armies continue to maneuver in the forests to the east, and the priests of Shar seek to complete the destruction of the Weave in this part of the Dalelands, Shadowdale lies under the Zhentish fist. The people of the dale seethe with anger and murmur against their oppressors, but they dare not rise up—not yet, anyway.

Adventure synopsis

Shadowdale: The Scouring of the Land offers the player characters the opportunity to take on that most heroic of endeavors—overthrowing evil oppressors and restoring freedom to a land in misery. The PCs must overcome the twin challenges of an insidious corruption of the Weave and a ruthless occupation by the Black Network. To drive the villains out of Shadowdale, the characters must organize and lead a desperate revolt of the dalesfolk against their conquerors. They must close off the possibility of quick reinforcements, eliminate potential allies, overcome the nefarious rites of Shar's servants, eliminate the leaders of the evil forces, and finally take to the battlefield in order to lead the dalesfolk to victory.

Chapter 1: Dale Under Shadow. The characters arrive in Shadowdale, only to find the dale under occupation and the Weave fraying. After tangling with two rival bands of mercenaries in the Black Network's employ, the PCs explore Lord Aumry's tomb atop Watcher's Knoll. After freeing the remnants of Syluné from a voracious eater of magic, the characters learn that clerics of Bane have established a *portal* to Zhentil Keep amid the ruins of Castle Krag, that servants of Shar have begun a dark rite in the lair of the lich Alokkaïr, and that drow lurk in the catacombs beneath the Twisted Tower.

Chapter 2: Castle Krag. An ancient ruined fortress overlooking the dale, Castle Krag is being transformed into a bastion of Bane, the Dark Lord. Characters seeking a chance to launch a bold counterstroke against the Zhentish occupiers begin their campaign of liberation here, destroying a *portal* through which Zhentil Keep and the Church of Bane can dispatch reinforcements as needed.

Chapter 3: Dread Lair of Alokkaïr. A notorious dungeon buried beneath the heart of the dale, the Dread Lair of Alokkaïr now serves as the stronghold of Shar's servants. Esvele Graycastle and the lich Alokkaïr are engaged in rites designed to expand the tear in the Weave and render all Weave users powerless within the dale. The Grinding Gulf, in the heart of the lich's lair, leads down to secret drow roads linking the ruins of Maerimydra with the cellars of the Twisted Tower.

Chapter 4: Azmaer's Folly. The Matron Sisters of House Dhuurniv have reclaimed Azmaer's Folly, so named for the last drow marshal of the Twisted Tower. Defeating the drow and recovering the *pendant of Ashaba* sets the stage for the liberation of the dale.

Chapter 5: Uprising. With the Banite *portal* shuttered, the drow defeated, and the Weave's degeneration halted, the dale's remaining occupiers are vulnerable. In this Chapter the PCs lead a rebellion of the dalesfolk against the minions of Zhentil Keep. Racing from one end of the dale to the other, the PCs attack Zhentish supply trains, acquire access to a long-hidden *portal* network, defeat Zhentish monsters and champions, and finally confront the leader of the Zhent army—High Captain Scyllua Darkhope.

Appendix 1: Shadowdale describes the village of Shadowdale and the surrounding countryside.

Appendix 2: Game Materials contains new monsters, magic items, and other information useful in the adventure.

Adventure hooks

Characters might become entangled in this adventure through a wide variety of methods. Suggested hooks include the following:

Out of Cormyr: Assuming that you have just played through *Cormyr: The Tearing of the Weave*, the PCs have presumably recovered an unfinished letter from Skull Servant Ethar to his superior and a scrap of parchment from a Sharran tome known as the *Book of the Black*. A successful DC 20 Knowledge (religion) check reveals that the *Book of the Black* is a little-known Sharran religious tome that has been read only by a handful of high-ranking servants of the Lady of Loss. A successful DC 20 Knowledge (arcana) check reveals that the *Book of the Black* is mentioned in a comprehensive index and catalog of a Myth Drannan wizard school's library. The catalog is titled "*Songs of the Wind: The Holdings of Windsong Tower*, by Elminster of Shadowdale." A successful DC 15 Knowledge (local—The Dalelands) check reveals that Elminster is the legendary Sage of Shadowdale. The PCs follow these clues to Shadowdale, in hopes of winning an audience with the legendary sage and learning more about the *Book of the Black*.

Just Passing Through: The PCs are traveling along the North Ride, carrying a message or small parcel of some sort from Cormyr to Hillsfar as a favor to an old patron. They ride into the middle of town only to find that it's been pillaged. Small bands of mercenaries and sellswords have been seeking work in Cormanthor for months now, so the Zhents don't have a reason to be immediately antagonistic to the PCs—but any characters of good heart can see at a glance that Shadowdale needs help; others might see an opportunity for profit or advancement through less honorable means.

Desperate Summons. Player characters with some connection to a good-aligned organization (the refounded elf kingdom of Myth Drannor, the Harpers, the Purple Dragons of Cormyr, the Church of Lathander, or a prestigious order such as the Knights of the Chalice, for example) receive a summons from an ally or superior. The fellow member has learned from a desperate refugee that Shadowdale has fallen to the Zhents, and he asks (or orders) the PC to go to Shadowdale and stir up as much trouble as possible against Fzoul Chembryl's forces. The Zhents can't be allowed to keep their ill-gotten conquest, and the PCs are the best that the organization can currently throw at the problem.

Return of the Warblade. The PCs are asked by the newly ensconced ruler of Myth Drannor, Ilsevele Miritar, to liberate Shadowdale. Under the cloak of this noble mission, the PCs are secretly asked to hunt for the *Warblade* (see page 150). Ilsevele explains that recently triggered ancient wards indicate that the legendary sword has recently returned to the Realms Above (or perhaps the uppermost reaches of the Underdark) in the vicinity of the Twisted Tower.



DALE UNDER SHADOW

The Twisted Tower has long occupied a strategic location astride the River Ashaba, along the primary trade route between the cities of the Moonsea and Cormyr. Since the rise of the Zhentarim, the lords of Zhentil Keep have sought to conquer Shadowdale in hopes of securing the narrow swath of territory that runs between the depths of Cormanthor and the Great Sand Sea of Anauroch, thereby controlling the lucrative trade route that links the Moonsea to the western Realms.

Over the past two decades, the Zhentarim have mounted three invasions of Shadowdale, and each has been repulsed. Now, just six months after the last attempt, Shadowdale is finally—and firmly—under the thumb of the Zhentarim, thanks to the departure of many of the dale’s traditional defenders (including Storm Silverhand, Dove Falconhand, and the Knights of Myth Drannor) and the Black Network’s alliance with the drow of House Dhuurniv and the Church of Shar.

In this chapter, the characters experience the brutal reality of the Zhentarim occupation and its effect on the local populace. The Hand of Azuth leads the PCs to the Tomb of Aumry beneath Watcher’s Knoll, where the PCs rescue what’s left of Syluné, the Ghost Witch of Shadowdale. From Syluné, they learn of Banite efforts to construct a *portal* beneath Castle

Krag between Shadowdale and Zhentil Keep, the Sharran plot to unwind the Weave in Shadowdale, and the return of the drow to the Shadowdark. Once the PCs achieve some level of notoriety, they start to earn the backing of the local populace and provoke an escalating series of responses from the Black Network, including running afoul of Lord Mourngrym’s summary brand of “justice,” being set up as wanton killers, and a diabolic assassination attempt.

the zhentarim

The Zhentarim, also known as the Black Network, began as a secret society founded by the archmage Manshooon as a power base independent of Zhentil Keep’s political structure. As Manshooon consolidated power in Zhentil Keep, the Zhentarim became increasingly open and prominent. Nominally, the Black Network claimed to be a merchant society seeking to operate and control trade routes between the Moonsea and the Western Heartlands, but most saw them for who they truly were: the military arm of Zhentil Keep and close allies of Fzoul Chembryl’s followers in the church of Bane.

During the past two decades, the Black Network has experienced a great deal of turmoil and many defeats; these are largely attributable to such external events as the death of Bane during the Time of Troubles, the razing of Zhentil Keep at the behest of Cyric, and the Manshooon Wars that greatly weakened the organization’s leader. However, the Black Network that emerged from this crucible is stronger than ever and under the absolute control of Fzoul Chembryl, Tyrant of the Moonsea and Chosen of Bane.

zhent terminology

The Black Network encompasses the organization’s ruling priests and mages as well as the merchants, soldiers, and agents who serve them. The term “Zhentarim” technically refers only to the governing wizards, sorcerers, and clerics of the Black Network, but common usage treats

both terms equivalently. The Zhentilar are the soldiers of the Zhentarim and Zhentil Keep. Zhents are the common people of Zhentil Keep. Zhent (or Zhentish) also means “of the Black Network” and is applied to people, goods, and activities of the Zhentarim.

Army of Darkhope

The Army of Darkhope is under the direct command of Scyllua Darkhope, Castellan of Zhentil Keep and High Captain of the Zhentilar. Fzoul has charged Scyllua with the destruction of Myth Drannor, the extension of his authority into Daggerdale, Shadowdale, and Mistledale, and control of the Moonsea Ride. The Army of Darkhope is allied with the Masked Brigades (as the collective forces of House Jaelre and the Auzkovyn clan are known) against the newly ensconced Army of Myth Drannor in a conflict known as the Cormanthor War.

In the first few months of the Cormanthor War, the Army of Darkhope was primarily engaged in skirmishing in the woods around Myth Drannor and building fortifications along the Moonsea Ride south of Hillsfar. Late in the Year of Lightning Storms (1374 DR), Scyllua returned to Zhentil Keep to muster an additional division. Fzoul then informed her of the secret alliance he had negotiated with the Church of Shar and the drow of House Dhuurniv. Still smarting from her failed invasion of Shadowdale six months ago, Scyllua leaped at the opportunity to restore her wounded reputation and quickly mustered a force to invade Shadowdale. Once the dale had fallen, Scyllua split her forces into three brigades. Despite the onset of winter, she marched south toward Mistledale with two brigades in tow, leaving behind her Brigade of Shadows (see below) to occupy Shadowdale and hoping to secure a second base in Ashabenford before the Cormanthor War resumes with full intensity in the coming spring.

Scyllua Darkhope does not return to Shadowdale until the final Chapter of this adventure.

Zhentarim Occupying Army

The Zhentarim Occupying Army consists of three factions: the Brigade of Shadows, composed of approximately 250 Zhentilar troops, 250 mercenaries, and 500 orcs and goblinoids under the command of Battle-Captain Forthar Helvenstron; the Church of Bane, composed of approximately 25 clerics of the Dark Lord under the command of Dark Doom Malathon; and approximately 20 naug-adars (minor Zhentarim magelings who serve as spies among the populace) and 4 skymages, under the command of Eregul the Freestave.

All three commanders nominally report to Lord Mourngrym Amcathra, "rightful Lord of Shadowdale," who is in turn controlled by the shadow simulacrum (see page 156) of Prince Yder Tanthul of the Shadovar, who is nominally under the control of Esvele Graycastle, leader of the local Church of Shar. In truth, Forthar, Malathon, and Eregul all report to Scyllua Darkhope, but she is far too busy to concentrate on the administration of Shadowdale. As a result, the three faction commanders, Yder's shadow, and Esvele all work to expand their own authority at the expense of their rivals, and no one individual truly controls the Zhentarim Occupying Army. The lich Alokair (see Chapter 3) and the Matron Sisters of House Dhuurniv (see Chapter 4) have their own agendas as well, further undermining the chain of authority in Shadowdale.

Deepwinter's Hammer

In addition to the Zhentarim occupation of Shadowdale, the dalesfolk must contend with the harsh bite of winter. Winter dangers for a clime such as Shadowdale are briefly described below and fully detailed in the *Dungeon Master's Guide*, pages 93–95 and 302, and *Frostburn*, pages 8–13.

cold

During the month of Deepwinter, when the events detailed in this adventure unfold, Shadowdale experiences conditions of severe cold, with temperatures ranging from 20 degrees F down to 0 degrees F. Unprotected characters must make a Fortitude save every 10 minutes (DC 15, +1 per previous check), taking 1d6 points of nonlethal damage on each failed save. A partially protected character need only check once per hour. A character who has the Survival skill might receive a bonus on this saving throw and might be able to apply this bonus to other characters as well (see the skill description). A character who takes any nonlethal damage from cold or exposure is beset by frostbite (–2 penalty to Dexterity) or hypothermia (treat as fatigued). These penalties end when the character recovers the nonlethal damage he took from the cold and exposure.

Full protection requires one of the following: *endure elements* spell or effect, resistance to cold 5 or more, arctic animal with fur, or two or more layers of partial protection. Partial protection requires one of the following: nonarctic animal with fur, monster native to cold terrain, or at least one layer of artificial protection.

Possible layers of artificial protection include cold weather outfits (*PH* 129), fur clothing (which can be worn over a cold weather outfit), or improvised shelter (snow cave, den, or similar shelter). Fur clothing costs 8 gp, weighs 10 pounds, and increases the character's armor check penalty by 2. Cold weather outfits and fur clothing grant a +5 circumstance bonus on Fortitude saving throws against exposure to cold weather, and these bonuses stack.

snowfields

Fields of deep snow can impede the movement of creatures who must be in contact with the ground to move. When the PCs arrive in Shadowdale, the dale is blanketed by 6 inches of snow (on average, with conditions varying locally). See the section below on Weather for details as to how the snow cover might increase or decrease.

The table below indicates the degree of impediment caused by loose, uncrusted snow.

SNOW-IMPEDED MOVEMENT

Snow Depth (inches)	Creature Size		
	Small or smaller	Medium	Large or larger
6 or less	Minor	None	None
7–12	Minor	Minor	None
13–24	Major	Minor	Minor
25–36	Major	Major	Minor
37–60	Total	Major	Major
61 or more	Total	Total	Major

None: The snow does not cause any significant impediment to the creature's movement.

Minor: The creature must pay 2 squares of movement to enter each square of the snowfield. The DC of Tumble checks increases by 2.

Major: The creature must pay 4 squares of movement to enter each square of the snowfield. The DC of Tumble checks increases by 8.

Total: The creature cannot move unless it succeeds on a DC 5 Strength or Balance check (creature's choice). Moving a creature's speed requires a full-round action. The creature must pay 4 squares of movement to enter each square of the snowfield. The DC of Tumble checks increases by 20, and the creature loses its Dexterity adjustment to Armor Class when totally impeded.

weather

During the month of Deepwinter, Shadowdale is usually cold and calm, with intermittent precipitation in the form of snow. Temperatures do not vary enough to cause a heat wave or cold snap.

Use the table below to determine each day's weather and its impact on the snowfield.

RANDOM WEATHER IN SHADOWDALE

d%	Weather
01–80	Cold, calm
81–88	Precipitation (snow)
89–90	Precipitation (heavy snow)
91–95	Snowstorm (snow)
96–99	Snowstorm (heavy snow)
100	Blizzard (heavy snow)

Cold, Calm: Wind speeds are light (0 to 10 mph). Snowfields lose 1d2 inches to melting each day in such conditions.

Precipitation (Snow): Snow lasts for 2d4 hours and reduces visibility by half, resulting in a –4 penalty on Spot and Search checks. It has the same effect on flames, ranged weapon attacks, and Listen checks as severe wind (see Table 3–24, page 95 of the *Dungeon Master's Guide*). An episode of snowfall leaves 1d6 inches of snow on the ground.

Precipitation (Heavy Snow): Heavy snow has the same effect as normal snowfall. In addition, a snowstorm obscures all sight, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment (attacks by or against them have a 20% miss chance). An episode of heavy snow leaves 1d4 feet of snow on the ground. There is a 10% chance that a heavy snowfall is accompanied by lightning (*DMG* 94).

Snowstorm (Snow): A snowstorm has the same effect as precipitation (snow). In addition, wind speeds are severe (30–50 mph), causing whiteout conditions in snowfield terrain. A snowstorm lasts for 2d4–1 hours.

Snowstorm (Heavy Snow): A snowstorm combined with heavy snow has the same effect as snowstorm (snow) and precipitation (heavy snow). In addition, such a snowstorm results in snowdrifts 1d4×5 feet deep, especially in and around objects big enough to deflect the wind—a cabin or a large tent, for instance.

Blizzard (Heavy Snow): A blizzard has the same effect as snowstorm (heavy snow). A blizzard lasts 1d3 days and features wind speeds over 50 mph.

WHITEOUT

Whiteout conditions occur in snowstorms or blizzards accompanied by strong or stronger wind. Snowfields buffeted by severe or strong winds can also cause creatures to experience a whiteout.

Characters in whiteout conditions take a –2 penalty to AC, lose any Dexterity bonus to AC, move at half speed, and take a –4 penalty on Dexterity-based checks, as well as Search, Spot, and any other checks that rely on vision. The character also gains total concealment (50% miss chance). These effects end when the character leaves the whiteout area. Whiteout conditions stack with the effects of wind and snowfall. Visibility is 5 feet.

sparkling an uprising

In order to precipitate an uprising among the dalesfolk, the PCs must give the populace hope that such an uprising might succeed and demonstrate their ability to lead such a revolution. However, as the PCs and their actions become known among the citizenry, they generate an increasingly focused and hostile response from the Zhentarim Occupying Army, thanks to the presence of Zhentarim spies and local informers among the populace.

designer's note

The players are unlikely to realize on their own that a certain measure of notoriety is required to spark an uprising. It is incumbent on the DM to convey the need for the PCs to achieve a collective “rebel image” among the populace.

If the PCs reach out to specific individuals or groups about rising up in revolt, they should initially be met with comments along the lines of “Who are you, again?” and “You talk tough, but what have you done to bloody the eye of the Black Network?” Once the PCs acquire 10 or more Notoriety Points, the reaction should begin to shift toward the worried or fearful, with comments such as “You'll only

bring trouble, acting like that.” Once the PCs begin to be seen as a credible threat to the occupiers (Notoriety Points 30 or more), the tenor of comments changes, to more supportive statements such as “Weren't you the folks who raided Castle Krag?”

Likewise, when the PCs first arrive in the dale, they are largely ignored by the Zhentarim, much like any other mercenaries. However, as their Notoriety Point total rises, they might provoke reactions ranging from “We don't tolerate troublemakers in the shadow of the Twisted Tower” to “You best be moving on” to “Attack!”

ACHIEVING NOTORIETY IN SHADOWDALE

Notoriety

Points	Acknowledged Activity
2	Rescue survivors of Oakwood Knoll
2	Gather Information (Castle Krag)
1	Gather Information (Fox Ridge)
1	Gather Information (Sharran leaders)
1	Gather Information (drow/Shadowdark)
1	Gather Information (Weave degradation)
3	Gather Information (Zhentarim leaders)
1	Gather Information (Mourngrym)
2	Gather Information (Twisted Tower)
1	Inspire courage in 10 or more dalesfolk
2	Inspire greatness in 10 or more dalesfolk
3	Inspire heroics in 10 or more dalesfolk
5	Destroying Gormauthator
2	Exploring Aumry's Tomb
5	Unmasking Mourngrym's false pendant
2	Attacking Castle Krag
2	Sacking Castle Krag
1	Killing Malathon
5	Killing Eregul*
5	Killing Forthar*
1	Freeing Azalar Falconhand
2	Exploring the Dread Lair of Alokkaier
3	Sacking the House of Night
2	Killing Esvele Graycastle
5	Killing Alokkaier
5	Ending the Rite of Unwinding
3	Exploring Azmaer's Folly
1	Killing Xullrae Dhuurniv
1	Killing Greyanna Dhuurniv
3	Killing Aunrae Dhuurniv
5	Killing Qiltox
5	Displaying the true pendant of Ashaba
3	Killing Frostbite*
2	Killing the Susurrus*

* Unlikely to happen until after the uprising begins.

The collective fame/infamy of the PCs among both the populace and the Zhentarim Occupying Army is tracked by Notoriety Points. Notoriety Points are akin to Victory Points, but they track the degree to which the PCs are known in the dale. The PCs must acquire 60 or more Notoriety Points in order to start an uprising and initiate the events in Chapter 5; the uprising does not actually begin until the PCs trigger it. As the Notoriety Points of the PCs increase, the mood of the dalesfolk grows increasingly hopeful. However, with the higher Notoriety Points comes a more dangerous response from the Zhentarim Occupying Army, as outlined later in this chapter. Note that Victory Points are also used in this adventure, based on actions taken throughout the campaign. Victory Points are used to measure the tactical advantage the PCs have achieved, and, therefore, the likelihood of the uprising's success.

When the adventure begins, the PCs have yet to accrue any Notoriety Points, unless one or more of the PCs is a native of

Shadowdale, in which case they begin with 5 Notoriety Points. The PCs can earn Notoriety Points only if certain deeds are generally ascribed to them. In other words, the PCs must walk a fine line between avoiding the attention of the Zhentarim Occupying Army and drawing the attention of the local populace. Such deeds can range from daring to publicly ask questions about reports of activity in Castle Krag to publicly claiming credit for killing Malathon. At the DM's option, the characters can divest themselves of Notoriety Points by successfully shifting blame for some activities to other individuals, but such activities are beyond the scope of the adventure as written.

A list of possible sources of Notoriety Points is given below (point scores for overlapping activities are cumulative). The DM is encouraged to award Notoriety Points for actions not included on the list that achieve comparable effects.

oakwood knoll

After a long journey from Cormyr along the North Ride, you can feel the pull of the village of Shadowdale, several hours' ride up ahead. As you mount a low rise in the trail, you can see large amounts of smoke rising up from a clearing about a quarter-mile off the North Ride to your left.

Assuming the PCs investigate, read:

As you peer out from the trees, you look upon a scene of devastation. A thorp consisting of four houses and a small mill, located along the banks of a swiftly flowing creek in the shadow of a oak-covered knoll, lies in ruins, wholly consumed by fire. A small band of massive humanoids and a group of humans occupy the center of the clearing. The bodies of unarmed dalesfolk lie scattered about the area. It is unclear if they are all dead, or if some are dying or unconscious.

The tiny thorp of Oakwood Knoll was just sacked by two mercenary companies in the employ of the Zhentarim Occupation Army. Nine of the twenty residents are already dead. Another seven are dying (-2 hp to -4 hp). The other four are unconscious (0 hp). Their bodies lie about the clearing.

Creatures: Two small groups of mercenaries worked together to sack the tiny thorp, but have since had a falling out. The ogres are members of the Teeth, a company of ogre mercenaries known for sharpening their teeth so they can bite their opponents. The humans are members of the Skull and Club mercenary company, so named for its long-dead founder, a priest of Myrkul. The ogres lost two of their members, while the human mercenaries lost four, as the residents of Oakwood Knoll put up a fierce, if ultimately futile, fight.

Tactical Encounter: D1: Oakwood Knoll, page 16.

Development: Although the two groups of mercenaries fought together to sack Oakwood Knoll, they have since had a conflict over the division of spoils. Since the two groups are currently on the verge of blows, clever PCs might be able to trick one group into thinking the other group has attacked it. If the PCs do nothing or simply wait and observe, then the two commanders eventually work out a division of the treasure, and the two groups go their separate ways; by this time, any residents that were dying when the PCs arrived at Oakwood Knoll are now dead.

Another approach might be to masquerade as a third mercenary company. Clever PCs might be able to convince one of the other companies to turn on the other with a successful DC 15 Diplomacy check. Failure in this case means the two mercenary companies unite against the PCs.

If the PCs rescue any of the unconscious or dying, the dalesfolk inform them that the mercenaries threatened the inhabitants of Oakwood Knoll with the “fist of Bane.” Based on their questions, the mercenaries were hunting for someone named Azalar Falconhand, who might be a relative of the famous Florin Falconhand of the village of Shadowdale. The dalesfolk also know that the Zhentarim recently occupied Shadowdale at the “invitation” of Lord Mourngrym after overrunning the dale by force, and that mercenaries are now flocking to the village of Shadowdale from all over. The dalesfolk got the impression that their attackers were two of the many bands of mercenaries already in the employ of the Black Network sent to look for Azalar, who is more fully detailed in Chapter 5; Azalar is assumed to have been captured by another band of mercenaries by the time the characters investigate Castle Krag in Chapter 2. The PCs might also be able to elicit some of this information from the mercenaries directly by masquerading as a third mercenary company before hostilities erupt.

Treasure: The entire savings of the thorp—coins, silver flatware, and family heirlooms worth some 82 gp in total—is heaped in a small pile in the middle of the clearing.

Event 1: fouled skies

This encounter unfolds as the PCs approach the village of Shadowdale along the North Ride. If the PCs approach the dale in a clandestine fashion, this encounter does not occur until the PCs move about publicly in the dale; adjust the description accordingly.

A black-robed mageling astride a squat, bloated, black, multi-jawed, winged, toadlike creature swoops down from the sky to hover before you. Holding two wands at the ready, the man greets you in the Common tongue. “Welcome to Shadowdale. State your names and your business in Lord Mourngrym’s lands, or depart with the Dark Lord’s boot in your collective ass.”

Creatures: The skies of Shadowdale are patrolled by a quartet of Zhentarim skymages astride foulwing steeds, who spend most of their time flying above the various roads passing through the dale. This is one such mounted duo.

Tactical Encounter: D2: Fouled Skies, page 18.

Development: New arrivals to the dale are confronted and asked to state their business. Anyone claiming to be a merchant or a mercenary is allowed to pass unmolested, while others, including pilgrims, unwanted agents of foreign powers (Cormyr, Myth Drannor, Sembia, etc.), agents of faiths hostile to Bane (most good-aligned deities), and known meddlers (especially Harpers), are ordered to depart. Anyone who refuses to state

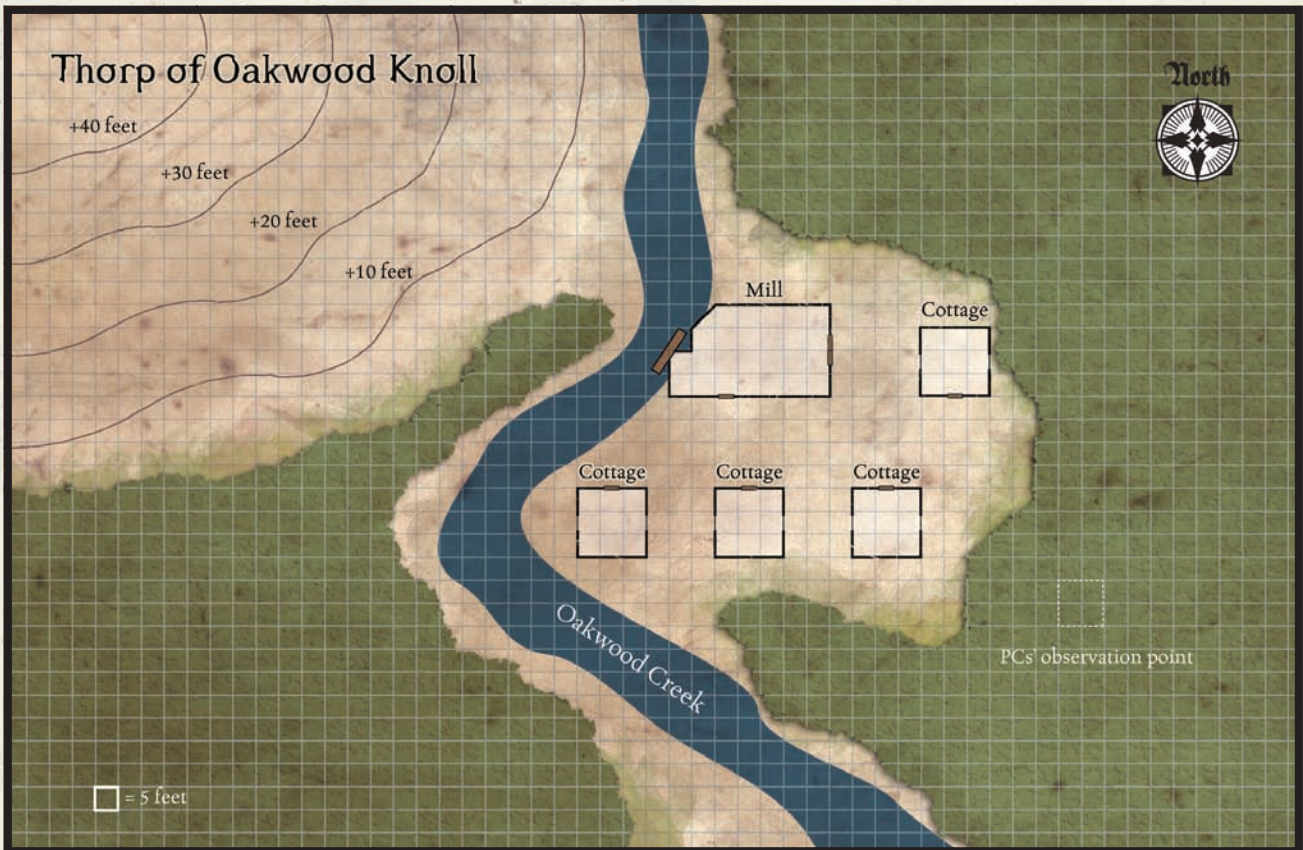




Illustration by R. Gallegos

The Hand of Azuth points the way to Watcher's Knoll

his business, refuses to depart if ordered, or challenges the right of the Black Network to administer Shadowdale in the name of Lord Mourngrym Amcathra, Rightful Lord of the Dale, is attacked. If the skymage or his steed is reduced to less than half full normal hit points, both attempt to flee. If they do escape, they quickly inform their masters of the PCs.

syluné's quest

Until recently, the village of Shadowdale was defended by no less than four Chosen of Mystra: Dove Falconhand, Elminster of Shadowdale, Storm Silverhand, and Syluné. As the adventure opens, Storm and Dove are absent, fighting to defend newly reclaimed Myth Drannor alongside the Knights of Myth Drannor, and Elminster is gravely injured, having been whisked away by *contingency* magics during the attack on his tower. Only Syluné remains, and she is in a grave state as well, having been reduced to a creature of silver fire, left helpless in the clutches of a voracious nishruu. To make matters worse, Dove, Elminster, and Storm cannot return, for the effects of the Rite of Unwinding are deadly to Mystra's Chosen, who are imbued with silver fire (Dove and Storm have tried at least once, with disastrous results).

The PCs are pointed to Aumry's Tomb by a manifestation of Azuth. By freeing the Ghost Witch of Shadowdale, the PCs enable her to contain the effects of the Rite of Unwinding to Shadowdale alone. By garnering Syluné's Kiss, the PCs can func-

tion more effectively in the region enveloped by the Rite of Unwinding, making them uniquely suited to end this threat to the Weave. And by picking up the mantle of leadership from Syluné and Aumry, the PCs discover their roles in liberating Shadowdale and ending the Rite of Unwinding.

EVENT 2: HAND OF AZUTH

Once the PCs stand up to the occupiers of Shadowdale in any fashion (and assuming that none of them worship Shar), they draw the attention of Azuth, the High One. Azuth waits to manifest until the PCs move to an area where they cannot be observed. Once they do, read:

Before you appears a white, glowing hand with its forefinger extended to a point that is outlined with a shimmering silver aura.

A successful DC 15 Knowledge (arcana or religion) check reveals this to be a manifestation of Azuth, Patron of Wizards. A dry and echoing male voice speaks:

"The Ghost Witch fades, her beloved's staff at last laid to rest. She was given eternal contentment when she was needed most by one who serves the Lady of Loss. Seek her ashes where those who sought justice found injustice; they are guarded by the scorched remains of that which she gave her life to slay. Let the sea rush in and drown it that dines upon Mystra's silver fire. Perhaps the

eldest of the Seven can contain the unwinding, for there is power yet in her kiss."

Azuth is directing the PCs to seek out the Tomb of Aumry beneath Watcher's Knoll, just outside the village of Shadowdale, and giving them clues as to what they will face.

A successful DC 20 Knowledge (local The Dalelands) check or DC 25 Knowledge (religion) check reveals that the Ghost Witch is Syluné, spectral harpist and Chosen of Mystra. A successful DC 30 Knowledge (religion) check reveals that Azuth has long watched over the Ghost Witch of Shadowdale. A successful DC 25 Knowledge (history) check reveals that Syluné gave her life

The unwinding weave

The Rite of Unwinding is a Sharran ritual intended to suppress the Weave in an ever-expanding region, slowly creating a dead magic zone to suppress the Weave without actually destroying it (which would also cause the Shadow Weave in the area to collapse).

The Rite of Unwinding is centered on the Ritual Cavern (area 26 in Chapter 3) and is spreading out in concentric circles from that point. There are four basic concentric zones, each of which is in a different stage of unwinding. The innermost circle, zone 3, is roughly 120 feet in diameter, centered in the center of the sunken ritual pit. The next circle, zone 2, is roughly 2,500 feet in diameter, encompassing the territory from Castle Krag to the Temple of Chauntea and from Ruldor Ulphor's farm to Krag Pool. The next circle, zone 1, is roughly 30 miles in diameter, encompassing the entire village of Shadowdale and much of the surrounding dale. The final circle, zone 0, is everything beyond that radius.

The Rite of Unwinding unfolds in four distinct stages:

Stage 0: No effect.

Stage 1: Evocation, transmutation, and light spells take a -4 penalty to caster level. Other spells take a -1 penalty to caster level. Spells and spell-like abilities of creatures that have the Shadow Weave Magic feat are unaffected. Silver fire reacts violently with the spreading dead magic zone, dealing 3d6 points of damage to its user. Chosen of Mystra take 3d6 points of damage per round of exposure to the dead magic zone.

Stage 2: Evocation, transmutation, and light spells do not work. Other spells take a -2 penalty to caster level. Spells and spell-like abilities of creatures that have the Shadow Weave Magic feat are unaffected. Silver fire reacts violently with the spreading dead magic zone, dealing 6d6 points of damage to its user.

Stage 3: Dead magic zone. Functions as an antimagic field, except spells and spell-like abilities of creatures that have the Shadow Weave Magic feat are unaffected. Silver fire does not function and does not react violently, but can be used to heal areas of dead magic.

Note that in all stages, the aforementioned damage does not apply when the boon of Syluné's Kiss (see page 14) is activated.

When the adventure begins, zone 3 is in stage 3, zone 2 is in stage 2, zone 1 is in stage 1, and zone 0 is in stage 0. In the absence of outside intervention, each zone advances by one stage per tenday. For example, after one tenday, zone 3 and zone 2 would be in stage 3, zone 1 would be in

stage 2, and zone 0 (within a radius of 100 miles of the Ritual Cavern) would be in stage 1.

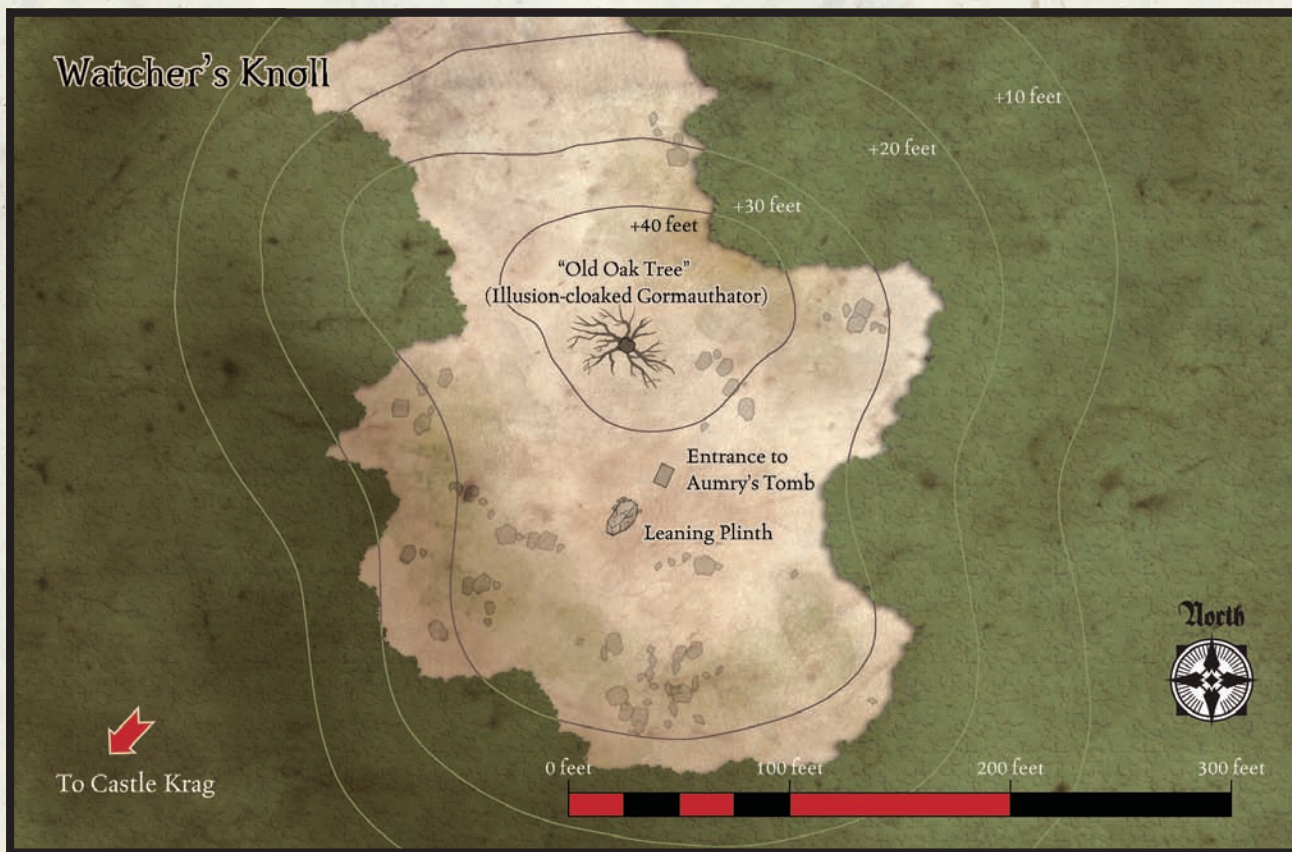
The PCs have two means of halting this progression. First, if the PCs free Syluné from her prison beneath Watcher's Knoll, then the Ghost Witch of Shadowdale chooses to expend much of her essence containing the Rite of Unwinding. In effect, she transforms herself into a wafer-thin bubble of silver fire along the perimeter of zone 0. Thanks to her sacrifice, the rest of Faerûn beyond zone 0 is unaffected by the Rite of Unwinding, so long as Syluné keeps its effects contained.

Second, if the PCs disrupt the Rite of Unwinding (see area 26 in Chapter 3), then the stage advancement of each zone halts until the ritual is resumed. Syluné's sacrifice (detailed under "Ending the Rite" in Chapter 3) permanently reverses the effect of the Ritual of Unwinding, at the cost of her unlife.

This adventure assumes that Chapters 1, 2, and 3 unfold while the effects of the Rite of Unwinding are in their initial stages (during the first tenday), as outlined previously. As such, the events of Chapter 1 largely occur under the effect of stage 1, while Chapters 2 and 3 take place under the effect of stage 2. Only the Ritual Cavern in Chapter 3 (area 26) is under the effect of stage 3. This adventure also assumes that the events of Chapters 4 and 5 take place after the Rite of Unwinding has been undone, effectively returning all of Shadowdale to stage 0. However, if the PCs explore the adventure locales out of the expected order or if they take more than a tenday to complete the early chapters, the DM might have to incorporate the effect of the ritual on both the PCs and the NPCs accordingly.

For simplicity's sake, the magic-suppression zone in stage 1 and 2 is assumed to permanently alter caster-level statistics. For example, if a 10th-level wizard casts *comprehend languages* in a stage 0 zone (100-minute duration), enters a stage 1 zone (dropping caster level to 8th and therefore duration to 80 minutes) and then returns to a stage 0 zone, the duration does not increase.

Likewise, a decrease in caster level does not cause magic items to become inert but simply to operate at the reduced caster level, even if that would normally be too low for the magic item. For example, a *potion of cure moderate wounds* (caster level 3rd) does not become "inert" within a stage 1 or stage 2 zone. Rather, its level-dependent functions simply manifest at the reduced numbers, in this case healing 2d8+2 points of damage in a stage 1 zone and 2d8+1 points of damage in a stage 2 zone.



in battle against a flight of dragons by breaking her *staff of the magi* and unleashing a retributive strike.

A successful DC 10 Knowledge (religion) check reveals that the Lady of Loss is Shar.

A successful DC 20 Knowledge (local—The Dalelands) check or DC 15 Gather Information check reveals that Watcher's Knoll is famous for Joadath's Massacre, where an outlawed congregation of Tyrists gathered in secret and were massacred in the Year of the Singing Skull (1297 DR).

watcher's knoll

Watcher's Knoll is a large, wooded hill with an open clearing at the top. The clearing is dominated by a large plinth that has settled severely, so much so that it leans dramatically to the north, and would be easy to climb for a good vantage point over the surrounding countryside. The only other feature of note is a huge, leafless oak tree about 40 feet away from the plinth.

The plinth atop Watcher's Knoll has served as a watchtower since the reign of Aencar the Mantled King. Nearly eighty years ago, it was the site of a religious massacre. Joadath, the agnostic Lord of Shadowdale, banned all forms of religious worship in the dale, and he massacred a sect of Tyrists atop this hill. Now it is a quiet curiosity visited by elves, Tyrists, and young lovers. Only in times of great danger is it used for its earlier purpose.

Creature: In the Year of the Worm (1356 DR), a flight of dragons beset the Moonsea area, including the village of Shadowdale. Syluné fought off the wyrms, expending all of her spells and

magic items in the process. In the end, fighting atop the Tower of Ashaba, she broke her *staff of the magi* to destroy the three largest dragons (two reds and a black), who were tearing the top of the tower apart to get at her. Elminster used their bones to rebuild the tower, using some as artistic flourishes and grinding up the rest into powder to use in the mortar.

In the wake of her successful effort to conquer Shadowdale, Esvele Greycloak cast *desecrate* followed by *animate dead* on the remaining bones in the structure, causing a skeletal dragon to wrench itself loose and fly forth into the night. This action served to terrify the populace, as rumors spread that the Cult of the Dragon was part of the invasion force. It also provided the Sharran priestess with an ironic choice of guardian for Syluné's tomb, a bitter jest sure to please her dark mistress. Gormauthator, the skeletal ancient red dragon, now lurks atop Watcher's Knoll, cloaked in the guise of an ancient, leafless oak tree and attacking anyone who comes near the entrance to Aumry's Crypt.

Tactical Encounter: D3: Watcher's Knoll, page 20.

Tomb Entrance: The entrance to Aumry's tomb (see below) lies atop Watcher's Knoll, beneath a heavy slab of granite. The slab lies in the shadow of the leaning plinth; its location was chosen so that it lines up with the tip of the plinth's shadow each year at the time and day of Aumry's murder. Normally, finding the tomb requires a search, since the granite slab is usually covered with dirt, grass, and, in winter, snow; but it has recently been disturbed by agents of the Church of Shar, leaving a clear record of mud, disturbed snow, and footprints. Moving the slab requires a successful DC 30 Strength check.

Aumry's Tomb

Wide stone steps lead down into the granite heart of Watcher's Knoll. Twenty steps into the earth, the stair opens onto a square room. In the center of the chamber is a stone bier, atop which rests a stone coffin. The burial chamber is unadorned, other than a short inscription in the coffin's lid.

The following is inscribed in the lid of the coffin: "Here lie Aumry Obarskyr and Anastra Syluné Silverhand / Who tried to leave Shadowdale better than they found it." A successful DC 20 Knowledge (history) check reveals the former to be the rightful Lord of Shadowdale, who held that title from 1300 DR to 1339 DR.

As a spectral harpist, Syluné was a type of ghost. Like all ghosts, she could be laid to rest by the fulfillment of certain conditions. In the case of the Ghost Witch of Syluné, who arose as a spectral harpist to defend her beloved's Shadowdale against external and internal threats, those conditions were symbolized by the restoration of Aumry's tomb to the state in which it existed in before Lashan defiled it (a condition Syluné never thought would come to pass).

Esele learned the secret to Syluné's defeat by communing with the Lady of Loss. Shortly before the attack on Elminster's tower, the Sharran priestess entered Aumry's Tomb in the company of a nishruu. Although she triggered the Ghost Witch's wards and Syluné immediately *teleported* to the tomb to defend it, Esele had enough time to place *Aumry's staff of the night* back in his coffin while Syluné battled with the nishruu, thereby laying the spectral harpist to rest.

Creatures: The Ghost Witch survived, after a fashion, as an all but defenseless creature of pure silver fire. Unfortunately for Syluné, the presence of the nishruu prevented her from doing anything (such as reaching out for help or fleeing or attacking), and it is slowly consuming what remains of her existence.

Tactical Encounter: D4: Aumry's Tomb, page 21.

Treasure: The stone coffin contains two piles of ash, which are the physical remains of Lord Aumry and Syluné. Laid next to the remains are *Aumry's staff of the night* (see page 150) and *Aumry's cloak* (a *cloak of Charisma* +2).

Development: Even though the return of *Aumry's staff of the night* satisfied the conditions for laying the Ghost Witch to rest, Syluné does not rise anew if the remains are disturbed or the staff or cloak is removed. The Ghost Witch is now a remnant of her former self, an entity neither dead nor alive and composed only of silver fire.

Once the nishruu is defeated, Syluné is free, but her new form greatly limits what she can do. She briefly coalesces into a ghostly shape taking her former appearance, made entirely of silver fire, and finds the strength to whisper:

"My time grows short, as Mystra calls me home, but I shall do what I can to contain the Unwinding of the Weave. I hope you shall use what time I can buy you to end Shar's dark ritual and to free my beloved Shadowdale.

Take up the staff and cloak of my beloved and use them to throw off the shackles of the Black Network. There is a portal in the newly risen Castle Krag through which the Zhentarim can summon reinforcements. The Lady of Loss works her dark ritual in secret beyond the Grinding Gulf. Look to the Realms Below for a way into the heart of the Twisted Tower, but beware the remnants of Maerimydra. The dalesfolk shall rally to your cause if you show them you are leaders worthy of the true pendant of Ashaba."

The creature of silver fire then bestows a kiss upon each character before transforming into a bubble of silver fire. The bubble quickly expands to contain the sphere of dead magic being created by the Rite of Unwinding, halting its growth but in no way dispelling it or stopping the advancement of its stages.

Zhentarim Response

In addition to the occupying Zhentilar garrison, Shadowdale is overrun with mercenaries who have flocked to the dale in search of employment when hostilities with the Army of Myth Drannor resume in the spring. Many have fought against the Zhentilar in past conflicts, but at the moment the Zhentarim are concerned only with ruthlessly suppressing the local populace and adding new recruits to the Brigade of Shadows. They do not have the time or the resources to attack every potential threat among the mercenary population. Anyone who does not openly display the symbol of a good-aligned deity can move about the dale unmolested, so long as he or she does not openly clash with forces in the occupying army or attempt to enter the Twisted Tower or Castle Krag.

As the PCs begin to undercut the pillars of Zhentish rule, they accumulate Notoriety Points, as discussed previously. The Zhentarim response depends on the number of Notoriety Points the PCs have earned and the corresponding threat level their commanders perceive, as outlined in the following table.

Syluné's Kiss

Syluné's Kiss confers on the recipient a tiny amount of silver fire. This boon can be used up to three times in the life of the recipient (no matter how many times that individual dies and is brought back to life in between).

The boon can be used in one of two ways:

1) The recipient can cast a spell or employ a spell-like ability unaffected by the presence of a dead magic zone

(including the partial effects of stage 1 or stage 2 of the Rite of Unwinding).

2) The recipient is immediately freed of any and all of the following conditions: ability damage, blinded, *confused*, dazed, dazzled, deafened, diseased, exhausted, fatigued, *feeble-minded*, insanity, nauseated, sickened, stunned, and poisoned.

ZHENTARIM THREAT LEVEL

Notoriety

Points Zhentarim Response

0–10	Unconcerned. Informers take note of overt activity or speech hostile to Zhentish rule.
11–20	Slight concern. Zhentish commanders periodically ask their informers about the PCs' activities.
21–30	Possible threat. Informers are asked to immediately alert their contacts if the PCs are present in the village. Spies covertly shadow the PCs as they move about the village.
31–40	Perceived threat. Scouts covertly shadow the PCs as they move about the dale. Zhentilar troops overtly follow the PCs as they move about the village. A skymage shadows the PCs' movements overhead.
41+	Enemy combatants. The Zhentilar muster overwhelming force against the PCs if their presence is detected in the village. Zhentarim patrols actively hunt the PCs in the surrounding countryside.

As the PCs achieve certain thresholds of notoriety, the Zhentarim unleash a corresponding response, as discussed below.

Event 3: Character Assassination

This event occurs if the PCs amass 21 or more Notoriety Points. It is assumed the event unfolds in the taproom of the Old Skull Inn, but it could just as easily occur anywhere a sizable number of dalesfolk are assembled.

Creatures: The Zhentarim have hired a quartet of half-orc mercenaries to pick a fight with the PCs in a crowded public place. Two naug-adars hide among the assembled dalesfolk (male and female Chondathan human commoner 1), raising the apparent total number of dalesfolk to 20.

Dalesfolk (18): hp 2 each.

Tactical Encounter: D5: Character Assassination, page 22.

Development: If the PCs fail to prove to the assembled dalesfolk that they did not summon the hell hounds or carelessly employ area magic, raise the threshold needed to provoke an uprising to 80 Notoriety Points.

Event 4: Mourngrym's Court

This event occurs if the PCs are ever arrested or if they amass 31 or more Notoriety Points. If the PCs are arrested, they are the prisoners brought up on trial. If Zhentarim spies have uncovered any dalesfolk working with the PCs against the occupation, the Zhents make an example of the dalesfolk. If the PCs have not involved any of the dalesfolk in their activities or if such support remains undetected, the Zhentarim arbitrarily select a member of a prominent local family, accuse him or her of working with the PCs, and have the individual arrested. As the trial begins, read:

Despite the early hour, a host of sullen dalesfolk has gathered before the gates of the Twisted Tower, under the watchful gaze of dozens of Zhentilar troops. A large gong is struck three times before the tower's gates, which then swing open. A dozen clerics of Bane march out and a quartet of skymages fly directly overhead. They are followed by a company of Zhentilar soldiers, who form a living shield around a middle-aged man of noble bearing.

This event is not intended as a combat encounter; the overwhelming show of force should put it far beyond the reach of the PCs at this point. If the PCs are foolish enough to make an attack, the Zhentarim respond with overwhelming, lethal force; use the NPCs from various encounters throughout this adventure if you think it necessary to play out the subsequent battle.

Assuming the PCs stay to watch, a Zhentish herald reads the names of the accused and recites a long list of supposed crimes. Lord Mourngrym asks the accused if they have any last words before he passes judgment. No matter what is said (and the Zhentilar quickly subdue any speechmakers while the Banite clerics cast *silence* upon them), Lord Mourngrym sentences the accused to 30 days of solitary confinement, followed by a reeducation process in a mine north of Zhentil Keep or death atop Hangman's Knoll (see Appendix 1).

Development: One way for the PCs to successfully disrupt the proceedings is to cast *dispel magic* (or its equivalent) on Lord Mourngrym's pendant. The *pendant of Ashaba* he wears is a figment created by a Zhentarim skymage using a *permanent image* spell. By publicly revealing Lord Mourngrym's loss of status as rightful Lord of the Dale, the PCs can go a long way toward inciting an uprising among the dalesfolk.

Ad Hoc XP Award: If the PCs reveal Mourngrym's pendant to be a fake, award them 1,000 XP.

Event 5: Killers in the Night

This event occurs if the PCs amass 36 or more Notoriety Points and the Zhentarim can detect their location.

Creatures: At the request of the local Zhentarim commanders, two Banestalkers have been summoned by clerics in Zhentil Keep using *planar ally* spells and dispatched to Shadowdale. They stalk the PCs, attempting to kill them for daring to oppose the Black Network.

Tactical Encounter: D6: Killers in the Night, page 24.

concluding the chapter

The conclusion of this Chapter is likely to overlap with the start of Chapter 2, 3, or 4, but must conclude before the start of Chapter 5. By the end of this chapter, the PCs have liberated Syluné, contained the Unwinding of the Weave, restored hope to the dalesfolk, and ensconced themselves as leaders of the incipient rebellion. However, they have also drawn the attention of the Black Network, alerting the Zhentarim to the danger of a rebellion in their midst.

OAKWOOD KNOLL

Encounter Level 12

setup

Place the Teeth mercenaries (T) and the Skull and Club mercenaries (S) and their leader, Borgan Selgard (B), in the indicated squares. The ogre mercenaries have already raged once; Rarnok Jadronson (R) has one more use of his rage ability available.

In addition to the combatants, this area also includes numerous dead bodies (D) and dying (Y) or unconscious (U) villagers.

RARNOK JADRONSON

CR 7

hp 55 (8 HD)

Male ogre barbarian 4

CE Large giant

Init +4; **Senses** darkvision 60 ft., low-light vision; Listen +10, Spot +10

Languages Common, Giant; illiterate

AC 19, touch 9, flat-footed 19; uncanny dodge

Fort +9, **Ref** +2, **Will** +2

Speed 40 ft. (8 squares) in hide armor, base speed 50 ft.

Melee +1 *greataxe* +15 (3d6+13/×3) and bite +9 (1d4+4)

Ranged javelin +6 (1d8+8)

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

Base Atk +7; **Grp** +19

Atk Options Power Attack, rage 2/day (6 rounds)†

†one rage already used

Abilities Str 26, Dex 11, Con 12, Int 10, Wis 10, Cha 8

SQ fast movement, trap sense +1

Feats Exotic Weapon Proficiency (bite), Improved Initiative, Power Attack

Skills Climb +16, Listen +10, Spot +10

Possessions +2 *hide armor*, +1 *greataxe*, 10 javelins, 28 gp, 7 sp

When raging, Rarnok Jadronson has the following changed statistics:

hp increase by 16

AC 17, touch 7, flat-footed 17

Fort +11, **Will** +4

Melee +1 *greataxe* +17 (3d6+16/×3) and bite +11 (1d8+5)

Ranged javelin +6 (1d8+10)

Grp +21

Abilities Str 30, Con 16

Skills Climb +18

SERGEANT BORGAN SELGARD

CR 7

hp 52 (7 HD)

Male Chondathan human fighter 7

N Medium humanoid

Init +1; **Senses** Listen +0, Spot +0

Languages Common, Chondathan

AC 21, touch 11, flat-footed 20

Fort +7, **Ref** +3, **Will** +2

Speed 20 ft. (4 squares) in half-plate, base speed 30 ft.

Melee +1 *longsword* +12/+7 (1d8+6/19–20/×2)

Ranged +1 *composite shortbow* +9/+4 (1d6+4/×3)

Base Atk +7; **Grp** +10

Atk Options Cleave, Far Shot, Great Cleave, Point Blank Shot, Power Attack, Precise Shot

Combat Gear *potion of cure moderate wounds* (2)

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

Feats Cleave^B, Far Shot^B, Great Cleave^B, Point Blank Shot, Power Attack, Precise Shot^B, Weapon Focus (longsword), Weapon specialization (longsword)

Skills Climb +5, Intimidate +6, Ride +6

Possessions combat gear plus +1 *half-plate*, masterwork heavy steel shield, +1 *longsword*, +1 *composite shortbow* (+3 Str bonus) with 20 arrows, 17 gp, 3 sp

3 SKULL AND CLUB MERCENARIES

CR 5

hp 33 each (6 HD)

Male Chondathan human warrior 6

N Medium humanoid

Init +0; **Senses** Listen +0, Spot +0

Languages Common, Chondathan

AC 19, touch 10, flat-footed 19

Fort +6, **Ref** +2, **Will** +2

Speed 20 ft. (4 squares) in half-plate, base speed 30 ft.

Melee mwk longsword +10/+5 (1d8+2/19–20/×2)

Ranged mwk composite shortbow +7/+2 (1d6+2/×3)

Base Atk +6; **Grp** +8

Atk Options Point Blank Shot, Power Attack, Precise Shot

Abilities Str 14, Dex 11, Con 12, Int 8, Wis 10, Cha 9

Feats Point Blank Shot, Power Attack, Precise Shot, Weapon Focus (longsword)

Skills Climb +2, Intimidate +5, Ride +5

Possessions masterwork half-plate, masterwork heavy steel shield, masterwork longsword, masterwork composite shortbow (+2 Str bonus) with 20 arrows, 6 gp, 27 sp

FOULED SKIES

Encounter Level 9

setup

Istivin and his foulwing mount (F) fly toward the PCs from the east, skimming just above the treeline.

If Istivin is left unmolested when parlaying, the Zhen-tarim skymage directs his mount to hover directly above the PCs, creating near-whiteout conditions as the foulwing stirs up the freshly fallen snow. If attacked, Istivin and his foulwing immediately begin to use Flyby Attack tactics.

The fiendish dire bat does not appear unless Istivin casts *summon monster III*.

Assuming the PCs do not have an observer or scout flying above the treetops, Istivin and his mount become visible some 90 feet away as they sweep in over the trees. If the PCs do have an aerial scout or some method of observing the surrounding countryside above the treetops, the duo can be seen approaching from approximately one-half mile away during the day and to the limit of the observer's darkvision at night.

As Istivin and his mount approach, read:

Istivin: The rider is a black-robed mage with fair skin, black hair worn in a long braid, and a haughty snarl. He wears a dagger and a pouch on a belt at his waist, and has a lance at the ready, strapped to the military saddle on his steed. The reins are looped before him, and he holds two wands at the ready.

Foulwing: The steed's squat posture and bloated body suggest an enormous winged toad, about 20 feet long and 8 feet high at the shoulder. Its skin is black and covered with wriggling growths shaped like small horns. Red eyes gleam from its long, narrow, multijawed face.

Tactics

Istivin is primarily interested in intimidating the PCs, letting them know that the Black Network is the new boss in Shadowdale, but he has prepared for the possibility of combat by casting *stoneskin* and *mage armor*. If the PCs attack, Istivin's first priority is to alert his comrades in the village of Shadowdale with his *sending* spell. Istivin then performs several flyby attacks, alternating between charges with his lance and unleashing spells from his wands, in coordination with his mount's natural attacks and breath weapon. If he has an opportunity, he casts *summon monster III* to bring the fiendish dire bat into play.

If Istivin or his steed is reduced to half full normal hit points or fewer, Istivin attempts to flee. If the slow-moving steed cannot outrun the characters and the skymage is approaching death, he reluctantly employs his scroll of *teleport*, abandoning the foulwing to its fate.

ISTIVIN NAERINDYTH

CR 9

hp 40 (9 HD); DR 10/adamantine (*stoneskin*, 90 points total)

Male Vaasan human wizard 5/Zhentarim skymage^{LD} 4
N Medium humanoid

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

Languages Common, Damaran, Draconic, Orc

AC 16, touch 12, flat-footed 15

Resist *endure elements*

Fort +6, Ref +3, Will +8

Speed 30 ft. (6 squares); Flyby Attack, Ride-By Attack

Melee +1 lance +4 (1d8/×3, double damage when riding charging mount) or

Melee mwk dagger +4 (1d4–1/19–20/×2)

Space 5 ft.; Reach 5 ft. (10 ft. with lance)

Base Atk +4; Grp +3

Atk Options Mounted Combat

Combat Gear *elixir of fire breath* (25 ft., single target, 4d6 fire, Reflex DC 13 half), scroll of *charm monster*, scroll of *lightning bolt*, scroll of *teleport*, scroll of *wall of ice*, wand of *fireball* (CL 8th, 25 charges), wand of *magic missile* (CL 9th, 25 charges)

Wizard Spells Prepared (CL 9th):

5th—*sending*

4th—*ice storm*, *stoneskin*†

3rd—*lightning bolt* (DC 16), *suggestion* (DC 15),
summon monster III

2nd—*detect thoughts* (DC 14), *gust of wind* (DC 15),
invisibility (DC 14), *scorching ray* (+5 ranged touch),
see invisibility

1st—*endure elements*†, *feather fall* (DC 13), *mage armor*†, *Tenser's floating disc*, *true strike*

0—*dancing lights*, *detect magic*, *message*, *prestidigitation*
† already cast

Abilities Str 8, Dex 13, Con 12, Int 15, Wis 10, Cha 16

SQ flying mount, share spells, familiar (none)

Feats Alertness, Combat Casting, Craft Wand^B, Empower Spell^B, Flyby Attack (mount only)^B, Improved Toughness, Iron Will, Martial Weapon Proficiency (lance), Mounted Combat, Ride-By Attack^B, Scribe Scroll^B, Spell Focus (evocation)^B, Skill Focus (Ride)^B

Skills Concentration +14 (+18 casting defensively), Diplomacy +5, Handle Animal +14, Knowledge (arcana) +6, Knowledge (geography) +6, Ride +15, Spellcraft +13, Spot +2, Survival +0 (+2 avoid getting lost and natural hazards)

Possessions combat gear plus +1 lance, masterwork dagger, *ring of protection* +1, exotic military saddle, 25 gp

Spellbook Istivin does not carry his spellbook with him on patrol.

ISTIVIN'S STEED

CR —

hp 76 (8 HD)

Advanced foulwing^{LE}

NE Huge aberration

Init +1; **Senses** darkvision 60 ft.; Listen +0, Spot +11**Languages** Foulwing "animal calls," linked to master like a druid's animal companion**AC** 17, touch 9, flat-footed 16**Fort** +7, **Ref** +3, **Will** +6**Speed** 20 ft. (4 squares), fly 30 ft. (poor)**Melee** 3 bites +13 each (1d8+9) and
2 claws +8 each (2d4+4)**Space** 15 ft.; **Reach** 10 ft.**Base Atk** +6; **Grp** +23**Atk Options** blood drain**Special Attacks** breath weapon, crush**Abilities** Str 28, Dex 12, Con 20, Int 7, Wis 10, Cha 5**Feats** Flyby Attack^B, Hover, Wingover**Skills** Climb +17, Spot +11**Blood Drain (Ex)** A foulwing can use its three long, tubelike tongues to drain blood from a victim that it has pinned with its crush attack. With a successful grapple check, it deals 1d4 points of Constitution damage.**Breath Weapon (Su)** A foulwing's breath weapon is a 30-foot cone of acid that burns opponents' eyes and exposed skin. Each creature within the cone must make a successful DC 19 Reflex save or be blinded and stunned for 1 round.**Crush (Ex)** This special attack allows a foulwing to land on opponents as a standard action, using its whole body to crush them. Crush attacks are effective only against Small or smaller opponents (though it can attempt normal overrun or grapple attacks against larger opponents).

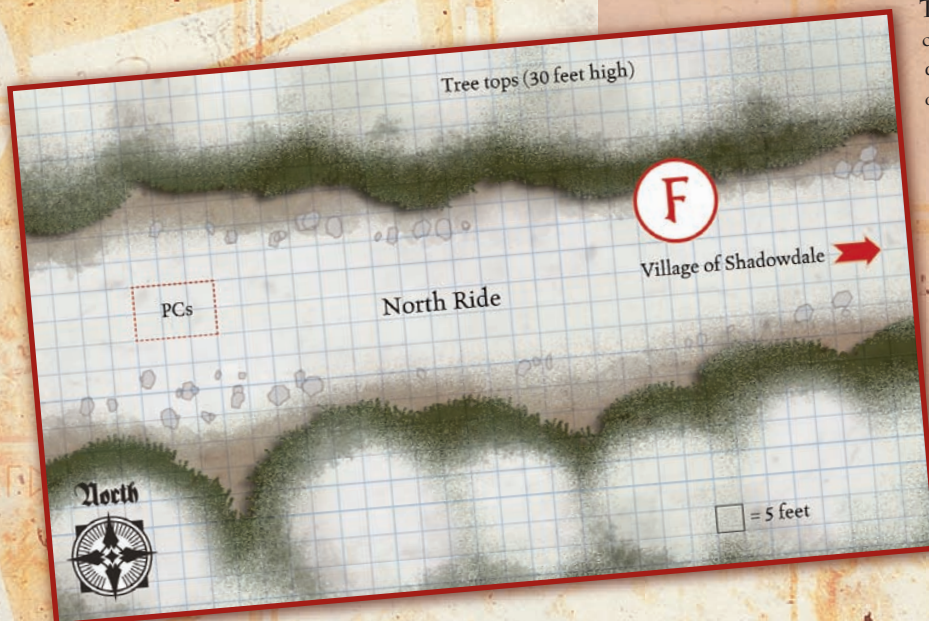
A crush attack affects as many creatures as can fit under a foulwing's body. Creatures in the affected area must succeed on a DC 19 Reflex save or be pinned, automatically taking bludgeoning damage during the next round unless the foulwing moves off them. If the foulwing chooses to maintain the pin, treat it as a normal grapple attack. Pinned opponents take damage from the crush each round if they don't escape. A crush attack deals 2d8+13 points of damage.

FIENDISH DIRE BAT

CR —

hp 30 (4 HD); DR 5/magic

NE Large magical beast (extraplanar)

Init +6; **Senses** blindsense 40 ft., darkvision 60 ft.; Listen +12 (+8 if blindsense is negated), Spot +8 (+4 if blindsense is negated)**AC** 20, touch 15, flat-footed 14**Resist** cold 5, fire 5; **SR** 9**Fort** +7, **Ref** +10, **Will** +6**Speed** 20 ft. (4 squares), fly 40 ft. (good)**Melee** bite +5 (1d8+4)**Space** 10 ft.; **Reach** 5 ft.**Base Atk** +3; **Grp** +10**Atk Options** smite good 1/day (+4 damage)**Abilities** Str 17, Dex 22, Con 17, Int 3, Wis 14, Cha 6**Feats** Alertness, Stealthy**Skills** Hide +4, Listen +12 (+8 if blindsense is negated), Move Silently +11, Spot +8 (+4 if blindsense is negated)**Smite Good (Su)** Once per day a fiendish dire bat can make a normal melee attack to deal an extra 4 points of damage against a good foe.**FEATURES OF THE AREA****Snow:** The snow is 10 inches deep. Medium and smaller creatures must pay 2 squares of movement to enter each square of the snowfield. The DC of Tumble checks increases by 2. Large and larger creatures are unaffected.**When the foulwing hovers within 20 feet of the ground, the draft from its wings creates a hemispherical cloud of snow with a radius of 60 feet. The winds generated can put out torches, small campfires, exposed lanterns, and other small, open flames of nonmagical origin. Clear vision within the cloud is limited to 10 feet. Creatures have concealment at 15 to 20 feet (20% miss chance). At 25 feet or more, creatures have total concealment (50% miss chance, and opponents cannot use sight to locate the creature).****Treetops:** The treetops provide cover against ranged attacks but do not obstruct line of sight or line of effect.**Rite of Unwinding:** This event is presumed to unfold within 30 miles of Fox Ridge in zone 1 (see sidebar, page 12). Evocation, transmutation, and light spells take a -4 penalty to caster level. Other spells take a -1 penalty to caster level. spells and spell-like abilities of creatures that have the Shadow Weave Magic feat are unaffected.

WATCHER'S KNOLL

Encounter Level 11

setup

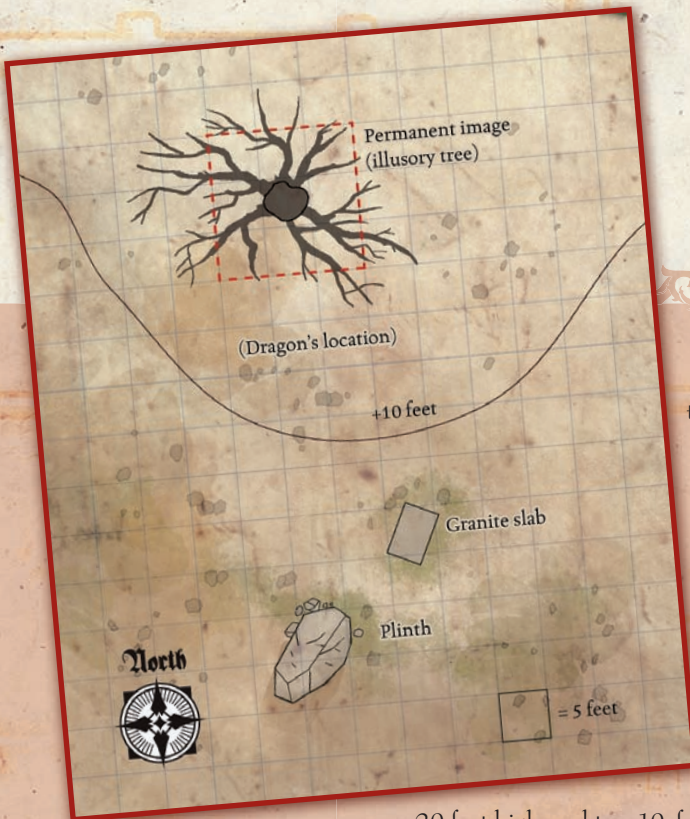
Place a representation of a tree, the plinth, and the disturbed area (leading to Aumry's Tomb) in the indicated squares. Once Gormauthator reveals himself or the characters see through the *permanent image*, replace the depiction of the tree with Gormauthator.

When the characters realize the old, leafless oak is actually a skeletal dragon, read:

The bony skeleton of a gargantuan dragon looms before you, its eye sockets smoldering with pinpoints of baleful red light.

Tactics

Gormauthator waits without moving until the PCs approach the old oak tree, react as if they see through the skeletal dragon's disguise, or approach the disturbed area leading to Aumry's Tomb. The skeletal dragon then charges toward them and attacks, inspiring terror.



20 feet high, and two 10-foot cubes stacked atop it in the middle). The figment creates the visual, auditory, olfactory, and thermal elements of an old, leafless oak tree. If a character studies the figment carefully or attempts to touch the oak tree, he can attempt a DC 19 Will save to disbelieve. Success indicates the illusion to be false, but the figment remains as a translucent outline.

GORMAUTHATOR

CR 11

hp 255 (34 HD); DR 5/bludgeoning

Male skeletal^{Dra} ancient red dragon

N Gargantuan undead

Init +4; **Senses** blindsense 60 ft., darkvision 120 ft., keen senses; Listen +0, Spot +0

Aura frightful presence (300 ft., DC 34)

Languages understands creator's orders

AC 12, touch 6, flat-footed 12

Immune cold, fire, undead immunities

Fort +19, **Ref** +19, **Will** +19

Speed 40 ft. (8 squares)

Melee bite +44 (4d6+14) and

2 claws +39 (2d8+7) and

2 wings +39 (2d6+7) and

tail slap +39 (2d8+21)

Space 20 ft.; **Reach** 15 ft. (20 ft. with bite)

Base Atk +34; **Grp** +60

Atk Options tail sweep

Abilities Str 39, Dex 10, Con —, Int —, Wis 10, Cha 24

SQ undead traits

Feats Improved Initiative

Frightful Presence (Ex) Gormauthator can inspire terror by charging or attacking. Creatures within 300 feet of the dragon that have 33 HD or fewer must attempt a DC 34 Will save. Success indicates that the target is immune to Gormauthator's frightful presence for 24 hours. On a failure, creatures with 4 or fewer HD become panicked for 4d6 rounds. Those with 5 or more HD become shaken for 4d6 rounds.

Tail Sweep (Ex) Half-circle 30 ft. in diameter; Small or smaller opponents take 2d6+21 points of bludgeoning damage (Reflex DC 27 half).

FEATURES OF THE AREA

Snow: The snow is 10 inches deep. Medium and smaller creatures must pay 2 squares of movement to enter each square of the snowfield. The DC of Tumble checks increases by 2. Large and larger creatures are unaffected.

Plinth: This toppled pillar provides cover. A character can clamber atop it by making a successful DC 20 Climb check.

Rite of Unwinding: This event is presumed to unfold within 30 miles of Fox Ridge in zone 1 (see sidebar, page 12). Evocation, transmutation, and light spells take a -4 penalty to caster level. Other spells take a -1 penalty to caster level. spells and spell-like abilities of creatures that have the Shadow Weave Magic feat are unaffected.

Permanent Image: The *permanent image* was cast by Eregul the Freestave (CL 12th; see page 130) and occupies twenty 10-foot cubes (30-by-30-foot square on the ground extending

AVMIRY'S TOMB

Encounter Level 9

setup

Place the nishruu in the indicated space.

When the characters enter the tomb, read:

Hundreds of grasping hands, probing eyes, and gaping, hungry mouths churn within a great sphere of red mist. Red light pulses within the globe.

Tactics

The nishruu does not leave the tomb or cease to surround the stone coffin until it is slain.

SYLUNÉ'S WARDEN

CR 9

hp 127 (15 HD); DR 10/magic

Advanced nishruu^{LE}

CN Large outsider (chaotic)

Init +4; Senses darkvision 60 ft.; Listen +16, Spot +16

AC 9, touch 9, flat-footed 9

Immune critical hits, mind-affecting spells and abilities, poison

Resist cold 10

Fort +12, Ref +9, Will +13

Weakness vulnerabilities

Speed fly 20 ft. (4 squares) (perfect)

Melee swarm of bites (3d6)

Space 10 ft.; Reach 5 ft.

Base Atk +15; Grp —

Atk Options absorb magic, distraction, swarm of bites

Abilities Str —, Dex 10, Con 16, Int 13, Wis 15, Cha 14

SQ charge magic, gaseous form

Feats Ability Focus (absorb magic), Alertness, Improved Initiative, Improved Natural Attack (swarm of bites), Iron Will, Improved Toughness^{MM4}

Skills Concentration +21, Knowledge (arcana) +19, Knowledge (history) +19, Knowledge (the planes) +19, Listen +22, Move Silently +18, Search +19, Spellcraft +21, Spot +22, Survival +2 (+4 on other planes)

Absorb Magic (Su) If a nishruu is the target of a spell that deals hit point damage, it absorbs the spell and permanently gains hit points equal to the damage it would have otherwise taken. The only exceptions are cold and fire spells, which deal damage (reduced in the case of cold spells) and then dissipate after 1 round.

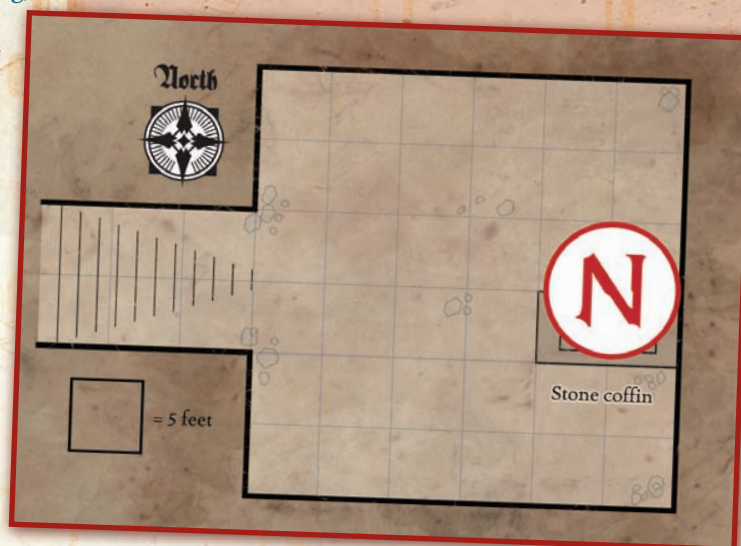
If a nishruu is the target of a nondamaging spell, it absorbs the spell and gains 1 hit point per spell level.

If a magic item that has charges is in contact with a nishruu, the creature drains 1d4 charges upon initial contact and a like amount every other round thereafter.

If a nishruu is in contact with a magic item that does not have charges, the effect of the item is negated for as long as it remains in contact with the nishruu and for 1d4 rounds thereafter.

FEATURES OF THE AREA

Rite of Unwinding: This event unfolds in zone 1 (see sidebar, page 12), just outside zone 2. Evocation, transmutation, and light spells take a -4 penalty to caster level. Other spells take a -1 penalty to caster level. spells and spell-like abilities of creatures that have the Shadow Weave Magic feat are unaffected.



A spellcaster loses one prepared spell or spell slot, determined randomly, upon initial contact with a nishruu. Each round thereafter that the two remain in contact, the spellcaster loses one additional randomly selected spell. Each time she loses a spell in this manner, she must make a DC 21 Will save or suffer the effect of a *feblemind* spell.

Distraction (Ex) Any living creature vulnerable to a swarm attack that begins its turn with a nishruu in its square is nauseated for 1 round (Fortitude DC 20 negates). spellcasting or concentrating on spells while in contact with a nishruu requires a Concentration check (DC 20 + spell level). Likewise, using any skill that involves patience or concentration requires a DC 20 Concentration check.

Swarm of Bites (Ex) A nishruu deals automatic damage to any creature whose space it occupies at the end of its move, with no attack roll needed. A nishruu does not threaten creatures in its square, nor can it make attacks of opportunity with its swarm of bites attack.

Vulnerabilities (Su) A *rod of absorption* or *ring of spell turning* brought into contact with a nishruu has a 5% chance of destroying it immediately. If the item does not absorb the nishruu, it is negated in the same manner as other magic items. A handful of thrown salt deals 2d10 points of damage to a nishruu.

Charge Magic (Su) When a nishruu is slain, its body dissipates. Any charged magic item in contact with it when it dies gains an additional 1d6 charges. The enhancement bonus of a magic item that strikes the killing blow against a nishruu increases by 1 for 1d6 days.

CHARACTER ASSASSINATION

Encounter Level 11

setup

Place the naug-adars (N), Bloodthorn mercenaries (B), and dalesfolk (D) in the indicated squares. The naug-adars are indistinguishable from the dalesfolk, and their familiars are hiding at their feet. Although there are only 18 dalesfolk present, describe the room as containing 20 dalesfolk and a table at which four half-orc mercenaries are sitting.

When the characters enter the tavern, read:

Four burly half-orcs with greenish pigmentation, sloping foreheads, jutting jaws, prominent teeth, and coarse body hair occupy the center of the tavern, drinking and gambling. Each half-orc has a distinctive tattoo on its right cheek: a thorn dripping a drop of blood, and each is garbed in half-plate, with a falchion at the ready. A pile of javelins lies beneath the table.

Tactics

The naug-adars hide among the crowd in the guise of common dalesfolk, using *alter self*. The naug-adars initiate the tavern brawl by making it appear that one of the PCs has muttered a vile expletive (silent *ghost sound* by naug-adar #1) and hurled a mug of beer (silent *mage hand* by naug-adar #2) at a neighboring table of half-orc mercenaries.

The mercenaries have been paid to react by starting a brawl, although they are unaware of the planned tactics of the naug-adars. Once the fight begins, the room erupts in confusion, giving the naug-adars time to cast more spells. Naug-adar #2 casts *major image* to make it appear to the other tavern patrons that one of the PCs (preferably the one who most resembles a wizard) is spellcasting. Concurrently, naug-adar #1 casts *summon monster III* to summon a hell hound, directing it to attack the half-orc mercenaries so that its breath weapon catches several dalesfolk as well. The naug-adars repeat this tactic in the second round, followed by *Evard's black tentacles* and *summon monster III* for a third time in round 3. The naug-adars then try to discreetly escape after doing their best to make the PCs appear to be villains who have callously injured many dalesfolk during the fray. They defend themselves if directly attacked.

There's a chance for a PC to notice one of the "dalesfolk" casting a spell if that character actively scans the crowd looking for suspicious activity (such as the performance of a somatic component). Success in this endeavor requires a spot check as a move action. The DC of this check is 20 if it is made in the same round when the first pair of spells is cast (*major image* and *summon monster III*).

Success indicates that the PC has singled out one of the two naug-adars. The DC goes down by 5 in each round thereafter; it's DC 15 to catch a naug-adar in the second round of casting and DC 10 in the third round.

A spellcraft check can provide the same information, and the DCs are 10 lower than for the spot check (so that by the third round of casting, identifying a spellcaster is automatic). If the naug-adars get off all three of their spells without being discovered, they are automatically spotted as suspicious characters because they're attempting to flee the scene furtively, rather than rushing for the exit like normal dalesfolk.

2 NAUG-ADARS

CR 7

hp 24 each (7 HD)

Male Vaasan human wizard 7

LE Medium humanoid

Init +6; Senses Listen +5, Spot +5

Languages Common, Damaran, Draconic

AC 17, touch 13, flat-footed 15

Resist *endure elements*

Fort +3 (+5 if familiar within 5 ft.), Ref +4, Will +5

Speed 30 ft. (6 squares)

Melee +1 dagger +3 (1d4/19–20/x2)

Base Atk +3; Grp +2

Wizard #1 Spells Prepared (CL 7th):

4th—*confusion* (DC 17)

3rd—*summon monster III* (3)

2nd—*alter self*†, *detect thoughts* (DC 16), *misdirection*†, see *invisibility*

1st—*endure elements*†, *mage armor*†, *magic missile*, *silent ghost sound* (DC 13), *true strike*

0—*detect magic*, *ghost sound* (DC 13), *mage hand*, *message*

Wizard #2 Spells Prepared (CL 7th):

4th—*Evard's black tentacles* (+15 grapple check)

3rd—*fireball* (DC 16), *major image* (2) (DC 16)

2nd—*alter self*†, *detect thoughts* (DC 16), *misdirection*†, see *invisibility*

1st—*endure elements*†, *mage armor*†, *magic missile*, *silent mage hand*, *true strike*

0—*detect magic*, *ghost sound* (DC 13), *mage hand*, *message*

† already cast

Combat Gear *wand of magic missile* (25 charges, CL 7th)

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

SQ familiar (rat), share spells

Feats Alertness^B (if familiar within 5 ft.), Combat Casting, Improved Initiative, Scribe Scroll^B, Skill Focus (Disguise), Silent Spell^B, Spell Focus (divination)

Skills Bluff +4, Concentration +11 (+15 casting defensively), Disguise +7 (+17 with *alter self* cast), Knowledge (arcana) +13, Listen +5, Sense Motive +3, Spellcraft +15, Spot +5

Possessions combat gear plus +1 dagger, ring of protection +1, 12 gp, 5 sp

2 RAT FAMILIARS

CR —

hp 12 each (7 HD)

N Tiny magical beast (augmented animal)

Init +2; **Senses** low-light vision; Listen +3, Spot +3**Languages** empathic link, speak with master, speak with rodents**AC** 18, touch 14, flat-footed 16**Resist** improved evasion**Fort** +2, **Ref** +4, **Will** +6**Speed** 15 ft. (3 squares), climb 15 ft., swim 15 ft.**Melee** bite +5 (1d3+4)**Space** 2-1/2 ft.; **Reach** 0 ft.**Base Atk** +3; **Grp** -9**Atk Options** deliver touch spells**Abilities** Str 2, Dex 15, Con 10, Int 9, Wis 12, Cha 2**SQ** scent, share spells**Feats** Stealthy, Weapon Finesse^B**Skills** Balance +10, Bluff -1, Climb +12, Concentration +10, Disguise -1, Hide +16, Knowledge (arcana) +9, Listen +3, Move Silently +12, Sense Motive +3, Spellcraft +9, Spot +3, Swim +10**4 BLOODTHORN MERCENARIES**

CR 5

hp 37 each (5 HD)

Male half-orc fighter 5

LE Medium humanoid (orc)

Init +5; **Senses** darkvision 60 ft.; Listen +3, Spot +3**Languages** Common, Orc**AC** 17, touch 10, flat-footed 17**Fort** +6, **Ref** +2, **Will** +2**Speed** 20 ft. (4 squares) in half-plate, base speed 30 ft.**Melee** mwk falchion +11 (2d4+8/18-20)**Ranged** javelin +6 (1d6+4)**Base Atk** +5; **Grp** +9**Atk Options** Power Attack**Abilities** Str 18, Dex 13, Con 14, Int 6, Wis 12, Cha 8**HELL HOUND**

CR —

hp 22 (4 HD)

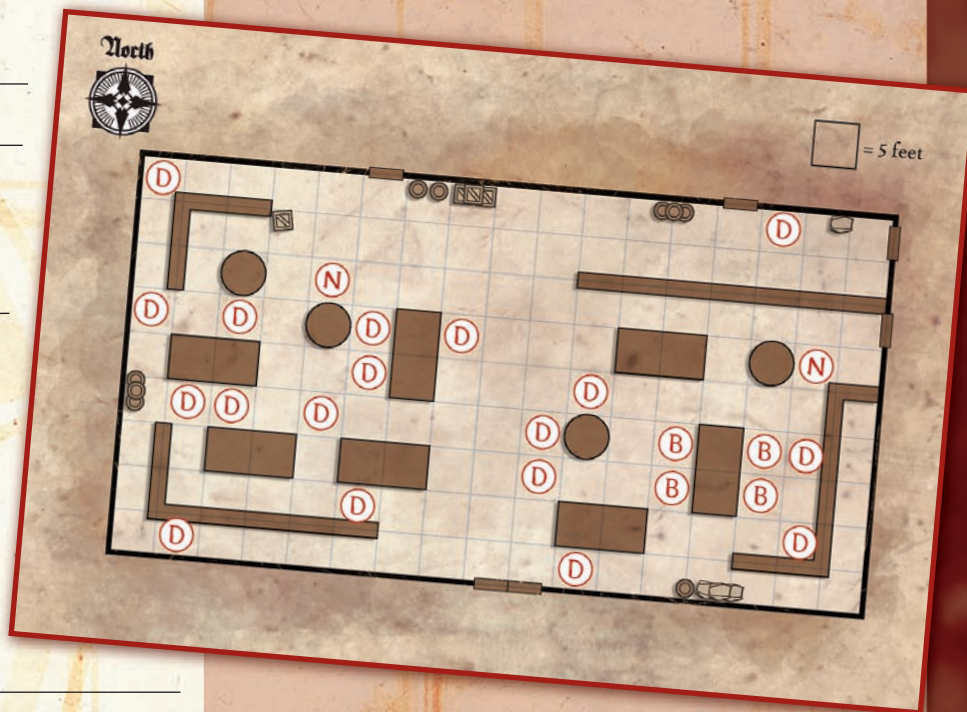
LE Medium outsider (evil, extraplanar, fire, lawful)

Init +5; **Senses** darkvision 60 ft., scent; Listen +7, Spot +7**AC** 16, touch 11, flat-footed 15**Immune** fire**Fort** +5, **Ref** +5, **Will** +4**Weakness** vulnerability to cold**Speed** 40 ft. (8 squares)**Melee** bite +5 (1d8+1 plus 1d6 fire)**Base Atk** +4; **Grp** +5**Atk Options** breath weapon**Abilities** Str 13, Dex 13, Con 13, Int 6, Wis 10, Cha 6**Feats** Improved Initiative, Run, Track^B**Skills** Hide +13, Jump +12, Listen +7, Move Silently +13, Spot +7, Survival +7 (+15 tracking by sense)**Breath Weapon (Su)** 10-foot cone, once every 2d4 rounds, damage 2d6 fire, Reflex DC 13 half.**FEATURES OF THE AREA****Bars and Tables:** AC 2; hardness 5; hp 5 per 5-foot square; break DC 17.

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

A bar also provides cover, and a character who crouches down behind it gains total concealment from those on the opposite side (except for those who are on higher ground).

Rite of Unwinding: If this event unfolds before the conclusion of Chapter 3, it is assumed to occur in zone 1 (see sidebar, page 12). Evocation, transmutation, and light spells take a -4 penalty to caster level. Other spells take a -1 penalty to caster level. spells and spell-like abilities of creatures that have the Shadow Weave Magic feat are unaffected.

KILLERS IN THE NIGHT

Encounter Level 10

setup

The setup assumes the PCs are camping in the forest outside the village in zone 1 (see sidebar, page 12), but it can easily be adjusted as needed. Place the Banestalkers (B) in the indicated squares.

tactics

The Banestalkers have orders to kill every member of the PCs known to the leaders of the Zhentarim Occupying Army. They attack at an opportune moment at night or underground, when the PCs are resting (assumed for this setup), badly injured, or distracted by combat with another foe. Although the Banestalkers fight together, they do not coordinate their attacks or aid each other in any way. If one or more of the characters escape, the Banestalkers track them relentlessly, until their quarry is dead or they are destroyed (and thereby returned to the Barrens of Doom and Despair).

FEATURES OF THE AREA

Snow: The snow is 10 inches deep. Medium and smaller creatures must pay 2 squares of movement to enter each square of the snowfield. The DC of Tumble checks increases by 2. Large and larger creatures are unaffected.

Tree Trunk: 5 ft. thick; AC 3; hardness 5; hp 600; break DC 35; Climb DC 15.

A tree trunk takes up an entire square and provides cover to anyone behind it.

Rite of Unwinding: See page 23.



2 BANESTALKERS

CR 8

hp 52 each (8 HD); DR 10/silver

Beast of Bane* invisible stalker

* see page 154

LE Large elemental (air, extraplanar)

Init +8; **Senses** darkvision 60 ft.; Listen +13, Spot +13

Aura frightful presence (30 ft., DC 16)

Languages Auran, understands Common

AC 17, touch 13, flat-footed 13

Immune fear, elemental immunities

Fort +4, **Ref** +10, **Will** +4

Speed fly 30 ft. (6 squares) (perfect)

Melee 2 slams +10 each (3d6+4)

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

Base Atk +6; **Grp** +14

Atk Options smite good 1/day (+8 damage)

Special Actions feed

Abilities Str 18, Dex 19, Con 14, Int 14, Wis 15, Cha 15

SQ elemental traits, natural invisibility, improved tracking

Feats Combat Reflexes, Improved Initiative, Weapon

Focus (slam)

Skills Listen +13, Move Silently +15, Search +13, Spot +13

Feed (Su) When a banestalker slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. If the check fails, the devoured victim cannot be brought back to life by mortal magic.

The creature advances in Hit Dice by consuming corpses in this fashion. For every three suitable corpses the creature devours, it gains 1 Hit Die. Its attack bonus and saves improve as normal for a creature of its type and Hit Dice, and it gains skill points, feats, and ability score improvements normally.

Frightful Presence (Ex) 30-ft. radius sonic effect, HD fewer than the creature, Will DC 16 or magical silence negates. When the creature activates this power, its eyes glow bright emerald green.

Natural Invisibility (Su) The ability is constant, allowing the creature to remain invisible even when attacking. This ability is inherent and not subject to an *invisibility purge* spell.

Improved Tracking (Ex) The creature is a consummate tracker and makes spot tracks rather than the usual Survival checks to trace a creature's passage.

CASTLE KRAG

T

he Zhentarim's effort to take over and rule Shadowdale is not a new concept. The Black Network has been at odds with the community and its protectors for decades. More than once, Bane's followers from Zhentil Keep have managed to succeed in their quest for domination—for a time. A warrior named Jyordhan led one such effort, constructing Castle Krag in the process.

In DR 1339, Lord Aumry and his wife Syluné, better known as the Witch of Shadowdale, had ruled over the community for forty years, a period of extended peace. In that year, Zhentarim agents assassinated Aumry. They in turn were captured and killed by Jyordhan, who presented himself as the new lord (with the *pendant of Ashaba* gripped in his hand), and was so acclaimed by the people. Unknown to most of the folk at that time was that Jyordhan was also an agent of the Zhentarim, and the entire proceedings were a hoax.

As ruler, Jyordhan abandoned the Twisted Tower, instead establishing himself in Castle Krag east of Shadowdale. Perched on a low rise beneath Watcher's Knoll, Castle Krag was originally a drow outpost in the dark days before the founding of the dale. Little more than the foundation remained when Jyordhan came to power and took the area for his own. On these ruins Jyordhan raised Castle Krag, his own seat of power.

Jyordhan's court was soon overrun with agents of the Black Network. Eventually the people revolted, and though Zhentil Keep sent "peacekeeping" forces to maintain Jyordhan's rule, it all ended when Jyordhan himself tried and failed to ambush Khelben Blackstaff as the mage was leaving Shadowdale. The ill-conceived attack cost Jyordhan his life. Without the false lord's advocacy, Castle Krag was abandoned and Zhentil Keep's troops routed.

The original intent of Jyordhan was to raise Castle Krag into an imposing edifice on a par with Darkhold, west of Cormyr. However, the limited resources of his Zhentish masters combined with the rebellion led by Syluné and Mane's Band (a mercenary company assisting her) altered his grand plans, and the castle was much smaller than originally intended. With Jyordhan's death, the rest of the populace rose in open rebellion, and the castle was stormed and set afire.

Since that time, Castle Krag has been an abandoned ruin. By the time Scyulla Darkhope marched her army into Shadowdale, only a single tower remained upright. The Banites have since settled in and begun massive renovations, making the place at least marginally habitable again. Though the area around Castle Krag is all briar and tangled undergrowth, the path leading south to the North Ride has been cleared, and construction has begun in earnest.

The church of Bane

The Church of Bane is happy to participate in the conquest of Shadowdale, for long has the dale been a thorn in the Black Network's side. Even so, the clergy's first interest is in spreading the faith. Thus, its primary focus is to restore the temple and begin the process of making the worship of Bane the official (and only) religion within the dale. With that in mind, a handful of clerics, led by Dark Doom Malathon, have arrived on the scene to begin reconstruction.

Of course, the leadership of Zhentil Keep is pleased to have a prominent temple in the middle of its conquered area, but there is a far more strategic reason for the Banites to set up shop in Castle Krag. A forgotten *portal* hidden in the depths of the castle's lower levels connects Shadowdale with Zhentil Keep, and the Zhents intend to use it to keep a steady stream of fresh troops and supplies flowing into their conquered territory.

For his part, Malathon has mixed feelings about the entire operation. On one hand, he is delighted to be put in charge of what could eventually be a major temple, a prime focal point of the Black Lord's faith. However, the pact made between Fzoul Chembryl and the Sharrans has created major problems for the Dark Doom. The Sharrans' rite is no small inconvenience to the



Castle Krag

Illustration by M. Coimbra

clergy of the temple. Because of the proximity of the castle to Alokair's lair (see Chapter 3), the effect of the magic-suppressing rite impacts everything the clerics attempt to do with their faith-based magic. In fact, many of their most important spells cannot function at all, a fact that causes Malathon no small amount of stress. As a result, he has sunk into a sort of craven stupor, fearful of attack, hiding within the confines of his temple while others conduct the day-to-day activities of rebuilding the castle. He waits in vain for the leadership of Zhentil Keep to send him the "supplies and forces necessary to raise this temple properly," an expectation that will be a long time realized, if it is realized at all.

castle characteristics

The castle's construction is not all of a single style. The Banites have attempted to make use of as much of the existing structure as they can, but much of it has fallen into complete ruin, requiring them to start from scratch.

The map titled Castle Crag and Environs shows the different sections of the building. The large round tower and some of the curtain wall are all that remain of the original structure, while the blocky building on the north side is brand-new. Some of the ruins of the old castle still lie where they fell, and are nothing more than piles of rubble. The workers are also laying a new foundation for what Malathon hopes will eventually be a more impressive (and forbidding) temple in the years to come.

original structure

The following general properties apply to the portion of the castle shown as original construction unless otherwise noted in a room or encounter description (this includes the underground level).

Walls: The original castle walls are made of rough-hewn, poorly joined stone blocks (Climb DC 15). Arrow slits 4 feet tall pierce the outside walls from the inner chambers; the outer gaps are 6 inches wide.

Floors: The floors of the old structure are flagstone, and are generally even and level, though in some places the stones have pitched and canted with the yearly freezes and thaws that hit Shadowdale.

Ceiling Height: Ceilings are typically shallow arches 10 feet high in the center and 7 feet high in the corners.

Doors: Most doors are made of wood bound with iron, with pull rings on the side the door swings toward. Some of these doors are old and warped and sometimes stick a bit, but none of them require any Strength checks to budge. A small handful of doors have been replaced with new ones of a similar style (see the Doors entry in the New Construction section below).

new construction

The following general properties apply to the portion of the castle shown as brand-new unless otherwise noted in a room or encounter description.

Walls: The new castle walls are made of smooth stone casings created by *wall of stone* and *stone shape* spells, reinforced with flying buttresses, and filled with earth for solidity (climbing not possible without the aid of rope). Arrow slits 4 feet tall pierce the outside walls from the inner chambers; the outer gaps are 6 inches wide.

Floors: The floors of the new structure are smooth and without seams, again formed through *wall of stone* and *stone shape* spells.

Ceiling Height: Ceilings are uniformly peaked toward the center line of the long dimension of any given room, and are 15 feet tall at that point.

Doors: Most doors are made of wood bound with iron bands, with pull rings on the side the door swings toward. All are brand-new, swing easily, and make no sound as they open or shut.

Ground Level

Refer to the accompanying map for the keyed locations that follow.

I. Approach and Entrance

The jagged ruins of a scorched and broken round tower jut upward into the gray sky from a sheer-sided promontory of rock, part of the hillside ahead. Numerous tracks in the snow-covered path lead around to the right, angling alongside the base of the escarpment. The tracks approach the base of a narrow, sloping causeway rising to a platform; someone has laid several timbers

across the gap between the causeway and the escarpment, forming a makeshift bridge. Beyond the bridge, the rest of the castle lies in tumbled ruins.

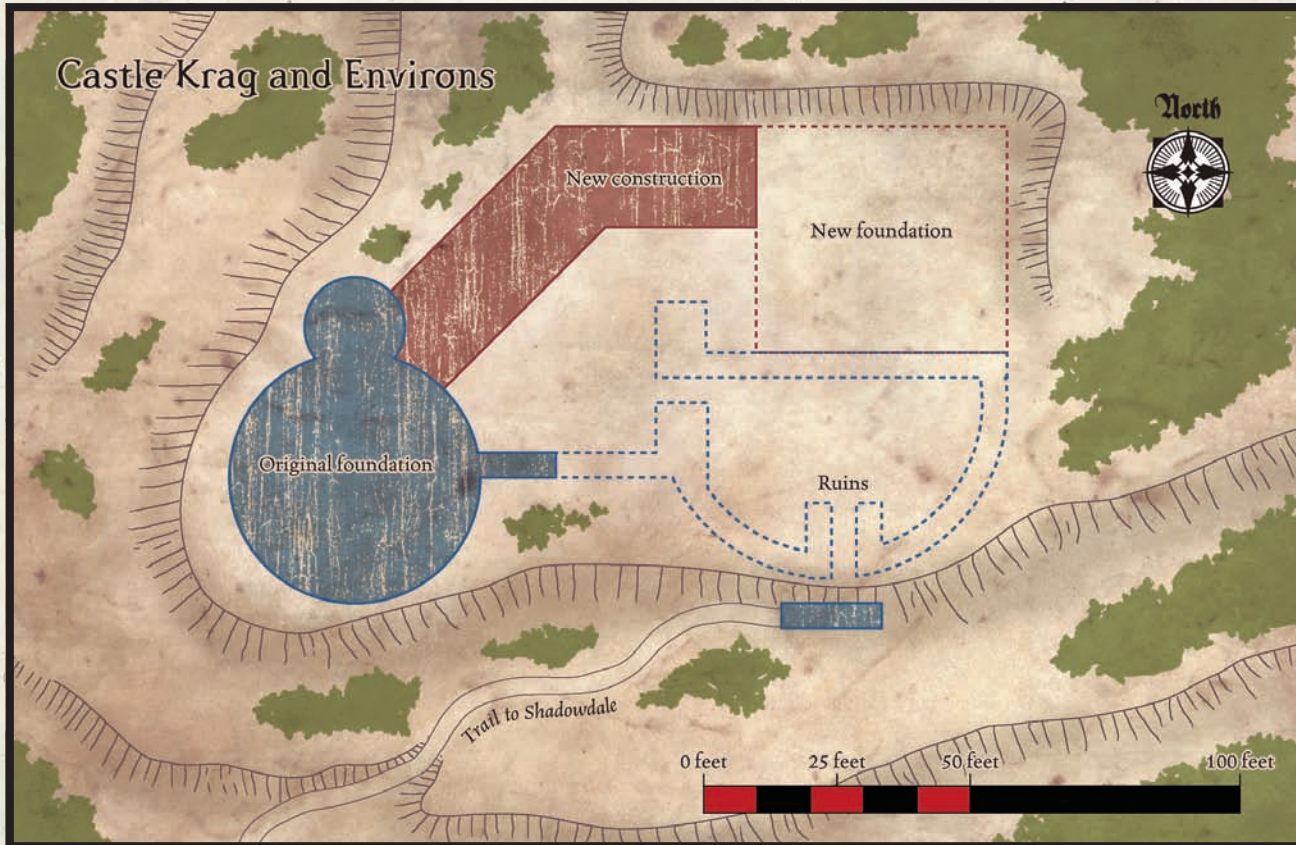
The large round tower has an intact first floor and a partially collapsed second story. Arrow slits pierce it at regular intervals, though no one fires on the characters through them. The base of the escarpment is a tangle of scrub-brush thickets and briars.

Tracks: The snowy route from Shadowdale to Castle Krag is replete with tracks from the different creatures occupying the dale. In addition to horses, there is plenty of evidence of hobnailed boots worn by both Medium and Large creatures. Any attempt to follow a specific creature is fairly easy (Survival DC 5, or 15 after a snowfall).

Escarpment: The rough rock surface at the base of the castle is slippery with coated ice (Climb DC 20) and rises 10 feet on average to the base of the tower walls.

Causeway: The narrow, sloping ramp is not overly steep, but unless riders dismount and lead their mounts up it, there is a danger of slipping over the side (Ride DC 10).

Bridge: The description assumes that the characters have approached the castle during daylight hours. If they arrive at night, assume the moonlight is sufficient to give them a glimpse of the place, but the occupants have removed the plank bridge for overnight protection. The makeshift bridge is sturdy enough for any creature of up to Large size to cross without problem. Again, though, riding a mount can be tricky (Ride DC 10), and the castle denizens lead their horses on foot when crossing.



Development: If the PCs hunker down to wait and watch during daylight hours, they eventually see occupants coming or going. After 2d12 minutes, a patrol of gnoll fighters, a messenger on horseback, or some similar figure either arrives or departs by way of the causeway and the makeshift bridge. Such groups or figures move between the castle and Shadowdale regularly throughout each day.

2. Barbican

The crumbled remains of towers and walls surround a debris-filled courtyard. A path leading through the snow angles to the left, where it disappears through a gap in the piles of rock and burned timbers. The remnants of the round tower rise there, beyond the rubble.

This ruined structure used to be the barbican, or gatehouse, for the castle. When Sylune, members of Mane's Band, and other folk of the town stormed the castle, they sundered and burned this part of it to the ground, leaving smoldering heaps of wreckage. Dark Doom Malathon intends to rebuild it eventually, but thus far it is a low priority, to be dealt with after the Banites manage to erect sufficient shelter.

Creatures: The rubble serves as a choice hiding place and battleground for the castle's newest gatekeepers, a pair of maug fighters. They have camouflaged themselves among the crumbled walls, tirelessly watching all who come and go. They challenge anyone who does not openly display a symbol of either the Zhentarim or Bane, or who does not utter, "I am within the grasp of the Black Hand" before passing through. The maugs have a Spot modifier of +7 on attempts to notice characters who attempt to sneak across. They are not otherwise terribly alert and don't notice invisible characters, and they ignore anyone flying more than 15 feet off the ground.

Tactical Encounter: C1: Barbican, page 36.

Development: During the daytime, creatures in other parts of the castle (particularly areas 3 and 4) ignore most mundane sounds coming from the barbican, including the sounds of combat. However, if the battle includes flashy or noisy magic, Nazrym (see area 3), accompanied by an ettin from area 3, investigates. At night, any sounds draw the attention of the beasts of Bane shadow mastiffs from area 3.

If the PCs defeat the maugs and then retreat from the castle at some point before destroying the *portal* in area 23, one new maug fighter begins standing watch here 1d4 days later.

3. courtyard

The Banites have set the courtyard up as the central construction zone for their efforts to rebuild the castle and add to it. They have taken numerous prisoners from the town of Shadowdale and brought them here as slaves.

DAYTIME

All of the information below assumes that the PCs have arrived in the courtyard during daylight hours.

Walls—old, new, and ruined—surround a flat, open area dusted with snow. Near the center, a handful of stoneworking

tools surround a small stack of limestone blocks. A pair of large two-headed creatures, whips in their hands, loom over several shivering, shackled workers who struggle to shape and move the blocks. An armored human lounges against one wall, directing their efforts.

Creatures and NPCs: Two fiendish ettins act as slavemasters, keeping the slaves on task through brute menace and fear tactics, while Nazrym, a 6th-level cleric of Bane, oversees the construction work. All eight of the prisoners are commoners, seven of whom are from Shadowdale and serve as raw muscle; the eighth is a dwarf stonemason brought to the site from the Citadel of the Raven. See area 19 for more information on the prisoners.

Tactical Encounter: C2: Courtyard, page 38.

NIGHTTIME

If the PCs instead arrive at night, read:

Moonlight faintly illuminates an open courtyard and the walls surrounding it. In the center, a handful of stoneworking tools lie near a small stack of stone blocks. At the periphery of the area, the shadows seem to shift and glide.

Creatures: At night, the Banites release four shadow mastiffs into the courtyard to act as guard dogs. They prowl throughout areas 3 and 4, but don't go into area 2 unless they hear a commotion there.

Tactical Encounter: C3: Courtyard, page 40.

Development: If the PCs manage to free the prisoners and get them clear of the castle, they must figure out what to do with the refugees. Returning them to their homes in Shadowdale raises the suspicions of the Zhentarim there. It is possible to get them involved in the formative stages of the uprising (see Chapter 5).

4. New foundation

The ground here has been cleared of debris and smoothed flat. Wooden stakes pounded into the hard-packed soil beneath the dusting of snow seem to indicate the boundaries of a planned expansion to the castle complex. Numerous stone blocks have already been laid in place.

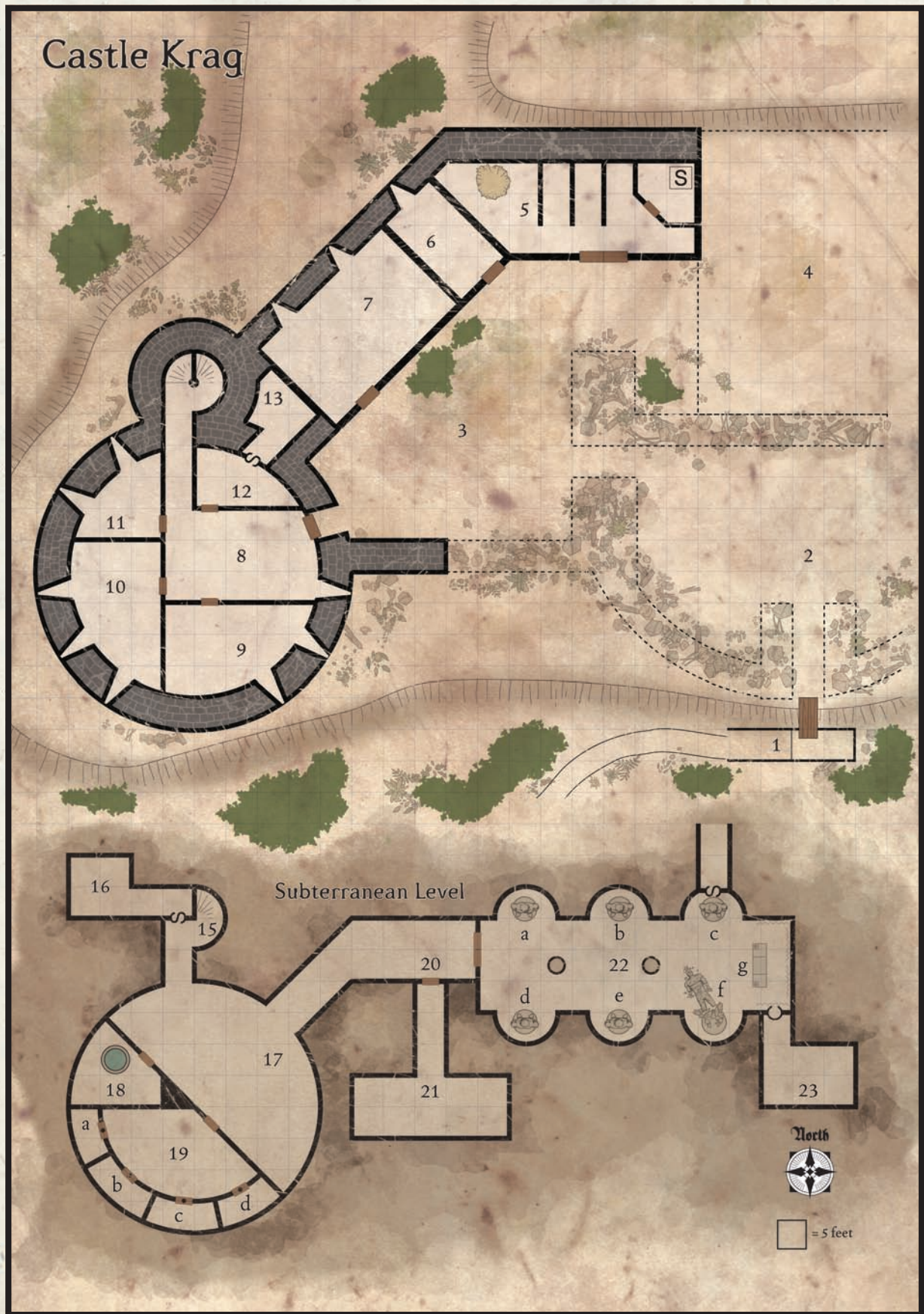
As part of their efforts to expand the castle, the Banites are laying out the foundation for a new building. Thus far, they have used old stone cleared from the ruins of the original castle, but will soon need to begin quarrying new stone nearby.

Development: For every tenday that the PCs ignore the castle, more of the foundation and walls get constructed using the ruined walls of the barbican. Clear out one 10-foot-by-10-foot area of rubble from the map each tenday to account for this.

5. stable

The warm, steamy odor of horse dung hangs in the air within this chamber. Several wooden stalls along the back wall house mounts. A large pile of hay stands in the far left-hand corner, and a door on the right-hand side leads into a small wooden enclosure.

CASTLE KRAG



This is the stable where the Banite leaders keep their horses. Tolar (area 6), Nazrym (area 3), and Malathon (area 22) all have mounts stabled here. The door leads into a tack and harness shed. If the characters open the door, read:

The smell of leather, oil, and saddle soap waft through the doorway. Within the small chamber, several saddles, blankets, and bags rest upon wooden stands, and assorted tack and harness gear hang from pegs on the walls. A small worktable stands in the opposite corner, with a variety of leatherworking tools hanging from the walls above it.

Hidden beneath a stack of saddle blankets underneath the worktable is a trapdoor. It leads to a narrow shaft 3 feet on a side with iron rungs set into one wall. The shaft descends 25 feet to an equally narrow tunnel heading south. This tunnel connects to the secret door behind the statue labeled "C" in the temple (area 22).

Creatures: One light warhorse and two riding horses occupy three of the four stalls within the stable.

Treasure: The light warhorse wears a set of *horseshoes of a zephyr*. One of the saddles in the tack room is a military saddle, and the pommel is set with a large black opal, making the saddle worth 1,000 gp. In addition, the room holds two riding saddles, four complete sets of bit and bridle, four saddle blankets, four saddlebags, and a set of masterwork leatherworking tools; collectively, the gear and tools are worth 100 gp. Tucked into one of the saddlebags is a small pouch containing 2 garnets worth 300 gp each.

Development: If the PCs take the light warhorse and do not slay Tolar, he makes every attempt to track them down and reclaim the animal, no matter how long it takes or how far he has to travel.

6. sergeant's quarters

The door leading into this chamber is locked with a good lock (Open Lock DC 30) and trapped to injure anyone who enters without disarming it.

Falling Block Trap: CR 5; mechanical; location trigger; manual reset; Atk +15 melee (6d6); one target (first through the door); Search DC 20; Disable Device DC 25.

Once the characters are inside, read:

This austere chamber appears to serve as the living quarters for a single individual. Light from a single arrow slit in the opposite wall reveals an uncomfortable-looking bed shoved into the far right-hand corner. A low chest sits at the foot of the bed, and a writing desk rests against the wall beneath the arrow slit. On the left-hand wall, a simple wardrobe resides in the far corner, and an empty armor rack stands in the near corner.

This room serves as the quarters for Sergeant Tolar, the human commander of the gnoll mercenaries (see area 7). He lives in ascetic simplicity, forgoing even simple comforts such as braziers or rugs. He is currently with his fellow mercenaries, playing cards in the barracks.

Treasure: The footlocker contains mundane clothing and other personal effects. In the very bottom is a satchel holding 1,500 gp and a pouch with two garnets (700 gp, 300 gp). A +2 *composite longbow* (+2 Str bonus) is tied to the underside of the bed frame. The wardrobe contains an extra shirt, pair of trousers, and boots, and it also has a single drawer at its base that holds an extra blanket. A scroll lies flat and face down at the bottom of the drawer, appearing to be shelf paper. It contains one scribing of *unseen servant*.

7. barracks

The light filling this dingy chamber comes from two arrow slits along the far wall, a lantern hanging from the ceiling above a round table with four chairs near the center of the room, and low braziers filled with orange coals in each corner. Rough pallets stinking of sweat lie on the floor near each brazier, and a large chest rests against the back wall, between the two arrow slits.

Creatures and NPC: The gnoll mercenaries serving the temple sleep and gamble here when they are not out on patrol or otherwise on duty. They, along with their human sergeant, are seated around the table at a dice game when the PCs first enter. Unless someone specifically warns them of fighting out in the courtyard (area 3), they ignore any noise they hear (during the day, they assume it's just the ettins beating the prisoners, and at night, they believe the shadow mastiffs have picked up the scent of deer again).

Tactical Encounter: C4: Barracks, page 41.

Treasure: The chest harbors the accumulated wealth of the gnoll mercenaries. Among the odds and ends they have looted recently are a gold dragon comb with a red garnet eye (800 gp), a plain gold ring (60 gp), and a fine painting (1,300 gp). There is also a sack with 1,400 gp in the chest.

The gambling coinage on the table (which could get scattered across the entire room during the fight) consists of a combination of gold, silver, and copper worth a total of 321 gp.

Tolar has a key on his person that unlocks the door to his quarters (area 6) but does not disable the door's trap.

8. main hall

A rectangular table sits in the middle of this high-ceilinged chamber with several chairs surrounding it. Along the walls, between numerous doorways leading elsewhere, stacks of boxes, crates, and barrels of goods rise overhead. In the near left-hand corner, someone has erected a makeshift fireplace and hearth, with the chimney angled out through an arrow slit. Something stews in a large kettle there. A passage continues around a corner on the far right.

The Banites use this main entry hall as a makeshift kitchen and dining room. Most of the goods in the various containers are foodstuffs, but there are also plenty of sets of cold weather clothing. The stew cooking on the fireplace is a rich and aromatic broth filled with deer meat and a few vegetables. There is also a loaf of bread baking on the hearth.



Illustration by E. Widemann

Kurn Blackrage and his minions attack

Treasure: The goods in the crates, boxes, and barrels include 150 pounds of flour (3 gp), 10 pounds of cheese (2 gp), 10 pounds of iron (1 gp), and 30 pounds of dried meat (18 gp). As well, there are 200 arrows (10 gp), 100 crossbow bolts (10 gp), 30 short swords (300 gp), and 20 small wooden shields (60 gp). There are also 10 sets of cold weather outfits (80 gp) and 10 sets of fur clothing (80 gp).

9. slavemasters' quarters

The stench of excrement and sweat wafting through the open doorway from this chamber seems to emanate from a pair of pallets shoved into opposite corners of the wedge-shaped room. The bedding consists of mangy animal pelts and appears littered with gnawed bones. A brazier filled with coals provides some small amount of warmth, but most of the light filters in from three arrow slits along the rounded wall.

The two ettins working as slavemasters occupy this chamber. During the day they are outside in the courtyard (area 3), overseeing their charges. At night, however, they can be found sleeping here. Consult encounter C2: Courtyard, page 38, for the ettins' statistics if the PCs venture in here at night (and haven't already slain the creatures, of course).

Treasure: The ettins keep their ill-gotten treasures tucked beneath the lice-ridden bundles of fur they use as pillows. A sack of 1,400 gp lies beneath the first, and the other pallet has a small wooden box filled with useless shiny baubles, a *potion of enlarge person*, and a *ring of protection +1*.

10. Blackguard's quarters

An oversized bed shoved against the far, curved wall fills most of this large, odd-shaped chamber. A wardrobe stands on the right-hand wall, and an armor stand and weapons rack fill the narrow area on the left-hand side of the room. A single brazier in the middle of the chamber glows with the heat of burning coals, and weak daylight leaks in from a pair of arrow slits above the bed.

Kurn Blackrage the ogre blackguard sleeps in this chamber, though he rarely rests. The wardrobe appears to hold nothing but a set of ogre-sized cold weather clothing, fur cloak, and fur boots, but a secret compartment in the wardrobe's floor panel (Search DC 20) houses a few of Kurn's prized possessions. The container, a small iron box that rests upon a bed of gold coins scattered loose within the compartment, is smeared with contact poison.

Contact Poison Trap: CR 9; mechanical; touch trigger (attached); manual reset; poison (black lotus extract, DC 20 Fortitude save resists, 3d6 Con/3d6 Con); Search DC 18; Disable Device DC 26.

Treasure: The gold coins total 1,400 gp. The iron box contains a black pearl (500 gp) and a jasper (40 gp). It also holds a *potion of spider climb*, a scroll of *contagion* (Blackguard 3), a *wand of levitate* (6 charges) and a *wand of owl's wisdom* (9 charges). Kurn intends to use these last two items as bargaining chips with any Zhentarim wizard or cleric he thinks can help him rise in power.

Development: Kurn is a favorite of Scyllua's, and she is grooming him for the future. If she learns of his demise and can determine who is responsible, she sends a few competent assassins after the troublemakers (assuming she survives, of course).

11. kennel

This nearly dark wedge-shaped chamber smells strongly of animal droppings. Though some faint bit of outside light filters in from the far wall, most of it is blocked by thick black curtains draped over the openings. The chamber is devoid of any furniture, and numerous cracked and gnawed bones lie scattered all about the stone floor.

This is the kennel, where the denizens of the castle keep their watchdogs. The Banites have hung heavy black curtains over the arrow slits, which keeps the chamber much darker than it otherwise would be.

Creatures: Four beast of Bane shadow mastiffs lurk in the chamber during the day, when construction work is going on out in the courtyard (area 3). At night, the hounds are released to prowl the courtyard and keep watch, and this chamber is empty.

Tactical Encounter: C5: Kennels, page 44.

12. garderobe

A small wooden bench with holes strategically cut in the seat, along with midden buckets beneath, make clear the intended use of this small chamber. The room is otherwise quite featureless.

This is, of course, the privy. Once each day, Nazrym employs a dread warrior to empty the buckets outside the castle walls. Anyone entering the chamber has a chance to notice (Spot DC 25) that a few of the stones that form the highest portion of the curved wall jut out far enough to form a ladder of sorts. These could be reached by someone standing on the bench. At the top of this disguised ladder sits a secret door (Search DC 20), which can be opened by shifting one stone to the right. Beyond is a narrow crawlspace leading to area 13.

13. secret storage

A crawlspace leads into a low-ceilinged chamber not quite tall enough for a human to stand upright within. Shoved back against the far walls are a pair of large wooden chests.

Malathon and his minions added this secret room when they began rebuilding the castle. They use this area for storing much

of the coinage and a significant portion of the magic they intend to use to expand the castle in the future. Neither of the chests is locked.

Treasure: The first chest holds 8 bags filled with 1,000 gp each, as well as a pouch with 10 aquamarines (500 gp each). The second chest holds a scroll with two copies of each of the following spells, all scribed at caster level 10th: *wall of stone*, *stone shape*, and *make whole*. The second chest also contains a *lyre of building*.

Development: Malathon has been harboring this treasure until he and others working with him can make better use of it. In particular, he needs someone with some ability to perform with musical instruments to put the magic lyre to good use. Not surprisingly, between the war and the Sharrans' magic suppression, he has been unable to take full advantage of the tools at his disposal. If the PCs fail to disable or destroy the *portal* (area 23) within two tendays after learning of the temple from Syluné, Zhentil Keep sends an 8th-level rogue with maximum ranks in Perform (string instruments) through the *portal* to assist in the construction efforts.

14. stairwell

A single torch tucked into a sconce reveals the spiral staircase in this circular room. The path to the left descends, and the route on the right-hand side angles upward.

The stairs that lead upward are blocked, after a single bend, by debris and rubble from the blasted remains of the upper floor of the main tower. Should the PCs manage to clear out the broken stonework and cracked and scorched timbers blocking their way, they find themselves on what is left of the crumbled, roofless, and empty second floor.

The stairs leading down twist completely two times before opening onto area 15.

subterranean level

All of the construction of this area predates the new inhabitants; the stonework is rough and the ceilings are arched throughout.

15. stairwell

The winding staircase ends in a short hallway similar to the one overhead. Torches spaced evenly provide faint light and show that a larger room exists beyond the passage.

The stairs lead back up to area 14. The secret door leading to area 16 is well camouflaged (Search DC 25) and pivots horizontally on a central point.

16. secret room

Dust and cobwebs hang thick all along a narrow passage leading to a small square chamber. Within the room, more dust makes it clear that the place has seen neither light nor visitors in quite some time. Several dust- and web-covered lumps lie scattered throughout.

This hidden chamber actually survived the razing of the castle intact, and it contains a few treasures originally kept here during Jyordhan's reign. Perhaps someone intended to return to fetch it, but no one ever did, and it has been sitting here ever since.

Treasure: Some of the less hardy items stored here have long since moldered away. However, several old sacks—which tear the moment anyone picks them up—still sit in some of the chests, and hold a total of 7,200 sp, 3,400 gp, and 1,800 pp. One dust-covered bundle is actually a *carpet of flying*, and leaning against the far corner is *Intercessor*, a Tyran justice blade. This +1 holy mighty cleaving longsword is made of magically hardened bronze and is inscribed with Tyr's hammer-and-scales symbol. It sheds pure white light in a 20-foot radius when drawn.

Development: The moment anyone lays a hand on *Intercessor*, Jyordhan arrives (achieving surprise) and attacks that character for 5 rounds before fleeing from the light the sword radiates. If a PC wields the blade in the battle against Jyordhan and Malathon in the temple (area 22), the dread wraith concentrates its attacks on the sword's user.

17. ARMORY

Torches guttering along the walls of this large, semicircular chamber reveal numerous stacks of goods—most notably armor, weapons, and ammunition. Two doors along the straight wall lead into other areas of the tower, and a wide hallway to the left glows with the light of more torches.

The Banites regularly bring equipment through the *portal* from Zhentil Keep to resupply the army in Shadowdale. Before it gets shipped to the town proper, it is stored and sorted in this large hall.

Creatures and NPCs: At the moment, Kurn Blackrage and a pair of undead dread warriors are working here, moving goods around and readying a shipment for delivery to Battle-Captain Forthar Helvenstron in Shadowdale.

Tactical Encounter: C6: Armory, page 42.

Treasure: The crates, boxes, and barrels contain 200 pounds of flour (4 gp), 50 pounds of cheese (10 gp), and 100 pounds of dried meat (60 gp). There are also 20 composite short bows (1,500 gp), 30 light crossbows (1,050 gp), 30 chain shirts (3,000 gp), 20 breastplates (4,000 gp), and 40 sets of cold weather outfits (320 gp).

18. WELL ROOM

A low, circular stone wall, perhaps waist high, rises from the floor in the middle of this lightless, wedge-shaped chamber. A bucket sits next to the circular structure, a length of rope tied to its handle. The other end of the rope is attached to an iron ring set into the floor next to the low wall.

The low, round wall in the middle of the room surrounds a well shaft. The shaft descends 40 feet to the surface of the water, which is extremely cold and 15 feet deep. The inside of the well is slick with slime and difficult to climb unaided (DC 30; DC 10 with the bucket rope).

Treasure: Hidden at the bottom of the well, buried under a layer of silt a few inches deep, lies a *ring of chameleon power*.

The ring slipped from the finger of a Zhentish agent while he was part of a desperate fire brigade during the downfall of Castle Krag.

19. DUNGEON

A pair of torches provides the only light in this small, smoky chamber. A long low table, replete with iron restraints, sits in the middle of the room, and implements of imprisonment and torture—whips, manacles, tongs, blades, and so forth—hang from every available wall. A set of stout wooden doors line the opposite, curved wall.

The Banites keep their prisoners here, locked away in the cells.

Creatures: The temple employs two amnizu demons as its jailers and torture masters. The vicious creatures thoroughly enjoy their work.

Tactical Encounter: C7: Dungeon, page 45.

Development: Cell A is empty, and cell B holds a young ranger named Azalar Falconhand. If the PCs rescue and free him, he can become a valuable ally. He informs the PCs that he can muster a host of fey creatures from the nearby forest to assist in driving the Zhentarim out of Shadowdale. After urging the characters to get the other prisoners to safety, he departs until later in the adventure (see Chapter 5).

At night, cells C and D hold four prisoners each. During daylight hours, these unfortunate inmates are hard at work in the courtyard (area 3).

20. HALLWAY

This hallway, wider than any others in the castle, ends in a double door at the far end. Torches flicker and gutter in sconces at regular intervals along both walls, illuminating cracked, peeling, faded frescoes, their scenes no longer discernible. The doors themselves are obviously newly built and hung. They exhibit ornately carved imagery—a menacing figure in black armor, a swirling cloak, and a symbol upon his breastplate, smiting numerous cowering foes with a gauntleted fist. A second, smaller door rests in the right-hand wall near the larger doors.

This hallway leads to the temple of Bane. The frescoes were once vivid depictions of the glory of the Black Lord working his machinations upon all his enemies, but the years and vandals have all but scoured the images away.

The new doors are more than mere ornamentation. They are trapped with a *symbol of pain* to bring low anyone not of the faith who would dare trespass within the temple proper beyond. The *symbol* is triggered when viewed from as far away as 60 feet, so the moment any character comes around the corner and spots the doors, she activates it. Malathon has attuned the *symbol* to all the current members of the temple, so they do not trigger it and are immune to its effect. Once triggered, the *symbol* remains active for 90 minutes; thus, any characters who resist the effect but return within that time must attempt a new save.

Trap: CR 7; magic device; spell trigger (no reset); spell effect (*symbol of pain*), 10th-level cleric, wracking pains causing -4 penalties on attack rolls, skill checks, and ability checks that last for 1 hour after moving 60 ft. away, DC 19 (Fortitude save

negates); multiple targets (all non-attuned targets within 60 ft.,) Search DC 30; Disable Device DC 30.

Development: If the PCs trigger or dispel the *symbol* and then depart the castle, Malathon (assuming he is still alive) makes an effort to cast it again, if given time to study and work. Since he wishes to attune it to any surviving Banites (most likely fewer than ten creatures), the casting time is probably 1 hour.

21. High priest's quarters

The door leading from the hallway into the room is held fast with a good lock (Open Lock DC 30). Once the PCs go inside, read:

A pair of oil lamps and two braziers cast a warm glow throughout this opulent bedroom. A large four-poster bed rests in the far left-hand corner, with a brazier at its foot. The nightstand beside the bed holds one of the lamps and a book. Against the near wall on the left stands a wardrobe made of some rich, dark wood. To the right, a writing desk is illuminated by the other lamp. Numerous tomes and scrolls lie scattered across its surface, accompanied by a set of quills, an inkwell, and sealing wax. Next to the desk stands a large bookcase with glass doors, and in the near right-hand corner sits the second brazier and next to it, an overstuffed reading chair. A sumptuous carpet sprawls across the center area, and several tapestries woven in blacks, greens, and creams hang from the walls.

Dark Doom Malathon makes his home within this chamber, and he enjoys living comfortably. The bed contains an overstuffed feather mattress and goosedown pillows, plus no fewer than three heavy comforters for warmth. The book on the nightstand is a treatise on Bane's doctrine and how to spread it most effectively.

The wardrobe holds two different sets of priestly vestments.

The scrolls and books on the writing desk are mostly manifests of supplies, letters from high-ranking Zhent agents and priests within Zhentil Keep detailing expected equipment needs and troop sizes coming through the *portal* (area 23), and a couple of pages of notes on a sermon Malathon was working on recently.

The glass doors on the bookcase are locked with a good lock (Open Lock DC 30); the lock is trapped.

Poison Needle Trap: CR 2; mechanical; touch trigger; repair reset; lock bypass (Open Lock DC 30); Atk +17 melee (1 plus poison, needle); poison (blue whinnis, DC 14 Fortitude save resists (poison only), 1 Con/unconsciousness); Search DC 22; Disable Device DC 17.

Inside the bookcase is Malathon's collection of histories and treatises concerning Bane and his historical activities in Faerûn.

Creatures: To soothe Malathon's concerns and possible hurt feelings over her magic-suppressing rite, Esvele Graycastle (see Chapter 3) has given the high priest a pair of very robust shadowlain basilisks. They stay in his rooms as guardians of his

Illustration by K. Tammner



The dead rise to defend the Temple of Bane

personal belongings. Though the cleric is just as much at risk of their petrifying gaze attacks as any other intruders, they have been trained not to look at him, he is careful to avert his eyes, and they spend most of their time under the bed, anyway.

Tactical Encounter: C8: High Priest's Quarters, page 48.

Treasure: Tucked into the pages of one of the books in the bookcase is a folded scroll containing *inflict light wounds*, *mass*, *flame strike*, and *unholy blight*, all scribed at 10th level. Also, in one false book, Malathon has tucked a pair of *eyes of doom* into the concealed compartment. A small sack containing 500 pp is hidden inside the cushion of the reading chair.

22. Temple of Bane

The long, alcoved chamber beyond the double doors glows with a sickly green light coming from torches mounted in brackets throughout the room. A statue stands within each alcove, three on a side, except for the far one on the right, which appears to have tumbled—or been toppled—from its niche. At the far end, short steps rise up to an altar crafted of a black mineral. It is draped with a cloth of blood red, and two candles gutter atop it, giving off more of the unusual green light. Tapestries adorn the walls on three sides of the altar, showing gory images of a murderous human warrior, bare-chested, smiting enemies with a spiked gauntlet.

The invaders from Zhentil Keep have largely restored the temple of Bane within Castle Krag to its former condition. The lone exception is of the statue at location f, which is of Jyordhan himself. When Syluné and the members of Mane's Band sacked the castle years ago, they toppled the stone figure as a symbolic gesture designating the end to the Zhent agent's reign. Malathon recently sent word back to Zhentil Keep that he needed a wizard with the appropriate magic to get the statue upright again, but he is still waiting due to bureaucratic delays. The green torches and candles are all slight variations on *everburning torches*.

Note: Because of the magic suppression the Sharrans have created, Malathon cannot cast *unhallow* within the temple.

Creatures and NPCs: The high cleric, Dark Doom Malathon, and Jyordhan, the former resident of the castle now in dread wraith form, are in the temple when the PCs arrive. Barring some unforeseen actions on the characters' parts, Malathon and Jyordhan are fully aware of their impending arrival at the temple doors (due if nothing else to the dread wraith's lifesense). The cleric has prepared by casting some protective spells upon himself (see the tactical encounter) and a *summon undead II* spell, bringing forth two skeletons to occupy the PCs for a bit. He now hides at the far end of the temple, behind the statue labeled c on the map, where he can lob more spells from a safe and discreet distance. Jyordhan is, of course, incorporeal initially.

Tactical Encounter: C9: Temple of Bane, page 46.

Treasure: In addition to the *everburning torches* (10 total, 1,100 gp), the candlesticks on the altar are made of silver and worth 300 gp for the set.

Development: If the battle against the PCs goes poorly for him, Malathon tries to escape through the secret tunnel that leads to the stables (area 5). From there, he makes his way to Shadowdale to warn Battle-Captain Forthar Helvenstron of the appearance of the PCs.

23. portal chamber

The door to this room is concealed behind one of the tapestries in the temple chamber. Otherwise, it is a normal door. Once the characters find it and enter the room, read:

This room seems utterly empty except for one rather remarkable feature. An arch of dark-colored stone has been constructed within the left-hand wall, though it has no opening in its center. It appears to be nothing more than decoration on an otherwise solid wall.

This is the *portal* by which Zhentil Keep moves troops and goods into Shadowdale from the Moonsea region. It is keyed to work only for members of the Zhentarim or Church of Bane, and as a further safety precaution, the destination to the other side is effectively blocked, rendering the *portal* inoperable from Castle Krag. Malathon has a schedule of expected supply drops on his writing desk in his private chambers (area 21), so he knows when to be in the chamber to receive visitors.

Development: One of the key reasons for invading Castle Krag is to shut down the easy transport of goods and troops from Zhentil Keep.

There are a couple of ways to go about this. The first is to simply block off the arch. This is not a permanent solution, but it does have the advantage of being quick and easy. Leave it to the PCs to determine how they might go about doing this, but a couple of possibilities include collapsing the room or erecting a *wall of stone* in front of the arch.

Alternatively, if the PCs have access to either *Mordenkainen's disjunction* or *gate seal*^{FRCS}, they can either destroy or permanently render the *portal* inoperable (see *Sealing Portals* on page 60 of the *FORGOTTEN REALMS Campaign Setting* for more information).

BARBICAN

Encounter Level 10

setup

There is an obvious path through the snow, indicated by the line of dots on the tactical map. This line shows where countless footprints have passed back and forth through the barbican courtyard. The two maugs are positioned at the spots indicated by the two large Ms on the tactical map. Due to their similarity in appearance to the rubble around them, and because of the dusting of snow that covers them, they are well camouflaged and hard to see (Spot DC 25). The maugs remain hidden until foes reach the point on the trail marked by the circled dot (or otherwise within 10 feet), then they attack. If the PCs did not spot them beforehand, then the initial round of combat is a surprise round for the maugs, and the PCs are considered flat-footed.

As the wind swirls snowflakes haphazardly about the ruined courtyard, some of the rubble begins to shift and rise. Where before there was only crumbling wall, a hulking humanoid form now stands, looming nearly 10 feet tall and brandishing a massive double-bladed sword. It advances with rumble.

Tactics

The maugs storm forward and fight in a very straightforward manner. They always maneuver to attack the closest foes, ignoring any threats that are farther away, behind effective cover, or out of reach (flying, levitating, etc.). They have 10-foot reach, so they don't move any more than necessary, limiting their motion to 5-foot steps in order to gain full attacks as often as possible.

The maugs do employ two special tactical maneuvers when opportunities present themselves. First, a maug can attempt to sunder any metal armor, weapons, and shields that has harmed it or that seems impenetrable to it. It first tries to negate the item's hardness with its pulverize ability (melee touch attack with 10-foot reach, which does not provoke attacks of opportunity; items get a DC 18 Fortitude saving throw). In the next round, the maug uses its Improved Sunder feat against such pulverized items by making an opposed roll against its foe. It gains a +4 bonus for having a two-handed weapon, plus an additional +4 bonus if its opponent is a Medium creature. Furthermore, if the opponent's weapon or armor is considered light, it gains a -4 penalty on its own opposed roll.

Second, a maug might attempt to employ its shoving arm to push a foe into one of the two pit traps noted on the tactical map. Unlike with its other attacks, a maug's shoving-arm attack is only effective against an opponent in an adjacent square, 5 feet from the maug. It can thus take a 5-foot step to line a character up with a trap in order to make the attack that round. At that point, the maug makes an opposed Strength check against its foe, as per the special ability described in the maug's statistics block.



Illustration by S. Ellis

2 MAUG^{FF} FIGHTERS**CR 8**

hp 69 each (7 HD)

Construct 2/fighter 5

LN Large construct (extraplanar)

Init +2; Senses darkvision 60 ft., low-light vision; Listen +7, Spot +7

Languages Common, Draconic, Giant

AC 28, touch 10, flat-footed 27

Immune construct immunities

SR 19

Fort +4, Ref +3, Will +1

Weakness cannot heal damage, cannot be raised or resurrected, cannot run

Speed 40 ft. (8 squares) (can't run)

Melee +1 *two-bladed sword* +12/+7 (2d6+8/19–20) or

Melee slam +10 (1d8+7)

Space 10 ft.; Reach 10 ft.

Base Atk +6; Grp +15

Atk Options Cleave, Great Cleave, Improved Sunder (w/ pulverize; see below), Power Attack

Special Actions pulverize, shoving arm

Combat Gear maug graft (shoving arm)

Abilities Str 21, Dex 15, Con —, Int 13, Wis 11, Cha 12

SQ construct traits, grafts, rapid repair

Feats Alertness^B, Cleave^B, Great Cleave^B, Improved Sunder^B, Power Attack, Two-Weapon Fighting, Weapon Focus (two-bladed sword)

Skills Craft (blacksmithing) +9, Craft (stonemasonry) +14*, Intimidate +8, Jump +7, Knowledge (architecture and engineering) +10*, Listen +7, Profession (siege engineer) +5, Search +1 (+3 for secret doors or hidden compartments), Spot +7, Survival +5

Possessions combat gear plus +3 *full plate*, +1 *two-bladed sword*

Pulverize (Su) Three times per day as a standard action, a maug can touch an object and negate its hardness for 1d4 rounds (Fortitude DC 18 negates). This power can affect an object of up to 1,000 cubic feet in volume (a 10-foot cube); if the object is larger, only a 10-foot cube of it is affected. Unattended nonmagical objects do not receive a saving throw. If a creature holds, wears, or carries the object, the maug must succeed on a melee touch attack. This attack does not provoke an attack of opportunity.

Rapid Repair (Ex) A maug that rests for 1 full hour repairs 1 hit point of damage, so long as it has at least 1 hit point. Rapid repair does not allow a maug to regrow or reattach lost body parts. A character can assist a maug's self-repair with a Craft (stonemasonry) check (DC 15). If the check is successful, the maug repairs 2 hit points per hour of rest. Providing assistance counts as light activity for the assisting character, and a character can only assist one maug at a time. A maug cannot assist its own repair.

Maug Graft (Shoving Arm) (Ex) A shoving arm is a pistonlike stone appendage that ends in an upright, flattened stone hand. Once per round as an attack action, the maug can make a melee touch attack against a target within 5 feet that does not provoke attacks of opportunity. If it hits, the maug and its opponent make opposed Strength checks as though the maug had made a bull rush attack. In addition to the normal bonuses, the maug adds a special +5 bonus on this roll. If the maug wins, the defender is pushed back 5 feet plus an additional 1 foot per point by which the maug exceeded the defender's result. The maug does not move with the shoved defender.

For the purpose of shoving unattended objects, the shoving arm has a Strength of 31. The shoving arm can push creatures and objects in straight lines only.

FEATURES OF THE AREA

Debris: The only safe path through the ruined barbican is along the route marked on the tactical map. Any other squares (other than the two pit traps) are filled with debris, and hamper movement. Thus, entering a debris-filled square costs 2 squares of movement, rather than 1. 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 debris is impossible. This hampered movement affects the maugs as well as the PCs.

The two squares marked with Red Ts on the tactical map indicate the locations of pit traps the maugs have dug to aid in their defense of the barbican. They are covered with nothing more than thin, snow-custed veneers. Moving into the square triggers the trap.

Camouflaged Pit Trap: CR 1; mechanical; location trigger; manual reset; DC 20 Reflex save avoids; 10 feet deep (1d6, fall); Search DC 24; Disable Device DC 20.



COURTYARD

Encounter Level 11

setup

Place the two fiendish ettins (E), Nazrym (N), and the prisoners (P) in the squares indicated on the tactical map. If the characters launch their attack from some sort of concealment (such as by using *invisibility* or shooting from behind the crumbled walls of the barbican), they might surprise the slavemasters and the cleric; allow them spot or Listen checks as appropriate to counter the PCs' Hide and Move Silently attempts.

2 FIENDISH ETTINS

CR 8

hp 65 (10 HD); DR 5/magic

NE Large giant (extraplanar)

Init -1; **Senses** low-light vision, darkvision 60 ft.; Listen +10, Spot +10

Languages Common, Ettin

AC 19, touch 8, flat-footed 19; 25% chance to prevent sneak attacks and critical hits (armor property)

Resist cold 10, fire 10; **SR** 15

Fort +9, **Ref** +2, **Will** +5

Speed 30 ft. (6 squares) in hide armor, base speed 40 ft.

Melee 2 mwk morningstars +13/+8 each (2d6+6) or

Melee +1 *flaming whip* +13/+8 (1d4+7 nonlethal plus 1d6 fire) and

whip +12/+7 (1d4+6 nonlethal) or

Melee unarmed strikes +12/+7 each (1d6+6)

Ranged 2 javelins +5 each (1d8+6)

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

Base Atk +7; **Grp** +17

Atk Options magic strike, superior two-weapon fighting, smite good 1/day (+10 damage)

Abilities Str 23, Dex 8, Con 15, Int 6, Wis 10, Cha 11

Feats Alertness, Exotic Weapon Proficiency (whip), Improved Unarmed Strike, Iron Will

Skills Listen +10, Search +1, Spot +10

Possessions +1 *hide armor of light fortification*, 2 masterwork morningstars, +1 *flaming whip*, nonmagical whip, 5 javelins

Magic Strike (Su) The ettin's unarmed strikes are considered magic for the purpose of overcoming damage reduction.

Superior Two-Weapon Fighting (Ex) An ettin attacks with a weapon in each hand each round. Because each of its two heads controls an arm, the ettin does not take a penalty on attack or damage rolls for attacking with two weapons.

The fiendish two-headed humanoid mercilessly lash out at their charges with whips that dance with flames. In their other hands, they twirl massive spiked morningstars. All the while, the human leers at the prisoners and occasionally directs the work. In one hand he absently swishes a flail back and forth, while a small steel shield hangs from his other arm.

NAZRYM

CR 6

hp 39 (6 HD)

Male human cleric 6 of Bane

LE Medium humanoid

Init +5; **Senses** Listen +3, Spot +3

Languages Common

AC 18, touch 11, flat-footed 17

Resist *endure elements*

Fort +6, **Ref** +3, **Will** +8

Speed 30 ft. (6 squares)

Melee +2 *flail* +8 (1d8+4)

Base Atk +4; **Grp** +6

Atk Options smite 1/day (+4 melee, +6 damage)

Special Actions rebuke undead 2/day (-1, 2d6+5, 6th), spontaneous casting (*inflict spells*) (+6 melee touch)

Combat Gear scroll of *cure serious wounds* and *meld into stone* (CL 6th), 2 *potions of endure elements*, *potion of lesser restoration*

Cleric Spells Prepared (CL 4th):

3rd—*blindness/deafness* (DC 16), *dispel magic*, *magic circle against good*^D (CL 7th), *summon monster III* (hell hound, remains 6 rds.)

2nd—*hold person* (DC 15), *resist energy* (10 pts., 60 min.), *shatter*^D (DC 15), *silence* (DC 15), *summon monster II* (1d3 fiendish ravens, remain 6 rds.)

1st—*bane* (DC 14), *endure elements*[†], *protection from good*^D (CL 7th), *shield of faith* (+3 bonus), *summon monster I* (fiendish raven, remains 6 rds.)

0—*cure minor wounds*, *detect magic*, *detect poison*, *guidance*, *resistance*

D: Domain spell. Deity: Bane. Domains: Destruction, Evil

[†] already cast

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

SQ aura of evil

Feats Combat Casting, Improved Initiative, Martial Weapon Proficiency (flail), Toughness

Skills Bluff +3, Concentration +10 (+14 casting defensively), Knowledge (religion) +5, Listen +3, Sense Motive +12, Spot +3

Possessions combat gear plus +1 *chain shirt*, +1 *light steel shield*, +2 *flail*, *pearl of power* (1st level spell), 42 gp, 10 sp

Tactics

The two fiendish ettins attempt to use their prisoners as makeshift barriers, coercing pairs of slaves to stay between themselves and their foes, where they can gain reach over the slaves' heads with their larger weapons and prevent charges against themselves. Each round, on his turn, an ettin first coerces any prisoners within 10 feet of himself to take a 5-foot step into a favorable position, and then takes his turn normally.

Nazrym first casts *magic circle against good* to protect himself, followed by *shield of faith*. Then, if it is still advantageous to do so, he casts *hold person* on one of the slaves, forcing that prisoner to stand still. Depending on how well or poorly the battle is going, Nazrym might call for a PC to surrender with the threat of a coup de grace against the held prisoner.

Otherwise, the cleric summons as many additional monsters as he can to distract his opponents and form a protective barrier around himself. He starts with the most powerful version of the spell and works his way down. If all else fails, Nazrym attempts to cast *meld into stone* from his scroll in order to flee.

HELL HOUND

hp 22 (4 HD)

CR —

LE Medium outsider (evil, extraplanar, fire, lawful)

Init +5; **Senses** darkvision 60 ft., scent; **Listen** +7, **Spot** +7

AC 16, touch 11, flat-footed 15

Immune fire

Fort +5, **Ref** +5, **Will** +4

Weakness vulnerability to cold

Speed 40 ft. (8 squares)

Melee bite +5 (1d8+1 plus 1d6 fire)

Base Atk +4; **Grp** +5

Atk Options breath weapon

Abilities Str 13, Dex 13, Con 13, Int 6, Wis 10, Cha 6

Feats Improved Initiative, Run, Track^B

Skills Hide +13, Jump +12, Listen +7, Move Silently +13, Spot +7, Survival +7 (+15 tracking by scent)

Breath Weapon (Su) 10-foot cone, once every 2d4 rounds, damage 2d6 fire, Reflex DC 13 half.

FIENDISH RAVEN

hp 1 (1/4 HD)

CR —

N Tiny magical beast (extraplanar)

Init +2; **Senses** darkvision 60 ft., low-light vision; **Listen** +3, **Spot** +5

AC 14, touch 14, flat-footed 12

Resist cold 5, fire 5; **SR** 6

Fort +2, **Ref** +4, **Will** +2

Speed 10 ft. (2 squares), fly 40 ft. (average)

Melee claws +4 (1d2–5)

Atk Options smite good 1/day (+1 damage)

Base Atk +0; **Grp** –13

Abilities Str 1, Dex 15, Con 10, Int 3, Wis 14, Cha 6

Feats Weapon Finesse

Skills Listen +3, Spot +5

FEATURES OF THE AREA

Doors: Doors: Simple wooden doors, locked: hardness 5; 10 hp; break DC 15; Open Lock DC 20.

Limestone Blocks: This stack of limestone blocks is 5 feet tall and provides cover (+4 AC) to anyone behind the stack.

A Medium character can hop up on top of the limestone blocks 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 blocks gains a +1 bonus on melee attacks against opponents on the ground.

Prisoners: The prisoners are locked together in pairs, at the ankles, connected by 5-foot lengths of chain. Because of this, they cannot move easily or deftly and thus are restricted to a joint 5-foot step every round (and must remain in adjacent squares). Furthermore, any of them within 10 feet of an ettin moves on the ettin's turn in the initiative order, and as the ettin directs.

The squares containing prisoners are considered to be occupied by helpless creatures, which means that others can move through a square containing a prisoner, but they cannot stop in such a square. Creatures cannot charge through any squares containing prisoners. Furthermore, entering a square containing a prisoner costs 2 squares of movement rather than 1.

If the PCs urge the prisoners to fall prone so that the characters can occupy those squares, the prisoners do so, but they are then considered helpless against any attacks from the ettins or Nazrym.



COURTYARD

Encounter Level 10

setup

Place the beast of Bane shadow mastiffs in the squares marked B on the map. Considering the creatures' scent ability and their darkvision, it is unlikely that characters can sneak up to or past the hounds. However, because of their shadow blend ability (and the concealment it provides), the beasts might gain surprise on the PCs; make Hide checks for each mastiff to oppose any spot checks made by the characters.



Pale moonlight reflects faintly off of old stone and drifted snow. The deeper shadows that hide from that orb seem black as pitch. Suddenly, one such shadow shimmers and shifts, becoming a jet-black hound with menacing green eyes that glow balefully. A low growl issues from the beast as it advances.

Tactics

During the first 4 rounds of combat, one of the four mastiffs employs its bay ability. Each round, a different beast bays.

FEATURES OF THE AREA

Doors: Doors: Simple wooden doors, locked: hardness 5; 10 hp; break DC 15; Open Lock DC 20.

Limestone Blocks: This stack of limestone blocks is 5 feet tall, and provides cover (+4 AC) to anyone behind the stack.

A Medium character can hop up on top of the limestone blocks 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 blocks gains a +1 bonus on melee attacks against opponents on the ground.

4 BEAST OF BANE SHADOW MASTIFFS CR 6

hp 37 (5 HD) each; DR 5/silver or magic

Advanced beast of Bane* shadow mastiff

* see page 154

LE Medium outsider (extraplanar)

Init +5; Senses darkvision 60 ft., scent, Listen +9, Spot +9

Aura frightful presence (30 ft., DC 15)

Languages Common (understand only)

AC 14, touch 11, flat-footed 13; shadow blend

Immune fear, poison

Fort +7, Ref +5, Will +5

Speed 50 ft. (10 squares)

Melee bite +8 (1d8+4)

Base Atk +5; Grp +8

Atk Options smite good 1/day (+5 damage), trip

Special Actions bay, feed

Abilities Str 17, Dex 13, Con 17, Int 4, Wis 12, Cha 17

Feats Dodge, Improved Initiative, Track^B

Skills Hide +9, Jump +11, Listen +9, Move Silently +9, Spot +9, Survival +9*

Feed (Su) When a beast of Bane shadow mastiff slays a humanoid opponent, it can feed on the corpse,

devouring both flesh and life force, as a full-round action. For details, see page 154.

Bay (Su) When a beast of Bane shadow mastiff howls or barks, all creatures except evil outsiders within a 300-foot spread must succeed on a DC 15 Will save 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 that mastiff's bay for one day. When the beast activates this power, its eyes glow bright emerald green.

Frightful Presence (Ex) 30-ft. radius sonic effect, HD fewer than the creature, Will DC 15 or magical *silence* negates. When the creature activates this power, its eyes glow bright emerald green.

Shadow Blend (Su) During any conditions other than full daylight, a beast of Bane shadow mastiff disappears into the shadows, giving it 90% concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however, does.

Trip (Ex) A beast of Bane shadow mastiff that hits with its bite attack can attempt to trip the opponent as a free action (+3 check modifier) without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the beast.

BARRACKS

Encounter Level 11

setup

Place the gnolls (G) and Tolar (T) in the spaces indicated on the tactical map. Unless someone (such as Nazrym) managed to warn them of danger, they are busy playing cards when the PCs enter, and are surprised.

Three ugly hyena-headed creatures and a human in a fine-looking breastplate sit around a table, gambling at dice. As the door swings open, they stare up in alarm, then fumble for their weapons as they rise from their seats.

Tactics

The gnolls attempt to topple the table in the direction of the PCs and then crouch behind it to gain cover. They employ their bows for as long as possible. Tolar attempts to use his power surge ability in the first round, hoping to deal a telling blow right away and drive the intruders back out into the courtyard where he has more room to operate.

TOLAR

CR 10

hp 69 (10 HD)

Male human fighter 7/kensai^{CW} 3

LE Medium humanoid

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

Languages Common, Infernal

AC 21, touch 12, flat-footed 19

Fort +8, **Ref** +6, **Will** +7

Speed 20 ft. (4 squares) in breastplate, base speed 30 ft.

Melee +3 *morningstar* +16/+11 (1d8+8) or

Melee +3 *morningstar* +20/+15 (1d8+12) with power surge

Base Atk +9; **Grp** +12 or +16 with power surge

Atk Options Blind-Fight, Cleave, Combat Expertise, Combat Reflexes, Mounted Combat, Power Attack, power surge

Combat Gear 2 *potions of cure moderate wounds*

Abilities Str 17, Dex 14, Con 12, Int 13, Wis 8, Cha 10

Feats Blind-Fight, Cleave^B, Combat Expertise, Combat Reflexes, Iron Will, Mounted Combat^B, Power Attack^B, Weapon Focus (morningstar), Weapon Specialization (morningstar)^B

Skills Bluff +2, Climb +0 (+4 with power surge), Concentration +6, Diplomacy +13, Intimidate +13, Jump -6 (-2 with power surge), Listen -1, Ride +15, Spot -1, Swim +1 (+5 with power surge)

Possessions combat gear plus +2 *breastplate*, +1 *light steel shield*, +3 *morningstar*, *cloak of resistance* +1, 2 gp, 2 sp

Power Surge (Ex) Tolar can attempt a DC 15 Concentration check as a move action to focus his energy and spirit. If he succeeds, he gains +8 to Strength for 1 round. Each time after the first that he successfully uses this ability in a 24-hour period, the check DC increases by 5.



FEATURES OF THE AREA

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.

3 GNOLL MERCENARIES

CR 5

hp 43 each (6 HD)

Male gnoll fighter 4

NE Medium humanoid

Init +4; **Senses** darkvision 60 ft.; Listen +4, Spot +5

Languages Gnoll

AC 14, touch 10, flat-footed 14

Fort +9, **Ref** +3, **Will** +3

Speed 30 ft. (6 squares)

Melee +1 *greataxe* +8 (1d12+3/×3)

Ranged +1 *composite shortbow* +6 (1d6+3/×3)

Base Atk +5; **Grp** +7

Atk Options Cleave, Power Attack

Abilities Str 15, Dex 10, Con 14, Int 8, Wis 11, Cha 8

Feats Alertness, Cleave^B, Improved Initiative^B, Iron Will, Lightning Reflexes^B, Power Attack

Skills Jump +6, Listen +4, Spot +5

Possessions +1 *leather armor*, +1 *greataxe*, +1 *composite shortbow* (+2 Str bonus) with 20 arrows, quiver, 7 sp

ARMORY

Encounter Level 11

setup

Place Kurn (K) and the dread warriors (D) as marked on the map. If the characters managed to creep down the stairs quietly, they might surprise the ogre and his two minions; make Listen and spot checks for all three to oppose the PCs' Move Silently and Hide checks. Because Kurn and his charges are busy working, they are making sufficient noise that they do not surprise the characters.

A huge, hulking ogre with a malicious gleam in its eye, wearing spiked armor and holding a wicked morningstar, issues orders to two humans. The pair of warriors are decked out in breastplates and carry battleaxes, but their movements are awkward and they appear injured.

Tactics

Kurn gulps down his *elixir of fire breath* before entering into battle. He tries to use it to best effect as early as possible. If he is backed into a corner, he attempts to bull rush his way out of it (using his spiked shield for additional effect). Otherwise, he likes to demonstrate his brute strength, employing Power Attack while hitting with both his morningstar and spiked shield. If the battle begins to go badly for him, Kurn retreats through the hallway (area 20) and into the temple, where he heals himself as best as he can, drinks his *potion of bull's strength*, and joins forces with Malathon and Jyordhan.

The dread warriors initiate their rage ability and then rush into battle. They relentlessly move toward the back of the group to reach spellcasters, not making any effort to avoid attacks of opportunity.

KURN BLACKRAGE

CR 8

hp 96 (11 HD)

Male skullcrusher ogre^{MM3} blackguard 3

NE Large giant

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

Aura despair

Languages Common, Giant

AC 25, touch 8, flat-footed 25

Resist fire 10 (armor)

Fort +14, **Ref** +3, **Will** +5

Speed 30 ft. (6 squares) in half-plate, base speed 40 ft.

Melee +1 *human bane morningstar* +18/+13 (2d6+10) or

Melee +1 *human bane morningstar* +14/+9 (2d6+10) and spiked shield bash +13 (1d8+9)

Ranged rock +7 (2d6+9)

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

Base Atk +9; **Grp** +22

Atk. Options Cleave, Improved Grapple, Improved Shield Bash, Improved Sunder, Power Attack, Two-Weapon Fighting, smite good 1/day (+1 melee, +3 damage)

Special Actions rebuke undead 4/day (+1, 2d6+2, 1st), grapple with armor spikes (1d6 damage)

Combat Gear *elixir of fire breath* (25 ft., single target, 4d6 fire, Reflex DC 13 half), *potion of bull's strength*, 2 *potions of cure moderate wounds*

Blackguard Spells Prepared (CL 3rd):

1st—*cause fear* (DC 12), *inflict light wounds* (+17 melee touch)

Spell-Like Abilities (CL 3rd):

At will—*detect good*

Abilities Str 29, Dex 8, Con 19, Int 10, Wis 12, Cha 12

SQ aura of evil, poison use

Feats Cleave, Improved Grapple^B, Improved Shield Bash, Improved Sunder, Power Attack, Two-Weapon Fighting^B

Skills Balance -8, Climb +2, Escape Artist -8, Handle Animal +1, Hide -3, Intimidate +11, Jump +2, Knowledge (religion) +2, Listen +1, Move Silently -8, Ride +5, Spot +1, Swim -5

Possessions combat gear plus +2 *spiked half-plate armor of fire resistance*, +3 *spiked heavy steel shield*, +1 *human bane morningstar*, *amulet of natural armor* +1, 37 gp

Aura of Despair (Su) Kurn radiates a malign aura that causes enemies within 10 feet of him to take a -2 penalty on saving throws.

2 DREAD WARRIORS (RAGING)**CR 6**

hp 42 each (6 HD)

Male dread warrior^{LE} human barbarian 6

NE Medium undead

Init +2; **Senses** darkvision 60 ft.; Listen +0, Spot +4**Languages** Common**AC** 19, touch 10, flat-footed 19; improved uncanny dodge**Immune** undead immunities**Fort** +5, **Ref** +4, **Will** +4**Speed** 40 ft. (8 squares)**Melee** +1 *battleaxe* +14/+9 (1d8+8/×3)**Base Atk** +6; **Grp** +13**Atk Options** Blind-Fight, Combat Reflexes, Power Attack, rage 2/day (3 rounds)**Abilities** Str 24, Dex 14, Con —, Int 6, Wis 10, Cha 4**SQ** undead traits, trap sense +2**Feats** Blind-Fight, Combat Reflexes, Power Attack, Toughness**Skills** Climb +16, Handle Animal +6, Intimidate +6, Jump +15, Listen +9, Ride +11, Spot +4, Survival +9, Swim +9**Possessions** +1 *mithral breastplate*, +1 *heavy mithral shield of arrow catching*, +1 *battleaxe*

When not raging, a dread warrior has the following changed statistics:

AC 21, touch 12, flat-footed 21**Will** +2**Melee** +1 *battleaxe* +12/+7 (1d8+6/×3)**Grp** +11**Abilities** Str 20**Skills** Climb +14, Jump +13, Swim +6**SQUEEZING**

Kurn can squeeze through or into a space that's 1 square wide. He then occupies 2 squares (center his miniature on the line between the two squares). Each move into or through a narrow space counts as if it were 2 squares, and when squeezed in a narrow space, he takes a –4 penalty on attack rolls and a –4 penalty to AC. He can squeeze past an opponent when moving but can't end his movement in an occupied square.

FEATURES OF THE AREA

Doors: Doors: Simple wooden doors, locked: hardness 5; 10 hp; break DC 15; Open Lock DC 20.

Higher Ground: Characters can stand on top of the many crates, barrels, and boxes in this room to gain a height advantage during combat. Any move onto an obstacle counts as 2 squares of movement, though no Climb check is necessary. Alternatively, a character can attempt to jump on top of the obstacles at his normal movement rate. With a 20-foot running start, the Jump DC is 16. Otherwise, it is 32. Characters on higher ground gain a +1 bonus on melee attack rolls (but not ranged attack rolls).



KENNELS

Encounter Level 10

setup

Place the beast of Bane shadow mastiffs in the squares marked B on the map. Because of their scent ability, they can recognize that strangers are opening the door to their kennel and consequently hide, ready to jump on anyone entering. Because of their shadow blend ability (and the concealment it provides), they might very well gain surprise on the PCs; make Hide checks for each mastiff to oppose any spot checks made by the characters.

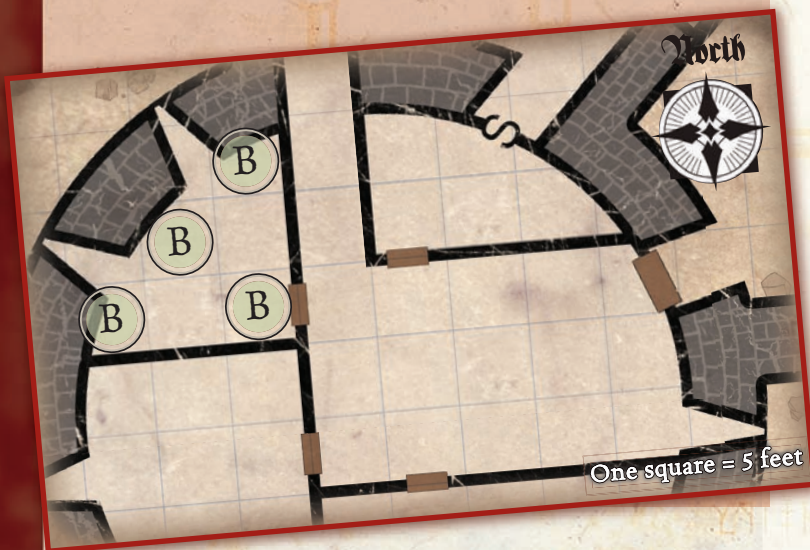
The dimness of the chamber makes the various shadows through the room deep and dark. Suddenly, one such shadow shimmers and shifts, becoming a jet black hound with menacing green eyes that glow balefully. A low growl issues from the beast as it advances.

Tactics

During the first 4 rounds of combat, one of the four mastiffs employs its bay ability. Each round, a different beast bays.

FEATURES OF THE AREA

Doors: Doors: Simple wooden doors, locked: hardness 5; 10 hp; break DC 15; Open Lock DC 20.



4 BEAST OF BANE SHADOW MASTIFFS CR 6

hp 37 (5 HD) each; DR 5/silver or magic

Advanced beast of Bane* shadow mastiff

* see page 154

LE Medium outsider (extraplanar)

Init +5; **Senses** darkvision 60 ft., scent, Listen +9, Spot +9

Aura frightful presence (30 ft., DC 15)

Languages Common (understand only)

AC 14, touch 11, flat-footed 13, shadow blend

Immune fear, poison

Fort +7, **Ref** +5, **Will** +5

Speed 50 ft. (10 squares)

Melee bite +8 (1d8+4)

Base Atk +5; **Grp** +8

Atk Options smite good 1/day (+5 damage), trip

Special Actions bay, feed

Abilities Str 17, Dex 13, Con 17, Int 4, Wis 12, Cha 17

Feats Dodge, Improved Initiative, Track^B

Skills Hide +9, Jump +11, Listen +9, Move Silently +9, Spot +9, Survival +9*

Feed (Su) When a beast of Bane shadow mastiff slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. If the check fails, the devoured victim cannot be brought back to life by mortal magic.

The creature advances in Hit Dice by consuming corpses in this fashion. For every three suitable corpses the creature devours, it gains 1 Hit Die. Its attack bonus and saves improve as normal for a creature of its type and Hit Dice, and it gains skill points, feats, and ability score improvements normally.

Bay (Su) When a beast of Bane shadow mastiff howls or barks, all creatures except evil outsiders within a 300-foot spread must succeed on a DC 15 Will save 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 that mastiff's bay for one day. When the beast activates this power, its eyes glow bright emerald green.

Frightful Presence (Ex) 30-ft. radius sonic effect, HD fewer than the creature, Will DC 15 or magical *silence* negates. When the creature activates this power, its eyes glow bright emerald green.

Shadow Blend (Su) During any conditions other than full daylight, a beast of Bane shadow mastiff disappears into the shadows, giving it 90% concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however, does.

Trip (Ex) A beast of Bane shadow mastiff that hits with its bite attack can attempt to trip the opponent as a free action (+3 check modifier) without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the beast.

DUNGEON

Encounter Level 9

setup

Because of the battle outside the dungeon area between the PCs and Kurn the blackguard (area 17), the amnizus are expecting the PCs and have prepared for their arrival. Place the two amnizu devils (A) as marked on the map. Also place a horned devil (H) in the Large space marked on the map—this is an illusion the amnizus have created with their *major image* ability. Depending on how well the characters scouted out the dungeon before entering, they might or might not be surprised at the sight of the horned devil.

A hulking fiend with hideous scales and great batlike wings grins malevolently, its snaking, prehensile tail twitching in glee. A spiked chain dangles from one of its clawed hands. "Welcome to my den," the creature booms as it gestures.

2 AMNIZUS^{MM2}

CR 7

hp 49 each (9 HD); regeneration 4

LE Medium outsider (baatezu, evil, extraplanar, lawful)

Init +4; Senses see in darkness, darkvision 60 ft.; Listen +6, Spot +14

Languages Common, Infernal, telepathy 100 ft.

AC 21, touch 10, flat-footed 21

Immune fire, poison

Resist acid 20, cold 20; SR 18

Fort +7, Ref +6, Will +8

Speed 30 ft. (6 squares), fly 60 ft. (average)

Melee touch +10 (2d4 plus feblemind)

Base Atk +9; Grp +10

Atk Options feblemind

Special Actions summon baatezu (1/day, 50% chance, 1 amnizu)

Spell-Like Abilities (CL 14th):

At will—*major image* (DC 13)

3/day—*fireball* (DC 13, 10d6)

1/day—*sequester* (no save, 12 days)

Abilities Str 12, Dex 11, Con 13, Int 16, Wis 15, Cha 10

SQ secure intelligence

Feats Combat Casting, Improved Initiative, Quicken Spell-Like Ability (*fireball*)

Skills Balance +14, Concentration +13, Diplomacy +14, Hide +12, Jump +8, Knowledge (the planes) +11, Listen +6, Search +15, Sense Motive +14, Spellcraft +15, Spot +14, Swim +6, Tumble +14

Feblemind Touch (Su) As the *feblemind* spell; DC 14; caster level 14th.

Secure Intelligence (Ex) An amnizu is immune to any effect that would drain, damage, or otherwise reduce its Intelligence score.

Tactics

The pair of amnizus hide in the empty cell and work together to make the illusion as realistic as possible, for as long as possible. The devils hope to cause the characters to waste valuable resources before actually facing them. While one maintains the image of the horned devil, causing it to pretend to react to what the PCs do, the other one lobbs *fireballs* into the middle of the room. Together, they make it appear that the horned devil is actually attacking the PCs with *fireballs*. To get the most out of the amnizus' illusion, conduct the combat as if the horned devil actually existed. When a character makes any sort of physical attack or casts a spell on the "horned devil," you should allow that individual a DC 13 Will save to discern the illusion. After the illusion fails, the amnizus continue to blast with *fireballs* for as long as possible while remaining hidden, since they are immune to the fire's effect.

FEATURES OF THE AREA

Doors: Doors: Simple wooden doors, locked: hardness 5; 10 hp; break DC 15; Open Lock DC 20.



TEMPLE OF BANE

Encounter Level 12

setup

Malathon is in the square marked M on the tactical map, but do not reveal his position to the players yet. Place the skeletons (S) as marked on the tactical map. The dread wraith does not appear until after the first round of combat, emerging at that point from inside the altar.

As the green torches gutter and smoke, two figures lurch forward from the periphery of the room. The unmistakable shine of bleached bone make plain their undead nature. With a clatter, the skeletal beings stalk near, raising clubs made of bone.

Tactics

Malathon remains in the background, hopefully hidden from view, while Jyordhan uses his spring Attack and incorporeal touch to attack. Whenever possible, the dread wraith attacks a character from the opposite side of a skeleton in order to gain a flanking bonus. In the meantime, Malathon makes use of his *summon undead* spells to distract the PCs, *blindness/deafness* to take spellcasters out of the mix, and *inflict* spells to heal Jyordhan (and harm the characters). The cleric uses his silent, stilled spells as much as possible to avoid drawing any attention to himself. If the fight begins to go poorly, the cleric drinks his *potion of invisibility* and escapes through the secret door.

HUMAN WARRIOR SKELETON

CR —

hp 6 (1 HD); DR 5/bludgeoning

NE Medium undead

Init +5; Senses darkvision 60 ft.; Listen +0, Spot +0

AC 15, touch 11, flat-footed 14

Immune undead immunities

Fort +0, Ref +1, Will +2

Speed 30 ft. (6 squares)

Melee scimitar +1 (1d6+1/18–20) or

Melee 2 claws +1 each (1d4+1)

Base Atk +0; Grp +1

Abilities Str 13, Dex 13, Con —, Int —, Wis 10, Cha 1

SQ undead traits

Feats Improved Initiative

Skills Listen +0, Spot +0

MALATHON

CR 10

hp 68 (10 HD)

Male half-orc cleric 10 of Bane

LE Medium humanoid (orc)

Init –1; Senses darkvision 60 ft.; Listen +3, Spot +3

Languages Common, Orc

AC 23, touch 12, flat-footed 23; +1 deflection bonus against attacks by good creatures, 20% miss chance against ranged attacks

Resist ring of counterspells (magic missile); SR 13 (armor property)

Resist amulet of proof against petrification^{SS}

Fort +12, Ref +7, Will +13

Speed 20 ft. (4 squares) in full plate, base speed 30 ft.

Melee +2 morningstar +10/+5 (1d8+3)

Base Atk +7; Grp +8

Atk Options smite 1/day (+4 melee, +10 damage)

Special Actions rebuke undead 3/day (+0, 2d6+10, 10th), spontaneous casting (inflict spells) (+8 melee touch)

Combat Gear *potion of invisibility*, 2 *potions of owl's wisdom* (won't function within Shadowdale)

Cleric Spells Prepared (CL 10th):

5th—silent stilled *cure serious wounds*, *dispel good*^{D†} (CL 11th, DC 18), *mass inflict light wounds* (DC 19)

4th—silent *blindness/deafness* (DC 17), silent stilled *hold person* (DC 15), silent stilled *summon undead* 11^{PG} (CL 11th, 2 Medium skeletons), *inflict critical wounds*^D (+8 melee touch, DC 18)

3rd—*blindness/deafness* (2, DC 17), *contagion*^D (CL 11th, +8 melee touch, DC 17), silent stilled *doom* (2, DC 15)

2nd—*cure moderate wounds* (3), *desecrate*^{D‡} (CL 11th), *enthrall* (DC 15), *summon undead* 11^{PG†} (CL 11th, 2 Medium skeletons)

1st—*cure light wounds* (2), *entropic shield*[†], *protection from good*^D (CL 11th), *sanctuary* (DC 14), *shield of faith*[†]

0—*cure minor wounds* (3), *detect magic*, *guidance* (2)

D: Domain spell. Deity: Bane. Domains: Destruction, Evil

† already cast

‡ cannot cast within Shadowdale

Abilities Str 12, Dex 8, Con 14, Int 10, Wis 17, Cha 11

SQ aura of evil

Feats Lightning Reflexes, Silent Spell, Spell Focus (necromancy), Still Spell

Skills Concentration +15, Listen +3, Spellcraft +13, Spot +3

Possessions combat gear plus +3 *full plate of spell resistance* (SR 13), +2 *morningstar*, *cloak of resistance* +3, *ring of counterspells (magic missile)*, *amulet of proof against petrification*^{SS}, 15 gp

JYORDHAN**CR 11**

hp 104 (16 HD)

Dread wraith

LE Large undead (incorporeal)

Init +13; **Senses** darkvision 60 ft., lifestense 60 ft.; **Listen** +25, **Spot** +25**Aura** unnatural**Languages** Common, Infernal**AC** 25, touch 25, flat-footed 16; **Dodge**, **Mobility****Immune** incorporeal immunities, undead immunities**Fort** +5, **Ref** +14, **Will** +14**Weakness** daylight powerlessness**Speed** fly 60 ft. (good) (10 squares); **Spring Attack****Melee** incorporeal touch +16 (2d6 plus 1d8 Con drain, DC 25)**Space** 10 ft.; **Reach** 10 ft.**Base Atk** +8; **Grp** —**Atk Options** Blind-Fight, Combat Reflexes, Spring Attack**Abilities** Str —, Dex 28, Con —, Int 17, Wis 18, Cha 24**SQ** create spawn**Feats** Alertness^B, Blind-Fight, Combat Reflexes, Dodge, Improved Initiative^B, Improved Natural Attack (incorporeal touch), Mobility, Spring Attack**Skills** Diplomacy +9, Hide +24, Intimidate +26, Knowledge (religion) +22, Listen +25, Search +22, Sense Motive +23, Spot +25, Survival +4 (+6 following tracks)**Constitution Drain (Su)** Living creatures hit by a dread wraith's incorporeal touch attack must succeed on a DC 25 Fortitude save or take 1d8 points of Constitution drain. On each such successful attack, the dread wraith gains 5 temporary hit points.**Create spawn (Su)** Any humanoid slain by a dread wraith becomes a wraith in 1d4 rounds. Its body remains intact and inanimate, but its spirit is torn free from its corpse and transformed. spawn are under the command of the wraith that created them and remain enslaved until their deaths. They do not possess any of the abilities they had in life.**Daylight Powerlessness (Ex)** Wraiths are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it.**Lifestense (Su)** A dread wraith notices and locates living creatures within 60 feet, just as if it possessed the blindsight ability. It also senses the strength of their life force automatically, as if it had cast *deathwatch*.**Incorporeal Traits** A dread wraith is harmed only by other incorporeal creatures, magic weapons, spells, spell-like abilities, and supernatural abilities. It has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. It can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but deflection bonuses and force effects work normally against them. An incorporeal creature always moves silently and cannot be heard with Listen checks if it doesn't wish to be.**Unnatural Aura (Su)** Animals, whether wild or domesticated, can sense the unnatural presence of a wraith at a distance of 30 feet. They will not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.**FEATURES OF THE AREA****Tipped-Over Statue:** This broken statue creates dense rubble in the squares it occupies. 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.**Altar:** It costs 2 squares of movement to enter a square totally or partially occupied by the altar. A Medium character can hop up on top of the 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 the altar gains a +1 bonus on melee attacks against opponents on the ground. The altar provides cover.**Pillars:** 1-1/2 feet thick; AC 4; hardness 8; 250 hp; break DC 30; Climb DC 20. A creature standing in the same square as a pillar gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses from other sources of cover). The presence of a pillar does not otherwise affect a creature's fighting space.**Concealed Door:** A character who pulls aside the tapestry along the southeast corner of the alcove containing the altar and makes a successful DC 25 Search check can discover the concealed door that leads to the portal chamber (see page 35).

HIGH PRIEST'S QUARTERS

Encounter Level 10

setup

The two undead basilisks (B) are under the bed at the beginning of the encounter. Have the PCs make spot checks against the basilisks' Hide modifiers (+4 bonus for lurking under the bed, for a total of +15). Any characters who don't notice the creatures are surprised when the two beasts rush out to attack.

The chamber seems utterly quiet and devoid of life. Suddenly, two writhing, spiny reptilian creatures dart from beneath the bed. Though their eyes glow with an eerie green light, their bodies shimmer in a gloomy shadow effect that makes them hard to see.

Tactics

The basilisks spread out and cover as much of the room as they can while attacking in order to drain as many spells as possible with their Weave drain ability. Otherwise, they simply use their powerful bite attacks and target specific characters with their gazes.

Gaze Attacks: Each opponent within range of a gaze attack must attempt a saving throw each round at the beginning of his turn. Only looking directly at a basilisk leaves an opponent vulnerable. Opponents can avoid looking at the basilisk in one of two ways.

Averting Eyes: Each round, the opponent has a 50% chance to not need to make a saving throw against the gaze attack. The basilisk gains concealment against that opponent.

Wearing a Blindfold/Turning One's Back/Shutting Eyes: The opponent cannot see the basilisk at all. The creature with the gaze attack gains total concealment against the opponent.

FEATURES OF THE AREA

Furnishings: The bed and other furnishings in this area make for cramped quarters. It costs 2 squares of movement to enter a square containing furniture. If the characters are able to maneuver into squares that contain furnishings, they gain cover.



2 SHADOWSLAIN BASILISKS

CR 7

hp 65 each (10 HD)

Advanced shadowslain* basilisk

* see page 158

NE Medium undead (augmented magical beast)

Init +1; **Senses** darkvision 60 ft., low-light vision;

Listen +11, **Spot** +10

Aura Weave drain

AC 18, **touch** 11, **flat-footed** 18

Immune undead immunities

Resist turn resistance +4

Fort +9, **Ref** +6, **Will** +4

Weakness light sensitivity

Speed 20 ft. (4 squares)

Melee bite +15 (2d6+9)

Base Atk +10; **Grp** +15

Special Actions petrifying gaze

Abilities Str 20, Dex 8, Con —, Int 2, Wis 12, Cha 11

SQ shadowstuff armor, undead traits

Feats Alertness, Blind-Fight, Great Fortitude, Improved Natural Attack (bite)

Skills Hide +14*, **Listen** +9, **Spot** +9

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

Petrifying Gaze (Su) Turn to stone permanently, range 30 feet; Fortitude DC 15 negates.

Shadowstuff Armor (Su) A shadowslain basilisk 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 such 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.

DREAD LAIR OF ALOKKAIR

Although the forces of Zhentil Keep are the first and most prevalent adversaries the characters face upon their arrival in occupied Shadowdale, more insidious enemies await in the shadows. Beneath the Twisted Tower the drow conspire to strangle the rising power of Myth Drannor in its cradle, collaborating with the dale's Zhent conquerors . . . and below the thicket-covered wilderness of Fox Ridge, the clever old lich Alokkaïr and the priestess Esvele Graycastle secretly work to weaken and undermine the Weave itself for the glory of their dark mistress, Shar.

In this chapter, the characters must put a stop to the Sharrans' evil rites in order to prevent Esvele and Alokkaïr from turning all of Shadowdale into a massive zone devoid of the Weave.

Alokkaïr the wizard-king

Eight centuries ago, the wizard Alokkaïr came to the western shores of the Moonsea from the ruined kingdoms swallowed by Anauroch. Finding the vale of the River Tesh under the control of a handful of minor warlords, he chose one—the warrior Hlonagh—to elevate above the rest, and helped Hlonagh to subdue his neighbors and found the kingdom of Hlontar in the Year of the Laughing Lich (536 DR). Alokkaïr served as Hlonagh's court wizard for a time, but eventually he betrayed his ally and slew Hlonagh, taking the throne for his own.

Alokkaïr the Wizard-King proved to be a cruel and ruthless ruler. For a generation he maintained his grip on the lands of the Tesh, hunting down any possible rival and taking what he wanted for himself. In the Year of the Tumbled Moon (569 DR) his own daughters turned his household guards against him and led the people of Hlontar against Alokkaïr; he destroyed two of his rebellious daughters, but the youngest survived and succeeded in overthrowing him. Alokkaïr fled to a secret refuge he had built years before under a wild ridge on the southern marches of his realm, and there he plotted for many long years to return someday and reclaim his throne. In time he felt the cold claws of death drawing near, and turned to the necromantic arts to preserve his existence as a lich.

In undeath Alokkaïr lost any sense of haste, and became obsessed with garnering magical power and knowledge for the day that he would make his great return. Only seven years ago the servants of Shar found the lich, now potent in the lore of the Shadow Weave, and formed an alliance with him.

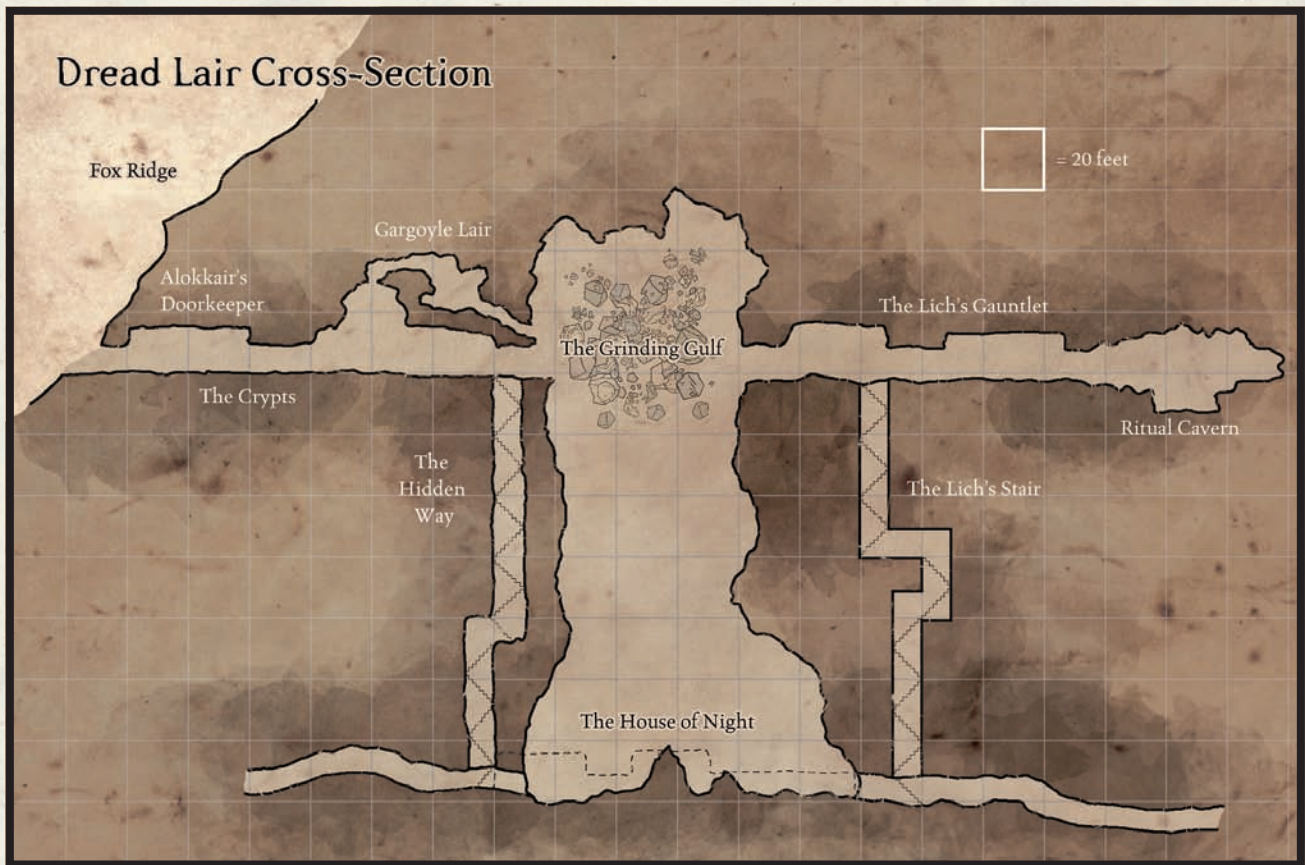
Early in 1374 DR the Sharran Esvele Graycastle introduced him to Nayiara Darhoun, an emissary from Lord Telamont of the city of Shade. Nayiara offered Alokkaïr the opportunity to study tomes and scrolls preserved in Shade, each filled with unique insights into the lore of ancient Netheril and the secret workings of the Shadow Weave. In exchange, Alokkaïr agreed to permit Esvele to create a secret temple within his lair and promised to aid Shar's servants in their vendetta against Mystra and her Chosen.

Long a friend to the drow of Maerimydra, Alokkaïr opened long-sealed Underdark passages beneath his lair so that Shar's servants might come and go unobserved by Shadowdale's inhabitants. He helped to hide the preparations for the attack from Elminster and the rest of the dale's defenders and lent his magical power to the rite that attacked the Weave in the area, thus playing no small part in Shadowdale's defeat.

In the days since the attack, Alokkaïr has continued to guard the ongoing Rite of Unwinding. He has no liking for the Zhents and considers them squatters within his old kingdom of Hlontar, but he plans to set that matter straight soon enough with the aid of his old drow allies and his newfound Sharran comrades.

Dungeon Characteristics

Alokkaïr's lair is divided into three sections. The first section is the Crypt—a set of chambers and passageways leading from an overgrown crevice in Fox Ridge down to the subterranean chasm



known as the Grinding Gulf. The Gulf is a formidable obstacle, and many would-be plunderers and explorers have simply turned back at the sight of it. At the bottom of the Gulf, beneath the field of crushing rocks, lies the Sharran's House of Night, which constitutes the second section. The third section of the lair is the Lich's Gauntlet. Traps, illusions, and secret passageways weave a tangled and difficult web for the characters to negotiate. Alokkaair resides in a secret chamber in this part of the lair, and it is here that the Rite of Unwinding continues.

The following general properties apply to the rooms within Alokkaair's lair, unless otherwise noted in a room or encounter description.

Walls: The walls of the Crypt and the Lich's Gauntlet are made of masonry (Climb DC 20), covered with old, crumbling plaster that was formerly painted in somber blue, burgundy, and black. The walls of the Grinding Gulf are unworked stone (Climb DC 15), and the House of Night is made of new, superior masonry (Climb DC 25).

Floors: The first two chambers of the Crypt are floored with hard-packed earth. Most of the rest of the complex has floors of flagstone, generally even and level. The bottom of the Grinding Gulf is a natural stone floor covered in dense rubble. Running and charging are impossible here, and it costs 2 squares of movement to enter each square. The DC of Balance and Tumble checks on the rubble increases by 5, and the DC of Move Silently checks increases by 2.

Ceiling Height: Ceilings are 15 feet high (but the Grinding Gulf is much higher).

Doors: Most doors in the lair are stone doors (4 inches thick, hardness 8, 60 hp). Most open easily.

Scrying: The walls of the Lich's Gauntlet are backed with a thin layer of lead sheeting, which blocks attempts to scry on places or creatures within. Alokkaair does not like to leave the Gauntlet because he fears that his enemies will spy on him once he leaves the protected area.

The crypt

The entrance to Alokkaair's lair is located at the back of an overgrown crevice in Fox Ridge, about halfway between the Old Skull and the ruins of Castle Krag. The ridge is a long, low hill of weathered limestone with numerous caves, burrows, and deep crevices; the crevice leading to Alokkaair's abode is one of the largest. A badly overgrown footpath winds along the hillside from Vernon Hillstar's fields to the Old Bridge, where it meets the track leading to Castle Krag.

1. The crevice

A short scramble up the hillside from the forest trail brings you to a deep cleft roofed by tangled tree roots and damp earth. At the back of the cleft is a double door of stone, with rusting iron pull-rings and a large, rusty lock. You can make out a curious sign or sigil of three loops cut into the flagstones before the door. To the right lies a heap of earth and rock rubble at the foot of a deep crack leading into the hillside.

Door: The door is locked (Open Lock DC 30). Alokkaair and Esvele Graycastle carry keys. Although the lock appears rusted and unusable, it works fine. The doors are heavy and stick in the earth a bit (DC 7 Strength check to pull open).

Sharrans entering by this door pause and give a triple knock before opening the door, so that Longjaws (the behir in area 3) will know that they're friendly.

Sigil: The three-loop symbol is Alokkaair's emblem. A successful DC 10 Knowledge (arcana) or Knowledge (nobility and royalty) check identifies the symbol as a wizard's sigil; a successful DC 30 check identifies it as the symbol of the wizard Alokkaair, who lived in Hlontar eight centuries ago.

Floor: The servants of Shar occasionally come and go by this door, leaving faint tracks in the wet earth and rubble (Search DC 18 or Survival DC 18). The tracks lead from the stone door to the footpath, turning east toward the Old Bridge and Castle Krag. A successful DC 23 check reveals that the tracks are from several different humans in leather boots, coming and going at different times.

Side Tunnel: This was a natural crack in the crevice wall, widened long ago by thieves trying to cut their way around the front door. It hasn't been used in some time.

2. Thieves' tunnel

This narrow, winding passage looks like it was a natural crack or crevice that was subsequently widened some time ago. Parts of the passage are low and cramped. At the far end an uneven slab of stone blocks the passage. You can see dim light beyond.

Many years ago, tomb robbers stymied by Alokkaair's front door cut their way into the Crypt by widening this natural fissure.

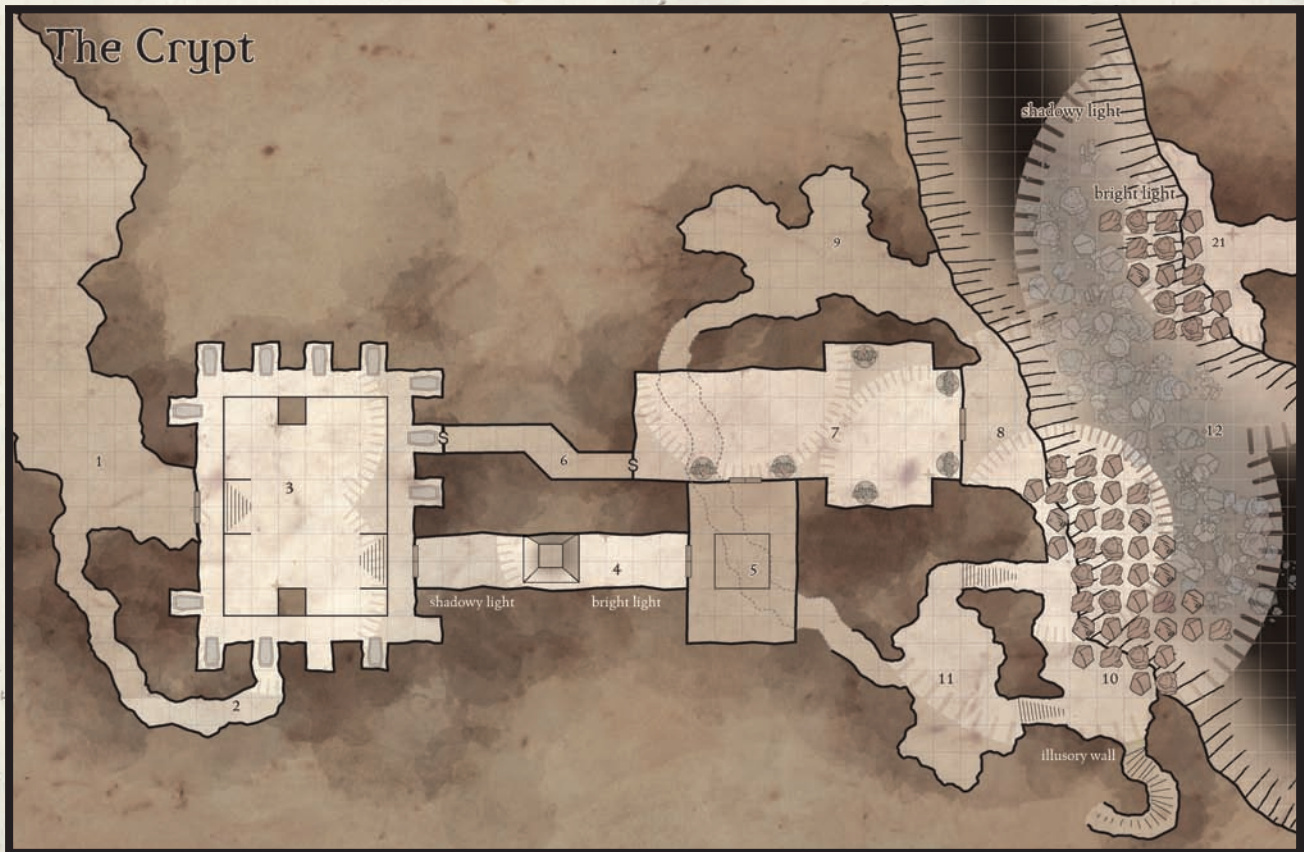
The tunnel opens into the back of a burial niche in area 3. Longjaws wedged a stone sarcophagus lid over the tunnel opening to serve as a makeshift door. The behir uses the passage from time to time to hunt around Fox Ridge.

Improvised Door: hardness 8, hp 30, Strength DC 16 to pull or push aside.

3. Alokkaair's doorkeeper

Two dim torches illuminate this large room. Several crude stone sarcophagi stand in burial niches in the walls. A flagstone Ledge circles the room above a floor of hard-packed earth. Two large pillars support the ceiling, fifteen feet overhead. To the south the sarcophagus in one burial niche has been removed, and a small tunnel partially blocked by a sarcophagus lid leads into darkness. Double doors of stone exit to the eastern wall. In the far corner of the room a mass of shadow pools beneath one pillar.

The lich keeps the front door of his lair well guarded, luring various monsters to this room with food or treasure. Longjaws, a dark behir, is the latest such guardian. Longjaws is content to devour would-be tomb robbers and slip out of the thieves' tunnel to carry off the occasional sheep or goat from the nearby farms. In the last few tendays the Zhentish army has provided Longjaws with several good meals, since a handful of soldiers and mercenaries with thoughts of plundering Shadowdale's hidden riches have wandered into its clutches.





Longjaws greets an intruder

Creatures: Neither Alokair nor Esvele Graycastle want common sellswords anywhere near the House of Night or the Rite of Unwinding, so Longjaws is free to do as it likes with Zhents who enter without a Sharran escort. Alokair has instructed the behir to permit the Sharrans free passage, and Longjaws does not molest them—provided they identify themselves when they set foot in the room. Longjaws won't attack a stranger displaying the emblem or symbol of Shar (a black circle with a purple border) unless the stranger acts in a suspicious or provocative manner.

Tactical Encounter: L1: Alokair's Doorkeeper, page 63.

Secret Door: A secret door (Search DC 20) is located in one of the niches in the east wall. It leads to area 6.

Treasure: Longjaws buried its treasure in two old wooden chests beneath the room's earthen floor, carefully smoothing out the floor when finished (Search DC 10 to find the excavation). Its treasure consists of 1,800 sp; 700 gp; 15 pp; a fine gold and ruby pendant worth 1,200 gp; a *wand of slow* with 13 charges remaining; and a +1 *frost dagger*. None of the sarcophagi con-

tain anything other than a handful of trinkets such as rings, bracelets, or necklaces of beaten copper.

Development: If the PCs defeat Longjaws and then retreat, Alokair discovers his guardian's fate within one day and replaces the behir with four mummies, animated from the corpses in the sarcophagi.

4. Trapped Hall

Beyond the stone doors lies a wide, vaulted hallway about fifty feet long, ending in another set of doors. The walls are painted with frescoes of fantastic creatures such as griffons and chimeras, but the paint is old and peeling.

A dangerous pit trap occupies the middle of the hallway. There is a 1-foot-wide walkway on the south (right-hand) side, but the pit takes up the rest of the width of the hallway.

Well-Camouflaged Pit

Trap: CR 8; mechanical; location trigger; automatic reset (pivoting slab, 1 round); Reflex DC 20 avoids; 60 feet deep, then water 10 feet deep (2d6 lethal plus 2d6 nonlethal); Search DC 27; Disable Device DC 27.

The pit cover is a well-balanced, pivoting slab—when a character falls in, the pit door returns to its normal position. Alokair has placed an *illusory wall* to create a “false floor” 15 feet below the pit's mouth. Any character falling in automatically realizes that the pit “bottom” is not real, but characters above most likely hear their comrade flailing about in the water and calling for help but can't see him or her in the water at the bottom (Will DC 21 to disbelieve the illusion). When they get the pit door open, all they see (at least at first) is an empty 15-foot-deep pit.

Characters edging around the southern lip of the pit must succeed on a DC 10 Balance check to avoid stepping on the pit door.

The water in the pit bottom is calm (Swim DC 10). Characters who fail the check by 5 or more go underwater and might be at risk of drowning. The walls of the pit are quite smooth and slick (Climb DC 30).

5. vaulted chamber

This small antechamber leads to another pair of stone doors in the north wall. Its walls are covered in moldering, crumbly stucco that has turned almost black with age. The ceiling is quite high overhead, lost in dark shadows.

This room is 30 feet tall. At the apex of its vault is a 10-foot-square shaft, leading up. The shaft is hard to see from the floor. Allow characters studying the room a Spot check (DC 10) to notice the shaft opening. If any PCs detect the shaft, read:

The shadows overhead almost conceal a 10-foot-wide opening in the center of the ceiling—a shaft that opens into the top of this chamber.

Creatures: Two spellwarped gargoyles lurk in the twisting passage above the shaft, keeping watch over this room. The gargoyles are well hidden in the dark shaft above the vault (Hide +19). They attack intruders by firing crossbows down from overhead. Another pair of gargoyles in area 11 move to join the combat if the two here are defeated or decide to drop down into the room and engage the characters in melee.

The gargoyles are loyal servants to Alokair, and have been changed into spellwarped creatures through decades of experimentation at the lich's bony hands.

Tactical Encounter: L2: Vaulted Chamber, page 64.

Treasure: The gargoyles keep their loot in area 11.

6. secret passage

One of the sarcophagi in a burial niche in area 3 is false. It is easily moved, and beyond it lies a secret door (Search DC 20) that opens into a hidden passage. Alokair's guests use this passage to avoid the pit in area 4.

7. hall of arms

A variety of old, rusted weapons hangs on display on the walls of this large hall. Suits of armor on wooden stands flank the door to the south and the door to the east. The floor trembles slightly at the sound of heavy pounding and grinding—not unlike the sound of a hammer and chisel on a block of marble. The sound seems to come from beyond the doors to the east.

Trophies of old battles and triumphs from Alokair's days as king of Hlontar decorate this room. The arms on display here include six shields of various types, a dozen swords (mostly longswords), two old battle-banners paired with spears, four suits of chainmail, and two suits of full plate—which are actually the pair of helmed horrors that defend the room.

Creatures: Two helmed horrors stand guard in this room. The magical constructs stand motionless amid the arms and armor, appearing as simply two more suits of armor mounted for display. They attack anyone who does not speak a brief prayer to Shar when passing through this room.

Tactical Encounter: L3: Hall of Arms, page 65.

Treasure: Among the items on display in this room are a +2 heavy steel shield and a +1 longsword.

8. ledge path

The doors of the hall open out onto a rocky ledge on the side of a large rift or chasm, which is filled with huge boulders drifting in the air. The boulders collide, grind, and rebound constantly, filling the air with an awful sound. The ceiling is about 30 feet overhead, and the bottom of the chasm seems to be at least a couple of hundred feet below the ledge. A narrow 5-foot ledge runs both north and south from here. Torches burning with green flame illuminate the path to the south and another ledge and doorway across the chasm from this spot.

The characters are looking upon the Grinding Gulf, a locale famous among the dale's adventurers. Most who attempt to explore Alokair's lair reach this point and turn back, confounded. Alokair's guests take the path to the south, detouring through the gargoyle lair (area 11) in order to avoid the boulders scouring the edges of the chasm.

Boulders: Rocks from the Grinding Gulf sweep parts of the ledges in areas 8, 10, and 21. Characters entering the squares in these areas that are marked with boulders are threatened by 1d6–2 small boulders (+14 attack bonus, 2d10 damage each). See area 12.

Tracks: Thanks to the constant pulverization of the boulders within the Grinding Gulf, a thick coating of rock dust covers the ledge. The dust holds tracks created by a small number of humanoids (Search or Survival DC 10). The tracks lead south to area 10, detouring through area 11 to avoid the flying boulders.

9. dead cave

This irregular cavern is empty except for a thin scattering of bones, rusted weapons, and the desiccated, chitinous husks of large spiders. The western arm climbs steeply up into a small, crooked passage, and the eastern arm leads out to a ledge skirting the rock-filled rift.

Various monsters have occupied this small cave, but none reside here now. The gargoyles from areas 5 and 11 might use it to circle around foes who enter the passage above the Vaulted Chamber and the Hall of Arms.

Treasure: Buried in the debris deep in the easternmost alcove is the chitinous skeleton of a Small scorpion, which lies atop a ring of protection +3 (Search DC 15) still on the finger bone of the sorcerer who lost the digit here years ago.

10. hidden way

A single torch here burns with green flame. The ledge path leads north along the side of the boulder-swept chasm, and a steep, rough-hewn stairway leads up to the west.

This landing marks the location of a secret tunnel descending to the chasm floor and the House of Night below. Shar's servants excavated the tunnel to avoid the perils of the Grinding Gulf.

Illusory Wall: Alokair concealed the stairs descending to the south with an illusory wall. A successful DC 21 Will save reveals the illusion.

Tracks: The rock dust holds tracks left by the Sharrans who come and go this way (Search or Survival DC 10). The trail leads

from the stairs behind the *illusory wall* (most likely revealing its presence to observant characters) to the door in area 8, detouring through area 11 to avoid the boulder-swept portions of the ledge path.

II. GARGOYLE LAIR

Dark, dank, and foul-smelling, this natural cavern is littered with small bones, tatters of cloth, broken bits of wooden furniture, and handfuls of copper coins. Two roughly cut staircases descend steeply to the east, and a winding passage leads into the darkness to the northwest.

Creatures: Two gargoyles lurk here, along with two more in the nearby watchpost above area 5. Refer to tactical encounter L2, page 64. If any gargoyles survived that battle, they can be found here. They attack intruders on sight.

Treasure: Two battered wooden trunks rest against the southern wall of the cave. The trunks hold 1,900 sp, 450 gp, and a small leather pouch with an amethyst worth 220 gp, two tourmalines worth 60 gp each, and three agates worth 20 gp each. Another leather pouch holds a large bronze key, which opens the doors in areas 1, 20, and 21.

12. The Grinding Gulf

Huge, drifting boulders and small, fast-moving rocks tumble through the air of this great chasm, constantly colliding and rebounding. The ceiling is about 30 feet overhead, and the bottom of the chasm seems to be at least a couple of hundred feet below the ledge.

The Grinding Gulf is an emanation of old, powerful earth magic; it is considered a Class 3 earth node (see *Underdark*) and has a strong aura of transmutation (earth) magic. It is quite dangerous; fast-moving boulders and showers of stone shards from nearby impacts pelt the whole area.

Falling: A character who falls into the Gulf from the level of areas 8, 10, or 21 takes 20d6 points of damage and lands in area 13.

Small Boulders: A character flying, levitating, or otherwise moving in the Gulf is attacked by 1d6–2 small boulders each time he moves into a square. A character moving on the ledges in areas 8, 10, or 21 is attacked by 1d6–2 small boulders every time he enters a shaded square. Each small boulder strikes with a +14 attack bonus, dealing 2d10 points of damage.

Alokka's gargoyles do not take these attacks; the Gulf ignores the presence of creatures of the earth subtype.

Large Boulders: Big boulders 5 feet wide drift through the Gulf. They repel other big boulders and most of the small boulders, so a character clinging to or perched on a large boulder is not subject to small-boulder attacks. A character crossing the Gulf by leaping and clinging to large boulders can move 2, 3, or 4 squares at a bound (Jump DC 15, 22, or 30, respectively), incurring 1d6–4 small-boulder attacks per leap (not per square).

You can assume that a large boulder is present in any square in the Gulf that a character wants to move into. A character who misses his Jump check by 5 or more falls into the Gulf. He can attempt a single DC 20 Climb check to catch himself on the boulder he was aiming for, but otherwise falls down to area 13 as described above.

Ad Hoc XP Award: The Grinding Gulf is the equivalent of a CR 10 trap. Award XP accordingly if characters succeed in crossing to area 21.

CROSSING THE GULF

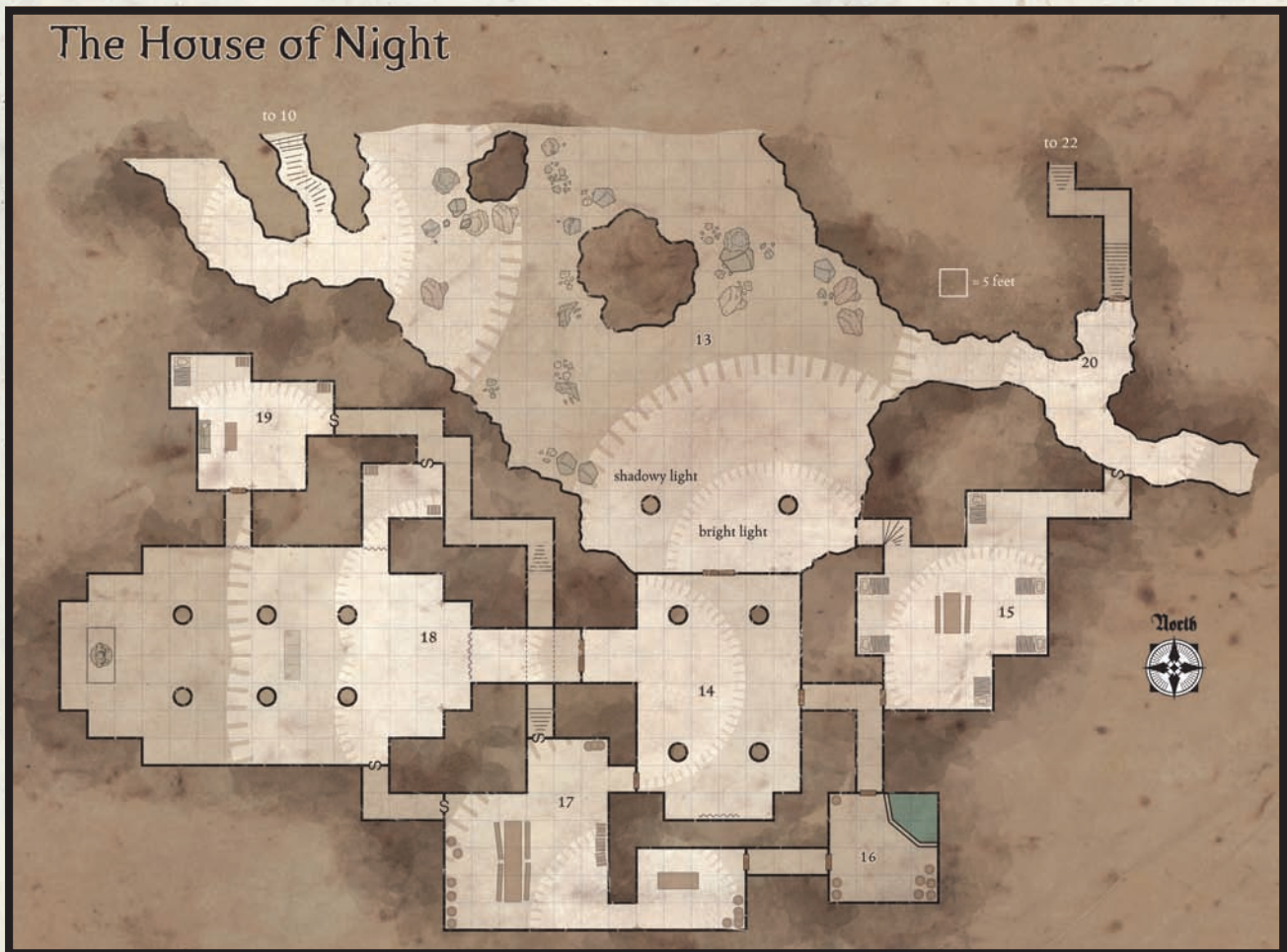
Navigating the Gulf is difficult. The easiest way is to use dimensional travel; the ledge at area 21 is not protected by Alokka's defenses against dimensional travel, so a character could use *dimension door* or *teleport* to cross. *Gaseous form* or *blink* and similar effects might also help a character to cross.

Crossing directly by flying, levitating, or air walking through the boulders works, but exposes a character to the greatest number of small-boulder impacts—the boulders seem drawn to characters who move through the Gulf under their own power. Athletic characters can avoid many small-boulder attacks by leaping from large boulder to large boulder.



Illustration by R. Gallegos

The Grinding Gulf is a formidable obstacle



A well-hidden covered path leads down into the Gulf from area 10, and a protected staircase climbs back up to area 25 on the far side. Alokkair's allies and servants usually cross the Gulf by descending to the bottom of the chasm and climbing back up the covered path on the far side.

The House of Night

Deep beneath the level at which the boulders and rocks collide in the Grinding Gulf stands the House of Night—a hidden temple to Shar.

The temple stands astride an important subterranean crossroads. Tunnels that meet in the floor of the Grinding Gulf lead miles down to the ruined drow city of Maerimydra, to the warrens below the Twisted Tower, and to other remote places in and around the dale (see page 81 for further details on the Shadowdark).

The House of Night is under the command of Esvele Graycastle. The Sharran frequently consults with Alokkaair and spends much of her time overseeing the rite being performed in the depths of the Lich's Gauntlet. For the purpose of this adventure, the PCs encounter her in the Ritual Cavern (area 26).

13. chasm floor

The floor of the chasm is littered with gravel and rock shards several feet deep in some spots. Dust and rock chips rain down

intermittently from the boulders overhead. A torch of dim green flame illuminates a large, pillared doorway in the southern wall of the chasm floor. More torches mark the entrance to dark passages leading both east and west. Two large pack lizards, laden with heavy saddlebags and packs, stand by the doorway, tethered to the pillars.

Usually, this area is empty. However, a trio of drow traders has stopped to set up camp here.

Creatures: The caravan consists of two pack lizards, which do not fight unless commanded by their masters; two drow skirmishers; and the warmage Narhaun, who is the leader of the small expedition. Narhaun and his fellows have little stake in the success or failure of Alokkaair's designs, but they regard any surface-world adventurers they meet as potential captives to sell to the drow of House Dhuurniv. Given the chance, the drow attempt to ambush any characters they meet here.

Interaction: The drow are hostile to any humans they meet. However, bold and resourceful characters might be able to convince the dark elves that they serve the Zhents or the priests of Shar—and are thus allies, not enemies.

Tactical Encounter: L4: Chasm Floor, page 66.

Treasure: The drow carry a variety of small gems, most worth 20 gp or less, plus a number of platinum, gold, and silver coins. Each skirmisher carries loot worth 610 gp, and Narhaun carries 830 gp. The saddlebags of the pack lizards are filled with 600

hand crossbow bolts; 400 light crossbow bolts; 5 masterwork rapiers; 2 mithral chain shirts; and the necessary reagents to brew 200 doses of drow sleep poison. Only a character who knows the secret of making drow sleep poison can successfully manufacture the finished toxin from these reagents.

NARHAUN'S MAP

The drow warmage carries a leather map case; in it is a map of several tunnels and passages under Shadowdale. The map shows a path from the floor of the Grinding Gulf to the caverns beneath the Twisted Tower; PCs following this path arrive in the dungeons described in Chapter 4 in area 1.

14. Dark Lady's foyer

The cliff face on the southern side of this great chasm is shaped into a large doorway flanked by two tall pillars. The door is made of glossy black stone carved into the image of a stern woman's face; one half is youthful and beautiful, the other is wrinkled with age. A small iron bell and striking hammer hang by the door.

The door between areas 13 and 14 is locked (Open Lock DC 30; break DC 28). A narrow spy-slit 10 feet above the floor is hidden in the eastern wall (Spot DC 20); this allows the guards in area 15 to observe who is at the door.

If someone strikes the bell, an acolyte in area 15 moves up to the spy-slit to see who is at the door. If the visitors are (or appear to be) Sharrans, drow, Zhents, or servants of Alokkaire, the acolyte silently signals to his fellows in area 15, who then instruct the guardians waiting in area 14 to open the door and admit them. If enemies are at the door, the guardians of areas 14 and 15 get ready for a fight; see the tactical encounter description.

When the characters get past the door, read:

This hall is finished in roughly chiseled basalt. Directly opposite the entrance, a large screen of gleaming wood stands against the wall. It is carved into a representation of three female figures against a starry sky, but it is rough and unfinished. Small doors exit to either side of the chamber, and a large double door leads to the east.

Creatures: Two mezzoloths guard the foyer. Called to the Material Plane through the rites of Shar's servants, these creatures grudgingly serve Esvele as temple guardians. Although they resent the priestess's commands, the mezzoloths must answer to the nycaloth Lashan (see area 18) and therefore serve to the best of their ability.

In addition to the two mezzoloths guarding this room, two acolytes and a Knight of Shar stand guard in area 15.

Tactical Encounter: L5: Dark Lady's Foyer, page 68. The guardians in area 15 quickly join any fight in this room, so both areas are presented in the same tactical encounter.

Treasure: The wooden screen is made of zalantar, and the carving that has been started is quite well rendered. It weighs 500 pounds, but is worth 2,500 gp. The three female figures are representations of Shar; a successful DC 10 Knowledge (religion) check confirms this.

Development: If the PCs leave the House of Night without defeating Urduthar (area 18), the cleric eventually discovers their

visit and warns Esvele, who places a *greater glyph of warding* on the front entrance. She uses the *glyph* to store a *flame strike* spell.

15. Guard chamber

Six plain bunks, a wooden table, and a pair of benches stand in this room. A small, steep staircase climbs up to the north where there seems to be a perch or viewpoint, and a curtain partially covers a dark passage to the east.

The stairs to the north lead up to the spy-slit overlooking the front door in area 14. The passage to the west leads to a secret exit from the shrine.

Creatures: The House of Night is more of a hideout than a fortress, so there are only a handful of guards for the shrine. The chief of these guards is Orielden, a Knight of Shar. He leads two acolytes, Telkin and Jorra, and also keeps an eye on the two mezzoloths in area 14.

Tactical Encounter: L5: Dark Lady's Foyer, page 68.

Treasure: A small, locked strongbox (Open Lock DC 20) sits under Orielden's bunk. It contains 800 sp, 900 gp, 45 pp, and a small jar containing one ounce of *stone salve*.

16. Well room

Water splashes down a stone sluice from the ceiling into a small cistern here. A half-dozen sturdy barrels stand nearby.

The well is fed by water trickling down through the limestone of Fox Ridge above, and drains through a small submerged culvert into a subterranean stream below the shrine.

The barrels store food—mostly hardtack, salted meat and fish, and dried apples.

17. Refectory

This room is divided into two parts: a small, cramped kitchen and a larger dining hall, equipped with a long wooden table and a pair of plain benches. Barrels, sacks, and crates are stacked against one wall. Two large cabinets stand on the opposite wall.

This room is where the denizens of the House of Night take their meals. The barrels and sacks hold more provisions—flour, dried meat and fruit, and so on. The cabinets hold a variety of minor religious texts and writing supplies; from time to time the high priestess instructs the acolytes residing here in their lessons, and the dining hall serves as their scriptorium.

Creatures: Three human servants reside in the kitchen: Shiro (a thin young man), Istilmar (a short, pot-bellied man), and Edda (a stocky woman of middle years). All three are 1st-level commoners (hp 2 each) who are devoted to Shar. They prepare food, mend clothing, do laundry, and otherwise serve the higher-ranking Sharrans in the House of Night. The three servants are sullen, petty, and mean-spirited, but they are not warriors and make no effort to resist intruders (or flee if attacked). If the PCs leave them here, they will attempt to warn Urduthar (area 18) or Esvele (area 19) that intruders are in the temple.

18. The shrine of night

Silence hangs over this large chamber. Two weak candles hanging near the door give off dim, greenish-colored light. The floor and walls are finished in tile of black, purple, and blue. Six pillars of gold-veined black marble march down the center of the room. Black curtains cover two doorways to the north.

If the PCs can actually see to the temple's far end, read:

A dais stands at the far end of the shrine. Upon the dais is a large statue of a hooded female figure holding two daggers across her chest. Arcane runes are carved into the dais before the statue's feet.

Two of Esvele's most able servants stand watch over this unhalloved chamber. The shrine is in the keeping of the human cleric Urduthar, a bloodthirsty zealot who has been transformed into a shadowslain—a form of undead infused with the essence of the Shadow Weave. The undead cleric serves as Esvele's second in command but rarely leaves the chamber, spending hours upon hours in silent meditation here.

The second denizen of the room is Lashan, a newly elevated nycaloth. In his mortal life, Lashan Aumersair was Lord of Shadowdale and the would-be King of the Dales who led his people against the rest of the Dalelands in the Year of the Worm (1356 DR). While attempting to plunder the ruins of Myth Drannor, in hopes of restoring his fortune, he fell afoul of a lich named Azimer. Azimer transformed him into a larva and imprisoned him beneath the earth, where he remained for many years. Eventually, a night hag in Shar's employ chanced upon Lashan's imprisoned form and carried him off to Shar's domain. When the Lady of Loss decided to move against Shadowdale, she raised up Lashan from the wretched masses and sent him to Esvele in

the form of a nycaloth. In addition to having led Esvele to the location in which he cached *Aumry's staff of the night*, Lashan now advises the high priestess on the dale and its defenders, and hopes to exact a measure of vengeance for his defeat of nearly two decades past. He spends much of his time in the Shrine, awaiting Shar's will—or Esvele's orders.

Tactical Encounter: L6: Shrine of Night, page 70.

Magical Effects: This shrine is protected by an *unhallow* spell and a *desecrate* spell. The *unhallow* spell includes *resist energy (sonic)* and *magic circle against good*. Both effects are centered on the altar in the center of the room.

Inscription: A successful DC 30 Decipher Script check reveals that the inscription reads, "She who shrouds the world in night."

Vestment Room: The small chamber behind the curtain to the northeast is a vestment room, where ceremonial robes and accoutrements are kept in three large armoires. One armoire conceals a secret door (Search DC 20) leading to a passage that links areas 17 and 19 to this room. The vestments themselves are plain and unadorned.

Treasure: The statue of Shar holds a concealed compartment (Search DC 20) near the floor. It contains a silk pouch with 115 pp, three violet garnets worth 400 gp apiece, a scroll of *cure moderate wounds*, and a *hat of disguise*.

19. High priestess's quarters

The door to this room is locked (Open Lock DC 30); only Esvele carries a key.

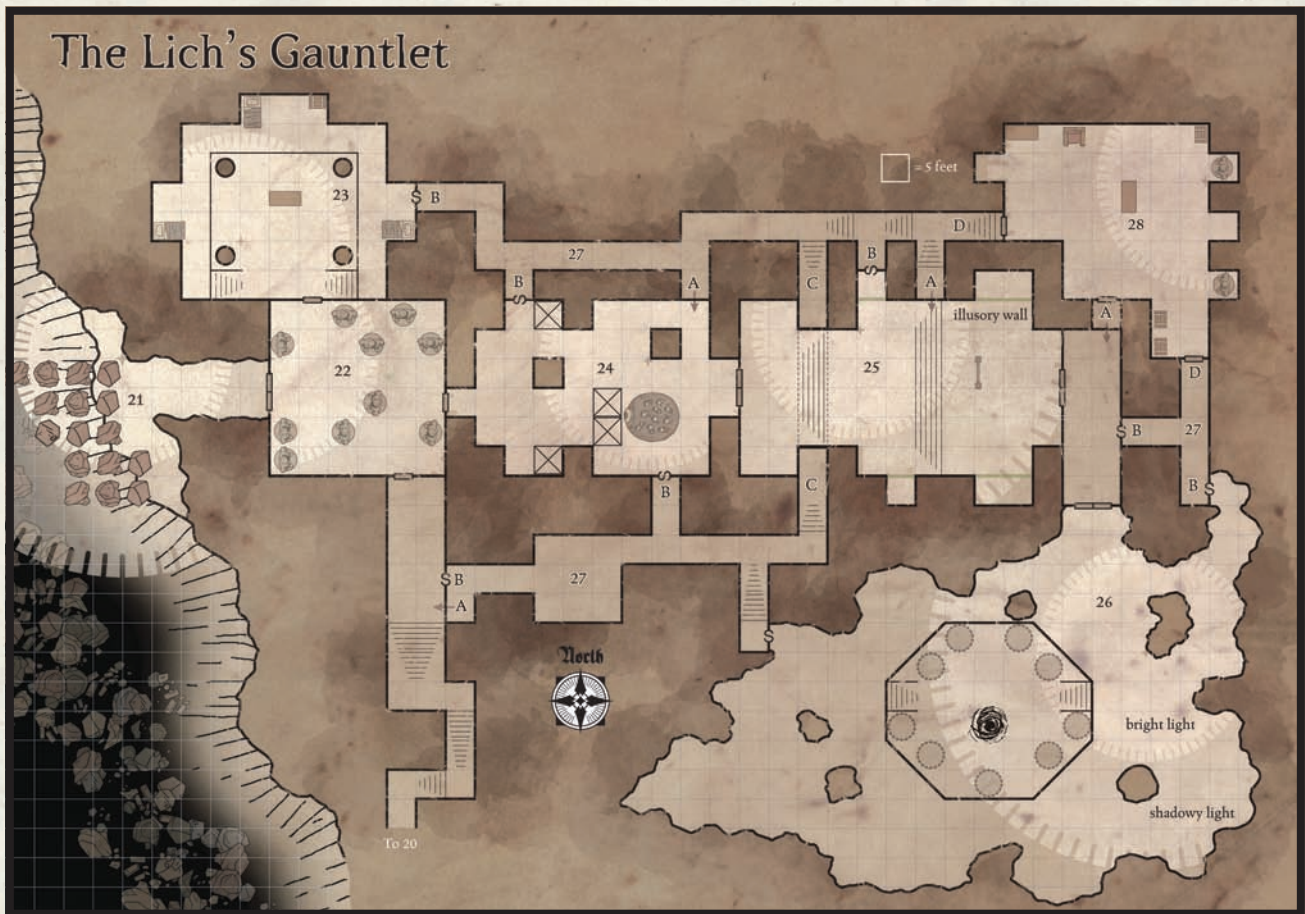
Trap: *Greater glyph of warding* (Search DC 31, Disable Device DC 31; *bestow curse*, Will DC 19). The *glyph* strikes if a creature attempts to enter the room without Esvele speaking a password first.

Thick burgundy carpets and rich tapestries woven of purple cloth hide the bare stone of this room's walls and floor. A divan, small table, writing desk, armoire, and comfortable bed complete the room's appointments.

These are Esvele's quarters. The high priestess is not here the first time the PCs visit this room—she is in the Ritual Cavern (area 26), overseeing the Rite of Unwinding.



Urduthar and Lashan defend the Shrine of Night



A secret door (Search DC 20) behind the tapestries leads to the vestment room in area 18 and the refectory (area 17).

Treasure: Esvele enjoys luxuries, and she has furnished this room in an appropriate manner. The armoire holds a wooden case with a fine ruby pendant (1,100 gp); a pair of emerald earrings (800 gp for the set); and a silver music box (900 gp). The writing desk is locked (Open Lock DC 30), and contains a fine correspondence set of quills, inkwells, and vellum worth 130 gp, plus a small leather pouch containing 130 sp, 260 gp, and 25 pp. Beneath the pouch is a folded letter; see the player handout on page 159 for the contents of the letter.

Development: If the PCs leave this area and return later, there is a chance they can catch Esvele here; see below.

AMBUSHING ESVELE

If the PCs decide to wait for Esvele to return, the high priestess comes back to her room in 2d4 hours. However, Esvele almost certainly notices if the guardians in areas 14, 15, or 18 have been defeated or are simply absent. When Esvele detects something wrong, she goes back to the Lich's Gauntlet. She warns Alokkaair, who moves to the Ritual Cavern to stand watch over the rite, and then gathers the rest of the guardians from that area and leads them against the temple's defilers, preparing with all the spells she can. Use the monsters described in tactical encounter L9: Ritual Cavern (page 76) for Esvele's attack force, and station Alokkaair (tactical encounter L10, page 78) in the Ritual Cavern.

20. The Lich's stair

A small door of stone stands at the back of an alcove in the side of the passage. It is engraved with the symbol of three interlocking loops.

The door is locked (Open Lock DC 30). Alokkaair, Esvele, and the gargoyles (area 11) have keys. Beyond lies a steep, winding stair that climbs up almost 150 feet, eventually reaching area 22.

The Lich's gauntlet

The final section of Alokkaair's lair is the so-called Lich's Gauntlet. These rooms are on the same level as the Crypt (the first part of the lair), but lie on the far side of the Grinding Gulf. Rather than hazard the perils of the Gulf, most visitors who know their way around the lair descend the hidden staircase from area 10 of the Crypt, cross the chasm floor, and then climb back up the lich's stair (area 20).

Scrying: The chambers beyond this point are protected from scrying by a thin layer of lead sheeting behind the masonry. No scrying magic can penetrate the Lich's Gauntlet.

21. Alokkaair's doorstep

A narrow ledge clings to the side of the Grinding Gulf. Boulders in the abyss behind you grind and scrape together, filling the air with dust, grit, and a terrible echoing roar. From here a rough-

hewn passage cut into the living rock leads to a large double door of stone, inscribed with a symbol of three interlocking loops.

Few visitors come or go by this door, since most detour around the Grinding Gulf.

Door: The door is locked (Open Lock DC 30). Alokkaïr carries a key, and the gargoyles in area 11 have one as well.

Sigil: A successful DC 10 Knowledge (arcana) or Knowledge (nobility and royalty) check identifies the symbol as a wizard's sigil; a successful DC 30 check identifies it as the symbol of the wizard Alokkaïr, who lived in Hlontar eight centuries ago.

Tracks: The only creatures who use this door regularly are Alokkaïr's gargoyles (Search DC 17 or Survival DC 17). The tracks lead from the chasm edge to the door. A successful DC 27 check reveals that the tracks are from Medium creatures with clawed feet, coming and going at different times.

22. STATUARY ROOM

Ten life-sized statues stand arranged in various poses in this room. All depict human males and females in noble dress, with serene or sad expressions. Stone doors stand in each wall; the one to the west is a large double door. The walls are finished with old, peeling plaster in blue, black, and burgundy. Two lanterns dimly illuminate the room.

The double door is locked (see area 21), but the other doors are open. The door to the south opens into a passage that leads down to the lich's stair (area 20) by way of the House of Night.

Despite the profusion of statues, no medusa or basilisk awaits. Alokkaïr collected them over the centuries because he knew the sculptor in life long ago and admired his work. Any vandalism here by the PCs will profoundly annoy the lich.

Tracks: Esvele and the other Sharrans come and go from the south door to the east door regularly (Search DC 19 or Survival DC 19); their tracks are made by boots. Alokkaïr's gargoyles go from the west door to the east door less often (DC 21) and have clawed feet. The Shadovars in area 23 use both the south door and the east door (DC 20); their footprints are made by sandals.

Development: If the PCs leave the Lich's Gauntlet and return later, Alokkaïr removes several of the statues and replaces them with a stone golem. The golem attacks any intruder who does not speak the proper password, which the lich entrusts only to Esvele, the Shadovars in area 23, and the leader of his gargoyles in area 11.

23. SHADOVAR EMBASSY

This room is appointed with rugs, tapestries, and furnishings that might have once been rich and beautiful, but everything in here is now old and decayed. Only a single dim candelabra by the door lights the room.

Three emissaries from the city of Shade are currently guests of Alokkaïr. The leader of the mission is the shade Irphiina, a high-ranking servant of Lord Telamont. Her escorts are skilled Shadovar warriors.

The lich is fascinated with the Shadovars and their magic, especially since they share his veneration of Shar and her Shadow Weave. Irphiina and Alokkaïr have spent many long hours closeted together, comparing their various tomes and scrolls. For her own part, Irphiina is anxious to lend Esvele and Alokkaïr any assistance they need to complete the Rite of Unwinding. She wants to see if the rite can be replicated on a much grander scale to expunge the Weave over a truly vast area, thus ensuring the absolute dominion of Shade and its Sharran proxies. Of course, Irphiina and Esvele both believe that the other is a mere servant to her own purposes, so neither holds a very high opinion of the other.

Tactical Encounter: L7: Shadovar Emissaries, page 72.

Interaction: Irphiina is willing to parley with the PCs if the PCs choose to talk rather than fight. She has no particular need to risk her own life on her allies' behalf. In negotiation she readily admits that she is a shade in the service of Lord Telamont, prince of Shade. In turn she hopes to learn the PCs' identities, abilities, and designs in Shadowdale. After that, she attempts to misdirect the PCs into exploring the Underdark tunnels below the Grinding Gulf, steering them away from further exploration of Alokkaïr's lair.

Treasure: Among the various furnishings of the room is an old writing desk, beneath which rests a sturdy iron coffer (Open Lock DC 30; Irphiina holds the key). The coffer contains 200 sp; 670 gp; 60 pp; and a pouch containing four small carnelians, each worth 80 gp.

Development: If the PCs speak to Irphiina and then leave her here, she uses her shadow stride ability to join Alokkaïr in area 27, where she tells the lich everything she observed about the characters, allowing Alokkaïr to further prepare for his encounter with the PCs.

designer's note

Alokkaïr can spy on intruders in his lair in just about every room from this point onward. Whether or not the lich conducts an active, informed defense of his lair or chooses to wait until the PCs come to him is up to you. You can allow the encounter with the lich to wait until the PCs discover Alokkaïr's refuge (area 28), but if you prefer, you can have the lich appear and attack the PCs at any time in areas 22, 24, or 27. Simply use the lich's statistics from tactical en-

counter L10 and the map from the appropriate room.

Alokkaïr enjoys cruel jests, so an early encounter with the lich might be nothing more than Alokkaïr suddenly appearing to craft a terrifying illusion, or befuddle the characters with evil enchantments only to vanish again through a secret door or illusory wall. One or two appearances such as this will certainly give your characters quite a grudge against the lich before the final confrontation in area 28.

24. Death Tyrant's gaze

Several columns stand in this room, each decorated with the images of winding serpents. A door exits the room on the opposite side, but between you and the door hovers a terrible sight—a great spherical creature with jutting eyestalks and a fang-filled mouth. Its flesh is dessicated and peeling. The thing slowly turns to fix its central eye on you, but the eye is a ruined mass of dark gore.

This is another of Alokkaïr's illusions. The undead beholder is a programmed image that seems to rise up, turn, and look at any creatures entering the room. However, this one has a nasty complement: A pair of deadly pit traps located in spots where Alokkaïr thought intruders trying to attack his "beholder" might want to stand.

Well-Camouflaged

Pit Trap: CR 7; mechanical; location trigger; repair reset; DC 25. Reflex save avoids; 70 ft. deep (7d6, fall); Search DC 27; Disable Device DC 18.

Ad Hoc XP Award: The illusion and pit trap combination is the equivalent of a CR 9 trap. Award XP accordingly when characters get past the obstacle and reach the opposite door.

SELLING THE

ILLUSION

To get the most out of Alokkaïr's illusion and trap, sketch out the room on your battle mat or tabletop and ask the players to roll initiative immediately after reading the boxed text. Bluff the roll of an initiative die

behind your screen. Have the characters take actions in initiative order, but don't take any actions for the "beholder;" allow the players to think that you just rolled a low initiative for the "monster." There is an excellent chance that the PCs will waste useful spells or charge forward to the attack, moving right over the hidden pit traps.

When a character makes an attack or casts a spell on the "beholder," you should allow him or her a DC 22 Will save to discern the illusion. Give the PC a +4 bonus on this save if another character attacked previously, since the illusion does not react very realistically to attack.

25. The watchful dead

A battered old mosaic of blue and green tile and old frescoes painted on the peeling plaster of the walls depicts a sylvan scene in this hall . . . but gaunt black wolves lurk in the thorny brambles beneath the trees. Two flights of steep stone steps lead up to a large double door at the far end of the room, and the ceiling is easily 25 feet high at the western end of the hall. At the top of the second stair stands a large bronze gong.

This hall serves as a guardroom. Hidden in secret alcoves in the walls are four advanced direguards and two advanced flameskulls that attack intruders who do not provide the proper password by the time they reach the topmost tier of the room. The password is "Nimure tel kanda Hlontar," which in Thorass means, "Hlontar shall arise again." The Sharrans, the Shadovars, and the gargoyles in the outer lair all know the password.

Tactical Encounter: L8: Watchful Dead, page 74.

Development: The flameskulls rejuvenate in 1 hour unless they are sprin-

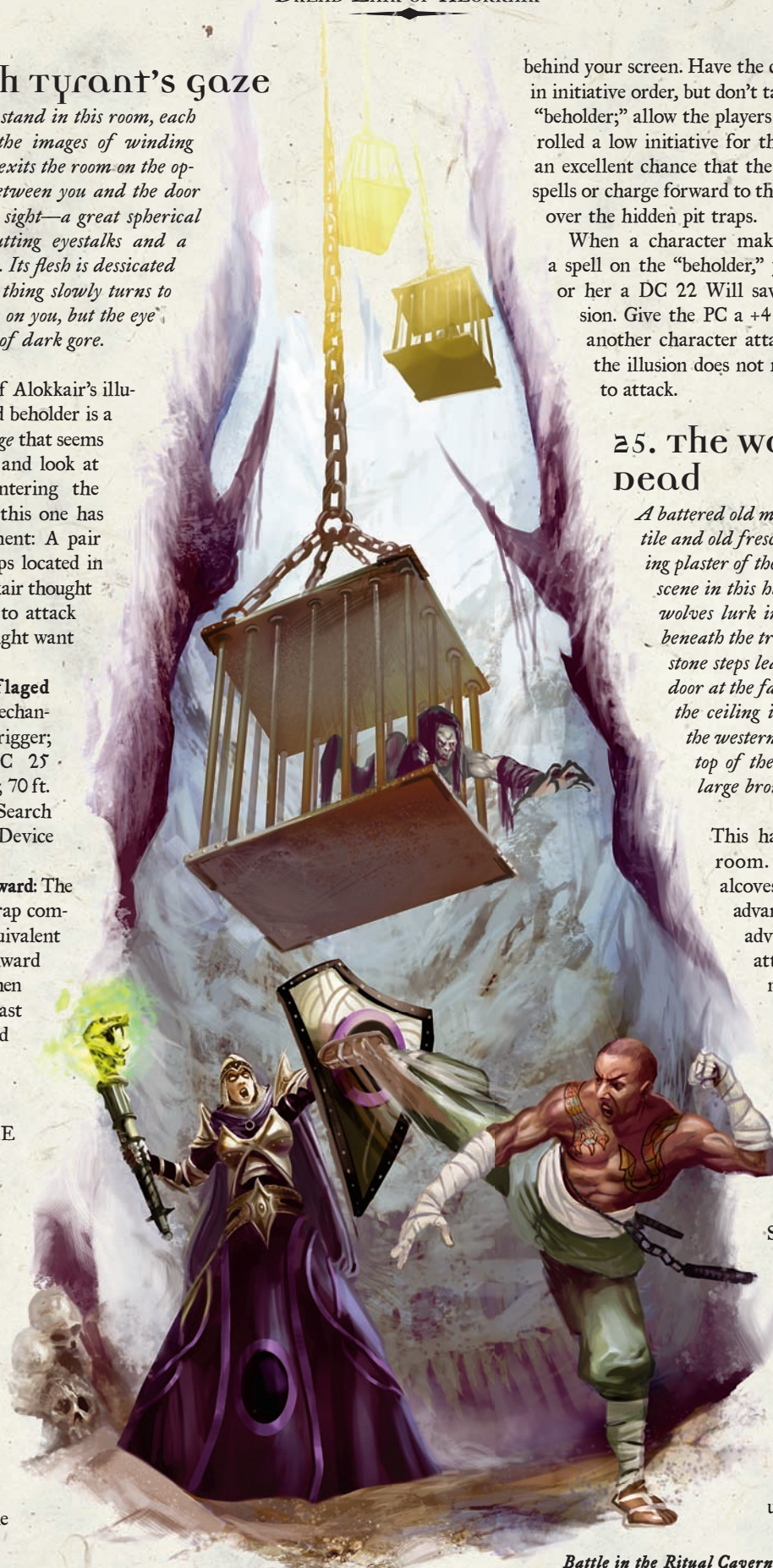


Illustration by M. Coimbra

Battle in the Ritual Cavern

kled with holy water or are subjected to certain spells after their defeat; see the statistics block in the encounter description. They resume their duties once they reconstitute themselves.

26. Ritual cavern

The floor of this large cavern has been smoothed and paved with basalt flagstones. Columns of natural stone have been left unworked and serve as thick pillars to support the ceiling overhead. In the middle of the room sits a sunken pit 30 feet wide. Nine iron cages dangle within, each occupied by a gaunt, emaciated figure in tattered robes. A pulsating knot of living darkness hovers in the center of the pit, tethered to the caged wretches by snaking tendrils of shadow. The creatures in the cages mumble and drone, reciting a chant over and over again.

For several tendays now, Shar's servants have been engaged in repeating the same sort of rite to rend the Weave that they attempted in the Vast Swamp (see *Cormyr: The Tearing of the Weave*). They did not complete the rite there, but unfortunately for Shadowdale, here they have succeeded. The pit in the center of the room is now the center of a dead magic zone that is growing little by little each day. For miles around, the Weave is slowly fraying (hence the Weave-suppressing effects the PCs have already experienced), but within this cavern the Weave no longer exists—and if the characters do not put a stop to this horrid ritual, this wound in the world's magic will only grow.

Dead Magic: Most of the cavern is enveloped in a true dead magic field. Unlike the region of Weave attenuation surrounding the dale, this completely prevents the operation of all spells, spell-like abilities, and magical effects except those derived from the Shadow Weave (see *Dead Magic, FRCS 56*). However, characters who have received Syluné's Kiss (see Chapter 1) can call on her power to wield Weave magic within this area.

Secret Door: A secret door (Search DC 20), cleverly worked to resemble the natural rock of the cavern wall, opens to a passage that leads to area 27.

Creatures: Esvele Graycastle, a high priestess of Shar, oversees the rite. Two shadowlain fighters guard the cavern and protect their mistress.

The caged spellcasters have been drained of life, and now exist as wights under the dominion of Shar's servants. These creatures serve as conduits of negative energy, which Esvele channels to amplify and increase the growing tear in the Weave.

Tactical Encounter: L9: Ritual Cavern, page 76.

Development: After the characters defeat Esvele, the spirit of Syluné contacts them; see *Ending the Rite*, below.

27. The lightless maze

The secret door leads into a dark, dusty passageway 5 feet wide and not more than 6 feet tall.

Alokkair often uses this network of secret passages to move about his lair unseen.

A. Spy Holes: Several spy holes allow a creature in the passage to peek in the areas on the other side. The spy holes are not hard to find from the inside, but are nearly impossible to discover from the rooms they open into (Search DC 30 if closed, or Spot DC 30 if in use). Alokkair sometimes uses these spy holes to observe

invaders in his gauntlet, but since opening his lair to the servants of Shar the lich has had to forego his usual amusements.

The spy holes are not large enough to allow line of effect, so spells cannot be cast through them from either side.

B. Secret Doors: The secret doors leading to areas 22, 23, 24, 25, and 26 are not hidden from the passage interior. From the outside, they are well-hidden secret doors (Search DC 25). None are locked.

C. Underpass: This part of the Lightless Maze passes beneath the stairs in area 25, linking the north and south portions of the maze.

D. Doors to Alokkair's Chamber: These stone doors are locked (Open Lock DC 30). Alokkair's symbol is inscribed on each. Alokkair carries the keys to these doors.

28. Alokkair's refuge

The doors leading to this room are locked (Open Lock DC 30, break DC 28). Alokkair has the key.

This cluttered chamber is filled with long worktables, ramshackle bookcases, heavy trunks and chests, and a thronelike seat before a crystal ball. Once the room was royally appointed with splendid carpets, tapestries, and lanterns, but the mildew of great age lies over the dilapidated wreckage of former wealth. Niches in the walls hold statues of fearsome horned gargoyles.

Under normal circumstances, Alokkair posts spies to watch areas 22 or 24 and warn him when intruders enter his gauntlet. However, the lich feels that the House of Night and the Shadovar embassy are sufficient to guard the approaches to his lair, so he instead keeps his gargoyle servants near at hand just in case any of his guests entertain ideas of assaulting him in his hidden sanctum. As a result, Alokkair can be found here the first time the PCs visit this part of the dread lair, and he does not necessarily know that they are coming.

Interaction: Alokkair generally prefers talking over fighting. His attitude is unfriendly, but he expresses this through attempts to mislead, confuse, and deceive the characters. The lich closely questions the PCs concerning their efforts so far, their intentions for the future, and any interesting magic items in their possession. Given the chance, Alokkair sends the PCs off to attack the Zhents in the Twisted Tower and plans to pass a warning to his supposed allies.

Some of Alokkair's ploys include:

- "The lord of the dale is sorely enchanted. He is not responsible for his actions. Bring Mourngrym's son before him, and the lord of the dale will recall himself" (Alokkair hopes the PCs will go off in search of Scothgar Amcathra and unwittingly lead the Zhents to the young noble.)
- "The Weave has been corrupted in this land. Every spell you cast poisons your spirit; if you are not careful, you will become a slave to Shar. Did Syluné not tell you that? I wonder why." (The lich hopes to fool spellcasters into not using their powers.)
- "If you wish to enter the Twisted Tower unseen, use the tunnels beneath the Grinding Gulf. Follow the passage to the north, then turn right at the first branch and march for a mile." (This leads the PCs into the lair of a roper or similar dangerous, hungry monster.)

Tactical Encounter: L10: Alokair's Refuge, page 78. Two gargoyles guard the lich; they hide motionless in two of the alcoves, doing their best to imitate the real statues in the neighboring niches. Allow the PCs DC 20 Spot checks to notice that a gargoyle is not really a statue.

Treasure: Two large iron chests in this room hold 3,300 sp; 2,200 gp; and several settings of lavish gold platters, goblets, and ewers worth a total of 1,200 gp. The bookshelves hold Alokair's spellbooks, as well as a variety of rare and interesting tomes of great age; of these, several are very valuable, and are worth 300 gp collectively. The *crystal ball* before Alokair's throne is the real thing, but it does not function in this room due to the protective lead sheeting Alokair installed in this part of his lair. The lich must take the *crystal ball* outside the gauntlet to get outside the divination-blocked area.

Alokair's Phylactery: The lich hides his phylactery in a secret compartment (Search DC 30) beneath the pedestal of the southernmost statue. The compartment is lead-lined, so a *detect magic* spell does not reveal the presence of anything magical in or around the statue.

Development: If the PCs defeat Alokair but fail to find his phylactery, the lich rejuvenates in 1d10 days. You can assume that he has a hidden cache somewhere in the Grinding Gulf or the nearby Underdark from which he can replace some of his equipment with similar gear that is not quite as powerful.

Ending the rite

When the characters destroy the caged wights powering the dead magic rite, they stabilize the Weave—the zone of attenuation ceases to grow, but the situation does not improve, either. If Esvele or Alokair survives, either can restart the rite by trapping more spellcasters and picking up right where they left off, assuming that Esvele still holds the *shadow shard*.

In order to undo the harm that the Sharrans have already done, the dead magic zone created by the Sharran rite must be destroyed. The only way to do that is to use a *wish* or *miracle* spell from outside the affected area, or to call upon the *silver fire* of one of the Chosen of Mystra—most likely Syluné, assuming the PCs succeeded in freeing her spirit in Chapter 1. Note that simply removing the *shadow shard* does not suffice, because the

rite is already farther along than it was in *Cormyr: The Tearing of the Weave*.

If one or more of the PCs is carrying Syluné's Kiss when the wights are destroyed, the Witch of Shadowdale bestows one last gift in order to repair the injury done to the Weave.

Read the following to the player whose character is carrying the Kiss:

When the last of the caged wretches disappears into gray ash and wisps of shadow, you feel a strange unseen presence nearby, and your cheek burns with an intense chill. A voice seems to whisper in your ear: "Well done, dear friend! Now one more task remains: You must employ for me Mystra's silver fire to repair this wound in the Weave. Only thus can the servants of Shar be foiled. Will you do this for me?"

Assuming the character agrees to Syluné's behest, the Witch of Shadowdale pours all the power that remains to her into him or her in order to extinguish the dead magic zone.

A cold white fire suddenly erupts from your eyes, your hands, from all over your body. In a great searing blast it leaps forth to scour out the inky blot of nothingness in the cavern's heart. For a moment the shadow and the silver fire strive against each other, but then the fire wins out: The black sphere vanishes just as the fire gutters away to nothing. Syluné's voice whispers, "It is done. . . . Now, I beg you, unmask the false lord and free the dale I love. My strength is at an end. . . . Farewell." Then her presence is gone.

concluding the chapter

So passes Syluné, the Witch of Shadowdale. From here, the PCs can choose to strike against the drow of House Dhuurniv (see Chapter 4) or attempt to raise the dale against the Zhents (see Chapter 5). They are most likely to succeed if they first defeat the drow and open a route into the depths of the Twisted Tower and then "unmask" Lord Amcathra as possessed or no longer in possession of the true *pendant of Ashaba*.

Designer's Note

We expect the PCs to be around 11th level at this point in the adventure, so an EL 15 encounter is about the toughest encounter you would really want to throw at your players. If the PCs are unusually strong, or haven't suffered much attrition of resources so far in this part of the adventure, go ahead and run the encounter as given—but if the PCs have had a hard time up to this point, you can choose not to run this encounter now.

So, how might the situation change? First, Alokair is nothing if not interested in preserving his own hide. Confronted by a band of characters, the lich might decide to teleport away and avoid battle. Or, you might decide that

Alokair is more interested in talking than fighting; rather than attacking the PCs to drive them out, he might simply command them to leave. After all, the lich has little loyalty to his Sharran allies or the Zhents outside his lair and cares little what happens once intruders depart his demesne.

If a fight breaks out anyway, you might have Alokair decide to "take it easy" on the PCs. If the lich gains the upper hand, he can offer the PCs a truce—he will spare their lives and allow them to leave in peace in exchange for a choice magic item or two. Alokair's enchantment spells (especially *mass suggestion*) are especially useful for getting hardheaded PCs to depart his lair in peace.

AŁOKKAIŘ'S ĐOORKEEPER

Encounter Level 10

setup

If the PCs tried to force the front door open or dislodge the blockage in the thieves' tunnel and failed, Longjaws is ready for trouble; allow the behir a Hide check. Characters who successfully spot the behir aren't surprised, but other characters can't act in the surprise round. If the PCs open the front door or dislodge the coffin lid on their first attempt, roll initiative normally. The PCs can surprise Longjaws if they know it's waiting in the room and find a way to enter without making noise first.

This creature seems to be some sort of huge armored snake, but it has a dozen short, stubby clawed legs folded close to its body.

Tactics

If the behir surprises the characters, it moves up next to the door they are entering by and tries to fight them off as they come in. It saves its breath weapon until it sees an opportunity to catch two or more characters in the line, looking for a chance to breathe into the tunnel mouth, or out the front door. Longjaws tries to grab and swallow a strong-looking character early in the fight.



FEATURES OF THE AREA

Doors: These stone double doors are 4 inches thick (hardness 8, 60 hp, break DC 28). The doors to the west are locked (Open Lock DC 30); the inner doors are unlocked.

LONGJAWS

CR 10

hp 138 (12 HD)

Advanced dark behir

NE Huge magical beast (extraplanar)

Init +1; **Senses** darkvision 60 ft., superior low-light vision, scent; **Listen** +4, **Spot** +7

Languages Common

AC 21, touch 9, flat-footed 20

Immune electricity, trip

Resist cold 10

Fort +14, **Ref** +9, **Will** +6

Speed 50 ft. (10 squares), climb 25 ft.

Melee bite +18 (2d6+12)

Space 15 ft.; **Reach** 10 ft.

Base Atk +12; **Grp** +28

Atk Options Power Attack, constrict 2d8+8, improved grab (bite), rake (6 claws +18 melee, 1d4+4 each)

Special Actions breath weapon, hide in plain sight, swallow whole

Abilities Str 26, Dex 13, Con 22, Int 7, Wis 14, Cha 12

Feats Alertness, Improved Natural Armor, Improved Natural Attack (bite), Power Attack, Track

Skills Climb +16, Hide +13, Listen +4, Move Silently +7, Spot +7, Survival +2

Breath Weapon (Su) 20-ft. line, once every 10 rounds, damage 7d6 electricity, Reflex DC 22 half.

Constrict (Ex) Longjaws deals 2d8+8 points of damage with a successful grapple check. It can make six rake attacks against a grappled foe instead.

Hide in Plain Sight (Ex) Longjaws can use the Hide skill even while being observed (except in natural daylight, the area of a *daylight* spell, or a similar effect).

Improved Grab (Ex) To use this ability, Longjaws must hit a creature with its bite attack. If it wins the grapple check, it establishes a hold and can attempt to constrict, swallow, or rake the opponent in the following round.

Rake (Ex) Six claws, attack bonus +18 melee, damage 1d4+4.

Superior Low-light Vision Quadruple the effective radius of bright light and of shadowy illumination for Longjaws.

Swallow Whole (Ex) Longjaws can try to swallow a grabbed Medium or smaller opponent by making a successful grapple check. A swallowed creature takes 2d8+8 points of bludgeoning damage and 8 points of acid damage each round. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points to Longjaws' gizzard (AC 15). Once the creature exits, muscular action closes the hole. Longjaws' gizzard can hold 2 Medium or 8 Small creatures.

Improvised Door: Longjaws blocks this small tunnel with a broken sarcophagus lid (hardness 8, 30 hp, Strength DC 16 to move). The behir pulls it aside to use the tunnel, and replaces the lid when it returns.

Vaulted Chamber

Encounter Level 9

setup

Two gargoyles are crouching in the passage above the vault's apex, keeping watch on the room below. Two more are lurking in area 11, about 40 feet away through the passageway above the vaulted chamber. They roll initiative at the end of the first round of combat and can act normally in the second round.

Make a Hide check for the two gargoyles keeping watch. Allow the PCs an opposed spot check to detect the gargoyles. If they fail, the two gargoyles surprise the PCs.

These ferocious winged monsters have horned heads, long claws, and stony hides. They carry powerful bows in their thick talons.

Tactics

The two gargoyles standing watch by the shaft in the room's ceiling begin with a volley of *screaming bolts* (DMG 227); all enemies within 20 feet of the bolt's path (any-



FEATURES OF THE AREA

Doors: These stone double doors are 4 inches thick (hardness 8, 60 hp, break DC 28).

Vaulted Ceiling: This room is 30 feet high. The walls are crumbling masonry (Climb DC 20), but the opening to the shaft leading up is in the center of the room and can't be reached by a climber on the wall.

body in area 5, in other words) must succeed on a DC 14 Will save or become shaken. After that, the gargoyles shift to their flaming bolts. As long as they are in the passageway above the shaft, the gargoyles have cover against attacks from below. By moving around the shaft, the gargoyles can line up shots on targets in any part of area 5.

If a gargoyle absorbs a spell, it chooses the *might* or *life* benefit. On its next turn it drops its crossbow in the passageway and leaps down to engage the characters in melee.

The gargoyles from area 11 can't crowd into the small space above the shaft while the original two are fighting here, so they hang back in area 11. They replace the original snipers if those gargoyles are defeated or descend to melee with the intruding characters.

4 STONE WATCHERS

CR 5

hp 66 each (6 HD); DR 10/magic

Advanced spellwarped^{MM3} gargoyles
CE Medium aberration (augmented monstrous humanoid)
Init +3; Senses darkvision 60 ft.; Listen +8, Spot +8
Languages Common, Terran

AC 19, touch 13, flat-footed 16

SR 17; spell absorption

Fort +8, Ref +8, Will +5

Speed 40 ft. (8 squares), fly 60 ft. (average)

Melee 2 claws +10 each (1d4+4) and

bite +8 (1d6+2) and

gore +8 (1d6+2)

Ranged mwk light crossbow with +2 *flaming bolt* +13
(1d8+2 plus 1d6 fire/19–20) or

Ranged mwk light crossbow with *screaming bolt* +13 (1d8+2 plus Will DC 14/19–20) or

Ranged mwk light crossbow +12 (1d8/19–20)

Base Atk +6; Grp +10

Special Actions freeze

Abilities Str 19, Dex 16, Con 22, Int 10, Wis 11, Cha 7

Feats Multiattack, Toughness, Weapon Focus (light crossbow)

Skills Hide +19, Listen +8, Spot +8

Possessions masterwork light crossbow with 5 +2 *flaming bolts*, 2 *screaming bolts*, and 10 bolts

Freeze (Ex) A gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 spot check to notice the gargoyle is really alive.

Spell Absorption (Su) Whenever a spell fails to penetrate a spellwarped creature's spell resistance, the creature gains one of the following benefits.

Might: The creature gains a +4 enhancement bonus to Strength for 1 minute. This increases its melee attack to: 2 claws +12 each (1d4+6) and bite +10 (1d6+3).

Agility: The creature gains a +4 enhancement bonus to Dexterity. This increases its AC to 21, touch 15, and increases its ranged attack to +14.

Life: The creature gains temporary hit points equal to 5 × the level of the failed spell.

HALL OF ARMS

Encounter Level 10

setup

The helmed horrors stand motionless in the indicated spots, resembling suits of full plate armor. They do not act until they are attacked or an intruder approaches within 15 feet. Make a Bluff check for the helmed horrors (+7 modifier, including a bonus for the ideal background), and ask the PCs for Sense Motive checks. Characters who do not equal or beat the helmed horrors' Bluff check results are surprised when the horrors attack.

Two intimidating figures dressed in ancient, tarnished plate armor stand guard, icy swords clutched in their armored gauntlets. A strange purple radiance gleams from the joints in their armor.

Tactics

The helmed horrors fight in a straightforward manner, simply moving toward the most dangerous foe and attacking in concert. They use their air walk ability to fight 5 feet above the floor, striking down at ground-bound foes. This tactic gives them a +1 bonus on attack rolls for striking from higher ground and prevents them from being flanked by enemies who aren't also up in the air. They are slavishly loyal and fight until destroyed, pursuing foes who flee.

FEATURES OF THE AREA

Doors: These stone double doors are 4 inches thick (hardness 8, 60 hp, break DC 28). Both sets of doors are unlocked, but are heavy and awkward to open (Strength DC 17).

Armor Stand: AC 5; hardness 10; hp 25; break DC 15. A creature standing in the same square as an armor stand gains a +2 cover bonus to Armor Class and a +1 cover bonus on Reflex saves. A stand can be pushed over with a Strength check that equals or exceeds its break DC.

Armor Pieces: Two squares in the corner of this chamber contain a rusty collection of old armor parts, and a *programmed image* spell created by Alokkaïr. When a helmed horror takes damage, the illusion begins. It depicts bits of armor clattering together and slowly assembling into two more helmed horrors (Will DC 23 disbelief if interacted with). The "new" helmed horrors are completed after 5 rounds, and appear to stand guard with weapons readied after that. The illusion fades after 12 rounds.

2 HELMED HORRORS^{LE}

CR 8

hp 94 each (13 HD)

N Medium construct

Init +6; **Senses** darkvision 60 ft., low-light vision, see invisibility; Listen +15, Spot +15

Languages understands Common

AC 26, touch 15, flat-footed 24

Immune construct immunities, *magic missile*, *disintegrate*, *fireball*, *lightning bolt*

Fort +6, **Ref** +6, **Will** +7

Speed 30 ft. (6 squares); air walk 30 ft.

Melee mwk greatsword +16/+11 (2d6+7 plus 1d6 cold/17–20)

Ranged mwk heavy crossbow +12 (1d10/19–20)

Base Atk +9; **Grp** +14

Abilities Str 20, Dex 15, Con —, Int 13, Wis 16, Cha 16

SQ construct traits, rapid repair, weapon power

Feats Great Fortitude, Improved Critical (greatsword), Improved Initiative, Toughness, Weapon Focus (greatsword)

Skills Diplomacy +5, Listen +15, Search +13, Sense Motive +15, Spot +15, Survival +3 (+5 following tracks)

Possessions masterwork greatsword, masterwork heavy crossbow with 20 bolts

Air Walk (Su) As the spell; CL 13th.

Rapid Repair (Ex) A helmed horror that rests for 1 full hour repairs 1 point of damage, as long as it has at least 1 hit point remaining.

See Invisibility (Su) As the spell; CL 13th.

Spell Immunities (Ex) These helmed horrors are immune to *magic missile*, *disintegrate*, *fireball*, and *lightning bolt*.

Weapon Power (Su) The magic that creates a helmed horror endows it with the ability to imbue a melee weapon it wields with a magical power. The effect comes from the helmed horror, not from the weapon, and can be called forth as a free action. These helmed horrors imbue their melee weapons with the frost special ability.



CHASM FLOOR

Encounter Level 10

setup

The setup for this encounter depends on whether the characters reach the chasm floor undetected and if they notice the drow who are near the pack lizards.

Drow spotting the PCs: The drow automatically detect the PCs if the PCs are carrying light sources or if the PCs move within the dark elves' line of sight.

If the PCs aren't carrying lights and stay away from the torches, they might catch the drow by surprise. Have PCs make Hide checks, and allow the drow opposed spot checks to see them. If the PCs aren't sneaking, allow the drow a DC 20 spot check to notice them when the PCs approach within 120 feet. If this check fails, the drow see PCs moving in the open when the PCs approach within 60 feet.

PCs spotting the Drow: Since the drow are standing within the shadowy illumination of an *everburning torch*, allow the PCs to make DC 20 spot checks to notice the drow when the PCs move within 60 feet. If the PCs fail, the drow see them first and hide. The PCs don't see them unless they take an action to attempt a spot check (opposed by the drow's Hide check).

Ambush: If the drow see the PCs but aren't seen themselves, they attempt to ambush the characters. They hide, wait until the PCs approach within 30 feet, and then attack. If the PCs do not come close enough, the drow attack when the PCs look as if they're about to leave the area.

When the PCs see the drow (or the drow spring their ambush), read:

Three sinister figures lurk in the shadows. Short, wiry, and graceful, their skin is jet-black in color, and their hair is a stark white. They wear shirts of fine black mail and carry small crossbows and short swords. Their red eyes gleam with malice.

Tactics

The skirmishers try to begin the fray with the classic drow tactic: One creates *darkness* on a small stone and tosses it into the middle of the PCs, while the other uses *faerie fire* on as many characters as possible (but always especially dangerous-looking fighters) to deprive them of the defensive benefit of being in darkness. Next, the skirmishers use their crossbows to fire poisoned bolts at the PCs, hoping to whittle down their numbers.

Narhaun the warmage begins the fight by casting *Evard's black tentacles*, hoping to immobilize as many foes as possible. He then concentrates on overwhelming any ungrappled PCs with a barrage of *lightning bolt* and *stinking cloud* spells. He uses *Sudden Empower* on the first area-effect damage spell he casts. If he needs to slow down or contain foes that avoid the tentacles, he uses a *sleet storm* spell to immobilize them. He desperately avoids close combat, using one of his potions if he has to.

2 DROW SKIRMISHERS

CR 7

hp 35 each (6 HD)

Drow rogue 2/fighter 4

CE Medium humanoid (elf)

Init +8; **Senses** darkvision 120 ft.; Listen +6, Spot +6

Languages Common, Drow Sign Language, Elven, Undercommon

AC 21, touch 14, flat-footed 17; Dodge

Immune magic *sleep* effects

Resist evasion; **SR** 17

Fort +5, **Ref** +8, **Will** +4 (+6 against spells, spell-like abilities, and enchantments)

Weakness light blindness

Speed 30 ft. (6 squares)

Melee +1 *short sword* +11 (1d6+4/19–20)

Ranged mwk light crossbow +10 (1d8/19–20 plus poison)

Base Atk +5; **Grp** +6

Atk Options poison (drow poison, DC 13, unconscious 1 minute/unconscious 2d4 hours), sneak attack +1d6

Combat Gear 3 doses of drow poison, *potion of cure moderate wounds*

Spell-Like Abilities (CL 6th):

1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 13, Dex 18, Con 12, Int 12, Wis 12, Cha 10

SQ able to notice secret or concealed doors, poison use, trapfinding

Feats Dodge^B, Improved Initiative, Iron Will, Weapon

Finesse, Weapon Focus (short sword)^B,

Weapon Specialization (short sword)^B

Skills Balance +6, Bluff +9, Climb +7, Diplomacy +4,

Disguise +0 (+2 to act in character), Handle Animal +4,

Hide +12, Intimidate +2, Jump +3, Listen +6, Move

Silently +10, Ride +8, Search +6, Spot +6, Sense

Motive +5, Tumble +10

Possessions combat gear plus +1 *mithral chain shirt*, +1 *buckler*, +1 *short sword*, masterwork light crossbow with 20 bolts, small gems and coins totaling 610 gp each

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. On subsequent rounds, they are dazzled as long as they remain in the affected area.

The pack lizards are trained to fight on command, but the drow avoid using them for combat—they don't want to get the valuable creatures or the goods they carry damaged. However, if the fight is going poorly and a PC moves within 10 feet of a lizard, the skirmishers command the creature to attack (Handle Animal DC 10). Although the lizards are tied to the pillar, they have enough slack in their leashes to adjust up to 5 feet from their starting positions. If the lizards take damage, they attempt to break free from their leashes (Strength DC 23) and flee unless halted or commanded to attack by one of their drow masters.

2 PACK LIZARDS^{FRCS}

CR 3

hp 76 each (8 HD)

N Large animal

Init +1; **Senses** darkvision 60 ft.; Listen +4, Spot +4**AC** 16, touch 10, flat-footed 15**Fort** +11, **Ref** +7, **Will** +3**Speed** 30 ft. (6 squares), climb 30 ft.**Melee** bite +12 (2d6+10)**Space** 10 ft.; **Reach** 5 ft.**Base Atk** +6; **Grp** +17**Abilities** Str 25, Dex 13, Con 21, Int 2, Wis 12, Cha 2**Feats** Alertness, Endurance, Improved Natural Armor**Skills** Climb +18, Hide +3 (+7 in cave), Listen +5, Move Silently +7, Spot +5

MAGE NARHAUN

CR 8

hp 41 (7 HD)

Drow wamage^{CAr} 7

NE Medium humanoid (elf)

Init +7; **Senses** darkvision 120 ft.; Listen +2, Spot +7**Languages** Common, Draconic, Drow Sign Language, Elven, Undercommon**AC** 20, touch 13, flat-footed 17**Immune** magic *sleep* effects**SR** 18**Fort** +4, **Ref** +5, **Will** +5 (+7 against spells, spell-like abilities, and enchantments)**Weakness** light blindness**Speed** 30 ft. (6 squares)**Melee** mwk short sword +7 (1d6-1/19-20)**Base Atk** +3; **Grp** +2**Combat Gear** *potion of cure moderate wounds*, *potion of fly*, *potion of invisibility***Wamage Spells Known*** (CL 7th):

3rd (5/day)—*fire shield*, *fireball* (DC 17), *flame arrow*, *gust of wind* (DC 17), *ice storm*, *lightning bolt* (DC 17), *poison* (+6 melee touch, DC 16), *sleet storm*, *stinking cloud* (DC 16), *wind wall*

2nd (7/day)—*continual flame*, *fire trap*, *flaming sphere* (DC 16), *Melf's acid arrow*, *pyrotechnics* (DC 15), *scorching ray* (2 rays, +6 ranged touch), *shatter* (DC 16)

1st (7/day)—*burning hands* (DC 15), *chill touch* (+6 melee touch, DC 14), *magic missile*, *shocking grasp* (+6 melee touch), *Tenser's floating disk*, *true strike*

0 (6/day)—*acid splash* (+6 ranged touch), *disrupt undead* (+6 ranged touch), *light*, *ray of frost* (+6 ranged touch)

* includes only spells from *Player's Handbook*.

Spell-Like Abilities (CL 7th)

1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 8, Dex 16, Con 14, Int 14, Wis 10, Cha 17**SQ** able to notice secret or concealed doors, poison use, wamage edge**Feats** Improved Initiative, Spell Focus (evocation), Sudden Empower^B, Weapon Finesse**Skills** Concentration +12, Hide +9, Listen +2, Search +4, Spellcraft +12, Spot +7**Possessions** combat gear plus +1 *mithral chain shirt*, +1 *buckler*, masterwork short sword, *amulet of health* +2, small gems and coins totaling 830 gp, Narhaun's map

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds Narhaun for 1 round. On subsequent rounds, he is dazzled as long as he remains in the affected area.

Wamage Edge (Ex) Whenever Narhaun casts a spell that deals hit point damage, he adds 2 to the amount of damage dealt.



FEATURES OF THE AREA

Doors: These stone double doors are 4 inches thick (hardness 8, 60 hp, break DC 28). The doors are not locked and open easily.

Rubble: Most of the chasm floor is covered with rubble. It costs 2 squares of movement to enter a square with heavy rubble. Heavy rubble 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 rubble is impossible.

Pillar: 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 pillar 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 pillar does not otherwise affect a creature's fighting space.

DARK LADY'S FOYER

Encounter Level 12

setup

The adversaries in this encounter begin in two different rooms. Two mezzoloths stand guard in area 14, the foyer. In area 15, two acolytes and a knight of Shar stand watch. The development of this battle depends on how the PCs approach these two rooms:

PCs *Ring Bell in Area 14*: Ringing the bell alerts the mezzoloths and the Sharrans. One Sharran acolyte steps up to the spy-slit in area 15 to see who is at the door. Assuming the acolyte can tell that the PCs are intruders, he warns the other acolyte and the knight of Shar, who move to join the mezzoloths in area 14. Then the acolyte

in the spy slit attacks the PCs (most likely surprising them), while the rest wait to defend area 14.

PCs *Storm Area 14*: If the PCs open the door from area 13 quietly (picking the lock or breaking it down under a *silence* spell), they surprise the two mezzoloths in the foyer. If they try to open the door in a noisy manner but fail, they alert the mezzoloths, who take up positions by the door and surprise the PCs when they do make their entrance. If the PCs open the door by force and succeed on the first try, *teleport* into the room, or otherwise get in fast, neither side is surprised.

The Sharrans in area 15 are entitled to Listen checks (DC 6) if a battle breaks out in area 14. Assuming they hear the fighting in the first round, they use the second round to prepare for a fight by casting spells, then move to area 14. They appear at the eastern door at the end of the third round and join the fight in the fourth round.

2 ACOLYTES OF SHAR

CR 6

hp 42 each (6 HD)

Male and female Chondathan human cleric 6 (Shar)

NE Medium humanoid

Init +0; **Senses** Listen +3, Spot +3

Languages Common, Chondathan

AC 24, touch 13, flat-footed 24

Fort +7, Ref +2, Will +8

Speed 20 ft. (4 squares) in full plate, base speed 30 ft.

Melee +1 *heavy mace* +7 (1d8+2)

Ranged mwk light crossbow +5 (1d8/19–20)

Base Atk +4; **Grp** +5

Special Actions rebuke undead (+3, 2d6+7, 6th), spontaneous casting (*inflict* spells) (+5 melee touch)

Combat Gear scroll of *unholy blight* (DC 14)

Cleric Spells Prepared (CL 6th; 1d20+8 to overcome SR):

Shadow Weave Magic

3rd—*bestow curse* (DC 17), *blacklight*^{D, FRCS} (DC 17), *blindness/deafness* (DC 17), *cure serious wounds*

2nd—*blindness/deafness*^D (DC 16), *calm emotions* (DC 16), *cure moderate wounds*, *hold person* (DC 16), *spiritual weapon* (CL 5th, chakram, +7 melee)

1st—*bane* (DC 15), *divine favor* (CL 5th), *protection from good*^D (CL 7th), *sanctuary* (DC 14), *shield of faith*[†]

0—*detect magic*, *guidance* (2), *read magic*, *resistance*[†] already cast

D: Domain spell. Deity: Shar. **Domains**: Darkness^{FRCS}, Evil

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

SQ aura of evil

Feats Blind-Fight^B, Combat Casting, Shadow Weave Magic, Spell Penetration, Weapon Focus (heavy mace)

Skills Concentration +11 (+15 casting defensively), Knowledge (religion) +4, Listen +3, Spellcraft +3, Spot +3

Possessions combat gear plus +1 *full plate*, masterwork heavy steel shield, +1 *heavy mace*, masterwork light crossbow with 20 bolts, 35 gp

2 MEZZOLOTHS^{MM3}

CR 6

hp 95 each (10 HD); DR 10/good

NE Medium outsider (evil, extraplanar, yugoloth)

Init +5; **Senses** darkvision 60 ft., see invisibility; Listen +13, Spot +13

Languages Abyssal, Draconic, Infernal, telepathy 100 ft.

AC 21, touch 11, flat-footed 20

Immune acid, poison

Resist cold 10, electricity 10, fire 10; **SR** 22

Fort +12, Ref +8, Will +7

Speed 40 ft. (8 squares)

Melee +1 *trident* +15/+10 (1d8+4/19–20) or

Melee 2 claws +13 each (1d4+3)

Ranged +1 *trident* +13 (1d8+4/19–20)

Base Atk +10; **Grp** +13

Atk Options Power Attack, aligned strike

Special Actions summon yugoloth

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* (CL 14th, self plus 50 lb.)

Abilities Str 16, Dex 12, Con 21, Int 7, Wis 10, Cha 14

Feats Improved Critical (trident), Improved Initiative, Power Attack, Weapon Focus (trident)

Skills Hide +12, Intimidate +15, Knowledge (the planes) +11, Listen +13, Move Silently +12, Spot +13

Possessions heavy steel shield, +1 *trident*

Aligned Strike (Su) A mezzoloth's natural attacks and any weapon it wields are considered evil-aligned for the purpose of overcoming damage reduction.

Summon Yugoloth (Sp) A mezzoloth can summon another mezzoloth once per day with a 40% chance of success. The new mezzoloth arrives the same round and serves for up to an hour. It cannot use its summon ability during that hour. This ability is the equivalent of a 3rd-level spell.

PCs *Storm Area 15*: If the PCs attack the guardchamber directly, they surprise the Sharrans there. The mezzoloths in area 14 are entitled to Listen checks (DC 6) if a battle breaks out in the adjoining room. Assuming the mezzoloths hear the battle, they teleport directly to area 15 at the end of the second round and join the fray in the third round.

When the PCs encounter the various enemies, read:

Mezzoloth: *This six-limbed insectoid creature stares at you with unblinking eyes that glow red. It holds a large metal trident in two claws.*

Acolyte of Shar: *Dressed in a long black surcoat over dark plate armor, this pallid woman carries a mace and a shield. Her eyes blaze with zealous fervor.*

Knight of Shar: *This tall, lean man wears a breastplate of gleaming black mithral and a dark*

purple cloak with a scalloped hem. His red hair is tied in a long braid, and his face is twisted into a malicious sneer. He fights with longsword and shield.

Tactics

Given the chance to prepare for battle, the acolytes of Shar cast *shield of faith* and Orielen casts *protection from good*.

The mezzoloths are happy to wade into battle after dividing the PCs with *cloudkill* spells. They use *greater teleport* to reach characters trying to hang back from the fight.

The acolytes begin the battle by using *blindness/deafness* or *hold person* against enemy fighters. They save their *blacklight* spells until the mezzoloths are out of the area that would be affected. If an acolyte fights from the spy slit, she uses *spiritual weapon*, *blindness/deafness*, and her scroll of *unholy blight* before resorting to crossbow fire.

Orielen uses his hexblade's curse early and often, skirmishing with the PCs with his Spring Attack feat or using his scrolls to further hinder the characters. The knight of Shar is willing to fight in an acolyte's *blacklight*, since he has *Blind-Fight*. The acolytes can tell the knight where to find his foes and help direct his movement in the darkness.

ORIELEN, KNIGHT OF SHAR

CR 9

hp 63 (9 HD)

Male Chondathan human hexblade^{EW} 9

NE Medium humanoid

Init +2; Senses Listen +0, Spot +3

Languages Common, Chondathan

AC 21, touch 12, flat-footed 19; Dodge, Mobility; *protection from good* (+2 against good)

Resist mettle

Fort +5, Ref +6, Will +7; arcane resistance (+2 against spells and spell-like effects), *protection from good* (+2 against good)

Speed 30 ft. (6 squares)

Melee +1 longsword +14/+9 (1d8+4/19–20)

Ranged mwk composite longbow +12/+7 (1d8+3/+3)

Base Atk +9; Grp +12

Atk Options Blind-Fight, Spring Attack

Special Actions greater hexblade's curse 3/day

Combat Gear *potion of cure moderate wounds*, scroll of *confusion* (DC 8 CL check to activate), scroll of *slow*

Hexblade Spells Known (CL 4th):

2nd (1/day)—*bull's strength*, *mirror image*

1st (2/day)—*entropic shield*, *expeditious retreat*, *mount*, *protection from good*†

† already cast

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

SQ familiar (none at present)

Feats Blind-Fight, Combat Casting^B, Dodge,

Mobility, Spring Attack, Weapon Focus (longsword)

Skills Concentration +7 (+11 casting defensively),

Intimidate +8, Listen +0, Spellcraft +5, Spot +3

Possessions combat gear plus +1 mithral breastplate, +1

large steel shield, +1 longsword, cloak of resistance +1,

masterwork composite longbow (+3 Str bonus) with 20 arrows, quiver, 22 pp, 85 gp

Mettle (Ex) If Orielen 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 negates the effect.

Greater Hexblade's Curse (Su) Three times per day, as a free action, Orielen can unleash a curse upon a foe. The target must be within 60 feet. The target takes a –4 penalty on attack rolls, saves, ability checks, skill checks, and weapon damage rolls. A successful DC 16 Will save negates the effect.

FEATURES OF THE AREA

Front Door: This stone double door is 4 inches thick (hardness 8, 60 hp, break DC 28). It is locked from inside (Open Lock DC 30).

Spy Slit: This narrow window is 10 feet above the ground level outside the front door, and thus out of the melee reach of most characters. An enemy behind the slit has improved cover that gives him a +8 bonus to Armor Class, a +4 bonus on Reflex saves, and the benefit of the improved evasion class feature against attacks from outside.

Pillar, Slender: 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 pillar gains a +2 cover bonus to Armor Class and a +1 cover bonus on Reflex saves. The presence of a slender pillar does not otherwise affect a creature's fighting space.



SHRINE OF NIGHT

Encounter Level 12

setup

Place Urduthar (U) and Lashan (L) in the indicated squares. Neither is immediately visible to characters entering from area 14, since the candles in this room do not illuminate the priest or the nycaloth. However, they can see the door to area 14. If Urduthar and Lashan see the PCs before they are spotted themselves, they launch a surprise attack.

When the PCs see their opponents, read:

Lashan: Large and powerful, this winged, green-skinned creature has four clawed arms and carries a greataxe. Despite its size, it seems quick and agile.

Urduthar: Thick shadows cling to this pale, stocky man. His eyes are featureless dark orbs, and he wears a breastplate of lustrous black mithral.

Tactics

Urduthar begins the battle with his *darkbolt* spell, attacking four separate targets in the hopes of stunning multiple characters. After that, he remains within the boundaries of the *desecrate* and *unhallow* effects while attacking with his spells. He concentrates his spells against characters who are not engaging Lashan, trusting the nycaloth to handle his own enemies. Urduthar favors *greater command* ("Fall!"), *blindness*, and *hold person*. After using ranged spells, he casts *blacklight* and charges into the middle of the characters, allowing his Weave drain to do its work. The priest tries to avoid catching Lashan within

URDUTHAR

CR 11

hp 85 (10 HD)

Male shadowslain* human Chondathan cleric 10 of Shar
* see page 158

NE Medium undead (augmented humanoid)

Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +4, Spot +7

Aura Weave drain

Languages Common, Abyssal, Chondathan

AC 23, touch 12, flat-footed 23; *unhallow* (+2 against attacks made by good creatures)

Resist turn resistance +4, *unhallow* (sonic 10)

Immune magic missile (*brooch of shielding*), undead immunities

Fort +9, **Ref** +7, **Will** +13; *unhallow* (+2 against attacks made by good creatures)

Weakness light sensitivity

Speed 30 ft. (6 squares)

Melee +1 *heavy mace* +15/+10 (1d8+7)

Ranged mwk chakram +10 (1d4+6/x3)

Base Atk +7; **Grp** +11

Special Actions rebuke undead (+5, 2d6+9, 10th), spontaneous casting (*inflict* spells) (+13 melee touch)

Combat Gear scroll of *blade barrier* (DC 12 CL check to activate)

Cleric Spells Prepared (CL 10th); Shadow Weave Magic
5th—*darkbolt*^{D, FRCS} (+11 ranged touch, DC 20), *greater command* (DC 21), *slay living* (DC 20)

4th—*air walk*, *castigate*^{SC}, *divine power*, *freedom of movement*, *unholy blight*^D (CL 11th, DC 18)

3rd—*animate dead*, *bestow curse* (DC 18), *blacklight*^{D, FRCS} (DC 18), *cure serious wounds*, *magic vestment*[†]

2nd—*align weapon*, *blindness/deafness*^D (DC 17), *cure moderate wounds*, *hold person* (2, DC 18), *silence* (DC 17)

1st—*bane* (DC 17), *divine favor* (CL 9th), *doom* (DC 16), *protection from good*^D (CL 11th), *sanctuary* (DC 15), *shield of faith*

0—*detect magic* (2), *guidance*, *read magic*, *resistance*, *virtue*

† already cast

D: Domain spell. Deity: Shar. **Domains:** Darkness^{FRCS}, Evil

Abilities Str 18, Dex 14, Con —, Int 12, Wis 18, Cha 8
SQ aura of evil, shadowstuff armor, undead traits

Feats Blind-Fight^B, Combat Casting, Exotic Weapon Proficiency (chakram), Shadow Weave Magic, Spell Focus (enchantment), Weapon Focus (heavy mace)

Skills Concentration +12 (+16 casting defensively), Heal +9, Hide +14, Knowledge (religion) +8, Listen +4, Spellcraft +14, Spot +7

Possessions combat gear plus +1 *mithral breastplate*, +1 *heavy steel shield*, +1 *heavy mace*, 2 masterwork chakrams, *periapt of Wisdom* +2, *brooch of shielding*, 44 pp, 185 gp

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

Shadowstuff Armor (Su) Urduthar is shrouded in a semisolid armor of shadowstuff that grants him 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 such 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.

LASHAN, NYCALOTH^{MM3}**CR 10**

hp 161 (14 HD); DR 10/good

NE Large outsider (evil, extraplanar, yugoloth)

Init +2; **Senses** darkvision 60 ft., see invisibility; Listen +19, Spot +19**Languages** Abyssal, Draconic, Infernal, telepathy 100 ft.**AC** 23, touch 11, flat-footed 21; **Mobility**, *unhallow* (+2 against attacks made by good creatures)**Immune** acid, poison**Resist** cold 10, electricity 10, fire 10, *unhallow* (sonic 10); **SR** 24**Fort** +16, **Ref** +11, **Will** +11; *unhallow* (+2 against attacks made by good creatures)**Speed** 40 ft. (8 squares); fly 90 ft. (good)**Melee** +2 *greataxe* +18/+13/+8 (3d6+15/×3) and

2 claws +10 each (1d6+5 plus bleeding wounds) or

Melee 4 claws +15 each (1d6+8 plus bleeding wounds)**Base Atk** +14; **Grp** +23**Atk Options** Flyby Attack, Power Attack, aligned strike, improved grab, rake, +15 (1d6+5)**Special Actions** liftoff, *summon yugoloth***Spell-Like Abilities** (CL 14th):At will—*deeper darkness*, *desecrate*, *fear* (DC 17), *invisibility*, *mirror image*, *see invisibility*, *greater teleport* (self plus 50 pounds of objects only)**Abilities** Str 20, Dex 14, Con 25, Int 13, Wis 10, Cha 16**Feats** Alertness, Flyby Attack, Iron Will, Mobility^B, Power Attack, Weapon Focus (*greataxe*)**Skills** Bluff +13, Concentration +17, Diplomacy +13, Hide +8, Intimidate +24, Jump +19, Knowledge (arcana) +11, Knowledge (the planes) +11, Listen +19, Move Silently +12, Search +11, Sense Motive +10, Spellcraft +11, Spot +19**Possessions** +2 *greataxe***Aligned Strike (Su)** Lashan's natural attacks and any weapon it wields are considered evil-aligned for the purpose of overcoming damage reduction.**Environment** Assuming that Lashan does not move beyond 40 feet from the altar, its statistics block includes the effects of the *unhallow* spell. If it moves beyond that range, those effects no longer apply.**Bleeding Wounds (Ex)** A wound from Lashan's claw attack continues to bleed after the injury is inflicted. Each wound bleeds for 1 point of damage per round thereafter. Multiple claw wounds result in cumulative bleeding loss. The bleeding can be stopped only by a successful DC 15 Heal check or the application of any cure spell or other healing spell (*heal*, *mass heal*, and so on).**Improved Grab (Ex)** To use this ability, Lashan must hit with both claw 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 attempt to either rake the grappled target (see below) or use its liftoff ability (see below).**Liftoff (Ex)** If Lashan, while airborne, gets a hold on a nonflying opponent of Medium or smaller size, it can ascend with the grappled creature.**Power Attack** Lashan's attacks includes a -3 attack, +6 damage adjustment for Power Attack.**Rake (Ex)** If Lashan gets a hold, it can make two rake attacks.**Summon Yugoloth (Sp)** Once per day Lashan can summon another nycaloth or 1d3 mezzoloths with a 30% chance of success. This ability is the equivalent of a 3rd-level spell.

the effect of *blacklight* unless the nycaloth has a good target to grapple.

For his part, Lashan first tries to maul several PCs with his claws and axe. When the PCs first injure him, the nycaloth uses *mirror image* or *invisibility*. If Urduthar uses *blacklight*, Lashan is willing to fight blind by resorting to grapple and rake attacks; since both speak Abyssal, Urduthar can call out directions to his ally and direct him toward likely victims without giving away their intentions, unless, of course, one of the PCs happens to speak Abyssal.

FEATURES OF THE AREA

Pillar: 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 pillar 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 pillar does not otherwise affect a creature's fighting space.

Magical Effects: The shrine is protected by two spell effects; the affected areas are indicated on the map.

Desecrate (CL 10th): Undead in the area gain a +2 profane bonus on attack rolls, saving throws, and damage rolls (reflected in Urduthar's statistics). Charisma checks to turn undead in this area take a -6 penalty.

Unhallow (CL 13th): The area is protected by *magic circle against good*. No non-evil summoned creatures can enter the area. All creatures in the area gain a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks made or effects created by good creatures. A *resist energy (sonic)* spell is fixed to the affected area. Charisma checks to turn undead take a -4 penalty (this stacks with the *desecrate* penalty), and checks to rebuke undead gain a +4 profane bonus.

Curtain: AC 4; hp 10; break DC 5. Heavy curtains cover two doorways. A creature adjacent to a curtain gains concealment against attacks from the other side.



SHADOVAR EMISSARIES

Encounter Level 12

setup

Place Irphiina (I) and her two guards (G) in the indicated squares. Irphiina is not illuminated by the lamp near the door and isn't visible to PCs at the door unless they have darkvision. Roll initiative normally; the Shadovars are not expecting an attack. If the PCs open the door silently or otherwise enter the room in an unexpected manner, they might surprise Irphiina and her guards.

If the PCs give away their presence before opening the door (for example, by vandalizing statues in the room outside the door), the Shadovars hear them and get ready for a fight. They will not be surprised when the PCs open the door.

When the PCs see the Shadovar guards, read:

Two human guards stand watch here. They wear exotic plate armor of ancient design finished in glossy black and carry halberds. Both have wands holstered at their sides.

When the PCs see Irphiina, read:

This woman seems human at first glance, but her skin is dusky gray, and dark shadows seem to cling to her. She wears elaborate, exotic robes of crimson and purple trimmed with gold.

IRPHIINA

CR 10

hp 51 (9 HD); fast healing 2

Shade necromancer 9

NE Medium outsider (augmented humanoid [human])

Init +6; **Senses** darkvision 60 ft.; Listen +3, Spot +8

Languages Common, Netherese, Abyssal, Draconic, Elven

AC 22, touch 16, flat-footed 20

SR 20

Fort +11, **Ref** +10, **Will** +10

Speed 50 ft. (10 squares); shadow stride 300 ft.

Melee mwk dagger +7 (1d4+2/19–20)

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

Combat Gear 3 *potions of cure light wounds*, scroll of *cloudkill*, *wand of lesser orb of cold*^{SC} (CL 7th, range 45 ft., +8 ranged touch, 4d8 cold)

Wizard Spells Prepared (CL 9th; 1d20+11 to overcome SR); Shadow Weave Magic

5th—*dominate person* (DC 20), *waves of fatigue*

4th—*burning blood*^{SC} (DC 20), *enervation* (+8 ranged touch), *Evard's black tentacles* (grapple check +17), *fear* (DC 20)

3rd—*haste* (CL 8th), *ray of exhaustion* (+8 ranged touch, DC 19), *slow* (CL 8th, DC 17), *suggestion* (DC 18), *vampiric touch* (+6 melee touch)

2nd—*blindness/deafness* (DC 18), *cat's grace* (CL 8th), *false life*, *ghoul touch* (+6 melee touch, DC 18), *spectral hand*, *web* (DC 16)

1st—*chill touch* (+6 melee touch, DC 17), *grease*, *mage armor*†; *ray of enfeeblement* (+8 ranged touch), *silent image* (DC 16), *true strike*

0—*acid splash*, *detect magic*, *disrupt undead* (+8 ranged touch), *mage hand*, *read magic*

Prohibited schools: abjuration, evocation

† already cast

Spell-Like Abilities (CL 9th):

At will—*invisibility* (self only)

3/day—*mirror image* (1d4+3 images)

Abilities Str 10, Dex 14, Con 16, Int 18, Wis 8, Cha 14

SQ control light

Feats Combat Casting, Craft Wand^B, Improved Initiative, Scribe Scroll^B, Shadow Weave Magic, Spell Focus (necromancy), Spell Penetration

Skills Concentration +14 (+18 casting defensively), Decipher Script +15, Diplomacy +4, Hide +10, Knowledge (arcana) +15, Knowledge (history) +8, Knowledge (the planes) +8, Listen +3, Move Silently +10, Spellcraft +16, Spot +8

Possessions combat gear plus *amulet of natural armor* +2, *headband of intellect* +2, *cloak of resistance* +1, 78 gp, 6 sp

Control Light (Sp) As a standard action, Irphiina can decrease the levels of light within a 100-foot radius of herself by a factor of 90%. This decreases the overall effective range of vision for characters dependent on light by the same percentage. For example, a human can normally see 20 feet by the light of a torch, but if Irphiina decreases the light level, the human could see only 2 feet. This ability lasts for 9 minutes and is the equivalent of a 3rd-level spell.

Shadow Stride (Su) As a move action, Irphiina can vanish from her current location and reappear in any shadowy area within 300 feet as often as once every 2 rounds.

If Irphiina is caught in a *daylight* spell or similarly bright light, her statistics change as follows:

hp decrease by 9; fast healing 0

Senses no darkvision; Listen –1, Spot +4

AC 18, touch 12, flat-footed 16

SR none

Fort +6, **Ref** +6, **Will** +6

Speed 30 ft. (6 squares); no shadow stride

Melee mwk dagger +5 (1d4/19–20)

Ranged +6 touch (by spell)

Spell-Like Abilities none

Abilities Con 14, Cha 12

SQ none

Skills Concentration +13 (+17 casting defensively), Diplomacy +3, Hide +2, Listen –1, Move Silently +2, Spot +4

Tactics

Irphiina prefers to begin a battle by casting *dominate person* against an enemy melee combatant or by using *Evard's black tentacles* in the rear of the attacking PCs, hoping to catch enemy clerics and wizards within the grappling tentacles. She follows this with *enervation* (targeted at a spellcaster) or *ray of exhaustion* (targeted at a nonspellcaster). After that she continues to attempt to control the PCs with her touch spells and rays.

Once the PCs have been weakened with the various necromantic spells at her command, she works on finishing them off with her wand. Irphiina's primary defensive tactic is to stay away from melee using her shadow stride ability; she can only use it once every two rounds, but if she can divide the PCs with *Evard's black tentacles* or her *cloudkill* scroll, she can Shadow Stride from one side of the obstacle to the other in order to stay away from dangerous foes.

The Shadowvar guards begin the fight by using their wands of *scorching ray* or casting *true strike* to prepare for an all-out Power Attack (*true strike* does not have a somatic component, so they suffer no spell failure chance when casting that spell). This tactic increases their attack bonus with Power Attack to +26. They can repeat either tactic multiple times. They expect Irphiina to move around the battlefield a lot, so they tend to pick a good spot and hold their ground, trusting that the shade will move closer to them when she desires their protection.

Early in the fight, Irphiina is very careful of her bodyguards, and avoids catching them in areas of effect. Once her bodyguards have been bloodied or seem close to falling, she no longer takes any great pains to avoid hitting them with her spells.

2 SHADOVAR GUARDS

CR 7

hp 54 each (7 HD)

Male human fighter 6/sorcerer 1

NE Medium humanoid

Init +1; Senses Listen +0, Spot +0

Languages Common, Netherese

AC 20, touch 11, flat-footed 19

Fort +7, Ref +3, Will +6

Speed 20 ft. (4 squares) in full plate, base speed 30 ft.

Melee +1 halberd +11/+6 (1d10+7/×3)

Ranged wand of *scorching ray* +7 touch (4d6 fire)

Base Atk +6; Grp +9

Atk Options Blind-Fight, Cleave, Power Attack

Combat Gear wand of *scorching ray* (20 charges), *potion of cure moderate wounds*, scroll of *greater invisibility* (DC 8 CL check)

Sorcerer Spells Known (CL 5th, 35% spell failure chance):

1st (4/day)—*burning hands* (DC 12), *true strike**

0 (5/day)—*detect magic*, *light*, *ray of frost* (+7 ranged touch), *read magic*

* No somatic component, so not subject to spell failure

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

SQ familiar (none at present)

Feats Blind-Fight^B, Cleave^B, Combat Casting, Iron Will, Power Attack, Practiced Spellcaster^{CA}, Weapon Focus (halberd)^B, Weapon Specialization (halberd)^B

Skills Concentration +4 (+8 casting defensively),

Intimidate +6, Listen +0, Ride +6, Spellcraft +3, Spot +0

Possessions combat gear plus +1 full plate, +1 halberd, 7 gp, 12 sp

FEATURES OF THE AREA

Pillar: 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 pillar gains a +2 cover bonus to Armor Class and a +1 cover bonus on Reflex saves. The presence of a pillar does not otherwise affect a creature's fighting space.

Ledge: A 5-foot-high ledge runs along the room's west, north, and east walls. Characters must use a move action to climb from the lower floor to the ledge, unless they use the stairs. Characters who attack a foe below them gain a +1 bonus on attack rolls for being on higher ground.

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.

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.

Table/Bunkbed: It costs 2 squares of movement to enter these squares. A Medium character can hop up on top of a table or the bed 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 or the bed 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.



WATCHFUL DEAD

Encounter Level 9

setup

The direguards (D) and the flameskulls (F) begin the encounter concealed in the illusory alcoves indicated on the map.

If a character sets foot on the uppermost tier of the room without first speaking a password (“*Nimure tel kanda Hlontar*,” or “Hlontar shall arise again,” in Thorass), the undead guardians step through their illusory walls and attack. Allow each PC a DC 20 spot check to catch a last-second glimpse of the attacking undead and avoid being surprised. Characters who fail the spot check cannot act in the surprise round.

If the PCs notice the *illusory walls* or otherwise detect the room’s guardians before they spring their attack, they surprise the direguards and flameskulls. The undead do not attack intruders in this room unless they are attacked first or someone reaches the top tier without speaking the password.

BLINKING DIREGUARDS

The direguards have an unusual defense: They can use *blink* as a spell-like ability. Here’s a quick reminder of the important advantages and disadvantages of the *blink* spell.

- Physical attacks against them have a 50% miss chance; if the attacker can strike ethereal targets or see invisible creatures, the miss chance is only 20%.
- The direguards strike as invisible creatures (+2 bonus on attack rolls, and opponents are denied their Dexterity bonus to AC).
- The direguards’ attacks have a 20% miss chance.
- Individually targeted spells against the direguards have a 50% chance to fail unless the attacker can target invisible, ethereal creatures.
- The direguards take only half damage from area attacks (but full damage from those that extend onto the Ethereal Plane).
- The direguards’ speed is reduced to 20 feet (4 squares). They can move through solid objects (including squares occupied by PCs), but there is a 50% chance per square they enter that they are shunted off to the nearest open space and take 1d6 points of damage.

In general, you can assume that PCs do not notice an *illusory wall* unless they have some reason to interact with the wall and potentially disbelieve it. For example, a character examining the room with *detect magic* or *arcane sight* has reason to be suspicious and should get a Will save to see through the walls. Similarly, a character feeling his way along a wall is also entitled to a Will save to notice the illusion.

When the direguards and flameskulls appear, read:

Direguard: A black skeleton clutches a longsword in one bony hand. It is encased in a shimmering field of purple-black energy.

Flameskull: This appears to be the animated skull of a human, wreathed in evil green flame. It hovers in the air with emerald gleams of malice dancing in its empty eye sockets.

4 ADVANCED DIREGUARDS^{LE}

CR 4

hp 65 each (10 HD); DR 5/bludgeoning

NE Medium undead

Init +1; Senses darkvision 60 ft., see invisibility; Listen +12, Spot +12

Languages understands Common

AC 20, touch 14, flat-footed 19

Immune undead immunities, cold

Fort +5, Ref +4, Will +8

Speed 30 ft. (6 squares)

Melee mwk longsword +11 (1d8+4/19–20) and claw +4 (1d4+2) or

Melee 2 claws +9 each (1d4+4)

Atk Options Power Attack

Base Atk +5; Grp +9

Spell-Like Abilities (CL 10th):

Once per 3 rounds—*magic missile*

Once per 10 minutes—*blink*

Abilities Str 18, Dex 12, Con —, Int 11, Wis 12, Cha 13

SQ undead traits, force armor, see invisibility, *stone bones*

Feats Combat Casting, Great Fortitude, Power Attack, Weapon Focus (longsword)

Skills Concentration +11 (+15 casting defensively),

Hide +11, Listen +12, Move Silently +11, Spot +12

Possessions masterwork longsword

Force Armor (Su) A direguard is surrounded by a shadowy, translucent field of force that grants it a +3 deflection bonus to AC.

See Invisibility (Su) As the spell; CL 13th.

Stone Bones This direguard gained a +3 natural armor bonus to AC from a casting of the *stone bones*^{MAG} spell.

Tactics

The direguards and flameskulls are not simply mindless automatons; they fight with cold, fearless calculation, quickly seizing on any opportunities offered them by the characters.

The direguards begin the fight by riddling the PCs with *magic missiles*, concentrating their attacks on spellcasters in the back ranks—especially clerics or other characters who wear or carry holy symbols. In the next round they use their *blink* ability or engage in melee, as circumstances warrant. The direguards attempt to fight through enemy fighters and get into melee with spellcasters (and won't hesitate to *blink* to move through squares occupied by PCs).

The flameskulls use the high ceiling in the room to good advantage, hovering out of easy reach. They use *ray of exhaustion* against enemy fighters and protect themselves with *mirror image* as needed. They save their *fireball* spell-like ability until they can blast multiple characters without damaging their direguard allies. The flameskulls are immune to fire, so they do not hesitate to target each other in these blasts.

2 ADVANCED FLAMESKULLS^{LE} CR 5

hp 52 each (8 HD); DR 5/bludgeoning; fast healing 2

NE Tiny undead

Init +8; Senses darkvision 60 ft.; Listen +12, Spot +12

Languages Common, Draconic, Infernal, Lorriss

AC 19, touch 16, flat-footed 15

Resist turn resistance +4; SR 19

Immune undead immunities, cold, fire, electricity

Fort +2, Ref +6, Will +7

Speed fly 50 ft. (10 squares) (good)

Ranged 2 rays +10 touch each (1d8 fire)

Base Atk +4; Grp -8

Atk Options Point Blank Shot, Precise Shot

Spell-Like Abilities (CL 8th)

At will—*detect magic*, *mage hand*, *ray of frost* (+10 ranged touch)

3/day—*blur*, *magic missile*, *ray of exhaustion* (+10 ranged touch, DC 15)

1/day—*fireball* (DC 15), *mirror image*

Abilities Str 3, Dex 18, Con —, Int 11, Wis 12, Cha 15

SQ undead traits, rejuvenation

Feats Improved Initiative, Point Blank Shot, Precise Shot

Skills Concentration +13, Hide +23, Listen +12, Spot +12

Rejuvenation (Su) A destroyed flameskull regains its full normal hit points in 1 hour, even if smashed to pieces. To prevent rejuvenation, its remains must be sprinkled with a vial of holy water or subjected to a *dispel magic*, *dispel evil*, or *remove curse* spell. A flameskull's caster level is 14th for the purpose of this dispel check.

FEATURES OF THE AREA

Illusory Walls: Alokair concealed the alcoves where the guardians await with *illusory wall* spells (Will DC 21 disbelief).

Doors: These stone double doors are 4 inches thick (hardness 8, 60 hp, break DC 28). They are not locked.

Stairs, Steep: 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 a DC 10 Balance check 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.

Gong: The gong is simply Alokair's doorbell; when the gargoyles, Sharrans, or Shadovars wish to speak to the lich, they strike the gong. The lich sries the gong to see who is calling or uses the nearby spyhole to peek in on his visitors before coming out to meet his callers, usually entering the room through the large stone door at the eastern end of the hall.



RITUAL CAVERN

Encounter Level 14

setup

The wights begin this encounter in cages suspended from the walls of the ritual pit. They remain where they are until released; releasing a wight requires someone to use a move action when adjacent to the wight's cage.

Esvele and her ritual guards begin the encounter in the locations marked on the map. If the PCs open the door silently or arrange some other stealthy entrance into the ritual cavern, they might surprise the villains; allow Esvele and the guards spot or Listen checks as appropriate to avoid surprise. They do not have a chance to surprise the PCs unless the characters somehow make a lot of noise by the door or otherwise advertise their presence.

When the characters encounter the monsters in this room, read:

Wights: Each iron cage holds an emaciated human corpse with leathery, dessicated flesh. Some slump motionless in their cages, while others grip the bars and stare at you with hungry, malevolent gazes.

Ritual Guards: Two warriors in armor of black plate keep watch here. They have gray skin and dull dark eyes, and thick shadows seem to crawl and twist slowly over their bodies. They carry spiked flails that spark and snap with electricity.

Esvele: This pale, beautiful woman has long, straight black hair and dark eyes. She wears ornate plate armor of black and gold, and carries a heavy iron rod with a head shaped like a serpent.

Tactics

Esvele prefers to stand back at a distance and attack with spells while her ritual guards do the hard fighting. Because she has previously cast *desecrate* in this area, the effect of that spell is figured into the statistics blocks for her and her guardians. She begins the battle by casting *blade barrier* to protect herself with a ringlike wall of blades. Then she uses spells such as *destruction*, *insect plague*, *unholy blight*, and *blindness/deafness* to strike from the safety of the blades. If she is seriously hurt by ranged attacks or spells despite the ring, she uses *blacklight* to protect herself and seeks to attack in melee. Unless desperate, she does not employ the *shadow shard*, since she cannot command any shadowslain creature created in this fashion.

The ritual guards try to stay between Esvele and her enemies, but they do not move outside the area of the *desecrate* effect. They normally use 2 points of Combat Expertise, which is reflected in their statistics block. They make good use of their Improved Disarm and Improved Trip feats, and try to double-team PCs if they can; one guard

ESVELE GRAYCASTLE

CR 13

hp 88 (13 HD)

Female Chondathan humanoid cleric 13 of Shar
NE Medium humanoid

Init +5; **Senses** Listen +9, Spot +5

Languages Common, Chondathan

AC 26, touch 11, flat-footed 25

Fort +10, **Ref** +5, **Will** +13

Speed 20 ft. (4 squares) in full plate, base speed 30 ft.

Melee *rod of the viper* +13/+8 (1d8+3 plus poison)

Ranged mwk light crossbow +11 (1d8/19–20)

Base Atk +9; **Grp** +10

Special Actions poison (DC 14, 1d10 Con/1d10 Con), rebuke undead 4/day (+3, 2d6+14, 13th), spontaneous casting (*inflict* spells) (+10 melee touch)

Combat Gear scroll of *unholy blight*

Cleric Spells Prepared (CL 13th); Shadow Weave Magic

7th—*blasphemy*^D (CL 14th), *destruction* (DC 23)

6th—*blade barrier* (CL 12th, DC 21), *create undead*^D (CL 14th), *heal*

5th—*darkbolt*^{D, FRCS} (+10 ranged touch, DC 21), *greater command* (DC 21), *insect plague*, *righteous might* (CL 12th), *wall of stone*

4th—*air walk* (CL 12th), *cure critical wounds*, *dismissal* (DC 19), *divine power* (CL 12th), *freedom of movement*, *unholy blight*^D (CL 14th, DC 19)

3rd—*bestow curse* (DC 19), *blacklight*^{D, FRCS}, *contagion* (+10 melee touch, CL 14th, DC 19), *cure serious wounds*, *dispel magic*, *invisibility purge* (CL 12th)

2nd—*blindness/deafness*^D (DC 18), *cure moderate wounds*, *darkness*, *death knell* (CL 14th, DC 18), *desecrate*[†], *hold person* (DC 18), *resist energy*

1st—*detect good*, *divine favor* (CL 12th), *doom* (DC 17), *entropic shield*, *obscuring mist*, *protection from good*^D (CL 14th), *sanctuary* (DC 16), *shield of faith*

0—*detect magic* (2), *guidance*, *read magic*, *resistance*, *virtue*

[†] already cast

D: Domain spell. Deity: Shar. Domains: Darkness^{FRCS}, Evil

Abilities Str 12, Dex 13, Con 14, Int 11, Wis 20, Cha 12

SQ aura of evil

Feats Blind-Fight^B, Brew Potion, Combat Casting, Improved Initiative, Scribe Scroll, Shadow Weave Magic, Weapon Focus (heavy mace)

Skills Concentration +10 (+14 casting defensively), Diplomacy +5, Heal +9, Knowledge (arcana) +8, Knowledge (religion) +8, Listen +9, Spellcraft +10, Spot +5

Possessions combat gear plus +3 *full plate*, +2 *heavy steel shield*, +1 *heavy mace*, masterwork light crossbow with 20 bolts, *rod of the viper*, *shadow shard**, *gauntlets of ogre power* +2, *periapt of wisdom* +2, *unholy symbol* (500 gp, focus for *destruction*), 30 pp, 55 gp

* see page 152

2 RITUAL GUARDIANS**CR 9**

hp 68 each (8 HD)

Male shadowslain human fighter 8

NE Medium undead (augmented humanoid)

Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +5**Aura** Weave drain**Languages** Common, Abyssal, Chondathan**AC** 22, touch 12, flat-footed 21**Immune** undead immunities**Resist** turn resistance +4**Fort** +7, **Ref** +6, **Will** +3**Weakness** light sensitivity**Speed** 20 ft. (4 squares) in full plate, base speed 30 ft.**Melee** +1 *shock heavy flail* +17/+12 (1d10+12 plus 1d6 electricity/19–20)**Ranged** mwk chakram +11/+6 (1d4+7/×3)**Base Atk** +8; **Grp** +14**Atk Options** Combat Expertise, Combat Reflexes, Improved Disarm, Improved Trip**Combat Gear** *potion of invisibility***Abilities** Str 22, Dex 13, Con —, Int 12, Wis 10, Cha 8**SQ** shadowstuff armor, undead traits**Feats** Combat Expertise, Combat Reflexes^B, Exotic Weapon Proficiency (chakram), Improved Disarm^B, Improved Trip^B, Lightning Reflexes, Quick Draw, Weapon Focus (heavy flail)^B, Weapon Specialization (heavy flail)^B**Skills** Climb +3, Hide +12, Intimidate +9, Jump +5, Spot +5**Possessions** combat gear plus +1 *full plate*, +1 *shock heavy flail*, 2 masterwork chakrams**Light Sensitivity (Ex)** A shadowslain is dazzled in bright sunlight or within the radius of a *daylight* spell.**Weave Drain (Su)** This ability affects spellcasters who use the Weave. At the beginning of her turn, if such 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.

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.

trips or disarms while the other simply attacks. Remember that a ritual guard who trips an opponent gains an immediate melee attack against the now-prone foe, as described in the Improved Trip feat. The guards try to finish their turns within 10 feet of a spellcaster if possible in order to take advantage of their Weave drain ability.

The wights begin the battle caged, and they take no part in the fighting unless Esvele releases them; each cage has a simple release on the bottom that takes a move action to open. The wights are intelligent enough to know that they have little chance to hit a heavily armored opponent, and avoid such targets in order to swarm a wizard, monk, or rogue if possible.

5 WIGHTS**CR 3**

hp 26 each (4 HD)

LE Medium undead

Init +1; **Senses** darkvision 60 ft.; Listen +7, Spot +7**Languages** Common**AC** 15, touch 11, flat-footed 14**Immune** undead immunities**Fort** +1, **Ref** +2, **Will** +5**Speed** 30 ft. (6 squares)**Melee** slam +3 (1d4+1 plus energy drain)**Base Atk** +2; **Grp** +3**Abilities** Str 12, Dex 12, Con —, Int 11, Wis 13, Cha 15**SQ** undead traits, Shadow Weave user**Feats** Alertness, Blind-Fight**Skills** Hide +8, Listen +7, Move Silently +16, Spot +7**Energy Drain (Su)** Living creatures hit by a wight's slam attack gain one negative level. The DC is 14 for the Fortitude save to remove the negative level. For each such negative level bestowed, a wight gains 5 temporary hit points.**Shadow Weave User (Su)** Because these wights were created through a unique Shadow Weave rite, their supernatural abilities are tied to the Shadow Weave, not the Weave. They retain the use of their abilities in dead magic areas, such as the ritual cavern.**FEATURES OF THE AREA**

Cage: Each cage is just large enough for a Medium creature. The iron bars have hardness 10, 30 hit points, and a break DC of 23, but each cage also has a release latch on the underside, out of the occupant's reach. It takes a move action to open the cage. The cages marked each hold a wight; the corpses in the other cages are just corpses.

Ritual Pit: The pit is 10 feet deep. The walls are made of smooth, finely fitted stone blocks (Climb DC 30).

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.



ALOKKAIR'S REFUGE

Encounter Level 15

setup

Alokkair begins this encounter by the worktable in the northeast corner of the room. One gargoyle is in the alcove to the west, and the other is in the middle alcove to the east.

If the PCs enter this room quietly, they have a chance to surprise Alokkair and his guards. If they have to force the door open or otherwise advertise their presence, Alokkair and the gargoyles will not be surprised.

When the characters encounter the monsters in this room, read:

Alokkair: This skeletal creature wears the rotting, rich robes of a mighty wizard long dead. Hateful crimson light dances in its empty eye sockets.

Spellwarped Gargoyles: These ferocious winged monsters have horned heads, long claws, and stony hides. Weird purple-black mottling stipples their gray skin.

Tactics

If Alokkair decides to fight, he proves to be a cagey adversary. The first thing he does is move to a spot near one of the doors in order to secure a line of retreat if one is

ALOKKAIR

CR 15

hp 84 (13 HD); DR 15/bludgeoning and magic

Male human lich wizard 13

NE Medium undead (augmented humanoid)

Init +6; Senses darkvision 60 ft.; Listen +10, Spot +15

Aura fear

Languages Common, Chondathan, Elven, Infernal, Netherese

AC 23, touch 14, flat-footed 21

Immune cold, electricity, polymorph, undead immunities

Resist turn resistance +4

Fort +8, Ref +8, Will +12

Speed 30 ft. (6 squares)

Melee touch +5 (1d8+5 (Will DC 18 half) plus paralysis)

Base Atk +6; Grp +5

Combat Gear scroll of *cone of cold*, scroll of *globe of invulnerability*, scroll of *see invisibility*, wand of *Aganazzar's scorcher*^{FRC} (CL 8th, 20 charges)

Wizard Spells Prepared (CL 13th; 1d20+15 to overcome SR); Shadow Weave Magic

7th—*mass hold person* (DC 23)

6th—*chain lightning* (CL 12th, DC 21), *mass suggestion* (DC 22)

5th—*cloudkill* (DC 20), *feeblemind* (DC 21), *telekinesis* (CL 12th), *teleport*

4th—*confusion* (DC 20), *enervation* (+8 ranged touch), *greater invisibility*, *phantasmal killer* (DC 21), *wall of ice* (CL 12th)

3rd—*clairaudience/clairvoyance*, *dispel magic*, *displacement*, *fly* (CL 12th), *major image* (DC 20)

2nd—*command undead*, *detect thoughts* (DC 17), *misdirection* (DC 19), *scorching ray* (CL 12th), *touch of idiocy* (+5 melee touch)

1st—*charm person* (DC 17), *hold portal*, *protection from good*, *ray of enfeeblement* (+8 ranged touch), *shield*, *shocking grasp* (CL 12th)

0—*detect magic* (2), *mage hand*, *read magic*

Abilities Str 8, Dex 14, Con —, Int 20, Wis 14, Cha 15

SQ familiar (none at present), undead traits

Feats Combat Casting, Craft Wondrous Item^B, Great Fortitude, Improved Initiative, Scribe Scroll^B, Shadow Weave Magic, Spell Focus (illusion), Spell Penetration^B, Sudden Still^{CA}

Skills Concentration +17 (+21 casting defensively), Decipher Script +15, Diplomacy +7, Hide +10, Listen +10, Knowledge (arcana) +20, Knowledge (dungeoneering) +10, Knowledge (history) +11, Knowledge (the planes) +11, Move Silently +10, Search +13, Sense Motive +10, Spellcraft +22, Spot +15, Survival +2 (+4 underground or on other planes)

Possessions combat gear plus *bracers of armor* +4, *ring of protection* +2, *cloak of resistance* +2, 97 gp, 2 sp

Spellbook spells prepared plus 0—all; 1st—*alarm*, *chill touch*, *comprehend languages*, *erase*, *grease*, *identify*, *mage armor*, *unseen servant*; 2nd—*arcane lock*, *blur*, *ghoul touch*, *levitate*, *magic mouth*, *Melf's acid arrow*, *web*; 3rd—*arcane sight*, *haste*, *lightning bolt*, *nondetection*; 4th—*animate dead*, *dimensional anchor*, *illusory wall*, *lesser geas*, *solid fog*; 5th—*dismissal*, *hold monster*, *passwall*, *persistent image*, *prying eyes*; 6th—*acid fog*, *analyze dweomer*, *disintegrate*, *programmed image*, *true seeing*; 7th—*finger of death*, *limited wish*, *phase door*, *project image*

Paralyzing Touch (Su) Any living creature a lich hits with its touch attack must succeed on a DC 18 Fortitude save or be permanently paralyzed. *Remove paralysis* or any spell that can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by a lich seems dead, though a successful DC 20 spot check or a DC 15 Heal check reveals that the victim is still alive.

Fear Aura (Su) Alokkair is shrouded in an aura of death and evil. Creatures of less than 5 HD in a 60-foot radius that look at the lich must succeed on a DC 18 Will save or be affected as though by a *fear* spell from a 13th level sorcerer. A creature that successfully saves cannot be affected again by Alokkair's aura for 24 hours.

needed—he does not want to risk being trapped in the corner behind the table. His preferred opening spell is *mass hold person* to immobilize as many enemies as possible. He follows that with *enervation* or *feblemind* against a spellcaster, and then looks to his own defense by casting *greater invisibility* or *displacement*. After that the lich divides his enemies by means of *cloudkill* or *wall of ice*, chooses one group, and does his best to annihilate it through a combination of enchantments and damaging spells. If necessary, he uses his illusionary spells to further trap and bewilder the PCs; an illusory *prismatic wall* is an excellent way to pin down troublesome foes.

Alokkair saves his *mass suggestion* spell for a last-ditch defense. If seriously injured, he uses the spell to urge the characters to drop what they are holding and flee for their lives until they are safely away from the lair.

The gargoyles are completely loyal to the lich and fight ferociously in his defense. First and foremost, they try to keep enemy melee fighters away from Alokkair. If no PC engages Alokkair in melee, they turn their attention to spellcasters and seek to grapple or disarm them; Alokkair has instructed them to steal magic items away from careless characters if the opportunity arises.

2 STONE WATCHERS

CR 5

hp 66 each (6 HD); DR 10/magic

Advanced spellwarped^{MM3} gargoyles

CE Medium aberration (augmented monstrous humanoid)

Init +3; Senses darkvision 60 ft.; Listen +8, Spot +8

Languages Common, Terran

AC 19, touch 13, flat-footed 16

SR 17; spell absorption

Fort +8, Ref +8, Will +5

Speed 40 ft. (8 squares), fly 60 ft. (average)

Melee 2 claws +10 each (1d4+4) and

bite +8 (1d6+2) and

gore +8 (1d6+2)

Ranged mwk light crossbow +12 (1d8/19–20)

Base Atk +6; Grp +10

Special Actions freeze

Abilities Str 19, Dex 16, Con 22, Int 10, Wis 11, Cha 7

Feats Multiattack, Toughness, Weapon Focus (light crossbow)

Skills Hide +11 (+19 in stony environment), Listen +8, Spot +8

Possessions masterwork light crossbow with 10 bolts

Freeze (Ex) A gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 spot check to notice the gargoyle is really alive.

Spell Absorption (Su) Whenever a spell fails to penetrate a spellwarped creature's spell resistance, the creature gains one of the following benefits, chosen at the time that the spell resolves.

Might: The creature gains a +4 enhancement bonus to Strength for 1 minute. This increases its melee attack to: 2 claws +12 each (1d4+6) and bite +10 (1d6+3).

Agility: The creature gains a +4 enhancement bonus to Dexterity. This increases its AC to 21, touch 15, and increases its ranged attack to +14.

Life: The creature gains temporary hit points equal to 5 × the level of the failed spell.

Disarming Items: The gargoyles avoid armed characters and try to snatch items such as wands, rods, or scrolls away from unarmed characters. An unarmed character does not get to make an attack of opportunity if attacked with a disarm attempt (although characters with the Improved Unarmed Strike feat or natural attacks do, since they're never really unarmed). If the subject does not make an attack of opportunity, he is still allowed to make an opposed attack roll to keep control of the item the gargoyle is trying to grab—use the character's base attack bonus and his Strength modifier, or Dexterity modifier if he has the Weapon Finesse feat. Wands are considered light weapons, and staves are two-handed weapons. The gargoyles disarm with their claw attacks (attack bonus +11).

FEATURES OF THE AREA

Stone Worktable: hardness 8; hp 170; break DC 25. The worktable provides cover. If the table is broken, the squares it occupies become heavy debris. It costs 1 extra square of movement to cross the worktable. A creature can attempt a DC 10 Jump check to cross the table without impeding movement.

Door, Stone: 4 in. thick; AC 5; hardness 8; hp 60; break DC 28; Open Lock DC 30.

Wooden Bookshelf: 2 in. thick; AC 6; hardness 5; hp 20; break DC 18.

A character can push over a bookshelf as a standard action. Any creatures in the squares the bookshelf falls into are subject to an attack with a +4 attack bonus, taking 1d6 points of damage if the attack succeeds.

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.





AZMAER'S FOLLY

Land under shadow

For centuries, the drow of Maerimydra have employed the Twisted Tower as a base from which to launch attacks on the elves of Cormanthor, only to be driven back into the depths time and again. In recent centuries, the Maerimydran drow have taken to calling the tunnels beneath the Twisted Tower “Azmaer’s Folly,” so named for last drow marshal to command the Land Under Shadow.

In the wake of Maerimydra’s fall (detailed in *City of the Spider Queen*), the Sharran-brokered alliance between the Zhentarim and the Maerimydran refugees has allowed the drow to reestablish themselves in the Shadowdark beneath the Old Skull. This refuge has given them a strong base from which they hope to influence the ongoing war between the elves of newly reclaimed Myth Drannor and the Vhaeraun-worshipping drow of the Auzkovyn clan and House Jaelre.

In this chapter, the characters explore the Shadowdark beneath the Twisted Tower, seeking to fracture the alliance between the Zhentarim and the Maerimydran drow and lay the groundwork for an assault up into the Twisted Tower from the depths. The PCs have the opportunity to negate several threats to the dale, including swarms of fire spiders with the potential to engulf Shadowdale and/or Cormanthor in flames; drow control of a planar touchstone known as the Font of Spiders; House Dhuurniv gathering the Maerimydran diaspora under its leadership; and the possibility, albeit slight, of Myth Drannor recognizing drow sovereignty in the Land Under Shadow.

Maerimydra is a now-ruined drow city that lies in the Middle-dark of the Deep Wastes, beneath the eastern tip of open land between Voonlar and Myth Drannor.

In –2,600 DR, the Matron Mothers of Maerimydra commissioned the building of the Twisted Tower as a beachhead in the Realms Above. Despite repeated attacks and attempts to stop them by the elves, the drow completed the Twisted Tower in –2,549 DR and claimed the surrounding surface territory, which became known as the Land Under Shadow.

In –2,439 DR, the drow unleashed the Spiderfires, setting the southern Rystall Wood aflame with a swarm of spiders made of arcane fire. A dry summer caused the forest to burn quickly, severing the woods around the Twisted Tower from the larger Rystall Wood (now the much smaller Border Forest) and widening the open lands between the Twisted Tower and Cormanthor.

In –1,950 DR, the elves shattered drow control of the Land Under Shadow, driving them back to the Twisted Tower and the Realms Below. In the centuries that followed, the drow slowly returned, only to be driven into the depths again during the Eleventh Rysar of Rystall Wood (–1,400 to –1,354 DR), although they retained their hold on the Twisted Tower.

From –758 DR to –752 DR, drow attacks on the Rystall Wood and Cormanthor began again in earnest, but only as slash-and-run raids seeking magic, slaves, and destruction. The apparently impregnable Twisted Tower expanded twice again, furthering the might and reach of the Land Under Shadow.

By the Year of Perdition’s Flame (–470 DR), drow-led activities in the Land Under Shadow had grown intolerable, so the elves of Rystall Wood and Cormanthor initiated the Shadow Wars. The conflict lasted until the Year of Shadows Fleeting (–331 DR), when the elves finally broke the greater defenses of the Twisted Tower and destroyed all remaining drow slavers within the tower. The Twisted Tower was left in the hands of good-aligned dark-elf allies, who transformed it into a great temple to Eilistraee within a century. *Ary’Velabr’Kerym*, also known as the *Warblade*, was lost during this great battle, captured by the drow in their slaying of Lord Orym Hawksong during

the fall of the Twisted Tower. The blade and the body of Lord Orym were taken down into the Underdark as spoils of war by the fleeing drow.

In the Year of Coiled Smoke (194 DR), the drow returned to slaughter the defenders of Eilistraee's temple and reclaim the Twisted Tower. The Crown against the Scepter Wars (199 DR–308 DR) forestalled any immediate military response, allowing the drow to fortify their position. Josidiah Starym and his company of bladesingers reclaimed the Twisted Tower in the Year of the Flame Tongue (500 DR), leaving it in the hands of an elf garrison before descending into the Underdark in search of the *Warblade*.

In the decades leading up to the Weeping War (711 DR–714 DR), the drow harried the western and northern reaches of Cormanthor, time and again. The drow and their proxies worked to destabilize minor holdings and sow discord among Cormanthor's neighbors.

In the Year of the Lost Lance (712 DR), the elves began drawing the Army of Darkness into battles with the drow. The elves then negotiated the Spiders' Truce with the drow of House Dhuurniv, ceding the Twisted Tower to the drow in exchange for their aid in harnessing the spiders and magic of the ruined Elven Court against the Army of Darkness. The truce lasted nearly a year, allowing the drow to reclaim the Twisted Tower early in the Year of the Firedrake (713 DR).

For two centuries, the drow ruled the Land Under Shadow from their bastion in the Twisted Tower. Their influence peaked circa 800 DR, as the burgeoning human population in the region gradually forced the abandonment of drow-ruled slave communities in the region. In the Year of the Plough (906 DR), under the leadership of Azmaer, the drow retreated in the face of a human uprising. The last drow marshal of the Twisted Tower

held the citadel against a year-long siege, thanks to supplies brought up from the Underdark, but a slave managed to poison the tower's well. Azmaer was not found among the dead when the tower was overrun, leading some to suggest he retreated to Maerimydra, and others to speculate that he went into hiding rather than face the wrath of that city's Matron Mothers.

The shadowdark

The region of the Upperdark beneath Shadowdale is known as the Shadowdark. It has served as a base for drow activities in Cormanthor since the attack on the Elven Court in –4,400 DR. The Shadowdark is roughly 120 miles in diameter, centered on the village of Shadowdale, and honeycombed with tunnels, subterranean lakes, springs, and areas of geothermic activity.

There are many ways down into the Shadowdark from Shadowdale. In the immediate vicinity of the village of Shadowdale, one can reach the Realms Below by way of Cavenauth (see Appendix 1), the dungeons of Castle Grimstead (see Appendix 1), the Dread Lair of Alokair (see Chapter 3), the cellar of the Old Skull Inn (see Appendix 1), a cave mouth in the north face of the Old Skull (area 7 in this chapter), and the cellars of the Twisted Tower (see Chapter 5). More distant connections between the Dalelands and the Deep Wastes can be found beneath Haptooth Hill in Battledale; in the village of Glen in Mistedale; and in depths of the Dordrien Crypts, on the desolate western edge of the Dagger Hills near Dagger Falls.

In addition to the normal monstrous inhabitants of the Deep Wastes, the Shadowdark is home to over 2,000 refugees from the destroyed drow city of Maerimydra. Composed primarily of drow commoners who fled their city into the Deep Wastes, these bands have recently gravitated to the Shadowdark in hopes of forming a new settlement under the leadership of House Dhuurniv.

Victory points in the Cormanthor War

In the wake of Seiveril's Crusade, the elves have reclaimed Myth Drannor as the seat of a newly reborn kingdom of Cormanthor. The Vhaeraun-worshipping drow of Cormanthor, led by the Auzkoyvn Clan and House Jaelre, fight to claim the forest for their own. As events unfold in this adventure, the main battles of the Cormanthor War unfold to the east, in the vicinity of the Elven Court. The fall of Shadowdale threatens to open a new front in the Cormanthor War, one that the elves of Myth Drannor can hardly afford.

As such, in addition to earning victory points and leading an uprising in Shadowdale, the PCs have the opportunity to earn victory points in the larger Cormanthor War as well, at the DM's option.

1 point: For each of the Matron Sisters of House Dhuurniv killed (Chapter 4).

1 point: Weakening the alliance between the Zhentarim and the Vhaeraun-worshipping drow of the Auzkoyvn clan and House Jaelre by causing Jezz the Lame to flee, under

the impression that the Black Network has in some way betrayed him (Chapter 5).

1 point: Driving the Zhentarim from Shadowdale (Chapter 5).

1 point: Destroying Xullrae Dhuurniv's flame spider swarms before she breeds a sufficient number to engulf Shadowdale and/or Cormanthor in a great conflagration (Chapter 4).

3 points: Restoration of the *Warblade* to Ilsevele Miritar, newly crowned ruler of Myth Drannor (Chapter 4).

If the PCs earn 4 or more points, assume they have won a significant battle in the Cormanthor War. This victory does not tip the scales in favor of the elves, but it does keep the two sides well matched.

If the PCs earn 7 points, assume they have won the equivalent of several significant battles in the Cormanthor War, shifting the advantage to the elves of Myth Drannor, at least for the moment.

niv. Many of the Lolth-worshipping drow who inhabit the great forest of Cormanthor have joined them as well, giving added weight to their numbers.

The Shadowdark is beyond the scope of this adventure, and details of such encampments are left to the DM; a typical encampment might include 2d20 drow commoners of 1st–3rd levels, 2d10 drow warriors of levels 1–3, 1d4 drow sorcerers of 1st–3rd levels, and 1d4–1 drow clerics [Lolth] of 1st–4th levels.

If the PCs decide to start hunting drow bands through the Shadowdark, it should quickly become apparent that although slaughtering individual bands is not overly difficult, doing so has little impact on the overall drow presence and simply gives House Dhuurniv time to cement its hold over the remainder of the drow community. Moreover, the drow, using spells such as *whispering wind*, communicate among themselves and then inform the PCs that they shall avenge each death fivefold among the dalesfolk of the Realms Above, a threat they can easily deliver.

The scattered bands of drow can be dispersed by defeating the leadership of House Dhuurniv, who have gathered beneath the Old Skull in the caverns that have long served the drow as a staging area from which to retake the Twisted Tower time and again. Once word spreads that House Dhuurniv has lost its bastion beneath the Twisted Tower, the majority of the assembled drow populace in the Shadowdark drifts off into the Deep Wastes or the shadows of Cormanthor, once again leaderless.

HOUSE DHUURNIV

In the years leading up to the Weeping War, Laele Dhuurniv, matron mother of House Dhuurniv, led the Maerimydran effort to reclaim the Land Under Shadow. It was her decision to agree to the Spiders' Truce offered by Aolis Ildacer, a senior officer in the elf army, during the Weeping War. Both elves died in the wake of victory in the Starsdark Clashes, Aolis by Laele's poisoned blade and Laele by the killing stroke of Aolis's wife, Amara Ildacer.

In the wake of the Weeping War, House Dhuurniv was shunned by the other drow houses for their activities, despite the fact that its negotiations effectively handed the Twisted Tower back to the drow after many long decades. House Dhuurniv's associations and compromises were seen as far more damning than the accomplishments that resulted from them; Laele's three daughters largely withdrew their forces from Maerimydra to remote strongholds, maintaining only a nominal presence on the city's Noble Plateau.

In the wake of Lolth's Silence and the fall of Maerimydra, House Dhuurniv suddenly found itself the most powerful of the surviving Maerimydran houses. Whereas its rivals were wiped out or nearly so when Kurgoth Hellspawn's army of goblins, ogres, giants, and demons invaded the city, House Dhuurniv suffered few losses as the city descended into chaos. Once the Spider Queen resumed answering their prayers, the Matron Sisters of House Dhuurniv were delighted to discover that they had regained the Spider Queen's favor. In the anarchy that followed the deaths of both Kurgoth Hellspawn and Irac T'sarran,

an albino drow priestess of Kiaransalee, at the hands of a small band of adventurers from the Realms Above, early efforts by House Dhuurniv to resettle the Burning City quickly foundered. The Matron Sisters decided that they needed to found a new settlement outside Maerimydra, where refugees could assemble and rebuild their collective strength before decisively reclaiming their ancestral home.

During their centuries-long exile, the Matron Sisters of House Dhuurniv formed other alliances with surface dwellers, including the church of Shar, in hopes of regaining their house's status. As such, when Esvele Graycastle broached the possibility of an alliance between House Dhuurniv and the Zhentarim, the Matron Mothers agreed, confident that their late mother's tactics had finally been validated.

Following the Zhentarim–Dhuurniv alliance's successful invasion of Shadowdale, House Dhuurniv is now ensconced in the caverns beneath the Twisted Tower. Aunrae Dhuurniv, eldest of the three sisters, is consumed with organizing the Maerimydran refugees gathering in the Shadowdark into a potent fighting force capable of reclaiming their homeland. She also dominates negotiations with other power groups. Her younger sisters support her efforts but are focused on their own projects. The middle sister, Greyanna Dhuurniv, seeks to unlock the mysteries of Azmaer's Folly, while Xullrae Dhuurniv, youngest of the three sisters, seeks to recreate the Spiderfire swarms and consume all Cormanthor in a great conflagration.

The Matron Sisters have initiated several plots from their new base. During the initial invasion of the Twisted Tower, a Dhuurniv agent stole the *pendant of Ashaba*, forcing the Zhentarim to place a false copy around the neck of the now-pliant Mourngrym. Eventually, the drow plan to unmask the Zhentish deception and thereby precipitate a civil war among the surface dwellers. While the Zhentarim fight the dalesfolk, the drow hope to seize the Twisted Tower. Eregul the Freestave correctly suspects the drow's motive for claiming the *pendant of Ashaba*, but for now he can do nothing but protest.

Second, the Matron Sisters are seeking to fracture the alliance between the Zhentarim and the Masked Brigades in the Cormanthor War. Toward that end, the drow have demanded that the Zhentarim feed them information about the disposition of forces for the Auzkovyn clan and House Jaelre. To date, the Zhentarim have been less than helpful, despite their promises, so the Matron Sisters are dangling the return of the *pendant of Ashaba* as a possible reward for such information.

Finally, the Matron Sisters have just initiated a bold plan to resume the Spider's Truce with the elves of Myth Drannor. Although the new ruler of Myth Drannor is justly suspicious of this overture, the Matron Sisters plan to offer her an irresistible gift—the long-missing *Warblade*—in exchange for a commitment to allow them to hold the Twisted Tower unchallenged. Of course, House Dhuurniv intends to turn on the surface elves in the future, but for now the Matron Sisters' primary goal is the defeat of the Vhaeraun-worshipping drow of the Auzkovyn clan and House Jaelre, whose very existence tempts Maerimydran exiles along another path than that offered by House Dhuurniv.

skull subterraneas

The natural caverns beneath the Twisted Tower, known as the Skull Subterraneas, are a warren of twisting tunnels and small caves. The drow have occupied these crawlways periodically for generations and know them intimately. The limestone passages have been well traveled over the centuries, but they remain dangerous for the unwary or those who stray off the beaten path.

There are six known paths leading into the Skull Subterraneas. The most likely path for the PCs to explore leads west from the floor of the Grinding Gulf (see Chasm Floor, page 55), as shown on Narhaun's map (see page 56). A well-worn path leads through the Shadowdark to the base of the Swordthrust Crevice (area 1, below), but the PCs might discover other entrances through a combination of divination and information gathering. Other likely routes include paths through the Shadowdark connecting Cavenauth and the cellars of Castle Grimstead with the crevice leading northwest from the Chasm Bridge (area 21), a secret door in the cellar of the Old Skull connecting with the crevice leading southeast from the Chasm Bridge, the cave mouth high up on the north face of the Old Skull (area 7). The PCs are unlikely to reach the Skull Subterraneas by way of the cellars of the Twisted Tower, which lead to the Chasm Bridge or by the River of Skulls (area 23), which flows north through the Deep Wastes toward the mouth of the River Tesh.

dungeon characteristics

The following general properties apply to the rooms within the Skull Subterraneas unless otherwise noted in a room or encounter description.

Walls: Cavern walls in the Skull Subterraneas are uneven and rarely flat. They are smooth to the touch but filled with tiny holes, hidden alcoves, and ledges at various heights. They're also usually wet or at least damp. It takes a successful DC 15 Climb check to move along an unworked stone wall.

Floor: The floor of most passable tunnels and chambers of the Skull Subterraneas consists of semipacked gravel, with occasional sharp protuberances or loose rocks, and is considered hewn stone with light rubble. A successful DC 12 Balance check is required to run or charge across such a floor. Failure means the character can still act, but can't run or charge in this round. The DC of Tumble checks increases by 2.

Ceiling Height: Ceilings are generally 15 feet high, but heights vary significantly (from as low as 5 feet to as high as 25 feet).

1. swordthrust crevice

If the characters approach this area from the Grinding Gulf (see page 54), read:

The well-traveled tunnel you have been following leads into a low, circular cavern before continuing on into the depths. In the center of the chamber, a hole in the ceiling opens onto a wide, flat ledge scattered with bones and other debris. The ledge forms the natural bottom of a narrow crevice that gradually widens as it leads up into the darkness.

If the characters approach from the Skull Subterraneas, read:

Before you yawns a deep crevice that narrows as it drops far into the depths. Two taut ropes, one just above the floor of the adjacent surface and one several feet in the air, cross the chasm, affixed to iron spikes embedded in the floor and walls.

The Swordthrust Crevice links the Skull Subterraneas with the rest of the Shadowdark by way of the Grinding Gulf (see page 54).

Creature: The crevice is the lair of a shadow spider, selected as a guardian by the Matron Sisters in case of treachery by the shades (such as a shade trying to infiltrate by way of the Plane of Shadow).

Tactical Encounter: F1: Swordthrust Crevice, page 95.

Development: The guards in area 2A come to investigate activity in this area if they make a successful opposed Listen check, with a -12 circumstance penalty, or if the *alarm* is triggered. They do not intervene if they spy the shadow spider in combat, but they do wait to see if it prevails or leaves any interlopers alive.

Treasure: The floor of the chasm is littered with bones, adventuring gear, and a handful of coins, collectively worth 30 gp and all fairly new. Although the PCs might suspect these are the bones of adventurers who fell to their death unaided, in truth they are interlopers who escaped the shadow spider's clutches but not death.

The shadow spider's lair on the Plane of Shadow (coterminous with the spider's niche) contains a random assortment of coins, weapons, and armor (none of it magic or masterwork) worth 437 gp.

2A — 2E. drow guardpost

The small cavern before you serves as a simple guardpost. Bedrolls, cooking utensils, small casks, victuals, arms, and armor are stacked neatly along the walls. A half-dozen drow occupy the room, engaged in games of chance, study, and prayer. A female bearing the symbol of the spider gestures for you to prostrate yourselves immediately.

Creatures: Five drow guardposts are scattered through the Skull Subterraneas. The guards at each post spend the majority of their time on duty, trusting in their sensitive ears and alarms to alert them to intruders. At random intervals each patrol marches through the tunnels, checking the status of the other guardposts and looking for intruders.

Tactical Encounter: F2: Drow Guardpost, page 96.

3. shadowfang's lair

Before you is a large, bowl-shaped cavern. In the center of the chamber lies a dark pool. Dark shadows seem to swirl in the depths of the foul waters, although whether they represent a true threat or a trick of the light is not immediately apparent. A narrow path along the cavern edge encircles the pool.

This chamber serves as the crossroads of the Skull Subterraneas and sees regular traffic.

Creature: Shadowfang, a fang dragon, died during the Dracorage after rashly attacking a band of devils in the vicinity of ruined Myth Drannor. Prior to his death, the wyrm had allied himself with the Church of Shar, in the hope that by embracing Shadow Weave magic he might somehow escape the effects of the Rage of Dragons. Esvele Graycastle had the corpse retrieved and transformed into a shadowslain. She then gave the undead creature to the Matron Sisters of House Dhuurniv as a servitor to encourage an alliance with the Zhentarim. The Matron Sisters accepted the gift with great skepticism, but they have come to believe that Shadowfang truly is an independent agent and that Esvele lived up to her promise. The Matron Sisters have forged an agreement with Shadowfang that requires the shadowslain fang dragon to not attack passing drow or spiders, so long as the drow make regular offerings to its horde.

Secret Door: A secret door (Search DC 20) is located on the south wall. It leads to area 2C.

Tactical Encounter: F3: Shadowfang's Lair, page 98.

Treasure: In the depths of the pool lie the Starym Sapphires. These three rare star sapphires (individually worth 1,000 gp; collectively worth 3,000 gp) were once embedded in Shadowfang's hide but have since fallen loose following his transformation into undead.

4. Hot Spring

The humid air in this area of the tunnels grows increasingly warm and oppressive. The tunnel opens onto a large chamber dominated by a massive structure of terraces made of crystallized stone. Rivulets of hot water run down the ceiling and walls. Steam rises from the places where the terraces catch some of this water.

This cavern holds a naturally occurring hot spring.

Hot: Unprotected characters must make a successful Fortitude saving throw each hour (DC 15, +1 per previous check) or take 1d4 points of nonlethal damage. Characters wearing heavy clothing or any kind of armor take -4 a penalty on their saves.

Boiling Pools: The terraces capture pools of boiling water. Immersion in the scalding water deals 10d6 points of fire damage per round.

5. mud bath

The passage ends in a small, circular cul-de-sac. The floor of the chamber is dominated by a pit of bubbling mud, and dried clay is splattered across the walls and ceiling.

Hidden beneath the caked mud on the far wall is an Elven rune. It reads, "Turn back." At one time it served as a warning that the floor might collapse, but time has both obscured the warning and made it irrelevant.

Bubbling Mud: Immersion in the scalding mud deals 10d6 points of fire damage per round.

Treasure: At the DM's option, further cleaning of the ceiling reveals a map painted centuries ago. The map was created at the command of Josidiah Starym and maps out his intended route into the Underdark to recover the Warblade. DM's with access

to *City of the Spider Queen* can use the map labeled "Dorina's Map" in the tear-out pamphlet at the back of that product to represent the painted map. An accurate copy of this map is worth 500 gp to the right buyer.

6. skull climb

The passage slopes steadily upward at a steep pitch, indicating that you would be well above ground level were you not within the Old Skull itself. The floor is dark and littered with loose rocks embedded in what appears to be dark black clay.

The "clay" is actually bat guano, but the bats have all been slain or driven off by the foul Drake that has recently established a lair in area 7.

7. Zvopua's Lair

Read the following passage if the PCs approach from below. Otherwise, adjust the description to reflect entry from the outside.

As the passage levels off, you spy a large, freshly hewn cave up ahead. On the far side of the cave is a large opening to the sky. A natural spring forms a small pool fouled by large piles of excrement, chunks of rotting flesh, and thousands of slaughtered bat corpses. The water runs out of the cave mouth and over the edge to form a small waterfall in the side of the Old Skull.

This cave is not completely natural, having been expanded at least twice by monstrous inhabitants. The current occupant is Zvopua (see Chapter 5), Eregul's foul Drake steed, although Zvopua only comes here to feed during moondark.

If the PCs mount an ambush for the foul Drake, they might have to wait hours—if not days—for the steed to return. If Zvopua detects the presence of the interlopers lying in wait, it retreats to the Twisted Tower and alerts Eregul.

Cliff Face: Evidence of Zvopua's excavations, large piles of freshly hewn rock and dirt, lie at the base of the waterfall, partially filling the deep pool 220 feet below.

AMBUSHING ZVOPUA

If the PCs decide to wait for Zvopua to return, the foul Drake comes to its lair nightly to feed, although the exact time varies based on Eregul's demands. Use the monster described in tactical encounter U4: Air Support (page 130) for an unsuspecting Zvopua.

8. endless tunnel

Ahead lies an area of absolute darkness.

The drow of House Dhuurniv have renewed the traditional trap employed in this region.

Trap: The "endless tunnel" forms an irregular circle. The drow regularly renew *deeper darkness* spells that cloak the entire circle. In darkness, it is easy to miss both exits from this region, because the entrance to the circular tunnel is at such an oblique angle from behind a rock slab that creatures who are unable or unwilling to dissipate the darkness might unknowingly go

Skull Subterranea and Drow Redoubt, 1 of 3



through the circle a number of times. It takes a successful DC 15 Intelligence check to recognize what is happening.

Drow patrols, particularly the group from area 2A, are trained to lead pursuers into this area and then ambush them from behind.

Secret Door: On the east side of the circle is a secret door (Search DC 20) that leads to area 9.

9. Abandoned Lair

This irregularly shaped cavern is unremarkable, aside from the floor, which has been largely cleared of loose rock and leveled. Wisps of old cobweb adorn the ceiling, and the walls and ceilings are pockmarked with alcoves carved by the swirling waters of some vanished watercourse. There are two obvious exits from the chamber. Against the far wall is the desiccated corpse of a drow-spider hybrid. The corpse is pincushioned with crossbow bolts, suggesting the drow now use it for target practice.

The drider took up residence here some time after the drow last abandoned the Twisted Tower, but was later slain by adventurers.

10. Altar of Xullrae

Read this description if the PCs approach from area 3. Alter the description accordingly if the PCs enter through the hole in the floor.

A narrow passage spirals up in a corkscrew fashion for at least two revolutions at an increasingly sharp angle. The passage ends in a circular room carved from the surrounding granite. In the center of the chamber is a hole leading down to the tunnel below. To one side, a flat piece of obsidian with a bowl-shaped depression in the center forms a simple altar. Lying atop the altar are the blackened bones of a humanoid sacrifice.

One of three traditional altars to Lolth found within the Skull Subterraneans, this one has been adopted by Xullrae. She comes here once a day to perform her devotions. From time to time she offers captured dalesfolk as a sacrifice to the Spider Queen. Her favorite form of sacrifice is to allow her precious fire spiders to swarm atop a bound prisoner, burning him alive.

Spell: The altar is the center of an *unballow* effect tied to a *protection from energy (fire)* spell, available only to worshipers of Lolth.

AMBUSHING XULLRAE

If the PCs decide to wait for Xullrae to return, the Matron Sister comes to the altar daily, accompanied by two fire spider swarms, in time for her midnight devotions. However, Xullrae almost certainly notices if the guardians in areas 2A, 3, or her sisters fall out of contact for an extended period of time. If Xullrae detects something wrong, she meets with her sisters in area 30 to plan the drow response. Use the monsters described in tactical encounter F4: Cavern of Spiderfires (page 100) for an unsuspecting Xullrae.

11. Burial cavern

After a long, winding passage, you come across a wide, low cavern with a clay floor, apparently deposited by a vanished watercourse. Two rows of low, body-sized mounds, many of them with freshly dug clay atop them, suggest there has been recent activity in this area, perhaps to restore a plundered burial cavern or to inter the newly dead.

More than thirty drow lie buried here, and at least two dozen of the corpses have been here for decades or more. House Dhuurniv repaired the graves, plundered years ago by a carrion crawler, and the drow have added several new ones in recent days.

Given limited resources, the Matron Sisters found it expedient to remove everything of value from the corpses, old and new, so digging here accomplishes nothing except to possibly draw the attention of a wandering drow patrol.

12. Damp watercourse

As you advance, the floor continues its downward slope and the tunnel gradually increases in height, width, and humidity. Slow sheets of water run down the walls, leaving behind a beautiful sheen.

This downward-sloping watercourse provides a secret entrance into area 15.

Floor: The clay and the water become increasing slick as the watercourse dives into the earth, necessitating a successful DC 5 Balance check to retain one's footing.

Pool: At the bottom of the slope, the passage ends in a small cavern filled by a deep pool. The pool drains into the depths through tiny passages too small for even a Diminutive creature.

Secret Door: On the roof of the cavern above the pool is a secret door (Search DC 20) that leads to area 14.

13. Cavern of Bats

The passage here widens considerably. Evidence of water passing through the area has been largely erased by signs of a partial cave-in at some point in the past. The ceiling extends up and out of sight.

If it is daytime, read:

Far above you is a single pinpoint of light.

This cavern has long housed large numbers of bats during the day.

Ceiling: The ceiling height in this section of the passage narrows to a height of 100 feet. A small shaft (large enough for a Diminutive or smaller creature) exits atop the Old Skull.

Creatures: A dozen bat swarms make their home in this cavern during daylight hours.

Bat Swarms (12): hp 13 each; *Monster Manual* 237.

14. cavern of spiderfires

The passage opens up into a gigantic cavern, hundreds of feet on a side. Hung from a massive stalactite in the center of the cavern is a ring of flames.

This chamber serves as Xullrae's breeding chamber for the fire spider swarms she hopes to unleash on the great forest of Cormanthor.

Creatures: The "walls" of the *portal* are infested with fire spiders. Xullrae Dhuurniv stands in prayer on a platform behind the *portal*.

Tactical Encounter: F4: Cavern of Spiderfires, page 100.

15. tower climb

The narrow passage slopes steadily upwards, seemingly without end. A keening wind from below makes bearing difficult.

This passage connects Shadowfang's Lair (area 3) with Greyanna's altar (area 16).

Passage: The passage is a tight squeeze, averaging only 2-1/2 feet wide and 5 feet high. Large and larger creatures cannot pass through this area without the aid of magic. Medium creatures move at half normal speed, take a -4 penalty on attack rolls, take a -4 penalty to AC, and cannot share the space with smaller creatures.

Senses: Listen checks within the passage incur a -10 circumstance penalty, due to the wind generated by the pressure differential.

16. Altar of greyanna

Read this description if the PCs approach from area 15 or 18. Alter the description accordingly if the PCs emerge from the pool.

The passage opens into a large, kidney-shaped cavern with high ceilings. Wet, crystalline structures cover the walls, ceiling, and floor. Two passages lead out, and the far end is dominated by a large pool of placid water. A howling wind issues forth from the smaller of the dry passages. To one side, a large slab of rough-hewn, bloodstained granite with a bowl-shaped depression in the center forms a simple altar.

Altar: One of three traditional altars to Lolth found within the Skull Subterraneans, this altar has been adopted by Greyanna. She comes here once a day to perform her devotions. From time to time she offers captured dalesfolk as a sacrifice to the Spider Queen. Her favorite form of sacrifice is to bind victims and then inject them with spider venom.

Spell: The altar is the center of an *unballow* effect tied to a *freedom of movement* spell, available only to worshipers of Lolth.

Pool: The shallow pool of water is very cloudy, suggesting something has significantly disturbed the sediment, and there are many muddy footprints along the edge. A successful DC 15 Search check by someone in the pool reveals a 3-foot-diameter tunnel leading into the depths (to area 17).

Secret Compartment: In the wall behind the altar, about 3 feet from the floor, is a secret compartment, which can be found by a successful DC 20 Search check. The door to the compartment is locked and trapped. The door can be unlocked by pouring liquid on the altar. The liquid seeps through hidden cracks into a compartment below the floor, where it lifts a buoyant lever, releasing the latch on the secret door. After about 10 minutes, the liquid drains away, and the lock resets whenever the door is closed.

Trap: *Glyph of warding* (Search DC 28, Disarm Device DC 28; 3d8 sonic blast, Reflex DC 16). The glyph strikes if a creature attempts to open the door without Greyanna speaking the password first.

Treasure: The drow blade hidden here by the original inhabitants was looted long ago. Greyanna replaced it with a treasure of her own, *Midnight's Moon* (see page 153), and her arcanabula, which contains only the spells she has currently memorized (see tactical encounter F5: Fane of Lolth, page 102).

Ambushing greyanna

If the PCs decide to wait for Greyanna to return, the Matron Sister comes to the altar daily, accompanied by a trio of myrloch *planar allies*, in time for her midnight devotions. However, Greyanna almost certainly notices if the guardians in areas 2D, 3, or 18 or her sisters fall out of contact for an extended period of time. When Greyanna detects something wrong, she meets with her sisters to plan the drow response. Use the enemies described in tactical encounter F5 for an unsuspecting Greyanna.

17. flooded tunnels

As the PCs swim through the underwater tunnels, read:

You can barely see your hands in front of your face in the murky water as you pull yourself along through the narrow passage. The passage branches frequently, forcing you to explore every alcove and dead end before continuing.

As the PCs reach area 17B or area 16, read:

You find yourself surfacing in a shallow pool in the middle of a small cave.

As the PCs reach 17C, read:

As you claw your way along, you find yourself in a larger cavity still submerged, where the murk is especially thick.

This tunnel was deliberately flooded by the drow when they abandoned the Twisted Tower. A natural spring arises at the tip of the southernmost tunnel. A drain in the middle of the tunnel, now hidden beneath the silt, was blocked by the drow, causing the entire tunnel to flood to the level of another natural drain.

Trap: Greyanna has placed a mental *alarm* spell at area 17A.

Tactical Encounter: If the *alarm* is triggered, Greyanna dispatches Azmaer into the flooded tunnels, beginning encounter F5: Fane of Lolth, page 102.

18. fane of Lolth

If the PCs have some form of illumination or the ability to see in the dark, read:

You pull yourself through a narrow aperture in the ceiling into a damp, natural cave coated with spiders on every surface. In the middle of the cavern, a fountain of spiders shoots upward from the cavern floor to spray in every direction. In the center of the fountain stands a drow female cloaked in the garb of a priestess of the Spider Queen. She is flanked by a trio of gaunt arachnids with ivory-yellow chitin that glows a faint greenish yellow and eight eyes shining fiery red.

If Azmaer is present (that is, if Greyanna's *alarm* has not yet been triggered), read:

In the rear of the cavern stands a male drow, wrapped in a thin cocoon of spider silk.

The Fane of Lolth is a natural cavern that houses a planar touchstone known as the Font of Spiders. For millennia, the fane has served as the foundation of drow influence in the Shad-owdark and the Land Under Shadow.

The spiders emerging from the font and coating the walls do not leave the cavern unless physically removed. No matter how many spiders are slain or removed, the number of spiders in the cavern never decreases or increases. Although the sensation of being coated in a swarm of spiders is horrific, the spiders are harmless and do not attack other creatures. However, if any spiders are removed from the cavern, they turn out to be a deadly variety rarely seen in the Dalelands, and they immediately attack.

Creatures: Although Azmaer is widely thought to have ignominiously retreated into the Underdark, either in exile or to face the wrath of the Matron Mothers of Maerimydra, the last drow marshal of the Twisted Tower never actually abandoned his post. Instead, Azmaer voluntarily underwent a form of mummification practiced on rare occasions by the drow, in which the subject is first covered in a thin film of spider webs. All bodily fluids are then sucked from the body by a fiendish spider. For centuries, Azmaer has patiently guarded the Fane of Lolth, awaiting the return of Lolth's favored children to the Twisted Tower.

Greyanna spends much of her time in the Fane of Lolth communing with the Spider Queen, accompanied by a trio of myrlochans^{Mon} she has recruited as *planar allies*. Greyanna is assumed to be located here when the PCs explore this section of the Skull Subterraneans. Greyanna has only recently mastered the higher-order ability of the Font of Spiders, having focused initially on reaching an understanding with Azmaer and finding the natural drain that would allow her to remove the water from area 17. Although the negotiations proved fruitful and Greyanna has acquired a trio of soul spiders as guardians, neither the drow priestess nor Azmaer has managed to find the drain.

Tactical Encounter: F5: Fane of Lolth, page 102.

19. The Labyrinth

This region of the caverns consists of multiples paths and branches constantly branching and reconnecting.

A successful DC 15 Survival check is required to follow the "regular" path through the labyrinth of tunnels.

A successful DC 20 Spot check reveals that the easternmost tunnel, which connects to a pool of water, was created through regular application of disintegration magic by Qiltox. The beholder performed this service on behalf of the drow at Scyllua's command. The drow in area 17 use it as a "backdoor" to ambush creatures approaching area 16 or to circle back around and attack creatures that have driven them into the Labyrinth.

Tactical Encounter: F6: The Labyrinth, page 104.

Creatures: Delgithnar, a quaggoth who serves as House Dhuurniv's spider handler, patrols these passages in arachnid form, along with a brood of four sword spiders.

20. Delgithnar's Lair

A successful DC 20 Spot check is required to notice a deliberately positioned boulder that can be moved aside with a DC 15 Strength check. Once the rock is removed, read:

An irregularly shaped oval opening leads down into a small chamber smelling of rotten meat and refuse and filled with webs. In the center of the chamber is a pile of dirty pelts arranged into a crude bed.

This chamber serves as the lair of Delgithnar and his colony of spiders. If forced to retreat, Delgithnar retreats to his lair, hoping his foes proceed past it, allowing him to regroup and attack from behind with surprise.

AMBUSHING DELGITHNAR

If the PCs decide to wait for Delgithnar to return, the spider handler comes here at irregular intervals with two sword spiders to sleep, leaving two sword spiders to patrol the labyrinth. Use the monsters described in tactical encounter F6: The Labyrinth, page 104, for an unsuspecting Delgithnar.

2E. old guardpost

This encounter is equivalent to areas 2A–2D, except for the two steel-banded, locked doors in short succession that bar passage westward. The western door is barred on the west side.

Strong Wooden Door: 2 in. thick; AC 3; hardness 5; hp 20; break DC 23 (if stuck), DC 25 (if locked).

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

Trap: The eastern side of the western door is trapped with a *symbol of fear*. The pass phrase, "All hail the Dark Lord," is known to Scyllua, Eregul, and the Matron Sisters of House Dhuurniv. Eregul chose it to deliberately annoy Lolth's faithful.

Skull Subterranean and Drow Redoubt, 2 of 3





The Fane of Lolth

Illustration by E. Widemann

21. Chasm Bridge

The hallway opens out onto a ledge above a 30-foot-wide chasm. Immediately opposite the hallway is a single-span, unrailed stone bridge leading over a narrow chasm to another ledge and hallway.

The bridge leads southwest into the cellar of the Twisted Tower, detailed in Chapter 5. The northwestern branch of the chasm wends its way upstream beneath the dale, linking to the surface at Cayenauth and the cellars of Castle Grimstead. Numerous tunnels along the route lead down into the Shadowdark. The southwestern branch of the chasm leads downstream, beneath Elminster's Pool (which drains into the chasm through miniature fissures) to the hidden underground pool just west of the cellar of the Old Skull Inn (see Appendix 1).

Tactical Encounter: F7: Chasm Bridge, page 110.

Creature: Qiltox, a beholder allied with the Zhentarim who fled the cleansing of Myth Drannor, lurks here, guarding the entrance to the cellars of the Twisted Tower.

Treasure: The bottom of the chasm is littered with bones and other detritus not yet swept away by the lazy water flow. Each successful DC 20 Search check recovers 20 gp worth of miscellaneous coins, weapons, and items. A maximum of 200 gp worth of treasure can be recovered.

22. Skull Lake

The passage takes an abrupt dip downward as the air becomes increasingly damp. You enter an extremely large, low, oval-shaped cavern filled by a clear lake. On this side of the lake, the water laps against a wet, rock wall and rock-strewn landing. On the far side is a larger rocky beach from which a pier of piled rocks juts out into the water. To your left, the lake narrows and trails away into the darkness.

There is no evidence of any watercraft or other means of crossing the lake. The drow summon monstrous diving spiders from the depths of the lake to ferry passengers across the lake or along the Skull River. The bottom of the lake drops steadily as one moves toward the middle, reaching a depth of 100 feet in the center.

Creatures: In the depths of the lake dwell four fiendish Huge monstrous diving spiders. They dwell in submerged, air-filled domes and serve House Dhuurniv.

Tactical Encounter: F8: Skull Lake, page 106. The guardians in areas 24 and 25 quickly join any fight in this room, so all three areas are presented in the same tactical encounter.

Treasure: The domes at the bottom of the lake contain a haphazard collection of treasure dropped from the corpses of past prey. The four domes hold coins and objects made of precious metals worth a total of 638 gp.

23. River of skulls

A subterranean river wends its way through the Shadowdark, making long slow curves and turns. The slow current is noticeable but little impediment to determined paddling. The ceiling above the river dips quite low from time to time, forcing you to duck your head periodically.

The River of Skulls has long served as a subterranean highway for the drow of Maerimydra, linking the caverns beneath Shadowdale to the mouth of the River Tesh. This tributary rises up from a spring beneath the Old Skull and makes its way northward for several miles before merging with other subterranean streams to form a languid river, wending its way through the Deep Wastes.

Drow Redoubt

The drow redoubt on the east shore of Skull Lake was carved from natural caverns centuries ago by drow slaves. The drow have reoccupied this bastion each time they have reestablished their control of the Shadowdark.

Dungeon characteristics

The following general properties apply to the rooms within the Drow Redoubt unless otherwise noted in a room or encounter description.

Walls: The hewn stone walls in the Drow Redoubt are rough, with minuscule ledges where fungus grows and fissures where vermin, bats, and subterranean snakes live. When such a wall has an "other side" (that is, it separates two chambers in the dungeon), the wall is usually at least 3 feet thick; anything thinner risks collapsing from the weight of all the stone overhead. It takes a successful DC 25 Climb check to scale a hewn stone wall.

Floor: The floor consists of semipacked gravel and is hewn stone. A successful DC 10 Balance check is required to run or charge across such a floor. Failure means the character can still act, but can't run or charge in this round.

Ceiling Height: Ceilings are generally 20 feet high, but heights vary significantly, from as low as 15 feet to as high as 30 feet.

24. slave quarters

The passage leads into a roughly square chamber with a high ceiling and a passage leading out the far side. Six shallow pools of water, each stocked with pallid, slowly moving cave fish, are scattered about the room. Damp, shallow niches, mostly likely used as sleeping spots, have been rubbed into the cavern floor.

If the alarm in area 22 has not been raised, read:

A dozen fishlike humanoids lie in various states of repose about the chamber. Exotic polearms and heavy wooden shields lie at the ready.

This chamber is home to House Dhuurniv's slave militia, made up of kuo-toa fighters who help shepherd spider-drawn cargo up and down the Skull River.

Creatures: A dozen enslaved kuo-toa fighters make their home in this chamber.

Tactical Encounter: F8: Skull Lake, page 106. The guardians in this room and area 25 quickly join any fight in area 22, so all three areas are presented in the same tactical encounter.

25. Drow male quarters

The passage leads into a roughly rectangular chamber with a high ceiling and two passages leading out the far side. Casks, boxes of supplies, and munitions are scattered about the cave.

If the alarm in area 22 has not been raised, read:

A dozen dark elves are scattered through the cavern. Several are engaged in weapons practice, and others are doing more mundane tasks, or meditating.

This chamber is home to a large contingent of House Dhuurniv's males.

Creatures: Twelve drow fighters dwell in this room. Crossbow-wielding drow each have only one bolt envenomed with drow sleep poison, unless the PCs have failed to intercept the shipment of reagents in encounter L4, Chasm Floor (page 66).

Tactical Encounter: F8: Skull Lake, page 106. The guardians in this room and area 24 quickly join any fight in area 22, so all three areas are presented in the same tactical encounter.

Rear Wall and Door: The rear wall is constructed with tight-fitting stones; it takes a successful DC 25 Climb check to move along it.

In the center of the rear wall is a strong wooden door bound with iron and locked (break DC 23). Iron hinges fasten the door to its frame, and a circular pull-ring in the center is there to help open it. Greyanna and Xullrae have keys to this door, but none of the drow in this room have a key. The door can be unlocked without a key from the east side.

26. Chasm of fire

The door opens onto a narrow ledge overlooking a deep crevice in the floor, from which rises a dull red glow and a sulfurous smell. On the far side of the chasm is a large stone drawbridge in a raised position. Narrow horizontal slits are barely discernible on either side of the drawbridge. A small horn dangles from a post on the entry ledge on which you stand.

A river of lava runs through the depths of this massive deep rift in the earth. The quaggoths do not lower the drawbridge unless someone rings the bell, displays a badge of House Dhuurniv, and is obviously drow (possibly with prisoners).

Chasm: The chasm is 120 feet deep. Creatures that fall into the chasm take 12d6 points of damage from the fall and an additional 20d6 points of fire damage per round from the lava.

Drawbridge: The drawbridge is equivalent to a stone door with pivots near the floor. 4 in. thick; AC 3; hardness 8; hp 60; break DC 28.

The winch mechanism lies behind the far wall in area 27A. It takes a move action to lower the drawbridge, but the bridge does not come down until the beginning of the lowering character's next turn. It takes a full-round action to raise a drawbridge; the drawbridge is up at the end of the action. A successful DC 15 Strength check is required to rotate the winch.

Tactical Encounter: F9: Temple of Lolth, page 108. The quaggoth guards in area 27A fire on creatures attempting to cross the chasm before retreating to area 27 to raise the alarm, so both areas are presented in the same tactical encounter.

27. Temple of Lolth

This walls, floor, and ceiling of this large rectangular chamber are adorned with vaguely spiderlike blackened runes. At the far end of the chamber is a raised dais carved from a solid block of obsidian. Standing atop the dais is a statue of a massive spider with eight blood-red eyes. Below its mandibles is a humanoid-sized depression in the stone.

The Spider Queen's temple has been reclaimed by Aunrae Dhuurniv and now serves as the locus of House Dhuurniv's power in the Shadowdark. Lolth's clerics offer frequent sacrifices on this altar in hopes of keeping the Spider Queen's favor. The eldest of the Matron Sisters also receives emissaries from the various drow bands assembling in the region fairly frequently.

Creatures: Two quaggoth guards stand duty behind the arrow slits on the far side of the chasm, and Aunrae Dhuurniv awaits to punish the intruders who dare to set foot in the temple of Lolth.

Tactical Encounter: F9: Temple of Lolth, page 108. The quaggoth guards in area 27A fire on creatures attempting to cross the chasm in area 26 before retreating here to raise the alarm, so both areas are presented in the same tactical encounter.

Treasure: The deep red spider eyes in the statue are inlaid violet garnets, worth 500 gp apiece.

28. Drow female quarters

This large, rectangular chamber is sumptuously appointed, dominated by chaise lounges draped with soft furs from exotic beasts. Shelves along the walls hold all manner of foodstuffs and libations, as well as instruments of sadomasochistic delight. Human slaves, their legs shackled together, huddle in small groups in the rear of the room.

This chamber houses the priestesses of House Dhuurniv, although Greyanna and Xullrae rarely visit and Aunrae rarely allows the lesser priestesses much time to relax.

Creatures: Fourteen dalesfolk (male and female Chondathan human commoner 1) are imprisoned in this cavern to serve at the pleasure of their dark mistresses.

Dalesfolk (14): hp 2 each.

Treasure: The various furs, exotic libations, and adornments in this chamber are collectively worth 3,000 gp.

29. Bathing quarters

This small, rectangular chamber is dominated by a large bathing pool, filled by the warm waters of a natural hot spring.

This chamber is employed by the drow priestesses of House Dhuurniv for their daily ablutions, as well as more private pursuits with favored slaves.

Secret Door: A secret door (SearchDC 20) is located on the west wall. It leads to a 2-foot-wide stone span across the southern reaches of area 26. The span is slick and hot. Crossing the span requires a successful DC 12 Balance check.

30. summoning chamber

At the far side of the span, a narrow passage leads up into an octagonal area with two opposing alcoves. A narrow passage continues on. Great gouges in the floor suggest this chamber has previously held powerfully clawed beasts.

In times past, this chamber has been used for summoning extraplanar creatures to serve the drow. The Matron Sisters have yet to put this room to use.

31. Throne room

This rectangular room is dominated by a large stone throne encrusted with black pearls and two onyx tables carved with runes. Above the throne is a narrow ledge that holds a pendant in the shape of a silver crescent moon. The southern end of the chamber was once adorned by a great mural, but time and the slow seepage of water has caused it to fade to indistinct blotches of color.

This chamber is the traditional seat of power of the drow marshal of the Shadowdark. The Matron Sisters meet here periodically to plan their efforts to organize the Maerimydran refugees into a potent force in the Shadowdark and discuss ongoing negotiations with the Black Network, the Church of Shar, and a recently opened secret negotiation with the defenders of Myth Drannor.

Secret Door: A secret door (Search DC 20) is located on the south wall. It leads to area 32.

Treasure: The tables are stunning examples of drow craftwork, worth 1,000 gp apiece, but neither is easily moved (each weighs about 1,000 pounds). The stone throne is carved from an upthrust of the cavern floor and cannot be moved. However, if carefully extracted, the six black pearls are worth 500 gp each. The pendant is the *pendant of Ashaba* (see page 151).

Laid out on the tables are a series of maps of the surrounding Shadowdark, with known drow encampments and danger areas marked and labeled. Scattered amid the maps are a series of communiqués, some from the Church of Shar and others from the Zhentarim, as well as a recently received reply from Ilsevele Miritar, the newly enthroned ruler of Myth Drannor.

Skull Subterranean and Drow Redoubt, 3 of 3



SHARRAN COMMUNIQUÉS

A careful reading of the Sharran-authored letters (written in Elven by Esvele Graycastle) reveals a months-long effort by Esvele to form an alliance between House Dhuurniv and the Zhentarim in order to capture Shadowdale. In the letters, Esvele commits the Church of Shar to eliminate Shadowdale's most famous defender, Elminster, thereby allowing the allied Zhentarim and drow of House Dhuurniv to overwhelm Shadowdale while the dale is bereft of its usual defenders. The terms of the alliance require the drow to overrun the Twisted Tower from below and then withdraw, while the Zhentarim march into Shadowdale as "allies."

Once the dale is overrun, Esvele proposes that the Black Network occupy the Twisted Tower and the surface lands of Shadowdale, while House Dhuurniv is given sovereignty over the Shadowdark, including the Skull Subterranean and the Drow Redoubt beneath the Old Skull. The leaders of the drow are identified as Aunrae, Greyanna, and Xullrae Dhuurniv. Esvele repeatedly references their mother's willingness to forge the Spiders' Truce during the Weeping War and hopes the Matron Sisters have the foresight to see the benefits of a similar, unorthodox alliance. Esvele also promises them the "shadow of a wurm" as a guardian in an apparent gesture of good will.

ZHENTARIM COMMUNIQUÉS

A careful reading of the Zhentarim letters (written in Common) reveals an uneasy alliance between the Black Network and House Dhuurniv, exacerbated, in part, by the absence of Scyllua Darkhope, High Captain of the Black Network, who led the Zhentarim assault on Shadowdale. In Scyllua's absence, the leader of the Zhentarim skymages, a freestave named Eregul, seems to be speaking for the Black Network.

In addition to voicing frustration with repeated unanswered requests for an immediate parley with the Matron Sisters, Eregul's letters demand the return of the *pendant of Ashaba*, which an agent of House Dhuurniv apparently recovered during the initial assault on the Twisted Tower. Eregul's letters refer to "Mourngrym and his shadow" and express concern that "the dalesfolk might rise up if Amcathra's pendant is revealed as a fake."

In one of his most recent missives, Eregul implies that the Matron Sisters of House Dhuurniv are deliberately attempting to undermine the legitimacy of Zhentarim control of the dale by retaining the true pendant, and he reminds them of their agreement to cede control of the Twisted Tower to the Zhentarim. In the same letters, Eregul makes a series of excuses about why the Zhentarim have not been supplying House Dhuurniv with significant intelligence regarding the current disposition of forces of the Auzkovyn clan and House Jaelre in the depths of Cormanthor, which Scyllua apparently promised to supply on a regular basis. He also denies that the Zhentarim are forging an even closer alliance with the Vhaeraunites.

SPIDER'S TRUCE COMMUNIQUÉ

The most explosive of the communiqués is a letter from Ilsevele Miritar, ruler of Myth Drannor, apparently in response to a recently received letter from the Matron Sisters of House Dhuurniv proposing the resumption of the centuries-old Spider's Truce. The tone of Ilsevele's letter is very suspicious and includes a reference to the Spider's Truce "ending, as well all know, with the thrust of Laele Dhuurniv's poisoned blade and the avenging riposte of Amara Ildacer's scimitar." Ilsevele all but rejects a proposed trade in which House Dhuurniv offers to betray the Zhentarim and reveal the movements of the Auzkovyn clan and House Jaelre in exchange for Myth Drannor's recognition of longstanding drow claims to the Twisted Tower and the Land Under Shadow. The letter ends with Ilsevele expressing irritation and puzzlement at a hint from House Dhuurniv that the Matron Sisters could return "a powerful elven artifact" to sweeten the deal.

32. Treasure chamber

The secret door opens into a small, rectangular room. Three stone coffers lie on the floor along the eastern wall.

The Matron Sisters of House Dhuurniv keep the bulk of their house's limited supply of treasure hidden in this room.

Creature: House Dhuurniv has long been served by a lodestone marauder, trained centuries ago by their mother as a guardian for her private chapel to Lolth. Its many years of service to the Spider Queen's clerics have given it the Lolth-touched template and allowed it to grow to become one of the most powerful members of its breed. The Matron Sisters are careful to keep it well fed, giving it a balanced diet of unwanted slaves and unprocessed ores.

Tactical Encounter: F10: Treasure Chamber, page 111.

Treasure: The coffers on either end contain 500 pp apiece. The center coffer holds *Ary'Velabr'Kerym* (see page 150), better known as the *Warblade*.

concluding
the chapter

At the conclusion of this chapter, the Black Network's hold on Shadowdale has been gravely weakened. Thanks to the PCs, the Zhentarim are deprived of the allies who helped them conquer the dale, and the cellars of the Twisted Tower lie open to infiltration. Moreover, the PCs have gained valuable intelligence regarding the co-opted Lord Mourngrym Amcathra, and they have halted the progress of the dead magic zone that threatened to engulf the dale.

SWORDTHRUST CREVICE

Encounter Level 12

setup

Place the shadow spider (S) in the indicated space.

When the shadow spider emerges from the shadows, read:

The creature is a huge, shadowy arachnid with a jade-hued body. It has a 15-foot-diameter body and stands roughly 10 feet tall.

Tactics

The shadow spider lurks in the shadows of its lair until the characters attempt the perilous ascent or descent. It attacks the first creature to pass by its niche with its four claws. If

successful in establishing a grapple, it attempts to carry the victim to its lair by using *shadow walk*, paralyzes it there, and then returns to seize another victim. It only returns to its lair to begin eating if there are no more targets or if it is in danger of dying.

FEATURES OF THE AREA

Crevice: The crevice is 150 feet deep. It is roughly 15 feet across at the top, narrowing to a hole 6 feet in diameter at the bottom where it opens onto the shelf below. Halfway down the crevice, a side niche serves as the lair of the creature. Climbing the rough walls of the crevice requires a DC 25 Climb check.

Chasm: Crossing the chasm on the crude rope bridge requires walking across the lower rope when clinging to the upper rope. A successful DC 5 Balance check is required to safely cross the chasm. A character attempting to do so without holding the upper rope must make a successful DC 20 Balance check.

Trap: The top of the crevice is warded with a silent *alarm* spell set by the sorcerer (CL 6th) in area 2A.

SHADOW SPIDER^{MM2}

CR 12

hp 136 (13 HD); DR 10/magic

N Huge magical beast

Init +5; Senses darkvision 60 ft., low-light vision; Listen +5, Spot +6

AC 13, touch 9, flat-footed 12

SR 23

Fort +13, Ref +11, Will +5

Speed 50 ft. (10 squares), climb 30 ft.

Melee 4 claws +19 each (2d4+8) and bite +17 (2d6+4 plus paralysis)

Space 15 ft.; Reach 10 ft.

Base Atk +13; Grp +29

Atk Options Improved Overrun, Power Attack, improved grab, silk slick

Spell-Like Abilities (CL 10th):

At will—*shadow walk* (DC 16)

Abilities Str 26, Dex 13, Con 20, Int 5, Wis 13, Cha 8

Feats Improved Initiative, Improved Overrun^B, Lightning Reflexes, Multiattack, Power Attack

Skills Climb +20, Hide -3 (+17 in shadows), Listen +5, Spot +6

Improved Grab (Ex) If a shadow spider hits an opponent of Large or smaller size with two claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking attacks of opportunity. If it gets a hold, it has the option to conduct the grapple normally, or simply use two claws to hold the opponent (-20 penalty on grapple check, but the shadow spider is not considered grappled).

Paralysis (Ex) Any creature hit by the shadow spider's bite must make a successful DC 21 Fortitude save or be paralyzed for 4 rounds.

Silk Slick (Ex) As a full-round action, a shadow spider can spray a layer of spider silk over any solid surface. It can cover up to 10 squares with this substance, which evaporates in 13 rounds. The slick silk functions in all other respects like a *grease* spell (CL 13th; Reflex DC 21).



DROW GUARDPOST

Encounter Level 11

setup

Place the drow in the indicated squares: C for the cleric Lirdnolu, S for the sorcerer Duagloth, and D for the Dhuurniv scouts.

If the PCs have already intercepted the shipment of drow sleep poison (chapter 2, area 13), the drow have only 1 dose of sleep poison each.

When the characters encounter the drow patrol, and if they can see through the *deeper darkness* effect, read:

Lirdnolu: This humanoid has smooth, black skin and pale white hair. She is slightly shorter and slimmer than a human. She wears a blackened breastplate with an elf-headed spider embossed on it and she carries a light shield with similar decoration.

Duagloth: This black-skinned, white-haired humanoid is slightly shorter and slimmer than a human. He wears a thin, silvery chain shirt and carries a hand crossbow and rapier.

Hairy spider: This arachnid is a hand-sized hairy black spider.

Dhuurniv Scouts: These humanoids also have black skin and white hair. They are slightly shorter and slimmer than humans. They wear thin, silvery chain shirts and carry hand crossbows and rapiers.

HAIRY SPIDER^{MON} FAMILIAR

CR —

hp 8 (6 HD)

CE Fine magical beast (augmented vermin)

Init +2; Senses darkvision 60 ft.; Listen +0, Spot +12

Languages empathic link, speak with master

AC 23, touch 20, flat-footed 21

Immune poison

Resist improved evasion

Fort +2, Ref +4, Will +5

Speed 20 ft. (4 squares), climb 15 ft.

Melee bite +5 (1d2–5 plus poison)

Space 1/2 ft.; Reach 0 ft.

Base Atk +3; Grp –18

Atk Options deliver touch spells, poison (DC 11, 1 Dex/1 Dex)

Abilities Str 1, Dex 14, Con 10, Int 8, Wis 10, Cha 2

Skills Bluff +5, Climb +3, Concentration +9, Hide +26, Jump –5, Knowledge (arcana) +8, Spellcraft +8, Spot +12

LIRDNOLU DHUURNIV

CR 7

hp 30 (6 HD)

Female drow cleric 6 of Lolth

CE Medium humanoid (elf)

Init +3; Senses darkvision 120 ft.; Listen +5, Spot +5

Languages Common, Drow Sign Language, Elven, Undercommon

AC 21, touch 13, flat-footed 18

Immune magic sleep effects

SR 17

Fort +5, Ref +5, Will +8 (+10 against spells, spell-like abilities, and enchantments)

Weakness light blindness

Speed 20 ft. (4 squares) in breastplate, base speed 30 ft.

Melee mwk dagger +6 (1d4+1/19–20 plus poison) or

Melee mwk light mace +6 (1d6+1)

Ranged mwk dagger +8 (1d4+1/19–20 plus poison)

Base Atk +4; Grp +5

Atk Options poison (drow poison, DC 13, unconscious 1 minute/unconscious 2d4 hours)

Special Actions rebuke undead 3/day (+2, 2d6+6, 6th), rebuke spiders 3/day (+2, 2d6+6, 6th), spontaneous casting (*inflict spells*) (+5 melee touch)

Combat Gear 2 doses of drow poison, lesser House Dhuurniv insignia*

* see page 151

Cleric Spells Prepared (CL 6th):

3rd—*deeper darkness*†, *magic circle against good*^D (CL 7th, DC 16), *prayer, protection from energy* (DC 16)

2nd—*cure moderate wounds* (2), *owl's wisdom, silence* (DC 15), *summon swarm*^D

1st—*bless, cure light wounds, inhibit*^{SC} (DC 14), *sanctuary* (DC 14), *spider climb*^D

0—*create water, detect magic* (2), *detect poison, purify food and drink*

† already cast

D: Domain spell. Deity Lolth. Domains: Evil, spider^{FRCS}

Spell-Like Abilities (CL 6th):

1/day—*clairaudience/clairvoyance, dancing lights, darkness, detect good, discern lies* (DC 14), *detect magic, dispel magic, faerie fire, levitate, suggestion* (DC 13)

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

SQ able to notice secret or concealed doors, poison use

Feats Combat Casting, Highborn Drow*, Lolth's Blessing*

* see page 150

Skills Concentration +7 (+11 casting defensively), Diplomacy +7, Knowledge (religion) +7, Listen +5, Search +3, Spellcraft +8, Spot +5

Possessions combat gear plus +1 breastplate, +1 light steel shield, masterwork dagger, masterwork light mace, 23 gp, 1 sp

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds Lirdnolu for 1 round. In addition, she takes a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

Tactics

If the cleric has a few rounds to prepare for combat, she casts *protection from energy (fire)*, *magic circle against good*, *bless*, and *owl's wisdom*. She casts *prayer* once combat begins or seems imminent. The sorcerer attempts to blend in with the scouts before unleashing his spells. The scouts perform a complicated battle dance, regularly exchanging foes in order to exploit their skirmishing skills.

DUAGLOTH SEEREAR

CR 7

hp 16 (6 HD)

Male drow sorcerer 6

CE Medium humanoid (elf)

Init +7; **Senses** darkvision 120 ft; Listen +2, Spot +2**Languages** Common, Draconic, Drow Sign Language, Elven, Undercommon; empathic link

AC 18, touch 13, flat-footed 15

Immune magic *sleep* effects

SR 17

Fort +2, **Ref** +5, **Will** +5 (+7 against spells, spell-like abilities, and enchantments)**Weakness** light blindness**Speed** 30 ft. (6 squares)**Melee** mwk rapier +3 (1d6–1/18–20 plus poison)**Ranged** mwk hand crossbow +7 (1d4/19–20 plus poison)**Base Atk** +3; **Grp** +2**Atk Options** poison (drow poison, DC 13, unconscious 1 minute/unconscious 2d4 hours)**Combat Gear** 4 doses of drow poison, *lesser House Dhuurniv insignia**, scroll of *fireball* (CL 5th)

* see page 151

Sorcerer Spells Known (CL 6th; 10% arcane spell failure chance):3rd (4/day)—*lightning bolt* (DC 17)2nd (6/day)—*mirror image*, *scorching ray* (+6 ranged touch)1st (7/day)—*alarm*†, *magic missile*, *ray of enfeeblement* (+6 ranged touch), *true strike*0 (6/day)—*acid splash* (+6 ranged touch), *detect magic*, *detect poison*, *mage hand*, *message*, *ray of frost* (+6 ranged touch), *read magic*

† already cast

Spell-Like Abilities (CL 6th):1/day—*dancing lights*, *detect good*, *detect magic*, *darkness*, *faerie fire*, *levitate***Abilities** Str 8, Dex 16, Con 10, Int 15, Wis 10, Cha 18**SQ** able to notice secret or concealed doors, familiar (hairy spider), poison use, share spells**Feats** Alertness^B (if familiar within 5 ft.), Combat Casting, Highborn Drow*, Improved Initiative
* see page 150**Skills** Bluff +13, Concentration +9 (+13 casting defensively), Diplomacy +6, Disguise +4 (+6 to act in character), Intimidate +6, Knowledge (arcana) +11, Listen +2, Search +4, Spellcraft +13, Spot +2**Possessions** combat gear plus +1 *mithral shirt*, masterwork rapier, masterwork hand crossbow with 20 bolts, 53 gp, 24 sp**Light Blindness (Ex)** See Lirdnolu.

4 DHUURNIV SCOUTS

CR 5

hp 21 each (4 HD)

Male drow scout^{CAD} 4

CE Medium humanoid (elf)

Init +5; **Senses** darkvision 120 ft; Listen +11, Spot +11**Languages** Common, Drow Sign Language, Elven, Undercommon

AC 19, touch 14, flat-footed 15; Dodge, Mobility, uncanny dodge

Immune magic *sleep* effects

SR 15

Fort +2, **Ref** +8, **Will** +3 (+5 against spells, spell-like abilities, and enchantments)**Weakness** light blindness**Speed** 40 ft. (8 squares)**Melee** mwk rapier +5 (1d6+1/18–20 plus poison)**Ranged** mwk hand crossbow +8 (1d4/19–20 plus poison)**Base Atk** +3; **Grp** +4**Atk Options** poison (drow poison, DC 13, unconscious 1 minute/unconscious 2d4 hours), skirmish (+1d6, +1 AC)**Combat Gear** 4 doses of drow poison, *potion of cure light wounds*, *potion of jump*, *potion of hide from undead***Spell-Like Abilities** (CL 4th):1/day—*dancing lights*, *darkness*, *faerie fire***Abilities** Str 13, Dex 18, Con 10, Int 12, Wis 14, Cha 10**SQ** able to notice secret or concealed doors, battle fortitude +1, poison use, trackless step, trapfinding**Feats** Dodge, Mobility, Track^B**Skills** Balance +11, Climb +8, Hide +11, Jump +3, Listen +11, Move Silently +11, Search +10, Spot +11, Survival +9 (+11 follow tracks, +13 follow tracks underground), Tumble +10**Possessions** combat gear plus +1 *mithral shirt*, masterwork rapier, masterwork hand crossbow with 20 bolts, 14 sp**Battle Fortitude (Ex)** Bonus on initiative checks and Fortitude saves while wearing light or no armor and carrying a light load. Included above.**Light Blindness (Ex)** See Lirdnolu.**Skirmish (Ex)** +1d6 bonus on damage rolls and +1 bonus to AC in any round in which a scout moves at least 10 feet.

SHADOWFANG'S LAIR

Encounter Level 11

setup

Place Shadowfang (S) in the indicated space in the depths of the pool. The shadowslain fang dragon is assumed to be hiding when the encounter begins.

When Shadowfang emerges from the shadows, and if the characters can see through the *deeper darkness* effect, read:

The creature is a winged dragon armored with bony plates that rise into projecting spurs at limb joints and end in long, forked tails tipped with a pair of scythelike bone blades. Its body plates are a mottled gray and brown, and its wings are small

but muscled. The creature's eyes are glittering pools of blackness, and its head is adorned with many small horns and spikes. It is wrapped in a thick cloak of shadow that seems to undulate with its every move.

Tactics

Shadowfang lurks beneath the waters until discovered (or the characters enter the pool) and then charges the nearest interloper. The dragon tries to remain partially within the waters of the pool (giving it improved cover) while attacking the PCs with its melee attacks. If the PCs pull back beyond its reach, it flies out of the pool, attacks, and returns to the water (using its Flyby Attack routine).

FEATURES OF THE AREA

Darkness: Shadowfang's bone necklace hangs around the base of his neck. A *deeper darkness* spell (cast every few days by one of the Matron Sisters) on that necklace cloaks the dragon's body in shadowy illumination to a radius of 60 feet.



Daylight brought into an area of *deeper darkness* (or vice versa) is temporarily negated, so that the otherwise prevailing light conditions (regular darkness) exist in the overlapping areas of effect.

Pool: The pool slopes down gradually, to a depth of 10 feet at the center. Creatures (including Shadowfang) swimming, floating, or treading water on the surface or wading in water at least chest deep have improved cover from opponents on land. Land-bound opponents who have *freedom of movement* effects ignore this cover when making melee attacks against targets in the water. A completely submerged creature has total cover against opponents on land unless those opponents have *freedom of movement* effects. Magical effects are unhindered except for those that require attack rolls (which are treated like any other effects) and fire effects.

Nonmagical fire (including alchemist's fire) does not burn underwater. spells or spell-like effects with the fire descriptor do not work underwater unless the caster makes a spellcraft check (DC 20 + spell level). If the check succeeds, the spell creates a bubble of steam instead of its usual fiery effect, but otherwise the spell works as described. A supernatural fire effect will not work underwater unless its description states otherwise.

The surface of a body of water blocks line of effect for any fire spell. If the caster has made a spellcraft check to make a fire spell usable underwater, the surface still blocks the spell's line of effect. For example, a *fireball* cast underwater cannot be targeted at creatures above the surface.

Path: The path along the edge of the pool is sloped and wet, making it slick and treacherous when running or charging. A successful DC 12 Balance check is required when running or charging along the path.

SHADOWFANG**CR 11**

hp 117 (18 HD); DR 5/magic

Male shadowslain* adult fang dragon^{Dra}

* see page 158

CE Large undead (augmented dragon)

Init +4; **Senses** blindsense 60 ft., darkvision 120 ft., low-light vision, keen senses; Listen +26, Spot +26**Aura** frightful presence (180 ft., DC 20), Weave drain**Languages** Common, Draconic**AC** 28, touch 11, flat-footed 28**Immune** paralysis, sleep, undead immunities**Resist** turn resistance +4; **SR** 20**Fort** +11, **Ref** +11, **Will** +14**Weakness** light sensitivity**Speed** 60 ft., fly 120 ft. (poor); Flyby Attack, Hover**Melee** bite +25 (2d8+8 plus ability drain) and

2 claws +23 each (2d6+4) and

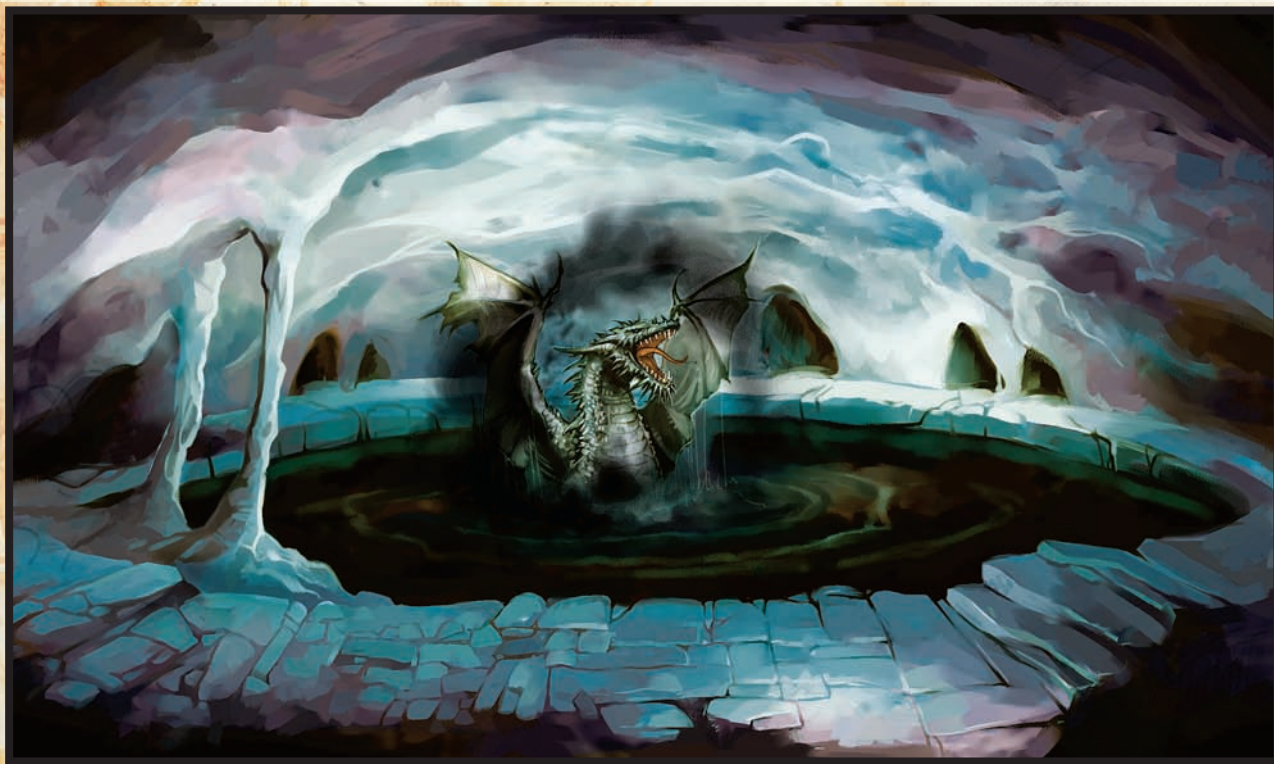
2 wings +23 each (1d8+4) and

tail slap +23 (2d6+12)

Space 10 ft.; **Reach** 5 ft. (10 ft. with bite)**Base Atk** +18; **Grp** +30**Atk Options** Power Attack, trip**Spell-Like Abilities** (CL 3rd):At will—*detect magic, read magic*2/day—*shield*1/day—*dispel magic, spell turning***Abilities** Str 27, Dex 10, Con —, Int 12, Wis 17, Cha 12**SQ** increased damage, shadowstuff armor, sound imitation, undead traits**Feats** Alertness, Flyby Attack, Hover, Improved Initiative, Multiattack, Power Attack, Shadow Weave Magic**Skills** Bluff +22, Concentration +22, Diplomacy +3, Disguise +2, Hide +6, Intimidate +24, Listen +26, Search +22, Sense Motive +24, Spot +26, Survival +3 (+5 following tracks)**Possessions** bone necklace with *deeper darkness***Ability Drain (Su)** Shadowfang's bite drains 1d6 points of Constitution (Fortitude DC 20 negates).**Frightful Presence (Ex)** Shadowfang can inspire terror by attacking, charging, or flying overhead. Creatures within 180 feet of the dragon that have 17 HD or fewer must attempt a DC 20 Will save. Success indicates that the target is immune to Shadowfang's frightful presence for 24 hours. On a failure, creatures with 4 or fewer HD become panicked for 4d6 rounds. Those with 5 or more HD become shaken for 4d6 rounds.**Increased Damage (Ex)** Because of Shadowfang's sharp claws, teeth, and scales, all his attacks do damage as if he was one size larger.**Light Sensitivity (Ex)** Shadowfang is dazzled in bright sunlight or within the radius of a *daylight* spell.**Shadowstuff Armor (Su)** Shadowfang is shrouded in a semisolid armor of shadowstuff that grants him a +2 deflection bonus to Armor Class and a +10 bonus on Hide checks.**Sound Imitation (Ex)** Shadowfang can mimic any voice or sound he has heard, anytime he likes. Listeners must succeed on a DC 20 Will save to detect the ruse.**Trip (Ex)** If Shadowfang hits with a claw or tail attack, he can attempt to trip the opponent as a free action. If the attempt fails, the opponent cannot react to trip the dragon.**Weave Drain (Su)** This ability affects spellcasters who use the Weave. At the beginning of her turn, if such 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.



CAVERN OF SPIDERFIRES

Encounter Level 13

setup

Place the ring of fire in the indicated position. Note that the ring is oriented vertically, so it appears as a straight line on a two-dimensional map of the floor. The fire spider swarms are hidden within the flames, requiring a successful DC 30 spot check to see them while they remain within them.

Place Xullrae (X) in midair directly behind the ring. She stands on a wooden platform, which is hung from the ceiling by stout metal chains. Despite her pose—apparently devoutly engrossed in prayers—Xullrae is prepared for intruders and keenly observant of unwanted interruptions.

XULLRAE DHUURNIV

CR 10

hp 32 (9 HD)

Female drow cleric 5 (Lolth)/elemental savant^{CAr} 4
CE Medium humanoid (elf)

Init +3; **Senses** darkvision 120 ft.; Listen +5, Spot +5

Languages Common, Drow Sign Language, Ignan, Undercommon

AC 21, touch 13, flat-footed 18

Immune magic *sleep* effects

Resist fire 10; **SR** 20

Fort +5, **Ref** +5, **Will** +11 (+13 against spells, spell-like abilities, and enchantments)

Weakness light blindness

Speed 20 ft. (4 squares) in breastplate, base speed 30 ft.

Melee mwk dagger +7 (1d4+1/19–20 plus poison) or

Melee mwk light mace +7 (1d6+1)

Base Atk +5; **Grp** +6

Atk Options poison (drow poison, DC 13, unconscious 1 minute/unconscious 2d4 hours)

Special Actions rebuke undead 3/day (+2, 2d6+9, 9th), rebuke fire creatures or turn water creatures 3/day (+2, 2d6+9, 9th), rebuke spiders 3/day (+2, 2d6+9, 9th), spontaneous casting (*inflict* spells) (+6 melee touch)

Combat Gear 2 doses of drow poison, *lesser House Dhuurniv insignia**, *winged boots*

* see page 151

Cleric Spells Prepared (CL 9th):

5th—*flame strike* (DC 18), *insect plague*^D

4th—*divine power*, *spell immunity*, *wall of fire*^D

3rd—*dispel magic*, *resist energy* (cold)^D, *searing light* (2, +8 ranged touch)

2nd—*cure moderate wounds* (2), *enthrall* (DC 15), *silence* (DC 15), *summon swarm*^D

1st—*bless*, *burning hands*^D (DC 14), *command* (DC 14), *obscuring mist*, *shield of faith*

0—*cure minor wounds* (2), *detect magic*, *detect poison*, *resistance*, *virtue*

D: Domain spell. Deity Lolth. *Domains*: Fire*, spider^{FRCS}

* Unique option granted by Lolth.

If the PCs have already intercepted the shipment of drow sleep poison (chapter 2, area 13) Xullrae has only 1 dose of sleep poison.

When the characters encounter Xullrae, read:

The humanoid has smooth, black skin and pale white hair streaked with red and orange. She is slightly shorter and slimmer than a human. She wears a black breastplate with an elf-headed spider embossed on it, and carries a light shield with similar decoration. She stands on some sort of platform, suspended in mid-air, her head bowed in supplication.

Spell-Like Abilities (CL 9th):

1/day—*clairaudience/clairvoyance*, *dancing lights*, *darkness*, *detect good*, *discern lies* (DC 14), *detect magic*, *dispel magic*, *faerie fire*, *levitate*, *suggestion* (DC 13)

Abilities Str 13, Dex 16, Con 10, Int 12, Wis 17, Cha 10
SQ able to notice secret or concealed doors, aura of evil, elemental specialty (fire), energy penetration, poison use

Feats Empower Spell, Energy Substitution* (fire), Highborn Drow*, Lolth's Blessing*
* see page 150

Skills Concentration +9, Knowledge (arcana) +9, Knowledge (religion) +6, Knowledge (the planes) +6, Listen +5, Search +3, Spellcraft +12, Spot +5, Survival +3 (+5 on other planes)

Possessions combat gear plus +1 *breastplate*, +1 *light steel shield*, masterwork dagger, masterwork light mace, key, 3 gp

Energy Penetration (Ex) When Xullrae casts a spell that deals fire damage, she gains a +2 competence bonus on caster level checks to overcome a creature's spell resistance.

Elemental Specialty (Ex) When Xullrae casts a spell that normally deals energy damage, its energy descriptor changes to fire, and it deals fire damage instead of its normal energy type.

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds Xullrae for 1 round. In addition, she takes a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

After casting *divine power*, Xullrae has the following changed statistics:

hp increase by 9

Melee mwk dagger +14/+9 (1d4+4/19–20 plus poison) or

Melee mwk light mace +14/+9 (1d6+4)

Base Atk +9; **Grp** +13

Abilities Str 19

When the fire spider swarms separate from the ring of fire, read:

Leaping across the landscape are swarms of diminutive spiders with coal-black bodies laced with streaks of magma and legs made of arcane fire. The spiders' fiery touch ignites combustible material on contact, leaving a rapidly spreading conflagration in their wake.

Tactics

Xullrae employs the *portal* as a defensive shield through which she can cast spells without being attacked in return. She uses her winged boots when she needs to leave the platform, reserving her *levitate* spell-like ability for emergencies. If she has any warning, she casts *divine power* immediately and places her *wall of fire* to best tactical advantage.

The swarms move to attack any creature attempting to pass through the *portal* or approaching within reach of their ability to jump and climb.

2 FIRE SPIDER SWARMS

CR 9

hp 78 each (12 HD); DR 10/magic

NE Diminutive magical beast (extraplanar, evil, fire, swarm)*

* see page 155

Init +6; Senses darkvision 60 ft., tremorsense 30 ft.;

Listen +2, Spot +11

Languages Ignan

AC 20, touch 20, flat-footed 14

Immune fire, swarm immunities, weapon damage

SR 16

Fort +9, Ref +14, Will +6

Weakness vulnerability to cold

Speed 20 ft. (4 squares), climb (20 ft.)

Melee swarm (4d6 plus burn plus poison)

Space 10 ft.; Reach 0 ft.

Base Atk +12; Grapple —

Atk Options burn, distraction, poison (DC 19, 1d6 Con/1d6 Con)*

Abilities Str 1, Dex 22, Con 12, Int 6, Wis 11, Cha 9

SQ hive mind, swarm traits

Feats Ability Focus (burn), Ability Focus (poison), Alertness, Improved Natural Attack (swarm), Iron Will

Skills Climb +19, Jump +9, Listen +2, Spot +11

Burn (Ex) A fire spider swarm's attack deals damage as well as an extra 3d6 points of fire damage from the diminutive creature's flaming legs. Those swarmed by fire spiders also must succeed on a DC 19 Reflex save or catch on fire. The flames burn for 1d4 rounds. A burning creature can take a move action to put out the flame.

Distraction (Ex) Fortitude DC 17, nauseated for 1 round.

Hive Mind (Ex) A fire spider swarm has a hive mind, which makes it susceptible to mind-affecting spells and abilities. For the purpose of resolving the effects of such spells, the swarm is a single creature of the vermin type.

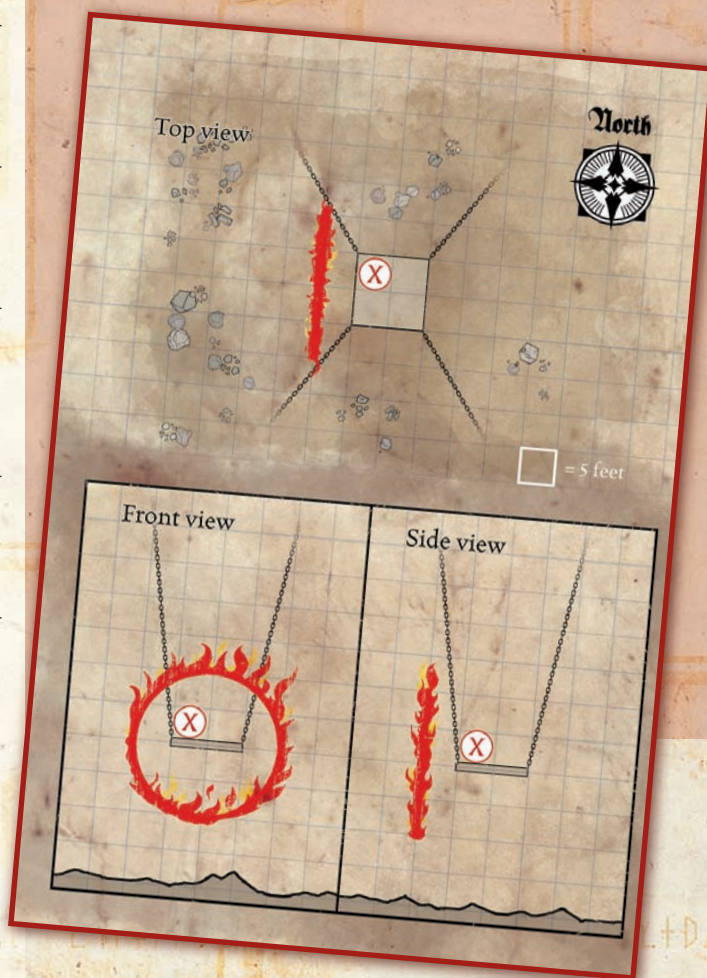
Skills A fire spider swarm has a +4 racial bonus on Jump and spot checks and a +8 racial bonus on Climb checks. It can always choose to take 10 on a Climb check, even if rushed or threatened. It uses its Dexterity modifier instead of its Strength modifier for Climb and Jump checks.

FEATURES OF THE AREA

Floor: The cavern floor is as uneven as the walls and lacks any paths. It takes 2 squares of movement to enter a square, and the DC of Balance and Tumble checks increases by 5. Running and charging is impossible.

Portal: The ring of flames is a two-way, creature-only portal to the Elemental Plane of Fire (portals are more fully detailed in the *FORGOTTEN REALMS Campaign Setting*, pages 59–61). Only arachnoid creatures can pass through the portal. The portal is 15 feet in diameter. Contact with the outside wall of the portal's flames is equivalent to the effect of a permanent *wall of fire*. The portal can be temporarily disabled if any 5-foot length of border takes 20 points of cold damage or more in 1 round (do not divide cold damage by 4, as normal for objects). If the portal is extinguished by cold damage, it becomes inactive for 10 minutes, then reforms as before.

Xullrae and the landscape behind the *portal* are visible through the *portal*. Xullrae (or any other creature) can cast spells or move through the *portal* from the back side without effect. Creatures (including Xullrae) or magic attempting to pass through the *portal* are blocked, as if they had encountered a *wall of force*.



FANE OF LOLTN

Encounter Level 12

setup

Place Greyanna (G) in the center of the Font of spiders, Azmaer (A) in the flooded cavern adjacent to the hole leading up to the fane, and the myrlochans (M) near Greyanna, as shown on the tactical map.

If the PCs have already intercepted the shipment of drow sleep poison (chapter 2, area 13), Greyanna has only 1 dose of sleep poison.

When the characters encounter Azmaer, likely as a shape emerging from the murk, read:

This humanoid is wholly wrapped in a thin cocoon of spider silk. It is slightly shorter and slimmer than a human.

3 MYRLOCHARS^{MON}

CR —

hp 33 each (6 HD)

CE Medium outsider (chaotic, evil, extraplanar)

Init +4; **Senses** blindsight 60 ft.; Listen +12, Spot +24

Languages Abyssal, Undercommon

AC 16, touch 10, flat-footed 16

Immune mind-affecting spells and abilities, poison, sleep, webs

SR 13

Fort +6, **Ref** +5, **Will** +6

Speed 20 ft. (4 squares), climb 40 ft., levitate 20 ft.; silence

Melee bite +7 (1d6+1 plus hit point drain) and 2 legs +2 each (1d6)

Base Atk +6; **Grp** +7

Special Actions hit point drain

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

Feats Alertness, Improved Initiative, Track

Skills Balance +11, Climb +18, Hide +13, Jump +12, Knowledge (religion) +10, Listen +12, Spot +24, Survival +10, Tumble +11

Hit Point Drain (Su) The magical bite of a myrloch has a 1 in 6 chance of draining 1 hit point from the victim permanently, transferring that hit point to the spider. The hit point is part of (not in addition to) the normal bite damage. Also, the myrloch's bite can have one of two other effects (chosen at the time of attack by the soul spider): *hold person* (CL 4th, Will DC 13 to avoid) or *reverse gravity* (CL 4th, victim only, duration 4 rounds, Will DC 13 to avoid).

Levitate (Su) Myrlochans can levitate at a vertical speed of 25 feet. They can use this ability to slow themselves when falling or leaping, equivalent to a *feather fall* spell.

Silence (Ex) Myrlochans move in complete silence. They cannot be heard if they do not wish to be.

When the characters encounter Greyanna, read:

This female humanoid has smooth, black skin and pale white hair. She is slightly shorter and slimmer than a human. She wears a silver chain shirt with an elf-headed spider embossed on it.

AZMAER DHUURNIV

CR 10

hp 39 (6 HD); DR 5/—

Male mummified^{LM} drow fighter 6

LE Medium undead (augmented humanoid [elf])

Init +6; **Senses** darkvision 120 ft.; Listen +2, Spot +2

Languages Common, Elven, Undercommon

AC 26, touch 12, flat-footed 24

Immune magic sleep effects, undead immunities

SR 17

Fort +5, **Ref** +4, **Will** +4 (+6 against spells, spell-like abilities, and enchantments)

Weakness light blindness, vulnerability to fire

Speed 20 ft. (4 squares)

Melee +1 longsword +13/+8 (1d8+10/19–20) and

slam +11 (1d8+3 plus mummy rot)

Base Atk +6; **Grp** +13

Atk Options mummy rot

Special Actions despair

Spell-Like Abilities (CL 6th):

1/day—*dancing lights, darkness, faerie fire*

Abilities Str 24, Dex 15, Con —, Int 6, Wis 14, Cha 20

SQ able to notice secret or concealed doors, poison use, undead traits

Feats Blind-Fight, Exotic Armor Proficiency (spidersilk)*, Improved Initiative^B, Two-Weapon Fighting, Power Attack^B, Weapon Focus^B (longsword), Weapon Specialization^B (longsword)

* see page 149

Skills Climb +13, Intimidate +11, Listen +2, Spot +2,

Swim +13

Possessions +1 spidersilk armor*, +1 longsword

* see page 149

Despair (Su) At the mere sight of Azmaer, the viewer must make a successful Will save (DC 18) or be paralyzed with fear for 1d4 rounds. Whether or not the save is successful, that target cannot be affected again by Azmaer's despair ability for 24 hours.

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds Azmaer for 1 round. In addition, he takes a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

Mummy Rot (Ex) Supernatural disease—natural weapon, Fortitude DC 18, incubation period 1 minute, damage 1d6 Con and 1d6 Cha. Unlike normal diseases, mummy rot persists until the victim reaches Constitution 0 (and dies) or is cured (MM 191).

GREYANNA DHUURNIV**CR 10**

hp 32 (9 HD)

Female drow cleric 3 (Lolth)/wizard 3/mystic theurge 3
CE Medium humanoid (elf)**Init** +3; **Senses** darkvision 120 ft.; Listen +5, Spot +5**Languages** Abyssal, Common, Drow Sign Language, Elven, Undercommon**AC** 18, touch 13, flat-footed 15**Immune** magic *sleep* effects, spider venom**SR** 20**Fort** +5, **Ref** +8, **Will** +12 (+14 against spells, spell-like abilities, and enchantments)**Weakness** light blindness**Speed** 30 ft. (6 squares)**Melee** mwk rapier +5 (1d6/18–20 plus poison)**Base Atk** +4; **Grp** +4**Atk Options** poison (drow poison, DC 13, unconscious 1 minute/unconscious 2d4 hours)**Special Actions** rebuke undead 3/day (+2, 2d6+6, 6th), rebuke spiders 3/day (+2, 2d6+6, 6th), spontaneous casting (*inflict* spells) (+4 melee touch)**Combat Gear** 2 doses of drow poison, *lesser House Dhuurniv insignia**

* see page 151

Wizard Spells Prepared (CL 6th):3rd—*fireball* (DC 15), *lightning bolt* (DC 15)2nd—*darkness*, *scorching ray* (2) (+7 ranged touch); *protection from arrows*1st—*magic missile*, *ray of enfeeblement* (+7 ranged touch), *protection from good*, *true strike*0—*mage hand*, *message*, *ray of frost* (2, +7 ranged touch)**Cleric Spells Prepared** (CL 9th):3rd—*dispel magic*, *prayer*, *protection from energy*, *suggestion*^D (DC 16)2nd—*desecrate*, *enthrall* (DC 15), *owl's wisdom*, *silence* (DC 15), *summon swarm*^D1st—*bless*, *cure light wounds* (2), *sanctuary* (DC 14), *spider climb*^D0—*detect magic* (2), *detect poison*, *guidance*, *purify food and drink***D:** Domain spell. Deity: Lolth. **Domains:**Drow^{FRC5}, spider^{FRC5}**Spell-Like Abilities** (CL 9th):1/day—*clairaudience/clairvoyance*, *dancing lights*, *darkness*, *detect good*, *discern lies* (DC 14), *detect magic*, *dispel magic*, *faerie fire*, *levitate*, *planar ally*†, *suggestion* (DC 13)

† already used

Abilities Str 10, Dex 16, Con 10, Int 15, Wis 17, Cha 10**SQ** able to notice secret or concealed doors, aura of evil, poison use**Feats** Combat Casting, Highborn Drow*, Lightning Reflexes^B, Lolth's Blessing*, Practiced Spellcaster^{CA}, Scribe Scroll^B
* see page 150**Skills** Concentration +11 (+15 casting defensively), Decipher Script +10, Knowledge (arcana) +11; Knowledge (religion) +12, Listen +5, Search +4, Spellcraft +14, Spot +5**Possessions** combat gear plus +1 *mithral shirt*, masterwork rapier, key, 2 sp**Spellbook** Greyanna's spellbook includes all its prepared spells plus 3 other spells of each level it can cast (DM's choice).**Light Blindness (Ex)** Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds Greyanna for 1 round. In addition, she takes a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.**Tactics**

If the characters have triggered Greyanna's mental *alarm*, she sends Azmaer into the flooded tunnels to attack them underwater. Her first action is to cast *desecrate* to bolster the mummy.

FEATURES OF THE AREA

Visibility: The water in the tunnels below the Fane of Lolth is very murky, thanks to the series of excavations performed by Greyanna in her as-yet-unsuccessful effort to find the lower drain. All sight, including darkvision, is obscured beyond 5 feet. Creatures 5 feet away have concealment.

Spell: The Font of spiders is the center of an *unhallow* effect. (The associated spell effect has long since faded.) In addition to a *magic circle against good* effect, turning effects take a –4 penalty, and turning checks to rebuke undead gain a +4 profane bonus.



THE LABYRINTH

Encounter Level 12

setup

Place Delgithnar the quaggoth (Q), his hunting-spider companion (H), and the four sword spiders (S) in the indicated squares in the labyrinth. Delgithnar begins in his natural (quaggoth) form, and is not yet raging.

Read the following passages aloud when the characters stumble across one or more of these sights:

Delgithnar in Quaggoth Form: This 7-foot-tall monstrous humanoid has white fur, apparently painted black, over his entire body. His muscular build and ursine countenance suggest a kinship to a fearsome bear.

Delgithnar in spider Form: This large arachnid is the size of a dog, with powerful legs built for jumping.

Vermin Companion: This monstrous arachnid is the size of a horse, with powerful legs built for jumping.

Sword spiders: These arachnids are about 12 feet in diameter, with sleek, hairy, black bodies striped with dark brown fur. Their legs have chitinous plates with raised, sharp ridges suggestive of sword blades.

Tactics

The four sword spiders are not immediately visible when the PCs arrive. Two of them are hiding behind corners, and the remaining two lurk in the northernmost crevice a few feet below floor level. They spring forth and attack

DELGITHNAR

CR 11

hp 64 (11 HD)

Male quaggoth^{Mon} druid 5/vermin keeper^{Und} 3

NE Medium monstrous humanoid

Init +4; **Senses** darkvision 60 ft., scent; Listen +4, Spot +9

Languages Druidic, Undercommon (quaggoth dialect)

AC 18, touch 10, flat-footed 18

Immune fear, magic missile (*brooch of shielding*), organic poisons

Resist +4 against spell-like abilities of fey

Fort +9, **Ref** +5, **Will** +16

Speed 30 ft. (6 squares), climb 30 ft.; woodland stride

Melee +1 *greatclub* +14/+9 (1d10+8) or

Melee 2 claws +13 each (1d4+5) and bite +8 (1d4+2)

Base Atk +8; **Grp** +13

Special Actions wild shape 1/day (Small or Medium animal, Small or Tiny vermin; 5 hours)

Combat Gear *potion of cure moderate wounds*, *brooch of shielding* (38 charges)

Druid Spells Prepared (CL 8th):

4th—*dispel magic*, *flame strike* (DC 18), *ice storm*

3rd—*greater magic fang* (2), *meld into stone*, *poison* (DC 17)

2nd—*bull's strength* (2), *chill metal* (DC 16), *summon swarm*

1st—*cure light wounds* (2), *faerie fire* (2), *longstrider*

0—*create water*, *detect magic*, *guidance* (2), *know direction* (2)

Abilities Str 21, Dex 10, Con 12, Int 8, Wis 19, Cha 14

SQ link with companion, rage, share spells, trackless step, vermin companion, wild empathy +7 (+3 magical beasts, +7 vermin)

Feats Exotic Armor Proficiency (spidersilk)*, Improved Initiative, Iron Will, Martial Weapon Proficiency (*greatclub*)

* see page 149

Skills Climb +13, Concentration +6, Handle Animal or Vermin +10, Hide +0 (+2 in shadowy areas), Knowledge

(nature) +9, Listen +4, Spot +9, Survival +10 (+12 in aboveground natural environments)

Possessions combat gear plus +1 *greatclub*, +1 *wild spidersilk armor**, *brooch of shielding* (23 charges), 1 gp, 7 sp

* see page 149

Organic Poison Immunity (Ex) Delgithnar is immune to all organic poisons. This category includes all monster poisons but not mineral poisons or poison gas.

Rage (Ex) If Delgithnar takes damage in combat, he has a 1 in 6 chance of flying into a berserk rage the following round, dropping his weapon and clawing and biting madly until either he or his opponent is dead.

When raging, Delgithnar has the following changed statistics:

AC 14, touch 6, flat-footed 14

Melee 2 claws +15 each (1d4+7) and bite +10 (1d4+3)

Grp +15

Abilities Str 25

Skills Climb +15

When wild shaped into a Small monstrous spider,

Delgithnar has the following changed statistics:

NE Small monstrous humanoid

Init +7; **Senses** darkvision 60 ft.; Listen +6, Spot +17

AC 18, touch 13, flat-footed 15

Immune organic poisons

Fort +8, **Ref** +8

Speed 30 ft., climb 20 ft.

Melee bite +7 (1d4–2 plus poison)

Grp +2

Atk Options poison (DC 10, 1d3 Str/1d3 Str)

Druid Spells Prepared (CL 8th):

Only druid spells without verbal or somatic components

Abilities Str 7, Dex 17, Con 10, Int 8, Wis 19, Cha 14

Skills Climb +6, Concentration +5, Hide +7, Jump +8, Listen +4, Spot +17

as soon as the quaggoth begins bombarding the PCs with ranged spells (*ice storm* first, followed by *flame strike*).

If the PCs attack the quaggoth with ranged attacks, he moves out of their line of sight and casts *cure light wounds* spells (or drinks his *potion of cure moderate wounds*), keeping his monstrous hunting spider companion close for personal defense. If the quaggoth's healing is spent and he is reduced to fewer than half his hit points, he either ducks around a corner and casts *meld into stone* or assumes spider form and withdraws to a safer location while his hunting spider covers his escape.

If the sword spiders manage to hold the PCs at bay for a few extra rounds, Delgithnar casts *greater magic fang* on his monstrous hunting spider (giving it a +2 enhancement bonus on attack rolls and damage rolls), casts *bull's strength* on himself, and readies a *dispel magic* spell to counter an enemy spellcaster.

LARGE MONSTROUS HUNTING SPIDER CR —

hp 33 (6 HD)

N Large monstrous spider

Init +8; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +8

Languages link

AC 17, touch 13, flat-footed 13

Fort +6, **Ref** +9, **Will** +2

Speed 30 ft. (6 squares), climb 20 ft.

Melee bite +8 (1d8+3 plus poison)

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

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

Atk Options poison (Fort DC 13, 1d6 Str/1d6 Str)

Abilities Str 16, Dex 18, Con 12, Int 2, Wis 10, Cha 2

SQ tricks (attack, come, defend, down, fetch, guard, seek, stay), vermin traits

Skills Climb +20, Hide +4, Listen +0, Jump +13, Spot +8

Feats Improved Initiative, Weapon Finesse, Weapon Focus (bite)

4 SWORD SPIDERS^{MON} CR 5

hp 32 each (5 HD)

N Large vermin

Init +0; **Senses** darkvision 60 ft.; Listen +0, Spot +12

AC 17, touch 9, flat-footed 17

Fort +6, **Ref** +1, **Will** +1

Speed 20 ft. (4 squares), climb 20 ft.

Melee 8 legs +6 each (1d6+4) and bite +1 (1d8+2 plus poison)

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

Base Atk +3; **Grp** +11

Atk Options impalement, poison (DC 16, 1d6 Str/1d6 Str)

Abilities Str 18, Dex 10, Con 14, Int —, Wis 11, Cha 3

Feats Ability Focus⁹ (poison)

Skills Climb +12, Hide +0, Jump +4, Spot +12

Impalement (Ex) A sword spider can jump high into the air to land atop an opponent, with all eight legs together in a tight mesh of blades. It makes only a single +5 melee attack roll, but if that attack is successful, the opponent takes damage from three leg blades if Small or smaller, four leg blades if Medium, five blades if Large, six blades if Huge, and all eight blades if Gargantuan or larger. If a sword spider descends more than 20 feet to make this attack, it adds 1 point of damage per leg.

The sword spiders and monstrous hunting spider ignore the penalties of dense rubble and can avoid the crevices by moving along the walls.

FEATURES OF THE AREA

Ceiling: The ceiling in this part of the labyrinth is approximately 20 feet high.

Dense Rubble: Four-foot-high piles of dense rubble block the northern and northeastern passages. Characters cannot run or charge into squares of dense rubble, and it costs 2 squares of movement to enter each square. The DC of Balance and Tumble checks on the rubble increases by 5, and the DC of Move Silently checks increases by 2. The sword spiders and monstrous hunting spider can move across the rubble without impediment.

Crevices: In two places, the floor of the labyrinth falls away, forming a 20-foot-deep crevice. The bottom of each crevice is lined with stone spikes, and any creature that falls into a crevice takes 2d6 points of damage from the fall and must succeed on a DC 18 Reflex save or take 2d6 points of piercing damage from the stone spikes (a successful save negates the damage from the spikes).



SKULL LAKE

Encounter Level varies

setup

Place the Abyssian ocean spiders (S) in the depths of Skull Lake in the indicated positions. The rest of the combatants—12 kuo-toa slaves and 12 drow fighters—begin the encounter off the map, in areas 24 and 25, respectively.

Read the following passages aloud when the characters encounter each group.

Abyssian Ocean spiders: These monstrous arachnids are covered in dripping wet, black fur. Their feet widen at the base, forming natural paddles.

Kuo-Toa Slaves: These humanoids are a little shorter than a human. Their rounded body is covered with fine scales, giving it the appearance of being pudgy or bloated. The arms and legs are slender, almost willowy, ending in broad hands and distended feet that look much like flippers. Their fishlike, bullet-shaped heads have bulging, silver-black eyes and a wide mouth full of sharp teeth.

4 ABYSSIAN OCEAN SPIDERS

CR 7

hp 52 each (8 HD); DR 5/magic

Fiendish huge monstrous diving spiderSto

NE Huge magical beast (extraplanar)

Init +7; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +4

AC 16, touch 11, flat-footed 13

Immune vermin immunities

Resist cold 10, fire 10; **SR** 13

Fort +8, **Ref** +7, **Will** +2

Speed 30 ft. (6 squares), climb 20 ft., swim 30 ft.

Melee bite +10 (2d6+6 plus poison)

Space 15 ft.; **Reach** 10 ft.

Base Atk +6; **Grp** +18

Atk Options poison (DC 16, 1d8 Con/1d8 Con), smite good (+8 damage)

Abilities Str 19, Dex 17, Con 14, Int 3, Wis 10, Cha 2

SQ hold breath

Skills Climb +12, Hide +5, Jump +10, Listen +0, Spot +4, Swim +12

Feats Improved Initiative, Lightning Reflexes, Weapon Focus (bite)

Hold Breath (Ex) Each diving spider can hold its breath for 56 rounds before it risks drowning.

Tremorsense (Ex) Each diving spider can detect and pinpoint any creature object within 60 feet in contact with the ground or in the water.

12 KUO-TOA SLAVES

CR 4

hp 32 each (4 HD)

Male kuo-toa fighter 2

NE Medium monstrous humanoid (aquatic)

Init +4; **Senses** darkvision 60 ft., keen sight; Listen +7, Spot +11

Languages Aquan, Kuo-toan, Undercommon

AC 19, touch 11, flat-footed 18; **Dodge**

Immune paralysis, poison

Resist electricity 10

Fort +6, **Ref** +4, **Will** +6

Weakness light blindness

Speed 20 ft. (4 squares); swim 50 ft.

Melee pincer staff +9 (1d10+6) or

Melee bite +8 (1d4+4)

Space 5 ft.; **Reach** 5 ft. (10 ft. with pincer staff)

Base Atk +4; **Grp** +8

Atk Options adhesive

Abilities Str 18, Dex 13, Con 16, Int 12, Wis 16, Cha 6

SQ amphibious, slippery

Feats Alertness^B, Dodge, Improved Initiative^B, Exotic Weapon Proficiency (pincer staff), Weapon Focus^B (pincer staff)

Skills Escape Artist +11, Listen +7, Move Silently +3, Search +8, Spot +11, Swim +10

Possessions heavy shell (treat as wooden) shield, pincer staff, 50 gp, 2 sp

Adhesive (Ex) Anyone who makes an unsuccessful melee attack against a kuo-toa must succeed on a DC 14 Reflex save, or the attacker's weapon sticks to the shield and is yanked out of the wielder's grasp.

Creatures using natural weapons are automatically grappled if they get stuck. Pulling a stuck weapon or limb from the shield requires a DC 20 Strength check.

Amphibious (Ex) Although kuo-toas breathe by means of gills, they can survive indefinitely on lands.

Keen Sight (Ex) Kuo-toas can spot a moving object or creature even if it is invisible or ethereal. Only by remaining perfectly still can such objects or creatures avoid their notice.

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds kuo-toas for 1 round. On subsequent rounds, they are dazzled while operating in bright light.

Pincer Staff A wielder of a pincer staff that hits an opponent of at least Small but no larger than Large size can attempt to start a grapple as a free action without provoking an attack of opportunity. If the wielder wins the grapple check, the staff establishes a hold and grabs the opponent, dealing 1d10 points of damage each round the hold is maintained.

Slippery (Ex) All kuo-toas secrete an oily film that makes them difficult to grapple or snare. Webs, magical or otherwise, don't affect kuo-toas, and they usually can wriggle free from most other forms of confinement (+8 racial modifier on Escape Artist checks).

Dhuurniv House Soldiers: These humanoid have smooth, black skin and pale white hair. They are slightly shorter and slimmer than a human. Each wears a black chain shirt.

Tactics

The Abyssian ocean spiders attack while the characters are crossing the lake (unless all are airborne). If the kuo-toas hear sounds of combat, they immediately shout for the House Dhuurniv soldiers and run toward the lakeshore. Depending on the position of the PCs, the kuo-toas either take cover on the beach or jump into the water. The drow take positions on the beach, using the cover of the rocky shore to fire their hand crossbows. Once the PCs reach the beach, the drow switch to melee weapons, and the kuo-toas withdraw behind them to use their reach weapons.

12 DHUURNIV HOUSE SOLDIERS

CR 5

hp 22 each (4 HD)

Male drow fighter 4

CE Medium humanoid (elf)

Init +7; **Senses** darkvision 120 ft.; Listen +5, Spot +5

Languages Common, Drow Sign Language, Elven, Undercommon

AC 17, touch 13, flat-footed 14

Immune magic *sleep* effects

SR 15

Fort +4, **Ref** +4, **Will** +2 (+4 against spells, spell-like abilities, and enchantments)

Weakness light blindness

Speed 30 ft. (6 squares)

Melee mwk rapier +6 (1d6+3/18–20 plus poison) and dagger +5 (1d4+1/19–20 plus poison)

Ranged mwk hand crossbow +8 (1d4/19–20 plus poison)

Base Atk +4; **Grp** +7

Atk Options Point Blank Shot, Precise Shot, poison (drow poison, DC 13, unconscious 1 minute/unconscious 2d4 hours)

Combat Gear 4 doses of drow poison, *lesser House Dhuurniv insignia**

* see page 151

Spell-Like Abilities (CL 4th):

1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 16, Dex 16, Con 11, Int 12, Wis 12, Cha 10

SQ able to notice secret or concealed doors, poison use

Feats Alertness, Improved Initiative^B, Point Blank Shot^B, Precise Shot^B, Two-Weapon Fighting

Skills Climb +8, Intimidate +7, Listen +5, Search +3, Spot +5, Swim +6

Possessions combat gear plus chain shirt, masterwork rapier, dagger, masterwork hand crossbow with 20 bolts, 8 gp, 8 sp

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

FEATURES OF THE AREA

Water: A successful DC 10 Swim check is required to successfully navigate the calm waters of the lake.

The water is somewhat murky, allowing visibility underwater out to 40 feet.

Thrown weapons are ineffective underwater, even when launched from land. Attacks with other ranged weapons take a –2 penalty on attack rolls for every 5 feet of water they pass through, in addition to the normal penalties for range.

Characters swimming, floating, or treading water on the surface, or wading in water at least chest deep, have improved cover from opponents on land. Land-bound opponents who have *freedom of movement* effects ignore this cover when making melee attacks against targets in the water. A completely submerged creature has total cover against opponents on land unless those opponents have *freedom of movement* effects. Magical effects are unhindered except for those that require attack rolls (which are treated like any other effects) and fire effects. Note also that creatures with cover can attempt Hide checks.

Nonmagical fire (including alchemist's fire) does not burn underwater. spells or spell-like effects with the fire descriptor do not work underwater unless the caster makes a spellcraft check (DC 20 + spell level). If the check succeeds, the spell creates a bubble of steam instead of its usual fiery effect, but otherwise the spell works as described. A supernatural fire effect will not work underwater unless its description states otherwise.

The surface of a body of water blocks line of effect for any fire spell. If the caster has made a spellcraft check to make a fire spell usable underwater, the surface still blocks the spell's line of effect. For example, a *fireball* cast underwater cannot be targeted at creatures above the surface.

Rocky Shore: Carefully concealed from the western shore, the rocks along the eastern beach have been arranged to create low spots in which a drow fighter can lie prone, fire his hand crossbow, and receive the benefit of cover.



TEMPLE OF LOLTH

Encounter Level 14

setup

Place Aunrae (A) and the spiderfangs (S) in the indicated positions.

Read the following passages when the characters encounter each opponent:

Aunrae: This female humanoid has black skin, white hair and wears a contemptuous expression as she looks at you with disdain. She is slightly shorter and slimmer than a human. She wears a black breastplate with an elf-headed spider embossed on it, and she carries a light shield with similar decoration.

Spiderfangs: These 7-foot-tall monstrous humanoids have white fur, apparently painted black, over their entire body. Their muscular build and ursine countenance suggest a kinship to a fearsome bear. They are garbed in armor fashioned of thick hides.

tactics

The spiderfangs use their crossbows against the characters while they cross the chasm, and then they fall back to the temple to defend Aunrae. The cleric casts *divine power* and *protection from energy* (fire and cold) in preparation, assuming she has time. The quaggoths voluntarily rage once the characters enter the temple.

AUNRAE DHUURNIV

CR 13

hp 57 (12 HD)

Female drow cleric 12 (Lolth)

CE Medium humanoid (elf)

Init +4; **Senses** darkvision 120 ft.; Listen +8, Spot +8

Languages Abyssal, Common, Drow Sign Language, Elven, Undercommon

AC 18, touch 10, flat-footed 18

Immune magic sleep effects

Resist endure elements; **SR** 23

Fort +8, **Ref** +6, **Will** +12 (+14 against spells, spell-like abilities, and enchantments)

Weakness light blindness

Speed 20 ft. (4 squares) in breastplate, base speed 30 ft.

Melee +2 *scourge** +11/+6 (1d8 plus 5 snake heads)

* see page 152

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

Special Actions rebuke undead 6/day (+5, 2d6+15, 12th), rebuke spiders 6/day (+3, 2d6+15, 12th), spontaneous casting (*inflict* spells) (+9 melee touch)

Combat Gear *greater House Dhuurniv insignia**

* see page 151

Cleric Spells Prepared (CL 12th):

6th—*greater dispel magic*, *harm* (+9 melee touch, DC 20), *spider curse*^{D, FRCS} (DC 20)

5th—*flame strike* (DC 19), *insect plague*^D, *slay living* (2) (DC 19)

4th—*cure critical wounds* (2), *divine power*, *giant vermin*^D, *spell immunity*

3rd—*deeper darkness*, *invisibility purge*, *prayer*, *protection from energy* (2), *suggestion*^D (DC 17)

2nd—*cure moderate wounds* (2), *owl's wisdom*, *silence* (2) (DC 16), *summon swarm*^D

1st—*bane* (DC 15), *bles*, *cure light wounds*, *doom* (DC 15), *endure elements*[†], *sanctuary* (DC 15), *spider climb*^D

0—*create water*, *detect magic* (3), *detect poison*, *purify food and drink*

D: Domain spell. Deity Lolth. Domains: Drow^{FRCS}, Spider^{FRCS}

† already cast

Spell-Like Abilities (CL 12th):

1/day—*clairaudience/clairvoyance*, *dancing lights*, *darkness*, *detect good*, *discern lies* (DC 17), *detect magic*, *dispel magic*, *faerie fire*, *levitate*, *suggestion* (DC 16)

Abilities Str 10, Dex 10, Con 10, Int 15, Wis 18, Cha 16

SQ able to notice secret or concealed doors, aura of evil, poison use

Feats Alertness, Combat Casting, Highborn Drow*, Improved Initiative, Lightning Reflexes^B, Lolth's Blessing*

* see page 150

Skills Concentration +15 (+19 casting defensively), Diplomacy +18, Knowledge (religion) +17, Listen +8, Search +2, Spellcraft +17, Spot +8

Possessions combat gear plus +1 *breastplate*, +1 *light steel shield*, *scourge of fangs**, 37 gp, 16 sp

* see page 152

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds Aunrae for 1 round. In addition, she takes a -1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

2 SPIDERFANGS**CR 8**

hp 81 each (8 HD)

Male quaggoth^{Mon} barbarian 5

CE Medium monstrous humanoid

Init +5; **Senses** darkvision 60 ft., scent; Listen +12, Spot +1**Languages** Undercommon (quaggoth dialect); illiterate**AC** 21, touch 12, flat-footed 20; uncanny dodge, improved uncanny dodge**Immune** fear**Fort** +9, **Ref** +5, **Will** +5**Speed** 30 ft. (4 squares) in hide armor, base speed 40 ft.; climb 30 ft.**Melee** +1 *greataxe* +16/+11 (1d12+11/×3) or**Melee** 2 claws +15 each (1d4+7) and bite +10 (1d4+3)**Ranged** mwk heavy crossbow +10 (1d10/19–20)**Base Atk** +8; **Grp** +15**Atk Options** Power Attack, Precise Shot, Point Blank Shot, rage 2/day**Combat Gear** 4 doses of drow poison**Abilities** Str 24, Dex 12, Con 18, Int 10, Wis 12, Cha 8**SQ** fast movement, trap sense +1**Feats** Improved Initiative, Precise Shot, Point Blank Shot**Skills** Climb +13, Hide +0, Intimidate +10, Listen +12, Spot +1, Survival +11**Possessions** combat gear plus +2 *hide armor*, +1 *greataxe*, masterwork heavy crossbow with 20 bolts, *ring of protection* +1, 41 gp, 23 sp**Rage (Ex)** If either spiderfang takes damage in combat, it has a 1 in 6 chance of flying into a berserk rage the following round, dropping its weapon and clawing and biting madly until either it or its opponent is dead.

When involuntarily raging, the spiderfangs have the following changed statistics:

AC 17, touch 8, flat-footed 16**Melee** 2 claws +17 each (1d4+9) and bite +12 (1d4+4) or**Grp** +17**Abilities** Str 28**Skills** Climb +15

When voluntarily raging, the spiderfangs have the following changed statistics:

AC 19, touch 10, flat-footed 18; uncanny dodge, improved uncanny dodge**hp** increase by 16**Fort** +11, **Will** +8**Melee** +1 *greataxe* +18/+13 (1d12+14/×3) or**Melee** 2 claws +17 each (1d4+9) and bite +12 (1d4+4)**Grp** +17**Abilities** Str 28, Con 22**Skills** Climb +15**SNAKE HEAD****CR 1**

hp 11 each (2 HD)

N Tiny construct

Init +3; **Senses** darkvision 60 ft., low-light vision, Listen +0, Spot +0**AC** 17, touch 15, flat-footed 14**Immune** construct immunities**Fort** +0, **Ref** +3, **Will** +0**Speed** 0 ft.**Melee** bite +8 (1d2–2 plus pain)**Space** 2-1/2 ft.; **Reach** 0 ft.**Base Atk** +1; **Grp** —**Atk Options** pain**Abilities** Str 6, Dex 17, Con —, Int —, Wis 11, Cha 1**SQ** construct traits**Feats** Weapon Finesse (bite)**Skills** Hide +11, Listen +0, Spot +0**Pain (Su)** Anyone hit by a serpent lash's bite attack takes a –4 penalty on attack rolls, skill checks, and ability checks for 2d4 rounds because of the wracking pain its venom produces. A successful DC 11 Fortitude save reduces the penalty to –2.**FEATURES OF THE AREA****Spell:** The altar is the center of an *unhallow* effect tied to a *dispel magic* spell, which does not affect worshipers of Lolth.

CHASM BRIDGE

Encounter Level 13

setup

Place Qiltox (Q) in the indicated square. The beholder is hovering 10 feet above the chasm bridge.

When the characters catch sight of Qiltox, read:

A creature floats before you; its bulbous body frames a central, eye and a large maw filled with teeth.

Smaller eyes sprout from the top of its orblike body.

Tactics

Visitors entering this area from location 2E are given a moment to present the *insignia* of House Dhuurniv (see page 151) before the beholder attacks. Interlopers making their way along the floor of the chasm, from either direction, are immediately attacked, because passage along the gorge is not authorized by Scylla Darkhope.

Qiltox employs *charm person* and *charm monster* to confuse the opposition. It generally tells a *charmed* subject to either restrain a comrade or step aside. It uses *disintegrate* on any foe it considers a real threat. It uses *fear* against warriors and other powerful creatures early in a fight.

Qiltox likes to use *finger of death* to eliminate dangerous foes quickly, and uses *flesh to stone* on enemy spellcasters. It uses *sleep* against warriors and other physically powerful creatures.

FEATURES OF THE AREA

Chasm: The chasm floor is 20 feet below the bridge and ledges. Falling incurs 2d6 points of damage. The chasm has steep sides, ending in a shallow streambed. Climbing the walls of the chasm requires a DC 30 Climb check.

Bridge: The bridge widens from 2 feet wide to 5 feet wide as one crosses the span from west to east. Crossing the bridge at full speed or in combat conditions requires a successful DC 7 Balance check.



QILTOX THE BEHOLDER

CR 13

hp 93 (11 HD)

LE Large aberration

Init +6; **Senses** all-around vision, darkvision 60 ft.; Listen +18, Spot +22

Languages Beholder, Common

AC 26, touch 11, flat-footed 24

Fort +9, **Ref** +5, **Will** +11

Speed 5 ft. (1 square), fly 20 ft. (good); flight

Melee bite +7 (2d4)

Ranged 3 eye rays each +9 touch

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

Base Atk +8; **Grp** +12

Atk Options antimagic cone

Abilities Str 10, Dex 14, Con 18, Int 17, Wis 15, Cha 15

Feats Alertness^B, Flyby Attack, Great Fortitude, Improved Initiative, Iron Will

Skills Hide +12, Knowledge (arcana) +17, Listen +18, Search +21, Spot +22, Survival +2 (+4 following tracks)

All-Around Vision (Ex) Qiltox cannot be flanked.

Antimagic Cone (Su) Qiltox's central eye continually produces a 150-foot cone of antimagic. This functions like an *antimagic field* (CL 13th). All magical and supernatural powers and effects within the cone are suppressed—even the beholder's own eye rays. Once each round, during its turn, Qiltox decides whether the antimagic cone is active or not (the beholder deactivates the cone by shutting its central eye).

Eye Rays (Su) Each of Qiltox's eye rays resembles a spell cast by a 13th-level caster, but follows the rules of a ray (PH 175). All eye rays are used as free actions and do not provoke attacks of opportunity. Each eye ray has a range of 150 feet and a save DC of 17. During a single round, Qiltox can aim three rays at targets in any one 90-degree arc.

Charm Monster: Will negates.

Charm Person: Will negates.

Disintegrate: Fortitude negates.

Fear: Targets one creature. Will negates.

Finger of Death: The target must succeed on a Fortitude save or be slain. The target takes 3d6+13 points of damage if the saving throw succeeds.

Flesh to Stone: Fortitude negates.

Inflict Moderate Wounds: 2d8+10 points of damage (Will half).

Sleep: Affects one creature with any number of Hit Dice. Will negates.

Slow: Affects one creature. Will negates.

Telekinesis: Qiltox can move objects or creatures that weigh up to 325 pounds. Creatures can resist the effects with a successful Will save.

Flight (Ex) Qiltox is naturally buoyant, granting it a permanent *feather fall* effect (as the spell) with personal range.

TREASURE CHAMBER

Encounter Level 12

setup

Place the Dhuurniv marauder in the indicated space to the west of the door. Place the three chests along the east wall in the indicated squares.

When the characters catch sight of the lodestone marauder, read:

This creature stalks about on four enormous legs. Its skin resembles dull metal and is covered in rusty spikes.

Tactics

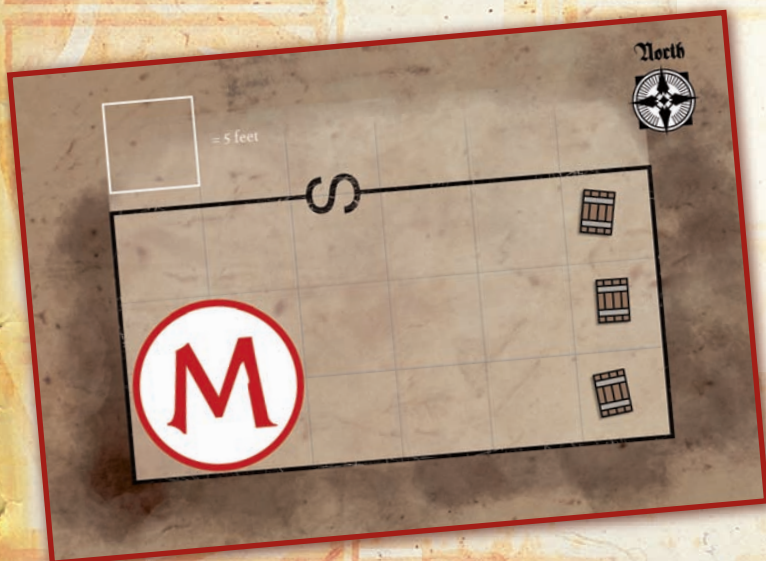
The Dhuurniv marauder uses its magnetic repulsion ability to hold hundreds of steel spikes against the east wall above the chests. By switching to its magnetic attraction ability, the creature can cause the spikes to come hurtling toward any creatures between it and the spikes (as well as affecting any unsecured metal equipment they might have), and then attack again using its magnetic repulsion ability (also affecting the characters as outlined above). Aside from the effects of gravity, a hail of spikes is the equivalent of falling into a spiked pit. To make matters worse, it's possible that the spikes are coated with poison.

Spikes: Atk +10 melee, 1d4 spikes per target for 1d4+5 plus poison each).

Poison: drow sleep poison, Fortitude DC 13 resists, initial damage unconsciousness for 1 minute; secondary damage unconsciousness for 2d4 hours.

Once all its foes are down, the marauder kills any sleeping combatants.

If the PCs have intercepted the shipment of drow sleep poison (chapter 2, area 13) the drow have not expended their remaining stock of sleep poison on these spikes.



DHUURNIV MARAUDER

CR 12

hp 290 (20 HD)

Advanced Lolth-touched^{MM4} lodestone marauder^{MM4}

CE Large aberration

Init +5; **Senses** darkvision 60 ft.; Listen +15, Spot +14

AC 25, touch 11, flat-footed 23; magnetic defense

Immune fear

Resist stability (+4 against bull rush and trip)

Fort +16, **Ref** +8, **Will** +13

Speed 30 ft. (6 squares), burrow 20 ft., climb 20 ft.

Melee bite +25 (1d8+10) and

2 claws +22 each (1d6+5)

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

Base Atk +15; **Grp** +29

Atk Options Power Attack

Special Actions magnetic attraction, magnetic repulsion

Abilities Str 30, Dex 14, Con 30, Int 2, Wis 12, Cha 8

Feats Ability Focus (magnetic attraction), Ability Focus (magnetic repulsion), Alertness, Improved Initiative, Multiattack, Power Attack, Weapon Focus (bite)

Skills Climb +18, Hide +2, Listen +15, Move Silently +6, Spot +14

Magnetic Attraction (Su) The Dhuurniv marauder can create a pulse of magnetic energy within a 30-foot-radius emanation that sends metal objects hurtling toward it. An affected creature carrying such an object must succeed on a DC 32 Reflex save or drop the object in its space. Objects fastened down in some way, such as properly donned armor, automatically succeed on the save. At the marauder's option, held or unattended objects that fail this save are drawn in a straight line toward it. Such objects stick to its body, and they can be removed only on the marauder's death or with a DC 32 Strength check.

Magnetic Defense (Su) The Dhuurniv marauder gains a +4 deflection bonus to AC against all attacks from sources made wholly or substantially of metal.

Magnetic Repulsion (Su) This ability works like magnetic attraction, except that repulsion pushes objects away from the Dhuurniv marauder within a 30-foot-radius burst. An affected creature carrying such an object must succeed on a DC 32 Reflex save or drop the object in its space. All creatures wearing metal armor or carrying metal shields within the area of the marauder must succeed on a DC 32 Reflex save or be knocked prone.

Stability (Su) The Dhuurniv marauder has a +4 bonus on ability checks made to resist being bull rushed or tripped when standing on the ground (but not when climbing, flying, or otherwise not standing firmly on the ground).

Uprising

Although the Zhentarim have by now lost many of the allies who helped them conquer Shadowdale—the leadership of the Banite clergy, the Sharrans, and the drow of House Dhuurniv—the Black Network is still firmly in control of the dale.

In this chapter, the characters' efforts will finally spark an uprising among the inhabitants of Shadowdale. As skirmishes break out across the dale between the dalesfolk and the Zhentarim Occupying Army, the PCs must recruit additional allies to bring to the fight, foil a brazen display of brutality designed to intimidate the would-be rebels, and disrupt the Black Network's supply lines. Once the hated occupiers withdraw into the Twisted Tower of Ashaba, the PCs must infiltrate from below, free prisoners from the tower's dungeon, eliminate key commanders, and liberate Lord Mourngrym. Finally, the PCs must strike a blow for freedom for all of Cormanthor by battling Scyllua Darkhope in the skies above the dale.

Army of shadowdale

The Army of Shadowdale is a ragtag alliance, loosely united under the inspirational leadership of the characters. The conditions for the emergence of the army of dalesfolk are met when the PCs amass 60 or more Notoriety Points, but the army does not actually enter the fray until the characters call for a rebellion. The PCs do not need to directly command the Army of Shadowdale, because the dalesfolk operate independently in small bands, targeting individual Zhentilar units. However, if the PCs wish to give orders in specific cases, the ragtag rebels obey them without question.

Initially the Army of Shadowdale consists of dalesfolk from the village of Shadowdale and its immediate environs. Over the course of several days, the rebel alliance's numbers swell as dalesfolk from outlying freeholds travel to the dale's seat to join the brewing rebellion.

Battle of shadowdale

Unless the PCs direct otherwise, the Battle of Shadowdale begins with a series of spontaneous skirmishes, as small groups of dalesfolk turn on the Zhentilar soldiers and mercenaries quartered in their midst in the hours before dawn. As dawn breaks in the eastern sky, chaos reigns across the dale as bands of warriors set fire to various structures and clash in furious small-unit actions.

On the first day of fighting, the Zhentilar are disorganized and ill prepared, as skirmishes erupt without warning throughout the village. During this period, the PCs are assumed to be fighting several groups of Zhentilar soldiers and/or mercenaries, but minor victories such as these have little impact on the course of the overall battle. However, during this period of initial confusion, the PCs have the opportunity to recruit additional allies in addition to the native inhabitants of Shadowdale, as outlined in events 1 and 2, which, if successful, have the potential to match the forces of the Zhentarim Occupying Army.

In the days that follow, the Zhentarim Occupying Army attempts to nip the brewing rebellion in the bud by staging a brazen act of intimidation (as outlined in event 3), which the characters have the chance to foil. In addition, the occupying army is waiting for its next supply caravan, as outlined in event 4.

As the rebellion spreads, the Zhentarim Occupying Army is forced to retrench and regroup, using the Twisted Tower of Ashaba as its base. By infiltrating the Zhentish redoubt from below, the characters have the opportunity to liberate the dalesfolk imprisoned in the tower's dungeons, break Prince Yder's hold over Lord

Designer's Note

If the characters include among their number a shapechanger capable of achieving wolf shape (such as a druid), consider altering the rules of the ritual combat so that the PC must fight in canine shape in order to claim leadership of the pack.

Mourngrym, and kill the senior commanders of the Zhentarim occupying army, as outlined in events 6, 7, and 8. Prince Yder seeks revenge on the PCs by unleashing a pair of balhannoths. Finally, as victory draws nigh, the PCs have the opportunity to strike a powerful blow for the forces of good throughout the region by battling Scyllua Darkhope and her honor guard to the death in the skies above Shadowdale, as outlined in event 9.

The moonshadow pack

Beyond the safe confines of the village of Shadowdale, the dale is largely wilderness, home only to scattered, largely isolated freeholds. In the vast stretches of wilderness between such freeholds, all manner of creatures run wild, including large numbers of wolves. Although Shadowdale's wolves are by no means tame, they have been long been organized into a great pack, known as the Moonshadow Pack. Under the leadership of a servant of Selûne, a moon dog^{BoED} known as Cooteu, the Moonshadow Pack formed an alliance in recent years with the Silvanus-worshipping druids of the Circle of Shadowdale. This alliance has served as Shadowdale's de facto border patrol, operating near the dale's periphery and deterring many infiltrators and prowling monsters from entering the area.

During the recent invasion of Shadowdale by the Zhentarim, the church of Cyric sent an agent of its own into the dale, despite its plan to maintain a low profile in the region for the time being. The Cyricist is the legendary winter of the Ride known as Frostbite. Frostbite fell under the sway of the Dark Sun in the Year of the Banner (1368 DR), when Cyric forged an army of monsters north of the Moonsea to attack Zhentil Keep. At the request of the church of Cyric, Frostbite moved south to Shadowdale and challenged Cooteu for leadership of the Moonshadow Pack. The moon dog barely escaped with his life and was forced to concede leadership of the Moonshadow Pack to the winter wolf. Although he remained the pack's nominal second in command, his banishment by Frostbite meant that he could not regain his former position, even if he killed his rival.

Since his victory over Cooteu, Frostbite has been careful to keep to the periphery of the dale, so as not to incite the Banites and possibly undermine the alliance between the Zhentarim, House Dhuurniv, and the Church of Shar forged by Esvele Gray-

castle. Although he can barely wait to hunt the hated Banites, for now Frostbite continues to play his minor role in Esvele's alliance. Under his leadership, the wolf pack has turned on its longtime allies and now hunts the druids of the Circle of Shadowdale. In this fashion, Frostbite has deprived the dalesfolk of two sets of potential allies: the druids and the wolves.

Event 1: Leader of the pack

This event begins once the characters amass 60 or more Notoriety Points, either before or after they unleash the uprising. Cooteu approaches them and offers to arrange an alliance between the Moonshadow Pack and the dalesfolk. He gives a brief recounting of recent events and suggests that the characters might be capable of challenging Frostbite's control of the Moonshadow Pack and thereby win the aid of the druids, and possibly the wolves as well. If the PCs agree to his terms, Cooteu works with the characters to locate his successor and instructs them how to contest Frostbite's leadership of the pack.

The PCs must choose whether to simply find and attack Frostbite (and any nearby wolves who come to his defense) or challenge his right to lead the pack. The benefit of the former scenario is that a dangerous predator is removed from the wilds of Shadowdale and the wolves of the Moonshadow Pack cease to harry the druids of the Circle of Shadowdale. This in turn allows the druids to join the uprising.

The latter course of action requires a single PC to battle Frostbite while the wolves and the other characters watch. Although the former course is a more difficult encounter (EL 14 versus EL 12), the latter is actually more dangerous as the challenger cannot count on support from his adventuring companions. Aside from saving the lives of several legendary wolves, the reward for killing Frostbite in a ritual challenge, restoring Cooteu's status, and then resigning is that Cooteu regains his position as pack leader; this, in turn, allows the wolves to join the uprising as well.

Creatures: Although the Moonshadow Pack is composed of hundreds of wolves, Frostbite rarely assembles them to their full strength. The winter wolf is usually found only in the company of the four most powerful wolves, who obey his commands as pack leader.

Tactical Encounter: U1: Leader of the Pack, page 125.

circle of shadowdale

The Circle of Shadowdale, once based in Druid's Grove in the village of Shadowdale and since relocated to the near-wilderness of the outlying dale, is a group of Silvanus-worshipping druids and allied Mielikki- and Solonor-worshipping rangers.

The current roster of druids includes:

- Mourntarn "the Master" (N male Chondathan druid 12 [Silvanus])
- Deltra (N female Chondathan druid 6 [Silvanus])
- Eimar (N female Chondathan druid 10 [Silvanus])

- Feldel (N female half-moon elf druid 6 [Silvanus])
- Veshar (N male half-moon elf druid 9 [Silvanus])

The current roster of rangers includes:

- Briador (NG female Vaasan human ranger 9 [Mielikki])
- Rathagol (NG male Chondathan ranger 8 [Mielikki])
- Reptar (CG male moon elf ranger 7 [Solonor Thelander])
- Selvan (NG female half-moon elf ranger 6 [Mielikki])
- Temis (NG male Vaasan human ranger 6 [Mielikki])

The Living Wood

In centuries past, the area now known as Shadowdale was known to the Fair Folk of Cormanthor as the Living Wood, home to all manner of fey creatures. The fey were drawn to the banks of the River Ashaba (as it is now known) by to the unusual concentration of mystical roads of geomagical energy in the area, which created strong ties to the realm of Faerie and a dense network of crossroads and backroads (the natural *portal* network known to fey, druids, and bards that spans Faerûn, detailed in *Magic of Faerûn*).

After the drow of Maerimydra completed the Twisted Tower in -2,549 DR, they focused their will on subjugating the surrounding woodland, thus creating the Land Under Shadow. In order to drive the large numbers of fey from the surrounding area, the drow unleashed a horrific monster, known as the Susurrus, into the region's geomagical backroads. The maddening whispers and diseased bite of the Susurrus reduced those fey who dared ply the backroads into cannibalistic wendigos who slaughtered other members of their race.

Eventually the fey determined the nature of the horror introduced into their midst and forged a pact to trap it. All fey in the region pledged to never again use the region's backroads so long as the Susurrus survived, and the area's crossroads guardians agreed to never let the Susurrus escape into the real world. Thus trapped, the monster could only torment the region's crossroads

guardians with its maddening whispers, unable to bite the incorporeal fey or deal lasting damage. However, its presence served to cut off the fey races from Faerie, and over time their numbers in the region declined precipitously.

Azalar falconhand

Azalar Falconhand (see tactical encounter U2, page 126) is the sixteen-year-old son of Dove and Florin Falconhand. Despite his youth, Azalar is already over 6 feet tall, and he continues to grow like a weed. He has his father's powerful build and his mother's silver hair, worn long in a thick braid. His feytouched ancestry reveals itself in his pointed ears, almond-shaped eyes, and tiny horns hidden beneath his bangs.

Azalar's birth was the direct result of Mielikki appearing to Florin Falconhand and ordering him to marry Dove Falconhand and beget a child (with Mystra's consent). Azalar's fey nature dates back to several matrilineal and patrilineal ancestors that combined to produce a feytouched offspring, generations after the introduction of both fey bloodlines.

The Lady of the Forest, as Mielikki is sometimes known, hopes that Azalar can defeat the Susurrus and lead the good-aligned fey races back to the Living Wood. Over the past few years, she has slowly revealed her plans for him in a series of visions, prompting Azalar to spend his days wandering the wild reaches of Shadowdale, getting to know the scattered fey in the dale's remaining enclaves.



Illustration by R. Gallegos

The Susurrus emerges

Although the Black Network knows almost nothing of the backroads that crisscross Shadowdale or the monster that lairs within them, Zhentarim spies learned of Azalar's interest in the fey races of Shadowdale. Wisely worried that Azalar might attempt to recruit such fey to attack her occupying army, Scylua ordered his capture shortly before departing for Mistedale. (The characters encountered mercenaries searching for Azalar in Chapter 1, and had the opportunity to free him in Chapter 2.)

Event 2: Susurrus Unleashed

This event occurs only if the characters have succeeded in liberating Azalar earlier in the adventure. Once the PCs amass 60 or more Notoriety Points, a pixie allied with Azalar arranges a rendezvous between the son of Florin and the characters at the site of one of Shadowdale's long-forgotten crossroads, such as Druid's Grove or Harper's Hill (see Appendix 1).

At the meeting, Azalar pledges the support of Shadowdale's fey inhabitants against the Zhentarim and unrestricted access to the crossroads and backroads of Shadowdale if the PCs can help him defeat the Susurrus. If the characters can convince the crossroads guardian in charge of this particular crossroads to open a passage into the backroads, then Azalar, as a fey, can then wander Shadowdale's backroads until he encounters the Susurrus. The young ranger believes his feytouched heritage will protect him from the maddening whispers of the Susurrus long enough for him to return to this crossroads. If all goes to plan, he will exit the crossroads with the Susurrus on his heels, assuming the PCs can persuade the crossroads guardian to allow the Susurrus to finally escape the backroads in which it has long been trapped. It will then be up to the characters to defeat the monster.

The fey of Shadowdale are initially unfriendly to the characters (and other humanoids) and are unwilling to choose sides in the intrahumanoid strife. If the PCs destroy the Susurrus, however, the general reaction of Shadowdale's fey population to the characters changes to friendly. A successful DC 20 Diplomacy check, which represents reaching out to multiple groups of fey, raises the reaction of the fey to helpful and convinces them to join in the uprising. Moreover, the fey convince a friendly herd of pegasi to serve as steeds for the PCs for the duration of the uprising.

Creatures: The characters wait in one of the aforementioned locales near the incorporeal crossroads garden. The encounter begins as Azalar emerges from the crossroads, with the Susurrus hard on his heels.

Tactical Encounter: U2: Susurrus Unleashed, page 126.

Development: Defeating the Susurrus and forging an alliance with Shadowdale's fey races against the Black Network brings new allies into the rebellion. In addition, it gives the PCs greatly increased mobility, since they have access to the backroads and crossroads of the Black Network, enabling them to magically travel across Shadowdale by way of a *portal* network unavailable to their enemies. More important, the PCs will also have pegasi at their disposal, allowing them to challenge Zhentish control of the skies (if they were not already capable of doing so through magic).

Treasure: Each hero has access to a single pegasus for the remainder of the adventure. The pegasi serve voluntarily, departing if treated poorly or as if they are simple animals.

zhentarim Response

Once the uprising begins and skirmishing breaks out across the dale, the Zhentarim Occupying Army commanders pursue a three-pronged strategy. First, the Zhentilar attempt to nip the uprising in the bud by intimidating the local populace through a horrific act of brutality, as discussed in event 3. Second, Eregul and Zvopua fly out to escort the next supply caravan from Voonlar into the village of Shadowdale, as discussed in event 4. Last, the commanders call for reinforcements from Zhentil Keep, although they remain confident they can handle the situation (the Army of Darkhope, already in the field to the east and south, cannot spare additional troops from its fight against the Army of Myth Drannor and the ongoing invasion of Mistedale). Such reinforcements arrive too late to make a difference, unless the *portal* in Castle Krag (see Chapter 2) is still open; if so, the missed victory points reflect the addition of those reinforcements to the fray.

Event 3: Battle of the Bridge

This event is assumed to occur on the bridge over the River Ashaba—the best location to attack the Zhentarim as they move from the central village to the debased shrine of Mystra—although it could occur anywhere in between.

Creatures: In a brazen act of intimidation, Forthar Helvenstron has ordered every villager he can find (composed largely of the old, the infirm, and children) rounded up and marched across the bridge to the debased Shrine of Mystra (see Appendix 1). There he plans a wholesale slaughter and the promise of more, in the hope of intimidating the remaining dalesfolk into abandoning the nascent rebellion.

Dalesfolk (24): hp 1 each.

Tactical Encounter: U3: Battle of the Bridge, page 128.

Development: If the PCs fail to stop the slaughter, the threshold needed to maintain an uprising rises an additional 20 Notoriety Points (to 80 or 100, depending on the events in Chapter 1, event 3). If the PCs no longer have enough Notoriety Points, then the uprising begins to falter. On the other hand, if the PCs act quickly (within the day) to raise their Notoriety Points above this new threshold, then the uprising continues. If the characters fail, the rebellion ends the following day, and the PCs have lost the last hope for Shadowdale's independence.

Event 4: Air support

This event is assumed to occur in the skies above Shadowdale, north of the village along the Shadow Trail in the direction of Voonlar. It could occur in the skies above an ambush set by the dalesfolk for the Zhentarim supply caravan, or it could occur south of that battle, as Eregul the Freestave and Zvopua, his fouldrake steed, rush north to reinforce the caravan.

Creature: Eregul the Freestave flies north astride his intimidating mount, confident in his abilities to escort the supply caravan south to the Twisted Tower.

At the DM's option, this fight can be made more challenging by assuming that Eregul is accompanied by 1d4 skymages mounted astride fowlwings. Use the statistics from tactical encounter D2 for Istivin Naerindyth and his fowlwing steed. If Istivin is already dead, then the maximum number of skymages accompanying Eregul is three.

Tactical Encounter: U4: Air Support, page 130.

Development: If the PCs succeed in defeating Eregul and Zvopua (and any accompanying skymages), then the dalesfolk are assumed to successfully capture the supply caravan. This has the twofold effect of depriving the Zhentarim Occupying Army of much-needed supplies (foodstuffs and additional weapons and armor) and giving such equipment to the dalesfolk to use in their rebellion. On the other hand, if Eregul or the other skymages are permitted to repeatedly attack the ambushers from on high, then the Zhentarim are assumed to drive off the dalesfolk and reach the Twisted Tower with their supplies.

shadovar response

If the characters have shuttered the House of Night, killed the Shadovar emissaries visiting Alokkaer, or ended the Rite of Unwinding, they have earned the ire of the Princes of Shade. The characters are not yet a threat to the big-picture plans of the Shadovar—Shadowdale is little more than an interesting experiment—but such affronts are never left unanswered by the Princes of Shade.

While preparing to retaliate, Prince Yder Tanthul (NE male shade fighter 11/sorcerer 12/shadow adept^{PG} 4/divine champion^{PG} 4) periodically scries the PCs as they move about Shadowdale, which they can notice by means of a *detect scrying* spell or similar magic (keep in mind he uses the Shadow Weave). If the PCs keep themselves cloaked in spells such as *nondetection*, the Shadovar prince uses more conventional means—such as adherents of Shar hidden among the dalesfolk, mercenaries, and Zhentarim who act as his indirect informants—to keep tabs on the PCs.

Event 5: Balhannoth Ambush

This event is assumed to occur as the PCs make their way through the Shadowdark to or from the dungeons of the Twisted Tower. Two likely locales include Swordthrust Crevice (Chapter 4, area 1) or Chasm Bridge (Chapter 4, area 21). Alternatively, this encounter could unfold on the surface somewhat near an entrance to the Underdark and preferably at night, if Prince Yder believes the PCs are unlikely to move through the Underdark again or if they seem likely to stay in one place for more than a few hours.

Creatures: Balhannoths are hulking aberrations found primarily in the Northdark, with particular concentrations along the border with Anauroch. This unusual distribution has led sages to hypothesize that the creatures



A Zhentarim resupply caravan heads toward Shadowdale with close-in air support

Illustration by M. Coimbra

were created by Netherese wizards to assassinate their rivals. In truth, balhannoths were created in the waning days of Netheril to hunt and kill phaerimms. They are quite suited to this task if directed, but the Netherese did not breed them in sufficient numbers before the Fall to make a significant difference in their shadow war with the hated thornbacks.

Upon their return to Faerûn, the Shadovar rounded up and captured as many balhannoths as they could find to use against the phaerimms once again. Small groups of balhannoths, usually led by one of the Shadovar, regularly scour the Underdark beneath Anauroch and Myth Drannor in search of Netheril's ancient foes. Balhannoths are also used as effective, albeit slightly dangerous, guardians by Shadovar who draw on the Shadow Weave for their magic. Although balhannoths enjoy the taste of Shadow Weave magic items, their dweomersight ability does not detect the Shadow Weave.

In order to exact his vengeance, Prince Yder placed two balhannoths, previously engaged in the hunt for phaerimm beneath Myth Drannor, in the path of the PCs and then left the scene. The balhannoths have orders to attack the first group of magic-bearing humanoids they encounter and then return back to the Underdark, where Prince Yder can recover them later.

Tactical Encounter: U5: Balhannoth Ambush, page 134.

The Twisted Tower of Ashaba

The Twisted Tower of Ashaba, so named for its unusual construction and proximity to the River Ashaba, was built by the drow nearly 3,000 years ago, as outlined in Chapter 4. In recent centuries the Twisted Tower has been the redoubt of a series of human lords, of which Lord Mourngrym is but the latest.

The Twisted Tower is the scene of intense activity throughout this adventure. The Zhentarim Occupying Army uses it as its headquarters and defensive center. During the course of the uprising, the tower goes from being the base of Zhentilar skirmishers, to the besieged last stand of the Zhentarim Occupying Army, and finally to the symbol of Shadowdale's reclamation.

first floor: Audience Level

Doors: Doors on this level and above are strong wooden doors (2 in. thick, hardness 5, 20 hp), unless otherwise noted. Most open easily unless locked.

Ceiling Height: Ceilings are 20 feet high on this level, unless otherwise noted.

Lighting: Every chamber on this floor and above is lit by at least one *continual flame* torch.

1. Grand Entry Hall. This ornate, wood-paneled hall is hung with tapestries. Four Zhentilar guard the front doors at all times.

Doors: The double doors on the south wall are iron doors (4 in. thick, hardness 10, 60 hp). Most open easily unless locked.

2. Forecourt. The forecourt has been transformed into a marketplace, open during the daylight hours. Zhentilar troops buy and sell minor magic items and masterwork weapons and armor from and to mercenaries and other Zhentilar troops.

Ceiling Height: The ceiling in this chamber extends up into the empty space above (area 38). At its apex the ceiling is 32 feet above the floor.

3. Lord's Court/Audience Chamber. This chamber is full of long wooden seats facing a dais upon which stand the high seats of the lord and lady.

4. Well Room. Guarded by two Zhentilar at all times, this ornate room contains the wellhead of the Tower's drinking water. The well is covered by a large stone lid that pivots easily on well-oiled hinges to allow water to be drawn.

5. Feast Hall. This huge chamber is dominated by a grand post-and-beam ceiling and long rows of massive, smooth-polished wooden tables. The decorations in this room have recently been replaced with Banite iconography.

6. Kitchen. This small, warm room is dominated by a hearth in the northwest corner.

7. Scullery. This room is used for cutting meat and collecting waste products for disposal.

8. Pantry. This long, narrow corridor serves as the tower pantry. Normally it holds enough foodstuffs to feed the folk of the Tower for the winter, but already the Zhentilar have largely picked it clean.

9. Wine Cellar. This once-fine wine cellar has been plundered of almost all its alcohol.

Secret Door: Secret doors (Search DC 20) on the west and east walls are cleverly worked to resemble the castle walls.

10. Closet of Cordwood. This chamber normally contains a store of emergency firewood, but much of it was used during the failed defense of the tower, and it has not been restocked.

Secret Door: Secret doors (Search DC 20) on the west, north, and east walls are cleverly worked to resemble the castle walls.

11. Emergency Cache. This room once contained Lord Mourngrym's secret cache, but it was discovered and looted by the Zhentilar during the invasion. It now stands empty.

12. Stairs to the Dungeon. See page 121 for details of the dungeon level.

13. Ladies' Antechamber. This room contains a number of toilets, curtained off for privacy with hangings.

14. Mens' Antechamber. This room contains a number of toilets, curtained off for privacy with hangings.

15. Secret Passage. This darkened hall has seen little use lately, but traditionally it was used by the lord and other folk of the tower to slip away from a gathering in area 5.

Secret Door: Secret doors (Search DC 20) at both ends of this passage are cleverly worked to resemble the castle walls.

16. Spyhole Chamber. A crossbow-wielding guard is posted in this chamber at all times watching for signs of treachery during meals.

Secret Door: A secret door (Search DC 20), cleverly worked to resemble the castle walls, leads to this chamber.

17. Secret Chamber. This secret chamber contains loaded crossbows, daggers, and torches stored in wall racks.

Secret Door: Three secret doors (Search DC 20) cleverly worked to resemble the castle walls lead into this chamber.

18. The Back Hall. This hall is used by the tower cooks to bring additional foodstuffs to area 5.

19. Stairs to Area 30.

20. Guards' Quarters. A dozen Zhentilar are garrisoned in this chamber.

21. Guards' Ready Room (the Watch Room). This chamber serves as the command post for the first level. The senior commander on duty is posted in this chamber, and many guards use this chamber to store and prepare their gear.

22. Guards' Common Room. This space has become the informal gathering space for low-level Zhentilar posted in the Twisted Tower.

23. Guards' Quarters. A dozen Zhentilar are garrisoned in this chamber.

24. Chamber of State (Guards' Court). This is a dark, wood-paneled, tapestry-hung room. Four Zhentilar are stationed here at all times, waiting to reinforce other guardposts or answer the bidding of a senior commander.

25. Gambling Room. This former armory is now used as a secret place for the guards to gamble, away from the prying eyes of their commanders.

26. Lord's Stair to Area 32. A spyhole halfway up this stair opens into area 31.

27. Storeroom. This storeroom is filled with miscellaneous supplies brought here by the Zhentarim. It also serves as the guard station for a bored (and often sleeping) naug-adar.

28. Secret Stairs to Area 34. This hidden staircase connects a secret room on the second floor (area 34) with the outside and with area 27.

Secret Door: Two secret doors (Search DC 20), worked to resemble the castle walls, lead to these stairs. Both are guarded by an *arcane lock* spell (CL 12th) placed by Eregul to supplement their physical locks.

29. Boathouse. This crowded, low-beamed wooden shed is a ramshackle structure used to load and unload barges from Mistedale. It has seen little use this winter, but the Zhentarim hope to begin regular shipments up and down the River Ashaba this spring, once the Army of Darkhope conquers that neighboring dale. Two Zhentilar guards and an alarm gong are posted by the water's edge.

Doors: The door is an iron door (2 in. thick, hardness 10, 60 hp). It is physically locked and supplemented with an *arcane lock* spell (CL 7th) placed by the naug-adar on duty in area 27.

second floor: residence level

Doors: Doors on this level and above are strong wooden doors (2 in. thick, hardness 5, 20 hp). Most open easily, unless they are locked.

Ceiling Height: Ceilings are 12 feet high on this level.

30. Officers' Parlor. This opulently furnished space has become the informal gathering space for mid-level Zhentarim officers to meet and discuss experiences and strategy.

31. Emissary's Room. This opulently furnished bedchamber serves as the quarters for Jezz the Lame (see event 7).

Spyhole: The Zhentarim have yet to detect the spyhole that allows someone on the stairs to the west to peer into this chamber. Jezz is aware of the spyhole, and occasionally uses it in reverse to observe comings and goings in area 26.

32. Lord's Chamber. This chamber is an opulent lounge, office, and sitting room for Lord Mourngrym. It rarely sees use of late.

33. The Lord's Wardrobe. This hidden walk-in closet is crammed with clothes, boots, cloaks, swords, and costumes. Lord Mourngrym rarely comes here anymore.

Treasure: A set of masterwork thieves' tools belonging to Lady Shaerl is hidden beneath the mess.

Secret Door: A secret door (Search DC 20), cleverly worked to resemble the castle walls, leads to area 34.

34. The Hidden Chamber. This chamber has long served as the hidden escape route for Shadowdale's lords.

35. Scrying Chamber. This hidden chamber is used by Eregul when scrying.

Secret Door: A secret door (Search DC 20), worked to resemble the castle walls, leads to this hidden chamber. It is guarded by an *arcane lock* spell (CL 12th).

designer's note

The characters might choose to interact with the denizens of the Twisted Tower of Ashaba in a variety of ways. During their first activities in Shadowdale (chapters 1–4), they might visit the tower under false pretenses, posing as mercenaries in search of a commission, to purchase minor magic items, or seek a brief audience with Lord Mourngrym. Once the uprising begins, the characters might choose to enter the tower in order to liberate prisoners in the dungeon, arrange an ambush for a returning skymage, or remove Lord Mourngrym as leader of the dale.

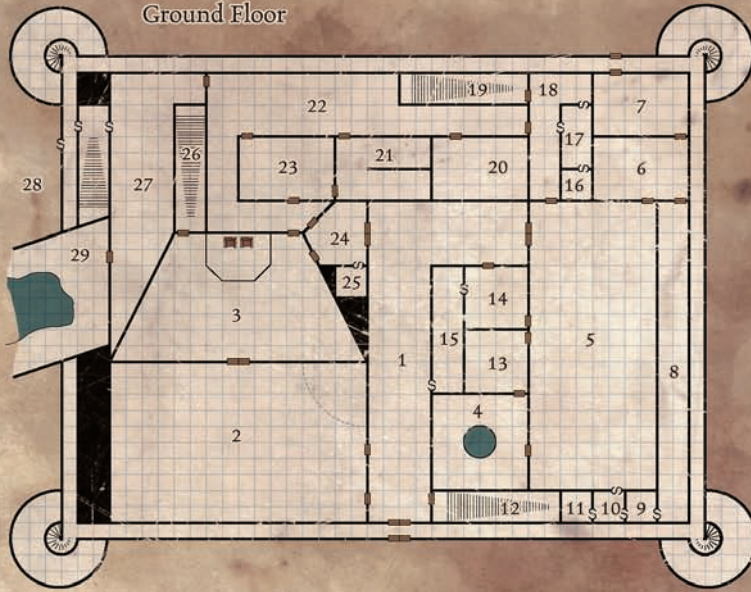
This adventure does not assume that the PCs clear the Twisted Tower of inhabitants as they might attempt doing in a standard "dungeon," since this would be a mind-numbing exercise of battling hundreds of low-level warriors, wizards, and clerics. Instead, the fall of the Twisted Tower is left offstage for the dalesfolk to accomplish, while the

characters have the opportunity to execute three high-profile missions into the tower during the uprising (events 6, 7, and 8 below).

Given the chaos and confusion in the dale, infiltrating the tower during the uprising is not as hard as it might seem, particularly if the PCs use magic to cloak their passage and give them access to a door on an upper floor of the tower or enter from below, through the dungeons. The events set in the Twisted Tower will likely require improvisation on the part of the DM, because the number of choices available to the characters are too many to enumerate. However, assuming the PCs play the role of infiltrators and do not attack every inhabitant of the tower they see, most of the low-level Zhentilar can be described as background color until the characters reach the target of their mission.

Twisted Tower of Ashaba

Ground Floor



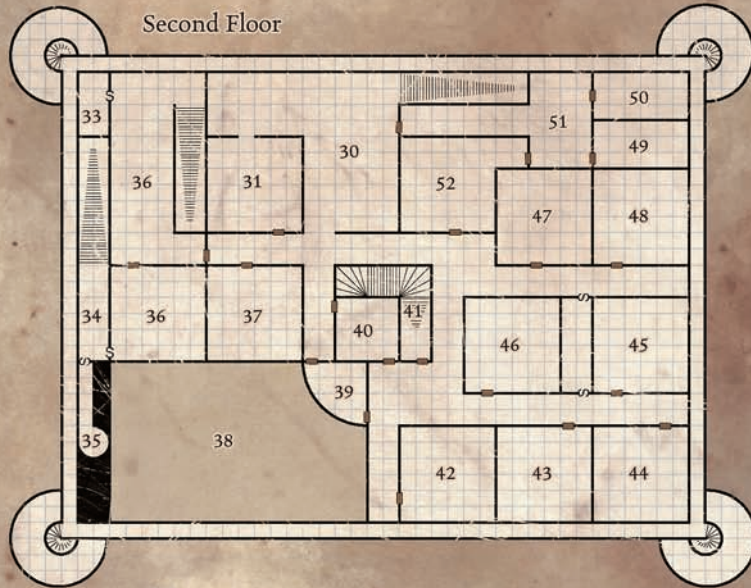
Third Floor



Fourth Floor



Second Floor



Fifth Floor



Sixth Floor



North



Seventh Floor



Eighth Floor



□ = 5 feet

Treasure: A crystal ball sits atop a metal stand in the center of this room.

36. Lord Mourngrim's Bedroom. This chamber is home to Lord Mourngrim. It is comfortably furnished and includes a pluggable spyhole to observe the goings-on in area 2. Lord Mourngrim now spends much of his time brooding in this chamber, emerging only when he must preside over Shadowdale's court.

37. Eregul's Room. This chamber is home to Eregul the Freestave, though he is rarely present. The door to this room is guarded by an *arcane lock* spell (CL 12th).

Treasure: Eregul keeps his spellbooks in this chamber. They include all spells found in the *Player's Handbook* of 6th level or lower, plus another dozen of the DM's choosing. Each spellbook is guarded by a *fire trap* or a *sepia snake sigil* (CL 12th).

38. Upper Reaches of Area 2.

39. Minstrel's Gallery. This ornate, tapestried balcony is garrisoned by two guards watching comings and goings below. A long brass trumpet hangs on the wall here.

40. The Bower. This chamber is home to several favored courtisans and is often visited by Zhentilar stationed in the Twisted Tower.

41. Stairs to Area 53.

42–51. Bedrooms. These chambers are used by mid-level Zhentilar commanders and regular troops.

52. Forthar's Bedroom. This chamber is home to Battle-Captain Forthar Helvenstron, but he is rarely present.

third floor: command level

Doors: Both doors on this level are iron doors (4 in. thick, hardness 10, 60 hp). Both open easily unless locked.

Ceiling Height: The ceiling is 15 feet high.

53. Guardroom/Conference Room. This room serves as the command room of the Zhentarim Occupying Army. It is occupied night and day by mid-level Zhentarim commanders plotting the furtherance of their command.

On the west and east walls, doors lead out to the roof of the lower tower. The lower tower roof is flat and surrounded by a 5-foot-high parapet, and it gives access to the roof of each corner tower. The Zhentilar have pitched dozens of tents on this roof, and it is the scene of near-constant activity.

ballista

A ballista is essentially a Huge crossbow fixed in place. Its size makes aiming it difficult for most creatures. A Medium creature takes a –4 penalty on attack rolls when using a ballista, and a Small creature takes a –6 penalty. It takes a creature smaller than Large two full-round actions to reload a ballista after firing. A ballista takes up a space 5 feet across.

fourth floor: defense level

Doors: Doors on this level and above are stone doors (4 in. thick, hardness 8, 60 hp). Most open easily unless locked.

Ceiling Height: Ceilings are 12 feet high on this level and all those above it.

54. Main Gallery. This large chamber contains three ballistae and is manned by six Zhentilar at all times.

55. Stairs to Area 60.

56. South Guardroom. The “Sun Room” is manned at all times by two guards and contains a ballista.

57. Shooting Gallery. This chamber overlooks the Tower meadow, also called the Common.

58. Guardpost. Two guards man the ballista in this chamber at all times.

59. Shooting Gallery. The “Cold Gallery” is freezing due to the cold winter winds that howl through it.

fifth floor: landing level

60. Guard Room. This chamber serves as the base for the half-dozen Zhentilar who patrol the top three floors of the Twisted Tower and guard the Flight Deck (area 66).

61. Stairs to Area 68.

62. Pen. This pen, less dirty than its neighbors, is given to Zvopua, Eregul's steed. Unlike the other pens, there is no evidence that Zvopua eats here.

63–65. Foulwing Pens. These cramped and dirty pens, traditionally used to house hippogriffs, have been given to the foulwings in the service of the Zhentarim skymages; at least one foulwing is always on patrol, so three pens suffice for four creatures.

66. Flight Deck. This large landing deck is guarded by a ballista. Two Zhentilar are posted here at all times, with an alarm gong at the ready.

sixth floor: shrine level

67. Shrine to Tempus. A small altar to the Lord of Battle sits in the southeast corner. The walls are lined with battered shields. The room is warded by a *hallow* spell with *remove fear* fixed to it.

68. Stairs to Area 69.

seventh floor: skymage level

69. Meditation Area. The meditation area is furnished with a bedding mat, a quilt, a chamber pot, and a clay jug of water. Eregul and the other skymages often study their spellbooks here.

70. Ladder to Area 71. This ladder leads to a barred trapdoor equipped with an alarm gong.

eighth floor: observation level

71. Tower Roof: This area is an open platform surrounded by a low parapet and surmounted by a flagstaff. The Black Network uses it as an observation deck. Two Zhentilar are posted here at all times.

Dungeon Level

The Zhentilar avoid the dungeon at all costs, unless they are directly ordered to enter its depths. The Keeper is greatly feared, as are his undead minions.

Doors: Doors on this level are stone doors (4 in. thick, hardness 8, 60 hp). Most open easily unless locked.

Ceiling Height: Ceilings are 12 feet high on this level.

Lighting: The dungeon has no artificial or natural light.

1. Blast Cavern: This large cavern, caused by an explosion a few years back, holds stacked crates of bottled beer, barrels of pickled fish, and other foodstuffs. It is evident that the Zhentilar have consumed the majority of the Tower's winter stores during the few days they have been in residence.

As the stores have been removed, this cavern has been gradually appropriated by a banelar known as the Keeper and his direguard squad (see event 6 for further details).

2. Cellar's Stores: This storage contains casks of beer, piles of slates, and other miscellaneous items used to maintain the tower.

3. Wine Cellar: Many huge barrels are crammed into this unlighted chamber.

4. Storage: Old furniture, including chairs, tables, and torch stands, is stored here.

5. Steps to Area 6.

6. Dungeon—Southern Cells: Fifteen dungeon cells with stone walls and iron-bar front walls and doors line the south wall of the corridor.

Creatures: These cells are packed with imprisoned dalesfolk. Most are simple commoners, but they include a famous dwarf smith among their number. Three of the direguards that stalk the dungeons of the Twisted Tower guard this corridor (see event 6 for further details).

Dalesfolk (80): hp 2 each.

Direguards (3): hp 39 each.

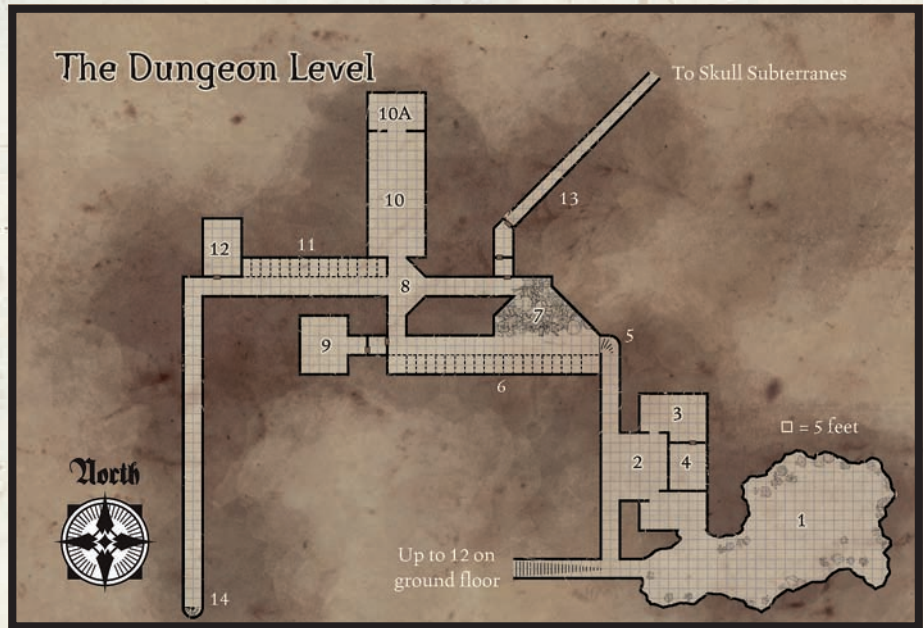
Gunthor, Smith of the Tower: LG male shield dwarf expert 12; hp 90.

7. Filled-in Area: This area was once an open area split by a wall with firing ports. Lord Mourngrym had it filled in recently.

8. Intersection.

9. Empty Room: The door to this room was forced by the Zhentilar, causing the private library stored within to vanish. All that remains is a smudged circle on the floor from a long-ago summoning.

10. Crypts of the Lords of Shadowdale: This corridor is lined with crypts that once contained the stone caskets of the past Lords of Shadowdale. All the crypts have been broken open and the remains removed to serve as undead guardians (see area 1).



10A. Torture Chamber: Over the years this area has served as a temple of Lolth, a torture chamber, and a shrine to Syluné. The Zhentilar have restored its role as a torture chamber, using the stone casket that served as a focal point of Syluné's shrine as a table. These wicked instruments of their cruelty have been used on dozens of dalesfolk in recent days.

Although the inscription on the side of the casket has been defaced, a successful DC 15 Decipher Script check reveals that it once read: "Lady Syluné / Witch of Shadowdale / Wife of Lord Aumry / Lived to protect the dales / and perished in that manner; / Year of the Prince."

Any of the characters who have already received Syluné's Kiss (see Chapter 1) can call upon the Ghost Witch in this chamber to receive one additional use of her boon.

11. Dungeon—Northern Cells: Fifteen dungeon cells with stone walls and iron-bar front walls and doors line the north wall of the corridor.

Creatures: These cells are packed with imprisoned dalesfolk. Most are simple commoners, but they include Lord Mourngrym's visiting parents among their number. Three of the direguards

Eilistraee's Legacy

As a lingering legacy of the time when the Twisted Tower served as a temple of Eilistraee, good-aligned creatures that speak the Dark Maiden's name within the confines of the Tower of Ashaba can produce *faerie fire* (with a silvery radiance) as a swift action.

A successful DC 25 Knowledge (history or religion) check reveals that the Twisted Tower of Ashaba once served as a temple of the Dark Maiden. A successful DC 30 Knowledge (arcana) check reveals this lingering legacy of Eilistraee's worship.

that stalk the dungeons of the Twisted Tower guard this corridor (see event 6 for further details).

Dalesfolk (80): hp 2 each.

Lord Challas Amcathra: NG male Chondathan human aristocrat 9, hp 22.

Lord Miri Amcathra: LG female Chondathan human aristocrat 9, hp 22.

Direguards (3): hp 39 each.

12. Underground Barracks.

Creatures: This guard room holds two of the direguards that stalk the dungeons of the Twisted Tower (see event 6 for further details).

Direguards (2): hp 39 each.

13. Shadowdark Entrance: Two impressive carved doors inlaid with strips of zalanar wood stand here. Cut into the dungeon side of the doors is the following inscription in Common: "Here of old, humankind defeated the dark ones and drove them back under the earth. The drow built this place to defend their tunnels. If we do not watch, they will yet make it our tomb."

14. Spiral Staircase to Southwestern Corner Turret.

Event 6: Prison Break

This event occurs only if the characters decide to infiltrate the dungeons of the Twisted Tower and liberate the prisoners therein. This event assumes that the PCs infiltrate the dungeon and first reach the prisoners in area 11. In the process of liberating the prisoners, the PCs either make noise battling the direguards on duty, thus alerting the inhabitants of area 1 and area 6, or trigger the mental *alarm* left by the Keeper, with the same effect.

Alternatively, the PCs might first reach the prisoners in area 6 or they might stumble directly into the lair of the Keeper in area 1.

Creatures: The Keeper is a banelar who serves the Darklord. He commands a score of direguards, spread across areas 1, 6, 11, and 12. In a bit of cruelty, the direguards were created from the remains of the dead Lords of Shadowdale formerly interred in area 10 and were raised by a high-ranking cleric of Bane who accompanied Scyllua south to Mistedale.

Tactical Encounter: U6: Prison Break, page 132.

Event 7: Diplomatic Immunity

This encounter occurs after the uprising begins. Lady Shaerl (see Appendix 1) sends word to the characters that an emissary of the Masked Brigades named Jezz the Lamé is residing in the Twisted Tower of Ashaba. Lady Shaerl believes that if the PCs can infiltrate the tower and convince the emissary that the Zhentarim have betrayed him in some fashion, then the PCs can do serious damage to the alliance between the Black Network and the Masked Brigades, aiding the broader war effort in Myth Drannor. She leaves it up to the PCs to design and execute the mission.

Creatures: Jezz the Lamé is one of the leaders of House Jaelre, which in turn is part of the Masked Brigades who are currently engaged fighting the Army of Myth Drannor in the great forest of Cormanthor to the east. His limp is the result of an old injury, forcing him to wear a special brace and shoe to walk more easily. Jezz is in Shadowdale as an emissary from the Masked Brigades

to the Zhentarim. Young and confident, Jezz has remained at the Twisted Tower during the uprising to learn as much as he can about the Zhentarim response, viewing this as a golden opportunity to gather tactical information about House Jaelre's current allies.

Tactical Encounter: U7: Diplomatic Immunity, page 135.

Event 8: Mourngrym's Shadow

This encounter presumably occurs after the uprising begins, although a daring raid by the characters could cause this event to occur earlier. Lady Shaerl (see Appendix 1) sends word to the PCs that her husband, Lord Mourngrym, has largely withdrawn to his apartments and that the chaos unleashed by the uprising has left him largely unguarded. The event is assumed to unfold in Mourngrym's apartment (area 36). As the PCs move to apprehend or talk to Lord Mourngrym, the disgraced Lord of Shadowdale launches a suicidal attack.

Creatures: Lord Mourngrym Amcathra is a Waterdhavian noble, a member of the Harpers and a friend of the late Blackstaff. Khelben sent the young noble to join Doust Sulwood, Lord of Shadowdale, and the Knights of Myth Drannor. After serving his new companions ably, he was subsequently offered the lordship by Doust, who sought to return to the life of an adventurer.

Mourngrym has proven to be a cautious, shrewd, diplomatic lord of authority and foresight. He likes to think of himself as benevolent and protective, but increasingly he is smothering, paternalistic, and condescending.

Mourngrym is married to Lady Shaerl Rowanmantle (see Appendix 1), and their son is now a fledging adventurer in his own right, currently fighting alongside the Knights of Myth Drannor in the great forest to the east. Before the recent invasion, Lord Mourngrym had begun contemplating resigning his position, just as Doust had done before him.

Assuming he survives, Lord Mourngrym is plunged into a deep depression, despondent at his inability to defend his beloved dale. He can easily be convinced to resign his position or, with a successful DC 40 Diplomacy check, to remain as Lord of Shadowdale. Once he emerges from his depression, Mourngrym's attitude changes significantly, and he loses his paternalistic approach to life.

Tactical Encounter: U8: Mourngrym's Shadow, page 138.

Ad Hoc XP Award: If the PCs free Lord Mourngrym from possession without killing him, award them 2,000 XP.

Return of the High Captain

As discussed in Chapter 1, Scyllua Darkhope, the Castellan of Zhentil Keep and High Captain of the Zhentilar, marched south with two brigades to Mistedale after conquering Shadowdale, leaving the Zhentarim Occupying Army to consolidate her gains. Once the uprising begins, Eregul the Freestave sends a sending to Scyllua, informing her of the nascent rebellion and assuring her that it would be quickly suppressed. Nobody's fool, the High Captain immediately set off for Shadowdale astride her nightmare, with her elite shieldmaidens in tow.



Illustration by E. Widemann

Darkhope's fall

Event 9: Darkhope's fall

This event is the last tactical encounter in the adventure. By this point, the characters have likely done almost everything they could hope to do to make the uprising succeed, but victory is just beyond their reach. Ironically, the return of Scyllua Darkhope has the potential to both reenergize the Zhentarim, if she returns to take command, or ensure their defeat, if their supreme commander is publicly defeated in a battle in the skies above Shadowdale.

Creatures: Scyllua Darkhope is confident that any rebellion can be quickly extinguished, but she does not have faith that her lieutenants are managing the occupation effectively in her absence. As such, she has determined that speed is of the essence and has returned astride her flying steed, accompanied only by her elite shieldmaidens, a group of erinyes. The nightmare and her rider speed through the Ethereal Plane in 20-minute increments, with the erinyes in support (the nightmare can bring up to six creatures with it through its *etherealness* power).

Tactical Encounter: U9: Darkhope's Fall, page 136.

conditions for victory

Although the characters have scored many victories in their fight to liberate Shadowdale, the Zhentarim Occupying Army is not easily routed, despite the loss of senior leadership and the weakening of their strategic position. The penalty for failure is so high that mid-level Zhentarim commanders are likely to rally the troops and hold the day unless the PCs have been very successful.

As the battle for Shadowdale unfolds, take a moment to go over the PCs' successes throughout the adventure. Each of their victories earn them a number of victory points (VPs), as detailed below.

Freeing Syluné: If the PCs freed the Ghost Witch, allowing her to contain the growth of the Rite of Unweaving, award them 2 VPs.

Sealing the Portal: If the PCs successfully sealed the *portal* in the depths of Castle Krag, award them 5 VPs.

Ending the Banite Threat: If the PCs killed Dark Doom Malathon and the other Banite clerics of Castle Krag, award them 1 VP.

Ending the Sharran Threat: If the PCs sacked the House of Night and killed Esvele Graycastle, award them 2 VPs.

Restoring the Weave: If the PCs ended the Rite of Unwinding, award them 1 VP.

Ending the Drow Threat: If the PCs routed the drow of House Dhuurniv and killed the three Matron Sisters, award them 2 VPs.

Infiltrating the Twisted Tower: If the PCs killed Qiltox, thereby allowing infiltration of the Twisted Tower, award them 2 VPs.

Recruiting the Druids: If the PCs killed the pack leader of Shadowdale's wolves, allowing the druids of the Circle of Shadowdale to join the alliance, award them 1 VP.

Recruiting the Moonshadow Pack: If one of the PCs killed the pack leader of Shadowdale's wolves in ritual combat, thereby allowing Cooteu to reclaim his position as pack leader and lead the wolves into battle alongside the dalesfolk, award them 1 VP.

Killing the Susurrus: If the PCs killed the Susurrus, thereby acquiring the use of Shadowdale's crossroads and backroads, award them 2 VPs.

Recruiting Azalar's Legion: If the PCs convinced the fey to join them in the uprising, award them 1 VP.

Standing up to Cruelty: If the PCs killed Forthar Helvenstron and freed the defenseless folk of Shadowdale he intended to slaughter on the debased Shrine of Mystra, award them PCs 1 VP.

Controlling the Skies: If the PCs killed Eregul the Freestave and his fouldrake steed, award them 2 VPs. Also award them 1 VP for every two additional skymages they kill (note that the adventure, as written, spells out the opportunity to battle only one skymage).

Equipping the Dalesfolk: If the PCs prevent the resupply caravan from reaching the Twisted Tower (which is assumed to happen if they kill Eregul and his steed), award the PCs 1 VP. For every 10,000 gp in armor and weapons the PCs donate to the dalesfolk (presumably acquired from the looted armaments of fallen foes), award the PCs 1 additional VP.

Freeing the Prisoners: If the PCs freed the prisoners in the dungeon of the Twisted Tower, award them 1 additional VP.

Ending Mourngrym's Possession: If the PCs ended Lord Mourngrym's possession by the shadow simulacrum, award them 3 additional VPs.

Fall of the High Captain: If the characters killed Scyllua Darkhope in the skies above the village of Shadowdale, award them 5 additional VPs. If they killed her within the confines of the Twisted Tower, award them only 2 additional VPs.

Victory!

If the PCs amassed 30 or more Victory Points, the Zhentarim Occupying Army does not recover. After the army flees Shadow-

dale, it regroups in Voonlar and abandons its efforts to control the western front of the Cormanthor War. Note that victory is almost impossible without striking the final, telling blow by killing Scyllua Darkhope in the skies above Shadowdale, while her troops and the dalesfolk watch from below.

Defeat!

If the PCs amassed 20 to 29 Victory Points, then the uprising, despite the strong efforts of both the PCs and dalesfolk, is unable to drive the enemy from the dale. The Zhentarim Occupying Army maintains its hold on the village of Shadowdale and the Twisted Tower of Ashaba, but loses its control of the outlying freeholds and most of the dalesfolk. The Cormanthor War drags on to the east and looks increasingly grim, since the Zhentarim and the Masked Brigades have the newly reclaimed City of Beauty wholly encircled.

If the PCs amassed 19 or fewer Victory Points, then the uprising ends in complete defeat. The Zhentarim Occupying Army keeps a firm grip on the dale, bolstered by a large number of reinforcements from Zhentil Keep. A new *portal* is constructed linking the Twisted Tower directly to Zhentil Keep, and Shadowdale becomes an integral part of Fzoul Chembryl's growing empire.

Aftermath

Assuming the characters win, they are viewed as the liberators of Shadowdale and have earned the undying gratitude of the dalesfolk and their allies (such as the remaining Chosen of Mystra and the Knights of Myth Drannor). The dalesfolk turn to the PCs to select their new lord; Mourngrym, assuming he survives, has offered to step down. It is up to the characters to decide whether to prevail upon Lord Mourngrym to lead the rebuilding efforts, to pick a new lord, such as Azalar Falconhand, or to give the *pendant of Ashaba* to one of their own members.

As for their next steps, the characters might chose to return the *Warblade* to Myth Drannor or seek out information on the Princes of Shade, who seem to be behind the events in this adventure and in the one that came before it, *Cormyr: The Tearing of the Weave*. In the next adventure, *Anauroch: The Sundering of the World*, the PCs must brave the perils of the Great Desert to confront the Shadovar and unravel Shar's dark plot.

Designer's Note

Given the large number of foes faced during this adventure, the PCs will likely acquire higher than average levels of treasure. It is expected that a fair amount of this treasure must be returned to the dalesfolk in order for the uprising to succeed, thus reducing the amount of excess treasure available to the PCs at the adventure's conclusion.

Designer's Note

For continuity purposes going forward in published Realmslore, it is assumed that Eregul the Freestave, Scyllua Darkhope, Forthar Helvenstron, Malathon, and Esvele Graycastle are dead. It is assumed that Jezz the Lame survives, having been manipulated by the PCs, and returns to the Masked Brigades, angered by the Zhentarim betrayal. In addition, it is assumed that Lord Mourngrym survives, resigns his lordship, and heads east to rejoin the Knights of Myth Drannor, and that Azalar Falconhand is installed as the new Lord of Shadowdale.

LEADER OF THE PACK

Encounter Level 12 or 14

setup

Place Frostbite (F) and his pack of legendary wolves (L) in the indicated spaces.

When the PCs see their opponents, read:

Frostbite: The creature looks like an enormous white wolf with icy blue eyes cloaked in a nimbus of deep purple radiance. It stands as tall as an elephant, and its breath smokes with cold.

Legendary Wolf: These beasts are fierce-looking wolves with white fur.

FROSTBITE

CR 12

hp 279 (18 HD); fast healing 5

Advanced winter wolf of legend^{MM2}

NE Huge magical beast (cold)

Init +7; **Senses** darkvision 60 ft., low-light vision, scent; Listen +15, Spot +15

Aura frightful presence (20 ft., DC 21)

Languages Giant, Common

AC 24, touch 11, flat-footed 21

Immune cold, fear, mind-affecting spells and abilities

Fort +24, **Ref** +17, **Will** +13

Weakness vulnerability to fire

Speed 50 ft. (10 squares)

Melee bite +30 (2d6+21 plus 1d6 cold)

Space 15 ft.; **Reach** 10 ft.

Base Atk +18; **Grp** +40

Atk Options Improved Overrun, Power Attack, trip

Special Actions breath weapon

Abilities Str 39, Dex 17, Con 30, Int 11, Wis 15, Cha 14

Feats Alertness, Improved Initiative^B, Improved Overrun, Iron Will, Multiattack^B, Power Attack, Powerful Charge, Stealthy, Track

Skills Hide +8 (+15 in snow and ice), Listen +12, Move Silently +15, Spot +15, Survival +10 (+14 tracking by scent)

Breath Weapon (Su) 15-foot cone of cold, once every 1d4 rounds, damage 4d6 cold, Reflex DC 29 half.

Frightful Presence (Ex) Frostbite can inspire terror by growling or howling. Creatures within 20 feet of the winter wolf that have 17 HD or fewer must attempt a DC 21 Will save. Success indicates that the target is immune to Frostbite's frightful presence for 24 hours. On a failure, creatures with 4 or fewer HD become panicked until Frostbite is out of range. Those with 5 or more HD become shaken until Frostbite is out of range.

Trip (Ex) If Frostbite hits with a bite attack, he can attempt to trip an opponent (+22 check modifier) 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 Frostbite.

4 LEGENDARY^{MM2} WOLVES

CR 7

hp 133 each (14 HD)

N Medium animal

Init +9; **Senses** low-light vision, scent; Listen +12, Spot +12

AC 24, touch 19, flat-footed 15

Fort +14, **Ref** +18, **Will** +11

Speed 60 ft. (12 squares)

Melee bite +19 (2d6+10)

Base Atk +10; **Grp** +17

Atk Options trip

Abilities Str 25, Dex 28, Con 21, Int 2, Wis 15, Cha 10

Feats Alertness, Endurance, Stealthy, Track, Weapon Finesse

Skills Hide +16, Listen +12, Move Silently +15, Spot +12, Survival +4 (+12 tracking by scent)

Trip (Ex) See Frostbite (+11 check modifier).

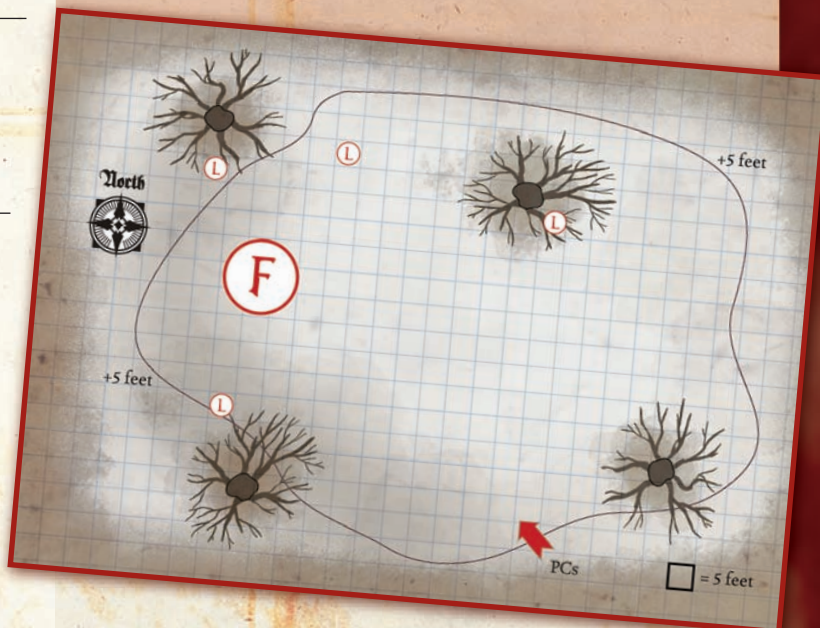
Tactics

Frostbite uses his Improved Overrun and trip abilities to keep opponents on the defensive, and alternates between breathing and biting for his attacks.

If the pack fights together, the legendary wolves attempt to trip opponents, allowing their fellow wolves and Frostbite attacks on easier-to-hit foes.

FEATURES OF THE AREA

Snow: The snow is 10 inches deep. Medium and smaller creatures must pay 2 squares of movement to enter each square of the snowfield. The DC of Tumble checks increases by 2. Large and larger creatures are unaffected.



SUSURRUS UNLEASHED

Encounter Level 13

setup

Place the crossroads guardian (G) and the portal in the indicated squares. Azalar (A) appears through the portal, followed 1 round later by the Susurrus on his heels.

When the PCs see the other creatures, read:

Azalar Falconhand: The powerfully built Azalar has silver hair, worn long in a thick braid. His feytouched ancestry reveals itself in his pointed ears, almond-shaped eyes, and tiny horns nearly hidden beneath his bangs.

The Susurrus: An enormous arachnid covered in matted white fur floats before you. Its eyes shine with a hateful pale light, and the emblem of a spider is limned faintly on its monstrous brow. The creature's legs end in charred, bloody stumps.

Crossroads Guardian: The ghostly shape of a giant satyr stands before you, its feet planted and its eyes fixed firmly forward, like a sentinel.

CROSSROADS GUARDIAN^{MAG}

CR 7

hp 88 (16 HD); DR 5/cold iron

CE Huge fey (incorporeal)

Init +1; Senses low-light vision; Listen +25, Spot +25

Languages telepathy 100 ft.

AC 11, touch 11, flat-footed 10; Dodge, Mobility

Miss Chance 50% (incorporeal)

Fort +7, Ref +11, Will +16

Weakness Must stay within 50 feet of the crossroads

Speed 20 ft. (4 squares), fly 40 ft. (perfect), swim 20 ft.

Melee incorporeal touch +9 (1d12)

Space 15 ft.; Reach 15 ft.

Base Atk +8; Grp —

Atk Options Combat Reflexes

Special Actions summon satyrs

Abilities Str —, Dex 13, Con 14, Int 15, Wis 18, Cha 15

Feats Alertness, Combat Reflexes, Combat Expertise, Dodge, Iron Will, Mobility

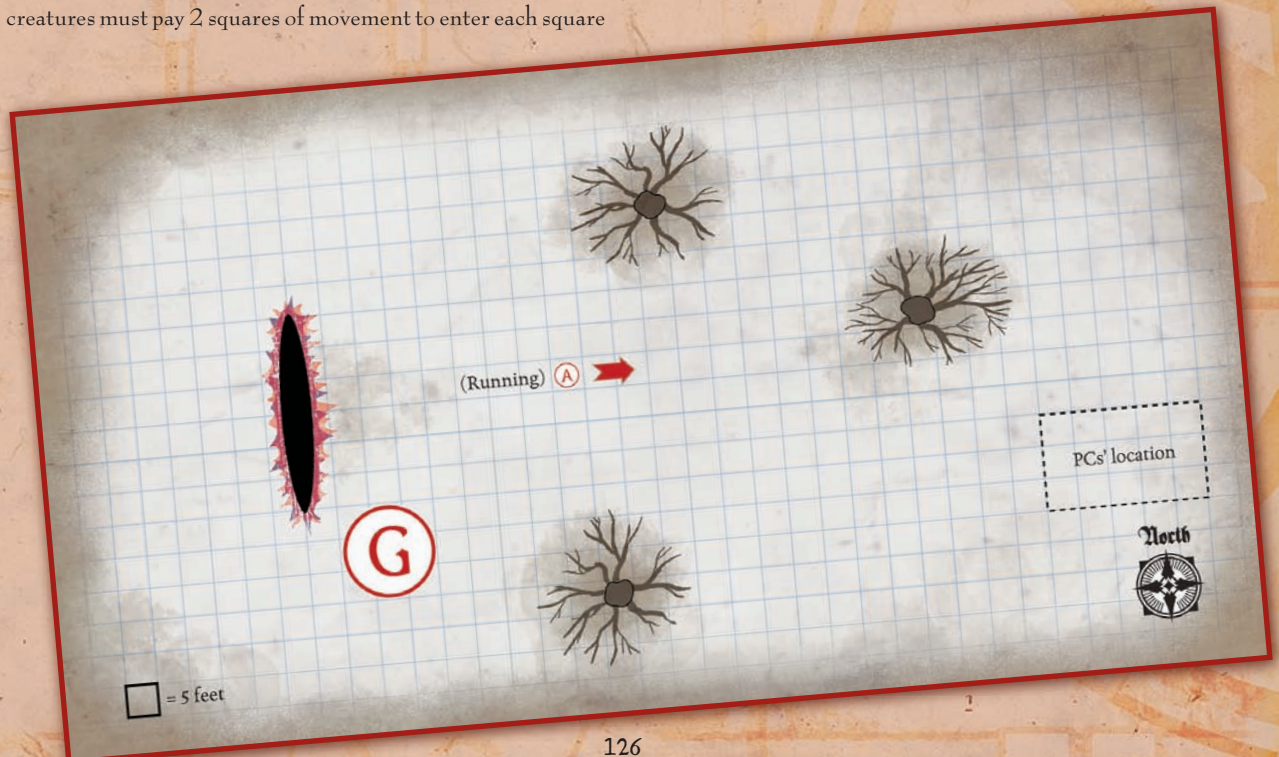
Skills Bluff +21, Decipher Script +21, Diplomacy +6, Disguise +2 (+4 to act in character), Intimidate +23, Knowledge (nature) +23, Listen +25, Sense Motive +23, Spot +25, Survival +23 (+25 aboveground natural environments)

Summon Satyrs (Ex) Once per day, a crossroads guardian can attempt to summon 1d3 satyrs with pipes with a 35% chance of success. This ability has a duration of 1 hour.

FEATURES OF THE AREA

Snow: The snow is 10 inches deep. Medium and smaller creatures must pay 2 squares of movement to enter each square

of the snowfield. The DC of Tumble checks increases by 2. Large and larger creatures are unaffected.



THE SUSURRUS**CR 13**

hp 184 (16 HD); regeneration 5; DR 10/magic and 5/iron

Female wendigo^{FF} Lolth-touched^{MM4} fiendish Gargantuan monstrous hunting spider

CE Gargantuan fey (cold, extraplanar)

Init +11; **Senses** darkvision 60 ft., low-light vision, tremorsense 60 ft.; Listen +1, Spot +9**Languages** Sylvan**AC** 24, touch 14, flat-footed 17**Miss Chance** 50% incorporeal (when wind walking)**Immune** cold, fear**Resist** fire 10; **SR** 21**Fort** +17, **Ref** +14, **Will** +8**Weakness** vulnerability to fire**Speed** fly 120 ft. (perfect); wind walk**Melee** bite +20 (2d8+18/18–20)×3 plus poison plus disease plus ravenous bite)**Base Atk** +12; **Grp** +36**Atk Options** maddening whispers, magic strike, poison (Fort DC 25, 2d6 Str/2d6 Str), smite good 1/day (+16 damage)**Abilities** Str 35, Dex 25, Con 24, Int 3, Wis 12, Cha 6**SQ** corner of the eye**Feats** Improved Initiative, Improved Toughness, Iron Will, Lightning Reflexes, Powerful Charge, Track^B**Skills** Climb +31, Hide +11, Jump +22, Listen +1, Move Silently +19, Spot +9, Survival +9**Corner of the Eye (Su)** While stalking its victims via wind walking, the Susurrus always seems to lurk just at the corner of the chosen victim's field of vision. The victim takes a –2 penalty on all Wisdom-based checks as long as the wendigo stalks him.**Disease (Su)** Any creature hit by the bite attack of the Susurrus must make a successful DC 25 Fortitude save or become infected with the wendigo's hunger. The incubation period is 1d3 days, and the disease deals 1d3 points of Wisdom damage. Additionally, each day the victim takes Wisdom damage from the disease, he must make a successful DC 16 Will save or become overwhelmed with an insatiable hunger for the flesh of its own race. The victim stalks and tries to kill the closest member of its own race; if it does so, it feeds on the victim's body and then returns home with no memory of the tragic event. If a victim of this hunger is reduced to a Wisdom score of 0, he transforms into a wendigo immediately and races off into the night sky at such speed that his feet burn away into bloody, charred stumps.**Maddening Whispers (Su)** The Susurrus can use its maddening whispers on any one target within 120 feet once per day. The Susurrus can use this ability while wind walking. Only the chosen victim can hear the insane whispers and invitations of the wendigo. The victim must make a successful DC 16 Will save or take 1d3 points of Wisdom damage.**Ravenous Bite (Ex)** A wound resulting from a critical hit bleeds for an additional 3 points of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss. The bleeding can be stopped only by a successful DC 10 Heal check or the application of any *cure* spell or other healing spell (*heal*, *healing circle*, or the like).**Regeneration (Ex)** Fire deals normal damage to Susurrus. If Susurrus loses a limb or body part, the lost portion regrows in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump.**Wind Walk (Su)** The Susurrus can *wind walk* at will, transforming from physical form to incorporeal form or back as a move action.**Tactics**

The Susurrus emerges from the crossroads on the heels of Azalar to find itself facing the characters. Its initial reaction is to attack, but if the PCs pose a real threat, it tries to use *wind walk* and escape. If it escapes, the Susurrus picks on easier local prey, targeting both fey and less powerful humanoid, likely forcing the PCs to waste valuable time hunting it down.

AZALAR FALCONHAND**CR 8**

hp 31 (7 HD)

Male feytouched^{FF} ranger 7

NG Medium fey

Init +4; **Senses** low-light vision; Listen +9, Spot +9**Languages** Chondathan, Common, Sylvan**AC** 15, touch 10, flat-footed 15**Immune** mind-affecting spells and abilities**Resist** *endure elements***Fort** +5, **Ref** +5, **Will** +4**Speed** 40 ft. with *longstrider* (8 squares), base speed 30 ft.; woodland stride**Melee** +1 *longsword* +9/+4 (1d8+3/19–20) and +1 *short sword* +9/+4 (1d6+1/19–20)**Ranged** composite longbow +7/+2 (1d8+3/×3)**Base Atk** +7; **Grp** +10**Atk Options** favored enemy Zhentarim +4, favored enemy magical beasts +2**Ranger Spells Prepared** (CL 3rd):1st—*endure elements*†, *longstrider*†

† already cast

Spell-Like Abilities (CL 7th):1/day—*charm person* (DC 13)**Abilities** Str 16, Dex 10, Con 11, Int 10, Wis 14, Cha 14**SQ** animal companion (none), wild empathy +9 (+5 magical beasts)**Feats** Alertness, Endurance^B, Improved Initiative, Improved Two-Weapon Fighting (light armor only)^B, Stealthy, Track^B, Two-Weapon Fighting (light armor only)^B**Skills** Concentration +5, Handle Animal +8, Hide +9, Jump +8 (+12 with *longstrider*), Knowledge (nature) +5, Listen +9, Move Silently +9, Ride +7, Search +5, speak Language (2), Spot +9, Survival +7 (+9 aboveground natural environments or to track; +11 to track in aboveground natural environments)**Possessions** +1 *mithral shirt*, +1 *longsword*, +1 *short sword*, composite longbow (+3 Str bonus) with 40 arrows, 72 gp, 12 sp

BATTLE OF THE BRIDGE

Encounter Level 13

setup

Place the Zhentarim commander Forthar (F), Zhentilar archers (Z), ogre war hulks (W), and captured dalesfolk (D) in the indicated spaces.

When the encounter begins, Forthar is maintaining his over the top minor aura and motivate ardor major aura. The former gives the battle-captain and his allies a +4 bonus on damage rolls when charging. The latter gives his allies +10 feet land speed. These changes are not reflected in his allies' statistics. He is also maintaining battlefield fortitude.

When the PCs see their opponents, read:

Forthar Helvenstron: The leader of group is a human male clad in a suit of full plate. He has a commanding, cruel bearing, a bald head, and a neatly trimmed gray beard. He carries a large steel shield emblazoned with the insignia of the Zhentilar.

Ogre War Hulks: These hulking brutes are over 10 feet tall. They have thick hides covered in dark,

warty bumps and long, unkempt, greasy hair. Both wear chain shirts and wield massive flails.

Zhentilar Archers: These human men have fair skin and short black hair. Each is clad in a chain shirt and black tabard bearing the insignia of the Zhentilar. They are armed with composite long bows and longswords.

Tactics

Forthar stands behind his archers directing the combat and maintaining his Battlefield Inspiration. He orders the captured dalesfolk to kneel on the bridge in and among him and his archers, deterring the use of area spells. After the ogres charge (with an extra move action, if possible), he switches his minor aura to Art of War. If the ogres switch to hurling rocks, he switches his minor aura to Accurate Strike. Once combat is engaged, he switches his major aura to Motivate Ardor and then employs his extra move action when opponents try to move away from a fray.

If ranged combat seems imminent and the ogre war hulks have time to prepare, they coat their rocks with *oil of greater magic weapon* +1. Otherwise, they draw their greatswords and wade into combat, using their Intimidate skill to demoralize their opponents and their adamantine

FORTHAR HELVENSTRON

CR 10

hp 71 (10 HD)

Male Vaasan human fighter 2/marshal^{MH} 8
LE Medium humanoid

Init +4; Senses Listen +7, Spot +7

Aura major marshal auras +2, minor auras

Languages Common, Damaran, Giant

AC 24, touch 11, flat-footed 24

Fort +11, Ref +2, Will +5

Speed 20 ft. (4 squares) in full plate, base speed 30 ft.

Melee +1 longsword +11/+6 (1d8+2)

Base Atk +8; Grp +9

Atk Options Mounted Combat, Power Attack

Special Actions Battlefield Inspiration, grant move action
2/day

Abilities Str 13, Dex 10, Con 14, Int 12, Wis 8, Cha 19

Feats Alertness, Battlefield Inspiration^{MH}, Improved Initiative^B, Mounted Combat, Negotiator, Power Attack, Skill Focus (Diplomacy)^B, Weapon Focus (longsword)^B

Skills Bluff +12, Diplomacy +21, Disguise +4 (+6 to act in character), Gather Information +6, Intimidate +16, Knowledge (local The Moonsea) +9, Listen +9, Ride +10, Sense Motive +9, Spot +9

Possessions +2 full plate, +1 heavy steel shield, +1 longsword, ring of protection +1, cloak of Charisma +2, 108 gp, 15 sp

Auras (Ex) As a swift action, Forthar can project a major or minor aura. He can maintain one major and one minor

aura at a time. An aura remains in effect until he dismisses it as a free action or chooses to project another aura of the same kind. Auras affect Forthar's allies, including Forthar (except as noted).

Major Auras

Motivate Ardor: +2 bonus on damage rolls.

Motivate Urgency: Allies add +10 feet to their land speed.

Minor Auras

Accurate Strike: +4 bonus to confirm critical hits.

Art of War: +4 bonus on disarm, bull rush, sunder, and trip attempts.

Master of Tactics: +4 damage when flanking.

Over the Top: +4 damage when charging.

Battlefield Inspiration (Ex) As a free action, Forthar can inspire courage in his allies. Each ally within 30 feet of the battle-captain (excluding Forthar) that can hear him and has an Intelligence of 3 or higher gains a +2 circumstance bonus on saving throws against fear effects.

Grant Move Action Forthar can grant an extra move action to any or all of his allies within 30 feet (but not himself) twice per day as a standard action. Each of the affected allies takes this extra move action immediately, acting in their current initiative order. This extra action does not affect the allies' initiative count; the round continues normally after Forthar's turn is over. If an ally chooses not to take the extra move action, it is lost.

weapons to sunder the armaments of their foes. If the ogres run out of rocks and foes lie beyond their reach, they quaff their *potions of fly*. If the fight unfolds on the bridge, the ogres attempt to bull rush foes off it.

If they have time to prepare, the Zhentilar archers drink their *potions of cat's grace* and then apply *oil of flame arrow*; if not, and ranged combat is in order, their first action is still to apply *oil of flame arrow* before beginning to fire. If melee combat is imminent, they simply draw their swords and attack.

2 OGRE WAR HULKS

CR 8

hp 86 each (9 HD)

Male ogre barbarian 2/war hulk^{MH} 3

LE Large giant

Init +0; **Senses** darkvision 60 ft., low-light vision; Listen +1, Spot +1

Languages Common, Giant; illiterate

AC 19, touch 9, flat-footed 19; uncanny dodge

Fort +14, **Ref** +2, **Will** +3

Speed 40 ft. (8 squares) in breastplate, base speed 50 ft.

Melee adamantite mwk greatsword +16 (3d6+16)

Ranged rock +15 (2d8+11)

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

Base Atk +5; **Grp** +20

Atk Options Cleave, Great Cleave, Improved Sunder, Power Attack, great swing, mighty rock throwing, rage 1/day

Combat Gear *oil of greater magic weapon* +1, *potion of fly*, sack of six 50-pound rocks

Abilities Str 32, Dex 11, Con 18, Int 6, Wis 12, Cha 4

Feats Cleave, Great Cleave, Improved Sunder, Power Attack

Skills Intimidate +9, Listen +1, Spot +1

Possessions combat gear plus masterwork breastplate, adamantite masterwork greatsword, 9 gp, 19 sp

Great Swing (Ex) An ogre war hulk can make great, sweeping swings with his greatsword. As a full-round action, the war hulk can choose 3 squares adjacent to an enemy (he must threaten all of them). His attack applies to all creatures in those squares. Make one attack roll and apply that roll as an attack against each defender. If a war hulk uses a special attack (such as disarm, trip, or sunder), this special attack affects only the first target; the other creatures are attacked normally.

If a war hulk drops one of his foes with a great swing, he can make a cleave attack normally. However, he can do so only once for every time he swings, even if he drops more than one foe.

Mighty Rock Throwing (Ex) An ogre war hulk can throw rocks that deal 2d8 points of damage with a range increment of 50 feet (maximum 250 feet), using his Strength modifier. Each rock must weigh approximately 50 pounds.

When raging, the ogre war hulks have the following changed statistics:

hp increase by 18

AC 17, touch 7, flat-footed 17

Fort +16, **Will** +5

Melee adamantite mwk greatsword +18 (3d6+19)

Ranged rock +17 (2d8+13)

Grp +22

Abilities Str 36, Con 22

4 ZHENTILAR ARCHERS

CR 6

hp 39 (6 HD)

Male Vaasan human fighter 6

LE Medium humanoid

Init +7; **Senses** Listen +7, Spot +7

Languages Common, Damaran

AC 18, touch 13, flat-footed 15

Fort +6, **Ref** +5, **Will** +5

Speed 30 ft. (6 squares)

Melee mwk longsword +9/+4 (1d8+2/19–20)

Ranged +1 *composite longbow* +11/+6 (1d8+4/×3) or

Ranged +1 *composite longbow* +9/+9/+4 (1d8+4/×3) with Rapid Shot

Base Atk +6; **Grp** +8

Atk Options Point Blank Shot, Precise Shot, Rapid Shot

Combat Gear *potion of cat's grace*, 2 *oil of flame arrow*

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

Feats Alertness, Improved Initiative, Manyshot^B, Rapid Shot^B, Point Blank Shot^B, Precise Shot^B, Weapon Focus (composite longbow), Weapon Specialization (composite longbow)

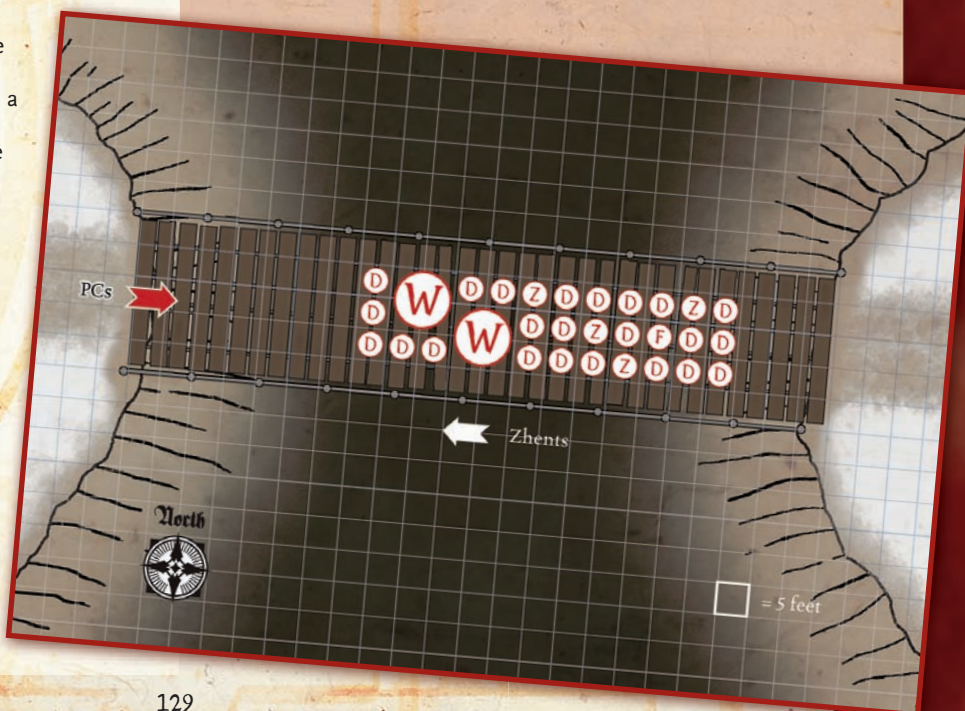
Skills Climb +7, Listen +7, Ride +8, Spot +7

Possessions combat gear plus +1 *chain shirt*, masterwork longsword, +1 *composite longbow* (+2 Str bonus) with 20 arrows,, 21 gp, 53 sp

FEATURES OF THE AREA

Bridge: The bridge is 100 feet long, including three spans, each some 33 feet in length. The side rails are only 2 feet high, making it an easy task to bull rush someone off the edges. The bridge is 20 feet above the water, and the water is 12 feet deep. Falls into the water do no damage, but do remove the victim from the field of battle.

Snow: The snow is 10 inches deep. Medium and smaller creatures must pay 2 squares of movement to enter each square of the snowfield. The DC of Tumble checks increases by 2. Large and larger creatures are unaffected.



AIR SUPPORT

Encounter Level 12

setup

Place Eregul and Zvopua in the indicated spaces, but recognize that this is an aerial combat that unfolds in three dimensions. This battle is assumed to be fought in midair, since Eregul ignores any attacks from the ground in his haste to reach the supply caravan and defend it against any ambush. Assuming the PCs approach this encounter while airborne, locate them in the indicated spaces (P) unless they specify a particular formation.

When the PCs see their opponents, read:

Eregul: The human is a tall, black-bearded mage who keeps his hair short and neatly trimmed. He is garbed in the usual black robes of the Zhentarim and sports a pair of darkwood wands in his belt.

Zvopua: This creature's squat posture and bloated body suggest the shape of an enormous toadlike drake, about 20 feet long and 8 feet high at the shoulder. Its skin is covered in black scales and wriggling growths shaped like small horns. Red eyes gleam malevolently from its draconic, multijawed face.

Tactics

If engaged in the air, Eregul prefers to cloak himself in a globe of invulnerability and a repulsion field and attack from afar. He reserves his *solid fog* to slow down pursuers. If forced into melee combat, he prefer to employ his Ride-By Attack ability, allowing the foul Drake to breathe on the approach and then attack with its bites and claws. Meanwhile, Eregul unleashes attacks with his wands, one after the other.

Eregul is unaware of the *portal* property of his *lesser Windsong Towerkin* ring and thus will not attempt to employ it to escape.

ZVOPUA THE FOUL DRAKE

CR —

hp 92 (8 HD)

Half-black dragon advanced foulwing^{LE}

NE Huge dragon (augmented aberration)

Init +1; **Senses** darkvision 60 ft., low-light vision; Listen +5, Spot +11

Languages Foulwing "animal calls," linked to master like a druid's animal companion

AC 21, touch 9, flat-footed 20

Immune acid, magic *sleep* effects, paralysis

Fort +8, **Ref** +3, **Will** +6

Speed 20 ft. (4 squares), fly 40 ft. (average)

Melee 3 bites +17 each (2d6+13) and
2 claws +12 each (2d4+6)

Space 15 ft.; **Reach** 10 ft.

Base Atk +6; **Grp** +27

Atk Options blood drain

Special Attacks breath weapon, crush

Abilities Str 36, Dex 12, Con 22, Int 9, Wis 10, Cha 7

Feats Flyby Attack^B, Hover, Wingover

Skills Climb +27, Intimidate +8, Listen +10, Move Silently +11, Sense Motive +8, Spot +11

Blood Drain (Ex) Zvopua can use its three long, tubelike tongues to drain blood from a victim it has pinned with its crush attack. With a successful grapple check, it deals 1d4 points of Constitution damage.

Breath Weapon (Su) 30-ft cone of gas, once every 1d4 rounds, blinded and stunned for 1 round, Reflex DC 20 half; or 60-ft. line of acid, once per day, damage 6d8 acid, Reflex DC 20 half.

Crush (Ex) This special attack allows Zvopua to land on opponents as a standard action, using its body to crush them. Crush attacks are effective only against Small or smaller opponents (though it can attempt normal overrun or grapple attacks against larger opponents).

A crush attack affects as many creatures as can fit under Zvopua's body. Creatures in the affected area must succeed on a DC 20 Reflex save or be pinned, automatically taking bludgeoning damage during the next round unless Zvopua moves off them. If Zvopua chooses to maintain the pin, treat it as a normal grapple attack. Pinned opponents take damage from the crush each round if they don't escape. A crush attack deals 2d8+19 points of damage.

EREGUL THE FREESTAVE**CR 12**hp 43 (12 HD); DR 10/adamantine (*stoneskin*, 120 points total)Male Vaasan human wizard 7/Zhentarim skymage^{LD} 5
N Medium humanoid**Init** +1; **Senses** Listen +2, Spot +8**Languages** Common, Chondathan, Damaran, Draconic, Giant, Orc**AC** 17, touch 11, flat-footed 15**Resist** *endure elements***Fort** +7, **Ref** +4, **Will** +8**Speed** 30 ft. (6 squares); Flyby Attack, Ride-By Attack**Melee** +1 *thundering lance* +6/+1 (1d8/x3, double damage when riding charging mount, plus 2d8 sonic on critical hit) or**Melee** +1 *dagger* +6/+1 (1d4/19–20)**Space** 5 ft.; **Reach** 5 ft. (10 ft. with lance)**Base Atk** +6; **Grp** +5**Atk Options** Mounted Combat**Combat Gear** scroll of *acid fog* (CL 11th), scroll of *charm monster* (CL 7th), scroll of *lightning bolt* (CL 5th), scroll of *teleport* (CL 9th), scroll of *wall of ice* (CL 7th), *wand of fireball* (CL 10th, 25 charges), *wand of ice storm* (25 charges)**Wizard Spells Prepared** (CL 12th; 10% arcane spell failure chance):6th—*chain lightning* (DC 23), *globe of invulnerability*, *repulsion* (DC 22)5th—*cloudkill* (DC 21), *dominate person* (DC 21), *sending*, *feeblemind* (DC 21)4th—*ice storm*, *solid fog*, *shout* (DC 21), *stoneskin*†3rd—*dispel magic*, *fireball* (DC 20), *fly*, *lightning bolt* (DC 20), *suggestion* (DC 19)2nd—*detect thoughts* (DC 18), *gust of wind* (DC 19), *invisibility*, *scorching ray* (2) (+7 ranged touch), *see invisibility*1st—*endure elements*†, *feather fall*, *shield*, *Tenser's floating disc*, *true strike* (2)0—*dancing lights*, *detect magic*, *message*, *prestidigitation*
† already cast**Abilities** Str 8, Dex 13, Con 12, Int 22, Wis 10, Cha 14**SQ** flying mount, familiar (none at present)**Feats** Alertness, Combat Casting, Craft Magic Arms and Armor, Craft Wand^B, Empower Spell^B, Enlarge Spell^B, Flyby Attack (mount only)^B, Iron Will, Martial Weapon Proficiency (lance), Mounted Combat, Ride-By Attack^B, Scribe Scroll^B, Skill Focus (Ride)^B, Spell Focus^B (evocation)**Skills** Concentration +16 (+20 casting defensively), Diplomacy +4, Handle Animal +4, Knowledge (arcana) +11, Knowledge (geography) +11, Listen +2, Ride +16, Spellcraft +20, Spot +6, Survival +0 (+2 avoid getting lost and natural hazards)**Possessions** combat gear plus +2 *mithral shirt*, +1 *thundering lance*, +1 *dagger*, *headband of intellect* +4, *Windsong Towerkin ring**, exotic military saddle, 123 gp

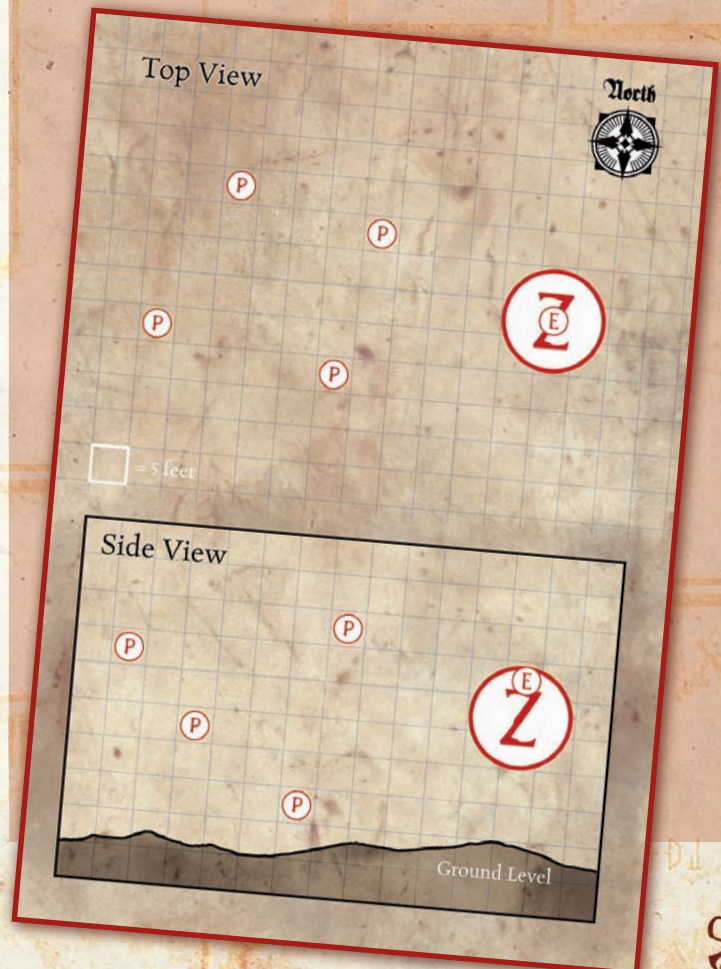
* see page 153

Spellbook Eregul does not carry his spellbook with him on patrol.**FEATURES OF THE AREA**

At the DM's option, the battle with Eregul takes place during one of the many snowstorms to batter the dale.

A snowstorm obscures all sight, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment (attacks by or against them have a 20% miss chance).

Severe wind causes unprotected flames to be extinguished. Protected flames dance wildly and have a 50% chance of being extinguished. Ranged weapon attacks and Listen checks are at a –4 penalty. Tiny or smaller creatures are blown away (ground-based: knocked prone, blown back 1d6×10 feet taking 1d4 points of nonlethal damage per 10 feet; airborne: blown back 2d6×10 feet taking 2d6 points of nonlethal damage due to battering and buffering). Small creatures are knocked down (ground-based: knocked prone; airborne: blown back 1d6×10 feet). Medium creatures are checked (ground-based: unable to advance; airborne: blown back 1d6×5 feet). Large and larger creatures are unaffected. Note that aerial creatures are treated as one size category smaller than their actual size when flying.

AERIAL COMBATAerial combat unfolds in three dimensions. Every aerial combatant has a fly speed, a direction, and a maneuverability rating. For details of how to conduct aerial combat, see *DMG* page 20.

PRISON BREAK

Encounter Level 14

setup

Place the three direguards (D) and the prisoners (P) in the indicated squares; each of the latter symbols should be treated as a mob of 5–6 commoners, and moved as a group.

The banelar and direguards from areas D1 and D6 enter after 1 round and 3 rounds, respectively.

When the PCs see their opponents, read:

Direguards: These skeletons are shrouded by shadowy, translucent black armor. Each clutches a longsword, and red flames smolder in their eye sockets.

Dalesfolk: These humans are dirty, cold, and exhausted, their clothing reduced to rags. Their eyes light up with hope at the sight of you.

Banelar: The slither of scales accompanies a flash of purple as a large snake slithers over the stones. Its hideous head is a mockery of a human face, its mouth ringed by tiny, wormlike growths.

Tactics

The banelar casts buff spells (as a free action) while it races toward the PCs, including *divine power*, *freedom of movement*, *magic circle against good*, and *blink*. Once it reaches its undead forces, it casts *desecrate* while moving to attack. It then combines its numerous touch attack spells (cast as a free action) with its physical attacks to increase their effectiveness.

THE KEEPER

CR 12

hp 118 (11 HD); fast healing 2

Banelar^{SK} mystic theurge 4 of Bane

LE Huge aberration

Init +5; Senses darkvision 60 ft.; Listen +14, Spot +14

Languages Common, Damaran, Draconic, Giant, Goblin, Infernal, Orc

AC 14, touch 9, flat-footed 13

Immune acid, poison

Resist +3 against petrification, *endure elements*

Fort +10, Ref +4, Will +13

Speed 30 ft. (6 squares), swim 30 ft.

Melee sting +15 (2d6+10 plus poison) and bite +10 (1d8+5 plus poison)

Base Atk +7; Grp +25

Atk Options poison (injury or contact, Fort DC 20, 2d4 Con/1d3 hours unconsciousness), spell (free action)

Combat Gear necklace of fireballs (2d6, 4d6, 6d6), ring of counterspells (fireball)

Cleric Spells Prepared (CL 10th):

5th—*greater command* (DC 20), *slay living* (+15 melee touch, DC 20), *spell resistance*^D

4th—*cure critical wounds*, *divine power*, *freedom of movement*, *poison* (+15 melee touch, DC 19), *unholy blight*^D (CL 11th, DC 18)

3rd—*bestow curse* (+15 melee touch, DC 18), *deeper darkness*, *dispel magic*^D, *magic circle against good* (CL 11th), *prayer*

2nd—*desecrate* (2, CL 11th), *enthrall* (DC 17), *fog cloud*^D, *hold person* (DC 17), *silence* (DC 16)

1st—*bane* (DC 16), *command* (DC 16), *endure elements*[†], *protection from good*^D (CL 11th), *sanctuary* (DC 15), *shield of faith*

0—*detect magic* (2), *guidance*, *light*, *read magic*, *resistance*

D: Domain spell. Deity: Bane. Domains: Evil, Magic, Water

Wizard Spells Prepared (CL 10th):

5th—*dominate person* (DC 21), *feeblemind* (DC 21), *waves of fatigue*

4th—*crushing despair* (DC 20), *fear* (DC 20), *fire shield*, *ice storm*

3rd—*blink*, *fireball* (DC 18), *lightning bolt* (DC 18), *vampiric touch* (+15 melee touch)

2nd—*false life*, *ghoul touch* (+15 melee touch, DC 18), *scare* (DC 18), *scorching ray* (2, +8 ranged touch)

1st—*alarm* (2)[†], *chill touch* (2, +15 melee touch, DC 17), *magic missile*, *shocking grasp* (+15 melee touch)

0—*mage hand*, *open/close*, *touch of fatigue* (2, +15 melee touch, DC 16)

[†] already cast

Abilities Str 31, Dex 13, Con 24, Int 20, Wis 18, Cha 14

SQ aura of evil, magic items

Feats Combat Casting, Eschew Materials^B, Improved Initiative, Spell Focus (necromancy), Spell Focus (enchantment)

Skills Bluff +12, Concentration +17 (+21 casting defensively), Diplomacy +11, Disguise +2 (+4 to act in character), Intimidate +14, Knowledge (arcana) +11, Knowledge (religion) +11, Listen +14, Sense Motive +9, Spellcraft +17 (+19 deciphering scrolls), Spot +14, Swim +26, Use Magic Device +8 (+10 scrolls)

Possessions combat gear plus silver holy symbol, spellbook

Magic Items The Keeper collects magic items and uses them freely. Its tentacles can wear or manipulate amulets, rings, wands, rods, potions, and similar items.

Spells The Keeper can cast a single spell every round as a free action while attacking.

Spellbook The Keeper's spellbook, hidden beneath a loose boulder in area D1, includes all its prepared spells plus 3 other spells of each level it can cast (DM's choice).

20 DIREGUARDS^{LE}

CR 3

hp 39 (6 HD); DR 5/bludgeoning

NE Medium undead

Init +0; Senses darkvision 60 ft., see invisibility; Listen +8, Spot +8

AC 16, touch 13, flat-footed 16

Immune cold, undead immunities

Fort +2, Ref +2, Will +6

Speed 30 ft. (6 squares)

Melee mwk longsword +8 (1d8+4/19–20) and claw +2 (1d4+2) or

Melee 2 claws +7 each (1d4+4)

Base Atk +3; Grp +7

Attack Options Blind-Fight, Power Attack

Spell-Like Abilities (CL 6th):

1 per 3 rounds—*magic missile*

1 per 10 minutes—*blink*

Abilities Str 18, Dex 11, Con —, Int 11, Wis 12, Cha 13

SQ undead traits

Feats Blind-Fight, Combat Casting, Power Attack

Skills Concentration +0 (+4 casting defensively), Hide +7, Listen +8, Move Silently +7, Search +8, Spot +8

Possessions masterwork longsword

Force Armor (Ex) The shadowy, translucent field of force surrounding a direguard grants it a +3 deflection bonus to AC.

See Invisibility (Su) As the spell; CL 13th.

Within the area of the banelar's *desecrate* spell, the direguards have the following changed statistics:

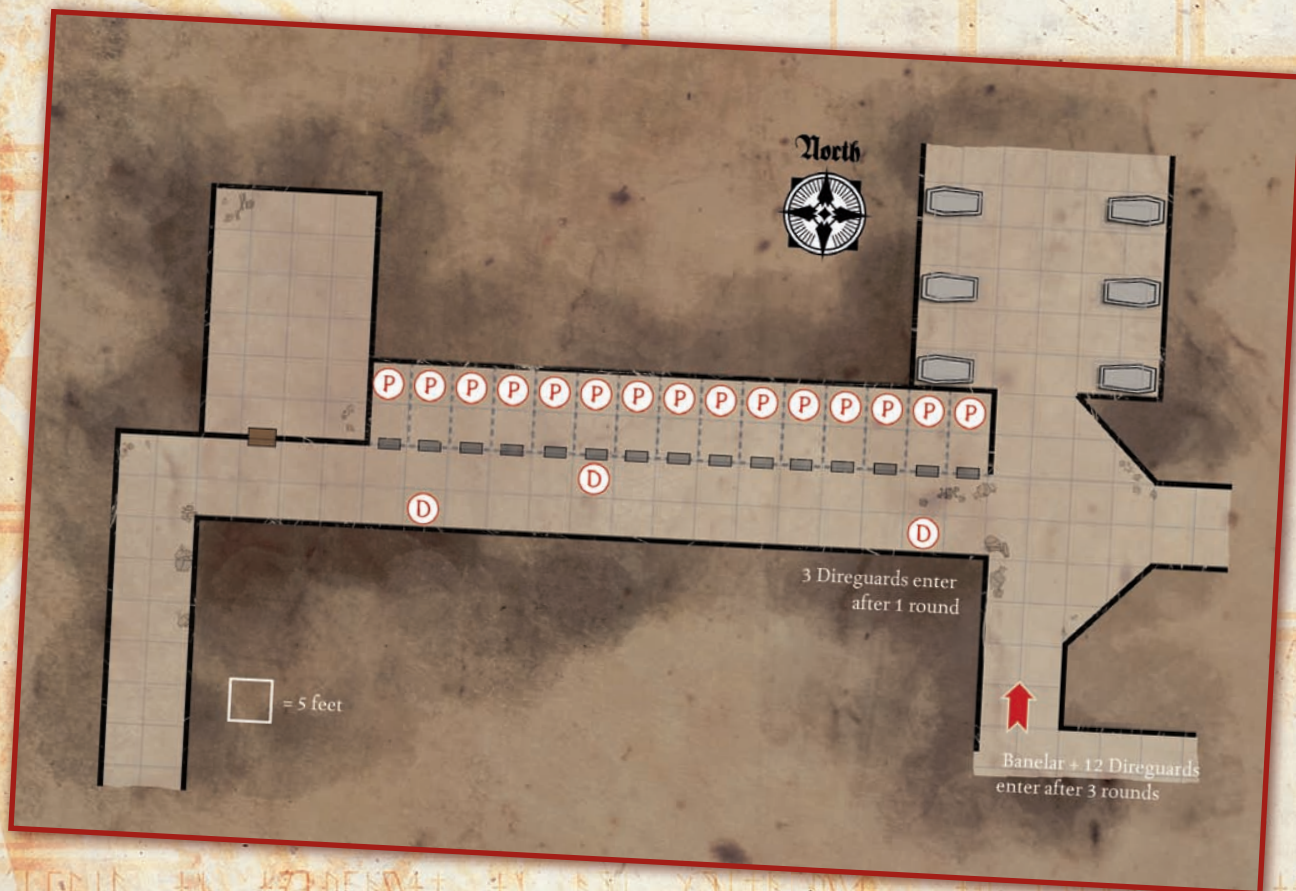
Fort +3, Ref +3, Will +7

Melee mwk longsword +9 (1d8+5/19–20) and claw +3 (1d4+3) or

Melee 2 claws +8 each (1d4+5)

The direguards begin by activating their *blink* ability and then attack in waves, favoring their longsword and claw attack combination over two claws. Every round, one third of the direguards unleash their *magic missile* spell-like

ability, targeting obvious and known spellcasters, and use their *blink* ability to swap positions between those employing melee attacks in that round and those employing *magic missile*.



BALHANNOTH AMBUSH

Encounter Level 12

setup

Place the balhannoths (B) in the indicated spaces. This reflects their position clinging to the ceiling and employing their Hide ability.

If this encounter is moved to the surface, place the ambush amid a mature copse of trees or between two buildings, so that the balhannoths can try to attack from above with surprise.

When the PCs see their opponents, read:

Two hulking creatures with ovoid bodies drop from the ceiling. Each one moves on six long tentacles instead of legs, and from between their respective shoulders protrude slavering mouths full of jagged, ripping teeth.

Tactics

The balhannoths wait motionless, using their Hide skill to blend in with the terrain and their long prehensile limbs to cling to the ceiling (or trees) above. When they detect potential quarry using their dweomersight, the balhannoths charge in to attack the creatures with the most or the strongest magical effects.

Although the balhannoths' antimagic grapple works normally against Shadow Weave magic, dweomersight does not detect the Shadow Weave. Therefore, although they gain nourishment by consuming both Weave and Shadow Weave magic, balhannoths are unlikely to attack Shadow Weave users.

2 BALHANNOTHS^{MM4}

CR 10

hp 147 (14 HD); DR 15/magic

CE Large aberration

Init +7; Senses blind, dweomersight 120 ft.; Listen +6

Languages —

Aura dimensional lock

AC 21, touch 12, flat-footed 18

Immune gaze attacks, illusions, visual effects

SR 18

Fort +10, Ref +9, Will +12

Speed 50 ft. (10 squares), climb 50 ft.

Melee 2 slams +18 each (2d6+9/19–20) and bite +13 (1d8+4)

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

Base Atk +10; Grp +23

Atk Options Power Attack, constrict +1d8, improved grab, magic strike

Special Actions antimagic grapple

Abilities Str 28, Dex 17, Con 23, Int 3, Wis 12, Cha 8

SQ camouflage

Feats Improved Critical (slam), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack

Skills Climb +17, Hide +16, Jump +17, Listen +6, Move Silently +13

Dweomersight (Su) A balhannoth can sense the presence and position of magic auras within 120 feet of itself, and knows the strength and school of each one. It can pinpoint the location of any creature with ongoing spells cast on it, carrying magic items, or otherwise using magic, and it can notice anything within the area of a magical effect (including its own dimensional lock aura). This otherwise functions like blindsense.

Dimensional Lock (Su) As the spell, 20-foot radius centered on the balhannoth, CL 10th. This effect moves with the creature.

Constrict (Ex) A balhannoth deals 1d8 points of damage with a successful grapple check, in addition to damage from its slam attack.

Improved Grab (Ex) To use this ability, a balhannoth must hit an opponent of up to Large size with a slam 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.

Antimagic Grapple (Su) When a balhannoth grapples an opponent, all the magical properties of that opponent's magic items are suppressed. In addition, a creature grappled by a balhannoth cannot cast spells or use spell-like or supernatural abilities.

Camouflage (Ex) A balhannoth's skin changes color to match its surroundings. As a result, a balhannoth can use the Hide skill in any sort of natural terrain.



DIPLOMATIC IMMUNITY

Encounter Level 14

setup

Place Jezz the Lame (J) in the indicated square. His viper familiar is wrapped around his left arm, hidden beneath his shirt.

When the PCs see their opponents (the snake is initially hidden), read:

Jezz the Lame: This humanoid has smooth, black skin and pale white hair. He is slightly shorter and slimmer than a



human. He wears supple leather armor, carries an exotic-looking blade, and wears a brace on his right leg.

Viper: This snake was hidden in the humanoid's sleeve and is wrapped tightly around his arm.

tactics

Jezz the Lame seeks to observe as much of the uprising and the Zhen-tarim response as he can, while still successfully escaping. If attacked by the PCs, he immediately tries to flee, using *cat's grace*, *fly*, *invisibility*, *obscuring mist*, and his natural abilities to escape.

JEZZ THE LAME

CR 14

hp 50 (13 HD)

Male drow scout^{CAd} 7/sorcerer 6

CE Medium humanoid (elf)

Init +10; Senses darkvision 120 ft.; Listen +16, Spot +16

Languages Common, Chondathan, Draconic, Drow Sign Language, Elven, empathic link, Undercommon

AC 24, touch 17, flat-footed 19; uncanny dodge

Resist evasion; SR 24

Fort +5, Ref +12, Will +9 (+11 against spells, spell-like abilities, and enchantments)

Speed 40 ft. (8 squares)

Melee +2 keen kukri +16/+11 (1d4+2/15–20 plus poison)

Base Atk +8; Grp +8

Atk Options poison (drow poison, Fort DC 13, unconscious 1 minute/unconscious 2d4 hours), skirmish

Combat Gear 4 doses drow poison, *Keoghtom's ointment*, 2 vials *stone salve*

Sorcerer Spells Known (CL 6th):

3rd (4/day)—*fly*

2nd (6/day)—*cat's grace*, *invisibility*

1st (7/day)—*disguise self*, *feather fall*, *obscuring mist*, *shield*

0 (6/day)—*detect magic*, *detect poison*, *ghost sound* (DC 14), *mage hand*, *mending*, *ray of frost* (+13 ranged touch), *read magic*

Spell-Like Abilities (CL 13th):

1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 10, Dex 20, Con 11, Int 16, Wis 14, Cha 19

SQ able to notice secret or concealed doors, battle fortitude +1, fast movement, poison use, share spells, familiar (viper), trackless step, trapfinding

Feats Alertness^B (if familiar within 5 ft.), Daylight Adaptation^{PC}, Exotic Weapon Proficiency (kukri), Improved Initiative^B, Stealthy, Weapon Finesse, Weapon Focus (kukri)

Skills Balance +12, Bluff +12, Climb +5 (+7 with rope), Concentration +10, Diplomacy +13, Disguise +9 (+11 to

act in character), Escape Artist +5 (+7 rope), Gather Information +6, Hide +17, Intimidate +11, Jump +7, Knowledge (arcana) +8, Knowledge (local Cormanthor) +8, Knowledge (nature) +5, Listen +16, Move Silently +21, Ride +10, Search +10, Sense Motive +7, Spellcraft +15 (+17 decipher scrolls), Spot +16, Tumble +12, Use Magic Device +9 (+11 with scrolls)

Possessions combat gear plus +5 *silent moves leather armor*, +2 *keen kukri*, *ring of protection* +2, *glove of storing*, *Murlynd's spoon*, *rope of climbing*, 17 gp, 15 sp

Battle Fortitude (Ex) Bonus on initiative checks and Fortitude saves while wearing light or no armor and carrying a light load. Included above.

Daylight Adaptation (Ex) Jezz does not suffer the normal light blindness of drow. He is still vulnerable to light-related spells or effects that affect all creatures regardless of race.

Skirmish (Ex) +2d6 bonus on damage rolls and +2 bonus to AC in any round in which Jezz moves at least 10 feet.

VIPER FAMILIAR

CR —

hp 25 (13 HD)

NE Tiny magical beast (augmented animal)

Init +3; Senses scent, Listen +15, Spot +15

Languages empathic link, speak with master

AC 20, touch 15, flat-footed 17

Resist improved evasion

Fort +4, Ref +10, Will +8

Speed 15 ft. (3 squares), climb 15 ft., swim 15 ft.

Melee bite +11 (1 plus poison)

Space 2-1/2 ft.; Reach 0 ft.

Base Atk +8; Grp -3

Atk Options deliver touch spells, poison (Fort DC 10, 1d6 Con/1d6 Con)

Abilities Str 4, Dex 17, Con 11, Int 8, Wis 12, Cha 2

Feat Weapon Finesse

Skills n/a

DARKHOPE'S FALL

Encounter Level 16

setup

This event unfolds in the skies above the village of Shad-owdale near the top of the Twisted Tower of Ashaba. Place Scyllua Darkhope and her escort in the indicated spaces, but recognize that this is an aerial combat that can unfold in three dimensions. The High Captain and her followers appear suddenly, as they rematerialize from the Ethereal Plane.

When the PCs see their opponents, read:

Scyllua Darkhope: The woman is lean and athletic, and just over five feet in height. She wears her light brown hair short cropped, and radiates a fierce charisma. She is garbed in black full plate and wields a wicked-looking bastard sword.



SCYLLUA DARKHOPE

CR 15

hp 123 (15 HD)

Female Chondathan human fallen paladin 5/ranger 4/
blackguard 6 (Bane)

LE Medium humanoid

Init +1; **Senses** Listen +7, Spot +11

Aura despair (10 ft., enemies take -2 saving throw penalty)

Languages Common, Chondathan, Damaran, Orc

AC 21, touch 11, flat-footed 20; 25% chance critical hit or
sneak attack damage is normal (armor property)

Resist endure elements

Fort +19, **Ref** +11, **Will** +11

Speed 20 ft. (4 squares) in full plate, base speed 30 ft.;
Ride-By Attack

Melee +2 *axiomatic keen bastard sword* +18/+13/+8
(1d10+3/17-20 plus poison)

Base Atk +15; **Grp** +16

Atk Options Cleave, Improved Sunder, Mounted Combat,
Power Attack, spirited Charge, favored enemy
Zhentarim +2, poison (deathblade poison, injury, Fort
DC 20, 1d6 Con/2d6 Con), smite good 4/day (+3
melee, +6 damage), sneak attack +2d6

Special Actions lay on hands 15 points/day (self or fiendish
servant), rebuke undead 6/day (+5, 2d6+7, CL 4th)

Combat Gear 2 doses deathblade poison

Ranger Spells Prepared (CL 2nd):

1st—*endure elements*†

† already cast

Blackguard Spells Prepared (CL 6th):

3rd—*cure serious wounds*

2nd—*bull's strength, eagle's splendor*

1st—*corrupt weapon, divine favor*

Spell-Like Abilities (CL 6th):

At will—*detect good*

Abilities Str 13, Dex 12, Con 16, Int 14, Wis 15, Cha 16

SQ aura of evil, animal companion (none), fiendish
servant (nightmare), poison use, share spells, wild
empathy +12 (+8 magical beasts)

Feats Cleave, Endurance^B, Improved Critical (bastard
sword), Improved Sunder, Iron Will, Mounted Combat,
Power Attack, Ride-By Attack, Spirited Charge, Track^B,
Two-Weapon Fighting^B (if heavy armor removed)

Skills Bluff +8, Concentration +11, Diplomacy +10,
Disguise +5 (+7 to act in character), Gather
Information +5, Heal +7, Hide +1, Intimidate +10,
Knowledge (local The Moonsea) +3, Knowledge
(nature) +3, Knowledge (religion) +7, Listen +7,
Ride +15, Search +7, Sense Motive +7, Spot +11,
Survival +7 (+9 following tracks)

Possessions combat gear plus +2 *light fortification full
plate*, +2 *keen axiomatic bastard sword*, *ring of feather
fall*, exotic military saddle, 4 gp

Targaraene: At first glance, this creature looks like a large, powerful horse with a pale white coat; a closer look, however, reveals its true nature. Flames wreath its steely hooves and trail from its flared nostrils, and fires smolder in the depths of its dark eyes.

Erinyes: These fierce and beautiful women have statuesque builds and flawless skin. Each has large, feathery wings and red, glowing eyes, and wields a longsword. A shining red bow is strapped to each creature's back.

Tactics

If she has time to prepare, Scyllua casts *eagle's splendor*, *bull's strength*, *corrupt weapon*, and *divine favor* on herself, in that order. She then employs her Ride-By Attack ability to bring the battle to aerial PCs while directing the attacks of her erinyes.

Targaraene employs its *etherealness* ability to rapidly shift positions on the battlefield and to withdraw if its mistress is badly injured and needs time to heal herself.

The erinyes prefer to engage in combat from a distance. They use *charm monster* to distract or disorganize their opponents, then rain down fiery arrows from above.

TARGARAENE

hp 75 (10 HD)

Nightmare

NE Large outsider (evil, extraplanar)

Init +6; **Senses** darkvision 60 ft.; Listen +16, Spot +16

Languages empathic link, speak with master

AC 27, touch 11, flat-footed 25

Resist improved evasion

Fort +16, **Ref** +9, **Will** +8

Speed 40 ft. (8 squares), fly 90 ft. (good); Run

Melee 2 hooves +14 each (1d8+5 plus 1d4 fire) and bite +9 (1d8+2)

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

Base Atk +10; **Grp** +19

Atk Options flaming hooves, Powerful Charge, smoke

Special Actions astral projection, etherealness

Abilities Str 20, Dex 15, Con 16, Int 13, Wis 13, Cha 12

Feats Alertness, Improved Initiative, Powerful Charge, Run

Skills Concentration +16, Diplomacy +3, Intimidate +14,

Knowledge (the planes) +14, Listen +16, Move

Silently +15, Search +14, Sense Motive +14, Spot +16,

Survival +14 (+16 on other planes and following tracks)

Astral Projection (Su) As the spell, at will; CL 20th.

Etherealness (Su) As the spell, at will; CL 20th.

Flaming Hooves (Su) A blow from Targaraene's hooves sets combustibles alight.

Smoke (Su) During the excitement of battle, Targaraene snorts and neighs with rage. This snorting fills a 15-foot cone with a hot, sulfurous smoke that chokes and blinds opponents. Anyone in the cone must succeed on a DC 18 Fortitude save or take a –2 penalty on all attack and damage rolls until 1d6 minutes after leaving the cone. The cone lasts 1 round, and Targaraene uses it once as a free action during her turn each round.

Because of the smoke it gives off, Targaraene has concealment against creatures 5 feet away and total concealment against creatures 10 feet or farther away. The smoke does not obscure the nightmare's vision.

CR —

4 ERINYES

hp 85 (9 HD); DR 5/good

LE Medium outsider (baatezu, evil, extraplanar, lawful)

Init +5; **Senses** darkvision 60 ft., see in darkness, true seeing; Listen +16, Spot +16

Languages Infernal, Celestial, Draconic; telepathy 100 ft.

AC 23, touch 15, flat-footed 18; Dodge, Mobility

Immune fire, poison

Resist acid 10, cold 10; **SR** 20

Fort +11, **Ref** +11, **Will** +10

Speed 30 ft. (6 squares), fly 50 ft. (good); Shot on the Run

Melee longsword +14/+9 (1d8+5/19–20)

Ranged +1 flaming composite longbow +15/+10 (1d8+6/×3 plus 1d6 fire) or

Ranged +1 flaming composite longbow +13/+13/+8 (1d8+6/×3 plus 1d6 fire) with Rapid Shot or

Ranged rope +14 (entangle)

Base Atk +9; **Grp** +14

Atk Options Point Blank Shot, Precise Shot, entangle

Special Actions *summon baatezu*

Spell-Like Abilities (CL 12th):

At will—*charm monster* (DC 19), *greater teleport* (self plus 50 pounds of objects only), *minor image* (DC 17), *unholy blight* (DC 19)

Abilities Str 21, Dex 21, Con 21, Int 14, Wis 18, Cha 20

Feats Dodge^B, Mobility^B, Point Blank Shot, Precise Shot, Rapid Shot, Shot on the Run

Skills Concentration +17, Diplomacy +7, Escape Artist +17, Hide +17, Knowledge (religion) +14, Knowledge (the planes) +14, Listen +16, Move Silently +17, Search +14, Sense Motive +16, Spot +16, Survival +4 (+6 following tracks and other planes), Use Rope +5 (+7 with bindings)

Possessions longsword, +1 flaming composite longbow (+5 Str bonus) with 20 arrows

Entangle (Ex) Each erinyes carries a stout rope some 50 feet long that entangles opponents of any size as an *animate rope* spell (CL 16th). An erinyes can hurl its rope 30 feet with no range penalty. Typically, an erinyes entangles a foe, lifts it into the air, and drops it from a great height.

Summon Baatezu (Sp) Once per day an erinyes can attempt to summon 2d10 lemures or 1d4 bearded devils with a 50% chance of success. This ability is the equivalent of a 3rd-level spell.

CR 8

MOURNGRYM'S SHADOW

Encounter Level 8, 13, or 15

setup

Place Lord Mourngrym (M) in the indicated square. Hostilities likely begin when Lord Mourngrym (in his possessed form) launches a suicidal attack.

When the PCs see Shadowdale's fallen lord, read:

The man before you is a large, middle-aged man with well-trimmed, dark brown hair.

Tactics

Lord Mourngrym is currently possessed by the shadow simulacrum of Prince Yder Tanthul. Once the characters confront Lord Mourngrym, the shadow simulacrum realizes that the end is nigh. In the hope of sowing discord and undermining the PCs' status in the wake of the uprising (assuming it succeeds), Prince Yder forces Lord



Mourngrym into battle in the hope that the PCs quickly slaughter the current Lord of Shadowdale.

If the PCs end the possession (by means of *limited wish* or similar magic), the shadow simulacrum returns to the Plane of Shadow to inform its creator of events in Shadowdale, appears in the room or another nearby shadowy location to confront the PCs, or attempts to possess an easy target (one likely to have a low Will score). In the last case, it then waits for an opportune time to interfere if the characters oppose the further machinations of the Shadovar. If the PCs pursue the shadow simulacrum, use the statistics presented on page 157.

Private Sanctum: Mourngrym's chamber is the subject of a permanent *Mordenkainen's private sanctum* spell. For details on the spell effect, see PH 256.

LORD MOURNGRYM (POSSESSED)

CR 13

hp 64 (15 HD)

Male Chondathan human fighter 11/divine champion^{PG}
(Shar) 4

NE Medium humanoid

Init +6; **Senses** Listen +3, Spot +3

Languages Common, Loross, Netherese

AC 19, touch 12, flat-footed 17; **Dodge**, **Mobility**

Fort +17, **Ref** +12, **Will** +9; +2 against spell-like and supernatural abilities of outsiders and against divine spells

SR 26

Speed 30 ft. (6 squares)

Melee possession (see page 158) or

Melee +1 *greatsword* +20/+15/+10 (2d6+7/19–20)

Ranged mwk composite longbow +18/+13/+8 (1d8+4/×3)

Base Atk +15; **Grp** +19

Atk Options Combat Reflexes, Point Blank Shot, Power Attack, Precise Shot, smite infidel 1/day (+2 attack, +4 damage)

Special Actions control light, lay on hands 8 points/day, possession

Spell-Like Abilities (CL 15th):

At will—*darkness*

1/round—*invisibility* (self only)

3/day—*mirror image*

1/day—*greater teleport* (to a shadowy locale) or *plane shift* (to or from Plane of Shadow only)

Abilities Str 18, Dex 14, Con 14, Int 13, Wis 8, Cha 14

Feats (those that apply) Ability Focus (possession)^B, Blind-Fight, Combat Expertise^B, Dodge, Improved Initiative^B, Iron Will, Lightning Reflexes, Mobility, Point Blank Shot^B, Power Attack, Precise Shot^B, Spring Attack^B

Skills Climb +16, Disguise +10, Hide +23, Intimidate +14, Jump +24, Knowledge (religion) +4, Listen +3, Move Silently +10, Ride +14, Spot +3

Possessions +1 *mithral chainmail*, +1 *greatsword*, masterwork composite longbow (+4 Str bonus) with 20 arrows, *amulet of natural armor* +1, illusion of the *pendant of Ashaba*, 128 gp, 49 sp

If Lord Mourngrym is freed from possession, his CR becomes 8 and his statistics block changes as follows:

hp 64 (8 HD)

Male Chondathan human fighter 8

NG Medium humanoid

Init +2; **Senses** Listen +3, Spot +1

Languages Chondathan, Common, Elven

Fort +8, **Ref** +4, **Will** +3

Melee +1 *greatsword* +15/+10 (2d6+9/19–20)

Ranged mwk composite longbow +11/+6 (1d8+4/×3)

Base Atk +8; **Grp** +12

Atk Options Blind-Fight, Cleave, Great Cleave, Power Attack

Abilities Str 18, Dex 14, Con 14, Int 12, Wis 12, Cha 12

Feats Blind-Fight, Cleave, Dodge, Great Cleave^B, Greater Weapon Focus (*greatsword*)^B, Mobility^B, Power Attack, Weapon Focus (*greatsword*)^B, Weapon Specialization (*greatsword*)^B

Skills Decipher Script +2, Diplomacy +8, Listen +3, Ride +11, Sense Motive +5, Spot +1

Appendix I: shadowdale

Shadowdale's borders encircle a broad tract of rolling hills and small, dense woodlands pressed hard under the shade of the older parts of Cormanthor, the great woods to the east. It is populated by isolated farms and hamlets, but its only population center of any size is the village of Shadowdale.

village of shadowdale

The village of Shadowdale straddles the North Ride where it intersects Shadowdale Trail and crosses the River Ashaba. The North Ride links Cormyr to the Moonsea. Shadowdale Trail leads north to open country before dwindling away, making it the easiest invasion route for the Zhentarim. The road south soon becomes little more than a trail leading to Mistledale.

The village is currently home to both dalesfolk and occupiers, who coexist uneasily. The dalesfolk are largely cowed into submission, although a flicker of rebellion survives in the form of the Free Shadowdale Alliance, an ill-defined group of would-be rebels who gather in secret to complain. The occupying army sees Shadowdale as a convenient place to spend the winter and prepare for renewed hostilities in the spring and treats the villagers with barely constrained contempt. Only villagers who are seen as crucial to the success of the spring campaign are left unmolested.

Occupied Shadowdale (Large Town): Monstrous; AL CG, NG, CN; Population: 2,491; 800 gp limit; Assets 99,600 gp; Mixed (67% human, 20% goblinoids, ogres, and orcs, 5% half-elf, 3% elf, 2% rock gnome, 1% halfling, 2% other).

Authority Figures: Battle-Captain Forthar Helvenstron (see page 128), Dark Doom Malathon (see page 46), Eregul the Freestave (see page 131), Esvele Graycastle (see page 76), High Captain Scyllua Darkhope (see page 136), Lord Mourngrym Amcathra (see page 138), shadow simulacrum of Prince Yder Tanthul of the Shadovar (see page 157).

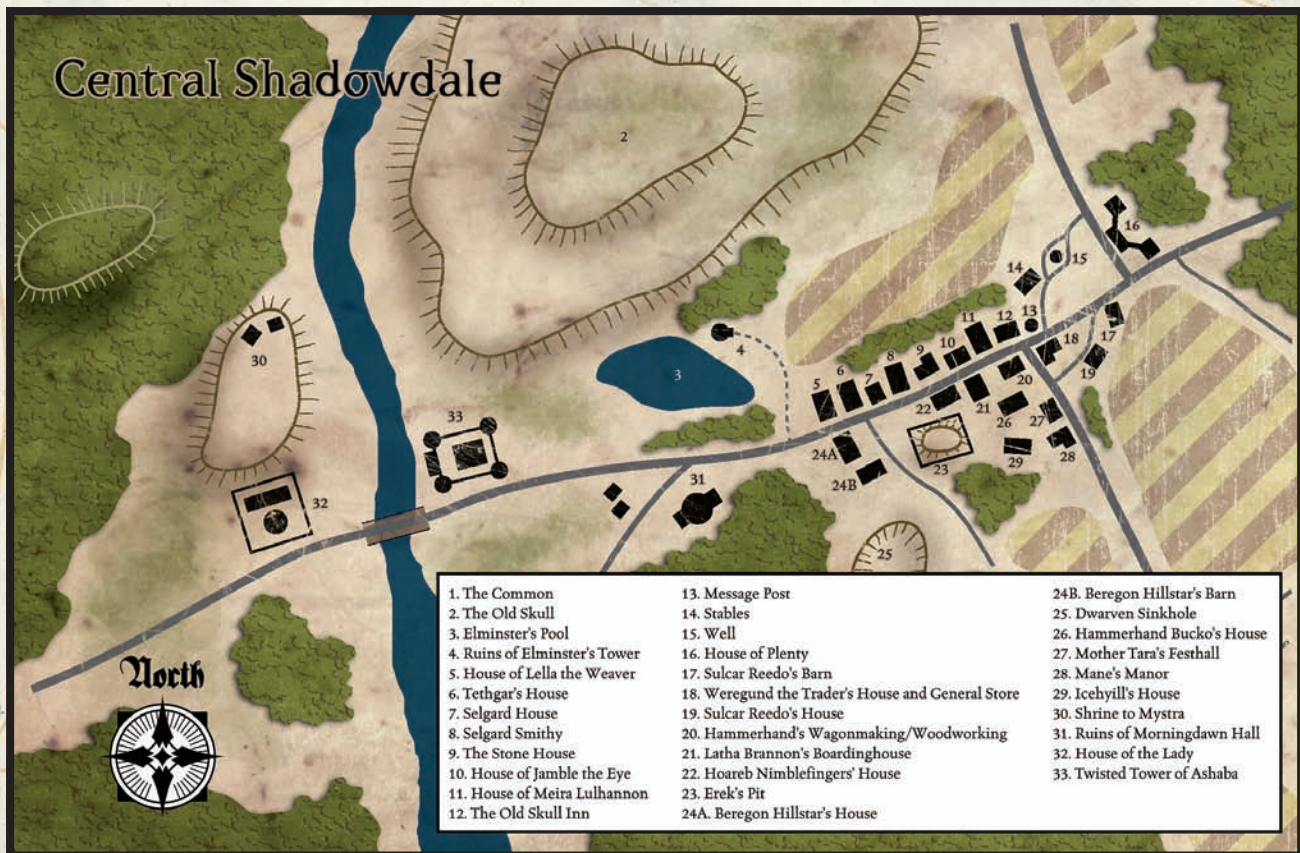
Important Characters (see below): Preceptress Eressea Ambergyles, Lady Shaerl Rowanmantle, Jhaele Silvermane, High Harvestmistress Glamerie Windbough, Weregund the Trader.

1. The common

Traditionally, Shadowdale's village common has been used for festivals, weekly trademoots, and the grazing of sheep. The Zhentarim have begun using it for military training exercises.

2. old skull

This granite promontory crouches overlooking the village of Shadowdale from the north, nested between the town proper and the River Ashaba. The Old Skull is a spur of gnarled volcanic rock covered with lichen and thick tufts of grass that find purchase in the many cracks and fissures along its surface. The hill's whitish rock (visible in most locations), sparsely covered nature, and domelike quality account for its name.



The Tomb of Joadath, carved by magic from solid rock to enclose the body of this former lord of Shadowdale, is located in the southwestern quadrant of the Old Skull. Joadath was entombed unmourned by Aumry's magic, with nothing of value to tempt tomb robbers, and as such as been undisturbed since that time. Most natives of Shadowdale would be hard pressed to point out the exact location of the tomb, except for a shallow depression at its location and a lichen-covered inscription listing (as briefly as possible) the major happenings of the community during his reign.

3. Elminster's pool

Elminster's Pool is a spring-fed pool in the shadow of the Old Skull and (until its recent destruction) Elminster's Tower. It is employed as a waterhole by sheep left to graze on the Common.

4. Ruins of Elminster's tower

Little remains of the former abode of the legendary Sage of Shadowdale. Elminster's tower was blasted into ruins and shunted to another plane during the sage's battle with Sharran assassins. All that remains of the tower are the blackened and scorched flagstones of the tower's base and a few scattered stones. Local tales suggest that some sort of subterranean complex exists below the tower, home to a watchghost^{Mon} named Ilsheen, but, if this is true, it remains hidden by Elminster's lingering wards.

5. House of Lella the weaver

This house is home to Lella the Weaver (CN female Tethyrian human commoner 3), the very fat widow of Tulba (who died last summer), and her assistant, Sarinda of Battledale (NG female Chondathan human commoner 2), a relatively young woolwasher who does most of the work. The two women work day and night to keep up with the demands of the occupying army for additional uniforms, with very little recompense.

6. Tethgar's house

This house is home to Tethgar the Mason (NG male Chondathan human expert 3) and his wife Senma (CG female Chondathan human commoner 1). Although Tethgar is getting on in years, the couple has a young son named Garson. Tethgar is friendly with many dwarves, including Gunthor the Smith, currently imprisoned in the dungeons beneath the Twisted Tower (see Chapter 5).

7. Selgard house

Bronn Selgard, Shadowdale's smith for a generation, and his son Surd died in the futile defense of Shadowdale against the Army of Darkhope. His five surviving children, Aleena (NG female Chondathan human expert 2), Doans (CG male Chondathan human expert 2), Traith (CN female Chondathan human expert 1), Berr (NG male Chondathan human expert 1), and Janth (CG male Chondathan human expert 1) live here with their mother, Leath (CG female Chondathan human commoner 2), who was badly injured during the recent fighting.

8. Selgard smithy

The Selgard clan has run this smithy for a generation. The late Bronn's children are struggling to meet the demands of the Zhentarim occupiers. Three Zhentilar (LE male Vaasan human warrior 1) have been assigned to them as "assistants."

9. The stone house

This large stone house is traditionally used as a food crib for the surrounding businesses. It has been taken over by the Zhentilar to store supplies for the army and is always guarded by a half-dozen troops.

10. House of Jamble the eye

Jamble the Eye (CN male Chondathan human rogue 7) is a slick merchant and retired thief who lives here with his wife, Leel (CG female Chondathan human commoner 1). He now speculates in

rooms at the old skull

The following rooms are available for rent at the Old Skull Inn, although at present most are occupied indefinitely by bands of mercenaries.

Label	Name	Rate per Night (Tenday)
A	Rooms of Honor	10 gp
B	The Teak Room	9 sp
C	Wayfarer's Suite	9 sp
D	Bowgentle's Room	9 sp
E	The Horns	9 sp
F	Dalesman's Rest	2 sp (15 sp)
G	Halfing's Burrow	2 sp (15 sp)
H	Journey's End	2 sp (15 sp)
I	The Bramraska	2 sp (15 sp)
J	The Wizard's Study	9 sp
K	The Steading	2 sp (15 sp)
L	The Purple Room	2 sp (15 sp)
M	The Petticoats	2 sp (15 sp)
N	Elvenholme	2 sp (15 sp)
O	The Huntsman's Room	1 gp
P	The Frens	2 gp
Q	Three Couches	5 sp (2 gp)
R	Warm Fires	9 sp (25 sp)
S	The Onyx	9 sp (25 sp)
T	The Blue Room	1 gp
U	The Green Room	5 sp
V	The Red Room	2 gp
W	The Emperor	5 gp
X	The Ivory	5 sp (2 gp)
Y	Five Nails	2 sp (15 sp)
Z	Numpkin's Rest	2 sp (15 sp)
AA	The Cedar	1 gp

interesting and odd items from Suzail to Hillsfar. Rumors are spreading among the villagers that Jamble has thrown his lot in with the Zhentarim and is now acting as their eyes and ears. Such rumors are not (yet) true, since Jamble has grown to love his adopted home, but no one has much to do with him these days.

11. House of Meira Lulhannon

Meira Lulhannon (NG male Chondathan human expert 2) and his wife Sulatha (CG female Chondathan human commoner 2) dwell here with their daughters, Betra, Jassa, and Mari (all CG female Chondathan commoner 1), all of whom are in their early twenties. All three girls have had to “relocate” to remote farmsteads to avoid the unwanted attentions of drunken Zhentilar.

Meira serves as the village potter and breadmaker, although he gets far more call for the latter role these days than the former.

12. Old Skull Inn

Built in the Year of the Manticore (1280 DR) by Buldo Silvermane atop the ruins of the Twisted Tower Inn, the Old Skull Inn is a common stop for adventurers, merchants, and travelers along the North Ride. Until recently, the inn was well known for the honesty of its staff, the quality of its mead and drink, and its relative safety in the heart of Shadowdale. Since the occupation of the dale, however, the Old Skull has become a magnet for newly arrived mercenary companies. All manner of brutish and shady characters now rent rooms at the Old Skull and keep the taproom roaring, day and night.

The Old Skull’s staff includes Jhaele Silvermane (see below), innkeeper; Durgo Silvermane (NG male Chondathan human expert 7), farmer and assistant innkeeper; Bardag Shultu (NG male Chondathan human expert 2), hostler and stablemaster; Dora Leen (CG female Chondathan human commoner 2) and Meltea of Phlann (CG female Vaasan human commoner 1), chambermaids; and Turko Breem (CN male Chondathan human expert 1), cook and waiter. Dürman Hilesta, who served as carpenter and bouncer, died several days ago during one of the nightly brawls in the taproom. The staff is overworked and not being paid; commanders in the Zhentarim Occupying Army are siphoning off all of the profits and then some. The quality of the food served has also declined markedly, as the Zhentarim commanders regularly requisition Turko’s supplies.

A secret door in the cellar of the inn (on the west wall between the larder and the pool) opens onto the quay of a water-filled natural cavern approximately 40 feet in diameter. On the far side of the pool, a narrow, man-sized crevice opens up about 3 feet above the surface of the pool. A small stream of water drains from this crevice into the pool. This crevice is the eastern end of the subterranean fissure spanned by the Chasm Bridge (Chapter 4, area 21).

13. Message post

The village message post stands in front of the Old Skull Inn. The normal assortment of personal messages, warnings, and offers of hire has declined precipitously of late, replaced by public Zhentilar announcements and mercenary recruitment posters.



14. stables

The stables for the Old Skull Inn are separated from the main building to reduce the risk of fire. Bardag Shultu, the Old Skull's stabler and hostler, looks after the horses and wagons of guests at the inn. Bardag used to sell horses, but his entire stock has been "loaned" to the Zhentilar. Several out-of-favor mercenary companies foolish enough to stable their horses here have received a similar "honor" as well. Bardag is a member of the Free Shadowdale Alliance.

15. well

The village well is fed by a deep, strong spring. Two Zhentilar guards are posted here at all times.

16. House of plenty

Shadowdale's temple of Chauntea is built atop a swampy area once known as The Bog; the natural spring that undermined previous structures on this site has been plugged. The temple consists of three buildings, linked by columned porticoes in a wide, C-shaped pattern forming a natural amphitheater in which services are held, rain or shine.

The temple grounds, known locally as The Garden, encircle the structure and include a well-ordered area of vegetable and flower gardens, including topiaries, a small orchard, and a garden maze.

The Zhentarim have left Chauntea's temple largely untouched, although the topiaries and garden maze have suffered significant vandalism. Eregul the Freestave has made it clear that the continued survival of the temple is entirely dependent on the cooperation of the clergy and their success in shepherding the production of a bumper crop in the coming months to feed the Army of Darkhope.

The House of Plenty is home to forty-seven members of the faith, including seventeen clerics, although most spend their days tending to the more distant freeholds of the dale. The leader of

the Chaunteans is High Harvestmistress Glamerie Windbough (see page 148). The remaining clerics are 7th level or lower.

17. sulcar reedo's barn

This barn is owned by Sulcar Reedo (see below), who has seen the village expand to the borders of his farm in his lifetime.

18. weregund the trader's house and general store

Weregund the Trader (see page 149) lives above the village general store with his wife Meershand (CN Chondathan human female commoner 2), son Dabragund (CN Chondathan human male commoner 1), and daughter Dletagund (CN Chondathan human female commoner 1).

Goods listed in the *Player's Handbook* from the Adventuring Gear, Special Substances and Items, Tools and Skill Kits, and Clothing tables worth less than 800 gp are available for sale (including illicit items such as masterwork thieves' tools), as are many necessities of agricultural village life. Simple weapons, martial weapons, armor, and shields worth less than 100 gp are also available for sale. Weregund can order other items from Cormyr or Hillsfar and expect to receive them in 2 weeks.

19. sulcar reedo's house

This house is home to Sulcar Reedo (CN male Chondathan human commoner 2), a sarcastic and irritating old man who has seen more than his fair share of hardship in life, and his mousy wife Della (N female Tethyrian human commoner 1). Sulcar lost his eldest son during the Time of Troubles and his two younger sons died during the recent fighting. He is now depressed and morose, often drowning his sorrows in drink at the Old Skull Inn. He is prone to publicly berating the occupiers once he gets into his cups, and most villagers think it is only a matter of time before he ends up dead, his corpse thrown into the Dwarven Sinkhole.

goods and services in shadowdale

A quick overview of available goods and services in the village of Shadowdale is provided below, with the accompanying area number. However, the presence of the Zhentarim Occupying Army makes commissioning new items all but impossible, since most craftsmen have more work than they can handle to resupply the Zhentilar in preparation for the spring campaign.

Armor: Bronn Selgard's Smithy (8), Weregund (18)

Ceramics: Miera Lulhannon (11)

Cloth and Clothing: Lella the Weaver (5), Weregund the Trader (11)

Farrier: Bronn Selgard's Smithy (8)

Festhall: Mother Tara's (27)

Fresh Bread: Meir Lulhannon (11)

Fresh Fruit and Vegetables: Any farmer

Healing: House of Plenty (16) Hoareb Nimblefingers (22), House of the Lady (32)

Horses: Bardag Shultu (14)

Masonry: Tethgar (6)

Merchandise: Jamble (10), Weregund (18)

Potions and Minor Wondrous Items: House of Plenty (16), House of the Lady (32), Twisted Tower (33).

Tavern: Mother Tara's (27), Old Skull Inn (12)

Wagons: Hammerhand Bucko (20)

Weapons: Bron Selgard's Smithy (8), Weregund (18)

Woodworking: Durman Hilesta (12), Hammerhand Bucko (20)

20. Hammerhand's wagonmaking/woodworking

Hammerhand Bucko's four apprentices, Fennir, Gorath, Norin, and Vedrith (all NG, CG, or CN human male expert 1), live in the loft above this shop.

Hammerhand Bucko's place of business sells and repairs wheeled vehicles, including all the land-based vehicles from the Transport table in the *Player's Handbook*. In addition, the staff works on carpentry projects from the miniature (elaborate carved jewelry boxes) to the large (houses). Since the occupation began, Hammerhand and his employees have been working every hour of daylight repairing the supply wagons of the occupying army in preparation for spring.

21. Latha Brannon's boardinghouse

Latha Brannon died in the recent fighting, leaving his aged aunt Uda (CN Chondathan female commoner 1) and Latha's three daughters, Ester, Emra, and Ilil (all CG Chondathan female commoner 1), to run the business. The occupying army has effectively commandeered the boardinghouse as a barracks, and it is fully occupied by Zhentilar troops. The Brannon family members receive little recompense for hosting the occupiers, and they are rapidly being reduced to penury. Uda is a member of the Free Shadowdale Alliance.

22. Hoareb Nimblefingers' house

Hoareb Nimblefingers (NG Chondathan human female expert 4) is a pleasant, short, middle-aged individual who serves as midwife, surgeon, and healer to both humanoid and beast. Although her role has diminished over time, since cleric services provided by the local temples have become more available, she has earned the trust of the local dalesfolk, and many still avail themselves of her services. Since the beginning of the occupation, Hoareb has been forced to tend to the Zhentilar as well, greatly increasing the need for her services.

23. Erek's pit

A crude Zhentilar barracks has been hastily erected over this pit, which was created by an explosion in an alchemist's shop years ago. The locals still call the building "Erek's Pit," since the name is still applicable in its new context.

24. Beregon Hillstar's house

Beregon Hillstar died during the recent invasion, and his surviving family fled the dale. The house (24A) and barn (24B) are now occupied by the Zhentilar as barracks.

25. Dwarven sinkhole

Originally a small quarry on the property of Beregon Hillstar, this area was the source of much of the stonework in the area, and was dug by dwarves in Beregon's employ. The entire quarry

complex, including the surrounding mines, collapsed over two decades ago during a battle between a company of adventurers staying in the Old Skull Inn and invaders who sought to tunnel up from below. The sinkhole spread, slowly consuming Beregon's entire farm, and is now used as a garbage dump by the village.

26. Hammerhand Bucko's house

Hammerhand Bucko (CG Vaasan human male expert 3), the local carpenter, is a snide, intelligent, mulish and strong-willed individual who calls a fool a fool. He has learned to curb his tongue of late, but he silently seethes with indignation. Hammerhand helped found the Free Shadowdale Alliance with Weregund.

27. Mother Tara's festhall

This once-lavish festhall has been transformed into a dirty brothel, staffed by Mother Tara's original employees and the occupying army's camp followers. Off-duty Zhentilar spend their wages here at all hours of the day and night, but the collected monies are largely returned to the army in the form of heavy fees.

Mother Tara (CG female lightfoot halfling commoner 7) retains the titular title of madam, but control of the festhall is now firmly in the hands of mid-level Zhentilar officers.

28. Mane's manor

Mother Tara (see above) holds title to Mane's Manor, a fine two-story house next to the festhall, but it too has been requisitioned by the Zhentilar. The house is now considered overflow capacity for the festhall.

29. Icehyill's house

Icehyill, a retired merchant, fled the dale during the recent invasion and has not returned. Some say she reached Cormyr and now lives in luxury in Suzail, but in truth she died in a Zhentish ambush just a few miles outside the village.

30. Shrine to Mystra

Located on a low rise behind the House of the Lady (32), the shrine to Mystra is a low pyramid composed of three wide steps, 20 feet wide by 20 feet tall at the base and 10 feet wide by 10 feet tall at the top. The topmost step was inscribed with the symbol of Mystra in silver against the dark stone, but the metal has been removed and the carved stone defaced. The *hallow* spell formerly in effect here has been countered by an *unhallow* spell by Dark Doom Malathon, and the half-orc priest has sacrificed at least three captured villagers upon this altar to the Black Lord.

31. Ruins of Morningdawn Hall

Shadowdale's great phoenix-shaped temple of Lathander, the second such temple built on the site, succumbed to a great conflagration shortly after the Zhentarim occupied the dale. The ruins have been stripped of any remaining treasures by scavenging Zhentilar troops, and the local clergy is long-since dead or fled.

32. House of the Lady

The House of the Lady, built on the site of an earlier temple of Tyche (predecessor of Tymora and Beshaba), lies on the far side of the River Ashaba from the village of Shadowdale. The temple of Tymora is dominated by a gold-domed central shrine, behind which sits a residence hall for the priesthood and laity. The temple is surrounded by a low wall to protect it against wild beasts and other marauders.

The House of the Lady is home to fifty members of the faith, including twenty-two clerics, although most spend their days tending to the more distant freeholds of the dale. The leader of the Tymorans is Preceptress Eressea Ambergyles (see page 147). The remaining clerics are 7th level or lower.

The Zhentarim have left the House of the Lady largely untouched, because not even Scyllua Darkhope wishes to tempt Lady Luck. Eressea has reinforced this sensible policy by transforming the temple into a gambling hall, open every hour of the day and night, to off-duty Zhentarim soldiers and newly arrived mercenaries. She is careful to send a sizable chunk of her nightly profits to the Zhentarim commanders, ensuring that they turn a blind eye to religious services held within.

33. The Twisted Tower of Ashaba

The Twisted Tower is fully detailed in Chapter 5.

Environs of Shadowdale

The immediate environs of the village of Shadowdale consist of thickly wooded rolling countryside dotted with a handful of creeks, ruins, and entrances into the Shadowdark.

Castle Grimstead

In the Year of the Leaping Lion (834 DR), an adventuring company known as the Glittering Band constructed Castle Greatstead in hopes of overthrowing the drow rulers of the Land Under

Shadow. Three decades of attacks from above and below gave it the name Castle Grimstead, and the Glittering Band finally fell in the Year of the Broken Branch (864 DR). The castle was partially destroyed by explosions during the final battle, and whole sections have decayed with the passage of time.

Today this crumbling ruin remains unoccupied, although Zhentarim occasionally patrol the ruins. The cellars of Castle Grimstead now lead down into the drow-held tunnels of the Shadowdark. Because Castle Grimstead is a likely, if fairly obvious, redoubt for would-be rebels to use as a base camp, the Zhentarim will send regular patrols into the ruins once the PCs amass 41 or more Notoriety Points.

Castle Krag

Castle Krag is fully detailed in Chapter 2.

Cavenauth

North of the ruins of Castle Grimstead lies a cave mouth leading into the Shadowdark. Over time, the term “cave mouth” has been corrupted into Cavenauth by the locals. See Chapter 4 for more about the Shadowdark.

Druid's Grove

Nestled in the forest just north of Storm Silverhand's farm, the Druid's Grove is a clearing dotted with large, centuries-old menhirs. Once completely covered in runes and sigils, the standing stones are now worn almost smooth. The surrounding oaks of the woods are extremely thick with mistletoe, but whether this is the byproduct of the long druidic presence or whether the region was chosen for its richness in mistletoe is unknown. The Druid's Grove has not been the site of active worship since the Year of Shadows (1358 DR), when the followers of Silvanus abandoned the increasingly civilized village for the untamed wilderness of remote eastern Shadowdale.

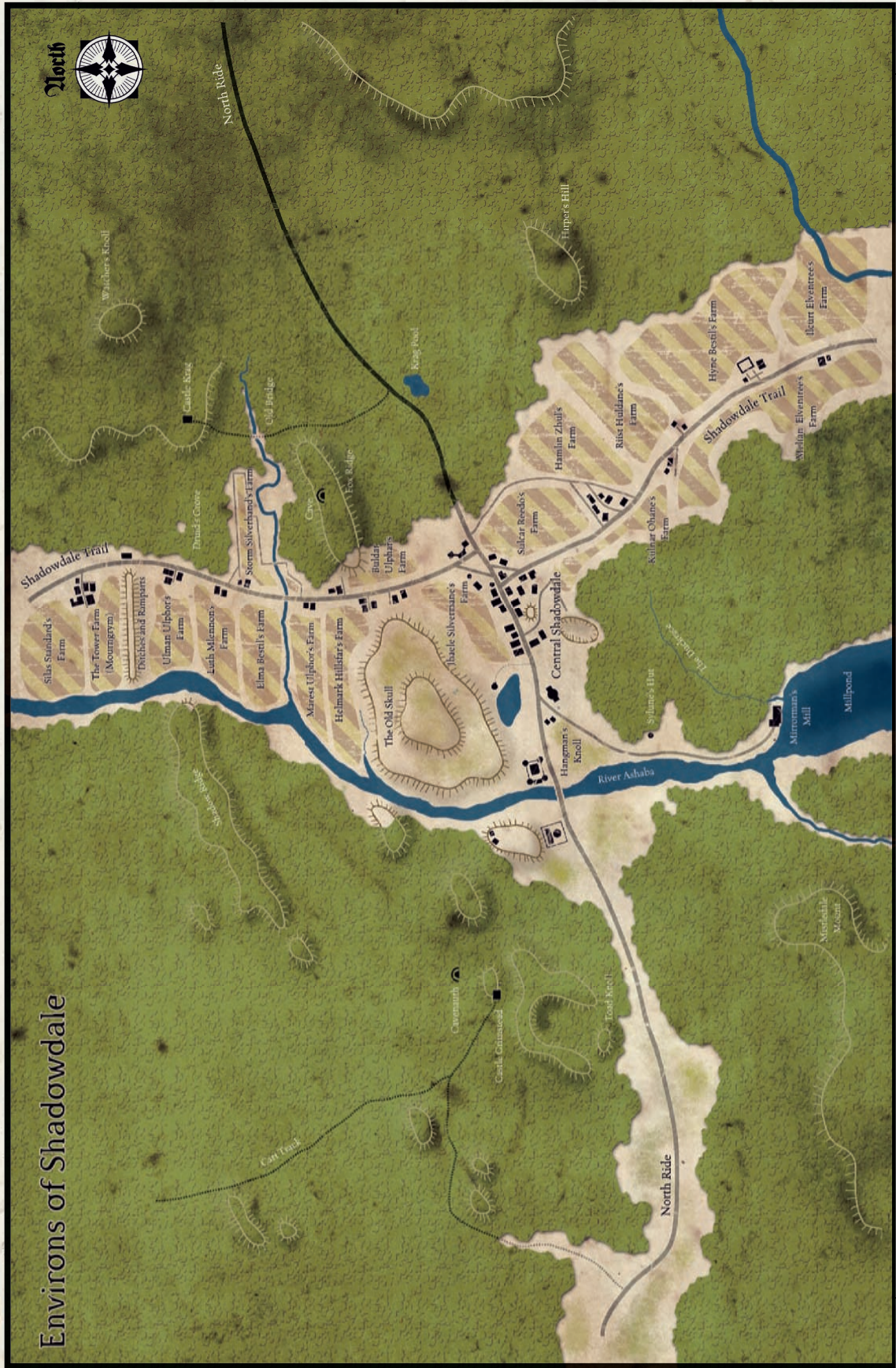
Unbeknownst to the dalefolk, Druid's Grove is the site of a long-neglected crossroads (a type of *portal* employing the lines of geomagical energy that crisscross Faerûn, as detailed in *Magic of Faerûn*) and a long-quiescent incorporeal fey known as a crossroads guardian. See page 115 for more details.

Whither have gone the knights and the chosen?

Until recently, Shadowdale was home to the Knights of Myth Drannor and no less than four Chosen of Mystra: Elminster Aumar, Dove Falconhand, Storm Silverhand, and Syluné. The fall of Shadowdale is due as much to their absence as it is the strategy and tactics of the Sharran Alliance.

The Knights of Myth Drannor—whose current ranks include Scotthgar “Scotti” Amcathra, Jelde “Semoor Wolftooth” Asturien, Illistyl Elventree, Florin Falconhand, Dove Falconhand, Lanseril Snowmantle, Merith Strongbow, Rathan Thentraver, Torm, Sharantyr, Veluthil Silverbow, and Doust and Jhaok Sulwood—have long sworn to defend Myth Drannor until the return of the elves, and,

now that the Fair Folk have returned, the Knights are fighting on their behalf to hold and reclaim the ruined city in the face of recurring Zhentarim, drow, and monster attacks. The fate of Elminster and Syluné is revealed in the introduction and Chapter 1. During the course of this adventure, Dove and Storm are off fighting alongside the Knights. The two sisters and a band of elf warriors attempted to come to Shadowdale's defense once the sisters learned of Elminster's defeat and Syluné's death, but the Chosen of Mystra were grievously wounded by their exposure to the Unwinding of the Weave and forced to *teleport* away, leaving the Fair Folk to an uncertain fate (most were slain; a few were taken prisoner).



fox ridge

This low ridge to the north and east of the village of Shadowdale is named for its plentiful foxes, a common pest to the farmers of Shadowdale. The northern ridge has a 6-foot-high cliff face pockmarked with a series of cavern entrances, ranging from burrows to a pair of human-sized caverns. The latter have been employed over the years to conceal food, arms, gold, bodies, and messages. An old crypt beneath Fox Ridge is detailed in Chapter 2.

hangman's knoll

A low rise where the road to Mirrorman's Mill joins the main road, Hangman's Knoll gains its name from the days of Lord Joadath, who had erected a gallows there to execute "thieves, highwaymen, and petty followers of all gods." Joadath is long gone, but his legacy survives.

The Black Network has recently erected a new gallows here to execute traitors convicted in Mourngrym's Court.

harper's hill

In the woods east of the village of Shadowdale lies Harper's Hill, named for the long-dead bard Alsaerl. Harper's Hill was a historic and regular meeting place between members of the Harpers and the elves of the Elven Court and the site of a number of revels before the Retreat. It is avoided by the villagers, because the Fair Folk often danced and played music there in decades past.

If the PCs were sent to Shadowdale at the behest of Myth Drannor's newly installed ruler, she suggests the PCs leave messages beneath a large stone resembling a bear's head that lies at the foot of the hill's north face. At irregular intervals (no more than once a tenday), an agent of Myth Drannor looks for messages there and relays them back to the elf leadership.

Unbeknownst to the dalefolk, Harpers' Hill is also the site of a long-neglected crossroads such as the one found in Druid's Grove.

krag pool

Krag Pool lies south of the intersection of the North Ride and a trail leading north to Castle Krag. The trees surrounding this peaceful pool have been cut down, so that those rebuilding Castle Krag could return the rocks and stones taken from here to build temporary battlements during the Time of Troubles.

millpond

The Millpond is a natural lake in the River Ashaba formed by the confluence of the river and a small, fast-flowing stream known as the Duckrace. Old millstones dot the banks along the side of the Millpond.

mirrorman's mill

Mirrorman's Mill lies south of the village of Shadowdale at the confluence of the Duckrace and the Millpond. In recent years, the mill has been staffed by troops from the Twisted Tower as a service to the community by Lord Mourngrym at harvest time. The mill is currently unoccupied, although the Zhentarim

occupiers have plans to commandeer it in the coming months. Zhentilar patrols check the mill at irregular intervals.

mistledale mount

Mistledale Mount takes its name from the local legend that on a clear day one can see smoke rising from the hearth fires of distant Ashabenford, the seat of Mistledale. This region has seen a number of small fires and sporadic clearings and lumberings. It provides an excellent view of the intersection of the Shadowdale Trail and the North Ride and is therefore intermittently patrolled by Zhentarim troops.

The burned area at the base of the mount marks the death of Syluné at the hands of Gormauthator (see Chapter 1).

shadow ridge

Shadow Ridge lies on the west bank of the River Ashaba, across from the farms north of the village. The ridge is covered in dense brambles and overgrown with yew, grape, and raspberry bushes. It is little visited by the people of the dale and might serve as a good base for the PCs once they begin to acquire some measure of notoriety.

shrine to tempus

Located across the Shadowdale Trail from the ditches and ramparts of Tower Farm, the shrine of Tempus consists of two iron pillars framing an altar of black basalt. The front of the altar is marked with the symbol of Tempus in gold. Flowers are left at the shrine to commemorate fallen warriors, and on the anniversary of any notable battle, bright ribbons are tied to the pillars.

The Zhentilar commanders discourage their troops from worshipping at this shrine, since it was built to commemorate a previous defeat of the Black Network. However, most Zhentilar patrols headed north from the village stop here along their route to give homage to the Lord of Battle.

syluné's hut

This empty, roofless hut was once home to the Witch of Shadowdale. There are rumors of *portals* linking this site to other planes and other sites in Toril, but no such locations have ever been found. Ownership of the ruined hut and surrounding land passed to Lord Mourngrym, as rightful Lord of the Dale, and he never allowed it to be claimed, built on, or farmed.

After the fall of Shadowdale, Dark Doom Malathon visited the ruined hut, thought to be sacred to Mystra, and cast *unballow* on the site, claiming it in the name of the Dark Lord. Followers of Bane can produce *cause fear* at will within the radius of the effect.

toad knoll

Located less than a mile west of the bridge over the Ashaba, this hill takes its name from the upwelling of an intermittent natural spring that makes the ground marshy at its base and accounts for a bumper crop of toads and frogs in the spring months.

watcher's knoll

Watcher's Knoll is fully detailed in Chapter 1.

dalesfolk

As the adventure begins, the folk of Shadowdale are depressed and dispirited, thanks to their recent defeat, the brutal occupation, and Lord Mourngrym's apparent treachery. However, the arrival of the PCs has the potential to boost their spirits and eventually spark an uprising, as discussed in Chapter 1.

In the absence of the Knights of Myth Drannor and the Chosen of Mystra, Lord Mourngrym and the leaders of the various factions of the Sharran Alliance control the village of Shadowdale and the surrounding area, as discussed in Chapter 1. Nevertheless, there are several residents of the dale who might either hinder or help the PCs' efforts to spark an uprising. These individuals are described below.

preceptress eressea Ambergyles

In her younger years, Preceptress Eressea Ambergyles of Arrabar (NG female Chondathan human cleric 9 [Tymora]), an itinerant cleric by nature, was a member of the Knights of Myth Drannor. After her death and resurrection in the Year of the Bow (1354 DR), she retired from the Knights to minister to Lady Luck's faithful in the dale. Despite a feud with the leaders of Tymora's church in Arabel, Eressea has succeeded to a large degree, making the House of the Lady one of the stronger pillars of the faith in the region.

Since the beginning of the occupation, Eressea has sought to make the House of the Lady an enjoyable place to visit for the occupying troops. In addition to serving the dictates of her faith, the preceptress believes that every hour the hated Zhents spend gambling away their coins is one less hour they can spend oppressing the local dalesfolk. Moreover, as some soldiers fall deeper and deeper into debt, Eressea has begun trading forgiveness of such debts for bits of information.

If the PCs amass 41 or more Notoriety Points, Eressea contacts them indirectly by way of one of the temple's lay followers. She offers to feed them information extracted from the Zhentilar troops, effectively performing



lady shaerl Amcathra

Lady Shaerl Llairhavenn Roanmantle Amcathra (LN female Chondathan human rogue 9) is an attractive, patrician woman with a graceful, muscular body and hip-length, russet-brown hair she wears in a tight folded braid. She favors simple gowns with elaborate embroidery in court and loose, dark garments on nocturnal forays. Shaerl has a taste for danger and is bored by the staid court life of her family.

Shaerl hails from Suzail; she was sent to Shadowdale as an emissary by the late Baron Thomdor after her nocturnal thieving expeditions were detected. To her surprise, she fell in love with Lord Mourngrym and later married him after sacrificing her own life—and then being resurrected—to save his, amid the ruins of Myth Drannor. The rightful lord and lady of Shadowdale have one son, Scothgar “Scotti” Amcathra, who has recently joined the Knights of Myth Drannor and is off fighting with them in the eastern woods.

During the invasion of Shadowdale, Shaerl used her talents to infiltrate the ranks of the invading army, providing valuable, if insufficient, intelligence to her husband, Lord Mourngrym. Since the invasion, Lady Shaerl has remained one of the anonymous camp followers who cook and clean for the Zhentarim Occupying Army. She is devastated and confused by the change that has overcome her husband but remains determined to fight for the dale he once defended.

If the PCs amass 31 or more Notoriety Points, Shaerl contacts them indirectly by way of a fellow camp follower who has won her trust. The Lady of Shadowdale offers to act as a spy for the PCs in the Twisted Tower, effectively performing Gather Information checks (+14 bonus) on their behalf.



*Preceptress Eressea Ambergyles
of Arrabar*

Lady Shaerl Llairhavenn Roanmantle Amcathra



*Jhaele Silvermane,
Innkeeper of the Old Skull Inn*

Jhaele Silvermane

Jhaele Silvermane (NG female Chondathan human expert 2/ fighter 4) has run the Old Skull Inn for decades, since inheriting it from her father Buldo. Although her once-powerful physique has fallen victim to the passage of years, her sharp tongue and no-nonsense demeanor remain just as strong and vital today as in her youth, and she remains an unflappable, keen judge of character. In recent years, day-to-day administration of the inn has fallen to her eldest son Durgo Silvermane, who also farms the family plot; Jhaele's husband died decades ago, and her other children have long since moved away.

Since the beginning of the occupation, Jhaele has played the role of a harmless old crone who is well into her dotage. As a result, she is largely ignored by the Zhentarim and their agents, allowing her to sit unnoticed in the taproom of the Old Skull or wander the halls without attracting attention.

If the PCs amass 41 or more Notoriety Points, Jhaele contacts them indirectly by way of one of her long-time employees. She offers to act as a spy for the PCs in the Old Skull, effectively performing Gather Information checks (+12 bonus) on their behalf.

High Harvestmistress Glamerie Windbough

High Harvestmistress Glamerie Windbough (NG female Chondathan human cleric 10 [Chauntea]) is the high priestess of the House of Plenty and the leading voice for the farmers of Shadowdale. She is a calm, introspective woman who sees everything—including the occupation—as a passing cycle, much like the seasons of the year. Glamerie spends much of her time these days hearing the complaints of the local dalesfolk and soothing their anger and fears. Likewise, she meets regularly with the commanders of the Zhentarim army, trying to mitigate the burdens of the occupation. While some hotheads have branded her a collaborator or worse, others realize that she is working hard to preserve Shadowdale until the day comes when it can be liberated from the tyranny of the Black Network.

Although Glamerie dispenses healing (for a fee) and gardening advice without hesitation, she sees raising individuals from the dead as contrary to the cycles of nature. As such, the high priestess only consents to cast *raise dead* for individuals with the real potential to end the occupation (31 or more Notoriety Points).

Illustration by K. Tanner



Illustration by M. Coimbra

High Harvestmistress Glamerie Windbough



Weregund the Trader

weregund the trader

Weregund (LE male Chondathan human rogue 5/Zhentarim spy^{PG} 4) is a heavyset, middle-aged man who walks with a slight limp and speaks with a heavy Chondathan accent. He has long operated Shadowdale's general store, trading with merchants who pass through town, and has business contacts as far afield as Suzail and Hillsfar and, in normal times, can procure nearly any item in a tenday or so.

Weregund has a reputation for greed and cowardice, but none doubt his loyalty to the dale. The trader's true allegiance to Zhentil Keep is known only Eregul the Freestave and Scyllua Darkhope. His current orders instruct him to maintain his longstanding cover while discreetly funding and involving himself with any would-be rebels.

If the PCs amass 11 or more Notoriety Points, Weregund discreetly contacts them and invites them to join the Free Shadowdale Alliance. At the moment, the alliance consists of Weregund and a few foolhardy villagers meeting in secret to complain and drink, but the addition of the PCs might turn such a group into the kernel of something significant. In keeping with his long-established reputation, Weregund can be convinced to contribute a few gold pieces to such a group but does not otherwise contribute significantly to the effort, except to demand to know the plots afoot being funded by his "investment." Of course, Weregund

keeps Eregul informed of all such activities, allowing the Zhentarim to sweep in and round up the conspirators should something ever come of their efforts. In this situation, Weregund disavows any involvement in the group, only to repeat the same tactic in subsequent weeks.

Appendix 2: Game materials

The armor and feats described below are featured in this adventure. Azmaer Dhuurniv and Delgithnar the quaggoth both wear spidersilk armor (and have the associated feat), Xullrae Dhuurniv has the Energy Substitution feat, and several members of House Dhuurniv possess the two drow feats.

spidersilk armor

This exotic armor feels light and soft to wear, yet is strong and resilient. It is made from specially treated aranea or drider silk. The light weight of spidersilk armor makes it very attractive to those with low Strength scores.

Speed when wearing a suit of spidersilk armor is 30 feet for Medium creatures, or 20 feet for Small. The armor has an arcane spell failure chance of 10%, a maximum Dexterity bonus of +8, and an armor check penalty of -1. It is considered light armor and weighs 5 pounds. The armor bonus for spidersilk armor is +3.

Wearing spidersilk armor requires the appropriate Exotic Armor Proficiency feat.

energy substitution [metamagic]

With this feat, you can modify an energy-based spell to use another type of energy instead.

Prerequisites: Knowledge (arcana) 5 ranks, any other metamagic feat.

Benefit: Choose one type of energy (acid, cold, electricity, or fire). You can then modify any spell with an energy descriptor to use the chosen type of energy instead. An energy substituted spell uses a spell slot of the spell's normal level. The spell's descriptor changes to the new energy type—for example, a *fireball* composed of cold energy is an evocation [cold] spell.

Special: You can gain this feat multiple times, choosing a different type of energy each time.

Exotic armor proficiency

When you have this feat associated with a specific kind of exotic armor, such as spidersilk (see above), you understand how to wear that type of exotic armor properly.

Prerequisites: Armor Proficiency of the appropriate sort; for example, you must have Armor Proficiency (Light) to take Exotic Armor Proficiency (spidersilk).

Benefit: You are proficient with a specific kind of exotic armor and take no penalty for lack of proficiency when you wear it.

Normal: If you are wearing exotic armor with which you are not proficient, you take its armor check penalty on attack rolls and on Strength-based and Dexterity-based skill checks.

Special: You can gain this feat multiple times, choosing a different type of exotic armor each time.

Highborn Drow

When you take this feat, you have learned how to tap into the advanced magical abilities of your noble drow heritage.

Prerequisites: Drow, base Will save +2.

Benefit: You can use *detect good*, *detect magic*, and *levitate* once per day as spell-like abilities with a caster level equal to your character level.

Lolth's blessing

If you have this feat, the Spider Queen has blessed you with additional magical abilities.

Prerequisites: Drow, Wis 15, patron deity Lolth, able to cast 3rd-level divine spells.

Benefit: You can use *clairaudience/clairvoyance*, *discern lies*, *dispel magic*, and *suggestion* once per day as spell-like abilities with a caster level equal to your character level.

The save DC for these abilities is Charisma-based.

Magic Items

The magic items that feature in this adventure, including one major artifact and three minor artifacts, are described below.

Ary'velabr'kerym, the warblade

Price: Major artifact

Body Slot: — (held)

Caster Level: 25th

Aura: Overwhelming; (DC 27) transmutation

Activation: —, standard (command), and free (command)

Weight: 4 lb.

The blade of this longsword shines like polished silver, remaining perfectly reflective no matter what punishments it endures. Blue and silver flames lick incessantly along the blade, quillions, and pommel, and they harmlessly surround the wielder's hands whenever the blade is drawn. At the seat of the blade is an Elven rune meaning "weapon," which is commonly used as a sword mark.

Ary'Velabr'Kerym, better known as the *Warblade*, is the traditional blade of Cormanthyr's arms-major, long thought lost to the drow beneath the Underdark. Until recently, it lay hidden beneath the ruined temple of Lolth in Maerimydra.

The *Warblade* is a +4 keen holy longsword. It retards the aging process so that the wielder ages only one year for every two years that pass while he possesses the *Warblade*.

The wielder of the *Warblade* can conjure a *blade barrier*, as the spell, once per day. In addition, the wielder can utilize *bull's strength*, as the spell, three times per day and *detect evil* and *detect good*, as the spells, at will. Activating any of these abilities is a standard action.

A character wishing to become the wielder of the *Warblade* must grasp the hilt with the firm intent of bonding with the weapon and draw it from its sheath. Whether successful or not, the attempt costs 2,500 XP. To be successful, a character must

have the elf subtype and be of chaotic good alignment. In addition, the blade seeks a wielder with martial skill (that is, a base attack bonus of at least +12), a high Charisma (15+), and leadership ability. If the *Warblade* deems a potential wielder who attempts the attuning ritual unworthy, it turns in his hand, making a single attack (+29 melee, damage 1d8+11/17–20). If the would-be-wielder does not have the elf subtype, or has an evil alignment, the *Warblade* attacks furiously for 2d6 rounds (+29/+24/+19/+14 melee, damage 1d8+11/17–20). Magical healing of the wounds dealt to an unworthy candidate is possible only with a successful DC 25 caster-level check.

Upon acceptance by the *Warblade*, the character becomes attuned to it, and can summon it to his hand as a free action, as long as it is somewhere on the same plane. Once the *Warblade* has bonded with a character, it remains bound until the character's death, or until he commits some grievous sin against either his alignment or the elf people. In such a case, the blade punishes him as though he had failed to bond with it in the first place unless he makes an immediate effort to atone for his sin.

Lore: Characters who have ranks in Knowledge (arcana) or Knowledge (history) can research the *Warblade* to learn more about it. When a character makes a successful check, the following lore is revealed, including information from lower DCs.

Arcana or History DC 25: The legendary *elfblades of Cormanthyr* (detailed in *Lost Empires of Faerûn*, pages 157–159) were forged thousands of years ago at the founding of the great empire of Cormanthyr. *Ary'Velabr'Kerym*, the *Warblade*, was forged for the arms-major (chief warrior) of Cormanthyr.

Arcana or History DC 30: When Lord Orym Hawksong fell in battle at the siege of the Twisted Tower in the Year of Shadows Fleeting (–331 DR), the *Warblade* sprang up and defended him fiercely for a time. Eventually, however, the drow managed to paralyze the blade by magic, and both the hero and his arcane sword were lost in the darkness beneath the Twisted Tower. In the centuries since, hundreds of elves, including the legendary Josidiah Starym in the Year of the Flame Tongue (500 DR), have sought the *Warblade*, but to no avail.

History DC 35: The drow bore the *Warblade* back to Maerimydra, where all trace of it vanished.

Prerequisites: Major artifact.

Cost to Create: Major artifact.

Aumry's staff of the night

Price (Item Level): 30,000 gp (16th)

Body Slot: — (held)

Caster Level: 11th

Aura: Moderate; (DC 20) conjuration

Activation: — and standard (spell trigger)

Weight: 5 lb.

This staff is made of twisted iron topped with a large claw holding a halved geode with iridescent violet crystals. When the summoning power of the staff is used, the crystals glow and shoot a scintillating purple beam which strikes the earth. In this light, an umber hulk appears.

Lord Aumry Obarskyr of Shadowdale, a powerful wizard whose surname is known by few, had a number of magical items, most of which have since been scattered to the four winds and into other collections. One especially peculiar item was his *staff of the night* (also known as *Aumry's staff of the bulk*), which Aumry either created or acquired, but in either event bears his name.

The wielder of the staff is immune to the confusing gaze power of umber hulks. This is a continuous effect and requires no activation.

In addition, the staff has the following powers, which can be activated as normal for a staff:

- *Darkness* (1 charge)
- *Darkvision* (1 charge)
- *Dispel magic* (only works against *light* spells) (1 charge)
- *Low-light vision*^{SC} (1 charge)
- *Summon monster VI* (summons an umber hulk once every tenday) (2 charges)

If the summoned umber hulk is slain, the staff crumbles to dust.

Lore: Characters who have ranks in Knowledge (history) can research *Aumry's staff of the night* to learn more about it. When a character makes a successful check, the following lore is revealed, including information from lower DCs.

DC 20: Lord Aumry, the late husband of Syluné, now the Ghost Witch of Shadowdale, was the rightful lord of Shadowdale from the Year of the Starfall (1300 DR) to the Year of the Weeping Moon (1339 DR).

DC 25: Lord Aumry was murdered by Jyordhan the False Lord, later revealed to be an agent of the Zhentarim. After his death, Lord Aumry was interred, along with his *staff of the night*, in a tomb carved from solid rock beneath Watcher's Knoll.

DC 30: The tomb was secretly plundered in the Year of the Moonfall (1344 DR) by Lashan Aumersair of Scardale and *Aumry's staff of the night* vanished a dozen years later with the failed conqueror of the Dalelands.

Prerequisites: Craft Staff, *darkness*, *darkvision*, *dispel magic*, *low-light vision*, *summon monster VI*.

Cost to Create: 15,000 gp, 1,200 XP, 30 days.

HOUSE DHUURNIV INSIGNIA

Price (Item Level): 2,160 gp (6th)

Body Slot: Throat

Caster Level: 3rd

Aura: Faint; (DC 16) transmutation

Activation: Standard (command)

Weight: —

This metal token bears the symbol of a noble house from a particular drow city.

The *drow house insignia* of House Dhuurniv identifies the nobles of the house.

The insignia allows the wearer to use *levitate* once per day.

Such tokens are normally worn on a chain or in a pouch around the neck. Until recently, members of House Dhuurniv usually concealed such insignia, but, since the War of the Spider Queen and the return of Lolth's favor, the Matron Sisters of

House Dhuurniv have insisted that all members of the house wear their insignia openly on a chain.

Each *drow house insignia* is slightly different, even those from the same noble house, so a person aware of the unique shape of a person's insignia can magically locate the person.

Lore: Characters who have ranks in Knowledge (history) or Knowledge (local The Dalelands) can research *Aumry's staff of the night* to learn more about it. When a character makes a successful check, the following lore is revealed, including information from lower DCs.

History DC 20: House Dhuurniv is one of the ruling houses of Maerimydra.

Local DC 20: Maerimydra collapsed during the recent War of the Spider Queen.

History DC 25: House Dhuurniv fell into disgrace among the drow in the wake of the Weeping War.

History DC 30: Laele Dhuurniv, Matron Mother of the house, forged the infamous Spiders' Truce with Aolis Ildacer during the Weeping War, briefly uniting the elves and the drow against the Army of Darkness.

Prerequisites: Craft Wondrous Item, *levitate*.

Cost to Create: 1,080 gp, 87 XP, 3 days.

HOUSE DHUURNIV INSIGNIA, Greater

Price (Item Level): 29,430 gp (16th)

Caster Level: 5th

Aura: Faint; (DC 17) evocation

This ornate metal disc is engraved with the insignia of a noble drow house.

This insignia looks like a more valuable version of the *House Dhuurniv insignia*. It allows the bearer to use *deeper darkness*, *tongues*, and *summon swarm* (spiders only) each once per day.

Prerequisites: Craft Wondrous Item, *deeper darkness*, *tongues*, *summon swarm*.

Cost to Create: 14,715 gp, 1,178 XP, 30 days.

pendant of Ashaba

Price (Item Level): 11,000 gp (13th)

Body Slot: Throat

Caster Level: 5th

Aura: Faint; (DC 17) divination

Activation: Standard (command)

Weight: —

This pendant depicts silver crescent moon with horns pointed upwards. It hangs from a simple silver chain.

The *pendant of Ashaba* is the regalia of Shadowdale. By tradition, it conveys lordship of the dale and title to the Twisted Tower, although the loyalty of the populace must be earned and can be lost. Without the pendant, would-be rulers of Shadowdale are considered naught but pretenders to the lordship.

The pendant, upon command, says in the voice of Ashaba, "The bearer of this token be the one and true lord of Shadowdale."

The wearer of the pendant can detect strong alignment auras and the nature of such auras, such as those radiated by a creature with an alignment subtype or those radiated by a creature with an alignment aura extraordinary ability (such as blackguards, clerics, and paladins). In all other respects, this is equivalent to the ability to use *detect evil* as a spell-like ability.

Lost with the death of Aumry is the pendant's third power. The wearer of the pendant is considered to have the Augment Summoning feat, whether or not he meets the prerequisite, with respect to creatures with the water subtype.

Prerequisites: Augment Summoning, Craft Wondrous Item, *detect chaos* or *detect evil* or *detect good* or *detect law*, *ghost sound*.

Cost to Create: 5,500 gp, 440 XP, 11 days.

scourge of fangs

Price (Item Level): 32,000 gp (16th)

Body Slot: — (held)

Caster Level: 11th

Aura: Moderate; (DC 25) necromancy and transmutation

Activation: — and standard (mental) or full-round (mental)

Weight: 5 lb.

This scourge has a handle of adamantine and five serpentine constructs as lashes.

Favored by the yuan-ti and drow clerics of Lolth, a *scourge of fangs* is a potent symbol of authority and a deadly weapon.

The weapon is a +2 *scourge*. In addition, at the wielder's mental command the serpents can attack as separate and independent

SNAKE HEAD

CR 1

N Tiny construct

Init +3; **Senses** darkvision 60 ft., low-light vision, Listen +0, Spot +0

AC 17, touch 15, flat-footed 14

hp 11 each (2 HD)

Immune construct immunities

Fort +0, **Ref** +3, **Will** +0

Speed 0 ft.

Melee bite +8 (1d2–2 plus pain)

Space 2-1/2 ft.; **Reach** 0 ft.

Base Atk +1; **Grp** —

Atk Options pain

Abilities Str 6, Dex 17, Con —, Int —, Wis 11, Cha 1

SQ construct traits

Feats Weapon Finesse (bite)

Skills Hide +11, Listen +0, Spot +0

Pain (Su) Anyone hit by a serpent lash's bite attack takes a –4 penalty on attack rolls, skill checks, and ability checks for 2d4 rounds because of the wracking pain its venom produces. A successful DC 11 Fortitude save reduces the penalty to –2.

Construct Traits Cannot heal damage, but can be repaired.

creatures, using the statistics below. If the wielder chooses to attack only with the snakes, he can substitute his own base attack bonus for that of the snakes in their attacks. The enhancement bonus of the scourge is already included in the attack bonus of the snakes in the statistics below.

As a standard action, the whip wielder can cause one of the serpent lashes to attack; as a full-round action all five heads can attack. If a good-aligned character tries to wield the scourge, the snakes attack the wielder instead of the intended target.

If a serpent lash is destroyed, it falls off the whip. The remaining heads continue to function normally until all are destroyed.

A scourge^{cw} is a multitailed, barbed whip that deals 1d8 points of slashing damage (or 1d6 if the weapon is sized for a Small creature). Its critical multiplier is ×2. The wielder of a scourge receives a +2 bonus on the opposed attack roll when attempting to disarm an opponent (including the roll to keep from being disarmed if the attack fails) with this weapon.

Prerequisites: Craft Magic Arms and Armor, Craft Construct, *animate objects*, *bestow curse*.

Cost to Create: 16,000 gp, 1,280 XP, 32 days.

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 158. 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: Characters who have ranks in Knowledge (history) or Knowledge (arcana) can research *shadow shards* to learn more about them. When a character makes a successful check, the following lore is revealed, including information from lower DCs.

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.

midnight's moon

Price: Minor artifact

Body Slot: — (held)

Caster Level: 10th

Aura: Moderate; (DC 20) evocation and transmutation

Activation: — and standard (command)

Weight: 4 lb.

This graceful, silvered, sicklelike scimitar forged in the shape of a crescent moon. The hilt is wrapped in leather made from the hide of a displacer beast, and a moonstone is inset in the pommel.

Teu'baurun, better known as *Midnight's Moon*, is an ancient elven scimitar, long wielded by the scions of House Ildacer.

Midnight's Moon is a +2 *silvered elfbane keen scimitar* that glows with a faint silvery light when drawn, equivalent to candlelight. The bearer can cast *daylight* as a standard action, which manifests as burst of silvery radiance centered on the scimitar.

Lore: Characters who have ranks in Knowledge (history) can research *Midnight's Moon* to learn more about it. When a character makes a successful check, the following lore is revealed, including information from lower DCs.

DC 20: A long line of elves from House Ildacer have wielded *Midnight's Moon*.

DC 25: Amara Ildacer employed the scimitar, known as *Teu'baurun* among the elves, to kill Lae Dhuurniv, the drow matron mother who agreed to the Spider's Truce during the Weeping War, after Lae murdered Amara's husband, Aolis.

DC 30: *Midnight's Moon* vanished in the wake of the Weeping War, stolen by a thief in the employ of the drow.

Prerequisites: Minor artifact.

Cost to Create: Minor artifact.

windsong towerkin ring

Price: Minor artifact

Body Slot: Ring

Caster Level: 13th

Aura: Strong; (DC 21) conjuration

Activation: —

Weight: —

Inscribed on the inner face of this nondescript silver band is the symbol of Windsong Tower: a harp surrounded by swirling winds.

Windsong Towerkin rings date back to the height of Myth Drannor and the wizard's school known as Windsong Tower. Members of the faculty and students each had a gold (*greater*) or silver (*lesser*) band, respectively.

Either form of this ring negates the range limit (if any) of spells, spell-like abilities, or supernatural abilities from the subschool of teleportation.

If the wearer of a *Windsong Towerkin ring* uses any *portal* within 5 miles of the city of Myth Drannor, the *portal* deposits him amid the rubble where Windsong Tower's entrance hall once stood. This property can be negated as a free action by silent act of will. In effect, this ability is equivalent to the ring acting as a key and the *portal* having the additional properties of keyed and variability.

Lore: Characters who have ranks in Knowledge (arcana) can research *Windsong Towerkin rings* to learn more about them. When a character makes a successful check, the following lore is revealed, including information from lower DCs.

DC 20: Windsong Tower was a wizard's school in Myth Drannor before the Weeping War. The students and faculty of Windsong Tower each possessed a silver or gold ring, respectively, known as a *Windsong Towerkin ring*.

DC 25: *Windsong Towerkin rings* enhance the bearer's ability to teleport.

Prerequisites: Minor artifact.

Cost to Create: Minor artifact.

windsong towerkin ring, greater

This gold ring bears the symbol of Windsong Tower.

A *greater Windsong Towerkin ring* has all the properties of a normal *Windsong Towerkin ring*, but has no range limit for *portal* hijackings. In other words, any *portal* on the Material Plane can be used to send the wearer back to Windsong Tower. Such rings might have additional magical properties as well.

Monsters

Three templates and one new monster that appear in this adventure are detailed in this section.

Beast of Bane

Since his rebirth, Bane the Black Lord has grown rapidly in power, consolidating the Moonsea and many other regions of Faerûn under the harsh rule of his followers. Like his son, Iyachtu Xvim, Bane delights in manifesting his power through carnivorous and evil-natured monsters. When he sends a tiny fragment of his will into such a creature, it undergoes a transformation, gaining new powers from the Black Lord's touch.

SAMPLE BEAST OF BANE

Sample Beasts of Bane can be found in tactical encounters D6 (page 24) and C3 (page 40).

CREATING A BEAST OF BANE

"Beast of Bane" is an acquired template that can be added to any nongood, corporeal creature (referred to hereafter as the base creature).

Size and Type: Animals or vermin with this template become magical beasts, but otherwise the creature type is unchanged. Size is unchanged.

Damage: The damage for natural weapons increases by one step, as if the creature's size had increased by one category: 1d2, 1d3, 1d4, 1d6, 1d8, 2d6, 3d6, 4d6, 6d6, 8d6, 12d6. An attack that deals 1d10 points of damage increases as follows: 1d10, 2d8, 3d8, 4d8, 6d8, 8d8, 12d8.

Special Attacks: The creature retains all the special attacks of the base creature, but damage from special attacks increases in the same way as damage from physical attacks. The creature also gain the following special attacks:

Frightful Presence (Ex): 30-ft. radius sonic effect, HD fewer than the creature, Will DC (10 + creature's HD + creature's Cha modifier) or magical *silence* negates.

When the creature activates this power, its eyes glow bright emerald green.

Feed (Su): When the creature slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. If the check fails, the devoured victim cannot be brought back to life by mortal magic.

The creature advances in Hit Dice by consuming corpses in this fashion. For every three suitable corpses the creature devours, it gains 1 Hit Die. Its attack bonus and saves improve as normal for a creature of its type and Hit Dice, and it gains skill points, feats, and ability score improvements normally.

Smite Good (Su): Once per day the creature can make a normal melee attack to deal extra damage equal to its HD total (maximum of +20) against a good foe.

Special Qualities: The creature retains all the special qualities of the base creature and also gains the following:



Beast of bane

Illustration by K. Tanner

BEAST OF BANE LORE

Characters who have ranks in Knowledge (religion) can learn more about beasts of Bane. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

The base creature and its characteristics must be identified using the appropriate skill according to the base creature's type.

Knowledge (religion)

DC	Result
15	This is a beast of Bane, a superior specimen. The Black Lord is the god of tyranny and hatred.
15 + CR	Beasts of Bane can be of almost any kind, and they have greatly increased Charisma. Their howls cause fear, and they can feed on a victim's life force, growing in strength as a result.

- Darkvision out to 60 feet.
- Damage reduction: 4–7 HD 5/silver or magic, 8–11 HD 10/silver, and 12+ 10/silver and magic
- Immunity to fear and poison

If the base creature already has one or more of these special qualities, use the better value.

Abilities: Increase from the base creature as follows: Cha +4. Intelligence is at least 3.

Challenge Rating: HD 3 or less, as base creature; HD 4 or more, as base creature +1.

Level Adjustment: Same as the base creature +2.

ECOLOGY

Beasts of Bane exist alongside followers of the Black Lord and their allies. Sometimes they serve Bane directly in the Barrens of Doom and Despair or are sent on specific missions by the Black Lord.

Environment: Beasts of Bane are usually active at night, regardless of the base creature's normal life cycle.

Beasts of Bane that serve the Black Lord directly dwell in the Black Bastion, Bane's fortress on the Barrens of Doom and Despair.

Typical Physical Characteristics: A beast of Bane grows in size from the Black Lord's touch, becoming a particularly impressive member of its species. Its eyes glow with an emerald green light, and any energy attacks the creature produces (fire, lightning) likewise glow green. Beasts of Bane are invariably evil-tempered and violent.

Alignment: A beast of Bane shifts its alignment to lawful evil, matching that of the Black Lord.

BEASTS OF BANE IN FAERÛN

As the Chosen of Bane, Fzoul Chembryl can turn any animal into a beast of Bane with a touch. High-level (at least 9th) level clerics of Bane are rumored to have the same ability. Since they serve the will of an evil and hateful deity, beasts of Bane can appear anywhere, often without warning, where powerful servants of Bane are active.

fire spider swarm

Leaping across the landscape is a swarm of diminutive spiders with coal-black bodies laced with streaks of magma and legs made of arcane fire. The spiders' fiery touch ignites combustible material on contact, leaving a rapidly spreading conflagration in their wake.

STRATEGIES AND TACTICS

Fire spider swarms delight in setting their environment aflame, focusing on the most combustible objects in the area. Multiple swarms work in concert with each other, seeking to isolate prey by encircling them with rings of fire.

FIRE SPIDER SWARM LORE

Characters who have ranks in Knowledge (arcana), Knowledge (history), or Knowledge (the planes) can learn more about fire spider swarms. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (history)

DC	Result
24	Fire spider swarms first appeared during the Spiderfires (–2,439 DR).
29	The Spiderfires were sparked by drow spellcasters based in the Twisted Tower.

Knowledge (arcana or the planes)

DC	Result
19	Fire spider swarms are natives of fiery regions of the Abyss, and are vulnerable to cold.
24	Fire spider swarms, sometimes brought to the Material Plane by the drow, have been used to spark great conflagrations in elf-ruled forests. They are capable of burning living creatures.
29	Fire spider swarms have a venomous bite, a hive mind, and the ability to distract their foes.



Swarms of fire spiders are capable of igniting great conflagrations and burning any creature they touch.

FIRE SPIDER SWARM**CR 9**

Always NE Diminutive magical beast (extraplanar, evil, fire, swarm)

Init +6; **Senses** darkvision 60 ft., tremorsense 30 ft.; Listen +2, Spot +11**Languages** Ignan**AC** 20, touch 20, flat-footed 14

(+4 size, +6 Dex)

hp 78 (12 HD); **DR** 10/magic**Immune** fire, swarm immunities, weapon damage**SR** 16**Fort** +9, **Ref** +14, **Will** +6**Weakness** vulnerability to cold**Speed** 20 ft. (4 squares), climb 20 ft.**Melee** swarm (4d6 plus burn plus poison)**Space** 10 ft.; **Reach** 0 ft.**Base Atk** +12; **Grp** —**Atk Options** burn, distraction, poison (DC 19, 1d6 Con/1d6 Con)**Abilities** Str 1, Dex 22, Con 12, Int 6, Wis 11, Cha 9**SQ** hive mind, swarm traits**Feats** Ability Focus (burn), Ability Focus (poison), Alertness, Improved Natural Attack (swarm), Iron Will**Skills** Climb +19, Jump +9, Listen +2, Spot +11

Burn (Ex) A fire spider swarm's attack deals damage as well as an extra 3d6 points of fire damage from the diminutive creature's flaming legs. Those swarmed by fire spiders also must succeed on a DC 19 Reflex save or catch on fire. The flames burn for 1d4 rounds. A burning creature can take a move action to put out the flame. The save DC is Constitution-based.

Distraction (Ex) Fortitude DC 17, nauseated for 1 round. The save DC is Constitution-based.

Hive Mind (Ex) A fire spider swarm has a hive mind, which makes it susceptible to mind-affecting spells and abilities. For the purpose of resolving the effects of such spells, the swarm is a single creature of the vermin type.

Poison (Ex) Injury, Fort DC 19, 1d6 Con/1d6 Con. The save DC is Constitution-based.

Skills A fire spider swarm has a +4 racial bonus on Jump and Spot checks and a +8 racial bonus on Climb checks. It can always choose to take 10 on a Climb check, even if rushed or threatened. It uses its Dexterity modifier instead of its Strength modifier for Climb and Jump checks.

ECOLOGY

Fire spider swarms are natives of Conflagratum, the 601st plane of the Infinite Planes of the Abyss, but they have spread to other fiery regions of the Lower Planes as well.

Swarms have been brought to the Material Plane by drow spellcasters intent on burning the forests of the surface world. Such swarms rarely survive or propagate outside temperate forests or other environments with sufficient combustibles and available prey.

FIRE SPIDER SWARMS IN FAERÛN

Fire spider swarms were summoned by Maerimydran drow based in the Twisted Tower in -2,439 DR. The resulting conflagration, known as the Spiderfires, separated the southern Rystall Woods (the forest that now surrounds the village of Shadowdale) from

the northern reaches of that forest (now known as the Border Forest). Later reports suggest that swarms of fire spiders are still seen from time to time in the Deep Wastes (the region of the Underdark beneath Cormanthor).

shadow simulacrum

Shadow simulacra are ghostlike constructs torn from the shadow of their creator. They act as perfect proxies for their creator and make excellent manipulators and spies. A shadow simulacrum resembles a twisted version of its original form.

SAMPLE SHADOW SIMULACRUM

Prince Yder Tanthul, the sample shadow simulacrum described below, was a NE male shade fighter 11/sorcerer 12/shadow adept^{PG} 4/divine champion^{PG} 4 prior to his adoption of this template.

CREATING A SHADOW SIMULACRUM

"Shadow simulacrum" is an acquired template that can be added to any living creature (referred to hereafter as the base creature), creating a new creature. The base creature must have at least 10 HD and a Charisma score of at least 6.

Size and Type: Type changes to construct (living construct). When the creature is not on the Plane of Shadow, it also gains the incorporeal subtype. Do not recalculate the creature's base

SHADOW SIMULACRA LORE

Characters who have ranks in Knowledge (arcana) or Knowledge (the planes) can learn more about shadow simulacra. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

The base creature and its characteristics must be identified using the appropriate skill according to the base creature's type.

Knowledge (arcana)

DC	Result
15	Shadow simulacra are constructs created by the Shadovar.
15 + CR	Shadow simulacra are always weaker than their creators, but act as proxies to serve their creators' ambitions. They are capable of possessing and manipulating foes.

Knowledge (the planes)

DC	Result
15	Shadow simulacra have ties to the Plane of Shadow, giving them darkvision and the ability to hide in plain sight.
15 + CR	Shadow simulacra are constructs with ghostlike powers of possession. If fought on the Plane of Shadow, their abilities are more potent.

PRINCE YDER TANTHUL**CR 15****hp** 97 (15 HD); fast healing 2Shadow simulacrum fighter 11/divine champion^{PC} (Shar) 4 NE Medium construct (copied shade^{RoF}) (incorporeal, living construct)**Init** +6; **Senses** darkvision 60 ft., superior low-light vision; Listen +3, Spot +3**Languages** Common, Loross, Netherese**AC** 24, touch 16, flat-footed 22; Dodge, Mobility**Miss Chance** 50% (incorporeal)**Immune** living construct immunities, *magic missile* (brooch of shielding)**Resist** healing at half effect; **SR** 26**Fort** +16, **Ref** +12, **Will** +9; +2 against spell-like supernatural abilities of outsiders and against divine spells**Weakness** cannot heal lethal damage naturally**Speed** 50 ft. (10 squares), fly 30 ft. (perfect); Spring Attack, shadow stride**Melee** possession (anywhere but Plane of Shadow)**Melee** +2 *keen Shadow Weave greatsword* +23/+18/+13 (2d6+10/17–20) (Plane of Shadow only)**Ranged** +1 *returning seeking Shadow Weave chakram* +22 (1d4+9/×3) (Plane of Shadow only, with Point Blank Shot)**Base Atk** +15; **Grp** +19**Atk Options** Combat Reflexes, Point Blank Shot, Power Attack, Precise Shot, smite infidel 1/day (+2 attack, +4 damage)**Special Actions** *control light*, lay on hands 8 points/day, possession**Combat Gear** brooch of shielding (4 charges)**Spell-Like Abilities** (CL 15th):At will—*darkness*1/round—*invisibility* (self only)3/day—*mirror image*1/day—*greater teleport* (to a shadowy locale) or *plane shift* (to or from Plane of Shadow only)**Abilities** Str — (18 on Plane of Shadow), Dex 14, Con 12, Int 13, Wis 8, Cha 14**SQ** control light, does not need to eat, drink or breathe, hide in plain sight, incorporeal traits, living construct traits, occupation**Feats** Ability Focus (possession)^B, Blind-Fight, Combat Expertise^B, Dodge, Exotic Weapon Proficiency (chakram)^B, Improved Initiative^B, Iron Will, Lightning Reflexes, Mobility, Point Blank Shot^B, Power Attack, Precise Shot^B, Spring Attack^B, Weapon Focus (chakram)^B, Weapon Specialization (chakram)^B**Skills** Climb +16, Disguise +10, Hide +23, Intimidate +14, Jump +24, Knowledge (religion) +4, Listen +3, Move Silently +10, Ride +14, Spot +3

attack, bonus, saves, or skill points, although they are reduced based on the new HD. Size is unchanged.

Hit Dice: Shadow simulacra have no more than half the Hit Dice of the base creature. All remaining Hit Dice become d10s. Hit Dice from class levels are lost first.**Speed:** Shadow simulacra have a fly speed of 30 feet (unless the base creature has a higher fly speed) with perfect maneuverability.**Armor Class:** Natural armor is the same as the base creature's but applies only to encounters on the Plane of Shadow.**Possessions** *brooch of shielding*, +2 *keen Shadow Weave greatsword*, +4 *shadow Shadow Weave mithral shirt*, +1 *returning seeking Shadow Weave chakram*^{FRCS}**Control Light (Sp)** As a standard action, Prince Yder can decrease the level of light within a 100-foot radius of himself by up to 100%. This decreases the overall effective range of vision for creatures dependent on light by the same percentage. This ability lasts for 10 minutes and is the equivalent of a 3rd-level spell.**Living Construct Traits** Prince Yder has immunity to poison, sleep effects, paralysis, disease, nausea, fatigue, exhaustion, effects that cause the sickened condition, and energy drain. Cannot heal naturally and gains only half effect from healing subschool spells. At 0 hit points, the simulacrum is disabled, but does not risk further injury due to strenuous activity. When hit points are between –1 and –10, the simulacrum is inert but is considered stable (no additional hit point loss unless more damage is dealt to him). The simulacrum does not need to eat, sleep, or breathe.**Shadow Stride (Su)** As a move action, Prince Yder can vanish from his current location and reappear in any shadowy area within 300 feet as often as once every 2 rounds.**Smite Infidel (Su)** Prince Yder can smite a creature who does not worship Shar.**Superior Low-Light Vision (Ex)** Quadruple the effective radius of bright light and of shadowy illumination.If Prince Yder is caught in a *daylight* spell or similarly bright light, his statistics change as follows:**hp** decrease by 15; fast healing 0**Senses** no darkvision; Listen –1, Spot –1**AC** 20, touch 12, flat-footed 18**SR** none**Fort** +11, **Ref** +8, **Will** +5**Speed** 30 ft. (6 squares); no shadow stride**Melee** +2 *keen Shadow Weave greatsword* +21/+16/+11 (2d6+8/17–20) (Plane of Shadow only)**Ranged** +1 *returning seeking Shadow Weave chakram* +20 (1d4+7/×3) (Plane of Shadow only, with Point Blank Shot)**Atk Options** Combat Reflexes, Point Blank Shot, Power Attack, Precise Shot, smite infidel 1/day (+1 attack, +4 damage)**Special Actions** lay on hands 4 points/day, possession**Spell-Like Abilities** none**Abilities** Con 10, Cha 12**SQ** none**Skills** Disguise +9 (+17 casting defensively), Hide +15, Intimidate +13, Jump +16, Listen –1, Move Silently +2, Spot –1**Attacks:** A shadow simulacrum retains all the attacks of the base creature, except for those lost due to the reduction in Hit Dice, although those relying on physical contact do not affect creatures that are not on the Plane of Shadow.**Damage:** Against creatures on the Plane of Shadow, a shadow simulacrum uses the base creature's damage values, as adjusted due to the reduction in Hit Dice. Against creatures not on the Plane of Shadow, a shadow simulacrum can use only its possession ability.

Special Attacks: A shadow simulacrum retains all the special attacks of the base creature, except for those lost due to the reduction in Hit Dice, although those relying on physical contact only affect creatures on the Plane of Shadow. A shadow simulacrum gains the ability to possess other creatures.

Possession (Su): Once per round, a shadow simulacrum on a plane linked to the Plane of Shadow (but not the Plane of Shadow itself) can merge its body with a creature on the linked plane. This ability is similar to a *magic jar* spell (caster level 10th or the shadow simulacrum's Hit Dice, whichever is higher), except that it does not require a receptacle. The target can resist the attack with a successful Will save (DC 15 + shadow simulacrum's Cha modifier +2 for Ability Focus). A creature that successfully saves is immune to that same shadow simulacrum's possession for 24 hours, and the shadow simulacrum cannot enter the target's space. If the save fails, the shadow simulacrum vanishes into the target's body.

To take possession of a different creature, the simulacrum needs to be present (either as itself or through possessing another creature). Attempting to take possession of a new creature ends possession of the original creature only if the new attempt is successful.

It is possible to identify a creature under possession by a shadow simulacrum in shadowy conditions with a successful Spot check opposed by the shadow simulacrum's Disguise check. Success means the viewer notices that the target does not match its shadow precisely.

Special Qualities: A shadow simulacrum has all the special qualities of the base creature, except for those lost due to Hit Dice. The base creature gains the following special qualities:

Hide in Plain Sight (Ex): A shadow simulacrum can use the Hide skill when being observed (except in natural daylight, the area of a *daylight* spell, or a similar effect).

Occupation (Su): If the target is dead (effectively an object), the shadow simulacrum can vanish into the corpse, allowing it to interject itself into attempts to reach the dead creature's spirit. For example, *speak with dead* reaches the shadow simulacrum, not the spirit of the dead.

It is possible to identify a corpse under occupation by a shadow simulacrum in shadowy conditions with a successful Spot check opposed by the shadow simulacrum's Disguise check. Success means the viewer notices that the corpse does not match its shadow precisely.

Senses (Ex): The base creature gains darkvision out to 60 feet and superior low-light vision (four times as well as a human).

Abilities: Same as the base creature, except as adjusted for lower Hit Dice.

Skills: Same as the base creature, except as modified for the reduced Hit Dice, plus Disguise +8 and Hide +8.

Feats: Same as the base creature, plus Ability Focus (possession) as a bonus feat.

Environment: Plane of Shadow.

Organization: Solitary.

Challenge Rating: Half of the base creature's CR.

Treasure: None.

Alignment: Same as the base creature.

Level Adjustment: —.

CONSTRUCTION

A shadow simulacrum is torn from the shadow of its creator. Special unguents and bindings (included in the cost calculation) are also required. A shadow simulacrum can have, at most, half the creator's HD. If you have class levels, you can pick and choose which class each HD comes from, as long as the class combination of the shadow simulacrum is a legal class build. For a given creator, the total HD of all shadow simulacrum in existence at any given time cannot exceed half its current HD.

Removing a piece of one's own shadow during the ritual requires a DC 15 Disguise check.

CL 13th; Craft Construct, Shadow Weave Magic, *simulacrum*, caster must be at least 13th level; Price 4,000 gp per HD of the construct; Cost 2,000 gp per HD of the construct +80 XP per HD of the construct.

STRATEGIES AND TACTICS

Shadow simulacra excel at subterfuge, using their powers to infiltrate foes of the Shadovar. They usually target influential, trusted characters for possession, exploiting their credibility to sow confusion.

ECOLOGY

Shadow simulacra are linked to the Plane of Shadow by the Shadow Weave. They share the motivations and beliefs of their creator, but do not hold themselves apart from their creator or ever rebel from its control. Shadow simulacra are aware of their ephemeral nature and have no instinct for self-preservation at their creator's expense.

SHADOW SIMULACRA IN FAERÛN

Shadow simulacra are primarily associated with powerful Shadovar spellcasters with strong ties to the Shadow Weave. The church of Shar is evincing an increasing interest in these unique constructs, and powerful spellcasters among the faithful have begun creating them as well.

shadowslain

Shadowslain are a unique form of undead created through the use of a *shadow shard* (see page 152). 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, and instead the creature is affected as described on page 152.

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 $5 \times$ 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.

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.

player handout

The following handout can be photocopied and given to the players.

Letter from prince Yder Tanthul to Esvele Graycastle

This letter is found in Esvele's quarters (Chapter 4, area 19).

Darkest Esvele,

I hope this letter finds you well and ready to make the sacrifices the Lady of Loss demands of us all.

Lord Shadow recognizes your abnegation in sending us the Book of the Black, knowing that copies of this volume are few and far between, although I wish you had forewarned us that a fragment was missing. As you indicated, there is much to ponder in the ravings of Augathra the Mad and what in the Black Chronology inspired the Dark Diviners to write the Leaves of One Night.

Your perspicacity in recognizing the nature of the ring in Eregu's possession is also commendable (as is your insight that he does not understand what he holds), but, at least for now, the value inherent in acquiring it does not warrant jeopardizing our alliance with the Black Network. We have our own means of reaching the echo of Windsong Tower and will explore the chambers of Raanaghaun and Shar Cormrael by our own methods when time permits.

Yours in shadow,

Prince Yder Tanthul of Thultanthar



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