

# DUNGEONS & DRAGONS<sup>®</sup>



## DOMAIN OF DREAD: HISTAVEN



ROLEPLAYING GAME SUPPLEMENT

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# INTRODUCTION

*And lo, the spirit of vengeance strode forth to face his living enemy, and his enemy to him—the two so alike in visage and power, so dissimilar in heart and soul. They faced one another over the distance, each holding his blade aloft to point at the other's heart.*

*"This shall not stand," said the young lord. "You who have slain all—you shall not stand!"*

*The avenging ghost said nothing. The lord knew his own crimes, and whether he felt remorse made little difference.*

*Rain fell, splitting upon their sharpened steel. The maiden, who lay senseless and still upon the cold earth, could do nothing to quell their undying wrath.*

*Then they clashed, blades flashing in the hazy moonlight, steel ringing like the sound of funeral bells. Wounds they gave and took, blood running freely upon the darkened heath. Mist rose around them, drawn in the wake of their blades like paint spreading upon an easel. Faster and fiercer they fought, each crying out in pain and rage, until gray nothingness surrounded them.*

*And then they were gone—the ghost and the lord, the avenger and the guilty.*

*And in their wake, the maiden wept.*

—from *The Ghost and the Maiden*, by Catalan the Bard

Evil has no age. The only death it knows is long, slow, and lingering. Long after a wrong is avenged or a villain slain, evil twists in the heart, rotting from within—it cannot be easily destroyed and forgotten.

Though the Shadowfell is not evil by its nature, it does collect those of dark thoughts and deeds and embrace them. Misty tendrils of the Shadowfell seep into all worlds and all times, seeking the truly depraved and cruel and setting them up as dark lords. The Shadowfell bequeaths unto each dark lord an isolated domain that bends to his dark desires, but that also serves as the dark lord's prison.

Histaven (also called the Withered Lands) is one such domain, ruled over by the self-deluded tyrant Count Artius and plagued by the constant assault of a wretched avenger known as the Rag Man. This undead warrior defies all attempts to stay his rage, returning night after night to murder and destroy in a never-ending quest to rid Histaven of the count. Eventually—inevitably—they confront each other in a mighty bout of bloodshed. If the Rag Man is slain, he reappears during the next new moon to exact revenge. In the meantime, sickness and blight continue to spread across the domain, heralding the Rag Man's return. If Artius is slain, he is quickly reborn, and Histaven enjoys an all-too-brief period of renewal. The reprieve might last weeks or months, but inevitably the Rag Man returns. Terror grips the domain once more as the conflict between Artius and the Rag Man begins anew.





## HISTORY OF HISTAVEN

Histaven is a relatively young domain of dread, having existed for a century or so. Most residents agree that they have been in the Shadowfell only a few generations—long enough to feel the full effects of its gloom. However, due to the repeating cycle of violence, the natives have been unable to maintain a firm grasp on their history. They are extremely hesitant to deal with outsiders, any of whom could be the Rag Man in disguise or one of his agents.

For these reasons, information about the village's past is difficult to come by. If the adventurers make tough skill checks (hard DCs) with Diplomacy, History, and Streetwise, they might glean information about the

village, its environs, its history, and the ongoing vendetta between Count Artius and the Rag Man.

## How Histaven Became a Domain of Dread

Before becoming a domain of dread, Histaven sat in the midst of a serene forest in the natural world. It was a peaceful, idyllic place where the politics and wars of other lands seemed far away. Old Count Histaven—a former adventuring bard—protected the people from the threats of the woodlands and outside influences.

Little did the people know that behind the count's wide smile hid a dark soul and even darker schemes. He held onto power by subtle and brutal means, often having

## HOW TO USE THIS BOOK

This book serves as a companion to *The Shadowfell: Gloomwrought and Beyond*™ boxed set, a product that helps you add Shadowfell-based adventures to your home campaign. This book presents Histaven, a new location within the Shadowfell. Histaven is a domain of dread, an isolated pocket within the Shadowfell ruled by a mysterious dark lord. (The dark lord's identity is part of the domain's mystery. Heroes are led to believe that Count Artius is the dark lord, when in fact it's his nemesis, the Rag Man.)

Characters wandering the Shadowfell might suddenly find themselves trapped within this pocket domain, unable to escape until they end the curse afflicting Histaven, or they might be sent there by some benefactor in Gloomwrought to protect the village against the evil that besets it.

The story of Count Artius and his domain fits best in a heroic tier or low paragon tier campaign, whether based in the Shadowfell or not.



rivals or dissidents secretly murdered. One was the listless and sickly son of a rival. Because he wanted the man's wife for himself, the count and his companions lured the boy into the woods and coldly slew him. After the son's senseless death, his grieving mother slew herself and his father left, never to return. One of the count's sons—Artius—witnessed this heinous act and its aftermath, but did nothing to prevent it. And so, by a simple act of inaction, his path toward darkness was set.

Years passed, and Count Histaven grew old, relaxing his firm grasp on power. Artius, however, grew strong, handsome, and cruel, dispatching his siblings to secure his own path to power. On the surface, he was a noble, beautiful pinnacle of a man. But beneath, he was rotten as food left for the worms. His inner darkness saturated the village, making the folk sullen and gruff. Worse, a prolonged drought and famine pushed the frontier village to the breaking point. At the manor house, old Count Histaven kept the choicest morsels of food for his family, which by then included only himself and Artius.

Skilled, charming, and confident, Artius was the pride of the village. Much as his father had been as a young man, Artius found that every man seemed to envy him and every woman desired him. Even if he had not been the old count's own son, he would have become the next ruler of the village without question. As the years passed, Artius came to despise the aging count—disgusted with his infirmity and grand delusions. In truth, Artius harbored fears that he too would suffer these curses when he grew old, and so he rejected his father all the more strongly.

Even so, Artius might have waited patiently for his father to die if it weren't for the appearance of a ragged swordsman who strode into the village seeking to destroy the wicked count and his companions. Many

feared his arrival, but some said his cause was just, claiming that he was the man whose son the old count had slain all those years ago. Some even claimed he was the son, risen from the grave in pursuit of justice. Regardless, the man strode unhindered through lines of guards to murder Count Histaven's allies, his face a mask of implacable hatred. He became known as the Rag Man.

The Rag Man shed the blood of innocent and guilty alike. Artius laughed at the misery this avenger spread, but only at first. The Rag Man clashed with Artius on several occasions, showing that the count's son was nothing like the hero he thought himself to be.

Each was consumed by darkness. In Artius's case, it was simple greed and selfishness, because he had known nothing else over the course of his life. For the Rag Man, darkness grasped him entirely—many times along the path, he had the opportunity to stand down and show forgiveness and compassion, yet he did not. He chose wrath at every turn, and so did he come to embody that most violent of human urges. Dark powers seized both men and their village, trapping their eternal struggle amid the darkness of the Shadowfell.

## THE WITHERED LANDS TODAY

Histaven rests in an isolated stretch of the Shadowfell, hidden in the depths of the Nightwood. The ramshackle village mars the Plane of Shadows like an open, oozing sore.

Rot grips the place, underlying every scent and texture: Ripe fruit softens within seconds and blisters within an hour, perfume seems cloying and hides a hint of underlying putrefaction, and even new possessions feel old and brittle. Travelers who enter Histaven feel slightly nauseated. Though the sickly feeling diminishes over time, it never really leaves until the affected individual passes far beyond the domain's borders. The domain is sick in a way no spell or ritual can easily cure.

The Nightwood shows visitors the first signs of this permeating rot. A third of the trees have withered under a widespread blight, reduced to stunted and shriveled husks of their former selves. The other trees loom over the meandering animal tracks and the remains of well-traveled roads. The forest is far from dead, however—the evil-minded Shadow Druids stalk through the decaying woodland, watching strangers closely.

The village of Histaven has a decayed look. Many of the buildings are in ruin, thanks to frequent attacks by the Shadow Druids and the Rag Man, and efforts to rebuild are quashed by Count Artius's harsh taxes. The village shows every bit of its poverty, with houses built out of reused boards and scavenged bricks. Moss and mold cover every building, and the whole place reeks, its foul stench akin to that of eggs left too long in the sun.

### LEGEND: THE GHOST AND THE MAIDEN

An alternate story of the conflict between Artius and the Rag Man persists—one with a significant romantic component. In this tale, a flame-haired maiden was romantically tied to both men. The beloved *The Ghost and the Maiden* epic is considerably lighter than the story of Histaven. The characters have different names, and the plot demonizes the count's son exclusively—but the tragic ending remains the same: The avenger and his lady love are forever parted. It is a favorite of minstrels in taverns and is told throughout the land (in simplified form) as a fairy tale for children.

The story might have some basis in history: Both Artius and the Rag Man seem particularly taken with the charms of Naeva, who is described in "The Ghost-walker Vistani" (page 6).



In the central plaza, villagers have formed a shantytown to replace their destroyed homes. The people who dwell here seem sickly—most can't walk quite straight and cough frequently when they try to speak.

## The Season of Rot

The worst of the blight affecting Histaven comes and goes like a season, though not one tied to any particular time of year. The decay sets in one morning: Flies start appearing and quickly multiply, a sickly sweet odor floats on the air, and the air becomes humid and sticky. These changes can mean only one thing: The Rag Man is returning, and the nightmare is beginning again.

A season of rot can occur at any time, but usually begins five to fifteen days before a new moon. The Rag Man appears on the first night of the new moon and behaves as described in "The Rag Man's Vendetta" (page 12). If the Rag Man is slain, the season of rot persists, and the Rag Man reappears during the next new moon. Only when Artius is slain does the Rag Man rest, the season of rot lift, and the village acquire some temporary normalcy—at least until the reborn Artius awakens the wrath of the Rag Man once more.

## Inhabitants of the Withered Lands

Three communities of living creatures reside in the domain: the villagers of Histaven, who are largely humans and half-elves; the Shadow Druids of the Nightwood, who count elves, half-elves, and a number of shifters among their ranks; and a clan of Vistani called the Ghostwalkers.

### SUBTLE CONNECTIONS: HISTAVEN AND GLOOMWROUGHT

On the surface, it might appear that Histaven and Gloomwrought have no connection to one another. In actuality, the Rag Man is a long-lost heir of Gloomwrought—a son of the destroyed House Fellwroth (see *The Shadowfell: Gloomwrought and Beyond* for more information on House Fellwroth).

Hoping to save herself and her unborn child, an heiress of House Fellwroth fled Gloomwrought and took refuge in the natural world. She settled in the village of Histaven and gave birth there. The other villagers had never seen anything like a shadar-kai, and they thought the mother and son were merely pale humans prone to depression and high emotions.

Years later, when the dark powers pulled Histaven and its denizens into the Shadowfell, the mother and son would once again find themselves in the plane of shadow—only this time, there would be no escape.

## The Villagers of Histaven

The two hundred or so villagers of Histaven are even more distant and distrusting than other natives of the Shadowfell. Any stranger could be a spy for the Rag Man or the Shadow Druids. Travelers who claim to be adventurers aren't greeted with much joy, even if their intentions are noble, as their very presence might be enough to incur the wrath of the village's enemies.

The people are wracked by sickness, hunger, economic woes, and the constant specter of the Rag Man's vendetta. They endure a constant cycle of dreading the Rag Man's next appearance, being intensely terrified while his rampage lasts, and feeling an unsettled relief that comes when he vanishes—for a time—into the impenetrable Nightwood.

## Shadow Druids of the Nightwood

The Shadow Druids ruthlessly protect their domain and believe that only the strong should survive—a philosophy that limits their number to perhaps forty or so individuals at any one time. The druids (who are not all druids in the sense that they all belong to the druid class) are well known for their stealth, never seeming to make any noise unless they mean to be heard.

Durus, Shadow Druid Guardian	Level 8 Controller
Medium shadow humanoid, shifter	XP 350
HP 89; Bloodied 44	Initiative +6
AC 22, Fortitude 21, Reflex 18, Will 19	Perception +12
Speed 6	Low-light vision
STANDARD ACTIONS	
☠ <b>Shadowblade Scythe</b> (necrotic, weapon) ◆ <b>At-Will</b>	
Attack: Melee 1 (one creature); +11 vs. Reflex	
Hit: 2d8 + 7 necrotic damage.	
☞ <b>Baleful Polymorph</b> (polymorph) ◆ <b>Recharge</b> [1]	
Attack: Ranged 10 (one creature); +11 vs. Fortitude	
Hit: The target is stunned and assumes the form of a harmless, Tiny beast (save ends both).	
Aftereffect: 1d10 + 6 damage.	
☞ <b>Shadowy Entanglement</b> (necrotic, zone) ◆ <b>Encounter</b>	
Attack: Area burst 2 within 10 (enemies in the burst); +11 vs. Reflex	
Hit: The target is immobilized (save ends).	
Effect: The burst creates a zone of grasping roots and shadowy vines that enemies treat as difficult terrain. Any enemy that ends its turn in the zone takes 10 necrotic damage.	
☞ <b>Windwrack</b> ◆ <b>At-Will</b>	
Attack: Area burst 1 within 10 (enemies in the burst); +11 vs. Fortitude	
Hit: 2d6 + 6 damage, and Durus slides the target up to 3 squares and knocks it prone.	
MINOR ACTIONS	
☞ <b>Longtooth Shifting</b> ◆ <b>Encounter</b>	
Requirement: Durus must be bloodied.	
Effect: Until the end of the encounter, Durus gains a +2 bonus to damage rolls and gains regeneration 2 while bloodied.	
Skills Athletics +15, Endurance +12, Nature +12, Stealth +11	
Str 20 (+9)	Dex 15 (+6) Wis 16 (+7)
Con 17 (+7)	Int 9 (+3) Cha 15 (+6)
Alignment evil	Languages Common
Equipment hide armor, scythe	



<b>Shalvette, Shadow Druid Raider</b>	<b>Level 8 Brute</b>
Medium shadow humanoid (shapechanger), half-elf	XP 350
<b>HP 106; Bloodied 53</b>	<b>Initiative +8</b>
<b>AC 20, Fortitude 20, Reflex 21, Will 19</b>	<b>Perception +11</b>
<b>Speed 6 (8 in swarm form)</b>	<b>Low-light vision</b>
<b>TRAITS</b>	
☼ <b>Swarm Attack</b> ◆ <b>Aura 1</b>	
While Shalvette is in swarm form, any enemy that ends its turn in the aura takes 5 damage.	
<b>Swarm</b>	
While in swarm form, Shalvette can occupy the same space as another creature, and an enemy can enter her space, which is difficult terrain. She cannot be pulled, pushed, or slid by melee or ranged attacks, and she can squeeze through any opening that is large enough for at least one of the hornets the swarm comprises.	
<b>STANDARD ACTIONS</b>	
⊕ <b>Swarm of Stings</b> ◆ <b>At-Will</b>	
<i>Requirement:</i> Shalvette must be in swarm form.	
<i>Attack:</i> Melee 1 (one creature); +11 vs. Reflex	
<i>Hit:</i> 3d6 + 10 damage.	
⊕ <b>Staff (weapon)</b> ◆ <b>At-Will</b>	
<i>Requirement:</i> Shalvette must be in half-elf form.	
<i>Attack:</i> Melee 1 (one creature); +13 vs. AC	
<i>Hit:</i> 3d8 + 7 damage.	
<b>MINOR ACTIONS</b>	
<b>Swarm Form (polymorph)</b> ◆ <b>At-Will</b>	
<i>Effect:</i> Shalvette alters her physical form to appear as a Medium swarm of hornets, or reverts to her true form. If she reverts to her true form while occupying the same space as another creature, she falls prone in that space.	
<b>Skills</b> Diplomacy +10, Insight +11, Nature +11, Stealth +13	
<b>Str</b> 13 (+5)	<b>Dex</b> 19 (+8) <b>Wis</b> 15 (+6)
<b>Con</b> 16 (+7)	<b>Int</b> 13 (+5) <b>Cha</b> 12 (+5)
<b>Alignment</b> evil <b>Languages</b> Common, Elven	
<b>Equipment</b> staff	

<b>Alathas, Shadow Druid Hunter</b>	<b>Level 8 Artillery</b>
Medium shadow humanoid, elf	XP 350
<b>HP 68; Bloodied 34</b>	<b>Initiative +9</b>
<b>AC 22, Fortitude 19, Reflex 21, Will 18</b>	<b>Perception +10</b>
<b>Speed 7</b>	<b>Low-light vision</b>
<b>TRAITS</b>	
<b>Nightwood Armor</b>	
If Alathas does not move on his turn, he gains resist 5 to all damage until the start of his next turn.	
<b>Wild Step</b>	
Alathas ignores difficult terrain whenever he shifts.	
<b>STANDARD ACTIONS</b>	
⊕ <b>Longsword (weapon)</b> ◆ <b>At-Will</b>	
<i>Attack:</i> Melee 1 (one creature); +13 vs. AC	
<i>Hit:</i> 2d8 + 7 damage.	
⊕ <b>Longbow (weapon)</b> ◆ <b>At-Will</b>	
<i>Attack:</i> Ranged 20 (one creature); +15 vs. AC	
<i>Hit:</i> 1d12 + 10 damage.	
↘ <b>Wicked Shot (weapon)</b> ◆ <b>Recharge</b> ☒ ☒	
<i>Attack:</i> Ranged 20 (one creature); +15 vs. AC	
<i>Hit:</i> 2d12 + 11 damage.	
<b>TRIGGERED ACTIONS</b>	
<b>Elven Accuracy</b> ◆ <b>Encounter</b>	
<i>Trigger:</i> Alathas makes an attack roll.	
<i>Effect (Free Action):</i> Alathas rerolls the triggering attack roll and uses the second result.	
<b>Skills</b> Athletics +12, Endurance +11, Nature +10, Stealth +14	
<b>Str</b> 16 (+7)	<b>Dex</b> 20 (+9) <b>Wis</b> 13 (+5)
<b>Con</b> 14 (+6)	<b>Int</b> 15 (+6) <b>Cha</b> 15 (+6)
<b>Alignment</b> evil <b>Languages</b> Common	
<b>Equipment</b> leather armor, longsword, longbow, 20 arrows	

<b>Taliesh, Shadow Druid Werewolf</b>	<b>Level 10 Soldier</b>
Medium shadow humanoid (shapechanger), shifter	XP 500
<b>HP 107; Bloodied 53</b>	<b>Initiative +10</b>
<b>AC 26, Fortitude 24, Reflex 21, Will 22</b>	<b>Perception +12</b>
<b>Speed 6 (8 in wolf form)</b>	<b>Low-light vision</b>
<b>TRAITS</b>	
<b>Regeneration</b>	
Taliesh regains 5 hit points whenever he starts his turn and has at least 1 hit point. When Taliesh takes damage from a silvered weapon, his regeneration does not function on its next turn.	
<b>Wolf's Advantage</b>	
Taliesh deals 2d8 extra damage against prone targets.	
<b>STANDARD ACTIONS</b>	
⊕ <b>Claw (weapon)</b> ◆ <b>At-Will</b>	
<i>Requirement:</i> Taliesh must be in wolf or hybrid form.	
<i>Attack:</i> Melee 1 (one creature); +15 vs. AC	
<i>Hit:</i> 2d8 + 9 damage, and the target is marked until the end of Taliesh's next turn.	
⊕ <b>Bite (disease)</b> ◆ <b>At-Will</b>	
<i>Requirement:</i> Taliesh must be in wolf or hybrid form.	
<i>Attack:</i> Melee 1 (one creature); +15 vs. AC	
<i>Hit:</i> 2d10 + 7 damage, and the target is marked until the end of Taliesh's next turn. At the end of the encounter, the target makes a saving throw. On a failure, the target contracts werewolf moon frenzy (stage 1; see <i>Monster Vault</i> <sup>™</sup> , page 195).	
⊕ <b>Club (weapon)</b> ◆ <b>At-Will</b>	
<i>Requirement:</i> Taliesh must be in human or hybrid form.	
<i>Attack:</i> Melee 1 (one creature); +15 vs. AC	
<i>Hit:</i> 2d6 + 11 damage, and the target is marked until the end of Taliesh's next turn.	
⊕ <b>Primal Wolf Strike</b> ◆ <b>Recharge</b> ☒ ☒	
<i>Effect:</i> Taliesh makes a melee basic attack. If the attack hits, the target also falls prone and can't stand up (save ends).	
↘ <b>Beastly Gaze (charm, psychic)</b> ◆ <b>Encounter</b>	
<i>Attack:</i> Ranged 5 (one creature); +13 vs. Will	
<i>Hit:</i> The target is dazed and immobilized (save ends both).	
<i>Aftereffect:</i> The target takes 2d12 + 5 psychic damage.	
<b>MINOR ACTIONS</b>	
<b>Change Shape (polymorph)</b> ◆ <b>At-Will</b>	
<i>Effect:</i> Taliesh alters his physical form to appear as a Medium wolf, unique human, or hybrid.	
<b>Razorclaw Shifting</b> ◆ <b>Encounter</b>	
<i>Requirement:</i> Taliesh must be bloodied.	
<i>Effect:</i> Until the end of the encounter, Taliesh gains a +2 bonus to speed and a +1 bonus to AC and Reflex.	
<b>Skills</b> Acrobatics +13, Intimidate +14, Nature +12, Stealth +13	
<b>Str</b> 22 (+11)	<b>Dex</b> 17 (+8) <b>Wis</b> 15 (+7)
<b>Con</b> 19 (+9)	<b>Int</b> 10 (+5) <b>Cha</b> 18 (+9)
<b>Alignment</b> evil <b>Languages</b> Common, Elven	
<b>Equipment</b> club	

The leader of the druids is Taliesh, a razorclaw shifter werewolf known for his bloodlust. Taliesh has three lieutenants. The half-elf Shalvette leads raids, turning her body into a swarm of furious hornets in the midst of battle. The elf Alathas, arguably the finest hunter among the Shadow Druids, teaches new members hunting, tracking, and foraging skills and judges whether new recruits are strong enough to survive. The longtooth shifter Durus handles defense, protecting the circle against the many starving beasts that can't find sufficient food in the Nightwood. The remaining



members of the Shadow Druids include predominantly half-elves, elves, and shifters.

The Shadow Druids hate civilization and all its trappings, believing the mortals should thrive on nature alone. They also fear the sickness that permeates Histaven and react to this fear with intense loathing for its citizens. They raid the village periodically, mostly to assert their own strength and partly out of a desire to keep it small and contained.

The Shadow Druids avoid the Rag Man's Grove and hardly speak of the mysterious avenger who shares their forest.

### The Ghostwalker Vistani

A band of Vistani called the Ghostwalkers dwells in the Withered Lands, left alone by the Shadow Druids and the other dangers of the Nightwood. They represent a bright light among the Withered Lands, though their camp holds dangers of its own, and few who enter ever leave. Thirty Vistani from all races and walks of life inhabit the Ghostwalker camp.

The camp displays the sharpest, most vibrant colors found in the domain and is awash in music and good spirits. Despite this, the camp is notoriously difficult to find. The Vistani choose secluded locations that are difficult to spot unless one knows where to look. Even sounds do not pass beyond the camp's borders, thanks to the magic of the clan witch. Also, the Ghostwalkers earned their name for their habit of moving in the night and never camping in the same place twice.

The charismatic Dalen Vros, a half-elf known for his fine singing voice and diplomatic acumen, leads and speaks for the Ghostwalker clan in all matters. Old Sivenia, a halfling witch, acts as the clan's sage and spins prophecies for travelers.

<b>Naeva the Vistani</b>	<b>Level 5 Lurker</b>
Medium shadow humanoid, half-elf	XP 200
HP 48; Bloodied 24	Initiative +9
AC 19, Fortitude 16, Reflex 18, Will 17	Perception +2
Speed 6	
<b>STANDARD ACTIONS</b>	
⚔ <b>Dagger</b> (weapon) ♦ <b>At-Will</b>	
Attack: Melee 1 (one creature); +10 vs. AC	
Hit: 2d4 + 8 damage, or 3d4 + 12 if Naeva was invisible to the target when she attacked.	
☁ <b>Vanish from Sight</b> (illusion) ♦ <b>At-Will</b>	
Effect: Naeva becomes invisible until she hits or misses with an attack or until the end of her next turn.	
<b>MINOR ACTIONS</b>	
👁 <b>Vistani's Eye</b> (charm) ♦ <b>Recharge</b> ☞ ☞	
Attack: Ranged 10 (one creature that can see Naeva); +8 vs. Will	
Hit: The target takes a -5 penalty to attack rolls against Naeva until the end of Naeva's next turn.	
Str 9 (+1)	Dex 17 (+5) Wis 10 (+2)
Con 12 (+3)	Int 12 (+3) Cha 15 (+4)
Alignment unaligned	Languages Common
Equipment dagger	

**Red-Headed Stepchild (Hook):** One noteworthy Vistani is Dalen Vros's red-haired daughter Naeva, who has decided that a great destiny awaits her beyond the protective bounds of the clan. Aside from her rebellious nature and infectious enthusiasm, Naeva has also drawn the attention of the Rag Man, who sees in her a woman he knew in his former life. Vros forbids Naeva from leaving the camp, which frustrates the adventurous young woman no end.

## LOCATIONS IN THE WITHERED LANDS

The Withered Lands encompass a valley about fifteen miles in diameter. The village of Histaven rests in the northeast corner of the domain, and the Nightwood extends throughout the rest of the area.

### The Village of Histaven

Despite the residents' efforts to preserve their homes, the village of Histaven seems doomed to look like a slum. The wood buildings are encrusted with mold, the thatched roofs bear a sickly green pallor and sag under their own weight, and everything seems dirty and shabby. Many buildings lie in ruin, having failed to withstand the depredations of the Shadow Druids and the seasons of rot. The rustic village is constantly in the process of rebuilding after the latest attack.

Three major streets lead away from the central plaza: the Tarent heading west and passing the Weeping Stag inn, the White Star going north by the Roaring Bellows smithy, and the Great Road running through the village from the northeast to the south. The Great Road eventually leads to Histaven Manor. This heavily fortified house stands atop a small rise about half a mile to the south of the village.

<b>Histaven Villager</b>	<b>Level 4 Minion Skirmisher</b>
Medium shadow humanoid, human	XP 44
HP 1; a missed attack never damages a minion.	Initiative +5
AC 18, Fortitude 15, Reflex 16, Will 15	Perception +1
Speed 6	
<b>STANDARD ACTIONS</b>	
⚔ <b>Club</b> (weapon) ♦ <b>At-Will</b>	
Attack: Melee 1 (one creature); +9 vs. AC	
Hit: 6 damage.	
<b>TRIGGERED ACTIONS</b>	
🏠 <b>Shadow's Retreat</b> ♦ <b>At-Will</b>	
Trigger: An attack misses the villager.	
Effect (Immediate Reaction): The villager shifts up to 2 squares.	
Str 11 (+2)	Dex 12 (+3) Wis 9 (+1)
Con 11 (+2)	Int 11 (+2) Cha 10 (+2)
Alignment unaligned	Languages Common
Equipment club	





**The Druid Threat (Hook):** The adventurers arrive in response to the villagers' call for aid against the Shadow Druids, or they hear the villagers' pleas after being lured into the domain of dread by the dark powers of the Shadowfell. Though the Shadow Druids are not numerous, they far outmatch the villagers. Unable to defend themselves, the villagers beg for

assistance. They have no money with which to pay the adventurers and complain bitterly (but quietly) about Count Artius's taxes. The count seems unconcerned about the Shadow Druids and refuses to hire the adventurers to deal with them, though he might grudgingly reward them for doing so.

## HISTAVEN

This decaying village remains ever on alert for the next attack from the Rag Man, the Shadow Druids, or starving beasts from the Nightwood. Few travelers come to the village, and those who do are met with cold stares.

**Population:** Approximately 200. Most are humans and half-elves, though a few shadowborn of various races have made their way into the village over the years and become trapped in the domain. Forty of the least fortunate citizens dwell in an impoverished encampment called Rag Town in the main plaza.

**Government:** Count Artius ostensibly rules Histaven, but he cares little for the troubles of the village. He gladly collects taxes, however. Elderik, an earthsoul genasi who runs the local smithy, presides over the village's day-to-day affairs and acts as the "voice of the people."

**Defense:** The village has no militia to speak of. Count Artius keeps a private garrison quartered in Histaven Manor, his hilltop abode. These guards are handpicked from among the strongest men and women in the village. When threatened by outsiders, the remaining villagers can muster up peasant weapons, but they make poor combatants.

**Inns and Taverns:** The Weeping Stag is the only inn in the village. Its proprietor, Forak, is a longtooth shifter.

**Supplies:** Forak of the Weeping Stag sells general supplies useful to travelers, and Elderik makes weapons and armor and sells them at standard prices.

**Temples:** An abandoned and ruined temple of Erathis stands at the western edge of the village. The Shadow Druids have defiled it, and many villagers claim that ghosts now haunt the ruin.



## The Weeping Stag

This inn's dark common room resembles a hunting lodge, though all the mounted heads and other tokens of past prizes seem decayed with age. A touch of sadness lingers about the place, periodically accentuated by a hollow weeping that emanates from nowhere in particular.

The Weeping Stag is Histaven's only inn and tavern. The ale is plentiful, if unremarkable, and the beds are creaky yet comfortable. Here, travelers can relax in the company of morose folk, most of whom have grown accustomed to the periodic weeping of the inn's resident ghost (the inn's former proprietor).

The inn never sees much business, but traveling heroes aren't likely to find a warm reception unless they can win over Forak (the taciturn longtooth shifter innkeeper), interest Thelisa (Forak's worldly, flirtatious razorclaw shifter wife), or volunteer to help with the village's troubles. Forak lets Thelisa do all his talking for him, but he cautions the heroes not to trust Elderik too closely (see "The People's Mayor" adventure hook, below). The Rag Man never attacks the Weeping Stag unless Count Artius takes shelter here.

**The Weeping Ghost (Hook):** Sernall, an elf ranger, once owned the Weeping Stag. He perished roughly fifty years ago in a fire that burned down most of the inn. Though the villagers know that Lady Ghostfire started the blaze (see the "Ghostfire" adventure hook, page 10), she was never brought to justice. Sernall's half-formed apparition occasionally manifests, going through the motions of tending bar or sweeping the floor. When confronted, he breaks down weeping. He will haunt the chambers of the Stag until someone brings his murderer to justice.

<b>Forak the Innkeeper</b>		<b>Level 5 Skirmisher</b>	
Medium natural humanoid, shifter		XP 200	
HP 63; Bloodied 31	AC 19, Fortitude 18, Reflex 17, Will 16	Initiative +6	Perception +7
Speed 6		Low-light vision	
STANDARD ACTIONS			
⚔ <b>Short Sword</b> (weapon) ♦ <b>At-Will</b>			
Attack: Melee 1 (one creature); +10 vs. AC			
Hit: 2d6 + 6 damage.			
MOVE ACTIONS			
⇨ <b>Shifter's Step</b> ♦ <b>At-Will</b>			
Effect: Forak shifts up to 2 squares.			
MINOR ACTIONS			
⇨ <b>Longtooth Shifting</b> ♦ <b>Encounter</b>			
Requirement: Forak must be bloodied.			
Effect: Until the end of the encounter, Forak gains a +2 bonus to damage rolls and gains regeneration 2 while bloodied.			
Skills Athletics +10, Endurance +9			
Str 17 (+5)	Dex 14 (+4)	Wis 10 (+2)	
Con 15 (+4)	Int 11 (+2)	Cha 13 (+3)	
Alignment unaligned Languages Common			
Equipment short sword			

## The Roaring Bellows

A sturdy wooden building stands before you, thick plumes of smoke rising from its stone chimneys. The sign hanging over the door depicts the silhouette of a burly man holding a hammer above an anvil.

Elderik, an earthsoul genasi of great strength, serves as the community leader. Elderik has an approachable, folksy attitude that earns him the respect of most of the village—and he is also the most likely representative to greet the adventurers. His blacksmith shop, the Roaring Bellows, doubles as a community hall. It also serves as a refuge against attack, thanks to its iron-reinforced walls.

The Rag Man has appeared in Elderik's common room before, seeming to recognize the blacksmith but hailing him by a name no one recognizes. When informed of Elderik's true identity, the Rag Man appears confused and vanishes back into the night. No one can say exactly what this means.

**The People's Mayor (Hook):** If the adventurers wish to interact with someone in power, the villagers point them toward Elderik rather than Count Artius. The genasi is anxious to be rid of the Shadow Druids and urges adventurers to eliminate them, but he has little to offer as a reward.

Elderik's honest countenance hides a dark secret: He is a spy loyal to Count Artius and promptly reports the arrival of any travelers or troublemakers to his lord.

<b>Elderik the Blacksmith</b>		<b>Level 7 Soldier</b>	
Medium elemental humanoid, genasi		XP 300	
HP 81; Bloodied 40	AC 23, Fortitude 21, Reflex 18, Will 18	Initiative +7	Perception +4
Speed 6	Saving Throws +1		
STANDARD ACTIONS			
⚔ <b>Warhammer</b> (weapon) ♦ <b>At-Will</b>			
Attack: Melee 1 (one creature); +12 vs. AC			
Hit: 1d10 + 10 damage.			
Effect: The target is marked until the end of Elderik's next turn.			
⚔ <b>Mighty Hammer Strike</b> (weapon) ♦ <b>Recharge</b> [1]			
Attack: Melee 1 (one creature); +12 vs. AC			
Hit: 2d10 + 12 damage, and the target falls prone.			
MINOR ACTIONS			
⇨ <b>Earthshock</b> ♦ <b>Encounter</b>			
Attack: Close burst 1 (enemies in the burst that are touching the ground); +10 vs. Fortitude			
Hit: The target falls prone.			
Skills Diplomacy +10, Endurance +11, Nature +9			
Str 20 (+8)	Dex 10 (+3)	Wis 12 (+4)	
Con 17 (+6)	Int 14 (+5)	Cha 15 (+5) ♦	
Alignment unaligned Languages Common, Primordial			
Equipment warhammer			

## Rag Town (The Rotting Plaza)

This open space shows the aftermath of frequent attacks, its muddy ground churned from scores of past battles. A fountain topped with a chipped statue—its features formless and unrecognizable—stands in the center of the plaza. The plants



that ring the brown circle are gray and rotting, and even grass seems loath to grow in this barren place.

A large gathering place in the center of the village, the plaza has been the site of pitched battles, whether between the Rag Man and Artius's guards or the villagers and the raiding Shadow Druids. A few bits of cobble remain, as do sections of low walls that once enclosed the plaza.

Dozens of villagers whose homes were destroyed in attacks on the village dwell in the plaza. They are clad in ugly rags and inhabit a slum made up of a dozen lean-tos covered by tattered, rotting skins. These villagers never earn the wrath of the Rag Man, but that is cold comfort, considering the frequent raids by the Shadow Druids. Rag Town is completely undefended, but its inhabitants have learned how to run and hide if trouble comes.

**Rag Town Raid (Hook):** Count Artius periodically sends his guards to clean out Rag Town, afraid that the Rag Man might hide among the ranks of these homeless beggars. The count's guards are tactless and cruel. Their master doesn't pay them to treat the slum-dwellers humanely, and a raid usually ends with random beatings and broken bones.

## Outlying Farms

*The large swaths of land surrounding the village reek with the stench of decay. The fields have lain fallow for years, and weeds grow as tall as people.*

Before Histaven became a domain of dread, villagers had cut back the Nightwood and turned the open space into farmland. Once the domain's rot set in, the plants failed and much of the village starved. Those who survived adapted, relying instead on hunting and scavenging. The farmers moved into the village proper, which could barely sustain them.

**Farmland Stalkers (Hook):** The outlying farms are far from abandoned. Sinister humanoids have been spotted in the fields and around the decrepit homesteads—goblins, dark creepers, scarecrows, and worse. The citizens of the village are too wise to investigate. They shut their doors at night and don't open them to strange creatures.

## Histaven Manor

*You stand before a decadent manor house perched on a hill-top overlooking the village and protected by thick iron gates and armed guards. It has the air of a military camp.*

Half a mile from the village proper, Count Artius sits in his fortified bastion, obsessed with maintaining an image of strength while simultaneously hiding from his vengeful stalker.

The manor house is a splendid building, with over a dozen rooms sumptuously appointed in fine tokens of a long adventuring career. To a perceptive eye, the

<b>Histaven Manor Guard</b>		<b>Level 9 Minion Brute</b>
Medium shadow humanoid, human		XP 100
HP 1; a missed attack never damages a minion.		Initiative +4
AC 21, Fortitude 21, Reflex 19, Will 20		Perception +10
Speed 5		
STANDARD ACTIONS		
⊕ Halberd (weapon) ◆ At-Will		
Attack: Melee 2 (one creature); +14 vs. AC		
Hit: 7 damage.		
Miss: 3 damage.		
↘ Crossbow (weapon) ◆ At-Will		
Attack: Ranged 15 (one creature); +12 vs. AC		
Hit: 6 damage.		
MINOR ACTIONS		
† Brute Push ◆ At-Will		
Attack: Melee 1 (one creature); +10 vs. Fortitude		
Hit: The target is pushed 1 square.		
Skills Athletics +12, Endurance +12		
Str 16 (+7)	Dex 10 (+4)	Wis 12 (+5)
Con 17 (+7)	Int 11 (+4)	Cha 9 (+3)
Alignment evil		Languages Common
Equipment scale armor, halberd, crossbow		

<b>Count Artius</b>		<b>Level 10 Elite Skirmisher (Leader)</b>
Medium natural humanoid, human		XP 1,000
HP 208; Bloodied 104		Initiative +10
AC 24, Fortitude 22, Reflex 22, Will 23		Perception +12
Speed 5		
Saving Throws +2; Action Points 1		
TRAITS		
Coward's Advantage		
Artius deals an extra 2d8 damage against an enemy he is flanking.		
STANDARD ACTIONS		
⊕ Longsword (weapon) ◆ At-Will		
Attack: Melee 1 (one creature); +15 vs. AC		
Hit: 2d8 + 9 damage.		
Effect: Count Artius shifts up to 2 squares.		
† Double Attack ◆ At-Will		
Effect: Count Artius uses longsword twice.		
MINOR ACTIONS		
↙ Mockery ◆ Recharge ☹☹		
Effect: Close burst 5 (one enemy in the burst). The target provokes an opportunity attack from each enemy that is adjacent to it.		
TRIGGERED ACTIONS		
Call To Arms ◆ Encounter		
Trigger: Count Artius is first bloodied.		
Effect (Immediate Reaction): Close burst 10 (allies in the burst). Each target makes a melee basic attack or shifts up to 3 squares as a free action.		
Skills Bluff +14, Diplomacy +14, Insight +12, Intimidate +14		
Str 15 (+7)	Dex 17 (+8)	Wis 14 (+7)
Con 16 (+8)	Int 13 (+6)	Cha 18 (+9)
Alignment evil		Languages Common
Equipment chainmail, longsword		

house shows signs of recent violence. Indeed, it is damaged nearly every cycle of the moon, when the Rag Man comes to mete out justice to Count Artius. Sometimes the inevitable duel causes serious damage to the manor, necessitating extensive renovations.

Histaven Manor has been battered again and again by constant invasions. The two dozen soldiers who guard the manor house remain vigilant for the





reappearance of the Rag Man, as do the count's spies in the village. The guards hail and challenge anyone who approaches within 50 feet of the gates, and they fire crossbow bolts at unwanted intruders.

**The Count's Desire (Hook):** Count Artius is miserable. He wants to be rid of the Rag Man, but he can discern no way to achieve his desire. Both he and the Rag Man can be killed, but only temporarily, and as long as the Rag Man continues to haunt him, Artius cannot find peace or reprieve. Artius welcomes anyone who might be able to end the curse or protect him against the Rag Man's wrath, providing food and quarters to adventurers who seem helpful. He will even offer treasure to those who rid him of the Rag Man forever. However, he tires of adventurers who fail to make good on their promises, and he does not tolerate those who question his methods of governorship.

## ROLEPLAYING COUNT ARTIUS

Count Artius is not the dark lord of Histaven, which means he has no control over the domain of dread. He sits in his manor house, constantly brooding and dreading the passage of time. He knows that no matter how many times he resists or even destroys the Rag Man, violence will return to Histaven. And so he waits in a state of continual anxiety.

In person, Count Artius exudes charisma and has a way about him that inspires trust and confidence. For the most insightful of individuals (characters who succeed on Insight checks with hard DCs), Artius seems unsettled, as though beneath his seeming confidence lurks an underlying malaise. In combat, the young lord is a consummate swordsman, proud of his skills to the point of arrogance. He is not afraid to make use of allies, which he treats as disposable.

If the Rag Man manages to slay Artius, the count is reborn at the next new moon, waking in his own bed with his mind bleary as though he's had too much to drink. Though convinced of his own amazing luck, he refuses to rely upon it, leading him to put his guards in mortal danger rather than risk his own temporary inconvenience. On some level, Artius is aware of his cursed immortality, but this knowledge does not assuage his natural cowardice.

## The Nightwood

*Black trees surround you as far as the eye can see. About a third of them are dead, withered husks. The rest are menacing in shape and grasping for life. Through the few gaps in the twisting shadows of the canopy, silvery stars gleam. As you pass through the gloom, you sense you are not alone.*

The Nightwood covers most of Histaven, its black oaks and firs rotting as though affected with a blight from deep within. Black bark flakes off the trees like dead skin, revealing bone-white wood beneath. The tree branches loom over travelers, snatching cloaks, tangling hair, and scratching exposed skin.

The Shadow Druids have claimed the Nightwood, but they are not the only danger in the forest. Beasts such as owlbears, manticores, and all manner of plant monsters stalk the wood. The villagers of Histaven venture into the wood as seldom as possible, ranging just far enough to collect as much wood, game, and fruit as is absolutely necessary. Few who go missing in the forest are ever heard from again.

**Ghostfire (Hook):** Deep in the Nightwood, a dryad lich called Lady Ghostfire holds court. She delights in animating gravetouched elementals and twisted spirits of nature to do her bidding. These creatures roam the Nightwood, looking for easy prey. Lady Ghostfire appears in numerous forms, ranging from a ghostly animal to a beautiful elf clad in twining branches. Both the Shadow Druids and the villagers of Histaven fear her. She is blamed for setting fire to the Weeping Stag some fifty years ago, destroying it and slaying its proprietor.

While exploring the Nightwood, one of the adventurers finds a quartz teardrop pendant tucked in the hollow of a dead tree. The pendant is engraved with the name Alastrancia. If the adventurers return to the Weeping Stag with the pendant, the weeping ghost of Sernal (the inn's slain proprietor) senses the pendant's presence and begins crying out the name in terror, as though reliving his death. The adventurers might surmise from his reaction that "Alastrancia" and "Lady Ghostfire" are one in the same.



Before becoming a lich, Lady Ghostfire hid the pendant in the tree, hoping it would never be found. It's a reminder of the life she left behind. Once the pendant's owner becomes known, its true power can be ascertained with a successful Arcana or Religion check (hard DC): Lady Ghostfire loses her indestructible trait while she's within 10 squares of the item. (The pendant severs the dryad lich's connection to her phylactery tree.)

<b>Lady Ghostfire</b>		<b>Level 12 Elite Controller</b>
Medium fey humanoid, dryad (plant, undead)		XP 1,400
HP 244; Bloodied 122		Initiative +11
AC 26, Fortitude 23, Reflex 24, Will 25		Perception +15
Speed 8 (forest walk)		
Resist 10 necrotic, 10 poison; Vulnerable 10 radiant		
Saving Throws +2; Action Points 1		
TRAITS		
☠ <b>Death Thorns</b> (necrotic) ◆ <b>Aura 3</b>		
Any creature without forest walk takes 5 necrotic damage each time it enters a square in the aura.		
<b>Indestructible</b>		
When Lady Ghostfire is reduced to 0 hit points, she disappears in a spray of dead leaves, but she is not truly destroyed. She reappears in 1d10 days within 1 square of her phylactery tree, unless the phylactery tree is also found and destroyed.		
<b>Thorny Body</b>		
A creature grabbing Lady Ghostfire takes 10 damage at the end of that creature's turn.		
STANDARD ACTIONS		
⚔ <b>Claw</b> (necrotic, poison) ◆ <b>At-Will</b>		
Attack: Melee 1 (one creature); +17 vs. AC		
Hit: 2d8 + 6 damage, and ongoing 5 necrotic and poison damage (save ends).		
✋ <b>Vine Grab</b> (necrotic, poison) ◆ <b>At-Will</b>		
Attack: Melee 5 (one creature); +15 vs. Reflex		
Hit: 2d6 + 3 damage, the target is pulled up to 4 squares, and the target is grabbed (escape DC 20). The target takes ongoing 10 necrotic and poison damage until the grab ends.		
✋ <b>Double Attack</b> ◆ <b>At-Will</b>		
Effect: Lady Ghostfire uses <i>claw</i> twice, <i>vine grab</i> twice, or <i>claw</i> once and <i>vine grab</i> once.		
☞ <b>Nightwood Blight</b> (poison) ◆ <b>Encounter</b>		
Requirement: Lady Ghostfire must be bloodied.		
Attack: Close burst 5 (enemies in the burst); +15 vs. Fortitude		
Hit: The target takes ongoing 10 poison damage, is slowed, and can't teleport (save ends one effect, as chosen by the target).		
MOVE ACTIONS		
☞ <b>Necrotic Treestride</b> (necrotic, teleportation) ◆ <b>At-Will</b>		
Effect: Lady Ghostfire teleports up to 8 squares if she begins and ends the move adjacent to a tree, a treant, or a plant of Large size or bigger. When she teleports in this manner, Lady Ghostfire deals 5 necrotic damage to all nonplant creatures adjacent to her at the end of the teleport.		
MINOR ACTIONS		
☞ <b>Deceptive Veil</b> (illusion) ◆ <b>At-Will</b>		
Effect: Lady Ghostfire can disguise herself to appear as any Medium humanoid, usually a beautiful elf or eladrin. A successful Insight check (opposed by Lady Ghostfire's Bluff check) pierces the disguise.		
Skills Bluff +17, Nature +15		
Str 16 (+9)	Dex 20 (+11)	Wis 19 (+10)
Con 18 (+10)	Int 16 (+9)	Cha 23 (+12)
Alignment evil Languages Common, Elven		

## The Lonely Path

*An ill-kept road leads away through the forest, trees covering it as though forming a tunnel. Though the way seems straight at first, it takes turn after subtle turn until you cannot see more than fifty paces in any direction.*

A single road connects the village of Histaven to the nearest entrance to the domain. Though once heavily traveled, the road fell into disrepair. Weeds overgrow its granite cobblestones, and fallen branches lie strewn across the road. Although the path travels only three miles, it seems much longer, particularly to those who do not know it well.

**Waylaid by Night (Hook):** The old road makes an excellent spot for ambushes. The Shadow Druids in particular like to prey on newcomers in their woods. Recently, a series of murders has claimed young people traveling along the road. Elderik and the other villagers would like the attacks to stop. If the adventurers confront Taliesh, the leader of the Shadow Druids, it becomes clear that he knows as little about the source of the attacks as the villagers do. So the question is, who or what is responsible?

## The Shadow Circle

*Six ancient, towering trees form a rough circle about a hundred feet across. At the circle's center, atop a natural dais, sits a great black stone shaped like an anvil—or a sacrificial altar. The air is filled with the stench of blood and decay.*

The Shadow Druids of the Nightwood gather within this circle of trees to conduct their midnight rites or enter a blood frenzy before their great hunts. The circle retains the scent of corpses left after sacrificial rituals. Six powerful ancient dryads, each connected to one of the trees, protect the Shadow Circle. Wild beasts also guard the place, including two shambling mounds that lie dormant until they detect intruders.

**The Shadow Hunt (Hook):** As part of a ritual, the Shadow Druids kidnap a villager or a Vistani youth and release him into the heart of the Nightwood. Ultimately, they undertake a forest-wide hunt to catch and slaughter their victim. The adventurers might be asked to track down a missing victim. Conversely, if they run afoul of the druids and are overpowered, they might serve as the prey instead.

## The Rag Man's Grove

*The forest opens into a wide, peaceful glade of surprising beauty. The pool of silvery water that lies at its center seems to invite you to lay down your burdens, sit at its side, and rest. The rot that saturates the greater Nightwood is absent here, though you feel vaguely uneasy all the same.*

Although this grove serves as the Rag Man's redoubt, it does not reflect his corrupt and doomed nature.



Instead, it is a place of peace and reflection. The evil avenger spends countless hours brooding by the sparkling pool, contemplating how and when to strike at his nemesis, Count Artius.

Adventurers who come to this place have the free run of the grove. Even if he is present, the Rag Man ignores intruders unless they take aggressive action, in which case he responds with deadly force. If the adventurers defile the grove, it returns to its state of grace and beauty at the next new moon.

Sometimes, in the depths of night, apparitions appear in the grove, gliding over the sweet grass and dancing as though attending a moonlit revel. They are notably happy and free of the anxieties and doom that permeates the rest of the Withered Lands. These spirits ignore mortals and vanish if attacked.

One spirit is old Count Histaven, who resembles his son Artius. Others are the spirits of commoners in bright gowns and suits who resemble villagers the adventurers have met, and one is a fire-haired beauty who reminds onlookers of Naeva, the Vistani leader's daughter. These lingering spirits remind the Rag Man of happier times, before his vendetta took the heart and soul of Histaven.

**Spirits of the Grove (Hook):** One spirit lingers at the edge of the dance, seemingly afraid to partake in the revelry. The handsome young man gazes into the pool rather than join his fellow spirits. As dawn nears, the apparition of the red-haired girl approaches him and lays a hand on his shoulder. Before the young man can turn to face her, all of the spirits vanish with the rising of the sun. The young man represents the Rag Man, and the young woman is his lover. Observing the spirits' revelry might grant the adventurers important insights into the Rag Man and his tireless quest.

## THE RAG MAN'S VENDETTA

Adventurers trapped in Histaven inevitably come into conflict with the Rag Man, the true dark lord of the Withered Lands. His vendetta plays out during what locals call the season of rot, a time of decay and foreboding. The Rag Man's sole purpose is to confront and slay Count Artius, which he has done countless times. He has also perished more than once. Regardless of the outcome, the Rag Man always returns, and Histaven always suffers for it.

The avenger's coming has distinct phases that match those of the moon.

**New Moon Threat:** When a new season of rot begins and the moon vanishes entirely, the mists of the Shadowfell roll in—a sickly, clinging fog that makes living creatures feel ill. A ragged beggar enters the village of Histaven, silently stretching forth his hand to all who pass by. It's not unusual to see a homeless resident of Rag Town seeking charity in the plaza, but natives of

the village know to shun this beggar. To interact with him is to invite disaster. Anyone who offends the Rag Man at this stage is the first to suffer his wrath. The beggar appears only at night and disappears before daybreak, seeming to vanish as the mist that chokes the village burns off with the sun's rise.

**Waxing Violence:** As the moon waxes, the Rag Man becomes a more obvious threat, attacking anyone he believes is allied with Count Artius. These he murders, one by one. Natives grow increasingly fearful for their safety, spending less time outdoors and shutting themselves away at night as securely as they can. The more blood that's spilled, the darker the Rag Man becomes—the harsher his bleak countenance.

**Full Onslaught:** When the moon is full, the rot is at its worst. Through the mist, the Rag Man strides to Count Artius's manor house, smashing through whatever defenses his foe has erected. Count Artius—at heart a coward—tries all manner of artifice to keep the Rag Man out, but his nemesis always confronts him, and they always do battle. When one or the other dies, the Rag Man disappears into the mists, which abruptly dissipate from the village.

**Waning Terror:** While the moon wanes, Histaven is mercifully safe from the Rag Man's assaults, and the natives pray that he will never return. During this time, crops begin to grow again, as though the darkness has passed. If Count Artius perishes in battle, his manor house remains in shambles until his mysterious return. If Artius survives, he begins refortifying the manor and sets into motion plans to replace his slain guards.

**Rebirth:** With the next new moon, one of two eventualities comes to pass depending on whether Artius was slain in his duel with the Rag Man. If the count survived, the rot persists, the Rag Man reappears in Histaven, and the terror begins anew. If instead Artius was slain, the season of rot ends, granting the village a welcome reprieve. The count reappears sometime in the next few weeks, seemingly just recovered from a terrible illness, and resumes governing the village. Ultimately, he declares that the Rag Man is gone from Histaven forever. This is not so. Artius's rebirth foreshadows the return of the season of rot and the Rag Man at a future new moon. Sometimes the peace lasts longer than one lunar cycle, but ultimately the Rag Man will manifest to deliver his own brand of justice for Artius's crimes.

## Getting the Heroes Involved

The Rag Man might attack the adventurers at any time, and finding out about Histaven's troubles is simple with a little investigation. If the adventurers kill the Rag Man, Count Artius, or both, the villagers of Histaven dolefully warn them that both men will return when the moon is new. If the adventurers fight the Rag Man multiple times, he should become more powerful each time. If necessary, the Rag Man can summon allies



from the Nightwood to help him: elementals, ghosts, and other undead drawn by the power of his vendetta.

The nature of the Rag Man's curse blurs the lines between good and evil in the bounds of the Withered Lands. The adventurers should find themselves uncertain which side to support in the conflict. Artius is clearly corrupt and cares nothing for his people, and the Rag Man murders anyone who gets in the way of his vengeance. The adventurers will likely end up as mediators in the conflict, seeking to minimize the damage to the village of Histaven while trying to find some way to break the cycle.

## Ending the Vendetta

Ultimately, violence is not the answer to Histaven's dilemma. If the adventurers slay the Rag Man in Histaven or track him to his grove in the Nightwood and slay him there, it only delays his vendetta until the next new moon. Killing Artius has a similar effect. The two cannot simply die in battle: They seem destined to keep fighting until the end of time.

To make a final end of Histaven's doomed existence as a domain of dread, the heroes must break the cycle of violence that keeps Histaven imprisoned. In some way, they must persuade both Artius and the Rag Man to forgive one another for all the horrendous wrongs they have wrought over the generations. Then, with the cycle of hatred and violence finally ended, they might fade away into the mist, followed closely by the village of Histaven itself.

For example, once the adventurers learn of the two men's attachment to Naeva, the Vistani girl, they can use her as leverage in their negotiations with the Rag Man and Count Artius. Both men are drawn to Naeva because she reminds them of a woman from their past. If the adventurers can prove that the ongoing cycle of violence is a threat to Naeva's life, one or both men might be compelled to end the cycle. However, the Rag Man and Count Artius won't be convinced until Naeva is physically standing between them and placed in harm's way.

## PASSAGE THROUGH HISTAVEN

Like most other domains of dread, Histaven is tied directly to its dark lord. The Rag Man holds sway in this domain. The power to decide who comes and goes through the domain is his, though he follows hateful instinct rather than truly making decisions.

### Histaven's Border: The Endless Wood

While its borders are closed, no one can leave the domain by normal means. Anyone who enters the Nightwood cannot find an exit to the greater Shadowfell, even by following landmarks such as rivers and the

Lonely Road. Mist chokes the path ahead, the trees twist forbiddingly, and the roads turn back on themselves. Eventually, no matter how long travelers spend wandering the wood, they cannot find a way out. The best they can do is return to the village, which seems to lie at either end of the Lonely Road.

While the Rag Man is active, the borders permit free entrance but are sealed against anyone who tries to leave. If the Rag Man is killed, the borders open temporarily—until the next new moon, when the Rag Man rises again.

Only rarely do villagers attempt to leave Histaven, even when escape is possible. Few of them know what lies beyond, and their fear of the unknown keeps them prisoner. Those brave souls who try to escape usually die before they reach the border, struck down by beasts or Shadow Druids in the Nightwood. Artius can never leave: His destiny is tied too closely to the bleak land he rules, and to the animosity he and the Rag Man share for one another.

## Getting the Characters to Histaven

Adventurers are drifters by nature, and they might arrive in the Withered Lands by accident and become trapped in its misty borders. Conversely, they might learn of Histaven's plight from someone in Gloomwrought—a Vistani, an escaped villager, or someone with familial ties to a Histaven resident.

The mists of the Shadowfell might deliver the adventurers directly to Histaven, pulling them from wherever they happen to be. The dark powers that give rise to domains of dread seem driven to test would-be heroes against their captive dark lords (and vice versa). At any time, the mists could rise, depositing the heroes deep in the Nightwood before they lift.

## THE RAG MAN, DARK LORD OF HISTAVEN

When the cloaked and bandaged Rag Man emerges from the Nightwood to terrorize the village of Histaven, he sometimes appears innocuously, blending in with the scores of impoverished villagers. Other times he strides into town, a dark and sinister force of unbridled fury, his broken sword bathed in the blood of his enemies. He does not go out of his way to butcher the innocent, but he has no compunctions about murdering anyone who stands between him and his nemesis, Count Artius.

The Rag Man is, for all intents and purposes, immortal. He cannot be destroyed in his own realm—if his body is destroyed, he re-forms in his grove during the following new moon, his memories fractured into scattered images, ready to begin his quest for vengeance again. He never quite heals from his wounds, so he





bears the crudely bandaged scars of all his previous incarnations. His face is always obscured.

To see the Rag Man on his quest for retribution, one might assume he is a mindless undead creature—nothing could be further from the truth. In his grove, he seems like a normal man, if a melancholy one. He broods for hours on end next to his shimmering pool (see “The Rag Man’s Grove,” page 11). If approached without overt threat, he interacts with visitors. He speaks in a cold, hollow voice with no discernible emotion, recounting the history upon which his hatred for Count Artius is based (see “How Histaven Became a Domain of Dread,” page 2). Despite this behavior, an overpowering rage burns in his heart; his hatred of Artius draws him back from the grave time and again.

The Rag Man’s obsession makes his actions predictable. He follows a repeating pattern when waging war upon the count, and when he is not invading the village, he broods in his grove. Two motivations drive the Rag Man: his eternal thirst for vengeance against Artius and his love for Naeva, the red-haired Vistani woman who reminds him of someone he loved in a former life (see “Legend: The Ghost and the Maiden” sidebar, page 3).

## The Rag Man: A Tragic Hero?

All dark lords are tragic figures, even in their depravity. By making a series of wrong choices, each dark lord leads himself down a doomed path. The Rag Man of Histaven is no exception: His overpowering hatred causes him to rise from the grave again and again to mete out justice. Only when he learns that vengeance can never undo the

wrongs of the past can he hope to be free of his curse, but tragically the Rag Man never learns this lesson.

Artius might seem like a more obvious dark lord for Histaven, but he’s less of a tragic figure and more of a conventional villain. The count has never known goodness and light. There’s no hope of salvation for him. The Rag Man, however, has the power within him to do the right thing, but he chooses time and again to ignore the path of good. He is trapped in a never-ending cycle of hatred and violence, and though by slaying the count he might see himself as a force of good, his corruption is what traps him in the clutches of the dark powers of the Shadowfell. As is the case with each of the dark lords, the Rag Man’s greatest enemy is himself.

### Rag Man of Histaven Level 13 Solo Skirmisher

Medium shadow humanoid XP 4,000

HP 524; Bloodied 262 Initiative +14

AC 27, Fortitude 24, Reflex 26, Will 24 Perception +13

Speed 6

Immune fear

Saving Throws +5; Action Points 2

#### TRAITS

##### Action Recovery

Whenever the Rag Man ends his turn, any dazing, stunning, or dominating effects on him ends.

##### Burn the Rags

Whenever an attack that doesn’t deal fire damage reduces the Rag Man to 0 hit points, he falls unconscious instead of dying. At the start of his next turn, he returns to life with 20 hit points. If an attack hits the Rag Man and deals fire damage to him while he is unconscious, he dies. When killed, the Rag Man reappears with full hit points at the next new moon.

#### STANDARD ACTIONS

##### ④ Sword of Vengeance (weapon) ♦ At-Will

Attack: Melee 1 (one creature); +18 vs. AC

Hit: 2d10 + 5 damage.

Effect: The Rag Man shifts up to 2 squares.

##### ‡ Triple Attack ♦ At-Will

Effect: The Rag Man uses *sword of vengeance* three times.

#### MOVE ACTIONS

##### Phantom Stride ♦ Recharge when the Rag Man uses *avenging riposte*

Effect: The Rag Man moves up to his speed, or up to his speed + 3 while bloodied. He becomes insubstantial and has phasing during this movement.

#### MINOR ACTIONS

##### ← Nemesis ♦ At-Will

Effect: Close burst 10 (one creature in the burst). The target becomes the Rag Man’s quarry until the end of the encounter or until the Rag Man uses this power against a different target. The Rag Man’s attacks deal 10 extra damage against his quarry.

#### TRIGGERED ACTIONS

##### ‡ Avenging Riposte ♦ At-Will

Trigger: An enemy adjacent to the Rag Man damages him.

Attack (Immediate Reaction): Melee 1 (the triggering enemy); +18 vs. AC

Hit: 1d10 + 5 damage.

Effect: The Rag Man pushes the target up to 2 squares then shifts up to 2 squares.

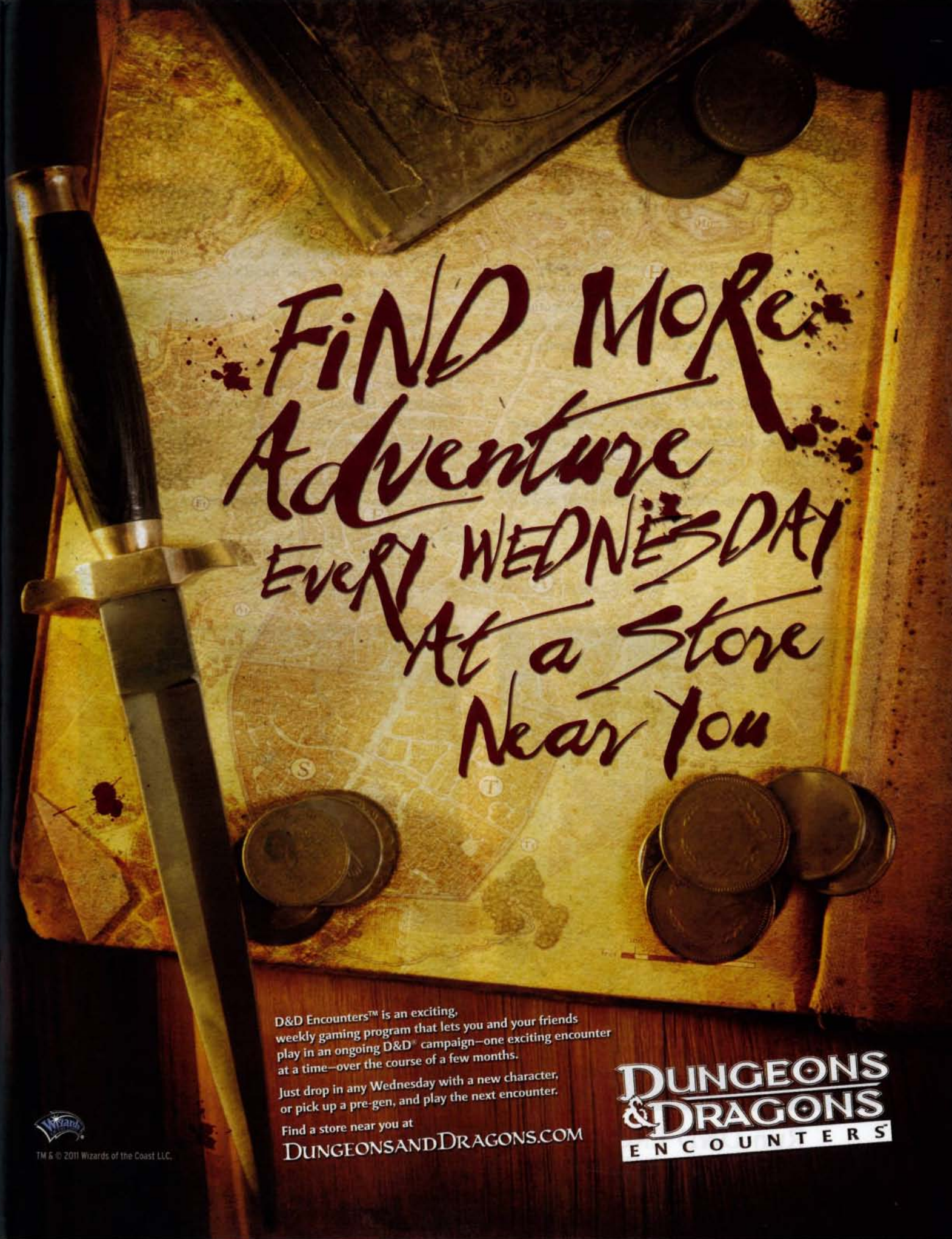
Str 16 (+9) Dex 23 (+12) Wis 14 (+8)

Con 19 (+10) Int 16 (+9) Cha 19 (+10)

Alignment evil Languages Common, Elven

Equipment broken bastard sword





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# HE WHO IS SLAIN SHALL EVER RISE

The domain of Histaven has suffered long under the harsh rule of Count Artius, a rotten man haunted by his own dark nemesis. Time and again, the count suffers a coward's death in battle, yet with each new moon he is reborn and the terror begins anew. To save the people of this withered land, brave heroes must end Histaven's curse and confront the one man whose hunger for vengeance can never be satisfied—the only man Count Artius fears.

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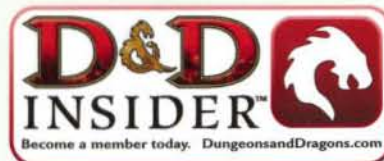
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