

PAL1-06

FESTVALLE SERENDIPITE

A One Round D&D LIVING GREYHAWK®
Theocracy of the Pale Regional Adventure

Version 1

by Ron Levy

For the past twenty years, the Festvalle Serendipite has brought the simple pleasures of the travelling carnival to the humble folk of the Pale. But when a circus comes under new management, the changes aren't always for the better.

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

PREPARATION

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

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

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

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

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

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

The players are free to use the game rules to learn about equipment and weapons their characters are carrying. That said, you as the DM can bar the use of even core rule books during certain times of play. For example, the players are not free to consult the *Dungeon Master's Guide* when confronted with a trap or hazard, or the *Monster Manual* when confronted with a monster.

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

SCORING

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

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

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

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

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

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

DETERMINING AVERAGE PARTY LEVEL (APL)

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

- 1) Determine the character level for each PC participating in the adventure.
 - 2) If PCs bring animals that have been trained for combat (most likely war horses, dogs trained for war), other than those brought by virtue of a class ability (i.e., animal companions, familiars, paladin's mounts, etc.) use the following chart to determine the number of levels you add to the sum above. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.
- | CR | 1 | 2 | 3 | 4 |
|-------------|---|---|---|---|
| 1/4 and 1/6 | 0 | 0 | 0 | 1 |
| 1/3 and 1/2 | 0 | 0 | 1 | 1 |
| 1 | 1 | 1 | 2 | 3 |
| 2 | 2 | 3 | 4 | 5 |
| 3 | 3 | 4 | 5 | 6 |
| 4 | 4 | 5 | 6 | 7 |
- 3) Sum the results of 1 and 2, and divide by the number of characters playing in the adventure—round up.
 - 4) If you are running a table of six PCs, add one to that average.

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

APL also affects the amount of experience you may gain at the end of an adventure. If your character is three character levels or more either higher or lower than the

APL that this adventure is played at, that character will receive only half of the experience points awarded for the adventure. This simulates the fact that either your character was not as challenged as normal, or relied on help by higher-level characters to reach the objectives.

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

- 1) Attempt to create a table of six 1st-level characters, or try to enlist higher-level characters to play at that table.
- 2) Advise characters to buy riding dogs to help protect them, and fight for them. All riding dogs are considered trained to attack. PCs who want their dog to attack they must succeed at a Handle Animal or Charisma check (DC 10). Failure indicates that the animal will not attack that round. This is a free action (spoken command) that may be attempted each round. If an animal loses half or more hp in a single round it flees, unless another check is successful.
- 3) A group of APL 1 adventurers who desire an extra hand can "enlist an iconic." The stats for the 1st-level versions of Tordek, Mialee, Lidda and Jozan are given at the end of each adventure. The group may pick one of these characters to joint them on this adventure. The DM controls that NPC.

If you are using a 591 CY adventure (campaign year 1) that uses the old Tiers, assume that the Tier multiplied by 2 is the APL suitable for that encounter.

IS IT A FULL MOON?

Since the hazards of lycanthropy are a current part of the LIVING GREYHAWK campaign, it may be necessary to determine if this adventure takes place during a full moon. For game purposes, the full moon lasts three days of each month.

Festvalle Serendipite begins on the first day of the waxing gibbous moon. The nights are bright and cloudless. Three days after the beginning of the modules' events is the first night of the full moon.

LIFESTYLE

At the beginning of every scenario, each PC is required to pay upkeep costs matching the level of lifestyle they wish to maintain. The lifestyles, and the effects that each has on play, are:

Destitute: You have no living space, and must carry all your gear everywhere. You eat poor quality food. You wear a peasant outfit, your only change of clothes.

Poor: You sleep in poor accommodations, and eat poor quality food. You wear a peasant outfit, and have two sets of clothing.

Common: You have common lodgings, and eat common quality food. You have normal clothing for your profession (adventuring); nothing fancy. You probably have two or three sets of clothing.

High: You stay in good quality lodgings, and eat good quality food. You wear anything in value up to courtier's outfits, and generally buy a new set of clothing every two weeks.

Luxury: You have luxurious accommodations (twice the cost of good accommodations), and you eat excellent foods. You can throw a banquet for your friends every day, and frequently do. You wear clothing up to the value of noble's outfit, and buy a new set of clothes every week.

Lifestyles come with bonuses or penalties to Diplomacy, Intimidate, Disguise, and Bluff skill checks. These penalties, shown below, should be applied at the DM's discretion, and can sometimes backfire—for example, a PC with a poor lifestyle would not have a penalty when talking to a beggar, but would when talking to a city official. A PC with a high lifestyle should have a penalty when dealing with a group of street thugs, where a PC with a destitute lifestyle might not.

DMs are encouraged to role-play these reactions whenever possible.

The rigid, puritanical Pale is anathema to chaotic or free-thinking adventurer types. On the other hand this orderly, prosperous, and simple society does have some advantages. The cost of living for instance is somewhat reduced.

Lifestyle Cost	Skill Modifier	
Destitute	1 gp	-2
Poor	3 gp	-1
Common	10 gp	0
High	200 gp	+1
Luxury	400 gp	+2 to merchants and elite, -1 to clergy/govt. who are disgusted by materialistic excess.

BACKGROUND

For the past twenty years, Corikin and Seskit Serend have been running the Festvalle Serendipite; entertaining the folk of the Pale with carnival games, rides, and special performances. Travelling mainly through the Theocracy, they and their circus were well known for their tumblers, acrobats, and excellent selection of fearsome beasts in an animal show. Recently though, with Corikin and Seskit's advancing age, they hired a new, younger ringmaster for their circus shows.

They hired Rael Larseth, who goes by the stage name of Khopesh the Magnificent. Little did they know that the same desperate craving for attention, which made Khopesh an excellent performer, had also driven him into

the priesthood of Nerull. After all, no one pays attention to you like people being crushed under the advancing wave of your undead forces during their agonizing death; unless it's people watching their friends and relatives transformed into mindless undead servitors before their eyes all the while knowing that they are next in line.

Khopesh began his plot to take over the Festvalle Serendipite by hiring the Yeoman triplets, Hrolf, Wulfgar, and Gunnar. While they appeared to act as Festival guards, in reality they were loyal only to the gold that Khopesh paid them, and to each other. With their brutal speed and deadly accuracy on his side, he assassinated Corikin, Seskit, and Trechet – the druid in charge of the Festvalle's animal show.

Only Madame Ularia, the 'gypsy fortune teller', knows the whole truth; that Khopesh killed the leaders of the Festvalle with evil necromancy and raised them as undead, disguising them by shrouding them in tin suits and calling them 'Metal Men'. Khopesh took ownership of the Festvalle with poorly forged papers, but anyone in the Pale who mentioned going to the authorities on it disappeared in the night, shot down by the Yeomen. Khopesh had a new Metal Man for each of them the following day. The carnival-folk fear Khopesh and the unnatural prowess of the 'Metal Men' he commands in his circus act, not to mention the swift arrows of retribution he can call on any of them with but a gesture to the Yeoman triplets. None of them dare cross him, except Madame Ularia, who is just desperate enough to try to pass a message...

ADVENTURE SUMMARY

The first part of this adventure is about 'player focus.' Each player receives individual attention in a small scenario tailored to him or her as much as possible. Each player gets 'face time' with the DM where everything hinges on his or her actions. You as the DM get to pressure the players in a situation where loss is annoying, but not deadly.

The objective of the first five scenarios, taking place in the Festvalle, is to either knock out the PCs or have them flee back to Wintershiven. In so doing, each PC will learn something about the tactics of their enemies, the set-up of Khopesh's minions and defenses, and perhaps some information about what's really going on. Encounter One is for a bard or rogue. Encounter Two is for any physically impressive warrior PC. Encounter Three is for any arcane spellcaster. Encounter Four is for any druid or ranger. Encounter Five is for any PC who carries a conspicuous, impressive missile weapon or for any clearly heroic PC.

Encounters One through Five are single PC only and should take no more than fifteen minutes apiece. They should be run in order, One through Five, as each reveals different information. Because each has a different trick to it than those previous, they can be run at the table with everyone watching, waiting their turn, and vowing to do better when they're under the gun next. However, they

are flexible in time and the PCs don't necessarily know that they are going in order and how much time is really between them. Thus, Khopesh can heal the wounded between these encounters with his stock of healing potions.

Encounter Six takes place in Wintershiven where Father Martel recruits the remaining PCs to investigate some mysterious disappearances that happen to coincide with the Festvalle's arrival. It is designed for clerics and paladins, the PCs whose powers (specifically Detect Evil) would blow the mystery too fast. It is also the catchall for any PC who doesn't want to go to the circus.

Keep in mind that PCs hate being knocked out. Some consider it tantamount to death, or worse than death. Play hard but play fair. The scenarios are already sufficiently unbalanced against a single PC. It's okay if a PC escapes to run back to town because they all meet up in Encounter Seven. Finally, make it clear in the description that plenty of normal witnesses to the events exist so as to suggest that the miscreants will not be getting off "Scot-free."

In Encounter Seven, PCs who escaped the Festvalle are running back to Wintershiven, PCs recruited in Wintershiven are heading to the Festvalle, and PCs knocked unconscious in the Festvalle are being dumped in a ditch without most of their equipment and money. The PCs gather together and share information, maybe capturing the two otherwise innocent men of the Festvalle who are dumping the bodies.

PCs who have been beaten unconscious and stripped of their worldly goods may wish to report this crime to the guards in Wintershiven. Father Martel will intercede for the PCs with the Church Officials and offer himself as an interface so as to allow the PCs the opportunity to solve the larger and more dangerous mystery. He will also help stripped PCs resupply within reason.

Finally, by stealth, subterfuge, or frontal assault, the PCs reenter the Festvalle, discover the most critical piece of physical evidence, and defeat the Yeomen Triplets and Khopesh the Magnificent and his Metal Men.

INTRODUCTION

The air is brisk and the sun is bright here in Wintershiven. Spring has just begun and while the air is still crisp, there's not a cloud in the sky. Amidst the hustle of the capital city, farmers can already be heard talking about getting in an early planting. While warriors hopeful of joining the years' likely upcoming campaign in Tehn drill in a vacant lot, and merchants set up their booths in the market, the real buzz is that the circus has come to town!

Word has it that the Festvalle Serendipite arrived in town the evening before last and spent all of yesterday setting up. Led by the famous Ringmaster Corikin and his lovely assistant Seskit, in the past twenty years the Festvalle Serendipite has brought an ever-changing cavalcade of thrill rides, fabulous animals, and performers of all kinds.

Ask the PCs which of them would go to the circus. Then have them describe themselves so as to classify them for

Encounters One through Six. Pick the first, but give the travel description to all.

It's easy to find out that the Festvalle Serendipite sets up at the parade grounds three miles north and a little west of Wintershiven, where the army trainees go to drill and the cattle fairs and horse shows set up. A simple, wide road winds right to it, through some lightly wooded copses and wide expanses of grassland. The parade grounds themselves are on a slight rise and have a commanding view of the surrounding area; covered only in short trampled grass.

A large placard rests on an easel facing the road at the 'entryway' to the carnival. It proclaims, "Festvalle Serendipite! Featuring Khopesh the Magnificent and his Marvelous Metal Men!" In smaller text is, "Shows begin at noon and every two hours thereafter until dark."

Two guards, carrying longbows and with absurdly wide quivers covering their backs, wave to those entering the Festvalle, and if they have steeds direct them to their left where a place is set up for them. All about are the visions of the carnival; a tall wooden structure for some kind of ride; animal cages, food booths, living wagons, small silken tents, games of skill, performers, and of course the big top in the center. Every so often, one of the guards points people to the far back right, where the latrine ditches are.

Have the map drawn on the appropriate graph paper. Due to the large sizes involved compared to most encounter maps, you should probably use a scale of 10' rather than 5'.

The Festvalle Serendipite is set up like a clock-face. First place Gunnar and Wolfgar at 2 o'clock and 10 o'clock two hundred feet apart. Then Hrolf is at 6 o'clock, two hundred feet south of their line.

At 1 o'clock, some poles secure the horses, mules, and carts of carnival attendants under Gunnar's watchful eye.

At 3 o'clock the Whack-A-Fiend Skill booth is where Encounter Three resides.

At 4 o'clock Madame Ularia has set up her fortunetelling booth: two silken windbreak screens, set at a right angle facing the entrance to the Festvalle. She sits at a table with a glass ball for Encounter Five.

At 5 o'clock the living wagons for the carnival-folk are arranged in a small circle. Outside them is a simple food booth selling fried dough drizzled with honey and cinnamon.

At 7 o'clock the wheeled cages of the Festvalle's trained animals, wolves, bears, small animals, and a real tiger are set up for Encounter Four.

At 9 o'clock the Death Drop ride awaits passengers for Encounter Two.

At 11 o'clock, the tumblers and musicians in Encounter One perform.

Finally, the big top is a 40x40 tent, exactly in the center. It has a 10' wide door in the front and two five foot wide doors in the right and left rear that lead onto the three-foot riser 'stage'. It is filled with pew-like seating in neat rows.

ENCOUNTER 1

For one bard or rogue-primary character.

Next to the large placard, the Festvalle has already set up a band. One animated fiddler dances around a drummer and a flutist, all with bright silken clothing in many colors to set off their calm bronze skin and black hair. As you approach a band of three acrobats rush out and begin putting on a slapstick act, complete with fake fighting, pratfalls, flips, and rolls. The main performer seems to be a round little man with black hair and a large silver triangle earring and from the way he can snap a back flip easy as air he seems to have real skills.

In a moment he's desperately running away from his two fellow actors, using handsprings and no-hand cartwheels to increase his momentum. He seems to be building up to the finish, a full layout flip with a double spin, and it's right at you.

Raf's objective is to crash into the PC, knock him over, help him up, and pick his pocket in the process. Whether or not he succeeds in the knocking over, he should get close enough for contact.

If Raf succeeds in beating the PC in the Pick Pockets vs. Spot check, Raf gets 15 feet away before the PC notices that he has been robbed. It is totally reasonable for the PC to be suspicious about a pickpocket after someone bumps into him and knocks him over, even if he didn't feel anything. Emphasize that Raf is trying to disappear into the crowd but that he is easy to spot because of the large silver triangle earring.

If Raf fails to beat the PC in the Pick Pockets vs. Spot check, Raf is adjacent to the PC and doesn't come away with anything. He is caught with his hand in the cookie jar feeling up the PC for valuable goods. (Raf's full statistics are in Appendix 1.)

Don't let PCs get away with saying that they left all their valuable goods at home unless they've declared it to you before the game started. If a PC does, then Raf tries to steal his weapon, his belt and pouches, even his pants or backpack with his hand-razor. It doesn't matter how big and ludicrous it is; Raf goes for it.

If the PC makes any kind of complaint or attack, Raf shouts, "Hey, rube!" and points to the PC. This is the carnival call for a troublesome customer. All the Festvalle personnel (stats listed in the Appendix) will look around and ready subdual weapons. They will NOT attack until forced.

The Yeoman Triplets (stats listed in the Appendix), however, immediately begin to attack with their subdual arrows until the PC is unconscious or has fled more than 600 feet from the Festvalle. Unless the target is heavily armored, they use Rapid Shot out to 300 feet.

The three widely spread Yeomen should be more than a match for most individual PCs. It should be possible, though difficult, for the PC to escape. If the PC shows signs of being able to defeat them all on his lonesome, have the Festvalle personnel bring out their dogs (to scent invisibles and animal shapeshifters) and join in the attack warily.

Development: If the PC escapes and evinces a desire to go back to Wintershiven for the guard:

"I'll get back to you. At your speed, it takes at least fifteen to twenty minutes to run three plus miles, depending on what you're carrying." (At this level most PCs cannot run four-minute miles, nor are they wearing athletic footgear, not to mention weapons, armor, backpacks, spellbooks, and such that most PCs carry day-to-day.)

If the PC is knocked out:

"The last thing you hear as you sag to the ground are the cries of many of the other visitors to the Festvalle; the frightened children pointing and clutching to their mothers. I'll let you know where you wake up."

If the PC escapes but stays close, arrange for the other PCs to find him before their final assault.

ENCOUNTER 2

This encounter is for one physically impressive warrior.

Immediately as you enter the Festvalle, to your right a gaily dressed man in a red, white, and silver brocaded tabard waves and calls out to you. "Ri-i-ide, the Death Drop! You sir, you madam, would you like to ride the most thrilling adventure of the day? Are you brave enough for its fearsome heights? Only one thin silver piece; to ri-i-ide, the Death Drop!"

He stands next to a wooden structure thirty feet high. It has sleigh-runners coming down from one side, but before they reach the ground they curve away to the horizontal and lead forty feet to a small pile of hay. Inside the wooden structure are pulleys, ratchets, and controlling levers. Trailing out of it is a thick hemp rope where two strange creatures, like frameworks of men made out of bright shiny tin, stand holding the rope.

As you look over, a boy and girl, both close to ten years old, both get into the chair-like contraption attached to the sleigh-runners. The brightly dressed man gestures emphatically with his hand and calls out, "Metal Men, pull!" They walk backwards at a steady pace, pulling the chair up the tower. When it reaches the top, it ratchets into place with a loud click and holds. "Metal Men, stop!" he calls, bringing them to a halt.

He waves up to the kids, then reaches in and pulls a lever. The chair falls, sliding easily along the runners. It plummets twenty feet vertically, then curves away to slide along the ground gradually slowing. At the end, it comes off the runners and pitches forwards, tumbling the squalling kids into the haypile. They run over to their mother breathlessly.

"Welcome to Khopesh the Magnificent's Death Drop ride! Would you care to have a try?"

Khopesh has seen that the PC is a physically impressive specimen and so he wants him as a powerful undead. He wants to entice the PC onto the Death Drop, and then pull the trapped lever that will topple the PC onto the ground. He figures that should knock out the PC or at least make him easy to subdue. (DM note: Most warriors

should have at least 8 hit points, so the 3d6 Death Drop trap shouldn't kill them outright even if unlucky.)

Khopesh will suggest that the PC take off any sharp or dangerous objects and put them in a pile in plain sight so he doesn't get hurt when he tumbles into the hay. He'd like the character to disarm, but doesn't require it.

If the PC chooses to ride the Death Drop, give him a Spot check DC 15. If he succeeds:

You'd never have noticed it from the ground. Looking from above, the shiny head of one of Khopesh's Metal Men seems to not be completely wrapped in tin. From this angle, a thin strip of bone white, less than an inch long, is visible beneath.

➤ **Death Drop Trap:** When the PC has been pulled to the top of the Death Drop, Khopesh pulls a different lever. This one releases the chair but removes a piece of runner so that the falling chair hits it, flops over, and crashes straight to the ground. 30-foot fall 3d6, Tumble or Jump check 15 for 2d6. Spot DC 30, Search DC 23, Disable Device DC 18. Khopesh doesn't willingly allow people to stand around and examine the Death Drop at length and will call the 'Hey Rube' on them if they do.

If the PC is still conscious after his ride on the Death Drop or if he refuses to ride, Khopesh shouts, "Hey, rube!" and points to the PC. Again, this is the carnival call for a troublesome customer. All the Festvalle personnel (stats listed in the Appendix) will look around and ready subdual weapons. They will NOT attack until forced.

The Yeoman Triplets (stats listed in the appendix) immediately begin to attack with their subdual arrows until the PC is unconscious or has fled more than 600 feet from the Festvalle. Unless the target is heavily armored, they use Rapid Shot out to 300 feet.

The three widely spread Yeomen should be more than a match for most individual PCs. It should be possible, though difficult, for the PC to escape. Khopesh will mostly back off, with a sap drawn and will not command his Metal Men to attack. If the PC shows signs of being able to defeat all three Yeomen, Khopesh will conceal his holy symbol and try a 'hold person.' In the case of magic, luck, or power on the PC's part, have the Festvalle personnel bring out their dogs (to scent invisibles and animal shapeshifters) and join in the attack warily. (Khopesh and his tin-garbed undead Metal Men are detailed in the Appendix.)

Development: If the PC escapes and evinces a desire to go back to Wintershiven for the guard:

"I'll get back to you. At your speed, it takes at least fifteen to twenty minutes to run three plus miles, depending on what you're carrying." (At this level most PCs cannot run four-minute miles, nor are they wearing athletic footwear, not to mention weapons, armor, backpacks, spellbooks, and such that most PCs carry day-to-day.)

If the PC is knocked out:

"The last thing you hear as you sag to the ground are the cries of many of the other visitors to the Festvalle; the frightened children pointing and clutching to their mothers. I'll let you know where you wake up."

If the PC escapes but stays close, arrange for the other PCs to find him before their final assault.

ENCOUNTER 3

For one arcane spellcaster.

"Hey you! With the face!" The short, sly man behind the booth seems to be calling to you. "You, yes you! Step right up and try your luck at Whack-a-Fiend!"

The booth has a low front table, about a foot and a half high where many groups of three small beanbags lay. Brightly painted, thick, sturdy wooden statuettes stand precariously on thin beams stretched across the back of the booth. The ones closest to the front are pretty big, and the ones on the back beam are only about six inches high. All of them are in vicious poses, with extending claws and gleaming white-painted fanged maws.

In stacks and piles and hanging from the awning-like ceiling of the booth are a selection of sock puppets, small stuffed animals, and little noisemaker toys.

The booth-man sizes you up with a grin. "You look like someone with special skills! Welcome to Ofar's Whack-a-Fiend! Would you like to try with our Wrist Shooter? It costs only a silver for three shots!"

He bends down and fetches out a small hand crossbow. It looks like it's been modified to sit on top of the arm so it fires where you point, just like a ray spell would. The string, too, has a cup attachment on it so it can fire the little beanbags.

"Knock off three big fiends, two medium fiends, or one small fiend to win a prize! Trade three small prizes for one medium, and three medium prizes for a large!"

The game is totally honest. Knocking off a large statue is a ranged touch attack DC 6; a medium statue is DC 11; a small statue DC 16. The small prizes are worth about three to five coppers and it costs a silver to play, so what the man is really selling is the feeling of winning. He'll be consoling if the PC is unlucky and congratulatory if he wins. He's good at drawing a crowd, and he builds energy between the three throws with his patter.

When the crowd gathers, that's when Raf moves in to try another pickpocket attempt. He uses Move Silently to get close to the PC but once he's there, the PC doesn't have to make a Spot check to see him. That large silver triangle earring makes it easy to Spot him.

Once he gets close, and he'll do it obviously if he has to, he'll try a Pick Pockets attempt. Again, if Raf succeeds in beating the PC in the Pick Pockets vs. Spot check, Raf gets 15 feet away before the PC knows for sure that he has been robbed. It is totally reasonable for the PC to be suspicious about a pickpocket after someone aggressively invades his personal space even if he didn't feel anything. Emphasize that Raf is trying to disappear into the crowd but that he is easy to spot because of the large silver triangle earring.

If Raf fails to beat the PC in the Pick Pockets vs. Spot check, Raf is adjacent to the PC and doesn't come away with anything. He is caught with his hand in the cookie

jar feeling up the PC for valuable goods. (Raf's full statistics are in Appendix 1.)

Don't let PCs get away with saying that they left all their valuable goods at home unless they've declared it to you before the game started (and why would they?) If a PC does, then Raf tries to steal his weapon, his belt and pouches, spell components, magic items, rings and amulets, even his pants or backpack using his hand-razor. It doesn't matter how big and ludicrous it is; Raf goes for it.

If the PC makes any kind of complaint or attack, Raf shouts, "Hey, rube!" and points to the PC. This is the carnival call for a troublesome customer. Then:

The crowd surrounding the booth leaps back confused. Ofar, the man at the booth, says, "What are you doing, you idiots! He hasn't done anything!"

Ofar jumps in front of the PC and tries to shield him from the subdual arrows. Because the Yeomen have Precise Shot he won't help very much, but they may get annoyed with him and knock him out to get him out of the way.

☛ **Ofar:** Male Human Expert1, HP 6, AC 10, Init +0.

All the Festvalle personnel who aren't close enough to see what really happened (stats listed in the Appendix) will look around and ready subdual weapons. They will NOT attack until forced.

The Yeoman Triplets (stats listed in the appendix), however, immediately begin to attack with their subdual arrows until the PC is unconscious or has fled more than 600 feet from the Festvalle. Unless the target is heavily armored, they use Rapid Shot out to 300 feet. They do not care if they hit Ofar and will not listen to any pleas. Raf just tries to get away.

The three widely spread Yeomen should be more than a match for most individual PCs. It should be possible, though difficult, for the PC to escape. If the PC shows signs of being able to defeat them all on his lonesome (Invisibility and Protection from Arrows might make it possible), have the Festvalle personnel bring out their dogs (to scent invisibles and animal shapeshifters) and join in the attack warily.

Development: If the PC escapes and evinces a desire to go back to Wintershiven for the guard:

"I'll get back to you. At your speed, it takes at least fifteen to twenty minutes to run three plus miles, depending on what you're carrying." (At this level most PCs cannot run four-minute miles, nor are they wearing athletic footgear, not to mention weapons, armor, backpacks, spellbooks, and such that most PCs carry day-to-day.)

If the PC is knocked out:

"The last thing you hear as you sag to the ground are the cries of many of the other visitors to the Festvalle; the frightened children pointing and clutching to their mothers. I'll let you know where you wake up."

If the PC escapes but stays close, arrange for the other PCs to find him before their final assault.

ENCOUNTER 4

For one druid, ranger, or wild-animal skilled character.

The familiar, earthy smells of the distant cages call over the flat, clear field of the Festvalle. As you approach, however, the scents get more intense than you would expect from well-kept animals. The area around the large wagon-cages is clear of normal visitors to the carnival and it's easy to see why; a sign posted reading, "No animal shows until further notice."

A mated pair of wolves and their four cubs cowers in the shaded corner of their cage. A bear, about four foot long and deep brown is snoring in his cage, with a raspy wheeze. He looks too tired to fend away the cloud of insects surrounding his head. He seems thinner than he should be, much thinner than any bear should be. A tethered perch has a hooded falcon and a selection of smaller stacked cages holds raccoons, badgers, and ferrets.

Only one human attends the animals, a young, gawky, freckled youth with sandy blond hair. He's close to the 'masterpiece' of the collection, a fully-grown, black, white and red striped tiger. A huge nine-foot long beast, he paces angrily back and forth lashing his tail in a fairly small, clean, bare cage. The boy seems to be busy cleaning out a larger cage nearby as quick as he possibly can.

With a Handle Animal check DC 5, the PC can tell that these animals are poorly kept. The bear is starving, the wolves shouldn't be cooped up, and the falcon has had that hood on way too long. A trained druid or skilled ranger would be able to take the bear out foraging, and would be able to just tell the wolves to stay in a certain area instead of having to keep them in a cage.

The PCs don't have much time. They can either exchange a few words with Stadley or with the animals; if they can talk to animals. Then the enraged tiger shatters the cleaning-cage he's been put in temporarily, and attacks.

Stadley is a gangly, sandy blond haired sixteen-year-old, with a freckled face and light brown eyes. He's tall, thin and out of proportion, in the middle of a growth spurt. He has a lot of white, recently healed scratches on his bare arms sticking out of his too-short white 'Festvalle' tunic. He's hesitant and slightly scared. His teacher, Trechet, disappeared several weeks ago and that left him in charge of the Festvalle's animal show... animals that he hardly has enough training to feed, much less control. Instead of an animal act, the Festvalle now merely shows off its collection in cages. (Stadley hasn't yet chosen his animal companion.)

☛ **Stadley:** Male human Drd1; CR1; Medium-size human; HD 1d8, Hp 8; Init +0; Spd 30 ft.; AC 10; +0 melee (1d6, Club); SA spells; SQ nature sense, animal companion; AL NG; SV Fort +2, Ref +0, Will +4
Str 11, Dex 10, Wis 14, Int 9, Con 10, Cha 10
Skills and Feats: Animal Empathy +4, Handle Animal +3; Brew Potion

Spells (3/2; base DC = 12 + spell level): o-Cure Minor Wounds (2), Create Water; 1st-Cure Light Wounds, Calm Animals.
Possessions: Club

If the PC talks to Stadley and demonstrates some skill, Stadley will be apologetic, and tell him that he's doing the best he can since his teacher, Trechet, disappeared. He'll be happy for any help even if only for a few moments, until the tiger snarls, breaks the cleaning-cage, and attacks.

If the PC tries to speak with the animals:

The bear is hard to wake up. He shakes a paw and says, "Hungry. Where good man? Go get food?"

The wolves say, "Pack-friend gone, so we have to stay in here till later. Cub-boy say he just let us go soon."

The falcon is confused and blind. The smaller animals don't have any useful information, and if the PC talks to the tiger, it gets enraged, shatters the cleaning cage, and attacks.

The tiger snarls at the PC as if there is something offensive about his odor. Really, the tiger is mad about being cooped up and not fed enough. He will hit the PC carefully until the PC stops moving, then run away from all the people. Even large amounts of fresh meat will not dissuade him.

Stadley shouts for help when the tiger breaks the cage. The Yeoman Triplets immediately respond by firing on the PC, assuming that he is the troublemaker, and maybe they are too smart to make the tiger mad.

Be careful with the tiger. Roll his attacks one at a time. He doesn't attack a downed PC or one who plays dead.

Once the tiger attacks, the PC doesn't have time to use Animal Empathy (it takes a minute). If the PC begins Animal Empathy specifically on the tiger the moment he walks up the DC is 20. If the PC succeeds, when the tiger breaks free it will just run away and the Yeoman Triplets will begin fire on the PC assuming he is a troublemaker and let it loose.

The Yeoman Triplets continue to fire despite Stadley begging them to stop and trying to explain.

APL 2

Tiger: hp 50; see MONSTER MANUAL page 203.

APL 4

Tiger: hp 60; see MONSTER MANUAL page 203.

APL 6

Tiger: hp 64; see MONSTER MANUAL page 203.

Even if the PC deals with the tiger, the Yeoman Triplets (stats listed in the appendix), continue to attack with their subdual arrows until the PC is unconscious or has fled more than 600 feet from the Festvalle. Unless the target is heavily armored, they use Rapid Shot out to 300 feet.

The three widely spread Yeomen plus the tiger should be more than a match for most individual PCs. It should be possible, though difficult, for the PC to escape. If the PC shows signs of being able to defeat them all on his

lonesome have the Festvalle personnel bring out their dogs (to scent invisibles and animal shapeshifters) and join in the attack warily.

Development: If the PC escapes and evinces a desire to go back to Wintershiven for the guard:

"I'll get back to you. At your speed, it takes at least fifteen to twenty minutes to run three plus miles, depending on what you're carrying." (At this level most PCs cannot run four-minute miles, nor are they wearing athletic footwear, not to mention weapons, armor, backpacks, spellbooks, and such that most PCs carry day-to-day.)

If the PC is knocked out:

"The last thing you see is Stadley diving for you with a spell on his lips. The last you hear are the cries of many of the other visitors to the Festvalle running away from the tiger. I'll let you know where you wake up."

If the PC escapes but stays close, arrange for the other PCs to find him before their final assault.

ENCOUNTER 5

This Encounter is for one character with a visible, impressive missile weapon, or any heroic character.

Across the way, a elderly woman wearing a light silken veil over her hair sits before a table. Languidly, she waves to you and beckons you to the empty chair across from her.

With a second look, she has a crystal ball set up on her table over its long blue tablecloth. Her face is heavily painted in makeup and she wears billowing brocaded clothing. The 'booth' she has set up is just two windbreak screens, brightly painted. A placard reads, "Madame Ularia's Fortunetelling."

"Come, come! For you, I give special price! Would you like me to read your fate in the palm of your hand? Shall I gaze into the crystal ball for you? For those beneath you I charge silver, but for you it is free."

Assuming the PC sits down, have the PC roll a Listen check (DC 15) and a Spot check (DC 15). If he succeeds at the Listen check, he receives the first bonus text and if he succeeds at the Spot check he receives the second.

"Ah, I see you are a man of action and of noble worth. Danger stands at your left side, with great promise before you..."

First bonus text:

"At this point you hear someone walking behind those silk screens. No shadow falls on them, so whoever it is isn't too close."

Madame Ularia continues:

Madame Ularia leans forwards suddenly to move her face close to you. She becomes much more serious in tone." You are in great danger. You must get help, not the guard or he'll kill us all! When you see the glowing black hand of death, run away

and strike from a distance. Do you understand? Strike from a distance!"

Second bonus text:

Glancing up, you see a man in a red, white, and silver tabard coming into view about a hundred feet away. He whirls to you, points, and says, "Hey rube!"

(Khopesh's stats are listed in the appendix.)

Khopesh saw Madame Ularia signal the PC and walked behind her booth. He heard enough of her talking about the 'glowing black hand of death' to know that she's working against him. He runs to a hundred feet away, and starts casting.

If the PC failed the Spot check, Khopesh gets a surprise round; otherwise roll initiative normally.

The first thing Khopesh does is call, 'Hey Rube' on the PC as a free action. He follows up with a 'Hold Person' on Madame Ularia, then on the PC the following round. The Yeomen will begin firing on the PC if any conflict starts but it'll be faster if Khopesh points. They will also knock out Madame Ularia if needed.

◆ **Madame Ularia:** Female human Exp4; HP 10, AC 8, Init +2. Performance: Fortunetelling +9

Khopesh would rather not get too involved in this fight. Spotting his use of his small skull holy symbol is DC 20 at a distance, DC 10 up close.

If Khopesh succeeds in a Hold Person on the PC, he will run forwards and try to knock the PC out with his sap.

The Yeoman Triplets (stats listed in the appendix), continue to attack with their subdual arrows until the PC is unconscious or has fled more than 600 feet from the Festvalle. Unless the target is heavily armored, they use Rapid Shot out to 300 feet.

The three widely spread Yeomen plus Khopesh should be more than a match for most individual PCs. It should be possible, though difficult, for the PC to escape. If the PC shows signs of being able to defeat them all on his lonesome have the Festvalle personnel bring out their dogs (to scent invisibles and animal shapeshifters) and join in the attack warily.

Development: If the PC escapes and evinces a desire to go back to Wintershiven for the guard or otherwise:

"I'll get back to you. At your speed, it takes at least fifteen to twenty minutes to run three plus miles, depending on what you're carrying." (At this level most PCs cannot run four-minute miles, nor are they wearing athletic footgear, not to mention weapons, armor, backpacks, spellbooks, and such that most PCs carry day-to-day.)

If the PC is knocked out:

"The last thing you see is Madame Ularia's crumpled body in the grass. The last thing you hear are the cries of many of the

other visitors to the Festvalle who are watching this commotion. I'll let you know where you wake up."

If the PC escapes but stays close, arrange for the other PCs to find him before their final assault.

ENCOUNTER 6

For cleric and paladin players, and those who refuse to go to the circus.

Passing the time around Wintershiven and going about your business, a short, brown-haired man waves to attract your attention, and quickly approaches. He's a little past stocky, and his craggy face has some age to it. He's wearing the robes of a priest of Pholtus, and seems accustomed to the chainmail shirt he's wearing.

"Do you have a moment? I'm Father Martel. I need some people to investigate a possible crime. Some people have come up missing near Wintershiven, and I have some suspicions that I need more information before anything official can be done."

With this he gathers up all the cleric and paladin PCs and all the PCs who refused to go to the circus. It's not far to his office, attached to the guard building. Father Martel's stats are in the appendix if needed.

After appropriating some chairs from an empty conference chamber, Father Martel leads you into his small, sparse office.

"In the past few days, I've had four missing persons reports cross my desk. That's far too much for Wintershiven. The guard and military haven't seen any strange beasts or humanoid incursions.

The only thing that coincides with these disappearances from the outlying farms is the circus that's come to town. The Festvalle Serendipite. I've checked up on it, and it has a very good reputation. They've filed all their papers correctly to rent out the parade grounds north of the city. Officially, I don't have grounds to search the place.

Now, I can't emphasize this enough. I need physical evidence. Spells are good at interrogating people, but there's always a way to fool them, and it can take weeks to get a spell in on someone with a strong will. Verifiable physical evidence is the best way to be sure. That's what you're looking for."

Father Martel will be generically helpful, but he can't give them any official writs to search or investigate. If the PCs ask for money:

"I'm sure I can rustle something up."

Father Martel will try to let the PCs ask about the missing people. If not, he'll bring it up.

"Yes, the mother of two of the missing persons should still be in town. I think she's in the marketplace. Let's go get a report from her."

Father Martel leads you to a vegetable stall in the daily marketplace. The woman behind is it short, with an etched face

and bleached hair, probably in her late forties. She's wearing a simple white dress and apron to sell her vegetables in.

She'll greet Father Martel with a smile and ask him for news. He introduces her as 'Ilsara' and doesn't have any news, and tries to get a description of her children out of her if the PCs don't. She smiles wistfully as she describes, clearly remembering them and hoping for the best.

"Well, like I told you before Father Martel, they disappeared two days ago.. they just never came back from the Wintershiven market like they were supposed to. My boy, Niki, he's nineteen and has light brown hair and skin.. in the sun he gets freckles. He has a nickname, we call him 'Little Niki' because he's about six foot six with big shoulders. And my younger daughter, Toka, she's really easy to spot from far away. She's short like me with brown hair and green eyes, and three winters ago she broke her right hip in a fall from the hayloft. It didn't heal up quite exactly right, so she has a little hitch in her stride whenever she walks."

Ilsara will even get up to demonstrate. She won't beg the PCs to help, but just look pleadingly.

About the other two missing persons:

Father Martel says, "They live about a day's travel south of here. I think it's too far for you to go. But it was on the Festvalle's travel path."

The PCs can get any equipment they would like, and undertake the easy walk to the carnival.

ENCOUNTER 7: UNCONSCIOUS AFTERNOON

In which all the PCs can gather together, share information, and decide on their next move.

Those PCs who managed to run away from the Festvalle are heading on the road back to Wintershiven in a lightly wooded area free of brush. They catch sight of each other now, on the move. Five hundred feet ahead of them they see two horses and a cart.

Those PCs who did not go to the carnival are heading towards it. They are currently in a lightly wooded area, free of brush. Five hundred feet ahead of them, they see two horses and a cart.

Those PCs who were knocked out in the carnival are being dumped unconscious in a ditch by two men of the Festvalle, from a two-horse cart. They are in a lightly wooded area, free of brush. All of their possessions except for holy symbols and spellbooks have been stolen. (Encounter Eight: The Festvalle details their location.)

The PCs' real wounds, if any, have been healed (but their clothing has not been repaired) and they have taken one more point of subdual damage than their maximum hit points.

The two men do their best to escape when they see the PCs, leaving the unconscious bodies behind. They will use the speed of the two-horse cart (50 ft.) to try and get away and will take cover inside it, just swinging the reins to urge the horses straight away. They have no weapons, will not fight, and if a PC gets close to them with a weapon they will surrender. About the unconscious bodies they only know that there was a commotion, these people caused trouble, and they were sent here to dump the bodies.

They will be happy to be arrested and locked up. If questioned, their opinion is:

"Strange things are happening at the carnival ever since Khopesh took over. I think Madame Ularia knew something about them."

♣ **Carny-folk(2):** Male Human Expt1, Hp 6, AC 10, Init +0.

Give the PCs time to discuss their next move. Knocked-out PCs will not be very well equipped for an assault on the Festvalle and should take some hours to recover fully. (Subdual damage heals at a rate of 1 hit point per hour per character level.) If they go back to Wintershiven, take them to Encounter 8. If they head to the Festvalle, Encounter 9.

ENCOUNTER 8

Alongside the usual set of guards checking people into Wintershiven's most northern gate, the short, stocky figure of Father Martel hails you with an urgent wave.

If awake PCs are carrying unconscious PCs or PCs are staggering at a 0 HP total, give the following:

Father Martel gives a quick word to the guards, who stand ready. He readies a healing spell and rushes forwards to channel positive energies.

Father Martel will heal the PCs as much as he can, mainly just to get them recovered as fast as possible so they can choose the best time of attack. Father Martel is willing to take any truth-telling spell the PCs have to test him so they can ascertain that he's on their side. He is not willing to be charmed.

What's happened? Are you all right? Do you have anything to report about the missing persons? Here, let me get you past the guards and to my office where we can speak privately.

If the PCs want to report the crimes against them to the guard, Father Martel asks:

"What about the missing persons? Did you see anything about them? Did you get any physical evidence?"

Indeed, the reason that Khopesh and the Yeomen did not kill the PCs and turn them into undead is because of the eyewitnesses. They healed the PCs to remove any evidence of them being wounded. They left damage to clothing because it could be explained away. Gunnar alone of the Yeomen stripped the PCs of goods and buried them near the latrine so that the other two Yeomen could be questioned about it and proclaimed innocent. They left the PCs spellbooks and holy symbols because those are personal items with personal markings and significance and it is easy to determine their ownership.

Father Martel will ask the PCs if anything that was stolen from them had their name written on it, or had significant personal markings that could be used to identify it. If so, that would constitute evidence. In any case, he takes a report of everything that was stolen from any knocked-out PCs so it can be returned to them. (This can be handwaved.)

Father Martel will tell PCs he hasn't met about the missing persons and encourage the PCs to share information about their encounters. Some of the most critical pieces of information are:

- The thief with the silver triangle earring.
- The bone white under the Metal Men's tin outer coating.
- The disappearance of the Festvalle's Druid.
- The different attitudes between the carny-folk and the Yeomen guards.
- Strike from a distance to avoid the glowing black hand of death.

If it's not obvious to the PCs, Father Martel can identify that as the Death Domain Death Touch power.

How Father Martel Can Help The PCs:

PCs who are knocked unconscious may be lacking their equipment. Father Martel can call upon some favors people owe him to borrow equipment. PCs will have to sign for it and return it at the end of the adventure.

Father Martel can procure as many daggers, short swords, long swords, light and heavy maces, and light and heavy crossbows as is reasonable. He can also borrow any Light Armor (and use the straps and buckles to have it fit well enough for battle) and any Shield.

Father Martel can similarly borrow simple equipment like a mule and cart for transport, farming implements for some kind of disguise, and other simple gear as long as it is likely to be returned safely. Warhorses and fighting dogs are not available.

This Adventure Only: Father Martel will inform any PCs that if the church owes them any favors, that would help him requisition equipment for them. If a PC uses a Favor of Pholtus, Father Martel can borrow for them any Simple or Martial Weapons, a Spiked Chain, and a Breastplate if they so desire.

If the PCs want to just report the incident to the guards and have them handle it, Father Martel will warn them that this is a 'your word against theirs' situation.

Their damaged clothes could have been done with a knife or other tool and they could have misplaced their goods. And even if the guards get them on theft and recover their things, it won't solve the mystery of the missing persons.

If the PCs are adamant, score the module. The guards question the Yeomen Triplets one at a time and never question Gunnar (they pull a switch). Khopesh defeats the truth telling used against him, and the Festvalle packs up and departs the next day, with Madame Ularia as Khopesh's latest undead.

It's an easy walk back to the Festvalle, at any time the PCs decide.

ENCOUNTER NINE

Running the Festvalle:

The PCs have the advantage of initiative and planning. They can choose how and when to enter or attack the Festvalle. They can even rest the night to get exactly the complement of spells they want for their plan. Conversely, Khopesh and the Yeomen expect attempts at revenge from the PCs and have a good defensive set-up.

(Remember that the adventure begins the three days from the first night of the full moon. After the PC's gather, if they rest the night it will be two days from the full moon. With any luck, it will not take two days from that point to put their plan into effect.)

Timing: At noon, 2pm, and 4pm Khopesh leads his Metal Men on a parade counterclockwise from the living wagons around the Festvalle to the entrance, then into the central tent. The first Metal Man in line is surprisingly large compared to the others. The last Metal Man in line is significantly shorter, slimmer in build, and has a distinctive hitch in her stride. Musicians, acrobats, and clowns accompany Khopesh. Raf, the thief with the silver triangle earring, is among the clowns.

In the central tent, the musicians, acrobats, and clowns amuse the crowd while everyone pays at the door (2 silver for adults, 1 silver for children) and takes their seats. Finally Khopesh takes his Metal Men through a routine. Through his orders, he gives the different Metal Men 'personalities.' The big one is supposed to be a strongman, and the little, crippled one is the comedy relief.

The highlights of the act are a 'human pyramid' and a push-up contest where Khopesh offers 100 – 1 odds, if a member of the crowd can do more honest push-ups than one of his Metal Men. (The rube can even pick which Metal Man. Invariably they try and pick the smallest, crippled one.) Of course, being undead all the Metal Men are tireless and cannot lose. The whole show lasts about a half an hour and Khopesh is the only real attraction on the stage (he's too conceited to let anyone have a chance at upstaging him).

At all other times, Khopesh and his Metal Men are in their living wagon, where they have Ofar, Stadley, and Madame Ularia tied up and held prisoner. The door is not locked.

Khopesh and his Metal Men are the only things in the Festvalle which detect as evil; Khopesh as an evil cleric and the Metal Men as undead.

At this time, the other attractions of the Festvalle are boring. Ordinary carny-folk run the Death Drop by hauling on the rope with a mule; the girl at the Whack-a-Fiend booth doesn't talk much; the animals sleep in their cages (the tiger has escaped and is wandering the Pale), and Madame Ularia's booth is empty.

If any PCs have had their belongings taken from them while they were unconscious, they are wrapped in an oilskin tarp and buried three feet down at the edge of the latrine. Gunnar has placed them there because he assumes that few people are willing to dig around in a latrine. For any PC near the latrine, Spot DC 15 to see the disturbed earth at the edge of the latrine, Search DC 10 if the latrine is searched. It is a Strength DC 25 to plunge an arm into the disturbed earth and haul up the oilskin tarp in one smooth move; otherwise shovels are required.

If Raf managed to steal anything from a PC and get away, it is on his person.

In general, the PCs can choose either Stealth, Subterfuge, or Direct Assault.

Stealth

The Festvalle is on a slight rise, the grass is short, and the weather is perfectly clear. During the day PCs have a -10 circumstance penalty to Hide. At night, when the gibbous moon is bright, PCs have a -8 circumstance penalty to Hide. The nearest cover to the Festvalle is a cove of trees along the road, 1000 feet away.

Maximum Spot distance from the DMG is 640 feet. Due to the clear terrain, maximum Spot distance here is 1000 feet although the Yeomen will not be able to recognize any features until 640 feet.

Because of the Yeomen's triangular set-up, at least two Yeomen will have a chance to spot PCs sneaking up from any quadrant while the tent in the center will block the third.

By using camouflage and taking more than an hour to belly-crawl the 1000 feet from cover to the Festvalle, a Medium-sized PC can gain a +4 circumstance bonus to Hide and a Small PC can gain a +6 circumstance bonus to Hide.

Invisibility provides an excellent means of sneaking into the Festvalle. However, the animals of visitors tied at post, the caged Festvalle animals, and the Festvalle's horses at their wagons all have a good chance of becoming agitated by the scent of invisible PCs and the Yeomen are familiar with this. Have any invisible PCs designate their path in and the position they take.

Subterfuge

The Yeomen will easily recognize any PCs whom they knocked unconscious and stripped; having had plenty of time to examine them. They will alert each other and begin firing subdual arrows as soon as they are detected.

The Yeomen must make a Spot DC 5 (-1 for every 10 feet of distance) to recognize someone whom they saw only from a distance and who escaped them.

Since demihumans are rare they attract extra scrutiny, especially if the Yeomen know that they fought with a demihuman of that type earlier.

The Yeomen are aware and will always get a chance to Spot versus Disguise attempts. Disguises will have to be extensive to have a hope of succeeding. The weather is fair and ordinary carnival goers dress lightly with no need to conceal themselves.

Of course, PCs who have never been to the Festvalle are viewed with no suspicion and can go where they please. They could come up with all sorts of ways to help other PCs sneak close.

Direct Assault

PCs who charge from cover waving weapons will be easily spotted, giving the Yeomen time to warn each other and shout to Khopesh, wherever he is. The members of the Festvalle will arm themselves but do their best to not attack; especially if the PCs head for the Yeomen and Khopesh

It's never really wise to charge across 1000 feet under arrow fire, but the PCs are not alone this time. Through force of numbers, it shouldn't be too difficult for them to swarm and defeat the Yeomen. They could also use basic strategies like using Expeditious Retreat to speed themselves or all hold Tower Shields as cover during a lumbering run, then discarding them once they are close and the Tower Shield ceases to help them against the Yeomen's formation. Don't allow more than 90% cover from the Tower Shield during aggressive movement.

This warning does give Khopesh time to array his Metal Men around him, put on his shield, ready a weapon and cast a touch attack spell. He might even take a moment to 'bolster undead against turning' as per PH p140.

Tactics:

Raf tries to get away during the battle. He has just as much problem as the PCs do with trying to cross 1000 feet of wide open space. His only hope is that the PCs are too busy to go after him. He is just a distraction.

The Yeomen begin with their subdual arrows if individual PCs are seen from a distance, but switch to real arrows if PCs get close or if they see multiple PCs. They know how to use their Precise Shot and will delay to go near each other in the round so that they can five-foot-step out of the direct path of their brothers' shot and avoid giving their foe a Cover bonus. If they detect someone ignoring their fire with Protection from Arrows, they will focus on other targets as best they can until they have the spare time to grind down that protection.

Khopesh's favorite tactic is the Necromancy three-spell combination. First, he swaps out a 3rd (or 4th) level spell for an Inflict spell to get good damage on a touch-attack with a Will save. This causes his hand to glow black and warn the PCs of impending danger.

(Khopesh is not above cutting loose with Hold Person to keep his opponents still for easy slaughter.)

Assuming he gets a PC below 0 HP, he immediately casts Death Knell, his 2nd level Death Domain special spell in an attempt to finish that PC. With an actual dead PC, he immediately pulls a black onyx out of his pouch, jams it in the body's eye, and casts Animate Dead, his 3rd level Death Domain spell. If he pulls it off, he'll go on total defense for a round as he orders the newly minted skeleton/zombie into the fray, just to watch the looks on the faces of his enemies.

Khopesh will also be eager to use his Death Touch ability on any PC he sees as wounded enough to be susceptible. All of his Inflict spells and his Death Touch spell-like ability cause his hand to glow an evil black.

Khopesh usually orders his undead to stay close to him, defend him, and all attack whom he attacks. He does this so as to give himself the best chance of mobbing someone down to unconsciousness, then death for zombification.

Khopesh fights to the bitter end.

If Khopesh is knocked unconscious, any remaining undead become uncontrolled and wander about aimlessly. They cease attacking. If any Yeomen remaining see that Khopesh is completely out, they break and run.

CONCLUSION

If the PCs fail to take down Khopesh and run away, most of the Festvalle is gone before they can get to Wintershiven and summon the guards. Stadley is left with his throat cut on the cages of the recently killed animals. The Festvalle high-tails it into Tenh and north from there. One can only imagine Khopesh's circus putting on a grim show to raise the morale of Iuz's demonic troops.

Hopefully, the PCs succeed.

With Khopesh down, the carnival workers gather quickly in small groups. "Is he dead?" one calls? The nearest one shouts back, "He's down, at least!" Several come up to offer thanks, but keep a polite distance from drawn weapons and injury.

"Quick! Get Madame Ularia!" one shouts, and another calls, "Quick! Get the Wintershiven guard!" Some rush to the wagons while two run towards town.

They can be stopped if the PCs would like.

They throw open the door of the largest and most ornate wagon, then back off looking in wonder to their rescuers. They don't seem to want to insult you in any way.

Khopesh's wagon has all the furniture shoved to the side to make room for a small black altar mounted with a skull. Ofar, Stadley, and Madame Ularia are bruised, battered, and securely bound, but alive. Their faces have been painted in ink to prepare them for ritual sacrifice and transformation. Sheets of tin,

shears, mallets, and rivets are ready to complete their transformation to Metal Men.

Assuming the PCs free the captives:

Ofar gives a gruff, "Thanks," and heads outside, where he can be heard commandeering the carnival-workers to rustle up a feast of their best funnel cakes and search for your things. Stadley breaks out in tears and says something about, "having to feed the animals." Madame Ularia totters to her feet, eyes glistening, and says, "I knew you were the ones."

If the PC's haven't found their things:

Although Khopesh has ordinary potion-making equipment, he doesn't seem to have anything of value here. It's all on his person. When you head outside, Ofar and several others are digging furiously at the edge of the latrine. Soon enough they unearth an oilskin tarp containing all the stolen goods, and return them to you completely unharmed.

A successful Track check can round up anyone who ran away, such as Raf or one of the Yeomen. If they are outnumbered they will not fight and can be brought to the Festvalle or to Wintershiven.

Soon enough, Father Martel arrives at the Festvalle with a troop of guards in tow. He gives a quick, serious nod, and then goes about cataloging the dead undead bodies (or piles of ash), Khopesh's holy symbol, and Khopesh's shrine to Nerull. He makes sure the guards have lists of your stolen possessions so everything is accounted for. With the vast quantities of evidence, (especially Toka's skeletal body with the visibly broken hip) it's an open and shut case. The Yeomen's and Khopesh's material goods are confiscated and handed to you as your reward for putting down a necromancer so close to Wintershiven.

If Khopesh is alive:

Father Martel shakes each of your hands. "Great work. We'll take him back and put him to the question. I'm sure he'll tell us everything we need to know about his cult and superiors."

If Khopesh is dead:

Father Martel shakes each of your hands. "Great work. We'll take him back and put his body to the question. The Church has its ways. I'm sure we can get something about his cult and superiors.

The End

EXPERIENCE POINT

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the discretionary roleplaying experience award. The roleplaying award should be given for consistent

character portrayal and contribution to the fun of the game. You can award different roleplaying amounts to different characters.

Award the total value (objectives plus roleplaying) to each character.

Encounter One through Six

Surviving the Festvalle encounter	25 xp
Escaping from a Festvalle encounter	100 xp

Encounter Nine

Defeating the Yeomen	100 xp
Defeating Khopesh	100 xp
Catching Raf	50 xp

Total experience for objectives	350 xp
Discretionary roleplaying award	0-50 xp

Total possible experience 400 xp

TREASURE SUMMARY

Player characters may keep items from the scenario that are listed on the treasure list below or which meet the following conditions:

1. The item must be non-magical and specifically listed in the text of the adventure (e.g armor on foes). If it is not listed in the text, the characters cannot keep it. Items of this nature can be sold for 50% of book value, or recorded on a log sheet.
2. Animals, followers, monsters, henchmen, and so forth (any living being, basically) may not be kept from a scenario for any reason unless the treasure summary lists the being specifically. It is okay for the player characters to form relationships with NPCs, but these will not be certified and cannot bring material benefit to the character. Contacts (sources of extra information) must be specifically certified.
3. Theft is against the law, but may be practiced by some player characters. Items that are worth more than 250 gp that are of personal significance to the owner (including family heirlooms), and all magical items, will be discovered in the possession of the character by one means or another. The character must return the item and pay a fine equal to three times the value of the item stolen. In addition, the PC caught receives campaign-decided penalties for being known as a thief. For other stolen items which meet the criteria in #1 above, use your judgment and the circumstances within the game to determine whether a PC thief gets away with the theft or not.

Any item retained according to these rules, which does not have a certificate, will not ever have a certificate issued for it.

The campaign staff reserves the right to take away any item or gold acquired for things that it later finds unreasonable but which were allowed at the time.

Encounter Nine

- Four saps from the Yeomen and Khopesh. (1 gp, 3 lb, leather/lead shot, common)
- Three shortswords from the Yeomen. (10 gp, 3 lb, steel, common): plain and serviceable with a cord-wrapped hilt.
- Three sets of studded leather from the Yeomen (25 gp, 20 lb, leather/rivets, common)
- Khopesh's chain shirt (100 gp, 25 lb, steel, common)
- Khopesh's light mace. (5 gp, 6 lb, steel, common)
- Khopesh's large wooden shield. (7 gp, 10 lb, wood, common)

Certificate Items:

- Gunnar's Mighty +2 Masterwork Composite Longbow. (700 gp, 3 lb, horn/bone/wood/sinew, uncommon): A thing of beauty and a joy forever; this bow is at least a hundred years old and painstaking care has been taken of it through generations. Strips of yew along with tiny curls of ram's horn and bone are glued together and lacquered tight. It has an easy balance and a springy, eager feel.
- Hrolf and Wulfgar's Masterwork Composite Longbows (2). (400 gp, 3 lb, horn/bone/wood/sinew, uncommon): Painstakingly crafted of several different materials laminated together with treesap, the outside is a bright cherry-wood, while the bone strips within contrast with black musk ox horn.
- Two Unholy Black Opals (50 gp, -): These black opals have been cut to facilitate their puncturing the eye socket of a downed opponent. They radiate a faint evil magic and may give some benefit in casting the Animate Dead spell.

(Father Martel can arrange for the Church to purchase the Unholy Black Opals at cost 'for study'.)

APPENDIX

Raf, Selfish Tumbling Thief

Raf is dusky-skinned and short, about five foot four, with a widely built, roundish physique. He wears his black hair close-cropped over his dark eyes, but surrenders to the lure of wearing a silvery triangle earring; making him easy to pick out of a crowd (-6 circumstance Bonus to Hide). He stole it from a woman he thought he loved at the time – in reality he was too much in love with himself to figure out anything about her.

Raf was hired as a clown and tumbler. He really sought the job because he thinks that all carnivals are full of thieves and he'll fit right in. Of course he hasn't bothered to cut in the other carnival folk on his take yet. He's going to wait until they ask. He has no qualms about using the Festvalle code words of 'Hey Rube!' to bring down an assault on someone who catches him stealing.

APL 2

➤ **Raf:** Male Human Rog1; CR 1; Medium-sized humanoid; HD 1d6, Hp 6; Init +3 (dex); Spd 30 ft.; AC 13 (touch 13, flat-footed 10); Atk +3 melee (1d4/19-20, dagger), +0 melee (1d6 subdual, sap), +0 ranged (Fowling tips for 1d4 Subdual/19-20 light crossbow); SA sneak attack; AL CN; SV Fort +0, Ref +5, Will -1

Str 11, Dex 16, Con 10, Int 9, Wis 8, Cha 12

Skills and Feats: Escape Artist +4, Hide +4, Jump +4, Move Silently +4, Pick Pocket +9, Perform +4, Tumbling +7; Skill Focus (pick pocket), Weapon Finesse (dagger)

APL 4

➤ **Raf:** Male Human Rog3; CR 3; Medium-sized humanoid; HD 3d6, Hp 15; Init +3 (dex); Spd 30 ft.; AC 13 (touch 13, flat-footed 10); Atk +5 melee (1d4/19-20, dagger), +2 melee (1d6 subdual, sap), +2 ranged (Fowling tips for 1d4 Subdual/19-20 light crossbow); SA sneak attack; SQ evasion, uncanny dodge (dex bonus to AC); AL CN; SV Fort +1, Ref +6, Will +0

Str 11, Dex 16, Con 10, Int 9, Wis 8, Cha 12

Skills and Feats: Escape Artist +6, Hide +6, Jump +6, Move Silently +6, Pick Pocket +11, Perform +6, Tumbling +11; Skill Focus (pick pocket), Skill Focus (tumbling), Weapon Finesse (dagger)

APL 6

➤ **Raf:** Male Human Rog5; CR 5; Medium-sized humanoid; HD 5d6, Hp 22; Init +3 (dex); Spd 30 ft.; AC 13 (touch 13, flat-footed 10); Atk +6 melee (1d4+1/19-20, dagger), +3 melee (1d6+1 subdual, sap), +3 ranged (Fowling tips for 1d4 Subdual/19-20 light crossbow); SA sneak attack; AL CN; SV Fort +1, Ref +7, Will +0

Str 12, Dex 16, Con 10, Int 9, Wis 8, Cha 12

Skills and Feats: Escape Artist +8, Hide +8, Jump +8, Move Silently +8, Pick Pocket +13, Perform +8, Tumbling +13; Skill Focus (pick pocket), Skill Focus (tumbling), Weapon Finesse (dagger)

The Yeomen Triplets, Peasant Archers Par Excellence

It's said that to train an archer, you must first train his grandfather. Hrolf, Wulfgar, and Gunnar are prime examples. Their family, the Hamundars, have been reknowned yeomen for generations. Dirt-poor farmers but reknowned bowmen; Hrolf, Wulfgar, and Gunnar didn't care for their father's lifetime of scraping a living out of the dirt while using his hunting skills to survive.

They are callous, ruthless, and hard. They're well trained, and even have a simple code of hand-signals that they can use to alert each other with over long distances. They work for the highest bidder, and right now, that's Khopesh. The circus folk know that any one of them could be killed in an instant from hundreds of yards away if only the Yeoman Triplets all chose to start firing, and none of them wants to be the first, or the first several, to die in an uprising.

Tall and thin, with brown hair and crinkly, squinting eyes, each one of them wears studded leather with a simple dirty white tabard over it. It reads, "Festvalle Guard" at the right shoulder. Covering their back is an absurdly wide quiver packed full of arrows, and each of them always has his well-made composite longbow to hand. They carry it lightly, as if they were born holding it. Gunnar, the eldest by three minutes, holds their ancestral weapon; a Mighty +2 Masterwork Composite Longbow.

APL 2

➤ **Hrolf and Wulfgar:** Male Human Ftr1; CR 1; Medium-size Humanoid; HD 1d10, hp 10; Init +3; Spd 30 ft.; AC 16 (touch 13, flat-footed 13); Atk +3 melee (1d6+2/19-20, shortsword), +3 melee (1d6+2 Subdual, sap), +2 or +5 ranged (Fowling tips for 1d4 Subdual or regular arrows for 1d8/x3, masterwork composite longbow); AL CN; SV Fort +2, Ref +3, Will +1

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

Skills and Feats: Hand Signals (Simple Language), Hide +4, Listen +3, Move Silently +4, Spot +3, Wilderness Lore +2; Point Blank Shot, Precise Shot, Rapid Shot
Possessions: Studded Leather Armor, Masterwork Composite Longbow

➤ **Gunnar**: Male Human Ftr1; CR 1; Medium-size Humanoid; HD 1d10, hp 10; Init +3; Spd 30 ft.; AC 16 (touch 13, flat-footed 13); Atk +3 melee (1d6+2/19-20, shortsword), +3 melee (1d6+2 Subdual, sap), +2 or +5 ranged (Fowling tips for 1d4+2 Subdual or regular arrows for 1d8+2/x3, mighty masterwork composite longbow); AL CN; SV Fort +2, Ref +3, Will +1
Str 14, Dex 16, Con 10, Int 12, Wis 12, Cha 8
Skills and Feats: Hand Signals (Simple Language), Hide +4, Listen +3, Move Silently +4, Spot +3, Wilderness Lore +2; Point Blank Shot, Precise Shot, Rapid Shot
Possessions: Studded Leather Armor, Mighty Masterwork Composite Longbow (+2)

APL 4

➤ **Hrolf and Wulfgar**: Male Human Ftr3; CR 1; Medium-size Humanoid; HD 3d10, hp 22; Init +3; Spd 30 ft.; AC 16 (touch 13, flat-footed 13); Atk +5 melee (1d6+2/19-20, shortsword), +5 melee (1d6+2 Subdual, sap), +4 or +7 ranged (Fowling tips for 1d4 Subdual or regular arrows for 1d8/x3, masterwork composite longbow); AL CN; SV Fort +3, Ref +4, Will +2
Str 14, Dex 16, Con 10, Int 12, Wis 12, Cha 8
Skills and Feats: Hand Signals (Simple Language), Hide +5, Listen +4, Move Silently +5, Spot +4, Wilderness Lore +2; Dodge, Far Shot, Point Blank Shot, Precise Shot, Rapid Shot
Possessions: Studded Leather Armor, Masterwork Composite Longbow

➤ **Gunnar**: Male Human Ftr3; CR 1; Medium-size Humanoid; HD 3d10, hp 22; Init +3; Spd 30 ft.; AC 16 (touch 13, flat-footed 13); Atk +5 melee (1d6+2/19-20, shortsword), +5 melee (1d6+2 Subdual, sap), +4 or +7 ranged (Fowling tips for 1d4+2 Subdual or regular arrows for 1d8+2/x3, mighty masterwork composite longbow); AL CN; SV Fort +3, Ref +4, Will +2
Str 14, Dex 16, Con 10, Int 12, Wis 12, Cha 8
Skills and Feats: Hand Signals (Simple Language), Hide +5, Listen +4, Move Silently +5, Spot +4, Wilderness Lore +2; Dodge, Far Shot, Point Blank Shot, Precise Shot, Rapid Shot
Possessions: Studded Leather Armor, Mighty Masterwork Composite Longbow (+2)

APL 6

➤ **Hrolf and Wulfgar**: Male Human Ftr6; CR 1; Medium-size Humanoid; HD 6d10, hp 40; Init +7 (dex, improved initiative); Spd 30 ft.; AC 16 (touch 13, flat-footed 13); Atk +8/+3 melee (1d6+2/19-20, shortsword), +8/+3 melee (1d6+2 Subdual, sap), +8/+3 or +11/+6 ranged (Fowling tips for 1d4+2 Subdual or regular arrows for 1d8+2/x3, masterwork composite longbow); AL CN; SV Fort +5, Ref +5, Will +3
Str 14, Dex 17, Con 10, Int 12, Wis 12, Cha 8
Skills and Feats: Hand Signals (Simple Language), Hide +6, Listen +5, Move Silently +6, Spot +5, Wilderness Lore +4; Dodge, Far Shot, Point Blank Shot, Precise Shot, Rapid Shot
Possessions: Studded Leather Armor, Masterwork Composite Longbow

➤ **Gunnar**: Male Human Ftr6; CR 1; Medium-size Humanoid; HD 6d10, hp 40; Init +7 (dex, improved initiative); Spd 30 ft.; AC 16 (touch 13, flat-footed 13); Atk +8/+3 melee (1d6+2/19-20, shortsword), +8/+3 melee (1d6+2 Subdual, sap), +8/+3 or +11/+6 ranged (Fowling tips for 1d4+4 Subdual or regular arrows for 1d8+4/x3, mighty masterwork composite longbow); AL CN; SV Fort +5, Ref +5, Will +3
Str 14, Dex 17, Con 10, Int 12, Wis 12, Cha 8
Skills and Feats: Hand Signals (Simple Language), Hide +6, Listen +5, Move Silently +6, Spot +5, Wilderness Lore +4; Dodge, Far Shot, Improved Initiative, Point Blank Shot, Precise Shot, Rapid Shot, Weapon Focus (composite longbow), Weapon Specialization (composite longbow)
Possessions: Studded Leather Armor, Mighty Masterwork Composite Longbow (+2)

Father Martel, Pholtan Intelligence Officer

Father Martel is a stocky, fiftyish man with greying hair and light brown eyes. Robust and of average height, he is always alert, concerned, and interested. In his office, he has the hammer he used to wield in the wars, where he got his name. (Martel means 'the hammer'.)

Father Martel uses his skills as an investigator for the Church. He collects rumors, profiles criminals, occasionally receives divinatory information, and sponsors adventurers as an intelligence officer might run an operation. He's very good at keeping a smooth interface between adventurers and authorities.

Father Martel does not fight and casts only healing spells.

♣ **Father Martel:** Male Human Rog5/Clr5; CR 10; Medium-size Humanoid; HD 5d6+ 5d8, hp 51; Init +6; Spd 30 ft.; AC 16 (touch 12, flat-footed 14); Atk +8/+3 melee (1d8/x3, warhammer); AL LG; SV Fort +5, Ref +7, Will +7
Str 12, Dex 14, Con 11, Int 14, Wis 14, Cha 12
Skills and Feats: Bluff +14, Concentration +10, Decipher Script +7, Diplomacy +10, Forgery +7, Hide +7, Innuendo +8, Listen +12, Move Silently +7, Sense Motive +14, Spot +12; Combat Casting, Improved Initiative, Skill Focus (bluff), Skill Focus (sense motive), Weapon Focus (warhammer)
Spells prepared (5/5/4/3)—all healing
Possessions: Chain shirt, Warhammer

Festvalle Personnel

The people of the Festvalle are traditional carny-folk. They share the common bond of outsiders from normal society and are as loyal to each other as can be. Recently, though, Khopesh and the Yeomen have subverted that bond of trust, and they aren't quite sure how to deal with it. If the 'Hey Rube' signal is called, they will arm themselves but do their best not to attack PCs unless the PCs threaten them personally, start stealing, destroying valuable property, or harming innocents. They keep trained hounds for some measure of alertness, detection, and companionship. The hounds spot the presence of unseen people with their Scent ability (DMG p81), bark low, then search for and surround to bark loudly. They do the same thing with animal-shapeshifters that they detect.

APL 2

♣ **Carnys (20):** Human Exp1; CR ½; HD 1d6+1, hp 7; Init +1; Spd 30 ft.; AC 10; +1 melee (1d6+1 subdual, sap) or +0 ranged (Fowling tips for 1d4 Subdual, light crossbow); AL LN; SV Fort +1, Ref +1, Will +3; Str 12, Dex 12, Con 12, Int 12, Wis 12, Cha 12
Skills and Feats: Craft (varies) +4, Hide +2, Knowledge (varies) +4, Listen +4, Move Silently +2, Profession (varies) +4, Search +4, Spot +4, Listen +4; Martial Weapon Proficiency (Sap), Skill Focus (varies)

♣ **Festvalle Dogs (5):** hp 6; see MONSTER MANUAL page 195.

APL 4

♣ **Carnys (20):** Human Exp3; CR ½; HD 3d6+3, hp 17; Init +1; Spd 30 ft.; AC 10; +3 melee (1d6+1 subdual, sap) or +0 ranged (Fowling tips for 1d4 Subdual, light crossbow); AL LN; SV Fort +2, Ref +2, Will +4; Str 12, Dex 12, Con 12, Int 12, Wis 12, Cha 12
Skills and Feats: Craft (varies) +8, Hide +4, Knowledge (varies) +6, Listen +6, Move Silently +4, Profession (varies) +8, Search +6, Spot +6, Listen +6; Martial Weapon Proficiency (Sap), Skill Focus (varies), Skill Focus (varies)

♣ **Festvalle Dogs (5):** hp 6; see MONSTER MANUAL page 195.

APL 6

♣ **Carnys (20):** Human Exp5; CR ½; HD 5d6+5, hp 27; Init +1; Spd 30 ft.; AC 10; +4 melee (1d6+1 subdual, sap) or +1 ranged (Fowling tips for 1d4 Subdual, light crossbow); AL LN; SV Fort +2, Ref +2, Will +5; Str 12, Dex 12, Con 12, Int 12, Wis 12, Cha 12
Skills and Feats: Craft (varies) +10, Hide +4, Knowledge (varies) +8, Listen +8, Move Silently +4, Profession (varies) +10, Search +8, Spot +8, Listen +8; Martial Weapon Proficiency (Sap), Skill Focus (varies), Skill Focus (varies)

♣ **Festvalle Dogs (5):** hp 6; see MONSTER MANUAL page 195.

Khopesh the Magnificent, Death-Priest of Nerull

Everything Khopesh does, he does because he craves attention. (Including taking a stage name. His real name is Rael Larseth.) He wants desperately to be the focus of attention, the ringmaster, at the center of all things. When he was young, he tried everything to get attention. He didn't have physical gifts for fighting, jumping, or tumbling, so most of his childhood stunts ended in injury. He didn't have the gift for sorcery or singing either. What he did have was willpower.

He started with pain, doing things like showing people how long he could hold his hand in a fire. Once he saw how that got him attention, he moved to torture-games like the old Aerdi Stand-down where you punch each other in the shoulder (or head) until one of you calls it quits. When he started torturing small animals to death, he saw the horrible

way their attention was focussed on him and he couldn't get enough. From there it was a short step to murder and the secret priesthood of Nerull.

APL 2

☛**Khopesh:** Male Human Clr5 (Nerull); CR 5; Medium-size Humanoid; HD 5d8+5, hp 34; Init +0; Spd 30 ft.; AC 14 (touch 10, flat-footed 14); Atk +3 melee (1d6 subdual, sap) or +3 ranged (1d8/19-20, light crossbow); SA spells; AL NE; SV Fort +5, Ref +1, Will +7

Str 10, Dex 10, Con 12, Int 12, Wis 16, Cha 12

Skills and Feats: Concentration +9, Craft (costuming) +4, Intimidate +2, Profession: Ringmaster +3, Spellcraft +2, Spot +4; Brew Potion, Martial Weapon Proficiency (sap), Weapon Focus (touch attack)

Spells (5/4+1/3+1/2+1; base DC = 13 + spell level): 0-Cure Minor Wounds(3), Detect Magic, Resistance; 1st-Cure Light Wounds(3), Cause Fear*, Shield of Faith; 2nd-Hold Person (3), Death Knell*; 3rd-Animate Dead(2), Animate Dead*

Khopesh has exactly enough Cure Light Wounds potions stockpiled to fully heal himself, the Yeomen, Raf, and the PCs of any damage they might take in Encounters 1-5.

*Domain spell. Domains: Death (Death Touch once per day); Evil (Cast evil spells at +1 caster level).

APL 4

☛**Khopesh:** Male Human Clr6 (Nerull); CR 6; Medium-size Humanoid; HD 6d8+6, hp 40; Init +0; Spd 30 ft.; AC 14 (touch 10, flat-footed 14); Atk +4 melee (1d6 subdual, sap) or +4 ranged (1d8/19-20, light crossbow); SA spells; AL NE; SV Fort +6, Ref +2, Will +8

Str 10, Dex 10, Con 12, Int 12, Wis 16, Cha 12

Skills and Feats: Concentration +10, Craft (costuming) +4, Intimidate +2, Profession: Ringmaster +3, Spellcraft +2, Spot +5; Brew Potion, Martial Weapon Proficiency (sap), Spell Focus (necromancy), Weapon Focus (touch attack)

Spells (5/4+1/4+1/3+1; base DC = 13 + spell level): 0-Cure Minor Wounds(3), Detect Magic, Resistance; 1st-Cure Light Wounds(3), Cause Fear*, Shield of Faith; 2nd-Hold Person (3), Death Knell, Death Knell*; 3rd-Animate Dead(3), Animate Dead*

Khopesh has exactly enough Cure Light Wounds potions stockpiled to fully heal himself, the Yeomen, Raf, and the PCs of any damage they might take in Encounters 1-5.

*Domain spell. Domains: Death (Death Touch once per day); Evil (Cast evil spells at +1 caster level).

APL 6

☛**Khopesh:** Male Human Clr8 (Nerull); CR 8; Medium-size Humanoid; HD 8d8+8, hp 52; Init +0; Spd 30 ft.; AC 14 (touch 10, flat-footed 14); Atk +6/+1 melee (1d6 subdual, sap) or +6 ranged (1d8/19-20, light crossbow); SA spells; AL NE; SV Fort +7, Ref +2, Will +9

Str 10, Dex 10, Con 12, Int 12, Wis 16, Cha 12

Skills and Feats: Concentration +12, Craft (costuming) +4, Intimidate +4, Profession: Ringmaster +3, Spellcraft +4, Spot +6; Brew Potion, Martial Weapon Proficiency (sap), Spell Focus (necromancy), Weapon Focus (touch attack)

Spells (5/4+1/4+1/3+1/2+1; base DC = 13 + spell level): 0-Cure Minor Wounds(3), Detect Magic, Resistance; 1st-Cure Light Wounds(3), Cause Fear*, Shield of Faith; 2nd-Hold Person (3), Death Knell, Death Knell*; 3rd-Animate Dead(3), Animate Dead*; 4th-Freedom of Movement, Poison, Unholy Blight*

Khopesh has exactly enough Cure Light Wounds potions stockpiled to fully heal himself, the Yeomen, Raf, and the PCs of any damage they might take in Encounters 1-5.

*Domain spell. Domains: Death (Death Touch once per day); Evil (Cast evil spells at +1 caster level).

Metal Men: Undead Under Tin

As much as he would like, Khopesh can't just parade his undead in front of people. While he would love to show people the walking cadavers of their relatives while insinuating that he'll be coming for them in the night, he does have some care for the future. How he expects to get away with it in the Pale is really a surprise.

In any case, he used what little skill he has with tools and costuming to make tightly wrapped tin clothing for his undead. He has them move and flex in it, then adds more and more until their bodies are covered and it's naturally articulated. Of course, no person could wear this scrap metal; it would scrape up their skin something awful not to mention the heat. Oddly enough, the undead don't complain.

The Metal Men are: Corikin and Seskit, the previous owners of the Festvalle; Trechet, the Festvalle's druid animal trainer, two Palish from a day south of Wintershiven, and Little Niki and Toka; Ilsara's children. Only Little Niki and

Toka can be recognized through the tin coatings; Little Niki is six foot seven and hugely broad while Toka is five foot two and walks with a hitch in her stride because of her previously broken hip. If Toka's tin coating is torn off (she is never a zombie) anyone can immediately see that her hipbone is off kilter and has a seam where it's been broken and healed over.

APL 2

☛**Skeletons(6)**: hp 10; see MONSTER MANUAL page 165.

☛**Little Niki, Strongman Skeleton**: Medium-size Undead; HD 1d12, hp 10; Init +5; Spd 30 ft., AC 13 (touch 11, flat-footed 12); Atk +4/+4 melee (1d4+4, 2 claws); SQ undead, immunities; SV Fort +0, Ref +1, Will +2; Str 18, Dex 12, Con -, Int -, Wis 10, Cha 11.

Skills and Feats: Improved Initiative

APL 4

☛**Zombies(5)**: hp 20; see MONSTER MANUAL page 191.

☛**Little Niki, Strongman Skeleton**: Medium-size Undead; HD 1d12, hp 10; Init +5; Spd 30 ft., AC 13 (touch 11, flat-footed 12); Atk +4/+4 melee (1d4+4, 2 claws); SQ undead, immunities; SV Fort +0, Ref +1, Will +2; Str 18, Dex 12, Con -, Int -, Wis 10, Cha 11.

Skills and Feats: Improved Initiative

☛**Toka, Limping Skeleton**: Medium-size Undead; HD 1d12, hp 10; Init +5; Spd 30 ft., AC 13 (touch 11, flat-footed 12); Atk +0/+0 (1d4, 2 claws); SQ undead, immunities; SV Fort +0, Ref +1, Will +2; Str 10, Dex 12, Con -, Int -, Wis 10, Cha 11.

Skills and Feats: Improved Initiative

APL 6

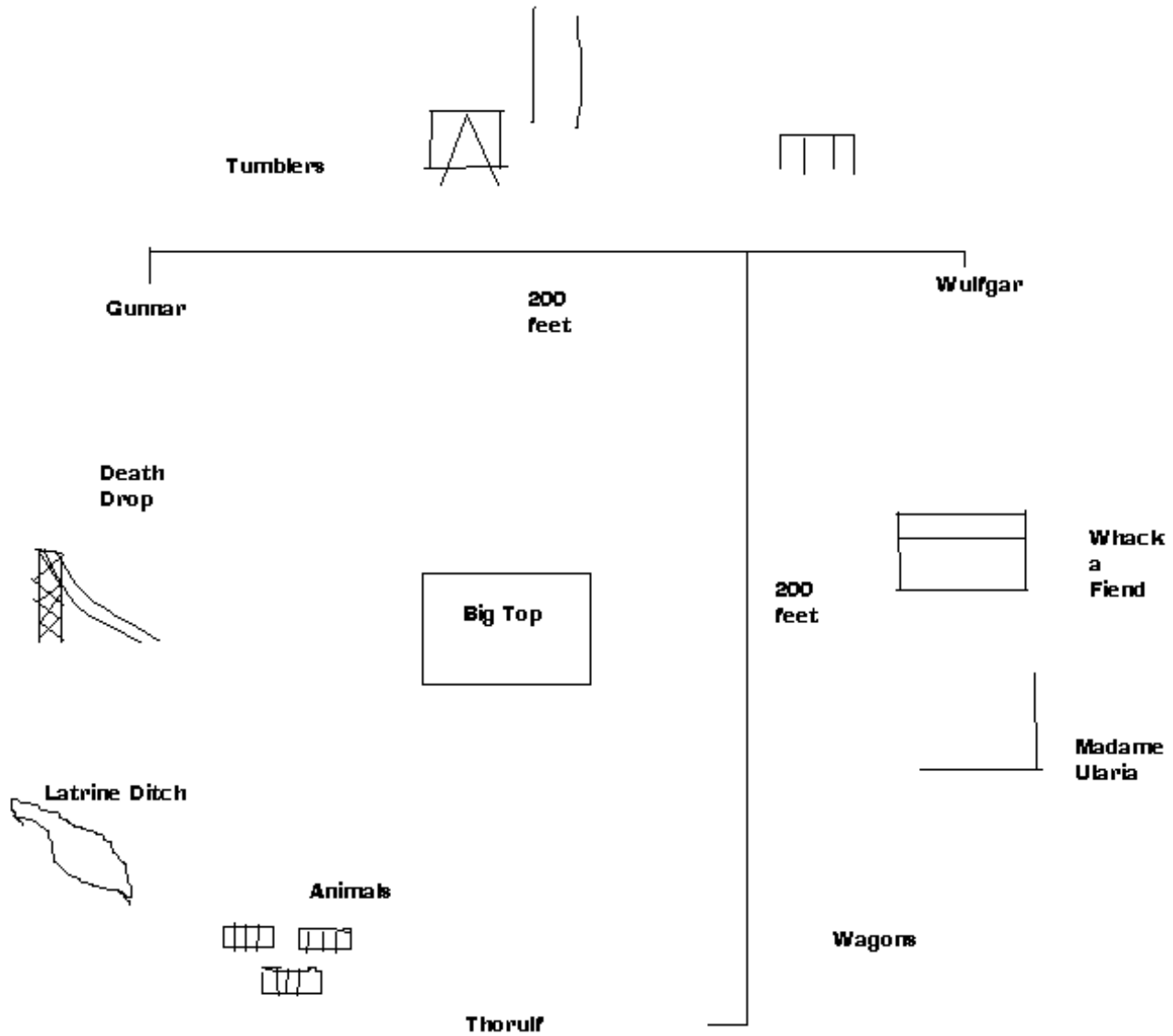
☛**Toka, Limping Ghoul**: Medium-size Undead; HD 2d12, hp 16; Init +2; Spd 30 ft., AC 14 (+2 dex, +2 natural); Atk +3 melee (1d6+1 and paralysis, bite) and +0/+0 melee (1d3 and paralysis, 2 claws); SA paralysis; SQ undead, immunities, +2 turn resistance; SV Fort +0, Ref +2, Will +5; Str 13, Dex 15, Con -, Int 13, Wis 14, Cha 16

Skills and Feats: Climb +6, Escape Artist +7, Hide +7, Intuit Direction +3, Jump +6, Listen +7, Move Silently +7, Search +6, Spot +7; Multiattack, Weapon Finesse (bite)

☛**Little Niki, Strongman Ghoul**: Medium-size Undead; HD 2d12, hp 20; Init +2; Spd 30 ft., AC 14 (+2 dex, +2 natural); Atk +7 melee (1d6+1 and paralysis, bite) and +4/+4 melee (1d3 and paralysis, 2 claws); SA paralysis; SQ undead, immunities, +2 turn resistance; SV Fort +0, Ref +2, Will +5; Str 18, Dex 15, Con -, Int 13, Wis 14, Cha 16

Skills and Feats: Climb +6, Escape Artist +7, Hide +7, Intuit Direction +3, Jump +6, Listen +7, Move Silently +7, Search +6, Spot +7, Multiattack, Weapon Finesse (bite)

☛**Zombies(5)**: hp 20; see MONSTER MANUAL page 191.



ENLISTING THE ICONIC

☞ **Tordek, male dwarf Ftr1:** CR 1; Medium-size humanoid (dwarf); HD 1d10+3; hp 13; Init +1; Spd 15 ft.; AC 17 (touch 11, flat-footed 16); Atks +4 melee (1d10+2/x3, dwarven waraxe), or +2 ranged (1d6/x3, shortbow); SQ Dwarven traits; AL LN; SV Fort +5, Ref +1, Will +1; Str 15, Dex 13, Con 16, Int 10, Wis 12, Cha 6.

Skills and Feats: Climb +0, Jump +0; Exotic Weapon Proficiency (dwarven waraxe), Weapon Focus (dwarven waraxe).

Possessions: Traveler's outfit, scale mail, large wooden shield, dwarven waraxe, shortbow, quiver with 20 arrows, backpack with waterskin, 1 day trail rations, bedroll, sack and flint and steel.

☞ **Mialee, female elf Wizr:** CR 1; Medium-size humanoid (elf); HD 1d4+3; hp 7; Init +3; Spd 30 ft.; AC 13 (touch 13, flat-footed 10); Atks +0 melee (1d6, quarterstaff), or -6 melee (1d6, quarterstaff) and -10 melee (1d6, quarterstaff), or +3 ranged (1d6/x3, shortbow); SQ Elven traits; AL N; SV Fort +0, Ref +3, Will +3; Str 10, Dex 16, Con 10, Int 15, Wis 13, Cha 8.

Skills and Feats: Concentration +4, Knowledge (arcane) +6, Listen +3, Search +6, Spellcraft +6, Spot +3; Scribe Scroll (virtual), Toughness.

Spells Prepared (3/2; base DC = 12 + spell level): 0—*daze, ray of frost, read magic*; 1st—*mage armor, sleep*.

Spellbook: 0—all of them; 1st—*charm person, mage armor, magic missile, sleep, summon monster I*.

Possessions: Traveler's outfit, quarterstaff, shortbow, quiver of 20 arrows, backpack with waterskin, 1 day trail rations, bedroll, sack, flint and steel, 10 candles, map case, 3 pages parchment, ink and pen, spell pouch, spellbook.

☞ **Lidda, female halfling Rogr:** CR 1; Small humanoid (halfling); HD 1d6+1; hp 7; Init +7; Spd 20 ft.; AC 16 (touch 14, flat-footed 13); Atks +1 melee (1d6/19-20, short sword) or +4 ranged (1d8/19-20, light crossbow), or +1 melee (1d4/19-20, dagger) or +5 ranged (1d4/19-20, dagger); SA Sneak attack +1d6; SQ Halfling traits; AL CG; SV Fort +2, Ref +6, Will +1; Str 10, Dex 17, Con 13, Int 14, Wis 10, Cha 8.

Skills and Feats: Climb +6, Disable Device +6, Gather Information +1, Hide +11, Jump +6, Listen +6, Move Silently +9, Open Locks +7, Search +6, Spot +4, Tumble +7, Use Magic Device +1; Improved Initiative.

Possessions: Explorer's outfit, leather armor, shortsword, light crossbow, 10 crossbow bolts, dagger, Backpack with waterskin, 1 day trail rations, bedroll, sack, flint and steel, thieves' tools hooded lantern, 3 pints of lantern oil.

☞ **Jozan, male human Clr1:** CR 1; Medium-size humanoid (human); HD 1d8+2; hp 10; Init -1; Spd 20 ft.; AC 15 (touch 9, flat-footed 15); Atk +1 melee (1d8+1, heavy mace), or -1 ranged (1d8/19-20, light crossbow); SA Turn Undead 4/day 2d6+2; AL NG; SV Fort +4, Ref -1; Will +4; Str 12, Dex 8, Con 14, Int 10, Wis 15, Cha 13.

Skills and Feats: Concentration +6, Heal +6, Listen +4, Knowledge (religion) +0, Spellcraft +4, Spot +4; Alertness, Scribe Scroll.

Spells Prepared (3/2+1; base DC 12 + spell level); 0—*detect poison, guidance, read magic*; 1st—*bles, protection from evil**, *shield of faith*.

* Domain spell; *Deity:* Pelor; *Domains:* Good (good spells cast at +1 caster level) and Healing (healing spells cast at +1 caster level).

Possessions: Cleric's vestments, scale mail, large wooden shield, heavy mace, light crossbow, 10 crossbow bolts, backpack with waterskin, 1 day of trail rations, bedroll, sack, flint and steel, wooden holy symbol (sun disk of Pelor), 3 torches.