

KEO3-05

Crimes of the Heart

A Two-Round D&D LIVING GREYHAWK[®] Keoland Regional Adventure

Version 1.2 – Premiere at ShoreCon

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The Scarlet Brotherhood has been delving into the Dreadwood and the Silent Ones want you to hunt them down. A two-round Keoland regional adventure for APLs 4-10 and Part Two of the Barony of Dilwyck series.

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

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Introduction

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

Preparation

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

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

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

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

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

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

The players are free to use the game rules to learn about equipment and weapons their characters are carrying. That said, you as the DM can bar the use of even core rulebooks

during certain times of play. For example, the players are not free to consult the *Dungeon Master's Guide* when confronted with a trap or hazard, or the *Monster Manual* when confronted with a monster.

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

Scoring

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

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

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

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

This is a LIVING GREYHAWK Adventure. As a LIVING adventure it is expected that players bring their own characters with them.

If players do not have a LIVING GREYHAWK character generated, get a copy of the current LIVING GREYHAWK character generation guidelines, and a character sheet from your convention coordinator or the RPGA Web site, and then have any players without a character create one. Once all players have a LIVING

GREYHAWK character, play can begin.

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

Living Greyhawk Levels of Play

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

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

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

APL also affects the amount of experience you may gain at the end of the adventure. If your character is three character levels or more either higher or lower than the APL this adventure is being played at, that character will receive only half of the experience points awarded for the adventure. This simulates the 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 dogs to attack must succeed at a Handle Animal or Charisma check (DC 10). Failure indicates that the animal will not attack that round. This is a free action (spoken command) that may be attempted each round. If an animal loses half or more hp in a single round it flees, unless another check is successful.

Time Units and Upkeep

This is a standard two-round Regional adventure, set in Keoland. Characters native to Keoland pay one Time Unit per round, all others pay two Time Units per round. Adventurer's Standard Upkeep costs 12gp per Time Unit. Rich Upkeep costs 50gp per Time Unit. Luxury Upkeep costs 100gp per Time Unit.

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

Is It a Full Moon?

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

Adventure Background

For centuries, the Scarlet Brotherhood has longed to recover lost items and lore of their Suel ancestors. New opportunities to do so have emerged with their domination of the Sea Princes. They are particularly interested in the Malhel noble family who was last known to have lived in the depths of the Dreadwood. They blame their misguided Suel cousins, the Neheli and the Rhola, for their demise. None know for sure what became of the Malhel but all remember the great power they wielded in their time. Seeking to recover some of this power, Elder Brother Hammandaturian, the Scarlet Brotherhood ruler of the Sea Princes, has dispatched a team of Brotherhood agents into the Dreadwood to uncover Malhel secrets.

The expedition is based on information provided by a special advisor to the Elder Brother. The advisor, Kro Dreo, is an open member of the Farseeker faction, who seeks to rediscover lost lore and magic in distant lands. Unknown to the Elder Brother or anyone else in the Sea Princes, Kro Dreo is also a member of the Black Brotherhood. The Black Brotherhood is a secret organization within the Scarlet Brotherhood that is dedicated to freeing the mad god Tharizdun. The Black Brotherhood believes that the Malhel may have discovered a plane where the only free avatar of Tharizdun dwells.

The Silent Ones are aware of Scarlet Brotherhood attempts to steal the carefully guarded secrets of the Dreadwood. They sent a Silent One agent and a Dreadwalker patrol to intercept the Brotherhood expedition. After a fierce battle, the Brotherhood team was dispatched and their leader captured alive. Seeking to gain his cooperation, the Silent One agent put a *helm of alignment change* on the Brotherhood leader. The Silent One agent then used his mindbender powers to befriend the former Brotherhood monk, but a huge force of lizardfolk attacked them before they could interrogate him. The Dreadwalkers were all killed and the Silent One

agent left for dead. In the confusion, the Brotherhood monk grabbed a relic the Brotherhood had uncovered and fled into the woods. The Silent One agent, now paralyzed from the neck down, was found days later by another Dreadwalker patrol.

In round one, the Silent One agent wants adventurers to recover the relic, and if possible the monk, before rivals can get to him.

In round two, a magical artifact, found in the depths of the Dreadwood, has been taken by Qodvoldeus, the Baron of Dilwych's sage. The Baron's role in the theft is unclear. The PCs have been charged by the Silent Ones to retrieve the artifact at any cost.

Adventure Summary

Encounter One: In a town on the edge of the Dreadwood, the PCs meet the injured Silent One agent. He tasks them with tracking down the monk and the relic.

Encounter Two: The PCs journey to the site of the battle and begin to track the monk. At the site, they get hints as to the origin of the relic.

Encounter Three: The PCs track the monk to the edge of the Hool Marsh where a Wastrian druid has captured him. They must free the relic, and maybe the monk, from harsh justice.

Encounter Four: Returning with the relic/monk, the PCs are approached a group of Seekers who wish to trade magic for the relic. PCs can agree, fight, or leave peacefully.

Encounter Five: The Brotherhood advisor, Kro Dreo, arrives to take possession of the relic. He won't take no for an answer.

Encounter Six: The PCs finally return to find a wizard waiting to relieve them of their burden. He is in fact the Baron of Dilwych's sage posing as a Silent One. He attempts to dupe the PCs into giving him the relic and leave. The monk is left with the PCs to find his own way in the world. Then the real Silent One agent, now healed, arrives to find the PCs have given the relic to the wrong man. He is furious and demands that they recover it before something bad happens. This is the end of Round One.

Encounter Seven: The PCs travel to the Barony of Dilwych and are greeted by the Baron upon their arrival at his castle. He has no knowledge of the theft but assumes it is part of his "project".

Encounter Eight: The Baron leads the party through his castle to show them his grand project. Along the way, the PCs encounter many strange sights and occurrences, including a castle resident that is possessed by a demon.

Encounter Nine: The PCs are brought to the Baron's secret collection room where he reveals his mad plan to achieve immortality. The Baron becomes confused when Qodvoldeus and the stolen heart artifact cannot be found and agrees to help the PCs look for him. Among his collection the party finds the ancient sword, Vilharian. The sword offers to uncover the sage's secret sanctum if he is freed from his place in the collection.

Encounter Ten: Vilharian leads the party and the Baron into the secret catacombs beneath the castle, or the party finds their own way. Within the catacombs they find strange wall paintings that detail the secret history of Dilwyth and its Baron. The PCs may decipher their meaning with the help of the sword. Pseudonatural allies of the sage locate the PCs and attack.

Encounter Eleven: The PCs track the sage to his sanctum where he reveals himself as a cloaker lord trying to resurrect an uvuudaum (an incredibly dangerous foe from the *Epic Level Handbook*) using its long forgotten heart. The PCs must defeat him and his minions to prevent disaster in the Kingdom of Keoland.

Conclusion: Either the Baron or one of the PCs uses Vilharian to destroy the heart, ending the threat. The party returns to the surface to find the Silent Ones waiting for them. When leaving the castle, the PCs get hints that the story may not be over yet.

Handling Darkwatch, Dreadwalker, or Silent One PCs

DM Aid #1 provides some guidance to DMs as to the impressions they should give PCs that belong to these groups. The DM is strongly urged to find out which of these three metaorganization's members might be present, and to distribute the information found on the DM Aid to them accordingly.

Introduction

Rumors have abounded throughout Keoland that Sakatha the Lizard King has again rose from the dead in the Viscounty of Nume Eor. Many adventurers traveled south to Kimberton to confirm or deny if one of Keoland's most feared enemies lives again. Both the wild rumors and the many adventurers that arrived to confront the menace shocked the new viscount, Richart Jorgos. Not one to miss an

opportunity, the viscount increased the bounty on lizardfolk hides and sent the adventurers in the direction of the Hool Marsh.

Some of you have gotten a different idea, however. An old man in a tavern spoke of a village to the east where Sakatha is said to be buried nearby. This village, Waycombe, is on the northwest border of the Hool Marsh, south of the Dreadwood, and east of the village of Haven.

Have all spellcasters choose their spells now. Some people may recognize Waycombe from the old first edition adventure, I2 *Tomb of the Lizard King*. The rumor is false, and has been spread by the Scarlet Brotherhood to discourage settlement in Nume Eor. A Gather Information check (DC 20 + the APL) will reveal that the rumor is false, but not who started it or why.

Encounter One

Your travel through Nume Eor has been uneventful. You rode past the ruined former capital, Vendare, as well as several burned or long abandoned villages on your way to the eastern border. Stopping briefly at the half-breed village of Haven, you find that Waycombe is no longer within the current borders of Nume Eor. Following the Yeomen withdrawal from Nume Eor after the Greyhawk Wars, the Dreadwalkers claimed and fortified the town with the aid of the Keoish Royal Standards. Few even know the town still exists, much less travel there.

Following the small River Ardo that empties into the Hool, you soon find the small, walled outpost of Waycombe. The walls of the town command a good view of the Hool directly to the south and the Dreadwood some distance to the north.

You are let through the gate without challenge, and directed to the sole inn on the far side of the village. The streets are near empty and everyone moves with quiet purpose. There are no shops to speak of, and no children or pets roam about.

As you approach the small inn, you notice a thin but growing wisp of smoke emerging from one of the second story windows!

A Spot check (DC 15 + the APL) will alert the PC that is in fact steam, not smoke. When the party makes their way up to the particular room, they find the door unlocked. If they enter:

You enter the room to find a distinguished looking Suel man lying stiffly on a large bed. On the headboard above him sits a winged creature, which

appears to be female, snorting steam out of her nose. The man rolls his eyes at you from his lying position and states, "Took you long enough then, didn't it?"

A Knowledge (the Planes) at DC 10, or a Bardic Knowledge or Knowledge (arcana) check at DC 20 will allow a PC to identify her as a mephit. The man will introduce himself as Wilmot of the Silent Ones, and his familiar as Kettle. He will relate the following information to the party:

- He is paralyzed from the neck down.
- He and some Dreadwalkers attacked some Scarlet Brotherhood in the Dreadwood not far from Waycombe.
- They appeared to be trying to unearth ancient ruins. He and the Dreadwalkers killed them all except their leader.
- In an effort to get the leader's cooperation, Wilmot put a *helm of opposite alignment* on him. He also used special magic to permanently befriend him.
- When he began to interrogate the leader, a great force of lizardfolk emerged from the wood screaming about "desecration" or some such thing, and attacked them. These lizardfolk were hideous aberrations – some with three arms, a second head, or bat wings.
- During the attack, the Brotherhood leader seized an ancient artifact and fled into the woods. Wilmot didn't get a look at what the artifact was.
- All the Dreadwalkers were slain; Wilmot was left for dead with a broken neck. Kettle kept him safe until a Dreadwalker patrol found him days later.
- The ancient artifact taken must be retrieved; it could be dangerous. The Brotherhood leader should be brought back for further interrogation if possible. It may help to mention Wilmot to get his cooperation (since he used befriending magic on him).
- He will be leaving tomorrow to go to a Dreadwalker outpost to be healed. He will send an agent to meet them here as soon as possible. He is not sure who it will be yet.

The Dreadwalkers in the town give a map and provisions to the party so they may make their way to the site of the attack. They guess he will be heading south towards the Sea Princes.

☞ **Wilmot, Agent of the Silent Ones:** Male Human (Suloise) Sor6/Mndbndr6.

☞ **Kettle, Wilmot's Familiar:** Female Steam Mephit, see *Monster Manual*.

Tactics: Wilmot is a seasoned and dedicated Silent One operative. He cares little for politics and less for meddlesome adventurers. This time however he has no choice but to put his trust in adventurers to correct his "failure". He will grudgingly ask the PCs to help and will bristle at any mention of a reward for their assistance; he feels Scarlet Brotherhood involvement is enough to make anyone want to get involved. He does not trust the adventurers but he has no choice.

Kettle cares little about anything except the safety of her master. They are long time companions, and she is very affectionate and mothering to Wilmot, especially in his current weakened condition. She thinks the adventurers are rookies and should be flattered that Wilmot would give them such an important task.

Encounter Two

You have made your way to the region of the Dreadwood described by Wilmot without difficulty. It lies about an hour east of Waycombe and is easily followed. A scene of chaos greets you upon your arrival. A large muddy hole surrounded by digging tools first captures your attention. Within it are the mangled bodies of what you guess were once the Scarlet Brotherhood men. Throughout the clearing blood stains the dirt and leaves. Many reptilian tracks, including some too large for mere lizardfolk, have been left in the loam.

Anyone with the Track skill can make out the following with a Wilderness Lore check at DC 10 + the APL:

- The lizardfolk force came from the south but left to the east. They apparently took bodies with them, as there is no lizardfolk corpses left behind. The tracks are subsequently lost in a nearby stream.
- Some sort of wooden stretchers were dragged towards Waycombe.
- Someone had a small camp here a few days old.

With a Wilderness Lore check at DC 15 + the APL:

- You find a bed of leaves around which all the plants have been slightly scalded.
- A single set of humanoid tracks heads east and then south towards the Hool Marsh.

If the party moves the bodies out of the excavated hole:

Having removed the dismembered Brotherhood bodies, you find what appears to be an ancient stone altar of some sort, not unlike the ones the Old Faith is reputed to have hidden throughout the Flanaess. This block of stone has a large, deep, bowl-shaped depression at its center. The surface of the stone is etched into a picture of writhing tentacles leading towards the center. As shown by the blood of the Brotherhood men on its surface, the darkened stone grooves that make up the tentacles also once served to channel the blood of sacrifices into the bowl. Looking closer, it is obvious that until recently something lay within it.

If anyone has played the Keoland regional adventure **KEO1-03 Charting the Course**, they may recognize the same tentacle/tendrill design from that adventure's lizardfolk holy symbols. Following the lizardfolk will lead to the tracks being lost in a nearby stream as noted above. The party can follow the humanoid tracks or simply head south in pursuit of the Brotherhood leader.

Encounter Three

Either following the tracks or just heading south as recommended by the Dreadwalkers:

Traveling south, you have exited the Dreadwood and have entered the scrubland that separates it from the Hool Marsh. The ground slowly becomes damper, and the trees shorter and sparser. It is drawing towards dusk, and you come upon a large lagoon on the northern edge of the Marsh.

The beginning of the encounter depends on how the PCs arrived at the location. If they used *scrying*, *bloodhound*, or a similar spell to track the leader successfully, then they will arrive as the monk is facing off with the Conclave Druid and his dire toads. A Bloodhound's or other class/prestige class with the fast tracking ability will do this as well. If they used just the Tracking feat or Scent ability to follow, then the monk will be at Con 5 from dire toad poison when they arrive. If they simply headed south without tracking, went after the lizardfolk, or other methods of following, the monk will be at Con 1 when they arrive.

Remember that they are still on the same day, so memorized spells will not have changed.

Further along the shore of the grotto, you see a wild-looking man directing some enormous toads. The toads appear to have a Suel man in red monk's robes surrounded.

Describe the monk's condition based on the information above.

The wild man is laughing with apparent glee as the giant toads take their time finishing him off.

The man is a druid from the Conclave of the Hopping Prophet (first appeared in the Keoland regional adventure **KEO1-08 Warts and All**). He can be approached peacefully and spoken with. He intends to execute the Brotherhood monk as per King Kimbertos' decree on the discovery of Scarlet Brotherhood spies in Keoish territory. The king has recognized members of the Conclave as Keoish citizens. He will not be denied his execution but he will allow the PCs to search the monk for the stolen artifact. There is a very small chance that the druid can be persuaded to give up the monk without a fight with a Diplomacy check (DC 20 + the APL).

Modifiers to the check:

- -4 if persuading character is non-human.
- -2 to all checks if there are any non-humans in the party.
- +2 if the persuading character is a member of some official, at least in his mind, Keoish government organization (NAW, Dreadwalkers, Darkwatch, Sea Mages, etc., but not Haven, Alleyway Defenders, Clan Stonecrow, or other non-human based meta-organization).
- +2 if the persuading character is a Keoish noble.
- +4 if the character is a human worshipper of Wastri, god of human bigotry (must show holy symbol).
- +2 if the persuading character is a Knight of the Watch/Dispatch or a Silent One.
- +1 if the persuading character mentions the Master of the Wastrian Conclave (in a favorable way only, of course).

APL 4 (EL 6):

☛ **Bupo the Conclave Druid, Male Human Drd6:** hp 41, see Appendix III.

☛ **Dire Toads, Animal Companions (3):** hp 30 each, see Appendix II.

APL 6 (EL 8):

☛ **Bupo the Conclave Druid, Male Human Drd7/TmrofBsts1:** hp 54, see Appendix III.

👉 **Advanced Dire Toads, Animal Companions (2):** hp 60 each, see Appendix III.

APL 8 (EL 10):

👉 **Bupo the Conclave Druid, Male Human Drd7/TmrofBsts3:** hp 68, see Appendix III.

👉 **Advanced Dire Toads, Animal Companions (2):** hp 75 each, see Appendix III.

APL 10 (EL 12):

👉 **Bupo the Conclave Druid, Male Human Drd7/TmrofBsts5:** hp 81, see Appendix III.

👉 **Advanced Dire Toads, Animal Companions (3):** hp 60 each, see Appendix III.

All APLs

👉 **Master of Dragons Damoth, Male Human Suloise Ex-Mnk7/RdAvngrr1:** hp 48; see Appendix III.

DM Note: At APL 8 and 10, the dire toads have *blood bond* with the tamer. They gain +2 bonus on all attack rolls, checks, and saves after witnessing any threat or harm to the tamer. Additionally, medium size toads can swallow whole medium size creatures.

Tactics: If the party tries to take the monk or trick the druid in anyway, he and his toads will attack, declaring the PCs as traitors to Keoland. His tactics will always be to enhance, protect, and support his toad companions. He will avoid direct melee as much as possible. The majority of his and his toads' attacks should be directed at any non-humans. If any character is small enough to be swallowed whole by one of the dire toads, then all toad attacks will be directed at him or her initially. Once fighting has broken out, the druid cannot be calmed down by normal means.

If an opportunity presents itself, the Brotherhood monk will attempt to escape. If not, he will surrender himself honorably to the PCs. He will execute a total defense during any fight. If he does try to escape, the druid will do everything he can to kill the monk before he can get away.

Point out to lawful or good characters that the druid is following Keoish law by executing the Scarlet Brotherhood leader. Additionally, by attacking the druid, they are attacking a Keoish citizen. A request to bring the monk back alive by a Silent One does not necessarily supercede Keoish law.

However the scene plays out, the PCs will end up with the stolen artifact. The druid is content to let them have it. The monk (Damoth), if still alive, will hand it over grudgingly to his new captors. If taken from the monk's

corpse, it is in his backpack. When they examine it read the following:

The contents of the backpack are emptied to reveal a desiccated heart of great size! Surely it was taken from something as large as a dragon or giant. It is devoid of color, with the tissue having a translucent character to it. It is firm to the touch, with a disconcerting, rubbery feel.

The heart will detect as magic but nothing else. It cannot be cut or pierced in anyway. No Knowledge skill can identify its origin. Damoth, if alive, admits he has no idea what it is but thought it might be valuable to the Brotherhood. Bardic Knowledge at DC 30 will reveal nothing about the heart other than it may pre-date human settlement of this region. Anyone handling or carrying the heart will get an unshakable feeling of unease (-1 on all die rolls for as long as the heart remains in her possession).

Development: Damoth's entire world was been turned upside down when the Silent One agent used a *helm of alignment change* on him. He still considers himself loyal to the Scarlet Brotherhood but with his new outlook has begun to doubt their beliefs and methods. He is contemplating defecting to the Silent Ones, a Suel noble house, or a church of a chaotic Suel god. Since the Silent One agent used his *friends forever* power on him, joining the Silent Ones seems the most appealing at present.

If/when he is saved from the Wastrian druid, he will be quite thankful and cooperative with the PCs. He will expect to be treated as a distinguished and respected prisoner. He will refuse bonds of any type. Should the PCs attempt to bind him, he will fight back and attempt to escape. While the PCs are escorting him back to Keoland, he will attempt to escape if they threaten or abuse him. He cares nothing about the heart relic that he found, beyond it being a possible bargaining chip.

Treasure: The treasure consists of Bupo and his companions' possessions.

APL 4: L: 1 gp; C: 0 gp; M: 3 *collars of resistance* +1 (41 gp each).

APL 6: L: 1 gp; C: 0 gp; M: 2 *collars of resistance* +2 (163 gp each).

APL 8: L: 1 gp; C: 0 gp; M: 2 *collars of resistance* +3 (368 gp each).

APL 10: L: 1 gp; C: 0 gp; M: 3 *collars of resistance* +4 (653 gp each).

Encounter Four

However the previous encounter ended, the characters will get the idea that they should leave the Hool Marsh before nightfall. If the druid lived, he will head off into the Marsh, with his toads, before sunset.

You make haste out of the Marsh as the sun begins to set. Moving through the swampland at night does not appeal to even the most foolhardy of you. Returning to the scrubland, you bear west back towards Waycombe. As you are trying to decide whether to travel on through the darkness or camp for the night, you smell seasoned meat cooking in the direction you are traveling. Moving closer, you clearly see three people around a large campfire, talking loudly as if they have no fear of being found in such a dangerous locale.

Examination will show a wizardly human, a roguish halfling, and a martial looking elf. The PCs are expected, and the three people will not act hostile in any way regardless of how the PCs approach their campsite (invisibility, sneaking, flying, etc). Whenever and however the PCs make contact, read the following:

The older human male stands up, leaning on his staff, and says, “We were beginning to worry. What took you so long?” The elven female rises and eyes you grimly, while the halfling whistles happily as he continues to prepare the meal in the fire.

The campers are representatives from the Seekers, a group of magic hunters. They have been sent to deal with the PCs for the heart. They make the PCs at home in their camp, offer them food, and make small talk. After the niceties are complete the human begins negotiation, as follows:

- The Seekers know about and want the heart relic.
- They were told that they would meet them here this evening.
- The Seekers are constantly at odds with the Silent Ones over their magic item “collecting”.
- They personally do not know what it is but some of their superiors might.
- If Damoth is there, they could not care less about him or his fate.

In exchange for the heart, they offer forbidden knowledge from a master Seeker, Eli Tomorast. The PCs will gain access to a dark tome (see the Treasure Summary for details).

APL 4 (EL 6):

☛ **Brimble, Seeker, Male Halfling Rog3:** hp 14, see Appendix III.

☛ **Reighnaa, Seeker, Female Wood Elf Rgr3:** hp 27, see Appendix III.

☛ **Braga, Seeker, Male Human (Oeridian) Clr3:** hp 18, see Appendix III.

APL 6 (EL 9):

☛ **Brimble, Seeker, Male Halfling Rog6:** hp 27, see Appendix III.

☛ **Reighnaa, Seeker, Female Wood Elf Rgr6:** hp 54, see Appendix III.

☛ **Braga, Seeker, Male Human (Oeridian) Clr6:** hp 36, see Appendix III.

APL 8 (EL 11):

☛ **Brimble, Seeker, Male Halfling Rog7/DngnDlvr1:** hp 36, see Appendix III.

☛ **Reighnaa, Seeker, Female Wood Elf Rgr8:** hp 72, see Appendix III.

☛ **Braga, Seeker, Male Human (Oeridian) Clr7/DvnOrcl1:** hp 47, see Appendix III.

APL 10 (EL 13):

☛ **Brimble, Seeker, Male Halfling Rog7/DngnDlvr3:** hp 45, see Appendix III.

☛ **Reighnaa, Seeker, Female Wood Elf Rgr10:** hp 90, see Appendix III.

☛ **Braga, Seeker, Male Human (Oeridian) Clr7/DvnOrcl3:** hp 55, see Appendix III.

Tactics: Although this is intended to be a role-playing encounter, some characters (Dreadwalkers, Darkwatch or Silent Ones) may want to apprehend the Seekers as criminals. If anyone attacks, they will express regret but will fight back without pulling any punches. They are professional adventurers and should be played intelligently in a fight. If two of them fall, the third will surrender or flee. If they win, they will tie up the PCs, and magically heal as many PCs as possible before leaving with the heart. If a deal could not be struck but no fight broke out, then the Seekers will depart in the morning with no hard feelings. They head northwest toward the western edge of the Dreadwood.

Development: The characters can take the deal. If they do, go to **Encounter Six – Taking the Deal**. All will know doing so seriously violates Keoish law as well as the

trust of the Silent Ones. If they do so, and Damoth is present, he will express his disgust for the “mercenary” PCs openly. Should they take the deal, both sides will part amicably in the morning.

Treasure: The treasure consists of the Seekers’ possessions.

APL 4: L: 72 gp; C: 0 gp; M: *+1 short sword* (193 gp).

APL 6: L: 72 gp; C: 0 gp; M: *+1 hunting short sword* (693 gp).

APL 8: L: 72 gp; C: 0 gp; M: *+2 hunting short sword* (1,526 gp).

APL 10: L: 148 gp; C: 0 gp; M: *sylvan scimitar* (4,651 gp).

Encounter Five

Morning breaks to find a warm, thick fog enveloping your campsite. You move slowly, eventually stumbling upon an old trapper’s trail heading in the direction of Waycombe. The trail makes traveling easier, and you begin to feel that you might make it back to the village by nightfall. The day is overcast, and the sun has failed to burn away the fog that prevents anything but near sight. You stop briefly for your mid-day meal, and continue onwards. It is then that you see a man silently standing with his arms crossed in the path before you. He is an older Suel man in plain ebony robes with an inverted black pyramid symbol around his neck.

If Damoth is with the party, he will gasp audibly, “Kro Dreo!” and look terrified. Anyone that knows Ancient Suloise will know that *kro* means pious and usually indicates a person is a cleric.

He looks up at no one in particular and commands with authority, “Get me the Heart... now!” Stepping out of the fog behind him is an insect-like humanoid with red glowing eyes, wielding a wicked looking trident.

The fog will grant 20% concealment to any target farther than fifteen feet away from an attacker.

The creature is a mezzoloth summoned by Kro Dreo’s *lesser planar ally* spell. A Knowledge (arcana) at DC 20 + the APL or a Knowledge (the Planes) at DC 15 + APL will identify the creature as a type of yugoloth called a mezzoloth.

APL 4 (EL 7):

☛ Kro Dreo, Male Human (Suloise)
Clr6/Doomdreamer1: hp 42, see Appendix III.

☛ Mezzoloth: hp 54, see Appendix II.

APL 6 (EL 9):

☛ Kro Dreo, Male Human (Suloise)
Clr6/Doomdreamer3: hp 54, see Appendix III.

☛ Mezzoloth: hp 54, see Appendix II.

APL 8 (EL 11):

☛ Kro Dreo, Male Human (Suloise)
Clr6/Doomdreamer5: hp 69, see Appendix III.

☛ Mezzoloth: hp 54, see Appendix II.

APL 10 (EL 13):

☛ Kro Dreo, Male Human (Suloise)
Clr8/Doomdreamer5: hp 81, see Appendix III.

☛ Mezzoloth: hp 54, see Appendix II.

Tactics: While the mezzoloth combats the party, Kro Dreo will attempt to stay out of the combat and enjoy the show. He will take no offensive action until the mezzoloth is dead or gone, casting as many defensive spells as he is able. ONLY if a PC enters melee with him will he begin casting his offensive spells.

He will begin by casting *wall of force*, and will use his *dark lore* power on Damoth, if present, to reveal that he no longer believes in the Scarlet Brotherhood. The mezzoloth will start off with an area *dispel magic* on the PCs. He will follow that with another area *dispel magic* or *dispel magic* on an obvious magic item. Following that he will cast *cloudkill* and charge into melee. If Damoth encounters Kro Dreo, he will immediately recognize him as a member of the Black Brotherhood. Should the fight go against the PCs, he will attempt to flee. If unbound, he will try to assist the PCs fight.

One possible survival tactic for the PCs is to give the mezzoloth the heart to give to Kro Dreo. Doing so will complete the task of the *lesser planar ally* spell and the mezzoloth will disappear. Allow PCs Knowledge (arcana) or Spellcraft checks at DC 24 to think of this. Subtract 2 from the DC each subsequent round and let them re-roll (so DC 22 on round 2, DC 20 on round 3, etc.). Damoth, if present, may think of this as well. If Kro Dreo is behind a *wall of force*, the mezzoloth will use *teleport without error* to deliver the Heart to him.

Important DM Notes: To give the lower level PCs a fighting chance, **at APL 4 and 6** the mezzoloth is assumed **to have already used** its *cloudkill* powers for the day! Also, if/when the Heart comes into Kro Dreo’s possession, he will attempt to make his escape by any means possible.

If the PCs make it back to Waycombe with the heart, proceed to **Encounter Six - Returning the Heart**. If

they are defeated in one of the encounters and the heart is taken, proceed to **Encounter Six – Defeated PCs**.

Treasure: The treasure consists of Kro Dreo's possessions.

APL 4: L: 16 gp; C: 0 gp; M: *headband of intellect +2* (333 gp).

APL 6: L: 16 gp; C: 0 gp; M: *headband of intellect +4* (1,333 gp).

APL 8: L: 16 gp; C: 0 gp; M: *headband of intellect +4* (1,333 gp).

APL 10: L: 41 gp; C: 0 gp; M: *headband of intellect +4* (1,333 gp).

Encounter Six

Returning the Heart

If the characters make it back to Waycombe with the heart, then proceed with this conclusion. Read the box-text very matter-of-factly as if it is the end of the adventure:

The fog has finally dissipated, allowing you to make it to town before sundown. Heading towards the inn, you are quickly approached by a man who appears to have been waiting outside. He is a Suel, completely devoid of hair. He approaches you nervously and says, "I have been sent by Wilmot. I am here to take possession of the heart." With that, he opens a leather sack with the symbol of the Silent Ones on it for you to place it in.

Some people may recognize the man as Qodvoldeus, the Baron of Dilwych's sage, from the Keoland regional adventure **KEO2-04 Illegal Aliens**.

If asked about being the Baron's sage, he will say wryly, "I am more than just a mad baron's sage..." He consumed a *potion of glibness* just prior to the PCs arrival and wears a *ring of mind shielding*. He is able to describe the entire situation, Wilmot, and his familiar very accurately. He will not discuss what he thinks it is or what he intends to do with it. He is very business-like and appears eager to be away with it. If asked about Damoth, he will simply say, "He is free to go." He appears to have little to no interest in him at all. When given the heart he *teleports* away. If the PCs refuse to give him the heart, proceed to **A Stolen Heart** below.

After staying in the inn for the night, read the following:

You all stiffly make your way down to the common room for breakfast. As you all discuss where you plan to head to next, Wilmot strides through the front door of the inn. He almost smiles at you and says, "Well, where is it?"

When the PCs explain that they gave it to someone else:

"YOU DID WHAT!?! I don't care who he said he was, he was not a Silent One! YOU are going to get it back!"

If the PCs describe the man, he will recognize him as the Baron of Dilwych's sage, and say:

"You are going to ride up there to Dilwych and retrieve that heart-thing by any means possible! I don't know if the Baron is involved but from what I know of his current condition, I sincerely doubt it. I will gather some fellow Silent Ones and follow as I am able."

Give the PCs Player Handout #1. Proceed to round two (**Encounter Seven**).

A Stolen Heart

Should the PCs refuse to give the Heart to Qodvoldeus under any circumstances, he will eventually leave saying that the Silent Ones will punish them for their lack of cooperation. The next day Wilmot will show up and know nothing about Qodvoldeus. He will take custody of the Heart and assure that the sage "will be dealt with." Wilmot and Kettle will leave Waycombe immediately. As the PCs are preparing to leave, Wilmot returns, carrying the dead body of Kettle. He explains:

"We were beset by a large number of foul alien beings. Cloakers, or so they are known... I realized I was doomed so I gave the Heart to Kettle to fly back here. She was struck from the sky by a spell from the sage, Qodvoldeus. He and his creatures fled with the Heart. I need your help. I don't know if the Baron of Dilwych is involved but from what I know of his current condition, I sincerely doubt it. The Silent Ones cannot simply assault a noble's castle, however. I would ask that you see this task through to conclusion. Will you go to Dilwych and recover the Heart before something terrible happens?"

Give the PCs Player Handout #1. Proceed to round two (**Encounter Seven**).

Taking the Deal

Read this conclusion if the party traded the heart to the Seekers. Whether they go back to town or try to make their escape some other way, Wilmot will find them. When he does, read the following:

Wilmot has found you and he is seething with anger. Kettle, his steam mephit familiar, hovers slightly over his shoulder her nostrils whistling with steam. "I hope that it was worth it, fools! The Seekers are

already dead, and the heart stolen! Twice, in fact! Did you think I was sending you to fetch some common spell component? Fortunately for you, the Silent Tower has managed to find out who has it. It is the Baron of Dilwyche's sage, Qodvoldeus. You are going to ride up there to Dilwyche and retrieve that heart-thing by any means possible! I don't know if the Baron is involved but from what I know of his current condition, I sincerely doubt it. If you do not return it to me, I will personally see to it that every one of you will be executed for treason under the authority of the King!"

If Damoth still lives then Wilmot will take custody of him. The characters receive a *Bad Reputation* (see the Treasure Summary).

Give the PCs Player Handout #1. Proceed to round two (**Encounter Seven**).

Defeated PCs

If the party was defeated during the adventure and the heart taken read:

You have finally made it back to Waycombe. You sulk around the common room of the inn mulling over your defeat. Not sure what to do next, Wilmot suddenly walks through the front door of the inn. He says, "The Dreadwalkers have already told me that you did not fare well. I grieve for the injuries you have suffered at my behest. However, it may give you solace to know that the Silent Tower knows who now has the heart. It is the Baron of Dilwyche's sage, Qodvoldeus. I don't know if the Baron is involved but from what I know of his current condition, I sincerely doubt it. The Silent Ones cannot simply assault a noble's castle however. I would ask that you see this task through to conclusion. Will you go to Dilwyche and recover it before something terrible happens?"

If Damoth still lives then Wilmot will take custody of him. Give the PCs Player Handout #1. Proceed to round two (**Encounter Seven**).

End of Round One

Encounter Seven

Things have not gone as planned in the Dreadwood. You now find yourselves traveling the length of Keoland to track down an ancient, and perhaps dangerous, stolen artifact at the request of the Silent

Ones. You make all haste in your travels and soon pass through the long neglected and isolated Barony of Dilwyche. Your group goes relatively unnoticed, or perhaps ignored, by the reclusive Keoish peasants of the region. Eventually you find yourself before the immense, sprawling castle of the Baron, Castle Draconis Imperious.

You warily approach the gothic edifice that is the seat of the barony. It is set upon a great hillock and has large stone walls around its entire perimeter. The construction appears to have occurred at various times in history and in a variety of architectural styles. Banners, flags, wind chimes, bells, wind stones, pipes, and a variety of other similar items are placed haphazardly around the walls and towers of the castle. The discordant sound produced when the wind blows seems to match the odd nature of the building.

Two Suel men-at-arms stand guard at the front gate. However, the attention of the men appears directed towards the interior of the castle.

These guards are 1st level fighters with equipment as listed in the *Dungeon Master's Guide*. If the PCs approach or call out to them:

The men hardly seem to notice you until you deliberately make yourselves known. The guard casually reaches over to pull a bell cord. High above, you hear the disconcerting sound of a large cracked bell. Seeing a middle-aged man in silk pantaloons heading across the courtyard towards the gate, the men open it to allow you entrance. Strangely, you notice that the gate was barred from the outside...

Characters that have played the Keoland regional adventure **KEO2-04 Illegal Aliens** will recognize the man as Malwieg I, Baron of Dilwyche. See Appendix III for more details on the baron.

As the man sights you, he breaks into an open trot towards the gate. He calls out eagerly to his guards, "Oh! Oh! Who is it this time, men? Rhenee? Peddlers? Religious fanatics? Petitioners?! Oh, wouldn't that be grand! Oh wait, these appear much too grim, they must be here on some 'official' business..." He makes a dramatic quotation sign in the air with his hands. Upon making that disgusted determination, the nobleman pouts profoundly as you are led through the heavily fortified gate.

"Well, what do they want this time...?" he asks as he sighs dramatically.

Allow the PCs to tell their story with little to no interruption from the Baron. The Baron becomes more and more excited about their story, regardless of how or

what they tell, until he is absolutely bursting with enthusiasm by the time they conclude. When the PCs have finished addressing the Baron, proceed to Encounter Eight.

Encounter Eight

“A mystery!!!” he gushes. “Oh, I have not heard a good one since that messy Seeker business in the Dreadwood.¹ This time, however, I am the one who can provide the answers. Do follow me and all will be revealed!” He starts off at a trot across the courtyard towards the largest and oldest part of the castle. As you approach, you now hear a haunting tune coming from a pipe organ in the grand entry hall. Within you see a great mechanical organ belching steam. Before it, a small wisp of a man plays with reckless abandon. Malweig moves up and taps the man on the shoulder to stop his playing. “Say hello to our guests, cousin Ludweig.” The man slowly turns around on his stool to grin at you with empty eye sockets.

“He blinded himself rather than learn to read sheet music. Says it would limit his musical creativity,” Malweig explains. With nothing but a shrug, the Baron heads further down the hall.

Verify that the PCs are following along before continuing. The poor blind wretch will only grin, smile and nod to any questions put towards him, and eventually he'll simply turn away – even in mid-question – and go back to his music. If a good-natured PC somehow restores Malweig's cousin's sight (with a *Regenerate* or similar powerful magic) the madman will shriek and attempt to blind himself once more.

Following the Baron, you enter a room where several people are gathered around tables of varying size. Suel and Oeridian people of various age, gender, and dress are present. Some appear well groomed while others might not have bathed in weeks. All are engaged in the activity of painting. Some drool into their paints, others eat them, while still others paint the walls, floor, table, and even some canvas with wild glee.

Refer to **DM Aid #2** for map of this room.

The Baron will stand on a nearby chair and clap his hands. As he does, the people will seem to do whatever

strange acts they are already engaged in with even greater alacrity and fervor. The DM is encouraged to role-play the utter madness of these folk. Some are icily calm, other shriek and gibber, and still others do both.

As Malweig urges them on to greater creative heights, you notice a beautiful red-haired Suel woman lurking in the corner of the hall. As the Baron steps down from the chair and rejoins you, she quickly heads in your direction.

“Malweig, darling, who are these delicious people you've brought for me to play with?” she breathes lustily. Abruptly, the woman falls to the ground to become a sobbing, pleading wreck. “PLEASE, BY ALL THAT IS HOLY, SLAY ME WHERE I LAY! I CANNOT TAKE THE TORMENT ANY LONGER!” Just as abruptly, a low throaty chuckle escapes her smiling lips. “Which one will have me first... you, perhaps.”

Ahllia points to the most brutish, ugly, LOWEST CHA PC that she sees, encouraging them to join her in the throes of passion. She will, however, revert back to Ahllia's persona and scream for the PC to “get their filthy hands off me!” She'll then coo for the PC to return and indulge his desires.

Rather dismissively, Malweig sighs “I am afraid that Ahllia has been like this since adolescence. She used to be a model of chaste nobility but now she has been reduced to... this.” He shakes his head, and then suddenly looks up, smiling. “Say... you don't think YOU could help her, could you?”

Ahllia has been possessed for years by a succubus. See Appendix I for rules on possession. When her behavior became embarrassing and disgraceful to her noble family, they locked her away in Dilwyck. She and her possessing demon have been here ever since, blending into the chaos and madness of the place.

☞ **Ahllia:** Female Human (Suloise) AriI; Al: LG.

Ahllia seeks death to free her from her years of torment. She is aware of her possession and believes that only death will give her peace. Even if her true condition was ever revealed and “cured”, she knows that she would forever be considered “tainted” by her family and fellow Keoish nobles anyway.

☞ **Vladana:** Succubus, see *Monster Manual*.

IMPORTANT NOTE: Vladana will not physically manifest during this adventure. She will only harry the PCs through Ahllia or by possessing their items.

Vladana has grown bored with this possession. Ahllia's recent obsession with suicide is all that maintains her

¹ The Baron refers to the events of the Keoland regional module KEO2-04 *Illegal Aliens*

interest. She sees the PCs as wonderful new toys with which to play.

Tactics: Vladana will do everything she can to get the PCs to kill Ahllia or play a role in her suicide. She will taunt, mock and attack them. She will allow Ahllia to take control of herself to plead for her own death or attempt to gain a weapon with which to kill herself. If the PCs are unresponsive to those efforts, Vladana will try harming innocent residents of the castle in an effort to provoke an attack from the PCs.

Vladana cannot be coaxed out of Ahllia's body except by her death. She will not possess a PC or any other person while Ahllia is still alive.

Development: Should Ahllia somehow perish, Vladana will attempt to possess PCs weapons (or secondarily items) until she succeeds. She will keep this possession a secret until she can cause the most chaos during a combat. If her possession is discovered and the weapon/item is no longer used she will attempt to possess other weapons/items until the end of the adventure.

Most likely, the demon will leap into an item possessed by the PCs as described in Appendix Two. Malweig won't realize that the demon is not gone, but simply in possession of a new host, and will applaud the efforts of the PCs (if skillful) or chide them (if they dealt harshly with the poor woman).

Malweig encourages the PCs to help Ahllia while warning them that she is a noblewoman despite her state and that slaying her will arouse his ire. There are a number of ways they can do this - either by something as heroic as exorcising the possessing demon from her, or by something as mundane as subduing her and knocking her out.

Malweig will banish them from Dilwych lands for a decade if they slay her out of hand. She is, after all, a noblewoman. Such PCs will gain the *Banished!* status on their AR (see the Treasure Summary). Malweig *won't* banish the PC until after the current events (i.e. this module) have been resolved. Ahllia **is** a Keoish noble [possessed or no], and killing her is a high crime in Keoland. Get the PC NAME, PLAYER NAME, and RPGA# of players responsible for her death and notify the Keoland Triad. The PC is subject to the "Hunted and Wanted" rules of Keoland, as Outlined in the Metaorg Book #0.

Encounter Nine

Once the situation with Ahllia has played itself out, Malweig continues his tour:

Drawing your attention back to him following your efforts in dealing with poor Ahllia, Malweig gestures grandly for you to follow him deeper into the castle. Chuckling and muttering softly, he leads through the maze-like corridors of the original keep. Finally, he brings you into an elaborate room of exquisite construction. He takes a bow and with a flourish gestures to its contents, apparently awaiting accolades of some sort from you.

Taking in the room, you see that it is laid out in a perfect circle. The only entrance is the archway in which you now stand. The floor is speckled gray marble with gold inlays that create a design that resembles an elaborate nine-spoke wheel with circles at the end of each spoke. Within these circles are floor stones of different colors. A few of these circles contain items of exquisite construction resting upon a small pedestal.

Each of the circles is intended to represent a different alignment by color:

LG- Gold

LN- Diamond

LE- Ruby

NG- Opal

N- Brown

NE- Russet

CG- Indigo

CN- Jet

CE- Amethyst

Malweig will proudly reveal his grandiose plan to achieve godhood with the following information (role-play with gusto).

- He intends to achieve godhood in a way similar to his sacred patron, Zagyg the Mad.
- He intends to use nine artifacts of different alignments to "fuel" his ascension, just as Zagyg used captured gods.
- He only intends to achieve hero-god status as demigod status would be "too uppity" to start out.
- He doesn't exactly know what he wants to be the god of (his divine portfolio) but figures he will think of something appropriate when he has divine power to inspire him (encourage PCs to make suggestions).
- He only has three "acquisitions" to date but he "has plans" (with a conspiratorial wink) to get

more soon.

As he begins to show the PCs his collection, he shows how each of the items is enclosed in a cylindrical *wall of force*. He presents the following items in order:

- The first circle (amethyst) contains fragments of an incomplete staff of great size. Malweig states they are part of *Fraz-Urb-Iuu's Staff* that he recovered adventuring in Castle Greyhawk in his youth.
- In the second circle (ruby) he presents a wondrous orange gem that Malweig says is the famous *Jacinth of Inestimable Beauty* from the faraway Sultanate of Zief.
- In the final circle (diamond) he displays a marvelous long sword of ancient Suel manufacture that he says is "none other than the famous Keoish blade, *Vilharian*, acquired from a clueless sage in Rel Deven!"

Upon finishing his presentation:

Malweig pauses to bask in what he obviously perceives as your adoration. With a sudden start, he looks around in slight alarm. "WAIT A MOMENT! Where is Qodvoldeus with my newest prize?! He should be placing it here for safekeeping!" His voice becomes deathly serious. "These things are dangerous you know, you can't give them to just anyone..."

Suddenly you all here a distinguished Suloise accented voice in your heads, "Malweig, you poor fool, your sage was never truly assisting you in your mad scheme. He was simply using your money, influence, and contacts for his own ends. He plans something far worse than making you a god!"

Malweig thrashes his head about, spraying spittle about as he tears at his hair. "Vilharian! I told you not to speak in my head anymore! You know that I get it confused with all the other voices in there!"

With a telepathic sigh, Vilharian replies, "Malweig, free me from your mad scheme and I will help you to set things right before the kingdom is made to suffer for your insane ambition."

At this point the PCs are expected to convince Malweig to either free the blade *Vilharian* or to leave it imprisoned. The DM should debate as Malweig with the PCs until the DM feels they have a heartfelt and reasonable argument. Some PCs may fear releasing the blade and convince Malweig to leave it in place. Either choice is acceptable but the adventure will be much more difficult without *Vilharian's* aid. If Malweig is convinced, he will say some words and gestures dropping the *wall of force* around *Vilharian*. *Vilharian* can be carried by any

PCs but if none move to wield it then Malweig will carry him.

PCs may make a Knowledge (history) or Bardic Knowledge check (DC 15 + APL of the adventure) or a Knowledge (nobility and royalty) check (DC 20 + APL) to identify each of these items. A successful such roll regarding *Vilharian* will allow the PC to recollect that the great blade was of Suel origin, used to bring wayward spellcasters to justice, and that the blade was a powerful instrument of Law. See Appendix I for details on *Vilharian*.

If *Vilharian* is freed, he will share that there is a secret door, opposite the archway and leading downward, where Qodvoldeus went with the heart. He will also mention that the sage paused for a moment at the portal before passing through, but he could not see what he was doing or why. The blade will relate that he thought he heard another voice, but couldn't be certain.

Without his aid the PCs must discover this by themselves. This will take a Search check (DC 22 + APL of the adventure). The Baron is unaware of the secret door himself.

The secret door is sealed with a magical puzzle. Once the door is touched or otherwise toyed with (such as in an attempt to open it, or to examine it for traps), a *magic mouth* will speak the following in Common,

"What are the next three letters in this sequence?"

On the surface of the door, the following numbers will appear and hang there, written in softly glowing light:

O T F S N E T _ _ _

The answer is "F S N" (Fifteen, Seventeen, Nineteen) as each of the first seven letters corresponds to the first letter in a count of odd numbers (One, Three, Five, Seven, Nine, Eleven, Thirteen). If this answer (or some reasonable permutation of it; DM's discretion) is spoken aloud, the door will swing noiselessly open, revealing a dark passageway beyond.

Barring magical means such as a *Passwall* spell or physically smashing down the stone door (AC 22, 200 HP, Hardness 10), the riddle is the only means by which the door may be opened.

The other artifacts in the room cannot be taken in any way. Malweig cannot be made to free them since he has simply forgotten the command word to lower the *Walls of Force*. If the walls are somehow destroyed, the artifacts inside will likewise be annihilated.

Under no circumstances can any of the exhibit items, excepting *Vilharian*, be taken by the PCs!

Encounter Ten

The secret door leads to a well-constructed stone stairway, obviously leading inside the hillock beneath the castle. The stair descends about forty feet to a landing, where an unlit, solid stone corridor leads off into the darkness. Malweig exclaims with shock and disbelief, "All this time I had my own personal dungeon and I never knew it!"

Refer to **DM Aid #3** for a map of this encounter.

If the PCs have a light source, or for those PCs with darkvision:

There are a series of elaborate murals on the corridor walls ahead of you.

These murals depict the history and purpose of the Barony of Dilwych. As the PCs encounter each mural in sequence, provide them the corresponding **Player Handouts (#2 to #5)** for each successive mural. Only show the *Vilharian* portion of each Player Handout if he is present. With each successive mural, Malweig will become more and more solemn and silent. He will glare at *Vilharian* or anyone else who verbalizes the true, secret purpose of Dilwych and will not confirm or deny any of the information. At the final mural, Malweig will break down and sob uncontrollably. For the rest of the adventure, he will switch from being a jolly madman to a brooding man fighting with inner memories trying to surface.

Following the final mural, the stone corridor narrows and gives way to earthen catacombs holding the remains of Dilwych's former barons and residents. Moving further into the catacombs the dirt and stone walls soon give way to walls coated with a strange green resin of some sort. The air takes on an almost unnatural feeling as a tall, emaciated humanoid steps into the passage. It is not the only grotesque creature that leaps to the attack.

APL 4 (EL 6):

☛ **Pseudonatural Shadow Mastiff:** hp 33, see Appendix III.

☛ **Kaorti:** hp 12, see Appendix II.

APL 6 (EL 8):

☛ **Pseudonatural Shadow Mastiffs (2):** hp 33 each, see Appendix III.

☛ **Kaorti:** hp 12, see Appendix II.

APL 8 (EL 10):

☛ **Pseudonatural Shadow Mastiffs (4):** hp 33 each, see Appendix III.

☛ **Kaorti:** hp 12, see Appendix II.

APL 10 (EL 12):

☛ **Rukanyr (3):** hp 79 each, see Appendix II.

☛ **Kaorti:** hp 12, see Appendix II.

DM's can allow a Knowledge (the Planes) check (DC 20 + APL) or a Bardic Knowledge or Knowledge (local - Keoland) check (DC 25 + APL) to recognize the Kaorti (and their Rukanyr, if any are present). The DM should share basic information about the creatures, their origins, and their alien natures (see Appendix II for details).

Any Dreadwalkers present may make a separate Knowledge (Dreadwood secrets) check or an Int check (DC 15). If they succeed, inform them that the Kaorti are one of the main enemies of the Dreadwalkers.

Tactics: The kaorti itself is a minimal threat to the PCs. Its guardian beasts, however, are another matter.

The kaorti will try to use its spell-like abilities in the order of *ray of enfeeblement*, *color spray*, and *reduce*. The creature will realize it would be overmatched in melee, and will instead opt to flee to the summoning chamber (Encounter Eleven) and warn Qovodius of the intruders. The kaorti is wielding and wearing more powerful weapons and armor at higher APL (see Treasure section below for details at each APL).

If the kaorti has one or more shadow mastiffs, they will bay in an attempt to thin the ranks of the PCs, and then the beasts will wade into the fray. They are loyal to the kaorti and will do everything they can to keep the creature safe.

If they have rukanyr, the kaorti will stay behind them and use his spell-like abilities at a distance. When his spell-like abilities are used up he will attempt *spider climb* on the ceiling to get behind the party to attack spellcasters and prevent escape.

IMPORTANT NOTE: *Vilharian* cannot be broken by either of the Rukanyr *sunder* abilities.

If PCs are captured, the kaorti will attempt to use his *vile transformation* power on the survivors. PCs in this situation should be given a chance to attempt an escape before ending the module (and their characters' careers).

Development: The PCs won't have a great deal of time during which to rest before Quovodius' ritual is completed. The PCs have ten rounds (one minute) in

which to recover before they begin to hear spellcasting. A Spellcraft check (DC 12 + APL) will reveal that it is a powerful Conjunction spell of some sort. Furthermore, any PC will be able to determine that the spellcasting is beginning to reach a crescendo.

Treasure: The treasure consists of the kaorti's possessions.

APL 4: L: 0 gp; C: 0 gp; M: masterwork ribbon dagger (29 gp), masterwork resin suit (33 gp).

APL 6: L: 0 gp; C: 0 gp; M: +1 ribbon dagger (196 gp), +1 resin suit (117 gp).

APL 8: L: 0 gp; C: 0 gp; M: +1 keen ribbon dagger (696 gp), +1 shadow resin suit (367 gp).

APL 10: L: 0 gp; C: 0 gp; M: +2 keen ribbon dagger (1,529 gp), +1 spell resistance (13) resin suit (783 gp).

Encounter Eleven

Making your way further into the depths past the catacombs, the passage narrows to a mere five feet in width, and the resin coating of the walls and ceiling thicken. The passageway takes on an almost tube-like quality and you feel as if you travel through a hive of some sort.

You finally turn a bend and see a tattered, swirling tapestry covering an archway ahead of you. Drawing closer, you hear strange sounds from within, including the familiar voice of Qodvoldeus chanting alien words.

Refer to **DM Aid #4** for a map of this encounter.

When they push aside the tapestry and enter:

Pushing the impromptu curtain aside, you see a large stone room, circular in shape, ninety feet in diameter, with ruined tapestries covering all its walls. In the center of the room, the baron's sage stands over the stolen heart chanting words that seem like nonsense. A small gem orbits about his head. One word is often repeated in the chanting – uvuudaum (pr. OO-voodawm).

The heart beneath him on the floor is no longer the desiccated husk that you found in the Dreadwood. It now seems much larger and infused with life. Before your eyes, the heart begins to beat almost hesitantly but grows stronger and more forceful with each passing second. Qodvoldeus screams at you madly, "The uvuudaum will live again!!!" His form distorts and changes, and he begins to become a creature out of nightmare. His body flattens and extends, and his face slides down and sinks into his chest. The sage is

turning into a creature that resembles an enormous manta ray!

APL 4 (EL 7):

☛ Qodvoldeus, Cloaker Lord: hp 88, see Appendix III.

APL 6 (EL 9):

☛ Qodvoldeus, Pseudonatural Cloaker Lord: hp 88, see Appendix III.

APL 8 (EL 11):

☛ Qodvoldeus, Pseudonatural Cloaker Lord: hp 88, see Appendix III.

☛ Pseudonatural Cloaker Lord: hp 88, see Appendix III.

APL 10 (EL 13):

☛ Qodvoldeus, Pseudonatural Cloaker Lord: hp 88, see Appendix III.

☛ Pseudonatural Cloaker Lords (3): hp 88 each, see Appendix III.

Tactics:

IMPORTANT NOTE: A cloaker lord cannot moan and cast spells in the same round – the creature chooses one or the other.

Cloakers not casting spells will always be using its *unnerve* power. If there is more than one cloaker, the others not using *unnerve* will use their other moan powers to attack spellcasters first.

At APL 8 and 10, the other cloaker lords will attempt to blend in with the tapestries until discovered (make Hide checks for each cloaker and allow PCs to make an opposed Spot check), moaning all the while. (Remember, the moan is subsonic – it is not heard, only felt, so it is not a noise that will give away the location of the cloakers) When forced into melee, they will use the pseudonatural *first strike* ability to attempt to engulf opponents. If the PCs flee the room, the cloakers will cautiously pursue but no further than the catacombs.

Development: When the combat concludes:

The heart beats strongly and surely now. It slowly rises into the air, and the faint image of a huge creature begins to coalesce around it. The thing resembles a huge spider with a human torso. Instead of spider legs, you see humanoid arms with hands. The head resting upon the torso is a long whip-like appendage with a large iron spike at its tip. Your fight

the mindless, primal urge to flee before this thing fully enters your world. Malweig shouts at the wielder of Vilharian to “Destroy the Heart!”

IMPORTANT NOTE: Any physical attacks by weapons (including natural ones) other than Vilharian have no effect on the heart. Any spell or spell-like effect cast upon it will reflect back at the caster at regular strength and DC [if applicable].

If the character is unwilling or unable to obey Malweig, he runs over to the PC and attempts to wrest the blade from his or her grip. Valhalian will also telepathically plead with its wielder to obey the Baron.

When the PC sunders the heart:

The room explodes with eldritch energy, knocking you all to the floor. The heart explodes in a burst of sickening, evil gore. As you slowly regain your senses, you look over to see Vilharian’s wielder standing dazed staring where the Heart had floated. He/she appears to have aged several years and his/her hair has gone completely white.

The “aging” effect is only cosmetic. The destruction of the Heart has the secondary effect of banishing Vladana, if she possessed any of the PCs equipment. The PC that used Vilharian to destroy the heart appears 30 years older than they actually are. This will reduce by 1 year per day until the PC appears normal again. Note this on the PCs AR under the “Notes” section, as it will affect their appearance for the next 4 TUs of gameplay.

Treasure: The treasure consists of Qodvoldeus’ ioun stone (and some gp at APL 4).

APL 4: L: 0 gp; C: 300 gp; M: *ioun stone of resistance +1* (167 gp).

APL 6: L: 0 gp; C: 0 gp; M: *ioun stone of resistance +2* (667 gp).

APL 8: L: 0 gp; C: 0 gp; M: *ioun stone of resistance +3* (1,500 gp).

APL 10: L: 0 gp; C: 0 gp; M: *ioun stone of resistance +4* (2,667 gp).

Conclusion

Success

If PCs succeed in destroying the Heart:

You return to the surface to find Wilmot, his familiar Kettle, and other Silent Ones patiently waiting for you. They look on the castle’s residents with pity but turn to you expectantly as you emerge from below. “How did your mission fare?” asks the fatigued-looking Wilmot.

Wilmot will hear the PCs tale with interest, and will not interrupt them. After PCs make the report:

“The Silent Ones and the Kingdom of Keoland are deeply in debt to you. Allow us to examine any items you have found to ensure their safety. If we judge them so, you may keep them for your efforts.”

If the PCs made a deal with the Seekers in round one then that is the extent of the reward. If not:

“We would like to reward you further for your efforts. You may visit Lotakal the Caretaker at the Silent Ones’ Wretchery in the Barony of Raya. There you may adopt one of her charges as a familiar, mount, or companion. This is a great trust that we bestow on very few.”

The PCs receive the Adoption from the Wretchery reward (see the Treasure Summary). Wilmot will also offer, for anyone who died during the adventure and did not make a deal with the Seekers, a *raise dead* free of charge from the Silent Ones.

If Vilharian was freed from the collection and is present:

Wilmot then turns to Vilharian, “And what shall we do with you, blade...? You know that we will not permit you to roam free.”

Vilharian replies telepathically so that all can hear, “I will stay here and care for the baron. Now that I know more of his story I pity him. Your agents here in Dilwyth will ensure that I do not escape. When the baron finishes his journey through life, then we shall see...” With that Wilmot turns to confer with the baron, and you realize that he is gone.

After a time of searching, the baron is found below painting a new mural in the underground corridor. He has already made incredible process and you can easily make out the events leading up to the destruction of the Heart.

Interestingly, some of what he paints seems to occur in the near future. In the first scene, you can only see what appears to be a royal coronation. The faces of most of the attendees – including the person being crowned – are indistinct. You can, however, make out two nobles, obviously of some importance. One is a young woman with blonde hair, holding a child in her arms. Her face is contorted in grief. Beside her is an older, regal looking man with a grave look upon his face.

In other scenes are more glimpses into the future. In one, a great battle rages in a forest between humanoids and shadowy, indistinct creatures. Great gashes in the sky can be seen overhead. In another, a

child all in white is seen cavorting with ethereal creatures.

The Baron cannot be deterred from his task and speaks to no one, painting in a mad frenzy.

Wilmot sighs and relents, "Perhaps this man does need someone to watch over him and his barony. You may stay, Vilharian."

With the Baron attended to, the seneschal of the castle, inquiring as to the fate of his lord, approaches you. He seems strangely relieved to hear of his master, painting like a loon in the cellars. In gratitude, he offers in trade some magical trinkets of which might be of use to the adventurers.

With your business at last concluded, you make your way to the gates of Dilwyth. You hear the organist complete a sad, haunting melody. The organist slumps down to the ground onto a straw pallet beneath the keys of the organ.

As the pipes go silent, the steam hisses audibly from the organ. Strangely, it not only flows out but also flows back in almost rhythmically. As you wonder about this small oddity, you can't help but think it reminds you of... breathing.

Failure

If the PCs fail to defeat Qodvoldeus and destroy the heart:

You rest painfully in the baron's great hall. Shortly after you emerged from the catacombs below the castle a team of Silent One operatives went below to prevent disaster. Only Wilmot and Kettle have returned. "The sage is defeated but at a very high price. My entire team is dead." Wilmot slumps exhausted to the floor next to you. "The Silent Ones and the Kingdom are in debt to you. Allow me to examine any items you have found to ensure their safety. If I judge them so, you may keep them for your efforts."

If Vilharian was freed from the collection and is present:

Wilmot then turns to Vilharian, "And what shall we do with you, blade...? You know that I will not permit you to roam free."

Vilharian replies telepathically to all, "I will stay here and care for the baron. Now that I know more of his story I pity him. Your agents here in Dilwyth will ensure that I do not escape. When the baron finishes his journey through life, then we shall see..." With that Wilmot turns to confer with the baron, and you realize that he is gone. After a time of searching, the

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The End

Experience Point Summary

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

Encounter Three

Defeat Bupo

- APL 4 – 180 xp;
- APL 6 – 240 xp;
- APL 8 – 300 xp;
- APL 10 – 360 xp.

Encounter Four

Defeat the Seekers

- APL 4 – 180 xp;
- APL 6 – 270 xp;
- APL 8 – 330 xp;
- APL 10 – 390 xp.

Encounter Five

Defeat Kro Dreo

- APL 4 – 210 xp;
- APL 6 – 270 xp;
- APL 8 – 330 xp;
- APL 10 – 390 xp.

Encounter Six

Return with the heart

- APL 4 – 90 xp;
- APL 6 – 120 xp;
- APL 8 – 150 xp;
- APL 10 – 180 xp.

Encounter Nine

Correctly answer the puzzle

- APL 4 – 120 xp;
- APL 6 – 150 xp;
- APL 8 – 210 xp;
- APL 10 – 270 xp.

Encounter Ten

Defeat the pseudo-creatures

- APL 4 – 180 xp;
- APL 6 – 240 xp;
- APL 8 – 300 xp;
- APL 10 – 360 xp.

Encounter Eleven

Defeat Qodvoldeus

- APL 4 – 210 xp;
- APL 6 – 270 xp;
- APL 8 – 330 xp;

APL 10 – 390 xp.

Conclusion

Destroy the heart

- APL 4 – 90 xp;
- APL 6 – 120 xp;
- APL 8 – 150 xp;
- APL 10 – 180 xp.

Discretionary Roleplaying Award

Judge may allocate up to the following for good roleplaying

- APL 4 – 90 xp;
- APL 6 – 120 xp;
- APL 8 – 150 xp;
- APL 10 – 180 xp.

Total Possible Experience

- APL 4 – 1,350 xp;
- APL 6 – 1,800 xp;
- APL 8 – 2,250 xp;
- APL 10 – 2,700 xp.

Treasure Summary

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

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

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

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

and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

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

L: Looted gear from enemy

C: Coin, Gems, Jewelry, and other valuables

M: Magic Items (sell value)

Encounter Three:

APL 4: L: 1 gp; C: 0 gp; M: 123 gp.
APL 6: L: 1 gp; C: 0 gp; M: 163 gp.
APL 8: L: 1 gp; C: 0 gp; M: 736 gp.
APL 10: L: 1 gp; C: 0 gp; M: 1,959 gp.

Encounter Four:

APL 4: L: 72 gp; C: 0 gp; M: 193 gp.
APL 6: L: 72 gp; C: 0 gp; M: 693 gp.
APL 8: L: 72 gp; C: 0 gp; M: 1,526 gp.
APL 10: L: 148 gp; C: 0 gp; M: 4,651 gp.

Encounter Five:

APL 4: L: 16 gp; C: 0 gp; M: 333 gp.
APL 6: L: 16 gp; C: 0 gp; M: 1,333 gp.
APL 8: L: 16 gp; C: 0 gp; M: 1,333 gp.
APL 10: L: 41 gp; C: 0 gp; M: 1,333 gp.

Encounter Ten:

APL 4: L: 0 gp; C: 0 gp; M: 62 gp.
APL 6: L: 0 gp; C: 0 gp; M: 313 gp.
APL 8: L: 0 gp; C: 0 gp; M: 1,063 gp.
APL 10: L: 0 gp; C: 0 gp; M: 2,312 gp.

Encounter Eleven:

APL 4: L: 0 gp; C: 300 gp; M: 167 gp.
APL 6: L: 0 gp; C: 0 gp; M: 667 gp.
APL 8: L: 0 gp; C: 0 gp; M: 1,500 gp.
APL 10: L: 0 gp; C: 0 gp; M: 2,667 gp.

Total Possible Treasure (Maximum Reward Allowed)

APL 4: L: 89 gp; C: 300 gp; M: 878 gp - Total: 1,267 gp (1,200 gp).
APL 6: L: 89 gp; C: 0 gp; M: 3,169 gp - Total: 3,258 gp (1,600 gp).
APL 8: L: 89 gp; C: 0 gp; M: 6,158 gp - Total: 6,247 gp (2,500 gp).
APL 10: L: 190 gp; C: 0 gp; M: 12,922 gp - Total: 13,112 gp (4,200 gp).

Special

☛ *Forbidden Knowledge of Eli Tomorast*

This dark tome describes the summoning of creatures of the universe best left alone. Most of the work is useless except to the most depraved and indifferent souls, but for the erudite and the determined secrets can be gleaned about one's enemies.

The PC must spend a base minimum of 4 TU reading and researching the book, plus 1 TU per point of Int below 18, to gain any value from it. Once this is done, non-Ranger PCs gains the equivalent of a 1st level ranger's Favored Enemy class ability against the group Outsiders (Evil). PCs with ranger levels gain an additional Favored Enemy of Outsiders (Evil), with a bonus equivalent to that of their first Favored Enemy selected. Furthermore, the book gives access to the *Knight of the Chalice* and *Foe Hunter* Prestige Classes (see *Defenders of the Faith* and *Masters of the Wild*, respectively). If the latter Prestige Class is chosen, the first Hated Enemy chosen as part of the class must be Outsiders (Evil).

While the book is not cursed, it has an awful aura of evil about it. The book cannot be sold, and as such has no GP value. It weighs 8 lbs.

☛ *Bad Reputation*

The character has a bad reputation in Keoland. The character gets a permanent -4 reaction bonus from all Dreadwalkers and Silent Ones. Additionally, the character is banned from joining or remaining a member of those organizations. Any previous influence points earned in any Keoland regionals are lost. Additionally, the character has a permanent -1 to his Leadership Modifier for Failure as per the DMG.

☛ *Banished!*

For your ham-handed efforts in dealing with the demonic possession of Lady Ahllia that led to her death, the Baron of Dilwyth has banished you from his lands. You have willingly and knowingly killed a noble of Keoland. The PC is subject to the "Hunted and Wanted" rules of Keoland, as Outlined in the Keoland Metaorg Book #0. The player and DM must contact the Keoland Triad at keoland_marf_poc@yahoo.com explaining the

circumstances leading to Ahllia's death. THE PC IS UNABLE TO PLAY KEOLAND REGIONAL MODULES/INTERACTIVES/SPECIAL MISSIONS AND SHELDOMAR VALLEY METAREGIONAL MODULES SET IN KEOLAND until otherwise notified by the Keoland Triad and after appropriate reparations have been made.

☛ *Adoption from the Wretchery*

The PC may adopt a creature from the Wretchery to become an improved familiar, paladin special mount, or normal mount/pet. Mounts or pets may be a celestial version of any animal from the *Player's Handbook*. All come fully trained (i.e. warhorse or war dog). Improved familiars may be a celestial version of any animal from the normal familiar list, any type of mephit, or a small elemental of any type. Note that a PC can only adopt an animal with equal or fewer hit dice than the PC itself. The PC must pay 500 GP per Hit Die of creature. This can only be used ONCE (before or after any scenario set in the Sheldomar Valley meta-region), and the pet/companion/familiar is not replaced if it dies.

☛ **Resin Suit:** A kaorti resin suit consists of thin straps of alchemically treated resin that are wrapped around the body fully, similar to a mummy's bandages. A resin suit is light armor with the following properties: +4 armor bonus, +3 max Dex bonus, -4 armor check penalty, 25% arcane spell failure chance. Creatures other than kaortis can wear resin suits, but the resin causes most humanoids to break out in hives. In addition to its armor qualities, a kaorti resin suit protects a creature on the Material Plane from the effects of the environment. Resin suits are costly and time-consuming to make; ordinary kaorti (those with 1 HD) are only rarely allowed to use them as a result. *Cost:* 250 gp; *Weight:* 20 lbs.

☛ **Ribbon Dagger:** A ribbon dagger is a Small exotic weapon crafted from an alchemically treated kaorti resin. It consists of a resin handle to which is affixed a 1-foot-long flexible strip of resin. This ribbon of resin is razor-sharp and deals 1d4 points of damage on a hit with a critical multiplier of x4. This ribbon can wrap around objects with ease; disarm attacks made with a ribbon dagger gain a +2 bonus. *Cost:* 50 gp; *Weight:* 1 lbs.

☛ **Collar of Resistance:** This animal collar expands to fit its wearer. While wearing this item, an animal gains a +1 to +5 resistance bonus on all saving throws. An animal can only wear one collar at a time. *Caster Level:* 5th; *Prerequisites:* Craft Wondrous Item, *resistance*; *Market Price:* 490 gp (+1), 1,960 gp (+2), 4,410 gp (+3), 7,840 gp (+4); *Weight:* 1 lbs.

☛ **Hunting enhancement (on short swords as specified on the item access list):** When used by a

ranger against a favored enemy, a hunting weapon doubles the wielder's favorite enemy bonus on weapon damage rolls. *Caster Level:* 6th; *Prerequisites:* Craft Magical Arms & Armor, *greater magic fang*; *Market Price:* +1 bonus.

☛ **Ioun Stone of Resistance:** These ioun stones (usually burnt orange in color) possess all the features of a standard ioun stone. These stones offer magic protection in the form of a +1 to +5 resistance bonus on all saving throws.. *Caster Level:* 5th; *Prerequisites:* Craft Wondrous Item, *resistance*, caster level must be three times that of the ioun stone's bonus; *Market Price:* 2,000 gp (+1), 8,000 gp (+2), 18,000 gp (+3), 32,000 gp (+4); *Weight:* - lbs.

Items for the Adventure Record

Item Access

APL 4:

- ❖ *Collar of Resistance +1 (Adventure, see above)*
- ❖ *Headband of Intellect +2 (Adventure, DMG)*
- ❖ *Masterwork Ribbon Dagger (Adventure, see above)*
- ❖ *Masterwork Resin Suit (Adventure, see above)*
- ❖ *Ioun Stone of Resistance +1 (Adventure, see above)*

APL 6 (APL 4 Items plus):

- ❖ *Collar of Resistance +2 (Adventure, see above)*
- ❖ *Headband of Intellect +4 (Adventure, DMG)*
- ❖ *+1 Hunting Short Sword (Adventure, see above)*
- ❖ *+1 Ribbon Dagger (Adventure, see above)*
- ❖ *+1 Resin Suit (Adventure, see above)*
- ❖ *Ioun Stone of Resistance +2 (Adventure, see above)*

APL 8 (APL 4, 6 Items plus):

- ❖ *Collar of Resistance +3 (Adventure, see above)*
- ❖ *+2 Hunting Short Sword (Adventure, see above)*
- ❖ *+1 Keen Ribbon Dagger (Adventure, see above)*
- ❖ *+1 Shadow Resin Suit (Adventure, see above)*
- ❖ *Ioun Stone of Resistance +3 (Adventure, see above)*

APL 10 (APL 4, 6, 8 Items plus):

- ❖ *Collar of Resistance +4 (Adventure, see above)*

- ❖ *Sylvan Scimitar (Adventure, DMG)*
- ❖ *+2 Keen Ribbon Dagger (Adventure, see above)*
- ❖ *+1 Spell Resistance (13) Resin Suit (Adventure, see above)*
- ❖ *Ioun Stone of Resistance +4 (Adventure, see above)*

Appendix I: New Rules

New Feats

Animal Defiance as presented in *Masters of the Wild*: Character can turn (but not destroy) animals as a good cleric turns undead. The number of times per day you can use this ability is equal to 3 + the Charisma modifier. The highest divine caster level is the level at which you turn animals.

Eyes in the Back of Your Head as presented in *Sword and Fist*: Attackers do not gain the +2 for flanking. Does not work when denied dexterity modifier.

Fist of Iron as presented in *Sword and Fist*: Must declare before attacking, missed attack ruins attempt. Deal extra 1d4 with unarmed attack. Usable 3 + Wis modifier per day.

Jack of All Trades as presented in *Song and Silence*: You may use any skill untrained, even those that normally require training and those that are exclusive to classes you don't have. You cannot, however, gain ranks in a skill unless you are allowed to select it.

Pain Touch as presented in *Sword and Fist*: Opponents who fail their saving throws versus stunning blow are stunned 1 round, as normal, then nauseated for 1 round after that.

Plant Defiance as presented in *Masters of the Wild*: Character can turn (but not destroy) plants as a good cleric turns undead. The number of times per day you can use this ability is equal to 3 + the Charisma modifier. The highest divine caster level is the level at which you turn plants.

New Magic Items

Collar of Resistance as presented in *Masters of the Wild*: While wearing this item, an animal gains a +1 to +5 resistance bonus to all saving throws.

Hunting Weapons: When used by a ranger against a favored enemy, a hunting weapon doubles the wielder's favored enemy bonus on weapon damage rolls.

Ioun Stone of Resistance as presented in *Arms and Equipment Guide*: These *ioun stones* (usually burnt orange in color) possess all the features of a standard *ioun stone*. *Ioun stones of resistance* offer protection in the form of a +1 to +5 resistance bonus on all saving throws.

New Spells

Fox's Cunning as presented in *Defenders of the Faith*

Transmutation

Level: Brd 2, Clr2, Sor/Wiz 2

Components: V, S, M/DF

Casting Time: 1 action

Range: Touch

Target: Creature Touched

Duration: 1 hour/level

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

The spell grants an enhancement bonus to intelligence of 1d4+1 points, adding the usual benefits to Intelligence-related skills. Wizards who receive *fox's cunning* do not receive extra spells but the save DC's for their spells increase.

Rage as presented in *Defenders of the Faith*

Enchantment (Compulsion) [Mind-affecting]

Level: Madness 3

Components: V, S

Casting time: 1 action

Range: Touch

Target: Creature touched

Duration: 1 round/level

Saving throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

The creature gains +4 to strength, +4 to Constitution, and a +2 morale bonus on Will saves. Unlike a barbarian rage, no penalty to AC is suffered, and no fatigue period comes after the rage is over.

New Prestige Class

Doomdreamer

(as presented in *Return to the Temple of Elemental Evil*)

Doomdreamers are the elite among the ranks of the cult of Tharizdun. The name comes from that they all claim to have contacted by the Dark God in their dreams. They are all extremely evil, raving lunatics or sadistic, brooding and cruel individuals of singular corruption. All doomdreamers are masters of ancient, forbidden knowledge and madness, and devotees of nihilism.

Most doomdreamers are clerics, but it is possible for an evil wizard or sorcerer to become one.

Doomdreamers travel far and wide working out steps of their mysterious, convoluted plans to bring their deity out of imprisonment. They know that such an act would bring an end to the world but they do not care. In fact, they are so mad that they revel in the thought of it.

Hit Dice: d8

Class Features

Weapon and Armor Proficiency: Doomdreamers gain no proficiency in any weapon or armor.

Spells per Day: When a doomdreamer level is gained, the character gains new spells per day as if he had gained a level of cleric.

Secret: At 1st level and every second level afterward, the doomdreamer gains one secret from the following list:

Demon's Name. May call a demon of up to 10 HD when casting *lesser planar ally*

Unnatural Vitality: Add +3 hit points

Deeper Madness: Add +2 bonus to insanity score

Curse of Power: Add +1 caster level when casting evil spells

Paying Fealty to Death: Add +1 to DC of spells causing death effects

Kiss of Undeath: Double character's effective turning level when rebuking or commanding undead

Unholy Pact: Once per week, no payment is needed when using any planar ally spells

Dark Lore: Once per day, the doomdreamer can, as a standard action, look at one intelligent creature and learn some secret. Speaking that dark secret, the target creature must make a Will save (DC 15 + doomdreamer levels) or react as stunned for 1d3 rounds.

Chill Soul: The doomdreamer can make a touch attack against a living creature and inflict 3d8 points of damage by chilling their soul. This can be used in conjunction with an inflict wounds spell. Usable once per day.

Maddening Howl: The doomdreamer can give a howl that affects all living creatures within 50 feet. Those in the area must make Will saves (DC 15 + doomdreamer levels). Failure means that the victim stands still (treat as dazed) for 1 round, his mind reeling with insane thoughts. Usable once per day.

New Template

Pseudonatural Creature as presented in *Tome and Blood*

Added to any corporeal creature. Creature type changes to outsider.

Special Attacks: Retains all the special attacks of the base creature and also gains the following:

True Strike: Once per day, as the spell of the same name.

Special Qualities: Retains all the special qualities of base creature and also gains the following:

- Electricity and acid resistance as below.
- Damage reduction as below.
- SR equal to double the creature's Hit Dice.

HD	Electricity/Acid Resist	DR
1-3	5	-
4-7	10	5/+1
8-11	15	5/+2
12+	20	10/+3

Alternate Form (Su): At will, a pseudo-natural creature can take the form of a grotesque tentacled mass or another appropriately gruesome form determined by the DM. All abilities remain the same despite the alien appearance. Changing shape is a standard action. Other creatures receive a -1 morale penalty to their attack rolls against pseudo-natural creatures in this alternate form.

Saves: Same as base creature.

Abilities: Same as base creature but Intelligence is at least 3.

Skills: Same as base creature.

Feats: Same as base creature.

Alignment: Same as base creature.

New System

Possession as presented in *Book of Vile Darkness*

Some fiends with at least 4 hit dice and a Charisma score of at least 13 have the spell-like ability to shuck their physical form and take on an ethereal form that allows them to possess another creature or object.

The creature's new form is ethereal and thus immune to even the most potent physical attacks and most magical attacks (except, for example, force attacks) by non-ethereal creatures. When a fiend possesses a creature or object, even force effects no longer affect the fiend. Only spells such as *dismissal* can affect the possessing fiend when cast by non-ethereal creatures. Any sort of attack, magical or otherwise, directed against the fiend affects the possessed creature or object, however.

A fiend in possession of a body becomes part of the victim, aware of what is going on around the creature that they possess. A possessing fiend can, at any time, speak mentally to the creature that it possesses in a language that the creature can understand.

Physical harm to the possessed creature does not harm the fiend. Killing the possessed victim only forces the fiend back onto the Ethereal Plane, where it can attempt a new possession; the fiend is unharmed. Not even ethereal creatures can harm a possessing fiend.

Possessed Objects

A fiend can possess an object of at least tiny size and no larger than huge. An item held, worn, or carried by a character (including magic items) uses its owner's saving throw to resist possession [*Vilharian* is immune]. Unattended magic items gain a saving throw as if a spell was being cast upon the item. In each case, the Will save DC is 10 + ½ the fiend's HD + the fiend's Charisma modifier. A fiend with the possession ability automatically succeeds when attempting to possess an unattended, nonmagical item.

A fiend possessing an object becomes a part of the object. A possessing fiend can see and hear up to 60 feet away from an object, but it can't use darkvision or blindsight while possessing an object, even if it ordinarily has these abilities. The possessing fiend remains vulnerable to spells that affect outsider, extraplanar creatures, or evil creatures (such as *holy word* or *holy smite*) and mind-affecting spells and effects. Physical attacks and most spells (such as *fireball*) don't affect the fiend, but they might affect the object. Harming the object does not affect the possessing fiend; if the object is destroyed, the fiend takes ethereal form and can choose a new host object.

A fiend can attempt to hide its presence within a possessed object, allowing it to pass through a *magic circle*, enter a *forbiddance*-warded church, and escape detection via spells such as *detect evil*. To do so, the fiend must make a special "mental" Hide check. This is a Hide check using the fiend's Intelligence modifier rather than its Dexterity modifier, but which otherwise uses the Hide skill. The DC for the Hide check is 10 + level of the spell + spellcaster's relevant ability modifier. The fiend gains a +4 circumstance bonus on its Hide check if it is not currently controlling the object. If the spell ordinarily detects or targets only creatures, the fiend gains a +8 circumstance bonus on its Hide check because it is within an object. The fiend can also make this Hide check to prevent taking damage from alignment-based spells such as *holy smite*. The DC for the Hide check is the same as the saving throw DC for the damaging spell. If the fiend's Hide check fails, the spell affects the possessed object as if it had the same alignment as the fiend.

Vladana will take on any of the following roles. Changing roles is a standard action.

Watcher: The fiend can see and hear at twice its normal range (120 feet) as long as the object remains stationary.

Corruptor: The possessed item radiates a cursed befouling presence. Anyone touching the possessed object must succeed at a Will save (DC 10 + ½ fiend's HD + fiend's Charisma modifier) or fall under the effect of a *bestow curse* spell, the subject does not necessarily know that the curse is in effect or that it came from the item. Nothing about the object's appearance suggests that it is possessed (although there might be residual evil effects). The curse lasts until removed with *break enchantment*, *limited wish*, *miracle*, *remove curse*, or *wish*, even if the fiend vacates the possessed object.

Appendix II: New Monsters

Dire Toad as presented in *Masters of the Wild*

Small Animal
HD: 4d8+8 (26hp)
Int: +2 (Dex)
Spd: 20 ft.
AC: 15 (+1 size, +2 Dex, +2 natural)
Att: Tongue +6 ranged
Dam: Tongue Poison
Face/Reach: 5 ft. by 5 ft./ 5 ft.
Special Att: Poison
Special Qual: None
Saves: Fort +6, Ref +6, Will +3
Abilities: Str 6, Dex 14, Con 14, Int 2, Wis 14, Cha 7
Skills: Hide +16, Jump +9, Listen +7, Spot +11
Feats: None
Climate/Terrain: Temperate and warm land, aquatic, and underground
Organization: Solitary or swarm (10-100)
Challenge Rating: 2
Treasure: None
Alignment: Always Neutral
Advancement: 5-6 HD (Small); 7-10 HD (Medium)

These small amphibians are generally non-aggressive insect hunters. In large groups, however, they can make good use of their poison attacks.

Combat

Poison (Ex): Bite, Fort Save (DC 14); initial and secondary damage 1d6 temporary Con.

Improved Grab (Ex): To use this ability, the dire toad must hit with a tongue attack. If it gets hold, it can attempt to swallow whole.

Swallow Whole (Ex): A dire toad can try to swallow a grabbed opponent of equal or smaller size by making a successful grapple check. Once inside the dire toad, the opponent takes 1d6 points of crushing damage +1d4 points of acid damage per round from the creature's stomach. A swallowed creature can climb out of the stomach with a successful grapple check. This returns it to the dire toad's mouth, where another successful grapple check is needed to get free. A swallowed creature can also cut its way out by dealing 10 or more points of damage to its stomach (AC 13) with claws or a Tiny slashing weapon. Once that swallowed creature exits, muscular action closes the hole; another swallowed opponent must cut its way out. A small dire toad's interior holds up to one small, two tiny, four diminutive, or eight fine opponents.

Mezzoloth as presented in *Manual of the Planes*

Medium-size Outsider (Evil)
HD: 8d8+8 (44hp)
Int: +4 (Improved Initiative)
Spd: 40 ft.
AC: 18 (+8 natural)
Att: 2 claws +11 melee (or trident +12/+7 melee); or trident +12 ranged
Dam: Claw 1d4+3; trident 1d8+3
Face/Reach: 5 ft. by 5 ft./ 5 ft.
Special Att: Spell-like abilities

Special Qual: Damage Reduction 10/+1; SR 22; immune to poison and acid; cold, fire, and electricity resistance 20; telepathy 100 feet

Saves: Fort +7, Ref +6, Will +6

Abilities: Str 16, Dex 11, Con 13, Int 7, Wis 10, Cha 14

Skills: Hide +9, Intimidate +10, Listen +11, Move Silently +9, Spot +11

Feats: None

Climate/Terrain: Temperate and warm land, aquatic, and underground

Organization: Solitary or swarm (10-100)

Challenge Rating: 7

Treasure: Improved critical (trident), Improved Initiative, Weapon Focus (trident)

Alignment: Always Neutral Evil

Mezzoloths are the most common foot soldiers in the yugoloth armies. A mezzoloth looks like a human-sized insect with heavy chitin and four limbs tipped with sharp claws.

Spell-like abilities (cast as 8th level Sorcerer):

At will: *cause fear, darkness, desecrate, produce flame, see invisibility*. Twice per day – *cloudkill**, *dispel magic, teleport without error*.

*NOTE: At APL 4 and 6 of this adventure, the mezzoloth is assumed to depleted its *cloudkill* ability prior to its arrival.

Cloaker Lord presented in *Monsters of Faerun*

Huge Aberration

HD: 9d8+45 (85hp)

Int: +5 (+1 Dex, +4 Improved Initiative)

Spd: 10 ft., fly 50 ft. (Average)

AC: 17 (-2 size, +1 Dex, +8 natural)

Att: Tail slap +12 melee, bite +7 melee

Dam: Tail slap 2d6+8, bite 2d4+4

Face/Reach: 15 ft. x 15 ft. / 10 ft. (5 ft. with bite)

Special Att: Moan, engulf, spellcasting, dominate cloakers

Special Qual: Shadow shift, plane shift, SR 18

Saves: Fort +8, Ref +6, Will +9

Abilities: Str 26, Dex 13, Con 20, Int 18, Wis 17, Cha 15

Skills: Hide +3, Knowledge (arcana) +13, move silently +10, spellcraft +13, spot +12

Feats: Blind-fight, Combat Reflexes, Expertise, Improved Initiative, Lightning Reflexes

Climate/Terrain: Underground

Organization: Solitary or swarm (1 plus 2-7 cloakers)

Challenge Rating: 7

Treasure: Standard

Alignment: Usually Chaotic Neutral

Cloaker lords are a superior subrace of the feared subterranean race of cloakers. They look like large cloakers, appearing as either a black cloak, such as an ogre or small giant might wear, or unfurling to reveal their bat-like true form, with ivory-clawed black wings, a flattish body with a white underside, a red-eyed, needle-fanged, horned face, and a lashing whip-like tail.

Like cloakers, cloaker lords have minds so alien that humans have never successfully communicated with them.

Combat

Cloaker lords initially use their moan attack to thin the numbers of their opponents. With some opponents fleeing, nauseated, or held, the cloaker lord chooses the most dangerous or powerful remaining opponent (usually a wizard) and tries to engulf that character, while fighting off other attackers with its thick-muscled, bone-barbed tail.

Moan (Ex): As a free action, a cloaker lord can emit a dangerous subsonic moan at will, as long as it does not use its bite attack in the same round. By varying the frequency and intensity of the moan, a cloaker lord can create one of four different effects:

Unnerve: All within 90 feet of the cloaker lord suffer a –2 morale penalty on attack and damage rolls. Those forced to hear this sound for 6 consecutive rounds must make a Will save (DC 16) or enter a trance and become unable to attack or defend themselves until the moaning stops. Opponents who successfully save must repeat the save next round if the moaning continues.

Fear: All within 40 feet of the cloaker lord must make a Will save (DC 16) or flee in terror for two rounds.

Nausea: Everyone in a 40 foot cone must make a Fort save (DC 16) or become overcome with nausea and weakness. Affected characters fall to the ground and are unable to take any actions, including defending themselves, for 1d4+1 rounds.

Stupor: A single individual no more than 50 feet from the cloaker lord must make a Fort save (DC 16) or be affected as by a *hold monster* spell for 6 rounds. A cloaker lord can affect only one victim at a time with this ability, so if it decides to affect one character while another is still under the effect of the stupor, the previous effect is cancelled.

Engulf (Ex): A cloaker lord can try to wrap a foe of Large size or smaller in its body. The cloaker lord makes a grapple attack that does not provoke an attack of opportunity. If the cloaker lord achieves a hold, it is free to use its whiplike tail to strike at another target while it gnaws on an engulfed victim. The cloaker lord can bite an engulfed foe with a +4 attack bonus. Attacks made on an engulfing cloaker lord deal half their damage to the monster and half to the trapped victim.

Dominate Cloakers (Ex): Cloaker lords have a natural power of domination over ordinary cloakers, allowing them to rule as the unquestioned leaders in cloaker communities.

Shadow Shift (Su): Cloaker lords have the ability to manipulate shadows. This power is effective only in shadowy areas and has several possible effects:

Obscure Vision: The cloaker gains one-quarter concealment for 1d4 rounds.

Dancing Images: This duplicates the *mirror image* spell cast by a 9th level sorcerer.

Silent Image: This duplicates the effect of a *silent image* spell cast by a 9th level sorcerer.

Plane Shift (Sp): Cloaker lords can travel to and from the Plane of Shadow at will. Once per day, they can bring up to seven cloakers along with them on the journey, as the spell *plane shift*.

Spellcasting: Cloaker lords have the spellcasting ability of 9th level wizards, and this ability improves as they increase in size and Hit Dice. They are considered specialists in spells of the shadow subschool. Cloaker lords cast all their spells with verbal components only:

1st—[*chill touch, ray of enfeeblement, sleep*]; 2nd—[*blur, darkness, scare, spectral hand*]; 3rd—[*gaseous form, nondetection, phantom steed*]; 4th—[*enervation, Evard's black tentacles, fear, minor creation, shadow conjuration*]; 5th—[*greater shadow conjuration, major creation, passwall, shadow evocation*]; 6th—[*greater shadow evocation, shades*]; 7th—[*phase door, shadow walk*]; 8th—[*etherealness, maze*]; 9th—[*energy drain*]

Kaorti as presented in *Fiend Folio*

Medium-size Outsider

HD: 2d8 (9hp)

Int: +2 (Dex)

Spd: 30 ft.

AC: 18 (+2 Dex, +2 natural, +4 resin scale armor)

Att: Bite +1 melee, or ribbon dagger +4 melee, or darts +4 ranged

Dam: Bite 1d6-2, ribbon dagger 1d4-2/x4, darts 1d4-2

Face/Reach: 5 ft./ 5 ft.

Special Att: Spell-like abilities, vile transformation

Special Qual: Material vulnerability, outsider traits, poison immunity

Saves: Fort +3, Ref +5, Will +3

Abilities: Str 7, Dex 14, Con 11, Int 14, Wis 11, Cha 16

Skills: Concentration +5, Craft (armor-smithing) +7, Craft (weapon-smithing) +7, Heal +13, Intimidate +8, Knowledge (arcane) +7, Knowledge (the Planes) +7, Spellcraft +9 (+11 to decipher scrolls), Survival +5 (+7 on other planes), Use Magical Device +7 (+9 scrolls)

Feats: Exotic Weapon Proficiency (ribbon dagger), Weapon Finesse

Climate/Terrain: Any non-natural (Far Realm)

Organization: Solitary, patrol (2-9), cyst pilgrimage (10-20 plus 1-3 kaorti thralls), or cyst (21-60 plus 10-20 kaorti thralls and 1 skybleeder per 15 kaortis)

Challenge Rating: 1

Treasure: Standard, items only

Alignment: Usually Neutral Evil

Advancement: By character class

Level adjustment: +2

Humanoid in shape, a kaorti must dress in form-fitting armor made of thick resins and tissues grown and cultivated by kaorti alchemists whenever one ventures from its cyst. A kaorti in a resin suit looks like an emaciated human with elongated arms and legs. It had three long fingers and a long thumb on each hand, and its motions are slithery and undulant. Its bulbous face is affixed to its body by a long neck. A kaorti's face almost always remains hidden behind windings of resin.

Outside its resin suit, a kaorti is decidedly non-human in appearance. Its skin, brownish green in color swirled with livid pinks and reds and purples, seems to be almost transparent and liquid as it slithers and runs over the creature's visible entrails. A kaorti's fingers are little more than boneless tendrils. Its face looks like that of a melted spider. Its palms constantly secrete a thick, green resin that can be crafted by kaorti smiths into weapons and armor or reinforcements for their lairs. The average kaorti is 7 feet tall and weighs 100 pounds.

Kaortis speak their own guttural language and have picked up smatterings of many other languages during the interrogation of prisoners. Most kaortis can speak Common and Sylvan.

Combat

Kaortis prefer to use magic against their enemies, while their transformed minions and thugs engage in melee. When magic fails, a kaorti tries to fight with ranged weapons if it can; kaorti are proficient with all simple ranger weapons as well as with shuriken. A kaorti caught in melee combat usually flees in an attempt to regain the needed distance for spells and ranged attacks.

Spell-like abilities: 1/day-*alter self*, *color spray*, *feather fall*, *ray of enfeeblement*, *reduce*, *spider climb*. Caster level 2nd; save DC 14 + spell level.

Vile Transformation (Su): A kaorti can infuse any living creature with otherworldly essence from the Far Realm, permanently transforming the target into a mockery of its previous form. This process takes 8 hours, during which time the kaorti's jaws must be locked onto the victim, who must either be willing or helpless for the duration. After 8 hours, the victim must make a Fortitude save (DC 11). Failure indicates the victim transforms into a kaorti (if the victim is humanoid), or into a kaorti thrall. If the victim succeeds at the save, the kaorti can attempt the transformation again; each additional attempt to transform a victim increases the DC by +1.

Material Vulnerability (Ex): The Material Plane is painful to an unprotected kaorti. An unprotected kaorti must make a Fortitude save each hour (DC 15, +1 per previous check) or take 1d6 points of subdual damage and becomes fatigued. The fatigued condition persists until the kaorti recovers from the subdual damage it took from exposure to the Material Plane. If the kaorti is rendered unconscious through the accumulation of subdual damage (from this ability or any other source), the Material Plane environs begin to deal normal damage at the same rate. A kaorti wearing a resin suit, or a kaorti inside a cyst, is protected from the effects of the material plane.

Outsider Traits: Kaortis have darkvision (60 foot range), and they cannot be raised or resurrected.

Skills: Kaortis have a +8 racial bonus on Heal checks.

Kaorti Items:

Resin Suit: A kaorti resin suit consists of thin straps of alchemically treated resin that are wrapped around the body fully, similar to a mummy's bandages. A resin suit is light armor with the following properties: +4 armor bonus, +3 max Dex bonus, -4 armor check penalty, 25% arcane spell failure chance. Creatures other than kaortis can wear resin suits, but the resin causes most humanoids to break out in hives. In addition to its armor qualities, a kaorti resin suit protects a creature on the Material Plane from the effects of the environment. Resin suits are costly and time-consuming to make; ordinary kaorti (those with 1 HD) are only rarely allowed to use them as a result. *Cost:* 250 gp; *Weight:* 20 lbs.

Ribbon Dagger: A ribbon dagger is a Small exotic weapon crafted from an alchemically treated kaorti resin. It consists of a resin handle to which is affixed a 1-foot-long flexible strip of resin. This ribbon of resin is razor-sharp and deals 1d4 points of damage on a hit with a critical multiplier of x4. This ribbon can wrap around objects with ease; disarm attacks made with a ribbon dagger gain a +2 bonus. *Cost:* 50 gp; *Weight:* 1 lbs.

Rukanyr as presented in *Fiend Folio*

Large Aberration

HD: 7d8+49 (80hp)

Int: -2

Spd: 40 ft., climb 20 ft.

AC: 22 (-1 size, -2 Dex, +15 natural)

Base Attack/Grapple: +5/+14

Att: Slam +9 melee and 6 Claws +7 melee and 3 Bites +7 melee

Dam: Slam 3d6+5, claw 1d6+2, bite 1d8+2

Face/Reach: 10 ft./ 10 ft.

Special Att: Poison, stunning strike, sundering roar

Special Qual: Darkvision 60 ft., fast healing 5, reflexive sunder, sonic immunity, stability

Saves: Fort +9, Ref +0, Will +1

Abilities: Str 21, Dex 7, Con 24, Int 15, Wis 2, Cha 2

Skills: Climb +22, Listen +6, Search +12, Spot +6

Feats: Improved Sunder, Multiattack, Power Attack

Climate/Terrain: Any land or underground

Organization: Solitary, pair, or band (3-8)

Challenge Rating: 9

Treasure: -

Alignment: Usually Neutral Evil

The rukanyr is a heavily armored monster created by kaorti wizards for the express purpose of laying waste to regions that kaorti fear to enter.

A rukanyr resembles an armor-plated, fifteen foot tall, leafless tree, with one branch emerging from the top that ends in a ball of spikes and jagged spines. The numerous smaller branches end in grasping claws. Three large, stalking maws filled with teeth are arrayed at the thing's base, amid a tangled mess of thick insectoid legs. One large, lidless black eye stares out from the thing's "front" side.

Rukanyrs can speak Common.

Combat

A rukanyr starts any combat with a sundering roar directed at the best-equipped of its enemies, then quickly wades into the midst of melee and lashes out any target within reach of its attacks.

Poison (Ex): A rukanyr delivers its poison (Fort DC 20 negates) with each successful bite attack. Initial and secondary damage are the same (2d6 Dex).

Stunning Strike (Ex): Anyone hit by the rukanyr's slam attack must make a Fortitude saving throw (DC 18) or be stunned 1d4 rounds.

Sundering Roar (Su): Once every 1d4 rounds, a rukanyr can emit a devastating roar from one of its mouths. All creatures within 60 feet must make Fortitude save (DC 20) or be deafened for 2d6 rounds. Additionally, a rukanyr can target one creature or object within this range to be the focal point of this destructive attack [*Vilharian* is immune]. This creature or object takes 12d6 points of sonic damage (Reflex DC 20 half). If a creature is targeted, this damage also applies to armor worn and weapons carried by the creature.

Fast Healing (Ex): A rukanyr regains lost hit points at a rate of 5 per round. Fast healing does not restore hit points lost from starvation, thirst, or suffocation, and it does not allow a rukanyr to regrow or regenerate lost body parts.

Reflexive Sunder (Ex): The armor plates that cover a rukanyr shift and rub against each other in combat, creating a jarring sound like that of trees rubbing together in a high wind. Anyone who strikes a rukanyr with a slashing or piercing melee attack must make a Reflex save (DC 11) or the armor plates shift and crush the weapon, dealing 4d6+5 points of damage to the weapon and tearing it from the victim's grasp [*Vilharian* is immune to the damage by not the disarm]. The weapon lands at the attacker's feet if it is not broken by the damage.

Stability (Ex): A rukanyr is incredibly stable and cannot be tripped. It gains a +20 stability bonus on its Strength check to avoid being bull rushed.

Skills: Rukanyrs have a +8 racial bonus on Climb checks and can always choose to take on Climb checks, even if rushed or threatened.

Appendix III: NPCs

ALL APLs

Encounter Three

Master of Dragons Damoth, Former Scarlet Brotherhood Monk, Male Human (Suloise) Ex-Mnk 7/Red Avenger 1: CR 8; Medium-size Humanoid (human); HD 7d8+1d8; hp 48; Init +1 (+1 Dex); Spd 50'; AC 16 (flat-footed 15, touch 16), Attacks +7/+2 melee (unarmed, 1d8); SA Flurry of Blows, Stunning attack 7/day (DC 18), Stunning Shout 1/day; SQ Evasion, Leap of the Clouds, Purity of Body, Slow Fall (30 ft), Still Mind, Wholeness of Body. AL CG; SV Fort +7, Ref +8, Will +12; Str 10, Dex 12, Con 10, Int 10, Wis 20, Cha 10

Skills and Feats: Balance +7, Climb +4, Diplomacy +4, Escape Artist +7, Gather Information +5, Hide +5, Jump +6, Listen +13, Move Silently +5, Swim +4, Tumble +9; Deflect Arrows, Eyes in the Back of your Head*, Fists of Iron*, Improved Trip, Improved Unarmed Strike, Pain Touch*, Stunning Fist, Weapon Finesse (Unarmed Strike)

Possessions: Monk's outfit.

- See Appendix One for description

Encounter Seven

Lord High Baron Draconis Eternal, Malweig I, Male Human Fighter8/Bard7 CR 15; Size: Medium-size Humanoid; HD (8d10)+(7d6)+15; hp 95; Init +1 (+1 Dex); Spd Walk 30'; AC 19 (flatfooted 18, touch 19), Whip-Dagger +3 +18/+13/+8 (1d6+6 17-20/x2); SA: Bardic music 7/day, Bardic knowledge; Vision: Normal AL: CN; Sv: Fort +11, Ref +10, Will +9; Str 12, Dex 13, Con 12, Int 12, Wis 10, Cha 18

Skills and Feats: Balance +6, Bluff +6, Climb +11, Concentration +6, Craft (Leatherworking) +3, Decipher Script +3, Diplomacy +6, Escape Artist +6, Gather Information +9, Handle Animal +9, Hide +6, Jump +11, Listen +3, Ride +10, Spellcraft +2, Spot +2, Swim +9, Use Magic Device +13; Alertness, Armor Proficiency (Heavy), Armor Proficiency (Light), Armor Proficiency (Medium), Combat Casting, Great Fortitude, Improved Critical (Whip-Dagger), Iron Will, Jack of All Trades*, Lightning Reflexes, Martial Weapon Proficiency, Obscure Lore*, Point Blank Shot, Precise Shot, Shield Proficiency, Simple Weapon Proficiency, Weapon Focus (Whip), Weapon Specialization (Whip)

Possessions: Bracers of Armor +8, Outfit (Noble's), Ring (Evasion), Whip-Dagger +3

Spells Prepared (3 /4 /3 /1 Base DC = 14 + Spell Level) 0- [Detect Magic, Light, Mage Hand, Mending, Read Magic, Resistance]; 1- [Cure Light Wounds, Expeditious Retreat, Grease, Identify]; 2- [Bull's Strength, Cat's Grace, Invisibility, Silence]; 3- [Cure Serious Wounds, Dispel Magic]

*See Appendix One

Malweig is insane. He is mad in a kind, fun but easily distracted sort of way. The DM is free to play him as you wish as long as the baron is not portrayed as mean-spirited or threatening. His demeanor will change once he has seen the final mural in Encounter Three. After that he will switch to being a silent, sullen, haunted man fighting with past memories. Malweig will not fight or assist until it seems that the PCs are in serious trouble (DM's discretion). If this occurs, consider giving a player control of Malweig during combats. Otherwise, he will stand mute and stare blankly at the sight of any pseudonatural/Far Realms creatures. If/when he does finally enter combat; he will do so with no concern for his own welfare.

Encounter Nine

Vilharian, +5 bane (spellcasters) long sword, renders wielder immunity to fire and cold, *control weather* at will (range 1,000 feet), speech, *telepathy*

AL LN; SV Fort +9, Ref +9, Will +9, Str -, Dex -, Con -, Int 15, Wis 10, Cha 18, Ego 19.

Vilharian appears as an ancient Suloise blade with a silver and aquamarine pommel.

Vilharian has recently returned to Keoland after being purchased by Malweig for his collection. Although *Vilharian* fears destruction through Malweig's insane plan for godhood, he actually pities the baron and hopes to help him. *Vilharian* considers himself the steward of the surviving Suel families of Keoland, and through them the kingdom. He has no desire to return to being a king's showpiece and desires to manipulate events from behind the scenes for the betterment of the kingdom. *Vilharian* will allow himself to be wielded by anyone, although he of course prefers someone with skill in long sword and lawful alignment (as per page 229 of DMG).

Note that *Vilharian's bane* properties will function normally against the spellcasting cloaker lords.

APL 4 Encounters

Encounter Three

Bupo the Conclave Druid, Male Human Drd 6: CR 6; Medium-size Humanoid (Human); HD 6d8+6; hp 41; Init +1 (+1 Dex); Spd 20'; AC 14 (flat-footed 13, touch 11), Attacks +5 melee (quarterstaff, 1d6+1); SQ Animal Companion, Nature Sense, Resist Nature's Lure, Trackless Step, Wildshape 2/day, Woodland Stride; AL LN; SV Fort +6, Ref +5, Will +8; Str 12, Dex 12, Con 12, Int 12, Wis 17, Cha 10

Skills and Feats: Animal Empathy +11, Concentration +10, Handle Animal +9, Heal +4, Intuit Direction +5, Knowledge (Nature) +5, Spellcraft +3, Swim +5, Wilderness Lore +12; Animal Defiance, Lightning Reflexes, Plant Defiance, Skill Focus (Animal Empathy).

Possessions: Traveler's outfit, quarterstaff, three *Collars of Resistance* +1 (on dire toads), hide armor.

Spells Prepared (5/4/4/3; base DC = 13 + spell level) 0 - [*Create Water, Cure Minor Wounds, Detect Magic, Flare, Purify Food and Drink*]; 1st [*Entangle x2, Faerie Fire, Magic Fang*]; 2nd - [*Barkskin, Charm Person or Animal, Flaming Sphere, Heat Metal*]; 3rd - [*Cure Moderate Wounds, Greater Magic Fang, Summon Nature's Ally III*]

Encounter Four

Brimble, Seeker, Male Halfling Rog 3: CR 3; Small-size Humanoid (Halfling); HD 3d6; hp 14; Init +5 (+5 Dex); Spd 20'; AC 19 (flat-footed 14, touch 16), Attacks +4 melee (masterwork short sword, 1d6); SA +1 to hit with thrown weapons, Sneak Attack +2d6; SQ: +1 on all saves, +2 morale bonus vs fear, Evasion, Uncanny Dodge (Dex bonus to AC); AL CN; SV Fort +2, Ref +9, Will +2; Str 10, Dex 20, Con 10, Int 10, Wis 10, Cha 10

Skills and Feats: Climb +7, Craft (Stoneworking) +5, Disable Device +6, Hide +13, Move Silently +11, Open Lock +11, Search +6, Tumble +7, Use Magic Device +6; Alertness, Blind-Fight.

Possessions: Explorer's outfit, studded leather armor, masterwork short sword

Reighnaa, Seeker, Female Wood Elf Rgr 3: CR 3; Medium-size Humanoid (Elf); HD 3d10+6; hp 27; Init +5 (+5 Dex); Spd 30'; AC 18 (flat-footed 13, touch 15), Attacks +8 melee (Two weapon fighting, *Short Sword* +1, 1d6+2) and +7 melee (Two weapon fighting, masterwork short sword, 1d6+1), or +10 melee (*Short Sword* +1, 1d6+2); SA Favored Enemy (Human, +1); SQ: Immunity to sleep (Ex), Low-light vision, Save at +2 vs enchantment

spells; AL CN; SV Fort +5, Ref +6, Will +0; Str 12, Dex 20, Con 14, Int 6, Wis 8, Cha 6

Skills and Feats: Listen +7, Spot +7; Ambidexterity, Track, Two-Weapon Fighting, Weapon Finesse (Short Sword), Weapon Focus (Short Sword)

Possessions: Explorer's outfit, studded leather armor, *Short Sword* +1, masterwork short sword

Braga, Seeker, Male Human (Oeridian) Clr 3: CR 3; Medium-size Humanoid (Human); HD 3d8; hp 18; Init +0; Spd 20'; AC 15 (flat-footed 15, touch 10), Attacks +2 melee (Quarterstaff, 1d6); SA: Turn undead; SQ Spontaneous casting; AL N; SV Fort +3, Ref +3, Will +8; Str 10, Dex 10, Con 10, Int 16, Wis 16, Cha 10

Skills and Feats: Concentration +6, Diplomacy +6, Heal +9, Knowledge (Arcana) +6, Knowledge (Religion) +6, Scry +11, Spellcraft +9; Iron Will, Lightning Reflexes, Skill Focus (Scry)

Possessions: Chainmail, explorer's outfit, quarterstaff

Spells Prepared (4/3+1/2+1; Base DC = 13 + Spell Level) 0 - [*Cure Minor Wounds, Detect Magic x2, Read Magic*]; 1- [*Comprehend Languages, Cure Light Wounds, Detect Evil, Detect Secret Doors*]; 2- [*Cure Moderate Wounds, Detect Thoughts*, Hold Person*]

* Domain spell. *Domains:* Knowledge (All knowledge skills are class skills, cast divinations at +1 caster level), Magic (Use scrolls, wands and other devices with spell completion or spell trigger activation as a wizard of one-half cleric level)

Encounter Five

Kro Dreo, Male Human (Suloise) Clr 6/ Doomdreamer 1: CR 7; Medium-size Humanoid (human); HD 6d8+1d8; hp 42; Init +0; Spd 20'; AC 17 (flat-footed 17, touch 10); Attacks +4 melee (morningstar, 1d8); SA Rebuke undead; SQ: Secret (no payment for using *Planar Ally* spells, 1/week), Spontaneous casting; AL NE; SV Fort +7, Ref +4, Will +11; Str 10, Dex 10, Con 10, Int 22, Wis 14, Cha 10

Skills and Feats: Alchemy +11, Concentration +9, Diplomacy +9, Heal +6, Knowledge (Arcana) +15, Knowledge (Religion) +15, Spellcraft +10; Great Fortitude, Iron Will, Lightning Reflexes, Spell Focus (Necromancy)

Possessions: *Headband of Intellect* +2, chainmail, large steel shield, morningstar

Prepared Spells (6/5+1/4+1/2+1/1+1; Base DC 13 + Spell Level) 0 - [*Create Water, Create Wine, Cure Minor Wounds, Detect Magic, Detect Poison, Guidance, Inflict*

Minor Wounds, Light, Mending, Purify Food and Drink, Read Magic, Resistance, Virtue; 1 - [*Cause Fear, Command, Cure Light Wounds, Inflict Light Wounds, Obscuring Mist, Mage Armor*]; 2 - [*Bull's Strength, Darkness, Hold Person, Inflict Moderate Wounds, Magic Missile*]; 3 - [*Dispel Magic, Magic Vestment, Rage*]; 4 - [*Confusion**, ~~*Lesser Planar Ally*~~]

* Domain Spell. *Domains*. Force (Once per day, re-roll any damage roll and take the better of the two rolls), Madness (Gain Insanity Score equal to half your class level [cleric + prestige]. For spellcasting (bonus spells and DC), add this score to your wisdom score and use the result in place of Wisdom alone. For all other purposes, such as skill checks and saving throws, subtract this score from your Wisdom score and use the result in place of Wisdom alone) **Insanity score: 3.**

Encounter Ten

Pseudonatural Shadow Mastiff: CR 6; Medium-Size Outsider (Evil); HD 4d8+12; hp 33; Init +5 (+1 Dex, +4 Improved Initiative); Spd 50 ft.; AC 14 (+1 Dex, +3 natural); Atk Bite +7 melee (1d6+4); Face/Reach: 5 ft. by 5 ft./5 ft.; SA: Bay, trip, *True Strike* 1/day; SQ: Shadow blend, scent, electricity and acid resistance 10, DR 5/+1, SR 8, alternate form; AL: NE; SV: Fort +7, Ref +5, Will +5; Str 17, Dex 13, Con 17, Int 4, Wis 12, Cha 13.

Alternate Form (Su): At will, a pseudo-natural creature can take the form of a grotesque tentacled mass or another appropriately gruesome form determined by the DM. All abilities remain the same despite the alien appearance. Changing shape is a standard action. Other creatures receive a -1 morale penalty to their attack rolls against pseudo-natural creatures in this alternate form.

Skills and Feats: Listen +8, Spot +8, Wilderness Lore +7*; Dodge, Improved Initiative.

Encounter Eleven

Qodvoldeus, Cloaker Lord: CR 7; Huge Aberration; HD 9d8+45; hp 88; Init +5 (Dex, Improved Init.); Spd 10ft., Fly 50 ft. (average); AC 17 (touch 9, flat-footed 16) [-2 size, +1 Dex, +8 natural]; Atk +12 melee (2d6+8, tail snap) and +7 melee (2d4+4, bite); Face/Reach 15 ft. by 15 ft./10 ft. (5 ft. with bite); SA moan, engulf, spellcasting, dominate cloakers; SQ shadow shift, plane shift; SR 18; AL CN; SV Fort +9, Ref +7, Will +10; Str 26, Dex 13, Con 20, Int 18, Wis 17, Cha 15.

Skills and Feats: Hide +3, Knowledge (arcana) +13, Move Silently +10, Spellcraft +13, Spot +12; Blind-Fight, Combat Reflexes, Expertise, Improved Initiative, Lightning Reflexes.

Moan (Ex): As a free action, a cloaker lord can emit a dangerous subsonic moan at will, as long as it does not

use its bite attack in the same round. By varying the frequency and intensity of the moan, a cloaker lord can create one of four different effects:

Unnerve: All within 90 feet of the cloaker lord suffer a -2 morale penalty on attack and damage rolls. Those forced to hear this sound for 6 consecutive rounds must make a Will save (DC 16) or enter a trance and become unable to attack or defend themselves until the moaning stops. Opponents who successfully save must repeat the save next round if the moaning continues.

Fear: All within 40 feet of the cloaker lord must make a Will save (DC 16) or flee in terror for two rounds.

Nausea: Everyone in a 40 foot cone must make a Fort save (DC 16) or become overcome with nausea and weakness. Affected characters fall to the ground and are unable to take any actions, including defending themselves, for 1d4+1 rounds.

Stupor: A single individual no more than 50 feet from the cloaker lord must make a Fort save (DC 16) or be affected as by a *hold monster* spell for 6 rounds. A cloaker lord can affect only one victim at a time with this ability, so if it decides to affect one character while another is still under the effect of the stupor, the previous effect is cancelled.

Engulf (Ex): A cloaker lord can try to wrap a foe of Large size or smaller in its body. The cloaker lord makes a grapple attack that does not provoke an attack of opportunity. If the cloaker lord achieves a hold, it is free to use its whiplike tail to strike at another target while it gnaws on an engulfed victim. The cloaker lord can bite an engulfed foe with a +4 attack bonus. Attacks made on an engulfing cloaker lord deal half their damage to the monster and half to the trapped victim.

Dominate Cloakers (Ex): Cloaker lords have a natural power of domination over ordinary cloakers, allowing them to rule as the unquestioned leaders in cloaker communities.

Shadow Shift (Su): Cloaker lords have the ability to manipulate shadows. This power is effective only in shadowy areas and has several possible effects:

Obscure Vision: The cloaker gains one-quarter concealment for 1d4 rounds.

Dancing Images: This duplicates the *mirror image* spell cast by a 9th level sorcerer.

Silent Image: This duplicates the effect of a *silent image* spell cast by a 9th level sorcerer.

Plane Shift (Sp): Cloaker lords can travel to and from the Plane of Shadow at will. Once per day, they can bring up to seven cloakers along with them on the journey, as the spell *plane shift*.

Spellcasting: Cloaker lords have the spellcasting ability of 9th level wizards. They are considered specialists in spells of the shadow subschool. Cloaker lords cast all their spells with verbal components only:

Spells Prepared (4/6/6/5/4/2; base DC = 14 + spell level): 0—[*dancing lights, disrupt undead, ghost sound, read magic*]; 1st—[*chill touch, magic missile (2), ray of enfeeblement**; *shield, sleep*]; 2nd—[*blindness/deafness, blur**; *darkness, Melf's acid arrow, scare, spectral hand*]; 3rd—[*dispel magic, gaseous form**; *haste, nondetection, slow*]; 4th—[*enervation**; *Evard's black tentacles (2), improved invisibility*]; 5th—[*shadow evocation**; *polymorph self*]. *Shadow subschool bonus spell

Possessions: Ioun Stone of Resistance +1

APL 6 Encounters

Encounter Three

Bupo the Conclave Druid, Male Human Drd 7/ToB 1: CR 8; Medium-size Humanoid (Human); HD 7d8+1d8+8; hp 54; Init +1 (+1 Dex); Spd 20'; AC 14 (flat-footed 13, touch 11); SQ: Animal Companion, Animal Mastery, Companion bonuses (Int 4), Nature Sense, Resist Nature's Lure, Trackless Step, Woodland Stride, Wildshape 3/day; AL LN; SV Fort +8, Ref +7, Will +9; Str 12, Dex 12, Con 12, Int 12, Wis 18, Cha 10

Skills and Feats: Animal Empathy +12, Concentration +11, Handle Animal +10, Heal +5, Hide +0, Intuit Direction +6, Jump +0, Knowledge (Nature) +5, Listen +6, Spellcraft +5, Swim +6, Wilderness Lore +13; Animal Defiance, Lightning Reflexes, Plant Defiance, Skill Focus (Animal Empathy).

Possessions: Traveler's outfit, hide armor, two *Collars of Resistance* +2 (on dire toads)

Spells Prepared (6/5/4/3/2; base DC = 14 + spell level) 0—[*Create Water x2, Cure Minor Wounds, Detect Magic, Flare, Purify Food and Drink*]; 1st—[*Cure Light Wounds, Endure Elements, Entangle x2, Magic Fang*]; 2nd—[*Barkskin, Charm Person or Animal, Flaming Sphere, Heat Metal*]; 3rd—[*Cure Moderate Wounds, Greater Magic Fang, Summon Nature's Ally III*]; 4th—[*Dispel Magic, Flame Strike*]

Dire Toads (Advanced, 8 HD): Medium-size Magical Beast; HD 8d8+16, HP 60; Init +1 (Dex); Spd: 20 ft.; AC: 16 (+1 Dex, +4 natural); Attacks +5 ranged (tongue, 0 + poison), SA Poison (Fort Save DC 14, initial and secondary damage 1d6 temporary Con); AL N; SV Fort +11, Ref +9, Will +6; Str 10, Dex 12, Con 16, Int 4, Wis 14, Cha 7.

Skills & Feats: Hide +18, Jump +11, Listen +11, Spot +13

Encounter Four

Brimble, Seeker, M Halfling Rog 6: CR 6; Small-size Humanoid (Halfling); HD 6d6; hp 27; Init +5 (+5 Dex); Spd 20'; AC 19 (flat-footed 14, touch 16), Attacks +6 melee (masterwork short sword, 1d6); SA Sneak attack +3d6; SQ: +1 on all saves, +2 morale bonus vs fear, +1 to hit with thrown weapons, Evasion, Uncanny Dodge (Can't be flanked, retains Dex bonus to AC when flat-footed); AL CN; SV Fort +3, Ref +11, Will +3; Str 10, Dex 20, Con 10, Int 10, Wis 10, Cha 11

Skills and Feats: Climb +10, Craft (Stoneworking) +5, Disable Device +9, Hide +13, Listen +7, Move Silently +11, Open Lock +14, Pick Pocket +7, Search +9, Sense Motive +3, Spot +5, Tumble +7, Use Magic Device +6; Alertness, Blind-Fight, Dodge

Possessions: Explorer's outfit, studded leather armor, masterwork short sword

Reighnaa, Seeker, Female Wood Elf Rgr 6: CR 6; Medium-size Humanoid (elf); HD 6d10+12; hp 54; Init +5 (+5 Dex); Spd 30'; AC 18 (flat-footed 13, touch 15); Attacks +10/+5 melee (Two weapon fighting, *Hunting Short Sword* +1, 1d6+1) and +10 melee (masterwork short sword, 1d6), or +12 melee (*Hunting Short Sword* +1, 1d6+1); SA Favored enemy (human +2, dwarf +1); SQ: Immunity to sleep, Low-light vision, Save at +2 vs enchantment spells; AL CN; SV Fort +7, Ref +7, Will +2; Str 10, Dex 20, Con 14, Int 6, Wis 11, Cha 6

Skills and Feats: Listen +8, Search +6, Spot +8; Ambidexterity, Dodge, Track, Two-Weapon Fighting, Weapon Finesse (short sword), Weapon Focus (short sword)

Possessions: Explorer's outfit, studded leather armor, *Hunting Short Sword* +1, masterwork short sword.

Spells Prepared (1; base DC = 10 + Spell Level): 1—[*Entangle*]

Braga, Seeker, Male Human (Oeridian) Clr 6: CR 6; Medium-size Humanoid (human); HD 6d8; hp 36; Init +0; Spd 20'; AC 15 (flat-footed 15, touch 10), Attacks +4 melee (quarterstaff, 1d6); SA: Turn undead; SQ Spontaneous casting; AL N; SV Fort +7, Ref +4, Will +10; Str 10, Dex 10, Con 10, Int 16, Wis 17, Cha 10

Skills and Feats: Concentration +6, Diplomacy +6, Heal +9, Knowledge (Arcana) +6, Knowledge (Geography) +6, Knowledge (History) +6, Knowledge (Law) +6, Knowledge (Nature) +6, Knowledge (Politics) +6, Knowledge (Religion) +6, Knowledge (Planes) +6, Scry +11, Spellcraft +9; Great Fortitude, Iron Will, Lightning Reflexes, Skill Focus (Scry)

Possessions: Chainmail, explorer's outfit, quarterstaff

Spells Prepared (5/4+1/4+1/3+1; base DC 13 + Spell Level): 0- [Cure Minor Wounds, Detect Magic, Detect Poison, Read Magic, Resistance], 1- [Comprehend Languages, Cure Light Wounds, Detect Good, Detect Evil, Detect Secret Doors*], 2- [Augury, Cure Moderate Wounds, Detect Thoughts*, Find Traps, Hold Person] 3- [Clairaudience/Clairvoyance*, Cure Serious Wounds, Dispel Magic, Speak with Dead]

* Domain spell. *Domains:* Knowledge (All knowledge skills are class skills, cast divinations at +1 caster level), Magic (Use scrolls, wands and other devices with spell completion or spell trigger activation as a wizard of one-half cleric level)

Encounter Five

Kro Dreo, Male Human (Suloise) Clr 6/Doomdreamer3: CR 9; Medium-size Humanoid (human); HD 6d8+3d8; hp 54; Init +0; Spd 30'; AC 15 (flat-footed 15, touch 10); SA Rebuke undead; SQ: Chill Soul, Dark Lore, Insanity score +2, Spontaneous casting, Secret (no payment for using *Planar Ally* spells, 1/week); AL NE; SV Fort +9, Ref +6, Will +14; Str 10, Dex 10, Con 10, Int 22, Wis 16, Cha 10

Skills and Feats: Alchemy +14, Concentration +12, Diplomacy +12, Heal +10, Intimidate +4, Knowledge (Arcana) +15, Knowledge (Religion) +15, Spellcraft +13; Blind-Fight, Great Fortitude, Iron Will, Lightning Reflexes, Spell Focus (Necromancy)

Possessions: Chainmail, large steel shield, morningstar, *Headband of Intellect +4*

Spells Prepared (6/5+1/5+1/4+1/2+1/1+1; Base DC = 16 + Spell Level [+2 for Necromancy spells]) 0 - [Create Water, Create Wine, Cure Minor Wounds, Detect Magic, Detect Poison, Guidance, Inflict Minor Wounds, Light, Mending, Purify Food and Drink, Read Magic, Resistance, Virtue]; 1 - [Cause Fear, Command, Cure Light Wounds, Inflict Light Wounds, Obscuring Mist, Mage Armor*]; 2 - [Bull's Strength, Darkness, Hold Person, Inflict Moderate Wounds, Magic Missile*, Fox's Cunning], 3 - [Dispel Magic, Magic Vestment, Rage*, Bestow Curse, Inflict Serious Wounds]; 4 - [Confusion*, Inflict Critical Wounds, ~~Lesser Planar Ally~~]; 5 - [Slay Living, Wall of Force*]

* Domain Spell. *Domains:* Force (Once per day, re-roll any damage roll and take the better of the two rolls), Madness (Gain Insanity Score equal to half your class level [cleric + prestige]. For spellcasting (bonus spells and DC), add this score to your wisdom score and use the result in place of Wisdom alone. For all other purposes,

such as skill checks and saving throws, subtract this score from your Wisdom score and use the result in place of Wisdom alone) **Insanity score: 6.**

Encounter Ten

Pseudonatural Shadow Mastiff (2): CR 6; Medium-Size Outsider (Evil); HD 4d8+12; hp 33; Init +5 (+1 Dex, +4 Improved Initiative); Spd 50 ft.; AC 14 (+1 Dex, +3 natural); Atk Bite +7 melee (1d6+4); Face/Reach: 5 ft. by 5 ft./5 ft.; SA: Bay, trip, *True Strike* 1/day; SQ: Shadow blend, scent, electricity and acid resistance 10, DR 5/+1, SR 8, alternate form; AL: NE; SV: Fort +7, Ref +5, Will +5; Str 17, Dex 13, Con 17, Int 4, Wis 12, Cha 13.

Alternate Form (Su): At will, a pseudo-natural creature can take the form of a grotesque tentacled mass or another appropriately gruesome form determined by the DM. All abilities remain the same despite the alien appearance. Changing shape is a standard action. Other creatures receive a -1 morale penalty to their attack rolls against pseudo-natural creatures in this alternate form.

Skills and Feats: Listen +8, Spot +8, Wilderness Lore +7*; Dodge, Improved Initiative.

Encounter Eleven

Qodvoldeus, Pseudonatural Cloaker Lord: CR 9; Huge Aberration; HD 9d8+45; hp 88; Init +5 (Dex, Improved Init.); Spd 10ft., Fly 50 ft. (average); AC 17 (touch 9, flat-footed 16) [-2 size, +1 Dex, +8 natural]; Atk +12 melee (2d6+8, tail snap) and +7 melee (2d4+4, bite); Face/Reach 15 ft. by 15 ft./10 ft. (5 ft. with bite); SA moan, engulf, spellcasting, dominate cloakers, *True Strike* 1/day; SQ shadow shift, plane shift; SR 18; electricity and acid resistance 15, DR 5/+2, alternate form; AL CN; SV Fort +10, Ref +8, Will +11; Str 26, Dex 13, Con 20, Int 18, Wis 17, Cha 15.

Skills and Feats: Hide +3, Knowledge (arcana) +13, Move Silently +10, Spellcraft +13, Spot +12; Blind-Fight, Combat Reflexes, Expertise, Improved Initiative, Lightning Reflexes.

Moan (Ex): As a free action, a cloaker lord can emit a dangerous subsonic moan at will, as long as it does not use its bite attack in the same round. By varying the frequency and intensity of the moan, a cloaker lord can create one of four different effects:

Unnerve: All within 90 feet of the cloaker lord suffer a -2 morale penalty on attack and damage rolls. Those forced to hear this sound for 6 consecutive rounds must make a Will save (DC 16) or enter a trance and become unable to attack or defend themselves until the moaning stops. Opponents who successfully save must repeat the save next round if the moaning continues.

Fear: All within 40 feet of the cloaker lord must make a Will save (DC 16) or flee in terror for two rounds.

Nausea: Everyone in a 40 foot cone must make a Fort save (DC 16) or become overcome with nausea and weakness. Affected characters fall to the ground and are unable to take any actions, including defending themselves, for 1d4+1 rounds.

Stupor: A single individual no more than 50 feet from the cloaker lord must make a Fort save (DC 16) or be affected as by a *hold monster* spell for 6 rounds. A cloaker lord can affect only one victim at a time with this ability, so if it decides to affect one character while another is still under the effect of the stupor, the previous effect is cancelled.

Engulf (Ex): A cloaker lord can try to wrap a foe of Large size or smaller in its body. The cloaker lord makes a grapple attack that does not provoke an attack of opportunity. If the cloaker lord achieves a hold, it is free to use its whiplike tail to strike at another target while it gnaws on an engulfed victim. The cloaker lord can bite an engulfed foe with a +4 attack bonus. Attacks made on an engulfing cloaker lord deal half their damage to the monster and half to the trapped victim.

Dominate Cloakers (Ex): Cloaker lords have a natural power of domination over ordinary cloakers, allowing them to rule as the unquestioned leaders in cloaker communities.

Shadow Shift (Su): Cloaker lords have the ability to manipulate shadows. This power is effective only in shadowy areas and has several possible effects:

Obscure Vision: The cloaker gains one-quarter concealment for 1d4 rounds.

Dancing Images: This duplicates the effect of a *mirror image* spell cast by a 9th level sorcerer.

Silent Image: This duplicates the effect of a *silent image* spell cast by a 9th level sorcerer.

Plane Shift (Sp): Cloaker lords can travel to and from the Plane of Shadow at will. Once per day, they can bring up to seven cloakers along with them on such a journey, as the spell *plane shift*.

Alternate Form (Su): At will, a pseudo-natural creature can take the form of a grotesque tentacled mass or another appropriately gruesome form determined by the DM. All abilities remain the same despite the alien appearance. Changing shape is a standard action. Other creatures receive a -1 morale penalty to their attack rolls against pseudo-natural creatures in this alternate form.

Spellcasting: Cloaker lords have the spellcasting ability of 9th level wizards. They are considered specialists in spells of the shadow subschool. Cloaker lords cast all their spells with verbal components only:

Spells Prepared (4/6/6/5/4/2; base DC = 14 + spell level): 0—[*dancing lights, disrupt undead, ghost sound, read magic*]; 1st—[*chill touch, magic missile (2), ray of enfeeblement*, shield, sleep*]; 2nd—[*blindness/deafness, blur*, darkness, Melf's acid arrow, scare, spectral hand*]; 3rd—[*dispel magic, gaseous form*, haste, nondetection, slow*]; 4th—[*enervation*, Evard's black tentacles (2), improved invisibility*]; 5th—[*shadow evocation*, polymorph-self*]. *Shadow subschool bonus spell

Possessions: Ioun Stone of Resistance +2

APL 8 Encounters

Encounter Three

Bupo the Conclave Druid, M Human Drd 7/ToB 3: CR 10; Medium-size Humanoid (Human); HD 7d8+3d8+10; hp 68; Init +1 (+1 Dex); Spd 20'; AC 14 (flat-footed 13, touch 11); SQ Animal Companion, Animal Mastery, Blood Bond, Companion bonuses (Int 6, Natural Armor +2), Empathic Link, Nature Sense, Resist Nature's Lure, Trackless Step, Woodland Stride, Wildshape 3/day; AL LN; SV: SV: Fort +9, Ref +8, Will +12; Str 12, Dex 12, Con 12, Int 12, Wis 18, Cha 10

Skills and Feats: Animal Empathy +12, Concentration +11, Handle Animal +10, Heal +5, Hide +0, Intuit Direction +6, Jump +0, Knowledge (Nature) +5, Listen +6, Spellcraft +5, Swim +6, Wilderness Lore +13; Animal Defiance*, Iron Will, Lightning Reflexes, Plant Defiance*, Skill Focus (Animal Empathy).

Empathic Link (Su): The Tamer of Beasts gains an empathic link that allows him to communicate telepathically with his companions.

Blood Bond: The companions gain +2 bonus on all attack rolls, checks, and saves after witnessing any threat or harm to the tamer.

Possessions: Traveler's outfit, hide armor, two *Collars of Resistance* +3 (on dire toads)

Spells Prepared (6/5/4/4/3; base DC = 14 + spell level) 0—[*Cure Minor Wounds, Detect Magic, Detect Poison, Flare, Guidance, Purify Food and Drink*]; 1st—[*Cure Light Wounds, Endure Elements, Entangle x2, Magic Fang*]; 2nd—[*Barkskin, Charm Person or Animal, Flaming Sphere, Heat Metal*]; 3rd—[*Cure Moderate Wounds, Greater Magic Fang, Neutralize Poison, Summon Nature's Ally III*]; 4th—[*Cure Serious Wounds, Dispel Magic, Flame Strike*]

* See Appendix One for description

Dire Toads (Advanced, 10 HD): Medium-size Magical Beast; HD 10d8+20, HP 75; Init +1 (Dex); Spd: 20 ft.; AC: 18 (+1

Dex, +6 natural); Attacks +6 ranged (tongue, o + poison), SA Poison (Fort Save DC 14, initial and secondary damage 1d6 temporary Con); AL N; SV Fort +11, Ref +9, Will +6; Str 10, Dex 12, Con 16, Int 4, Wis 14, Cha 7.

Skills & Feats: Hide +18, Jump +11, Listen +11, Spot +13

Encounter Four

Brimble, Seeker Rogue, M Halfling Rog 7/Dngn Dlvrr: CR 8; Small-size Humanoid (halfling); HD 7d6+1d6; hp 36; Init +5 (+5 Dex); Spd 20'; AC 19 (flat-footed 14, touch 16); Attacks +7 melee (masterwork short sword, 1d6); SA Sneak attack +4d6; SQ: +1 on all saves, +2 morale bonus vs fear, +1 to hit with thrown weapons, Danger Sense +2/+4, Evasion, Uncanny Dodge (Can't be flanked, retains Dex bonus to AC when flat-footed); AL CN; SV Fort +3, Ref +13, Will +3; Str 10, Dex 20, Con 10, Int 10, Wis 10, Cha 12

Skills and Feats: Climb +11, Craft (Stoneworking) +5, Decipher Script +3, Diplomacy +2, Disable Device +10, Hide +13, Listen +7, Move Silently +11, Open Lock +15, Pick Pocket +7, Search +10, Sense Motive +3, Spot +8, Tumble +7, Use Magic Device +12; Alertness, Blind-Fight, Dodge

Danger Sense (Ex): This grants him a +2 insight bonus on Reflex saves to avoid traps, a +2 dodge bonus to AC against attacks from traps, and a +4 insight bonus to Spot checks made to spot creatures at the beginning of an encounter.

Possessions: Explorer's outfit, masterwork short sword, studded leather armor

Reighnaa, Seeker, Female Wood Elf Rgr 8: CR 8; Medium-size Humanoid (elf); HD 8d10+16; hp 72; Init +5 (+5 Dex); Spd 30'; AC 18 (flat-footed 13, touch 15); Attacks +13/+8 melee (Two weapon fighting, *Hunting Short Sword* +2*, 1d6+2) and +12 melee (masterwork short sword, 1d6), or +14 melee (*Hunting Short Sword* +2*, 1d6+1); SA Favored enemy (human +2, dwarf +1); SQ: Immunity to sleep, Low-light vision, Save at +2 vs enchantment spells; AL CN; SV Fort +8, Ref +7, Will +3; Str 10, Dex 20, Con 14, Int 6, Wis 12, Cha 6

Skills and Feats: Hide +5, Listen +9, Move Silently +7, Search +6, Spot +9; Ambidexterity, Dodge, Track, Two-Weapon Fighting, Weapon Finesse (short sword), Weapon Focus (short sword)

Possessions: Explorer's outfit, studded leather armor, *Hunting Short Sword* +2*, masterwork short sword.

Spells Prepared (2; base DC = 10 + Spell Level): 1- [*Entangle, Summon Nature's Ally I*]

* See Appendix One for description

Braga, Seeker Cleric, M Human (Oeridian) Clr 7/Dvn Rcl 1: CR 8; Medium-size Humanoid (human); HD 7d8+1d6; hp 47; Init +0; Spd 20'; AC 15 (flat-footed 15, touch 10); Attacks +5 melee (quarterstaff, 1d6); SA Turn undead; SQ: Spontaneous casting; AL N; SV Fort +7, Ref +4, Will +13; Str 10, Dex 10, Con 10, Int 16, Wis 18, Cha 10

Skills and Feats: Concentration +6, Diplomacy +6, Heal +10, Knowledge (Arcana) +6, Knowledge (Geography) +6, Knowledge (History) +6, Knowledge (Law) +6, Knowledge (Nature) +6, Knowledge (Politics) +6, Knowledge (Religion) +6, Knowledge (Planes) +6, Knowledge (Undead) +5, Scry +17, Spellcraft +9; Great Fortitude, Iron Will, Lightning Reflexes, Skill Focus (Scry)

Possessions: Chainmail, explorer's outfit, quarterstaff

Prepared Spells (6/5+1/4+1/4+1/3+1) 0 - [*Cure Minor Wounds, Detect Magic, Detect Poison, Guidance, Read Magic, Resistance*]; 1- [*Cure Light Wounds, Detect Chaos, Detect Evil, Detect Law, Detect Secret Doors**]; 2- [*Augury, Cure Moderate Wounds, Detect Thoughts*, Find Traps, Hold Person*]; 3- [*Clairaudience/Clairvoyance*, Cure Serious Wounds, Dispel Magic, Speak with Dead*]; 4- [*Cure Critical Wounds, Divination*, Freedom of Movement, Greater Magic Weapon*]

* Domain spell. *Domains:* Knowledge (All knowledge skills are class skills, cast divinations at +1 caster level), Magic (Use scrolls, wands and other devices with spell completion or spell trigger activation as a wizard of one-half cleric level)

Encounter Five

Kro Dreo, Male Human (Suloise) Clr 6 / Doomdreamer 5: CR 11; Medium-size Humanoid (Human); HD 6d8+5d8+3; hp 69; Init +0; Spd 20'; AC 17 (flat-footed 17, touch 10); Attacks +7/+2 melee (morningstar); SA Chill Soul, Maddening Howl, Rebuke undead; SQ: Dark Communion, Dark Lore Spontaneous casting, Secrets (no payment for using *Planar Ally* spells, 1/week; Insanity score +2; Unnatural Vitality +3 hp); AL NE; SV Fort +8, Ref +5, Will +13; Str 10, Dex 10, Con 10, Int 24, Wis 15, Cha 10

Skills and Feats: Alchemy +18, Concentration +14, Diplomacy +9, Heal +7, Intimidate +5, Knowledge (Arcana) +16, Knowledge (Religion) +16, Scry +17, Spellcraft +21; Great Fortitude, Improved Unarmed Strike, Iron Will, Lightning Reflexes, Spell Focus (Necromancy)

Possessions: Chainmail, large steel shield, morningstar, *Headband of Intellect* +4

Prepared Spells (6/6+1/5+1/5+1/3+1/2+1/1+1; DC 16 + Spell Level [+2 for Necromancy spells]) 0 – [*Create Water, Create Wine, Cure Minor Wounds, Detect Magic, Detect Poison, Guidance, Inflict Minor Wounds, Light, Mending, Purify Food and Drink, Read Magic, Resistance, Virtue*]; 1 – [*Cause Fear, Command, Cure Light Wounds x2, Inflict Light Wounds, Obscuring Mist, Mage Armor**]; 2 – [*Bull's Strength, Darkness, Hold Person, Inflict Moderate Wounds, Magic Missile**, *Fox's Cunning*]; 3 – [*Blindness/Deafness, Dispel Magic, Magic Vestment, Rage**, *Bestow Curse, Inflict Serious Wounds*]; 4 – [*Confusion**, *Inflict Critical Wounds, Lesser Planar Ally, Freedom of Movement*]; 5 – [*Slay Living, Wall of Force**, *Flame Strike*]; 6 – [*Blade Barrier, Repulsion**]

* Domain Spell. *Domains:* Force (Once per day, re-roll any damage roll and take the better of the two rolls), Madness (Gain Insanity Score equal to half your class level [cleric + prestige]. For spellcasting (bonus spells and DC), add this score to your wisdom score and use the result in place of Wisdom alone. For all other purposes, such as skill checks and saving throws, subtract this score from your Wisdom score and use the result in place of Wisdom alone) **Insanity score:** 7

Dark Lore (Su): Once per day, the doomdreamer can, as a standard action, look at one intelligent creature and learn some secret. Speaking that dark secret, the target creature must make a Will save (DC 15 + doomdreamer levels) or react as stunned for 1d3 rounds.

Chill Soul (Su): The doomdreamer can make a touch attack against a living creature and inflict 3d8 points of damage by chilling their soul. This can be used in conjunction with an inflict wounds spell. Usable once per day.

Maddening Howl: The doomdreamer can give a howl that affects all living creatures within 50 feet. Those in the area must make Will saves (DC 15 + doomdreamer levels). Failure means that the victim stands still (treat as dazed) for 1 round, his mind reeling with insane thoughts. Usable once per day.

Encounter Ten

Pseudonatural Shadow Mastiff (4): CR 6; Medium-Size Outsider (Evil); HD 4d8+12; hp 33; Init +5 (+1 Dex, +4 Improved Initiative); Spd 50 ft.; AC 14 (+1 Dex, +3 natural); Atk Bite +7 melee (1d6+4); Face/Reach: 5 ft. by 5 ft./5 ft.; SA: Bay, trip, *True Strike* 1/day; SQ: Shadow blend, scent, electricity and acid resistance 10, DR 5/+1,

SR 8, alternate form; AL: NE; SV: Fort +7, Ref +5, Will +5; Str 17, Dex 13, Con 17, Int 4, Wis 12, Cha 13.

Alternate Form (Su): At will, a pseudo-natural creature can take the form of a grotesque tentacled mass or another appropriately gruesome form determined by the DM. All abilities remain the same despite the alien appearance. Changing shape is a standard action. Other creatures receive a -1 morale penalty to their attack rolls against pseudo-natural creatures in this alternate form.

Skills and Feats: Listen +8, Spot +8, Wilderness Lore +7*; Dodge, Improved Initiative.

Encounter Eleven

Qodvoldeus, Pseudonatural Cloaker Lord: CR 9; Huge Aberration; HD 9d8+45; hp 88; Init +5 (Dex, Improved Init.); Spd 10ft., Fly 50 ft. (average); AC 17 (touch 9, flat-footed 16) [-2 size, +1 Dex, +8 natural]; Atk +12 melee (2d6+8, tail snap) and +7 melee (2d4+4, bite); Face/Reach 15 ft. by 15 ft./10 ft. (5 ft. with bite); SA moan, engulf, spellcasting, dominate cloakers, *True Strike* 1/day; SQ shadow shift, plane shift; SR 18, alternate form; AL CN; SV Fort +11, Ref +9, Will +12; Str 26, Dex 13, Con 20, Int 18, Wis 17, Cha 15.

Skills and Feats: Hide +3, Knowledge (arcana) +13, Move Silently +10, Spellcraft +13, Spot +12; Blind-Fight, Combat Reflexes, Expertise, Improved Initiative, Lightning Reflexes.

Moan (Ex): As a free action, a cloaker lord can emit a dangerous subsonic moan at will, as long as it does not use its bite attack in the same round. By varying the frequency and intensity of the moan, a cloaker lord can create one of four different effects:

Unnerve: All within 90 feet of the cloaker lord suffer a -2 morale penalty on attack and damage rolls. Those forced to hear this sound for 6 consecutive rounds must make a Will save (DC 16) or enter a trance and become unable to attack or defend themselves until the moaning stops. Opponents who successfully save must repeat the save next round if the moaning continues.

Fear: All within 40 feet of the cloaker lord must make a Will save (DC 16) or flee in terror for two rounds.

Nausea: Everyone in a 40 foot cone must make a Fort save (DC 16) or become overcome with nausea and weakness. Affected characters fall to the ground and are unable to take any actions, including defending themselves, for 1d4+1 rounds.

Stupor: A single individual no more than 50 feet from the cloaker lord must make a Fort save (DC 16) or be affected as by a *hold monster* spell for 6 rounds. A cloaker lord can affect only one victim at a

time with this ability, so if it decides to affect one character while another is still under the effect of the stupor, the previous effect is cancelled.

Engulf (Ex): A cloaker lord can try to wrap a foe of Large size or smaller in its body. The cloaker lord makes a grapple attack that does not provoke an attack of opportunity. If the cloaker lord achieves a hold, it is free to use its whiplike tail to strike at another target while it gnaws on an engulfed victim. The cloaker lord can bite an engulfed foe with a +4 attack bonus. Attacks made on an engulfing cloaker lord deal half their damage to the monster and half to the trapped victim.

Dominate Cloakers (Ex): Cloaker lords have a natural power of domination over ordinary cloakers, allowing them to rule as the unquestioned leaders in cloaker communities.

Shadow Shift (Su): Cloaker lords have the ability to manipulate shadows. This power is effective only in shadowy areas and has several possible effects:

Obscure Vision: The cloaker gains one-quarter concealment for 1d4 rounds.

Dancing Images: This duplicates the effect of a *mirror image* spell cast by a 9th level sorcerer.

Silent Image: This duplicates the effect of a *silent image* spell cast by a 9th level sorcerer.

Plane Shift (Sp): Cloaker lords can travel to and from the Plane of Shadow at will. Once per day, they can bring up to seven cloakers along with them on such a journey, as the spell *plane shift*.

Alternate Form (Su): At will, a pseudonatural creature can take the form of a grotesque tentacled mass or another appropriately gruesome form determined by the DM. All abilities remain the same despite the alien appearance. Changing shape is a standard action. Other creatures receive a -1 morale penalty to their attack rolls against pseudonatural creatures in this alternate form.

Spellcasting: Cloaker lords have the spellcasting ability of 9th level wizards. They are considered specialists in spells of the shadow subschool. Cloaker lords cast all their spells with verbal components only:

Spells Prepared (4/6/6/5/4/2; base DC = 14 + spell level): 0—[*dancing lights, disrupt undead, ghost sound, read magic*]; 1st—[*chill touch, magic missile (2), ray of enfeeblement**, *shield, sleep*]; 2nd—[*blindness/deafness, blur**, *darkness, Melf's acid arrow, scare, spectral hand*]; 3rd—[*dispel magic, gaseous form**, *haste, nondetection, slow*]; 4th—[*enervation**, *Evard's black tentacles (2), improved invisibility*]; 5th—[*shadow evocation**, ~~*polymorph self*~~]. *Shadow subschool bonus spell

Possessions: Ioun Stone of Resistance +3

Pseudonatural Cloaker Lord (1): CR 9; Huge Aberration; HD 9d8+45; hp 88; Init +5 (Dex, Improved

Init.); Spd 10ft., Fly 50 ft. (average); AC 17 (touch 9, flat-footed 16) [-2 size, +1 Dex, +8 natural]; Atk +12 melee (2d6+8, tail snap) and +7 melee (2d4+4, bite); Face/Reach 15 ft. by 15 ft./10 ft. (5 ft. with bite); SA moan, engulf, spellcasting, dominate cloakers, *True Strike* 1/day; SQ shadow shift, plane shift; SR 18; electricity and acid resistance 15, DR 5/+2, alternate form; AL CN; SV Fort +8, Ref +6, Will +9; Str 26, Dex 13, Con 20, Int 18, Wis 17, Cha 15.

Skills and Feats: Hide +3, Knowledge (arcana) +13, Move Silently +10, Spellcraft +13, Spot +12; Blind-Fight, Combat Reflexes, Expertise, Improved Initiative, Lightning Reflexes.

Moan (Ex): As a free action, a cloaker lord can emit a dangerous subsonic moan at will, as long as it does not use its bite attack in the same round. By varying the frequency and intensity of the moan, a cloaker lord can create one of four different effects:

Unnerve: All within 90 feet of the cloaker lord suffer a -2 morale penalty on attack and damage rolls. Those forced to hear this sound for 6 consecutive rounds must make a Will save (DC 16) or enter a trance and become unable to attack or defend themselves until the moaning stops. Opponents who successfully save must repeat the save next round if the moaning continues.

Fear: All within 40 feet of the cloaker lord must make a Will save (DC 16) or flee in terror for two rounds.

Nausea: Everyone in a 40 foot cone must make a Fort save (DC 16) or become overcome with nausea and weakness. Affected characters fall to the ground and are unable to take any actions, including defending themselves, for 1d4+1 rounds.

Stupor: A single individual no more than 50 feet from the cloaker lord must make a Fort save (DC 16) or be affected as by a *hold monster* spell for 6 rounds. A cloaker lord can affect only one victim at a time with this ability, so if it decides to affect one character while another is still under the effect of the stupor, the previous effect is cancelled.

Engulf (Ex): A cloaker lord can try to wrap a foe of Large size or smaller in its body. The cloaker lord makes a grapple attack that does not provoke an attack of opportunity. If the cloaker lord achieves a hold, it is free to use its whiplike tail to strike at another target while it gnaws on an engulfed victim. The cloaker lord can bite an engulfed foe with a +4 attack bonus. Attacks made on an engulfing cloaker lord deal half their damage to the monster and half to the trapped victim.

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Spellcasting: Cloaker lords have the spellcasting ability of 9th level wizards. They are considered specialists in spells of the shadow subschool. Cloaker lords cast all their spells with verbal components only:

Spells Prepared (4/6/6/5/4/2; base DC = 14 + spell level): 0—[dancing lights, disrupt undead, ghost sound, read magic]; 1st—[chill touch, magic missile (2), ray of enfeeblement*, shield, sleep]; 2nd—[blindness/deafness, blur*, darkness, Melf's acid arrow, scare, spectral hand]; 3rd—[dispel magic, gaseous form*, haste, nondetection, slow]; 4th—[enervation*, Evard's black tentacles (2), improved invisibility]; 5th—[shadow evocation*, transmute rock to mud]. *Shadow subschool bonus spell

APL 10 Encounters

Encounter Three

Bupo the Conclave Druid, Male Human Druid 7/ToB 5: CR 12; Medium-size Humanoid (Human); HD 7d8+5d8+12; hp 81; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20'; AC 14 (flat-footed 13, touch 11); SQ Animal Companion, Animal Mastery, Animal Senses (hearing, smell), Beast Mastery, Blood Bond, Companion bonuses (Int 8, Natural Armor +2), Empathic Link, Nature Sense, Resist Nature's Lure, Speak with Master, Trackless Step, Woodland Stride, Wildshape 3/day; AL LN; SV Fort +10, Ref +9, Will +12; Str 12, Dex 12, Con 12, Int 12, Wis 19, Cha 10.

Skills and Feats: Animal Empathy +12, Concentration +11, Handle Animal +10, Heal +5, Hide

+0, Intuit Direction +6, Jump +0, Knowledge (Nature) +5, Listen +6, Spellcraft +5, Swim +6, Wilderness Lore +13; Animal Defiance*, Improved Initiative, Iron Will, Lightning Reflexes, Plant Defiance*, Skill Focus (Animal Empathy)

Empathic Link (Su): The Tamer of Beasts gains an empathic link that allows him to communicate telepathically with his companions.

Blood Bond: The companions gain +2 bonus on all attack rolls, checks, and saves after witnessing any threat or harm to the tamer.

Animal Senses (Su): The Tamer of Beasts can hear through any designated companion's ears or smell through its nose.

Speak with Master (Ex): The Tamer of Beasts gains the ability to communicate with his companions in a language of their own.

Possessions: Traveler's outfit, hide armor, three *Collars of Resistance* +4 (on dire toads)

Spells Prepared (6/5/5/4/3/1; base DC = 14 + spell level) 0—[*Cure Minor Wounds, Detect Magic, Detect Poison, Flare, Guidance, Purify Food and Drink*]; 1st—[*Cure Light Wounds, Endure Elements, Entangle x2, Magic Fang*]; 2nd—[*Barkskin, Charm Person or Animal, Flaming Sphere, Heat Metal, Warp Wood*]; 3rd—[*Cure Moderate Wounds, Greater Magic Fang, Neutralize Poison, Summon Nature's Ally III*]; 4th—[*Cure Serious Wounds, Dispel Magic, Flame Strike*]; 5th—[*Animal Growth*]

* See Appendix One for description

Dire Toads (Advanced, 8 HD): Medium-size Magical Beast; HD 8d8+16, HP 60; Init +1 (Dex); Spd: 20 ft.; AC: 16 (+1 Dex, +4 natural); Attacks +5 ranged (tongue, 0 + poison), SA Poison (Fort Save DC 14, initial and secondary damage 1d6 temporary Con); AL N; SV Fort +11, Ref +9, Will +6; Str 10, Dex 12, Con 16, Int 4, Wis 14, Cha 7.

Skills & Feats: Hide +18, Jump +11, Listen +11, Spot +13

Encounter Four

Brimble, Seeker, Male Halfling Rog 7 / Dngn Dlvr 3: CR 10; Small-size Humanoid (halfling); HD 7d6+3d6; hp 45; Init +9 (+5 Dex, +4 Improved Initiative); Spd 20'; AC 19 (flat-footed 14, touch 16); Attacks +9/+4 melee (masterwork short sword, 1d6); SA Sneak attack +4d6; SQ +1 on all saves, +2 morale bonus vs fear, +1 to hit with thrown weapons, Blindsight (20'), Danger Sense +2/+4, Evasion, Stonecunning, Uncanny Dodge (Can't be flanked, retain Dex bonus to AC when flat-footed); AL CN; SV Fort +4, Ref +14, Will +4; Str 10, Dex 20, Con 10, Int 10, Wis 10, Cha 12

Skills and Feats: Climb +12, Craft (Stoneworking) +5, Decipher Script +3, Diplomacy +2, Disable Device +10, Hide +14, Listen +7, Move Silently +12, Open Lock +15, Pick Pocket +8, Search +13, Sense Motive +3, Spot +8, Swim +3, Tumble +18, Use Magic Device +14; Alertness, Blind-Fight, Dodge, Improved Initiative

Danger Sense (Ex): This grants him a +2 insight bonus on Reflex saves to avoid traps, a +2 dodge bonus to AC against attacks from traps, and a +4 insight bonus to Spot checks made to spot creatures at the beginning of an encounter.

Blindsight (Ex): This enhances spatial sense enables him to maneuver and fight as well as he can under normal conditions, regardless of the ambient lighting. Invisibility is irrelevant, though the character cannot see ethereal creatures. Blindsight does not replace normal vision. Activating the ability is a standard action, and the effects last for 10 minutes.

Possessions: Explorer's outfit, masterwork short sword, masterwork studded leather armor

Reighnaa, Seeker, Female Wood Elf Rng10: CR 10; Medium-size Humanoid (elf); HD 10d10+20; hp 90; Init +5 (+5 Dex); Spd 30'; AC 18 (flat-footed 13, touch 15); Attacks +11/+6 melee (Two weapon fighting, *Sylvan Scimitar*, 1d6+1d6+3) and +15 melee (masterwork short sword, 1d6), or +13 melee (*Sylvan Scimitar*, 1d6+3); SA Favored enemy (human +3, dwarf +2, half-orc +1); SQ: Immunity to sleep, Low-light vision, Save at +2 vs enchantment spells; AL CN; SV: Fort +9, Ref +8, Will +4; Str 10, Dex 20, Con 14, Int 6, Wis 12, Cha 6

Skills and Feats: Hide +6, Listen +9, Move Silently +9, Search +9, Spot +9; Ambidexterity, Cleave (granted by *Sylvan Scimitar*), Dodge, Mobility, Track, Two-Weapon Fighting, Weapon Finesse (short sword), Weapon Focus (short sword)

Possessions: Explorer's outfit, masterwork studded leather armor, masterwork short sword, *Sylvan Scimitar*

Spells Prepared (2/1; base DC = 11 + Spell Level): 1- [*Entangle*, *Summon Nature's Ally* 1]; 2 - [*Cure Light Wounds*]

Braga, Seeker Cleric, M Human (Oeridian) Clr 7 / Div Rcl 3: CR 10; Medium-size Humanoid (human); HD 7d8+3d6; hp 55; Init +0; Spd 20'; AC 15 (flat-footed 15, touch 10); Attacks +7/+2 melee (masterwork quarterstaff, 1d6); SA Turn undead; SQ: Divination enhancement, prescient sense, spontaneous casting; AL N; SV Fort +8, Ref +5, Will +14; Str 10, Dex 10, Con 10, Int 16, Wis 18, Cha 10

Skills and Feats: Concentration +13, Diplomacy +6, Heal +12, Intimidate +5, Knowledge (Arcana) +6, Knowledge (Geography) +6, Knowledge (History) +6, Knowledge (Law) +6, Knowledge (Nature) +6, Knowledge (Politics) +6, Knowledge (Religion) +6, Knowledge (Planes) +6, Knowledge (Undead) +5, Scry +17, Spellcraft +13; Eyes in the Back of your Head*, Great Fortitude, Iron Will, Lightning Reflexes, Skill Focus (Scry)

* See Appendix One for description

Possessions: Explorer's outfit, chainmail masterwork quarterstaff

Spells Prepared: (6/5+1/6+1/4+1/4+1/2+1; Base DC 14 + Spell Level) 0 - [*Cure Minor Wounds*, *Detect Magic*, *Detect Poison*, *Guidance*, *Read Magic*, *Resistance*]; 1- [*Cure Light Wounds* x2, *Detect Chaos*, *Detect Evil*, *Detect Secret Doors***], *Summon Monster* 1]; 2 - [*Bull's Strength*, *Cure Moderate Wounds*, *Detect Thoughts***], *Hold Person*, *Identify*, *Lesser Restoration*, *Zone of Truth*]; 3- [*Clairaudience/Clairvoyance***], *Cure Serious Wounds*, *Dispel Magic* x2]; 4 - [*Cure Critical Wounds* x2, *Divination***], *Freedom of Movement*, *Greater Magic Weapon*]; 5 - [*Flame Strike*, *Raise Dead*, *True Seeing***]

** Domain spell. *Domains:* Knowledge (All knowledge skills are class skills, cast divinations at +1 caster level), Magic (Use scrolls, wands and other devices with spell completion or spell trigger activation as a wizard of one-half cleric level)

Scry Bonus (Su): A divine oracle has a +2 sacred bonus to all Scry checks.

Prescient Sense: If a divine oracle makes a successful Reflex saving throw against an attack that normally inflicts half damage on a successful save, he instead suffers no damage.

Divination Enhancement: A divine oracle adds his divine oracle level to his percentage chance of success when using divination spells such as *augury* or *divination*.

Encounter Five

Kro Dreo, Male Human (Suloise) Clr 8 / Doomdreamer 5: CR 13; Medium-size Humanoid (human); HD 8d8+5d8+3; hp 81; Init +0; Spd 20'; AC 17 (flat-footed 17, touch 10); Attacks +9/+4 melee (morningstar, 1d8); SA Chill Soul, Maddening Howl, Rebuke undead; SQ: Dark Communion, Dark Lore Spontaneous casting, Secrets (no payment for using *Planar Ally* spells, 1/week; Insanity score +2; Unnatural

Vitality +3 hp); AL NE; SV Fort +9, Ref +5, Will +15; Str 10, Dex 10, Con 10, Int 22, Wis 17, Cha 10

Skills and Feats. Alchemy +19, Concentration +16, Diplomacy +16, Heal +13, Intimidate +14, Knowledge (Arcana) +16, Knowledge (Religion) +16, Scry +9, Spellcraft +23; Great Fortitude, Improved Unarmed Strike, Iron Will, Lightning Reflexes, Spell Focus (Necromancy)

Prepared Spells (6/6+1/6+1/5+1/4+1/3+1/2+1/1+1; DC 17 + Spell Level [+2 for Necromancy spells]) 0 – [*Create Water, Create Wine, Cure Minor Wounds, Detect Magic, Detect Poison, Guidance, Inflict Minor Wounds, Light, Mending, Purify Food and Drink, Read Magic, Resistance, Virtue*]; 1 – [*Cause Fear, Command, Cure Light Wounds x2, Inflict Light Wounds, Obscuring Mist, Mage Armor**]; 2 – [*Bull's Strength, Darkness, Hold Person, Inflict Moderate Wounds, Magic Missile*, Fox's Cunning, Spiritual Weapon*]; 3 – [*Blindness/Deafness, Dispel Magic, Magic Vestment, Rage*, Bestow Curse, Inflict Serious Wounds*]; 4 – [*Poison, Confusion†, Inflict Critical Wounds, Lesser Planar Ally, Freedom of Movement*]; 5 – [*Slay Living, Wall of Force*, Flame Strike, Dispel Good*]; 6 – [*Blade Barrier, Repulsion*, Word of Recall*]; 7 – [*Destruction, Insanity**]

* Domain Spell. **Domains.** Force (Once per day, re-roll any damage roll and take the better of the two rolls), Madness (Gain Insanity Score equal to half your class level [cleric + prestige]. For spellcasting (bonus spells and DC), add this score to your wisdom score and use the result in place of Wisdom alone. For all other purposes, such as skill checks and saving throws, subtract this score from your Wisdom score and use the result in place of Wisdom alone) **Insanity score: 8**

Possessions. *Headband of Intellect +4*, morningstar, masterwork chainmail, masterwork large steel shield

Dark Lore (Su): Once per day, the doomdreamer can, as a standard action, look at one intelligent creature and learn some secret. Speaking that dark secret, the target creature must make a Will save (DC 15 + doomdreamer levels) or react as stunned for 1d3 rounds.

Chill Soul (Su): The doomdreamer can make a touch attack against a living creature and inflict 3d8 points of damage by chilling their soul. This can be used in conjunction with an inflict wounds spell. Usable once per day.

Maddening Howl: The doomdreamer can give a howl that affects all living creatures within 50 feet. Those in the area must make Will saves (DC 15 + doomdreamer levels). Failure means that the victim stands still (treat as

dazed) for 1 round, his mind reeling with insane thoughts. Usable once per day.

Encounter Eleven

Qodvoldeus, Pseudonatural Cloaker Lord: CR 9; Huge Aberration; HD 9d8+45; hp 88; Init +5 (Dex, Improved Init.); Spd 10ft., Fly 50 ft. (average); AC 17 (touch 9, flat-footed 16) [-2 size, +1 Dex, +8 natural]; Atk +12 melee (2d6+8, tail snap) and +7 melee (2d4+4, bite); Face/Reach 15 ft. by 15 ft./10 ft. (5 ft. with bite); SA moan, engulf, spellcasting, dominate cloakers, *True Strike* 1/day; SQ shadow shift, plane shift; SR 18, alternate form; AL CN; SV Fort +12, Ref +10, Will +13; Str 26, Dex 13, Con 20, Int 18, Wis 17, Cha 15.

Skills and Feats: Hide +3, Knowledge (arcana) +13, Move Silently +10, Spellcraft +13, Spot +12; Blind-Fight, Combat Reflexes, Expertise, Improved Initiative, Lightning Reflexes.

Moan (Ex): As a free action, a cloaker lord can emit a dangerous subsonic moan at will, as long as it does not use its bite attack in the same round. By varying the frequency and intensity of the moan, a cloaker lord can create one of four different effects:

Unnerve. All within 90 feet of the cloaker lord suffer a -2 morale penalty on attack and damage rolls. Those forced to hear this sound for 6 consecutive rounds must make a Will save (DC 16) or enter a trance and become unable to attack or defend themselves until the moaning stops. Opponents who successfully save must repeat the save next round if the moaning continues.

Fear. All within 40 feet of the cloaker lord must make a Will save (DC 16) or flee in terror for two rounds.

Nausea. Everyone in a 40 foot cone must make a Fort save (DC 16) or become overcome with nausea and weakness. Affected characters fall to the ground and are unable to take any actions, including defending themselves, for 1d4+1 rounds.

Stupor. A single individual no more than 50 feet from the cloaker lord must make a Fort save (DC 16) or be affected as by a *hold monster* spell for 6 rounds. A cloaker lord can affect only one victim at a time with this ability, so if it decides to affect one character while another is still under the effect of the stupor, the previous effect is cancelled.

Engulf (Ex): A cloaker lord can try to wrap a foe of Large size or smaller in its body. The cloaker lord makes a grapple attack that does not provoke an attack of opportunity. If the cloaker lord achieves a hold, it is free to use its whiplike tail to strike at another target while it gnaws on an engulfed victim. The cloaker lord can bite an engulfed foe with a +4 attack bonus. Attacks made on

an engulfing cloaker lord deal half their damage to the monster and half to the trapped victim.

Dominate Cloakers (Ex): Cloaker lords have a natural power of domination over ordinary cloakers, allowing them to rule as the unquestioned leaders in cloaker communities.

Shadow Shift (Su): Cloaker lords have the ability to manipulate shadows. This power is effective only in shadowy areas and has several possible effects:

Obscure Vision: The cloaker gains one-quarter concealment for 1d4 rounds.

Dancing Images: This duplicates the effect of a *mirror image* spell cast by a 9th level sorcerer.

Silent Image: This duplicates the effect of a *silent image* spell cast by a 9th level sorcerer.

Plane Shift (Sp): Cloaker lords can travel to and from the Plane of Shadow at will. Once per day, they can bring up to seven cloakers along with them on such a journey, as the spell *plane shift*.

Alternate Form (Su): At will, a pseudo-natural creature can take the form of a grotesque tentacled mass or another appropriately gruesome form determined by the DM. All abilities remain the same despite the alien appearance. Changing shape is a standard action. Other creatures receive a -1 morale penalty to their attack rolls against pseudo-natural creatures in this alternate form.

Spellcasting: Cloaker lords have the spellcasting ability of 9th level wizards. They are considered specialists in spells of the shadow subschool. Cloaker lords cast all their spells with verbal components only:

Spells Prepared (4/6/6/5/4/2; base DC = 14 + spell level): 0—[*dancing lights*, *disrupt undead*, *ghost sound*, *read magic*]; 1st—[*chill touch*, *magic missile* (2), *ray of enfeeblement**, *shield*, *sleep*]; 2nd—[*blindness/deafness*, *blur**, *darkness*, *Melf's acid arrow*, *scare*, *spectral hand*]; 3rd—[*dispel magic*, *gaseous form**, *haste*, *nondetection*, *slow*]; 4th—[*enervation**, *Evard's black tentacles* (2), *improved invisibility*]; 5th—[*shadow evocation**, *polymorph self*]. *Shadow subschool bonus spell

Possessions: Ioun Stone of Resistance +4

Pseudonatural Cloaker Lord (3): CR 9; Huge Aberration; HD 9d8+45; hp 88; Init +5 (Dex, Improved Init.); Spd 10ft., Fly 50 ft. (average); AC 17 (touch 9, flat-footed 16) [-2 size, +1 Dex, +8 natural]; Atk +12 melee (2d6+8, tail snap) and +7 melee (2d4+4, bite); Face/Reach 15 ft. by 15 ft./10 ft. (5 ft. with bite); SA moan, engulf, spellcasting, dominate cloakers, *True Strike* 1/day; SQ shadow shift, plane shift; SR 18; electricity and acid resistance 15, DR 5/+2, alternate form; AL CN; SV Fort +8, Ref +6, Will +9; Str 26, Dex 13, Con 20, Int 18, Wis 17, Cha 15.

Skills and Feats: Hide +3, Knowledge (arcana) +13, Move Silently +10, Spellcraft +13, Spot +12; Blind-Fight, Combat Reflexes, Expertise, Improved Initiative, Lightning Reflexes.

Moan (Ex): As a free action, a cloaker lord can emit a dangerous subsonic moan at will, as long as it does not use its bite attack in the same round. By varying the frequency and intensity of the moan, a cloaker lord can create one of four different effects:

Unnerve: All within 90 feet of the cloaker lord suffer a -2 morale penalty on attack and damage rolls. Those forced to hear this sound for 6 consecutive rounds must make a Will save (DC 16) or enter a trance and become unable to attack or defend themselves until the moaning stops. Opponents who successfully save must repeat the save next round if the moaning continues.

Fear: All within 40 feet of the cloaker lord must make a Will save (DC 16) or flee in terror for two rounds.

Nausea: Everyone in a 40 foot cone must make a Fort save (DC 16) or become overcome with nausea and weakness. Affected characters fall to the ground and are unable to take any actions, including defending themselves, for 1d4+1 rounds.

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Spellcasting: Cloaker lords have the spellcasting ability of 9th level wizards. They are considered specialists in spells of the shadow subschool. Cloaker lords cast all their spells with verbal components only:

Spells Prepared (4/6/6/5/4/2; base DC = 14 + spell level): 0—[dancing lights, disrupt undead, ghost sound, read magic]; 1st—[chill touch, magic missile (2), ray of enfeeblement*, shield, sleep]; 2nd—[blindness/deafness, blur*, darkness, Melf's acid arrow, scare, spectral hand]; 3rd—[dispel magic, gaseous form*, haste, nondetection, slow]; 4th—[enervation*, Evard's black tentacles (2), improved invisibility]; 5th—[shadow evocation*, transmute rock to mud]. *Shadow subschool bonus spell

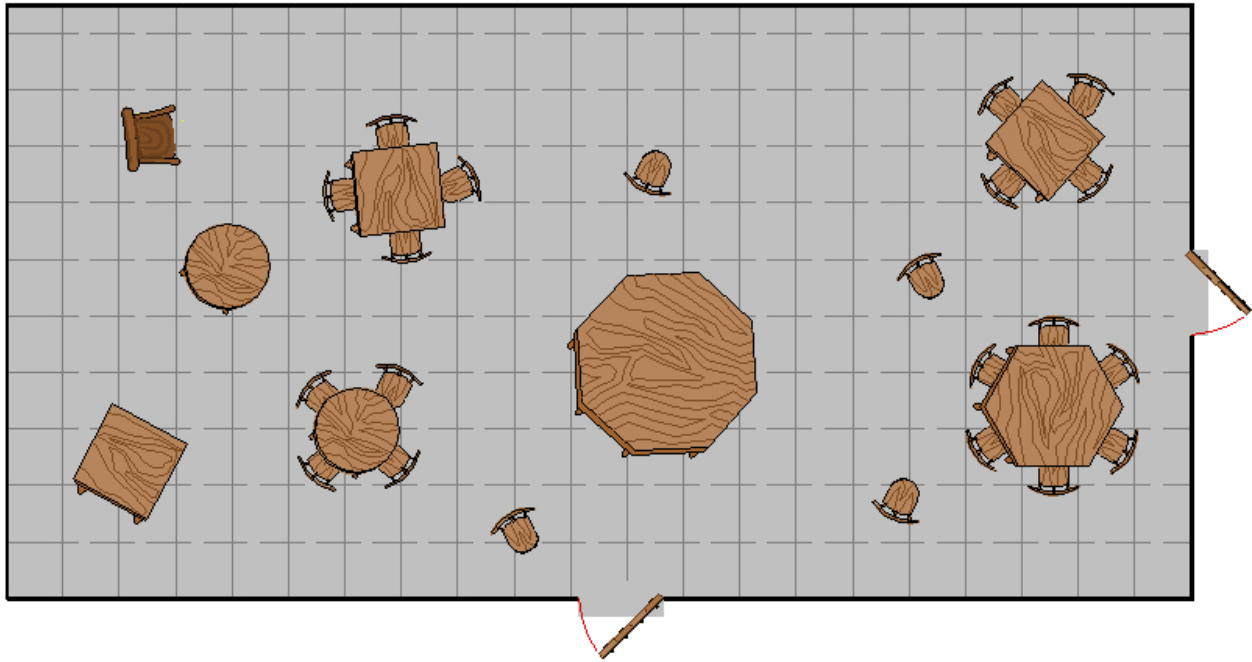
DM Aid #1

Handling Dreadwalker, Silent One, Darkwatch, and National Academy of Wizardry (NAW) PCs

- Dreadwalkers and Silent One PCs will find the theft of an artifact from the Dreadwood to be extremely serious. The Darkwatch will be troubled by this as well, but not to the degree of the other two groups.
- Some Dreadwalkers may wish to kill Damoth outright, but might wish to respect the long-standing alliance between the Dreadwalker and Silent Ones by assenting to Wilmot's request to bring him back. Silent Ones should do their best to follow all of Wilmot's instructions.
- Dreadwalkers may side with the Conclave druid in following the law that violators of the Dreadwood and its secrets should be executed. Silent Ones will want to save Damoth as per Wilmot's instructions.
- Dreadwalkers, Silent Ones, and Darkwatch will find the thought of trading the Heart to the Seeker very offensive and contrary to their organizations' goals within Keoland. They should try to persuade other party members from such a course of action but should not necessarily resort to violence. The Heart can be recovered later and the lawbreakers (including fellow party members) punished after they are reported.
- NAW player characters will not like the idea of helping their rivals, the Silent Ones, but may see it as a chance to gain information for their faction. Their membership would not prevent them in helping to recover the Heart artifact. They would have few problems as a member with trading the Heart to the Seekers.

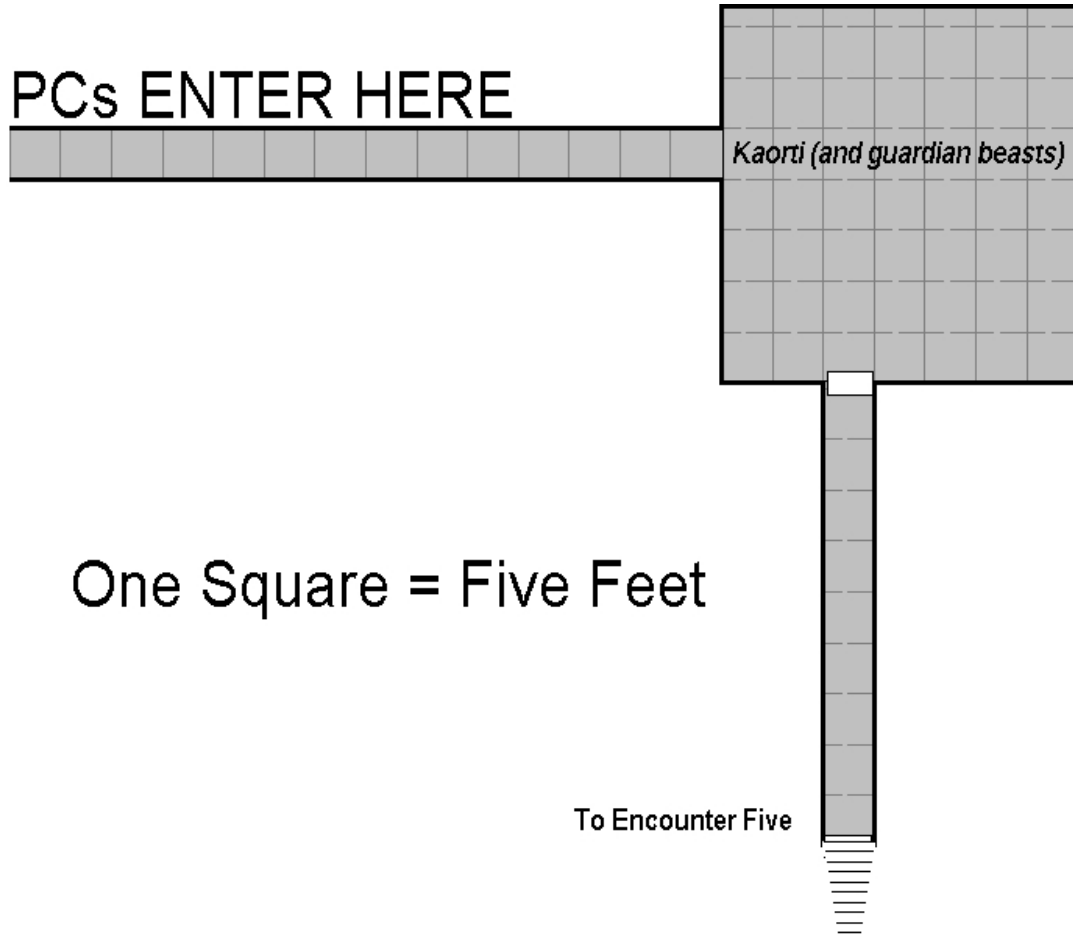
DM Aid #2

Map for Encounter Eight



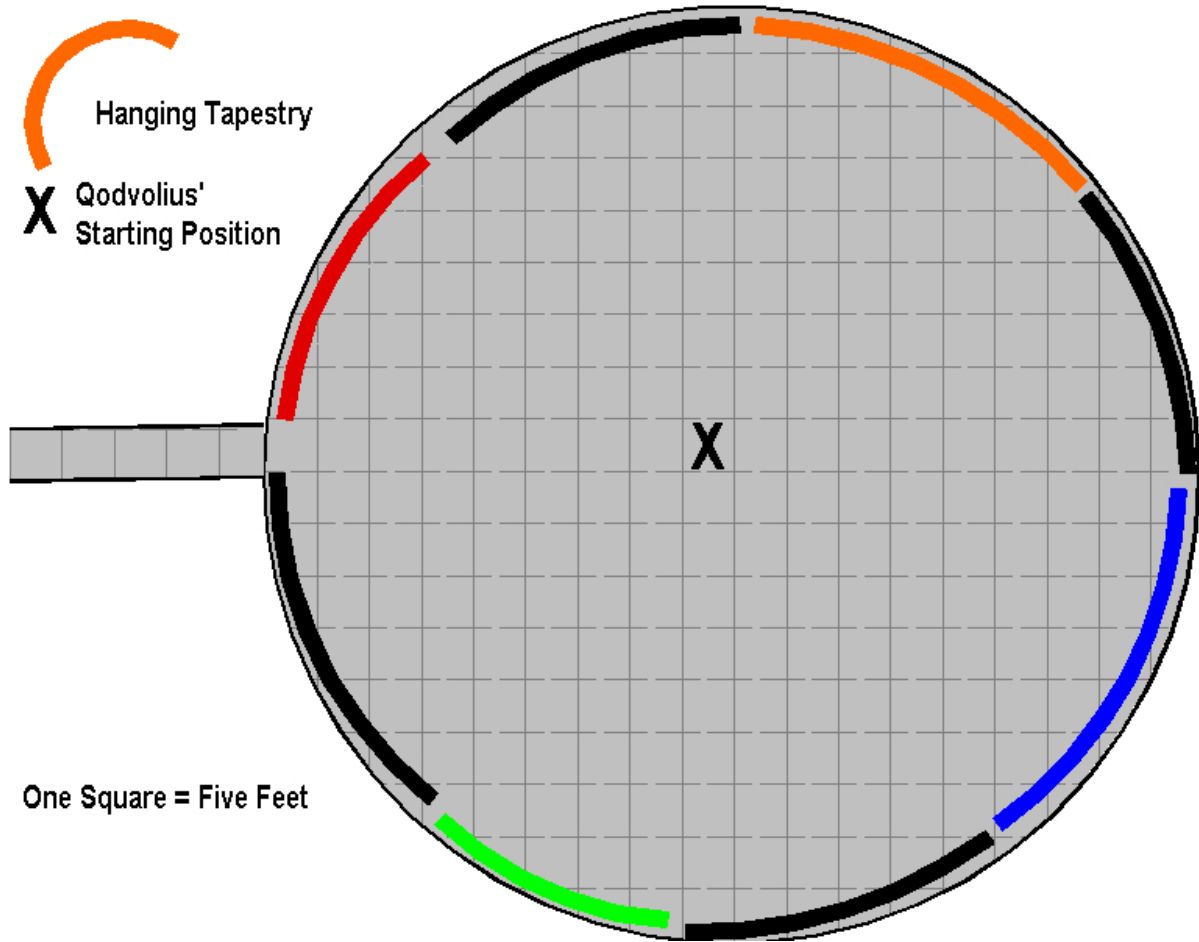
DM Aid #3

Map for Encounter Ten



DM Aid #4

Map for Encounter Eleven



Player Handout #1

Recap of *Illegal Aliens* (Part One of the Dilwyth Series)

- The forbidden knowledge left behind by the lost Malhel Suel noble family lay dormant for centuries due to the diligence of the Dreadwalkers of Keoland.
- In recent years however, the Seekers, a group dedicated to collecting ancient lore and magic, and other groups have taken an interest in the forbidden secrets of the Dreadwood and have begun to send adventurers in to find lost magic and lore.
- One such party did not return, and the Seekers have turned to a former member, the Baron of Dilwyth, to help retrieve them.
- The adventurers met and were hired by Baron Malweig of Dilwyth and his sage, Qodvoldeus, for the rescue mission.
- The characters delved into the Dreadwood and found Far Realm “contamination” in the forest. Pseudo-natural animals attacked them.
- The PCs explored the ruin going through a series of planar outpockets to reach the source of the contamination.
- The first five outpockets were linked to abyssal layers with which the evil Malhel had dealings.
- The final outpocket was linked to the Far Realms. Inside it, the characters found the only surviving member and leader of the Seeker expedition. She was completely mad and a pseudo-natural outsider. While inside, the characters ended the Far Realm contamination.
- Leaving the forest, the characters were stopped by the Dreadwalkers and all contaminated items were confiscated.
- They returned and were rewarded by the Baron for the attempted rescue.

Player Handout #2

Mural One:

A marvelous mural is painted on the wall before you. It is a collage of scenes from antiquity.

The first scene from the collage depicts several Suel and Oeridian men and women dressed in ancient armor and garments holding counsel as if deciding on a matter of great importance. Some of the people seem to weep while others shout in anger and despair. One Suloise man holds a blade that is most certainly *Vilharian*.

The collage shifts to a scene of an elderly Suel man of obvious importance appearing to settle the matter before the counsel. Suel and Oeridian shake hands as if in grudging agreement.

The next scene shows the elderly Suel man supervising the construction of a keep far in the wilderness. Suel and Oeridian overseers direct Flan laborers in the construction.

The final scene depicts the old man standing on the walls of the keep, watching as a long line of mostly Suel people are herded into the keep by armed warriors. The people hands and mouths are bound, and they stare at their captors with rage, fear, and loathing.

Vilharian Commentary:

“The mural first depicts the founding of the kingdom by Suel nobles fleeing the Rain of Colorless Fire and the Oeridian warlords of the Sheldomar valley. One of the greatest sources of contention was the Oeridian fear of the many mad Suel sorcerers among the refugees. With the guidance of a high priest of Lendor, it was decided that such people must be locked away for the good of Kingdom. The high priest of Lendor was a wise and respected man of the Neheli family but also one who was approaching the end of his years. He took it upon himself to create a place where insane nobility could be safely and humanely locked away for the remainder of their lives. The old man was said to have the power of prophecy and all trusted his judgment in the matter. The man became the first Keeper and the asylum he governed became known as Dilwych.”

Player Handout #3

Mural Two:

Another beautifully painted mural decorates the wall before you. Again, the mural shows a collage of various scenes from history.

The first scene shows the venerable man watching the insane people in his care. He appears to patiently study and catalog the behaviors of the people in his care. A great many scrolls and books nearby shows the extent of his research.

The next scene shows the man on his death-bed passing his holy symbol of Lendor to a younger Suel man. Behind the younger man is a young boy who looks on with sadness and pride.

The third scene depicts the same man, now somewhat older, appearing before the Court of the Land. The king is administering an oath to all present, with the Suel man the obvious center of attention.

The final scene shows the small keep being expanded greatly under the supervision of engineers in Keoish livery. Several nobles stand nearby having a serious discussion with the current Keeper.

Vilharian Commentary:

“This mural tells how the first Keeper became a sage of great renown on the topic of madness. The Keoish aversion to divine magic led the Keeper to study mundane ways of treating and preventing mental illness among the nobility.”

“Early on, the role of Keeper became hereditary and always the purview of the priesthood of Lendor. The scene depicts the first Keeper bestowing the responsibility of the Dilwych asylum upon his only son. His son would succeed him in time, and so on.”

“Madness among the nobility continued a source of great embarrassment and fear of rebellion for the noble families. It was decided in the Court of the Land by proclamation of the king that the purpose of Dilwych would be a closely guarded secret known only to the highest nobility of Keoland.”

“The asylum came to prominence when the Council of Nirole Dra began to consider sending King Gillum I, the Mad, there until he should die and a new king could be selected. Construction was started to make the asylum a palace fit for the king but ended with his death in 286 CY.”

Player Handout #4

Mural Three:

Another mural shows a variety of disturbing images. One shows a Keeper, obviously now mad, marrying several of the women in his care all at once in the Baklunish custom. The madmen of the castle cheer him on with insane joy.

A nearby image shows a variety of people being brought to Dilwyth. One person is a frightened, young pregnant woman, another is a bound Oeridian man covered with blood, yet another is a Suel mage in black robes covered with arcane runes. Many types of people are represented in the image; generals, priests, courtiers, merchants, and adventurers.

The next image shows Dilwyth's castle under siege by Keoish troops. A Suel man in the livery of the Duchy of Dorlin leads the troops. High above on the walls, the Keeper laughs down upon them. He no longer wears a symbol of Lendor but instead a symbol depicting a black and red swirl design.

The final image shows the Keeper appearing before the Court of the Land in fine garments. He appears to address the assembled nobles with derision as he waves several scrolls in the air. The king grimly looks on as he signs a proclamation.

Vilharian commentary:

"Eventually the great strain of living and caring for the insane took its toll on the Keepers. They began to live among their charges, and to even choose their wives from among the women."

"The original intent of Dilwyth became lost over the centuries. Noble families began to send not only their insane but also their undesirables; bastard children, murderers, practitioners of the black arts, political enemies, and many others. Under these conditions, Dilwyth became a dangerous and treacherous place with the truly insane paying the price."

"The situation became so bad that the Duke of Dorlin decided that his cousin, the Keeper, must be relieved from his position. The Keeper resisted until he was granted an audience before the King and the Court of the Land."

"The Keeper threatened to reveal every secret of Dilwyth to the people of Keoland. Already suffering several political setbacks, King Senestal II, the Dilettante, acquiesced to his demands and made Dilwyth a separate province from Dorlin and the Keeper its baron. The new baron was required to continue to accept the insane into his care."

Player Handout #5

Mural Four:

A final mural stands before you in the corridor. It too shows several images telling a story.

The first panel shows a young Suel nobleman surrounded by many books and scrolls on one side, and musical instruments on the other. In the background he enjoys the accolades of the nobility of Keoland.

A second panel shows the man, now older (and obviously Malweig), standing about a table planning an expedition. All present appear to be seasoned adventurers. A scroll is pinned to the wall in the background. It has the names of several famous places written upon it but crossed out; the Land of Black Ice, Castle Greyhawk, the Amedio Jungle, the Sea of Dust. Only one remains to be crossed out- Valadis.

A third panel shows the man, bloody from several wounds and alone, reading from an ancient book upon a strange, alien dais. He has a look of utter terror upon his face and images of tendrils, eyes, and teeth swirl about his head.

The final panel shows the man submitting himself to an ancient Suel man with robes displaying the symbol of the Silent Ones. The Silent One appears to be using magic upon the younger man's head, and the man cries out in great pain.

The murals end there.

Vilharian commentary:

"I can only speculate as to what these images represent since I was taken from Keoland during this time. I think that we all know the man represented is our friend, Malweig, here. The other adventurers might be the group, the Seekers, which I have heard Malweig and his sage mention from time to time during my imprisonment. As for the rest, I can only guess that some terrible fate befell Malweig during one of his adventures. The Silent Ones may have helped him but at a great price, perhaps his sanity."