

# War of the Burning Sky

## The Festival of Dreams

by Ryan Nock



A fantasy adventure for 16th-level characters



Requires the use of a Roleplaying Game Core Book published by Wizards of the Coast, Inc.





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An Adventure for 16th Level Characters

By Ryan Nock

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**Note on Rules Content:** *This adventure uses Open Game Content as well as material that is in the System Reference Document but is not in the core rulebooks. All the information you need to use this material is presented in this adventure, but if you are interested in learning more, search for the System Reference Document online, available through various sources.*

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## INTRODUCTION

Welcome to *The Festival of Dreams*, the ninth adventure of EN Publishing's *War of the Burning Sky* campaign saga.

This war was provoked when the Ragesian emperor Drakus Coaltongue was assassinated. The new empress, Leska, sent her armies against three enemy nations, claiming she would find the emperor's assassins and avenge his death. But then she devoted an entire army to one city, Gate Pass. At the war's start, the heroes fled before the approach of the Ragesian army, taking with them refugees and a plea for aid. Behind them, Gate Pass was besieged, assaulted, and magically bombarded, but even today it remains a battleground as the local rebellion continues the fight against the conquerors.

Now, with allies gained from many adventures, the heroes finally have the strength to liberate Gate Pass. They must rally the local populace, defeat key elements of the Ragesian military, and make sure that the opportunistic Shahalesti elves do not betray them when they are weak, all while protecting a dream-born entity that holds the key to the metaphorical gate for which the city is named.

Nightmares lurk below Gate Pass, and they will celebrate their victory in the coming Festival of Dreams.

### BACKGROUND

Dreams have always been a part of the history of Gate Pass, with the annual Festival of Dreams celebrating the spirit of a city that managed to live together despite its divided nature. Different races, nations, and religions came together in the festival to celebrate the new year and give good wishes toward each other, and this cosmopolitan spirit helped Gate Pass prosper.

Then a hundred years ago, during Coaltongue's rise to power, fleeing elves took the young gold dragon Trilla deep underground through tunnels beneath Gate Pass. Trilla, cursed with a power that caused her dreams to come to life, would eventually give rise to the trillith, strange creatures that have vexed the heroes throughout the campaign. Since Gate Pass was

### ADAPTING THE ADVENTURE

If you plan to run *The Festival of Dreams* as a standalone adventure, Gate Pass can be any embattled city caught between two opposing forces. You can simplify things with the trillith, making them into nightmare monsters summoned by the Ragesians, with no ulterior motive.

If you run the adventure in your own campaign, we encourage you to replace NPCs in the resistance with ones your players will be familiar with.

the last Trilla saw of the surface, in her nightmares the city became a barrier that could not be passed. For the trillith, metaphors and symbolism are as powerful as reality, so they too were trapped, unable to escape into the land they call the Great Above.

At first, some of these trillith were able to cross the barrier during the Festival of Dreams, when the power of the holiday's metaphor made it easy for the dreams to bond with human hosts. Eventually, though, Leska discovered the trillith and traced them back to the city. She made an alliance with some of the trillith, pulling them through to the surface and using them as agents in her war, and then she bound their leaders with powerful compulsions and unbreakable oaths. Foolishly, Leska assumed she had controlled them.

The leaders of the trillith have one secret goal: to turn the corporeal world into dream-stuff. They believe that when their mother Trilla dies – as eventually she must – they will cease to exist unless the whole world is incorporeal, like them. While they have pledged their lesser kin to serve Leska, once they are free the elders will seek a way to sunder the world. This will be one element of the final adventure of the campaign saga, *The Beating of the Aquiline Heart*, but for now what matters most is that the trillith are reinforcements for the Ragesians.

However, one of the trillith, Vigilance, defends Gate Pass. Loyal to Trilla, his power is strong

enough that any foray could only occur during the Festival, and would last only as long as the holiday. The Ragesians have managed to capture Vigilance, and hold him captive until the trillith can come to slay him, which will open the gates for them to enter the surface world. Leska believes that with their power at her command, she will be able to quell any opposition to her.

Vigilance will be familiar with the heroes, for he was once Indomitability, the trillith who kept the fire forest of Innenotdar from dying (see adventure two, *The Indomitable Fire Forest of Innenotdar*). He, and all other trillith the heroes encounter in this adventure, are corporeal, given solid flesh by the ambient power of the coming festival.

Meanwhile, a more traditional war is still going on. The Second Ragesian Army, under the command of General Ashok Danava, succeeded in officially defeating the defenders of Gate Pass around the time the heroes completed the third adventure, *Shelter from the Storm* (which should be about four to seven months ago), but since then the townsfolk have not given in. Members of a local rebellion have assassinated Ragesian commanders, destroyed the invaders' supplies, and continued to keep the Ragesians from sleeping peacefully, all while evading capture themselves. General Danava is an honorable warrior, and so he has refused to punish civilians for the actions of the resistance. Angered at what she perceives as his weakness, Leska has sent a toadying noble, Legate Kolvus, to ensure Danava does what is necessary to get things under control.

Meanwhile, the elves of Shahalesti have occasionally lent their aid to the resistance, since they fear that the Ragesians seek to march on through to Shahalesti lands. The elves' leader, Shaaladel, is coming himself to reinforce his warriors in the city. Shaaladel wants to come out of this war on top, and is ready to ally with or betray the heroes, as needed. Shaaladel suspects Leska has some plan for the city, but does not know what.

Finally there is the Gate Pass rebellion, who despite the bravery of its members, is close to defeat. The people of Gate Pass are about ready to give up, and they need a sign that their fight is not in vain.

## ADVENTURE OVERVIEW

Warnings reach the heroes regarding a Ragesian plot in Gate Pass, which comes at the same time that the local rebellion is preparing a daring mission. With the aid of the rebels the heroes are able to enter Gate Pass, avoiding the Ragesian defenses warding the city. They head to a bell tower in the central district, where after defeating its draconic guardian Vorax-Hûl they sound the bells to call the waiting freedom fighters across the city to action. By dawn the next day, nearly the entire city is coming out to fight the Ragesians, the citizens dressing in costumes originally intended for the Festival of Dreams, which was interrupted by the invasion's start many months ago. Before the day's end the Seaquen-based Resistance forces will join the battle, and the Shahalesti will be on the way, trapping the Ragesians in a pincer.

While the battle rages, the heroes have to lend their might to winning control of the city for the rebellion. They are called upon to break the initial advance of the Ragesian army, holding back hundreds of soldiers, mercenaries, and wyvern-mounted knights, and then after that grueling battle they have a chance to negotiate with the ruler of the Shahalesti elves, securing an alliance for the liberation of the city.

Meanwhile, the trillith Metamorphosis contacts the heroes, asking their help in finding and freeing her master, Vigilance, who will soon be executed by the Ragesians. The search for Vigilance leads to the ruined School of War, once run by the famed warmage Gabal. Here the heroes run into a trap set by the Ragesians, but if they survive they can rescue many allies for the rebellion, and can defend Vigilance from the imminent arrival of hostile trillith.

By the end of a day of battle, the leader of the Ragesian forces seeks out the heroes in order to surrender, but Leska's representative, Legate Kolvus, tries to stop him and assassinate Vigilance. With his defeat, the Ragesians are free to obey their general, and will stand down.

The next day, a massive crowd gathers in the grand square of Summer's Bluff, at the foot of a towering statue of the late Emperor Coaltongue, to



listen to the formal surrender of the Second Ragesian Army, and to fulfill the Festival of Dreams holiday, long delayed. But the ceremony is interrupted by the arrival of a trillith herald, Desire, who summons a mighty force of the nightmare monsters. The trillith take on corporeal forms drawn from the nightmares and twisted desires of the people of Gate Pass, and attack. If Vigilance is not yet dead, the trillith seek to slay him, or else their time on the surface will be brief.

While the trillith rampage, the trillith leader, Victory, calls a mass of his weaker brethren to unite and animate the statue of Coaltongue into a deadly colossus, which will devastate the city and destroy the allied forces if the heroes cannot stop it.

## POWER GROUPS

The heroes interact with three main factions in this adventure – the rebels, the Shahalesti, and the Ragesians.

### The Rebellion

The current leadership of the rebellion is a triumvirate consisting of dashing hero **Rantle** (CG male human fighter 4/rogue 3/ranger 2/paladin of freedom 3/commander 4), acerbic enchanter **Diogenes** (N male human enchanter 13/archmage 3), and quirky aristocrat **Erdan Menash** (NG male half-elf expert 7/abjurer 5), all of whom the heroes may have met in the first adventure.

These men will be busy leading their forces during the coming battle, and though they will ask the heroes for help against certain challenges too overwhelming for them, they expect to be the ones calling the shots. They know their city, and the heroes would be smart to trust their advice.

### Shahalesti

The Lord of the Shahalesti, **Shaaladel** (N middle-aged male elf commander 8/fighter 12) has so far only been known to the heroes distantly, by rumor or by interaction with his daughter **Shalosha** (NG female elf commander 1/wizard 6/elldrith knight 8), who depending on the heroes' actions may be an ally, an enemy, or a corpse. Shaaladel himself

### THE BURNING SKY

As detailed in the *Campaign Guide*, teleportation is hazardous during the adventure due to a strange mishap tied to the Torch of the Burning Sky. Any creature teleporting takes fire damage based on the distance traveled. For more details, see the *Campaign Guide*.

is arrogant, power-hungry, and an elf-supremacist, believing that he and his people deserve to rule as elvenkind once did long ago. He will work with non-elves, and is cunning enough to play the part of a loyal ally in the fight against Ragesia, but he truly views foreigners as less than people.

Lord Shaaladel has a thick enough skin to work around such savages as humans and orcs, but if his pride is repeatedly challenged, or his daughter threatened, he is liable to react violently at first. Afterward, however, he will try to diplomatically undo any damage his actions may have caused to his long-term plans. Shaaladel already spent decades feigning friendship and loyalty to the Emperor Coaltongue in hopes of claiming his throne when he passed, so he is quite adept at being too valuable an ally to throw away, even if one knows he should not be trusted.

Shaaladel wants two things from this battle: first, to defeat the Ragesians and drive them away from his nation's borders; and second, to claim the Torch of the Burning Sky from the heroes. For the latter, however, he's willing to wait until the war with Leska is complete, and his vizier, **Aurana Kiirodel** (CE female elf sorcerer 14/archmage 4) will be watching the heroes for clues of how to defeat them when that time comes.

### Ragesian Army

The commander of the Second Ragesian Army, **General Ashok Danava** (LN middle-aged male human commander 16) is a humble, honorable man forced to direct a war he does not believe in. Unfortunately, when he took the mantle of general he accepted a powerful, unending *geas* that bound

him to never act against the ruler of Ragesia. He is forced to be Leska's lackey, and he believes it is better for him to stay in charge of the army and try to keep the amount of suffering down, rather than let someone more bloodthirsty take his place.

This is a balancing act, made more difficult with the recent arrival of Leska's loyal **Legate Kolvus** (LE male advanced erinyes). Known for his toadying ways, Kolvus is secretly a devil disguised as a man. He has long discreetly acted to promote Leska's rise to tyranny. He plays the role of a somewhat out-of-touch politician, but has slowly been using charm magic to ensure that Danava's army will not turn on the Empress.

## DOOM AND PERIL

In adventure eight, *O Wintry Song of Agony*, the heroes may have freed the immortal fey singer Etinifi, or they may have left him behind. Etinifi's purpose in the campaign is to provide exposition and connect different adventures. It was he who warned the heroes of the coming trillith incursion, and he can also give the heroes a sense of who Leska is and clues of how to defeat her, so that they have more invested when they finally face her. If Etinifi is not with the heroes, or if you are running this adventure as a stand-alone, you can remove him and have his information be provided by someone else, perhaps Foresight (see Act One).

If Etinifi is around, he wants to accompany the heroes, claiming that his people's song will help protect them from the trillith, and that after the trillith are thwarted he will be able to guide the heroes to the Aquiline Heart. Once there, he claims, they will be able to defeat Leska.

In truth, Etinifi is fairly mad, and has suffered so long that all he really wants is to die. He knows that destroying the Heart will unbalance the elemental energies within hundreds of miles, turning all solid matter to ether, and he hopes that by destroying it he can end his pain. He knows that the trillith seek to do the same thing, and that they are poised to break through to the surface.

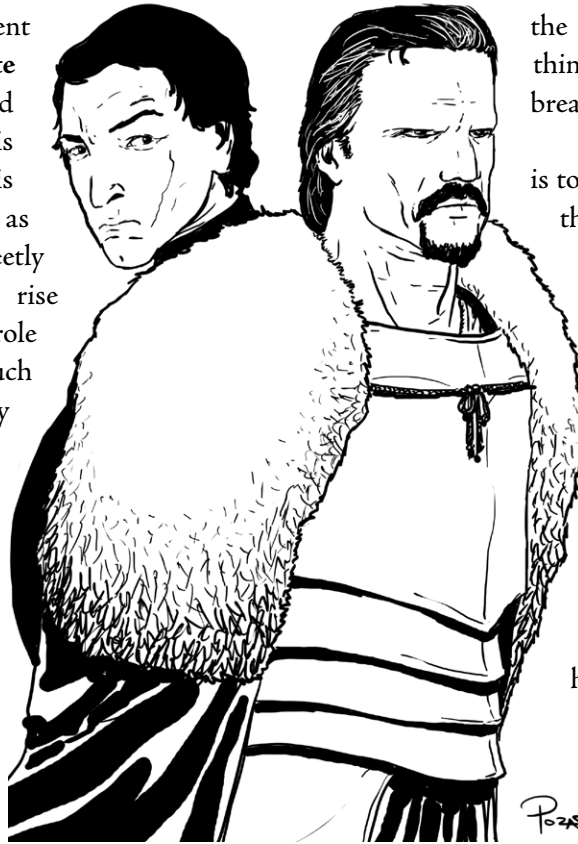
Etinifi's goal in this adventure is to stay close to the heroes until the trillith arrive, at which point he tries to join them, telling them he knows how to find the Aquiline Heart, and doing whatever he can to destroy the heroes. The fey is not really a threat to the heroes at their power level, but he knows things that their enemies would want to learn, and his immortality makes him a hassle to keep under control.

Meanwhile, he will want to rant at them about the course they are about to take, and they may want to ask him

questions. Here we provide some examples of his warnings, and his responses to typical questions the heroes might ask.

**The Trillith in Gate Pass:** "The city of the gate bars the path of the warring children of the Mother of Dreams. From caverns on a sunless sea, they rise now, drooling, howling, to break the seal, to see the Great Above. It seems that Agony – o Agony, my brother in chains – knew of their desire. Their nightmares ally with Leska's chill fire, and soon their brother Vigilance will sleep eternal, and the gate shall open to hordes infernal. My song, taught in ages dark by the trilling worm, can keep you from somnolent harm."

It is important for the heroes to understand that the trillith are coming from caverns below



the city, and that some entity named Vigilance is holding them back. Etinifi can teach the heroes the Song of Forms if they do not already know it.

**Why He Doesn't Talk Normal:** "I know I'm mad. If you listened to nightmare's speech, you too would reach this madness, and words like yours would be the strangeness."

**Location of the Aquiline Heart:** "A map would call its home the Opaline Wastes, but you need not haste, for the time to go has not yet come. Your doom as yet has not begun. Let me explain.

"When ancient Flamebringer hid Storm-chaser's heart, he placed the beating bag of blood in depths to which he could not return. Time itself forbade him, for the rift lies whence only life can come, but if Flamebringer returned it would mean his death, his final breath snuffed by jealous Tidereaver and Worldshaper.

"As the heartless whore Leska and I quested, our fears were never rested (not until her betrayal), for both would die if we did fail. This you see was the key, that none can find Heart Aquiline except to save his life. When nothing else will halt your fall, when you curse the world's all, only then will seekers find the prize to which the rest are blind."

Basically, when the only way to keep from dying is to find the Aquiline Heart, the heroes will be able to go to the Opaline Wastes (badlands of milky white stone in southwest Ragesia) and find where the Heart lies. That time will come only when the trillith go to the Heart, believing that only by destroying the Heart and turning the world to dreams will they be able to survive after their mother dies. At the same time, Leska goes to defend it, to prevent her death. Things are not dire enough yet for any of these groups to find the Heart, however.

Originally Etinifi and Leska found the Heart because each had a death sentence. If the heroes ask what defended the Heart, Etinifi cackles, then shakes his head, saying he only remembers horrors, not the truth.

**How to Defeat Leska:** "While the Heart beats, those who share its blood are undying. Kill it, and all our hearts stop, a price gladly I would pay to slay she who betrayed me, and to end my endless pain."

Effectively, destroying the Heart renders mortal anyone who has gained immortality because of it. Of course, aside from some special conditions (which will be revealed in adventure twelve), destroying the Heart kills everyone anyway.



## ACT ONE: CALL TO ARMS

In this act, the heroes prepare for their mission, then enter Gate Pass and defeat one of Ragesia's mightiest warriors, the dragon Vorax-Hûl. Defeating him rallies the defenders of Gate Pass to rise up for a unified push against the occupying army.

### BATTLE PLANS

In their latest mission, the heroes learned that trillith will soon attack Gate Pass and join the forces of Empress Leska. (If you did not play *O Wintry Song of Agony*, you need to provide the heroes with this information somehow.) In the days since then, a flurry of *sending* spells and similar magic has led to the creation of a daring plan to reclaim the city before the trillith can overcome whatever magic holds them in the underdark.

Allow the heroes to be involved with devising the specifics, working with the leaders of the Resistance in Seaquen to plan the mission. We present here the suggestions the rebellion in Gate Pass and the resistance in Seaquen have come up with.

### Communication

*Sending* magic requires brevity, so highly detailed plans best left for after the heroes reach Gate Pass. However, the following messages, sent from Gate Pass by the mage Diogenes, give them key information for their mission.

- "From Diogenes. Rebellion plans counterattack against Ragesians within week. Request aid. We're aware you have Torch, but multiple teleportation wards shield city. More *sendings* coming."
- "Suggest you teleport army west of city. Wards prevent mass teleportation into city, but [Hero's name] and group needed for critical first strike. Suggest coordinated attack."
- "We can suppress teleportation wards simultaneously at midnight, creating teleportation window. Maybe five minutes. Conventional approaches heavily watched by wyverns, divinations. Early stealth is vital."
- "Active warriors here limited. Many sympathetic,

but fear Ragesian dragon Vorax-Hûl. Attack's sorta pointless if dragon just incinerates everyone. Must kill him before Ragesians alerted."

- "If you kill dragon, our townsfolk fight, distract Ragesians until your army arrives. Meanwhile, various objectives here for [Hero's name]'s group. Too complicated to explain now."
- "General Danava not sadistic. Dislikes Leska, might negotiate, but on short leash. Shahalesti maybe allies, but have sticks up asses. You prefer assassination or talk?"

Further *sendings* will depend on how the heroes respond, and what plans they make. Divinations can prove very helpful in preparing for the coming battle.

### Foresight

Amid the various *sending* spells received by the Resistance, one strange message comes, sent directly to one of the heroes in a dream. Crystin, the young sorceress the heroes may have helped rescue back in the first adventure, *The Scouring of Gate Pass*, appears to one sleeping hero. Even if Crystin is dead, the messenger has her appearance. This is Foresight, a trillith who wants to help protect Gate Pass.

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The young woman considers you with her wide eyes for a long moment, as if waiting for you to speak. Then, just before your dream self is about to ask her who she is and why she's here, she delivers a message.

"A single vigilant gatekeeper denies the dark masquerade. He is imprisoned in war, and like his fellow captives, he is a vital ally. His kin and mine seek to end his stewardship. Death begets death begets death, and in war, death lurks behind many closed doors.

"My kin are not all cruel, and some may aid you. One will seek you who is made to change. Another seeks justice from a father who cast him out with nothing but horse and sword. Others – many others – have allied with the masked empress, but the elders are not loyal to her. They must be stopped.

"As the throngs share their dreams, they open themselves to nightmares. The Torch shall fall from the hand of its wielder, and the song of the deep shall be no ally. Walk the line between foes carefully, and beware your unfulfilled desires."

The vision ends, and you wake.

These cryptic messages just serve to give the heroes a sense that something momentous is about to happen. Particularly wary heroes might figure out that the one they will need to seek, Vigilance, is held at Gabal's school of war, where an ambush hides behind the doors. Other lines refer to Metamorphosis, a trillith who can help them, and suggest bringing Kathor Danava, who is bound to the trillith Justice, to talk to his father General Danava, which will make negotiating with the general easier.

The prophecy of the Torch can serve double duty, either showing the defeat of the heroes and the Torch being taken from them, or the destruction of the Coaltongue colossus.

**Crystin Ja-Nafeel** (LG female human sorcerer 6/monk 1) was bonded to the trillith Foresight, and if Crystin still lives – either in Seaquen or back on the edge of the fire forest south of Gate Pass – the heroes may go talk to her. Crystin has long had intermittent visions, and she has realized of late that she is bonded to some other entity that provides her power. She cannot control her visions, and she did not consciously contact the heroes. She cannot really help them, and the best she can offer is to warn them that it's their dreams they have to worry about, so they had best not sleep too soundly.

## THE MISSION

Ultimately, the Gate Pass rebellion thinks the only way to have a chance is to take out the dragon Vorax-Húl first. Then in the ensuing chaos they hope they can take out critical targets, and perhaps win over General Danava by diplomacy, instead of having to fight to the last man.

**Deploying Forces:** A key limitation is that, while the rebellion can temporarily disable the teleportation wards, and even destroy some of them, some of them are heavily guarded in the Ragesian

### SCALE OF THE BATTLE

The Second Ragesian Army, after some losses and reinforcements, numbers a modest 10,000 men. Gate Pass's original population of 17,000 has been slashed to 12,000, though some were victims of fires and disease, not direct battle. Of the survivors, about 5,000 people are prepared to fight.

The Resistance will be able to teleport in about 3,000 soldiers using a *teleportation circle*, deploying them about ten miles to the west of the city. Roughly 500 Shahalesti soldiers work discreetly within the city, and 10,000 more Shahalesti, already prepared to repel a possible Ragesian invasion, are only a day's march away.

It is not necessary for the Gate Pass rebellion to defeat all of the Ragesians. Simply taking out their strongest forces and keeping them busy so they cannot set up proper defenses will leave them vulnerable enough to the Resistance and Shahalesti armies that they won't be able to hold the city.

garrisons, and will return to power soon enough. For the initial arrival the heroes only have a narrow window to teleport in forces. Even if they create a *teleportation circle*, once the wards go back up, no one will be able to teleport in, or worse, they might be diverted to one of the trapped teleportation beacons scattered throughout the city.

The Seaquen Resistance suggests using a *teleportation circle* to transport an army to the lowlands west of Gate Pass, using the power of the Torch to protect the soldiers from fire damage. They could create the circle a few minutes before midnight, and would march forces through it while the heroes teleport on to Gate Pass itself. Then by the next morning the Resistance forces would be ready to march on the city.

Meanwhile, every able-bodied citizen in Gate Pass is preparing to fight. The rebellion has been crafting and stockpiling weapons for weeks – blades, alchemicals, and even some magic items that adepts

can use. At the same time the heroes are fighting the dragon Vorax-Hûl, members of the rebellion will assassinate a few key Ragesian commanders and set fire to as many barracks as they can.

When the heroes arrive, they will need to attack Vorax-Hûl before the dragon can be alerted, which makes sneaking into the city over the walls or flying in a risky proposition (though not impossible). After slaying Vorax-Hûl, a representative of the rebellion will bring the heroes to their base, where they will prepare for the next day's battles.

## TIME TO SLAY THE DRAGON

Assuming the heroes go with the Gate Pass rebellion's plan, just before midnight on the appointed day, groups from the rebellion attack the sites of the teleportation wards around the city, taking out the defenders and using specially-prepared dispel effects to nullify the wards for a short duration. At midnight, the heroes are to teleport in to some pre-chosen location, perhaps the courtyard of the Depository Tower or some other landmark the heroes would be familiar with.

### Best Laid Plans

Unfortunately, things do not go off exactly as planned on the Gate Pass end, and when the heroes teleport there is still one layer of defense left: a teleportation beacon which the rebellion was not previously aware of. It diverts their arrival point to a trapped location, but thankfully a member of the rebellion was able to react quickly enough to spare the heroes a grizzly fate.

When the heroes teleport in, they arrive at a trap in the ruins of Erdan Menash's manor (area D on the Gate Pass city map). As the haze of travel fades, they see they are in the bottom of a 25-ft. wide pit, a 5-ft. thick pillar of white stone in its center. Above them is a wickedly spiked grate, swinging ominously, which was set to drop on them when they arrived. However, a group of rebellion fighters managed to get there moments before the heroes, take out the defenders, and halt the trap. Leaning over the edge of the pit, looking down at them with a smirk, is Rantle, the most famous warrior of Gate Pass's rebellion. A

bent and mangled greatsword is jammed into the gears of the spiked grate.

"Things *almost* went according to plan," he says. "You might want to get out of that pit. This thing is heavy."

Rantle has four rebel warriors with him (CN male human fighter 2/rogue 1/ranger 1), who can help the heroes out of the pit. Rantle explains the situation, and says that he can guide them to Summer's Bluff in the central district, where Vorax-Hûl's clocktower lair waits. A whole city is waiting to see if they can live up to their reputations.

**Teleportation Beacon:** The pillar of the beacon can be easily smashed, ruining its magic. If the

### RANTLE AS GUIDE

The heroes are quite powerful enough on their own by now, but if you want, Rantle can fight by their side, or at least accompany them from a distance, offering guidance about the city.

### RANTLE AS ALLY

Rantle originally appeared in the first adventure, *The Scouring of Gate Pass*, where he asked the heroes to track down his sister Katrina. When he meets the heroes again, he asks if they kept her safe. If they have, Rantle is fiercely loyal to them, with a Helpful attitude.

### RANTLE AS RIVAL

If Katrina is dead, Rantle trusts them less, and is just Friendly. If they themselves killed her (such as after she turned traitor in adventure seven, *The Trial of Echoed Souls*), unless they explain themselves very well he stays with them only out of a sense of duty to the rebellion, with an Unfriendly attitude.

Alternately, if one of the heroes is romantically interested in Shaloshia, Rantle can be a rival for her affections, having put the serious woo on every time he's run into her these past several months.



# Gate Pass





heroes leave it intact, teleportation within the city over a distance of more than a mile automatically diverts here. Worryingly, this beacon must have been recently installed, which raises the possibility that the Ragesians knew the heroes were coming. This is true, though it is due simply to divination, not betrayal.

### The Tower of the Dragon (EL 20)

The grand square of Gate Pass is deserted in the middle of night, dominated by the towering, ninety foot tall statue of the late Emperor Coaltongue, holding a massive bronze-cast version of the Torch of the Burning Sky over its head. Erected decades ago, it faces east in challenge to the nation of Shahalesti, but the people of Gate Pass kept as a sort of trophy after they drove out the Ragesians forty years ago.

The heroes' destination, however, is at the west end of the square, the Spire Clocktower. Though taller than the Coaltongue statue, it lies on lower ground and so only comes to the colossus's shoulder.

Instrumental in the defeat of Gate Pass's defenders was the red dragon Vorax-Hûl, a near-legendary beast whom Leska convinced to fight by promising him power, followers, and grand treasure. He already possessed strange powers unknown to most dragons, but now he also boasts a powerful ward from Leska, and a massive bone mask that resembles the skull masks inquisitors wear, though crafted of entire humanoid skeletons. This mask contains the spirits of four inquisitors, who now serve only to protect Vorax-Hûl.

The mighty dragon lairs in the Spire Clocktower, content to occasionally swoop through the city and terrorize the citizens while he waits for the Ragesians to gather his tribute. With him at their command, the Ragesians can easily quell any uprising, so the rebellion hopes the heroes can manage to slay the fell beast.

**Ground Level:** A 20-ft. high iron fence surrounds the clocktower. The gates are unlocked, since Vorax-Hûl assumes none would dare attack him. Rantle can tell the heroes that emissaries from the Ragesians often enter the clocktower with the latest treasure for the dragon's hoard. He knows

some sort of magic watches the skies near the clocktower, which alerts Vorax-Hûl if anyone tries to fly to his roost, so Rantle suggests trying to attack the dragon in its lair, sneaking up the interior of the tower to hopefully catch the wyrm off guard.

Double doors lead into the clocktower interior, and then narrow stairs spiral around the square inside, rising a hundred and fifty feet to level one.

**Level One:** Here lairs Vorax-Hûl, curled upon an awe-inspiring hoard of coins in the northwest corner. He has torn a massive hole in the west wall through which he comes and goes. On the eastern side of the room is the huge mechanism of the clock itself, a pendulum slowly cutting across the area marked in gray while smaller mechanisms whirl quietly. The mechanism area is dangerous, costing quadruple the normal movement rate, and requiring a Reflex save (DC 15) every 5 ft. to avoid taking 2d6 points of bludgeoning damage from the gears.

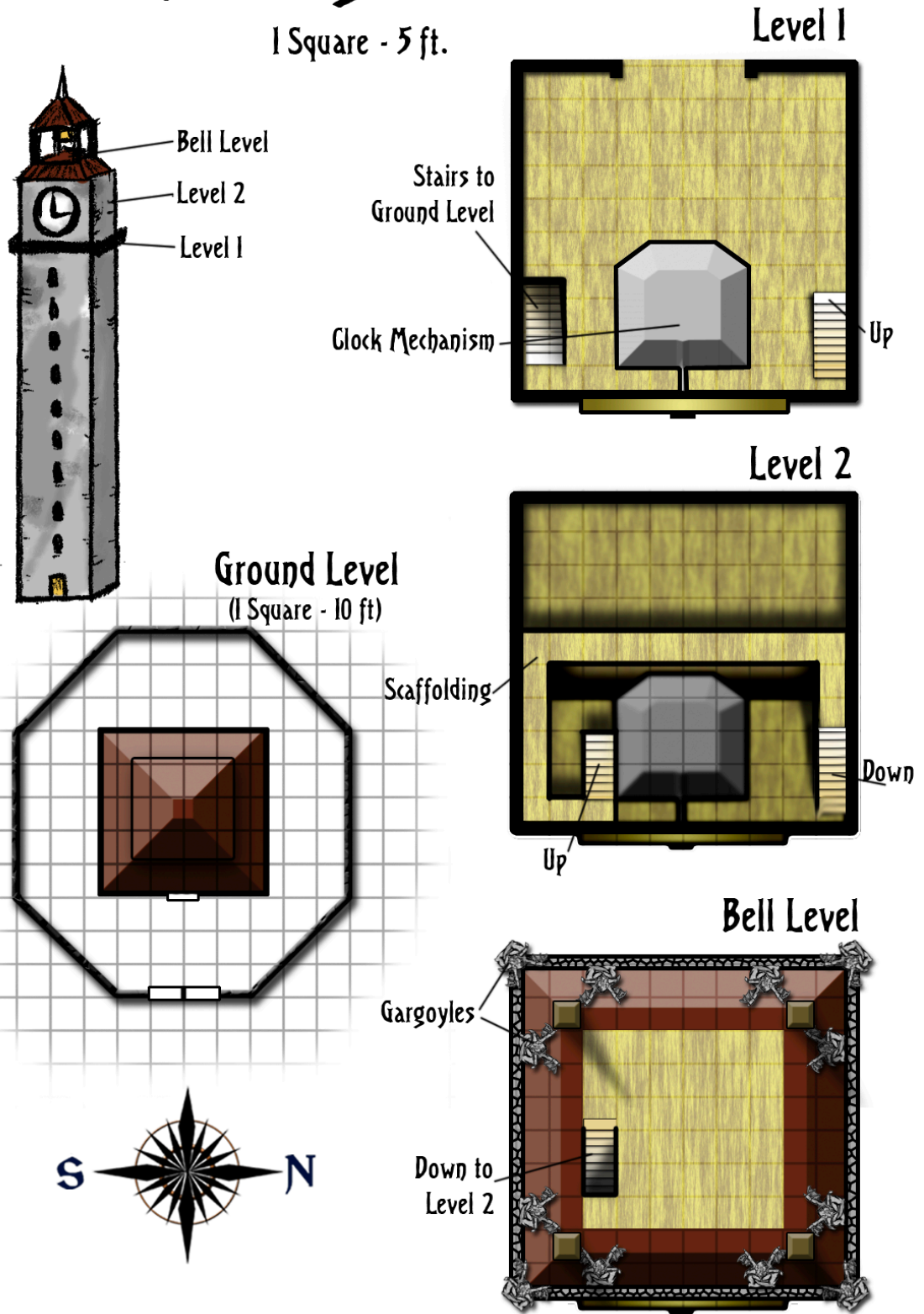
If jammed or heavily damaged, the gears of the clock break. The face of the clock is a huge glass setting with multiple pieces that shatters with ease.

**Level Two:** Stairs lead up from level one to level two's catwalks, which simply provide a somewhat safe route of approach the dragon's sleeping place. Stairs from here lead twenty feet up to the bell tower.

**Bell Tower:** The bell tower level has no walls, with just four columns supporting the roof of the tower. From the ceiling hang four huge bells, connected by complex gears inside the columns to the clock mechanism below. It is possible to walk from the balcony to the roof, though this is perilous, for a clan of mercenary gargoyle strikers live here, elite bodyguards and watchdogs for the dragon. The roof slopes at a 45-degree angle, and the edge of the roof is 170 ft. off the ground.

**Encounter:** Before combat, Vorax-Hûl should easily hear the heroes coming unless they are very stealthy. The lich inquisitors of his mask begin to place defensive magic upon him, but Vorax-Hûl holds his ground. Intrigued by the heroes' audacity, he confronts them with questions when they arrive, trying to evaluate their powers and determine who is in charge.

# The Dragon Tower



SCM



He wonders why they oppose Ragesia, why they haven't sought to make a deal like he has, and how they hope to possibly defeat him. He is offended by attempts to win his favor, unless the heroes have a particularly cruel past and he can trust that by allying with them he'll have a chance to lay waste to more cities. Otherwise, Vorax-Hûl will eventually boast of his invincibility and attack.

Vorax-Hûl (CR 20). 434 hp.

Mask of Vorax-Hûl Liches (4, CR 12). 78 hp.

Gargoyle strikers (12, CR 9). 74 hp.

**Tactics:** This scene is designed with three stages, though stage one won't occur if the heroes attack by air instead of ascending the stairs.

*STAGE ONE* occurs in the dragon's lair. Vorax-Hûl uses his lashing tongue of fire breath weapon as a first attack, then relies on his seeking breath weapon and melee attacks for one or two rounds. If the heroes keep their distance, the layout of the clocktower limits Vorax-Hûl from using his claws, so all he can do is bite, hoping to snatch a foe in his teeth. During this stage, the inquisitors of the mask make sure their master is buffed, and then focus on counterspelling. When Vorax-Hûl is reduced below 250 hit points or when he manages to grab a foe, he'll withdraw through the hole on the west wall. He refrains from using his gout of flame unless it is the only way to clear out his enemies, because he is not willing yet to melt his lair.

*STAGE TWO* is the meat of the battle, and occurs in the air outside the clocktower. The gargantuan dragon keeps his distance, using his different breath weapons when he is close, and then withdrawing to a few hundred feet away to pick up debris so he can hurl it at the clocktower or wherever the heroes happen to be. During this stage the inquisitors try to take out flying abilities of the heroes, or heal Vorax-Hûl, or use short-range teleportation to let their master make full attacks.

When not teleporting, Vorax-Hûl's typical pattern is on the first round to come within 100 ft. to use his lashing tongue of fire, then on the second round to 'run' while flying, to over 300 ft.

away (beyond the reach of Medium-range spells), diving at the end to ground level. On round three he picks up something huge to throw, then spirals upward, ascending 50 ft. per move action. He stops ascending 250 ft. up at the end of round five, and then he 'runs' back on the sixth round, dropping the debris on the heroes from 50 ft. up as a free action and sweeping past them. Then the pattern repeats. During this time he roars and boasts, laughing every time he manages to peg a hero with a house or church steeple.

The gargoyles on the roof also join the battle, though they prefer to wait and ambush the heroes if they hear people climbing the stairs to the belltower level. In combat they'll swarm one or two foes, and if heavily injured will try to grapple a foe and drag him to his death, perhaps even plummeting with him. The gargoyles are mostly here to give the heroes something to deal with while the dragon is away.

When Vorax-Hûl is reduced below 100 hit points, or when the mask is destroyed, or if his tactics are ineffective, he stops hanging back, and closes for the final battle.

*STAGE THREE* works best if the inquisitors have been doing their job properly to knock out the flying abilities of the heroes, keeping them stuck on the clocktower. Preferably, Vorax-Hûl will be able to catch the heroes in a devastating gout of unholy flame that will knock them off the rooftop while simultaneously setting the tower on fire. If anyone remains, he'll either use flyby attacks with awesome blow to knock them down, or just charge into melee with as many foes as he can reach at once, his vanity letting him be satisfied with either a glorious victory, or a glorious death.

**Aftermath:** When Vorax-Hûl falls, he roars in fury and combusts from within, flames bursting out of his scales as he flails and screams, until finally only charred bones and the husk of the dragon's scales crash to the earth. At this point, the heroes are to ring the bells to sound the defeat of Vorax-Hûl (Rantle has a scroll of *fabricate* from Diogenes, just in case the bells got melted). The bells toll, and then a few moments later, the faintest of cheers can be heard going up around the city as word spreads that the rebellion has begun.

Rantle encourages the heroes to flee quickly, before the Ragesians arrive in force. (It takes about fifteen minutes for the Styx squadron of wyvern knights, detailed in Act Two, to arrive.) He will take them back to the rebellion headquarters, where they can rest and heal. As for the treasure of Vorax-Hûl, Rantle says with amusement that the money was taken from the people of Gate Pass, but he's fairly certain they'll be so happy to get it back they won't notice if *a little* goes missing.

**Treasure:** 240,000 gp worth of coins and precious items. Most of Vorax-Hûl's hoard consists of roughly four million coins, mostly copper, covering the north side of level one under several feet of loose, shifting metal, some of which spills out of the opening in the west wall. The corners of the room are filled with discarded bones; the Ragesians typically execute spies by giving them to the dragon.

Very little of the hoard should be magical treasure, since because of Leska's blessing Vorax-Hûl finds magical trinkets much less interesting than raw currency.

## REBEL HEADQUARTERS

The rebellion moves around fairly regularly, but for now they work out of the basement of the same church the heroes may have taken shelter in many months ago. The surface is mostly burned out, but the basement is the size of a large house, with a sub-basement that extends into the city sewers, providing an emergency escape route. The location is cramped, thick incense covering the smells of too many people living in one place.

The three leaders of the rebellion will be the heroes' main source of aid and knowledge about Gate Pass.

- **Diogenes.** Diogenes, once a bit of a joker, has grown bitter and fatalistic, particularly after his leg was amputated during a brief imprisonment (the only clerics in the city strong enough to cast *regenerate* are inquisitors). Diogenes is the only strong magic-user the rebellion has, and the heroes might call upon him for magical support, but if things get too dangerous he's likely to hide and flee.

- **Erdan.** Erdan was not originally a leader, but after all the other more outspoken leaders of the rebellion were tracked down and killed, Erdan realized he was the only one with the knowledge to coordinate the fight. He plays the role of a go-between for the Ragesians, supposedly keeping the populace from open rebellion, but in truth he plays a dangerous game of spying. He has the most knowledge about the Ragesians.
- **Rantle.** Beloved as a daring hero who laughs in the face of danger and regularly defies the Ragesians' attempts to catch him, Rantle is vital to the rebellion's morale. He will fight alongside the heroes in the field, and provides necessary rousing speeches if the heroes aren't the inspiring sort.

In this triumvirate, Rantle is the face of the rebellion, Erdan the brains, and Diogenes the hidden knife.

In addition to these three characters, headquarters boasts fourteen guards, look-outs, and scouts who are responsible for making sure the hideout remains hidden. Often, members from various rebel cells around the city visit to provide status reports. When the heroes arrive, however, the place is packed with nearly three dozen people, waiting for formal word that the dragon is defeated.

## Arrival

While Ragesian horns sound an alarm in the cold distance. Rantle guides the heroes to the ruined church, then down a flight of stairs to the basement, which is lit by *continual flame* spells and incense candles. Cheers sound almost immediately, and the crowd presses in to hear what happened. A shout comes from the main room, calling the heroes over to a table beside which stand Diogenes (on a crutch) and Erdan. A large map of the city covers the table. Erdan wants to hear the full story, but Diogenes urges him to send out word soon, so after confirming Vorax-Hûl's defeat, he dispatches most of those present to tell their cells to put the plan into action.

## A Small Gift

Once the runners have been sent away, Erdan gives a long litany of thanks to the heroes. Then he says he has prepared gifts for them, taken from a private collection he has long kept. With barely restrained pride (and with Rantle and Diogenes rolling their eyes), Erdan opens a closet and takes out a collection of magic items. He lets the heroes choose from among them, saying that the rebellion was unable to make use of any of this, but he hopes they will.

- A *figurine of wondrous power (marble elephant)*, which transforms into an albino elephant.
- A *rod of splendor* decorated with a keyhole motif, which if activated creates a pavilion full of clocks that have all long since stopped. It can create clothing that was fashionable over a thousand years ago, but the clothing thus created is of the finest quality.
- A child's storybook, written in Goblin, that functions as a *rod of wonder*. Whenever opened, the book flips to a random page with a story that matches the effect rolled. Erdan warns that they accidentally burned down one of their hideouts thanks to that book, so he advises them not to flip through it idly.
- A *ring of evasion* that keeps moving from finger to finger when the wearer isn't looking. Whenever the wearer succeeds a Reflex save and takes no damage, the ring swaps his appearance and that of some random person nearby, similar to *disguise self*. Erdan never figured out what the ring was supposed to do.
- A neutral good, intelligent *phylactery of undead turning* (Int 10, Wis 12, Cha 12, communicates telepathically with wearer only), which has *deathwatch* constantly active. The Ragesians haven't used undead, and the phylactery gives the wearer a mild hallucination: that of always being accompanied by a beautiful member of the opposite sex who only the wearer can see and hear. The phylactery communicates with the wearer through this hallucinatory person.
- A suit of +2 *moderate fortification full plate*, which is purple, with green +1 *ooze-bane armor spikes*.

## The Situation

After the gift giving, Diogenes asks for them to get down to business. He shows the heroes a map of the city and explains the situation. The three men take turns with different topics, Diogenes on the overview and unconventional allies on the Ragesian side, Rantle on the traditional military, and Erdan on the political end of things.

The Ragesians have a firm grip on the six most western districts of Gate Pass, where the bulk of their force – eight thousand men – are in firm control. They also have two thousand soldiers spread over garrisons in the other eight districts. Though the dragon is dead, the Ragesians still have wyverns, some devils, various monstrous mercenaries, and a few traitorous mages who turned sides so as not to be carted away in chains.

Erdan says General Danava is a noble man, and he suspects the Ragesians have some way of controlling him, since he has never once expressed respect for Leska. On the other hand, the newly arrived Legate Kolvus is a terrible man, and has been sending groups of soldiers on random assaults against families, on the off chance they might be harboring rebels. Just three days ago he strung up a few dozen prisoners on the sides of buildings throughout the city and rode a wyvern past them one by one, using them as archery targets. Frighteningly, the Ragesians seem to be very enthusiastic for this sadistic politician, and their loyalty to Danava seems to be fading.

## The Plan

The presence of a few thousand soldiers was once enough to keep most townsfolk in line, but they are ready now to take action. At sunrise, the mustered citizenry will assault the garrisons in the eastern districts, since the rebellion doesn't want to fight a battle on two fronts. Meanwhile, those with actual combat training will take up defensive positions at the gates along the Emelk Way, the major road that runs down the length of the city, intending to hold back Ragesian reinforcements.

The three rebel leaders want the heroes to help with the defense of the gateway between the



seventh and eighth districts, which will be the first major battle against the mass of the Ragesian army. They don't need to defeat the Ragesians, just keep them from gaining ground too quickly, so that the Resistance army that teleported in can have the time it needs to assault from the other direction.

Second, they hope the heroes will be able to get in touch with agents from the Shahalesti army, to get the elves to bring in their forces. If they can get the Shahalesti on board, it will easily turn the tide, but everyone knows how prideful their Lord Shaaladel is, so the heroes will need to tread carefully. Rantle claims to have met Shaaladel's daughter Shaloshia several months ago, and he thinks she might be able to get her father to be more sympathetic.

Third, if there's a chance to reach the leader of the army, General Danava, the heroes should take it. He will be very well-defended, but Erdan thinks negotiation might be an option. However, he has agents from Ragesia watching his every move, and they are poised to replace him if he turns away from Leska.

Finally, Erdan wants the heroes to locate a secret jail where rumor says many of their best warriors are being held. When this topic comes up, it is clear the three men have been arguing about it for some time: Rantle and Diogenes are sure the Ragesians wouldn't keep prisoners around unless it was a trap of some sort, but Erdan hopes that in the chaos of fighting, any such trap won't spring properly. The captives here

are all experienced combatants, and will constitute a significant force increase for the rebellion. Unfortunately, all they have is rumors that such a prison exists, and they have no idea where it could be. Divinations to locate captured friends have failed, but likewise they know those allies are not dead.

If the heroes mention the trillith, none of the men know what to make of it. They know rumors and tall tales of living dreams, but have heard nothing substantial.

The heroes may suggest different tactics, in which case you'll need to revise some of the encounters in the next act.

They might also choose to go after these objectives in a different order, but either way we try to give you a feel for the situation in Gate Pass.



## ACT TWO: THE BATTLE OF GATE PASS

In this act, the heroes take on the Ragesian army in Gate Pass while facing threats from trillith and the elves of Shahalesti. After a day of fighting, it will be clear who has claimed victory.

### TIMELINE OF THE BATTLE

This timeline assumes the heroes are involved in aiding the resistance; without them, things turn for the worse very quickly. Likewise if they take a different route than we suggest, these events can change drastically.

**The Gate March and School of War:** At sunrise, the townsfolk will attack sites around the city, while the heroes and the best-trained defenders move to protect the Emelk Way. By mid-morning, the Ragesian ground forces mobilize and march against these defenders. During this protracted battle, Metamorphosis approaches the heroes and tries to get them to free Vigilance. The sooner they find him, the easier the battle against the Ragesians will be.

**The Shining Lord and The Ragesian General:** At noon, the Shahalesti join the battle, a few Solei Palancis mageknights surgically striking major threats and aid resistance forces. The heroes are called to negotiate with their leader Shaaladel, and if they win his aid the Shahalesti army arrives the next morning. Before then, the Resistance army arrives at the western wall of Gate Pass, though the fight to break through the western wall is not resolved by nightfall. That evening, Ashok Danava offers to discuss terms of a surrender with the heroes.

**The Trillith Masquerade:** Throughout the night revelers fill the streets, while fighting continues in some districts. By dawn, a reborn Festival has been formally declared, and a hastily-prepared parade marches through the city toward the central district. Seeking a sign to let the city know their victory is complete, the resistance suggests accepting the surrender of the Ragesians at Summer's Bluff, where the parade will end. At noon, when the parade comes to a conclusion, the trillith arrive.

### MASSIVE COMBAT

The encounters in this adventure detail the foes that are of importance to the heroes. Some are deadly enemies of nearly equivalent strength, others just masses of lesser soldiers that *could* be handled by normal rebels, but who have foolishly come into nice clusters for high-level heroes to cut to pieces.

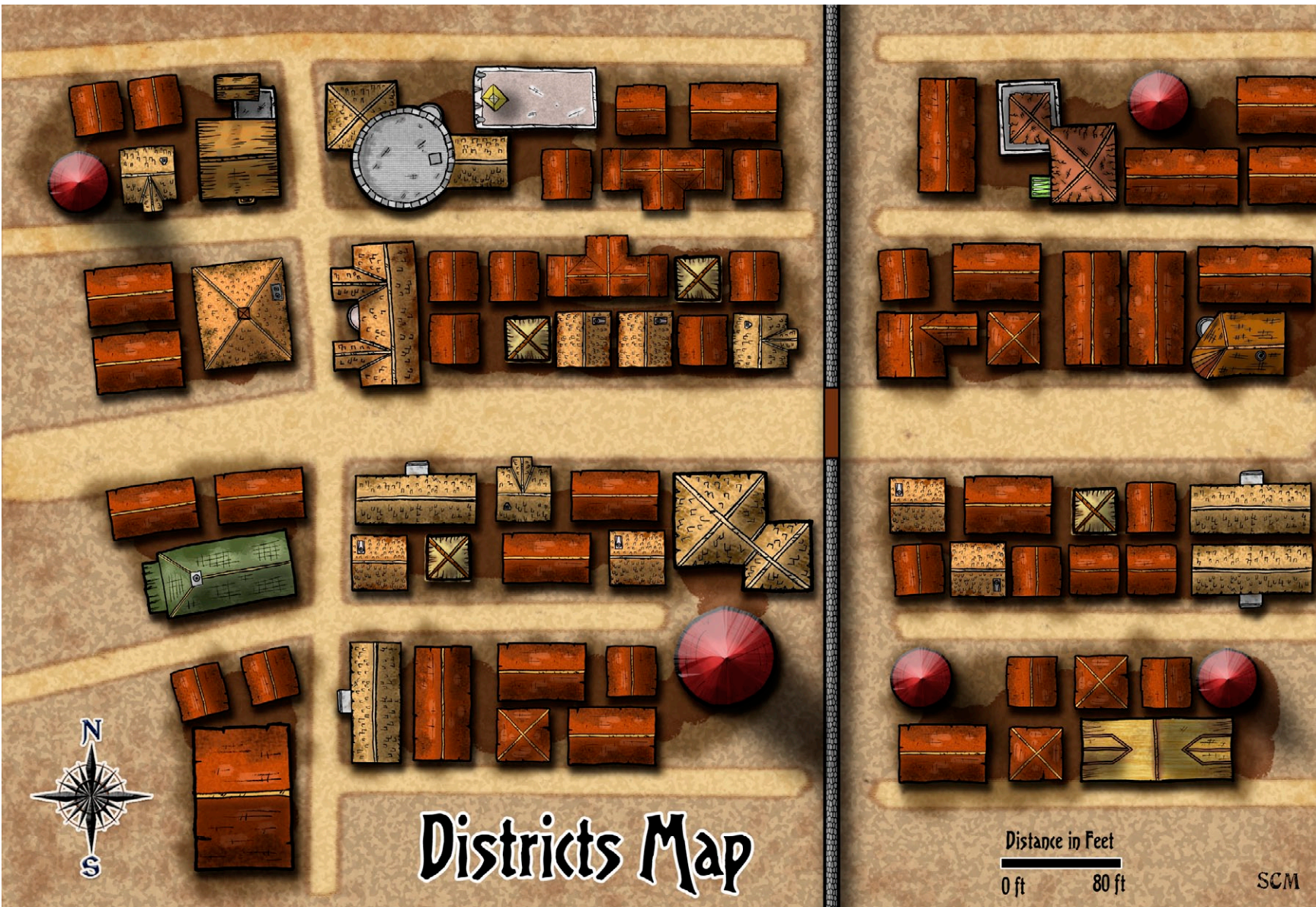
There could be other prominent foes in the battles – company commanders, feared mercenaries, maverick warriors of modest repute – but because of the vast scope of the conflict you can abstract them away by assuming allies on the heroes' side – retired city watchmen, reluctant refugee warmages, heroic priests finding great strength within themselves – deal with the problem. We have tried, however, to make sure that anyone the heroes already know about will be available to have their butts kicked.

### THE GATE MARCH

Early in the morning, resistance forces take up positions at the gate on the Emelk Way between the seventh and eighth districts. The heroes are needed to help secure the defenses, and when they arrive, the Ragesian army is already on its way to their position, a thousand men marching in a massive column from their barracks in the third district.

Most of the rebel warriors who have turned out are wearing some sort of costume in addition to their combat gear – masks fitted on the back of their heads, colorful cloaks, exotic jewelry, face paint, and more. Many carry on their person tiny clay urns the size of an apple, a tradition of the Festival of Dreams. Normally, each citizen writes a wish he has on a strip of paper, places it in his urn, and then leaves it at the foot of the statue of Emperor Coaltongue in the center of town before the parade reaches Summer's Bluff. Details of this tradition are presented in Act Three.





# Districts Map

Distance in Feet  
0 ft 80 ft

SCM



Though the rebels have defensible positions, they are drastically outnumbered – 200 rebels against 1000 Ragesian soldiers. Most of the Ragesians remain at their base, confident that a thousand soldiers will be able to deal with the rabble. A few other companies of Ragesian soldiers are trying to breach the walls to the north and south of the main gateway, but those fights are less critical. If the heroes don't come to the rebels' aid here, they'll be overrun.

**Terrain:** This encounter covers a distance of at least 500 ft., and more if the heroes move out to engage the enemy directly. Nearby buildings are stone (and so won't catch fire easily), and average three stories tall, with intermittent towers six stories or more in height. Roofs are flat with interconnecting skybridges. (*Note: This level of detail is not depicted on the map.*) Most have trapdoors that lead down to the main building.

Alleys are 5 ft. wide, roads are 10 ft. wide with 5-ft. sidewalks on either side, and the central Emelk Way is 30 ft. wide with 5-ft. sidewalks edging it.

The district wall is 40-ft. high, 20-ft. wide at the base, with a 10-ft. wide walkway at the top, crenelations lining each side. The top of the wall sports a metal grate sticking out sideways 5 ft. in each direction, making it difficult to get over them (Climb DC 25). The main gateway fortification is 20 ft. wide, 40 ft. long, and 40 ft. tall, and again crenelations provide cover on each side of the roof.

At ground level a tunnel cuts through this fortified gatepost, and in the center of the tunnel is the doorway – a pair of 20-ft. high and 8-ft. wide reinforced wooden doors (hardness 8; hp 45; Break DC 35). On one side of the gatepost a stairway leads 25 ft. up to the guardhouse that is built over the doorway. The base of the stairs are blocked by an iron gate (hardness 10; hp 20; Break DC 26) and

the door into the guardhouse is reinforced wood (hardness 8; hp 30; Break DC 28).

The guardhouse is 20 ft. by 40 ft., with eight arrow slits looking out in either direction down the road. The floor has eight murder holes, four on either side of the doors below. Racks along the walls contain various rolling objects to be dropped, like iron balls, and amberglass globes with acid or alchemist fire. A trapdoor and staircase leads up to the roof.

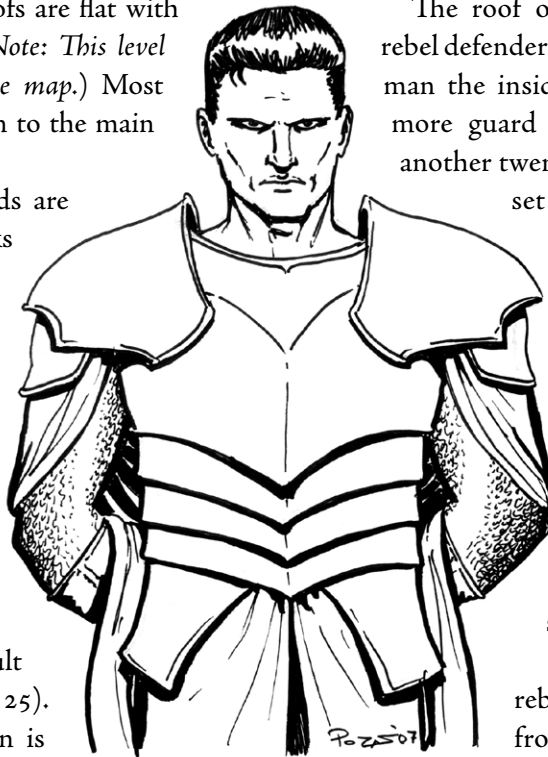
**Gateway Defenders:** The defenders are divided into two groups. One hundred are at the gate itself, or nearby on either side. The other hundred are west of the gate, hiding on rooftops or in buildings.

The roof of the guardpost has twenty rebel defenders, led by **Rantle**. Twenty more man the inside of the guardpost. Twenty more guard the wall to the north and another twenty to the south. Twenty have

set up cover and barricades on the roofs near the gatehouse, creating a makeshift extension to the defenses. They have two 20-ft. long bridges set up spanning the gap from the roofs to the district wall in case they have to retreat, and the bridges can be collapsed and shattered easily to stop pursuit.

Further from the wall, sixty rebels hold the high ground from windows, stretched out as far as 500 ft. from the gate.

Twenty more range around the rooftops, able to snipe the army column and then flee by skybridges to evade counterattack. Twenty warriors hide along side streets to make sure the Ragesians don't try to flank them. Riding from point to point directing these front-line defenders is **Kathor Danava** (LN male trillith-bound human fighter 12; if the heroes killed Kathor in the first adventure, instead this is the trillith Justice itself, who still appears as Kathor did).



A final handful act as look-outs on the top floor of the circular tower just southwest of the gatehouse. They are too far away to effectively attack, but have horns to signal the defenders of possible foes.

Rantle (CR 16). 108 hp.

Kathor Danava (CR 16). 216 hp.

Kathor's Horse (CR n/a). 76 hp.

Rebel mages (15, CR 4). 16 hp.

Rebel priests (15, CR 4). 25 hp.

Rebel warriors (170, CR 4). 30 hp.

### Skulking Wraiths (EL 7+)

The Ragesians know they face a gauntlet along the Emelk Way, so the inquisitors have sent a single wraith to clear out possible snipers in the buildings before they advance. Being careful to avoid the sun, the wraith glides through buildings (crossing streets and alleys by first going down through the sewers, then back up), hunting the rebels while the army prepared for its march. By itself it is unlikely to be a threat to the heroes, but if not stopped it will ruin the defenses, for each defender it kills becomes another wraith.

If the heroes aren't specifically on the look-out for such tricks, they only get alerted to the wraith's presence when a horrified rebel cleric comes running across the rooftops, screaming that the undead are coming. He managed to turn the wraith, but not before it slew his friend, tearing the man's soul out of his body.

Wraiths (2+, CR 5). 32 hp, MM.

**Finding the Undead:** By the time the heroes are aware of the threat, there are already two wraiths, skulking through buildings 500 ft. to the west of the gate. Every minute that passes without the heroes doing something, another rebel is slain and transformed. Because the wraith and all its spawn are under the command of its creator (an inquisitor who knows better than to let a wraith transform an entire city into undead), there will not be more than eight undead at one time.

The wraiths aren't able to tell the heroes from

anyone else, so perhaps the easiest thing for the heroes to do is to make themselves tempting targets, going out alone or in pairs in the distant buildings while evacuating the rest of the snipers for now. Hunting through the buildings room by room is like searching for a needle in a haystack, though in this case the needle is eager to poke them. The wraiths will not flee.

Once the heroes get out to where the wraith was spotted, they can begin searching. Every round of searching, each group has a 1% chance to find a wraith. A character with 5 or more ranks of Knowledge (religion) gains a +2% increase. *Detect undead*, *etherealness*, *prying eyes*, and similar spells that let you search faster or more effectively grant a +10% increase, and great speed or unusual senses might grant an additional small bonus. Multiply this modified percent chance by the number of wraiths.

Finding a wraith can entail simply coming upon one, or spotting it through a window across the road, or hearing the screams of a rebel a few rooms over as he is attacked.

**Ad-Hoc Experience:** Though wraiths are puny against 16th-level heroes, reward the heroes for a CR 13 encounter if they stop the wraiths in less than ten minutes.

### Leadership

After dealing with the wraiths, the heroes should return to the main gateway. Soon they can hear the approaching tromp of a thousand booted feet as the Ragesian army marches down the Emelk Way toward them.

If none of the heroes want to give a speech, Rantle has one prepared. He stands and calls out down the street:

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"I can hear that thunder. The stomp of a thousand boots, ten thousand, with demons, ghosts, monsters of all sorts. But am I afraid?"

"Hell no! I was born in this city. Fighting in these very streets, I survived on my own for twenty years, alone, and now? Now I have two hundred allies, and an army coming in a matter of hours to back me up. All my years in the

thieves' guild I was never so lucky.

"Our mission is to hold this gate, to kill enough of the Rags so they turn tail and run if we can, and if we can't, then when I give the signal we fall back to the next of our city's many glorious gates. Along the way I might show you a few other scenic landmarks.

"If that time comes, we move together. Until then, we fight together. And together, we will drive those ugly boot-wearing bastards out of our city, so we can nag *our* children with our stories for the next forty years!"

A cheer mixed with laughter goes up from the defenders, and everyone benefits from Rantle's leadership performance, gaining a +3 bonus to attack and damage for the first 5 rounds of combat. Those who stay near Rantle keep the bonus as long as they are within 40 ft. of him, and then for 5 rounds thereafter.

When the cheers of the speech die down, Rantle grins to those nearby and says, "I spent *months* writing that, so none of you go dying and ruin it, alright?" This is his way of inspiring greatness. All allies within 40 ft. gain 17 temporary hit points and a +2 dodge bonus to AC, lasting for as long as Rantle is within 40 ft., and for 5 rounds thereafter.

### Ragesian Column (EL 16+)

Over a thousand Ragesians march down the Emelk Way, generally arranged in platoons of twenty-four. Each platoon fills a roughly 30 ft. wide by 20 ft. deep space, consisting of three rows of six soldiers, and one row with four soldiers, a commander, and an inquisitor. A 20 ft. gap divides each platoon. There are a total of fifty platoons, stretching out more than a quarter mile along the road.

The march is audible when the head of the column is over 1500 feet away, and it must advance before any attack between the two forces is practical. The soldiers hustle 40 ft. per round. The bend of the road only allows about 500 ft. of clear sight down the road, though the march can be heard well in advance of the column's arrival.

### ARCHERY VOLLEYS

Masses of archers can fill the air with so many arrows that even the well armored are vulnerable. To fire as part of a volley, an archer readies to fire when a volley leader who he can hear or see gives the order to fire. The volley leader chooses a 10 ft. by 10 ft. area, and can give the order to fire as a free action. When the volley fires, each archer's initiative changes to the same count. If the targeted area is not within range of a given archer, he cannot aid the attack.

This tactic requires twenty arrows. Normally each archer contributes one arrow, but an archer who did not take any other actions on his turn except to ready can contribute as many arrows as he could normally fire with a full attack. The group as a whole makes one attack (1d20+10) against each creature in the area. If archers in the group deal different amounts of damage, use the most common damage amount. Apply range increment penalties based on the most common range increment from the group. Volley attacks cannot critically hit.

For every twenty arrows after the first, increase the attack bonus by +5 and increase the damage by one arrow's worth. A volley firing one hundred arrows, for instance, would make an attack (1d20+30), dealing five times the damage of a normal arrow. If the volley leader gives the order to fire before enough archers have joined, the volley takes a -1 penalty to its attack roll for every arrow less than twenty.

Full cover (such as from a tower shield) can fully protect a character in the targeted area from a volley, and any effect that would block normal missiles, such as a *wind wall*, blocks a volley.

The individual skill of the archers does not affect the attack roll for a volley. The attack roll just represents the threat of being struck, akin to the attack roll made against you when you fall into a spiked pit trap. Also, note that we use "archer" and "arrow" for ease of reference, but these rules can apply just as easily to any thrown or projectile weapon.



### Typical Platoon (50)

- Ragesian inquisitor, standard (CR 7). 49 hp.
- Ragesian soldiers, standard (20, CR 4). 35 hp.
- Ragesian soldiers, veteran (2, CR 6). 50 hp.
- Ragesian commander, veteran (CR 6). 37 hp.

### Grand Cavalry Units (10)

- Ragesian archers, elite (3, CR 8). 65 hp.
- Ragesian inquisitor, standard (CR 7). 49 hp.
- Elephant (CR 7). 104 hp, MM.

**Ragesian Tactics:** As soon as each platoon comes into sight of the gate, its inquisitor attempts to use his *scroll of fireball* to keep the defenders pinned down, which requires a caster level check to use (1d20+3 vs. DC 6). The rest of the platoon advances at a run, 60 ft. per round for six rounds (a speed which the unarmored inquisitor can easily catch up with), until they are only 140 ft. away (close enough for the inquisitor to be able to dispel things like *wind wall*). Other platoons stretch out behind them, so that a total of ten platoons will be in sight (and ten *fireballs* will have been launched) before the Ragesians actually begin to attack.

*Round One:* The inquisitor in the first platoon casts *wall of fire*, most likely creating it across the front of the roof of the guardhouse, since defenders are likely to be relying on the crenelations for cover against arrow fire. Then each platoon's commander orders his soldiers to fire a volley. In preparation of this tactic, the soldiers in the first ten platoons are already armed with their bows, and don't have their axes or shields out.

Each platoon can fire one volley, but they can combine fire. Assuming the *wall of fire* has the roof in flames, the platoons might concentrate on firing through the arrow slits of the guardhouse, choosing just two 10-ft. squares at first (1d20+22 for one, 1d20+16 for the other, 5d6+20 damage). Even with the +8 cover bonus to AC, anyone standing behind the arrow slit is likely to get pin-cushioned.

If instead there are other targets out in the open, the platoons fire in groups of forty archers, targeting five different 10-ft. squares (1d20+11, 1d20+9, 1d20+7, 1d20+5, and 1d20+1; 2d6+8 damage each).

*Round Two:* Each commander uses his Maneuver Leader ability to grant two platoons (since it has affects a 40 ft. radius) a bonus move action, so combined with their own normal move, each platoon advances 60 ft., then firing another volley. The defenders will see a frightening charge of roaring Ragesian soldiers, arrows arcing upward in wave after wave.

Because they have closed the distance, the volley attacks improve, either against two targets (1d20+24 and 1d20+18, 5d6+20 damage) or against five targets (1d20+13, 1d20+11, 1d20+9, 1d20+5, and 1d20+3, 2d6+8 damage each).

Then, the inquisitor in the second platoon casts his *wall of fire*, placing in front of the arrow slits of the guard post, while the first inquisitor readies an action to counterspell (in addition to being able to reactively counterspell).

*Round Three and Beyond:* By this point the heroes are likely disrupting the Ragesian's plans, but if they can the Ragesians advance another 60 ft. in round three and four, and then slow to 20 ft. per round thereafter. The archers continue to fire volleys until they get up to the gateway, at which point they take up defensive positions in nearby buildings. They continue to fire at the defenders until the gateway is opened, at which point they try to push through and finally make use of their axes. Some might try to smash down the gate and door to the guardhouse in order to get to the top of the wall.

During this time, whenever a new inquisitor gets into range, he uses *wall of fire*, either keeping defenders at bay or directly trying to burn down the gate doors (half damage from 2d6+7 against hardness 8 and 45 hp will take a while, however). Then they are prepared to counterspell, or use their other spells to target foes arrows are ineffective against.

**Rebellion Tactics:** The Ragesian advance can generate an overwhelming threat, but even with the inquisitors they are vulnerable to high-level magic. A few area attacks, summoned monsters, or even wall spells can ruin their tactics.

As for the rest of the defenders, the rebel mages start with *glitterdust* to stymie at least some of the inquisitors and archers. They try to take out inquisitors with their *scrolls of ice storm*, and will use *web* to catch a platoon in a charge, though the street is wide enough that the webs will just cut a narrow line, since they have no other anchor points.

The rebel priests stand ready with *scrolls of dispel magic*, and occasionally team up with archers, casting *silence* on an arrow, which can then be shot at an inquisitor.

You'll notice that the rebellion forces are divided into convenient groups of twenty for volley archery. Alternately, you can simplify things even further. The Ragesians are better trained, but the rebels have cover and are inspired, so you can assume as a baseline that for every defender dropped by archery, an equal number of attackers fall. Then multiply that number by the ratio of surviving Ragesians to surviving defenders. So if from the original 200 Ragesians there are 120 left, and 150 defenders left (4:5), then if the Ragesians kill 20 defenders, they would lose 25 of their own men.

During the third round of the battle, Kathor charges in from a side street, managing the sort of slaughter normally reserved for player characters. He cuts down a dozen or more of soldiers by himself before he wheels his horse and flees. Kathor is distinctive among the rebels for not wearing any costume, and the heroes should hopefully get interested in talking to him after the battle.

But the deciding factor in the battle will likely be how well each side leverages its magical power.

**Development:** While the first ranks attack, the rest of the platoons of the Ragesian army hang back for a minute, wary of some sort of trick. What the Ragesians do next depends on how effective the defenders are in the first ten rounds of combat.

If the heroes and their allies manage to drop at least 100 of the attackers (roughly 50%), the Ragesians keep their distance, deciding to try a different approach. The defenders still need to finish off the current attackers, though once they've dropped 150 (about 75%), the rest flee.

If the heroes manage to drop between 50 and 100 attackers, the Ragesians send in the grand cavalry, which they believe will be strong enough to smash open the doors, and tough enough not to die on their way. Horns blare as four war elephants advance, each with a howdah bearing three elite archers and an inquisitor driver. The elephants travel two abreast, but no other forces follow.

If the heroes fail to drop at least 50 of the attackers in the first minute, or if the gate doors are breached, the Ragesians sound a full advance. The grand cavalry charges in, with dozens more platoons following close behind. They advance until the defenders manage to drop a total of 150 of their forces (an elephant still only counts as one), at which point they pull back.

The encounter ends either with the Ragesians pouring through the gate (and the defenders all dead or retreating), or with the Ragesians halting their advance to wait for reinforcements.

### Reinforcements (EL 15)

If the first advance is halted, there is about ten minutes of lull, during which Rantle gives another inspiring speech about how he looks forward to celebrating the Festival of Dreams with everyone here, and how he hopes some day kids will dress up as them, since they will be famous heroes. As before, this again gives the defenders a +3 bonus to attack and damage for the next 5 rounds of combat.

Then, while clerics tend to healing, a group of scouts from the rooftops return to the rebel side. It isn't until they've gotten across the skybridge to the wall that the defenders realize the scouts are dead, reanimated as skeletons. This is just a quick horror, though, sent by a bored inquisitor.

Human skeletons (7, CR 1/3). 6 hp, MM.

Less than a minute later, a Spot check (DC 30) notices multiple puffs of flame atop a high tower about 500 ft. away. This is a group of bearded devils, surveying the terrain so they can *greater teleport* into a good position. One round later, a single bearded fiend appears in the center of the road, 40 ft. from the front gate, a hand raised for parlay.

The devil explains that a great many inquisitors cast *lesser planar ally* and spent thousands of gold pieces to win the service of him and his fellow devils. They are being paid to fight the defenders of the gateway, and are not allowed to leave until they have slain at least three of the rebels. The devil says that the inquisitors were bad negotiators (“Not like Guthwulf,” he adds wistfully), so while they no doubt intended that *each* of the devils would have to kill three defenders, the letter of their contract only demands that the devils – as a group – kill three of the rebels at this gateway.

The devil proposes an arrangement. If the heroes pay each of the sixteen devils a thousand gold pieces (“And I know you can afford it,” he says, looking at their gear), they will twist the spirit of the Ragesian pact. Of course the devils must still kill three defenders, but that is all they will do. The infernal negotiator suggests the defenders draw lots to see who gets to nobly sacrifice himself (“Your kind seem to enjoy doing that, apparently,” he laughs), though if pressed he’ll haggle down to them just tossing down a few of their injured for him to finish off. Clever heroes can likely come up with less morally ambiguous solutions.

The devils want to go home without a fight, and richer, but if the heroes refuse to negotiate, they don’t appreciate “holier-than-thou” mortals (though almost any mortal *is* holier than them). They will spitefully teleport around the battlefield, picking off as many of the defenders as they can before things start to hurt, and then, if they have killed at least three, they return to Hell.

Bearded devils (16, CR 5). 45 hp, MM.

Then, about five minutes after the devils, the heroes easily spot dark specks in the sky – wyverns approaching from the Ragesian camp several miles away. They won’t arrive for a few more minutes, but first the heroes have to deal with one final attack. A unique pair of mercenaries has snuck over the walls and managed to flank the defenders. Their mandate is to kill the heroes.

Lyndztei, troll hunter (CR 11). 130 hp, MM.

Nanyg, harpy archer (CR 11). 103 hp, MM.

These two monsters work as a team. They both have a large stock of *potions of invisibility*, and have been staying invisible as they sneak up on the heroes. If the heroes are at the gatepost, Nanyg uses her captivating song to try to lure them out, or just get defenders off the wall. Lyndztei has earplugs, and she hides on a rooftop, hoping to jump down on a hero to start her attack.

### Metamorphosis

After defeating the mercenary monsters, as the heroes prepare to face the coming aerial bombing by wyvern knights, a telepathic message comes to them. The trillith Metamorphosis is present and she wants to speak with them, but she suspects they are wary for enemies, so she wants to announce her presence to avoid being attacked.

Metamorphosis (CR 10). 97 hp.

Metamorphosis is a somewhat young but still very powerful trillith, created from a dream Trilla had about being reborn as a phoenix. Metamorphosis appears as a young, dark-haired half-elf, though her exact facial features and clothing shift constantly, except for a red and gold feathered shawl that she always wears, and a bandage around her knee. Originally loyal to the contingent of trillith trapping the Mother of Dreams, she eventually sensed the power of the elder trillith Vigilance, whose very essence had changed before he came to this city. She was drawn to him, and became fiercely loyal, realizing that the trillith must change as well, by releasing their mother so they are no longer tied to her.

Vigilance was using his power to keep the trillith who wanted to wreak havoc on the surface trapped in the underdark, but he warned Metamorphosis that events were in motion that would create the proper metaphorical environment for the trillith to get free. As long as Vigilance was safe, he knew that their incursion would be brief, but he needed her to find out what their intentions were.



However, a few weeks ago while Metamorphosis was on her fact-finding mission, Vigilance was captured by the Ragesians. Unable to kill him, they trapped him somehow, to wait for other trillith to come and finish him off. Metamorphosis knows where they took him – a magically-warded prison in the ruins of Gabal’s school of war, which also holds many rebel prisoners – but she has a hunch that she alone would not have a chance to get in and free her master.

She asks the heroes’ help, and she offers them hers. She knows that Vigilance’s powers would be a great help to the rebels in their battle today, but she believes it is critically important to make sure her master is free before the rest of the trillith arrive, and there are many coming, the children of decades of nightmare-wracked dreams.

Unlike many of her kin that the heroes have met, this trillith is wholly sincere, and she can be a valuable ally, answering any questions they have about trillith with remarkable forthrightness. She is currently corporeal, and explains that some power is growing here that keeps her from leaving this solid form.

#### METAMORPHOSIS – CHANGING THE BATTLE

Metamorphosis’s power is very flexible, but she has no direct offensive ability. She can use the following spell-like abilities at will (caster level 15th): *fly*, *gaseous form*, *make whole*, *mass enlarge person*, *mass reduce person*, *polymorph*, *stone shape*, *wood shape*.

You may want to let the heroes play Metamorphosis, or at least control how she uses her power. Encourage the heroes to be creative, and if they don’t think of anything, let her show her value by polymorphing a few rebel fighters into giants.

Soon enough, at the climax of the Festival of Dreams, Metamorphosis will change again, gaining amazing power just when the heroes will most need her aid.

#### Styx Squadron (EL 16)

This is the last drive of the Ragesians to open the gateway: Styx squadron, so named because they keep the famed boatman Charon in business. When they arrive, they’ll drop their dragonbombs on the gate, killing or stunning most of the defenders, which clears the way for the army to press through.

Styx squadron is foolish enough to think they can defeat the heroes. If the heroes have not thought to prepare flight magic, Metamorphosis can use her power to cast *fly* on each hero.

Elite Ragesian Wyvern Knight (8, CR 10). 75 hp.

Elite Ragesian Wyvern (8, CR 8). 82 hp.

**Tactics:** The squadron’s primary formation is to fly in two rows of four, no two wyverns closer than 40 ft. apart, in order to avoid *fireballs*. If they are circling, they travel in two different directions at slightly different altitudes, making it difficult for their enemies to concentrate fire.

If the heroes take to the air, the wyvern knights try to draw them away from the gate, slowly backing away as they fight, hoping to lure the heroes to a region with some higher towers where they can take advantage of cover while swooping between buildings.

A favorite tactic is for the lead wyvern from a given row of four to snatch a foe with its *hurling bracers*, dive, and then release the creature so it slams into a rooftop. Then the next two wyverns swoop by, the knights bombarding the creature with bolts while the wyverns sting it. The final wyvern dives and lands on the creature, picking it up briefly and then throwing it again after a brief lift-off.

#### Battle’s End

If the heroes defeat or drive off the wyverns, the Ragesian army hangs back for an hour, devising tactics to avoid the gateway and just shatter the city walls in order to flank the defenders. Rantle thanks the heroes for helping out, but says he and his people can handle it from here. The Ragesians will be more wary now, and a lot of their strongest forces are out of the fight, so the rebellion will be able to fall back to the next gate and harry the Ragesians with a street-

by-street fight. It's more important, Rantle says, for the heroes to free their allies from that prison, and if anyone can do it, it's them.

If the heroes don't go to help Metamorphosis, or simply want to fight some more Ragesians before they leave, most of the encounters in the streets are skirmishes, seldom with more than twenty foes in line of sight at a given time. The Battle for Gate Pass lasts through the day and into the night, and while the heroes will certainly need time to rest occasionally, it's safe to assume that they engage in many more small skirmishes than are presented here. Most of these battles would not be worth even rolling initiative for, and we suggest you not waste time playing them out, instead glossing over them the same way you would travel through unharzardous wilderness.

**Ad-Hoc Experience:** Since the individual foes in this battle are worth little or no experience for a 16th level party, reward them for a CR 16 challenge if they manage to defeat at least 100 attackers, a CR 17 challenge for 300 attackers, and a CR 18 challenge for 750 attackers.

## SHAALADEL'S PROPOSAL

Though the heroes might be preparing to stage a rescue mission against a prison in enemy-held territory, just before noon they receive a message that gives them another concern they might deem more important. The Lord of Shahalesti wishes

### KATHOR, BOUND TO JUSTICE

Should the heroes follow up on the vague prophecy from Crystin/Foresight, they may seek out Kathor Danava. The knight now fights against the injustice of the Ragesian war, and is not aware of the affairs of the trillith, even though he himself is bound to one.

He is not eager to accompany the heroes in their own battles, since he doesn't want to leave his allies in the streets, but if the heroes convince Kathor to come with them when they talk to General Ashok Danava later, they will have a much easier time with negotiations.

to discuss an alliance, and the heroes will have to decide whether to put the rescue mission off until later, or to make a testy warlord wait on them. Each approach has benefits and drawbacks.

## Shahalesti Emissary (EL 13)

Roughly a half hour after the battle with the Ragesian column, the heroes are approached by an agent of the Shahalesti elves, a ghaele eladrin named Eritae. If the heroes are headed for Gabal's School of War, she arrives just shortly before they get into full swing with the rescue mission.

**Eritae, Ghaele Eladrin (CR 13).** 65 hp. Instead of Knowledge skills, Eritae has skill ranks in Bluff (+16) and Sleight of Hand (+14).

Eritae has two missions. Shaaladel does not know how trustworthy the heroes are, and wants to have some leverage against them. Eritae's first mission is to retrieve personal items from each hero. She casts *air walk*, *greater invisibility*, and *see invisibility*, then approaches, moving stealthily but being careful to not look suspicious in case anyone can see her. If she can hide while invisible, it takes a Spot check (DC 44) to notice her presence.

Once she is confident she can approach safely, she sneaks up and attempts to cut a lock of hair from each hero, using tiny shears (alternately, she may try to wipe some of the heroes' blood if he is injured), using Sleight of Hand to tuck the item into a pocket before anyone notices. Once she has something from each hero she departs, then approaches more openly for the second half of her mission. Likewise if she is spotted, she moves immediately to the second half of her mission, to allay suspicion.

For her second mission, Eritae turns visible.

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"Thank the heavens I finally found you. My lady Aurana Kiirodel sends me to deliver an invitation. Lord Shaaladel wishes to discuss tactics for a unified fight against the Ragesians. He bids you meet him at the aqueduct entrance to the fourteenth district when the sun glows in the noon sky. I can guide you if you wish."

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If the heroes are injured, she can use her unlimited *cure light wounds* spells to slowly help them. On the other hand, if the heroes find out she is stealing from them, she has orders to pretend that she has no connection to the Shahalesti, and she will flee. The message for the meeting is then delivered via *sending* from Aurana.

If they go to Shaaladel (detailed in The Shining Lord, below), Metamorphosis will accompany them, but urges that they must not forget Vigilance. If the heroes decide instead to continue with the rescue mission (detailed in School of War, slightly further below), Eritae says she must tell her Lord, and warns he will not like the news.

Shaaladel will deal with other negotiators, but without the heroes to provide some clout, the Resistance will get the worst possible alliance, ceding practically all authority to the elvish lord.

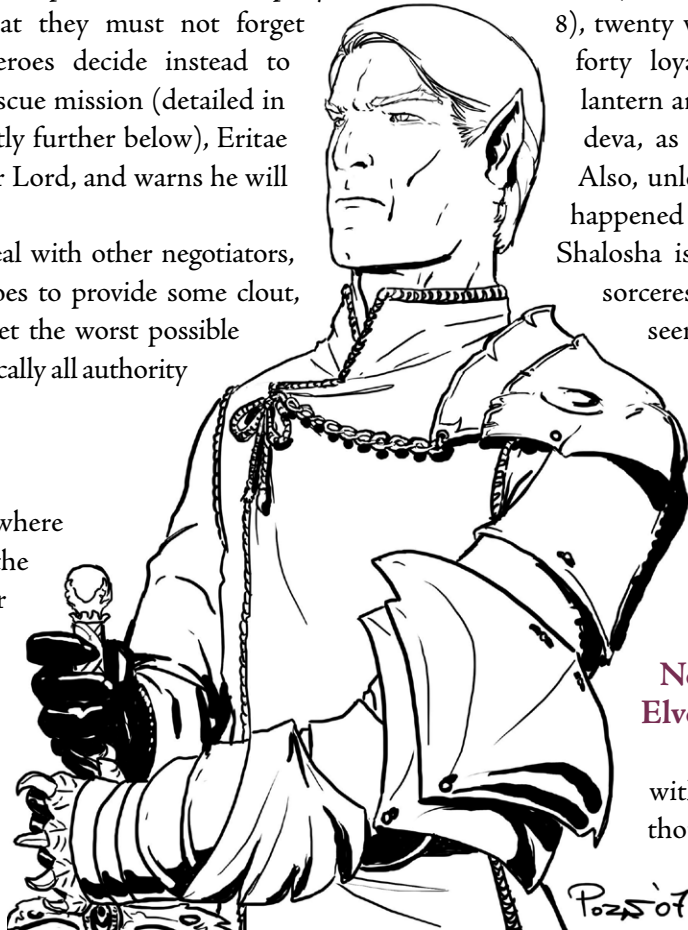
### The Shining Lord

The aqueduct where Shaaladel waits for the heroes feeds water from the mountains into the city's water supply, and is one of the few large structures the Ragesians have gone out of their way not to bomb. Shaaladel has chosen this location to contrast with the run-down desperation of the rest of Gate Pass, implying that he and his people are a shining beacon of hope.

Slender columns of polished white stone rise a hundred feet into the air, tall arches supporting the ten-foot wide river in the sky. The aqueduct flows from the southern edge of the fourteenth district, between two two mighty guard towers (whose Ragesian defenders have been slain neatly), then above a quarter mile of buildings, ending at a complicated facility of water towers.

Shaaladel and his entourage wait in a sunlit courtyard at the base of the two guard towers, but aside from a hundred-foot square patch of ground, most of the nearby terrain is dark, lying in the long shadows cast by the aqueduct and numerous looming towers.

Shaaladel waits with a massive entourage, including a dozen members of the elite Solei Palancis (N elf sorcerer 1/rogue 2/fighter 8), twenty warmages (N elf wizard 7), forty loyal archers, several flitting lantern archons, and even two astral deva, as well as Eritae the eladrin. Also, unless something unusual has happened to her, Shaaladel's daughter Shaloshia is here as well, though the sorceress Aurana is nowhere to be seen. Shaaladel and his royal guard arrived ahead of the bulk of the army, so thousands more of the elvish lord's forces are en route. Hopefully the heroes won't be foolish enough to pick a fight.



### Negotiating with the Elves (EL 16)

Shaaladel greets the heroes with charm and feigned respect, though just how he presents his offer depends on how well the heroes are doing, how respectful they are to him, and what tactics he thinks will best appeal to them. He says that his main goal is to cut off the hand Ragesia is currently using to violate Gate Pass, to make sure Leska does not try anything so foul upon his own lands. His army can work with the Resistance's army to give the Ragesians no route for retreat, and if the human general is smart he'll recognize he is defeated and surrender before all his men are slaughtered.

Shaaladel has no worries about defeating the Ragesians, and says that precise tactics can be figured



out soon enough. First, though, he has heard rumors of strange dream monsters in this city, and he wants to know what the heroes know. After that, he plans to discuss the terms of their alliance.

Shaaladel has five main desires in these negotiations. There are of course countless other dry details necessary for a massive international military alliance, but those can be quibbled out. For these five important points, however, if the heroes disagree or have another suggestion, they must convince Shaaladel. Each of the five topics below has an associated DC, which is what the heroes must achieve on a Diplomacy check to get Shaaladel to see it their way. In most cases, if there is an impasse Shaaladel will pretend to go along with the heroes, but will secretly plan to betray them at the opportune moment.

The heroes' negotiator may get bonuses or penalties depending on his identity and status, bearing in mind Shaaladel's underlying racism. In particular, if the heroes show up much after noon, they suffer a -5 penalty for making Shaaladel wait.

- **Defeat Ragesia (DC 50).** Shaaladel wants the Resistance army to work with his army, pressing back into Ragesian territory with the intent to depose Leska and shatter the tyranny of the Ragesian Empire. He assumes no one will object to this, though the heroes might want Shaaladel to stay in his own country and let them handle it. However, he explains that he *will* defeat Ragesia, and he would prefer that the Resistance be his allies, not more enemies.
- **General Shaaladel (DC 40).** Second, he wants to be in charge of all the armies for this military campaign. If anyone has a problem with this, he explains that he has the most strategic experience of practically anyone alive, and knows the structure of Ragesia's military fairly intimately, having been a close ally of Coaltongue. He personally knows all of their generals. If the heroes agree to this, Shaaladel will want to be the one who accepts the Ragesian surrender tomorrow.

If the heroes do not want the Shahalesti army involved at all, Shaaladel still thinks he is

the best person to lead the Resistance army.

If the heroes and Shaaladel reach an impasse on this issue, they can still work together, but Shaaladel will constantly try to go his own way, and will seek to turn others in the alliance against the heroes.

- **Secure Shahalesti Borders (DC 40).** Third, Shaaladel wants the first mission, after freeing Gate Pass, to be driving back the Fourth Ragesian Army, which is keeping his armies occupied in the north of his country. In Shaaladel's mind, it is foolish to be defensive on one front and offensive on another. He may cite the heroes' own experiences in helping defend Dassen from invasion many months earlier.

Shaaladel's preference here would be the best strategy if not for the involvement of the trillith and Pilus, who will threaten the resistance in the near future. If the heroes agree to this point, they will have a harder time taking advantage of the armies to aid them against those two foes.

- **Emperor Shaaladel (DC 40).** Fourth, after Ragesia is defeated, Shaaladel expects to become its new ruler, as he was originally Coaltongue's choice to succeed him. Shaaladel does not want to wait in yet another ruler's shadow.

If there is an impasse, a DC 30 Diplomacy check can convince Shaaladel that Ragesia should be broken back into the nations that were originally conquered to form it, so no one is in charge.

- **The Torch (DC 30).** Fifth, Shaaladel wants the Torch of the Burning Sky. He suspects he won't get it, so if the heroes disagree, he wants a pledge that after they are done using its power to aid the defeat of Leska, they will destroy it. Shaaladel says that his allies have discovered clues of how to destroy the Torch, but he doesn't want to share that information just yet.

Convincing Shaaladel to let someone else have the Torch after the war is over is practically impossible, and if the heroes demand that, Shaaladel has already planned a contingency to take them out when the time is right.

If at the end of negotiations Shaaladel is satisfied, he invites the heroes to toast their alliance, and then he sends a lantern archon to deliver a message to Aurana to call in the full army. He will also send Eritae to aid the resistance, sweeping through the city in her glowing colors form, stopping to help any injured resistance members or occasionally to bend her spell power against hostile forces. Before she goes, though, she waits for the heroes to leave, then hands over the hair clippings or personal belongings she stole, part of the Shahalesti insurance plan.

Within two hours, thousands of elvish warriors arrive in the city and begin to clash with Ragesians. Shaaladel remains in this district as a base camp is set up so he can direct the battle, though the threat of the Shahalesti will likely be enough to get Danava to surrender. Eritae flies across the city, delivering communications between Shaaladel and the leaders of the local rebels and the resistance army.

#### WITHOUT THE SHAHALESTI

It is hard to offend Shaaladel so openly that he is unable to ally with the Resistance, since it's in his best interest to get the Ragesians out of Gate Pass, but if the heroes botch things, Shaaladel might hold his forces back, or actively attack the Resistance.

Shaaladel is much more cunning a strategist than the heroes likely are, so he knows just how to maneuver and leave the Resistance in a bind so that he can sweep in afterward and clean up the remains. In this situation, the negotiations with the Ragesians can instead be an attempt to ally against the Shahalesti. If the resistance tries to take on Shaaladel alone, they'll lose.

If the heroes ever try to go after Shaaladel personally, he'll enact his contingency plan (see Appendix Four: Contingency), and then the heroes will be in serious trouble.

## SCHOOL OF WAR

One of the greatest opponents of the Ragesians was the archmage Gabal, who killed many inquisitors and soldiers before being consumed by the flames of Vorax-Húl in the early days of the war. The Ragesians sacked his fortress-like School of War, but recently they began gathering all their high-profile prisoners here, as well as keeping family members of important town leaders hostage, to ensure their cooperation. Among the prisoners is Vigilance, whom the Ragesians are holding until agents of the trillith can come and slay him.

The school's existing wards make it an excellent jail, and it is located in the Ragesian-controlled sixth district, but the inquisitors in charge of the facility are prepared in case the rebellion tries to free the prisoners, because now the former academy is a carefully-crafted trap.

**The Trap:** Through a powerful ritual, inquisitors called back Gabal's soul and transformed it into a dread wraith which still possesses the abilities the archmage had in life, but is firmly under the control of the Ragesians. The newly undead Gabal has created dozens of wraiths as spawn, and one waits in each prisoner's cell, hidden partially in the floor, waiting to notice intruders. When that happens, the wraiths will attack the prisoners, turning them into yet more wraiths, so that within minutes the entire gathering of prisoners will be turned into twisted undead horrors.

To ensure that would-be rescuers cannot escape, a quartet of bone devils serve as guards of the prison, flying and hiding invisibly 150 ft. above the school. When they notice the heroes enter the main tower, they begin to seal the building with multiple *wall of ice* spells. Each round, the four bone devils can create enough ice to seal off one floor of the building in a foot of ice. Note that officially, *wall of ice* must be flat or a hemisphere, so letting them create gently curving panes to seal the round tower is breaking the normal rules slightly.

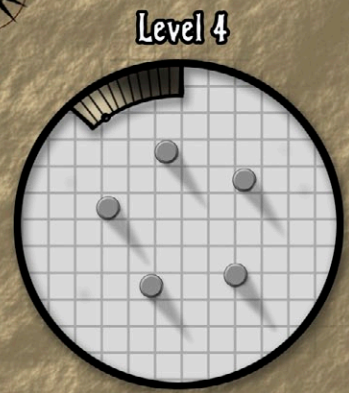
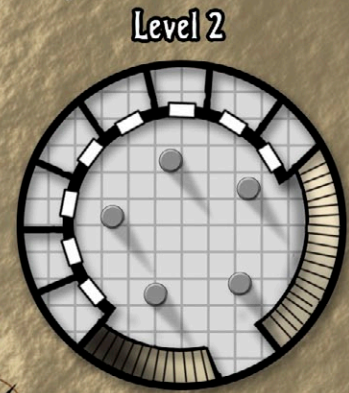
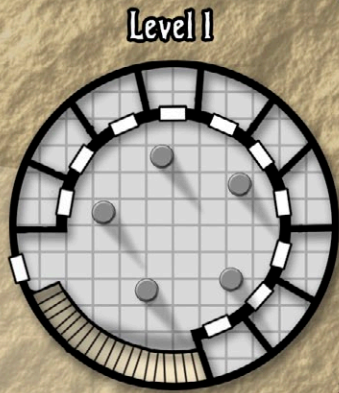
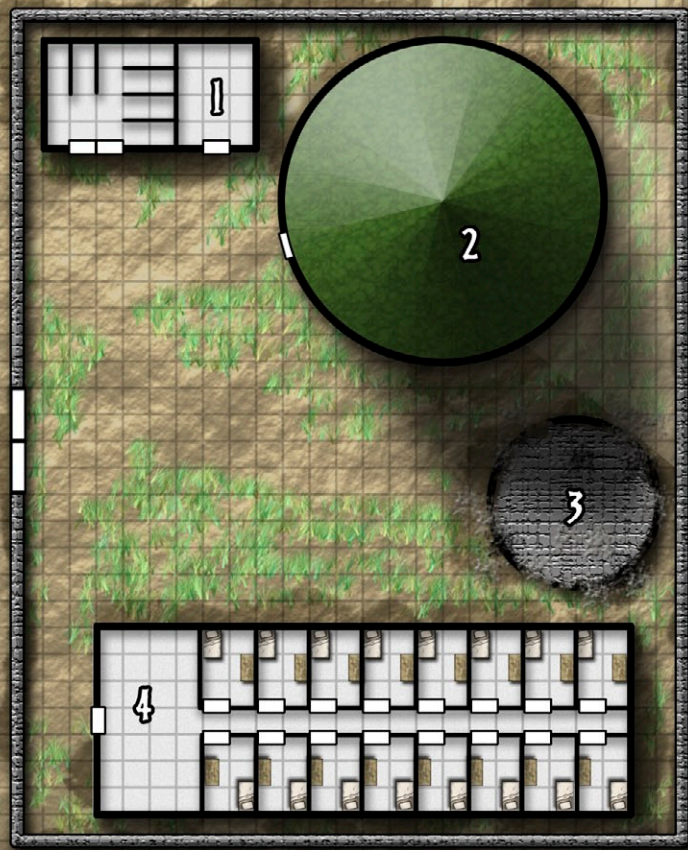
After sealing the building entirely in ice (which should take four rounds), the bone devils then *greater teleport* back into the building, still invisible and flying, though a burst of flame when they teleport in should alert the heroes. On their next round the



# School of War

1 Square = 5 ft.

- 1. Stable
- 2. Main Tower
- 3. Ruined Tower
- 4. Dormitories



SCM



bone devils try to strike each hero with *dimensional anchor* and then teleport away, since they contract says nothing about fighting attackers.

**Prisoners:** Two dozen renowned resistance fighters are held in the labs-turned-cells of the School of War, including one 8th level and four 6th level NPCs for each of the following classes – fighter, ranger, rogue, wizard (evoker). Also among the prisoners are eight famed prisoners, a group of veterans from the last Ragesian invasion: Aeolus (male gnome cleric 12), Celone (female elf ranger 12), D’Crog (male orc barbarian 12), Joanelle (female human bard 12), Quill-Kainen (male human evoker 12), Shindig (male human paladin 12), Sudajj (male human rogue 12), and Targashal (female half-elf druid 12). These heroes are held in a *mirror of life trapping* on the fourth floor of the main tower. Also among the prisoners trapped in the mirror is the trillith Vigilance.

If the heroes have any friends or family in Gate Pass, this prison would be a great place for them to be held, though unless you want to be cruel and have them rise as wraiths, they should also be in the *mirror of life trapping*. Rescuing these prisoners will prove a great aid for the rebellion.

**Eternal Vigilance:** The elder trillith was once Indomitability, trapped in the fire forest of Innenotdar, thirty miles south of Gate Pass. By the heroes’ actions, he was either released or slain, but unsurprisingly, death could not keep a creature named Indomitability down for long. Finally freed from his prison, the primal creature came to realize that the fey of the forest had also been prisoners, and he became contrite over raging against them. Sensing the plight of the citizens of nearby Gate Pass, Indomitability had a spiritual transformation, devoting himself to defending those who cannot defend themselves.

Now calling himself Vigilance, the trillith is much more low key, appearing as a tall, old orc, gnarled like an ancient tree and dressed in forester’s clothing that is colored a strangely washed-out white and blue, giving him a ghostly appearance. His true form is still a mighty stag, but he now burns with an intense silver fire, and his posture is serene, not fierce.

Vigilance is aware that his brethren seek to slay him, since he has the power to hold the masses of trillith down in the underdark beneath the city. He opposes them because they keep his mother a prisoner, and he suspects that whatever brings them to the surface will cause great harm to the people of Gate Pass, whom Vigilance has pledged to defend. Realizing that his brethren’s window for breaking free is narrow, Vigilance hopes the heroes will keep him safe, in repayment for how his boon – granted long ago in the fire forest – has protected them. If he can but survive a few days, his cruel brothers and sisters will not be able to terrorize the surface world.

Vigilance has stretched his power wide over the city, weakening himself such that he is not useful as a combatant.

## School Grounds

All windows in the school have dark curtains that keep out the sunlight which is anathema to wraiths. *Guards and wards* (caster level 15th) protects the main tower, so the building is filled with fog, all doors are *arcane locked* (Open Lock DC 25, Break DC 28, hardness 5, 15 hp), and stairways are all covered with a *web* spell. There are no locations with *confusion* effects or lost doors.

A stone wall and iron fence, 20-ft. tall, surrounds the facility. The front gate is *arcane locked* (Open Lock DC 30, Break DC 38, hardness 10, 60 hp) and guarded by shadows (Spot DC 28 to notice them).

Greater shadows (2, CR 8). 58 hp.

**Defenses:** Additionally, Gabal has activated the school’s arcane defenses. Any interloper that attempts to climb or fly over the wall from the outside is targeted by a *telekinesis* effect (Will DC 19, range 150 ft., caster level 15th), which yanks the creature downward 150 ft., impaling it on the arcane-charged spikes of the fence. A creature pulled down this way is attacked by the fence (+20, 1d8 piercing plus 5d6 force). The fence defense can activate only once per round.

## Area 1

This stable has nothing of interest.

### Area 2

The main tower rises eighty feet, topped by a golden dome surrounded by four jagged iron spires, part of a magical defense. Gabal controls this defense, and can fire up to four rays of energy each round, one each of cold, electricity, fire, and sonic damage (+12 ranged touch, range 100 ft., 4d6 damage of the appropriate energy type). However, these rays can only target creatures that are more than 20 ft. off the ground.

### Area 3

This ruined tower has two surviving floors, both rubble-filled. It was struck by a Ragesian dragonbomb in the first attack of the war, and has been thoroughly looted.

### Area 4

The dormitory has three floors that are all practically identical, but the rooms here are all empty and looted.

## Main Tower – Level One (CR 15)

The front door is unlocked, and opens to a 20-ft. circular foyer, five thick stone pillars holding up the ceiling. A staircase spirals upward to the right, and a ring of rooms surround the inside of the building, each of which is a cell for one prisoner, as well as containing one wraith. The rooms do not rise all the way to the ceiling, so it is possible to walk across the roofs of these rooms. Curtained windows circle the first floor above these pseudo-roofs.

When any humanoid creature enters this room, as soon as every creature who is within 30 ft. of the door comes inside, the door magically slams shut and a *magic mouth*, cast on a statue of Gabal worked into the pillar nearest the stairs, rasps, “You dare intrude into my school? Your mission shall fail, I assure you, but should you survive, come meet me upstairs.”

As a decoy, two hellhounds lurk in the foyer, hiding in the fog, but the greater threat is the wraiths.

Nessian warhound (2, CR 9). 114 hp, MM.

Wraiths (11, CR 5). 32 hp, MM.

Bone devils (4, CR 9). 95 hp, MM.

**Tactics:** The hellhounds simply wait until the heroes come into the foyer, and then they jump out of the fog and attack. At the sounds of combat, the prisoners begin crying out to be rescued. At this point, the wraiths rise up beside their victims and strike, and muffled screams of horror sound through the closed doors as the prisoners feel their souls being ripped out.

Thereafter, each wraith keeps striking until its prisoner is dead, and then glides through the door to attack the heroes. Then a few rounds later the various dead prisoners will rise as wraiths for a second wave.

A typical prisoner has Constitution 10 and a +4 Fort save, meaning it will take about 6 rounds for a wraith to finish off a given prisoner. If the heroes are fast they might be able to save a few, but the doors should be difficult to get through in time.

Once the bone devils outside have sealed the tower, they teleport in to this floor and try to tag the heroes with *dimensional anchor*, then teleport away. If the heroes are already on another floor, the devils check the next level up until they find them.

## Level Two (EL 13)

This floor is very similar to the first floor, minus the hellhounds. As soon as the wraiths hear the sounds of combat from below, they begin to attack the prisoners.

When any humanoid creature arrives on this floor, a *magic mouth*, cast on a painting of Gabal hanging near the stairs, says, “That’s good. Almost there. I hope you enjoyed the screams. You’ll hear more soon: yours.”

Wraiths (11, CR 5). 32 hp, MM.

## Level Three (EL 18)

Magically, no pillars support the ceiling of this chamber, and huge stained glass windows circle the room. If the curtains are moved away, they reveal eight legendary mages from ancient history. This level was originally a dueling arena for mages in the school, and as such has some unusual traits. (This power was deactivated when the heroes visited in the first adventure, since Gabal was not present.)

In the center of the room is a 60-ft. diameter golden ring, within which is a mosaic of four elemental spirits, part of this region's own creation myth – the Tidereaver Kraken, the Worldshaper Worm, the Flamebringer Dragon, and the Stormchaser Eagle. One quarter of the interior of the ring is devoted to each, tied to elemental water, earth, fire, and air, respectively.

A spell-casting creature who touches part of the mosaic can cast spells of the appropriate element without expending a spell slot or needing the material component. He cannot cast a spell of a level he could not normally cast, but he can use the power of the mosaic to cast a spell that is not normally on his spell list. A given spell can only be cast once an hour, and all spell effects created this way end if they pass beyond the boundaries of this level. Gabal can activate any of these abilities, though he cannot benefit from *stoneskin* or *iron body*. The spells available are:

### Air

- 2nd – *wind wall*
- 5th – *telekinesis*
- 6th – *summon monster VI* (Large air elemental)
- 8th – *greater shout*

### Earth

- 4th – *stoneskin*
- 5th – *wall of stone*
- 6th – *summon monster VI* (Large earth elemental)
- 8th – *iron body*

### Fire

- 2nd – *scorching ray*
- 3rd – *fireball*
- 4th – *wall of fire*
- 5th – *fire shield*
- 6th – *summon monster VI* (Large fire elemental)

### Water

- 2nd – *acid arrow*
- 3rd – *water breathing*
- 5th – *flood* (fills chamber with water 10 ft. deep)
- 6th – *summon monster VI* (Large water elemental)
- 8th – *horrid wilting*

An arcane or divine spellcaster standing in the appropriate area can make a Spellcraft check (DC 23) to intuitively sense how the dueling circle works, and what spells it grants access to.

Normally the magic of the circle would turn all damage within it nonlethal. Gabal has disabled that. Now he waits here, having cast *mislead* as the heroes approached. He floats in the center of the ring, just above the surface, and once all the heroes are in the chamber he casts *greater shout*, screaming, “Welcome!” (For dramatic effect, this disperses the mist in this room, so that the combat does not have concealment).

Gabal, Dread Wraith Archmage (CR 19). 208 hp.

Large air elemental (CR 5). 60 hp, MM.

Large earth elemental (CR 5). 68 hp, MM.

Large fire elemental (CR 5). 60 hp, MM.

Large water elemental (CR 5). 68 hp, MM.

**Tactics:** Gabal is an overwhelmingly straightforward foe. While he possesses a great amount of cunning when it comes to dealing with inquisitors, against normal foes he simply tears through them with the most powerful evocations he can manage.

Gabal starts the battle having already cast *empowered flaming sphere*, *mislead*, and *protection from energy* (for cold, electricity, and fire). Until he is located, he remains in the center of the ring, taking 5-ft. steps whenever he needs to access a different elemental magic. His action in the surprise round is to use *greater shout* (DC 26). Thereafter he directs the flaming sphere as a move action, casts one of his various quickened spells as a swift action, and either his most powerful evocation spells (often using mastery of elements to get around enemy resistances) or takes advantage of the power of the elemental ring as his standard action. He only makes melee attacks if an enemy provokes an attack of opportunity.

Meanwhile, Gabal has four elementals which he has called to aid him. The air elemental becomes a whirlwind, the earth elemental tries to push foes into the fire elemental, and the water elemental stays in the center of the dueling ring, readying to intercept any foe who tries to approach Gabal.



When he is reduced below 50 hit points, Gabal fires one final swift action spell in spite, and then flies up through the ceiling into the fourth floor. There he *shatters* the *mirror of life trapping*, and proceeds to strike at the prisoners while they are too stunned to react. He hopes to create new wraith minions, and to spite the heroes, before fleeing back down through the floors of the tower, and into the sewers beneath the city. If he can manage this without dying, Gabal may return to hound the heroes at some later point, when he does not have to worry about sunlight.

Should the heroes destroy the dread wraith, upon defeat, Gabal's wispy robes disperse, and for a moment his old soul floats in the air, looking as the man did in life. He nods in thanks to the heroes, then fades away in a spiral of four elements.

### Level Four

This room, mist-filled like the rest of the tower, has a high domed ceiling. A permanent magical effect prevents teleportation into this room, causing it to fail utterly.

The room's contents have been cleared out, except for a single full-length mirror, a *mirror of life trapping*, which is covered with a large flag of the Ragesian Empire. Any living creature seeing his reflection in the mirror is trapped within unless he succeeds a Will save (DC 23). The mirror can hold up to fifteen creatures, and currently nine (possibly more) tiny diamonds around its edge gleam with light; six others sit without shining.

All the heroes need do is shatter the mirror, and everyone within will be freed. Alternately, the heroes could pry out the gems, which hold souls that can be consumed to power the Torch of the Burning Sky. Metamorphosis, if present, will tell them she senses her master in the mirror.

**Aftermath:** When the heroes see Vigilance, he is surprisingly unshaken by the experience, and needs only a few moments to get up to speed. He asks to stay with the heroes, that they might keep him safe from his brethren, some of whom he senses are already working in the city.

From any prisoners they rescued, the heroes likely have new allies to aid their side in the fight.

The surviving prisoners can get back to the resistance headquarters on their own, where they will get gear and any needed healing. News will spread, and many more citizens will be inspired to join the fight. Even if most of the prisoners were killed by the wraiths, the Ragesians no longer have hostages, so many who were afraid to move against the invaders now have nothing to lose.

Ingenious heroes may realize that the *mirror of life trapping* can capture the souls of trillith, and if they use *identify* or similar magic they can figure out how to release the prisoners without shattering it. It is an ungainly weapon, and dangerous to carry into battle, plus you have to lure your foe within 30 ft., but using it could be fun.

(As one slight addendum, this mirror traps people with their gear, so they don't emerge naked.)

### THE RAGESIAN GENERAL

Small battles fill the rest of the day. The occasional *sending* keeps the heroes informed of the state of the battle as the Resistance army attacks the western wall. Their precise tactics vary widely based on what allies the heroes have, but the fighting is taking quite a while. Rumor is that an actual balor joined the field of battle, *gated* in by Leska and sent here to try to salvage the situation, but thankfully a Resistance mage managed to banish him.

Let the heroes pursue their own goals, or just simply rest for a while, since even they cannot always be fighting. In mid-afternoon, news comes that a trap laid by the rebels dropped an entire tower on a few hundred Ragesian soldiers, crushing them. The rebels have had to withdraw from the seventh and eighth districts, but they firmly control the eastern half of the city, and most of the fighting is going on in the ninth district. The Resistance army has kept the Ragesians from sending all their might against the rebels.

If the heroes have not already sought out the Ragesian general, at sunset a *sending* spell comes to whichever of the heroes is most sympathetic to the Ragesians. It says, "General Danava seeks to discuss his surrender. He will withdraw forces from the ninth district this evening, to meet on the main road at midnight."

## Terms of Surrender (EL 16)

General Danava did not want this war, and he is eager for an honorable end to it. He is *geased* not to betray the ruler of Ragesia, but he has enough leeway to be able to surrender when the situation warrants it. He just hopes the heroes understand that his men will never surrender if he is assassinated under a flag of truce.

The heroes may bring along whomever they want. Lord Shaaladel somehow finds out about the meeting and suggests the heroes meet him in advance so they can go together. Shaaladel is proud

that the mere approach of his armies has prompted Danava's surrender, though he admits the humans of the city have done fairly well.

Shaaladel comes with an entourage just of Aurana, his daughter Shalosh, and two astal devas. Danava comes with just six soldiers, carrying torches to make their location clear. Aurana, for her part, is beautiful and wary, and on the way to the meeting she says little other than to wish they could just kill "the old man." Shaaladel laughs at this, shaking his head and saying it would be a waste to kill the one honest man in the whole of Ragesia. A *disguise self* hides Aurana's faint traces of vampirism, and *nondetection* hides her alignment.

Lord Shaaladel (CR 20). 162 hp.

Aurana Kiirodel (CR 20). 117 hp.

Shalosh (CR 15). 79 hp.

Astral Deva (2, CR 14). 102 hp, MM.

General Danava (CR 16). 98 hp.

Ragesian soldiers, veteran (6, CR 6). 50 hp.

### THE RAGESIAN CAMP

The heroes might attempt a tactical strike against the leadership of the Ragesian army, or to assassinate Legate Kolvus, or just to talk to General Danava. There are so many possibilities of how the heroes could do this, it is nigh impossible for us to provide for all situations.

The central Ragesian command is in the first district, spread across a few dozen buildings, with others around the district used as barracks and supply houses. There are always at least a thousand soldiers patrolling the streets and rooftops near the main command, and the area within their perimeter is warded against teleportation. The highest rooftops serve as makeshift aeries for wyverns, and a few scattered giant and ogre mercenaries stand by to face any monstrous threats.

Both Danava and Kolvus have inquisitor bodyguards who have set up various magical defenses around their quarters. Danava lodges in a converted magistrate's building, built like a small fort, while the infernal legate sleeps in a theater, guarded by inquisitors and his two special trillith defenders. Danava would not try to harm the heroes if they come to him, but unfortunately many of the guards are loyal to Kolvus. If they come and get find out, they will have thousands of soldiers descending upon them.



The General greets the heroes gravely, his posture restrained and respectful. He admires the people of Gate Pass, and feels no shame in his defeat. Indeed, he was more ashamed of having to obey Leska's cruel orders. As for the Shahalesti, he respects the nation if not its ruler, but he knows better than to let Shaaladel know it. He explains his *geas*, and his suspicion that Legate Kolvus is in the city in preparation of something more significant than a simple assault.

**Interrupted Negotiations:** The heroes do not have long to discuss terms. Danava begins by saying his primary concern is the safety of his men, and that the inquisitors and their sorcery are *not* his men. He wants to withdraw from the city, though he warns that he cannot do this while there is a legitimate Ragesian authority giving him commands. As long as Legate Kolvus is here, Danava simply cannot surrender.

As if prompted, Kolvus appears, along with his two bodyguards, emerging from a nearby building. His bodyguards are trillith who incorporeally scouted the area and then telepathically reported back. Kolvus then teleported inside a nearby building to meet them, and he walks out upon the treasonous meeting looking surprised, as if he wasn't expecting to see them. His bodyguards come out of the door right behind him. These two nightmare trillith are disguised by the *veil* spell, as is Kolvus himself. If the heroes have either Metamorphosis or Vigilance with them, they recognize the two as trillith.

Right now, the trillith are disguised as plain-clothed humans, Cosmos as a slightly stocky young man in a dashing hat, Danger as a tall blond woman whose head is always slightly cocked to the side. Their natural forms are of a flailing void of stars and floating mass of dozens of golden punching daggers which flicker as they teleport about. Both are forced by the power of the Festival of Dreams to become corporeal once battle starts.

Finally, Kolvus's chief bodyguard is the marilith Deha'sell, who chafes at being bound to serve a devil. She waits in a building a few hundred feet away, connected to Kolvus via *telepathic bond*, and will teleport in on the first round of combat.

Legate Kolvus (CR 12). 170 hp.

Cosmos and Danger, nightmare trillith (2, CR 12). 91 hp.

Deha'sell, marilith (CR 17). 216 hp, MM.

Kolvus has *magic circle against good* active. Deha'sell has *unholy aura* active.

Kolvus may not even get a chance to talk, but he has a lot to say if he gets the opportunity. Irrationally cocky, he says he knew Danava would betray their empire, so he has been ensuring that not all the soldiers will follow Danava if he surrenders. By now, he says, he has *hundreds* of key personnel charmed and loyal to him, and they will fight to the death. This final bit is an exaggeration, but he has done enough to make a clean victory very difficult.

### NIGHTMARE TRILLITH

There are many lesser trillith, referred to collectively as nightmares (or as "children," in contrast to "elders" like Vigilance). They all have similar stats, but with a few unique abilities of their own.

Cosmos can control gravity, moving up to four creatures as a standard action, as with *telekinesis* (caster level 14th, range 960 ft., Will DC 19 resists each round), though he can affect creatures of any weight up to Medium size. A Large creature counts as two Medium creatures, and a Huge counts as all four. He usually hovers foes in the air so they cannot reach him, or hurls them up to 140 ft., perhaps sending them skyward and letting them fall. If foes prove to have strong wills, he instead makes large inanimate objects 'fall' onto them.

Danger is able to instantly teleport her weapons anywhere within 100 ft., effectively giving her 100 ft. reach. She normally just attacks (two slashes, +17, 2d8+6, 19–20/x2), though once per three rounds she can perform a whirlwind attack against every enemy within 100 ft. Her attacks can affect incorporeal foes, as if they were *ghost touch* weapons.



Kolvus has come far by being loyal to Leska, and is convinced still that Ragesia will win the war, but if the heroes try to negotiate, he'll listen, though he interjects comments that show he has a completely different worldview than them ("But all the people we've killed were going to die of old age eventually anyway. We're we just being prompt?" "It doesn't matter if what Leska's doing is evil. She says what she's doing is necessary. Haven't you ever heard of a 'necessary evil'?" or "Oh, like you wouldn't commit genocide if you could.")

If the heroes have brought Kathor along, General Danava is bolstered by the presence of his son, and he enthusiastically supports the heroes, granting them a +10 bonus to their Diplomacy check. If the heroes have the Torch of the Burning Sky present, the temptation it presents to the devil incurs a -10 penalty to their Diplomacy check.

A DC 35 check convinces Legate Kolvus to not attack the heroes, though he will still go after Vigilance if he's there. A DC 45 check gets him to admit that Leska has probably committed enough horrors by now, so it's fair to give someone else a chance. He'll depart with a smile, though the trillith remain. A DC 60 check is enough for the devil to turn on Leska, since he's eager to try to corrupt some new leader. He'll teleport away immediately to tell the troops to listen to Danava's orders, though again the two trillith remain, and want to attack.

**Tactics:** In a fight, Kolvus takes to the air, though *veil* still conceals his infernal nature. He uses *quicken*ed *unholy blights* while peppering the heroes with arrows. Meanwhile Danger starts by whirlwind attacking, and Cosmos slams some of the heroes into different parts of the street.

The marilith Deha'sell *greater teleports* in, and begins reciting her lineage and the history of conquests as she attacks Shaaladel and his group ("I am Deha'sell, lieutenant of Bathesh, twice-dead Warlord of the Horde of Thirty Million, / for a thousand centuries known as the Deep Damnation of the Nightmare Wastes, defiler of eighteen kingdoms, / feared by an entire plane as She-Who-Beheaded-All-Children-Of-The-Last-Decade, the last to tread the sulfur-consumed soil of Lazreb. / My conquests

are innumerable. My blades are undefeatable. I will slay you and eat your children! / I shall find all who know your name and parade your skin as a trophy, until this world eternally dreads me as Bearer-of-the-Pelt-of-the-Shining Lord" and so on; each slash is about a round's worth of ranting).

She should manage to keep them busy for a round or two.

Afterward, Shaaladel and his allies come to the heroes' aid. The nightmare trillith focus their attention on only one hero at a time (or on Vigilance if he is present). Legate Kolvus fights until he is clearly outmatched, or is reduced to below 50 hit points, at which point he shrugs and says, "There'll be other empires to toady to. Maybe I'll work for *you* some day." Then he flees by teleporting.

A *geas* prevents Danava from acting against any representative of the Empire, so at the start of combat Danava withdraws and tells his soldiers to scatter so they won't be hit by area attacks. Should Shaaladel be imperiled, Aurana teleports her lord to safety, though the angels fight the demon and devil to the end. Most likely, though, the heroes will win the fight handily. In part, this is an excuse to show Shaaladel's prowess, to prove he is not just an undeserved prideful ass.

**Aftermath:** When Kolvus is no longer a threat, Danava returns to the heroes, apologizing again for his *geas*. He asks to finish negotiations, and hopes to be able to formally surrender tomorrow afternoon. Somehow, try to encourage the heroes, either by influence from the rebellion, or by suggestion of Danava himself, that the surrender should take place at Summer's Bluff, since the townsfolk are already celebrating the Festival of Dreams, and many thousands will be gathered to witness the event when the parades reach the old statue of Coaltongue.

If Kolvus is killed, in a few days his countless *charm monster* spells wear off, so that the Ragesian army can obey Danava's surrender order. If he escaped, the surrender will be an uneasy affair, with sporadic fighting continuing for days as Kolvus continues to teleport around the army and charm more to his side. Either way, the festival will still go on tomorrow, even if there are more battles.

## ACT THREE: THE TIME OF DREAMS

In this act, the festival concludes with the arrival of hundreds of trillith, and after a colossal battle the heroes will learn that the war is moving swiftly to a dangerous climax.

### TRADITIONAL FESTIVAL

In a normal Festival of Dreams, eight high priests choose one urn from among a vast collection at the foot of the statue of Drakus Coaltongue. Each urn contains a piece of paper, on which a wish is written. Some subtle magic of the holiday compels people who write wishes to either place their own name on the paper, or to leave it anonymous, and never to put more than one wishing urn in the collection.

Normally the priests break these urns open, reading them aloud one by one. Then each priest pledges his temple to helping the wisher in the coming year, though not necessarily in the way the wisher may have intended. Anonymous wishes may be read aloud if the priest wants, but they are never chosen to be fulfilled. Selfless wishes are usually pursued most actively, while selfish or cruel wishes may prompt a temple to address whatever grievance provoked them. There is no stigma in being a little selfish, though people are encouraged to wish for things that will help both themselves and others.

Since the Festival usually takes place at the New Year, it is considered bad luck if no one wishes for Spring to come.

### THE SURRENDER

If the heroes have done well, the Resistance and the rebels, with the aid of the Shahalesti, have defeated the Ragesians, and will be accepting a formal surrender at the foot of the statue of Drakus Coaltongue atop Summer's Bluff. Representatives of the Resistance congregate in the black area on the map, the Shahalesti in the blue, and the Ragesians in the red, waiting as parades of thousands of costumed citizens arrive in the grand square.

The colossus of the late Ragesian emperor stands atop a 20-ft. high stone base which is surrounded by at least a thousand clay urns the

### DIFFERENT OUTCOMES

If the heroes did poorly, the surrender might go differently, with the Shahalesti or possibly even the Ragesians accepting the surrender of the other two groups. If there has not yet been any victory, there is no surrender ceremony, but the townsfolk have still gathered for the festival, praying their dreams will be answered, and that the Ragesians will be defeated.

The heroes should suspect that the trillith will be coming, and during the ceremony is a perfect time, so they might try to cancel the ceremony, or do it elsewhere. However, unless the heroes forcibly stop the townsfolk, the citizens of Gate Pass are too caught up in festivities to stay indoors, and will have their parades.

If somehow the heroes stop the townsfolk from gathering, the trillith still arrive. When Desire arrives, her psychic compulsion prompts everyone in the city to turn toward the central district, no matter how far away they are. Desire's speech sounds telepathically in their heads, and the trillith will emerge all around the city, instead of being clustered in one location. A large mass will still gather to animate the colossus, which will seek out Vigilance and the heroes.

size of an apple, some of which were placed in the past two days, but most of which have been waiting since the turn of the new year. Coaltongue stands in a ferocious, victorious pose, his right arm holding high a recreation of the Torch of the Burning Sky. His half-orc face is regal, cut diagonally down the middle by a scar that stretches from left jawline to right hairline. This scar is formed of smaller, wrinkled sheets of copper, while the rest of the statue is reinforced bronze. He faces east, so as the sun slowly passes west after noon, his vast shadow stretches out toward the gathered crowds.

Just slightly after noon, the Resistance will accept General Danava's surrender. Shaaladel will want to make a speech beforehand, giving inspiration to the heroes of Gate Pass, and pledging that he will ensure that Ragesia can never threaten them again. The heroes might also make a speech, but the surrender itself will be brief. Let the heroes spend as much time as they want, since this will be their chance to shine in the spotlight.

## THE TRILLITH MASQUERADE

After the surrender ceremony, eight religious leaders from among the people of Gate Pass come up from the crowd to the foot of the colossus. If the heroes have not yet contributed wishing urns of their own, the priests ask them to do so. You might have the players actually write down wishes that their characters have on strips of paper and give them to you. You will soon have a chance to make them regret whatever they wished for.

### Reading of Dreams

Everyone grows quiet and watches as the first of the eight priests choose an urn at random and takes it to a small altar set up near the foot of the statue. He lifts the urn and brings it down hard on the altar, cracking the clay. Then he pulls out the paper and reads the wish aloud.

The first urn is from a young man, wishing that he and his fellow workers would be paid by their employer for all the work they have done on a long building project, even though the building was destroyed in the attack. The priest says the wish is one he will pledge to fulfill, and then calls out the name written on the strip.

There's a pause, and then someone from the crowd shouts out, "He died last night."

There's a bit of discomfort, but the priest says he will do his best to fulfill the wish anyway.

Other priests come up, opening urns one by one. Most wishes are for the safety of the town, or that the Ragesians would kill each other, but a few are funny, like a young girl who writes, "I wish my mommy could talk to the rooster too," or an old man who wishes for "two women at once."

Then there is only one urn left from the eight, and people are anxious, because no one has wished for Spring yet. The last priest comes up to the altar, but just as he lifts it so he can crack it open, a figure emerges from the gathered priests, someone who was definitely not there a moment before.

### Herald of Dreams (EL 16+)

The figure sways seductively over to the final priest, holding a bundle of urns in the crook of her left arm. As she moves, a voice enters everyone's mind, a lush, compelling voice that makes even holy men imagine lurid, carnal fantasies.

*" These things all things desire,  
More than joy or flesh's fire,  
Dreams of sin, and hate, and steel,  
All these now do we make real. "*

This creature is Desire, the herald of the trillith. The urns she holds are those the heroes filled, and at the end of her brief poem she raises them high, then hurls them to the ground. They shatter, and faintly visible serpentine forms rise incorporeally into the air, each a nightmare trillith that will take its form from a different one of the heroes' wishes, only twisted somehow.

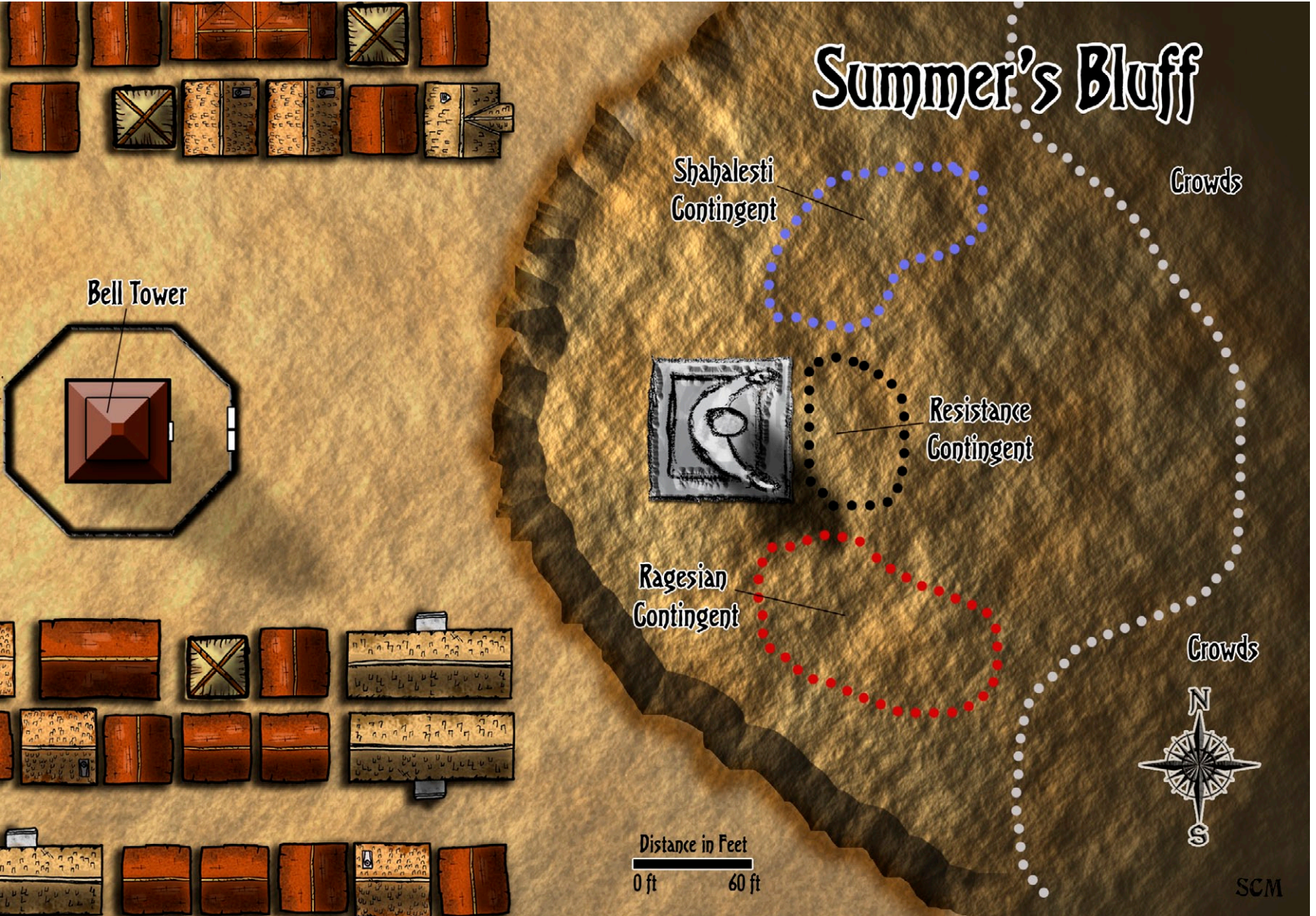
Meanwhile, all throughout the grand square, other unformed nightmares rise from the ground. They fly upward through townsfolk, Ragesians, Resistance, and Shahalesti forces alike, hundreds appearing at once. Each draws a nightmare from the mind of the creature it passes through and takes its form from that horror. Screams rise from the crowd as people look up and see their fears brought to life.

Desire (CR 16). 190 hp.

Nightmare trillith (one per hero, CR 12). 91 hp.

Enough chaos erupts simultaneously that most NPCs are too busy with their own fights to help the heroes. The heroes' own nightmares focus on them as a group, and they each have visual traits similar to the heroes' own appearances, making it clear which nightmare is born from which hero's wish.







**Nightmare Trillith Abilities:** As with Cosmos and Danger before, each nightmare trillith has its own special abilities, in this case based on a perversion of a given hero's wish. As a baseline, choose one or two low-level spells it can use at will and a higher-level spell it can use 3/day, or create some unique power. The save DC is 12 + spell level, and the caster level is 10th.

For example, if a hero wishes for strength to defeat the Ragesians, the associated trillith might appear as a mighty warrior, able to use *mage's sword* and *mass bull's strength* each three times a day. A wish for rulership might manifest as a towering version of the hero, capable of using *dominate person* thrice a day, and *suggestion* at will. Wishing for arcane power could create an eldritch storm that shoots the character's favorite spells.

More noble wishes may require twisting intent. A wish to heal the injured might manifest as a walking blight that can use *mass inflict serious wounds* in order to create more injured people, while a wish for peace might create a very serene-looking trillith that uses *circle of death* so that people won't be able to fight anymore. Wishing for the answer to a mystery might make the trillith resemble the subject of the mystery, with powers similar to theirs, giving hints and clues that are lies.

For heroes who did not make a wish, you can create a nightmare that is appropriate to their personalities, or have them fight an invisible trillith that can use *enervation* at will.

However, if any of the heroes wished for Spring to come, that trillith appears as a warm, soothing presence with no shape. It is loyal to the heroes and

can use *cure serious wounds* at will and *heal* three times per day.

If the heroes go after nightmares harrasing other people, you can use practically any CR 9 to CR 12 creature to represent the trillith. Who's to say a person did not have a nightmare about colossal centipedes or elder earth elementals?

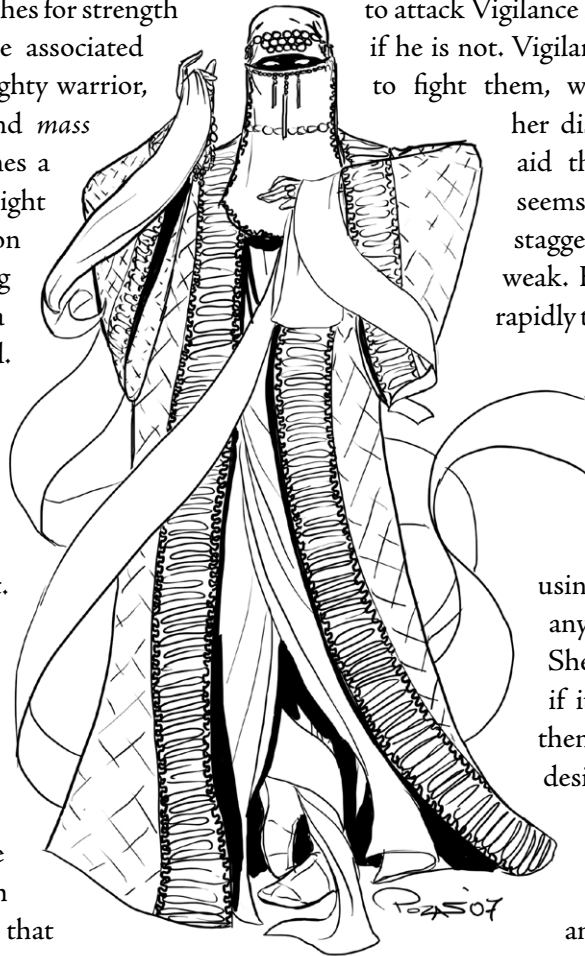
**Tactics:** The nightmare trillith work together to attack Vigilance if he is present, or the heroes if he is not. Vigilance changes to his stag form to fight them, while Metamorphosis keeps her distance, using her powers to aid the heroes as possible. She seems confused, however, often staggering slightly as if she feels weak. Her appearance shifts more rapidly than ever before, but she stays within 10 ft. of Vigilance at all times.

Desire tries to distract the heroes away from Vigilance with her covetous spirit power, using *quicken'd suggestion* on anyone who doesn't follow. She uses her dazzling beauty if it won't harm her allies, and then will pervert the heroes' desires with her naked wish ability. Throughout the fight she taunts the heroes, tempts them with power, and screams at them about any of her brethren they killed

previously.

In the past, a useful tactic against the trillith has been to sing the Song of Forms, forcing them to become corporeal, but now the trillith are already corporeal, and they want it this way so they can destroy as many surface-dwellers as possible. If someone sings the Song of Forms, the trillith are more inclined to target him, but are not affected in any other way.

**What's Everyone Else Doing:** The Ragesians are not being attacked, and indeed some of them are



coming to the aid of the people of Gate Pass, but a fair number are just trying to avoid danger, and a few are actively aiding the trillith's massacre.

The Shahalesti have one of the largest concentrations of trillith attacking them; apparently they have strong nightmares. The rebels and the Resistance trust that the heroes can handle themselves, and so after they deal with the trillith attacking them, many of them go to help the townsfolk. If the heroes need aid, however, they can call for it.

There are hundreds of nightmare trillith, and each of them is more than a match for a dozen of townsfolk. However, most of the revelers now carry weapons with them as a matter of course (even in costume), and so easily half of the two thousand people in the square are engaged in battles, while children and elderly flee to safety.

Should the heroes have Etinifi with them, the insane seela flies up over the crowd and does his best not to contribute at all, though he keeps eyeing the colossus expectantly.

**Development:** When she is reduced below 90 hp, or if Vigilance is slain, Desire telepathically cries out, "Behold your destruction. Behold our victory!" She theatrically points to the colossus of Drakus Coaltongue, where a slender figure in plate armor floats before the statue's face. Then hundreds of wispy, incorporeal trillith stream from the ground, swirling higher and higher around the statue's body. Finally they surge into it at three points – its chest, its head, and the end of the torch it wields.

With the piercing sound of twisting metal, the colossus lurches, the bronze head of its torch catches fire, and it tears itself free of the ground.

## Clash of Titans (EL 20)

The heroes now have a chance to face Emperor Coaltongue, at least by proxy. Hundreds of trillith have animated a 90-ft. tall colossus, which will devastate the city if the heroes don't stop it.

Coaltongue Colossus (CR 20). 2007 hp.

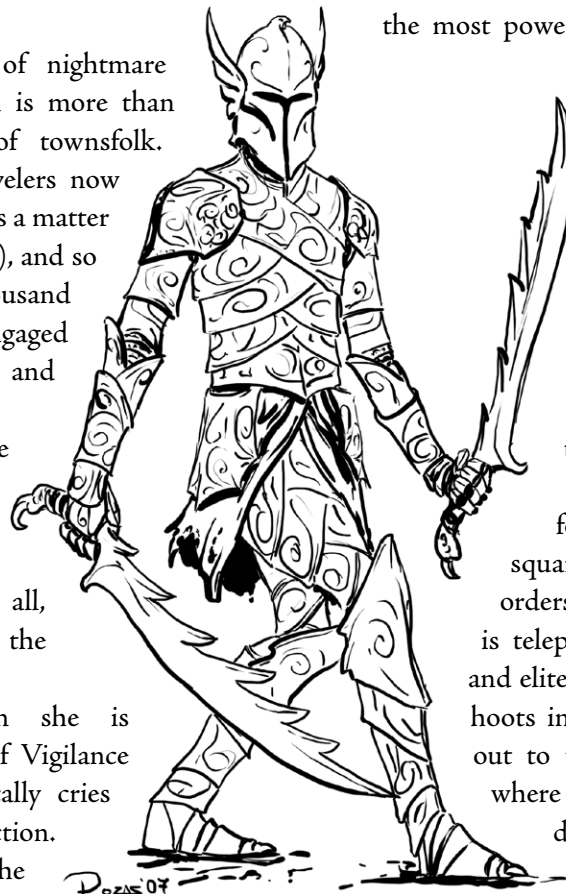
Victory (CR 16). 190 hp.

The colossus is controlled by Victory, one of the most powerful trillith, born from Trilla's combined nightmares of many warlords trying to use her as a weapon. At the start of battle Victory flies into the head of the colossus, where he lends his essence to the titan. At his direction, the colossus will first attempt to slay Vigilance, and then will destroy as many defenders of the city as possible.

At the sight of the titanic foe, most of the people in the square panic and flee. Lord Shaaladel orders his forces to retreat, and then is teleported away with his daughter and elite guards. If Etinifi is present, he hoots in glee and flies upward, calling out to the trillith, claiming it knows where to find the Heart and how to destroy everything. The colossus lets him land on its shoulder, where he shouts advice to Victory, warning it of the heroes' powers and tactics.

Potential allies of the heroes might stay engaged in their fights at the edge of the grand square, in case you want them available to help out the heroes in a pinch. It won't be easy to take down a foe this size.

**Running the Colossus:** The colossus does not work like a normal creature. It's too big for simply standing next to it and hacking at its feet to be effective. Conventional attacks don't have even the slightest effect, and the most mighty attacks





of high-level heroes barely scratch it, but it has a few vulnerable spots. This encounter is a battle combined with a multi-stage puzzle, and each stage has many solutions, some of which may require a protracted effort to accomplish. Here is an overview of the colossus's various target points.

- **Legs.** If the heroes want to climb up onto the colossus, they'll have to start here. Crippling a leg causes the colossus to stumble.
- **Torch.** The torch apes the powers of the Torch of the Burning Sky, providing the colossus with ranged attacks and various tricks that keep combat interesting. Crippling the torch removes the firestorm shield that protects the colossus from normal ranged attacks and fends off flying foes.
- **Hand.** Injuring a hand can make the colossus drop what it's holding, be that the torch or one of the heroes.
- **Head and Shoulders.** The head is where the trillith Victory controls the colossus from, and to draw him out the heroes must tear out the colossus's eyes or reopen the scar on its face. Once Victory emerges to do battle, the titan will be vulnerable to a killing blow.
- **Chest.** The vest of the colossus is open, exposing the chest, which pulses with blood-red energy where the heart would be on a living creature. The killing blow must be delivered here, though it has mighty defenses.

The following rather long and unconventional stat block explains what you'll need to know about the colossus while running it.

## The Coaltongue Colossus

CR 20

*Ninety feet tall, wielding a massive torch that flames with the souls of dozens of nightmares, this bronze colossus surveys the carnage across the city. Its face is that of the late Emperor Drakus Coaltongue – imperious, legendary, a seemingly mortal scar crossing his face from right temple to left jaw – but its eyes burn like the fires of heaven. Its search stops when it sees you, and it raises high its torch. The sky ignites, the crown of the torch transforms into a blazing axe-head, and the colossus roars as it brings the weapon down upon you.*

N Colossal Construct

Init +0; Senses Low-light vision, darkvision 1000 ft.

Languages None

**Aura** The torch creates a powerful *fire shield* that surrounds the colossus from a distance of 10 ft. out to 20 ft. Any creature or object passing through this shield takes 2d6+30 points of fire damage, more than enough to incinerate most arrows, though *flaming* or *flaming burst* arrows can pass through the shield without taking damage. This shield also blocks line of effect to the colossus for targeting magic. The shield can be dispelled (caster level 25th), but the colossus can recreate it as a free action on its turn.

*The fire shield does not protect the torch itself.*

AC 10, touch 2, flat-footed 10 (–8 size, +8 natural)

hp 2007 (HD n/a); DR special

**Immune** The colossus is animated by many creatures, so mind-affecting magic has no effect on it unless it can affect most of the hundreds of trillith on the inside of its bronze shell. These trillith have a Will save of +9. As a construct, the colossus is also immune to poison, sleep, paralysis, stunning, disease, death effects, necromancy effects, critical hits, nonlethal damage, ability score damage, fatigue, exhaustion, energy drain, and any effect requiring a Fortitude save unless it also works on objects, or is harmless.

**Resist** Due to its size, most attacks are insignificant to the colossus. Damage from any source is reduced by 40 points, even spells and other magical attacks. At a few vulnerable points on its body, the colossus merely has DR 8/–, and magic affects it normally.

While its *fire shield* is active, cold attacks deal half damage to the colossus.

**Fort +0, Ref +0, Will +0.** As long as Victory is inside it, the colossus automatically makes every save as if it had rolled a natural 20.

**Weakness** The colossus has five important targets, where dealing the listed amount of damage triggers a change in the battle. The damage can be done over the course of multiple attacks, and the damage dealt applies to the colossus's hit point total.

**Leg (40 hp).** The colossus stumbles. At the start of its next turn it lands on its hands and knees, though it doesn't let go of its torch. It must spend a move action to stand. The fire shield still protects its head and chest, but not the arms and legs, nor the torch.

The back of the colossus's knee (AC 18 instead of AC 10) is particularly vulnerable. An attack there only has to bypass DR 8/—, not the normal 40-point damage ablation.

**Torch (100 hp).** The torch's power falters, its flames dimming. The *fire shield* vanishes, and the colossus cannot use any of its magical powers. Two rounds later the torch's flame returns to its original power.

The second time 100 damage is dealt to the torch, the torch cracks and explodes. Until the torch cracks, damage to it does not count against the colossus, but when the torch explodes the colossus loses 200 hit points, so the effect is the same.

The torch takes no damage from fire. However, the torch's magic can also be suppressed by opposing fire magic, as well as *dispel magic* and similar effects. Any such spell targeted at the torch deals 2d6 damage per spell level + the spell's caster level, ignoring the colossus's normal 40-point damage ablation.

**Hand (40 hp).** Alternately, if the heroes deal enough damage to the hand (AC 14), the colossus drops the torch. However, the *fire shield* only falters if the colossus goes a whole round without the torch, so unless the heroes can move a 10-ton bronze torch out of its reach before it acts, this tactic won't help much.

Similarly, if a creature is being crushed in the colossus's left hand, dealing 40 damage to it will cause it to release the creature.

**Head (100 hp).** If a character targets the scar or eyes of the head (AC 18), he can ignore the 40-point

damage ablation, and need only contend with DR 8/—. Once the head takes 100 damage, Victory emerges, gliding out of the face (though he is otherwise corporeal). It attacks creatures who are harming the colossus, focusing on the greatest threat first, particularly one attacking the chest.

If Victory has left the head, the colossus no longer automatically rolls natural 20 on its saves.

If another 200 damage is dealt to the head, the head wrenches free and falls off. Trillith pour out in a facsimile of a giant face, but the colossus is stunned, dropping its torch and flailing helplessly for three rounds. After this, the trillith manage to get enough control of themselves to direct the colossus, which quickly rearms itself and returns to battle.

**Torso (n/a).** Normal attacks against the chest only count against the colossus's total hit points, but if a creature strikes at the glowing heart (AC 18) and gets through the 40-point damage ablation, the colossus roar with pain. It must make a Fortitude save (DC 10 + damage dealt) or be slain. As long as Victory is inside the colossus's head, it always rolls natural 20 on its saves, and so cannot fail, regardless of the damage dealt. If Victory is away and the colossus fails its save, it is stunned for one round, drops the torch, and falls to its knee. The second time it fails its save, the titan falls. See Defeating the Colossus below.

If the heroes don't have anyone capable of dealing 41 points of damage in one hit, spells can do the job, or you can simply have the damage reduction fall to DR 8/— once Victory is defeated.

**Standard Actions:** The colossus can take one of these actions each round. The colossus's attacks are treated as epic for the purpose of overcoming damage reduction. None of these actions provoke attacks of opportunity.

**Attack.** The colossus attacks with its axe-headed torch. +32 (4d6+60 plus 10d6 fire), 40 ft. reach. Then, on either a miss or a hit, flames explode from the axe head, and every creature within 10 ft. of the target takes 5d6 fire damage (Reflex DC 28 half). If the torch's power is suppressed, instead it acts as a massive morningstar, dealing weapon damage, but no fire damage and not having a fiery burst.

**Axe Rush.** The colossus can combine a bull rush and an attack, though it normally only uses this attack against similarly massive foes. It makes a bull rush check with a +44 modifier, and one attack with the axe against the same foe. If it succeeds its bull rush check, it moves its foe back a minimum of 40 ft.

**Firestorm.** The colossus sweeps its torch, and casts *firestorm* (caster level 25th). The colossus can only use this ability once every third round. It cannot use this ability if the torch's power is suppressed.

**Grapple.** The colossus has 40 ft. reach and a grapple check modifier of +64. Its unarmed strike damage is 2d6+44. If the colossus takes a -20 penalty to its grapple check, it can just hold a foe in its off hand, and make one grapple check each round as a free action to continue to squeeze the creature.

**Hurl.** If the colossus has grabbed a foe, it can throw it up to 400 ft. A creature with a fly speed can make a Reflex save (DC 28) every 50 ft. to try to stop its motion. It gains a +4 bonus for every maneuverability class above Poor it has. If the colossus hurls a massive object, resolve this as with Vorax-Hûl's hurl debris ability.

**Teleport.** The colossus can point at a foe within 1400 ft., and that creature is teleported into the colossus's free hand (Will DC 28 negates), where it will be crushed each round thereafter. It cannot use these abilities if the torch's power is suppressed.

**Torch.** Alternately, the colossus can raise its torch high, and call down a pillar of fire from the heavens. The fire does not burn, but any creature entering it feels like he is in two places at once. At the start of the colossus's next turn it teleports to a point up to 1400 ft. Any creature within 40 ft. is brought along with it. A Spellcraft check (DC 22) recognizes what the pillar of fire will do, giving the heroes a chance to get into position so they won't be left behind. The colossus can only use this ability once every three rounds.

**Move Actions:** The colossus's sheer size lets it perform any of the following as move actions.

**Grab.** The colossus can lift an object roughly the size of a Huge creature with one hand.

**Move.** The colossus's base speed is 120 ft. It treats buildings less than 20 ft. tall as difficult terrain,

and must spend 10 ft. of movement to climb onto a roof higher than that. Note that most buildings will be crushed under the colossus's weight, but the colossus is at no risk of losing its balance unless pushed by a similarly massive foe.

The colossus can move through the spaces of Huge and smaller creatures as if they were unoccupied. Any hostile creatures whose space it moves through takes 2d8+20 damage (Reflex DC 28 negates).

**Stomp.** The colossus can stamp down repeatedly, affecting all squares below him and within 10 ft. Each Large or smaller creature in the area takes 4d8+40 damage (Reflex DC 28 half).

**Swift Actions:** The colossus can take one of these actions each round.

**Attack of Opportunity.** The titan's size makes it hard for it to notice most foes, so making an attack of opportunity is an immediate action for the colossus. It seldom takes attacks of opportunity except against flying foes. It has a 40 ft. reach.

**Bladeskin.** As a swift action, the colossus can cause its skin to shift and sharpen into jagged ridges for one round. Every creature touching the colossus takes 2d8 damage (Reflex DC 28 half).

**Buck.** The colossus can try to shake off climbers as a swift action. This requires every creature on its body to make a new Balance or Climb check, with a +10 increase to the DC. However, the colossus does not notice most climbers unless they attack it.

**Flamestrike.** The colossus can cast a quickened *flame strike* (caster level 25th, DC 28).

**Swallow.** If the colossus has snatched a Medium or smaller foe, it can toss it into its mouth as a swift action. If the creature succeeds a Reflex save (DC 28) it manages to move clear at the last moment, and ends up on the head or shoulders (its choice).

If the creature fails, it falls into the interior of the colossus, where it is assaulted by semi-corporeal trillith. It takes 4d8+40 damage per round, and is drawn down into the body, descending 10 ft. per round. To escape it must fly or climb its way to an interior surface (Climb DC 20, the distance depends on how far down the creature is), then smash its way out. The colossus' interior has an



AC of -3 and hardness 8, and it takes 40 points of damage to cut one's way free. The hole remains thereafter.

**Climbing the Colossus:** The colossus's legs are 45 ft. tall (Climb DC 20). The knee is 25 ft. up. Above the waist there are more handholds and places to stand (Climb DC 10). It is 30 ft. from the waist to the shoulders.

At 45 ft. up, the belt is just wide enough to stand on (Balance DC 20). At 65 ft. up, a sash across the chest adorned with medals provides a larger foothold (Balance DC 10) at just the right spot to be able to attack the colossus's thrumming heart.

Standing on the colossus's shoulders only requires a Balance check (DC 10) if the titan bucks. A failed check trips the creature, but doesn't cause it to fall off.

**Terrain:** Summer's Bluff is fairly open, a 100-ft. high plateau that makes the battle visible from across city. Buildings surround the square on all sides, most of them richly-crafted five-story manors. The clocktower where the heroes faced Vorax-Hûl is just west of the bluff, and it is a half mile to the nearest gate. A half mile south is the Emelk Way, and a mile northward is the nearest city wall. Beyond the 40-ft. high wall are hills that eventually lead up to mountains.

**Metamorphosis and Vigilance:** The arrival of so many of her brethren has an effect on Metamorphosis, causing her to spontaneously develop much greater power. At first weak, when the colossus animates, she senses a new power inside herself. When the colossus raises its axe for first attack against Vigilance, Metamorphosis screams for her master to get to safety. She stays with the heroes, trying to use her power to help them. The festival has strengthened her, but she is not sure of the extent of her powers.

She communicates with the heroes, linking them as if by *telepathic bond* and allowing them to direct her as to how to use her powers. She can use one of these abilities each round, acting on her own initiative. She targets her abilities as if she were in any location any hero is.

First, she can transform terrain in a 40-ft. radius, with a range of 400 ft., raising or lowering it up to 100 ft. from where it would normally be, with a great degree of precision. She can create spikes to knock

## USING METAMORPHOSIS

It is important not to have Metamorphosis overshadow the heroes' own power, but instead to use her abilities so that every character has a chance to participate against the colossus. She can get heroes into position for attacks, or create uneven terrain in order to knock the colossus over and let the heroes strike at the torch or climb on board. You might also have her intercede to save or protect a dying hero, creating a defensive dome to protect him from a killing blow.

Most importantly, though, you should not bring up that she can make a hero colossal unless it is necessary, or if one of the characters is feeling ineffective (such as a heavily-armored warrior who cannot easily climb or fly into battle). When it is necessary, though, don't hesitate to have the colossus smash Metamorphosis to bits. It is the sort of dramatic development that should lead to a climactic end of a battle, or provide the dramatic turn for the better when all seems lost. Playing this trump too early, however, can lessen the fight's awesomeness.

If Metamorphosis died previously in the adventure, she returns here in spirit, temporarily granting the heroes her great boon.

the colossus over onto, or towers with balconies for the heroes to fight from, or cages to trap the colossus, or a pit to drop it into. Everything is made from the same material that is nearby (so stone, in this city), and anything she creates the colossus can easily smash to bits with a single standard action, but she gives the heroes incredible terrain control. Once she stops concentrating on a given area the terrain reverts to normal over the course of a round.

Additionally, she can use any of the following spell-like abilities at will (caster level 15th): *fly*, *gaseous form*, *make whole*, *mass enlarge person*, *mass reduce person*, *polymorph*, *stone shape*, *wood shape*.

Finally, Metamorphosis has one last power she can use, but only if she dies: she can grant her

dying boon to a hero, letting him transform to a size comparable to that of the colossus.

Rather than fully calculating the changes that would occur with a character enlarging, apply the following simple modifications, which capture the spirit of being a titan, and puts a warrior on roughly even footing with the colossus.

- The hero ignores the first 40 points of damage from any attack, even magical ones, unless they target his mind.
- The hero's melee attacks deal +40 damage. Off-hand weapons deal +20 damage, and two-handed weapons deal +60 damage.
- The hero gains a +90 ft. bonus to speed.
- The hero gets a -8 size penalty to AC, but gains a +8 bonus his natural armor.

This effect lasts for up to three hours, but ends soon after the colossus is defeated.

**Tactics:** Vigilance flees west, past the clocktower and down streets lined with tall buildings, toward the gate to the next district. (Alternately, the heroes might tell Vigilance to flee in another direction, such as north to the nearest wall, to get the colossus away from the townsfolk.) The colossus begins to pursue, crushing homes and businesses under its massive feet, wanting to grab Vigilance so it can crush him to death, but Metamorphosis's first action is to create a massive wall fifty feet high to block it, and a concealing roof for nearby buildings to hide where Vigilance has fled.

Stymied, the colossus turns its ire upon the heroes, assuming they are to blame.

The colossus prefers to start by using *firestorm*, then grabbing a flying foe out of the air or teleporting an annoying enemy into its grasp. It crushes the creature, then throws it to the ground and stomps on it. Thereafter, if foes cluster close together, the colossus will use a melee attack to strike one and hit its allies with a burst of fire. If its foes are keeping their distance, it tries to grab a hero, then teleport 1400 ft. away.

If a foe manages to strike any of its vulnerable points, the colossus will focus its full attention upon that creature. It does not attempt to swallow any creatures until its torch has been damaged at least once, not wanting to let creatures get too close to

its head.

When the head is sufficiently damaged, Victory comes out to defend it. His tactics are fairly simple, as he relies on his dancing blades attack every round. He does not speak.

If Desire and any of the other nightmare trillith are still alive at the start of this combat, they follow the same tactics detailed above. If Etinifi is here, he can contribute little to the fight, and flees when the colossus falls.

This battle should be titanic in scope. This city has been at war for months, so if the heroes need a giant ballista, a siege tower, or a huge cache of dragonbombs to explode and tear off the colossus's foot, they should be able to find it, though they'll be chased as they go.

### Defeating the Colossus

Whether by wearing it down over long minutes of combat or by delivering a precise killing blow to its heart, the colossus finally is destroyed. The trillith within its body scream and begin to wither, and then a burst of psychic energy flashes outward, stunning all the trillith across the city. The titan's bronze body slumps to the ground, and when it is finally down it turns inert, just a statue again (albeit a permanent reminder of the epic battle that took place here).

If Victory lives, the psychic burst knocks him out of the air, and he lands near the heroes, helpless, his swords far from his reach. He recovers just in time to look up at the heroes when they come to him. He pulls off his helmet, revealing that he looks just like whoever dealt the killing blow the colossus. Then, if a hero does not execute him, he slumps dead, never having said a word.

With Victory and the colossus defeated, what the remaining trillith do depends on whether Vigilance lives. If he was slain, the surviving trillith flee into the nearby mountains, and eventually will regroup, heading west to aid Leska's army.

If Vigilance still lives, the stag returns to the heroes, concentrates, and telepathically compels all the nightmares in the city to return underground, unable to aid the Ragesian army. The city turns soothingly quiet as the fighting comes to a sudden end.

## CONCLUSION

The heroes have saved Gate Pass. Even if the Ragesians here were not defeated before, after the terrifying display this afternoon they withdraw from the city. If Etinifi got away he will collect the few trillith who were strong enough to remain behind despite Vigilance, the heroes will see him again. However, for now the city is safe. If any of the heroes thinks to open the last wishing urn that was left unopened, he finds it a wish for Spring, and for Victory.

Three adventures remain in the campaign saga, one for each of the major villains of the war. The Resistance has information to share with the heroes, and what information you give them should direct the heroes to resolve these adventures in an order that will leave their favorite foe for last. The three adventures are:

### Sleep, Ye Cursed Child

A few of the most powerful trillith intend to destroy the Aquiline Heart and with it the entire region, and even if the heroes stop them now, they will remain a threat unless the source of the nightmare beings – the sleeping dragon Trilla – is destroyed. The heroes delve into the underdark, to the dreamscape where Trilla eternally slumbers, and they must navigate a world of metaphors and end the dragon's torment, or defeat Trilla's jailers to free her from her curse.

### Under the Eye of the Tempest

The aeromancer Pilus, with the aid of an Ostalin army and his biomantically crafted mile-long living airship *The Tempest*, aims to destroy any who could threaten him. The airship flies for Seaquen, seat of the Resistance, where it will destroy the city with lightning, earthquakes, and tidal waves. The heroes must open a portal to the plane of fire in order to cripple the leviathan with a column of flame, and then teleport an army on board, fight their way through the living fortress, and slay its master.

### The Beating of the Aquiline Heart

The sorcery of Empress Leska feeds upon death, and she knows that the heroes are coming to slay her. She makes her final stand in a barren plain where the source of immortality, the Aquiline Heart, lies in a deep rift, protected by impossible challenges and invincible guardians. Her death is nigh, but her power is now at its greatest, and as their armies clash on the lifeless surface above, the heroes and Leska will decide the victor of this war.

### CHOOSING AN ENDING

Of these three foes, Leska is most likely to be the main villain, and the order above is how the final adventures will be played to make her the climax. Other climaxes require a slight re-ordering, and each demands the heroes learn certain information. While of course the heroes should be free to follow whichever path they desire, this information should steer them in a given direction.

### The Trillith

In this ending, defeating the colossus of Coaltongue is sufficient to fully reactivate the powers of the Torch of the Burning Sky, which will be detailed in adventure ten. These powers will prove necessary for the fight ahead.

The Resistance informs the heroes that Pilus is already almost to Seaquen, and the Grand Imperial Ragesian army is marching into a wasteland, apparently to protect some vital holding of Leska's; they suspect that both Leska and Pilus are being manipulated by the trillith.

Vigilance or Foresight informs the heroes that the way to the land of the trillith is guarded by far too many monsters, and the only way to reach it would be to call upon the primeval elemental spirits, the Worldshaper Worm and the Tidereaver Kraken, who could open a path through the underdark, bypassing the normal defenders of the trillith homeland. These spirits are so powerful that they would only notice mere mortals if one of their kin were imperiled.



To stop all three threats in time, the heroes will need to use the Torch to teleport an army to attack Pilus's airship. Hopefully they can free Pilus from the trillith's control, so he can lend his airship for the attack on Leska's army. The wasteland where the Heart lies cannot be teleported into, so the heroes will then need to teleport their armies to outside the wastes and march in. Once they defeat Leska they can use the Aquiline Heart as a focus to contact the other elemental spirits, and then go and defeat the trillith for good.

Note that in this ending, there is a small chance the heroes might just skip going after Pilus altogether.

### **Pilus**

In this ending, the Resistance tells the heroes that Pilus has just sacked Ragos, capital of the Ragesian Empire, and that he's announced his intention to destroy Seaquen. It will take the power of the Torch to defeat the airship and its armies, but repairing the Torch is only possible by taking a piece of Trilla's soul, so the heroes will need to delve into caves deep underground. As above, however, the way to Trilla's lair is too dangerous, so the heroes will have to defeat Leska and get to the Heart in order to

get the aid of the other elemental spirits. Only then will they be able to reach Trilla, repair the Torch, and strike the Tempest from the sky.

### **Shaaladel**

Perhaps the heroes are really fed up with the pompous elf. Pick any of the other routes, and then have Shaaladel betray the heroes at the end. Strains of this ending are worked into the conclusion of adventure twelve.

### **Leska**

The Resistance has just learned that Pilus has allied with Leska (again, he's sort of an opportunist). She has sent him to destroy Seaquen, as well as other key strongholds the Resistance is relying on, though the airship will be ready to fly to Leska's aid should an army march on her position in the Opaline Wastes. It is smartest to take out the two foes when they're separated, but it would take an army to defeat the airship. The heroes must delve into the underdark (which is much less-defended in this version of the narrative), repair the Torch, and defeat Pilus. Then, with all their allies unified together, the heroes will assault Leska and end the war.

## APPENDIX ONE: ENEMIES AND ALLIES

Items marked with an asterisk are detailed in Appendix Two – New Feats or Appendix Three – New Magic.

### Etinifi, the Longwalker CR 8

*The fey wings of this withered, gray-skinned man curl around his back. He hunches slightly, as if fighting a constant ache, and inanimate objects around him seem to hum a dirge.*

Male seela spontaneous cleric 5 (UA)/seela paragon 3

CE Medium fey

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

Languages Auran, Common, Elven, Sylvan

---

AC 12, touch 12, flat-footed 10

hp 77 (8 HD); Regeneration 30

Immune disease, energy drain, poison

Fort +10, Ref +6, Will +9

---

Speed 30 ft. (6 squares), fly 30 ft. (good) (6 squares)

Melee unarmed strike +5 (1d3+1d6)

Base Atk +5; Grp +5

Attack Options smite (1/day, +5 damage), fallow touch

Special Actions song of forms 4/day

Spells Known (caster level 5th)

3rd (3) – *contagion, nondetection*

2nd (4) – *eagle's splendor, invisibility, shatter, silence*

1st (6) – *bane, command, comprehend languages, deathwatch, disguise self, inflict light wounds*

0 (5) – *detect magic, detect poison, guidance, light, mending, read magic*

---

D Domain spell Domains Destruction, Trickery

Abilities Str 10, Dex 14, Con 6, Int 12, Wis 14, Cha 20

SQ blessing of the aquiline heart, feysinger

Feats Extra Performances, Improved Unarmed Strike, Skill

Focus (Perform (singing))

Skills Bluff +16, Knowledge (arcana) +11, Perform +21,

Spellcraft +7, Survival +11

---

**Blessing of the Aquiline Heart (Ex):** Etinifi is immortal.

He does not suffer ability score penalties from aging, nor can he die of old age, but he does gain the normal ability score bonuses. He has regeneration 30, and heals ability damage at a rate of 1 point per ability score per round. He is immune to disease, energy drain, and poison.

Almost no form of attack deals lethal damage to

Etinifi. He regenerates even if he fails a saving throw against a *disintegrate* spell or a death effect. If he fails his save against a spell or effect that would kill him instantly (such as those mentioned above), the spell or effect instead deals nonlethal damage equal to his full normal hit points +10 (87 hp). Etinifi is immune to effects that produce incurable or bleeding wounds, such as mummy rot, a sword with the *wounding* special ability, or a clay golem's cursed wound ability.

If Etinifi loses a limb or body part, the lost portion regrows in 1d6 minutes (the detached piece dies and decays normally). He can reattach the severed member instantly by holding it to his stump.

Only the bite or breath weapon of a true dragon deals lethal damage to Etinifi. He cannot regenerate Constitution damage from having his blood drunk. If he is completely exsanguinated (reduced to 0 Constitution by the blood drain of a vampire, for example), he loses his immortality and is slain. If he has nonlethal damage equal to his hit points +10, he is unconscious and helpless. While he is helpless, a character may perform a *coup de grace* to impale him in the heart. As long as his heart is so pierced, Etinifi cannot regenerate.

**Fallow Touch (Su):** Etinifi deals 1d6 point of damage with his touch, or 2d6 per round of prolonged exposure. He heals an equal amount, to a maximum of 15 points per day.

**Feysinger (Ex):** Etinifi can take 10 on Perform checks, even if threatened or stressed.

## THE REBELLION

### Diogenes

CR 16

*With a paunch, a prematurely receding hairline, and a sarcastic tone that is lost on most people, this blue-robed wizard regards his surroundings with a great weariness and frustration. He leans on a crutch, though his robes hide whatever injury requires he use it.*

Male human wizard (enchanter) 13/archmage 3

N Medium humanoid (human)

Init +4; Senses arcane sight 120 ft., darkvision 60 ft., see invisibility; Listen +1, Spot +1

Languages all languages (*tongues*)

AC 10, touch 10, flat-footed 10

hp 74 (16 HD)

Fort +7, Ref +1, Will +12

Speed\*\* 15 ft. (3 squares)

Melee +2 crutch (1d8–1)

Base Atk +7; Grp +6

Combat Gear ten *potions of cure serious wounds*, wand of charm person (50 charges), scroll of dimension door

Attack Options Spellduelist

Special Actions Reactive Counterspell

Spells Prepared (CL 18th, +7 ranged touch)

8th – *demand* (DC 24), *mind blank*, *screen* (DC 23)

7th – *banishment*, *mass hold person*, *mass invisibility*

6th – *disintegrate* (DC 20), *greater dispel magic*, *mass suggestion* (DC 22), *true seeing*

5th – *cloudkill* (DC 19), *dominate person* (DC 21), *feblemind* (DC 21)

4th – *arcane eye*, *charm monster* ×2 (DC 20), *scrying* ×2, *stoneskin*

3rd – *dispel magic* ×3, *protection from energy*, *suggestion* ×2 (DC 19)

2nd – *acid arrow* ×2, *hideous laughter* (DC 18), *invisibility* ×2, *summon monster II*

1st – *charm person* ×2 (DC 17), *disguise self* ×2, *shield*, *sleep* (DC 17)

0 – *detect magic* ×2, *ghost sound*, *mage hand*, *prestidigitation*

Prohibited Schools Evocation, Necromancy

Abilities Str 8, Dex 10\*\*, Con 14, Int 19, Wis 12, Cha 13

SQ contingent *stoneskin*, lame\*\*, mastery of

counterspelling, permanent spells, spell power +2

Feats Craft Wand, Greater Spell Focus (enchantment),

Greater Spell Penetration, Reactive Counterspell, Scribe Scroll, Skill Focus (Concentration), Skill Focus (Spellcraft), Spell Focus (enchantment), Spell Focus (illusion), Spell Penetration, Spellduelist

Skills Bluff +20, Concentration +23, Diplomacy +14, Knowledge (arcana) +23, Sense Motive +20, Spellcraft +28

Possessions spellbook, spell components, crutch

**Contingent Stoneskin (Sp):** A *contingency* spell will cast *stoneskin* on Diogenes if he is attacked by someone he is not aware of. This only responds to physical attacks, not spells.

\*\* **Lame (Ex):** Diogenes lost one of his legs at the knee, and there have been no clerics capable of regenerating the limb, so he moves on a crutch. He suffers a –5 penalty to Dexterity-based checks that require agility, his speed is halved, and he has a –4 penalty to melee attacks and Reflex saves. If he loses his crutch, these skill penalties increase to –10, and his speed is reduced to 5 ft.

**Mastery of Counterspelling (Ex):** Whenever Diogenes counters a spell, it is turned back against its caster as if by spell turning.

**Permanent Spells (Sp):** Diogenes has used permanency to acquire permanent *arcane sight* ability, with a range of 120 ft.; *darkvision* range 60 ft., see *invisibility*; and *tongues*.

**Reactive Counterspell (Ex):** Diogenes can counterspell as an immediate action, but if he does he skips his standard action in his next turn.

**Spellduelist (Ex):** Whenever Diogenes casts a spell he may make a Bluff check, and any onlooker who would respond to him casting a spell – such as by attempting to counter it, taking an attack of opportunity, or performing a readied action – makes a Sense Motive checks opposing his Bluff check. If Diogenes wins the opposed check, he fakes out the onlooker, causing their action to go off just before he begins casting his spell. If he fails the opposed check, the onlooker's action goes off normally.



## Kathor Danava

CR 16

*This tightly muscled man wears battered gray plate armor, humbly marked with symbols of sacred honor. His eyes have a darkness like a judge laying sentence. A broken helmet, cloven in the face, hangs from his belt.*

Male trillith-bound human fighter 12

LN Medium humanoid (human)

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

Aura just aura (60 ft.; Will DC 20)

Languages Common

AC 32, touch 15, flat-footed 31 (+9 armor, +1 Dex, +8 natural, +4 deflection)

hp 216 (12 HD); DR 10/lawful

Fort +20, Ref +5, Will +4

Speed 20 ft. (4 squares), ride 35 ft. (7 squares)

Melee +1 greatsword +20/+15/+10 (2d6+11, 17–20)

Ranged +1 composite longbow +14/+9/+4 (1d8+5, x3)

Base Atk +12; Grp +16

Attack Options walk the line; Mounted Combat

Special Actions second wind

Combat Gear four *potions of cure serious wounds*, four *potions of fly*

Spell-Like Abilities (CL 12th)

3/day – quickened *true strike*

Abilities Str 18, Dex 13, Con 34, Int 8, Wis 10, Cha 18

SQ just aura, trillith spirit

Feats Cleave, Elite Training (greatsword)\*, Equine Stalwart\*, Great Cleave, Improved Critical (greatsword), Improved Mounted Strafe\*, Mounted Combat, Mounted Strafe\*, Power Attack, Spirited Charge, Weapon Focus (greatsword), Weapon Specialization (greatsword)

Skills Handle Animal +14, Ride +16

Possessions +1 greatsword, +1 composite longbow [Str +4], 40 arrows, +1 full plate, silver shortsword, heavy warhorse

**Just Aura (Su):** Against evil creatures, Kathor and creatures within 60 ft. of him gain a +4 bonus to attack rolls, a +12 bonus to damage rolls, and a +4 bonus to caster level checks to bypass spell resistance. They gain a +4 bonus to saving throws against attacks by evil creatures and evil effects. Creatures within 60 ft. of Kathor must succeed a Will save (DC 20) or be unable to attack him. If Kathor attacks them, they can make a new save (but no more than once each round).

**Second Wind (Ex):** Twice per day by spending one full round, Kathor can heal 54 points of damage.

**Trillith Spirit (Su):** Kathor is bonded with the spirit of the trillith Justice. This grants him the ability to use *true strike* as a spell-like ability three times a day, and grants him a +20 enhancement bonus to Constitution, as well as his just aura, second wind, and walk the line powers.

**Walk the Line (Su):** As a standard action, Kathor can prepare himself to deal a punishing blow to a villainous foe. On Kathor's next turn, he can deal up to 10 points of Constitution damage to himself. For each point of Con damage he deals to himself, his first attack that round deals +2d6 damage.

## Kathor's Horse, Equine Stalwart

N Large animal

Init +1; Senses low-light vision, scent; Listen +7, Spot +7

Languages –

AC 24, touch 10, flat-footed 23 (–1 size, +1 Dex, +4 natural, +10 armor)

hp 76 (9 HD)

Fort +10, Ref +7, Will +4; evasion (if Kathor is within 5 feet)

Speed 35 ft. (7 squares)

Melee two hooves +10 (1d8+4) and bite +4 (1d4+2)

Space 10 ft.; Reach 5 ft.

Base Atk +6; Grp +14

Abilities Str 18, Dex 13, Con 18, Int 2, Wis 13, Cha 6

Feats Endurance, Improved Natural Attack (hoof), Run, Weapon Focus (hoof)

Skills Listen +5, Spot +4

Possessions +2 full plate *barding*

**Carrying Capacity:** A light load for a heavy warhorse is up to 300 pounds; a medium load, 301–600 pounds; and a heavy load, 601–900 pounds. A heavy warhorse can drag 4,500 pounds.

**Tricks (Ex):** Attack any creature, come, defend, down, guard, heel, stay, work

## Rantle

## CR 16

Tall, dark-haired, and roguishly handsome, by his goatee and massive greatsword you recognize this man as Rantle, once a folk hero, now a legendary warrior in the Gate Pass resistance. Despite his battered chain armor and piecemeal gear torn from many fights, his smirk says clearly that he thinks he's invincible.

Male human fighter 4/rogue 3/ranger 2/paladin of freedom 3/commander 4

CG Medium humanoid (human)

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

Aura resolve (10 ft.; allies +4 to save vs. compulsions), initiative bonus (40 ft.; allies +1 to initiative)

Languages Common, Elf

AC 20, touch 13, flat-footed 18 (+6 armor, +3 shield, +2 Dex, +1 deflection)

hp 108 (16 HD)

Immune compulsion

Fort +19, Ref +14, Will +11; evasion

Speed 30 ft. (6 squares)

Melee +1 *orc-bane bastard sword* +20/+15/+10 (1d10+5, 19-20)

Ranged dagger +16/+11/+6 (1d4+4, 19-20); Point-Blank Shot, Rapid Shot

Base Atk +14; Grp +18

Attack Options favored enemy (Ragesians) +2, smite evil (1/day, +3 attack, +3 damage), sneak attack +2d6; Cleave, Power Attack

Special Actions lay on hands (9 hp), detect evil, direct orders +3, battle cry; Leadership Performance (6/day)

Combat Gear *wand of cure light wounds* (50 charges)

Abilities Str 18, Dex 14, Con 12, Int 10, Wis 8, Cha 16

SQ trapfinding

Feats Cleave, Exotic Weapon Proficiency (bastard sword), Fearless Leader, Iron Will, Leadership Performance, Legendary Leader, Maneuver Leader, Operation Leader, Point-Blank Shot, Power Attack, Rapid Shot, Spellwise Leader, Track, Weapon Focus (bastard sword) (see *Player's Guide* for Leader feats)

Skills Bluff +9, Diplomacy +16, Hide +16, Intimidate +6, Move Silently +15, Open Lock +6, Perform (oratory) +22, Perform (sing) +5, Ride +4, Sense Motive +7, Sleight of Hand +5, Spellcraft +5, Tumble +5, Use Magic Device +16.

Possessions combat gear plus +1 *orc-bane bastard sword*, +1 *mithral chain*, +2 *light shield*, *ring of protection* +1, *cloak of charisma* +2, *shortsword*, two daggers

Leadership Performances (Ex): Six times per day, Rantle can inspire or direct his allies (within 40 ft.) in one the following ways.

- Give a one-minute speech to grant himself and allies who hear it +3 to attack and weapon damage rolls and saves

against fear effects, lasting for as long as Rantle remains within 40 ft., plus the next 5 rounds of combat, to a maximum of one hour.

- Give a one-minute speech and make a Perform check. He and all his allies can use the result of his Perform check in place of the first saving throw they make against fear in the next hour.
- As a standard action, grant every ally within 40 ft. an immediate move action. This does not affect Rantle himself.
- As a standard action, grant a single ally within 40 ft. an immediate extra attack at its full base attack bonus.
- As a standard action, make a Perform check. Every ally within 40 ft. currently under the influence of a fear or mind-affecting effect makes a new save against that effect, using your Perform check in place of their Will save. Rantle can only do this if he himself did not fail his save against the same effect.
- As a standard action, inspire allies to greatness. All allies within 40 ft. gain 17 temporary hit points and a +2 dodge bonus to AC, lasting for as long as Rantle is within 40 ft., and for 5 rounds thereafter. A given creature can only be inspired this way once per day.
- As a standard action, inspire spellcasting allies. As long as Rantle maintains concentration, whenever an ally within 40 ft. casts a spell that another ally has targeted in the past round, the target takes a -2 penalty to its saving throw.

**Direct Orders (Ex):** As a swift action each round Rantle can choose to grant all allies within 40 ft. a +3 bonus to one of the following types of checks until his next turn. He can also spend an immediate action to replace his current orders with a different type of bonus.

- Attack rolls to confirm critical hits or while charging.
- Caster level checks.
- Disarm attempts, both to make and resist.
- Fortitude, Reflex, or Will saves (choose one).
- Grapple checks.
- Sunder attempts, both to make and resist.
- Trip attempts, both to make and resist.

**Battle Cry (Ex):** Once per hour as a free action, Rantle can shout a mocking insult at the leader of his enemies as his iconic battle cry, to gain an additional leadership performance, which must be used during that combat.

**Initiative Bonus (Ex):** Allies within 40 ft. of Rantle gain a +1 bonus to initiative checks.

### Rebel Mage

Male human wizard (evoker) 4  
 CN Medium humanoid  
 Init +5; Senses Listen +2, Spot +2  
 Languages Common, Draconic, Elf, Orc

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AC 11, touch 11, flat-footed 10 (+1 Dex)  
 hp 16 (4 HD)  
 Fort +2, Ref +2, Will +6

---

Speed 30 ft. (6 squares)  
 Melee +2 dagger (1d4, 19–20/x2)  
 Base Atk +2; Grp +2

Combat Gear *scroll of ice storm* (caster level check 1d20+4 vs. DC 8)

Attack Options Spellduelist

Spells Prepared (CL 4th)  
 2nd – *flaming sphere* (DC 17) x2, *glitterdust* (DC 15), *web* (DC 15)  
 1st – *grease*, *magic missile* x3, *obscuring mist*  
 0th – various

Prohibited Schools Enchantment, Necromancy

---

Abilities Str 10, Dex 13, Con 12, Int 16, Wis 14, Cha 8  
 Feats Greater Spell Focus (evocation), Improved Initiative, Scribe Scroll, Spell Focus (evocation)  
 Skills Bluff +6, Knowledge (arcana) +10, Knowledge (any two) +10, Sense Motive +9, Spellcraft +12

---

**Spellduelist (Ex):** Whenever this Rebel Mage casts a spell he may make a Bluff check, and any onlooker who would respond to him casting a spell – such as by attempting to counter it, taking an attack of opportunity, or performing a readied action – makes a Sense Motive checks opposing his Bluff check. If this Rebel Mage wins the opposed check, he fakes out the onlooker, causing their action to go off just before he begins casting his spell. If he fails the opposed check, the onlooker's action goes off normally.

### CR 4

### Rebel Priest

Male human cleric 4  
 N Medium humanoid  
 Init –1; Senses Listen +3, Spot +3  
 Languages Common

---

AC 13, touch 9, flat-footed 13 (+4 armor, –1 Dex)  
 hp 25 (4 HD)  
 Fort +5, Ref +1, Will +7

---

Speed 30 ft. (6 squares)  
 Melee +5 mace (1d8+2, 19–20/x2)  
 Base Atk +3; Grp +5

Combat Gear *scroll of dispel magic* (caster level check 1d20+4 vs. DC 8)

Combat Options turn undead (4/day, 1d20+1, 2d6+5)

Spells Prepared (CL 4th)  
 2nd – *shield other<sup>P</sup>*, *silence* x2 (DC 15), *sound burst* (DC 15)  
 1st – *bless* x4, *sanctuary<sup>P</sup>*  
 0th – various

Domains Protection, one other

---

Abilities Str 14, Dex 8, Con 12, Int 10, Wis 16, Cha 13  
 Feats Brew Potion, Skill Focus (Diplomacy)  
 Skills Diplomacy +11, Heal +10, Knowledge (religion) +7

### CR 4

### Rebel Warrior

Male human fighter 2/rogue 1/ranger 1  
 CN Medium humanoid  
 Init +1; Senses Listen +3, Spot +3  
 Languages Common

---

AC 15, touch 11, flat-footed 15 (+4 armor, +1 Dex)  
 hp 30 (4 HD)  
 Fort +6, Ref +5, Will +3

---

Speed 30 ft. (6 squares)  
 Melee +7 halberd (1d10+4, x3)  
 Ranged +5 shortbow (1d6, x3); Point-Blank Shot, Precise Shot  
 Base Atk +3; Grp +6

Attack Options favored enemy (Ragesians +2), sneak attack +1d6

---

Abilities Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8  
 Feats Iron Will, Point-Blank Shot, Precise Shot, Weapon Focus (halberd), Weapon Focus (shortbow)  
 Skills Climb +5, Hide +6, Jump +5, Move Silently +6, Profession (various) +5, Use Magic Device +0

### CR 4



## THE RAGESIANS

### Vorax-Hûl

CR 20

*The beast's scales are the color of smoke and fire, and they scrape like the clash of sword against sword as the creature moves. This massive red dragon wears a mask of humanoid bones upon its face, and its teeth crackle with dark energy.*

Male old red dragon

NE Gargantuan dragon (fire)

Init +0; Senses Listen +31, Spot +31, blindsense 60 ft., darkvision 120 ft.

Languages Abyssal, Common, Draconic, Dwarf, Elf, Infernal, Orc  
 Aura frightful presence (240-ft. radius, Will DC 29 or be shaken for 4d6 rounds)

AC 33, touch 6, flat-footed 33 (–4 size, +27 natural)

hp 434 (28 HD); DR 10/magic

Fort +23, Ref +16, Will +16

SR 24

Immune fire, paralysis, sleep

Speed 40 ft. (8 squares), fly 100 ft. (clumsy)

Melee bite +37 (4d8+12, 19–20) and two claws +32 (2d8+6) and two wings +32 (2d6+6) and tail slap +32 (4d6+18)

Base Atk +28; Grp +52

Space 20 ft.; Reach 15 ft. (20 ft. w/bite)

Attack Options Awesome Blow, Snatch

Special Actions breath weapon, hurl debris, trample 4d6+18

Spell-Like Abilities (CL 11th)

*3/day – locate object, quickened suggestion (DC 18)*

Abilities Str 35, Dex 10, Con 29, Int 20, Wis 10, Cha 20

SQ dragon traits, frightful presence, Leska's ward

Feats Awesome Blow, Flyby Attack, Improved Bull Rush, Improved Critical (bite), Improved Natural Attack (bite), Power Attack, Quicken Spell-Like Ability (*suggestion*), Snatch, Weapon Focus (bite)

Skills Appraise +36, Bluff +36, Concentration +38, Intimidate +36, Knowledge (arcana) +36, Knowledge (history) +36, Listen +31, Search +36, Sense Motive +31, Spellcraft +22, Spot +31

**Awesome Blow (Ex):** As a standard action, Vorax-Hûl can make a claw attack with a –4 penalty. If he hits, the creature struck must make a Reflex save (DC = damage dealt) or be sent flying 10 ft.

**Breath Weapon (Su):** Vorax-Hûl can unleash his breath weapon in three different forms. He can only use one of these breath weapon forms in any given round, and after he uses his gout of unholy flame he cannot use it again for the next three rounds.

First is a gout of unholy flame. As a standard action, Vorax-Hûl can release a 60-ft. cone of fire that deals 16d10 points

of damage (Reflex DC 31 for half). Half of this damage is fire and half is divine power, like a *flame strike*. Creatures caught in the area are knocked back 20 ft. away from Vorax-Hûl (Fortitude DC 31 negates). Creatures that strike a solid object take an additional d6 points of damage.

Second is a lashing tongue of fire. As a standard action, Vorax-Hûl can create a shapeable path of flame that fills twenty-four contiguous 5-ft. squares, which must start adjacent to him. Creatures in the area take 8d10 points of fire damage (Reflex DC 31 half).

Third is a seeking ball of fire. As a swift action, Vorax-Hûl can spit a blast of fire, targeting any creature it can see. The blast of fire travels 120 ft. per round toward that creature, flying with average maneuverability for three rounds or until it hits a solid object. When it hits, the ball explodes, dealing 4d10 points of damage (Reflex DC 31 half).

**Frightful Presence (Su):** 240-ft. radius, Will DC 29 or be shaken for 4d6 rounds.

**Hurl Debris (Ex):** One of Vorax-Hûl's favorite tactics is to throw massive objects down at his foes. As a move action, Vorax-Hûl can pick up an object roughly the size of a Huge creature from the ground (or tear it free from wherever it is anchored). This could be a massive slab of stone from the ground, a small house, or the actual corpse of a huge creature. He can then drop the debris from any height as a swift action, having it strike it any point directly below himself.

Creatures in a 15-ft. square take 20d6 damage and are buried. A Reflex save (DC 36) halves the damage and leaves the creature only partially buried. Creatures get a +5 bonus to their save to avoid the attack for every 50 ft. the debris falls from.

Buried characters take 1d6 points of nonlethal damage per minute. If a buried character falls unconscious, he or she must make a DC 15 Constitution check or take 1d6 points of lethal damage each minute thereafter until freed or dead. Digging one's way free requires three Strength checks (DC 15), each a standard action. A partially buried creature requires only one Strength check to get free. A creature can help an ally climb free by spending a standard action to make a Strength check (DC 15), which counts toward one of the necessary checks to get free.

**Leska's Ward (Su):** As a standard action, Vorax-Hûl can make a touch attack against an object or magical effect. If he hits, that object is affected as if by a *rod of cancellation*. A Will save (DC 23) negates.

**Snatch (Ex):** Vorax-Hûl can start a grapple as a free action if he hits with a bite or claw attack, as if he had Improved Grab. He usually takes a –20 penalty so that he does not count as being grappled himself. The creature takes automatic bite or claw damage each round it remains held. He can release the creature as a free action, or fling him 1d6×10 ft. as a standard action, dealing 1d6 damage per 10 ft. thrown (or falling damage, if it would be greater).

**Trample (Ex):** Vorax-Hûl uses this ability to smash through surrounding foes if his breath weapon doesn't knock them clear. As a full round action he can move up to twice his speed and deal 4d6+18 damage to any Huge or smaller creature in his path. Creatures can make a Reflex save (DC 36) for half damage, or can accept the full damage and take an attack of opportunity with a –4 penalty.

#### New Item – Mask of Vorax-Hûl

This mask is formed of the skeletons four inquisitors lashed together with the bones of other beasts, the inquisitors' souls bound and forced to serve their draconic master. These four inquisitors – effectively lichés – are devoted to negating hostile magic directed at Vorax-Hûl.

Each of the four lichés has the following stats. They act just before Vorax-Hûl's initiative each round. The lichés are treated as sharing the same space as Vorax-Hûl. Usually they focus on healing their master and countering hostile spells, but if they get the chance they give their master defensive buffs. They start with *shield of faith*, *freedom of movement* and *resist energy* (cold and electricity) then *magic circle against good* and more *resist energy* or *protection from energy* spells if they have the time (or the heroes make use of a lot of such attacks).

After this initial suite of buff spells, one of the inquisitors usually heals, one readies an action to counterspell, one uses *dimension door* or *teleport* to move himself, Vorax-Hûl, and his fellow lichés to an opportune location (perhaps just close enough for the dragon can full attack a hero), and the last lich uses another *dimension door* or *teleport* to take them all out of reach of a counterattack. The next round the inquisitors switch jobs. Note that the antiteleportation shield just stops travel in and out of the city, and the teleportation beacons only divert travel of more than a mile, so a 200 ft. jaunt won't be inhibited (and the inquisitors will just suck up the mild fire damage).

Against highly dangerous spells, each inquisitor can drop what he's doing to reactively counterspell. *Break enchantment* and *restoration* take rounds to cast, but Vorax-Hûl tends to keep his distance as he fights, so the lichés might have a chance to use them if the heroes don't get close enough to attack back. The lichés only use *flame strike* if they have nothing better to do.

## Mask of Vorax-Hûl Lich

CR 12

LE Medium Undead (augmented humanoid, orc)

Init n/a\*; Senses Listen +12, Spot +12, darkvision 60 ft.

Languages Common, Draconic, Infernal, Orc

AC 14, touch 14, flat-footed 14 (+4 deflection)

hp 78 (12 HD); DR 15/magic and bludgeoning

Fort +4, Ref +4, Will +13; improved evasion

Resist turn resistance +4; 12 rounds of Travel domain free movement

Immune cold, electricity, mind-affecting effects, polymorph

Speed 0 ft. (0 squares)

Melee touch +8 (1d8+5 [Will DC 19 half] and paralysis [Fort DC 18 negates]),

Base Atk +8; Grp +8

Combat Options rebuke magic (6/day, 1d20+12 vs. DC 11 + caster level, range 220 ft.)

Spells Prepared (CL 12th, DC 14 + spell level)

6th – *banishment*, *find the path*<sup>p</sup>, *heal*

5th – *break enchantment*, *flame strike*, *overmaster*<sup>\*</sup>, *teleport*<sup>d</sup>

4th – *dimension door*<sup>p</sup>, *dismissal*, *freedom of movement*, *restoration*, *spell immunity*

3rd – *cure serious wounds*, *dispel magic*<sup>d</sup>, *invisibility purge*, *magic circle against good*, *protection from energy* ×2

2nd – *cure moderate wounds* ×2, *identify*<sup>p</sup>, *make whole*, *resist energy* ×2

1st – *cure light wounds* ×5, *magic aura*<sup>p</sup>, *shield of faith*

0 – *detect magic* ×6

D Domain spell Domains Magic, Travel

Abilities Str 10, Dex 10, Con n/a, Int 14, Wis 19, Cha 16

Feats Craft Wondrous Item, Improved Counterspell, Reactive Counterspell, Skill Focus (Concentration), Unorthodox Cultist

Skills Concentration +17, Knowledge (arcana) +16, Sense Motive +19, Spellcraft +18

**Reactive Counterspell (Ex):** The lich can counterspell even when he has not readied an action, as long as he is aware of a spell being cast. If he does so, he gives up his standard action on his next turn, having effectively already used it.

**Rebuke Magic (Su):** Six times a day, the lich can attempt to counterspell or dispel, as if with *dispel magic*. He rolls d20+12 against DC 11 + caster level of the targeted effect. A given use of Rebuke Magic can dispel no more than one magical effect. See *Campaign Guide* for more details.

**Unorthodox Cultist (Ex):** These lichés are devoted to serving their master, and so have the Travel domain instead of the Fire domain.

## Gabal, Dread Wraith Archmage CR 19

This wraith's features are no more distinct than any other of these undead horrors, but it is larger, and it holds itself with an unusual, but familiar posture – the stance of a Gabalese warmage.

Dread wraith wizard (evoker) 13/archmage 3

LE Large undead (incorporeal)

Init +13; Senses arcane sight 120 ft., darkvision 60 ft., lifesense 60 ft., see invisibility; Listen +25, Spot +25

Languages Common, Draconic, Elf, Ignan, Orc

AC 25, touch 25, flat-footed 16 (+9 Dex, +7 deflection, –1 size, +4 mage armor, +4 shield)

hp 208 (32 HD)

Fort +10, Ref +19, Will +24

Weakness daylight powerlessness

Speed fly 60 ft. (good) (12 squares)

Melee incorporeal touch +24 (2d6 plus 1d8 Constitution drain)

Base Atk +16; Grp –

Attack Options constitution drain, create spawn; Spellduelist

Special Actions Reactive Counterspell

Spells Prepared (CL 16th, +24 ranged touch)

8th – empowered *Gabal's viral flame*\* (DC 24), quickened empowered *scorching ray*

7th – *prismatic spray* (DC 25), quickened *fireball* (DC 21), quickened *lightning bolt* (DC 21)

6th – *Gabal's viral flame*\* (DC 24), *mislead* (DC 23), quickened *scorching ray*

5th – empowered *fireball* (DC 21), quickened *magic missile* ×3, quickened *true strike*

4th – empowered *flaming sphere* (DC 20), *resilient sphere* (DC 22) ×2, *wall of fire* ×2, ~~*greater invisibility*~~

3rd – *dispel magic* ×3, ~~*protection from energy*~~ ×3

2nd – *darkness*, *rope trick*, *scorching ray* ×2, *shatter* ×2

1st – *burning hands* ×2 (DC 17), *magic missile*, *scare*, ~~*mage armor*~~, *shield*

0 – *detect magic* ×2, *ghost sound*, *mage hand*, *prestidigitation*

Strikethrough spells already cast.

Prohibited Schools Enchantment, Necromancy

Abilities Str –, Dex 28, Con –, Int 22, Wis 18, Cha 24

SQ mastery of counterspelling, mastery of elements, mastery of shaping

Feats Alertness<sup>B</sup>, Blind-Fight, Combat Reflexes, Dodge, Empower Spell, Greater Spell Focus (evocation), Improved Initiative<sup>B</sup>, Improved Natural Attack (incorporeal touch), Mobility, Quicken Spell, Reactive Counterspell, Scribe Scroll, Skill Focus (Spellcraft), Spellduelist, Spell Focus (evocation), Spell Focus (illusion), Spring Attack

Skills Bluff +26, Craft (alchemy) +22, Decipher Script +22, Hide +24, Intimidate +26, Knowledge (arcana) +22, Knowledge (architecture and engineering) +22, Knowledge (dungeoneering) +22, Knowledge (geography) +22, Knowledge (nobility and royalty) +22, Knowledge (religion) +22, Knowledge (the planes) +22, Listen +25, Spellcraft +27, Sense Motive +23, Spot +25

**Daylight Powerlessness (Ex):** Gabal is utterly powerless in natural sunlight, and flees from it.

**Lifesense (Su):** Gabal notices and locates living creatures within 60 feet, just as if he possessed the blindsight ability. He also senses the strength of their life force automatically, as if he had cast *deathwatch*.

**Constitution Drain (Su):** Living creatures hit by Gabal's incorporeal touch attack must succeed on a DC 25 Fortitude save or take 1d8 points of Constitution drain. On each such successful attack, Gabal gains 5 temporary hit points.

**Create Spawn (Su):** Any humanoid slain by Gabal becomes a wraith in 1d4 rounds. Its body remains intact and inanimate, but its spirit is torn free from its corpse and transformed. Spawn are under Gabal's command and remain enslaved until his death. They do not possess any of the abilities they had in life.

**Mastery of Counterspelling (Ex):** Whenever Gabal counters a spell, it is turned back against its caster as if by *spell turning*.

**Mastery of Elements (Ex):** Whenever Gabal casts a spell with the acid, cold, electricity, fire, or sonic descriptor, he can replace its energy type with another.

**Mastery of Shaping (Ex):** Gabal can choose to have an area spell he casts not affect any number of squares in its area.

**Permanent Spells (Sp):** Gabal has used *permanency* to acquire permanent *arcane sight*, with a range of 120 ft.; *darkvision*, with a range 60 ft., and *see invisibility*.

**Reactive Counterspell (Ex):** Gabal can counterspell as an immediate action, but if he does he skips his standard action in his next turn.

**Spellduelist (Ex):** Whenever Gabal casts a spell he may make a Bluff check, and any onlooker who would respond to him casting a spell – such as by attempting to counter it, taking an attack of opportunity, or performing a readied action – makes a Sense Motive checks opposing his Bluff check. If Gabal wins the opposed check, he fakes out the onlooker, causing their action to go off just before he begins casting his spell. If he fails the opposed check, the onlooker's action goes off normally.



### Elite Ragesian Wyvern Knight

CR 10

Male human fighter 8/rogue 2  
 LN Medium humanoid (human)  
 Init +3; Senses Listen +12, Spot +12  
 Languages Common, draconic, orc

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AC 20, touch 11, flat-footed 19 (+8 armor, +1 shield, +1 Dex)  
 hp 75 (10 HD)  
 Fort +9, Ref +8, Will +2; evasion

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Speed 30 ft. (6 squares); Ride 60 ft. (flight, poor, 12 squares)  
 Melee +12/+7 masterwork shortsword (1d6+1, 19–20/x2)  
 Ranged +17/+12 +1 seeking light crossbow (1d8+5, 17–20/x2), rapid reload  
 Base Atk +10; Grp +11  
 Combat Gear 2 *potions of cure serious wounds*, *oil of magic weapon*, two Ragesian dragonbombs\*

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Abilities Str 12, Dex 16, Con 14, Int 13, Wis 10, Cha 8  
 Feats Elite Training (light crossbow), Improved Critical (light crossbow), Mounted Archery, Mounted Combat, Mounted Strafe\*, Point-Blank Shot, Precise Shot, Rapid Reload, Weapon Focus (light crossbow), Weapon Specialization (light crossbow)  
 Skills Handle Animal +10, Intimidate +8, Knowledge (history) +5, Listen +12, Ride +16, Spot +12  
 Possessions combat gear plus masterwork full plate, masterwork buckler, masterwork shortsword, +1 seeking light crossbow with 200 bolts (140 normal, 20 cold iron, 20 silver, 20 adamantine), wyvern mount, exotic military saddle

### Elite Ragesian Wyvern

CR 8

Advanced wyvern rogue 2  
 N Large dragon  
 Init +1; Senses Listen +11, Spot +14, darkvision 60, low-light vision  
 Languages Draconic

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AC 18, touch 10, flat-footed 17  
 hp 93 (12 HD)  
 Fort +7, Ref +9, Will +6; evasion  
 Immune sleep, paralysis

---

Speed 20 ft. (4 squares); fly 60 ft. (poor)  
 Space/Reach 10 ft./5 ft.  
 Melee +16 tail sting (1d6+5 plus poison) and +13 bite (2d8+5) and +13 two wings (1d8+2).  
 Melee +15 talons (2d6+5) during flyby attack only  
 Base Atk +11; Grp +24  
 Attack Options improved grab (during flyby attack only), sneak attack +1d6, poison (tail sting)  
 Special Actions hurl; Flyby Attack  
 Combat Gear *hurling bracers*\*

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Abilities Str 20, Dex 12, Con 15, Int 6, Wis 12, Cha 9  
 Feats Ability Focus (poison), Flyby Attack, Improved Grapple, Multiattack, Weapon Focus (sting)  
 Skills Hide +10, Listen +11, Move Silently +11, Spot +14, Tumble +16

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**Hurl (Ex):** By activating its *hurling bracers*, the wyvern is treated as one size category larger for purposes of lifting capacity and grappling for one round. Typically wyverns grapple foes during this round, taking a –20 penalty to their grapple check so they can keep moving, and then drop them before the bonus expires.  
**Improved Grab (Ex):** To use this ability the wyvern must hit with its talons. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and stings.  
**Poison (Ex):** Injury, Fort DC 19, initial and secondary 2d6 Con.

### Gargoyle Striker

CR 9

*The stony, crouched figure springs to life, its joints grinding as it draws back a dark, gleaming glaive.*

NE Medium monstrous humanoid (earth)

Init +0; Senses darkvision 60 ft.; Listen +4, Spot +4

Languages Common, Terran

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AC 24, touch 12, flat-footed 22 (+2 Dex, +12 natural)

hp 74 (9 HD); DR 10/adamantine

Fort +6, Ref +8, Will +6

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Speed 50 ft. (10 squares), fly 70 ft. (average) (15 squares)

Melee two claws +15 (1d4+6) or

Melee adamantine glaive +17 (1d10+9, x3, reach)

Base Atk +9; Grp +19

Attack Options sneak attack +3d6; Combat Reflexes, Flyby Attack, Reckless Offense

Special Actions freeze

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Abilities Str 22, Dex 14, Con 18, Int 6, Wis 11, Cha 7

Feats Combat Reflexes, Flyby Attack, Improved Grapple<sup>B</sup>, Reckless Offense, Weapon Focus (glaive)

Skills Hide +12, Listen +4, Spot +4

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**Freeze (Ex):** A gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 Spot check to notice the gargoyle is really alive.

**Reckless Offense (Ex):** Gargoyle strikers can take a -4 penalty to AC for one round to gain a +2 bonus to their attack rolls. They usually do this while charging.

**Sneak Attack (Ex):** Gargoyle strikers have sneak attack +3d6.

### Ragesian Archer, Elite

CR 8

Male half-orc fighter 8

LN Medium humanoid (orc)

Init +8; Senses Listen -1, Spot -1, darkvision

Languages Common, Orc

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AC 21, touch 13, flat-footed 18 (+3 Dexterity, +6 armor, +2 shield)

hp 65 (8 HD)

Fort +10, Ref +5, Will +1

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Speed 20 ft. (4 squares)

Melee +10 cold iron battleaxe (1d8+2, x3) or +10 silver shortsword (1d6+1, 19-20/x2)

Ranged +15/+10 +1 composite longbow (1d8+5, x3)

Base Atk +8; Grp +10

Combat Gear two *potions of cure serious wounds*

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Abilities Str 14, Dex 18, Con 14, Int 8, Wis 8, Cha 10

Feats Elite Training (longbow)\*, Improved Initiative, Point-Blank Shot, Precise Shot, Quickdraw, Rapid Shot, Weapon Focus (longbow), Weapon Specialization (longbow)

Skills Intimidate +4, Ride +9

Possessions combat gear plus +1 breastplate, +1 buckler, +1 composite longbow [Str +2] with 40 arrows, 10 +1 bane arrows (various types, typically human or elf), cold iron battleaxe, silver shortsword

### Ragesian Commander, Veteran

CR 6

Male human commander 6  
 LN Medium humanoid  
 Init +7; Senses Listen +14, Spot +14  
 Aura initiative bonus (40 ft., allies +2 to initiative)  
Languages Common, Orc  
 AC 23, touch 11, flat-footed 22 (+9 armor, +3 shield, +1 Dex)  
 hp 37 (6 HD)  
Fort +6, Ref +3, Will +5  
 Speed 20 ft. (4 squares)  
 Melee +8 masterwork battleaxe (1d8+2, x3)  
 Ranged +6 masterwork composite shortbow (1d6+2, x3)  
 Base Atk +4; Grp +6  
 Special Actions direct orders +3, battle cry; Leadership Performance (2/day)  
Combat Gear three *potions of cure serious wounds*  
 Abilities Str 14, Dex 13, Con 12, Int 8, Wis 10, Cha 16  
 Feats Alertness, Improved Initiative, Leadership Performance, Maneuver Leader, Skill Focus (Listen), Skill Focus (Spot), Weapon Focus (battleaxe) (see *Player's Guide* for Leader feats)  
 Skills Diplomacy +12, Intimidate +12, Knowledge (history) +8, Listen +14, Perform (oratory) +11, Spot +14  
 Possessions combat gear plus +1 *full plate*, +1 *heavy shield*, masterwork battleaxe, masterwork composite shortbow, 40 arrows  
Leadership Performances (Ex): Twice per day, the commander can inspire or direct his allies (within 40 ft.) in one of the following ways.
 

- Give a one-minute speech to grant himself and allies who hear it +1 to attack and weapon damage rolls and saves against fear effects, lasting for the first 5 rounds of combat in the next hour.
- As a standard action, grant every ally within 40 ft. an immediate move action. This does not affect the commander himself.

Direct Orders (Ex): As a swift action each round the commander can choose to grant all allies within 40 ft. a +3 bonus to one of the following types of checks until his next turn. He usually chooses Reflex saves.
 

- Attack rolls to confirm critical hits or while charging.
- Caster level checks.
- Disarm attempts, both to make and resist.
- Fortitude, Reflex, or Will saves (choose one).
- Grapple checks.
- Sunder attempts, both to make and resist.
- Trip attempts, both to make and resist.

Battle Cry (Ex): Once per hour as a free action, the commander can shout a battle cry – “Make the general proud, men!” – to gain an additional leadership performance, which must be used during that combat.  
Initiative Bonus (Ex): Allies within 40 ft. of the commander gain a +2 bonus to initiative checks.

### Ragesian Inquisitor, Standard

CR 7

Male human cleric 7  
 LE Medium humanoid  
 Init +3; Senses Listen +3, Spot +3  
Languages Common, Orc  
 AC 9, touch 9, flat-footed 9  
 hp 49 (7 HD)  
Fort +7, Ref +1, Will +8  
 Speed 30 ft. (6 squares)  
 Melee +6 hand claw (1d4+1)  
 Base Atk +5; Grp +6  
 Special Actions reactive counterspell, rebuke magic (4/day, 1d20+7), turn water creatures or command fire creatures (4/day, 1d20+1)  
 Combat Gear *brooch of shielding* (25 charges), *scroll of dispel magic* x2, *scroll of fireball*, *scroll of hold person* x2, *wand of cure light wounds* (10 charges)  
 Spells Prepared (CL 7th, DC 13 + spell level)  
 4th – *lesser planar ally*, *wall of fire*<sup>0</sup>  
 3rd – *animate dead*, *blindness/deafness*, *dispel magic*<sup>0</sup>, *invisibility purge*  
 2nd – *hold person*, *produce flame*<sup>0</sup>, *resist energy*, *silence*, *sound burst*  
 1st – *bane*, *bles*, *burning hands*<sup>0</sup>, *cause fear*, *command*, *endure elements*  
 0 – *create water*, *detect magic* x4, *guidance*  
D Domain spell Domains Magic, Protection  
 Abilities Str 12, Dex 8, Con 14, Int 10, Wis 16, Cha 13  
 SQ spontaneous casting (inflict spells)  
 Feats Improved Counterspell, Improved Initiative, Reactive Counterspell, Skill Focus (Concentration)  
 Skills Concentration +13, Knowledge (arcana) +10, Speak Language (orc), Spellcraft +12  
Possessions hand claw, inquisitor's mask  
Reactive Counterspell (Ex): The inquisitor can counterspell even when he has not readied an action, as long as he is aware of a spell being cast. If he does so, he gives up his standard action on his next turn, having effectively already used it.  
Rebuke Magic (Su): Four times a day, the inquisitor can attempt to counterspell or dispel, as if with *dispel magic*. He rolls 1d20+7 against DC 11 + caster level of the targeted effect. A given use of Rebuke Magic can dispel no more than one magical effect. See *Campaign Guide* for more details.



### Ragesian Soldier, Standard

CR 4

Male half-orc fighter 4  
 LN Medium humanoid (orc)  
 Init +5; Senses Listen -1, Spot -1, darkvision  
 Languages Common, Orc

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AC 19, touch 11, flat-footed 18 (+6 armor, +2 shield, +1 Dex)  
 hp 35 (4 HD)  
 Fort +8, Ref +2, Will +0

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Speed 20 ft. (4 squares)  
 Melee +10 masterwork battleaxe (1d8+6, ×3) or +8 shortsword (1d6+4, 19–20/×2)  
 Ranged +6 masterwork composite shortbow (1d6+4, ×3)  
 Base Atk +4; Grp +8  
 Attack Options Power Attack  
 Combat Gear *potion of cure light wounds*

---

Abilities Str 18, Dex 13, Con 14, Int 8, Wis 8, Cha 10  
 Feats Great Fortitude, Improved Initiative, Power Attack, Weapon Focus (battleaxe), Weapon Specialization (battleaxe)  
 Skills Intimidate +4, Ride +3  
 Possessions combat gear plus banded mail, heavy steel shield, masterwork battleaxe, masterwork composite shortbow [Str +4] with 40 arrows, shortsword

### Ragesian Soldier, Veteran

CR 6

Male half-orc fighter 6  
 LN Medium humanoid (orc)  
 Init +5; Senses Listen -1, Spot -1, darkvision  
 Languages Common, Orc

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AC 21, touch 11, flat-footed 20  
 hp 50 (6 HD)  
 Fort +9, Ref +3, Will +1

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Speed 20 ft. (4 squares)  
 Melee +12 +1 battleaxe (1d8+7, ×3) or +10 silver shortsword (1d6+3, 19–20/×2)  
 Ranged +8 masterwork composite shortbow (1d6+4, ×3)  
 Base Atk +6; Grp +10  
 Attack Options Power Attack  
 Combat Gear *potion of cure serious wounds*

---

Abilities Str 18, Dex 13, Con 14, Int 8, Wis 8, Cha 10  
 Feats Great Fortitude, Improved Initiative, Point-Blank Shot, Power Attack, Precise Shot, Weapon Focus (battleaxe), Weapon Specialization (battleaxe)  
 Skills Intimidate +4, Ride +5  
 Possessions combat gear plus full plate, cold iron heavy shield, +1 battleaxe, masterwork composite shortbow [Str +4] with 20 arrows, silver shortsword, 5 days of rations, heavy warhorse, chain shirt barding

## General Ashok Danava

CR 16

*The commanding presence of this stern, troubled man demands your respect, and the wise experience in his cool gray eyes makes it easy to understand why he holds the loyalty of so many warriors.*

Middle-aged male human commander 16

LN Medium humanoid

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

Aura initiative bonus (60 ft., allies +4 to initiative)

Languages Common, Elf, Goblin, Orc

AC 17, touch 8, flat-footed 17 (-2 Dex, +9 armor)

hp 98 (16 HD); DR 3/-

Fort +10, Ref +3, Will +13

Speed 20 ft. (4 squares)

Melee +14/+9 +1 *bastard sword* (1d10+2, 20/x3)

Base Atk +12; Grp +13

Attack Options Improved Disarm, Combat Expertise

Special Actions direct orders +4, battle cry, chain of command, inspire sacrifice; Leadership Performance (5/day)

Abilities Str 12, Dex 6, Con 14, Int 14, Wis 16, Cha 18

Feats Combat Expertise, Equine Stalwart, Fearless Leader, Improved Disarm, Improved Initiative, Iron Will, Leadership Performance, Legendary Leader, Maneuver Leader, Mounted Combat, Operation Leader, Skill Focus (Perform (oratory))

Skills Bluff +23, Diplomacy +29, Handle Animal +14, Hide +6, Knowledge (history) +21, Knowledge (nobility and royalty) +21, Move Silently +6, Perform (oratory) +26, Ride +19, Sense Motive +22

Possessions +1 *bastard sword*, +1 *adamantine full plate*, *cloak of charisma* +2

**Leadership Performances (Ex):** Five times per day, General Danava can inspire or direct his allies (within 60 ft.) in one the following ways.

- Give a one-minute speech to grant himself and allies who hear it +3 to attack and weapon damage rolls and saves against fear effects, lasting for as long as Danava remains within 60 ft., plus the next 5 rounds of combat, to a maximum of one hour.
- Give a one-minute speech and make a Perform check. He and all his allies can use the result of his Perform check in place of the first saving throw they make against fear in the next hour.
- As a standard action, grant every ally within 60 ft. an immediate move action. This does not affect Danava himself.

- As a standard action, grant a single ally within 60 ft. an immediate extra attack at its full base attack bonus.
- As a standard action, make a Perform check. Every ally within 60 ft. currently under the influence of a fear or mind-affecting effect makes a new save against that effect, using his Perform check in place of their Will save. Danava can only do this if he himself did not fail his save against the same effect.
- As a standard action, Danava can inspire allies to greatness. All allies within 60 ft. gain 17 temporary hit points and a +2 dodge bonus to AC, lasting for as long as Danava is within 60 ft., and for 5 rounds thereafter. A given creature can only be inspired this way once per day.

**Direct Orders (Ex):** As a swift action each round Danava can choose to grant all allies within 60 ft. a +4 bonus to one of the following types of checks until his next turn. He can also spend an immediate action to replace his current orders with a different type of bonus.

- Attack rolls to confirm critical hits or while charging.
- Caster level checks.
- Disarm attempts, both to make and resist.
- Fortitude, Reflex, or Will saves (choose one).
- Grapple checks.
- Sunder attempts, both to make and resist.
- Trip attempts, both to make and resist.

**Battle Cry (Ex):** Once per hour as a free action, Danava can shout an iconic battle cry (such as "Be brave. Be just," to gain an additional leadership performance, which must be used during that combat.

**Initiative Bonus (Ex):** Allies within 60 ft. of Danava gain a +4 bonus to initiative checks.

**Chain of Command (Ex):** Danava can expend one of his leadership performances to let a subordinate be able to use it instead, for one hour. This loaned performance functions as if Danava himself had used it.

**Inspire Sacrifice (Ex):** Whenever an attack or spell with a visible component would reduce Danava to 0 hit points or below, an ally within 5 ft. may choose to take the damage instead. The ally must be aware of the attack and not flat-footed. The commander can benefit from this ability no more than once an hour (since, after the first sacrifice, not as many people are willing to risk their lives). The choice of whether to take the damage is wholly up to the ally.

## Legate Kolvus

CR 12

*This tall, strangely charming man regards you with a cocked eyebrow. He is dressed like a rich politician, but carries a bow of red wood beneath his cloak.*

Male advanced erinyes

LE Medium outsider (Evil, Extraplanar, Lawful)

Init +9; Senses darkvision 60 ft., see in darkness, *true seeing*; Listen +25, Spot +25

**Languages** Infernal, Celestial, Draconic; telepathy 100 ft.

**AC** 31, touch 16, flat-footed 25 (+6 Dex, +8 natural, +7 armor); +2 deflection against good attacks; Dodge, Mobility

hp 170 (18 HD); DR 5/good

Immune fire, poison

Resist acid 10, cold 10; SR 24

**Fort** +19, **Ref** +20, **Will** +18; +2 vs. good effects

**Speed** 30 ft. (6 squares), fly 50 ft. (good)

**Melee** masterwork longsword +25/+20/+15/+10 melee (1d8+9/19–20) or

**Melee** +2 *flaming composite longbow* (+6 Str bonus) +26/+21/+16/+11 ranged (1d8+7/×3 plus 1d6 fire) or

**Ranged** rope +24 ranged touch (entangle)

**Base Atk** +18; **Grp** +23

**Attack Options** Point Blank Shot, Precise Shot

**Special Actions** Shot on the Run

**Combat Gear** 20 cold iron arrows, 20 silver arrows, 20 adamantine arrows

**Spell-Like Abilities** (CL 18th)

At will—*greater teleport* (self plus 50 pounds of objects only), *charm monster* (DC 19), *minor image* (DC 17), *magic circle against good* (self only), *unholy blight* (DC 19)

3/day – *telepathic bond*, *veil*

**Abilities** Str 22, Dex 22, Con 21, Int 14, Wis 18, Cha 20

**Feats** Dodge<sup>B</sup>, Improved Initiative, Improved Precise Shot, Mobility<sup>B</sup>, Quicken Spell-Like Ability (*unholy blight*), Point Blank Shot, Precise Shot, Rapid Shot, Shot on the Run

**Skills** Bluff +26, Concentration +17, Diplomacy +32, Escape Artist +17, Hide +26, Knowledge (nobility and royalty) +14, Knowledge (religion) +14, Move Silently +26, Search +14, Sense Motive +25

**Possessions** combat gear plus *efficient quiver*, +3 *mithral shirt*, +2 *flaming composite longbow* (+6 Str bonus), *cloak of resistance* +3

**Entangle (Ex):** Kolvus carries a stout rope some 50 feet long that entangles opponents of any size as an *animate rope* spell (caster level 16th). He can hurl this rope 30 feet with no range penalty.

**True Seeing (Su):** Kolvus continuously uses *true seeing*, as the spell (caster level 14th).



## THE SHAHALESTI

### Lord Shaaladel

CR 20

*Ruler of the Shining Land of Shahalesti, Lord Shaaladel stands tall and stern, his blonde hair short-cropped to highlight his sharp ears and high cheeks, the marks of his elvish heritage. His dress lives up to his shining title, with stark blues and bright silver adorning his mithral breastplate, crisp cloak, and hauberk. He wears at his hip a seemingly mundane longsword, and on his left arm a unique bladed shield that covers his forearm, then bends over his hand like the claw of an eagle. Pride gleams in his grey eyes.*

Middle-aged male elf commander 8/fighter 12

N Medium humanoid (elf)

Init +7; Senses low-light vision, celestial sight; Listen +4, Spot +31

**Aura shadow purge** (60 ft.); initiative bonus (40 ft., allies +2 to initiative)

**Languages** Common, Celestial, Elf, Orc

**AC** 46\* (+5 Dex, +10 armor, +5 natural, +5 deflection, +6 shield, +5 defending weapon), touch 20, flat-footed 36  
**hp** 162 (20 HD)

**Immune** sleep, impairments to movement (*freedom of movement*), blinding/dazzling effects

**Fort** +18, **Ref** +10, **Will** +14; +2 vs. enchantment

**Speed** 30 ft. (6 squares) or fly 60 ft. (12 squares, good maneuverability)

**Melee** +29/+24/+19/+14 +5 *human-bane orc-bane keen longsword of life stealing* (1d8+15 plus 2d6 vs. humans or orcs plus negative level on crit/crit 17–20/x2) and +22/+17 +5 *mithral defending frost ghost-touch bladed shield\** (1d4+4 plus 1d6 cold/crit x2) or

**Melee** +31/+26/+21/+16 (longsword)

**Base Atk** +18; **Grp** +22

**Attack Options** Spring Attack, Whirlwind Attack

**Special Actions** battle cry, direct orders +8; **Leadership Performance** (4/day)

**Combat Gear** *glove of storing, six potions of cure serious wounds, two potions of heroism, potion of neutralize poison, potion of remove blindness/deafness, potion bracer*

**Abilities** Str 18, Dex 20, Con 16, Int 19, Wis 14, Cha 26  
**SQ** initiative bonus +2, widen command (40 ft.)

**Feats** Combat Expertise, Dodge, Elite Training (longsword), Fearless Leader, Greater Weapon Focus (longsword), Greater Weapon Specialization (longsword), Improved Shield Bash, Improved Two-Weapon Fighting, Iron Will,

Leadership Performance, Legendary Leader, Maneuver Leader, Mobility, Spring Attack, Two Weapon Fighting, Weapon Focus (longsword), Weapon Specialization (longsword), Whirlwind Attack.

**Skills** Bluff +13, Diplomacy +30, Intimidate +19, Jump +12, Knowledge (nobility and royalty) +9, Perform (oratory) +31, Ride +10, Sense Motive +7, Speak Language (celestial), Spot +31, Swim +7, Tumble +11.

**Possessions** combat gear plus +5 *human-bane orc-bane keen longsword of life stealing, +5 mithral defending frost ghost-touch bladed shield, amulet of natural armor +5, belt of physical perfection, boots of the winterlands, crown of shining glory, eyes of the eagle, +5 mithral breastplate, +5 mithral light shield, ring of freedom of movement, ring of protection +5, wings of flying*

**Celestial Sight (Su):** Shaaladel is of a royal elvish bloodline with a distant celestial heritage. He has a unique form of vision in which all living things shine with an inner light, and all inanimate objects and non-living creatures appear as gleaming crystal. In this vision, he can see regardless of light conditions, since the inner light of any living creature effectively illuminates a 60-ft. radius. This does not allow him to see invisible creatures, but he can detect the presence of creatures behind cover or concealment by noticing their glow.

Celestial sight functions just as well in well-lit areas as it does in dark areas. However, magical darkness blocks his line of sight for this ability, and a shadowdancer using its hide in plain sight ability does not appear to emit light.

Shaaladel cannot be blinded or dazzled by bright light.

**Leadership Performances (Ex):** Four times per day, Shaaladel can inspire or direct his allies in one the following ways. Unless otherwise noted, these performances require a standard action, and do not affect Shaaladel himself. They only affect allies who can understand Shaaladel's language.

- Give a one-minute speech to grant allies who hear it +4 to attack and weapon damage rolls and saves against fear effects, lasting as long as Shaaladel remains within 40 ft., and then for 5 rounds thereafter.
- Inspire greatness, granting allies within 40 ft. 17 temporary hit points and a +2 dodge bonus to AC,

lasting for as long as he is within 40 ft. and for 5 rounds thereafter.

- Grant every ally within 40 ft. an immediate move action or a single attack with whatever weapon he has available.
- Make a Perform (oratory) check. Every ally within 40 ft. that is afflicted with a hostile mind-affecting effect breaks free if Shaaladel's Perform check beats that effect's save DC.

**Battle Cry (Ex):** Once per hour, if Shaaladel shouts a battle cry while in combat (typically "Burn them with our holy light!") he gains a bonus leadership performance that must be used during that combat.

**Direct Orders (Ex):** As a swift action each round Shaaladel can choose to grant all allies within 60 ft. a +8 bonus to one of the following types of checks until his next turn. He can also spend an immediate action to replace his current orders with a different type of bonus.

- Attack rolls to confirm critical hits or while charging.
- Caster level checks.
- Disarm attempts, both to make and resist.
- Fortitude, Reflex, or Will saves (choose one).
- Grapple checks.
- Sunder attempts, both to make and resist.
- Trip attempts, both to make and resist.

**Initiative Bonus (Ex):** All of Shaaladel's allies within 40 ft. gain a +2 bonus to initiative checks.

**Strategies and Tactics:** Shaaladel is strongest with many allies at his side, but he is arrogant and likes to handle major foes personally, directing his allies with encouragement that their deeds will bring glory to the elvish people, even if he is sending them to their deaths like the pawns they are.

Shaaladel enjoys flying over a line of enemies, landing behind their defenses, and cutting them down from within their ranks. Against land-bound foes he will spring attack while flying, getting out of reach. If he finds himself overwhelmed, he has many items at his disposal for getting out of trouble. He simply tucks his gray longsword into his *glove of storing*, retrieves what he needs, uses it, then rearms himself.

If he expects a fight, Shaaladel will start off by drinking a potion of heroism, then has one of his assistants cast *daylight* on his sword for dramatic effect. Because of his reliance on magic items, Shaaladel is loathe to go into battle against inquisitors, and usually sends his subordinates in first to dispatch them.

### Lord Shaaladel's Unique Items

*The Gray Blade* is a +5 human-bane orc-bane keen

*longsword of life stealing*. Unlike the rest of his people, Shaaladel wields a sword that does not shed light. It is the result of a failed attempt to create a new Torch, and while the sword can drink life energy, it lacks the teleportation powers of the Torch. Whenever the *gray blade* deals a critical hit, it bestows a negative level and the wielder gains 1d6 temporary hit points, lasting 24 hours. One day after being struck, subjects must make a Fortitude save (DC 16) or the level loss is permanent.

If Shaaladel is slain, the blade consumes his soul, and drains the magic from every item he owns, finally shattering the blade itself into seventeen pieces. CL 20; *Market Price* 145,715 gp.

*Talon* is a custom-made +5 mithral light shield that fits on Shaaladel's forearm and hand like a large, flared gauntlet. At the end of the gauntlet's fingers are sharpened like an eagle's talon, functioning as +5 mithral *defending frost ghost-touch light shield spikes*, except that they deal slashing damage. CL 20; *Market Price* 156,819 gp (26,009 for the shield plus 130,810 for the shield spikes).

*Belt of Physical Perfection* is a blue velvet sash with silver stitching, that grants a +6 enhancement bonus to the wearer's Strength, Dexterity, and Constitution. CL 12; *Market Price* 108,000 gp

*Crown of Shining Glory* is the sign of the ruler of Shahalesti. It grants its wearer a +6 enhancement bonus to Intelligence, Wisdom, and Charisma. Additionally, it creates *shadow purge*, a 60-ft. emanation that eliminates all darkness and shadows, and wreathes Shaaladel and his allies in sparkling light. This effect can be deactivated at will, but Shaaladel keeps it up to defend against a particular shadowdancer. Finally, as a mark of Shaaladel's vanity, the crown conceals itself with *invisibility* so that the Lord of the Shining Land's aquiline features are not obscured. CL 14; *Market Price* 132,300 gp

## Aurana Kiirodel

CR 20

*This slender woman carries herself with a posture of faint, aged resignation. Where her skin shows – her angular face, long fingers, and plunging neckline – she is the creamy white of a full moon. Everywhere else – her hair, nails, and lace dress – is the flat black of an unlit room. The only color in her is the freezing blue of her eyes, and the sanguine red of her lips.*

Female heartsblood vampire elf sorcerer 14/archmage 4

CE Medium Undead (augmented humanoid, elf)

Init +11; Senses darkvision 60 ft.; Listen +13, Spot +13

Languages Celestial, Common, Draconic, Elf, Undercommon

AC 37, touch 19, flat-footed 30 (+7 Dex, +8 natural, +2 deflection, +6 shield, +4 mage armor), Dodge

hp 117 (18 HD), DR 10/silver and magic, fast healing 5

Immune undead immunities

Resist turn resistance +4, cold 10, electricity 10

Fort +10, Ref +17, Will +18

Buff Suite *disguise self, greater arcane sight, mage armor, nondetection, overland flight, resist energy (acid, fire, sonic), true seeing, ventriloquism*

Speed 30 ft. (6 squares), climb 20 ft., fly 40 ft. (average)

Melee touch +12 (varies) or

Melee *accursed tendrils* +32/+27 (2d8+20 plus paralysis [Fort DC 30])

Base Atk +9; Grp +16 (+36 with *accursed tendrils*)

Attack Options blood drinking; Combat Reflexes

Spells Known (CL 22nd, +16 ranged touch)

9th (4) – *waking nightmare*\* (DC 31)

8th (5) – *accursed tendrils*\* (DC 30), *greater shadow evocation* (DC 30)

7th (7) – *greater arcane sight, greater teleport*

6th (8) – *mass suggestion* (DC 28), *planar binding, true seeing*

5th (4) – *dominate person* (DC 27), *mirage arcana* (DC 27), *overland flight, sending*

4th (8) – *arcane eye, black tentacles, charm monster* (DC 26), *scrying*

3rd (8) – *daylight, displacement, nondetection, vampiric touch*

2nd (9) – *detect thoughts, invisibility, minor image, resist energy, touch of idiocy*

1st (9) – *disguise self, mage armor, magic missile, shocking grasp, ventriloquism*

0 (6) – *detect magic, detect poison, disrupt undead, ghost sound, light, mage hand, mending, prestidigitation, read magic*

\* After having cast her buff suite and used *waking nightmare*, Aurana has already used one 9th, one 7th, two 5th, one 3rd, three 2nd, and three 1st level spells.

Abilities Str 16, Dex 24, Con –, Int 16, Wis 12, Cha 30

SQ metamagic affinity, spell power +4, undead traits, vampire weaknesses

Feats Alertness<sup>B</sup>, Combat Reflexes<sup>B</sup>, Dodge<sup>B</sup>, Greater Spell Focus (enchantment), Greater Spell Focus (illusion), Improved Grapple<sup>B</sup>, Improved Initiative<sup>B</sup>, Lightning Reflexes<sup>B</sup>, Quicken Spell, Silent Spell, Skill Focus (Spellcraft), Spell Focus (enchantment), Spell Focus (illusion)

Skills Bluff +34, Hide +15, Knowledge (arcana) +24, Knowledge (religion) +13, Listen +13, Move Silently +15, Search +11, Sense Motive +9, Spellcraft +29, Spot +13

Equipment *robe of charisma* +6 and *resistance* +5, +5 *glamered mithral buckler, tattoo of protection* +2, *tattoo of natural armor* +2, *tattoo of dexterity* +4

Alternate Form (Su): Aurana can assume the form of a swarm of vipers (as a centipede swarm, except her poison does Con damage) or a large viper as a standard action.

If Aurana is reduced to 0 hit points, she is not destroyed. Instead she collapses into a swarm of vipers and attempts to escape by burrowing into the ground. While in this form, she cannot attack and further damage against her has no effect, though if a bird manages to catch one of the serpents and devour it, Aurana is destroyed. As long as she can reach shadowed soil within 2 hours, however, her fast healing will begin to restore her.

Blood Drinking (Ex): Aurana can suck blood from a living victim with her fangs by making a successful grapple check. If she pins the foe, she drains blood, dealing 1d4 points of Constitution damage each round the pin is maintained. On each such successful attack, Aurana gains 5 temporary hit points.

Metamagic Affinity (Ex): Instead of having access to a familiar, Aurana can use the Quicken Spell metamagic feat without increasing the casting time of her spells.

Vampire Weaknesses (Ex): Aurana has the same vulnerabilities to holy symbols, sunlight, and running water that normal vampires do. She avoids birds as a normal vampire avoids garlic, and cannot come within 20 ft. of an intentionally built fire, such as a campfire or hearth. She can be perpetually incapacitated by staking her with a bone from a large bird, and can be slain by immersion in water, decapitation, or if the final damage is dealt by a bird.



## Shalosh

CR 15

Regal and beautiful, by the sword at her hip and her silvery chainmail this blond elf woman looks prepared for combat, but her demeanor is genuinely peaceful. Her elegant and rich attire – a cloak, long gloves and high boots, all brilliant silver and blue – mark her as nobility, but the gleam in her sapphire eyes hints at something otherworldly in her blood.

Female elf commander 1/wizard 6/eldritch knight 8

CG Medium humanoid (elf)

Init +1; Senses low-light vision, celestial sight; Listen +9, Spot +9

Languages Celestial, Common, Draconic, Elven, Orc

AC 27, touch 13, flat-footed 26 (+8 armor, +4 shield, +1 Dex, +2 deflection, +2 natural)

hp 79 (15 HD); temporary hp 14

Fort +16, Ref +9, Will +13 (+14 vs. enchantment)

Immune sleep, fear, blinding or dazzling from bright light, first 120 points of fire damage

DR 10/adamantine (140 points of damage)

Buff Suite fly, greater heroism, protection from energy (fire), stonkskin.

All these last 14 minutes or more, and are included in the stat block.

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

Melee +20/+15 +1 merciful longsword (1d8+1d6+4 nonlethal, 19–20/x2)

Ranged +17/+12 masterwork composite longbow [Str +2] (1d8+2, x3)

Base Atk +11; Grp +14

Combat Gear 8 potions of cure moderate wounds, 2 oils of bless weapon, potion bracer.

Attack Options Channeled Strike, Combat Expertise, Shining Strike, Spring Attack

Special Actions direct orders +1

Spells Prepared (CL 13th, ranged touch +12)

7th – quickened lightning bolt (DC 17)

6th – freezing sphere (DC 20), greater heroism

5th – quickened magic missile x2, wall of force

4th – dimension door, dimensional anchor, fire shield, greater invisibility, stonkskin

3rd – fly, haste, lightning bolt (DC 17) x2, protection from energy

2nd – glitterdust, hideous laughter (DC 16), invisibility x2, resist energy

1st – magic missile x2, protection from evil, shield, true strike

0 – detect magic, detect poison x2, prestidigitation

Prohibited School necromancy

Strikethrough spells are already cast.

Abilities Str 17, Dex 12, Con 14, Int 18, Wis 8, Cha 12

SQ mageknight, celestial sight

Feats Channeled Strike\*\*, Combat Expertise, Dodge, Mobility, Quicken Spell, Shining Strike\*, Shining Warrior\*, Spring Attack, Weapon Focus (longsword) (\*\* see below)

Skills Concentration +21, Diplomacy +20, Listen +9, Knowledge (arcana) +24, Knowledge (nobility & royalty) +14, Knowledge (the planes) +14, Ride +8, Sense Motive +9, Spot +9, Spellcraft +26, Swim +7 [+11 without armor].

Possessions +1 merciful longsword, +3 elven chain, +3 mithral buckler, ring of protection +2 and counterspells (currently holds dispel magic),

amulet of natural armor +2 and health +2, earrings of intellect +2 (as headband), gauntlets of ogre power, masterwork composite longbow [Str +2] w/40 arrows, royal outfit

Spellbook all spells prepared and all spells cast plus break enchantment, bull's strength, charm person, contingency, daylight, disguise self, disintegrate, dispel magic, identify, scrying, sending, sleep, summon monster I, teleport, wall of force, and cantrips

Direct Orders (Ex): As a swift action each round Shalosh can choose to grant all allies within 60 ft. a +1 bonus to one of the following types of checks until her next turn. She can also spend an immediate action to replace her current orders with a different type of bonus.

- Attack rolls to confirm critical hits or while charging.
- Caster level checks.
- Disarm attempts, both to make and resist.
- Fortitude, Reflex, or Will saves (choose one).
- Grapple checks.
- Sunder attempts, both to make and resist.
- Trip attempts, both to make and resist.

Celestial Sight (Su): Shalosh's royal elvish bloodline has a distant celestial ancestor. She has a unique form of vision in which all living things shine with an inner light, and all inanimate objects and non-living creatures appear as gleaming crystal. In this vision, she can see regardless of light conditions, since the inner light of any living creature effectively illuminates a 60-ft. radius. This does not allow her to see invisible creatures, but she can detect the presence of creatures behind cover or concealment by noticing their glow.

Celestial sight functions just as well in well-lit areas as it does in dark areas. However, magical darkness blocks her line of sight for this ability, and a shadowdancer using its hide in plain sight ability does not appear to emit light.

Shalosh cannot be blinded or dazzled by bright light.

Channeled Strike (Su): When Shalosh attacks, she can expend a spell slot as a free action to get +1 to her attack roll and deal +1d6 damage for each level of the spell slot expended. These bonuses last for until the beginning of Shalosh's next turn.

Shining Warrior (Su): Shalosh can choose to intensify the light shed by her longsword, increasing from the strength of a light spell to that of a daylight spell (60 ft. radius, with shadowy light another 60 ft.) as a swift action once a day, lasting 10 minutes. While so illuminated, her sword deals an extra 1d6 points of light damage with each hit, or an extra 2d6 damage against creatures particularly vulnerable to light. Whenever she inflicts a critical hit on a creature with the longsword, that creature must make a Fortitude save (DC 14) or be blinded for 1 round. On a successful save, the creature is merely dazzled for 1 round.

While in an area that is brightly illuminated, Shalosh gains a +2 bonus to saves against fear and negative energy effects.

Tactics: Shalosh directs her allies, most likely giving them a bonus to Reflex saves to protect against enemy spells. For the first two rounds she flies, casting freezing sphere, lightning bolt, and quickened magic missiles, focusing her attacks on spellcasters. Thereafter she activates her Shining Warrior ability and begins spring attacking.

## THE TRILLITH

Note that the trillith are all corporeal in this adventure, due to the power of the Festival of Dreams. Normally they are incorporeal. While corporeal they can die just like normal creatures.

### Metamorphosis

CR 10

*A young, dark-haired half-elf, this woman's exact facial features and clothing shift constantly, except for a red and gold feathered shawl that she always wears.*

CN Medium aberration (trillith, shapechanger)

Init +6; Senses darkvision 60 ft.; Listen +12, Spot +12

Languages Telepathy 100 ft.

AC 17, touch 12, flat-footed 15 (+2 Dex, +5 natural)

hp 97 (15 HD); DR 10/transmuted

Fort +9, Ref +9, Will +11

Immune critical hits, flanking, paralysis, poison,  
polymorph, sleep, stunning

Speed 30 ft. (6 squares)

Melee unarmed strike +12 (1d3+1)

Base Atk +11; Grp +12

Combat Options alternate form, combat expertise

Spell-Like Abilities (CL 15th)

At will – *fly, gaseous form, make whole, mass enlarge person, mass reduce person, polymorph, stone shape, wood shape*

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

SQ amorphous, metamorphic spirit, spell-like abilities,  
damage reduction, grant boon

Feats Alertness, Blind-Fight, Combat Expertise, Great  
Fortitude, Improved Initiative, Lightning Reflexes

Skills Climb +7, Diplomacy +12, Disguise +20,

Knowledge (nature) +16, Listen +12, Spot +12, Tumble  
+8

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**Alternate Form (Su):** Metamorphosis can assume any form of Small to Large size as a swift action. This ability functions as quickened *polymorph* (caster level 15th).

**Metamorphic Spirit (Su):** Due to her everchanging nature, each round she gets a new save against any magical effect that is affecting her.

**Damage Reduction (Ex):** Metamorphosis's damage reduction can be bypassed by creatures who are under the effect of transmutation magic.

**Grant Boon (Su):** If Metamorphosis is slain, the nearest intelligent creature within 150 ft. gains the ability to use *alter self* once per day as a spell-like ability (caster level 3rd). This boon is the equivalent of a magic item with market value 6,000 gp.

## Vigilance

## CR 12

*A mighty stag, larger than a bear, its antlers as broad as a man is tall, regards you with a calm gaze. Intense white and blue flames crackle across its body and along its horns, and though the creature's flesh burns, and though its flank gapes with a decades-old wound, an indomitable will flashes in this creature's eyes, for it will not fall until its duty is done.*

Neutral Large aberration (trillith)

Init +0; Senses darkvision 60 ft.; Listen +1, Spot +1

Languages Telepathy 100 ft.

AC 16, touch 9, flat-footed 16 (+7 natural, -1 size)

hp 226 (18 HD); fast healing 10; DR 10/dead

Fort +14, Ref +6, Will +17

Speed 50 ft. (10 squares) or fly 60 ft. (perfect)

Melee +20 gore (2d6+12 plus 1d6 fire) or +20 two hooves (1d6+4 plus 1d6 fire)

Space 10 ft.; Reach 5 ft.

Base Atk +13; Grp +25

Combat Options improved grab, hurl

Abilities Str 26, Dex 10, Con 26, Int 6, Wis 13, Cha 15

SQ vigilant spirit, grant boon

Feats Ability Focus (vigilance), Improved Bull Rush, Improved Natural Attack (gore), Iron Will, Power Attack, Weapon Focus (gore), Weapon Focus (hoof)

Skills Intimidate +14, Sense Motive +10

**Damage Reduction (Ex):** Vigilance has DR 10/dead. This damage reduction can only be bypassed by weapons made from once-living things, such as wood or bone, by the natural weapons of undead creatures, or attacks of similar poetic significance. Since the sources of these attacks surrendered to death, they are the antithesis of Vigilance's nature, and thus can harm him.

**Vigilant Spirit (Su):** Whenever Vigilance is reduced below 0 hit points, he automatically stabilizes. Additionally, once per day, whenever he would die, unless it is from a death effect (such as an assassin's death attack or a *finger of death* spell), Vigilance is instead reduced to -9 hit points and becomes stable. Vigilance has the benefit of a permanent *endure elements* and *stand the heat* spell. He also ignores the effect of wounding injuries that deal damage round after round, such as from a bearded devil's glaive.

Finally, he cannot be checked, knocked down, or blown away by strong winds.

Finally, the trillith has a power that is ambiguous and has no tactical effects, but simply is responsible for keeping the trillith from entering Gate Pass. There are no precise rules for it, to give you leeway in enforcing it.

**Improved Grab (Ex):** To use this ability, Vigilance must hit with its gore attack against a creature at least one size category smaller than it. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check, he scoops his opponent up into his rack of antlers and can hurl. If Vigilance does not hurl a foe scooped up this way, the foe can escape the antlers with a grapple check. Vigilance takes a -20 penalty on its grapple check to keep foes in its antlers, and though it does not count as grappled while doing so, it cannot use its gore attack.

At the beginning of Vigilance's turn, a creature grappled with it takes 1d6 points of fire damage.

**Hurl (Ex):** If Vigilance has grappled an enemy, as a free action he can fling his foe with his antlers. This is resolved as a bull rush, except that Vigilance does not have to follow his opponent if he manages to throw a creature more than 5 ft. Using this ability ends the grapple. If an obstacle prevents the completion of the opponent's move, the opponent and the obstacle each take 1d6 points of damage, and the opponent stops in the space adjacent to the obstacle. If Vigilance loses the opposed Strength check, its opponent lands without harm in an adjacent square of its choice.

**Grant Boon (Su):** Vigilance has already granted a boon, and has extended his power across Gate Pass, so has no more power he can share.



## Nightmare Trillith

CR 12

*Born from a child's nightmare, this creature's monstrous form is horrifyingly primal.* (Describe this creature as whatever you want – a shambling horde of screaming beetle kittens, a roaring tree with teeth that bleed, or a cackling white-skinned demon who wears stitched flesh covered in tattoos with curses written in elvish – or masses of shadows, or simple dinosaur-looking monsters, or whatever. The point is, it's just plain scary, and it's coming to get the PCs.)

CN Huge aberration (trillith)

Init +2; Senses darkvision 60 ft.; Listen +0, Spot +0

Languages telepathy 100 ft.

Aura fear (Will DC 19), 5 ft.

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AC 20, touch 9, flat-footed 19 (–2 size, +1 Dexterity, +11 natural)

hp 91 (14 HD); DR 10/courage

Fort +7, Ref +5, Will +9

SR 23

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

Melee +17 two bites, slams, etc. (2d6+8, 19–20/x2)

Space 15 ft.; Reach 10 ft.

Base Atk +10; Grp +27

Attack Options Cleave

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Abilities Str 27, Dex 12, Con 17, Int 6, Wis 10, Cha 15

SQ special abilities, nightmare spirit

Feats Cleave, Improved Critical, Improved Natural

Weapon, Power Attack, Weapon Focus

Skills Intimidate +19

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**Damage Reduction (Ex):** This nightmare trillith has DR 10/courage. This damage reduction can only be bypassed by creatures that are immune to fear or who are affected by an ability that grants a morale bonus of some sort, and who are not currently affected by a fear effect. Although this trillith is terrifying, it remains vulnerable to those who are not swayed by fear.

**Fear Aura (Su):** This nightmare trillith can radiate a 5-ft. radius fear aura as a free action. Affected creatures must succeed on a Will save (DC 19) or become frightened. A creature that successfully saves cannot be affected again by the same nightmare trillith's aura until it sleeps. Other trillith are immune to this aura. This is a mind-affecting fear ability.

**Nightmare Spirit (Su):** Each nightmare trillith has its own particular forms of instilling terror, as each was born from a unique nightmare of the Mother of Dreams. Any creature that causes the fatal blow to a nightmare trillith must make a Will save (DC 19) or be cursed with perpetual nightmares that prevent the creature from sleeping or resting. This is a mind-affecting fear ability.

Creatures who are immune to fear or who are affected by an ability that grants a morale bonus of some sort, and who are not currently affected by a fear effect gain a +4 bonus on caster level checks to overcome a nightmare trillith's spell resistance.

**Special Abilities (Sp):** Caster level 10th. Each nightmare trillith has its own set of abilities based on the particular nature of its terror. Usually these are spell-like abilities, but there are many varieties.

As a baseline, choose two spells of 3rd level or lower it can use at will, and two spells of 5th level or lower it can use 3/day. The save DC is 12 + spell level.

For example, a roaring tree with bleeding teeth might have "At will – slow, vampiric touch; 3/day – tree stride, wall of thorns." A shambling horde of screaming beetle kittens might have "At will – hold person, shatter; 3/day – insect plague, shout." A cackling tattooed demon might have "At will – clairaudience/clairvoyance, hideous laughter, ventriloquism; 3/day – shadow evocation, symbol of pain."

You might change some of the powers of a few trillith to deal with the particular tactics of the heroes. The trillith have access to a lot of different nightmares, so if there is shadowdancer among the heroes, one trillith might be a blindingly bright entity that casts a light spell that eliminates all shadows.

## Desire

## CR 16

*Blue veils and golden jewelry reveal only hints of a sensual form.*

N Medium Aberration (trillith)

Init +13; Senses Darkvision 60 ft., Listen +6, Spot +6

Languages Telepathy 100 ft.

AC 32, touch 32, flat-footed 23 (+9 Dexterity, +13 deflection)

hp 190 (16 HD); DR 10/gold

Fort +19, Ref +27, Will +29

Speed 30 ft. (6 squares) or fly 40 ft. (perfect)

Melee dagger +21/+16/+11 (1d4-1, 19-20/x2)

Ranged dagger +21/+16/+11 (1d4-1, 19-20/x2)

Base Atk +12; Grp +11

Special Actions dazzling beauty, naked wish, twist desire

Spell-Like Abilities (CL16th)

3/day – quickened *suggestion* (DC 26), *mass charm monster* (DC 31)

Abilities Str 8, Dex 28, Con 12, Int 14, Wis 22, Cha 36

SQ covetous spirit, prickly guard, trillith traits

Feats Ability Focus (naked wish), Improved Initiative, Quickdraw, Quicken Spell-Like Ability (*suggestion*), Weapon Finesse

Skills Bluff +32, Diplomacy +36, Sense Motive +25, Sleight of Hand +28

**Covetous Spirit (Su):** Any creature that comes within 60 ft. of Desire must make a Will save (DC 31) or be compelled to stay as close to her as possible. A creature so compelled that comes within 5 ft. of her must make another save each round or be stunned for one round, able to take no action but to bask in her beauty. Creatures can make a new save every round.

This is a mind-affecting compulsion effect. Trillith are immune to this effect.

**Dazzling Beauty (Su):** Desire can reveal just the slightest bit of her form beneath her veils, the beauty of which is enough to blind a man. Living creatures within 30 ft. are blinded for two rounds and dazed for one round unless they succeed a Fortitude save (DC 31). This beauty transcends species, affecting any living creature. A creature that succeeds its save cannot be affected by Desire's dazzling beauty for 24 hours. Desire can cover or reveal her beauty as a free action.

**Naked Wish (Su):** Three times a day as a full-round action, Desire can telepathically compel any creature she within 10 ft. to make a wish. If the creature fails a Will save (DC 33) it must wish for something it selfishly wants. Desire then takes that wish and exploits it, giving it an unforeseen outcome in keeping with a twisted sense of poetic justice.

This effect is limited only by the power and scope of a *wish* spell, such as making dead loved ones come back as undead horrors, crushing a greedy character under treasure, teleporting a glory-hungry warrior to the feet of the colossus, or having a long-desired lover grow violently jealous so that all she cares about at all is her paramour. Any non-immediate effects of the *wish* end if Desire is defeated. This is a mind-affecting compulsion effect.

**Prickly Guard (Ex):** Despite her alluring beauty, Desire does not like being touched. Whenever a creature comes within 10 ft. of her, dozens of golden blades erupt from beneath her swaying robes, whirling out and slashing that creature. The creature takes 10d6 points of slashing damage (Reflex DC 27 half).

**Twist Desire (Su):** As an immediate action, Desire can pervert the desire of a creature within line of sight, causing its actions to affect someone other than who it intended. The creature must make a Will save (DC 31), and if it fails, Desire chooses how to target its action. She can only use this ability after a creature has declared that it is performing an action but before resolving it, and she must be aware of the action to do this. She can cause spellcasters to hit their friends with hostile spells, to waste beneficial magic on the wrong target, or to dispel their own magic, and she can make archers fire at innocents or warriors impale their allies. This is a mind-affecting compulsion effect.

**Unearthly Grace (Su):** Desire adds her Charisma modifier as a bonus to all her saves, and as a deflection bonus to AC.

**Grant Boon (Su):** If Desire is defeated, the creature with the lowest Charisma within 150 ft. gains a +2 inherent bonus to Charisma.

## Victory

CR 16

*Whorls of hypnotic light reflect off this flying swordsman's gleaming plate armor. He wields two scimitars, the backside of their blades shaped like the feathers of a bird's wing.*

Neutral Medium Aberration (trillith)

Init +9; Senses Darkvision 60 ft., Listen +0, Spot +0

Languages Telepathy 100 ft.

AC 36, touch 23, flat-footed 27 (+13 natural, +9

Dexterity, +4 deflection); Dodge

hp 190 (20 HD); DR 10/success

Fort +11, Ref +15, Will +17; victorious spirit (is treated as rolling 20 on all saves)

Speed 30 ft. (6 squares) or fly 90 ft. (perfect)

Melee two scimitars +28/+28/+23/+23/+18/+18 (1d6+8 plus 1d6 electricity, 15–20/x2)

Base Atk +15; Grp +20; victorious spirit (is treated as rolling 20 on all opposed attack rolls and all grapple checks)

Combat Options dancing blades, redirect, whirlwind sword

Abilities Str 20, Dex 28, Con 20, Int 10, Wis 10, Cha 18

SQ victorious spirit, trillith traits

Feats Dodge, Greater Two-Weapon Fighting, Improved Two-Weapon Fighting, Skill Focus (Tumble), Two-Weapon Fighting, Weapon Finesse, Weapon Focus (scimitar)

Skills Knowledge (history) +23, Tumble +32

**Victorious Spirit (Su):** Victory is treated as if he rolls 20 on all saves, opposed attack rolls, and grapple checks.

**Dancing Blades (Ex):** Victory can use Weapon Finesse with scimitars, and he applies his full Strength bonus to off-hand attacks. Any scimitars he wields are treated as *+5 keen shocking burst* weapons.

As a full-round action, Victory can fly up to 90 ft. and make a full attack, though he must move at least 5 ft. between attacks, and cannot move back to a space he just exited. Victory usually tumbles when using this ability, to avoid attacks of opportunity.

**Redirect (Ex):** If the creature Victory has declared as his Dodge target attacks Victory and misses, Victory can choose as an immediate action to redirect the attack to any other creature adjacent to Victory. The original attacker makes another attack roll and applies it to the chosen creature. Victory can use this ability even on rays and ranged attacks.

**Whirlwind Swords (Su):** If Victory hits a foe with two attacks in the same round, his blades create a severe blast of wind that knocks his foe 20 ft. back (Fort DC 24 negates). Creatures get a +4 bonus to this Fortitude save for each size category above Medium it is, or a –4 for each size category below. Every additional two times Victory hits the same foe in that round, he creates another blast of wind.

If Victory hits a foe with four attacks in the same round, the wind intensifies, actually cutting the foe with its force. The creature takes 8d6 points of slashing damage (Reflex DC 24 half).

If Victory hits with six attacks, a thunderous boom bursts from his blades, stunning his foe for 1 round (Fort DC 24 negates).

Resolve each of these effects as they occur, so Victory might fly up to a foe with his dancing blades attack, slash once, move, slash again, blast his foe away with wind, fly after him, slash a third time, move, slash a fourth time, blasting his foe away and dealing slashing damage, fly after him again, slash a fifth time, then move and slash a sixth time, knocking his foe back once again, and this time stunning him.

**Damage Reduction (Ex):** Victory has DR 10/success. If a creature hits Victory with multiple attacks in the same round, each attack after the first ignores his damage reduction. If Victory is not wielding two blades, he only has DR 5/success instead, and if he has no blades he loses his damage reduction.

**Grant Boon (Su):** If Victory is defeated, whoever strikes the killing blow gains his boon. One time the recipient can choose, as an immediate action, to reroll any saving throw, opposed attack roll, or grapple check, treating their roll as a natural 20.



## APPENDIX TWO: NEW FEATS

### Elite Training [Fighter]

Choose a weapon you have weapon specialization in. You are elitley trained with weapons of that type.

**Prerequisite:** Weapon Focus, Weapon Specialization, Fighter level 8th (or Fighter level 4th and base attack bonus +10).

**Benefit:** With the chosen weapon and all weapons with the same damage type, you gain a +2 bonus to attack and damage. If the weapon has multiple damage types, choose one of its damage types.

### Equine Stalwart [Fighter]

Your skill with horses is masterful, and your preferred mount stands above other horses because of how you have trained it.

**Prerequisite:** Handle Animal 4 ranks, Ride 9 ranks, Mounted Combat

**Benefit:** If you spend at least one day training with a warpony or light or heavy warhorse, that steed becomes more stalwart and attains an exceptional connection to you, like a druid's animal companion. You can only have one stalwart mount at a time.

You can handle your stalwart mount as a free action, and push it as a move action. You gain a +4 bonus to all Handle Animal checks with it.

Additionally, based on the number of ranks you have in Ride, your stalwart mount gains additional hit dice, similar to advancing an animal, so that its total hit dice is equal to the number listed in Table xx below. Your ranks in Ride also grant your mount bonus tricks, and it gains evasion (or improved evasion) as long as you are within 5 ft. of it.

#### Stalwart Mounts

Ride Ranks	Total Hit Dice	Bonus Tricks	Special Ability
9-10	5	1	Evasion
12-14	7	2	
15-17	9	3	
18-20	11	4	
21+	13	5	Improved evasion

For example, a rider with 9 ranks in Ride could give a stalwart light warhorse 2 extra hit dice, or a

stalwart heavy warhorse 1 extra Hit Die, for a total of 6 either way. These extra hit dice grant new feats, skill points, and ability score increases, as normal for adding hit dice. Your horse does not increase in size.

### Improved Mounted Strafe [Fighter]

You can cut down foe after foe as you ride past them.

**Prerequisites:** Ride 8 ranks, Mounted Combat, Mounted Strafe\*

**Benefit:** When mounted, you may make a full attack while moving. Your attacks can each come at any point during your mount's movement, though if your mount moves more than 5 ft. you must move at least 5 ft. between each attack.

**Normal:** You can only make melee attacks while mounted at the beginning or end of your mount's movement. You can only make ranged attacks while mounted at the beginning, end, or precise middle of your mount's movement. You cannot make more than one melee attack in a round if your mount moves more than 5 ft.

### Jousting Blow [Fighter]

Your charges knock your foes flying.

**Prerequisite:** Str 13, Ride 8 ranks, Mounted Combat, Power Attack, Ride-By Attack (or Mounted Strafe\*), Spirited Charge.

**Benefit:** When you use a charge action to attack while mounted, you may take a -4 penalty to your attack roll and deliver a jousting blow. If you hit a corporeal opponent that is smaller than your mount, that creature must succeed a Reflex save (DC = damage dealt) or be knocked flying 10 ft. in the direction of your charge, falling prone. If an obstacle prevents the completion of the opponent's move, both the obstacle and the creature take 1d6 points of damage, and the opponent stops in the square adjacent to the obstacle.

A mounted opponent may substitute a Ride check in place of his Reflex save to resist being dismounted, and he gains a +2 bonus if he is using a military saddle.

### Mounted Strafe [Fighter]

You can attack as you ride past your foe.

**Prerequisites:** Ride 5 ranks, Mounted Combat

**Benefit:** When mounted, you may perform a standard action at any point during your mount's movement. When you attack a creature in melee when mounted, for the movement to and from that creature, neither you nor your mount provoke attacks of opportunity from that creature.

If you perform a charge action while mounted, you can attack any creature adjacent to or along the line of your movement. Your mount must still move in a straight line, but you can choose to attack a creature as you pass it by.

**Normal:** You can only make melee attacks while mounted at the beginning or end of your mount's movement. You can only make ranged attacks while mounted at the beginning, end, or precise middle of your mount's movement.

**Special:** You may use this feat to qualify for feats and prestige classes as if it were Ride-By Attack.

### Shining Strike [Fighter]

Your weapon flashes with searing light.

**Prerequisite:** Base attack bonus +6, Shining Warrior\*, ability to cast *daylight* as an arcane spell.

**Benefit:** You can activate your Shining Warrior feat as a swift action instead of a standard action. While using the ability of the Shining Warrior feat to have your weapon glow as bright as *daylight*, that weapon deals an extra 1d6 points of light damage with each hit, or an extra 2d6 damage against creatures particularly vulnerable to light.

### Shining Warrior [Fighter]

You possess the luminous power of the Solei Palancis, the elite fighting force of the Shahalesti army.

**Prerequisite:** Base attack bonus +3, ability to cast *light* as an arcane spell.

**Benefit:** If you wield a magical weapon that sheds light (or one glowing because of a spell with the [light] descriptor), you can choose to intensify that light, increasing it to the strength of a *daylight* spell (60 ft. radius, with shadowy light another 60 ft.) as a standard action once a day, lasting 10 minutes.

Whenever you strike a critical hit with a weapon that is emitting *daylight*, the creature struck must make a Fortitude save (DC 14) or be blinded for 1 round. On a successful save, the creature is merely dazzled for 1 round.

While in an area that is brightly illuminated, you gain a +2 bonus to saves against fear and negative energy effects. You cannot be dazzled or blinded by bright light.

## APPENDIX THREE: NEW MAGIC

Several of the characters in this adventure have new spells and magic items.

### NEW SPELLS

#### Accursed Tendrils

Illusion/Necromancy [Shadow]

**Level:** Sor/Wiz 8

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Personal

**Target:** You

**Duration:** 1 round/level

**Saving Throw:** Fortitude partial; see text

**Spell Resistance:** No

A mass of shadowy tendrils surround you, concealing you, attacking your foes, and paralyzing them.

You gain 20% concealment, as the *blur* spell.

You also can use the tendrils as a natural weapon with reach. You can make one attack immediately when you cast the spell, but thereafter you must use your own actions to attack with the tendrils. If you get multiple attacks because of a high attack bonus, you can make multiple attacks with them, and you can use them to make attacks of opportunity.

Attack rolls and grapple checks with the tendrils gain a bonus equal to one-half your caster level, and you modify them with your Intelligence score (if wizard) or Charisma score (if sorcerer). A successful hit deals 2d8 points of damage + 1 point per level (maximum 2d8+20), and the creature struck must make a Fortitude save or be paralyzed for one round.

On your turn you can extend your tendrils' reach to Close range (25 ft. + 5 ft./2 levels), but if you do you do not threaten with them until your next turn.

The tendrils cannot be harmed. Attacks pass through them, and even magical light has no effect on them, unless it would dispel the spell.

#### Gabal's Viral Flame

Abjuration/Evocation [Fire]

**Level:** Sor/Wiz 6

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Long (400 ft. + 40 ft./level)

**Area:** 20-ft. radius spread

**Duration:** Instantaneous

**Saving Throw:** Reflex half

**Spell Resistance:** Yes

Hungry flames sear creatures in the area you target. Their fire deals 1d6 points of fire damage per level (maximum 15d6), but the flames feed on antimagic and energy wards, and actually become stronger in their presence.

In addition to its damage, *Gabal's viral flame* functions similar to the area dispel option of *greater dispel magic*, except that it can only dispel effects that provide resistance or immunity to energy damage. For each effect that is dispelled, *Gabal's viral flame* deals an additional 2d6 points of fire damage per level of the defensive spell to the creature or object that the ward was on.

If someone attempts to counterspell *Gabal's viral flame*, your spell attempts to transform the counterspell into additional evocation magic. Make an opposed caster level check with the caster of the counterspell. If you succeed, the counterspell is itself countered, and *Gabal's viral flame* deals an additional 2d6 points of fire damage per level of the counterspell to that spell's caster. (For inquisitors, their rebuke magic ability counts as a spell of the highest level they can cast.)

For both these effects, your caster level check caps at 1d20+15.

### Overmaster

Abjuration

**Level:** Clr 5, Sor/Wiz 5

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Medium (100 ft. + 10 ft./level)

**Target:** One spellcaster

**Duration:** Instantaneous

**Saving Throw:** None

**Spell Resistance:** No

This spell functions like *dispel magic*, except that it can only counter spells as they are being cast. Make a dispel check, 1d20 + caster level (maximum of +20) against DC 11 + caster level of the spell you're trying to counter. If you succeed, the spell is countered, and you can choose to cast the spell yourself as a free action. The spell functions as if cast by its original caster, except that it originates from you, and that you control it and make all choices regarding its effects and targeting.

Since this spell takes a standard action to cast, you must either ready an action to cast it in response to a spell, or must be able to counter spells reactively.

For example, Katrina (sorcerer 9) casts a *fireball*, but the inquisitor Kreven (sorcerer 18) uses *overmaster* to counter it. He may then immediately cast *fireball*, though its caster level will only be 9.

### Waking Nightmare

Enchantment/Illusion (Shadow) [Mind-affecting, Evil]

**Level:** Sor/Wiz 9

**Components:** V, S

**Casting Time:** 10 minutes

**Range:** Unlimited

**Targets:** Self, plus 1 creature/level

**Duration:** 10 minutes/level (D)

**Saving Throw:** Will disbelief; see text

**Spell Resistance:** Yes; see text

You create a dreamscape of shadowstuff, calling the minds of many creatures to participate in the same waking nightmare, where they must face you to escape. The targets only have to be on the same plane, and do not have to be asleep, or even be capable of sleep. However, the spell requires malice, and so you cannot bring any allies into the dreamscape, only enemies.

This spell creates in the dreamscape a version of each target, formed of shadowstuff and magically linked to the real creature, so that what it experiences in the nightmare seems real. Since this is a dreamlike representation of the creature, he appears with whatever equipment he normally has (though this does not create items the creature does not actually own). He has the same hit points his physical body had. This shadowy version is connected to the physical version, so any damage the creature takes in the nightmare manifests on his physical body, and any magical effects on one form affect the other. Likewise, magic and items that are expended in the dreamscape are expended in the real world.

The general appearance of the dreamscape is up to you, letting you choose a theme (such as tombstone city full of screams, jagged peaks where impossibly huge monsters float overhead in a stormy sky, or a spike-filled dungeon with slowly shifting halls and stairways), though you cannot specify a particular layout or precise details. The terrain is solid, but cannot be directly hazardous, so no lava, intense cold, or grinding maws to chew your foes.

A *mirage arcana* or *hallucinatory terrain* cast in the dreamscape has a very tangible effect, letting the caster reshape the dreamscape.



The difficulty of the save to resist this spell depends on how well you know the subject and what sort of physical connection (if any) you have to that creature. The modifiers for this are the same as for the *nightmare* spell.

Knowledge	Will Save Modifier
None	+10
Secondhand (you have heard of the subject)	+5
Firsthand (you have met the subject)	+0
Familiar (you know the subject well)	-5
Connection	Will Save Modifier
Likeness or picture	-2
Possession or garment	-4
Body part, lock of hair, bit of nail, etc.	-10

When you finish casting the spell, each target sees a flash of a nightmarish vision of your devising. Though the flash only takes a moment, the vision can seem to be up to a minute long. Even creatures who disbelieve the illusion or whose spell resistance resists it witness the vision.

When the vision ends, except for creatures who avoided the spell due to spell resistance, every target finds itself in the dreamscape, all within 60 ft. of each other and of you. The dreamscape covers a total area roughly 1000 feet in diameter, beyond which is an impenetrable, unseen barrier. It is not possible to teleport out of the dreamscape, because nothing exists beyond it.

Creatures who failed their save have their minds fully trapped in the nightmare. Their physical bodies fall into a coma, and they can only act in the dreamscape. Creatures who successfully disbelieve are not comatose, and perceive both the real world and the dreamscape, but in a given round they can only control either their physical body or their dream form, and whichever body they are not controlling is treated as helpless.

Creatures who disbelieve take only 50% of normal damage from effects in the dreamscape, and non-damaging effects are only 50% as powerful, or have only a 50% chance of affecting them.

You also are part of the dreamscape, but you automatically disbelieve. If you are slain or lose

consciousness, the spell ends and all those trapped within it are freed.

A creature outside the dreamscape who touches a creature affected by the spell sees the nightmare vision, and must make a Will save or be pulled into the waking nightmare. Thus creatures can come to the aid of comrades who would otherwise have to face you alone. However, the spell can never affect more creatures than your caster level.

A creature whose physical body is damaged by something outside the nightmare gets a new save to wake up and exit the dream. *Dispel evil*, *dispel magic*, or *break enchantment* cast on a target only disrupts the spell's connection to him, as if he had resisted by the spell due to spell resistance, but leaves other creatures trapped.

## NEW ITEMS

### Hurling Bracers

These items can be activated as a swift action once per day. For one round, the wearer is treated as one size category larger for purposes of lifting capacity, grappling, and what sort of weapons the creature can wield. If being treated as larger would be a detriment for any given effect, it may use its normal size instead. (For instance, a human would not suddenly be unable to use a Medium dagger just because he counts as being Large). Typically wyverns use these bracers to pick up enemies during a flyby attack (taking a -20 penalty to their grapple check so they can keep moving), and then drop them before the bonus wears off.

Moderate transmutation; CL 7th; Craft Wondrous Item, *polymorph*; Price 2000 gp; weight 1 lb.

### Ragesian Dragonbomb

This weapon is dropped by wyvern riders, functioning as a grenade-like weapon. Because the weapon simply drops, the rider makes a ranged touch attack, with a -2 penalty per 20 ft. of altitude. If the attack misses, the bomb strikes in a random direction, and the distance from its intended target is equal to half the speed the attacker flew that round (minimum 10 ft.).

A dragonbomb is 10 flasks of oil, 5 alchemist fire flasks, and a thunderstone in a clay shell that shatters on impact. When it strikes, it creates a deafening boom as a normal thunderstone. Alchemist fire coats everything within 5 feet of the target, dealing 1d6 fire damage for two rounds. Additionally, burning oil spreads a further 5 ft., dealing 1d3 fire damage for two rounds. The alchemicals typically last long enough to set fire to flammable objects, which burn on their own.

Cost 150 gp. Weight 20 lb.

## THE SONG OF FORMS

The seela of Innenotdar originally used this song in prayers to the spirit of their forest, believing that they could give the forest a body so they could see its physically-embodied majesty. The Longwalker Etinifi carried this song with him, and the heroes could learn it from him.

**Learning the Song of Forms:** To properly learn the song of forms, you must possess the bardic music ability, the Leadership Performance feat, or a similar ability, must be able to speak Sylvan, and must have learned the song from the fey of the fire forest. It does not require any special feat or ability.

**Using the Song of Forms:** Singing the song of the fey counts as a bardic music usage. Beginning the song is a standard action that provokes an attack of opportunity, and maintaining the song requires concentration.

The magic of the song draws on your life to create bodies for those that have none, so singing the song deals 2 points of Constitution damage to you, plus another 2 points every ten minutes you continue to sing. The song of forms only has a magical effect when sung by a living creature. Fey who are bonded to a location, such as the seela of the fire forest, do not take Constitution damage from singing the song of forms as long as they are in that location.

**Effect:** You make a Perform (singing) check, and each incorporeal creature within 200 ft. must make a Fortitude save (DC equal to the result of your Perform check) or lose its incorporeality for as long as you remain singing and it remains in range. Note that the song of forms does not affect ghosts that

have not manifested, since they are on the ethereal plane and not the material (and even on the ethereal plane they are not incorporeal). A creature with turn resistance adds its turn resistance bonus to its Fortitude save against this effect. The song of forms is a supernatural, sonic ability.

Creatures that are only temporarily incorporeal simply return to their normal corporeal form. Creatures that are normally incorporeal but that are currently occupying a physical body, such as a ghost using its malevolence ability or a trillith using its embody ability, are unable to willingly leave their current bodies. Creatures without any normal corporeal form – such as allips, shadows, and wraiths, as well as ghosts that are not in a body, assume a semi-corporeal form. Trillith that are not currently occupying a body are affected as detailed in the Campaign Saga Overview (or in that creature's stat block in this adventure).

A creature forced into a semi-corporeal body is affected as follows:

**Hit Dice, Base Attack, Special Attacks, Special Qualities, Saves, Skills, Feats:** These do not change, except that the creature loses incorporeality and any attendant special abilities. The new form is not incorporeal, and thus the creature can be affected by weapons as any other physical creature, though it retains any special resistances or immunities it had that weren't tied to its incorporeality.

**Size and Type:** Its size and type do not actually change, though its body does. The form the creature assumes resembles its incorporeal form, with appropriate modifications that would allow for actual locomotion. A wraith would gain feeble legs, while an unbodied (an incorporeal psionic brain able to create illusory bodies) would probably gain the body of its current illusion, or if it had no illusion it would gain tentacles attached to its brain with which it could shamble about.

**Speed:** The creature loses any ability to fly unless its form has wings (such as a ghost manticore). If it had no other form of locomotion, it gains a land speed of 30 ft.

**Armor Class:** The creature loses the deflection bonus from its Charisma, and instead gains a natural armor bonus appropriate to its size, as detailed in the table to the right.

**Attacks, Damage, and Abilities:** The creature gains a Strength score appropriate to its size if it did not already have one.

If the creature had normal attack forms, it retains them, though they are no longer incorporeal. If it dealt special damage with its incorporeal touch attacks, that damage is applied as bonus damage to any melee attacks it makes, though the attacks must beat the creature's normal AC, not just touch AC. The creature may gain attack forms appropriate to its new form. As a default, you can assume the creature gains a slam attack if it has no other clear attack form, with damage appropriate to its size.

For example, a ghost with the corrupting touch ability who carried a sword would be able to attack with that sword, dealing sword damage, plus 1d6 from the corrupting touch ability. An allip (a medium incorporeal undead) would gain a slam attack that did 1d6 damage, plus 1d4 points of Wisdom drain.

Other effects may be appropriate, at the game master's prerogative.

### Song of Forms – Strength and Slam Damage

Size	Natural Armor	Strength	Damage
Fine	+0	1	1
Diminutive	+0	2	1d2
Tiny	+0	4	1d3
Small	+1	8	1d4
Medium	+2	10	1d6
Large	+3	18	1d8
Huge	+4	26	2d6
Gargantuan	+7	34	2d8
Colossal	+11	42	4d6

**Special Note:** Most undead are destroyed when reduced to 0 hit points, and this occurs normally even if the creature is currently in a semi-corporeal form. Non-undead incorporeal creatures die at –10 hit points as normal. When the host body of a ghost using malevolence is killed, the ghost survives, but is forced into a semi-corporeal form by the song. Even if the ghost is destroyed while semi-corporeal, however, it can still rejuvenate as normal.

Normally when a trillith is slain, its essence disperses, but can reform several days later. However, if a trillith is slain while affected by the song of forms, it is dead permanently.

## APPENDIX FOUR: CONTINGENCY

If the heroes ever try to attack Shaaladel or betray him, such as refusing to destroy the Torch of the Burning Sky when the war ends, the Lord of Shahalesti's most powerful servant, **Aurana Kiirodel** (CE female vampiric elf sorcerer 18), will destroy the heroes.

### SHADOWDRINKER (EL 19)

Needing only eleven minutes to prepare, Aurana buffs herself, then casts *waking nightmare* (detailed in Appendix Three – New Magic), preferably using the personal item taken by Eritae to make the spell harder to resist. She only has second-hand knowledge of them, so if she has a piece of their bodies, the save DC is 36. If she only has a personal item the DC is 32. Worst case, she has pictures provided by various witnesses, making the DC 30.

The nightmare begins with each hero seeing himself helpless, unable to move while an emptiness with the shape of a woman force-feeds him blood. He begins to gag on it, but soon blood is flowing all around the hero, and as it sweeps over him, the blood turns darker, until finally it is a matte black. Then the blood drains away, leaving the hero standing, with his companions, in a forest composed entirely of solid shadows, on the shore of a crescent-shaped coastline. Waves crash against the shore, but there is no light in the heavens, no moon or stars to reflect off the water. The world is one of complete darkness.

Aurana Kiirodel (CR 19). 117 hp.

Aurana has already cast a suite of buffing spells before she began casting *waking nightmare*. These are factored into her stat block.

**Tactics:** She begins combat by flying twenty feet off the ground, to amid the low branches of the trees. She then casts a *quicken black tentacles*. If she cannot get all the heroes, she prefers to catch strong-willed and weak-limbed foes with the tentacles (grapple +30, 1d6+4 damage), leaving weak-willed warriors susceptible to her next spell: a *mass suggestion* saying,

### WHO IS AURANA?

Aurana was a wizard in the Shahalesti army decades ago when Shaaladel first came to power. She served loyally and was eventually chosen as his vizier. A few years ago the elves became worried that Supreme Inquisitor Leska was advising the Ragesian emperor Coaltongue to attack Shahalesti, and Aurana tried to assassinate Leska. This attempt failed, and the inquisitor retaliated by feeding her own immortal blood to Aurana, turning the elfwoman into a unique type of vampire. Unable to ever again experience the sun that is so precious to her people, Aurana despaired, but her duty to her lord kept her from destroying herself.

Aurana sees the Torch as the best way to secure her lord's rule, and cares nothing for killing a group of foreigners who do not recognize the glory of her master.

"You don't want to be close enough for me to target you all at once. Stay far away from your allies!"

If any foes break off from the rest of the group, she flies above one and casts *accursed tendrils*. She strikes him once, then follows up with a *quicken vampiric touch*. If she can manage to grapple and pin the creature, she will drain his blood as long as she is not being harried by other enemies.

Thereafter, she uses her many attacks of opportunity with the tendrils to keep foes at bay, casting *quicken vampiric touch* or *quicken touch of stupidity* spells whenever she can. *Greater shadow evocation* gives her a lot of flexibility, and her *ventriloquism* can provide a slight extra edge against foes who try to target her in the dark by the sound of her spellcasting. Though her darkvision only has a range of 60 ft., *greater arcane sight* will let her watch the heroes from up to 120 ft. away while she hides high in the black sky.

Her greatest concern is being swarmed by enemies, so she might use *greater shadow evocation*



to cast *forecage* if the heroes start to regroup, or *dominate person* to turn them against each other. Her second greatest concern is that someone who disbelieves the nightmare might manage to get the rest out of the dreamscape. Should any of the heroes manage to disbelieve the spell, keen-eyed Aurana notices the tell-tale confusion of a creature viewing two worlds at once, and turns her ire upon that character, throwing shadow *delay blast fireballs* or *walls of fire* to punish anyone who neglects his form in the dreamscape.

**Development:** If the heroes are staying near allies, they can come to the aid of the heroes' physical bodies, or perhaps to enter the dreamscape with them. If the heroes are having too easy of a time with this encounter, you might have a group of charmed monsters attack at the same time in the waking world.

**Aftermath:** When Aurana is reduced to 0 hit points, the spell ends, though she is not destroyed, but rather transforms into her swarm form to seek shadowed ground to heal in. If the heroes try to track her down, they have to get past her *nondetection* spell (caster level check DC 37). Once she is healed, she will try to fly or teleport to the Shahalesti capital.

Should Aurana defeat the heroes, she tries to come and retrieve the Torch, though if this is infeasible she is nevertheless content to have slain what are probably the greatest threat the Resistance could muster.

**Timing:** This encounter might not happen in this adventure. It might never happen. But Shaaladel will always be watching the heroes, waiting for a chance to make his move so he can become the next Emperor. You can always keep this trick up your sleeve in case a climactic battle is not as climactic as you need it to be.

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# War of the Burning Sky

## The Festival of Dreams

by Ryan Nock

War began with the new year, as the Ragesian army assaulted the city of Gate Pass. Now, as the heroes return to where their quest began, the local rebellion rallies to their cause, battling in the streets as they defiantly celebrate a long-delayed holiday.

But Ragesia has far stranger minions than mere soldiers and beasts. Sleeping horrors strain to pass through to the world of flesh, and though victory in Gate Pass is near, the heroes will find their desires turned to nightmares in the Festival of Dreams.

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