

MIDNIGHT



TOMB OF SORROWS

VOL. 2: THE SHADOW ASCENDANT

20
system

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Introduction

Baden's Bluff, Arc of Sahaad, 99 Last Age

Three men sit at a simple table set in the middle of a dank storage cellar. Above, the harsh clang of a hammer pounding on freshly forged metal ensures that their words will not be overheard. One of the men, a symbol of Izrador swinging on the chain around his neck, whispers:

"I bear news from the Dark Tower, the usurper is preparing to move against those who do not bow to his authority in the south. His agents may already be on the move. We must find them and kill them for the glory of our Lord. Ready the faithful; if the usurper's lackeys move against us, the streets will run red with their blood."

After All, What is in This Book

A lot of rules, many creatures, i.e. many options for all MIDNIGHT GMs out there. This volume of the Tome is not a coherent whole, basically because a lot of the content is not new, but gathered from the old forums of the Against the Shadow fan site, the result of a whole year of unconnected posts. But fear not, there is a theme to all this and that is the Shadow, to empower its followers and grant the evil GM yet more tools to throw at his or her players.

To the players more challenges are given, and in the end no GM worth his salt would want any less than to see the heroes triumph, save the day and show that despite all odds there is hope, and it pays well those who follow it.

With the loss of the old site, this tome is also a tribute to the original site, where all these ideas were once posted and most were seen by any user who frequented the boards, this is a small fraction of the creativity and quality lost with those posts and pages.

Our Goal

The Tome of Sorrows volume 2 – The Shadow Ascendant, this very book you are reading now has quite a reputation to live up to, the previous volume has been used and complimented by a large number of fans of MIDNIGHT and has shown how creative and helpful the fans of the unique feel of the setting can be.

No one wants any less from this volume.

In the origins of this volume, the League of Extraordinary Posters – LXP – discussed what it should be and how we would make it all happen, I am happy to say that we have held to those days even now. The 2nd volume of the Tome of Sorrows netbook focuses on the forces of the Shadow and their many guises and roles, presenting core, prestige and legendary classes, new spells, many new monsters and lots of other things, none of which has prevented us from adding adventure seeds and story ideas.

From now on, the forces of the Shadow in the North are even stronger and the resistance all over Eredane needs an edge.

We hope a future volume of the tome, and that there will be one, will give the heroes yet more edges, and that at that moment the ideas of the fans, and the fans themselves, are even more numerous and widespread.

Those Who Labored

As one can see by looking at this, much work was needed to give birth to the pages before you, not only the content, the whole document takes a good share of work to be made and compiled, this is where the LXP has had its role.

Beginning with Mike "Ashrem Bayle" McConnell, who we have to praise for starting all this and we miss dearly, the Tome of Sorrows volume 2 begun, after some time Mike wasn't able to be around as much as he used to and a new leader for the project was needed, someone in charge of getting the content and pulling the project ahead, I took that role. For a while I gathered many threads and made the first drafts of what is now done, but for personal reasons I could not work in the project for a while and so, it stalled.

After months had passed I gave the leading job to the forum user "Harrowed", he got a table of contents by author and a content file, as well as many comments and criticism on the content, he worked on it and gave it quite a lot of work as well, but real life would, once again, come in the way of the project, he asked for a new leader to take his place.

Once again I took the lead, with a lot more free time to work on this than I had previously and a will to finish it as soon as I could I worked for a few weeks and did most of the remaining job.

As the "curse o the tome" took its place again and what was nearly completion suffered yet another delay, then came the 2nd Edition of the setting and a discussion on whether the content should be made compatible with it or just left as it was originally, the choice was made, it should be made compatible, all content now returned to the reviewing process and a lot of work had to be done anew.


After yet more time I managed to get back to the folder sitting on my desktop all this time, and in three days finished what was left to do, this time for good.

But we who have been leading the project are not the only ones behind this, there is Tony "Alwyn7" Manero, who has offered and worked on the editing of the whole tome, as all of us, he has not gained any profit from it, but has been able to view an early copy of the tome, Tony has also left the tome due to the curse, but to our benefit, he did it to work on official supplements, his name is among the authors of the Destiny and Shadow supplement.

Eric "Kane" Olson, co-author of more than one book in the MIDNIGHT line has made content for this and helped a lot in modifying and commenting a lot of the remaining content, he is the one we looked for the fiction pieces in all chapters of the tome, Iain J. "Shadowfane" Brogan who also worked a lot on the MIDNIGHT line was concerned with the art in the tome ever since it was an idea, and has always shown a leading attitude, there is nothing he is unable to achieve, despite his seemingly small appearance in this tome and the overall lack of art, his support and ideas inspired a lot of what is in here.

Mark "Neo" Howe worked on his own while designing one whole chapter of this tome, he has been the one who designed more villainous paths one can ever endure to travel, and always pushing me forward it is to him I owe a lot of the motivation to move on when doing this mammoth.

Owain "Dirigible" Abramczyk, co-author of the great Fury of Shadow sourcebook, has worked a lot on many of the vile creatures you will find in this tome, as well as spells and many other assorted things inside these bits and bytes. Nigel "Derulbaskul" Pope has left



us for quite a while now, but he has also given a good load of contribution for this tome and worked a lot to improve details around astiraxes and designed many monsters himself. Nigel also made the sects of the Order of Shadow early on, before they were written in any official supplement, as a tribute to his work we present those sects here, hoping his work will inspire others, as it has inspired many of us.

There is also William "Swashbuckler", who has been in and out of the site all this time, but has always been glad to help and contributed with what was needed in more than one place, Todd Antill, who has made this all possible with his awesome site, but also commented and showed up now and then in the whole meantime, adding his comments to the brainstorming behind this.

The great "smeagol", who has worked a lot in bringing to us mechanics of other sources and with whom I have worked a lot on the Horsha and Darguul, he looked through all the draft and commented where he thought was needed, we hope his creativity and solid additions will spark the fire of the future tomes as much as his work on the conversion of many adventure modules to MIDNIGHT that was posted on the forums has helped us all in developing our game sessions.

And near the end of it, and as the last spark to push me forward is a newcomer, first lurker and then poster, Jasper "Doomed Hero" Anderton sent me an e-mail offering help, I took it and in the end spent three days working to get this tome done, his attitude and willingness to cooperate once again show how this tome was written, compiled, assembled, edited and finally released, as a work of a whole community.

There is also the great Frederic "Dain" Lipari, whose artwork is seen on the whole tome, he did the borders, chapter headings and very font used for all titles in this book, he also did the border image for the cover and without his invaluable help and support this tome would have a much blander look and feel, instead of the professional quality you have before you.

The guys and girls from Fantasy Flight Games, a company that has ever since the Tome was born, allowed us to use copyright restricted material, supporting the setting and the fans in the best ways a company can and trying to always improve their customer-company relationship, so they have no smaller role in all this than all the authors and fans whose work is the body of this tome.

Those are some of the people behind this leviathan, the ones I thank and many of whom I call friend despite distance. But these are probably not all of them, among this long journey I am certain some have been left out of this small text, to those, I thank you, and apologize, but my memory, as good as it may be, is not perfect. Given this is a digital edition, I can fix that for a new version of the file though, and I will, if it arises.

Let us all hope to see more people with the will to take part on other projects find their way to MIDNIGHT, and also, that many more great ideas and stories be shared and sparked by the fabulous community that I have taken the job of keeping alive.

The Source of All Evil

The massive time it took to collect the many ideas on the countless threads of the www.againsttheshadow.org MIDNIGHT fan site brought you the work that will soon unveil itself.

The Tome of Sorrows essentially is a collection of the fans' ideas and contributions to the site, encased in this tome are ideas from the oldest threads in the first forums the site had, where I looked for fitting content from the first posts made by the creator and former webmaster Todd Antill, until the last posts made before the deadline of the Tome was reached, this ranges from the 10th of May, 2003 until the 9th of May, 2004.

Now go forth and read it, the Shadow is waiting!

Raoni Cananea Monteiro also known as "Nifelheim".



Open Content Notice

All game mechanics in this book are considered open content, all setting information, the class descriptions, NPCs names and product identities remain closed content and are copyrighted by their authors, being used here under permission.

Life in the Shadow

Baden's Bluff, Arc of Sennach, 99 Last Age

The air is thick with the smoke of candles and the reek of the newly dead. In the midst of the gloom, tallow candles mark the edge of an arcane circle of interwoven runes. Inside the circle, four corpses lay neatly arranged around an inky well of darkness, their blood drained to feed the hunger of that fount of evil. Out of the shadows, shapes in dark robes approach the circle chanting an unholy prayer. As the chant reaches its crescendo, a grey mist rises from the fount and spreads over the corpses, stripping the flesh from their bodies. In the mist a horrific shape forms, with large, distended jaws and long, razor-sharp talons. As the shape takes form, one of the robed figures addresses it as if it were an old friend, "go spread carnage in the house of the usurper and you will be richly paid in blood and souls."

Corith Damage Revised

The room was thick with darkness and the drunken voices from the common room above were muted and indistinguishable. For those that gathered in this small, damp cellar, the darkness was one of the few comforts during these meetings.

"Red, did you acquire the item?"

"I managed it, though it cost me several of my best fighters." The voice was thick with controlled rage.

"It was worth it, Red. My contact in Celestia says that it will do what they promised. Any Black Mirror will be destroyed."

A third voice spoke, feminine, with a Sarcosan accent, "What about the people? My countrymen live around that Black Temple. Just how much damage will be done when the Mirror is destroyed?"

"That will depend on the size and age of the mirror," he said as he slid a scroll across the table to the resistance leader known as Blue. "Consult it and see for yourself."

The Black Mirrors of the Shadow, or Zordrafin Corith, as the Odrendor call them are the means through which the Dark God tries

to achieve his ultimate goal, to undo the Sundering and go back to the celestial realms. But that is not all that they are.

Every mirror works as a vortex, sucking magic out of the world, and with it much of Aryth, but what few realized so far is how this connection the mirrors establish directly with the dark god works both ways, how the dark god, albeit divine and by all accounts eternal, can be hurt and his plans, delayed.

When a mirror is destroyed, this connection is severed, with it the dark god loses most of the energy taken through that mirror, as the world sucks all energy it can back into itself, unfortunately (or fortunately), this is not without consequences to those who dwell around one such mirror.

The severing causes an explosion, but not all mirrors are equal and just like an older mirror reaches a wider area, the severing causes the greatest impact the closer one gets to ground zero. This optional rule presents a variant where each mirror's damage is spread throughout an area proportional to its age and area of effect before the destruction, by consulting the tables below you can determine the damage in a given distance from the point of origin of the explosion, and also, how likely is civilization and life to survive as one approaches the site of a ruined mirror.

These tables are presented to be used in place of the ones given in the Setting book, and are by no means meant as definitive, individual mirrors may have different areas and even effects, story and drama, and not the game system, should dictate the impact and effect of such an unique occurrence.

Black Magic

Black magic is a special sorcery invented by Izrador to seduce, pervert, and use as his own pawns people who are fascinated by magic but lack the knowledge to practice it: it is tempting, easy to use, and powerful. It does not deprive the Dark God of his much-needed magical energies, as it is fuelled by the caster's own life force (or more often, that of other living people, animals, and plants). The more people sacrificed, the more powerful this magic can be. Of course, it only tightens Izrador's grip on its practitioners, as it is very corrupting, and they gradually fall under his power. Although this road inevitably leads to hell, some desperate resistance fighters have learnt the dark ways and use them in their fight for freedom. Will they know where to stop or will their friends have to slay them before they become too dangerous?

Dale Mirror (Save DC 15)

Distance	Damage
1/4 mile	10d6
1/2 mile	7d6
3/4 mile	4d6
1 mile	2d6

Blood Mirror (Save DC 20)

Distance	Damage
1/2 mile	20d6
1 mile	15d6
2 miles	11d6
3 miles	8d6
4 miles	6d6
5 miles	4d6

Grand Mirror (Save DC 30)

Distance	Damage
1 mile	40d6
2 miles	30d6
4 miles	22d6
6 miles	16d6
8 miles	12d6
10 miles	8d6



History

At the end of the First Age, Izrador understood that strength of arms alone would not be enough to win easily against the mortals of Eredane. He would need other tools if he wanted a quicker victory over them. Thus was born the Order of Shadow, in the year 4705, with the betrayal of Beirial. This order's corrupting influence slowly and secretly grew during many centuries, almost unnoticed.

But the Dark God was still too weak to provide too much of his divine essence to his legate followers. He needed other tools. With the creation of the first dark mirrors, he created a perverted and twisted, yet tempting new form of arcane magic. It was easy to use, did not require magical studies, and had many advantages; it also fuelled him with magical energies the zordrafin coriths could not provide.

At first, only legates were taught this magic as a complement to their divine spells, as their god was still recovering from his fall and could not afford (and was not willing) to share it with all of his followers. Through dark practices and rituals, they attained a deserved reputation of necromancers and foul sorcerers. These practices also prevented people who uncovered them from discovering who they really served.

At the end of the second age, Beirial, who had become the High Priest of the Order of Shadow (later slain at the Last Battle), had another great idea, which Izrador himself agreed to. He was to spread the secrets of black magic to scorned people, ignorant yet ambitious, and lusting for power. They would not need to serve Izrador, and this magic would have to be made as easily available as possible, even to Izrador's enemies.

For the Dark God was confident that his magic would in time turn his enemies into his greatest assets. A secret order was born, comprising expelled wizards, revengeful princes, and betrayed husbands, all who shared similar motivations: hate, revenge, and ambition. Those would later become the Black Order, made of people who were not legates, who did not revere Izrador, but who would serve him through the use of arcane magic, knowingly or unknowingly. At first they were recruited from mouth to mouth, sharing ancient secrets. Then, mysterious scrolls and manuscripts would appear in many libraries, for all to share. Many were thus tempted to use this magic.

The Black Order today

When the Shadow won, many of the until-then hiding sorcerers began to use their powers openly, as they were under the protection of the Dark God. Their activities, which always end up serving his interests, are thus not forbidden. In the long run, they always are good pawns of Izrador. As more and more channelers were giving up their arts in favor of this newer, easier, and unrestricted magic, many joined a formal order, called the Black Order. If they swear to help the legates and the Shadow armies, they are allowed free access to the Order's libraries and can learn to tap its magic. They are never told of the magic's corrupting influence, and must use their newly gained powers for one year in the Shadow's forces, whether as assistants to legates or in the army as support troops.

Now that evil has won, the Order no longer simply takes whoever is willing to join. In the Last Age, only individuals of some talent are accepted:

- Must be able to read and write at least two languages;
- Minimum character level: 3rd;
- Minimum Intelligence score: 12;
- Those of evil or neutral alignments only (no good alignments, except in rare cases, in order to corrupt a resistance channeler).

The Black Order members all wear black robes with a golden skull necklace as a recognition sign. It is thus easy for legates to allow them to proceed unmolested. Of course, it has become a favorite tactic of resistance channelers to dress as members of the Black Order, so the legates have learnt ways to discern a Black

Order member's corruption to distinguish them from usurpers. If the legate manages an opposed Wisdom check, he can determine whether the person in front of him is corrupted and his degree of corruption (which would indicate his rank in the Black Order). A channeler PC will then find it difficult to hide his true nature, but still it might be worth the risk. A popular method of resistance channelers is to use their Disguise skills to produce makeup that replicates a Black Order member's physical corruption.

There is a very loose hierarchy, as the Order's members are primarily interested in serving their own interests: most often, this is the pursuit of arcane studies (and many members of the Channeler's league have fallen to the temptation), but it is not rare that some individuals enlist just to gain the means to achieve their revenge. This is not frowned upon, as hate is encouraged in the Order (it is known to be a powerful drive that can make one a very powerful sorcerer, who, once corrupted, will become very useful to Izrador).

Once an individual gives in to the magic's corruption (when he reaches 4 Corruption Points), he becomes a full-fledged member of the Order, and gains full access to the most powerful abilities that the Order can teach. He also becomes a teacher to the newcomers.

Using Black Magic

Although people who practice this brand of magic are frowned upon and looked upon with suspicion by legates and local Shadow troops, it is an edict proclaimed by the Dark God himself that they remain unmolested. This is the only exception to the ban on magic in the occupied lands. It is, however, still punishable by death and torture to use such magic against orc troopers or legates, or other Shadow servants.

When a legate discovers that a practitioner is not aligned with the Black Order, he forces him to enter it; otherwise the practitioner is put to the sword. Most are willing to join anyway, but some hope to learn its secrets to use them against the Shadow. Izrador finds this amusing.

It is not rare for legates to take further studies in the Black Order. Of course, open display of such magic is punishable in the remaining unoccupied fey lands, but its study, although restricted, is not explicitly forbidden, as long as the researcher does not practice it. It is said that Aradil herself studies it in the hopes to gain some understanding of her enemies' powers (she is called the Witch Queen after all).

Corrupted channelers

It is not rare for a lonely channeler to come across a lost scroll of forgotten knowledge that contains the secrets of black magic. There were many such "magical booby traps" left by the Black Order during the Second and Third Age, in as many places as possible. At the time, their mission was to spread it as much as possible. It is quite reasonable to say that any ruins containing a library would have a good chance to contain such scrolls. After all, there must be a reason the pillagers (who were Shadow armies) would not have taken such items with them.

Strangely enough, in the Last Age ignorance is the best protection against black magic, as someone who cannot read those books will not be tempted to use them. On the other hand, Izrador does not want to seduce mere peasants, but scholars might be interesting prey for him.

Those with Despair ranks are more susceptible to turn themselves to this forbidden magic, hoping it will help them against their enemies. They see it as a potent weapon. Given the circumstances, it will take a Will save to resist the urge of using or studying such knowledge, always for a good reason of course: the direr the circumstances or the Despair rank of the PC, the higher the DC will be (DM's judgment call).

Depending on their tradition, corrupted channelers have founded loose sub-orders within the Black Order:

- Those of the *charismatic tradition* have fully embraced the Dark Lord's gifts and are known as Dark Bards. They are Izrador's propaganda staff, and spread his word around the world. They are also sent to infiltrate the unoccupied lands and spread despair into the hearts of the fey. They are great for psychological warfare and have been known to make their opponents' morale break. In battle, they favor sonic attack spells.
- Those of the *spiritual tradition* are typically channelers in love with nature who could not take the path of the druid because they had neither the commitment nor the mental fortitude required. Desperate to save nature from the Shadow forces, they embraced this black magic to support their powers and initially used them against the orcish troops. Slowly, they became corrupted by it, and instead have used nature to serve their needs. Perverted beyond redemption, they now seek to be accepted into the ranks of the legates. For that purpose, they have created an evil curse (lycanthropy) which they spread throughout Eredane, just to show the legates how powerful they are. They are also currently involved with the liberation of the Horsha in Asmadar. They have not yet decided to make themselves known, but have decided to call themselves the Order of Fear.
- Those of the *hermetic tradition* make up the bulk of the

order and provide the "basic" recruits. They often become scholars of dark lore, or evil alchemists, specialized in poison or disease-making. Some also learn necromancy.

Accessibility

Unlike "normal" arcane magic, this brand of magic does not require any prerequisite feat to practice it. It is open to all, the ignorant or the savant. The Magecraft feat is not needed, nor are the Spellcraft or Knowledge: arcane skills. This is a very good reason why many people have fallen to the temptation of using black magic.

Fuelling the Spells

This magic uses the practitioner's, or a sacrificed person's life force. A practitioner of this magic, while sacrificing someone, automatically adds their spell energy to his own (this is not permanent, though, and once this spell energy is "spent" the user returns to his normal score). Fey people, being magical in essence, are favorites for fuelling such rituals. A gnome, dwarf, dworg or dwarf, snow elf, or sea elf "adds" 1 point of stolen spell energy to the caster's total. A wood elf, jungle elf, elfling or halfling "adds" 2 points of stolen spell energy to the caster's total. Of course, channelers are a choice staple, too. In dire circumstances, animals can be used, but they provide only 1 spell energy.

The more lengthy and painful the ritual in which the person is sacrificed, the more spell energy can be obtained. A "basic" sacrifice is a ritual that lasts 10 minutes, at the end of which the victim suffers a coup de grace attack. It gives the practitioner half of the normal spell energy.

For each increment of 10 minutes of torture, he gains a +1 bonus to his current spell energy, until the maximum spell energy can be gained.

Details are left to the black magician's imagination. If he comes up with imaginative ideas, he gains a +1 spell energy bonus, but also automatically gains 1 Corruption point, for he truly embraces evil of his own free will.

Once the spell energy is gained, the practitioner can keep it until he uses it. It is not unknown for a party of black magicians to practice mass rituals before they embark on an expedition.

Once a practitioner becomes a full-fledged member of the Black Order, he learns the secrets of withering magic. He no longer needs to sacrifice people, but can instead choose to spend 1 spell energy to absorb 1d6 spell energy, coming from the surrounding natural environment. Trees desiccate, herbs become dry, rivers are drained from their water, the earth cannot bear any plant life for one month after such use of magic, and so on. This ability affects a 100-square-meter radius around the practitioner. Of course, this ability is to be used only when in need, as the Dark God would not like to have his world be sucked up by mere mortals.

Unknown to all but Izrador and the head of the Order, a good part of the spell energy obtained through sacrifices is actually leached by the nearest black mirror, and "fuels" the Dark God. Otherwise he would never allow withering magic to be practiced, as it would deprive him of much-needed arcane energy. It is restricted; otherwise the lands would no longer provide sustenance for Izrador's armies.

Learning Black Magic

For the beginners, there is no formal training, which implies there are no formal spells in this style of magic. Remember, this magic is supposed to be easy to use and yet powerful. This style is also accessible to normal channelers, who will find it easier than others to use (-5 to the check DC; it is more tempting for them).

A player simply states what effect he wants to achieve. The DM determines the spell energy needed for such an effect to happen, and the PC must roll a Knowledge (black magic) skill check to see if it

Sample Black Magic Spell

Black Magic calls for a different style when formatting spells, below you will find an example of spell that can be used in your campaign, overall they can be used as plots and somewhat quick and easy to create ways of making unique rituals that may have campaign wide repercussions, or even be the central plot of a whole series of adventure!

Awful Rite of the Were-Beast

Base Spell Energy Cost: 8

Casting Time: 5 minutes

Range: Touch

Target: One creature (or two if 12 spell energy points are spent)

Duration: Instantaneous

Saving Throw: DC 20 +5 per additional spell energy point spent, Will negates

This dire ritual permanently changes a human into a were-creature of a variety chosen by the Black sorcerer. The target may attempt a Will save to completely negate the effects. In addition, the sorcerer gains 1d6 spell energy if the transformation is successful. The creature altered in this way is at least partially under the thrall of the sorcerer. However, any time the sorcerer gives the target a direct order, the target is entitled to a Will save (DC 35, -5 per week under the sorcerer's orders). If the target succeeds in saving, he is temporarily released from the sorcerer's command for 1d6 rounds, after which he may attempt another Will save. Success on this second save means he is permanently released, though still remains a were-beast; failure means he is once more the sorcerer's thrall. At any time, the sorcerer can elect to permanently release the creature from this thrall. This spell is an all-time favorite of the Order of Fear (spiritual tradition sub-order of the Black Order).

works. If successful, the effect takes place. This skill is assumed to be a class skill as soon as the character has joined the Black Order.

Guidelines for the DM: Check any spell that bears some resemblance to the effect the player describes. Its spell level gives the number of spell energy needed (i.e., spell level 5 means 5 points of spell energy are needed), and the skill check DC (15 + thrice the spell level). You will discover that many effects are already covered in the d20 rules. Any effect that provokes death, disease or pain needs 1 less spell energy and has its DC lowered by 5.

Of course, the actual amount of spell energy and the DC is always determined by the DM, and the player has no say. This magic may be tempting, powerful, and easy to use, yet it can also be capricious and betray its users. It comes from Izrador, after all.

Once the character formally joins the Black Order, however, he then learns a more elaborate style, which gives him access to spells. Those automatically succeed (no need for a skill check), as long as he spends the listed number of spell energy they require.

Side Effects: Corruption

Black magic is to be avoided if one wants to keep one's soul intact. However, desperate people sometimes turn to less-than-honorable means to keep fighting their adversaries.

Each time the black magic style is used, whatever the caster's intentions are, he must make a Corruption save (see Corruption rules).

Corruption Points

Even the stoutest and most resolute warriors of light can falter, there is no man, dwarf, elf or dunnin beyond the call of evil, whenever a soul in Aryth is exposed to the ancient evil of a devilish spirit, or an expression of the power of the dark god itself, there is a chance that his mind will shatter, that his soul will give in, and with it evil and corruption will touch him.

These rules present an optional system for those who want to present more dangers to the PCs than the mere martial and skill challenges, it is a reflection of a psychological dimension of characters, and when used by a careful GM and a dedicated player can add a whole new level of challenge and depth to the game, be it as a result of the Black Magic rules presented earlier in this chapter or as a stand alone mechanic.

Corruption Saves

A corruption save is a special Will save made in dire and relevant circumstances, dramatically appropriate moments will usually make themselves clear during a game, specially if the players take a more active role and help the GM develop the game world. Basically a Corruption save should be made when a character:

- comes into contact with a demon or fiend, whether it is under the service of Izrador or not;
- comes into contact with a creature with the [evil] descriptor (which excludes most of Izrador's servants, such as his orcish troops);
- comes into contact with an unusually powerful and Corrupt sorcerer (beyond Corruption rank 7) or legate (beyond level 7 in this class);
- casts a spell under the style of black magic (see black magic rules) or practices a ritual sacrifice in order to cast such spells.

Certain cursed magical artifacts or uniquely strong items made with the miracles granted by the dark god (for example, the famed Crown of Shadow) can also force Corruption saves if kept in contact with the character beyond one day.

All Corruption saves are made against a DC set by the entity, sorcerer or legate's CR, or the spell's cost in spell energy x3.

A character's current Corruption score is applied as a circumstance penalty to all Corruption saves. Once you start on the steady slope towards corruption, it is more and more difficult to stop.

A character that successfully saves against Corruption need not usually make another save due to the presence of the same creature on that day.

Failing a Corruption save

Every time a character fails a Corruption save, she gains 1 point of Corruption to his Corruption pool, which the player and Gm should keep track of. In addition to the corruption score, there are further effects which may not be immediately obvious to the characters and those who are in contact with the corrupted subject (see below).

Corruption & Insanity

For the characters with some insight into just how powerful and dangerous are the forces aligned against the resistance, there is a stark choice between simply giving in to those forces and giving in to despair or madness at the realization that those forces will someday win.

This insanity only has a chance to affect people who already have at least one point of Corruption. Those who have managed to avoid being corrupted do not yet have the evil insights that can lead them to insanity if they later reject attempts to further corrupt them. Each time an already corrupt sorcerer successfully saves against Corruption, he must make a second saving throw at the same DC as the first. Failure causes him to become shaken (-2 penalty on attack

Sample Major Effects

d10

Corruption Effect

- 1 The character's apelike gait means he gains a +10 innate bonus to all Climb checks and a +5 feet innate bonus to his movement rate, so long as he runs on all fours and carries nothing in his hands.
- 2 The character's skin glows faintly, giving a shadowy illumination to a 5 feet radius area around him but giving him a -4 innate penalty to all Hide checks unless he covers up every inch of skin on his body.
- 3 The character grows horns, gaining a natural gore attack form for 1d6+ Strength bonus lethal damage.
- 4 The character grows claws, enabling his unarmed attacks to deal 1d6+ Strength bonus lethal damage.
- 5 The character grows great fangs, gaining a natural bite attack form for 1d6+ Strength bonus lethal damage.
- 6 The character's body becomes bloated and swollen. He gains +1d6 hit points but has a -1 innate penalty to all Dexterity-based skill checks.
- 7 The character is little more than a skin-covered skeleton. He gains a +2 innate bonus to Dexterity and a -2 innate penalty to Strength.
- 8 The character's skull cracks open at the rear, his brain so swollen it pushes open the bone. His head is almost twice the size of any other human's. He gains a +2 innate bonus to Intelligence, but a -2 innate penalty to Constitution.
- 9 The character's entire body is covered with small, flesh-colored scales, giving him +1 natural Damage Reduction (this stacks with any existing DR if applicable).
- 10 The character's eyes acquire a red glow. He gains low-light vision out to 30 feet, or gains an innate bonus of 30 feet to his existing low-light vision, if applicable.

rolls, saving throws, skill checks and ability checks) for 1d6 rounds and gain a permanent, minor insanity as agreed by the player and DM from the list below (or from elsewhere if desired). If the player so chooses, he can instead take a Despair point (which lets him choose between despair and madness).

A sorcerer who already has a minor insanity and fails a second insanity save becomes shaken once more, this time for 3d6 rounds, and gains a permanent major insanity, as agreed by the player and DM from the list below (or from elsewhere if desired). If the player so chooses, he can instead take a Despair point (which lets him choose between despair and madness).

It is always possible to fail the save against Corruption, thus avoiding the madness or despair, if one would prefer to become corrupted rather than mad. In that case, the character willingly embraces evil. It's time for alignment change...

Minor insanities

- **Delusion:** this is any belief which is not true. It could be a mild form of paranoia, or simply a complete misunderstanding of one minor aspect of the way the world works.
- **Phobia:** choose one suitable phobia, such as that against snakes, apes, insects, or plant creatures. Whenever the PC is in the presence of a creature that could trigger the phobia, he must make a Will save (DC 20) or become panicked (-2 penalty on attack rolls, saving throws, skill checks) until he can no longer see it.
- **Sleeplessness:** the PC lies awake for several hours every night, unable to sleep or find rest. He must make a Fortitude save (DC 15) every morning or wake up fatigued (-2 to Strength and Dexterity, cannot run or charge).

Major insanities

- **Paranoia:** this is similar to delusions, but far more severe: the sorcerer believes in a number of highly personalized delusions, all of them relating to persecution and treachery towards his own self.
- **Voices:** the PC constantly hears voices (perhaps even Izrador's), often insistently demanding that he performs particular actions. Any time he is in a stressful situation (at the DM's discretion) he must make a Will save (DC 20) or

be controlled by the DM for 1d6 rounds, as he carries out an act to the order of the voices.

- **Hallucinations:** the PC sees objects which are not there, and objects which are distorted. He suffers a constant penalty of -2 to all attack rolls, whether melee or ranged.

Recovering from Insanity

A character that does not practice any black magic or have contact with corrupting influences for three months must make a Will saving throw (DC 15 for minor insanity, DC 20 for major insanity) at the end of that time to completely recover from his insanity. Spending 1 Fate point helps get rid of 1 Corruption point.

The Mechanics

A character's current Corruption is applied as a penalty to all Charisma-based skill checks when dealing with another character that is uncorrupted.

A character's current Corruption is applied as a bonus to all Charisma-based checks when dealing with other characters with at least as many Corruption points as she has, or any powerful entity of evil. Corruption is also applied as a bonus to all Intimidate checks.

Furthermore, Corruption has additional effects as follows:

- **1-2 points of Corruption:** the character may have occasional nightmares in which he commits atrocious acts, or may begin to develop a drinking problem or a taste for some drug. Often this is not so much a direct effect of the corruption as a means to control it or avoid thinking about it.
- **3-4 points of Corruption:** the character begins to question the value of acting correctly or ethically, feeling pessimistic about the future. He is likely to toy with the idea that evil is at least honest in its selfishness. Keeping to a non-evil alignment will be very difficult at this point. The PC gains a +1 bonus to Constitution and Strength.
- **5-6 points of Corruption:** the character no longer cares about others' feelings or comfort, seeing them as no more than tools to be used in his personal pursuit of pleasure, power, knowledge, or whatever else it is that motivates him. He may add his Corruption score as a circumstance bonus to all Charisma-based skill checks to manipulate NPCs for his own schemes, which can include Bluff, Diplomacy, and Intimidate at the DM's discretion. The PC gains a +1 bonus to Constitution but a -1 penalty to Wisdom.
- **7-9 points of Corruption:** the character actively seeks out powerful evil creatures in the hope of making a pact with one, if he has not already done so. In most cases, the next level he gains will be in the legate class, if this is not entirely inappropriate for some reason. If the player who plays the character is unwilling to roleplay these kinds of changes, the DM should consider taking over the character as a NPC. The PC gains a +1 bonus to Constitution but a -1 penalty to Wisdom. The character may add his Corruption score as a circumstance bonus to all Intimidate checks. Minor physical signs of his corruption will now be visible on at least part of his body: perhaps pasty-white skin, or glowing eyes, or fish scales appearing on his belly. These first signs appear when he reaches 7 points of Corruption, and get progressively worse each time he gains another point of Corruption, until at 10 points he no longer has any chance to hide his physical corruption.
- **10 or more points of Corruption:** at this point, the character is a willing and zealous servant of Izrador. His personal corruption is now so complete that he begins to directly corrupt anyone who makes peaceful contact with him, just as though he were a powerful evil entity himself. He now no longer ages, but appears unhealthy and insane to outsiders. In any event, more major physical signs of his

Sample Severe Effects

d10	Corruption Effect
1	Arms become a little longer than usual, and the character stoops slightly.
2	The character's skin becomes pasty and pale, giving him an unhealthy, anemic look.
3	Odd, fluid-filled cysts form on the character's temples.
4	The character's fingernails turn purplish-black and swell up, as though they had been hit with a hammer.
5	The character's teeth become elongated and taper sharply.
6	The character begins to put on a little excess weight.
7	The character becomes extremely thin.
8	The character's head always seems covered in bruises and lumps.
9	Fish-like or serpentine scales appear on the character's belly.
10	The character's eyes are constantly swollen and bloodshot.

corruption will now be visible to most who observe him—horns, or an apelike gait, or something similar.

Despair Points

Hope is a dying commodity in Eredane, every day the Shadow takes another few yards from the Kaladrans and Erethor means a day closer to the end of resistance. Humans are all but conquered, their leaders corrupted and their traditions and history locked away in the darkest reaches of the Shadow's libraries, Elves and dwarves turn more and more to the art of war, leaving behind all the glorious achievements of their civilizations in order to survive, gnomes trade their dignity and the lives of those around them in order to survive another day, the undeniable truth, for all of them is, the Shadow is winning.

Despair, the loss of hope is more and more frequent among the resistance, and even the long lived elves and dwarves are starting to forget how a life without the Shadow is, and turn away any chance they have of grasping a brighter future in face of the seemingly impossible odds they face at the battlefields.

Despair Saves

Any time a character fails a quest to save innocent people from harm, witnesses atrocities without acting, or in any other situation that the DM sees fit (for example, after the characters successfully killed a tyrannical legate and managed to flee, when they hear that the local people were all put to the sword as reprisals and as an example of what happens to *“those who would not protect their beloved legate from terrorists”*), he must make a Despair save. This is a Will saving throw.

Certain practices, like assassinating a helpless legate in cold blood, or other cowardly actions, that can be seen as a “lesser evil” can also force Despair saves. For example, what will a PC do about a peasant that has witnessed his resistance actions and who might denounce him to the local authorities before he could flee? How will he “silence” such an “innocent” person?

All Despair saves are made against a DC set by the force of the emotional shock (at the DM's discretion).

A character's current Despair is applied as a circumstance penalty to all Despair saves. Once you start on the steady slope towards desperation, it is more and more difficult to stop.

Consequences of failure

Each time a character fails a Despair save, she gains 1 point of Despair. There are further effects which will not be immediately obvious to the characters (see below).

Losing Despair Points

You can get rid of Despair by spending Fate Points (1 FP = 1 Despair Point). Other ways include a pilgrimage to an elven sanctuary, or staying away from occupied lands without hearing news from the Shadow for a whole month.

Witnessing acts of pure courage and bravery that are successful can also help remove a character's Despair, at least for a time: it shows the character that his fight, although difficult in the extreme, is not completely hopeless (consider that when the party reaches its goals in a particularly successful way—complete victory—the PC loses 1 Despair point).

What a DM Must Know

A character's current Despair is applied as a penalty to all Charisma-based skill checks when dealing with another character who still clings to hope (he will radiate an aura of sadness).

A character's current Despair is applied as a bonus to all Charisma-based checks when dealing with another character who

has at least as many Despair points as him, or when dealing with a servant of Izrador. Despair is also applied as a bonus to all Intimidate checks.

Furthermore, Despair has additional effects as follows:

- **1-2 points of Despair:** the character may have occasional nightmares in which he relives particularly traumatic events (he was unable to save innocents from being slaughtered, for example), or may begin to develop a drinking problem or a taste for some drug. Often this is not so much a direct effect of the despair as a means to control it or avoid thinking about it.
- **3-4 points of Despair:** the character begins to say phrases such as “What is the point of fighting when you know you won't win?” Keeping true to alignment will be very difficult. At this point, the character is constantly tempted to give up the fight and retire in loneliness, feeling that all is lost. It will take 1d6 weeks or successful roleplaying from other PCs to persuade him to once again join the fight.
- **5-6 points of Despair:** the character no longer cares about others' feelings, seeing them as no more than tools to be used in his personal fight against the Shadow (yes, this means that the character no longer cares about innocent lives if it means he can achieve his goals; he thinks that killing innocent people is sometimes necessary, and even the only way, to defeat a greater evil). At this point the character no longer makes the distinction between the goal and the means, and uses sentences such as “you can't make an omelet without breaking eggs.”
- **7-9 points of Despair:** at this point, the character feels the fight against Izrador's forces is doomed. He will begin to act in a suicidal way, feeling the desire to die in a blaze of glory. Only the wait for the right “opportunity” (i.e., dying while slaying a powerful foe, thus striking one last, hard blow to the Shadow before he is killed) will keep him alive. Every time he meets an opponent in the service of Izrador, he must make a Will save, the DC of which is set by the NPC or creature's CR. If the save is failed, the character attacks it, regardless of the likely result.
- **10+ points of Despair:** the character actively seeks out legates or other powerful servants of Izrador in the hope of making a pact with one, if he has not already done so. By now, the character believes that the fight against Izrador is doomed, and that allying with him could still save his people from complete destruction. He has come to see the enemy as a noble one, with whom deals can be made, and thinks the resistance leaders actually no longer care for the people they are supposed to protect. If the player who plays the character is unwilling to roleplay these kinds of changes, the DM should consider taking over the character as an NPC. The character may add his Despair as a circumstance bonus to all Intimidate checks, even those relating to orcs and other low-level servants of Izrador. His features look tired, his eyes cast a dark light, and even his smiles have a sinister look. At this point, the character is a traitor and will betray the resistance group to which he belongs (if he hasn't already done so). He will actively seek “conversion” into the Order of Shadow, and can begin to gain levels as a legate. He has fully and willingly embraced the Shadow, and now treads the path of Darkness.

fate Points

Fate Points are a narrative device enabling the players to have an input on the game, beyond merely describing their own actions and throwing the dice. With Fate Points, the player can alter the game world in some way to benefit his character, this usually comes into play as a mechanical benefit in exchange for dramatically appropriate and well roleplayed actions, but may also be a simple

way of giving a boost to a task or roll a player considers relevant to the game, despite how it may or may not be important to the game as a whole.

At character creation each PC gains 3 Fate Points (FPs), these may be used through the course of the game to a number of purposes, below are some examples of possible uses, but creativity and necessity should prove a better teacher than the small list of examples below.

Left for dead

PCs become unconscious when reduced to -1 hp, and die when reduced to -10 hp. However, when a PC's hit points reach -10 by any means, he may spend 1 FP to avoid being killed outright. He is instead "left for dead." A character who is left for dead appears dead to a casual examination, though he still has a chance of recovering, particularly if quickly attended to by a character with the Heal skill. If he is healed of at least 1 hp of damage within one hour of being left for dead, either with the Heal skill or by some sorcerous means, he is considered to be stable and at -9 hp. If he is not healed, he must make a Fortitude save (DC 20) after one hour. If successful, he stabilizes himself and is at -9 hp. If he fails, he is finally and irrevocably dead—whether or not he has any FPs left.

Mighty blow

Rather than rolling the damage dice on any successful hit or damaging magical attack of some kind, you can elect to declare a Mighty Blow, at the cost of 1 FP. A Mighty Blow always deals the maximum possible damage. This includes any bonus damage, such as that rolled for sneak attacks. A primitive or standard quality weapon always shatters irreparably when used to deliver a mighty blow. Even a masterwork weapon has a straight 50% chance of snapping in two, but if it does, it will usually be possible to use the broken blade as an improvised weapon—it will not be completely destroyed.

Repentance

You spend one or more FPs to leave behind your old, evil life, and make an effort to start fresh. Each FP spent in this way removes one point of Corruption or Despair.

Acquiring Fate Points

When you spend a Fate Point, it is gone forever. It does not recover with time, nor do you automatically gain new FPs as you become higher level. Each time your character accomplishes a major goal, either personally or as part of an adventuring party, he gains from 1 to 2 FPs, always at the discretion of the DM. Usually this will occur only at the successful conclusion of an adventure. An entirely unsuccessful adventure will tend to mean you do not gain any FPs as a result.

Reputation Points

In MIDNIGHT, only one thing really matters: how big is the price on your head? Be it through direct or hesitant resistance, as your character proves to be a problem to those who follow the shadow he will gain renown and fame, and with it, boons and curses will come.

Gaining Reputation Points

Reputation points are gained:

- In a specific region (although when the PC gains enough Reputation, it will eventually become continent-wide as the Shadow has decided he is a definite threat to its power. This happens when his group reaches threat level 5: see below);
- If the PC is identified (i.e., the Shadow's forces have seen his face and know his name; remember, it's always bad to

act openly in this setting). Using an "alias" (i.e., fake identity) will likely set the counter to zero again, at least for a time, until the legates discover that A and B are indeed the same person. Don't underestimate the legates' abilities to investigate! This is of course left open to each individual DM's interpretation, as the investigation about the PC's identity is most of the time unknown to him (and don't forget that legates can speak with dead and then interrogate the PC's victims if he is not careful).

Sample events that grant a bonus or penalty to current reputation points a character have are:

- For each legate killed: 5 points
- For each Shadow-aligned creature slain: 1/2 point per CR
- For each point of Despair: -1 point
- Defeat an enemy whose level or HD is 1-3 higher than PC's own: +1
- Defeat an enemy whose level or HD is 4-6 higher than PC's own: +2
- Defeat an enemy whose level or HD is 7 or higher than PC's own: +3
- PC was imprisoned & escaped after: +5
- Defeat an enemy whose reputation is 15-19: +1
- Defeat an enemy whose reputation is 20-50: +2
- Defeat an enemy whose reputation is above 50: +4
- Widely believed to be dead: -1
- Return from apparent death: +2
- Gain a character level: +1
- Complete a major scenario: +5
- For each zordrafin corith (pale mirror) destroyed: +10 points
- For each zordrafin corith (red mirror) destroyed: +20 points
- For each zordrafin corith (grand mirror) destroyed: +100 points

Using Reputation:

For every 10 points of Reputation, the character gains a -1 penalty to his Disguise checks as his features become more and more widely known.

For every 10 points of Reputation, the character gains a +1 bonus to any Charisma-based skill with any resistance-aligned NPC (or to any Intimidate check made against any servant of the Shadow).

Threat Levels

The Threat levels are computed by adjusting the average Reputation levels (rounded down) of the PCs in the party. Thus, if PC A has 3 in Reputation, B has 5, and C has 6, $3+5+6=14$; $14/3=4$. Thus the current number of Reputation points of the party is 4.

These points help determine the Threat level the party means for the Shadow. The higher the threat, the more aggressive the response. Each time a PC party gains a new Threat level, the Shadow will react increasingly. Following is an example of the potential responses from the Shadow;

- **Threat level 1 (0-10 points):** the PC has attracted the attention of a wandering wildlander (if operating in the wilderness) or a rogue (if operating in an urban environment) who is 3 levels higher than him.
- **Threat level 2 (11-20 points):** Zebrim the Slayer's band (or an equivalent bounty hunter NPC and his gang) is sent after the party.
- **Threat level 3 (21-30 points):** a legate with an astirax is now tracking the PC.
- **Threat level 4 (31-40 points):** an orcish host led by a legate and seconded by an oruk officer is now tracking the PCs.
- **Threat level 5 (41-50 points):** a small orcish army (50 orc troopers, 10 oruk officers) is now tracking the PCs. In addition, by now the party's reputation is no longer purely

regional, but he is famed (and hunted down) all over Eredane by the Shadow's forces. He has become quite a legendary character, both for the resistance and the occupation forces.

- **Threat level 6 (51-60 points):** the party has attracted the attention of the Council of Wrath, or other similar group of highly-trained assassins.
- **Threat level 7 (61-70 points):** a demon from the Aruun is especially bound in a powerful ritual and sent after the party.
- **Threat level 8 (71-90 points):** an important puppet prince/greater legate/ whatever important servant of the Shadow has sworn to kill the PCs with his own hands. Alternately, Anaximath has been dispatched to search for the party and kill them.
- **Threat level 9 (91-100 points):** A Night King (and servants) has vowed to personally capture/kill the party.

Those are of course only examples, but show an increasing degree of response from the Shadow to the threat that becomes the party to its interests, and its willingness to spend more and more precious assets to get rid of them.

Taint Mechanics

The Heart of Shadow supplement first presented a taint mechanic to be used with the MIDNIGHT setting but it is not the perfect fit for everyone, under that light we present here two options to the Taint rules that were developed before that book ever came out, each has its own advantages and flaws, but both are simple and easy enough to handle to make them worth a shot, as long as the idea of taint among heroic characters is not something you are not averse to, of course.

Option 1: Taint Rating

The Shadow of the North can slowly taint those who commit a bad act or one which furthers the Dark God's cause until they are his to command, his absolute loyal servants. Those who fall to the taint are no longer as they were, for although on the outside they may seem to be the same, acting and speaking much as they once did, the corruption that now embraces them like an evil cancer means they will commit any and all manner of diabolic transgressions in their Dark God's name, harming loved ones and family alike, and now lack all moral resolve, compassion, or mercy.

All players, regardless of class or species, begin with a taint rating of zero.

Increasing Taint Rating

Every time a character commits an act of evil (not selfish or self-serving, but hurtful, harmful, or cruel) or performs some actions which knowingly or not further the Dark God's cause, they must make a Will save of DC 14 + current Taint rating. Failing this means the character receives a point of Taint and the Dark God gains a little influence over them. For example: a thief who robs people is not necessarily evil; he certainly isn't a law-abiding or necessarily nice person, but he is not being evil enough to warrant a Taint check. However, if the same thief were to torture or even kill his victims that would certainly be an evil enough act to warrant the check.

A DM may rule, if he believes the action committed is beyond redemption, that the character automatically gains a point of Taint without allowing a save.

Effects of Taint

Whenever a character becomes tainted he has knowingly, or not, allowed the Dark God a little more influence over him. As the rating increases, the tainted becomes increasingly agitated and restless,

having troubled sleep, going off of food, hearing voices urging him to commit atrocities, seeing things, and so forth.

A character with taint may occasionally find herself urged to perform some evil deed (often when sleeping), requiring her to make a Will save of DC 14 + current Taint rating, or the Dark God's influence drives her to commit some evil. Fortunately (or maybe not so) for the character, when this happens, it is as if she has had a blackout, and has no memory of this time under the Dark God's influence, nor of any actions taken during it. Such influence rarely lasts more than a few hours—an entire night, at most. If the character succeeds on the save she resists this influence and may not be affected again for one week, though the voices and urges inevitably return.

Reducing Taint Rating

It is possible for someone who is tainted to reduce their rating but only if they are truly repentant and willing to perform some form of atonement. A tainted character may reduce their taint rating by one by performing some act of great heroism or self-sacrifice.

It is also possible for a character to reduce their taint rating through some form of atonement involving much meditation, prayer, self-reflection, and honest-to-goodness repentance.

Becoming Corrupted

There are those whose taint becomes so great they lose themselves to the Dark God completely, becoming his loyal servants from that point onward, totally loyal to the cause and totally without an ounce of morality, compassion, or goodness remaining within them.

Any character whose Taint rating equals or exceeds their Wisdom score becomes corrupted and is effectively an NPC from that point onwards.

Such corrupted beings gain the "Corrupted" template.

Redeeming the Fallen

Once a being has reached the Corrupted stage he is effectively beyond redemption, being lost to the Dark God's influence forever. However, it is feasible, if the DM allows it, that a corrupted being could return to the light by performing an act of such selfless heroism and sacrifice that it will reduce the Taint to half the character's Wisdom score. However, such an act permanently reduces the redeemed being's Wisdom by 1d2 points, reflecting that, although redeemed, he will forever be more susceptible to Taint in the future than others.

Option 2: Taint Steps


Step 1: The Nightmares

Descriptor: *The character suddenly finds himself feeling a presence. Nothing can be seen, heard, or smelt, but a sense that something is there never leaves him. The character finds his dreams filled with dread nightmares: loved ones slain, friends betraying him. The character begins to look drawn and tired, and is jumpy and paranoid.*

Effect: Each night the character must make a Fortitude save (DC 10 +1 for each successive night the save has failed). Failure means the character awakens fatigued, and is snappy and distracted. When a character has failed a number of times equal to his Constitution modifier he moves on to Step 2.

Step 2: The Whispers

Descriptor: *The character hears a quiet voice in his head, speaking to him, lying to him, telling him that everyone is lying or seeking to do him wrong, posing "what if" situations all the time, constantly throwing the character into doubt. Sometimes the voice will be belittling, or jeering, sounding like a friend or loved one, or*



a hated enemy; other times it will be soft and caring, and promise the character everything will be okay if he only will listen to it.

Effect: Each day the character must make a Will save (DC 10 +1 per previous failed attempt, up to a maximum of +20) or give in and listen to the voice, thereby suffering from a *Suggestion* as per the spell of the same name. Sometimes he says something out of character or does something inappropriate. After a character has failed a number of times equal to his Wisdom score, move on to Step 3. If the character succeeds at a number of saves in a row equal to his Wisdom he moves back to Step 1.

Step 3: The Lie and the Promise

Descriptor: *The character hears the voice clearly now, and in his own head hears it as himself, the sound of his own conscience, and as such he listens to it. The voice tells the character everyone is against him; it rationalizes what it says to the character in plausible ways, it tells the character he must act and act now before its too late, that there is no more time for doubt and indecision, that only by taking some action will he finally be safe, finally be justified. The voice promises that nothing will happen to him if he just lets go.*

Effect: The character must make a Will save (DC 15 +1 per failed previous attempt, up to a maximum of +20) each day; if she fails the save, the character is affected as though by a *Dominate Person* spell and becomes an NPC. Each day the character is allowed a new save to regain control, or when forced to do something really bad (harm a friend or loved one, kill a child, etc.). If a character fails a number of saves in a row equal to her Will save, she has fallen from grace, and moves on to Step 4. If, however, she succeeds at a number of saves in a row equal to her Will save, she moves back to Step 2.

Step 4: The Fall

Descriptor: *The character is no longer himself, he is an agent of Izrador, everything in his mind is twisted and corrupt, he hears only the voice of his lord urging him to serve him and to do his will.*

Effect: The character gains the Corrupted template (See Chapter 7 for more details).

Exalted of the Shadow

Baden's Bluff, Arc of Sennach, 99 Last Age

Screams echoed off the walls of the largely empty warehouse. The wreckage of what was once a man is strapped to a table. That the man is still alive is a testament to what a body can endure. With a smug smile the torturer discards his bloody gloves and walks toward a group of heavily armed and armored men. "An exceptional specimen; he lasted far longer than I thought, but he told me what we needed to know. The usurpers are sending a High Inquisitor and an elite team to purge the city and the dark temple of those who follow the true faith of our Dark Lord. The Inquisitor will arrive with the next troop transports."

Prestige Classes

Being a nemesis in the world of MIDNIGHT means more than in other campaigns. Here, the servants of evil are not hidden or on the run, they walk on the streets wearing their symbols proudly and can be found on any court on the larger cities, but even among them there are those who seek more, that specialize in their roles in order to better serve Izrador, and with it, to further their own agenda.

The prestige classes that follow are highly specialized, and while prestige classes from other sources may be used in the world of MIDNIGHT with some editing, these are born from the cultures and politics of the land itself. The DM of any campaign is free to use or disregard these classes as he sees fit.

Corith Adept

Through a mirror, darkly....

While the legates are generally immune to the effects of the black mirrors, the powers of the channelers in the Shadow's service are suppressed. The Night King, Sunulael, has not enjoyed this threat to his own abilities or power base and used the recent destruction of red mirror as a leverage to develop a cadre of channelers who would be able to not only function within the range of a black mirror, but would be able to draw on some of its power.

This seems to have the blessing of Izrador, although there is at least one story of a grand corith adept having his soul drained away to feed the Shadow....

Hit Die: d6

Requirements

To qualify to become a corith adept, a character must fulfill all of the following criteria.

Skills: Knowledge (Arcana) 9 ranks, Spellcraft 9 ranks.

Feats: One metamagic feat.

Spellcasting: Must know at least 13 spells of at least 1st level, and must be of the hermetic or charismatic tradition.

Other: Base Will save +5.

Special: The character must partake of a vile ritual involving the sacrifice of a sentient being presided over by a legate, who must have access to the Magic domain and be of at least 9th level, at the site of a black mirror.

Class Skills

The corith adept's class skills (and the key ability for each skill) are Climb, Craft, Handle Animal, Heal, Hide, Knowledge (Shadow), Listen, Move Silently, Profession, Ride, Search, Spot, Survival, Swim, Use Rope.

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are Class Features of the corith adept prestige class.

Weapons and Armor Proficiency: Corith adepts gain no proficiency with any weapon or armor.

Art of Magic: Corith adepts gain bonus spell energy equal to their class level. This amount is in addition to any spell energy they have from the Magecraft feat or from another class ability. In addition, the corith adept expends less of his own energy when creating magic items. The corith adept pays 10% less XP to craft any magic item regardless of its type. He must still have the appropriate feat to create the item. This reduction increases by an additional 10% at 5th level and 10th level.

Corith adept levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A

The Corith Adept

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+0	+2	Art of Magic, Improved Spellcasting, Lesser Corith Mastery
2nd	+1	+0	+0	+3	Darksight,
3rd	+1	+1	+1	+3	Dark Scrying
4th	+2	+1	+1	+4	Bonus School
5th	+2	+1	+1	+4	Bonus Feat
6th	+3	+2	+2	+5	Greater Corith Mastery
7th	+3	+2	+2	+5	Scryblast
8th	+4	+2	+2	+6	Bonus School
9th	+4	+3	+3	+6	Bonus Feat
10th	+5	+3	+3	+7	Grand Corith Mastery

character with more channeler and corith adept levels than levels in other classes adds +1 to his character level to determine the highest-level spells he can cast. For example, a chn5/cor3/rog7 can cast up to 8th-level spells.

Improved Spellcasting: Each time the character achieves a new corith adept level, he gains two new spells of any school and level he can cast (according to his new level). A corith adept can learn additional spells according to the normal rules for learning spells.

In addition, a corith adept's effective caster level increases by one each time he gains a level. This affects level-related spell effects, caster level checks, and the level of spells that the character can learn. It does not grant him any bonus spells or spell energy.

Lesser Corith Mastery (Su): The corith adept is irrevocably bonded to the power of zordrafin corith. His magic is no longer suppressed by black mirrors, but he can only recover spell energy within the range of a black mirror as shown on page 196 of the campaign setting. Also, casting spells outside the range of a black mirror costs the corith adept one extra point of spell energy (or one extra point of Con damage).

Darksight (Su): The corith adept is able to see through the darkness that surrounds a black mirror. He does not gain this ability in other areas of darkness, magical or otherwise.

Dark Scrying (Sp): The corith adept may use a black mirror to cast *greater scrying* once per day. A corith adept of sufficient level to cast this spell normally, and who has access to the Divination school, may learn this spell for free.

Bonus School: As described under the channeler base class.

Bonus Feat: As described under the channeler base class.

Greater Corith Mastery (Su): While within range of a black mirror, the corith adept is able to siphon a small portion of its power to partially ameliorate the cost of his spells. This reduces the spell energy cost of any spell cast within a corith's range by one.

Scryblast (Su): The corith adept may cast a single offensive or summon spell at any target or area viewed through the black mirror with the Dark Scrying ability, but doing so ends the scrying. The spell level cannot be higher than one half the class level of the corith adept.

Grand Corith Mastery (Su): The most powerful of corith adepts are able to further reduce the cost of spellcasting. The additional spell energy it costs a normal channeler within range of a back mirror is now the reduction in cost for a corith adept casting a spell within range. However, there is a drawback that is unknown to Corith Adepts: Every time they cast a spell there is a percentage chance equal to the reduced spell energy cost that Izrador will suck out the adept's soul and leave behind an empty shell.

Feyscourge

"No respite while a single fey still draws breath"
- Motto of the Bloody Flensers

The bitter battles fought between orc and elf and orc and dwarf has resulted in the orcs' natural racial antipathy for these and other

fey races becoming a raw, even demonic, hatred. Certain orc legates with a certain penchant for the Shadow's nihilistic hatred of all life have learned to focus this dark spite, an unholy, tangible thing, with which they seek to scourge the lands of Aryth of every last living fey.

As a symbol of their vile hatred, this unusual legate order, found only among the ranks of the orcs, have chosen to use scourges as their favored weapons, great many-tailed lashes of boro leather tipped with spines of iron and bone (medium one-handed exotic weapon; damage 1d8; crit 20/x2; 2 lbs.; slashing). The flesh-tearing wounds these weapons inflict upon the feyscourge's foes have also led to this legate order sometimes being referred to as the Bloody Flensers.

Hit Die: d8.

Requirements

To qualify to become a feyscourge, a character must fulfill all of the following criteria.

Race: Orc.

Skills: Intimidate 5 ranks, Knowledge (Shadow) 8 ranks.

Feats: Exotic Weapon Proficiency (Scourge) and Skill Focus: Knowledge (Shadow).

Spellcasting: Must be able to cast 3rd-level legate spells and have access to the Destruction or Evil domains.

Other: Must have sacrificed at least a dozen fey in a ritual flensing ceremony dedicated to Izrador which requires the use of a scourge (the ritual requires a DC 20 Knowledge (Shadow) check to be performed successfully). In addition, the character must have fought the fey in either the Erethor campaign or the Kaladrans campaigns and have personally slain at least one dozen fey in battle. The character must have been brought below zero hit points by a fey combatant at least once.

Class Skills

The feyscourge's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Knowledge (Arcana) (Int), Knowledge (Shadow) (Int), Profession (Wis), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are Class Features of the feyscourge prestige class.

Weapons and Armor Proficiency: A feyscourge is proficient with all simple and martial weapons as well as the scourge, with all types of armor, and with shields (except tower shields).

Detect Fey (Su): At will the feyscourge can detect any fey race other than the orcs. This ability works like the *detect evil* spell, except where noted.

Feybane I (Su): Any weapon the feyscourge wields gains the feybane enchantment, effectively adding 2d6 points of damage against the fey races, except for the orcs. In addition, the weapon is

The feyscourge

Class Level	Base				Special	Spells per Day
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+2	+0	+2	Detect Fey, Feybane I	
2nd	+1	+3	+0	+3		+1 level of existing class
3rd	+2	+3	+1	+3	Feybane II	
4th	+3	+4	+1	+4		+1 level of existing class
5th	+3	+4	+1	+4	Feybane III	

treated as magical for the purpose of overcoming damage reduction.

Feybane II: Any spell cast by a feyscourge carries his own hatred against the fey, dealing damage to them. Any spell cast by the feyscourge deals 2d6 points of damage to a fey blood race, except for orcs, even if it would not deal damage otherwise.

Feybane III: The feyscourge's spell DC is increased by 2 against the fey races, except orcs. This ability stacks with any other ability that heightens the DC of spells.

Hound of Darkness

It has been a hundred years since the Shadow has fallen over Erenland. For many years the followers of the Shadow have spread fear and destruction, taking what they could and giving nothing in return. Now they have done what none thought possible, taking an even deeper toll from the conquered lands by claiming the inhabitants' own will.

Since their first day legates learn the dangerous ways of politics and power struggles, seeking the highest ranks through all means necessary and taking out whoever opposes them. Those legates, born from the politics of the many circles of the Order of Shadow, leave behind all hope of a life of power in the heart of the religion of the Shadow, instead exercising their knowledge and power over the weak and innocent people of their newfound region, where they were outcast by rivals of the Order of Shadow.

Lacking any unity or contact, each hound of darkness is a single authority and frustrated legate, whose devotion to Izrador is turned against all his enemies. Occasionally a hound of darkness is known to direct the people under his influence against another legate, not only resistance groups; this usually reflects old disputes, but this can indicate a new attempt of reaching the highest rankings within the Order of Shadow.

The name "hound of darkness" was given to those religious manipulators and demagogues by a variety of resistance groups because the way they manipulate the people closely resembles how a shepherd's dog directs the sheep to avoid predators and hazards.

Hit Die: d8.

Requirements

To qualify to become a hound of darkness, a character must fulfill all of the following criteria:

BAB: +5.

Skills: Intimidate 8 ranks, Diplomacy 5 ranks, Perform (Oratory) 3 ranks.

Spells: Ability to cast 2nd-level divine spells.

Special: Must have access to the Hatred domain.

Class Skills

The hound of darkness' class skills (and the key ability for each

skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Knowledge (Arcana) (Int), Knowledge (Shadow) (Int), Perform (Oratory) (Cha), Profession (Wis), Spellcraft (Int), and Survival (Wis).

Skill Points: 2 + Int modifier.

Class Features

Weapon and Armor Proficiency: Hounds of darkness are proficient with all simple weapons, with all types of armor (light, medium, and heavy), and with shields (except tower shields).

Spells per Day: At 1st level and every two levels thereafter (3rd, 5th, 7th, and 9th) the hound of darkness gains new spells per day as if he had also gained a level in the legate class. He does not, however, gain any other benefit of the class, such as increased turning ability.

Astirax Companion: The hound of darkness class levels stack with legate levels for purposes of determining her astirax companion powers.

Fearsome Determination: The character may add his hound of darkness class level to all Intimidate checks. In addition, the character gains a +2 bonus on Fort and Will saves made against spells cast by beings not aligned with the Shadow.

Enhanced Hatred I: The hound of darkness can use the Hatred domain ability an additional time per day for every two hound of darkness class levels.

Enhanced Hatred II: The bonus gained from the Hatred domain ability increases to +3 and its duration improves to 2 minutes.

Enhanced Hatred III: The bonus gained from the Hatred domain ability increase to +4 and now applies to damage rolls of all melee attacks and direct damage divine spells cast by the character for the duration of the ability.

Tracker: The hound of darkness gains the Track feat for free, as he is adept at hunting down and persecuting foes of the Shadow.

Rabblrouser (Ex): If the hound makes a speech of at least a minute's duration to a group of people who are at least Indifferent to him and not active enemies of the Shadow and the Occupation, he may try to make them more hostile towards a specific target. This may be a specific ethnicity or locality, a fey race or all fey, Resistance agents, etc.

The hound makes a Perform (Oratory) check, adding his Hatred domain bonus if he has activated it at least once in the last 24 hours against a member of the target group. In addition, the hound of darkness may gain a synergy bonus from Bluff and Diplomacy checks, provided he has 5+ ranks on those skills.

Anyone listening to the hound of darkness must make a Will save (DC equal to the hound's Perform check result); failure means the character's attitude shifts one step towards hostility with regards to the target group. If the check fails by 5 or more, the character

The Hound of Darkness

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+0	+2	+0	+2	Fearsome Determination, astirax companion	+1 level of existing class
2nd	+1	+3	+0	+3	Enhanced Hatred I	
3rd	+2	+3	+1	+3	Rabblrouser	+1 level of existing class
4th	+3	+4	+1	+4	Tracker	
5th	+3	+4	+1	+4	Enhanced Hatred II	+1 level of existing class
6th	+4	+5	+2	+5	Compelling Fear	
7th	+5	+5	+2	+5	Dark Demagogue	+1 level of existing class
8th	+6	+6	+2	+6	Enhanced Hatred III	
9th	+6	+6	+3	+6	Compelling Manipulation	+1 level of existing class
10th	+7	+7	+3	+7	Discordant Prayer	

automatically becomes Hostile to the group instead.

Affected creatures are more likely to respond to the hound's urgings to violence against the target group, and are more disposed to follow him. All affected people gain a +2 morale bonus against social checks made by members of the target group (such as Bluff or Diplomacy checks).

Dark Demagogue (Ex): The hound can provide up to a +2 profane bonus to attacks, saves, and AC against the target group for a number of followers equal to five times her class level. A follower is any character affected by the hound of darkness' rabbleroxing. To gain the bonus the character must be within earshot of the hound of darkness. This works just like the Hatred domain ability, except that it is constant, is not improved by the hound of darkness' class abilities, and does not count against the daily uses of his domain ability.

Compelling Fear: The hound of darkness adds a +1 bonus to the DC of any fear-based spell he casts, this bonus stack with other bonuses provided by feats and abilities.

Compelling Manipulation: The hound of darkness adds a +1 bonus to the DC of any charm or compulsion spell he casts, this bonus stack with other bonuses provided by feats and abilities.

Discordant Prayer (Sp): The hound of darkness may chant a Discordant Prayer once per day. This ability work just like the spell *song of discord*, with a caster level equal to the hound of darkness' character level.

Legate Seer

"Beware this legate that appears to be blind. Notice how he never trips on the cobblestones, and how he always finds his path. That legate may be blind, but he sees better than you or I."

Within the Order of Shadow there are those who undergo a hidden ritual during which their eyes are torn out; however, through this ritual Izrador's power grants them the power of "Sight." This power is not sight in the traditional sense, but more a mystical awareness, an extension of the mind's eye.

Through the use of this Sight these seers are able to see far and wide across Eredane within moments in order to search out people and places their Dark Lord seeks. Using the Sight, however, is both mentally and physically taxing.

The seers may be blind to most, but thanks to this ability they in truth see more than people realize. All legate seers are branded with the tattoo of a third eye in the middle of their foreheads, while their redundant eye sockets are frequently bound with cloth.

Hit Die: d6.

Requirements

To qualify to become a legate seer, a character must fulfill all of the following criteria.

Saves: Base Will save +4.

Feats: Spell Focus (Divination), Iron Will.

Skills: Concentration 8 ranks, Knowledge (Shadow) 4 ranks, Spellcraft 4 ranks.

Spellcasting: Must be able to cast 3rd-level divine spells and have access to spells of the divination school.

Special: Must be ritually blinded by the removal of both eyes, have iron nails driven into his eye sockets or otherwise cruelly have their mundane sight removed permanently from him or her.

Class Skills

The legate seer's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Knowledge (Arcana) (Int), Knowledge (Shadow) (Int), Listen (Wis), Profession (Wis), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All the following are class features of the legate seer prestige class.

Weapon and Armor Proficiency: A legate seer gains no additional armor or weapon proficiencies.

Blindsight (Ex): At 1st level the seer's newly awakened Sight causes his mind's eye to sense his surroundings, providing him with a mental image of his surroundings to the range specified. This Sight is far more acute than normal vision, and is unimpeded by any invisibility or darkness effects and most types of concealment, though the seer must have a line of effect to a creature or object to discern it. The seer does not need to make any Spot or Listen checks to notice creatures within range of the seer's blindsight. This ability also allows the Seer to take notice of any bodiless spirit around him, as well as any other incorporeal creature.

The Sight (Sp): At 1st level, just after their ritual blinding, their sight manifests itself. This essentially allows seers to reach out with their mind's eye and see far off places. This works for all intents and purposes as the spell *scrying*, but may be used at will, though for no longer than the seer's class level in minutes per use. Using this ability is physically and mentally taxing, requiring the seer to make a Fortitude save at DC 14, +2 per additional use in the same day. If failed, the seer loses a number of temporary constitution points equal to the amount by which the save was failed, as the strain of using the sight and the backlash of the mind's eye being yanked back in to the seer's mind catches up. If Constitution is reduced to 0 or below the seer falls unconscious for 1d4 minutes.

Evil Eye (Sp): Beginning at 2nd level and then again at 4th level, the seer gains the ability to use the evil eye on anyone within the range of his blindsight. The evil eye works exactly as a *bestow curse* spell cast at the seer's class level.

Prying Eye (Sp): At 3rd level a seer can send his mind's eye out in many directions at once; in effect this works exactly like the *prying eyes* spell cast at the seer's class level.

All-Seeing Eye (Ex): When a seer reaches 5th level the power of his sight has grown to such extent that the seer gains Evasion within the range of his blindsight. If he makes a successful Reflex

The Legate Seer

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+0	+0	+0	+2	Blind Sight 20 ft., The Sight	+1 level of existing class
2nd	+1	+0	+0	+3	Evil Eye 1/day	+1 level of existing class
3rd	+1	+1	+1	+3	Blind Sight 40 ft., Prying Eye 1/day	+1 level of existing class
4th	+2	+1	+1	+4	Evil Eye 2/day	+1 level of existing class
5th	+2	+1	+1	+4	Blind Sight 60 ft., All-Seeing Eye	+1 level of existing class

saving throw against an attack that normally deals half damage on a successful save, he instead take no damage. The all-seeing eye ability is only of any use to the seer if he is wearing no or light armor.

Restriction: A Legate Seer can never have his eye sight restored by spells and effects, any spell that would restore their sight either fails or is unable to achieve that particular result, depending on whether it would accomplish something else or not.

Legate Warlord

The beast appeared to have been a horse at one time, but was no longer. The majestic animal had been changed by Izrador's dark priests. Its hooves were as sharp as obsidian, and blood frothed from its mouth with every breath it took. The beast was a horror to be feared, but not as much as the dark legate that broke the creature to his will and rode it as a mount.

The highest ranks of the soldier legates include dark champions that are both dynamic leaders and powerful combatants, but also infamous for their vile devotion to Izrador. These champions, the legate warlords, are the martial equivalent of the Greater Legates, but without the same level of power and influence—except on the battlefield, or in the barracks.

The legate warlords are typically personally chosen by the Night King, Jahzir, but Sunulael also elevates powerful soldier legates to these ranks from time to time. It is thought that these legate warlords, besides serving as martial commanders, also serve as pawns in the battles between these two Night Kings.

While rivalry between and among legate warlords can be fierce, in the main they seem to be of a more practical bent than their more mystical brethren, and thus more focused on achieving the Shadow's goals rather than simply "playing politics." Of course, there are exceptions.

Legate warlords no longer have an astirax companion. Instead, they gain a heavy warhorse beast of Izrador or other suitable mount with the beast of Izrador template. The beast is relatively loyal to its master. Should the beast be slain, the legate warlord must journey to a temple of Shadow with a grand mirror and there petition Izrador for a replacement; this is normally accomplished by the legate offering a heavy warhorse of the finest quality, the sacrifice of a magic item, half a dozen fey, or a powerful channeler in the service of good.

Hit Die: d8.

Requirements

Skills: Intimidate 12 ranks, Ride 9 ranks.

Feats: Combat Expertise, Iron Will, Leadership, Mounted Combat, Weapon Focus (longsword), Weapon Specialization (longsword).

Spellcasting: Must be able to cast 3rd-level legate spells and have access to the War domain.

Special: Must be commissioned in a ceremony by either Jahzir or Sunulael.

Class Skills

The legate warlord's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Jump (Str), Knowledge (Arcana) (Int), Knowledge (Shadow) (Int), Profession (Wis), Ride (Dex), Spellcraft (Int), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

Class Features

Weapon and Armor Proficiency: Legate warlords are proficient with all simple and martial weapons, shields (except tower shields) and all armor.

Spells per Day: The legate warlord is treated as a legate of one level higher at every even level of this prestige class, but he does not gain the other abilities that normally accrue to a higher-level legate (e.g., rebuking undead, level-dependent domain abilities).

Inspire Courage (Su): The legate warlord gains the supernatural ability (mind-affecting, language-dependent) to inspire courage as per the bard ability. This ability is useable once per day per legate warlord level. It takes a full-round action to activate, during which time allies that are to be affected must hear the legate warlord speak. The effect lasts as long as the legate warlord continues his rallying speech (requiring a standard action each round due to the level of concentration required) plus another 5 rounds. Allies affected by this ability gain a +1 morale bonus on saving throws against *charm* and *fear* effects and a +1 morale bonus to weapon attack and damage rolls. This bonus increases to +2 at 4th level, +3 at 7th level, and +4 at 10th level.

Bonus Feats: The legate warlord gains the bonus feats of Greater Weapon Focus and Greater Weapon Specialization at the levels indicated even though these feats are normally restricted to fighters.

Blade Profane (Su): Any longsword wielded by a legate warlord is surrounded by a constant nimbus of black flames. This inflicts 1d6 negative energy damage with any successful attack, plus the opponent must make a Fortitude save (DC 10 + 1/2 legate warlord class levels + Cha bonus) or suffer one point of Strength damage. In addition, the blade is treated as Evil and Magic for the purpose of overcoming damage reduction.

The Legate Warlord

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+1	+2	+0	+2	Inspire Courage I, Warhorse Beast of Izrador	
2nd	+2	+3	+0	+3		+1 level of existing class
3rd	+3	+3	+1	+3	Greater Weapon Focus (longsword)	
4th	+4	+4	+1	+4	Inspire Courage II	+1 level of existing class
5th	+5	+4	+1	+4		
6th	+6	+5	+2	+5	Greater Weapon Specialization (longsword)	+1 level of existing class
7th	+7	+5	+2	+5	Inspire Courage III	
8th	+8	+6	+2	+6		+1 level of existing class
9th	+9	+6	+3	+6	Blade Profane (longsword)	
10th	+10	+7	+3	+7	Inspire Courage IV	+1 level of existing class

Narandralud, The Husband-Guards

*"There I see my bride,
Her arms red-hued with the blood of the accursed Fey,
Her tusks red-hued with the blood of the weakling Men,
She does the work of our God."*

*"There I see my bride,
Her hate sends the weak to cower,
Her hate freezes the sky,
Her hate fills my heart with strength."*

*"There I see my bride,
Her belly full of my young,
The poison of her milk winnows the weak from the strong,
I will not bend nor break,
My hate for her is as shallow as a stream."
- Chant of Marriage and War, the battle-song of the
Narandralud*

According to the laws and myths of the odrendor, those priestesses who find favor with their Dark God are taken as His spiritual brides, becoming the *Kurasatch Udareen*, the mother-wives. While they claim that all the children they bear are the progeny of Izrador himself, the truth is that the priestesses mate with carefully selected male warriors, champions and warchiefs. In the last 40 years, just two generations of orcs, a new phenomenon has arisen: the cult of the narand udareen, roughly, "the husbands of the wives." This group, called more commonly the Narandralud (husband-guards), is a band of male orc warriors of exceptional skill who become bound to priestesses as life-long mates and guardians.

Many traditionalist *Kurasatch Udareen* find this process abominable; by taking only one mate, you deny yourself the opportunity to mate with whichever warrior is strongest at the time, and you reduce the chance of producing the best and strongest offspring. Indeed, only a few of the more organized and "civilized" tribes, those whom Izrador has been influencing toward a more lawful nature, employ this practice. Notable amongst the great tribes that have Narandralud wed to their *Kurasatch Udareen* are: the Mother of Earth, the Sword Mother, the Blind Mother, the Mother of Lies, the Iron Mother, and the Dark Mother. Many others, the "wild" tribes such as the Feral Mother, the Wolf Mother, and the Moon Mother follow the belief that having a single mate is a practice worthy only of degenerate and weak tribes. Interestingly, the patriarchal orcs of the Pale Mother have nothing but contempt for the Narandralud, even though they represent a way for males to achieve great prestige in a female-dominated tribe.

The ritual that binds the husband-guards and mother-wives together is a perversion of the simple beauty of the elven marriage ceremony: the couple is joined by elder priestesses (always *Kurasatch Udareen*, never human legates) with vows of eternal loyalty to each other and to the One Dark God, while invoking the power of the Shadow. They are bound with cords of each others hair and inducted with spells that link their emotions and allow their black souls to touch. A strange feature of such unions is that, sometimes, they have a quality utterly absent from normal orcish life: a Narandralud and a *Kurasatch Udareen* are capable of feeling, and expressing, something close to true love for each other and their offspring. Such feelings are closely guarded between the couple, as they would be stamped out by the other priestesses if known. It seems unlikely that giving his minions the ability to love was Izrador's intention; perhaps it is simply the intimacy of the bond that allows the normally callous and hate-ridden orcs to share empathy with each other.

Nevertheless, none can doubt the Narandralud are a fierce and powerful force; they overmatch almost all other orcs in martial skill, save a few great leaders such as the Fey-Killer and the One-Arm, and not many in the elven army or the resistance can stand up to them. Despite this, however, the husband-guard is an essentially reactive and defensive force, unsuited in temperament to launching raids due to their close bond with their priestess-wives. Narandralud are seldom found away from the sides of their brides, preferring to remain close at hand to defend them during battle, ceremonies, and even in the day-to-day business of governing an orc warren. Many are wiser and more intelligent than other orcish males, and can provide good counsel to their mates, making them all the more valuable to keep near. The Narandralud try to keep each other apprised of the general situation of their brides, so that they may foresee greater threats and act to stop them. Though there is virtually no central organization among them, and their leader is in name only, the husband-guards have marched to war before, gathering at the stronghold of the Dark Mother Tribe and bringing destruction to a conclave of dwarven assassins who were training in secret to cut out the spiritual heart of their enemies by murdering the mother-wives in their lairs.

The truth that few know is that Izrador holds the husband-guards in high favor, as he Himself inspired their founding. They are part of his long-term plan for placing a band of iron around Erenland, securing his reign for a thousand millennia, until the day he can rise again to the heavens. By placing the seeds of orderly thought, strategy, and long-term planning in the vile minds already primed with base cunning, raw hatred, and blind obedience, He hopes to change the future of the orcish people, bending them closer to His will and making them a better tool for domination. The Narandralud represent Izrador's vision of the future of the orcish people, an unyielding, single-minded, dutiful army that will settle like an

The Narandralud

Class	Base Attack	Fort	Ref	Will	
Level	Bonus	Save	Save	Save	Special
1st	+1	+2	+0	+0	Readiness, Link
2nd	+2	+3	+0	+0	Devotion, Husband's Fury
3rd	+3	+3	+1	+1	Bonus Fighter Feat
4th	+4	+4	+1	+1	Bloodbond
5th	+5	+4	+1	+1	Dark God's Favor
6th	+6	+5	+2	+2	Bonus Fighter Feat
7th	+7	+5	+2	+2	Potency
8th	+8	+6	+2	+2	
9th	+9	+6	+3	+3	Bonus Fighter Feat
10th	+10	+7	+3	+3	Soulbond

armored shroud over Eredane, quenching the Light forevermore.

In the high councils of Theros Obsidia, many legates pour circumspect scorn on their God's plans, seeing the orcs as incapable of rising above their bestial natures. Sunulael himself would dearly like to see this plan fail, as he wonders if even the Order of Shadow may become superfluous if a new breed of intelligent, devoted orcs is born.

Requirements

Race: Orc.

Gender: Must be male.

Alignment: Any non-chaotic, non-good.

Base Attack Bonus: +8.

Feats: Alertness, Combat Expertise.

Skills: Healing 4 ranks, Sense Motive 4 ranks.

Special: The character must be wed to a mother-wife and swear an oath to defend her to his own death.

Class Skills

The Narandralud's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Jump (Str), Listen (Wis), Ride (Dex), Sense Motive (Wis), Spot (Wis) and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

Class Features

Readiness (Ex): When within 50' of his bride, a Narandralud is never surprised and gains a bonus to initiative equal to her Charisma modifier.

Link (Sp): If separated from his charge, the husband-guard can channel his spiritual bond to find his mate. Once per day, the Narandralud can cast the equivalent of *locate creature*, except it has unlimited range and can only locate his bride. This spell-like ability takes a full minute to use.

Devotion (Ex): The Narandralud gains a +4 bonus to Will saves to resist enchantment spells and effects, but must voluntarily forego any and all Will saving throws against enchantment spells cast by any *Kurasatch Udareen* (whether his bride or not).

Husband's Fury (Ex): Once per day, the Narandralud may suffuse himself with the energy of Izrador in the name of defending his bride, entering a state similar to a barbarian's rage. He must be near his bride, and she must be under threat from enemies. In this state, he gains +4 Str and Con, and a +2 morale bonus to attacks and damage against those who directly threaten his bride. The Str and Con bonuses do not stack with barbarian rage. The husband's fury lasts 10 rounds or until the bride is out of danger, and once it ends the Narandralud is fatigued.

Bloodbond (Su): At this stage, the Narandralud is able to undergo the ritual that links the life forces of him and his bride.

They are permanently linked by a *shield other* spell, so that the bride gains a +1 deflection bonus to AC and a +1 resistance bonus to saves, and half of all hit point damage the bride takes is dealt instead to her husband.

Dark God's Favor (Su): The Narandralud draws power from his bride, gaining a bonus to all saves equal to her Cha mod as long as he is within 50' of her.

Potency (Ex): Any offspring of the Narandralud and his bride are likely to be stronger and cleverer than their peers. They may reroll any two of their ability score rolls, and take the best result. Alternatively, if a point-buy character generation method is used, they gain +2 to any two ability scores, selected by the Narandralud at the time of birth.

Soulbond (Su): Any spell effect, such as *charms*, temporary ability damage, level-draining or death effects (and many more) that affect the *Kurasatch Udareen* may, at her discretion, be shifted to the Narandralud instead. Against spells that shift targets in this way, the Narandralud has a spell resistance of 10+class level.

Endless Loyalty: If a Narandralud fails to obey an important order by his bride, betrays her by adultery, or becomes chaotic in alignment, he loses all class abilities (except bonus feats) until she or one of her superiors among the *Kurasatch Udareen* grants him *atonement*. If she dies while he lives, the Narandralud is expected to take his own life as penance. If he does not, he will be hunted down and killed by his brothers of the Narandralud.

Soldier Legate

Among the factions of the Order of the Shadow few can stand apart from the infighting and political intrigue. One of these groups is the soldier legates.

The soldiers of Shadow are warrior-priests that serve the armies of Izrador. Though not within the formal orc chain of command, they are typically assigned to specific armies where they follow the orders of the commanding warchiefs. Though it is not common, some soldiers serve as standing advisors to the regional governors, and both the Night Kings Sunulael and Jahzir travel with loyal personal guards made up of these dark knights.

Though they are technically of higher rank than lesser legates, soldier legates are a group apart. They do not typically participate in the dark intrigues of their brother priests and rarely aspire to be anything but devout warriors in service to the Shadow.

Hit Die: d8.

Requirements

To qualify to become a soldier legate, a character must fulfill all of the following criteria.

The Soldier Legate

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+1	+2	+0	+2	One Master, Dark Herald, Fiendish Astirax	+1 level of existing class
2nd	+2	+3	+0	+3	Uncanny Dodge	
3rd	+3	+3	+1	+3	Bonus Feat	
4th	+4	+4	+1	+4	Frightful Presence 1/day	+1 level of existing class
5th	+5	+4	+1	+4		
6th	+6	+5	+2	+5	Bonus Feat, Improved Uncanny Dodge	
7th	+7	+5	+2	+5	Frightful Presence 2/day	+1 level of existing class
8th	+8	+6	+2	+6		
9th	+9	+6	+3	+6	Bonus Feat	
10th	+10	+7	+3	+7	Frightful Presence 3/day	+1 level of existing class



Feats: Power Attack, Weapon Focus (any).

Skills: Intimidate 4 ranks, Knowledge (Shadow) 5 ranks.

Special: Must prove their martial prowess in order to be accepted among the ranks of the soldier legates.

Class Skills

The soldier legate's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Knowledge (Shadow) (Int), Profession (Wis), Spellcraft (Int) and Survival (Wis)

Skill Points at Each Level: 2 + Int modifier.

Class Features

All the following are class features of the soldier legate prestige class.

Weapon and Armor Proficiency: A soldier legate gains no additional armor or weapon proficiencies.

One Master: All soldier legates of 1st level belong to the armies of one of the Night Kings, and depending in which army they belong they receive a specific benefit, as follows.

Night King	Benefit
Ardherin	Spell resistance equal to 10 + half class level
Jahzir	Smite good 1/day
Sunulael	Dark blessing (Cha bonus to saves)

Zardrix, the embodiment of the Shadow's wrath is too unconcerned about the mundane politics and takes no army of her own.

Dark Herald: At 1st level the soldier legate's reputation is such that when an enemy first sees him he must make a Will save of DC 10 + levels in this prestige class or be shaken, suffering a -2 penalty to attack rolls, saves, skill checks, and ability checks. This effect persists, allowing the affected a new save each round until he finally overcomes the effect.

Fiendish Astirax: At 1st level a soldier legate's astirax is vicious and aggressive, and any creature it possesses also has the Fiendish template applied, notice no physical changes are made to the animal, it merely receives the abilities and powers for as long as the astirax is possessing it.

Bonus Feat: From 3rd level the soldier legate gains a bonus feat every three levels (6th, and again at 9th). These bonus feats must be chosen from those available as bonus fighter feats.

Frightful Presence: Beginning at 4th level the soldier legate gains the frightful presence ability as detailed in the MM. The frightful presence ability works to a radius of 10 ft. per level of this prestige class. This ability may be used 1/day at 4th level, 2/day at 7th, and 3/day at 10th.

Uncanny Dodge (Ex): The soldier legate at 2nd level gains the ability to react to danger before his senses would normally allow him to even be aware of it. He retains his Dex bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker (he still loses any Dex bonus to AC if immobilized). If the soldier legate gains Uncanny Dodge from a second class then this becomes Improved Uncanny Dodge.

Improved Uncanny Dodge (Ex): At 6th level the soldier legate can no longer be flanked, since he can react to opponents on opposite sides of him as easily as he can react to a single attacker. This defense denies rogues the ability to use flank attacks to sneak attack the soldier legate. The exception to this defense is that a rogue at least four levels higher than the soldier legate can flank him (and thus sneak attack him). If Improved Uncanny Dodge is gained by a second class, then the levels from those classes stack to determine the minimum rogue level needed to flank them.

Legendary Classes

Legendary classes present high-level options for characters on the verge of greatness, whose names will be passed down for generations to those who perpetuate the reign of the shadow. They number in the mere dozens among the millions of beings on the world of Aryth. Although similar in concept and appearance to prestige classes, they represent far more. They describe the pinnacle of a nemesis' potential. He or she has devoted his entire being, and will probably sacrifice his life, in the name of Izrador.

Class Mechanics

Legendary classes have all of the same progressions as normal classes: base attack bonus, saving throws, and special abilities. They also have unique class skill packages and proficiencies. Like prestige classes, legendary classes have prerequisites that must be fulfilled before the first legendary class level may be selected.

The Preparation

A character must announce his intention to take a legendary class well in advance of ever taking a level in it. In game terms, this represents the character developing a single-minded devotion to his skills and abilities. Two levels before the character takes his first legendary class level, he must announce his commitment. Once the character has announced the level at which he will become a legend, there is no turning back.

The Power

Legendary characters have access to powers and abilities beyond the reach of those who have chosen ordinary lives and less impressive legacies. They also wield greater control over the development of their powers than other characters, having choices to make as they rise in level and power.

For each legendary class level gained, the character may choose one special ability from those listed. The power and scope of this ability are determined at that time and do not increase as the character goes up in levels. No power may be chosen more than once. This always means a sacrifice for the character, but sometimes the rewards of patience are worth the wait.

The Price

Once a character has begun to walk the path of a legend, he may not turn back even if his faith is shattered or his kingdom lost. The forces acting upon him are great, and he cannot resist the tidal waves of fate he has chosen to ride. Once a character chooses to take a legendary class level, he may not choose any other classes until the legendary class has been completed.

Legate General

The lands governed by the Shadow are enormous in both size and scope, and the Night Kings cannot be everywhere at once. The Legate Generals lead entire fronts into battle.

Certain soldier legates distinguish themselves on the field of battle by their inspiring (or intimidating) leadership, outstanding tactical sense, and a solid grasp of strategy. The greatest of these become Legate Generals.

Hit Die: d8.

Requirements

Base Attack Bonus: +11.

Skills: Diplomacy 6 ranks, Intimidate 12 ranks, Knowledge (Shadow) 6 ranks, Profession (Soldier) 15 ranks, Sense Motive 6 ranks, Spot 6 ranks.

Feats: Combat Expertise, Greater Weapon Focus (longsword), Iron Will, Leadership, Mounted Combat, Weapon Focus (longsword), Weapon Specialization (longsword), and either Companion Beast or Sword-bonded Astirax.

Spellcasting: Must be able to cast 2nd-level legate spells and have access to the War domain.

Special: Must be commissioned in a ceremony by a Legate General of at least 3rd level, a Greater Legate (or higher), or a Night King. Jahzir is the most likely to identify and commission candidates for this class.

Class Skills

The Legate General's class skills (and the key ability for each skill) are Craft (Int), Diplomacy (Cha), Heal (Wis), Intimidate (Cha), Knowledge (all skills taken individually) (Int), Profession (Int), Sense Motive (Wis), and Spot (Wis).

Skill Points at Each Level: 2 + Int modifier.

Class Features

Legate General Ability: At each level a Legate General gains a new ability from the list below. Any ability may be chosen, but each ability may only be chosen once. The power of the ability is dependent on what level the ability was chosen at. Differences in an individual ability strength are described in the ability description.

Armor Optimization (Ex): As a result of the Legate General's long experience in battle, he is able to better use his armor for protection and gains a +1 legendary bonus per power level, which stacks with all other existing bonuses to AC and applies even when flat-footed.

Aura of Command (Ex): By taking a standard action each round to issue orders and rally his troops, the Legate General provides all of his soldiers who can either hear his orders or see his battlefield signals with a +1 circumstance bonus per power level to attack rolls, armor class, or Will saving throws. The Legate General decides each round which bonus will apply.

Battle Hardened (Ex): The Legate General gains damage reduction of 1/- per power level.

Uncanny Battle Awareness (Ex): The Legate General gains the following special abilities/qualities based on the power level at which this ability is selected (all previous abilities are also gained):

- **I:** The Legate General can react to danger before his senses would normally allow him to do so. He retains his Dexterity bonus to AC (if any) even if he is caught flat-footed or struck by an invisible attacker. However, he still loses his Dexterity bonus to AC if immobilized. This is the same as the uncanny dodge class ability of a 4th level rogue. If the Legate General already has uncanny dodge from a different class he automatically gains the equivalent of improved uncanny dodge (see II below) instead.
- **II:** The Legate General can no longer be flanked. His battle

senses deny a rogue the ability to sneak attack the character by flanking irrespective of the rogue's level (unlike the rogue's equivalent ability).

- **III:** The Legate General's battle senses grant him an ability similar to a rogue's evasion. He can thus avoid magical and unusual attacks with unusual foresight. If he makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, he instead takes no damage. Unlike the rogue ability, this ability can be used even in medium or heavy armor.
- **IV:** The Legate General's combat senses are so finely honed that he gains his Wisdom modifier as a bonus to his initiative roll. This stacks with all existing bonuses to initiative.
- **V:** The Legate General's battle senses are preternaturally sharp and he gains a dodge bonus to his AC equal to his Wisdom modifier. In addition, he may add his Wisdom modifier to all Reflex saving throws.

Enhanced Charisma (Ex): The Legate General gains a +1 legendary bonus to Charisma per power level.

Enhanced Constitution (Ex): The Legate General gains a +1 legendary bonus to Constitution per power level.

Enhanced Strength (Ex): The Legate General gains a +1 legendary bonus to Strength per power level.

Enhanced Wisdom (Ex): The Legate General gains a +1 legendary bonus to Wisdom per power level.

Improved Spellcasting: The Greater Legate gains one legate spellcaster level per power level.

Master of Tactics (Ex): The Legate General may grant his soldiers an extra move action on his turn (which does not count against their allowed actions for the round) once per day per power level. Those affected must be able to hear the Legate General's instructions or see his battlefield signals.

Profane Blade (Su): Through a 24-hour ritual that requires the sacrifice of a suitable foe (DM's discretion), the Legate General is able to impart abilities to a single longsword in his possession that give it the equivalent of a +2 enhancement bonus per power level of this ability. Of course, the weapon's actual enhancement bonus may not exceed +5; the other "plusses" must be spent on other weapon enhancements chosen from this list: bane, defending, flaming, frost, ghost touch, icy burst, keen, mighty cleaving, spell-storing, unholy, vicious and vorpal. The weapon's abilities only work in the hands of the Legate General owner. Should the Legate General be parted from his weapon for 24 hours or more he must go through the ritual again. He can also use the ritual to change the longsword's powers at any time.

Greater Legate

"All Greater Legates could only have reached their high station through the careful and subtle exercise of power and influence. Each is a master of misdirection, long-term planning, and manipulation, and every one has plans within

The Legate General

Class Level	Base				Special
	Attack Bonus	Fort Save	Ref Save	Will Save	
1st	+1	+2	+0	+2	Legate General Ability I
2nd	+2	+3	+0	+3	Legate General Ability II
3rd	+3	+3	+1	+3	Legate General Ability III
4th	+4	+4	+1	+4	Legate General Ability IV
5th	+5	+4	+1	+4	Legate General Ability V

plans and personal ambitions to rise above his fellows."
- Excerpt from the MIDNIGHT Campaign Setting.

The Greater Legates are a group of currently only 87 individuals, and they are the eldest and most powerful of the Order of Shadow's clerics. Many have been alive—or undead—for thousands of years, and are wise, clever, and uncannily subtle. Most of the Greater Legates serve the enigmatic ways of the shadow, seldom leaving Theros Obsidia. Some are personal advisors and servants of the Night Kings, and there are even some who move among the realms of man and fey as powerful, but secret, agents of Izrador himself.

All Greater Legates could only have reached their high station through the careful and subtle exercise of power and influence. Each is a master of misdirection, long-term planning, and manipulation, and every one has plans within plans and personal ambitions to rise above his fellows.

Hit Die: d8.

Requirements

To qualify to become a Greater Legate, a character must fulfill all of the following criteria.

Spellcasting: Must be able to cast 5th-level divine spells.

Statistics: Wisdom 18+.

Skills: 9 ranks in Bluff, 18 ranks in Knowledge (Shadow), and 14 ranks Spellcraft.

Feats: Sense Nexus, Extra Turning (rebuking), and any two metamagic or item creation feats.

Special: Only the most conniving and useful of the Order of Shadow ever make themselves so invaluable and prized that they are allowed among the ranks of the Greater Legates. As such, only Sunulael or Izrador himself may raise someone to this post.

Class Skills

The Greater Legate's class skills (and the key ability for each skill) are Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Disguise (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Knowledge (Arcana) (Int), Knowledge (Shadow) (Int), Profession (Wis), Sense Motive (Wis), and Spellcraft (Int).

Skill Points at Each Level: 4 + Int modifier.

Quests

The Greater Legates have three quests. First, they must seek out all power nexuses in order to ensure their power is placed under the power of the Order of Shadow, and therefore Izrador.

Their second quest is to ensure all resistance to Izrador's rule is crushed or supplanted. In this task they are constantly routing out resistance cells and troublemakers, and either corrupt them or kill them to remove their threat.

The final quest they must undertake is the most important of all, and that is to ensure that all settlements are subjugated in order for a temple to be raised, thereby allowing a corith to be constructed, expanding the network of black mirrors and increasing the amount

of magical energy for Izrador to absorb. They do this wholeheartedly for a number of reasons. First and foremost, the Dark God promises great rewards for those who help once he ascends back into the heavens. However, they also hope to either join or replace the Night Kings, and a few even dream of replacing Izrador himself and ascending in his place.

Class Features

Greater Legate Ability: At each level a Greater Legate gains a new ability from the list below. Any ability may be chosen, but each ability may only be chosen once. The power of the ability is dependent on what level the ability was chosen at. Differences in an individual ability strength are described in the ability description.

Spellcasting: A Greater Legate continues to gain spells as if his base legate class had increased. For example, a 15th-level legate has 3 levels of Greater Legate; he therefore has the spell progression of an 18th-level legate.

Enhanced Wisdom: The character gains a +1 legendary bonus to Wisdom per power level. This is a one-time bonus.

Frightful Presence (Su): The character gains the frightful presence ability as detailed in the MM. The frightful presence ability works to a radius of 30 ft. per power level.

Scent of Treachery (Su): Once per day per power level, the Greater Legate may make a Concentration check (DC 15) to uncover the general location of any dissenter within a number of miles equal to this ability's power level. The Greater Legate does not know any specifics about where his target is, only that the target is in the given direction.

Shadow's Recall (Su): The connection of the Greater Legates to Izrador is such that once per power level a Greater Legate can return from the dead. The Greater Legate returns whole and unharmed, coalescing in the temple in Theros Obsidia a number of days after their death equal to 10 - Con modifier.

Undead Greater Legates are restored to their undead status instead, and are probably going to be out for revenge soon after that.

Dark God's Protection: The Dark God Izrador provides his legates a protective aura of power, lending them a +1 legendary bonus to AC for each power level. This is a one-time bonus.

Bless the Faithful: Greater Legates resonate with the power of Izrador, which instills within his loyal followers and minions a feeling of power and security, as well as a sense of impending triumph over their enemies. This aura extends to 15 feet per power level, and provides a +1 legendary bonus per power level to all skill checks, saving throws, attack rolls, and damage rolls. This bonus lasts for one minute per power level, and this ability may only be used once per day per power level.

The Greater Legate

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+0	+2	Power of Izrador I
2nd	+1	+3	+0	+3	Power of Izrador II
3rd	+2	+3	+1	+3	Power of Izrador III
4th	+3	+4	+1	+4	Power of Izrador IV
5th	+3	+4	+1	+4	Power of Izrador V

New Core Class

Core or Prestige?

The Heart of Shadow supplement presents a *Kurasatch Udareen* prestige class for use in your campaign, while that may seem appropriate we considered the dedication and focus the character needs to ever become a mother-wife of Izrador is far greater than that, it requires an early start and commits most of her mind and soul to the dark god, additionally this class makes full use of the tiers used for the new 2nd Edition Setting classes, in any case we do not recommend the use of both in a single game, or at least characters, the prestige class considers the *Kurasatch Udareen* to be channelers and this class places them as divine casters in the service of the dark god, aside from the magic type being different this also shows one thing, even in the eyes of the dark god, there is more than one way to serve him, and in the end, both can be equally powerful and right, at least as far as serving Izrador can be right.

Kurasatch Udareen

The mother-wives of Izrador are the rulers and guides of orchish culture, the fosterers of hate, and the wielders of the iron rod of discipline. Most importantly, they are the interpreters of the Shadow's will to his chosen people. Rivals of the Order of Shadow, they consider themselves and their brood closer to the One Dark God's form and purpose, more perfect reflections of his dark majesty. Out of jealousy, the Order has kept the secrets of binding astraxers from the *Kurasatch Udareen*, and also the methods and prayers for the creation of black mirrors and how to summon the more powerful blessings of Izrador. Whether or not the priestesses are more favored, there is little doubt that it is the legates of Sunulael and Beirial who are the better versed in sacred lore.

To augment their reduced spells granted by Izrador, the *Kurasatch Udareen* have learned to adapt arcane spells draw on the power of Izrador, granting them much flexibility and strength.

Hit Die: d8.

Class Skills

The *Kurasatch Udareen*'s class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Heal (Wis), Intimidate (Cha), Knowledge (Arcana) (Int), Knowledge (Nature) (Int), Knowledge (Shadow) (Int), Profession (Wis), Spellcraft (Int), and Survival (Wis).

Skill Points at 1st Level: (4 + Int mod) x 4.

Skill Points at Each Additional Level: 4 + Int mod

Class Features

Spells: A *Kurasatch Udareen* can cast any spell she knows without preparing it ahead of time, the way a legate must (see below).

To learn, prepare, or cast a spell, the *Kurasatch Udareen* must have a Wisdom score equal to at least 10 + the spell level. The Difficulty Class for a saving throw against a *Kurasatch Udareen*'s spell is 10 + the spell level + the *Kurasatch Udareen*'s Wisdom modifier.

A *Kurasatch Udareen* can cast only a certain number of spells of each spell level per day. Her base daily spell allotment is given below. In addition, she receives bonus spells per day if she has a high Wisdom score. A *Kurasatch Udareen*'s selection of spells is extremely limited; she begins play knowing four 0-level spells and two 1st-level spells of the DM's choice. At each new level, she gains one or more new spells, as indicated on the table *Kurasatch Udareen*'s Spells Known (unlike spells per day, the number of spells a *Kurasatch Udareen* knows is not affected by her Wisdom score). These new spells can be spells chosen from either the channeler spell list (although she does not need to have any of the spellcasting feats, and the greater school spells are unavailable to the character until she achieves the necessary level), or the legate spell list. If a spell occurs on both lists at different levels, she may treat it as the lower level for learning and preparation. A *Kurasatch Udareen* cannot learn any spell of the legate spell list that is higher than 7th level.

Upon reaching 4th level, and at every even-numbered level after that (6th, 8th, and so on), a *Kurasatch Udareen* can choose to learn a new spell in place of one she already knows. In effect, she "loses" the old spell in exchange for the new one. The new spell's level must be the same as that of the spell being exchanged, and it must

The Kurasatch Udareen

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells Per Day													
						0	1st	2nd	3rd	4th	5th	6th	7th	8th	9th				
1st	+0	+2	+0	+2	Spells, Knowledge of a Domain	3	1	-	-	-	-	-	-	-	-	-	-	-	-
2nd	+1	+3	+0	+3	Kurasatch Udareen Ability I	4	2	-	-	-	-	-	-	-	-	-	-	-	-
3rd	+2	+3	+1	+3		4	2	1	-	-	-	-	-	-	-	-	-	-	-
4th	+3	+4	+1	+4		5	3	2	-	-	-	-	-	-	-	-	-	-	-
5th	+3	+4	+1	+4	Kurasatch Udareen Ability II	5	3	2	1	-	-	-	-	-	-	-	-	-	-
6th	+4	+5	+2	+5		6	3	3	2	-	-	-	-	-	-	-	-	-	-
7th	+5	+5	+2	+5		6	4	3	2	1	-	-	-	-	-	-	-	-	-
8th	+6/+1	+6	+2	+6	Kurasatch Udareen Ability III	6	4	3	3	2	-	-	-	-	-	-	-	-	-
9th	+6/+1	+6	+3	+6		6	4	4	3	2	1	-	-	-	-	-	-	-	-
10th	+7/+2	+7	+3	+7		6	4	4	3	3	2	-	-	-	-	-	-	-	-
11th	+8/+3	+7	+3	+7	Kurasatch Udareen Ability IV	6	5	4	4	3	2	1	-	-	-	-	-	-	-
12th	+9/+4	+8	+4	+8		6	5	4	4	3	3	2	-	-	-	-	-	-	-
13th	+9/+4	+8	+4	+8		6	5	5	4	4	3	2	1	-	-	-	-	-	-
14th	+10/+5	+9	+4	+9	Kurasatch Udareen Ability V	6	5	5	4	4	3	3	2	-	-	-	-	-	-
15th	+11/+6/+1	+9	+5	+9		6	5	5	5	4	4	3	2	1	-	-	-	-	-
16th	+12/+7/+2	+10	+5	+10		6	5	5	5	4	4	3	3	2	-	-	-	-	-
17th	+12/+7/+2	+10	+5	+10	Kurasatch Udareen Ability VI	6	5	5	5	5	4	4	3	2	1	-	-	-	-
18th	+13/+8/+3	+11	+6	+11		6	5	5	5	5	4	4	3	3	2	-	-	-	-
19th	+14/+9/+4	+11	+6	+11		6	5	5	5	5	5	4	4	3	3	-	-	-	-
20th	+15/+10/+5	+12	+6	+12	Kurasatch Udareen Ability VII	6	5	5	5	5	5	4	4	4	3	3	-	-	-

be at least two levels lower than the highest-level spell she can cast. A *Kurasatch Udareen* may swap only a single spell at any given level, and must choose whether or not to swap the spell at the same time that she gains new spells known for the level. A *Kurasatch Udareen* can never lose a domain spell; these are gifts of the Dark God himself, and so cannot be left behind.

Unlike a legate, a *Kurasatch Udareen* need not prepare her spells in advance. She can cast any spell she knows at any time, assuming she has not yet used up her spells per day for that spell level. She does not have to decide ahead of time which spells she will cast.

Knowledge of a Domain: At 1st level the *Kurasatch Udareen* chooses one domain from among the following: Death, Destruction, Evil, War, and Magic. The *Kurasatch Udareen* automatically learns every spell on her domain's list as she gains access to each spell's level; the spells of her domain list do not count against her normal limit of spells known. In addition, she gains the domain's granted power, just like a cleric would. Unlike a legate, however, she does not gain any extra spell slots. The spells learned from the domain cannot be exchanged at any time; Izrador would never take lightly a follower leaving behind a blessing he bestows.

Kurasatch Udareen Abilities

At 2nd level and every three levels after that (5th, 8th, 11th, 14th, 17th, and 20th) the *Kurasatch Udareen* can choose one of the following benefits. Note that some abilities require the character to have learned other abilities previously in order to be gained.

Dark Servitor

Benefit: A *Kurasatch Udareen* can obtain a familiar. Doing so takes a day and uses up magical materials that cost 10 vp. A familiar is a magical, unusually tough, and intelligent version of a small animal. The creature serves as a companion and servant to the *Kurasatch Udareen*. Familiars follow all the rules described in the core rules, except that the *Kurasatch Udareen's* familiar gains powers as if she was one level lower than she actually is.

feysmite (Su)

Benefit: Once per day, the *Kurasatch Udareen* may make a smite attack with a +2 profane bonus to hit and a bonus to damage equal to 1 point of unholy damage per class level. If this ability is

used against a dwarf, the attack bonus increases to +4. This ability may be taken more than once; each time, it allows the ability to be used one extra time per day.

Leader of the Blood (Su)

Benefit: The *Kurasatch Udareen* gains a +3 profane bonus to all Charisma-based checks when dealing with orcs.

Lady of the Dead (Su)

Benefit: A *Kurasatch Udareen* has the supernatural ability to rebuke and command undead that are within her presence. To do this, she makes a normal turning check just like a cleric would. A *Kurasatch Udareen* may rebuke undead a number of times per day equal to three plus her Charisma modifier. The *Kurasatch Udareen* may take the Extra Turning feat in order to increase the number of times per day she may use this ability. A *Kurasatch Udareen* turns undead as a legate of one level lower.

Warchant Blessing (Sp)

Benefit: Once per day per point of Charisma modifier, the *Kurasatch Udareen* may issue a special blessing. This ability works just like a *bless* spell, except that it is a 60' burst that lasts for 12 rounds per class level, and affects only orcs.

Guardian of the Passage (Ex)

Prerequisites: Lady of the Dead, Leader of the Blood.
Benefit: The *Kurasatch Udareen* may control double her normal number of hit dice of undead. These extra undead must be created from the corpses of orcs, regardless of hit dice.

Shadow's Elect (Su)

Prerequisites: Feysmite, Leader of the Blood.
Benefit: The *Kurasatch Udareen* gains a +2 profane bonus to all saves.

Traitor's Terror (Su)

Prerequisites: Leader of the Blood.
Benefit: The *Kurasatch Udareen's* ability to use the spell *discern lies* on orcs is enhanced. The range and duration are doubled with respect to orcs only. Additionally, she may cast the spell once per day as a spell-like ability.

Deathless Servitor (Ex)

Prerequisites: Dark Servitor, Lady of the Dead.
Benefit: The *Kurasatch Udareen* may add one of the Fell templates of her choice to her familiar, even if it does not meet the normal conditions. Unlike a normal Fell, the undead familiar does not decay if it fails to feed, because it is sustained by the binding ritual and flow of negative energy from the *Kurasatch Udareen*.

Odrendor Howl (Sp)

Prerequisite: Leader of the Blood, Warchant Blessing.
Benefit: The *Kurasatch Udareen's* warchant blessing ability is enhanced. In addition to the usual bonuses, it negates the penalties of light sensitivity, and doubles the orcish racial bonuses from night fighting, fighting in large groups, the damage bonus against dwarves, and the bonus to Intimidate checks.

Priestess of the Damned (Ex)


Prerequisites: Lady of the Dead, Shadow's Elect.
Benefit: The *Kurasatch Udareen* may use her rebuke undead ability to affect outsiders as if they were undead creatures with double their actual number of hit dice.

Eater of Magic (Su)

Prerequisites: Shadow's Elect, Guardian of the Passage.

Kurasatch Udareen's Spells Known

Level	Spells Known									
	0	1st	2nd	3rd	4th	5th	6th	7th	8th	9th
1st	4	2	—	—	—	—	—	—	—	—
2nd	5	2	—	—	—	—	—	—	—	—
3rd	5	3	—	—	—	—	—	—	—	—
4th	6	3	1	—	—	—	—	—	—	—
5th	6	4	2	—	—	—	—	—	—	—
6th	7	4	2	1	—	—	—	—	—	—
7th	7	5	3	2	—	—	—	—	—	—
8th	8	5	3	2	1	—	—	—	—	—
9th	8	5	4	3	2	—	—	—	—	—
10th	9	5	4	3	2	1	—	—	—	—
11th	9	5	5	4	3	2	—	—	—	—
12th	9	5	5	4	3	2	1	—	—	—
13th	9	5	5	4	4	3	2	—	—	—
14th	9	5	5	4	4	3	2	1	—	—
15th	9	5	5	4	4	4	3	2	—	—
16th	9	5	5	4	4	4	3	2	1	—
17th	9	5	5	4	4	4	3	3	2	—
18th	9	5	5	4	4	4	3	3	2	1
19th	9	5	5	4	4	4	3	3	3	2
20th	9	5	5	4	4	4	3	3	3	3



Benefit: The *Kurasatch Udareen* gains spell resistance equal to 10 + one-half her class level.

Hellish Servitor (Ex)

Prerequisites: Priestess of the Damned.

Benefit: The *Kurasatch Udareen* may add the Fiendish template to her familiar. If she already has the deathless servitor ability, then the familiar's type remains Undead, but it gains all the advantages of the Fiendish template as well. However, she may choose to dispose of her previous familiar, and attract a new, demonic replacement.

Paths of Darkness

Baden's Bluff, Arc of Sennach, 99 Last Age

A group of armed men, some obviously wounded and gasping for breath, cower in a garbage-strewn alleyway. One of the youngest, cradling his broken arm, turns to their leader and says, "That Inquisitor took two of my blades square in the chest and just laughed as he pulled them out; his wounds healed before my eyes. He should be dead, but he easily slaughtered Regan and Marcus. What is he and how do we kill him before he hunts us all down?"

Villainous Paths

The Heroes of MIDNIGHT have developed unique powers and abilities, some say that this is Aryth herself responding to the Shadow, others that it is a quality of the heroes themselves, but truth be told, these insurgents are not the only ones granted new powers and abilities to serve their ideals. Be it a corrupted hero whose power came from Aryth, or from a celestial ancestor, everyone is prone to corruption, even the most determined hero can become a servant of the shadow, the Night Kings are the living proof of that, if you consider they are still alive, for the heroes of old are nothing but shadows now, twisted and lost to all but the dark god.

Also there are those whose powers come from a connection to the dark god himself, weak and pale compared to those of the legates or even the weakest of the Kurasatch Udareen, but still present, corrupting, and able to shape body and soul.

These corrupted individuals all share the fact that this is part of what they are, denying it or not, they are meant to serve the dark god, and others will look up to them for that. Villainous paths can break the edge the "heroes", for they are nothing more than insurgents, have over the shadow's followers.

Villainous Path Mechanics

Whenever a character fitting of a villainous path is created choose a single path, this choice is permanent—a character can never change her villainous path or have more than one. There are no prerequisites for any villainous path; granted abilities are gained at the listed character level, regardless of which class a character selects. Sample villainous paths are presented below; others are possible, however, and many have yet to be discovered. Unless otherwise noted, all villainous path abilities are extraordinary abilities. Spells granted by a villainous path are spell-like abilities and function at a caster level equal to the character's current level. Ability score increases are inherent bonuses. Other abilities are explained in the individual entries for each villainous path.

Villainous and Heroic Paths

These two mechanics are antithetic to one another, while one is meant to give heroic characters a boost and also identify them as such the other seeks to grant villains power, personality and a unique flavor, as a rule of thumb the paths presented in this chapter are meant for NPCs or PCs of an evil game only, but the rare case where a player of a heroic character wants to choose one of the paths below may arise, as a rule, this should only be allowed if it serves the story of both character and game, and never for pure mechanical purposes.

Banshee

Some women are treated badly their whole lives, beaten and abused, and worse; they tolerate their unhappy lives praying one day the source of their pain will get his comeuppance. Should these women ever bear a child, it is always a daughter, and a banshee. These girls have an innate hatred of men—all men—and they never speak until puberty, when their voice has a variety of effects on men, none of which is pleasant. The banshee is always very beautiful.

Banshee Ability Description

Keening Screech (Sp): At first level a banshee is able to emit a keening screech of such a pitch that it breaks all brittle, non-magical objects. This screech takes the form of a cone-shaped burst 30 feet long originating from the banshee. Within this area all non-magical crystal, glass, ceramic, and porcelain is shattered into a thousand pieces. The screech can affect items of a size no greater than one pound of weight per level of the banshee. Alternatively, the screech can be directed at a single object weighing up to 10 pounds per level. Crystalline creatures that may come within the area of effect must make a Fortitude save for half damage or take 1d6 sonic damage per level of the banshee. Although the screech is not powerful enough to harm living creatures, it does reverberate in such a way as to require any within the area of effect to make a Fortitude save or be nauseated for a round. The banshee gains an additional use per day of the keening screech at 6th, 11th, and 16th level.

Natural Attacks (Claws) (Ex): At 2nd level the banshee's fingernails toughen into claws capable of rending flesh. These claws do damage equal to a one step increase to base unarmed damage based on the size of the banshee. So, small creatures do 1d3,

Banshee Abilities by Level

Level	Ability
1	Keening Screech 1/day
2	Natural Attack (Claws)
3	Sirens Call 1/day
4	Sonic Resistance 5
5	+1 Cha
6	Keening Screech 2/day
7	Sonic Resistance 10
8	Sirens Call 2/day
9	Wailing Dirge 1/day
10	+2 Cha
11	Keening Screech 3/day
12	Shout 1/day
13	Sirens Call 3/day
14	Wailing Dirge 2/day
15	+3 Cha
16	Keening Screech 2/day
17	Greater Shout 1/day
18	Sirens Call 4/day
19	Wail of the Banshee 1/day
20	+4 Cha

medium creatures do 1d4, large creatures do 1d6, and so on. Attacks with these claws do not provoke attacks of opportunity.

Sirens Call (Sp): Beginning at 3rd level the banshee gains the ability to emit a beautiful song that dulls the minds of those nearby making them more suggestible. This ability works in a 40 foot radius centered on the banshee, affecting up to 2d4+level of hit dice of creatures within the area unless they make a Will save. Those who fail the save, starting with those closest to the banshee and working outwards, stop and stare blankly at the banshee, fascinated and more open to suggestion. While affected in this manner they react as if they were two steps more friendly in attitude, and may have a single request (provided the affected can be conversed with) made of them. This request must be brief and reasonable. After the sirens call has been used, those affected retain the attitude change towards the banshee, but only with regards to the request made of them. A banshee can use the sirens call an additional time per day at 8th, 13th, and 18th level.

Wailing Dirge (Sp): Starting at 9th level a banshee can now use her voice to emit a wailing song of such sorrow and pain that it can cause terror and insanity in those who hear it. It works in a cone 60 feet long, requiring all caught within its effect to make a Will save or be driven temporarily insane by the sound, turning on each other rather than attacking their foes, for one round per level. Each affected creature has a 50% chance to attack the nearest target each round (roll to determine behavior at beginning of each round); a creature that does not attack an ally is free to act normally for that round. Those who make the Will save are not driven insane, but instead are panicked for one round per level, dropping anything they hold and moving away at full speed. If cornered they begin cowering. Note those immune to fear cannot be panicked but can still be driven insane. A banshee gains an additional use of this ability at 14th level.

Shout (Sp): The banshee at 12th level gains the ability to use the *shout* spell once per day.

Greater Shout (Sp): The banshee at 17th level gains the ability to use the *greater shout* spell once per day.

Wail of the Banshee (Sp): Upon reaching 19th level the banshee can use its most devastating power, the ability to use the *wail of the banshee* spell once per day.

Changeling

As many know the spies and agents of the Shadow are everywhere, and myriad in shape and form. They are required not only to gather information and report back but to play the parts of those whose lives they insinuate themselves into. They can be your friends, your relatives...even your pets. The most common of those pursued to perform such deep cover roles are the doppelgangers, an elder race of shapechangers that serves the Shadow. As a result of such deep cover, occasionally offspring occur; these offspring soon discover that they themselves have the ability to change form in a limited manner. Most often such offspring are smothered or slain by the agent parent in order to prevent their nature revealing them, typically at puberty when their abilities first manifest. Occasionally, some survive to adulthood.

Changeling Ability Description

Alternate Forms (Su): Starting at 1st level the changeling's ability to change form first manifests. This form can be any medium or small humanoid of any appearance and gender (for example, female elf or male goblin), but once chosen this form is permanently fixed. Changing to this alternate form is a standard action and it can be maintained indefinitely; in all other ways it works exactly as per the *Alter Self* spell as if cast by a channeler of the character's level. *True Seeing* will reveal the changeling's true form. The changeling can choose a second form at 7th level and a final form at 13th.

Empathy (Sp): Starting at 1st level the changeling's inherited nature grants him the ability to read the surface emotions of a target at will, who is entitled to a Will save (DC 10 + Cha modifier + half the changeling's level) to resist. If the target fails the save, the changeling is able to read the target's surface emotions for 1 min/level, during which time he receives a +1 insight bonus to any roll (ability check, initiative roll, attack roll [not damage], save DCs, and so on) made against that target; this bonus raises to +2 with relation to any skill checks made against the target.

Deceiver (Ex): From 2nd level, all changelings gain the listed plus as a racial bonus to their Bluff and Disguise skills.

Alertness: Upon reaching 3rd level a changeling gains Alertness as a bonus feat.

Resistant to Mind Affecting (Su): Beginning at 3rd level a changeling gains the listed plus as a bonus to all saving throws against mind-affecting spells and abilities.

Detect Thoughts (Sp): At 4th level a changeling's empathic abilities can temporarily be used to actually read a target's surface thoughts as per the spell of the same name. This is usable 1/day at 4th level, and an additional time per day at 8th, 12th, and 16th level.

Animal Messenger (Sp): Upon reaching 9th level a changeling can cast the *animal messenger* spell once per day. This is commonly used to report to superiors on what a changeling has learned.

Immunity to Scrying (Su): A changeling of 17th level can no longer be located by any form of magical scrying or detection, such as the *locate creature* spell.

Simulacrum (Sp): At 18th level a changeling can cast *simulacrum* once per day as per the spell of the same name. This spell still has its associated XP cost, but is commonly used when the changeling needs to remove or replace someone without raising suspicion.

Shapechange (Sp): Finally upon reaching 19th level a changeling can cast *shapechange* as per the spell of the same name once per day.

Demon Blooded

Long has it been known that the fiends and devils that exist will take and force their attentions upon mortal hosts, and from such unions offspring bereft of goodness are born, conniving and deceitful creatures whose existence can only begin with the death of their mortal parent, delivering them into the world in blood and anguish.

Changeling Abilities by Level

Level	Ability
1	First Form (Humanoid), Empathy
2	Deceiver +4
3	Alertness, Immunity to <i>Sleep</i> and <i>Charm</i>
4	Detect Thoughts 1/day
5	+1 Wis
6	Deceiver +6
7	Second Form (Humanoid)
8	Detect Thoughts 2/day, Resistance to Mind Affecting +2
9	<i>Animal Messenger</i> 1/day
10	+2 Wis
11	Resistance to Mind Affecting +4
12	Detect Thoughts 3/day
13	Third Form (Humanoid)
14	Resistance to Mind Affecting +6
15	+3 Wis
16	Detect Thoughts 4/day
17	Immunity to Scrying
18	<i>Simulacrum</i> 1/day
19	<i>Shapechange</i> 1/day
20	+4 Wis

Demon Blooded Abilities by Level

Level	Ability
1	Night Vision, Smite Good 1/day
2	Protection from Good 1/day
3	Resistance to Fire 5
4	Damage Reduction 2/magic
5	Smite Good 2/day
6	Desecrate 1/day
7	Resistance to Cold 5
8	Damage Reduction 4/magic
9	Fiendish Companion
10	Smite Good 3/day
11	Resistance to Fire 10
12	Damage Reduction 6/magic
13	Unholy Blight 1/day
14	Dispel Good 1/day
15	Resistance to Cold 10
16	Damage Reduction 8/magic
17	Blasphemy 1/day
18	Spell Resistance
19	Outsider, True Name
20	Damage Reduction 10/magic

Demon Blooded Ability Description

Night Vision: At 1st level the demon blooded character gains darkvision up to 60 feet; if the character already has darkvision the range of his existing vision increases to 120 feet.

Smite Good (Su): Once per day beginning at 1st level the demon blooded can attempt to smite good with one normal melee attack. He adds his Charisma bonus (if any) to his attack roll and deals one extra point of damage per level. At 5th level he gains a second smite attempt per day, and third at 10th level.

Protection from Good (Sp): A demon blooded can cast *protection from good* as per the spell of the same name once per day.

Resistances (Ex): The demon blooded characters' fiendish heritage provides them resistance to fire and cold. Beginning at 3rd level the character gains resistance to fire 5; this increases to resistance to fire 10 at 11th level. Additionally, at 7th level the character gains resistance to cold 5, which in turn increases to resistance to cold 10 at 15th level.

Damage Reduction (Su): As the strength of the fiendish blood in the character increases, starting at 4th level the demon blooded gains a damage reduction rating of 2 against all forms of damage except magic. This damage resistance increases by a further 2 points at 8th, 12th, 16th levels, until finally at 20th level the character has a damage reduction 10/magic.

Desecrate (Sp): Upon reaching 6th level the demon blooded character can cast *desecrate* as per the spell of the same name once per day.

Fiendish Companion: At 9th level the demon blooded gains a single animal companion with whom he shares an empathic bond to a distance of one mile. The companion's hit dice cannot be more than twice the character's level and cannot have an intelligence score of more than 1 or 2. The animal has the fiendish template applied to it, and gains one hit dice every four levels. The demon blooded character may dismiss the companion at any time and call a new one.

Unholy Blight (Sp): Upon reaching 13th level the character can cast *unholy blight* once per day as per the spell of the same name.

Dispel Good (Sp): Upon reaching 14th level the character can cast *dispel good* once per day as per the spell of the same name.

Blasphemy (Sp): Upon reaching 17th level the character can cast *blasphemy* once per day as per the spell of the same name.

Spell Resistance (Ex): By 18th level the demon blooded character's fiendish heritage provides him with a spell resistance rating of 5 + character level.

Outsider: At 19th level the demon blooded character's nature has become such that his type actually changes to outsider. From that point onward spells that affect humanoids only, such as *charm person* and the like, no longer have any effect upon the character. He no longer has any need to eat or sleep, though he may do so if he wishes, and spells like *raise dead*, *reincarnation*, and *resurrection* no longer work on him. Instead, it takes a different magical effect, such as *limited wish*, *wish*, *miracle*, or *true resurrection* to restore him to life.

True Name: Once the demon blooded has become an outsider, he must then choose a true name for himself. A true name is something the character must be very guarded about, for those who know it can impose great power over the character. Anyone who knows the character's true name may summon him via an appropriate summoning spell unless the character makes a Will save against the summoner with a -4 penalty. In addition, anyone who knows the character's true name can influence the character as though by *suggestion* unless the character makes a Will save against the effect, also with a -4 penalty (note for purposes of resisting the *suggestion*, the character's spell resistance has no effect).

Dreadnaught

There are those touched by the Shadow, often those who were destined for great things but fell prey to temptation at an early age, who are born for war. They are savage and unstoppable beings who want nothing more than to kill and fight until no enemies remain. As their lust for war takes hold they slowly bond with their armor until, eventually, they become one.

Dreadnaught Ability Description

Incredible Resilience: The dreadnaught character's HD type increases by one step (d6 becomes d8, d8 becomes d10, d10 becomes d12). If the character already has a d12 for HD, he gains one additional hit point per level.

Armor Bound (Su): At 2nd level the dreadnaught's body undergoes a radical transformation: the armor he wears melds with

Dreadnaught Abilities by Level

Level	Ability
1	Incredible Resilience
2	Armor Bound
3	+1 Profane Armor
4	Felling Blow 1/day
5	+1 Str
6	Recall Armor 1/day
7	Large
8	+2 Profane Armor
9	Felling Blow 2/day
10	+2 Str
11	Armor Penalty -4
12	Recall Armor 2/day
13	+3 Profane Armor
14	Felling Blow 3/day
15	3 Str
16	Recall Armor 3/day
17	Armor Penalty -2
18	+4 Profane Armor
19	Felling Blow 4/day
20	+4 Str

Fellborn Abilities by Level

Level	Ability
1	Rebuke Undead 1/day
2	Know Fell
3	Unhallowed Presence 20 ft.
4	Unseen 40 ft.
5	Rebuke Undead 2/day
6	<i>Ghoul Touch</i> 1/day
7	<i>Animate Dead</i> 1/day
8	Unseen 30 ft.
9	Rebuke Undead 3/day
10	<i>Ghoul Touch</i> 2/day
11	Unhallowed Presence 40 ft.
12	Unseen 20 ft.
13	Rebuke Undead 4/day
14	<i>Ghoul Touch</i> 3/day
15	<i>Animate Dead</i> 2/day
16	Unseen 10 ft.
17	Rebuke Undead 5/day
18	<i>Ghoul Touch</i> 4/day
19	Unhallowed Presence 60 ft.
20	<i>Death Ward</i>

his body and grows into vicious-looking full plate armor, providing the character a +8 armor bonus, with max Dex +1, -6 check penalty, 35% spell failure chance, and 20 ft/15 ft speed. This armor is no mere suit, however, but the character's form itself, and as such cannot be removed. Any damage done to the armor directly also heals naturally, just as the character does.

Profane Armor Bonus (Su): At each point listed the character gains a +1 profane bonus to his armor class.

Felling Blow (Ex): The dreadnaught can a number of times per day perform a felling blow. To do this he makes a normal attack against a foe, which, if successful, causes the target not only to take damage normally, but also to make a strength check with a DC equal to the attacker's attack roll. This check is modified by +4 per size category the attacker is bigger than medium, or -4 per size category smaller than medium. Additionally, the defender gets a +4 bonus to his strength check if he has more than 2 legs. Should the defender fail the strength check he is knocked prone by the power of the attacker's blow.

Recall Armor (Sp): The dreadnaught gains the ability to recall his armor into himself, allowing him to transform back into a normal humanoid form for one hour. The dreadnaught can attempt to stay this way each hour afterwards by making a Fortitude save with a DC equal to the character's level; this is modified by +2 for each hour beyond the first he attempts to stay this way (so a dreadnaught with 14 Con would need to make a DC 14 Fortitude save after the first hour, 16 after the second, 18 after the third, and so on).

Large: A dreadnaught, upon reaching 7th level, grows in size to a vast, intimidating armored figure, changing from medium to large size. The character suffers a -1 size penalty on armor class and attack rolls, a -2 penalty to Dexterity, and a -4 size penalty to Hide checks. However, he gains a 10-foot reach, and may wield large weapons one-handed and huge weapons two-handed.

Armor Penalty: The dreadnaught is at this point so adapted to the armor that has become his natural form that he gains a reduced check penalty modifier, reducing the normal penalty to the amount shown.

Fellborn

Those born from a mother who rose as Fell are bereft of the warmth and emotion the living have and are cold and empty inside. They blame the living for what they lost, the emptiness they feel.

Fellborn Ability Descriptions

Rebuke Undead (Su): The fellborn has a natural ability to command undead around him. This works in all ways as normal rebuking, except that the number of times it may be used per day is determined from the table above.

Know Fell (Su): The fellborn intuitively know who is Fell and who is not at a glance; as a result, on a successful Spot check of DC 10 + the Fell's HD, he can instantly identify any Fell in sight.

Unseen (Su): This ability renders the fellborn invisible to undead until he approaches within the listed distance. Thus, at 4th level the fellborn is invisible to undead that are 40 feet or more from his location, while at 16th level he is invisible to undead who are a more than 10 feet from his current location. The unseen ability is otherwise treated the same as the *invisibility* spell.

Unhallowed Presence (Su): The fellborn has an unnatural aura beginning at 3rd level to the stated distance around him. Within this radius he receives a +4 profane bonus to rebuke undead checks; likewise, attempts to turn undead under his command suffer a -4 penalty.

Death Ward (Sp): The fellborn is naturally more resistant to all death spells, effects, energy drain, and negative energy effects, and as such is always allowed a second saving throw against them (or a save if none would have normally been allowed).

Flesh Eater

There have been throughout history many primitive cultures that believed by eating the flesh of their enemies they could gain their power. However, the truth behind this myth is not quite so clear-cut. In truth, only those truly without remorse, and who know the secrets of pain and flesh taught to them by outsiders, can benefit from such things. Once someone commits such an atrocity, however, the taint of it stays in his bloodline forever more, and the gift, if it can be called that, to draw power from the devouring of flesh is passed from generation to generation.

Flesh Eater Abilities by Level

Level	Ability
1	Secrets of the Flesh, Rend Flesh d4
2	Blood Rage 1/day
3	Draw Forth the Life
4	-
5	Peel Back the Skin +1
6	Heart of the Matter
7	Blood Rage 2/day
8	Rend Flesh d6
9	Scalp Foe
10	Peel Back the Skin +2
11	-
12	Bone Daddy
13	Blood Rage 3/day
14	Windows to the Soul
15	Peel Back the Skin +3
16	Rend Flesh d10
17	Brain Matter
18	-
19	Soul Bind 1/day
20	Peel Back the Skin +4

Flesh Eater Ability Description

Secrets of the Flesh (Sp): At 1st level a flesh eater has learned the secrets of taking power from eating the flesh of his enemies. By eating the flesh of an enemy the character can gain the effects of *bull's strength* for one round per character level. The flesh must be eaten from a foe within one hour of him dying, and has no power if kept till later.

Rend Flesh (Ex): At 1st level a flesh eater develops sharp claws and razor-like teeth with which to tear and rend flesh from his victims. He can do d4 damage with them and not provoke an attack of opportunity. At 6th level the damage increases to d6, and at 16th level it increases again to d10.

Blood Rage (Sp): Beginning at 2nd level the sight and scent of blood can send the flesh eater into a ravenous frenzy, temporarily increasing his strength and constitution by +2 (and thereby +1 hp per level) and his Will saves by +1 for one round per level. However, he suffers a -1 penalty to AC. The flesh eater will attack until all enemies are down and defeated or the blood rage subsides, at which point he must feast upon the remains of the fallen for the remainder of the encounter.

Draw Forth the Life (Sp): From 3rd level a flesh eater learns how to draw the life force from drinking his enemies' blood. This only works on the 10 points of lifeblood between a character reaching 0 and -10 (the dying range). For each point of blood he drinks from a bleeding enemy within this range, he is restored a like number of hit points.

Peel Back the Skin (Sp): Starting at 5th level, a flesh eater learns the secrets of the skin and can, by spending an hour, skin a defeated foe. If the skin of this foe is eaten, for the next hour plus 2 levels of the character, the flesh eater receives a natural armor bonus equal to the amount listed: +1 at 5th, +2 at 10th, +3 at 15th, and +4 at 20th level.

Heart of the Matter (Sp): At 6th level the secrets of the heart reveal themselves to the flesh eater: not the subtleties of amour, but how to release the power of a foe by eating his heart. By eating the heart of an enemy the character can gain the effect of *bear's endurance* for one round per character level. The heart must be eaten from a foe within one round of him dying, and has no power if kept until later.

Scalp Foe (Sp): Upon reaching 9th level a flesh eater learns how to scalp a foe, something he is able to do on any critical hit with a small or medium slashing weapon. By scalping an enemy the character can gain the effects of *eagle's splendor* for one hour per character level, at the end of which time the power of the scalping is used up, but the character can keep the scalp as a souvenir all the same.

Bone Daddy (Sp): At 12th level a flesh eater learns the process by which he can take the thigh bone of a fallen enemy and grind it down into a pulp; when mixed and drank with water, this grants the effect of *cat's grace* for 1d4 rounds. The bone may only come from a foe the flesh eater has killed himself, but may be kept for up to a week before losing its power. A single medium-sized thighbone will produce on average 5 applications.

Windows to the Soul (Sp): At 14th level a flesh eater has learned how to take the power from the eyes of his foes. By eating the eyes of an enemy (one foe can provide two applications), the character can gain the effect of *owl's wisdom* for one round per character level. The eyes must be eaten within a day, and have no power if kept beyond this time.

Brain Matter (Sp): From 17th level a flesh eater learns how to take the power of his foe by eating his fresh brain. By doing so the character can gain the effects of *fox's cunning* for one hour per character level. The brain must be eaten from a foe within one round of him dying and has no power if kept until later.

Soul Bind (Sp): At 19th level a flesh eater can cast *soul bind* once per day as per the spell of the same name, cast as a channeler of the character's level. No receptacle (focus) is required for this

spell, as the flesh eater himself absorbs the soul. Souls within a flesh eater can only be released if he wills them free, or upon his demise.

Haunted

There are those who commit acts of such evil and contempt that, despite their lack of remorse and far surpassing any moral ambitions, they become beacons to evil spirits and restless Fell, attracting them from their graves. Slowly over time these spirits begin to permeate and consume the individual. A haunted character is never alone; always about him in the shadows just out of sight are evil, vile spirits and entities. The haunted fast becomes a walking menace to all who cross his path.

Haunted Ability Descriptions

Unnatural Presence (Su): At 1st level a haunted character gives off a sense of something unnatural; animals and people have their reactions moved one step less favorably, plants and foodstuffs touched spoil overnight, and so forth.

Never Alone (Su): Also at 1st level all haunted characters become constantly surrounded by minor spirits and their ilk. These spirits take the form of four small wisps of ethereal lights that faintly glow and drift and dart around the character, never any further than 10 feet away unless the character directs them, in which case they can move up to 100 feet per round to a maximum of 100ft +10ft/level. These spirits give off light equal to a torch and create eerie sounds like whispers, screams, shrills, rattling chains, and the like, producing enough sound to make those within earshot believe the character is actually more than just one person. In fact, they make the character sound as if he is in fact four more people +1 per character level. These spirits cannot be silenced, and therefore cause a circumstance penalty on all of the character's Listen, Hide, and Move Silently checks equal to the number of beings they sound like (i.e. if they sound like 10 people then he suffers a -10 penalty).

Poltergeists (Su): From 2nd level a haunted character is surrounded by invisible entities known as poltergeists. These malicious spirits take great pleasure in moving and breaking things, and such things occur around the character frequently. However, the character can direct these spirits to do his bidding, effectively granting him the equivalent of the *mage hand* spell as a free action once per round.

Phantasms (Sp): Beginning at 3rd level a haunted character

Haunted Abilities by Level

Level	Ability
1	Unnatural Presence, Never Alone
2	Poltergeists
3	Phantasms 10 ft.
4	Baleful Gaze 1/day
5	Fading (Necromancy)
6	Phantasms 20 ft.
7	Death Focus (Minor)
8	Baleful Gaze 2/day
9	Phantasms 30 ft.
10	Fading (Critical Hits)
11	Unhallowed Presence
12	Baleful Gaze 3/day
13	Death Focus (Moderate)
14	Unholy Aura 1/day
15	Fading 3 (Daylight)
16	Baleful Gaze 4/day
17	Malevolence 1/day
18	Death Focus (Greater)
19	Malevolence 2/day
20	Fading - Final (undead)

begins to attract more malevolent fell spirits to him. These spirits, although incapable of causing physical harm or being harmed, are so horrendously terrifying in appearance that all within the listed radius must make a Will save or be affected as if by a *cause fear* spell cast at the character's level. Those within the area need only make one check each time they enter the radius, and need not check every round. At 6th level the radius becomes 20 feet, and at 9th level it becomes 30 feet.

Baleful Gaze (Sp): Starting at 4th level a haunted character can gaze upon a target within view with the look of the damned. This gaze is so chilling to those who meet it that they instantly must make a Will save (DC 13 + Wis modifier) or be struck with such terror that they can do nothing but cower for 1 round per level, being able to take no actions, suffering a +2 chance to hit, and losing any Dexterity bonus to AC. The haunted gains an additional use of this power per day at 8th, 12th, and 16th level.

Fading (Su): From 5th level a haunted character's grasp on the material plane begins to falter, and the grave begins to take hold of him. As such, should he ever fail a saving throw against a necromancy effect, he immediately becomes incorporeal for one round per level. During this time he is immune to all non-magical attack forms. He can be harmed only by other incorporeal creatures, +1 or better magical weapons, spells, spell-like effects, or supernatural effects. For more information on the incorporeal special quality see the Core Rules.

By 10th level the character becomes incorporeal any time he is struck by a critical hit, with a duration of 1 turn per level.

At 15th level the call of the grave has become so strong that the character is incorporeal during the daylight hours. At night he can still become incorporeal exactly as mentioned above.

Finally, at 20th level the call of the grave is unavoidable, and the character becomes permanently incorporeal, and his type changes to undead.

Death Focus (Sp): A haunted character's most alarming feature begins at 7th level, when he becomes a focal point for spirits everywhere; wherever he goes he causes the dead to rise. This ability is something the character has no control over nor ability to suppress, not that he would if he could. Once per day at midnight, provided there are enough remains within 100 feet per level of the character, the dead rise from the ground, clawing their way into the world to serve the character. The character's presence can call forth up to twice his level in hit dice of Fell (skeletons or zombies), who immediately move to the character and obey his commands.

At 13th level the power of his death focus becomes enhanced, increasing the limit of Fell called to three times the character's level. These can now include ghouls and ghosts.

Finally, at 18th level the haunted character's pull to the afterlife is such that he can now call up to four times his level in hit dice of Fell, and these can include shadows and wraiths.

Any Fell slain is replaced on the following midnight, provided there are sufficient remains nearby to warrant them. This makes the haunted character the bane of any settlement whose graveyard lies nearby.

Unhallowed Presence (Su): From 11th level a haunted character's very presence is such a blight to the natural order of the world that everything within 40 feet of him is considered to be unhallowed ground as per the *unhallow* spell of the same name.

Unholy Aura (Sp): At 14th level a haunted can cast *unholy aura* as per the spell of the same name once per day.

Malevolence (Su): At 17th level the haunted can once per day become incorporeal (if not already) and merge with another creature. This ability is for all intents and purposes like a *magic jar* spell cast by a character of his level, except that it does not require a receptacle. The target is allowed a Will save (DC 15 + Cha mod) to resist the effect. Any creature that succeeds the save may not be subjected to the same haunted character's malevolence for 24 hours. If the target fails the save, the incorporeal haunted vanishes into the target's body. Regardless of events, a haunted cannot control a target for longer than he can remain incorporeal. Therefore, when

the duration of his incorporeality runs out, he is ejected forcibly from the target.

Hot Blooded

There are those people in the world whose temper always gets the better of them: their blood boils, they see red, and they explode in a furious rage. Such people spend most of their lives fighting the overwhelming urge of their tempers, but a few—a special few—give in to the urge and let it take over, succumbing to their baser primal rages. These unique individuals literally radiate the heat of their rage, burning with flame that does not consume them.

Hot Blooded Ability Description

Fire Immunity (Ex): Hot blooded characters are immune to fire at 1st level.

Rage (Ex): Starting at 1st level the hot blooded character can rage exactly as a barbarian does once per day. He can rage an additional time per day at 4th and 10th level.

Fiery Aura (Sp): Beginning at 2nd level the hot blooded character begins to radiate an intense aura of heat; at 2nd level the heat is so intense that heat waves rise from the character and all within 10 feet of the character, friend or ally, suffer a -1 penalty to all attack rolls, physical attribute checks (Str, Dex, Con) and related skill or saving throws for as long as they remain within the area of effect, unless they succeed against a Fortitude saving throw DC 10 + Con modifier + half level. At 9th level the radius extends to 20 feet, and any who fail the save also become fatigued in addition to suffering the usual penalties. Finally, at 16th level the radius extends to 30 feet, and those who fail the save become exhausted. A hot blooded character can maintain his fiery aura for one minute per level.

Produce Flame (Sp): At 3rd level the hot blooded character can cast *produce flame* as per the spell of the same name.

Searing Touch (Sp): Hot blooded characters from 6th level are able to channel their heat into their hands as a standard action. This heat buildup causes no damage in the first round, 1d4 points of fire damage in the second round, and 2d4 points of fire damage in third and successive rounds. This damage is searing hot but not enough to cause anything to actually combust. For every two points of damage caused against a metallic object, the object's hardness is reduced by one point for that round only, as the metal grows soft and malleable.

Hot Blooded Abilities by Level

Level	Ability
1	Fire Immunity
2	Rage 1/day
3	Fiery Aura 10ft.
4	<i>Produce Flame</i> 1/day
5	Rage 2/day
6	Searing Touch (like heat metal)
7	Searing Flame 1/day
8	<i>Fireball</i> 1/day
9	Fiery Aura 20 ft.
10	Rage 3/day
11	Searing Flame 2/day
12	<i>Fireball</i> 2/day
13	Wall of Fire 1/day
14	Combusting Touch
15	Searing Flame 3/day
16	Fiery Aura 30 ft.
17	Wall of Fire 2/day
18	Summon Monster 8 1/day (Greater fire elemental only)
19	Fiery Form
20	Elemental, True name

Searing touch cannot be used more times in a day than the hot blooded character's Constitution score.

Searing Flame (Sp): Once per day at 7th level the character can fire a jet of flame from his hands up to a range of 25 feet + 5 feet per two character levels. This jet of flame causes 1d4 points of fire damage per character level (10d4 maximum); a Reflex save against DC 10 + Dex modifier + ½ level is permitted, which if successful reduces the damage by half. The hot blooded character can use this an additional time per day at 11th level, and a third time at 15th level.

Fireball (Sp): Beginning at 8th level and a second time per day at 12th level the hot blooded character can throw a *fireball* as per the spell of the same name.

Wall of Fire (Sp): At 13th level the hot blooded character can once per day create a *wall of fire* as per the spell of the same name. Upon reaching 17th level he can use this a second time per day.

Combusting Touch (Su): The hot blooded character, upon attaining 14th level, sets fire to anything combustible that he touches, should he choose to do so. If this is another character he may make a Reflex save against DC 10 + Dex modifier + ½ character's level or take 1d6 points of damage immediately. Each successive round after that the character must make additional Reflex saves or continue to take damage as his clothes and equipment burn. Should the character make an additional saving throw, the fire is put out and no additional damage is taken. This may be used a number of times per day equal to the hot blooded character's Constitution score.

Summon Monster VIII (Sp): At 18th level the hot blooded character may summon a greater fire elemental to serve him as per the summon monster VIII spell. He cannot summon any other creature via this ability, only a fire elemental, and in order to do so there must be a fire of at least huge size for the elemental to manifest from. Typically this forces the hot blooded character to commit acts of arson, something he is typically more than happy to do.

Fiery Form (Su): Upon reaching 19th level the hot blooded character's body becomes permanently wreathed in flames; from that point forward anyone striking him with a melee weapon of any sort takes 1d6 points of fire damage +1 per character level (+15 maximum) from these flames. In addition, the character's combusting and searing touch powers are after this point always in effect; they burn and set alight anything they physically come into contact with.

Elemental: At 20th level the character's type becomes elemental, granting him immunity to poison, sleep, paralysis, and stunning effects, and makes him immune to flanking and critical hits. The character no longer has need for food, sleep, and breathing, and is granted darkvision to 60 feet. Furthermore, the spells *raise dead*, *reincarnation*, and *resurrection* no longer work on him. Instead, it takes a different magical effect, such as *limited wish*, *wish*, *miracle*, or *true resurrection* to restore the character to life.

True Name: Once the hot blooded character has become an elemental, he must choose a true name for himself. A true name is something the character must be very guarded about, for those who know it can impose great power over the character. Anyone who knows the character's true name may summon him via an appropriate summoning spell unless the character makes a Will save against the summoner with a -4 penalty. In addition, anyone who knows the character's true name can influence the character as though by *suggestion* unless the character makes a Will save against the effect, also with a -4 penalty (note for purposes of resisting the *suggestion*, the character's spell resistance has no effect).

Inflicter

Not all parents give birth to children in the warm, clean comfort of a home, with the attendance of friends, family, or servants. Indeed, many are born into the cold, dank filth of some shadowed alley or vile sewer. Of those that are born this way, many die, or

catch diseases from the filth and fail to live long. There are a few who become carriers for every vile and filth-ridden disease and pox imaginable. These creatures are walking carrion, pockmarked and pustuled, their flesh bloated and torn, with pus oozing from their pores. They bring nothing but death in a cloud of flies to all who cross their path—a walking plague.

Inflicter Ability Description

Contagion (Ex): At 1st and every fourth levels thereafter (4th, 8th, 12th, 16th, and 20th), the inflicter becomes the host to a disease chosen by the player from the DMG, p. 292 (plus any additional diseases your DM allows). The inflicter is then able to infect anybody he comes into contact with, in a suitable manner, with disease. Ingested diseases require the exchange of bodily fluids via a grapple check, inhaled diseases require the inflicter to breathe upon the target via a melee touch attack, injury requires the inflicter to do unarmed damage to the target, and contact diseases require any physical contact, via a melee touch attack if necessary. Any who face infection must make a Fortitude save of DC 10 + one-half the inflicter's level or become infected with the disease, which manifests after the usual incubation period.

Disease Immunity (Ex): The inflicter, being a creature of blight, is naturally immune to disease, be it magical or mundane.

Incredible Fortitude (Ex): At 2nd level the inflicter's fortitude grows with his body; he gains weight quickly, and rolls of sweat-soaked flesh cover his bones. His speed is reduced by 10 feet, but in exchange he gains a competence bonus to his Fortitude saves of +4.

Grease (Sp): At 3rd level and again at 7th level the inflicter can use the *grease* spell, exhuming vast amounts of greasy residue into an area from his own body, which churns forth from his pores.

Bloated Form (Ex): Beginning at 5th level, and every five levels thereafter, the inflicter's form has grown so large and bloated that his hefty size makes it difficult for him to be harmed, effectively providing damage resistance of one point at each stage.

Putrid Saliva (Ex): At 6th level the diseased nature of the inflicter has become so potent that he can spend a move-equivalent action in order to lick any melee weapon or missile ammunition, coating it with a layer of putrid sticky saliva that lasts for 1d4 rounds before its effectiveness is gone. During this period, anyone hit by the weapon in question must make a Fortitude save of DC 10 + one-half the inflicter's level or be affected by one of the diseases that the inflicter is riddled with via his contagion ability.

Inflicter Abilities by Level

Level	Ability
1	Contagion (First), Disease Immunity
2	Incredible Fortitude
3	<i>Grease</i> 1/day
4	Contagion (Second)
5	Bloated Form DR 1
6	Putrid Saliva
7	<i>Grease</i> 2/day
8	Contagion (Third)
9	<i>Insect Plague</i> 1/day
10	Bloated Form DR 2
11	<i>Blight</i> 1/day
12	Contagion (Fourth)
13	Vomit Bile 1/day
14	<i>Insect Plague</i> 2/day
15	Bloated Form DR 3
16	Contagion (Fifth)
17	<i>Blight</i> 2/day
18	Cloud of Flies
19	Vomit Bile 2/day
20	Bloated Form DR 4

Insect Plague (Sp): Once per day at 9th level, and then a second time per day at 14th level, the inflicter can cast *insect plague*, calling a plague of locusts to himself to cut a swathe of destruction around him.

Blight (Sp): Once per day at 11th level the inflicter can cast *blight* as per the spell, spewing forth a huge cloud of black smoke and flies that blights all plants within the area of effect. The inflicter may use this ability a second time per day at 17th level.

Vomit Bile (Ex): Once per day at 13th level the inflicter can spit forth a horrendous stream of bile. The stream is one foot wide and 30 feet long, and any in its path must make a Reflex save of DC 10 + one-half the inflicter's level or take 6d6 acidic damage (half if save is successful). The vomit's acidic nature is such that those struck suffer 4d6 damage on the second round, 2d6 damage on the third round, and 1d6 damage on the fourth round. Each round after the first the victim is allowed a Fortitude save of DC 10 + one-half the inflicter's level to take half damage that round. At 19th level the inflicter can generate a second vomit bile per day.

Cloud of Flies (Su): At 18th level the inflicter is so putrid in form, being covered with warts, cancers, and open sores, that he is constantly surrounded by a cloud of flies. These flies extend the range of their contagion benefit to a radius of 10 feet for every five levels of the inflicter, but also the flies obscure the character, providing the inflicter concealment (all attacks against him have a 20% miss chance).

Painborn

There are those brought into the world by pain, whether by parents' torture or intense grief bringing about a premature birth. Whatever the reason, those born in this way know nothing in life but pain. All-consuming and wracking, their pain prevents them from being anything but bitter, and they desire nothing but to inflict pain upon others.

Painborn Ability Description

Wracking Pain (Ex): The painborn, beginning at 1st level, is suffering from immense physical pain; his every nerve ending is on fire with an agonizing, never-ending knife thrust of pain. This pain in any normal being would almost certainly kill the subject, or drive him insane with its intensity; however, it is all the painborn has ever known, and to him it is the normal state of being. To a painborn,

pain is the force that drives him and makes him wish to inflict it upon others so they, too, can know the joy of agony. Beginning at 1st level, a painborn can continue to function normally up to a number of hit points below zero equal to one-quarter of his Constitution score (rounded up). For example, Thesiri is a painborn with a Con of 15, so she can continue to act normally until she reaches -4 hit points, at which point she will fall unconscious and begin dying, as is normal. The painborn, as stated, has a much higher tolerance for pain than normal people. At 4th level, the minus to which the painborn can function normally becomes equal to half his Constitution score, increasing to three-quarters at 9th level, and finally to the entire Constitution score at 14th level. The painborn will still die at -10, regardless; however, if the bonus from this ability is greater than -10, he continues to function until the stated amount has been reached. At this point he drops dead. If the stated amount is not reached, but is still over -10, then as soon as the combat ends the painborn drops dead.

Hazy Mind (Ex): The painborn's mind is so affected by pain that the distraction interferes with any enchantments or mind-affecting powers. Beginning at 3rd level the painborn receives a +2 save bonus against such effects, which rises to +4 at 6th level, and at 11th level the painborn is granted complete immunity to such effects.

Nerve Strike (Su): A painborn is so familiar with pain that he learns exactly how the most pain can be inflicted upon others. Beginning at 8th level, a painborn can, once per day, add his level to his unarmed damage (nonlethal damage only), and in addition, the target struck must make a Fortitude save at DC 10 + the painborn's Con modifier or be shaken for a number of rounds equal to the amount by which they failed the save. The character can make a second nerve strike per day at 12th level, and a third per day at 16th level, and at this point he can choose to inflict either nonlethal or lethal damage via his level bonus.

Agony Unleashed (Su): The painborn can, at 13th level, unleash all of the pain he feels at once upon another being he touches; thereafter, if the painborn so desires, the shock caused by this pain can be fatal. He can use this attack once a week at 13th level and a second time at 19th level, and he must announce his intent before making his attack roll. Constructs, oozes, plants, undead, incorporeal creatures, and creatures that are immune to critical hits cannot be affected. Otherwise, if the painborn strikes successfully and the target takes damage from the blow, the agony unleashed attack succeeds. Thereafter, the painborn can try to slay the victim at any later time, as long as the attempt is made within a number of days equal to his character level. To make such an attempt, the painborn merely wills the target to die (a free action), and unless the target makes a Fortitude saving throw (DC 10 + one-half the painborn's level + the painborn's Con modifier), it dies as the shock of the pain unleashed upon it suddenly hits it fully. If the saving throw is successful, the target is no longer in danger from that particular agony unleashed attack, but it may still be affected by another one at a later time.

Death Knell (Sp): The painborn can at 7th level, and a second time per day at 17th level, use *death knell* as per the spell, learning to draw off the pain of the dying in order to heal himself.

Shield Other (Sp): The painborn at 18th level can use the spell *shield other* once per day, allowing him to form a mystical link with another being for a time and take some of this pain for himself, something the painborn does not do to be helpful, but to relish the joy of another's suffering.

Sea Devil

Sea devils are those with an origin linked to the oceans, the dark, fathomless, cold, inky depths. They spend their whole lives in movement, hunting for prey upon whom to feast, and are thrown into a frenzy when spilled blood is about.

Painborn Abilities by Level

Level	Ability
1	Wracking Pain 1
2	Improved Unarmed Strike Feat
3	Hazy Mind +2
4	Wracking Pain 2
5	+1 Con
6	Hazy Mind +4
7	<i>Death Knell</i> 1/day
8	Nerve Strike 1/day
9	Wracking Pain 3
10	+2 Con
11	Hazy Mind—Total
12	Nerve Strike 2/day
13	Agony Unleashed 1/week
14	Wracking Pain 4
15	+3 Con
16	Nerve Strike 3/day
17	<i>Death Knell</i> 2/day
18	<i>Shield Other</i> 1/day
19	Agony Unleashed 2/week
20	+4 Con

Sea Devil Abilities by Level

Level	Ability
1	Shark's Swiftness 20 ft
2	Deep Lungs x3; +5 to saves vs. cold
3	Aquatic Scent 60 ft.
4	+1 Natural Armor
5	Shark's Grin d6
6	Deep Lungs x4; cold resistance 5
7	Shark's Swiftness 40 ft.
8	Blood Frenzy 1/day
9	Shark's Grin d8
10	Aquatic Adaptation
11	Aquatic Scent 120 ft.
12	+2 Natural Armor
13	Shark's Grin d10
14	Total Elemental Resistance 5
15	Shark's Swiftness 60 ft.
16	Shark Communion
17	Blood Frenzy 2/day
18	+3 Natural Armor
19	Aquatic Scent 240 ft.
20	Summon Dire Shark 1/day

Sea Devil Ability Description

Shark's Swiftness (Ex): The character is perfectly at home in the water and gains the listed swim speed. He is therefore considered to have a swim speed for all purposes of combat adjustments while underwater, and gains a +8 bonus to all Swim checks made to avoid hazards in the water. In addition, he may swim for two hours before he needs to make his first Swim check to avoid fatigue, but he must make the check every hour thereafter.

Shark's Grin (Ex): The sea devil's mouth transforms beginning at 4th level, providing the sea devil a wider-opening mouth full of razor-sharp triangular teeth like those of a shark, capable of tearing flesh on a bite attack. At 4th level the character may make a bite attack, which inflicts 1d6 damage plus the character's Strength modifier. This increases to 1d8 at 9th level and 1d10 at 13th level. The character also continues to grow teeth to replace losses for the entirety of his life.

Deep Lungs (Ex): At 2nd level the sea devil character may hold his breath for a number of rounds equal to 3 times his Constitution score. If he may already do so, such as if he is a gnome or gnome-raised dwarf, the multiplier is increased by one. This ability increases to four times at 6th level. Additionally, at 2nd level he gains a +5 racial bonus to all saves against cold effects.

Aquatic Scent (Ex): Beginning at 3rd level, the sea devil character gains the scent ability, which works exactly as the ability is listed in the MM, but to a distance as listed against the current, and twice the listed distance with the current. So, a 3rd-level sea devil can scent 60 feet against the current and 120 feet with it.

Aquatic Adaptation (Ex): At 10th level the sea devil character has completely adapted to life underwater. He may still breathe air and may exist out of water indefinitely, but he may also breathe water through small gills that have grown on his neck and back. Additionally, the sea devil character does not suffer pressure damage from swimming below a depth of 100 feet.

Blood Frenzy (Ex): Beginning at 8th level, the sea devil character can, if wounded, enter a blood frenzy, receiving a +2 bonus to Str and Con, while suffering a -2 penalty to AC. This frenzy lasts until either the sea devil or his opponents are dead. The character is able to enter a second blood frenzy per day at 17th level.

Resistance (Ex): At 6th level the sea devil character gains cold resistance 5 in addition to his +5 bonus to saves against cold. At

14th level he gains resistance against all other forms of elemental damage as his body becomes attuned to all of the elements around himself.

Shark Communion (Su): At 16th level the sea devil character is blessed the ability to understand and communicate telepathically with all shark and shark-like creatures of the sea within a range of 150 feet. Communication is limited to words like "food," "come," "go," and so forth, but such creatures will never attack the sea devil character unless attacked first.

Summon Dire Shark (Sp): A sea devil character of 20th level can call upon the aid of a dire shark, who will do whatever the sea devil character asks for a duration of one round per character level. At the end of this time the shark loses interest and swims away.

Shadowblessed

The corruption of some begins early: the powerful eye and shadowed hand of the Dark Lord reaches out, seeking those who may serve him. Such beings are the shadowblessed, touched and corrupted in the womb by the hand of Izrador. They are born into the world in hate, killing their parent in the process, and these black, empty-eyed beings instantly start serving their dark god's whim.

Shadowblessed Ability Description

Darkvision (Ex): The shadowblessed gains darkvision to 60 feet. However, if the character already possesses darkvision, range increases to 120 feet.

Dark Companion: The shadowblessed gains a single animal companion with whom he shares an empathic link out to a distance of one mile (see the blackguard's fiendish servant, DMG, for more details on this empathic link). The companion's hit dice cannot be more than twice the shadowblessed's character level. The shadowblessed may only have one companion at a time. The character may dismiss his animal companion at any time and call a new one, although this may impact its statistics temporarily (see improved companion below). The shadowblessed commonly chooses animals such as crows, horses, wolves, snakes, and the like.

Shadow Jump (Su): Beginning at 4th level, a shadowblessed character can move through shadows. He can move up to the distance shown as a move-equivalent action, bypassing any barriers as if they did not exist. Thus a character hiding behind a boulder could shadow jump to the other side of the boulder to avoid

Shadowblessed Abilities by Level

Level	Ability
1	Darkvision
2	Dark Companion
3	Death Knell 1/day
4	Shadow Jump 10 ft.
5	Unholy Weapon 1/day
6	Dark Lord's Luck 1/day
7	Improved Companion
8	Death Knell 2/day
9	Shadow Jump 20 ft.
10	Unholy Weapon 2/day
11	Dark Lord's Luck 2/day
12	Improved Companion
13	Death Knell 3/day
14	Shadow Jump 30 ft.
15	Unholy Weapon 3/day
16	Improved Companion
17	Dark Lord's Luck 3/day
18	Magic Jar 1/day
19	Shadow Jump 40 ft.
20	Improved Companion

searching foes. Moving this way never provokes attacks of opportunity, and it cannot be performed in or through areas lit by the equivalent of full sunlight. The use of this ability is often signaled by a sudden chill in the air. Shadow jump may not be used more times in a day than the shadowblessed characters Con score.

Unholy Weapon (Su): Once per day starting at 5th level the shadowblessed character can imbue his weapon with the evil taint of his dark god. Any weapon the character wields for one minute after this ability is activated acts as if it had the unholy special weapon quality.

Dark Lord's Luck (Su): Beginning at 6th level, the shadowblessed can, once per day, reroll any one attack, damage, save, ability, or skill check. This reroll can be declared at any time during the character's round, but only one reroll may be applied to any single roll.

Improved Companion: Each time this ability is gained, the character's companion improves as shown in the table below. If the companion is ever dismissed, it loses one step of benefits per day. Similarly, if a high-level shadowblessed character gains a new companion, it improves one step per day until it reaches the highest level of improvement based on the shadowblessed's level. These improvements apply only to the single companion granted by this villainous path.

Improved Companion

Character Level	Bonus HD	Natural Armor	Str Adj.	Int	Special
7-11	+2	+4	+1	6	Share saving throws
12-15	+4	+6	+2	7	Improved evasion
16-19	+6	+8	+3	8	
20	+8	+10	+4	9	

Taintborn

As corrupt and vile as the Night Kings may now be, they still have the passions of people, and occasionally in their lust, or by rape, they will take a woman, and from that unholy union a child will be born. These children later grow and sire offspring of their own, and so the line continues. These offspring are the taintborn. Twisted and corrupted by their lineage, and disowned by their parent, they grow bitter and hateful, seeking only to make others fall from grace.

Taintborn Abilities by Level

Level	Ability
1	Tainted nature, Dark Resilience
2	Dark God's Luck 1/day
3	Dark Gift
4	Astirax Companion
5	Dark Blessing
6	Dark Power 1/day (1st-3rd)
7	Dark Power 1/day (1st-3rd)
8	Dark Gift
9	Dark Secret
10	Dark Blessing
11	Dark Power 1/day (1st-5th)
12	Dark Power 1/day (1st-5th)
13	Dark Gift
14	Dark Secret
15	Dark Blessing
16	Dark Power 1/day (1st-8th)
17	Dark Power 1/day (1st-8th)
18	Dark Gift
19	Dark Secret
20	Dark Blessing

Taintborn Ability Description

Tainted Nature (Ex): Those with this path are forever marked as beings of corruption and darkness, bearers of a legacy of evil made manifest. Their very being is a focus for evil in all its glory, providing a +2 caster level with regards to any spell with the Evil descriptor. However, being a focus for evil also means that the individual is, in turn, more prone to good effects, being unable to ever cast any spells regardless of class with the Good descriptor, and suffer a -3 penalty to all saves against such spells cast against them.

Dark Resilience: The taintborn character's HD type increases by one step (d4 becomes d6, d6 becomes d8, d8 becomes d10, d10 becomes d12). If the character already has a d12 for hit points then he gains +1 hit point per level.

Dark God's Luck (Su): Taintborn have a link to their dark god; whether magic-wielding beings by class or not, they are inherently linked to Izrador through the power granted their parents, which, though only a modest fraction, has passed to the taintborn. As such, once per day a taintborn may reroll any single dice roll, but must abide by whatever the reroll produces, for good or ill.

Dark Gift: Beginning at 3rd level, and again at 8th, 13th, and 18th level, the taintborn character receives a bonus feat.

Astirax Companion (Ex): Taintborn characters are granted an astirax companion, which is in all ways as that of a legate, even to the point of gaining one additional hit dice every 4 levels. If the taintborn is a legate, then this astirax is in addition to the one he has normally.

Dark Blessing: From 5th level, and then again at 10th, 15th, and 20th level, the taintborn gains a +1 bonus to an ability score, though the same ability score may not be chosen more than once.

Dark Power (Sp): Starting at 6th level and 7th level, the taintborn is granted access to a single spell of his choice of 1st to 3rd level from the legate spell list, which, from that point onwards, he may cast once per day without cost. Again at 11th level and 12th level the taintborn is granted access to another spell; this time the power can be chosen from 1st to 5th level legate spells. Finally, at 16th level and 17th the taintborn is granted access to one more spell, this time from 1st to 8th level legate spells. The spells are fixed once chosen, and may not be changed at a later date. These spells are granted to the taintborn through his link to the dark god Izrador.

Dark Secret: A taintborn, as part of his development, discovers certain dark lore and secrets, most often revealed to him in study or dreams. These secrets can have a profound effect upon the taintborn. As such, at 9th, 14th, and 19th level, the taintborn can choose one of the following benefits: a +3 insight bonus to one skill, +3 hit points, +2 to a single saving throw, a +1 profane attack bonus, or a +1 dodge bonus to AC. No benefit may be chosen more than once.

Tortured Soul

Beaten, broken, tortured, and driven to their breaking point until their minds shatter. Many are broken, but some individuals are rebuilt by the powers of darkness into tools of the dark god's will. These poor souls are scarred and obviously insane, but driven by their dark purpose.

Tortured Soul Ability Description

Fragmented Mind (Ex): At 1st level so fragmented and shattered is the tortured soul's mind that he is immune to all mind-affecting spells and effects.

Insane Rambling (Su): Starting at 2nd level, the tortured soul can begin rambling insanely, incurring a -1 morale penalty to all attack rolls, as his insane mutterings unsettle those in hearing range. There is no save against this effect, but the tortured soul must be able to speak and those affected must be able to hear him.

Touch of Idiocy (Sp): Once per day from 3rd level the tortured soul can cast *touch of idiocy* as per the spell of the same name.

Tortured Soul Abilities by Level

Level	Ability
1	Fragmented Mind
2	Insane Rambling
3	<i>Touch of Idiocy</i> 1/day
4	<i>Hideous Laughter</i> 1/day
5	Whispered Horrors 1/day
6	<i>Nightmare</i> 1/day
7	Flay Enemy 1/day
8	Beasts of the Id 1/day
9	Scarred Soul
10	Whispered Horrors 2/day
11	<i>Maze</i> 1/day
12	<i>Insanity</i> 1/day
13	Beasts of the Id 2/day
14	Flay enemy 2/day
15	Whispered Horrors 3/day
16	<i>Maze</i> 2/day
17	Scarred Soul
18	Beasts of the Id 3/day
19	<i>Insanity</i> 2/day
20	<i>Weird</i> 1/day

Hideous Laughter (Sp): Once per day from 4th level the tortured soul can cast *hideous laughter* as per the spell of the same name.

Whispered Horrors (Su): Beginning at 5th level, and then again at 10th and 15th level, the tortured soul can, once per day, cause the whispered horrors of his mind to affect all those within a radius of 25 feet + 5 feet per level. The terrifying voices whisper horrors so traumatizing that those within range must make a Will save against DC 10 + Int modifier + one-half the tortured soul's level or be frightened, fleeing in terror if able, otherwise suffering a -2 penalty to all attack rolls, saving throws, skill checks, and ability checks.. Any affected creature will take the most direct route to get away from the tortured soul, including the use of special abilities or spells. If cornered, the victim may fight. The effect of whispered horrors lasts for one round per level of the tortured soul.

Nightmare (Sp): Once per day from 6th level the tortured soul can cast *nightmare* as per the spell of the same name.

Flay Enemy (Su): Once per day at 7th level the tortured soul gains the supernatural power to flay an enemy alive with a thought. This requires a standard action, and the target must be within 25 feet + 5 feet per level of the tortured soul. The target may make a Fortitude save against DC 10 + Con modifier + one-half the tortured soul's level to take half damage. If this save is failed, the victim takes 1d6 points of damage per level of the tortured soul (10d6 maximum), and 1d4 temporary Charisma damage from the skin being flayed from his body. Those who make the save avoid the Charisma damage, however those who take the Charisma damage begin each day by taking 1d6 points of nonlethal damage for each point of Charisma lost. For instance, a character is flayed for 4 points of Charisma. On the following day he takes 4d6 nonlethal damage. The next day he gains back a point of Charisma and takes 3d6 nonlethal damage. The nonlethal damage is due to the excruciating pain the subject suffers due to the lack of skin. In addition, during this time the character must make a Fortitude save each day until healed, equal to the original save DC, or lose a point of Charisma permanently due to scarring. The tortured soul gains a second use of the flay enemy power per day at 14th level.

Beasts of the Id (Sp): Upon reaching 8th level the tortured soul can manifest the horrors of his mind before an enemy, creating the most terrifyingly fearsome horror imaginable to appear to him. Only the chosen target sees this horror, and must first make a Will save of

DC 10 + Int + one-half the tortured soul's class level. If the target succeeds he realizes the image is not real and is unaffected. However, a target that fails this save must then make a Fortitude save against a DC 10 + Int modifier + one-half the tortured soul's class level or die of fear. Even if the subject succeeds at this Fortitude save he takes 3d6 damage. A tortured soul gains a second use of this power per day at 13th level, and a third use per day at 18th level.

Scarred Soul (Ex): Beginning at 9th level a tortured soul is so used to his very essence being punished that he has grown resilient to things that would harm him. He effectively gains a +4 saving throw bonus versus any and all death spells or effects. When reaching 17th level he becomes immune to all such spells and effects.

Maze (Sp): Once per day from 11th level the tortured soul can cast *maze* as per the spell of the same name. The character gains a second use of this power per day at 16th level.

Insanity (Sp): Once per day at 12th level the tortured soul can cast *insanity* as per the spell of the same name. He gains a second use of this power per day at 19th level.

Weird (Sp): Once per day at 20th level the tortured soul can cast *weird* as per the spell of the same name.

Trollborn

There are those born of an unholy union with trolls; these individuals are large and strong, and have remarkable regenerative abilities. Unfortunately, their forms are hideous and twisted, and their temperaments are often like that of their troll parents.

Trollborn Ability Description

Night Vision (Ex): The trollborn gains darkvision to 60 feet. If he already has darkvision then it increases to a 90-foot range.

Beast Sense (Ex): The trollborn's senses continue to develop, and he may choose at this point to gain either scent or low-light vision.

Regeneration (Ex): A trollborn's blood begins to take on the aspects of its parent, and all damage received except fire and acid is treated as nonlethal, which is recovered at a rate per round equal to the number given.

Large: The trollborn at 5th level has his size increased to large, with all resultant statistical changes. In addition, he may now wield

Trollborn Abilities by Level

Level	Ability
1	Nightvision
2	Beast Sense
3	Natural Armor +1
4	Regeneration 1 (Fire/Acid)
5	Large
6	<i>Bull's Strength</i> 1/day
7	Natural Armor +2
8	Regeneration 2 (Fire/Acid)
9	Frightful Presence
10	<i>Bull's Strength</i> 2/day
11	Natural Armor +3
12	Regeneration 3 (Fire/Acid)
13	Rage 1/day
14	<i>Stoneskin</i> 1/day
15	Natural Armor +4
16	Regeneration 4 (Fire/Acid)
17	Rage 2/day
18	<i>Stoneskin</i> 2/day
19	Natural Armor +5
20	Regeneration 5 (Fire/Acid)

large weapons one-handed and huge weapons in two hands.

Bull's Strength (Sp): The trollborn beginning at 6th level is able to cast *bull's strength* as the spell. He may use this power another time per day at 10th level.

Frightful Presence (Ex): Trollborn of 9th level become twisted, their large, gangly, greenish patchy forms covered with warts, their forms emaciated, their fingers long and claw-like, and their noses long and pointed. They can now terrify those they encounter, effectively granting them the fearsome presence ability.

Rage (Sp): Trollborn of 13th level may use *rage* as per the spell once per day, and gain a second use per day at 17th level.

Stoneskin (Sp): Trollborn of 14th level gain the ability to cast *stoneskin* as per the spell once per day, and a second time per day at 18th level.

Vengeant

A vengeant is one born with a burning desire for vengeance; the impetus could be a parent's unresolved desire, or an early experience of the child itself from something it experiences or witnesses directly, but whatever the cause the end result is always the same. The vengeant's thirst for revenge consumes him and grows beyond his control as he punishes any he encounters whose actions can be even remotely related to the source of his desire for revenge.

Vengeant Ability Description

All-Consuming Foe (Ex): At 1st level, and every five levels thereafter, the vengeant can choose one type of foe that his vengeance applies to. This enemy can be as specific as "all orcs" or "all human males," or as widespread as "anyone who is wearing red" or "anyone who lives in the Kaladrin Mountains." Against this foe the vengeant gains a +2 bonus to attack rolls. However, so strong is his hatred for this chosen enemy that whenever someone who meets the criteria is met, the vengeant must make a Will save against DC 14 or attack the target immediately.

Furious Charge: When a vengeant makes a charge action against his chosen foe, if successful, the vengeant can add +1 damage for every two class levels to the blow. This ability may be used once per day at 2nd level, and an additional time at 9th and 16th levels.

True Strike (Sp): Beginning at 3rd level a vengeant can cast *true strike* as per the spell of the same name once per day. At 7th

level the vengeant can cast this spell a second time per day.

Bloodied Tracking: Vengeants are dogged and relentless when it comes to hunting down those they wish vengeance against: namely their chosen foes. For the purposes of tracking these foes down the vengeant gains a +1 circumstance bonus for every five class levels to his Survival checks. Additionally, if hunting someone he has actually drawn blood from, the penalty to the DC incurred for every 24 hours that have passed does not apply until one day for every four levels have passed first. For example, a 12th-level vengeant is tracking his chosen foe, a Sarcosan male he found and wounded five days ago. He gains a +2 bonus to his tracking attempts, and normally the DC to track down his foe would be raised by +5, as five days have passed. However, thanks to his bloodied tracking ability, the first three days do not count, so the DC to track his foe is only increased by +2 for the remaining two days.

Driven (Su): Once per day at 6th level, the vengeant can reroll any failed saving throw that occurs against one of his chosen foes. He gains a second reroll at 12th level. This reroll can be declared at any time before the character's next action; the result of this reroll must be abided by.

Locate Creature (Sp): A vengeant can cast *locate creature* once per day as per the spell of the same name at 8th level, again a second time per day at 13th level, and a third time per day at 18th level.

Vengeance Strike (Su): Beginning at 11th level a vengeant can make a vengeance strike against a chosen foe. This attack is a full-round action. The vengeant attack against the chosen foe has an increased threat range (20 becomes 19-20, 19-20 becomes 18-20, and so on). In addition, if the attack is a critical threat, the vengeant adds +2 to his critical hit confirmation roll.

Relentless: So strong is the vengeant's hatred and desire against his chosen foe that, when combating such a foe, he fights relentlessly until death (-10 hit points). He does not fall unconscious at 0 hit points, nor do the effects of dying apply; his hatred sustains him, fueling his efforts.

Venom Blooded

It is rumored the serpent peoples occasionally take consorts of other races, and from these unions those with a conniving, poisonous nature are born, alluring and charming to most, but with a deadly nature at heart.

Venom Blooded Ability Description

Poison Immunity (Ex): At 1st level the venom blooded character is immune to all nonmagical poisons.

Forked Tongue (Ex): All venom blooded people have a knack for manipulating people and lying as easily as most people draw breath. As such, the venom blooded character gains a +2 bonus to Bluff and Diplomacy checks for every four levels.

Lightning Strike (Ex): Starting at 2nd level, and again at 7th and 12th levels, the venom blooded character's reactions gain a boost, increasing his initiative scores by +2 at each level.

Hypnotic Gaze (Sp): Beginning at 3rd level, and again at 8th and 13th levels, the venom blooded character gains the ability once per day to cause whomever meets his gaze to stop and stare blankly at him. In addition, he can make his suggestions and requests seem plausible. This gaze has no effect against those immune to mind-influencing effects, such as undead, constructs, and the like. The target must make a Will save against DC of 10 + Cha mod + one-half the venom blooded's level or become fascinated and react as if the venom blooded were two steps more friendly in attitude (see NPC attitudes, page 72 PHB). This allows the character to make a single request of the affected target, which must be brief and sound reasonable, and can take no more than one round per level of the venom blooded to complete. The target has no memory of anything he does during this time.

Vengeant Abilities by Level

Level	Ability
1	All-Consuming Foe (1st)
2	Furious Charge 1/day
3	True Strike 1/day
4	Bloodied Tracking
5	All-Consuming Foe (2nd)
6	Driven 1/day
7	True Strike 2/day
8	Locate Creature 1/day
9	Furious Charge 2/day
10	All-Consuming Foe (3rd)
11	Vengeance Strike 1/day
12	Driven 2/day
13	Locate Creature 2/day
14	Vengeance Strike 2/day
15	All-Consuming Foe (4th)
16	Furious Charge 3/day
17	Vengeance Strike 3/day
18	Locate Creature 3/day
19	Relentless
20	All-Consuming Foe (5th)

Venom (Ex): Starting at 4th level the venom blooded character begins to produce venom from within a gland at the back of his throat, allowing him to make a bite attack, with damage of 1d4 + Str modifier. This attack does not provoke an attack of opportunity. The venom itself causes the victim to make a DC 10 + Con modifier Fortitude save or suffer these effects: initial damage 1 permanent Con loss, secondary damage 1d2 temporary Con loss. From 9th level onward, the potency of his venom increases, allowing the venom blooded to add half his level to the save DC against his venom.

Scales (Ex): At 6th level the venom blooded character's epidermal layer takes on a faintly scale-like appearance, and colorful patterns begin to appear across his body. These scales and the coloration become more predominant at 11th level, and cover the character completely at 16th level. At each stage the character gains a +1 natural armor bonus.

Spit Venom (Ex): Once per day beginning at 14th level the character gains the ability to spit a stream of venom at a foe's face. In order to do this he must make a ranged touch attack against the target, who can be no more than 30 feet away. If the attack is successful the target must make a Fortitude save against DC 10 + Con modifier + one-half the venom blooded's level or be blinded for 1d4 rounds. The character gains a second use of this ability at 18th level.

Summon Ophidian (Sp): Upon reaching 17th level the venom blooded character can summon up to twice his hit dice in snakes once per day. The exact nature and type of snakes summoned depends on what is available in the region, and can include dire or giant varieties. Any snake(s) summoned arrive in 1d6 rounds of the summoning. These snakes are not under the control of the venom blooded but generally attack all within the immediate area, with the exception of the venom blooded character, whom they consider one of their own.

Extra Reach: At 19th level the venom blooded can elongate his body when attacking in order to reach characters 5 feet further out than normal. This effectively increases the character's threat range from 5 feet to 10 feet for a medium sized creature.

Venom Blooded Abilities by Level

Level	Ability
1	Poison Immunity, Forked Tongue
2	Lightning Strike +2
3	<i>Hypnotic Gaze</i> 1/day
4	Venom
5	+1 Dex
6	Scales +1
7	Lightning Strike +4
8	<i>Hypnotic Gaze</i> 2/day
9	Venom, Improved
10	+2 Dex
11	Scales +2
12	Lightning Strike +6
13	<i>Hypnotic Gaze</i> 3/day
14	Spit Venom 1/day
15	+3 Dex
16	Scales +3
17	Summon Ophidian 1/day
18	Spit Venom 2/day
19	Extra Reach
20	+4 Dex

Techniques of Darkness

Baden's Bluff, Arc of Sennach, 99 Last Age

They are coming; I can hear the sound of armored men echoing through the deserted buildings. Most of the faithful have fled as the nights have begun to run red with blood. Let them go; they were too weak in their faith in the Dark God and too impressed by the armored might Sunulael's scum brought to our city. The usurpers are pompous fools, thinking to challenge me, here, in the very bowels of the Steep. They will regret their arrogance. "Orastones, send forth your children."

Out of the piled refuse, hundreds upon hundreds of rats swarm out into the streets and the screaming begins. In minutes the streets regain their eerie silence as a different breed of scavenger, one that walks on two legs, creeps from the darkness to plunder what they can.

New Feats

Enhanced Astirax Companion Feats

The astirax companion is one of the defining features of the legate class and so it only makes sense that some legates will seek to gain additional advantages from their allies.

The black mirrors of Izrador serve many purposes. Of course, draining magic and serving as his eyes are the most important functions, but they also serve as the centerpiece of foul rituals in the Shadow's name. From time to time, legates will perform sacrificial rituals to enhance their powers—and also to enhance the powers of their astirax companions.

These rituals are more common among the ranks of those sects within the Order of Shadow who focus on hunting magic (often represented by access to the Magic domain) but most temple legates are aware of their existence.

In addition to the prerequisites below, acquiring these feats requires that the legate perform an hour-long sacrificial ritual at the site of a black mirror. This ritual requires the destruction of a magic item or the blood sacrifice of a channeler or fey. Performing the sacrifice correctly also requires a successful Knowledge (religion) check (DC 20).

Enhanced Astirax Companion: Energy Stealing Spell (Metamagic)

You channel the power of your astirax companion to steal spell energy from targets of your spells.

Prerequisites: Astirax Companion class feature, astirax companion must have gained +2 HD as a result of the legate's level advancement, Enhanced Astirax Companion: Share Senses.

Benefit: Your spell drains 1d4 points of spell energy from any target in addition to its normal effects as if touched by the astirax. All creatures that are affected by the spell (i.e., take damage, fail the save etc.) who have spell energy are affected without an additional saving throw. Similar to the astirax's ability, Con damage is inflicted should spell energy be reduced below 0 by this effect.

The astirax loses its drain spell energy ability for this round. An energy stealing spell uses up a slot two levels higher than the base spell.

Enhanced Astirax Companion: Form Swarm

The legate kneeled motionless, with his arms outstretched and head tossed back in infernal rapture. Draped around his shoulders was a viper with a somewhat unnatural aspect, a viper that looked very much like those serpents that seemed to be drawn to the legate by the foul ritual he was conducting...

With the aid of your astirax companion, you conduct a ritual to form an animal or vermin swarm for your astirax's possession.

Prerequisites: Astirax Companion class feature, astirax companion must have gained +2 HD as a result of the legate's level advancement, Enhanced Astirax Companion: Possess Swarm.

Benefit: Drawing on the power of your astirax companion, you are able to call a swarm of animals or vermin (see list below; the latter is subject to you having taken the Enhanced Astirax Companion: Possess Vermin feat) to yourself and form these creatures into a swarm as defined in the Core Rules. The ritual is a spell-like ability (for the purposes of disruption, etc.) and takes one uninterrupted hour to complete. During the ritual, your astirax companion must spend the entire time possessing the same type of animal or vermin that you are forming into a swarm. At the end of the ritual, your astirax companion possesses the swarm, and thus it is effectively under your control.

Enhanced Astirax Companion: Possess Swarm

Your astirax companion is now able to possess swarms (see the list below).

Prerequisites: Astirax Companion class feature, astirax companion must have gained +1 HD as a result of the legate's level advancement.

Benefit: The legate's astirax companion may now also possess any of the swarms on the lists below, subject to the swarm's HD not exceeding the astirax's legate's character level.

The following swarms are appropriate: Bat Swarm, Centipede Swarm, Locust Swarm, Rat Swarm, Spider Swarm, and Raven Swarm.

Enhanced Astirax Companion: Possess Undead

Prerequisites: Astirax Companion class feature.

Benefit: Your astirax companion is able to possess corporeal undead, in addition to animals, subject to the possessed undead having hit dice (including any bonus granted by the Turn Resistance special quality) equal or less than your legate levels.

Enhanced Astirax Companion: Possess Vermin

Prerequisites: Astirax Companion class feature.

Benefit: Your astirax companion is able to possess vermin in addition to animals.

Enhanced Astirax Companion: Share Senses

Prerequisites: Astirax Companion class feature.

Benefit: You share your astirax companion's sensing of magic (i.e., this ability does not operate separately from your astirax's; you just share its sensing). Sharing senses requires a standard action on your part that does not provoke an attack of opportunity.

General Feats

Beast-bonded Astirax

You know he is a legate, but rather than some red-eyed creature being at his side, he is accompanied by an enormous wolf of fell aspect whose eyes seem to burn with an unholy flame.

Prerequisites: Astirax Companion class feature, astirax companion must have gained +1 HD as a result of the legate's level advancement.

Benefit: Through a day-long unholy ritual you bind your astirax companion into the body of an animal, thus creating a beast of Izrador. If your astirax companion is able to possess swarms or vermin due to your Enhanced Astirax Companion Feats, then you may bind your astirax companion to the same.

Eyes of Izrador

They looked into the legate's eyes and saw that they were like pools of dark blood, without pupil or iris and truly evil to behold.

Prerequisites: Rebuke Undead class feature, ability to cast 3rd level or higher legate spells.

Benefit: At the permanent cost of one daily use of your ability to Rebuke Undead, you channel negative energy to give yourself darkvision with a 60 ft. range (or +60 ft if you already possess darkvision) and the supernatural ability to see in magical darkness to a distance of 30 ft. For the purpose of *detect evil* spells and similar effects, your evil aura is now Overwhelming and your eyes look like the surface of a black mirror.

Eyes of Izrador, Greater

The legate looked through the massed ranks of slaves and unflinching selected the weakest of them for sacrifice upon the Shadow's altars.

Prerequisites: Rebuke Undead class feature, ability to cast 3rd level or higher legate spells, Eyes of Izrador.

Benefit: At the permanent cost of one additional daily use of your ability to Rebuke Undead, you channel negative energy to give yourself a permanent version of the *deathwatch* spell.

Obsidian Sorcery

With the guidance of the foul obsidian hags of the dwarven Dorin Clan, you tap the dark power of the Obsidian Cyst to power your channeling magic.

Prerequisites: Ceremony (see below), Channeler Gift class feature, Con 13+, Great Fortitude, Magecraft, Toughness.

Benefit: Taking this feat requires that the channeler present herself (rarely is a male accepted) to the obsidian hag coven that dwell in a great chasm deep beneath the Kaladrun Mountains where they tend the dark power nexus known as the Utter Cyst. There, in a ceremony involving blood sacrifice and fouler things over a two arc period, the channeler is inducted into the mysteries of Obsidian Sorcery and is forever changed.

The ceremony changes the texture of the channeler's skin to something like obsidian which, among other things, provides a +1 bonus to natural armor (stacks with all existing bonuses) and 25% fortification (i.e., there is a 25% chance that any additional damage from a critical hit or sneak attack or similar will be negated). In

addition, the channeler's primary spellcasting ability is changed to Con.

A channeler of the Obsidian Sorcery tradition is able to burn a point of natural armor to provide her with two additional points of spell energy. The natural armor cannot be magically healed but heals naturally at the rate of one point per day.

Mistress of Stone (Su): A channeler of the Obsidian Sorcery tradition may rebuke or command creatures of the Earth sub-type as an evil cleric rebukes or commands undead, except that the 'hag uses her Con score in place of her Cha score. This gift may be used 3 times/day plus 1 per point of Con bonus.

These advantages are not without cost. The Obsidian Sorcery tradition gradually drives a channeler insane. When the feat is first taken, the channeler's Wis and Cha scores are permanently reduced by -2; these cannot be restored. In addition, the channeler loses her familiar; this is no longer a class ability for her.

Sword-bonded Astirax

The soldier legate before you bears a black iron blade that seems surrounded by a faint nimbus of power.

Prerequisites: Astirax Companion class feature, masterwork cold iron longsword, must be a member of the soldier legates.

Benefit: Through a ceremony presided over by a soldier legate capable of casting 5th level legate spells, you fuse your astirax companion to a longsword of black iron. The astirax permanently loses its identity and being, but you gain a powerful weapon. The masterwork cold iron longsword gains the following abilities:

- Hardness and hit points double;
- Ghost-touch quality;
- Detect magic as a standard action at will (use character level as caster level);
- Any attack with the sword that inflicts damage also drains spell energy as per an astirax's normal attack.

Any spell energy drained is stored in the sword. The sword may absorb a maximum number of points of spell energy equal to your character level, after which any further points drained are simply lost. Absorbed spell energy may be used to cast the following spells as a free action, once per round, at a cost in spell energy equal to the spell's level: *blade barrier*, *divine power*, *greater magic weapon*, *keen edge* (treat as 4th level legate spell), and *magic weapon*. However, the spell can only be cast in this manner if your legate level is high enough to allow you to cast the spell.

Item Creation Feats

Heart of the Living

You are capable of using the essence of the living and the earth to store and channel magical energies

Prerequisites: Knowledge of at least one spell, must be one of the horsha and perform a ritual involving a living humanoid and one gem of high value.

Benefit: See the feat description on Chapter 8

Sword of the Shadow

Baden's Bluff, Arc of Halail, 99 Last Age

A missive to Brother Teros,

'Brother, the noose is tightening around the faithful in Baden's Bluff. The usurpers have brought in Mother of Bone warbands to control the Steep. The odrendor have no fear of death, as they know they will rise again to serve their tribe. Our losses have become frightful, if we cannot turn the tide quickly Sunulael's scum will control the city. I'm going to scatter the faithful and let the usurpers control the Steep, for now. There are things hidden here, in places even we do not go, that they will find difficult to control.'

The Armies of the Shadow

The great council hall is busy, filled with councilors, warriors, and even a few humans. Queen Aradil sits on her throne, quietly listening as each report is presented to her. To her left is a large and very detailed map of Eredane. Scattered across the map are small red symbols and four much larger black objects, a black sword, a magician's staff, a dragon, and a holy symbol of the Dark God. A lone elf stands next to the map. With a nod from the Queen, he begins his report.

"My Queen, there has been little change in the Shadow's armies over the past week. Our agents have confirmed that two of the dark powers, the Legate Sunulael and the shell that was Zardrix remain in or very near the Dark Tower. The Shadow's general Jahzir is still in Alvedara, but preparations seem to be underway for him to travel to Erenhead. The last of the four, the great traitor, remains in his tower near Bandilrin. The three major armies along our borders have gained little, if any ground. The orc general Grial probes our defenses with orc and goblin war bands but conserves the base of his power, the twenty-one orc legions, roughly 46,000 troops. In addition Grial can call on numerous orc, goblin, and even ogre war bands adding 200,000 more troops. With a few exceptions these war bands have not proven successful and there have been cases where Grial has used his legions to force the war bands into the fight. Most worrisome is the almost sixty blight ogres that have yet to attack us. We believe that Grial is waiting for our defenses to weaken before using the blight ogres to force a breach.

The Shadow army just north of the sea has been held in check. The army has changed leadership three times in the past cycle and the lack of leadership has given our defenders a small respite. There are currently twelve orc legions holding the army together. They are supported by 100,000 orc and goblin troops, with very few ogres or trolls. Prince Redguard and his riders have done some minor damage to the army's supply trains and have helped to keep a roughly two hundred mile portion of the front line clear of orcish troops. In the far north, with the destruction of the Legion of the Bloody Spear at the fighting near Frozen Oak,

the number of legions stands at eleven. They are supported by almost 80,000 orcs and goblins and a large number of ice trolls.

On the northern Kaladrin front, we are unable to get a good count of the forces involved. The last word we had from the dwarven capitol is that there were over 120,000 orcs and goblinkin besieging them. In that number were fifteen orc legions. Scattered through the rest of the northern range, the dwarves estimate there are another 80-100,000 Shadow troops attacking isolated holdfasts or occupying captured mines and clan holds.

More disturbing news come on their southern front. The number of Shadow troops gathering near Erenhead has increased to just over 80,000. Jahzir has dispatch seven legions to the area to strengthen the force. We expect the new army still needs a least two arcs to gather supplies, set up a command structure, and move into the southern Kaladrins. Our information on Jahzir has him departing for Erenhead by the end of the arc to confirm command of the army and provide initial orders. We have passed our information to those contacts we have among the southern dwarven clans.

In the former human lands, the Shadow's grip is getting tighter. Each major city has at least one orc legion in garrison. The two most important cities, Alvedara and Highwall have four legions and Bastion has two. Most legions have a number of war bands that are allied with them. Numbers vary on allied troops, from as little as 1,000 in Steel Hill to over 40,000 in and around Bastion. In the south, Jahzir has sent six orc legions and several goblin worg rider bands to hunt the Sarcosan Free Riders to the north of Hallisport.

The great migration of orc and goblinkin tribes out of the north continues. Our agent in Bastion has sent word that at least three orc tribes have settled in deserted human villages approximately two days walk west of Bastion. In the east, the tribes have settled most of the northern stretches of the Ishensa River. Migration south of the Sea of Pelluria is continuing, but at a very slow pace."

Aradil rises from her throne and moves to the map. She moves three of the orc legions near the Sea of Pelluria. "Grial has detached a small striking force that is skirting the southern Pellurian coast. He will attempt to penetrate our lines near Three Trees. Lord Kalista" she looks over at an elderly elf in full armor, "you will take your troops and deploy just south of Three Trees. Work with the local defenders and allow the orcs to move into the forest. Put up enough resistance to let them feel we are fighting for the ground, but slowly draw them further into the forest. Once they have committed, move you force north and cut off their retreat. If we move swiftly, we should be able to destroy those three legions and their allies."

The Shadow's Armies

The Shadow's armies are a contradiction. The core of the army, the orc legions, is extremely well organized, equipped, and led. However, the bulk of the army, the various tribes of orcs, goblinkin, ogres, and other shadow creatures fight as individuals or small warbands with little to no organization. The Shadow's generals have learned how to use both types of troops. The tribal units are used to

try to overwhelm, pin down, or demoralize the enemy and the legions are used as the Shadow's dark hammer.

The orc legions are the disciplined striking force of the army, used to punch through a defensive line or take a fortified position. Specialty units, like undead, blight ogres, or even a dragon provide the added strength to support the legions. Orc legions normally consist of between 1,500 and 3,000 troops, usually from a single tribe. Due to the number of troops in a legion, only the larger tribes can support a legion. Some of the largest tribes (Shunned Mother, Mother of Bone, etc.) support multiple legions. Legions provide the tribe with the means of achieving glory, gaining favor with the Night King Jahzir, and acquiring lands and slaves for their tribe. The legions also receive the best arms and armor from Steel Hill and gain the greatest share of plunder taken in battle. Jahzir uses the legions to enforce his rule in the conquered territories and keep the other tribes in line.

The various tribes of orcs and goblinkin have been sent or migrated south to take over territory formerly held by the humans, fight the human resistance, or support the war against the fey. Due to the large number of tribes and the vast amount of conquered territory, it's difficult for the Shadow to control the actions of the tribes. A number of tribes have taken over territory and have little interest in being sent into the hell known as the Erethor or fighting in the close, trap-infested caverns under the Kaladrans. Smaller tribes can and have simply disappeared from the Shadow's view. Some tribes need to be coerced into joining the war against the fey, while others gladly go to attack their hated enemies. The Shadow's control of the legions and the tribes is strongest on the frontlines against the fey, near Theros Obsidia, and Alvedara. Jahzir has trusted commanders in each location.

Command in the Shadow's army is based on strength and influence. The strong and those tribes with the favor/support of a powerful sponsor (Jahzir, Ardherin, etc.) hold the highest positions and take what they want. Competition between the tribes is fierce and can be very bloody. Personal duels or small scale fighting decides most conflicts between tribes. Jahzir will not allow full tribal warfare. The Shadow's war against the fey is based on broad fronts. There are two main fronts in the war against the elves, the northern front in the Veradeen and the southern front in the Caraheen. In the north, the Shunned Mother Tribe controls the war against the hated Erunsil. In the Caraheen, Grial the Fey Killer runs the war from his fortress at Fachtendom. The southern front is the most important as it's charged with taking the elven capital and destroying the Witch Queen. The fight against the dwarves currently has one front, the Northern Kaladrin front. Jahzir is forming a new army near Erenhead to start a second (southern) front against the dwarves.

Goblins of Eredane

In his search for servants worthy of joining his host, the Dark God, captured and corrupted, fey, humans, giants, and the great beasts of the north. Much is known of his successes, the orcs and oruks, the Night Kings, blight ogres, and the corruption of the dire wolves – the worgs. Much less is known about what is seen as his failure, the vermin of the Shadow host, the goblins.

In the early years of the First Age, tribes of fey began to disappear from the Northern Marches. Some believed that the tribes had fallen to sickness or predators. Natural death would have been preferred over what was done to the captured fey. The various types of captured highland imps were twisted and filled with Izrador's dark essence. What came from years of torture and reforming were the goblins. Instead of the strong and magical warrior race the Dark God wanted, the goblins turned out to be weak, skulkers in the dark, lacking in discipline, and full of fear. The Shadow abandoned its attempts with the highland imps and left the goblin race to fend for itself in the savage north. Unexpectedly, the race survived and even grew in size during the First Age. During the Battle of Three Kingdoms, the goblins were used to blunt the blades of the dorns

and act as skirmishers. The goblins died by the thousands. Even so, they took their toll on the dornish and elven warriors. During the Second Age, the goblins began to adapt to their role as the servants of the orcs. In battle the goblins were used as scouts and saboteurs. At the end of the Second Age, the goblins were infiltrated past the Fortress Wall to spread panic and destruction in the Dornish heartland. Raiding virtually defenseless villages, killing cattle, and poisoning wells were all within the limited capabilities of the goblins. Their ability to infiltrate and strike without warning diverted desperately needed troops from the Fortress Wall.

The battles of the Second Age provided another opportunity for the goblins to prove their worth to the Shadow, cavalry. The Shadow's lack of cavalry proved to be fatal in the later stages of the battles of the Second Age. The inability to quickly move across the battlefield and the lack of an effective counter to the Sarcosan cavalry turned the tide against the Shadow. The barrens of the northern wastes did not have and could not support the great herds of horses necessary to form an effective cavalry force. The Shadow used worgs to attack the Sarcosan cavalry, but the worgs were not organized, and did not have the ability to quickly react to changes in a battle. The worgs needed riders to control their actions and provide for the mounted force the Shadow so desperately needed. As orcs were far too heavy for the worgs, the Shadow's generals turned their eyes to the goblins. Tribes of goblins were taken and trained to ride and fight from worgs. The bonding of the worgs and goblins took hundreds of years, but finally a breed of goblins was created that could work with the worgs and provide the Shadow with its first cavalry. With the rise of the Last Age, the goblin race has evolved into six distinct racial types, Lesser goblin, goblin, greater goblin, sniffers, worg riders, and slavers.

Lesser Goblin

Even smaller than a normal goblin, lesser goblins rarely reach three feet in height. They are the menial laborers for their orc masters, and very, very rarely used in combat. Lesser goblins do not form their own tribes; they are the property of the orc tribes/legions.

In black tongue, they are called *ran`kerrach* or worker goblins. In dwarven, they are called *'frankach be`ag'*, or lesser goblin.

- **Impact on Eredane:** None, they are treated as any other slave.
- **Size:** small.
- **Benefits and Detriments:** Strength -4, Dexterity +2, Charisma -4, Hit Dice 1D6, +4 to Move Silently and +2 to Hide checks.
- **Favored Weapons and Armor:** Very rarely armed with metal weapons. Lesser Goblins use crude spears, clubs, slings, and darts.
- **Favored Feats:** Endurance, Great Fortitude, Alertness.

Goblin

Almost half of the race is standard goblins. Body and skin coloration varies by region and tribe. Coloration appears to be important to the goblins, but what it signifies is a mystery to non-goblins. Standard goblins are treated just barely better than lesser goblins. They still receive the worst living areas, food, and access to weapons. Goblins are thrown into the front line of combat to act as "arrow catchers" and to identify weaknesses in the enemy's defenses. In black tongue, they are simply called *'ran'*, goblins. In dwarven and norther, they are called *'frankach'*, which means both goblin and rat.

- **Impact on Eredane:** Limited, used as fodder for the orc armies. They are also used to spread terror in occupied territories and to provide limited security for orc supply trains.
- **Size:** small.
- **Benefits and Detriments:** -2 Strength, -2 Charisma, +2 Dexterity. +4 to Move Silently and +2 to Survival checks.

- **Favored Weapons and Armor:** Goblins rarely rate metal armor and lack the ability to convert human/orc armor into a form more suitable for their size. Most armor is crudely made leather, studded leather, or hide. Goblins normally carry small wicker or wooden shields and are armed with Fighting Knives (treat as a Dagger), Javelins, Slings, and the occasional Short Sword.
- **Favored Feats:** Alertness, Dodge, Stealthy.

Greater Goblin

Greater Goblins are the pinnacle of the goblin evolutionary ladder and are more than a foot taller than standard goblins (up to five feet tall) and much more sturdily built. Greater goblins due to their size and strength easily dominate most goblin tribes. Only one in every hundred goblins will develop into a greater goblin. In black tongue, they are called *ran `mor`*, or large goblin. The dwarves and dorn also use the word *‘mor`* to mean big or large.

- **Impact on Eredane:** Small, due to their limited numbers. Most goblin tribes are led by greater goblins. Orcs will often kill greater goblins to prevent any challenge to their control over goblin tribes.
- **Size:** medium.
- **Benefits and Detriments:** +2 Strength, -2 Intelligence, -2 Charisma. +4 to Move Silently and +2 to Survival checks.
- **Favored Weapons and Armor:** Greater goblins are able to wear captured human armor and usually wear ill-fitting chain or scale. They claim the best weapons available to the tribe and prefer to wield swords and maces.
- **Favored Feats:** Power Attack, Toughness, Persuasive.

Sniffers

Sniffers are almost feral goblins that survive due to their natural ability to track their prey. These goblins have proven very valuable when the orcs hunt resistance fighters or escaped slaves. Sniffers are wiry and hunched over to be closer to the ground. They often use all four of their limbs to propel themselves. Physically, they are much weaker than normal goblins. If forced to fight, they will normally attack with their claws and teeth. In black tongue, they are called *‘ran `kafer`*, which means dog goblin. Neither dwarven nor norther has a special word for the sniffers. Dwarves and dorn just call them *‘kafer`*.

- **Impact on Eredane:** Excellent trackers. In skirmishes with orc and goblin hunting parties/warbands, sniffers are often the first targets. Resistance groups have learned the hard way that the orcs/goblins will flee an initial encounter only to return in greater numbers using the sniffers to pick up their trail.
- **Size:** small.
- **Benefits and Detriments:** -4 Strength, -2 Constitution, -2 Charisma, +4 Dexterity, +2 Wisdom. Automatically gain the Scent feat. Can attack with either two claws (1D2) or one bite (1D3).
- **Favored Weapons and Armor:** Sniffers very rarely carry weapons or wear anything more than hide armor. They prefer to keep their hands free.
- **Favored Feats:** Track. Sniffers that gain enough experience/levels to gain a second feat usually chose Endurance or Alertness.

Slavers

Slavers are a breed of goblin that is trained from birth on how to capture and keep slaves. Physically, slavers are little different from standard goblins. Due to their contact with non-orc/goblins, they have greater command of languages and are usually better equipped. They are employed by legates, Traitor Princes, and orcs to provide slaves for mines, farms, and simple industry. In black tongue, they are called *ran `erus`*, or master goblin. In dwarven they are called

‘frankach sclabhai`, or goblin slavers. Other races either shorten the dwarven to just *‘sclabhai`* or use the local word for slavers.

- **Impact on Eredane:** The bane of independent humans throughout Eredane. Slavers have had to move farther into the wilderness to find the slaves they need to support the mines at Steel Hill and the great farms near Bastion. They are the most hated of the goblins.
- **Size:** small.
- **Benefits and Detriments:** -2 Strength, +2 Dexterity, -2 Charisma. +4 to Move Silently and Appraise (slaves) skills. Start with the Erenlander language.
- **Favored Weapons and Armor:** Slaves are a valuable commodity, so slavers rarely use weapons that can permanently harm their captives, favoring whips, nets, saps, and clubs. Slavers rarely take well armed or armored humans as slaves so they rarely wear heavy armor, favoring leather or studded armor. They do carry small shields.
- **Favored Feats:** Exotic weapon proficiency (whips, nets), Investigator, Negotiator.

Worg Riders


Worg Riders are the most dangerous of the goblins. From birth, they are placed with their worgs and bond at an early age. They are trained in mounted combat and how to act as units vice individuals. They are taller and thinner than normal goblins (up to four feet tall and about 65-75 pounds). In black tongue, they are called *ran `herla`*, or goblin riders. In dwarven they are called *‘frankach faolchu`*, or wolf goblins.

- **Impact on Eredane:** Aside from human collaborators, the worg riders are the Shadow's only cavalry. Most orc legions have a small unit of worg riders attached to the legion to act as scouts and messengers. In southern Erenland, they are used against the Sarcosan free riders.
- **Size:** small.
- **Benefits and Detriments:** - 2 Strength, -2 Charisma, +2 Dexterity. +4 to Ride and Animal Empathy (Worgs only) checks.
- **Favored Weapons and Armor:** Worg riders normally carry short lances and slashing weapons (swords/axes). Due to weight restrictions, they never wear any armor heavier than leather and never carry shields.
- **Favored Feats:** Mounted Combat. Worg riders that gain enough experience/levels to gain a second feat usually chose Mounted Archery or Ride by Attack.

Odrendor Tribes

Although denied by the dwarves, it is clear that orcs are descended from a common ancestor that was horribly twisted by the Shadow in the dawn of the dwarven race. Orc legend speaks of thirty brides of Izrador that became the mothers of the orc race. Each bride/mother was unique; bring their own elements into the new race. These mythical progenitors of the orcs led to the formation of the great orc tribes we know of today. The tribes took the names of their matriarch, such as the Mother of Bone, Dead Mother, and Shunned Mother tribes. Of the original thirty legendary tribes, twenty-three are still believed to be in existence. Seven tribes were either not sufficiently loyal to the Dark God or did not prove strong enough to keep their tribe out of the cook pots.

There are more than twenty-three orc tribes. Over the centuries, warfare, the rise of powerful leaders, and nature allowed elements of the great tribes to break away and form new tribes. While the twenty-three original tribes are the strongest or amongst the strongest, there are hundreds of other tribes. The politics in the north and the alliances between the tribes are convoluted and difficult to understand if you are not an orc. Animosity between tribes can be traced back over thousands of years. Tribal alliances shift frequently as each tribe tries to better its position and weaken a hated rival.



The war against the humans and the fey has brought a number of changes to orc tribal culture. More living space and access to better food has allowed some smaller tribes to grow very quickly. No longer restrained by powerful enemies, smaller tribes have migrated into northern and southern Eredane and established new homes. Old alliances have broken down and new regionally based alliances have taken their place. Some minor tribes have been catapulted into leadership due to their success against the fey. Others have ceased to exist and their members either join another tribe or are exterminated.

Beast Mother Tribe

The enemies of the Beast Mother tribe claim they are not descended from an orc but are the children of a vixen (female fox). The tribe was known for their stealth and their ability to move silently and quickly through the wastes. When the other tribes stayed in the north near the caribou herds, the Beast Mothers moved southwest to live in the evergreens on the edge of the Highhorn Mountains. There the tribe fought and observed their elven enemies. For centuries the Beast Mothers died at the hands of the Erunsil, but given time even an orc can learn. The tribe became the reflection of their enemies, at home in the woods, able to move quietly and leave little trace of their passage. At the end of the Second Age the Beast Mother tribe was a near match to the elves in their mastery of fighting in the evergreens. At the end of the Third Age, the tribe swept down and took an elven fortress without warning. Their tribe is no longer the hunted, they have become one of the hunters. They are the Shadow's dark wildlanders.

- **Physical Description:** The Beast Mothers have adopted the clothing of their enemies, wearing furs and outer robes that are dyed the dark greens of the forest or bleached white to match the snows. They tend to be taller and leaner than average orcs (+2-6 inches and minus 50-70 pounds).
- **Stronghold:** The tribe is based on the western slopes of the Highhorns in the northern Veradeen.
- **Impact on Eredane:** The Beast Mother tribe are the best suited to fight the elves in the Veradeen. Although they hate them, the Erunsil have learnt to respect these orcs' abilities, and do not make the mistake to underestimate their talents.
- **Benefits and Detriments:** Favored class is wildlander. They have been fighting the elves so long that they have transferred their hatred from the dwarves to the elves (gain +1 to attack elves, loss bonus against dwarves). (Option +2 Strength, +2 Dexterity, -2 Constitution, -2 Charisma).
- **Favored Weapons and Armor:** Having learnt their trade from the observation of Erunsil wildlanders, the Beast Mother Tribe use longbows and fighting knives, albeit they are not skilled enough to copy the Erunsil fighting style.
- **Favored Feats:** Point Blank Shot, Far Shoot, Precise Shot, Shot on the Run, Two Weapon Fighting.

Blind Mother Tribe

The original name of this tribe is lost in the dawn of the orc race. The current name was taken after the matriarchs of the tribe offered their eyes to Izrador in an attempt to assuage the Dark Lord's anger. Since that event warriors of the tribe normally offer one of their eyes to the Dark Lord to prove their loyalty. Due to this ritual, the orcs are trained from birth to fight without the use of one or both eyes.

- **Physical Description:** The only physical difference is the scarring caused by the loss of an eye (normally the left eye).
- **Stronghold:** The tribe is still based north of the Vale of Tears but also has taken a dwarven holdfast in the Icewalls.
- **Impact on Eredane:** The Blind Mother orcs have fought the dwarves in the Icewalls and Kaladrans for almost six thousand years. They are very skilled at fighting in the darkness against the hated foes.
- **Benefits and Detriments:** Gain the blind fighting feat. +4 to Listen checks. Loss of an eye seriously impacts their ability

with missile weapons, they suffer a -4 circumstance penalty, range increments are halved and range increment penalties are halved.

- **Favored Weapons and Armor:** Due to their lack of depth perception, the Blind Mother orcs rarely use missile weapons.
- **Favored Feats:** Toughness, Power Attack, Cleave, Greater Cleave, and Improved Critical.

Blood Mother Tribe

Amongst the favored of Izrador, whispers are told of this tribe. While not the most savage of fighters or the most powerful of Channelers they have a unique ability that gives power to those whispers. Many are the stories, that after a raid, the Blood Mother Tribe would drink the blood of the fallen, both friend and foe alike and over the centuries they have learnt to draw power from the blood.

- **Physical Description:** The members of this tribe are slightly smaller than standard orcs and have a slight red tinge to their skin. They have four fang-like teeth for which to make incisions so they can drink the blood. They keep their hair long but braided.
- **Stronghold:** The main stronghold of this tribe is rumored to be Gastenfang to the north of the vale of tears. However, none have returned from expeditions to find it.
- **Impact on Eredane:** This tribe has had no major impact on the world yet, though the fear generated by their name is enough to stagger even the most powerful of tribes.
- **Benefits and Detriments:** Favored class (none). Blood drink, by drinking the blood of their dead, the Blood Mother Tribe gain ability boosts. For example by drinking the blood of a dwarf they gain +2 str and con, the blood of an elf gives +2 dex and int. There also rumors of other effects when they drink the blood of the other Tribes. A Blood Mother orc has to spend 1 round drinking the blood of the dead to gain the bonuses. This blood bonus comes 1 round after drinking the blood. The bonus lasts for 5 rounds plus 1 round per level and does not stack.
- **Favored Weapons and Armor:** They wear light armor, so as not to impede movement but use heavy weapons that allow for greater blood spillage.
- **Favored Feats:** Cleave, Combat Reflexes, Power Attack, Weapon Focus

Bonded Mother Tribe

From the beginning, their Kurasatch Udareen was the favorite mother-wife of Izrador. This has renewed every generation, and thus the tribe gained great prestige and trust from the Evil God Himself. They are his most trusted servants, the closest to him. He knows they will obey his every order unquestioningly, without faltering. They are his personal guard, for all eternity, bound to him forever. They serve him on the battlefield, and their assigned residence is Theros Obsidia itself, where they make sure nothing will threaten their masters. They also are very often warrior legates, acting in the name of Izrador.

- **Physical Description:** these orcs are much taller and sturdier than other members of their race. Their behavior is very disciplined. They are Izrador's dark paladins, typically wearing dark plate armor with the dark Lord's symbol. They patrol the streets of Theros Obsidia, and the higher-level members are the personal guard of Izrador.
- **Stronghold:** Theros Obsidia
- **Impact on Eredane:** they are universally known and feared throughout all of Eredane.
- **Benefits and Detriments:** Usually warrior legates. They can see in absolute darkness (darkvision), but are more

sensitive to the sunlight than other orc tribes (-3 in direct sunlight).

- **Favored Weapons and Armor:** Black plate armor, heavy (knightly) mace. They ride dark steeds when affected outside of Theros Obsidia.
- **Favored Feats:** None.

Clawed Mother Tribe

The Clawed Mother orcs are believed to be the descendants of the mating of a great arctic polar bear and a mother-wife of Izrador. Whether the stories are true or not, the tribe has several characteristics that differentiate them from the rest of the orc race. They are larger, heavier, and they have natural claws. Before the arrival of the Oruks, they were the most feared orc warriors. When the orc horde poured across the Fortress Wall at the end of the Third Age, the Clawed Mother orcs overwhelmed the Dornish defense of the citadel at Riversbend and took the final keep.

- **Physical Description:** They're normally 4-12 inches taller and 60-120 pounds heavier than normal orcs. They're even more muscular but are not as fast. Many members of the tribe bleach their hair white in honor of the mythical ancestor (great polar bear).
- **Stronghold:** Most of the tribe's warriors have been sent to Erenhead to be part of the Southern Kaladrún Army. Elements of the tribe have already moved toward Low Rock and will probably move into the Kaladrúns in the spring.
- **Impact on Eredane:** The Clawed Mother orcs can be overpowering in combat and the southern dwarven clans will be hard pressed to hold against them and the rest of the Southern Kaladrún Army. The Clawed Mothers will probably spearhead the assault.
- **Benefits and Detriments:** They're much stronger (+6 Strength), but are also much slower (speed 20, -2 Dexterity) than average orcs. They can attack with two claws (1d4/claw plus strength bonus). Due to their preference to attack with their claws, they lose the +1 with the Vardatch and gain +1 with claws/cestus. Replace exotic orc weapon (vardatch) feat with exotic orc weapon (claws/cestus). (Option Strength +6, Dexterity -2, Intelligence -2, Charisma -2)
- **Favored Weapons and Armor:** Most of the tribe uses metal cestus to reinforce their claw attacks (attacks become 1d6). Due to their preference for natural weapons, they do not carry shields. To compensate for their slow movement, they wear the heaviest armor they can find. Some tribe members coat their cestus with contact poisons.
- **Favored Feats:** Weapon focus (claws/cestus), Power Attack, Bull Rush, Improved Bull Rush, Cleave, Improved Unarmed Strike.

Cold Mother Tribe

When the original mother-wives of Izrador were formed from the surviving elthedar refugees, they were each given a test to see if they were worthy to serve as the mothers of the Dark God's favored race and the tool of his deliverance. The first Cold Mother was cast out of the warren and into the snows to either die or prove her strength. Her dual nature as both elthedar and a vessel of Izrador's power allowed her to survive and adapt to her environment. She became one with the cold. Her children were born not in the warmth of an underground lair but on the ice in the biting cold northern winds.

- **Physical Description:** The Cold Mother orcs wear their hair long and braided like the Dorn. They are usually wrapped in furs that have been bleached white. Winter wolves that are raised with the tribe often accompany them.
- **Stronghold:** The tribe's lair is well north of the Vale of Tears almost at Eredane's northern most pole. The tribe is hundreds of miles from the closest orc settlements. They

have established several small camps to the north of Bandilrin to support the fight against the Erunsil.

- **Impact on Eredane:** The Cold Mother orcs are used almost exclusive in the war against the Erunsil. They are best suited to fight in the cold environment and can fight even during the heart of winter, which puts a great strain on the elven defenses.
- **Benefits and Detriments:** Cold resistance 10, do not suffer a penalty fighting in full light (half their year is spent in full sunlight). Very susceptible to heat and fire (-2 to saves against fire based attacks). The tribe does not function well in warmer climates. At temperatures above 40 degrees (Fahrenheit) they suffer a minus one to all rolls (attacks, damage, saves). In climates above 70 degrees they suffer a minus two to all rolls.
- **Favored Weapons and Armor:** The Cold Mother orcs use spears for hunting and combat. The spears are normally made of bone as iron becomes brittle in the cold. They use darts and throwing axes as their missile weapon of choice. Armor is normally walrus or caribou hide (leather equivalent) and they carry large hide shields.
- **Favored Feats:** Endurance, Great Fortitude, Track, Power Attack.

Crooked Back Mother Tribe

When the Shadow corrupted the elthedar, some tried to resist. Those that did were tortured and mutilated until their spirits broke and they accepted Izrador as their master. One of the original mother-wives was one of those who had been tortured. Her spine was malformed and her body was strangely stretched. It was a dark miracle that she could give birth, but she did. Her children were as malformed as she was, but they gained immense strength and strong will. However, they were ponderously slow and not quick to learn from their mistakes. They neither dominated their neighboring tribes nor were they dominated. Instead of destroying the tribe, the Shadow found a use for their damaged bodies. The Crooked Back tribe became the Shadow's destroyers of fortifications. Their great strength allowed them to be heavily armored and to carry their two-handed war hammers and great axes and use them to destroy walls and tower gates.

- **Physical Description:** If they could stand erect, the Crooked Back orcs would be taller than most orcs. Due to their malformed spine, they are permanently hunched over. Their arms (at least one of them) are abnormally long and they sometimes use their arms to help propel them when they run.
- **Stronghold:** The tribe maintains their ancestral homes in the frozen wastes. The bulk of the tribe's warriors are fighting the dwarves in the northern Kaladrún Mountains. Some of the tribe has been moved south to Erenhead to prepare for the assault on the southern dwarven clans.
- **Impact on Eredane:** The Crooked Back are the destroyers of dwarven holdfasts. When a dwarven-fortified position has to be destroyed they are sent in to die or take the fortification. The Shadow is moving several thousand Crooked Backs toward the siege of Calador, in an attempt to breach the city's fortifications.
- **Benefits and Detriments:** Crooked Backs are very slow (speed 15). However, they have great strength and very long arms, so they can wield most two handed weapons with a single hand (no penalty to hit or damage). They lose the exotic orc weapon proficiency and gain weapon proficiency for two handed war hammers and the Iron Will feat. (Option +8 Strength, -4 Dexterity, -2 Intelligence, -2 Charisma)
- **Favored Weapons and Armor:** The Crooked Backs favor two handed war hammers or double bladed great axes. If available they wear heavy plate or scale armor and carry tower shields.

- **Favored Feats:** Power attack, Cleave, Great Cleave, Sunder, Weapon Focus (maul, great axe).

Dark Mother Tribe

The elves believe that the Dark Mother orcs were the first true orcs bred from the corrupted elthedar. The birth of the first Dark Mother orc pleased Izrador. As the tribe grew, he brought them into the absolute darkness that was his home and his prison. They became his guards. Their life is darkness; most never see the light of day. Rarely does the tribe leave their God and master. They are the most loyal of all the orc tribes.

- **Physical Description:** The tribe looks very different from the race of their race. Their features are smoother and less bestial. They appear to be more similar to humans than they are to orcs. Their skin is paler and their eyes are larger and gray. They wear dark robes over finely crafted armor. Their Kurasatch Udareen wear vestments similar to those worn by the human Legates in Theros Obsidia.
- **Stronghold:** Deep under the northern wastes past the Veil of Tears.
- **Impact on Eredane:** They are the favored of Izrador and his elite guards. To support the God's will, some of the tribe's warriors have been sent into the Icewall Mountains to guard the Black Blood dwarves and to assist the Northern Kaladrin Army.
- **Benefits and Detriments:** They see far better in the dark than their brethren (Darkvision 120') and are stronger and more agile. Due to their time in the dark they suffer greatly in sunlight (-3 to attack/damage/saves in sunlight). (Option: Strength +5, Dexterity +1, Intelligence -2, Wisdom -2, Charisma -2).
- **Favored Weapons and Armor:** They receive the finest weapons and armor from both the Black Blood dwarves and Steel Hill. They wield masterwork vardatch and wear chainmail. Unique among the orc tribes, they use heavy crossbows as their missile weapon.
- **Favored Feats:** Iron Will, Lightning Reflexes, Power Attack, Cleave, Improved Critical.

Dead Mother Tribe

When the Elthedar were turned into mother wives one of them fought back. She used every means at her disposal to remain free of the shadow. After Izrador forced her to bear his children, she had to watch whilst he tortured her young. Begging for mercy she offered her soul to him if he would free her children. Izrador agreed, but on the condition that her children's souls could only be free if they died on the field of battle, fighting his enemies. With that he killed the mother wife and took her spirit and bound it to the tribe. Down the years she has watched her tribe grow strong and has advised the Kurasatch Udareen. She exhorts her people to die by following Izrador's word and they do so, throwing themselves onto the weapons of their enemies.

- **Physical Description:** Each member of the Dead Mother Tribe has ritual scarring on its face in remembrance of the first one. To look into the eyes of a Dead Mother orc is to see nothing. They are taught from birth that to die fighting is life.
- **Stronghold:** A loose network of caves just north of the Icewall Mountains.
- **Impact on Eredane:** They are used as cannon fodder; they spend lives to achieve an objective where others would use tactics.
- **Benefits and Detriments:** Fear Resistance (10) they are not easily scarred and will fight many things as they hope to die. (Option Strength +4 Dexterity +2 Wisdom -2 Intelligence -4)

- **Favored Weapons and Armor:** They shun all armor and use weapons that are easily wielded or thrown.
- **Favored Feats:** Improved Initiative, Iron Will, Lightning Reflexes, Dodge.

Fell Mother Tribe

At the beginning, there was a tribe whose males did not accept to be ruled by a female. They rebelled and were soon crushed by the powers of their Kurasatch Udareen. She slew them all in a bout of uncontrolled magical blast. She wondered for a time. Surely Izrador had wanted this, she reasoned. Soon she knew what had to be done. As a faithful servant of the Dark God, she would make sure to provide him with an obedient tribe. Night after night, she made them all come back to life with unearthly evil magic. They were now fully obedient: undead. She commanded them and they acted in full unison. A splendid result, she considered.

Those who had the best willpower during their lives retained some measure of sentience, and were given assignments as warleaders of the tribe. As they served better and better, some individuals were allowed to regain a bit of sentience, if only to fight better than standard undead. The tribe now feared nothing and was nearly unstoppable, feeling no wounds, no pain, and its morale never breaking in combat. Those who were killed were later revived to undeath by powerful rituals. They had become real machines of destruction, the perfect tool for their master. The Kurasatch Udareen was proud. Now the warleaders are vampires and the least basic soldier is able to turn undead like a 6th-level legate.

- **Physical Description:** They exude a stench of rotten meat. Some of their limbs fall apart. They definitely look like zombies, only they are far more powerful. When the Kurasatch Udareen decides to take control, they obey as a single man to her commands, each one repeating the same sentence.
- **Stronghold:** These orcs are devoted servants of Sunulael and perfect his necromancy studies in Cambrial. They are his most trusted assistants, if such a thing exists. When the need to scare particularly unimpressible foes arises, they are sent to spread terror.
- **Impact on Eredane:** Their actions tend to remain secret, as they mainly remain in Cambrial. When they act, there are usually no survivors to tell the tale.
- **Benefits and Detriments:** Gain the undead template, can control and turn undead as a 6th-level legate. Their leaders are vampires.
- **Favored Weapons and Armor:** Always ancient models of armor and weapons that are usually related to times long forgotten by the living. To them, this seems like yesterday.
- **Favored Feats:** The fell mother orcs favor no special technique or ability over another.

Feral Mother Tribe

The Feral Mother orcs are the name given to a tribe that has degenerated to an almost animalistic state. Most orcs don't think they are orcs at all but are merely some bestial race that was in the north before the Dark God created his chosen. Over the centuries the tribe was driven into the western wastes. Hunting the Feral Mother orcs was a common practice of the western tribes. The tribe survived due to their ability to live like animals and through their superior tracking skills. As the Third Age was nearing its end, the Shadow attempted to bring the tribe back into its embrace so they could be used as fodder for the assaults on the Dorn and the fey. Since the fall of the Kingdom of Erenland, they have been used as the Shadow's hounds to track those who continue to resist in the north.

- **Physical Description:** From a distance, a Feral Mother orc looks like a worg or small crouching bear. They normally propel themselves using all four limbs and can actually move very quickly. They are extremely hairy, normally

filthy, and you can barely sense any intelligence in their eyes. Their faces have a pronounced almost canine appearance.

- **Stronghold:** Some wild warbands still roam the western wastes. The rest of the tribe is scattered across northern Erenland used to track Dornish rebels. Wherever they're based, the other orcs refuse to live with them, so they are normally in caves or filthy hovels outside of the major cities in the north.
- **Impact on Eredane:** Feral Mother orcs are very good trackers and have proven a threat to the resistance groups. Destroying the Feral Mother orcs would improve the survivability of the northern dornish resistance groups.
- **Benefits and Detriments:** They gain two claws and one bite attack (1d4/claw, 1d6 per bite), but lose the exotic weapon proficiency (vardatch) and the +1 bonus when fighting dwarves. They also gain scent, the Track feat, and a move of 40. Due to their limited intelligence they can only gain levels as warriors. (Option +2 Strength, +2 Constitution, +2 Dexterity, -6 Intelligence, -4 Charisma).
- **Favored Weapons and Armor:** They only use their natural weapons and never wear armor of any type.
- **Favored Feats:** Alertness, Dodge, Mobility, Spring Attack, Improved Initiative.

Grey Mother Tribe

These are the "standard" orcs. Their name comes from the color of the stone their Kurasatch Udareen sits upon (as a throne) to take her decisions.

- **Physical Description:** The Grey Mother orcs are the standard orcs described in the MIDNIGHT Campaign Setting.
- **Stronghold:** The Grey Mother tribe is scattered all over the continent of Eredane, so it has no special stronghold, but many smaller and important all through the continent.
- **Impact on Eredane:** They are scattered throughout all of Eredane, as they are one of the largest tribes with their hereditary enemies the Blood Mother Tribe. One can meet these warriors everywhere on Eredane. They are the standard troops.
- **Benefits and Detriments:** The grey mother orcs have no special benefits or detriments.
- **Favored Weapons and Armor:** The warriors of the grey mother have no particular inclination toward one weapon or armor over another.
- **Favored Feats:** The grey mother orc have a wide and varied preference for techniques and ways of doing things.

Iron Mother Tribe

With the Mother of Earth tribe, the Iron Mother orcs are the closest to their elthedar ancestors. Both tribes are similar in size and shape. While the Mother of Earth orcs specialize in mining and fortification, the Iron Mother orcs are the race's armorsmiths and weaponsmiths. The weapons they create are not ornate or beautiful, but they are easy to make and very, very effective. Some of the tribe practice a form of self mutilation were they insert shards of steel into their skin in an attempt to be one with the metal.

- **Physical Description:** Much smaller and squatter than normal orcs (minus 10-14 inches and 10-40 pounds lighter). They tend to be dressed in all brown and are sometimes derogatorily called mud orcs.
- **Stronghold:** The tribe is scattered across the Icewalls providing armor and weapons to the Northern Kaladrun Army. Some of the tribe has moved south to Kardoling to provide weapons and armor for the almost 100,000 orcs massing near Erenhead.
- **Impact on Eredane:** The major supplier of weapons and armor to the orc armies in eastern Eredane. Without the Iron

Mother orcs, the Shadow would be hard pressed to supply the war effort against the dwarves.

- **Benefits and Detriments:** Gain the ability to use Craft (armorsmith) and Craft (weaponsmith) as an untrained skill and receive a natural +5 racial bonus to skill checks. They have spent so long in the forges that they have lost their survival bonuses and their +1 with vardatches. (Option, allow some to have a natural +1 to armor class due to the infusion of metal into their bodies).
- **Favored Weapons and Armor:** The tribe rarely takes part in combat, but when they do, they carry two handed war hammers and wear scale or half-plate armor.
- **Favored Feats:** Skill focus: Craft (weaponsmith), Skill Focus: Craft (armorsmith), Endurance, Great Fortitude, Toughness.

Lonely Mother Tribe

For all time, this small tribe enjoyed the beauty of personal combat. Not for the sake of winning, but for what we could call "sport" (and they call "pleasure of killing a worthy adversary"). They were orc gladiators. They only lived to fight, and refused a fight if they did not deem their adversary worthy of their talents. They also refused group combat, as they prefer to fight one on one in duels.

During the First and Second Age, they fought the last human knights with duels of honor they knew they could not refuse. They won most of them. Today, they have given up swordsmanship, preferring more simple yet difficult styles that are imposed by the use of cestus and other exotic weapons that require finesse. Other orcs fear them because they do not understand them. They are kind of orc dandies, wearing classy clothes, living for the beauty of sport.

After the invasion of Eredane, they have become the personal protectors of important figures. They're difficult to surprise, quick and agile, and their sense of duty means they can take for themselves a killing blow that was initially destined to the person they are protecting.

- **Physical Description:** Stylish orcs, who wear earrings, and also have tattoos. They are not difficult to recognize, as they are always richly dressed. Other orcs find they are not "real" orcs, but elves disguised as orcs, as they are slim and tall.
- **Stronghold:** Any occupied city. They are typically bodyguards to important legates, or traitor princes who are dead scared of them and act accordingly.
- **Impact on Eredane:** The resistance has learned not to underestimate these foes. Others are simply scared of their incredible speed and agility.
- **Benefits and Detriments:** Instead of the usual racial bonus gained in group combat, they gain a +2 bonus to attack and damage whenever they fight one on one. They are typically high-level fighters. Exotic weapon proficiency (any). +3 bonus to Intimidation. They can, as their only action for the round, oblige their adversaries to strike them instead of their initial target (usually the person they have the charge to protect, at all cost and with their lives if need be).
- **Favored Weapons and Armor:** Their weapons are typically coated with a powerful incapacitating poison, which allows them to capture most of their opponents alive and bring them for interrogation to the torturers.
- **Favored Feats:** Weapon focus (exotic weapons), Improved Initiative, Arrow Cutting (which helps prevent assassination attempts made with ranged weapons).

Moon Mother Tribe

Not all of the first wives of the Dark God wished to serve the Shadow. The Moon Mother was one who tried to flee from the Dark God. She and her children fled into the wastes and instead of salvation, they found another form of damnation. An ancient evil

spirit of the north attacked the small group. The spirit took the form of a large wolf. The wolf attacked the Moon Mother and infused its essence into her. The transformation inflicted the curse of lycanthropy on the Moon Mother, a curse she passed on to her offspring. The curse weakened the Moon Mother tribe's ability to resist the Dark God and before the beginning of the First Age, the tribe had become loyal servants of the Shadow.

The tribe is known for their vicious behavior. They do not interact well with other tribes and are usually kept well separate. The tribe is used to inflict terror and break the enemy's will to resist. When the tribe attacks under the full moon, it is fearsome to behold. Short of magic or silver, human resistance fighters are ill equipped to fight the tribe. Fortunately, the tribe is not very large. The survival rate of their children is poor, a part of their curse. The tribe also does not accept those without a pure bloodline (those tainted with lycanthropy but not of their blood). Unless they are kept under control, they will hunt down their lesser brethren and destroy them.

- **Physical Description:** The members of the Moon Mother Tribe are slightly more muscular than other orcs, and tend to be much hairier. They are wild of character, and very violent. They become savage when the moon is full.
- **Stronghold:** None. They wander the world wherever the Shadow sees fit to send them. The Night King Jahzir does not want the Moon Mother tribe attached to one of the major armies. Their bestial nature and the inability to control them during the full moon disrupt his plans. The Moon Mothers are used primarily on secondary fronts or in the Highhorns.
- **Impact on Eredane:** No known agenda. The tribe is an agent of chaos, spreading fear and death wherever they go. Through imparting their curse, they can devastate resistance groups and quickly depopulate whole regions.
- **Benefits and Detriments:** Add werebeast template during the full moon. Animals react very negatively (-6 reaction) to their presence, no matter what form they are in (the animals can sense the curse). Even Worgs and Winter Wolves steer clear of the tribe. The other orc tribes (-4 reaction with other orcs) also fear the children of the Moon Mother. (Option: +6 Str, -2 Int, -4 Cha)
- **Favored Weapons and Armor:** The tribe traditionally only fights unarmed, or with artificial claws.
- **Favored Feats:** Bull Rush, Weapon Focus (claws, bite), Improved Unarmed Strike.

Mother of Bone Tribe

As the population of the chosen of Izrador began to grow, one tribe suffered from a wasting illness that could not be cured. The tribe's mother-wife in her great despair beseeched the Dark God to restore her children. Izrador heard her plea and her children were returned to her. Their dead bodies shambled back to their tribe. In her madness the mother-wife greeted these walking dead as if they were fully restored to life. The undead were given homes, clothing, and weapons. Over time the tribe's witches became adept at raising the dead. When the tribe fought their battles, their dead walked with them. They gained the name the Mother of Bone tribe from their armies of the dead.

- **Physical Description:** The tribe's living warriors often paint their faces and hands white to match the tribe's skeletal warriors. The Kurasatch Udareen (called Bone Weavers) wear elaborate necklaces and belts of woven bones.
- **Stronghold:** The majority of the tribe has moved to Eisen to support the war against the fey. They live apart from the rest of the army in a series of villages to the northwest of the town.
- **Impact on Eredane:** The Mother of Bone orcs are fearsome warriors and have been extremely effective against the elves. Their undead troops are immune to mind altering spells and illusions and require no food or other supplies. The other orc

tribes will not fight with Mother of Bone troops, so Grial has not been able to take full advantage of the tribe's successes.

- **Benefits and Detriments:** Since they know they will be raised from the dead to continue to fight for their tribe, they have no fear (unaffected by fear or morale rolls). The tribe's spellcasters are adept at raising and controlling the dead and gain spell focus (necromancy). Due to their unpopularity with the other orc tribes they receive an additional -1 to charisma (total of -3).
- **Favored Weapons and Armor:** The tribe uses the traditional orc vardatch and wears the heaviest armor they can find. They carry throwing axes and javelins as their missile weapons.
- **Favored Feats:** Toughness, Extra Turning (spellcasters), Power Attack, Cleave, Great Cleave.

Mother of Burning Blood Tribe

Fire has always been in the blood of this clan. Through dark rites and many sacrifices that is now true. A small clan compared to many it is watched warily at all times for its explosive outbursts that can leave many dead.

- **Physical Description:** they are the same height and build as normal orcs, but are hairless. In the place of hair, they cover their heads with war paint.
- **Stronghold:** Hot springs, volcano's and other warm places are the likely holds of this tribe. They travel where needed, when needed.
- **Impact on Eredane:** With their unique ability to ignite their own blood as a weapon they are likely to become a much talked about weapon in Izrador's arsenal.
- **Benefits and Detriments:** Burning blood. When they receive a wound and their blood is spilt it ignites causing additional damage to all in a 5' area. For every 3 points of damage done to a Burning Blood Orc by a slashing or point weapon, everyone within 5' takes 2 point of damage (Fort DC 12 for half). The Burning Blood orc is immune to this burning damage but not from other flames. (Option Str+2 Con +4 Wis-2 Cha -4)
- **Favored Weapon and Armor:** They wear little or no armor when fighting and use melee weapons only so as to allow themselves to be as close as possible when they engage in combat.
- **Favored Feats:** Iron Will, Run, Toughness.

Mother of Earth Tribe

The Mother of Earth tribe orcs, or the diggers in the dirt, are the best miners and makers of siege equipment. The tribe is probably the closest in physical form and temperament to their elthedar/dwarven ancestors. Of all the orcs, the Mothers of Earth, are the most feared for their abilities to destroy or bypass the dwarven defenses.

- **Physical Description:** Much smaller and squatter than normal orcs (minus 10-14 inches and 10-40 pounds lighter). They tend to be dressed in all brown and are sometimes derogatorily called mud orcs.
- **Stronghold:** Most of the tribe has migrated to a captured dwarven citadel in the Icewall. They have expanded it and converted the dwarven workshops to create their siege equipment. The citadel now houses almost ten thousand Mother of Earth orcs.
- **Impact on Eredane:** The tribe is focused on breaching dwarven defenses, but significant numbers are based in Alvedara to assist in building new fortifications and a small detachment is based in Steel Hill to assist in the mining operations.

- **Benefits and Detriments:** Are able to use the Craft: Mining skill untrained and have a +3 racial bonus to checks. They lose their survival skills.
- **Favored Weapons and Armor:** Most Mother of Earth orcs carry picks or war hammers and wear leather or studded leather armor.
- **Favored Feats:** Skill focus (mining or siege craft), Great Fortitude, Toughness.

Mother of Lies Tribe

The Mother of Lies orcs are the agents the Shadow uses to ensure that his favored race remains loyal. The orcs believe that the original mother of Lies was the first of the elthedar to freely surrender her soul to Izrador. She then betrayed her sisters and helped the Dark God kill or enslave the rest of her clan. They are considered the most loyal of the orcs. The Night King Sunulael uses the tribe to spy on the other orc tribes and even his own Legates to ferret out those who would betray the Dark God. The tribe is also frequently tasked with assassinating those who have lost the Dark God's favor.

- **Physical Description:** The Mother of Lies orcs are physically nondescript. They are trained to temporarily alter their appearance to blend in with other orc tribes.
- **Stronghold:** Most of the tribe is based in Theros Obsidia, but they are rumored to have another stronghold near the city of Bastion.
- **Impact on Eredane:** They are the Shadow's secret police. Fear of this tribe helps to keep the other tribes in line. While individual orcs may flee to join the White Mother orcs, there has yet to be a tribe that has betrayed the Dark Lord.
- **Benefits and Detriments:** Gain bonus feat Skill Focus – Bluff. They have free access to the lower levels of Theros Obsidia and can relatively easily gain the Dark Tower's support for their operations. (Option +2 Strength, -2 Intelligence).
- **Favored Weapons and Armor:** Dagger or short sword; however, they will use whatever weapons and armor are necessary to blend in with a tribe.
- **Favored Feats:** Skill focus (various), Weapon Focus/Specialization (dagger, short sword), Improved Initiative.

Mother of Rage Tribe

As her soul was corrupted, the being that would become the Mother of Rage, struggled against her bonds and screamed in anger against the gods that had deserted her people and left them to their dark fate. As Izrador reshaped her, that rage was infused throughout her body. When she gave birth to her first offspring, their struggles during the birth almost killed her. Caring for the young was difficult as they were unable to control their rage. The fledgling tribe was at risk of destruction, either by the Dark God himself or by ripping itself apart. The elders of the tribe were finally able, with the power granted them by the Dark God, to harness their rage and use it against the God's enemies. The savagery of the tribe is legendary. The sight of these raging orcs has caused more than one enemy to flee in panic.

- **Physical Description:** At a distance, there is little to distinguish the Mother of Rage orcs from other orcs. You have to get up close to see the almost solid red eyes, the ragged armor, and often broken or malformed claws.
- **Stronghold:** The tribe has no permanent home. They migrate from region to region leaving destruction in their wake.
- **Impact on Eredane:** The Mother of Rage orcs are used as shock troops in the Erethor and allowed to hunt the free Dorn in northern Erenland. They are kept out of regions that are necessary for food (Bastion) or other resource

production (Steel Hill) to avoid the destruction they can cause. Due to their lack of discipline and tendency to attack their allies, the Night King Jahzir throws them at the heaviest defended areas of the Erethor to do what damage they can before they're killed. The tribe does not play a significant part in his war plans.

- **Benefits and Detriments:** Can rage like a Barbarian twice per day (stacks with the number of rages granted by Barbarian class). Their rage last 1D6+1 rounds longer than normal Barbarian rage. They have great difficulty controlling their rage and on a failed will save, they will attack their allies.
- **Favored Weapons and Armor:** The tribe has no favored weapon or armor. During their rages, they often attack with just claws and fangs. Their armor and weapons are poorly maintained and are often rejects from other tribes or what they can scavenge from the battlefield. Armor tends to be light (leather to chainmail) so as to not to restrict their movement.
- **Favored Feats:** Power Attack, Cleave, Improved Bull Rush, Great Cleave.

Mother of Red Fire Tribe

From the beginning, Izrador ordered them to live on the edge of Grostrafang, the northern volcano. They thought he favored them, for this gave them access to heating, even though they were often burned by the frequent lava eruptions. They considered this was some kind of sacrifice to their god to be swallowed by a lava flow, and since those times, they ritually burn large parts of their skins to prove their dedication to the Dark God. After millennia, this practice gave them an unhealthy affinity to the powers of fire. They feel only the worst burnings, and have become somewhat pyromaniacs and highly suicidal. The logical choice was to affect them to the Erethor borders, where they spread fire like a disease.

Those orcs who shame themselves in combat are allowed to redeem themselves by performing the Dance of Fire. They are ritually rubbed with tar, which is ignited, then they run as fast as they can to the elven settlements in hopes of spreading fire to as many buildings and inhabitants as possible. Their fierce devotion and their fire resistance give them incredible resilience for that purpose (they can last 1d8+4 minutes spreading fire before dying). They also gained the extraordinary ability to be able to ignite flammable materials by placing their hands upon them for 1d4+2 hours.

- **Physical Description:** These orcs are red-haired, and typically smell of burned charcoal. They always bear the marks of fire branding on their chests.
- **Stronghold:** The whole tribe recently settled on the border of the Caransil woods, under command of Grial Fey-killer when he needs to apply a kamikaze-tactics against the elves.
- **Impact on Eredane:** The wood elves both despise and fear these orcs, as they destroy their cherished habitat. Other people have not heard of them.
- **Benefits and Detriments:** Fire resistance 2, self immolation (see above)
- **Favored Weapons and Armor:** They sometimes apply a coat of flammable oil on their weapons and armor, and try to act so that their enemies catch fire.
- **Favored Feats:** Run.

Mother of Stilled Blood Tribe

This tribe always had a special reverence for the dead. Their Kurasatch Udareen always kept the bodies of the most powerful warriors as she believed that ritually ingesting a part of them would give her strength. This tribe was one of the first to practice cannibalism, not out of practicality, but as a ritual. With the Fell phenomenon, their practices have taken an unexpected turn. Instead

of eating the dead, they now wait for them to rise as Fell, and "tame" them with their magic (necromancy) to do their bidding. They have become very powerful while using such slaves. With their numbers increased in this way, their legions are among the most numerous of orc tribes. When their warriors fall in battle, they are revived and join the fight again, as undead this time. Their priests also coerce the Lost into revealing the secrets they can spy as incorporeal creatures. Access to such restricted information has been invaluable for them.

- **Physical Description:** These orcs always wear black clothes, adorned with fragments of bone taken from dead adversaries. They are sinister-looking, with vicious eyes. They always carry ritual daggers (even the soldiers).
- **Stronghold:** Cambrial. This tribe is the perfect assistant for Sunulael's works.
- **Impact on Eredane:** As practitioners of necromancy, they are among the most feared orc tribes, although none know where they are based. They remain somewhat mysterious and are used as orcish "bogey-men" to scare non-obedient soldiers.
- **Benefits and Detriments:** Knowledge (Arcana) and Heal are always class skills. In addition, they all are born with the Magecraft Feat. Many are channelers specialized in the necromancy school, and rare individuals have level in the legate class.
- **Favored Weapons and Armor:** All their ritual weapons are made of bone extracted from an enemy's body to steal his essence. Their bone-covered clothes provide them a +1 bonus to AC.
- **Favored Feats:** The stilled blood mother orcs favor no special technique or ability over another.

Pale Mother Tribe

The Pale Mother tribe is unique among the great tribes, as they are a patriarchy. Early in the First Age, the tribe suffered under a weak and indecisive Kurasatch Udareen. The tribe's warleader, Urgoth, rebelled and slew them with his bare hands. The legends say he had the Dark Lord's blessing, as he seemed unaffected by the Kurasatch Udareen's spells. Since that time the tribe has been ruled by a male. Once assuming the leadership of the tribe, the male takes the name Urgoth in honor the tribe's first leader. The tribe's females are relegated to raising the children and foraging for food. They have become servants vice the masters of the tribe. Over time, the tribe has lost the ability to cast even the simplest spells.

- **Physical Description:** The tribe's orcs have much paler skin than their brethren. Occasionally, one of them can even pass for a dworg, though this is rare. The tribe also takes prizes (noses/ears/teeth) from spellcasters they kill. The prizes are worn as necklaces or sewn into their clothing and armor.
- **Stronghold:** While the tribe maintains a small stronghold in the frozen north, the majority of the tribe has moved into southern Erenland near the borders of the Aruun Jungle. The Night King Jahzir believes their magic resistance will be a benefit fighting both the elves and those demons that do not serve Izrador.
- **Impact on Eredane:** The Pale Mother orcs work well with Legates as hunters of channelers. If given a choice, the Legates will request Pale Mother orcs as guards. The tribe has also been effective fighting against the elves near the Druid's Swamp.
- **Benefits and Detriments:** The Pale Mother orcs are highly resistant to magic (spell resistance 10). They are unable to take levels in any class that uses magic. They are also unable to use charms or potions and even beneficial magic is subject to their magic resistance. With limited access to magical healing, many of the tribe learn herbalism.
- **Favored Weapons and Armor:** Adapting to their environment, the Pale Mother orcs carry axes and long hunting knives. A few have even adopted the elven sepi.

Due to the heat and the moisture of the Aruun, they wear very light armor and rarely carry shields. Outside the Aruun they wield the more traditional vardatch and wear heavier armor (chainmail or scale).

- **Favored Feats:** Alertness, Improved Initiative, Lightning Reflexes, Power Attack.

Savage Mother Tribe

The savage mother tribe is known for their savage rites that involve drawing blood to gain their dark god's favor. Initially, their first Kurasatch Udareen savagely stabbed the mightiest warrior of the tribe to prove her strength, and bathed in his blood to impress her troops. Since that time, they have duplicated this ritual time and time again. Each member of this tribe constantly has a blood mark on his clothes, usually belonging to a slain enemy, but it must be his own blood in times of peace. Needless to say, these orcs are highly aggressive, even for orc standards.

- **Physical Description:** the savage mother orcs are the standard orcs described in the MIDNIGHT Campaign Setting, with the special blood mark on their clothes.
- **Stronghold:** Vale of Tears.
- **Impact on Eredane:** They are scattered throughout all of Eredane, as they, along with their hereditary enemies the Gray Mother, are one of the largest orc tribes. One can meet these warriors everywhere on Eredane. They are the standard troops.
- **Benefits and Detriments:** The savage mother orcs have no special benefits or detriments.
- **Favored Weapons and Armor:** The warriors of the savage mother have no particular inclination toward one weapon or armor over another.
- **Favored Feats:** The savage mother orc have a wide and varied preference for techniques and ways of doing things.

Shunned Mother Tribe

As the first mother-wives of Izrador were chosen, one stood apart from the rest. Her eyes glowed with a power not from the Dark God. When others attempted to steal food from her children, she would strike at them with fire and ice that seemed to emanate from within her. The Shunned Mother took her children far away from the essence of the Dark God. Many felt she was betraying their creator but that was not the reason. She knew she had a special gift she could give to her God, a power born of her elthedar blood. Over the ages, the tribe refined their skills and became the most powerful channelers in the Dark God's service. The other orc tribes continue to shun them treating their abilities as a blasphemy to their god and their race.

- **Physical Description:** The tribe's warriors appear little different from other orcs. They ritually tattoo their faces with arcane symbols. The male channelers shave the tops of the head and braid their remaining hair. Their tattoos extend onto their scalps. The Kurasatch Udareen wear their hair long and loose, often extending all the way to their feet. They wear uncured animal skin robes and paint themselves with the same mystical symbols that the males tattoo on their bodies.
- **Stronghold:** The majority of the tribe remains in the Vale of Tears. A number of their most skilled channelers (male and female) support the Night King Ardherin in Bandilrin.
- **Impact on Eredane:** Their impact has been limited. The tribe rarely engages directly in combat and whatever they are working on for Ardherin has yet to be unleashed on the elves.
- **Benefits and Detriments:** Favored class is Channeler. They are more intelligence and less militaristic (lower strength) than average orcs. (Option +2 Strength, -2 Charisma).

- **Favored Weapons and Armor:** The tribe's warriors use vardatches and wear scale or chainmail armor. The channelers wear hide or no armor and normally carry long hunting knives or hand axes.
- **Favored Feats:** Spell Focus (various), Combat Casting, Iron Will, Skill Focus (knowledge arcane).

Sorcerous Mother Tribe

When other Kurasatch Udareen challenged her power, this until-then unassuming sorceress drew her own blood and showed them its darkness to prove that Izrador indeed favored her. She used it to fuel her spells, which were the most impressive that the Kurasatch Udareen could use while drawing their power from the Dark God. Since that time, the members of this tribe always had the best connection with Izrador, and thus show the best abilities as orc legates. They are however jealous of the favoritism shown to The Order of Shadow, as most members are humans who, in the orc's eyes, did nothing to earn such an envied position. This tribe has always strongly opposed the Order of Shadow, and has clerical powers to back their claims. They remain deep in the North, as close as possible to their God. There are many members living in Theros Obsidia. Conflict with human legates is almost palpable there.

- **Physical Description:** These orcs are shorter and darker skinned than other tribes. Their fur capes and boots are usually enough to make them recognizable, as well as their heavy handaxes which they carry in all circumstances.
- **Stronghold:** In the Vale of Tears, with many members living in Theros Obsidia.
- **Impact on Eredane:** They are not a very well known tribe, except of course for other orcs and human legates.
- **Benefits and Detriments:** Always have at least a few levels as legates. Get one metamagic feat for free.
- **Favored Weapons and Armor:** Heavy handaxe.
- **Favored Feats:** The orcs of the sorcerous mother favor magic over any other knowledge for both combat and rites, metamagic and item creation feats are, thus, the feats most of them would choose, as well as spell focus and spell penetration.

Swift Mother Tribe

The origin of the Swift Mother orcs is less clear than the other great tribes. Some believe that the tribe is descended from a different elthedar clan; possibly a clan related to the early elves. Physically, the Swift Mother orcs appear to be more closely related to elves than dwarves. The tribe is tall and lean and very fleet of foot. Not being anywhere near as strong as their brethren, the tribe would probably have been eliminated if they had not shown their value as scouts and skirmishers.

- **Physical Description:** Very tall and thin for an orc (add 4-6 inches and reduce weight by 80-140 pounds). As they're mostly stationed on the Erethor front, they're almost always dressed in dark green clothing.
- **Stronghold:** Currently the bulk of the tribe is based out of Eisen supporting Grial the Fey Killer.
- **Impact on Eredane:** The Swift Mother orcs are the best orc skirmishers and scouts. Grial uses them to locate weaknesses in the elven defenses and to try to hold the elves in place long enough for heavier armed troops to reinforce them.
- **Benefits and Detriments:** Fleet of foot (move 40), natural +2 to spot and listen checks. Not adept with a vardatch (lose exotic weapon feat). Due to their different origin, they do not receive +1 to attacks against dwarves. (Option -2 Charisma)
- **Favored Weapons and Armor:** As skirmishers, they favor short swords, long knives, and axes. Javelins and poisoned darts are their missile weapon of choice. To improve

mobility and reduce noise, they wear very light armor (leather or hide) stained green.

- **Favored Feats:** Run, Alertness (stacks with their natural ability), Lightning Reflexes, Dodge, Mobility.

Sword Mother Tribe

According to legend, the sword mother orcs are descended from a mighty female champion. She was gifted with a black sword from the Dark God and used it to cleave through her enemies. Her children were taught the discipline of the sword and they used that discipline to build the most cohesive and best led warbands in the north. Through superior tactics and better organization, the Sword Mother orcs dominated the neighboring tribes. When the Shadow needed generals and highly disciplined troops, it turned to the Sword Mother tribe. Their martial skills have only been honed by the fighting of the last one hundred years. Grial the Fey Killer is a Sword Mother orc.

- **Physical Description:** The Sword Mother orcs are easily identifiable by their bearing, organization, and the way they keep their clothes and weapons (normally immaculate). Sword Mother orcs stand erect and move with purpose, not wasting any movement.
- **Stronghold:** The tribe maintains a strong lair just to the southeast of the Vale of Tears where their warriors are trained before heading south. The bulk of the tribe's warriors are stationed at Eisen under the command of Grial the Fey Killer. They act as his guards and hold most of the command positions.
- **Impact on Eredane:** The Sword Mothers are the best-disciplined and equipped orc tribe. They can stand toe to toe with the best human and dwarven troops. When a difficult position has to be held, the Sword Mothers are sent. The tribe leads wherever they're stationed. Several Sword Mother orcs are on the Night King Jahzir's personal staff.
- **Benefits and Detriments:** All Sword Mother orcs are Lawful Evil, they know and appreciate discipline. Any weapons or armor they use will be in near perfect condition. They lose the exotic orc weapon proficiency and gain the bonus feat weapon focus with either a bastard or greatsword. (Option Strength +4, Intelligence -2, Charisma -2)
- **Favored Weapons and Armor:** The Sword Mothers favored weapon is the bastard sword or two-handed sword. They wear chainmail or lighter armor to allow them freedom of movement when they attack. They carry heavy crossbows as their missile weapon.
- **Favored Feats:** Weapons focus (bastard or two-handed sword), Leadership, Weapon Specialization (bastard or two-handed sword), Combat Reflexes.

Wolf Mother Tribe

At the beginning of the Second Age, a number of the great tribes were decimated by the fight against the Dorn and the fey. The stronger tribes took advantage and attacked their rivals in an attempt to take territory and fresh meat. The Wolf Mothers were crushed and the survivors scattered to the winds and left to feed the wild beasts. Izrador approved this, of course, as he could not tolerate weak servants.

The surviving Wolf Mothers and their worgs fled to the barren western wastes. They shared each other's warmth in order to survive the harsh climate. To gain the meat they needed and to protect their tribe, the Wolf Mothers learned to ride their worgs and became very effective cavalry. Over the centuries, the tribe prospered and became a power in the western wastes. During the battles at the end of the Second Age, they proved to be the equal of the Dornish cavalry. During the battles of the Third Age, they rode with the vanguard of the Shadow's army and participated in the crushing of the last Sarcosan army.

- **Physical Description:** The members of the Wolf Mother tribe are smaller and lighter than an average orc (normally 6-10 inches shorter and 60-80 pounds lighter). The tribe wears its hair long and loose like a worg's mane. They wear wolf furs and often necklaces of wolf teeth.
- **Stronghold:** In the western wastes, there is an ever-moving camp of the Wolf Mothers. They are a nomadic tribe, which follows their prey wherever it goes. They also have established a small but growing home in the plains to the west of Alvedara.
- **Impact on Eredane:** The Wolf Mother tribe is the most effective force for hunting the Sarcosan Free Riders. The Night King Jahzir trusts them more than he trusts his human collaborator and mercenary cavalry. That trust has brought them many slaves and finely crafted barbed spears that they use as lances.
- **Benefits and Detriments:** Wolf Mother orcs start with a skill level five in Worg Rider (Ride skill specifically for riding worgs) and the feat Mounted Combat. (Option, Strength +2, Dexterity +2, Intelligence -2, Charisma -2)
- **Favored Weapons and Armor:** The tribe favors leather armor made from horsehide. They carry small shields and cruelly barbed spears (light lances). They use javelins as their missile weapon and many can use them quite effectively while mounted. They also use hunting knives for close combat and to skin their prey.
- **Favored Feats:** Mounted Archery, Ride-by Attack, Spirited Charge, Weapon Focus (spear).

The fall of the Dorin Clan

The Book of Clorthin, Clan Bordos, Year 1948 Second Age.

Our foragers returned this morning with a Dwarf claiming to be a Lore Master of the Dorin Clan. The barely bearded youth was half mad, mumbling about demons of the mind, betrayal, and the death of his clan. He was clutching two lorebooks so tightly, he had gouged the leather covers and his nails were covered in caked blood. I was finally able to pry them out of his hands when the sleeping draught took hold. The books appear to be those of the chief Lore Master of the Dorin Clan. As I read the books, I am coming to realize that the boy may not be raving. I pray that I am wrong. To ensure his story and that of Clan Dorin are not lost, I enter the words as written from the Dorin Lorebooks.

"My sleep has been troubled of late; I see death, friends unrecognizable in their fury and hatred, and a sense of doom looming over the clan. The earth spirit rumbles and speaks to me of great evil coming our way. I have spoken to the Clan Lord, Therold and the other Lore Masters of my fears. Therold has increased the number of patrols and suggested we seal off some of the less used caverns. The other Lore Masters have been sent to monitor and strengthen our wards. Our defenses seem secure, but I can not escape this feeling of dread.

A week has passed and my dreams are becoming worse. I have summoned Aistin and the younger Lore Masters back from the isolated holdings. I have decided to attempt a seeing. Therold is concerned that I am draining myself unnecessarily. The Orc harassment has died down and word from the northern plains has the army of Dark Lord in retreat. The Elven Witch and her allies appear to have crushed the Shadow Host and are pursuing them back to the Fortress Wall. I tell Therold it is my strength to spend, so I will conduct the seeing when all the Clan Lore Masters are gathered.

The seeing did not work as I hoped. Instead of a clear view of the future, I saw only small pieces, briefs moments only. The scenes were all horrifying and I do not understand what they mean. I can only tell that some great doom comes toward the Clan. I told Therold what I had seen; Sergin Fergoldsen attacking his father and brother, fighting inside the clan hold, great gouts of fire blasting from the Lore Hall against some unseen enemy, and Doomfire broken at Therold's feet and a look of triumph on his face. I was not the only Lore Master to see the scenes; Aistin and Gerolf shared the same visions. Therold can not ignore the seeing, yet still he has his doubts.

The end is near. The earth spirit's voice echoes through the caves and even those who scoffed at the earth spirit's power can hear its voice. Fear has come to the Clan. Borgal's patrol, 30 well-armed and experienced warriors, has not returned from the deep mine. I can hear the sound of steel on stone as the warriors sharpen their axes. The forges are silent and the children are locked safely away; it is coming."

Nothing more is written. The Lore Master would not have given this youth his books if he knew the clan would defeat whatever was coming for them. I will have to wait until the youth regains his senses and can speak without screaming.

There has been some improvement in the youth, whose name appears to be Galric. From what I can tell, Galric was the Lore Master's youngest apprentice. His tale is disjointed, horrifying, and almost unbelievable, but I know somehow that it is true. This may sound strange, but I hope clan Dorin is dead, for the boy's story hints of something worse than death. I will try to relate his story in his own words.

"The day started well, we heard the sounds of a patrol coming back to the hold. Runners came saying that Borgal's patrol had returned. The runner was wrong, Borgal was dead, something else was in Borgal's body. As the patrol entered the hold, they turned on the gate guard, attacking them unaware. The clan was stunned and was unprepared for the vicious assault. Therold called the clan to arms but the delay was fatal. That thing in Borgal had reached the gate ward and in one tremendous blow of its axe, it destroyed the ward. The thing in Borgal and everything in the area was destroyed. When the ward came down, I saw clan members fall to their knees screaming and tearing at their face. Demonlings and other dark shapes poured through the destroyed gates. The clansmen surged forward to battle and Therold led the charge with Doomfire. It appeared that the tide was turning in our favor. Then those clansmembers that had been on their knees screaming rose and attacked their friends and family. Our defenses were collapsing. You couldn't tell who to trust as someone who shielded you from a blow one moment, turned on you the next. Therold tried to rally the clan to him and then he too started screaming. When he stopped screaming, Doomfire began to glow with white heat. You could smell searing flesh and Therold finally threw the weapon from him. When he looked up, his eyes were blood red and I realized it wasn't Therold anymore. The fighting turned savage. Demonlings and the possessed tore open homes and butchered women and children. The Lore Master attempted to stem the tide and with his assistants he poured gouts of fire at the demonlings and the possessed. One by one the Lore Masters fell to the savage attack. Hendric came to me and thrust the two books into my hand and told me to flee. Word of the attack and the fate of the Clan had to reach the other clans. I fled as the clan hold was awash in blood and flame."

The Dorin Clan of Dwarves

The Dorin Clan, also known as the Dark Blood Clan, is a once proud clan that has been totally corrupted by the Shadow. They once held a place of honor amongst the dwarven people as brave defenders against the Shadow hordes in the northern Icewall Mountains. Some dwarves can still recall the names of Dorin Clan heroes who stood firm against the Shadow; but now the dwarves curse the clan and the misery it has brought to the dwarves and the people of Eredane.

The Dorin Clan was never a large clan. At its height, the Clan had almost 1,500 clansmen. The demon attack on the Dorin clan home and the resulting civil war reduced the clan to only 600 darkened souls. Over the years the clan has slowly regained some of its past strength through natural growth and by accepting dwarves of other clans who have turned to the dark glory of Izrador. Today the clan has 900 clansmen in its main clan hold of Redrock, the mine outpost of Shatterstone, and supervising the mining operations and smelting at Steel Hill.

The low numbers of Dorin clansmen belie their importance to the Shadow. The Black Blood Dwarves provide three extremely valuable services to Izrador. First, they act as spies and assassins against the free dwarves. Stories are rife of isolated clan holds betrayed by a Black Blood spy. Second, they are the engineers of the Shadow, responsible for clearing the obstacles and traps the free dwarves use against Jahzir's armies. And third, they supervise the mines and smithies of Steel Hill ensuring the Shadow is supplied with the quality weapons and armor it needs in the fight against the fey. The Night King Jahzir realizes how important the Dorin Clan is to his armies and would gladly lose a whole warband of orcs to save one Dorin clansman.

The Dorin clan believes it is superior to all but the Night Kings and the Greater Legates of Theros Obsidia. The clan still feels contempt and even a degree of hatred toward the orcs, and the goblin. However, they do have a grudging respect for the fighting prowess of the oruks. The Clan reserves its greatest hatred for the free dwarves who have betrayed the dwarves' rightful place as the masters of Eredane. The clan believes only they preserve the true dwarven culture and the free dwarves are a blight that needs to be removed or forced to see the true glory of Izrador.

The Dorin Clan has a unique relationship with Theros Obsidia. While the clan respects the Greater Legates and their teaching, they have refused to allow human Legates into their clan hold and mines. The Dorin Clan has its own Legates and their dark shrine to Izrador is reputedly a match for any shrine outside Theros Obsidia. The Dorin shrine is also unique in that it does not have a dark mirror. The dwarven lore masters need to channel magical energy to smelt mithral and create the powerful weapons of the Shadow (including the unique items created for the four Night Kings).

Key personalities

Therold, King of the Icewall

Therold is an ancient and brooding dwarf that has not aged since he was possessed by a greater demon during the demon assault on Redrock. Therold's long, braided hair is solid gray and his face is heavily lined but he moves with the energy of a youth. Outwardly he appears to be a normal aging dwarf lord; it's only when you get close that you feel the dread that is only amplified by his blood red eyes. Up close Therold is a menacing figure. Even his own clansmen avert their eyes in his presence.

Therold travels his realm in well-made clothes and sports an elegantly crafted mithral band upon his head signifying him as King of the Icewalls. To show his contempt for his enemies, he often goes unarmored. However, his massive mithral two-handed warpick never leaves his side. Before his possession, Therold used to wield the clan's legendary (covenant) Urutuk – Doomfire. When the demon took control of Therold, Doomfire began to glow with white

heat until Theros was forced to drop it. Theros later ordered the weapon broken and buried with the dead from the civil war. Due to the power of the weapon, many would like to locate Doomfire and reforge it so it can rejoin the fight against the Shadow.

Therold has been greatly enhanced by both his demonic possession and the favor of Izrador. Therold no longer ages, is resistant to normal weapons, recovers from wounds almost overnight, and has the strength of an ogre. Izrador has also blessed his new weapon, which he has named Darkdoom as an insult to the legendary weapon of his clan. Darkdoom has many powers, but its greatest is the ability to cleave through armor like it was air (ignores all armor).

Aistin Emerdsen

Aistin was the only dwarven Lore Giver who was captured during the clan's civil war. The Shadow twisted him into the faithful servant he is today. Aistin is the only Channeler of any skill among the Clan and he is vital for enchanting weapons and allowing the smelting of mithral. Without him, the clan would be unable to work the metal. Aistin, with the help of one of Ardherin's apprentices, was responsible for infusing the magic into the special weapons wielded by the Night Kings.

Aistin is ancient even by dwarven standards. He appears skeletal and has an unnatural pallor. At first glance, most think he is undead. Aistin is still alive and somehow the dark spark in him keeps what little blood he has moving through his veins. It's only when Aistin wields his magic that he looks truly alive. Aistin relishes his importance and many think that the failure of other channelers to master his spells is less their lack of ability and more Aistin's purposefully faulty instruction.

Dorick the Voice of Truth

Dorick is the Dorin Clan's senior priest of Izrador. Dorick was sent to Theros Obsidia as a child to be reared as a priest. After twenty years in the tower, Dorick returned to the clan dedicated to the service of his God. Dorick believes and preaches that the Dorin Clan is the elite of Izrador's faithful. To Dorick, the Dorin Clan has not fallen to the Shadow, the free dwarves have spurned the one and only God. The free dwarves need to be punished for their heresy. Dorick supervised the construction of the dark shrine in the clan hold and is constantly seeking ways to earn the dark lord's favor. In this effort, three junior Dwarven Legates assist Dorick.

Dorick is physically unremarkable. He wears the dark robes of a Legate and carries no visible weapons. His nondescript appearance belies his power. Dorick is an extremely powerful Legate. If he had stayed at Theros Obsidia, he would be considered one of the Greater Legates and would be vying for power and position.

What Dwells in Darkness

Baden's Bluff, Arc of Zimra, 99 Last Age

A missive to Brother Teros,

"Brother, Sunulael's dogs continue to sniff out the faithful and no hiding place is safe. I've been forced to move almost every night. Fortunately, the usurpers have focused their hunt on the Steep, believing our true sanctuary is hidden, buried deep below the darkest tenements. They approach the Hollow, a place we were wise enough to leave alone; let them choke on that foul nest."

Creatures of Eredane

Numerous are the dangers that lurk on Eredane, even more after the Shadow has started breeding horrible creatures and dangerous predators to use against those who defy the expanding darkness, below you will find a number of new creatures to be used in your MIDNIGHT game.

Astirax, Greater - Ur-Astirax

Large Outsider (Trapped Spirit, Magic)

Hit Dice: 20d8+100 (190 hp)

Initiative: +9

Speed: Fly 60 ft. (perfect) (12 squares)

Armor Class: 27 (-1 size, +5 Dex, +13 deflection), touch 27, flat-footed 22.

Base Attack/Grapple: +20/-

Attack: -

Full Attack: -

Space/Reach: 10ft. /15ft.

Special Attacks: drain spell energy, spell-like abilities

Special Qualities: magic subtype, bodiless, daylight powerlessness, immune to cold and electricity, superior invisibility, sense magic, silver vulnerability, spawn astirax, unholy aura, spell resistance 30, world sense

Saves: Fort +17, Ref +17, Will +20

Abilities: Str -, Dex 21, Con 21, Int 27, Wis 27, Cha 37

Skills: Bluff +46*, Concentration +28, Hide +32*, Intimidate +46*, Knowledge (arcana) +31, Knowledge (history) +31, Knowledge (local, pick one appropriate) +38, Knowledge (shadow) +31, Knowledge (spirits) +31, Listen +41*, Move Silently +36*, Search +39*, Sense Motive +39*, Spellcraft +31, Spot +41*, Survival +31

Feats: Ability Focus (Nightmare Visage), Ability Focus (Possession)^B, Alertness, Combat Reflexes, Dodge, Improved Initiative, Mobility, Spring Attack, Track^B, Weapon Finesse^B.

Climate/Terrain: The Northern Marches, Theros Obsidia

Organization: Solitary

Challenge Rating: 20

Treasure: none

Alignment: Always Evil, usually Neutral Evil

Advancement: 21-30 HD (Large), 31-50 HD (Huge); 51+ HD (Colossal)

A great cloud of utter darkness floats through the air emanating hatred and pure evil. There is no sense of solidity: it is quite clear that this creature is incorporeal. Two great claws of murky purple extend from its sides and the hints of enormous eyes of dark, blood-red and purple flame seem to sit in the very centre of its being. From time to time, other shapes flicker through the cloud of darkness, dark purple outlines of humanoids and animals, perhaps those same creatures this fell thing has devoured?

Combat (Bodiless)

Daylight Powerlessness (Ex): A greater astirax loses all abilities except for possession while exposed to direct sunlight (and not any other light source, even a *daylight* spell). Additionally, while the exposure lasts the greater astirax may not take more than one standard or move action each round. Due to its weakened state all possession attempts during exposure to direct sunlight grant the subject a +10 bonus to the save made to avoid being possessed. This vulnerability and its restrictions are not applied to greater astiraxes that are possessing a host.

Nightmare Visage (Su): While greater astiraxes are normally invisible, their true appearance can be perceived by divination magic. The unwary may have a surprise in store should they go searching for spirits, however: any living creature within 60 feet that can see a greater astirax's true, invisible form must succeed at a Will save DC 35 or suffer the effects of a *phantasmal killer* spell.

Subjects who make their save are immune to the effects of that astirax's ability for a period of 24 hours. The greater astirax may suppress this ability at any time. The save DC is Charisma based.

Magic Subtype: Unlike other outsiders, greater astiraxes have no alignment or elemental subtype. Rather, they are formed from the weave of magic that surrounds Aryth. Therefore, the sensory exception that they may see and hear clearly is channeled magic. Whether enchanted items, existing spell effects, or spells as they are being cast, greater astiraxes have no penalty to Spot and Listen checks when perceiving magic items and effects in their bodiless forms.

Possession (Su): A greater astirax may possess creatures of the aberration, animal, magical beast, ooze, plant, undead or vermin type, including any creatures with a swarm subtype. The subject of this ability is granted a Will save to avoid being possessed against a DC of 35. The greater astirax may not possess any creature whose flesh is in direct contact to silver.

As a dark mark of its presence in the host any creature possessed exhibits dark eyes with a fell appearance, much like the substance from a dark mirror. The save DC is Charisma based.

Because greater astirax have no original form other than their bodiless one, creatures possessed by a greater astirax never undergo transformation.

Combat (Taking form)

Drain Spell Energy (Su): When possessing a host, the greater astirax is able to deliver a powerful attack. Whenever an astirax hits any character with the Magecraft feat with the primary attack of its host creature, it immediately drains 1d8 points of spell energy from its victim in addition to normal damage. If this reduces the spell energy of the creature to zero, then any remaining damage is taken as temporary Constitution damage just as if the creature had cast a spell. This Constitution damage follows all the normal rules for

spellcasting Constitution damage, including its inability to be healed by any means other than a full night's rest.

Sense Magic (Su): As the astirax ability of the same name, except that all ranges are increased by 15 miles and that the greater astirax can try to determine the exact location of an effect within 1 mile. Additionally the greater astirax can make a new save against any illusion that conceals a magical effect when within 100 ft. of it.

Spell-like Abilities (Sp): at will- *animate dead, blasphemy, create undead, create greater undead, death knell* (quicken), *desecrate, disjunction, dispel good, greater dispelling, harm, true seeing, unhallow*. All save DCs are Charisma based and the caster level is equal to the greater astirax's HD.

Spawn Astirax (Su): A greater astirax possessing an animal of at least Small size may spend a number of rounds equal to the animal's hit dice dissolving it until only the animal's twisted essence remains. The twisted essence is a newly created astirax, and anyone witnessing such a display must make a successful Fortitude save DC 20 or be nauseated for 3d6 rounds. The host animal does not get a save to avoid this ability.

Unholy Aura (Su): The greater astirax is always surrounded by an overwhelming aura of evil that mimics the effects of the *unholy aura* spell.

Silver Vulnerability (Ex): All astiraxes have vulnerability to silver.

* **Skills:** Greater astiraxes have +8 racial bonus to Bluff, Hide, Intimidate, Listen, Move Silently, Search, Sense Motive and Spot checks.

Beast of Izrador

Soldier legates often bind their astirax companion into their sword, seeking to increase their own martial prowess, or their mount, assuring a fearsome and powerful mount for itself. Although rare it is not unheard of legates following the same steps, mechanically this benefit is represented by the feat *Beast-bound Companion*, presented in chapter 5.

Additionally, greater astiraxes acting on their master's instructions will bind a veritable horde of astiraxes to a herd of animals and unleash them on same place of Aryth, often Erethor or the plains of Erenland, but hordes of beastly bats and rats have also been sighted on the Kaladrans.

Beasts of Izrador are unholy terrors who seek to devour souls for their dark master and drain the world of its magic.

Binding an astirax to an animal or vermin results in several changes to its overall anatomy and appearance, the creature grows larger, sometimes even advancing a size category, its body fur or hide turns into a deep dark color and its eyes become fowl pits of red or purple fire, the jaw of the creature increases in size and is filled with sharp teeth, the most clear change, however is that the creature looks slightly malformed and twisted, with occasional movements under its hide, as if the dark power within were nearly bursting out.

Ur-Astiraxes & Beasts of Izrador

In addition to all the abilities described above a greater astirax may also have the power to naturally create a Beast of through the following special ability:

Bind Astirax (Su): As a full-round action, a greater astirax may bind any astirax into the body of its current host, effectively creating a beast of Izrador. This ability is used by attempting to possess the same host as the astirax to be bind, and the greater astirax is expelled after using it, regardless of the result. For all purposes treat this as if it were a possession attempt.

Creating a Beast of Izrador

"Beast of Izrador" is an acquired template that can be added to any animal or vermin creature (hereafter referred as the base creature).

A Beast of Izrador uses all the base creature's statistics and special abilities except as noted here.

Size & Type: The base creature's type changes to magical beast. Size may change as a result of the advancement in Hit Dice.

Hit Dice: Become d10 and the base creature's Hit Dice is advanced by one.

Speed: As base creature, +10 ft.

Armor Class: As base creature plus a +4 profane bonus to AC and a +4 increase to natural armor.

Attacks: The Beast of Izrador's Base Attack Bonus is equal to its Hit Dice. The number and type of attacks is the same as the base creature plus a bite attack, if it did not have one. The Beast gains the Improved Natural Attack (Bite) as a bonus feat, even if it doesn't meet its prerequisites, meaning that its bite attack does damage as a creature one size larger than its current size.

Saves: The Beast of Izrador has good fortitude and reflex saves.

Ability Scores: The Beast's Intelligence score changes to reflect its new nature, becoming 3. If the beast already had a score of 3 or higher it is not changed.

Magical Beast's Traits: The beast has Darkvision that extends out to 60 feet and it also possesses low-light vision.

Special Attacks: the Beast of Izrador loses any special attack the base creature had and gains the following:

- **Arterial Strike (Ex):** A Beast of Izrador's attacks are so powerful that they results in 1 point of continual blood loss for every 10 points of damage dealt in any single attack. The blood loss can be stopped by a successful Heal check (DC 15) or by any form of magical healing.
- **Dark Devouring (Su):** Any creature slain by a Beast of Izrador must make a Will save (DC 10 + half Beast's HD + Cha modifier) or have its soul lost to the beast's darkness. This ability is said to work the same way the Dark Mirrors do, turning the soul to Izrador. This ability is considered a death effect for all purposes of protection and also in that the slain creature cannot be brought back, even the Fell phenomena is unable to claim the subject's soul. A failed save results in a dark Blessing that grants the beast 1d8 temporary hit points and +2 profane bonus to Strength.
- **Touch of Izrador (Su):** Once per day, the Beast of Izrador may make a smite attack which inflicts strength damage equal to the beast's Charisma modifier. The use of this ability must be declared before the attack roll is made and a failed attack roll result wastes the use of the ability.

Special Qualities: the Beast of Izrador loses any special qualities the base creature had and gains the following:

- **Regeneration (Ex):** Fire, acid and silver deal normal damage to a Beast of Izrador. If a Beast of Izrador loses a limb or body part, the lost portion regrows in 3d6 minutes. The creature can reattach the severed member instantly by holding or having someone hold it to the stump. The creature heals nonlethal damage suffered at a rate of 5 per round.
- **Eyes of Izrador (Su):** The Beast of Izrador can see perfectly in darkness of any kind, even that created by a deeper darkness spell.
- **Immunity to Cold, Fear and Poison (Ex)**

Skills: +8 racial bonus to Hide, Listen, Move Silently, Spot and Survival (when used to track by scent).

Feats: As base creature plus Improved Natural Attack (Bite) as noted above.

Climate/Terrain: As base creature.

Challenge Rating: As base creature +3.

Alignment: Always Evil; usually Neutral Evil.

Advancement: As base creature + 3HD.

Black Elf

- Sharisil

Black Elf, 1st level Warrior

Medium Humanoid (Elf)

Hit Dice: 1d8 (8 hp)

Initiative: +1

Speed: 30 ft (6 squares)

Armor Class: 16; (+1 Dex, +4 Chain shirt, +1 disc shield), touch 11, flat-footed 15

Base Attack/Grapple: +1/+2

Attack: Rapier +3 melee (1d6+1/18-20) or disc shield +4 ranged (1d4/19-20/x3);

Full Attack: Rapier +3 melee (1d6+1/18-20) or disc shield +4 ranged (1d4/19-20/x3);

Space/Reach: 5 ft. /5 ft.

Special Attacks: Poison, Spell-like abilities, Enervative strike

Special Qualities: Black elf traits

Saves: Fort +3, Ref +1, Will -1;

Abilities: Str 13, Dex 13, Con 10, Int 12, Wis 9, Cha 10

Skills: Climb +9*, Hide +7, Listen +1, Move silently +7, Search +3, Spot +1

Feats: Weapon Focus (rapier)

Environment: Any land

Organization: Squad (2-4), patrol (5-8 plus 2 2nd-level sergeants and 1 leader of 3rd-6th level), or band (20-50 plus 10% non-combatants plus 1 2nd-level sergeant per 5 adults, 2d4 6th-level lieutenants, and 1d4 9th-level captains)

Challenge Rating: 2

Treasure: Standard

Alignment: Usually Neutral evil

Advancement: By character class

Level Adjustment: +2

This humanoid is slender and shorter than a human. It has jet black skin and white hair and a look of sheer malice painted across its face. It moves with practiced ease as it stalks towards you a razor edged rapier in one hand and a wicked looking small metal shield on the other.

Black elves also known as sharisil are depraved and evil corruptions loyal to their dark master Izrador and the Order of Shadow.

They are short, but well toned and graceful, with white hair, although almost any pale shade is possible. Their eyes are often a vivid and intense in color, though pure milky white and without pupil.

Black elves always speak High Elven and Black Tongue, sometimes they also learn Orcish.

Most elves encountered outside their homes are warriors; the information presented here is for one of 1st level.

Combat

The Black elves are highly trained and skilled warriors, especially when it comes to fighting other elves, being just as capable of climbing and surviving in the woodlands of Erethor the black elves make excellent hunters of their brother through the use of night time ambushes and swarming raids, in order to catch their enemies off guard.

Black elves frequently make use of poisons, usually by coating their blade with potent venom.

In melee black elves are graceful and deadly, using complex man maneuvers that are beautiful to observe they favor razor sharp rapiers and disc shields as their tools of death. Their legates and channelers specialize in domination and destruction magic, nothing gives them more pleasure than making their foes destroy their own kind.

Poison (Ex): Opponents hit by a black elf's poisoned weapon must succeed on a DC 13 Fortitude save or fall unconscious. After 1 minute, the subject must succeed on another DC 13 Fortitude save or remain unconscious for 2d4 hours. A typical black elf carries 1d4-1 doses of black elven knockout poison. Black elves suffer the normal chances of poisoning themselves while applying poison to their weapons and elves of all kinds are not less susceptible to the effects of sharisil's knockout poison.

On Aryth

Long ago there was a shapeless, demonic entity of terrible power known as Corzafel, serving Izrador from the moment he gave up all hope of returning home he has been as an insidious messenger for the whims of the Dark God and his newly created Order of Shadow.

In the year 5000 First Age Corzafel met his first great victory, just like those who followed the lost gods turned to the powers of the one and only god of Aryth he corrupted the elves dwelling in the ancient elven retreat of Bandilrin, now a stronghold for the growing order of legates and their black elven protectors.

Eventually it fell prey to an arcane trap laid by Aradil herself and now resides within an enchanted water gourd that lies among the many dangerous magical artifacts the Witch Queen keeps hidden away in the bowels of the Elder Tree. This, however, did not happen before Corzafel corrupted many elves and taught the Order of Shadow part of a rite to corrupt their very soul, the ritual cannot be finished, though, for it required his presence and even though the Order of Shadow has tried to discover alternate means to end the ritual, it has met no success.

The black elves remained hidden for long, training and accompanying demonic entities known as Razors in the service of Izrador in order to perform the most sensitive or urgent of operations.

In the depths of Bandilrin there is a great structure known as the *Nephilis Legatum*, or temple of the fallen in the black tongue, this building has served as an academy for the sharisil and is the place where the Order of Shadow transform a select few into Nef Sharisil or chosen black elves, bloated corruptions of the black elves that share an elven body with a spideer's torso.

Black Elf as Characters

Black Elf Traits (Ex): Black Elves possess the following racial traits:

- +2 Dexterity, -2 Constitution, +2 Intelligence, +2 Charisma. Black elves are graceful, intelligent and attractive, but slight of body.
- Medium: As Medium creatures, dark elves have no special bonuses or penalties due to their size.
- Black elf base speed is 30 feet.
- +2 racial saving throw bonus against Enchantment spells or effects.
- +1 racial bonus on Fortitude saving throws. This is a carryover from their original elven origins. The black elves are quite hardy.
- Darkvision out to 60 feet.
- Weapon Proficiency: A Black elf is automatically proficient with the disc shield and the rapier. All black elves gain proficiency with exotic black elven weapons as if they were martial weapons.
- +2 racial bonus on Listen, Search and Spot checks.
- Black elves are very stealthy and gain a +2 racial bonus to Hide and Move Silent checks.
- +4 racial bonus on Climb checks, all Dark elves are adapted to heights.
- Black elves gain Knowledge (nature) and Knowledge (Northern Marches) as class skills. They gain a +2 Survival check in the cold and barren lands.

- Black elves who can cast spells gain 2 extra points of spell energy. Elves have a natural facility with magic.
- **Enervative Strike (Su):** Once per day a black elf may strike an enemy with a the very corruptive taint and hatred that Izrador filled them with, if the attack hits it causes the target to suffer penalties as if he had suffered one negative level (no save, spell resistance applies). The penalties last for a number of hours equal to the character level of the elf that dealt the blow.
- **Night Fighters:** Black elves gain a +1 bonus on attack rolls when there is no light at all
- Black elves gain a +1 racial attack bonus when fighting with the sharisil disc shield.
- **Automatic Languages:** High Elven, Black Tongue (1). **Bonus Languages:** Orcish, Erenlander, Norther, Trader's Tongue.
- **Light Blindness:** Abrupt exposure to bright light (such as sunlight or a daylight spell) blinds black elves for 1 round. On subsequent rounds, they are dazzled as long as they remain in the affected area.
- **Favored Class:** Rogue.
- **Level adjustment** +2.

Black Elf, Chosen

- Nef'Sharisil

Large Aberration

Hit Dice: 6d8+18 (45hp)

Initiative: +2

Speed: 30 ft (6 squares), climb 15 ft

Armor Class: 17 (+2 Dex, -1 size, ++6 natural), touch 11, flat-footed 15

Base Attack/Grapple: +4/+10

Attack: Dagger +5 melee (1d6+2/19-20) or bite +6 melee (1d4+2 plus poison) or shortbow +5 ranged (1d8/x3)

Full Attack: 2 Daggers +3 melee (1d6+2/19-20) and bite +1 melee (1d4+1 plus poison) or shortbow +5 ranged (1d8/x3)

Space/Reach: 10 ft. /5 ft.

Special Attacks: Spells, spell-like abilities, poison

Special Qualities: spell resistance 17

Saves: Fort +5, Ref +4, Will +8

Abilities: Str 15, Dex 15, Con 16, Int 15, Wis 16, Cha 16

Skills: Climb +19*, Concentration +12, Hide +11*, Move Silently +15*

Feats: Combat Casting, Two-Weapon Fighting, Weapon Focus (bite)

Environment: Erethor or Underground

Organization: Solitary

Challenge Rating: 7

Treasure: Double Standard

Alignment: Always Chaotic Evil

Advancement: By character class

Level Adjustment: +4

This strange being has the head and torso of a dark elf and the legs and lower body of a giant arachnid.

Chosen Black Elves speak High Elven, Trade Tongue, and Black tongue.

Combat

Chosen Black Elves seldom pass up an opportunity to attack other creatures, especially from ambush. They usually begin with a spell assault and often levitate out of the enemy's reach.

Poison (Ex): Injury, Fortitude DC 16, initial and secondary damage 1d6 Str. The save DC is Constitution based.

Spell-Like Abilities: 1/day — *dancing lights* (DC 13), *clairaudience/clairvoyance*, *darkness*, *detect good*, *detect law*,

detect magic, *dispel magic*, *faerie fire*, *levitate*, *suggestion* (DC 16). Caster level 6th. The save DCs are Charisma-based.

Spells: Chosen black elves cast spells as 6th-level legates. Chosen black elf legates as servants of Izrador can choose from the following domains: Death, Destruction, Evil, Magic and War. Spells per Day: (5/3+1/3+1/2+1). The save DC's are Wisdom-based.

Skills: A chosen black elf has a +4 racial bonus on Hide and Move Silently checks. It has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

On Hryth

The Nef'Sharisil or Chosen black elves as they are more commonly known are a recent addition to the war on Erethor.

Of the black elves (Sharisil) there are those who are sent as scouts and assassins into the woods of Erethor alone, to gather information and to remove troublesome foes or on specific missions for their dark god.

These black elves are called the Nef'Sharisil or Chosen elfkin, and they are gifted with divine powers, skill in stealth and the use of poison and are partly transformed into half black elven, half arachnid hybrids in the breeding pits of Theros Obsidia after undergoing special rituals in the temples of the Shadow, and are then sent to the fortress of Bandilrin ready to make forays into Erethor.

It is rumored the magic's to transform a black elf into a Chosen are the brainchild of Ardherin and Sunulael combined.

Cave Troll

Large Giant

Hit Dice: 9d8+54 (94hp)

Initiative: -1

Speed: 30 ft. (6 squares)

Armor Class: 16 (-1 Dex, -1 Size, +8 Natural), touch 8, flat-footed 16

Base Attack/Grapple: +6/+18

Attack: Large Warhammer +13 melee (2d6+8) or Slam +13 melee (1d4+8)

Full Attack: Large Warhammer +13/+8 melee (2d6+8) or Slam +13 melee (1d4+8)

Space/Reach: 10ft/10ft

Special Attacks: Trample

Special Qualities: Darkvision 90 ft., low-light vision, Damage Reduction 3/-, Fast Healing 5, Sunlight Petrification, Tunnelbred

Saves: Fort +12, Ref +2, Will +2

Abilities: Str 26, Dex 8, Con 22, Int 5, Wis 8, Cha 6

Skills: Listen +5, Spot +5

Feats: Power Attack, Improved Bull Rush, Blind Fight, Awesome Blow.

Climate/Terrain: Caves/Underground

Organization: Solitary, usually with orcish controller

Challenge Rating: 7

Treasure: None

Alignment: Chaotic Neutral

Advancement: 10 – 15 HD (Large)

A whip crack sounded, followed closely by an inhuman bellow. Zarshad closed his eyes, rubbing his forehead as if it pained him. The Legate hated his command post. An underground fortress full of stinking orcs, isolated from any of the city luxuries to which he'd grown accustomed. But his superiors had promised that he had the potential of advancing his career greatly with this assignment, so he'd jumped at it, thinking he would be set in a city, guarding a Black Mirror. Instead, he'd been placed on the front, in a taken dwarven hold. The former Legate had died in an open

attack just months prior, but Zarshad suspected the man had killed himself to be free of this filth. Another bellow brought the man from his thoughts. What, in the name of the Shadow, was that horrid sound?! He was awaiting word from Khrasil, the woman that had promised him something "special" to help with the efforts to destroy the dwarves, and was in no mood to deal with another instance of orcish rowdiness. He moved to the window to see what was causing the disturbance. The cavern that housed his outpost was vast, and his vantage points allowed him a view of the only entrance and exit it. The sound was coming from the entrance. A knock on the door drew his attention before he could draw any conclusions of his own. Without waiting for word, an orc stepped inside.

"My lord, Lady Khrasil's gift has arrived."

The bellow sounded again and the orc nodded for Zarshad to look out the window. What he saw entering his outpost left him speechless. Easily two feet taller than his orcish soldiers, with mottled gray-green skin, the creature seemed to have no body hair and wore no kind of clothing. It shambled forward, with its escort surrounding, though it seemed to be a little rounder in the stomach. Just what he needed, Zarshad thought, another fat, lazy denizen of the mountains. At that moment, one of the orcs cracked its whip again, in an attempt to steer the creature toward the gates to the barracks. Without warning, the beast flung a hand toward the orc. It connected with a thud and set the orc against a nearby wall. The legate wasn't certain if the orc died before or after it hit the wall. He didn't have much time to ponder that either, as he watched the creature smash through the gates and trample at least half a dozen orcs before calming again, with the help of one of the orc shaman. There was a weapon he could use.

The Cave Troll is a favorite siege weapon of Izrador's forces. Large enough to smash down walls, yet small enough to move within caves and corridors, this creature is a fearsome foe. Bred and raised for war in mired earthen pits in the far north, these creatures reach full size in a short span of time. An adult Cave Troll stands about 10 feet tall and weighs over 1000 lbs.; its mottled grey skin giving it a semblance of rock. While their body grows, their brain remains relatively the same, and their intellectual capacity is quite limited. Cave Trolls are easily controlled, but prone to violent outbursts that are not. Their only limit is their death allergy to sunlight, making their full application impractical. Cave Trolls speak orcish, and understand basic commands in the tongue particular to the legate they serve under, if any.

Combat

The Cave Troll is typically used as a front wave attack against dwarven holds beneath ground, sent forth to break down the stone defenses and make an entrance for orcish soldiers. Its brute physical strength allows it to make quick work of opponents, while its simple bulk and size allow it to overcome simple obstacles – including dwarven warriors.

Trample (Ex): Whenever the cave troll attempts an Overrun and knocks the enemy prone the defender suffers 1d4+8 points of crushing damage.

Sunlight Petrification (Ex): A Cave Troll caught in direct sunlight must make a Fort save DC 25, or be stunned for one round. A Cave Troll caught in direct sunlight for a second round, turns instantly to stone.

Tunnelbred (Ex): The cave troll is used to traveling in the narrow passages of tunnels and caves and is treated as a Medium creature for the purpose of determining any penalties to movement for moving in ostensibly cramped conditions.

Chaos Beast Spawn

Medium Outsider (Augmented Humanoid, Chaotic)

Hit Dice: 8d8+8 (44hp)

Initiative: +5

Speed: 20 ft (4 squares)

Armor Class: 16; (+1 Dex, +5 Natural), touch 11, flat-footed 15

Base Attack/Grapple: +8/+10

Attacks: Claw +10 melee (1d3+2 plus corporeal instability);

Full Attack: 2 Claws +10 melee (1d3+2 plus corporeal instability);

Space/Reach: 5 ft./5 ft.

Special Attacks: Corporeal Instability

Special Qualities: immunity to critical hits and transformation, spell resistance 15

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

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

Skills: Climb +13, Escape Artist +12, Hide +12, Jump +15, Listen +11, Search +11, Spot +11, Tumble +14

Feats: Dodge, Improved Initiative, Mobility;

Environment: Aruun Jungle

Organization: Solitary

Challenge Rating: 7

Treasure: none

Alignment: Always chaotic neutral

Advancement: 5-7 HD (small); 9-12 HD (Medium); 13-24 HD (Large)

Level Adjustment: –

The horrific creature known as the chaos beast Astroth (detailed later in this chapter) has a mutable, ever-changing form, but despite its fearsome appearance the chaos beast does little physical harm. Regardless of form, the creature's attacks can cause a terrible transformation to living creatures, those that fail to shrug off this supernatural ability end up twisted and formless forever, becoming a Chaos Beast spawn. Because of how this power works all creatures use the same statistics, regardless of original form, the advancement provided is for creatures of other sizes.

The spawn of the Chaos Beast are smaller formless versions of its parent, they too seek out and procreate by converting prey into more of their own kind. They are regarded as "Demons" by all humanoids that discover them.

Combat

Corporeal Instability (Su): A blow from the chaos beast against a living creature can cause a terrible transformation. The creature must succeed on a DC 15 Fortitude save or become a spongy, amorphous mass. Unless the victim manages to control the effect (see below), its shape melts, flows, writhes, and boils. The save DC is Constitution-based.

An affected creature is unable to hold or use any item. Clothing, armor, rings, and helmets become useless. Large items worn or carried— armor, backpacks, even shirts— hamper more than help, reducing the victim's Dexterity score by 4. Soft or misshapen feet and legs, reduce speed to 10 feet or one-quarter normal, whichever is less. Searing pain courses along the nerves, so strong that the victim cannot act coherently. The victim cannot cast spells or use magic items, and it attacks blindly, unable to distinguish friend from foe (–4 penalty on attack rolls and a 50% miss chance, regardless of the attack roll).

Each round the victim spends in an amorphous state causes 1 point of Wisdom drain from mental shock. If the victim's Wisdom score falls to 0, it becomes a chaos beast spawn.

A victim can regain its own shape by taking a standard action to attempt a DC 15 Charisma check (this check DC does not vary for a chaos beast with different Hit Dice or ability scores). A success re-

establishes the creature's normal form for 1 minute. On a failure, the victim can still repeat this check each round until successful.

Corporeal instability is not a disease or a curse and so is hard to remove. A *shapechange* or *stoneskin* spell does not cure an afflicted creature but fixes its form for the duration of the spell. A *restoration*, *heal*, or *greater restoration* spell removes the affliction (a separate restoration is necessary to restore any drained points of Wisdom).

Immunity to Transformation (Ex): No mortal magic can permanently affect or fix the chaos beast's form. Effects such as *polymorphing* or *petrification* force the creature into a new shape, but at the start of its next turn it immediately returns to its mutable form as a free action.

Corrupted Creature

"Corrupted" is an acquired template that can be added to any corporeal creature (referred to hereafter as the base creature).

A corrupted creature uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to magical beast. Do not recalculate base attack bonus, saves, or skill points. Size is unchanged.

Hit Dice: Change all current and future Hit Dice to d10s.

Speed: Same as the base creature.

Special Attacks: Same as the base creature.

Special Qualities: A corrupted creature retains all the special qualities of the base creature and gains those described below, in addition to those granted by the magical beast type.

- *Dark God's Protection (Ex):* The corrupted being adds their Taint rating to any saves against spells or effects, which are intended to determine alignment, location, or intent.
- *Dark God's Longevity (Ex):* The creature ages more slowly, suffering the effect of a single year for every number of years equal to half its hit dice that have passed. If the creature has any ability that prevents, or otherwise slows aging, this ability replaces it; they do not stack.

Skills: Same as the base creature, but may add Taint rating (see Chapter 2) to the DC of any Sense Motive checks made against it; the creature may also add its Taint rating as a bonus to any Bluff checks.

Challenge Rating: Up to 3 HD as base creature; 4 HD to 7 HD as base creature +1; 8+HD as base creature +2.

Alignment: Always Evil.

Doppelganger - Teleness or "The Others"

Medium Monstrous Humanoid (Shapechanger)

Hit Dice: 4d8+4 (22hp)

Initiative: +1

Speed: 30 ft (6 squares)

Armor Class: 15 (+1 Dex, +4 natural), touch 11, flat-footed 14

Base Attack/Grapple: +4/+5

Attacks: Slam +5 melee (1d6+1)

Full Attack: Slam +5 melee (1d6+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Detect Thoughts

Special Qualities: Change shape, immunity to sleep and charm effects, darkvision 60ft.

Saves: Fort +4, Ref +5, Will +6

Abilities: Str 12, Dex 13, Con 12, Int 13, Wis 14, Cha 13

Skills: Bluff +12*, Disguise +14*, Sense Motive +9

Feats: Dodge, Great Fortitude

Environment: Any

Organization: Solitary, pair, or gang (3-6)

Challenge Rating: 3

Treasure: Double standard

Alignment: Usually Lawful Evil

Advancement: +4

Level Adjustment: –

This gaunt, grey-skinned humanoid has long gangly limbs and a bulbous head with large octopoid eyes. Its face is otherwise blank and featureless.

Doppelgangers are strange beings that are able to take on the shapes of those they encounter. In its natural form, the creature looks more or less humanoid, but slender and frail, with gangly limbs and half-formed features. The flesh is pale and hairless. Its large, bulging eyes are yellow with slitted pupils. A doppelganger's appearance is deceiving even when it's in its true form. A doppelganger is hardy, with a natural agility not in keeping with its frail appearance.

Doppelgangers make excellent use of their natural mimicry to stage ambushes, bait traps, and infiltrate humanoid society. Although usually evil, they are interested only in their missions and regard all others as playthings to be manipulated and deceived.

Its natural form a doppelganger is about 5-1/2 feet tall and weighs about 150 pounds.

Combat

When in its natural form, a doppelganger strikes with its powerful fists. In the shape of a warrior or some other armed person, it attacks with whatever weapon is appropriate. In such cases, it uses its detect thoughts ability to employ the same tactics and strategies as the person it is impersonating.

Detect Thoughts (Su): A doppelganger can continuously use *detect thoughts* as the spell (caster level 18th; Will DC 13 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Skills: A doppelganger has a +4 racial bonus on Bluff and Disguise checks. In addition, when using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks. If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

Teleness as Characters

Doppelganger characters possess the following racial traits:

- +2 Strength, +2, Dexterity, +2 Constitution, +2 Intelligence, +4 Wisdom, +2 Charisma.
- Medium: As Medium creatures, doppelgangers have no special bonuses or penalties due to their size.
- A doppelganger's base land speed is 30 feet.
- Darkvision: Doppelgangers can see in the dark up to 60 feet.
- Racial Hit Dice: A doppelganger begins with four levels of monstrous humanoid, which provide 4d8 Hit Dice, a base attack bonus of +4, and base saving throw bonuses of Fort +1, Ref +4, and Will +4.
- Racial Skills: A doppelganger's monstrous humanoid levels give it skill points equal to 7 x (2 + Int modifier). Its class skills are Bluff, Diplomacy, Disguise, Intimidate, Listen, Sense Motive, and Spot.
- Racial Feats: A doppelganger's monstrous humanoid levels give it two feats.
- +4 natural armor bonus.
- +4 racial bonus on Bluff and Disguise checks. When using its change shape ability, a doppelganger gets an additional

+10 circumstance bonus on Disguise checks. If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

- Special Attacks: Detect thoughts (see above).
- Special Qualities: Change shape (see above), immunity to sleep and charm effects.
- Doppelgangers who cast spells gain 4 extra points of spell energy. Doppelgangers are extremely magical beings.
- Automatic Languages: Black Tongue. Bonus Languages: Auran, Old Dwarven, High Elven, Trade Tongue, Halfling, Giant, Terran.
- Favored Class: Rogue.
- Level adjustment +4.

On Aryth

"The Others", contrary to popular belief are not some beast created in the breeding pits, or even humans corrupted into their current form, but instead they are an enslaved species of elder fey or elthedar.

During the sundering when the elthedar on Aryth developed into the althadar or younger fey, one species of elthedar were able to avoid such transition as their nature was already adapted to allow them to live among all species without notice, these were the Doppelgangers or Teleness (pronounced Tell-EN-ess), which means "The Others".

The Others had the ability to take on the form of those around them, allowing them to integrate themselves into others cultures. Over the thousands of years since the sundering the Teleness all but disappeared from memory or recorded history, rarely being seen in their natural forms and never congregating in groups of their own kind. However it was to their grave misfortune that one on Aryth had not forgotten them, for Izrador the Shadow of the North knew they existed and sought them out through agents and insidious whispers on the wind and in the mind.

It is not known nor recorded exactly how the Teleness fell, only that they did and by the time the Last Age dawned they were his slaves completely.

The Others now serve as Izrador's eyes and ears, spying on puppet princes and petty warlords, infiltrating towns and cities and his enemies, even it is said the ranks of Izrador's own army, looking for traitors and insurgents. The Others are the ultimate tool in paranoia.

Where needed the Others will even act as assassins, removing and replacing those the Shadow wishes removed, and assuming their identities in order to learn any secrets the dead person may have had, or reveal his contacts.

The only faction the Others do not and are not allowed to infiltrate is the Order of Shadow as the legates are seen as being beyond reproach and it would not do, were Izrador to show such open distrust of his own priesthood.

After so long the Teleness are all but dedicated to Izrador's cause, whatever he holds over them to keep them in check, means little to the majority now as they serve willingly. However a small number known as the Se'La Teleness or "Enlightened Others" have formed into a group that managed to break free of Izrador's reign and work to help resistance groups form and survive, by working to provide them supplies, troop movements and information as double agents within Izrador's forces. This of course places them in grave danger on all sides, but thus far no Se'La Teleness has ever been caught alive possessing an unusual magical glyph, which when activated destroys their bodies completely, thereby preventing capture and/or raising, or interrogation while dead. Needless to say Izrador would reward handsomely anyone who brought him a member of this group alive.

Dread Knight

The Dread Knight is a very recent addition to Izrador's might. With the rise in minor heroes, hope is slowly gaining ground all across Aryth. To thwart this renewed vigor, Izrador has ordered that all captured leaders of the resistance be brought before legates at Theros Obsidia for "education." The legates magically torture the poor being with dark magic until there is but a shred of sanity and life left in the body. Then they turn the victim into one of the undead!. When the process is over, which often takes several months, the hero has forgotten his old self, and gone completely mad. He now lives to utterly destroy hope, and spread despair for his master. The great majority do not survive the first day of torture, only those unlucky few of great will who cling to life are transformed into Dread Knights. In the end, however, most wish they had died. Dread Knights are powerful leaders, spreading despair in their enemies. The last shred of sanity is chained to the now undead creature and forced to look when the monster uses its knowledge to hunt down and murder its former loved ones!

Creating a Dread knight

"Dread Knight" is an acquired template that can be added to any humanoid creature (referred to hereafter as the base creature).

A dread knight uses all the base creature's statistics and special abilities except as noted here.

Size & Type: The creature's type changes to undead (augmented humanoid). Do not recalculate base attack bonus, saves, or skill points. Size is unchanged..

Hit Dice: Increase all current and future Hit Dice to d12s.

Armor Class: The base creature's natural armor bonus improves by +4 and an additional +1 for every 3 Hit Dice of the base creature.

Special Attacks: A dread knight retains all the special attacks of the base creature and gains those described below. Saves have a DC of 10 + 1/2 dread knight's HD + dread knight's Cha modifier unless noted otherwise.

- *Slayer (Su):* Dread Knights specialize in dealing death, it is their art. Dread Knights may deliver Coup de Graces as a standard action and do not provoke attacks of opportunity when doing so. If the Dread Knight has multiple attacks from Base Attack, he may take a full round action to deliver one Coup de Graces per attack, however, he may not target the same creature more than once in a given round. Dread Knights use this ability to devastating effect when combined with Cone of Paralysis.
- *Cone of Paralysis (Su):* As a full round action a clear wavering burst of windless air emanates from the Dread Knight's mouth in a cone of 50ft., forcing anyone caught within to roll a Fort save or be paralyzed for 1d4 rounds. A Dread Knight may use this ability once every 1d4 rounds.

Special Qualities:

- *Damage Reduction (Ex):* the dread knight reduces all damage from weapons by 5 unless it is a holy weapon.
- *Aura of Despair (Su):* The mere presence of a Dread Knight spreads despair among its enemies. Any good aligned creature within 10ft. of the dread knight must succeed at a Will save or suffer -2 morale penalty to all attack rolls, damage rolls, saves, ability and skill checks for the duration for the duration of the combat. A successful save renders the character immune to that particular dread knight's aura for 24 hours. The aura's effects go away if the character moves at least 100ft. away from the Dread Knight and loses sight of it, but may return if the dread knight comes back to line of sight or closer than 100ft.
- *Soul Chain (Su):* This is a dubious gamble for the armies of Izrador. In exchange for the Dread Knights ability to remember its former life they let a small part of the person's soul to hang on to the body, or rather use dark magic to

force it to stay in it. The Dread Knight instinctively knows what it knew in life and has the Supernatural ability to track anyone it formerly knew without terrain penalties. The Soul, however, can affect the actions of the Dread Knight by building up its strength and thus may save friends and family, or postpone their doom. Each day the Soul remains dormant it receives a point of *Manifestation*. Whenever the soul wants to affect the actions of the Dread Knight it may use one *manifestation* point to makes an opposed Wisdom checks with the Dread Knight, the soul Wisdom score equals the manifestation pool (any point used to cause a check is already spent, thus it is not counted).

Feats: A dread knight retains the base creature's feats and gain, Improved Initiative, Combat Reflexes, and Leadership as bonus feats.

Abilities: Increase from the base creature as follows: Str +4, Dex +2, Cha +4. As an undead creature, a dread knight has no Constitution score.

Challenge Rating: Same as the base creature +3.

Advancement: by character class

Sample Dread Knight

Dorn Dread Knight, 6th level Fighter (Leader of Men)

Hit Dice: 6d12 (39 hp)

Initiative: +7

Speed: 20ft. (4 squares)

Armor Class: 25 (+3 Dex, +4 scale mail, +2 heavy steel shield, +6 natural), touch 13, flat-footed 22

Base Attack/Grapple: +3/+8

Attack: two handed bastard sword +12 melee (1d10+7)

Full Attack: two handed bastard sword +12/+7 melee (1d10+7)

Space/Reach: 5ft./5ft.

Special Attacks: slayer, cone of paralysis

Special Qualities: undead traits, aura of despair, soul chain, damage reduction 5/holy

Saves: Fort -, Ref +5, Will +2

Abilities: Str 20, Dex 16, Con -, Int 12, Wis 10, Cha 14

Skills: Climb +11, Handle Animal +11, Intimidate +11, Jump +11, Ride +11, Swim +8

Feats: combat reflexes, cleave, improved initiative, leadership, power attack, track, weapon focus (bastard sword)

Challenge Rating: 9

Treasure: none

Alignment: neutral evil

Advancement: by character class

Level Adjustment: -

Combat

Slayer (Su): Dread Knights specialize in dealing death, it is their art. Dread Knights may deliver Coup de Graces as a standard action and do not provoke attacks of opportunity when doing so. If the Dread Knight has multiple attacks from Base Attack, he may take a full round action to deliver one Coup de Graces per attack, however, he may not target the same creature more than once in a round. Dread Knights use this ability to devastating effect when combined with Cone of Paralysis.

Cone of Paralysis (Su): As a full round action a clear wavering burst of windless air emanates from the Dread Knight's mouth in a cone of 50ft., forcing anyone caught within to roll a Fort save (DC 15) or be paralyzed for 1d4 rounds. A Dread Knight may use this ability once every 1d4 rounds.

Aura of Despair (Su): The mere presence of a Dread Knight spreads despair among its enemies. Any good aligned creature within 10ft. of the dread knight must succeed at a Will save (DC 15) or suffer -2 morale penalty to all attack rolls, damage rolls, saves, ability and skill checks for the duration of the combat. A successful save renders the character immune to that particular dread knight's aura for 24 hours. The aura's effects go

away if the character moves at least 100ft. away from the Dread Knight and loses sight of it, but may return if the dread knight comes back to line of sight or closer than 100ft.

Soul Chain (Su): This is a dubious gamble for the armies of Izrador. In exchange for the Dread Knights ability to remember its former life they let a small part of the person's soul to hang on to the body, or rather use dark magic to force it to stay in it. The Dread Knight instinctively knows what it knew in life and has the Supernatural ability to track anyone it formerly knew without terrain penalties. The Soul, however, can affect the actions of the Dread Knight by building up its strength and thus may save friends and family, or postpone their doom. Each day the Soul remains dormant it receives a point of *Manifestation*. Whenever the soul wants to affect the actions of the Dread Knight it may use one *manifestation* point to makes an opposed strength check with the Dread Knight, the soul Strength score equal the new, reduced, manifestation pool. Starting manifestation pool: 8.

Dwarf, Black Blood

- Dark Dwarf or Odrud Dwarf

Black Blood Dwarf, 1st level Warrior

Medium Humanoid (Dwarf)

Hit Dice: 1d8+5 (9hp)

Initiative: +0

Speed: 20 ft (6 squares)

Armor Class: 17 (+4 scale mail, +1 light shield, +2 natural), touch 10, flat-footed 17

Base Attack/Grapple: +1/+2

Attacks: Urutuk hatchet +3 melee (1d6+1/x3) or light crossbow +0 ranged (1d8/19-20 x2);

Full Attack: Urutuk hatchet +3 melee (1d6+1/x3) or light crossbow +1 ranged (1d8/19-20 x2);

Space/Reach: 5 ft./5 ft.

Special Attacks: dark dwarf traits

Special Qualities: dark dwarf traits

Saves: Fort +4, Ref +0, Will -1;

Abilities: Str 13, Dex 11, Con 14, Int 10, Wis 9, Cha 6

Skills: Climb +5, Craft (Alchemy) +6, Jump +5

Feats: Toughness

Environment: Kaladrun Mountains (Deep Underground)

Organization: Raid (2-4), War Chapter (9-16 plus 3 3rd-level sergeants, 1 3rd level Soldier legate and 1 leader of 3rd-8th level) or legion (20-80 plus 25% non-combatants plus 1 3rd-level sergeant per 5 adults, 3-6 6th-level lieutenants, 4 5th level Soldier legates, and 1-4 9th-level captains)

Challenge Rating: 1

Treasure: Standard coins; double goods; standard items

Alignment: Always lawful evil

Advancement: By character class

Level Adjustment: +1

Before you, stands a squat broad shoulder stocky humanoid, shorter than a human and with long greasy black hair and beard worn loose and wild. Spittle runs through clenched teeth into its tangled beard as it snarls at you, its deep-set red-rimmed eyes staring out angrily from beneath a heavy metal helmet. The figure is dressed in dark, tarnished scale mail and bares a savage looking dirty axe in one hand and a small metal shield painted with a bestial design in the other.

Sometimes called dark dwarves, these dwarves were once members of the noble Dorin clan before it fell to the corruptions of Izrador.

Most dark dwarves have long unkempt greasy black-grey hair worn loose, and they dress in drab clothing that is designed to blend into stone. In their lairs they may wear jewelry, but it is always kept

dull. They war with other Dwarven clans, and often ally with orcs and worse to help destroy other dwarves.

Black Blood Clan Dwarves speak Clan Dialect, Old Dwarven and Orcish.

Most dark dwarves encountered outside their home are warriors.

Combat

Dark Dwarves are patient and careful planners, when they have the option they choose their time to fight, having used information from their infiltrators to determine the tactical weak points and prime targets. Under these circumstances they prefer to use stealth and poison. However when cornered or left no option the Dark Dwarves will fight all out and give no quarter, massing together and surging as one great wave of hate towards their enemies. In addition to the Dwarven urutuk hatchet and warhammer, dwarves also use dwarven waraxes, thrown knives, thick bladed knives, light crossbows, and morning stars.

Clan Benefits

The Black Blood Clan was once the Dorin Clan, the northernmost of all the Dwarven clans. They dwelt hidden among the steep craggy peaks of the Icewall Mountains for generations and had a long and proud warrior tradition. However all this was before they fell into darkness corrupted by a host of demonlings into the service of Izrador. It was in the years ending the Second Age, that Izrador's minions unleashed a fiendish horde of magical creatures into the Icewall Mountains. These abominations sought out and possessed individuals of the Dorin clan, a brief but bloody civil war ensued, as those possessed caused brother to turn against brother, father against son. In the end almost all died at the hands of their own kin. Now however, generations later those that survived are the Dorin clan no longer, they have now become true servants of Izrador, worshipping the dark god and serving his will. Now the Dorin Clan, renamed the Black Blood by the other clans or *Odrud* as it is said in their tongue. They now fight dwarves with the same passion as other dwarves fight orcs. They have given over almost every dwarven secret they possessed to their dark lord, and work to infiltrate and destroy the other clans, posing as Kurgun refugees and escaped slaves. The dwarves of the other clans show them no sympathy any more and will not think twice and treating them with the same level as despise as they lend other minions of the Shadow.

Black Blood Dwarves as Characters

The Black Blood clan underwent a number of significant changes due to their corruption. In addition to the general dwarf traits they also have the following:

- +2 Constitution, -4 Charisma: black blood dwarves are tough and sturdy but traitors are liked by none. These bonuses are in place of the usual dwarven racial bonus.
- Favored Region: Subterranean Kaladrans.
- Darkvision: black blood dwarves are even more used to the dark depths of the mountains than their cousins, as a result they can see in the dark up to 120 feet. Darkvision is black and white only, but it is otherwise like normal sight, and black blood dwarves can function just fine with no light at all.
- Spell Resistant: black blood dwarves have greater innate resistance to the power of magic than their cousins. They gain a +4 racial bonus on saves against spells and spell-like effects instead of the usual +2, but those with spell energy have two fewer points of spell energy than they otherwise would.
- +1 racial bonus on attack rolls against dwarves (including half dwarves). Black blood dwarves and their cousins are ancient enemies that have fought each other for thousands of years. This bonus takes the place of the +1 racial bonus on attack rolls against dwarves usually get.

- Black Blood Dwarves do not gain the +1 racial bonus on attack rolls when fighting with axes and hammers.
- Black Blood Dwarves do not gain the +2 racial bonus on Appraise and Craft checks that are related to stone or metal items.
- +1 dodge bonus to Armor Class against dwarves (and half dwarves). In the long war of attrition with their cousins, black blood dwarves have developed an innate sense that helps them avoid their cousin's wrath.
- Deceivers: The black blood dwarves live by infiltrating and betraying their cousin's homes, as a result all black blood dwarves gain a +2 racial bonus on all Bluff checks.
- Paranoid: Black Blood Dwarves have developed a paranoid habit of scanning their surroundings for threats, as a result they gain a +1 racial bonus on Listen and Spot checks.
- Favored Craft: All dark dwarves start the game with 4 free ranks in the Craft (Alchemy) skill and it is always considered a class skill for them. In addition, due to their long history in the art of alchemy, black blood dwarves receive a +2 racial bonus to Craft *Alchemy checks.
- Honeyed Lies (Sp): so adept are the black blood dwarves at lies and deceit that it has become second nature to them. They receive a +4 racial bonus to all saves or checks to avoid being caught out in a lie, even under magical scrutiny, such as by a *Discern Lie* spell or similar effect.
- Hidden Taint (Su): although thoroughly corrupted by Izrador's will, the insidious nature of the Black Bloods taint is in its subtlety. As a result all Black Blood Dwarves always fail to register as evil for spells and effects.
- Light Sensitivity: Dark dwarves are dazzled in bright sunlight or within the radius of a daylight spell.
- Automatic Languages: Clan Dialect, Old Dwarven, Orcish. Bonus Languages: Old Dwarven, Black Tongue, Other clan dialect, Trader's Tongue.

Elementals of Aryth

The Elementals on Aryth come primarily from three sources. First there are those who were trapped here during the Sundering, those elementals that were summoned and then suddenly found themselves unable to return to their native planes.

Second there are those elementals that traveled through portals that can be found in various remote and natural places particular to an element, such as the portal to the plane of elemental waters that is known as the Puresilver lake. It is said on nights when the moon is full and bright in the sky this lake became a portal to this other place, of course with the Sundering such portals too became sealed.

Finally there are those elementals that manifested on Aryth naturally at places otherwise known as Power Nexuses that are found in places of significant elemental strength. For example, a power nexus found amidst an active volcano may have caused the spontaneous creation of a fire elemental, or a power nexus found atop a high mountain that is continually barraged and buffeted by gale force winds and storms may create an air elemental. In these instances it is the very force of magic itself that causes the spontaneous creation of these beings.

Of course because of the time that has passed since the Sundering, exact numbers of elementals have reduced and been sketchy to track, but because of the spontaneous creation of elementals is able to occur in and around certain limited power nexus's their numbers at least have some ability to replace any losses.

Elementals face certain strains on their very being on Aryth, being unable to return to their native planes is certainly a contributing factor. However it has also been postulated that as creatures of pure neutrality, their being trapped upon a world that is technically out of balance with this celestial status quo and under the control of an evil god has a significant strain upon them.

The net result of this strain is that many elementals eventually go mad and become elemental forces of pure destruction and aggression, which often requires them to be destroyed or causes them to destroy themselves unable to control their own power as it grows to uncontrollable levels.

In truth the only way elementals can stave off this impending madness is while they are bound in service and driven by a purpose or when they remain close to natural power nexuses, otherwise the eventual strain of the world will sooner or later come crashing down on them and turn them into rampaging elemental forces that are a threat to all they encounter.

As with all outsiders elementals have true names, though these often take the form of expressive sounds as opposed to actual words. For example an earth elementals name may be the grinding of teeth or a deep base groan or growl, whereas a fire elementals name may be an excited screech or the hard clapping of hands and so forth.

Mad Elemental Creatures

Mad Elementals are those have succumbed over time to the pressure of Aryth's evil ruler and their barring from return to their home planes.

Crazed and charged with masses of elemental energy these beings barely resemble elementals at all, huge and powerful and rippling with elemental power they scream and rage continually killing and destroying all they can their minds splintered and torn by their predicaments.

Creating a Mad Elemental Creature

"Mad Elemental" is an affected template that can be added to any elemental being (referred to hereafter as the base creature).

A Mad Elemental creature uses all the base creature's statistics and abilities except as noted here. Do not recalculate the creature's Hit Dice, base attack bonus, saves, or skill points if its type changes.

Size: As base creature.

Hit Dice: Changes to d10.

Armor Class: Base creatures natural armor improves by +3

Special Attacks: A mad elemental creature retains all the special attacks of the base creature and also gains the following attack.

- **Elemental Rage (Sp):** Once per day a mad elemental creature can unleash its rage in a vast display of elemental fury, this takes the form of a specific spell-like ability as follows. All spell like abilities function as if cast by a Channeler of 10+1/2 the creature's HD in level. Saving Throw DCs are Constitution based.
 - Earth = *Earthquake*
 - Air = *Control Winds* (Tornado)
 - Fire = *Meteor Swarm*
 - Water = *Horrid Wilting* (draws moisture to itself)

Special Qualities: A mad elemental creature retains all the special qualities of the base creature and also gains the following qualities.

- **Elemental Healing 5 (Ex):** while in direct contact to their own element a mad elemental creature can absorb surround forces to heal themselves.
- **Immunities:** All mad elemental creatures are mindless an no longer respond to summonings, by the same token neither are they affected any longer by Mind Influencing affects and abilities or any effect that requires them to make a Will save.

Abilities: Increase from the base creature as follows: +8 Str, +2 Dex, +4 Con, -5 Wis, -5 Cha, they also have no Intelligence score.

Saves: As base creatures except they no longer have a Will save.

Skills: As base creatures. Feats: As base creature plus Power Attack.

Challenge Rating: As base creature +3.

Alignment: Always chaotic evil.

Sample Mad Fire Elemental

Large Mad Elemental (Trapped Spirit, Fire)

Hit Dice: 8d8+40 (76hp)

Initiative: +10

Speed: 50 ft (10 squares)

Armor Class: 22 (-1 size, +6 Dex, +7 Natural), touch 15, flat-footed 16

Base Attack/Grapple: +6/+16

Attack: Slam +11 melee (2d6+6 plus 2d6 fire)

Full Attack: 2 slams +11 melee (2d6+6 plus 2d6 fire)

Face/Reach: 10ft./10ft.

Special Attacks: Burn, Elemental Rage

Special Qualities: Damage Reduction 5/-, elemental traits, immunity to fire and Mind influencing effects, vulnerability to cold, Elemental Healing 5

Saves: Fort +7, Ref +12, Will -

Abilities: Str 22, Dex 23, Con 20, Int -, Wis 6, Cha 6

Skills: Listen +3, Spot +4

Feats: Dodge, Improved Initiative^B, Mobility, Power Attack^B, Spring Attack, Weapon Finesse^B

Environment: Any

Challenge Rating: 8

Treasure: None

Alignment: Chaotic Evil

A screeching inferno of ambulatory flame races across the ground consuming every flammable object in it's path, wreathed in smoke and flame its central, humanoid-shaped conflagration burns hungry red and furnace hot. Like a hellish demon this creatures anguished mass rolls towards you seeking to consume you too.

Combat

Burn (Ex): A mad fire elemental's slam attack deals bludgeoning damage plus fire damage from the elemental's flaming body. Those hit by a fire elemental's slam attack also must succeed on a Reflex save DC 17 or catch on fire. The flame burns for 1d4 rounds. A burning creature can take a move action to put out the flame. The save DC is Constitution- based. Creatures hitting a fire elemental with natural weapons or unarmed attacks take fire damage as though hit by the elemental's attack, and also catch on fire unless they succeed on a Reflex save.

Elemental Rage (Sp): Once per day a mad elemental creature can unleash its rage in a vast display of elemental fury, this takes the form of a Meteor Swarm as if cast by a 14th level Channeler. The save DC is Constitution- based.

Elemental Healing: while in direct contact to open flame the Mad elemental creature can absorb surround forces to heal itself by 5 points of damage every round.

Immunities: All mad elemental creatures are mindless an no longer respond to summonings, by the same token nor are they affected any longer by Mind Influencing affects and abilities or any affect that requires them to make a Will save.

Emetic Beast

Medium Magical Beast (Trapped Spirit)

Hit Dice: 2d10 (11hp)

Initiative: +1

Speed: 40 ft (8 squares)

Armor Class: 14 (+1 Dex, +3 Natural), touch 11, flat-footed 13

Base Attack/Grapple: +2/+4

Attacks: Bite +4 melee (1d6+32)

Full Attack: Bite +4 melee (1d6+2)

Space/Reach: 5 ft./ 5 ft.

Special Attacks: Sickening Bellow

Special Qualities: -

Saves: Fort +3, Ref +4, Will +1
Abilities: Str 14, Dex 12, Con 11, Int 7, Wis 12, Cha 10
Skills: Listen +5, Move Silently +5, Spot +4
Feats: Run
Environment: Temperate plains
Organization: Solitary, or Pack (2-5)
Challenge Rating: 3
Treasure: None
Alignment: Always Neutral
Advancement: 3-4 HD (Medium); 5-6 HD (Large)
Level Adjustment: –

This creature resembles a bipedal lizard with a sinuous tail. Its most disturbing feature is its lack of a head. Instead it has a gaping maw surrounded by three powerful mandibles; gleaming, jet-black teeth line the inner mouth. Two small red eyes sit, one either side of the maw, interspersed between the mandibles.

Emetic beasts live and hunt on the Plains of Aryth, chasing large herds of Herbivores. Emetic beasts' coloration ranges from bright blue to deep violet. An emetic beast stands about 4 feet tall, but its overall length is about 7 feet. It weighs about 200 pounds.

Emetic beasts speak no known languages. Survivors of their attacks claim that they emit an eerie, high whine that varies in pitch depending on the creature's speed and health and is capable of making you violently ill.

Combat

Once an emetic beast locates prey, it charges the prey, attempting to catch its victim flat-footed. The creature bellows as it approaches, hoping to disable its prey and then bites its victim. When badly hurt or wounded, the emetic beast will flee rather than continue fighting.

Sickening Bellow (Ex): An Emetic beast can emit a bellowing roar whose sub harmonic resonance and smell invoke violent vomiting in all within 10 ft. Targets must succeed on a Fortitude save DC 15 or be sickened for 1d6+4 minutes. A creature that successfully saves cannot be affected again by the sickening bellow for 24 hours. A delay poison or neutralize poison spell removes the effect from a sickened creature. Creatures immune to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws. The save DC is Charisma-based.

Skills: Emetic Beasts have a +2 racial bonus on Listen, Move Silently, and Spot checks.

On Aryth

The emetic beasts are found primarily on the dry prairies of Southern Erenland where they hunt the herds of herbivores by running them down and debilitating them with their bellow before moving in and rending them to pieces with their vicious teeth-filled maws.

Emetic beasts are very fleet runners and quite capable of running even the fleetest prey to ground, this has led them to become a popular beast for Sarcosan riders to hunt and bring down with their lances. Meat from emetic beasts is quite a delicacy in the halls of Southern Erenland.

fetor

- The foul stench of decay given unlife

Large Undead (Incorporeal)

Hit Dice: 8d12+3 (55 hp)

Initiative: +1

Speed: Fly 20 ft (perfect)

Armor Class: 17 (+1 Dex, -1 size, +7 deflection), touch 17, flat-footed 16

Base Attack/Grapple: +4/-

Attack: incorporeal touch +4 melee (1d6 plus Marasmus)
Full Attack: 3 incorporeal touch +4 melee (1d6 plus Marasmus)
Space/Reach: 10 ft./ 10 ft.
Special Attacks: Marasmus, Stench
Special Qualities: immune to cold, immune to electricity, incorporeal, undead traits
Saves: Fort +4, Ref +3, Will +7
Abilities: Str -, Dex 13, Con -, Int 9, Wis 12, Cha 24
Skills: Listen +14, Search +10, Spot +14
Feats: Alertness, Great Fortitude, Toughness
Climate/Terrain: Bog of Eris Aman
Organization: Solitary
Challenge Rating: 8
Treasure: standard
Alignment: Usually Chaotic Evil
Advancement: 9-16 HD (Large), 17-24 HD (Huge)

Suddenly, you find yourselves inhaling the foulest of stenches, as if you were standing in the midst of several battlefields filled with the countless rotting dead. And then you notice that you have been swamped by a great grey cloud of foulness: incorporeal vultures, elves and humans... and other things....

Izrador's unleashing of great waves of necromantic power across Eredane has, of course, brought the menace of the Fell but also, in the foul bog of Eris Aman, this energy has combined with the places natural dark energies, corrupt spirits, and the insane shades of the battle dead to create undead not seen in other parts of Aryth.

One such undead spawned by the great confluxes of necromantic evil within Eris Aman is the fetor. This creature is literally the foul stench of decay given unlife.

Combat

The fetor rolls into combat like a great billowing cloud, focusing its attacks on a single individual. Each round, three of its internal shapes seem to enlarge and reach out with grasping hands or claws as if trying to bring the fetor's opponent into the cloud of its being.

Marasmus (Su): The fetor feeds by filling its opponent's lungs with its very essence and then draining the life out of him. The touch attack of the fetor inflicts Constitution damage based on the number of successful attack rolls it makes in a round: one hit, 1 point of Con damage; 2 hits, 3 points of Con damage; and 3 hits, 6 points of Con damage. This represents the horrendous bodily wasting caused by the fetor's touch.

Should an opponent be successfully attacked with all three attacks in a single round, the fetor is considered to have filled the opponent's lungs with some of its foul essence and the opponent is now considered helpless. On the next round, as a full-round action, the fetor may cause the opponent to suffer 12 additional points of Con damage as the very health of his body is leached away, replaced by suppurating sores and weeping wounds.

Each point of Con damage inflicted by the fetor heals the fetor of 5 points of damage.

Stench (Su): The stench of death surrounding a fetor is overwhelming. Creatures with the scent ability detect the fetor at five times the normal distance, although they also suffer a -4 circumstance penalty to their Fortitude save when entering the radius of the fetor's stench effect.

Any creature within 30 feet of a fetor must make a Fortitude save each round (DC 20) or be nauseated while inside the area of effect and for 2d6 rounds after leaving it. Should a creature be nauseated by a fetor's stench for a period of 10 rounds in any one hour period, the creature becomes exhausted.

Giant, Aryth

Huge Giant

Hit Dice: 15d8+105 (172 hp)

Initiative: -1

Speed: 30 ft

Armor Class: 19 (-1 Dex, -2 size, +9 natural, +3 hide armor), touch 7, flat-footed 19

Base Attack/Grapple: +11/+31

Attack: Huge Morningstar +22 melee (3d6+12/19-20) or Slam +21 melee (1d8+12)

Full Attack: Huge Morningstar +2/+17/+12 melee (3d6+12/19-20) or Slam +21 melee (1d8+12)

Space/Reach: 15 ft/15 ft

Special Attacks: Great Swing, Trample

Special Qualities: cold resistance 10, darkvision 60 ft, fast healing 5, scent

Saves: Fort +18, Ref +4, Will +4

Abilities: Str 34, Dex 8, Con 24, Int 8, Wis 9, Cha 9

Skills: Listen +8, Survival +8

Feats: Cleave, Great Cleave, Great Fortitude, Improved Critical (morningstar), Power Attack, Weapon Focus (morningstar)

Climate/Terrain: Any/mountains

Organization: Solitary, pair or gang (3-5); typically found with an army in the Shadow's service

Challenge Rating: 13

Treasure: standard

Alignment: usually Neutral Evil

Advancement: by character class

The true giants of Aryth are a noble race or, more accurately, were a noble race until they, like so many other creatures on the face of Aryth, were corrupted by the Shadow. They are now unholy and grotesque mockeries of their former magnificent forms, and their outer malformation is a reflection of their corrupted hearts and minds.

Mostly hairless, the tough flesh of these giant-men is covered in seemingly random patches of dark hair. Deformities, usually bowed legs, bent arms and hunched backs are normal but seem to have no effect on their ability in combat (except that they move quite slowly for their size). Warts and tumors are common, as are weeping abscesses and sores. Their eyesight is not particularly good, but their keen noses make up for this.

These giant-men are unnaturally strong and healthy. They can survive on surprisingly little food but when they feast, they can strip an area bare for miles. They can eat almost any organic matter, even the rankest carrion, but they particularly enjoy dwarven flesh.

Combat

Simply put, strategy and tactics play no part in the Aryth giants approach to battle. They simply wade in, clubs swinging, and expect to destroy all who stand before them. Typically they will begin combat against multiple opponents with either their Great Swing or Trample abilities.

Great Swing (Ex): As a full-round action, the giant can choose three squares adjacent to each other (he must threaten all of them) and make a single attack roll for all creatures in those squares which is then applied as an attack against each defender. If the giant rolls a critical hit, only the first creature suffers the critical hit. If the giant drops one of his foes with his Great Swing, he may cleave normally but he may only cleave once each time he swings, even if he drops more than one foe.

Trample (Ex): As a standard action, an Aryth giant can wade up to his movement through a group of foes of at least one size category smaller than himself. Those in the squares that he passes through may either make a Reflex save (DC 29) to avoid taking 2d10+18 points of damage or may forgo the Reflex save, take the damage and make an attack of opportunity with a -4 penalty.

Those in the squares in which the Aryth giant have the same choice to make with one exception: if damage is taken, they are treated as prone and pinned if the Aryth giant makes a successful grapple check. Normally speaking, the Aryth giant won't maintain the pin but will take advantage of the attack of opportunity created when the opponent stands from prone and attempts an escape.

An Aryth giant using the Trample ability is treated as flat-footed in respect of sneak attacks made by those threatened by this attack.

Giant, Doom

Huge Giant

Hit Dice: 19d8+152 (237hp)

Initiative: +2

Speed: 50 ft.

Armor Class: 27 (+2 Dex, -2 size, +17 natural), touch 10, flat-footed 25

Base Attack/Grapple: +14/+37

Attack: Bone Slash +27 melee (1d8+15+2d6 unholy) or rock +14 ranged (2d8+15)

Full Attack: 2 Bone Slashes +27 melee (1d8+15 plus 2d6 unholy) or rock +14 ranged (2d8+15)

Space/Reach: 15 ft./15 ft.

Special Attacks: Rock throwing, Unholy Bones

Special Qualities: Dark vision 60ft., rock catching, cold resistance 10

Saves: Fort +19, Ref +8, Will +8

Abilities: Str 40, Dex 14, Con 26, Int 10, Wis 10, Cha 16

Skills: Listen +22, Spot +22

Feats: Awesome Blow, Cleave, Combat Reflexes, Improved Bull Rush, Improved Sunder, Iron Will, Power Attack

Challenge Rating: 16

The Doom Giants were once Noble Giants who were captured and taken to the breeding pits in the North. Twisted by foul magics and tortured by Izrador's breeders, the Doom Giants are a corrupt and vile race. Similar to the process which created the Blight Ogres, the Doom Giants are just as twisted as any creation made by the Shadow in the North. Doom Giants are 20ft tall, 1,400 pound menaces. They have ashen skin and their eyes glow a bright violet. Their bodies are covered by a hard carapace of black bone, which seems to constantly give off heat and steam. Razor sharp bones line their frame, which they can use to attack with. They are also used as competent siege engines with their powerful rock-throwing abilities.

Combat

Unholy Bones (Su): A Doom Giant's bones are infused with Izrador's power. They act as Unholy weapons and also give off a great amount of heat and smoke. The Doom Giant can channel all the heat in its body into these bones causing them to erupt in violet flames. While flaming, their slash attacks cause an additional 2d6 fire damage and anyone attacking them with a natural weapon must roll a reflex save (DC 15) or take 2d6 damage. For every round the Doom Giant in wreathed in these flames it takes 2d6 damage itself due to the painful nature of this blessed gift. The Doom Giant is limited to a total of 10 rounds of unholy fire per day.

Rock Throwing (Ex): Doom Giants are accomplished rock throwers and receive a +1 racial bonus to attack rolls when throwing rocks. A Doom Giant can hurl rocks weighing 60 to 80 pounds each (Medium-sized objects) up to 5 range increments of 160 ft.

Rock Catching (Ex): A Doom Giant can catch Small, Medium-size, or Large rocks (or projectiles of similar shape). Once per round, a doom giant that would normally be hit by a rock can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium-size one, and 25 for a Large one. (If the projectile has a magical bonus to attack, the DC increases by that amount.) The doom giant must be ready for and aware of the attack.

Hag, Obsidian

Medium Monstrous Humanoid

Hit Dice: 8d8+35 (71 hp)

Initiative: +1

Speed: 30 ft, burrow 5 ft, climb 10 ft

Armor Class: 21 (+1 Dex, +10 natural), touch 11, flat-footed 20

Base Attack/grapple: +8/+14

Attack: Claw +14 melee (1d8+6/19-20/x3)

Full Attack: 2 Claw +14 melee (1d8+6/19-20/x3)

Space/Reach: 5ft./5ft.

Special Attacks: Augmented Critical, Obsidian Sorcery, Rend, Spell-like Abilities

Special Qualities: darkvision 120 ft, Eyes of Izrador, fast healing 5, Fortification, immune to petrification, stability, tremorsense

Saves: Fort +8, Ref +7, Will +5

Abilities: Str 23, Dex 12, Con 19, Int 13, Wis 8, Cha 9

Skills: Intimidate +10, Knowledge (arcana) +12, Spellcraft +12

Feats: Great Fortitude, Magecraft, Toughness, Obsidian Sorcery

Climate/Terrain: Any

Organization: Solitary or Coven (2-4 'hags, 1-4 trolls and 2-8 ogres)

Challenge Rating: 7

Treasure: standard

Alignment: usually Neutral Evil

Advancement: by character class

Deep in the bowels of Aryth is an ancient abyss of great size and power, known to the dwarves for thousands of years and known as a place of great evil. The abyss is a great void in the earth several miles long and immeasurably deep and it thrums with dark power. Those who have traveled there report that the very stones whisper to them and these whispers linger at the edge of their awareness slowly calling them to evil and madness.

The walls of the abyss seemed to be lined with obsidian, as if some titanic heat had been applied in ages past to form this wound in the earth leaving black volcanic glass behind as evidence of its temperature.

Several centuries ago, a group of female channelers from the Dorin Clan traveled to the abyss, also known as the Obsidian Cyst, to experiment with the magic they believed contained therein. Whether or not they realized that the 'Cyst was a place of power devoted to Izrador is arguable, and also irrelevant, but it is known that these channelers did not return to their clan for over a century and when they did return, they had been profoundly changed.

Seduced by the whispers of the Cyst, these channelers absorbed power and darkness from the very walls and stones of the abyss, in reality they were tapping into a well of Izrador's power dating from more ancient times. Returning to their clan, these fell sisters soon went to work to spread their corruption throughout the Dorin Clan and, indeed, much of the responsibility for Dorin Clan's treacherous falling away from the rest of the dwarves lay with these she-dwarves.

The dwarves who returned to the Dorin holdfasts had been profoundly changed in both body and soul. While still vaguely recognizable, the she-dwarves had become hags: hideous and massive, unnaturally aged and yet seemingly ageless (a hag's lifespan is extended ten-fold). Standing taller than the proudest dwarven warrior, around 6 feet on average, and matchless in girth and weight (about 300 lbs). No softness of flesh, or heart; just the cold of stone and the sharpness of obsidian. Eyes of deepest pitch, skin much the same and claws, terrible claws, capable of rending both flesh and stone, long, sharp and twisted.

The channeling magic that the 'hags had commanded before their transformation had been perverted even more than their physical forms. Having learned to draw on the power of the

Obsidian Cyst, the 'hags' magic had become tainted with evil and their minds slightly unhinged by the strain. Obsidian hags, though intelligent, are violent, bad-tempered and often driven by raging moods and tempers. It is clear that their unnatural transformation has left them insane prone to psychotic manias and other disorders. Even worse, they shared, and indeed continue to share, their foul knowledge with other channelers of the Dorin Clan who now follow the channeling tradition of Obsidian Sorcery almost without exception.

The 'hags seem incapable of breeding but, from time to time, a female dwarven channeler will be selected to undergo the ritual of transformation which apparently takes decades to perform. There are only about one dozen obsidian hags. The three most powerful dwell (and perhaps guard) the Obsidian Cyst while the rest are about the Shadow's business throughout the Kaladrun Mountains.

And what is the Shadow's business? The most important function of the 'hags is corrupting dwarven channelers of either gender. They teach their targets how to "draw on the earth" which eventually turns the channeler over to the Shadow. These pawns are then used to turn entire holdfasts to the Shadow, or at least that is the plan...

Combat

Augmented Critical (Ex): The unholy ritual that produces the obsidian hags makes their natural attacks even deadlier such that their claw attacks have a critical threat range of 19-20 and inflict x3 damage on a successful critical hit.

Obsidian Sorcery (Su): The obsidian hags have created their own channeling tradition. Their primary spellcasting ability score is Con and they gain the mistress of stone channeling gift.

Mistress of Stone (Su): An obsidian hag may rebuke or command creatures of the Earth sub-type as an evil cleric rebukes or commands undead, except that the 'hag uses her Con score in place of her Cha score. Her racial HD stack with any channeler levels for the purposes of this ability and it may be used 3 times/day plus 1 per point of Con bonus.

An obsidian hag channeler gains 8 extra points of spell energy, 1 per racial HD. This is in addition to the points she gains from her primary spellcasting ability score (Con) and from any channeler levels she gains. In addition, she can "burn" the stone-like structure of her body to provide her with additional spell energy. See the Obsidian Sorcery feat for more information.

Dark Eyes (Su): The obsidian hags are able to see up to 120 ft in magical darkness.

Fortification (Ex): The stone-like flesh of the obsidian hag means that there is a 75% that additional damage from a sneak attack or critical hit or similar attack forms will be negated.

Rend (Ex): An obsidian hag that successfully hits the same opponent with both of her claw attacks automatically inflicts an additional 2d8+9 points of rending damage.

Spell-like Abilities (Sp): 3/day- *change self, deeper darkness, silence* and *spider climb*; caster level: 8th-level channeler.

Horned One, Guardian

Large Construct

Hit Dice: 11d10 + 20 (90 hp)

Initiative: +0

Speed: 20ft. (4 squares; can't run)

Armor Class: 24 (-1 size, +15 natural), touch 9, flat-footed 24

Base Attack/Grapple: +8/+19

Attack: Large Greataxe +14 melee (3d6+10) or Slam +14 melee (2d6+7)

Full Attack: Large Greataxe +14/+9 melee (3d6+10) or Slam +14 melee (2d6+7)

Space/Reach: 10ft./10ft.

Special Attacks: Heaven's Wrath, Demoralizing Roar

Special Qualities: Construct Traits, Immunity to Cold, Electricity Resistance 10, Fire Resistance 20, Acid Resistance 10, Damage Reduction 10/mithral
Saves: Fort +3, Ref +3, Will +3.
Abilities: Str 24, Dex 10, Con -, Int -, Wis 11, Cha 10.
Skills: –
Feats: –
Environment: Any land (Northlands only).
Organization: Solitary, pair or statuary (2-4)
Challenge Rating: 11
Treasure: None.
Alignment: Always lawful neutral.
Level Adjustment: –

In ancient days, the Dorns would raise great ward-statues to watch over their ancestor circles and holy places. One of the most commonly depicted forms of these ward-statues was a tall warrior with the head of a great horned beast such as a stag or northern kind. For centuries, these totems stood watch over the hallowed dead, even as the moss overgrew them, the circles fell into disrepair and the Shadow engulfed all around them. Not all of the ward-statues were tainted by the Legates, however. In remote, forgotten temples and stone circles, some remain, eternally ready to strike down any Shadowspawn that approach them.

Guardian Horned Ones are carved to represent tall, idealized Dornish warriors, sporting an animal head complete with horns or a rack of antlers. Until animated by someone violated their sacred ground, they appear to be normal statues, usually overgrown. When roused, however, their stone eyes crackle with lightning, and the sound of roaring, crashing beasts echo with their every step.

Combat

Heaven's Wrath (Su): Permanent call lightning, as an 11th-level channeler. Can call down a bolt every round as a standard action up to a range of 210 ft., each bolt deals 3d6 points of lightning damage (Reflex DC 13 for half).

Demoralizing Roar (Sp): Once per minute, as a standard action, the Guardian may unleash a massive bellow that shakes the earth in a 60' radius. The roar only affects enemies, requiring a Will 13 save to avoid being shaken for d6 rounds, and a Ref 13 save to avoid falling prone.

Woodland Stride (Sp): a guardian horned one may move through any sort of undergrowth (such as natural thorns, briars, overgrown areas, and similar terrain) at its normal speed and without taking damage or suffering any other impairment. However, thorns, briars, and overgrown areas that have been magically manipulated to impede motion still affect it.

Horned One, Tainted

Large Construct

Hit Dice: 8d10+30 (74 hp)

Initiative: +3

Speed: 40ft (8 squares; can't run)

Armor Class: 24 (+3 Dex, -1 size, +12 natural), touch 12, flat-footed 21

Base Attack/Grapple: +6/+15

Attack: Hook +11 melee (1d8+5/x4)

Full Attack: Hook +11 melee (1d8+5/x4) and gore +5 melee (1d4+2)

Face/Reach: 5 ft./10 ft.

Special Attacks: Augmented Critical, Constrict, Gaze of Wrath, Improved Grab, Superior Trip

Special Qualities: Construct Traits, Immunity to Cold, Electricity Resistance 10, Damage Reduction 5/bludgeoning, Silent Killer

Saves: Fort +2, Ref +5, Will +4

Abilities: Str 21, Dex 16, Con -, Int 13, Wis 14, Cha 13

Skills: Listen +13, Search +12, Spot +13

Feats: Combat Expertise, Combat Reflexes, Improved Trip, Weapon Focus (hook), Improved Trip^B

Environment: Any land and underground

Organization: Solitary, pair or pack (2-4)

Challenge Rating: 10

Treasure: None

Alignment: Always neutral evil

Advancement: 9-12 HD (large) 13-20 HD (huge)

In ancient days, the Dorns would raise great ward-statues to watch over their ancestor circles and holy places. One of the most commonly depicted forms of these ward-statues was a tall warrior with the head of a great horned beast such as a stag or northern kind. For centuries, these totems stood watch over the hallowed dead, even as the moss overgrew them, the circles fell into disrepair and the Shadow engulfed all around them.

A senior Legate saw the value in these tireless guardians, and set about corrupting them to the Shadow's use. Gathering many of the ward-statues, he transformed cold stone into raw bone, making the stuff of the statues something more useable by the priests of Izrador. Many spells were woven to give the ward-statues animation, will and power, and they were set as guardians in the deepest catacombs of the most valuable Temples.

The ward-statues, rechristened the Tainted Horned Ones for a band of were-beast warriors from Dornish myth, appear to be extremely tall and gaunt humanoids (twelve feet tall but only as wide at the shoulders as a normal man), dressed in deep cowls and flowing, rotting robes. The skull of a bull or stag, complete with sharpened horns protrude from the cowls, the eye sockets glowing yellow-white. Under the robes, the Horned Ones body's are made of layers of bone, twisting in on themselves and welded together by sorcery. Where the left hand should be, the arm ends in a bare stump, while the right is a long, brutal hook that serves as the creature's main weapon.

Horned Ones move swiftly and relentlessly, gliding across the ground with silent grace. In combat, they prefer to sue their hooks and reach to send foes sprawling, and taking advantage of them with their Improved Trip feat. They reserve the use of their Gaze of Wrath for more dangerous foes.

Combat

Augmented Critical (Ex): The threat range for the Horned One's Hook is 20, and it deals x4 damage (as a heavy pick).

Constrict (Ex): The Horned One can crush and grind a grappling foe against its body, piercing them with the jagged points of its bones, dealing 4d4 piercing damage minus their armor and natural armor (but not shield) bonuses. e.g., a dwarf in studded leather (+2 natural armor, +3 armor) bonus would take 4d4-5 damage.

Improved Grab (Ex): If it hits with its hook, the Horned One can attempt to start a grapple (+15 bonus) as a free action without making a touch attack or provoking an attack of opportunity. The Horned One cannot attempt to both trip and grapple with a hook attack.

Gaze of Wrath (Su): Once per day per eye socket, the Horned One can fire a ball of guttering white, smoky flame as a standard action. This attack has a range of 60', and the fireball explodes in a 10' diameter blast, dealing 3d6 fire damage with a reflex save (DC 15) for half.

Silent Killer (Ex): Horned Ones never make a sound unless they wish to. In movement and combat, they are utterly quiet, and

even the sounds of weapons striking their hooks or bodies seem muted. They get a +30 to Move Silently checks.

Superior Trip (Ex): If it hits with its hook, the Horned One can attempt a trip (+19 bonus) as a free action without making a touch attack or provoking an attack or opportunity. It also gains +2 to attacks of opportunity made against foes that stand up from prone.

Nightwraith

The Well Favored.

The Ascended.

The Dark Hands that do the Night Kings' will in the name of the One Dark God.

~ from The Names Of The Blessed, an Order of the Shadow tome detailing the most powerful minions of Izrador.

Standing high in the ranks of Izrador's many followers are the Nightwraiths, the shadowy remnants of those who acted as regents of the Night Kings, standing ready in the Dark God's court to carry out His plans. In life, they were great generals, warlords, sorcerers, nobles and legates that were unequaled in zeal, faith, quality of service and achievement in the Shadow's name.

Originally, they were created to serve as the masters of Izrador's forces in the Second and Third Ages, commanders, lieutenants and spies, but they were not powerful enough to bring Him victory. The Dark God then changed his plans, and used the Nightwraiths to bring about the rise of the Night Kings.

The genesis of a Nightwraith is an incredibly arduous event. First, Izrador signals to the chosen one and a number of Greater Legates in a vision that he has selected a new servant. The legates must find the prospective Nightwraith, and bring him to a Nexus of Izrador's choosing. There, a lengthy ritual is begun, using special relics, oils and unguents to transform the prospective into a living vessel for the Dark God. Once complete, Izrador infuses the prospective with a fraction of his power, an agonizing process that burns away sanity and soul in a matter of hours, or even less. The legates must work quickly, then; they must sacrifice thirteen Fey in a special rite and invoke a lengthy prayer before the prospective is burned out. If successful, the prospective is then submerged in or buried inside the Nexus, where he gestates for a day and a night, leaving behind his mortal coil before rising as an undead specter of terrible power, with the aspects of his persona that Izrador finds unworthy, such as morality, mercy and compassion stripped away. This ritual completely drains the Nexus, rendering it powerless forever more. Which is simply an added benefit as far as the Shadow is concerned.

A newly arisen Nightwraith sheds his old name and takes two new ones, a 'true name' in High Elven, and a 'common name' in Black Tongue. The common name often becomes a part of Eredanean folk lore, the Nightwraith appearing as a boogeyman or phantom, in much the same way the Night Kings have been almost deified by their terrified subjects.

Nightwraiths appear as they did in life, but translucent and utterly black as if made of shadowstuff. They take on new mantle and dress to reflect their exalted position as the Shadow's heralds and task masters, often dressing richly in styles that would look favorable in the pre-Shadow courts of Alvedara, and festooned with gems and holy symbols of Izrador. The area around them ripples with a dark haze caused by the presence of pure evil and immense power.

Creating a Nightwraith

"Nightwraith" is an acquired template that may be added to any living creature, but in practice, Izrador grants this transformation only to his most powerful and trusted agents (usually meaning those

with 15+ HD, either as a monster or in a PC class or aristocrat, and sometimes experts).

A nightwraith uses all the base creature's statistics and special abilities except as noted here.

Size and Type: Size is unaffected. Type becomes Undead (Incorporeal). Do not recalculate base attack bonus, saves, or skill points. Size is unchanged.

Hit Dice: All current and future HD change to d12.

Speed: The creature's movement mode becomes Fly, its maneuverability is perfect and it can move at a speed of 30ft.

Armor Class: The creature loses any natural armor bonus to AC it had, it also gains a deflection bonus equal to its Cha mod or +1, whichever is better.

Attacks: A Nightwraith's attack form becomes incorporeal touch. Additionally, it can wield any weapons it had in its mortal life, as they become semi-immaterial with it. The nightwraith can wield its weapon while making its Incorporeal Touch attack, it is full with energy of the unlife, and can cause painful wounds. As incorporeal creatures, nightwraiths add their Dexterity modifier to attacks instead of their Strength modifier.

Damage: By weapon or Touch 1d4 + their Charisma modifier.

Special Attacks

- **Lifedrain (Su):** Once per day, the Nightwraith may empower its attacks with pure necromantic energy, mimicking an energy drain spell, but with a range of touch. The spell remains charged for a number of rounds equal to the creature's Charisma modifier or 1, whichever is higher. The save DC is equal to 10 + one half the creature's HD + its Charisma modifier.
- **Soul Snare (Sp):** Three times per day, a Nightwraith may employ a variant of the *lifetrap* spell, designed for harming the living rather than the undead. It conjures a cloud 40 ft. across of wispy, translucent blue-grey ethereal vapors that entangle and chill any mortals they touch. The spell mimics solid fog, but its duration is 1 round per level, it is unaffected by wind, and when it ends it deals 5d6 damage to living creature in the area of effect, as a part of their soul is ripped away. This spell-like ability is cast as a channeler of the Nightwraith's level.

Special Qualities

- **Silver Vulnerability (Ex):** Silver weapons strike a Nightwraith as if it was a corporeal creature.
- **Divine Vulnerability (Ex):** Relics belonging to the Old Gods are anathema to Nightwraiths. Ancient, blessed holy symbols, holy water, bits of long dead saints and so on are the sort of thing that can harm them. Any such item brought into contact with them is instantly destroyed, and the creature takes 3d6 damage per size category of the item (3d6 for Fine, 6d6 for Diminutive, 9d6 for Tiny etc).
- **Turning Immunity (Ex):** A Nightwraith cannot be turned, rebuked or otherwise affected by turning.
- **Unholy Beacon (Su):** Nightwraiths act as unliving channels for Izrador's power. They are the centre of a permanent unhallowing spell. There is always a spell tied to the unhallowing; the Nightwraith may implore Izrador to change which spell as a full round action (the chance of Izrador acceding is up to the GM; it should be very likely, however, as the Nightwraiths are his second most favored servants).

Abilities: Increase from the base creature as follows: +6 Dex, +6 Int, +8 Wis, +10 Cha. As an undead incorporeal creature, a vampire has no Strength and Constitution scores.

Challenge Rating: As base creature +5.

Treasure: Nightwraiths often have vast treasuries remaining from their mortal lives, and sometimes carry magical gear as well.

Alignment: Always neutral evil.

Rattlecat

Tiny Animal

Hit Dice: 1/2 1d8 (2 hp)

Initiative: +2

Speed: 30 ft. (6 squares)

Armor Class: 14 (+2 size, +2 Dex), touch 14, flat-footed 12

Base Attack/Grapple: +0/-12

Attack: Bite +4 melee (1d3-4 plus poison)

Full Attack: Bite +4 melee (1d3-4 plus poison) and 2 claws -1 melee (1d2-4)

Space/Reach: 2-1/2 ft./0 ft.

Special Attacks: Poison

Special Qualities: Low-light vision, scent

Saves: Fort +2, Ref +4, Will +1

Abilities: Str 3, Dex 15, Con 10, Int 2, Wis 12, Cha 7

Skills: Balance +10, Climb +6, Hide +14, Jump +10, Listen +3, Move Silently +6, Spot +3

Feats: Weapon Finesse

Environment: Mountains

Organization: Pack (3-24)

Challenge Rating: 1

Advancement: –

Level Adjustment: –

Rattle cats appear as normal black house cats with rattles like one would find on a rattlesnake at the ends of their tails.

Combat

Rattlecats are highly territorial and tend to protect their territory to the death.

Poison (Ex): A rattlecat has a poisonous bite that deals 1d4 Constitution damage initial and secondary (Fort DC 10). The save is Constitution-based.

Skills: Rattlecats have a +4 racial bonus on Climb, Hide, and Move Silently checks and a +8 racial bonus on Jump and Balance checks. In addition, rattlecats use their dexterity as the base ability score for Climb and Jump checks.

Raven Swarm

Tiny Animal (Swarm)

Hit Dice: 4d8 (18 hp)

Initiative: +2

Speed: 10 ft. (2 squares), Fly 60 ft (average)

Armor Class: 14 (+2 Dex, +2 size), touch 14, flat-footed 12

Base Attack/Grapple: +3/-10

Attack: Swarm (1d6 plus Eye Attack)

Full Attack: Swarm (1d6 plus Eye Attack)

Space/Reach: 10 ft/0 ft

Special Attacks: Distraction, Eye Attack

Special Qualities: swarm traits

Saves: Fort +4, Ref +6, Will +3

Abilities: Str 1, Dex 15, Con 10, Int 2, Wis 14, Cha 6

Skills: Listen +5, Spot +7

Feats: Alertness, Weapon Finesse^B

Climate/Terrain: Temperate/Any (including urban)

Organization: Flock (1-4 swarms)

Challenge Rating: 3

Treasure: Half standard (very small items only)

Alignment: always Neutral

Advancement: –

A veritable cloud of squawking birds, black and sinister, seemingly fills the air.

A swarm of ravens is rarely naturally formed rather, on the world of Aryth, a powerful Legate with the aid of his astirax companion will gather a flock of ravens to himself for his astirax to

possess. Whether formed naturally or by the actions of a Legate, a swarm of ravens is a terrible thing. Although they are only animals with animal-level intelligence, there seems to be a cunning malice that drives such creatures, separate to the possessing astirax. It is not for nothing that they are sometimes referred to as, “the Shadow’s eyes”.

Combat

A raven swarm seeks simply to surround and attack any living creature that it may encounter, aiming always for the vulnerable (and tasty) eyes.

Distraction (Ex): Any living creature that begins its turn with a swarm in its square must succeed on a DC 12 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Eye Attack (Ex): An opponent that takes damage from a raven swarm must make a Reflex save (DC 14; Dex-based) each round or the swarm damages his eyes causing blindness for 2d4 rounds. Should a natural 1 be rolled on this saving throw, the opponent loses both eyes, permanently, and a regenerate spell (or more powerful magic) is required to regain sight.

Shadow Spirit

Medium Undead (Evil, Incorporeal)

Hit Dice: 10d12 (65 hp)

Initiative: +4

Speed: Fly 40 ft. (good) (8 squares)

Armor Class: 16 (+2 Deflection, +4 Insight), touch 16, flat-footed 16

Base Attack/Grapple: +5/-

Attack: Incorporeal touch +5 melee (1d6 Wis plus energy drain)

Full Attack: Incorporeal touch +5 melee (1d6 Wis plus energy drain)

Space/Reach: 5 ft./5 ft.

Special Attacks: Create spawn, energy drain, spells, wisdom drain

Special Qualities: essence of Izrador, fear aura, incorporeal traits, sunlight powerlessness, undead traits

Saves: Fort +5, Ref +5, Will +11

Abilities: Str -, Dex 11, Con -, Int 13, Wis 18, Cha 14

Skills: Concentration +13, Hide +13, Intimidate +15, Listen +17, Spot +17

Feats: Great Fortitude, Improved Initiative, Lightning Reflexes, Spell Focus (Necromancy)

Environment: Any

Organization: Solitary

Challenge Rating: 13

Treasure: None

Alignment: Always neutral evil

Advancement: 11-14 HD (Medium)

Level Adjustment: -

The shadow spirit is an amorphous, vaguely humanoid cloud of sooty black, with two, hateful, burning red eyes that gleam at about a human’s head height from within. These creatures are roughly six feet tall, though the way they billow about makes it impossible to truly tell. The shadow spirit can speak black tongue, orcish pidgin, any one other pidgin language and one other language.

Incorporeal spirit that he is, it is said Izrador can possess those faithful to him when he wishes to wear flesh once more and have a direct influence upon the world about him. Frightening as this thought may be to the heroes of Eredane, it is equally frightening to the legates and other servitors of the Shadow in the North, for it is said those rare few individuals who act as a vessel for their lord are left shattered by the experience, most left lifeless corpses or hopelessly mad once Izrador withdraws from the body. Whether there’s any truth to this or not is hard to verify. Those instances where Izrador’s direct hand has been needed are few and far

between, and even the long memories of the elves can recount but a few times they thought it might have been Izrador who directly wrought their destruction. After all, it's a rare thing to face a god and leave with your life. In either case, it is thought that from these avatars of Izrador that the shadow spirits rise, their souls so tainted by the influence of the Shadow that part of his power is imparted upon their ghostly remains. Certainly their strength cannot be denied; their presence causes lesser creatures to flee in terror, and their touch destroys the minds and souls of all who have the misfortune to draw a shadow spirit's ire. With a potent array of spells at their command and the near-invulnerability of a bodiless, undead creature, they are rightly feared minions of the Shadow, which most heroes choose to flee from rather than face down in combat.

Fortunately, they are rare in the extreme. It is thought that they number less than a hundred, and of those, the locations of most are known, all in the northern half of Eredane, in such blasted, lifeless places as Eris Aman or even supposedly High Wall. Rare though these creatures may be, it is said that they are but a weaker form of a greater type of spirit. Not one to waste valuable resources, Izrador rarely possesses those legates and other devoted servants who have any power, instead opting for weaker, more expendable servants. Although considered to be nothing more than myth, certain tales speak of potent legates suddenly being filled with the very spirit of Izrador, and though they died upon their lords' retreat from their bodies, they later rose as spectral creatures even greater and more fearsome than the shadow spirit.

Combat

Shadow spirits have no fear, and will not back down from a fight. While more than capable of picking off opponents at a distance with their spells, they draw pleasure from directly draining the souls of opponents with their life-draining touch, and thus prefer to engage in melee combat.

Create Spawn (Su): Any humanoid slain by a shadow spirit becomes a shadow in 1d4 days. Spawn are under the command of the shadow spirit that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Energy Drain (Su): Living creatures hit by a shadow spirit's incorporeal touch attack gain a negative level (Fort DC 17). The save DC is Charisma-based. For each such negative level bestowed, the shadow spirit gains 5 temporary hit points.

Wisdom drain (Su): The touch of a shadow spirit deals 1d6 Wisdom damage to a living foe. This is a negative energy effect.

Essence of Izrador (Su): These creatures, stamped indelibly with the power of Izrador, still possess some of the fallen god's power. Shadow spirits may choose to ignore the effects of any legate spell targeting them or including them in their area of effect. Furthermore, with but a touch, once per day they may also replenish the spells of a legate as if they had never been cast. Frighteningly enough, shadow spirits may replenish their spells with this power as well. Those who have their spells replenished in this way do not suffer the wisdom drain and energy drain that a shadow spirit's touch normally inflicts.

Fear Aura (Su): Shadow spirits bear the very essence of Izrador's being within them, striking fear into even the most valiant of hearts. Creatures in a 60-foot radius with less than 5 HD that look at the shadow spirit must succeed on a Will save, DC 17, or be affected as though by a fear spell from a channeler of the shadow spirit's hit dice. A creature that successfully saves cannot be affected again by the same shadow spirit's aura for 24 hours. The save DC is Charisma-based.

Spells: Shadow spirits can cast divine spells as 10th level legates. A shadow spirit has access to the Death, Destruction, Evil, Magic and War Domains. The save DCs are Wisdom-based.

Sunlight Powerlessness (Ex): Shadow spirits are powerless in natural sunlight (not merely a daylight spell) and flee from it. A

shadow spirit caught in sunlight cannot attack and can take only a single move or attack action in a round.

Shardlord

The shardlords are one of the greatest abominations created by Izrador's hand. Once human, they are most often Legates who failed in their duty to watch and maintain the zordrafin corith. As punishment, Izrador spared some from the explosive wrath of the breaking corith, and instead merged their essence with the very matter of the destroyed mirror.

A shardlord looks as it did in life, but even a slightly closer examination reveals the differences. Its eyes are spheres of black liquid, and what appear to be fragments of sleek, black glass, like dark and polished obsidian, are embedded into its skin in an agonizing way. When it moves, these razor-edged fragments twist and cut with it, making the shardlord a creature of perpetual pain and hate. When a shardlord grows angry, jagged claws of the same material tear out of its fingers, lacerating any gloves it wears. Physically, the shardlord is much more powerful than when human, and most are demonically clever as well. However, the process erodes the creature's personality, leaving it cold and impersonal.

Shardlords tend to be agents of the higher-up Legates, who use them as assassins and mage hunters. They are rare creatures, and there are less than three score in all of Eredane.

Creating a Shardlord

"Shardlord" is an acquired template that can be added to any mortal humanoid, though in practice Izrador almost never creates them from any being save human Legates.

Size and Type: Size is unaffected. Type remains humanoid, but the shardlord gains various construct-like properties.

Hit Dice: Change to d10 or stay as it was whatever is better.

Armor Class: The glass fragments give the shardlord +6 natural armor (+4 if it is small).

Attacks: The shardlord gains two claw attacks, but retains the ability to use weapons if it prefers.

Damage: Claw damage is 1d4 for medium shardlords and 1d3 for small.

Special Attacks

- **Touch of Izrador (Su):** The shardlord gains the ability to cast a beam of utter blackness that drains magic, and channels it directly to Izrador. This requires a ranged touch attack. If it hits, it drains d6 spell energy from the victim, deals 1 point of temporary damage to Wisdom, Intelligence and Charisma, and acts as a targeted dispel magic, with a caster level equal to the shardlord's HD.

As a full round action that provokes attacks of opportunity, the shardlord may cause the Touch of Izrador to affect a wide field. In this case, it acts as an area dispel magic, but deals no ability or spell energy damage.

- **Fearful Gaze:** The shardlord's gaze acts as a fear spell, panicking the victim for 1 round per HD of the shardlord if the victim fails her Will save, or shaking them for one round otherwise. The DC of the Will save is 10 + 1/2 shardlord's HD + Cha modifier.
- **Create Spawn (Su):** Shardlords can create vile, undead servants for themselves by implanting fresh corpses with chips of their own Mirror-stuff. The implantation must occur within one month of death; if the unfortunate has already risen as a Fell, the corpse becomes unusable for the purposes of spawning. Once implanted, the chip gestates for three days, and then the corpse animates as a shardspawn. Shardlords can issue telepathic commands to their spawn within a 100 mile radius.

Special Qualities

- **Resistance (Ex):** Acid, Cold, Electricity, Fire, 5.
- **Darkvision (Ex):** 120ft.

- *Damage Resistance (Su)*: 3/silver
- *Spell Resistance (Ex)*: (HD+10)
- *Unliving Body (Ex)*: As its body is only partially flesh, the shardlord is resistant to certain attacks. It has 50% fortification against critical hits, sneak attacks, and other precision-based damage. It is immune to poison, disease and other biological effects as if it was a construct. Also, it is immune to fear, charm, compulsion and other mind-affecting effects as if it was undead.
- *Sonic Vulnerability (Ex)*: The glass-like material in the shardlord's body is harmed by powerful vibratory attacks, taking double damage from sonic attacks if it fails its save, and half damage if it passes.
- *Black Mirror Empowerment (Ex)*: When within the area of effect of a zordrafin corinth, shardlords are stronger and feel more confident. They gain a morale bonus to attacks, saves and AC equal to the amount of spell energy the mirror drains at the shardlord's position. For example, if the shardlord was 50 miles away from a Red Mirror, it would gain a +1 bonus. If it was less than 1 mile away from a Grand Mirror, it would gain a +4 bonus.

Abilities: +4 Str, -2 Con, +2 Int, +2 Wis, -6 Cha.

Organization: Solitary.

Challenge Rating: As base creature +4.

Treasure: Shardlords value only items that are useful to their tasks, and do not carry treasure for its own sake.

Alignment: Always neutral evil.

Shardspawn

These undead are the minions of shardlords. They are easy to mistake for other non-Fell undead such as skeletons and zombie, depending on the condition of the body. However, the skin and/or bones of a shardspawn are studded with tiny chips of black, sharp obsidian, like the shardlord's, but smaller.

Creating a Shadowspawn

"Shardspawn" is an acquired template that can be added to any humanoid that has been implanted by a shardlord.

Size and Type: Size remains the same, type changes to Undead.

Hit Dice: Drop any HD gained from class levels and raise the remaining HD to d12 (minimum 1).

Armor Class: Medium sized shardspawn gain +3 to their natural armor, small shardspawn gain +2.

Attacks: Gains two claw attacks. Shardspawn rarely use weapons.

Damage: Claw damage is 1d4 for medium shardlords and 1d3 for small.

Special Attacks: The shardspawn loses all special attacks of the base creature.

Special Qualities : The shardspawn loses most of the special qualities of the base creature. It retains any extraordinary special qualities that improve its melee or ranged attacks.

- *Spell Resistance (Ex)*: 5
- *Immune To Cold (Ex)*.

Saves: Base save bonuses are Fort +1/3 HD, Ref +1/3 HD, and Will +1/2 HD + 2.

Abilities: +2 Str, -2 Dex. No Con or Int score, Wis becomes 10, Cha becomes 1.

Skills: None.

Environment: Any land and underground, as commanded by shardlord.

Organization: Any.

Challenge Rating: the creature's challenge rating is determined according to its new HD, as follows:

- 1/2 HD = CR 1/4
- 1 HD = CR 1/2
- 2 HD = CR 1

- 4 HD = CR 2

Treasure: None.

Alignment: Always neutral evil.

Spellghoul

Izrador's unleashing of vast necromantic energies coupled with his draining of Aryth's magic has wreaked further havoc amongst the ranks of lost souls. Those spellcasters who die as a result of having their spell energy and Con drained by an astirax or similar creature return as a spellghoul, a relatively recent addition to the ranks of the Fell.

"Spellghoul" is a template that can be added to any creature that casts spells by expending spell energy and that has both expended all of its spell energy and then lost all of its Con. This "base creature" will automatically return as an undead: immediately if it fails a DC 10 Will save or in 1d4 days otherwise.

The spellghoul looks like a drained and emaciated version of the creature it was in life. Its skin has acquired a deathly pallor and it is surrounded by coursing dark energies. They are extremely easy for legates to control and are used in teams to hunt out magic.

Unlike other Fell, the spellghouls do not seem to "degrade" over time. They seem to be sustained by the magic that they drain.

Creating a Spellghoul

The effects of the template are as per the ungral template except as follows:

Armor Class: The spellghoul gains a +4 Deflection bonus to AC as a result of the dark energies surrounding it.

Special Attacks: The spellghoul loses the spellcasting abilities that it had in life but retains all others plus those listed here.

- *Drain Spell Energy (Su)*: The slam attack of the spellghoul is able to drain spell energy as per the astirax's special ability of the same name.
- *Spell-like Abilities (Sp)*: At will- dispel magic (quicken). The caster level is the same as the caster level of the base creature in life.

Special Qualities: The spellghoul retains all special qualities it possessed in life plus it gains the Undead type and the special qualities listed here.

- *Damage Reduction (Su)*: 5/magic or silver.
- *Eyes of Izrador (Su)*: The Beast of Izrador is a creature of utter darkness. As such, it not only possesses darkvision 120 ft, but its darkvision also works in areas of magical darkness.
- *Sense Magic (Su)*: This functions as the astirax's ability of the same name.
- *Spell Healing (Su)*: Each point of spell energy (or Con once all of an opponent's spell energy has been drained) drained by a spellghoul heals it of 5 points of damage.
- *Obey Legate (Su)*: A spellghoul is treated as an undead with only a single hit die when confronted with a legate's ability to rebuke or command undead.

Abilities: As the base creature but the spellghoul has no Con score for being Undead and it suffers a -4 reduction to Int.

Skills: As base creature plus +8 racial bonuses to Hide, Listen, Move Silently, Search, Sense Motive, Spot and Survival (when used to track by scent).

Challenge Rating: As base creature +2

Alignment: Always Evil; usually Neutral Evil.

Advancement: none.

Voice of Dissent

Small Undead (Incorporeal)

Hit Dice: 4d12 (26 hp)

Initiative: +1

Speed: Fly 30 ft (perfect)

Armor Class: 14 (+1 Dex, +1 size, +2 deflection), touch 14, flat-footed 13

Base Attack/Grapple: +2/-

Attack: incorporeal touch +4 melee (puppeteer)

Full Attack: incorporeal touch +4 melee (puppeteer)

Space/Reach: 5 ft./5 ft.

Special Attacks: Puppeteer, spell-like abilities

Special Qualities: natural invisibility, immune to cold, immune to electricity, incorporeal, undead traits

Saves: Fort +1, Ref +2, Will +6

Abilities: Str -, Dex 13, Con -, Int 17, Wis 15, Cha 15

Skills: Bluff +11, Diplomacy +13, Intimidate +11, Listen +9, Search +10, Sense Motive +9, Spot +9

Feats: Alertness, ability focus (puppeteer)

Climate/Terrain: Small communities

Organization: Solitary

Challenge Rating: 5

Treasure: None

Alignment: Always Chaotic Evil

Advancement: 6-10 HD (Medium), 11-18 HD (Large)

Lars bit back a harsh word. He knew Mathew wanted to humiliate him. He knew and had seen all the times where Mathew went to great lengths to put him down! He knew because the voice told him. The voice is his friend, his only friend! Mathew goggled at Lars. He not Lars would remain the chief backer! For so the voice had told him. The voice is his friend...

Spawned by the betrayal of the Night Kings and the dark energies of Izrador a Voice of Dissent travels through the lands of Aryth spreading strife and corruption. It feeds on the enmity it sows between men. Whispering in the ear of those with power and those desiring it, the Voice of Dissent is one of the cruelest servants of the Shadow! It sows dissent and revels in it! The Voice of Dissent is an undead who reads the minds of people and through this knowledge and its ability to whisper in the ears of people it creates doubt and strife among men. It feeds on the dissent between people thus its name, and therefore if there is complete harmony between people it will starve.

Combat

The Voice of Dissent rarely enters combat. Only if there is no escape will it resort to this.

Puppeteer (Su): The Voice of Dissent can possess a victim's body if said victim fails a Will save (DC 16). This control last until the Voice releases the victim or until dusk or dawn. The Voice usually uses this ability to enforce its current targets suspicions and fears. The voice must succeed in a touch attack against the victim to use this ability.

Spell-Like Abilities: At will – detect thoughts (DC 14), message (DC 12); 1/day – suggestion (DC 15). Caster level 4th. The save DCs are Charisma-based.

Whispermist

Medium Undead (Swarm, Incorporeal).

Hit Dice: 7d12 (45 hp)

Initiative: +9

Speed: 15ft. (3 squares; can't run)

Armor Class: 16 (+5 Dex, +1 deflection), touch 16, flat-footed 11

Base Attack/Grapple: +3/-

Attack: Incorporeal Swarm (whispering madness).

Full Attack: Incorporeal Swarm (whispering madness)

Space/Reach: 10ft./0ft.

Special Attacks: whispering madness, unearthly choir, distraction, spell-like abilities

Special Qualities: corporeal presence, undead traits, swarm traits, elven traits (see below), half damage from weapons, immunity to acid, electricity resistance 10, fast healing 1, blindsense 30ft., veil of the mist

Saves: Fort +2, Ref +7, Will +7

Abilities: Str -, Dex 20, Con -, Int 10, Wis 15, Cha 3

Skills: Knowledge (nature) +10, Knowledge (Erethor) +10, Listen +12, Spot +12

Feats: Weapon Finesse, Ability Focus (whispering madness), Improved Initiative

Environment: Erethor

Organization: Solitary, bank (2-4 swarms), blanket (7-12 swarms)

Challenge Rating: 9

Treasure: None

Alignment: Always Chaotic Good

Advancement: -

Throughout the Erethor, the Whisper is omnipresent and omniperceptive. At times, the Witch Queen can persuade the very spirit of the wood to manifest, nature and the Whisper blurring together into a ghostly form called the Whispermist. This entity appears as a cloud of deep silver fog, in which the slender forms of several ghostly elves can be seen, blended together into an insubstantial mass. Surrounded by a wave of chill, clinging fog, the Whispermist moves slowly and silently, save when it sings in its high, haunting harmony. Through beautiful, this song is eerie and unsettling to most mortal creatures, save those attuned to the Whisper.

Whispermists can be both the bane of Erethor's enemies and a boon to her friends. They can be found sowing terror and chaos in the orcish armies, or aiding lone, lost travelers. On rare occasions, they even manifest automatically to protect their homeland and friends. The armies of the Shadow have discovered that fire is the only effective weapon against these creatures; burning away the stuff of the Whispermist with great heat forces it to dissipate for a long time, often up to a year.

At the DM's discretion, a Whisper Adept of at least 2nd level may, once per month, attempt to bring forth a Whispermist, with a chance of success equal to or less than 10% per class level.

Combat

Whispering Madness (Su): The Whispermist's attack deals no damage, instead it causes one random effect from the following list to any creature it attacks (as if cast by a 7th level channeler):

d4 roll	Effect
1	confusion (Will DC 18)
2	sleep (Will DC 15)
3	numbing, as the <i>mind fog</i> spell (Will DC 19)
4	fear, as the <i>cause fear</i> spell, no HD limit (Will DC 15)

Unearthly Choir (Su): The Whispermist's song can affect creatures within 50ft. of it. Elves, elflings and creatures with Whispering Awareness gain a +1 morale bonus to attacks and saves vs. fear, while others suffer a -1 penalty to attacks and saves against fear.

Distraction (Ex): Any creature that begins its turn within the area of a swarm must make a Fort DC 10 save or be nauseated for one turn. The save DC is Con-based.

Spell-like Abilities (Sp): At will - dancing lights, ghost sound; 3/day – obscuring mist, mass cure light wounds; 1/day – heal. Caster Level 7th, save DCs are Wisdom-based

Corporeal Presence: the Whispermists, although incorporeal, manifests itself directly as a mist, as such, it may be harmed by non-

magical fire, cold, sonic and electricity and has no chance of ignoring these sources of damage.

Elven Traits: Whispermists are composed of the dead souls of one elven subrace, depending on where in Erethor they are encountered, Caransil for the Caraheen, Miransil for the Miraleen, Danisil for the Aruun and Erunsil for the Veradeen. This affects the Whispermists by granting it any save bonuses, skill bonuses and special perception abilities (such as low-light vision) that the elven subrace it is mostly composed of had.

Veil of Mist: Whispermists are surrounded by a permanent shroud of fog, extending 20ft. in all directions and granting 20% concealment. The whispermist does not incur the concealment provided by this ability when attacking a creature, and if dispersed, the fog reforms after one round.

Templebred Creature

The Order of Shadow has long practiced the arts of selective breeding, creating hosts for their demon-sniffers that excel in strength, ferocity and loyalty. Each major temple hold a number of these enhanced beasts, with hounds, hawks, ravens and horses being favored.

Creating a Templebred Creature

Hit Dice: if the base creature has 4 or less HD, increase it by one; if it has 5 or more HD, increase it by two.

Armor Class: Natural armor increase by +1, or +2 if it was 6 or higher.

Special Qualities

- **Loyalty:** Templebred creatures get +2 to any Will saves or DC's or checks against attempts to turn it against its master or duty, such as Wild Empathy or Charm Animals.
- **Training:** All Templebred creatures know an extra three tricks (most often Attack, Defend and Guard).

Abilities: Apply the following as you see fit; +4, +4, +2, +2, +0, -2. Typically, this is +4 Str, +2 Dex, +4 Con, +2 Wis, +0 Int, -2 Cha. (or the Int and Wis are reversed).

Challenge Rating: As base creature +1.

Alignment: Always evil.

Denizens of Eredane

Among the dangerous inhabitants of Eredane there are powerful unique creatures of great and terrible power, not all of them are human, and invariably the PCs will meet some of them, below you will find a number of unique creatures that show just how dangerous standing against the Shadow can be.

The All Seeing Eye

Large sized Aberration

Hit Dice: 14d8+56 (119hp)

Initiative: +6

Speed: 5 ft (1 square), fly 20 ft., (good)

Armor Class: 26 (+2 Dex, -1 size, +15 natural), touch 11, flat-footed 24

Base Attack/Grapple: +10/+14

Attack: Eye rays +11 ranged touch

Full Attack: Eye rays +11 ranged touch and bite +4 melee (2d4)

Space/Reach: 10 ft./5 ft.

Special Attacks: Eye rays

Special Qualities: All-around vision, antimagic cone, flight

Saves: Fort +10, Ref +6, Will +13

Abilities: Str 10, Dex 14, Con 18, Int 14, Wis 15, Cha 15

Skills: Hide +15, Knowledge (arcana) +19, Listen +21, Search +10, Spot +13

Feats: Alertness^B, Flyby Attack, Great Fortitude, Hover, Improved Initiative, Iron Will

Challenge Rating: 14

Alignment: Lawful Evil

It floats before you, a bulbous body with a central, unblinking eye, and a large maw filled with dagger-like teeth. Smaller eyes, attached to wriggling stalks, sprout from all around the orb-like body.

The All Seeing eye is straight from the stuff of nightmares a vast sphere of pulsing blubbery flesh, pale white to pasty brown in color, under which dark veins can be seen. The sphere is covered in mucus like slime that drips from the beast as it hovers without apparent means above the floor. The all Seeing Eye is 6 feet in diameter and weighs around 300 pounds.

The All Seeing Eye can speak Abyssal and Common.

Combat

The primary weapon of the All Seeing Eye is a series of deadly eye rays. It is somewhat unstable often attacking without provocation. Though not physically powerful, it will often plow right through a group of opponents to use as many of its eyes as it can. When closing with an enemy, the All Seeing Eye tries to cause as much disruption and confusion as possible.

Eye Rays (Su): Each of the All Seeing Eye's small eyes can produce a magical ray once per round as a free action. During a single round, a creature can aim only three eye rays at targets in any one 90-degree arc (up, forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs, or not at all. The All Seeing Eye can tilt and pan its body each round to charge, which rays it can bring to bear in any given arc. Each of the All Seeing Eye's ten rays resemble a spell as if cast by a 13th level caster. Each ray has a range of 150 ft. and a save DC of 19. the save DC's are Charisma-based. Each eyes effect resembles a spell (caster level 14th level), but follows the rules for a ray (see Aiming a Spell, on the core rules). The ten rays include:

Charm Monster: The target must succeed on a Will save or be affected as though by the spell. The All Seeing Eye uses this eye to confuse its opponents, usually employing it early in the fight. The All Seeing Eye generally instructs a charmed target to either restrain a comrade or stand aside.

Charm Person: The target must succeed on a Will save or be affected as though by the spell. The All Seeing Eye likes to use this ray on any foe it considers a threat.

Disintegrate: The target must succeed on a Fortitude save or be affected as though by the spell. The All Seeing eye likes to use this ray on any foe it considers a real threat.

Fear: This work like the spell, except that it targets one creature. The target must succeed on a Will save or be affected as though by the spell. The All Seeing eye likes to use this ray against warriors or other powerful creatures early in a fight, to break up the opposition.

Finger of Death: The target must succeed on a Fortitude save or be slain as though by the spell. The target takes 3d6+13 points of damage if its saving throw succeeds. The All Seeing Eye uses this ray to eliminate dangerous foe quickly.

Flesh to Stone: The target must succeed on a Fortitude save or be affected as though by the spell. The All Seeing Eye likes to aim this ray at enemy spellcasters. It will also use this on any being it finds interesting in appearance.

Inflict Moderate Wounds: This works like the spell, causing 2d8+10 points of damage (Will half).

Sleep: This works like the spell, except that it affects once creature. The target can make a Will save to negate the effect. The All Seeing Eye will often use this ray against warriors and other physically powerful creatures. It knows its foes can quickly awaken the sleepers, but it also knows that doing so takes time and can delay an effective counterattack.

Slow: This works like the spell, except that it affects one creature. The target can make a Will save to negate the effect. The All Seeing eye will often use this ray against the same creature targeted by its disintegrate, flesh to stone, or finger of death ray. If one of the former rays fails to eliminate the foe, this ray might at least hamper it.

Telekinesis: The All Seeing Eye can move objects or creatures that weigh up to 325 pounds, as though with a telekinesis spell. Creatures can resist the effect with a successful Will save.

Antimagic Cone (Su): The All Seeing eyes central eye continuously produces a 150-foot cone of antimagic. This functions just like antimagic field (caster level 13th). All magical and supernatural powers and effects within the cone are suppressed – even the All Seeing Eyes own eye rays. Once each round, during its turn, the All Seeing Eye decides whether the antimagic cone is active or not (the All Seeing Eye deactivates the cone by shutting its central eye).

All-Around Vision (Ex): The All Seeing Eye is exceptionally alert and circumspect. Its many eyes give it a +4 racial bonus to Spot and Search checks. Nor can it be flanked.

Flight (Ex): The All Seeing Eyes body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent feather fall effect (as the spell) with personal range.

Background

There are things it is said that are older than memory, things whose origins are shrouded in time. Dread things, creatures out of nightmares given form. The All Seeing Eye as it is known is one such creature, ancient and malevolent.

Deep in the depths of the earth this huge floating orb stalks the tunnels and caverns looking for prey. However unlike many predators the All Seeing Eye does not merely feed and hunt, instead it plots and plans, building power and enslaving creatures, biding its time, as it builds up its influence in the depths.

Servants of Izrador who have been sent to investigate the myths have all failed to return much to the dark god's ire, however this has proven no benefit to the force of light either as the dwarves have found. On occasion the dwarves have opened tunnels too deep and found themselves devoured or enslaved by the all Seeing Eye.

In every such instance the dwarves have sealed off the tunnels and posted guards there to ensure nothing comes through, to them the All Seeing Eye is a malevolent evil that fills them with dread, because they know sooner or later as the orcs push them ever deeper, that they must one day face this fiend of the depths.

Ashling Bhaïrd

- The Witch of Curaighdara Fjord

Medium Monstrous Humanoid (Cold)

Hit Dice: 12d8+12 (66hp)

Initiative: +2

Speed: 30 ft. (6 squares)

Armor Class: 15 (+2 Dex, +3 natural), touch 12, flat-footed 13

Base Attack/Grapple: +12/+12

Attack: Staff +12 melee (1d6), Harpoon +14 ranged (1d6)

Full Attack: Staff +12/+7/+2 melee (1d6) or Harpoon +14/+9/+4 ranged (1d6)

Space/Reach: 5 ft./5 ft.

Special Attacks: Eyes of winter, spells, master of ice

Special Qualities: Darkvision 60 ft, immunity to sleep and paralysis spells and effects, cold subtype

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

Abilities: Str 10, Dex 15, Con 12, Int 14, Wis 15, Cha 19.

Skills: Heal +17, Hide +10, Move Silently +9, Search +9, Spot +10, Survival +17

Feats: Point Blank Shot^B, Precise Shot^B, Weapon Finesse^B, Magecraft, Spellcasting (Transmutation), Spellcasting

(Lesser Conjunction), Spellcasting (Necromancy), Craft Staff

Challenge Rating: 10

Alignment: Neutral

All year long, the grey waters of the Pellurian lick and snap at the ragged cliffs of the eastern shore, carving caves and bays and steep walled fjords, whipped on by the slavemaster wind. In some places in the northern waters the ice never melts, and what is a seasonal shroud of frost for Port Esben and Chandering is a constant burden for some of the coast near Davindale. About two hundred miles down the eastern side shore from the ruins of Davindale lies one of these jagged fjords, an unforgiving, desolate cranny called Curaighdara by the locals.

The seaward cliffs of the coast here give way rapidly to a fertile, if cool-aired basin a little ways inland, once part of the vast breadbasket economy of House Davin; now the farming hamlets are under the eye of orcs and traitorous Dorns loyal to the vile Gregon Chander. The people are worked to an early death, generation after generation, as the Occupiers seek to extract every atom of worth they can from the land. Privateers, some of noble heritage, some escapees from enslaved families, some with the honorable behavior of freedom fighters, others bloodthirsty corsairs, raid costal fortresses and settlements, a constant thorn in the Shadow's side, bringing hope or additional misery to the levies of the downtrodden Dorns.

Orcs are notoriously bad sailors, and not even the most severe beatings administered by legates can improve their skills, so the pirates of the Pellurian operate with a lot less interference than their kin in the wilds of the North, the plains of the South and forest of Erethor. However, this is not to say that they are entirely unopposed... and one of the obstacles to their campaign is a terrible sorceress called the witch-woman of Curaighdara.

The fjord where she dwells is narrow and as jagged as a vardatch wound and rimmed with perpetual frost, looming walls of old, grim ice hued green or grey with age and discoloration from the water. The iron grey sea lashes the ice constantly, causing slivers of it to fall into the water, making the fjord almost impossible to navigate through, as small icebergs grind against each other. At the hidden end of the inlet, a rough beach of eroded stones ranging in size from a dwarf's fist to an oruk's head sprawls amongst the ice sheets, home to the witch-woman and her small coterie of associates and minions. The stony beach is a crescent-shaped area about 40' wide and deep, with a scattering of larger, more rugged boulders at the fringes and an elliptical cavern into the ice at the rear.

Lurking amidst the icy crags are Skrrrth and Hlaaah, two large Ice elementals. Created by the witch-woman spilling demonic blood on the ice around her home, these two patient creatures are watchful guardians. If they see prey that is few in number and appears weak, one will slip into the water and creep up on them while the other throws spears of ice to distract and wound them. More formidable prey sends them sneaking back to the witch-woman to alert her.

On the shore of the stony beach is a pitiful hovel made of driftwood, wrecked ship wood, and packed snow covered by stone. This is home to the only sentient creature the witch-woman can tolerate, a gnomish fisherman of venerable age named Ollikal. The gnome has lived his entire life in Curaighdara fjord, the only survivor of a shipwreck that left him alone as an adolescent, dying in the chilly seas. The witch-woman, for reasons of her own, showed mercy to the boy, returning with him the fjord and warming him until he was strong enough to take care of himself, then sending him to live on the beach outside her cave. There is no love or closeness between them; Ollikal is a half-demented hermit with no social grace and atrophied language skills who spends all his days hunched over a fishing rod. His first reaction upon seeing strangers is likely to be to stare dumbfounded, followed by panicked flight.

A long round cave opens in the glacier at the very back of the beach, dark during the day but lit at night with a dim, flickering radiance. The witch-woman lives in the cave amidst furniture raised

from the very ice and decorated sparsely; a heavy bear-fur blanket covers the slab of ice that serves as a bed, the walls are bare, polished ice marked only with the occasionally splash of frozen blood, and a small number of miscellaneous possessions are stored in icy niches, shelves or stacked in the corners of the cave. The witch-woman keeps such things as a copper hairbrush, a carved wooden bowl or two, an ornate gold ring and a fine leather cushion as her personal belongings, in addition to her sorcerous staff and clothing.

The witch-woman is regarded as an unparalleled monster by sailors of the eastern Pellurian, an ominous bogeyman to scare children and adults alike. They blame her for storms, becalming weather, early snows, bad crop yields, poor fishing trips and the attacks of sea-dwelling monsters. In part, they are right; while she is not powerful enough a channeler to stir up the weather by herself, she aids those who can with spell ingredients, rituals and donations of spell energy; and she has several times in the past spoken to the monsters of the watery deep, scraggs and merrow and sea serpents, urging them out of their lairs to pillage and terrorize. She herself preys on any ships that come close to Curaighdara fjord, be they free corsairs or Occupier galleys, trapping them in enclosing fields of ice and then wiping out the crew with her spells and dark gift - the ability to change living beings into statues of solid ice with but a gaze. Most of the time, she simply freezes and exterminates the sailors, takes anything from the ships holds that takes her fancy, and lets the ice break it into splinters as she leaves.

The truth is that the witch-woman loves neither the Shadow nor the free peoples; but the agents of the Shadow approached her with deference and honeyed lies, lies that persuaded her to aid them with her magic. Her natural inclination is to avoid all human and fey contact, and seek the company of other 'monsters' only infrequently, but the Occupiers know how to avoid her wrath and manipulate her hatreds.

She is tall and slender, with the body of an unmothered maiden and the gently lined visage of a well-preserved forty year old. The witch-woman's hair is long and snow-white; her skin tinted a blue as pale as the clear winter sky. She moves slowly and carefully, seemingly unhurried even in the midst of battle, and never betrays emotion much unless she wishes it, even by a gesture as small as a raised eyebrow or tightened knuckle. The witch-woman wears heavy robes of plain polar bear-fur, simply cut and heavily bundled, and carries a thin staff that appears to be a gnarled tree limb. It glitters with ice that shines like diamonds, even in the gloom.

Combat

Eyes of Winter (Su): Gaze attack, turns victim to ice permanently, 60 feet, Fortitude DC 20 negates.

Master of Ice (Ex): A master of ice, Ashling places her cold heart and personality in all her spells and effects, any spell that has an energy type she casts is changed to the cold energy type. This means she is unable to produce effects of the other elements, despite what the spell may implicate. If for any reason a spell's energy type cannot be changed to cold Ashling is unable to learn and cast it.

Additionally any spell with the cold subtype (including those that are changed by this ability) are augmented, Ashling gain a +2 bonus to the save DC of all cold type spells and a +2 bonus to any caster level checks made to beat spell resistance with those spells.

Spells (Sp): Ashling can cast spells of the channeling magic type (See the MIDNIGHT 2nd Edition Core Book for information on the three types of magic)

Spell Energy: 11

Free Cantrips: 7

Spells Known

- *0-level:* Create Water, Mage Hand,
- *1st-Level:* Obscuring Mist, Chill Touch, Pass Without Trace, Jump
- *2nd-Level:* Acid Arrow (Ice Arrow*), Command Undead, False Life, Chill Metal, Freeze Water¹, Frost Bridge¹

- *3rd-Level:* Sleet Storm, Ray of Exhaustion, Flame Arrow (Frost Arrow*), Quench, Water Walk, Slow

* These spells are changed to the cold type according to the master of ice special quality.

¹ Spell described later in this book.

Possessions: 5 masterwork harpoons (javelins), polar bear-fur robes, Staff of the Winter Pilgrim (functions as a wand of frost bridge, 34 charges).

Skrrrth and Hlaaah

Ice Elemental, Large

Large Elemental (Spirit, Cold)

Hit Dice: 8d8+24 (60 hp)

Initiative: +5

Speed: 30 ft. (6 squares), Swim 30 ft.

Armor Class: 19 (-1 size, +5 Dex, +5 natural), touch 14, flat-footed 14

Base Attack/Grapple: +6/+12

Attack: Icicle +10 melee or ranged (2d6+2 plus 2d6 cold)

Full Attack: Icicle +10 melee or ranged (2d6+2 plus 2d6 cold)

Space/Reach: 10 ft./10 ft.

Special Attacks: Chill Aura

Special Qualities: Damage reduction 5/magic, elemental traits, cold subtype

Saves: Fort +5, Ref +11, Will +2

Abilities: Str 14, Dex 21, Con 16, Int 6, Wis 11, Cha 11

Skills: Listen +12, Spot +12

Feats: Combat Reflexes, Dodge, Weapon Finesse

Challenge Rating: 6 (8 for both Skrrrth and Hlaaah)

Treasure: None

Skrrrth and Hlaaah are two ice elementals created by Aryth through Ashling's magic power, as such they are not truly spirits of the trapped but manifestation of the eternal. If either of them is destroyed they are lost forever, they do not become bodiless and can manifest again by possession or be contacted by any means.

Ashling can create more elementals to replace one that was lost, but Aryth does not allow her power to sustain more than two different creatures at any given time.

Combat

Chill Aura (Su): The air around an ice elemental is freezing, this ability works just like the *Chill Metal* spell but affects everything within 30 ft. of the elemental and is active at all times. As with the spell, it takes 3 rounds for metal to reach the freezing state, the effect remains until the elemental is destroyed or the metal is removed from the area. The metal returns to its starting temperature 2 rounds after the end of the exposure, just like it would with the spell.

Icicle (Ex): By focusing its aura the elemental is capable of producing steel-sharp icicles effortlessly. The elemental may use the icicles as part of a melee attack, by producing them adjoined to its body, or to throw icicles at range, in the later case the range increment is 30 ft. Producing the icicles is considered part of the attack action.

Background

In the later days of the Third Age, before the fall of Shadow, a great and terrible scandal seared the halls of House Davindale, bringing shame and rage to lord Braghan Davin. Braghan was a mighty warrior in his day, a brawny, ox-shouldered man with hair as red as bloodied grass who had long since sheathed his sword to attend to the weary business of ruling his domain. Braghan had a son, Haron, who was just as handsome, strong and fire-haired as his father, and was promised in marriage to a daughter of House Esben.

But Haron did not wish to be a warrior or a mhor or a leader like his father. For him, the greatest pleasure was to be found in the untamed, natural surrounds of the Northern wilds, where he indulged himself in the study of flora and fauna. He would spend seasons avoiding his father's men, studying the migration patterns of birds and caribou and four horn goats, or investigating the beauty of a waterfall cavern. It was amongst the splendor of the North, he lost his heart.

Ashling Bhaird was an apprentice herbalist and wise woman from a small settlement a short ways from Davindale. She was as golden haired as the mythical ancestors of the Dorns, and as sturdy and practical as a woman needs to be when the responsibility for the health of her clan lies on her shoulders. When, on a harvesting sojourn in the wilds she came across the weathered Haron Davin crouched over a brook orchid, it was not, as the minstrels would have you believe, love at first sight.

Instead, irritated by what she perceived as the man's intrusion into her herb garden, Ashling threw a rock at him.

Half-concussed by the blow, Haron tumbled down into the rocky stream below, and she, regretting her hasty and unwarranted attack, hurried to fish him out. As she bandaged his skull, Haron was impressed; though she accepted responsibility for the incident, she refused to hypocritically apologize. Self-assured and willful, she was everything that the women of Haron's station were not. As they began to talk, Ashling realized that he was a man more interested in exploring the glory of Eredane than wielding his claymore and quaffing. He was, to her eyes, a romantic fool, but an endearing one.

Inevitably, the minstrels will be relieved to hear, they fell in love.

Ashling was no more overwhelmed by discovering her beloved was a lord and being introduced at Davindale court than Haron proudly expected; Lord Braghan, on the other hand, was furious that his son had vanished for six arcs and come back proclaiming his intention to wed a common wise woman. The argument was long and deafening, as both men quickly resorted to bellowing their disagreements. Ashling tried to mediate, but found herself the victim of the malicious manipulations of Mighna Esben, Haron's betrothed.

The lovers had to flee Davindale court after the row, and hurried beyond its walls to the coast. Haron was overcome with grief at being rejected by his father and worse, threatened with imprisonment and a marriage in chains to Mighna. He decided in his derangement that the best choice was a suicide pact, so that they could be together forever in the ancestor stones. Taking his spear, he vowed to send her mercifully into the spirit world to await him, mere moments later. Ashling was horrified, and saw she had no choice but to defend herself. Casting a simple cantrip, she stunned him for a moment, enough for her to snatch the spear and try to knock him back into sense... but instead, the point pierced his ribs, and sent him screaming over the cliff.

Mired in despair, Ashling thought long and hard about joining her beloved in death, or seeking vengeance on those that had driven him to it... but she was tired, and wanted nothing more than to go to a place as cold and empty as her heart felt to die. As her organ of emotion froze solid, she reached Curaighdara Fjord, one of the most desolate places she could find.

But Ashling Bhaird did not die. She became something else.

Astroth the Chaos Beast

Large sized Outsider (Chaotic, Trapped Spirit)

Hit Dice: 20d8+60 (150 hp)

Initiative: +6

Speed: 20 ft (4 squares)

Armor Class: 18 (+2 Dex, -1 size, +7 natural), touch 11, flat-footed 16

Base Attack/Grapple: +20/+30

Attacks: Claw +25 melee (1d8+6 plus corporeal instability)

Full Attack: 2 claws +25 melee (1d8+6 plus corporeal instability);

Space/Reach: 10 ft./10 ft.

Special Attacks: Corporeal Instability

Special Qualities: immunity to critical hits and transformation, spell resistance 15

Saves: Fort +15, Ref +14, Will +12;

Abilities: Str 22, Dex 14, Con 17, Int 10, Wis 10, Cha 10

Skills: Climb +29, Escape Artist +25, Hide +21, Jump +31, Listen +23, Search +23, Spot +23, Tumble +27

Feats: Cleave, Dodge, Great Cleave, Improved Initiative, Improved Natural Attack, Mobility, Power Attack

Challenge Rating: 13

Treasure: none

Alignment: Chaotic Neutral

Foul and terrible, the creature before you has no set form. It constantly melts and reforms, apparently drawing each shape from every nightmare that has ever plagued humankind. It chaotically shifts through a dozen monstrous forms before shaping itself into a bulbous thing with ten eyes swimming in a viscous sac at the top of a body that's surrounded by a ring of smacking mouths.

The horrific creature known as the chaos beast Astroth has a mutable, ever-changing form. The chaos beast's dimensions vary, but it always weighs about 200 pounds.

The Chaos beast does not speak.

Combat

For all its fearsome appearances, whether it has claws, fangs, pincers, tentacles, or spines, the chaos beast does little physical harm. Regardless of form, the creature seems unable to manage more than two attacks per round. Its continual transmutations prevent the coordination needed to do more.

Astroth's claw attacks, as well as any weapons it wields, are treated as chaotic-aligned for the purpose of overcoming damage reduction.

Corporeal Instability (Su): A blow from the chaos beast against a living creature can cause a terrible transformation. The creature must succeed on a DC 23 Fortitude save or become a spongy, amorphous mass. Unless the victim manages to control the effect (see below), its shape melts, flows, writhes, and boils. The save DC is Constitution-based.

An affected creature is unable to hold or use any item. Clothing, armor, rings, and helmets become useless. Large items worn or carried — armor, backpacks, even shirts—hamper more than help, reducing the victim's Dexterity score by 4. Soft or misshapen feet and legs, reduce speed to 10 feet or one-quarter normal, whichever is less. Searing pain courses along the nerves, so strong that the victim cannot act coherently. The victim cannot cast spells or use magic items, and it attacks blindly, unable to distinguish friend from foe (–4 penalty on attack rolls and a 50% miss chance, regardless of the attack roll).

Each round the victim spends in an amorphous state causes 1 point of Wisdom drain from mental shock. If the victim's Wisdom score falls to 0, it becomes a chaos beast spawn.

A victim can regain its own shape by taking a standard action to attempt a DC 23 Charisma check (this check DC does not vary for a chaos beast with different Hit Dice or ability scores). A success re-establishes the creature's normal form for 1 minute. On a failure, the victim can still repeat this check each round until successful.

Corporeal instability is not a disease or a curse and so is hard to remove. A *shapechange* or *stoneskin* spell does not cure an afflicted creature but fixes its form for the duration of the spell. A restoration, heal, or greater restoration spell removes the affliction (a separate restoration is necessary to restore any drained points of Wisdom).

Immunity to Transformation (Ex): No mortal magic can permanently affect or fix the chaos beast's form. Effects such as polymorphing or petrification force the creature into a new shape, but at the start of its next turn it immediately returns to its mutable form.

Background

When the Sundering occurred there were things, awful things besides Demons that were trapped here, the Chaos Beast "Astroth" is one such creature. From a Chaos Dimension this shifting mass endlessly hunts, assuming the shape of loved ones, friends, and companions it lures people to their doom. Its aim is simple to procreate, endlessly feeding and converting victims into its spawn. If truth be told if left unchecked the Chaos Beast could become a problem in its own right even Izrador would have to control or destroy. However the Chaos beast is cunning and is careful to leave no trace or witnesses to its passing.

The Chaos beast dwells in the Demon Infested city of Ibon-Sul and ventures out on frequent wanderings to hunt the Danisil elves. It is they who gave it its name "Astroth", which in the Jungle Tongue means "formless". They have stories of an evil spirit of the jungle that takes the form of loved ones to lead wanderers to their deaths, though few if any have a full realization of the full extent of the threat that lurks in their midst. Instead they believe it to be either a folk tale or just another demon to deal with and pay it no more mind.

Dendriel the Shadowed

Medium Outsider (Chaotic, Trapped Spirit)

Hit Dice: 10d8 +30 (75 hp)

Initiative: +7

Speed: 50 ft. (10 squares), fly 150 ft. (perfect)

Armor Class: 30 (+3 Dex, +14 Natural, +3 leather armor +1), touch 13, flat-footed 27

Base Attack/Grapple: +10/+16

Attack: Dal Pashva's foretelling +18 melee (1d6+6, 18-20)

Full Attack: Dal Pashva's foretelling +18/+13 melee (1d6+6, 18-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: Spell-like abilities, spells, gaze

Special Qualities: Damage reduction 10/law and cold iron, dreams of heaven, familiar face of heroes, immunity to electricity and petrification, lowlight vision, protective aura, resistance to cold and fire 10, spell resistance 28, tongues

Saves: Fort +10, Ref +10, Will +10

Abilities: Str 23, Dex 16, Con 17, Int 14, Wis 16, Cha 20

Skills: Concentration +16, Diplomacy +18, Disguise +18, Hide +16, Knowledge (History) +15, Listen +16, Move Silently +16, Ride +16, Sense Motive +15, Spot +16

Feats: Combat Expertise, Diehard, Endurance, Improved Initiative

Environment: Any land

Organization: Solitary

Challenge Rating: 10

Treasure: No coins; double goods; standard items

Alignment: Chaotic neutral

Advancement: 11-15 HD (Medium); 16-30 HD (Large)

Dendriel can speak Celestial, Infernal and Draconic, as well as most of the languages currently spoken on Eredane, but can communicate with nearly all creatures, thanks to his tongues ability.

Combat

Over the long, long years Dendriel has learned, amongst many other things, to be cautious during battle and to use the better part of valor. He wouldn't have lasted as long on Aryth on his true body if he hadn't. If Dendriel feels he's capable of outliving an opponent, he's more than happy to do so. Against more long-lived or immortal opponents like elves or demons Dendriel will do his best to leave permanent wounds if he's incapable of overpowering his opponent. Dendriel's natural weapons, and any weapon he wields, are treated as chaotic-aligned and magic weapons for the purpose of overcoming damage reduction.

Spell-like Abilities: At will – *aid*, *charm monster* (DC 19), *color spray* (DC 16), *continual flame*, *cure light wounds* (DC 16), *dancing lights*, *detect evil*, *detect thoughts* (DC 17), *disguise self*, *dispel magic*, *hold monster* (DC 20), *greater invisibility* (self only), *major image* (DC 16), *see invisibility*; 1/day – *chain lightning* (DC 21), *prismatic spray* (DC 22), *wall of force*. Caster level 12th. The save DCs are Charisma-based.

Spells: While Dendriel still retains his clerical spells, he can only cast as a 10th level cleric with access to the Chaos domain.

Gaze (Su): Dendriel can slay lawful creatures of 5 or less HD, range 60 feet, Will DC 20 negates. Even if the save succeeds, the creature is affected as though by a fear spell for 2d10 rounds. Non-lawful creatures, and lawful creatures with more than 5 HD, must succeed on a DC 20 Will save or suffer the fear effect. The save DCs are Charisma-based.

Alternate Form (Su): A normal ghaele can shift between its humanoid and globe forms as a standard action. Due to the corruption the light of Dendriel's essence has suffered through, he is forced to remain in his humanoid form.

Protective Aura (Su): Against attacks made or effects created by lawful creatures, this ability provides a +4 deflection bonus to AC and a +4 resistance bonus on saving throws to anyone within 20 feet of the Dendriel. Otherwise, it functions as a magic circle against law effect and a lesser globe of invulnerability, both with a radius of 20 feet (caster level equals 10).

Tongues (Su): Dendriel can speak with any creature that has a language, as though using a tongues spell (caster level 14th). This ability is always active.

Dreams of Heaven (Su): Dendriel can give those he speaks with a glimpse of the heavens, which he once knew, as a standard action once per day. This is a mind-affecting ability that may be resisted with a Will save, DC 20. Those who see this glimpse of heaven usually are engaged in conversation by Dendriel afterwards, who attempts to convince the target that the only way to reach those lands of paradise once more is to allow Izrador to regain power. Dendriel may then roll Diplomacy, opposed by the target's Sense Motive, which, if he's successful, persuades the target to give up in resisting the Shadow for one day. The target will still defend herself if attacked by the forces of the Shadow, and will not actually attempt to aid the Shadow, but will otherwise cease all activity for the day that she believes would hinder Izrador. A gnomish merchant would refuse to smuggle rebels past a checkpoint, for example, or a dwarf might shrink his guard duties for the day.

Familiar Faces of Heroes (Ex): Though never having directly revealed himself to the races of Eredane, Dendriel is eerily reminiscent of the heroes of old. Those who attempt to use any non-beneficial power granted by a Heroic Path against him must make a Will save, DC 15, to go through with the act. Those who fail lose their action for the round, although they do not actually expend any of the powers uses for that day. It somehow feels wrong to direct the powers of a hero against such an oddly heroic looking figure.

Background

Dendriel came plummeting to Aryth not too long before the Sundering, torn from the heavens by demonic hordes as a war was waged between the deities of light and shadow. He fought all the way, and killed many of the foul creatures in the process, before finally retreating to a quiet, untouched part of the world where he could lick his wounds away from the battle Izrador and its brethren then fought. Throughout the countless years to follow, Dendriel continued the good fight against the Shadow in the North, striking down many fell and horrible beasts that dwelled in the world during that long, forgotten age. As the years wore on, the long years taught him caution, for while many were his victories, so too was he nearly destroyed on more than one occasion. He knew were he to die that there might be none to stand against the Shadow, and that it was his duty to act as a beacon of light for the fey of Eredane, where none now shined from the heavens above. Elf-friend and dwarven companion, halfling ally and gnome partner, he came to walk among the many people and creatures of the world, hiding his true form from their eyes, so that he might aid them with neither hindrance nor distraction. While he played the hero amongst the races, it was always in their form, so that they would look to their own folk for greatness, so that they would find their own strength. Thus from Dendriel were many heroes inspired, many dwarves of indomitable valor and elves of keen wit, never knowing that the one they sometimes modeled themselves after was not one of their own.

It was only during the war of the Second Age, when Izrador's dragon host swept down upon the Fortress Wall, that Dendriel revealed himself for what he was. As the dragon Kerazmax reined lightning down upon the dwarven citadel of the Unbroken Stone, it is said that one of their more troublesome soldiers (for Dendriel's Chaotic nature often grated against the dwarves) suddenly leapt up into the air, over the walls, transforming into a tall, proud man, whose eyes flashed with anger and eldritch power, and whose body paid no more heed to the lightning Kerazmax breathed upon it than he would a warm, spring breeze.

They say they saw him for but a moment, for after he took to flight, he disappeared from sight. Still, they knew he was there, for they saw wounds suddenly opening up here and there upon Kerazmax's nigh-invulnerable hide, while the mighty dragon lashed out at empty air. The dwarves merely watched unmoving at first, not sure what to do, until finally, Dendriel shouted out to them, "Shoot! Shoot it! I cannot take it on by myself!"

So, not knowing just where their savior was, the dwarves let fly their arrows and bolts, volley after volley of them striking at the dreadful creature that had killed oh so many of their number. And it is here, just where Dendriel first showed himself to the peoples of Eredane, that he disappeared from them once more. For while he and the dwarves finally took Kerazmax down, more than a few of those arrows also found their way into Dendriel's flesh. Though many of them failed to penetrate his otherworldly flesh, some struck true, and buried themselves deeply. Kerazmax had also found his target once or twice, giving a glancing blow to his invisible assailant. Kerazmax fell, but so, too, did Dendriel, plummeting from the sky onto the cold, hard rocks below, his body nearly shattered. It was only with some effort that he dragged himself to his feet, blinded with pain, unable to concentrate on even the simplest of incantations to mend his broken body.

Long was the time he wandered, still wounded, not completely aware of the world around him. Far into the north he found himself, not even so sure as to why. All he knew was he heard a whisper that, frail as he was, made its way past the powerful defenses of his mind. Indistinct at first, the further he went, the clearer it became, until promises of healing and succor came his way, soft and pleasing to the near-destroyed angel's thinking.

So it was this being of light drew to close to Shadow, and so it was that Izrador worked his will upon him. Dendriel was enveloped by his ancient foe, who sought to corrupt the broken ghaele. Promises of healing and promises of freedom reached the angel's

Dal Pashva's Foretelling

Dendriel's first meeting with the Sarcosans was heralded by a rain of falling stars. He came to the sussar Ameen Ferull during a time of great trouble for the Sarcosan prince, freeing his lands of a sorcery-wielding legate who had set his powers and influence against Ameen. To the Sarcosans of the time Dendriel was known as Farid Efram, the rider with no home, and in honor of the deeds he performed on Ameen's behalf, the sussar ordered that metal gathered from the star-shower be fashioned into a sword as a gift to the hero.

Dendriel still wields this ancient scimitar, and any Sarcosan who caught sight of it might receive some inkling into the nature of its current owner. Presuming they recognize it, of course. Made of adamantite, this covenant item also grants the following powers to anyone of chaotic alignment who meets the level requirements.

1st-level: The owner benefits from protection from law while the blade is on the owner's person.

3rd-level: The sword gains a +1 enhancement bonus.

6th-level: The sword grants its owner a +4 insight bonus to all Sense Motive rolls.

8th-level: The sword gains a +2 enhancement bonus.

10th-level: The sword's wielder may cast legend lore as a spell-like ability, once per day.

18th-level: In all the long years Dendriel has borne this blade, he has yet to have uncovered this power. At 18th level, the sword's wielder benefit's from the foresight spell. This continues to function so long as it remains within ten feet of the last person to wield it.

ears, telling him he would know the light of the heaven's once more were he but to offer his sword up to the one cause which would see the Sundering undone.

So it was that the light of Dendriel was tarnished, so it was that he fell, for under the sway of Izrador, he faltered, and found himself diminished. For where once he would never have even given thought to the offer's of fell beings such as the Shadow, he now gave them consideration, and the very essence of his being cracked with his momentary weakness. Still, he refused at the last, screaming his refusal as he felt his being grow dark and cold as the land about him. Dendriel fell, but not completely. That rebellious, nearly invincible nature struck out at Izrador, his will wounding the dark god, banishing it from his mind. Dendriel regained sense enough to finally heal his festering wounds, and flew from those harsh and bitter lands.

Unfortunately, while Dendriel does not work directly for the Shadow in the North, he is tainted deeply by Izrador. Even now, the former angel works subtly to sabotage the plans of those who resist the Shadow. He diminishes the spirits of those who would resist; convincing them that it would be pointless. He reminds rebels of the dangers in destroying black mirrors, and the damage they will wreak upon all nearby. He does not wish to see others harmed, but the desire to see his home once more burns strongly in his heart, strong enough that he would betray the light to which once he freely offered his allegiance. Even though Dendriel rarely directly kills those who work against the Shadow, over the long years that he has

aided it, his deceptions have indirectly led to more deaths than most orcs ever cause in their entire lifetime.

Having worn the guise of numerous heroes from all the races of Eredane, it would be a great blow to those who still fight against the shadow to learn that some of their ancient warriors of old were but one being, one being who now works against their efforts, one being who is but a step away from falling into complete and utter darkness. Though Dendriel had, once, borne a magical greatsword, like his forgotten lords once gave most of his people, Dendriel's was shattered in the Battle of Three Kingdoms during a battle with the demon Basorey of the Iron-Hide.

Divraskuhl Red Tide

Huge Outsider (Chaotic, Evil, Trapped Spirit)

Hit Dice: 18d8+54 (135 hp)

Initiative: +9

Speed: 20 ft., swim 90 ft.

Armor Class: 27 (+5 Dex, -2 size, +14 natural), touch 13, flat-footed 22

Base Attack/Grapple: +18/+36

Attack: Slam +26 melee (2d6+10)

Full Attack: Slam +26 melee (2d6+10)

Space/Reach: 15 ft./15 ft.

Special Attacks: Red Tide, Undertow, Frightful presence, Spell like abilities, Water Mastery, Drench, Vortex

Special Qualities: damage reduction 15/magic, incomprehensible, outsider traits, immune to critical hits, immune to mind-affecting spells and effects, immune to stunning, spell resistance 20

Saves: Fort +14, Ref +16, Will +14

Abilities: Str 31, Dex 21, Con 16, Int 20, Wis 17, Cha 16

Skills: Hide +18, Intimidate +24, Knowledge (Arcana) +26, Knowledge (Erethor) +26, Knowledge (Shadow) +26, Knowledge (Trackless Sea) +26, Listen +24, Move Silently +26, Open Lock +26, Search +26, Sense Motive +24, Spellcraft +26, Swim +39

Feats: Cleave, Great Cleave, Improved Initiative, Improved Bullrush, Improved Overrun, Improved Sunder, Power Attack

Challenge Rating: 14

Divraskuhl is approximately 35' in height and weighs 70000 lbs. On the surface Divraskuhl appears as a surging, frothing wave of thick, red seawater, approximately 35 ft high.

Beneath the surface however Divraskuhl is almost like a cloud of ink flowing on the currents, except in daylight or in artificial illumination it can be seen that this cloud is not black, but a deep red. And on land Divraskuhl takes on the appearance of a huge red stained Water Elemental.

Combat

Spell like abilities: At will – *control water, true seeing*. 1/day – *control weather*. Caster level 18th.

Red Tide (Ex): This terrifying ability causes a surging, frothing wave of thick, red seawater to wash over everything in a burst centered on Divraskuhl, 180 feet wide and 18 feet high. All creatures in the area of this red tide, which earned Divraskuhl its name, are immediately knocked prone and must make a Fortitude saving throw (DC 22). Swimming or flying creatures in the area aren't knocked prone, but they suffer a -4 penalty on the Fortitude save. A creature that makes its Fortitude save against Divraskuhl's red tide ability is sickened for 1 minute and takes a -2 penalty on attack rolls, saving throws, skill checks, and ability checks for that time. A creature that fails this saving throw is horribly ruined by the poisonous effects of Divraskuhl's tainted water. Such creatures are immediately nauseated for 1 minute, and they take 1d6 points of temporary Strength damage. After 1 minute, the nausea ends but the

creature must make a second Fortitude saving throw or take an additional 1d6 points of temporary Strength damage. Creatures that are immune to poison are immune to the effects of this red tide.

This tainted water vanishes after a few seconds of turbulence. All open flames in the area are extinguished if they fail a Reflex save; likewise, all creatures with the Fire subtype take 1d6 points of damage per caster level (maximum 20d6), or half with a successful Reflex save. It takes Divraskuhl 1d4+1 rounds to reform itself. During this time Divraskuhl cannot be attacked or be the target of a spell.

Undertow (Ex): With a successful grapple check (grapple bonus +33, including a +5 racial bonus on grapple checks), Divraskuhl may engulf a creature of up to its own size category. Creatures so engulfed face drowning (see the Dungeon Master's Guide, page 85). Divraskuhl may eject the engulfed creature at any time. A victim that is still alive when it emerges from the Divraskuhl's body (whether by escaping the demon's hold or by being ejected) takes 1d6 points of Wisdom damage because of the strain on its sanity that the sensation of drowning in this tainted water produced. Furthermore, the victim creature must make a successful Fortitude save (DC 21) on emerging or be affected by Divraskuhl's Red Tide ability.

Frightful Presence (Su): No matter where or to whom Divraskuhl appears, it inspires terror in all who behold its power. All creatures within 100 feet that have fewer Hit Dice or levels than it has must succeed at a Will save (DC 15) or become panicked for 4d6 rounds if it has 4 or fewer Hit Dice or shaken for 4d6 rounds if it has 5 or more Hit Dice. A successful save leaves that opponent immune to Divraskuhl's frightful presence for 24 hours.

Immunities (Ex): Divraskuhl's alien psychology and physiology make it immune to critical hits, mind-affecting spells, and stunning.

Incomprehensible (Ex): Because of Divraskuhl's now alien mindset, the gurgling language it speaks cannot be understood by any known means. No mundane or magical effect that usually allows verbal communication (including a tongues spell) allows any other creature to understand it. It does appear however that Divraskuhl can understand languages such as the Miransil dialect of Elven, the Traders Tongue, Orcish or even the Black Tongue. Because Divraskuhl is capable of understanding other languages, it is not immune to language-dependent effects.

Water Mastery (Ex): Divraskuhl gains a +1 bonus on attack and damage rolls if both it and its opponent are touching water. If the opponent or Divraskuhl is touching the ground, the elemental takes a -4 penalty on attack and damage rolls. (These modifiers are not included in the statistics block.) Divraskuhl can be a serious threat to a ship that crosses its path. It can easily overturn small craft (up to 90 feet of length) and stop larger vessels (180 feet long). Even large ships (360 feet long) can be slowed to half speed.

Drench (Ex): Divraskuhl's touch puts out torches, campfires, exposed lanterns, and other open flames of non-magical origin if these are of Large size or smaller. Divraskuhl can dispel magical fire it touches as greater dispel magic (caster level 18).

Vortex (Ex): Divraskuhl can transform itself into a whirlpool once every 10 minutes, provided it is underwater, and remain in that form for up to 9 rounds. In vortex form, Divraskuhl can move through the water or along the bottom at its swim speed. The vortex is 5 feet wide at the base, up to 45 feet wide at the top, and between 10 or 50 feet or taller. Divraskuhl controls the exact height, but it must be at least 10 feet. Divraskuhl's movement while in vortex form does not provoke attacks of opportunity, even if it enters the space another creature occupies. Another creature might be caught in the vortex if it touches or enters the vortex, or if Divraskuhl moves into or through the creature's space. Creatures one or more size categories smaller than Divraskuhl when caught in the vortex may be swept up by it. An affected creature must succeed on a Reflex save (DC 25) when it comes into contact with the vortex or take 2d8 points of damage. It must also succeed on a second Reflex save or be picked up bodily and held suspended in the powerful

currents, automatically taking damage each round and be affected by Divraskuhl's Red Tide ability. An affected creature is allowed a Reflex save each round to escape the vortex. The creature still takes damage, but can leave if the save is successful.

Creatures trapped in the vortex cannot move except to go where the elemental carries them or to escape the whirlpool. Creatures caught in the whirlpool can otherwise act normally, but must make a Concentration check (DC 10 + spell level) to cast a spell. Creatures caught in the whirlpool take a -4 penalty to Dexterity and a -2 penalty on attack rolls. Divraskuhl can have only as many creatures trapped inside the vortex at one time as will fit inside the vortex's volume.

Divraskuhl can eject any carried creatures whenever it wishes, depositing them wherever the vortex happens to be. If the vortex's base touches the bottom, it creates a swirling cloud of debris. This cloud is centered on Divraskuhl and has a diameter equal to half the vortex's height. The cloud obscures all vision, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment, while those farther away have total concealment. Those caught in the cloud must make a Concentration check (DC 15 + spell level) to cast a spell. While in vortex form, Divraskuhl cannot make slam attacks and does not threaten the area around it.

Skills: Divraskuhl has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Background

Divraskuhl came to Aryth's seas in the time before years, she was a gentle and caring spirit then still known as Urothannriar that sought to travel all the seas, oceans and rivers of the world and revel in their beauties. Her travels of the world brought her to Aryth where she stumbled upon shrines of the Elthedar that rose from the waters west of a land yet unknown to her. The beauty of the towers, shrines and temples as they glowed beneath the sun proved to Urothannriar that there was beauty above the surface of the waters of this world. She rose as a gigantic wave of sapphire beauty that clashed gently against the shores of the small islands. There it was that she lingered for hundreds of years in silent contemplation with the priesthood of the Elthedar and the thousands of pilgrims that came to their shrines in search of clarity and serenity. She provided them with calm weathers and staved off most of the storms and hardship that nature bestowed upon this small archipelago. But not all things of peace and beauty persist, especially not in the world known as Aryth. The Sundering came and fell spirits arose from the depths, awoken by their dark masters fall. Izrador's fall was long, and so was the battle for the small islands far from the western coast of Eredane but in the end a large black spirit of storm and tide rose from the depths and washed over the shrines. Urothannriar battled the spirit for a time not long remembered by tides and wind. In the end the once beautiful islands were wrecked and drawn back to the depths of the ocean from which they had risen when the world was created. With them went their guardian, alone, battered but victorious over her nemeses. But a hollow victory it was, for that which she had fought for was destroyed in the process. And with Urothannriar went the essence of the spirit she had defeated, absorbed into her own in order to quiet the malign spirit for all the ages left to this world so it could not rise again.

In time her spite, her anger at herself for not being able to be to fulfill her duties as a guardian consumed her. Her sane mind spiraled away into the black nothingness that lies at the bottom of the ocean. And there, beneath the crumbling ruins of the shrines her spite nurtured a seed deep in her mind and so Urothannriar fell. Her insane mind mingled with the essence of her once defeated foe and from the depth they, it, or whatever had formed over those millennia in the dark rose, and with it the terrible legend of Divraskuhl, a Red Tide.

Death of Divraskuhl

If Divraskuhl is slain on land, his essence will seep harmlessly into the soil where his tainted waters will be purged by nature and turn the surrounding lands into a fertile haven for plants and plantlike creatures. Every plant that exists or will be planted in the future in a 18 mile radius around where Divraskuhl was destroyed will grow at twice its normal growth rate and live twice as long.

If Divraskuhl is slain while in a sea or ocean, it will erupt in a titanic red wave. This wave, 180 miles wide and 60 feet high will race towards the nearest coast as a red tidal wave of unimaginable proportions. Once it reaches the coast the destruction it will unleash shall be on a scale unprecedented for the western Erethor. Everyone caught in this tidal wave must make a Fortitude save or suffer 2d6 points of temporary constitution loss then and make a secondary Fortitude save a day later or suffer another 2d6 points of temporary constitution loss. Creature immune to poison are also immune to this effect.

Ippizicus Child Eater

Large Outsider (Chaotic, Evil, Trapped Spirit)

Hit Dice: 7d8 + 35 (66 hp)

Initiative: +4

Speed: 30ft. (6 squares)

Armor Class: 17 (-1 size, +8 natural), touch 9, flat-footed 17

Base Attack/Grapple: +7/+16

Attack: Claw +11 melee (1d8+5)

Full Attack: 2 claws +11 melee (1d8+5) and bite +6 (1d6+2)

Space/Reach: 10 ft./10 ft.

Special Attacks: Fear aura, spell-like abilities

Special Qualities: Damage reduction 10/silver or good, immunity to electricity and poison, resistance to acid, cold and fire 10, spell resistance 14, telepathy 100 ft.

Saves: Fort +10, Ref +5, Will +6

Abilities: Str 21, Dex 10, Con 20, Int 10, Wis 13, Cha 14

Skills: Climb +15, Concentration +15, Hide +6, Intimidate +12, Listen +13, Move Silently +10, Search +10, Spot +13

Feats: Improved Initiative, Power Attack, Alertness

Challenge Rating: 8

Ippizicus is approximately 12' in height and weighs 800 lbs.

Ippizicus has an oddly simian appearance, with overlong arms, stooped shoulders, a low forehead, and thick, powerful limbs. His skin is a mottled burgundy in color. His hair is black and ragged, with pupil-less eyes of pure jet. His hide is covered with matted, black fur, and is especially thick in his groin area and upon the backs of his forearms. He wears no clothes of any sort. Finally, his teeth are yellowed and broken, appearing more like the fangs of a crocodile than a human's, and protrude over his lips.

Ippizicus speaks Abyssal and High Elven.

Combat

Ippizicus prefers to flee an encounter, if given no choice, however, he fights for survival, making use of all of his abilities to defend himself. Each round he will target his opponent that seems to be the strongest with melee attacks with his Fear aura. Since he would flee if given the opportunity, Ippizicus will not waste attacks on incapacitated foes and will always try to use his ability to summon lemure spirits that serve him even now to attempt to escape.

Fear aura (Su): Ippizicus can radiate a 5-foot-radius fear aura as a free action. Affected creatures must succeed at a Will save (DC 12) or be affected as though by a fear (Caster level 7). A character that successfully saves cannot be affected again by Ippizicus' aura for one day. Demons are immune to this aura. The save DC is Charisma-based.

Death of Ippizicus

d10 roll	Possessing Soul	Benefit
1	Human child	+1 skill point/level and one human language at basic competence
2	Dwarrow child	+1 Fort Save and either traders tongue or one dwarven language at basic competence
3	Dwarf child	Darkvision 60 ft. and a dwarven language at fluent competence
4	Halfling child	+1 Ref Save and a halfling language at basic competence
5	Gnome child	+4 dodge bonus versus giants and traders tongue at basic competence
6	Elfling child	Low-light vision, +1 dodge bonus to AC and an elven or Halfling language at basic competence
7	Elf child	Immune to paralysis and an elven language at basic competence
8	Dworg child	Gain the Toughness feat and either orcish at pidgin competence or a dwarven language at basic competence
9	Demon child	Immune to demon fear aura, Abyssal language at pidgin competence
10	Animal-kin Spirit	gain Alertness feat

Telepathy (Su): Ippizicus can communicate telepathically with creatures within 100 feet that speak Abyssal or Common.

Spell-like abilities: At will – *darkness*, *see invisibility*. Caster Level 7th.

Death of Ippizicus

If Ippizicus is slain, his body instantly explodes into a shower of insubstantial souls – those he has eaten over the ages – wispy figures explode and flutter through the air, appearing to target any nearby creature. All creatures must make a Charisma check DC 15 to determine if their personal magnetism attracts the attention of a fleeing soul, unconscious targets are also required to make the test. A successful check indicates that the character's force of personality was too great for the spirit to resist. Targeted creatures may make a Will save (DC 15) to negate possession. Otherwise, roll 1d10 for each possessed character and consult the following table to determine what type of soul enters his body. Multiple results of an identical nature are disallowed, and should be re-rolled.

Furthermore, possessed characters gain the supernatural ability to Detect Outsiders at will as per the Detect Evil spell. A successful Listen check (DC 20) indicates the possessing spirit's whimpering effectively alerts even an unknowing character that an evil outsider is within 60'. A possessed character may, if desired, attempt to force the spirit out of him and end the possession. He may make a Will save (DC 15) once per month and, if successful, the spirit departs (along with any granted abilities). This possession is undetectable by most normal and magical means. If a character is possessed by a demon child, however, that character has a 10% chance to return an Evil alignment when subjected to applicable detection spells or abilities.

Norgack

Large Outsider (Evil, Lawful, Shapechanger, Trapped Spirit)

Hit Dice: 18d8+126 (207 hp)

Initiative: +7

Speed: 40ft (8 squares);

Armor Class: 30 (+3 Dex, -1 size, +18 natural), touch 12, flat-footed 27

Base Attack/Grapple: +18/+32

Attacks: Bite +27 melee (1d8+10)

Full Attack: Bite +27 melee (1d8+10) and 2 claws +22 melee (1d6+7)

Space/Reach: 10ft./10ft.

Special Attacks: Spell-like abilities, feed

Special Qualities: Change shape, damage reduction 10/magic, scent

Saves: Fort +18, Ref +14, Will +15

Abilities: Str 30, Dex 16, Con 25, Int 18, Wis 18, Cha 18

Skills: Bluff +27, Concentration +32, Disguise +27, Hide +20*, Intimidate +27, Jump +31, Listen +25, Move Silently +24, Search +25, Sense Motive +25, Spot +25, Survival +25

Feats: Cleave, Skill Focus (Concentration), Combat Reflexes, Endurance, Improved Initiative, Power Attack, Track

Challenge Rating: 10

Alignment: lawful evil

Treasure: Double standard

Advancement: Special (see below)

This Carthorse sized wolf-like beast is akin to something out of your worst nightmares, its orange glowing eyes giving an even more fiendish appearance to this dark blue furred beast whose razor sharp claws and teeth are clearly visible to you.

Norgack speaks Black Tongue, Orcish, and Worg.

Combat

Occasionally Norgack uses a two handed weapon in combat instead of its claws, giving it multiple attacks and allowing him to make one bite attack each round.

Norgack's natural weapons as well as any weapons it wields, are treated as evil-aligned and lawful-aligned for the purposes of overcoming damage reduction. Its natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Spell-Like Abilities: At will – *blink*, *invisibility sphere*, *levitate*, *misdirection* (DC 16), *rage* (DC 17); 1/day – *charm monster* (DC 18) *crushing despair* (DC 18), *dimension door*, *mass bull's strength*, *mass enlarge*. Caster level is 18. The save DC's are Charisma-based.

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

Norgack, like any Barghest, advances in Hit Dice by consuming corpses in this fashion. For every three suitable corpses a Norgack devours, it gains 1 Hit Die, and its Strength, Constitution, and natural armor increase by +1. Its attack bonus and saves improve as normal for an outsider of its Hit Dice, and it gains skill points, feats, and ability score improvements normally. Norgack only advances by consuming corpses of creatures whose Hit Dice or levels are equal to or greater than its own current total.

Change Shape (Su): Norgack can change shape into any goblin-like creature of Large size (about 8 feet tall and 400 pounds)

or a dire wolf. In goblin form, Norgack cannot use his natural weapons but can wield weapons and wear armor. In dire wolf form, Norgack loses its claw attacks but retains its bite attack.

Pass Without Trace (Ex): Norgack in dire wolf form can use pass without trace (as the spell) as a free action.

Skills: * Norgack in dire wolf form gains a +4 circumstance bonus on Hide checks.

Background

Norgack is the leader of the Eldres Cadre Viless, he has tracked down and killed hundreds of escaped slaves and resistance fighters in the name of his master Sunulael, the Night King.

Norgack is a vile and contemptible sneak, dedicated to his master's cause. He loves his work and he loves drawing out a hunt before moving in for the kill, reveling in the fear and terror he causes his prey.

Norgack is feared by orc, goblin and human alike and those who displease him often end up tortured to death and eaten alive for his amusement.

Rashnak the Ravenous

Medium Outsider (Chaotic, Evil, Trapped Spirit)

Hit Dice: 5d8+10 (32 hp)

Initiative: +10

Speed: 50ft. (10 squares)

Armor Class: 21 (+6 Dex, +5 natural), touch 16, flat-footed 15

Base Attack/Grapple: +5/+6

Attack: Claw +11 melee (1d6+1)

Full Attack: 2 claws +11 melee (1d6+1) and bite +6 (1d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Spell-like abilities, Feeding Frenzy.

Special Qualities: Hunger, Stalker, Damage reduction 10/magic, immunity to acid and poison, resistance to fire 5, spell resistance 14, Scent

Saves: Fort +6, Ref +10, Will +7

Abilities: Str 12, Dex 23, Con 14, Int 13, Wis 16, Cha 14

Skills: Climb +13, Disguise +10, Hide +18, Knowledge (Erethor) +9, Listen +15, Move Silently +18, Search +9, Spot +15, Survival +11

Feats: Improved Initiative, Weapon Finesse, Track ^B

Challenge Rating: 7

Cursed with an undying hunger Rashnak appears as a Danisil of exceptionally small stature and it is this appearance that has led many a Danisil or Elfing to its demise. His hair short and black, his skin smooth and a deep crimson, he stalks the jungles of the Aruun, in southern Erethor. His face eternally contorted in a painful grimace as his undying hunger drives him ever on into the thicket of the Southern Jungles. He prefers to wear no clothes of any sort but occasionally dresses himself in the clothes of a recent victim to lure even more Elves to a gruesome end. Finally, his teeth have a perfect set of oversized white fangs protruding from both jaws. His fangs are just a little too long to fit well in his mouth and cause as constant trickle of blood to seep from his mouth as he bites his own flesh in anguish over his constant hunger.

Rashnak speaks Abyssal and Danisil.

Combat

Rashnak despises combat. He prefers to feed on the remnants of the fallen left behind by others to avoid risks. If unable to find any fresh meat he becomes invisible and uses his Ghoul Touch ability on the weakest looking available target. After successfully paralyzing his victim he consumes it with its Feeding Frenzy ability and flees as quickly as he can.

If he doesn't feel severely threatened or sees other targets erupt into panic he revels in the horror and comes tearing with its claws after the rest screaming an unearthly high-pitched scream.

Spell-like abilities: At will – *ghoul touch*, *invisibility*. Caster level 7.

Hunger (Ex): If Rashnak doesn't consume the corpse of one medium size creature per day, he suffers a cumulative -1 penalty to attack, damage and saves per day he hasn't fed. If Rashnak hasn't fed for at least 10 days it gains a negative level for every day not fed. When the number of negative levels equals Rashnak's total number of hit dice, he bleeds to death (see death of Rashnak, below).

Stalker (Ex): Once Rashnak has caught the scent of a target and he has been tracking his target for over an hour he gains the following benefits: Rashnak can track a target at any speed without suffering any penalties to his survival checks. He also can run for up to an hour per point of constitution before having to make a constitution check or become fatigued while tracking a target.

Feeding frenzy (Ex): Rashnak can consume a medium size dead or helpless target in 2d4 rounds, large in 4d4 rounds, huge in 6d4, gargantuan in 8d4, colossal in 10d4 rounds, and small corpses in 1d4 rounds, smaller targets than Small size always takes at least 1d4 rounds. Rashnak regains lost hit points at a rate of 6 hit points per consumed HD and after consuming a corpse of at least medium size Rashnak gains 1 extra standard action a round for the duration of 1 round/HD consumed from one creature. (Multiple consummations overlap and do not stack). Hit points gained by use of this ability in excess of his maximum amount of hit points are treated as temporary hit points, which fade away after 1 hour per HD of the target consumed. (Multiple consummations do not stack). A creature whose corpse has been consumed by Rashnak can't be raised or resurrected. Only a wish or miracle can bring a consumed person back to life but even this kind of powerful magic has a 50% chance of failure.

Skills: *Rashnak has a +4 racial bonus to all Climb, Hide, Listen, Move Silently, Spot checks while in the Aruun jungle.

Death of Rashnak

If Rashnak is slain his remains will continue to lose an unnatural amount of blood. If the body is not utterly destroyed by it will continue to seep into the surroundings for two weeks. After two weeks, nature itself is violated as the unholy blood seeps into the ground and turns it faint crimson and a 240ft radius around his corpse is utterly defiled. Trees twist into unnatural and depraved forms of their original selves and every form of life is mutated by the vile blood that now runs through the land. Every living creature entering this area must succeed at a Will save DC 14 or feel a sudden craving for living flesh and will succumb to this craving in 1d4 rounds and attack the nearest living creature or go in search of one. This effect last for 1 hour. Every drop of blood spilled onto the defiled ground empowers the return of the Ravenous. After 666 points of damage have been dropped to the ground in the 240ft radius area, Rashnak the Ravenous will rise again from the bloodstained ground to continue his bloody feast.

The Ravager

Large sized Outsider (Trapped Spirit)

Hit Dice: 18d8+90 (171 hp)

Initiative: -1

Speed: 20 ft (4 squares);

Armor Class: 17 (-1 Dex, -1 size, +9 natural), touch 8, flat-footed 17

Base Attack/Grapple: +18/+29

Attacks: Bite +25 melee (2d8+12)

Full Attack: Bite +25 melee (2d8+12)

Space/Reach: 10ft./10ft.

Special Attacks: Petrifying gaze, smite good

Special Qualities: Resistance to cold 10 and fire 10, damage reduction 10/magic, low-light vision, spell resistance 23

Saves: Fort +18, Ref +12, Will +13
Abilities: Str 24, Dex 8, Con 21, Int 3, Wis 10, Cha 15
Skills: Hide +16*, Listen +21, Spot +21, Survival +21
Feats: Alertness, Blind-Fight, Great Fortitude, Iron Will, Improved Natural Attack (bite), Lightning Reflexes, Weapon Focus (bite);
Challenge Rating: 13
Alignment: Chaotic Evil
Treasure: None

The creature looks like a thick-bodied purplish reptile with eight legs. Rows of bony spines jut from its back, around its head the spikes are elongated into spines. Its face is almost skeletal and its drool-covered maw is filled with razor sharp teeth over which a long slimy tongue moves tasting the air. Its eyes glow with an otherworldly, orange light like two embers in a dying fire.

The Ravager is a reptilian monster that petrifies living creatures with a mere gaze, reaching more than 12 feet long, not including its tail, and weighting about 2000 pounds.

Combat

The Ravager relies on its gaze attack, biting only when opponents come within reach. Though it has eight legs, its slow metabolism renders it relatively sluggish, so it does not expend energy unnecessarily.

The Ravagers natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Petrifying Gaze (Su): turn to stone permanently, range 30 feet, Fortitude DC 21 negates. The save DC is Charisma-based.

Smite Good (Su): Once per day the ravager can make a normal melee attack to deal an extra 18 points of damage against a good foe.

Skills: *The Ravager's dull coloration and its ability to remain motionless for long periods of time grant it a +4 racial bonus on Hide checks in natural settings.

Background

The beast that became known as "the Ravager" was created, as are many such corruptions, in the breeding pits of Theros Obsidia. However unlike many of these corruptions, the Ravager proved too much to handle, and in a fit of dreadful fury it turned on its keepers and broke free. The beast was able to escape into the sewers and from there out of town.

Once outside the creature cut a swathe of murderous predatory destruction all the way through Northern Erenland to the Kaladrin Mountains before it crossed over into the White Desert killing many a dwarf and orc alike as it went. It was one this trek that the creature became something of a myth and gained its name, "the Ravager" due to the many ravaged half devoured corpses it left in its wake, many slain simply for the joy of the kill.

The Ravager now dwells in a cave on the eastern slops of the Kaladrin mountains overlooking the White Desert. Its cave lies near one of the passes through the mountains to the desert, which makes it a prime spot for the Ravager to feed from and many an orc patrol has fallen to its ravaging hunger.

Yxbudur'zmutkimdu - The Terror on the Walls

Large Outsider (Chaotic)
Hit Dice: 6d8+72 (99hp)
Initiative: +10
Speed: 120 ft. (24 squares), Climb 120 ft.
Armor Class: 32 (+10 Dex, -1 size, +9 natural, +4 dodge), touch 23, flat-footed 22

Base Attack/Grapple: +6/+25
Attack: Claw +20 melee (2d6+15)
Full Attack: 6 claws +20 melee (2d6+15) and bite +18 (1d6+7)
Space/Reach: 10 ft./10 ft.
Special Attacks: Perfect Grab, Pounce, Rend, Rake, Fear Aura
Special Qualities: Alacrity, DR 30/magic and silver, Darkvision 120 ft, immunities, freeze in place, Malice, Regeneration 5, Tremor sense 60ft, Spell Resistance 26
Saves: Fort: +17, Ref: +15, Will +9
Abilities: Str 41, Dex 30, Con 34, Int 10, Wis 19, Cha 26
Skills: Climb +24, Hide +23, Jump +24, Listen +13, Knowledge (Ibon-sul) +9, Move Silently +27, Spot +13, Survival +13
Feats: Multiattack, Improved Natural Attack (Claw), Ability Focus (Fear Aura)
Challenge Rating: 20

At the centre of Ibon-sul now lies a huge silent ruin, apparently devoid of all life where no insects and birds go and even no demon dares to stir a single stone. In this ruin, the remains of the once greatest of the Elthedar temples to the Old Gods hold its secrets for the outside world. But those secrets are haunted, haunted by a sleepless Malice, haunted by Yxbudur'zmutkimdu the Terror in the Walls. The first of the flood of Demons and vile creatures to spill into the world of Aryth through the failing gate of Ibon-sul, Yxbudur'zmutkimdu was the first to spill the blood of the Elthedar on their holiest of grounds and the last to stop painting the ceilings with the blood of the former priesthood. Yxbudur'zmutkimdu is a vile she-demon now trapped by the wards of Ibon-sul and whose body is composed entirely from malice itself. Moments after having shred the last of the Elthedar priesthood to bloody ribbons she, along with all the other Demons that had spilled onto Aryth through the gate of Ibon-sul, found herself trapped by the wards placed on the gate that now were fully active again. Unable to leave Ibon-sul, even unable to even leave the High Temple she turned her malice to the other Demons in the Temple to still her bloodlust. Now thousands of years after having destroyed the last Demon unable to flee the former High Temple or to be as foolish as to enter, she has lost the last remnants of her mind to the never ending whispers of the Whispering wood that have haunted her every step through the High Temple for an eternity. And now lost in her madness and bloodlust she has roamed the walls, ceilings and floors of the High Temple for thousands of years in maddening solitude, ever wary for a living thing to enter her domain.

Yxbudur'zmutkimdu is approximately 8' in height and weighs 400 lbs. Her form is that of an utterly black oversized humanoid. Her body absorbs all light and no eyes, mouth or any detail can be discerned on her body. Her skin is a smooth obsidian. Her 8 feet high body appears slender and has six oversized arms protruding from it, huge almost 2 feet long claws adorn the end of each of her six arms.

Yxbudur'zmutkimdu speaks Abyssal and Infernal, as well as Danisil and High Elven.

Combat

Yxbudur'zmutkimdu revels in combat and senseless bloodshed. It has been hundreds of years since the last time a living thing entered the ruin she now resides in. Still she craves for the chance to taste fresh blood again, for she tires of ripping her own flesh to still her bloodlust. When engaging in combat she now prefers to first stalk her prey from the walls, scaring them and using her fear aura, driving them deeper into the ruins in their madness and fear to their doom. After reveling and feeding on the fear of her prey she leaps from the walls, grapples her target and pulls it with her into the walls of the Temple. She takes her prey somewhere confined where she leaves it for later, returning to capture the rest of the intruders... Afterwards she returns to her prey to toy with them, torturing them to no end. For prey is scarce for Yxbudur'zmutkimdu and when the

opportunity manifests itself, she will make sure to feast upon every drop of blood she can splatter the walls with.

Alacrity (Su): Yxbudur'zmutkimdu can move with distressing speed and grace. She may make an additional standard action each round, and as long as she is not flat-footed she gains a +4 dodge bonus to her Armor Class.

Perfect Grab (Ex): When Yxbudur'zmutkimdu hits with a claw attack she can then attempt to start a grapple as a free action without provoking an attack of opportunity. If she wins the grapple check,

Oridron's Rag

This cloak was once the proud possession of Oridron, Elthedar High Priest of Ibon-sul. Oridron had learned in deep meditation only moments before the Sundering of the approaching doom and the fate that the gate would spell for Ibon-sul. He made his way as quickly as possible to the Gate summoning as many priests to him as he could on the way. But when he arrived it was already too late. The Sundering had come to pass, Izrador had fallen and for a moment the protective wards on the gate at the center of the Temple complex failed. And so Oridron beheld the first of the demons to spill into the sacred High Temple of the Elthedar. Six huge claws grasped the edges of the frames of the planar rift and before him Yxbudur'zmutkimdu pulled herself through and onto the material plane.

His mind reeling from the disconnection with his god and immensely weakened and near powerless now the divine favor of their gods had left him, Oridron's intestines joined the splattered guts of his fellow priests on the walls and ceilings as Yxbudur'zmutkimdu reveled in the massacre.

Yxbudur'zmutkimdu sensed the magic emanating from the blood and gut stained piece of cloth and quickly took it as her own as she whipped two smaller demons of the corpse of the disemboweled priest.

Now, thousands of years later, still sustained by its magic but hardly more than a dirty bloodstained and stinking rag adorning the back of Yxbudur'zmutkimdu the piece of cloth still confers its powers onto its wearer.

Oridron's Rag confers the following benefits to its wearer:

- **1st-level:** The wearer of Oridron's Rag is constantly under the influence of a displacement effect, and as a result gains the benefits of concealment (50% miss chance).
- **3rd-level:** Oridron's Rag bestows the power onto its wearer to meld into worked stonewalls, ceilings and floors at will as a part of a move action. This power doesn't function on walls; ceilings and floors made of natural or unworked stone. In this state the wearer is invisible to blindsight, true seeing and any other form of magical detection. The wearer of Oridron's Rag can reappear as a free action.
- **6th-level:** Oridron used his cloak to travel almost instantly from one place to another in his temple. Once melded into a wall, the wearer of Oridron's Rag can move through the walls at a base speed of 240ft in any direction. This power only lets the wearer travel through worked stonewalls, ceilings or floors.

she establishes a hold and can rake.

Additionally, Yxbudur'zmutkimdu suffers no penalty for grappling only with the part of her body she attacked its foes, meaning she can grapple with each arm and still manages to bite her opponents.

Pounce (Ex): If Yxbudur'zmutkimdu charges a foe, she can make a full attack, including six rake attacks.

Rake (Ex): Attack bonus +20 melee, damage 2d6+15.

Rend (Ex): Every time Yxbudur'zmutkimdu hits with two of her six claw attacks, she can latch onto her opponent's body and tear the flesh. This attack automatically deals an extra 2d6+15 points of damage. She also can rend with a successful grapple check once it has established a grappling hold.

Fear Aura (Su): Yxbudur'zmutkimdu continually radiates a 60 ft. radius aura of fear. A creature in the area must succeed on a DC 28 Will save or be affected as though by a fear spell (caster level 6th). A creature that successfully saves cannot be affected again for 24 hours. The DC is charisma based.

Regeneration (Ex): Positive or negative energy and sonic deal normal damage to Yxbudur'zmutkimdu. If Yxbudur'zmutkimdu loses a limb or body part, the lost portion regrows in 3d6 rounds.

Freeze in Place (Su): If Yxbudur'zmutkimdu remains motionless for a full round, she blends into her surroundings and gains a +10 circumstance bonus on all Hide checks.

Immunities (Ex): Yxbudur'zmutkimdu is immune to mind-affecting effects, fire, poison, paralysis, slow, sleep, and magical temporal effects (such as time stop or the aging caused by a ghost).

***Skills (Ex):** Yxbudur'zmutkimdu gains a +8 racial bonus on Hide and Move Silently checks.

Death of Yxbudur'zmutkimdu

The Elthedar and Elven spirits that haunt Yxbudur'zmutkimdu seek to deprive her of every bit of rest and peace of mind for all eternity as punishment for what she did. But this hate and vengeful attitude by the spirits of the Aruun might be the undoing of them all.

Because when Yxbudur'zmutkimdu's essence is released from her corporal form it's malice will flood the ruins of Ibon-sul and send a wave of hate through the Whispering Wood. Creatures caught within the wave of hate as it spreads through the ruins of Ibon-sul or communing with the Whispering Wood at the time of Yxbudur'zmutkimdu's demise must succeed at Will save DC 27 or immediately succumb to uncontrollable impulses to do violence to any and all persons or creatures that they contact. They will actively seek out all living creatures whilst under the effects of the wave of hate in an effort to harm them - attempting to kill them, usually in cruel and brutal fashion. Random violence will be directed against animals, plants and objects, in that order, when no sentient creatures are present.

While the wave itself does not persist, this psychotic condition lasts for the full 20 hours, after which it abruptly ends. If this comes to pass without first having severed the link between Yxbudur'zmutkimdu and the Whispering Wood the consequences of this disaster would be beyond any imagination save that of Izrador himself. For the fate of all the Elves and the Erethor is sealed if Aradil herself succumbs to her inner malice and hatred.

Where Darkness Dwells

Baden's Bluff, Arc of Zimra, 99 Last Age

A missive to Brother Teros,

"Brother, the Hollow thinned their numbers as we hoped, that nest of brine ungrals is a dangerous place even for us, the truly faithful. But they have managed to track two of our spies, the Inquisitor took them to the Dark Mirror in the Crown.

We fear our caches and hiding places may have been compromised, the few who are left are getting uneasy, we have to hold until the gnomes arrive with your package."

The Great Betrayal

A very large and brooding orc sits in a huge room covered with maps and symbols showing troop placements. The orc appears lost in thought as a messenger runs in another sheaf of papers. Almost absentmindedly the orc reaches over and begins to read the papers.

The papers are always the same: more reports from the horror that is Erethor. Another thousand orcs dead for a gain of less than three miles. *How many have died this year, 30,000?* The orc thought. *More than that? I've lost count. The elves somehow hold. The Bitch Queen is crafty and as good as or better a general than I am. If she had my resources, she would destroy us. As it is, the Dark Lord feeds me with enough troops to bleed both sides dry; He is playing with all of us. He ties my hands and Jahzir's. If he truly wanted a victory, he could have it. No, he dribbles out enough resources to slowly grind the fey to dust while ensuring that his loyal subjects are also bled white. I'm surprised he has let me live this long. I'm the only reason the eastern Erethor front is holding together. The fools before me couldn't gain a quarter of the ground I've gained. I've had enough; it's time.*

The general summons one of his bodyguards. "Go to Warleader Ganulk of the Mother of Bone Tribe. I need to see him, now." Nodding, the bodyguard turns quickly and runs out. After a short wait, Ganulk enters, leaving his weapons at the door. The orc motions Ganulk to sit and tells his bodyguards to wait outside.

"Ganulk, I have news from the north. There is a great betrayal planned. One of the tribes is planning to move against the Dark Lord." Ganulk does not speak, but his eyes widen and his hand strays toward the belt where a weapon used to sit.

"Do not worry; I haven't summoned you here to kill you. The Mother of Bone tribe is still loyal and the Dark Lord is pleased. He has chosen your tribe to help carry out his vengeance. I have asked all the war leaders to meet here after midnight tonight. Every leader except you and your lieutenants will be in attendance. I will hold a feast and announce plans for the new campaign. During that time, I want you to move your troops forward and position yourself to the rear of the Blood Mother warriors. At an hour before dawn, you are to exterminate them. You will be the hammer and the fey will unknowingly act as the anvil. I don't want a single Blood Mother left alive. I can trust no other, so you will not be supported initially. The Blood Mother warriors are strong and recently reinforced from the north. With surprise, you will succeed. The cost will be great, but know that your tribe will be favored by the Dark Lord."

Ganulk rises. "The Blood Mothers will be meat for our larder." Ganulk bows. "I am honored that I have your trust, General Grial. I will not fail." At that Ganulk leaves, collecting his weapons as he

goes. Grial thinks, *"I know you won't fail, Ganulk. You are bloodthirsty and stupid. You will slaughter the Blood Mothers and take most of your warriors with them. Hundreds, if not thousands of Fell will rise and they will slaughter the rest of your troops and create havoc among the rest of the front. By the end of the day, thousands upon thousands of orcs, oruks, and ogres will be dead, and the eastern front will shatter. With any luck, the Blood Mother and the Mother of Bone tribes will be fighting throughout the north. If I were the Bitch Queen, I would sweep up the eastern front."*

Toward midnight the great hall begins to fill with orc leaders, human mercenaries, and legates. Spits of roasting elf and boro are turning. Tables are flowing with food and drink. As usual, the room is split into three sections. The orcs and oruks take the largest, central position, the legates take tables furthest from the smells of cooking and also from the oruks, and the human mercenaries take what little is left. The Shadow's army is held together by fear. The humans would love to slaughter the orcs, and the orcs sneer at the weak humans. Fear of the one God, and more immediately fear of Grial himself, keeps them in check. Around the room, guarding all the entrances and the guest's weapons, are his personal guard, fiercely loyal and unquestioning. They have one God, and his name is Grial.

"Voices of the One God, mighty warleaders, human allies, I welcome you to a victory feast. Eat and drink your fill while I prepare to tell you of the new campaign and how we will achieve our victory against the Bitch Queen and the fey." The crowd roars their approval and all are busy eating or drinking. As the leaders feast, Grial's aides set up great maps of the eastern forest with markers for positions of the tribes and mercenaries. An hour into the feast, Grial calls for attention.

"Warriors of the One God, before I begin with the plan for our assault, I bring news of foul treachery." The room goes silent. "There is someone among us who is plotting to betray the One God and destroy our army." As he speaks, a number of legates start clawing at their throats. Blood and froth come out of their mouths as they die. Soon the human mercenaries and even the orcs start to suffer a similar fate. One of the legates attempts to cast a spell. Grial motions toward the legate and his bodyguard cut the legate down. "The treachery is mine. You are dying from a particularly deadly elven poison. I thought it fitting that the elves have a part in your death, however unknowing."

Several orcs and oruks try to lunge toward Grial, but in their weakened state he easily dispatches them. "As I speak our army attacks itself. With your deaths, what will remain of the army will be leaderless, and most likely the tribes will be tearing themselves apart. For our human allies, I expect none will escape back to Erenland. I hope the One God writhes in agony over what I've done. If He is watching, know that I am not done with you. More misery is coming." With that Grial walks toward the exit. He turns to his bodyguards. "Burn the building. There will be no witnesses. The servants should already be dead. When you are done we ride."

The carnage is exactly as Grial had predicted. The Blood Mother warriors were destroyed at tremendous cost to the Mother of Bone tribe. Grial had not warned Ganulk about the ogres and the three giants who were supporting the Blood Mother warriors. The remnants of the Mother of Bone warriors were destroyed by the Fell, and the leaderless army dissolved into chaos. The destruction wrought by the Fell far outweighed their number, as the orcs lacked leadership and didn't work together. Warbands fled to the east and

southeast. Rightfully fearing treachery, the human mercenaries tried to flee and were surrounded and obliterated by the orcs. For once Aradil was caught unaware, and she wasted a day trying to piece together what had happened. In the end she sent more troops to the eastern front and did score a great victory against the orcs; had she moved earlier the victory would have been even greater.

Without local legates, the Dark Tower was not immediately aware of what happened. The Night King Zardrix was sent to harry the elves until other forces could be dispatched. In the south, Jahzir is almost assassinated by an oruk bodyguard. He puts all orcs and oruks in his castle to the sword and summons loyal troops to Alvedara. In the north, distorted rumors spread about betrayal by other tribes and/or the humans. Tribal warfare starts but is swiftly and bloodily suppressed.

One week after the betrayal, the Dark Tower has pieced together the true story. The leadership of Grial's tribe is brought to the Tower and put to question. After half of his tribe's leadership dies during torture, it becomes clear that Grial was acting independently. Word is spread that Grial is to be killed on sight. Great rewards are offered for proof of his death. All attempts to locate him fail to turn up his location. The cost of his betrayal is almost beyond belief. The war against the elves is crippled, at least along the Caraheen south of the Pellurian Sea. The Traitor Prince Samael was killed when the orcs rampaged in Bastion, and open warfare between humans and orcs in the south raged for almost a week before Jahzir could restore order. Only the extreme north and the Veradeen front against the fey remained mostly intact. Grial's actions had severely weakened the Shadow. If he could have seen into the dark pit under the Vale of Tears, Grial would have been happy, for the Dark God did scream, and the mountains shook with his fury.

A House Divided: Sects of the Order of Shadow

The Order of Shadow is the dark church dedicated to the worship and service of Izrador.

The priests of this foul religion are the legates, and their sole purpose is to serve the will of Izrador. Most legates are powerful clerics and wield potent magic. Many serve in Theros Obsidia, attending Izrador in his enigmatic rituals. Others serve the Night Kings and district governors as advisers, providing them with both dark insight and black magic. Still others cast powerful spells in support of the orc armies fighting the fey. They heal the injured and spread magical fear and plague among the enemy. They raise the dead and send them into battle against the elves, controlling the foul creatures with necromantic arts.

The most vital service that the legates provide the Shadow is the creation, maintenance and growth of his network of temples and the black mirrors contained therein. The coriths are the instruments through which Izrador collects the arcane energies he requires to achieve his ultimate goals. As the custodians of these dark altars, the legates are therefore essential to the Shadow's plans.

- Excerpt from the MIDNIGHT Campaign Setting.

The Lesser Legate

A legate who successfully completes his training (i.e., survives to become a 1st-level legate) takes up duty as a lesser legate generally in the service of a temple legate, although his ultimate future may lie with one of the other sects.

While attached to a temple, the lesser legate will participate in a wide range of duties in service to the Shadow: patrols with his

astirax seeking magic, searching for rebels and traitors, gathering sacrifices, tending the zordrafin corith, etc. In the course of carrying out these duties, the lesser legate hopes to distinguish himself so that he might come to attention of a powerful temple legate, including the one he already serves, or one of the more feared itinerant legates, who belong to a range of sects.

Over time, and as he gains experience, his own interests (in game terms, reflected in his choice of domains, skills and feats) will ultimately determine which path he follows. Upon achieving a new level of communion with the Shadow (i.e., in game terms he has reached 3rd level as a legate and can therefore cast 2nd level spells, his "new level of communion") he knows that it is only a matter of time before he must choose a sect to which he belongs.

Choosing a Sect

Upon gaining 4th level as a legate (or 3rd level as a legate and 1st level as a fighter for soldier legates), the lesser legate must select a sect to join. This is an important decision and not without peril, as a more senior legate who has targeted a lesser legate for his sect may be offended when the lesser legate chooses another sect to join.

Temple Legates

More than three-quarters of lesser legates simply continue to serve in a temple of Shadow as an assistant temple legate. Assistant temple legates are generally of the same rank within the Order's hierarchy, but serving as an assistant at the temple of a grand mirror is far more prestigious than serving as an assistant at the temple of a red mirror or a pale mirror. Conversely, an assistant temple legate of a temple with a weaker mirror may be personally more powerful and influential, as his commanding temple legate will not possess the raw power of the one commanding a temple with a grand mirror.

As soon as they are able to cast 4th-level spells (this being the game term to reflect their depth of communion with the Shadow), and subject to there being a suitable vacancy, they will be appointed a pale temple legate; that is, a temple legate in charge of a pale corith, the weakest type. More senior appointments may follow. A temple legate able to cast 6th-level spells may be appointed a red temple legate, and a legate able to cast 8th-level spells, and very likely to be a greater legate, may be appointed a grand temple legate.

Any commanding temple legate has near-total authority within the range of his corith, except as determined by a greater legate or Night King (this includes troop movements; troops are moved only at a Night King's command, and no temple legate may impede or redirect the movement of troops). In the event of overlapping corith effects, the order of ranking is greater legate, grand temple legate, red temple legate and pale temple legate. Ties are generally left unresolved, although this does promote some measure of discord and strife. However, a greater legate or Night King will intervene if such rivalry affects achievement of the Shadow's goals.

The primary goal of any temple legate is the maintenance of the zordrafin corith under his care. Related to this, he must ensure there are regular patrols of lesser legates and assistant temple legates seeking magic, as well as a supply of regular sacrifices to maintain the power of the corith. Secondary to this primary goal is the simple issue of government, although the Order of Shadow defines government as being the system employed to ensure that the mirrors continue to function.

Soldier Legates

Lesser legates aspiring to the ranks of soldier legates must be sure to have fulfilled the following conditions by the time they have reached 4th character level:

- **Class Requirements:** 3rd-level legate/1st-level fighter.
- **Skills:** Intimidate 1 rank, Ride 2 ranks.
- **Feats:** Weapon Focus (longsword), Sword-bound Astirax.
- **Domain:** Destruction or War.

- **Special:** Must have taken, or be able to take, the Power Attack feat. Chaotic characters will rarely be selected, except as expendable shock or terror troops.

Of course, it is possible to join the ranks of the soldier legates at a higher character level; these are the bare minimums in game terms of what it is considered acceptable for a lesser legate to be allowed to join the ranks of the soldier legates.

Once the ranks of the soldier legates are joined, the soldier legate then normally takes fighter levels until he has gained Weapon Specialization (longsword), and then he alternates between the legate and fighter classes while keeping the two classes approximately equal in level.

Ranks of the soldier legates are as follows (NB: all soldier legates are officers).

- Soldier legate.
- Legate captain.
- Legate major.
- Legate high captain.
- Legate general.

Soldier legate ranks are outside the previously mentioned temple legate hierarchy, but it should be noted that it is rare that even a greater legate would challenge a legate general unless the general had lost favor with Jahzir. The role of the soldier legates generally places them outside the jurisdiction of the temple legates, although permanent barracks within the range of a corith would place the soldier legates under the command of the ranking temple legate unless they are specifically required for military duties (although a legate high captain will generally treat a temple legate with contempt, unless that temple legate is also a greater legate; legate generals generally do as they please, regardless of the power of the presiding temple legate).

Itinerant Legates

While the temple legates represent the spiritual and temporal power of the Shadow, and the soldier legates represent the Shadow's raw military might, the various itinerant sects represent the Shadow's more subtle powers, although it could be correctly argued that the bone legates are not renowned for their subtlety.

Bone legates

The Fell are one of the Shadow's most insidious and demoralizing creations, and thus one of the most effective. The bone legates are members of a little-known sect that wander Eredane, seeking corpses and animating these as Fell. Their role is to spread terror, fear and disease, although they typically remain unnoticed.

- **Class Requirements:** 5th-level legate.
- **Skills:** Knowledge: religion 8 ranks.
- **Feats:** Enhanced Astirax Companion: Possess Undead, Extra Turning.
- **Domain:** Death.
- **Spells:** the character must be able to cast animate dead.

Bone legates are also permitted to take levels in channeler, although they are required to make Necromancy the first school that they choose. Those that continue on this path will sometimes approach the theurgist legates for initiation as corith adepts so that their channeler powers are not weakened by the presence of a corith. This also means that the bone legates maintain an unusually friendly relationship with their theurgist legate colleagues, united in part for their disdain for the soldier legates and the unrefined orcs, but more importantly for their more scholarly and collegiate traditions.

Bone legates are generally somewhat less than sane. Hierarchy and ranks mean little to this sect; until a bone legate is accepted into the exalted ranks of the greater legates, no formal hierarchy is employed. Bone legates are typically wanderers and often hermits who reside in small groups near ancient cemeteries or battlefields. The bone legates also represent the second smallest sect of the Order of Shadow, representing five percent of the total number.

Castigator legates

The requisites for a character to become a castigator legate are:

- **Class Requirements:** 5th-level or higher legate.
- **Skills:** Knowledge: religion 8 ranks, Intimidate 8 ranks, Sense Motive 2 ranks.
- **Domain:** Destruction.
- **Spells:** character must be able to cast the *bestow curse* spell.

Another small sect, the castigator legates are chosen by Zardrix or Izrador to smite the Shadow's enemies; this can include other legates. The castigators fall outside the normal hierarchy completely. They move only at the command of Izrador, a Night King or a greater legate of this sect. While preceptor legates are feared for their ability to root out traitors, backsliders and the slothful, it is the castigators who are chosen as vessels of the Shadow's wrath.

Despite this power, castigator legates are generally ignored by the soldier legates (after all, an officer backed up by junior officers and a squad of soldiers is difficult to simply intimidate) and also by the bone legates (they are nearly mad and are just as likely to destroy, and then animate, the castigator legate if the whim so takes them); this rankles the castigator legates, to say the least. Temple and theurgist legates, however, tremble when a castigator legate is reported to be en route. The relationship with the preceptor legates is complementary, so relationships between these two sects are generally good.

The preceptor legate

The preceptor legates are the favored of Sunulael. Their role is to spread the dogma of Shadow, to proselytize and corrupt, and to identify those wavering in faith or lacking in diligence for deliverance to the castigator legates once the preceptor legates have uncovered all that they need to know.

Sunulael (or Izrador himself) is the only one who may appoint legates to this sect, and his requirements are high:

- **Class Requirements:** 9th-level or higher legate.
- **Skills:** Bluff 3 ranks, Diplomacy 6 ranks, Intimidate 6 ranks, Knowledge: religion 12 ranks, Sense Motive 6 ranks.
- **Domain:** Evil.

The preceptor legates are the highest ranking of the sects. Even the most junior preceptor legate (bearing in mind that this sect only chooses those who have distinguished themselves in service to the Shadow) outranks any temple legate who is not also a greater legate. There are only two ranks in this sect: preceptor legate and arch-preceptor legate, the latter requiring legates of at least 13th level with at least 16 ranks in Knowledge: religion.

It is rare for a preceptor legate to take levels in any class other than legate, although the greater legate prestige class is also acceptable. Preceptor legates often travel incognito, although their disguise rarely lasts as they simply carry themselves with such power and authority that it is very difficult for any to see them and not realize what they are.

All of the other sects, including the soldier legates, are afraid of the preceptors. The appearance of a preceptor will give any other legate who is not a greater legate heart palpitations—and perhaps even if he is one. Sometimes the appearance of a preceptor legate is a fairly innocuous event: they come only to teach the latest revelation of the Shadow or to communicate some message from the Night Kings, but other times they come with mysterious purposes and then leave after torturing and hanging bands of soldiers and lesser legates, all in the name of keeping the Order of Shadow “pure.”

They are the smallest of the sects, barely reaching one percent of the total number of the Order of the Shadow, but Sunulael's sponsorship means that their influence is far greater than mere numbers would indicate.

The theurgist legate

The requirements for joining this sect are:

- **Class Requirements:** 5th-level or higher legate.
- **Skills:** Knowledge (Arcana) 8 ranks, Spellcraft 8 ranks.
- **Feats:** any item creation or metamagic feat, Magecraft.
- **Domain:** Magic.
- **Spells:** the character must be able to cast the *dispel magic* spell.

Theurgist legates are fairly common. They are the legates with responsibility for creating the black mirrors in conjunction with the Shadow's greater astiraxes. Magic is their passion, and the preceptor legates keep a close eye on them for this reason: too often it is magic, and not Izrador, that gains their greatest devotion.

Besides creating (and sometimes repairing) zordrafin coriths, theurgist legates are often the ones dispatched to investigate and then drain away the power of any power nexus that is located by astirax patrols. They also manufacture any magic items needed by the Order of Shadow.

This sect is surprisingly collegiate and scholarly. Internal internecine rivalries are rare and indeed frowned upon; nevertheless, this sect is completely devoted to evil. Many in the sect also take levels in channeler so as to better understand the nature of magic, and some take levels in the corith adept prestige class so as to be able to function within the range of a black mirror.

Changing Sects

Many legates will change the sect to which they belong over the course of their lifetimes. Of course, the primary issue is being selected to join a sect, and there is but one other "hard and fast rule": no preceptor legate may leave the preceptor legate sect and live, by order of Sunulael.

Khurutania, The fell Kingdom

The dark, humid heart of the Aruun is redolent with wicked spirits and malign forces. In the corrupt and verdant heart of the Aruun, where the trees hang with the sickly sweet-reeking deathchoke vine and the dank tresses of succubus' hair moss and poison chigonga flowers beckon like open, crimson wounds, there is a land where the dead rule.

Khurutania is like a hidden canker within the jungles. The Danisil would gladly be rid of it, but cannot muster the necessary forces on their own, being pressed by orcs from the northeast and the demons from within. To them, Khurutania is another tainted thorn in their sides, one that must be endured until it can be seared clean. For its part, Khurutania is careful not to provoke the elves by being too rapacious or appearing too threatening, and keeps its dealings with the Shadow secret.

History

In the later years of the Third Age, the eyes of the Witch-Queen were abroad in Eredane, futilely trying to stave off the spies and emissaries of the Shadow that wove their dark lies throughout Eredane, and seldom turned to examine her own domain. If they had, she would have seen a terrible massacre on the periphery of the forests. A small town of danisil and caransil, called Rowanbond, lay due west of Cambrial and within the boughs of Erethor. It was ruled by a wise and powerful sorceress called Lauphera of the Ebon Tresses. One morning it was attacked by savage Sarcosan raiders¹. The horsemen came down with fire arrows and shining cedekus, burning the outlying houses and riding among the people as they fled to the defensive grove walls. Lauphera could not bear to lock her people out to die, as she was kindhearted despite her sagacity, so

the vine bridges were left lowered and the raiders entered easily. Rowanbond was put to sword and flame, pillaged and raped and butchered. The screams of the dying and the sheer quantity of carnage unleashed reacted with an artifact possessed by Lauphera, called the Deathstone, triggering a sinkhole of terrible magic. A necromantic conflux formed, and the majority of the townsfolk clawed back to a grim semblance of life, a wailing, ravenous mass of Fell. Lauphera herself became a stronger and more terrible form of undead², and with her charm, authority and magic, brought order to the Fell. All that was good and kind had been scoured from her soul by becoming undead.

By her command, they migrated west, climbing into an alpine valley of the Arunath mountains. On the journey, they kidnapped two entire villages of their kin, using them as a walking herd of food. In the valley, they began to build a city out of the very stone of the mountainsides by Lauphera's command. Khrove, it was called, a word meaning, in jungle mouth, 'necropolis'. Proclaiming herself the Eternal Queen of the Fell in this place, she named the valley-kingdom Khu Rutaan Gral, the Place of The Ruling Dead. Over time, the name reformed to Khurutania.

For years, the Fell survived by thinning their own numbers and sending out raiding parties to kidnap other elves to feast upon. Queen Lauphera devised a careful schedule of feeding, ensuring that selected Fell retained their intelligence while others were allowed to degenerate into less demanding slaves. The ungral were allowed to eat just often enough to retain their wits but be forever ravenous; by promising extra meat to those who pleased her, Lauphera ensured their loyalty and that they would struggle to perform deeds in her name.

In the last hundred years, Khurutania's fortunes have greatly improved. Not only have they been able to become more daring in their raids since the Fall of the Shadow, as the elves are concerned with their defense from external forces, and the disappearance of families or villages is explicable as the action of the enemy, but the Fell have acquired a cheap, rapidly renewing source of fresh meat.

Orcs

A battalion of orcs was captured during the Last Battle as they fought into the heart of the forest. Dragged to the southern parts of the valley, the Fell began to farm the orcs. Durable, self-sufficient, large and meaty, orcs provide an incredibly good source of food for the Fell. These creatures are truly wretched, even by orcish standards; defanged at birth, forced to feed more on plants than the flesh they prefer, treated as beasts, they have devolved into a near-animal state, barely able to harness their innate language talent enough to speak to each other and watched by tireless guards for any signs of escape or rebellion.³

In the last decade, another change has occurred. Lauphera's long-time consort, a warrior named Zintel, was slain on an elf-hunting raid. For a time Lauphera pined for her lost love, until her attraction was captured by a visitor. An Erenlander woman, able to walk unscathed through the army of faengral that protected Khurutania, came to Khrove, bearing rich gifts and magical secrets. After a time they became lovers, and Chalisha was declared as a subordinate Queen.⁴

Population and Social Geography

- **8,956 creatures**
- *Lauphera the Eternal Queen*
- *Chalisha, Queen Consort*
- The Council (10 ungral, six danisil, three caransil and an orc, 3rd-7th level, aristocrats, experts, channelers and fighters).
- Royal Guards (20 faengral, various humans, elves and orcs, fighter 2/defender 2).

- The Ungral (1,254 ungral of all races, mainly craftsmen, hunters and overseers of the orcish cattle).
- The Faengral (3,670 faengral of all races, mainly soldiers, laborers and slave drivers).
- The Maelgral (4,000+ maelgral of all races, mainly laborers and cannon-fodder).
- The Cattle (6,000+ slaves, mostly orcs with a small number of elves and humans).⁵

The Fell of Khurutania are very much unlike those of other lands. They take pride in their appearance, the ungral using delicate cloths, jewelry and potent perfumes to decorate themselves. Almost all of them are mummified, as well; organs removed, skin enriched with preservatives and stitched up, they are lean and gaunt-looking, but far from being as hideous as most undead, despite being eerie and unsettling. Current fashions are for miransil-style saris and robes, with long braided hair decorated with ivory combs.⁶

The faengral are less vain, but take steps to make themselves look fearsome, with tattoos, scars and decorations, such as animal claws and fangs thrust through their bodies. Maelgral, being scarcely more intelligent than magically created undead, wear only decaying rags, and care nothing for their appearances even if they are falling apart.

Upper-level Fell society is marked by conspicuous consumption and lavish displays of power and decadence.

Physical Geography

The Fell kingdom stretches 160 miles, clinging to the rain-shadowed side of the Arunath Mountains. In the south, the slopes are perforated by shallow, verdant valleys and banks of sub-alpine plain that serve as home for the orcish cattle pens. Much of the faengral army is stationed here, prepared to deal with slave uprisings and raising the orcs for sustenance. The mountainsides are bare, but the valleys full of rich jungle plants more commonly found on the humid western side of the mountains.

Moving north, the mountains become steeper and more arid, and there is a vast cleft through them, the Path of the Rain Serpent, diving from north to south. Long rope bridges span the gap, a misty valley as sharp as an axe-blow in the stone. Khrove itself overlooks the Path of the Rain Serpent. Outside of the valley, the undergrowth tend towards tussock and hardy, colorless flowers, giving the area around Khrove a desiccated look that contrasts with the lush gardens within.

The northern reaches are gentle cliffs that give way to rolling, descending foothills, and are dotted with villages that are home to

most of the ungral who do not call Khrove home, along with numerous faengral. Here warm, fetid, moist air blows in off the Druid's Swamp, making it the wettest part of Khurutania, and causing stagnant ponds to flourish.

The Slave Pens

A more concentrated place of misery is difficult to imagine. Even the halfling slave camps of Erenland are places of work, but here sentient beings are reduced to walking food. Sturdy wooden palisades mark off huge square enclosures where orcs lumber in a stupor, while smaller, isolated pens and cages hold halflings, elves and humans. Filth is omnipresent, along with the dull, sluggish wailing of the trapped slaves. Sickness is rare, however, as the keepers cull the unhealthy before they become infectious.

Intruders here are bound to find themselves outnumbered, and shortly after being captured and placed in a breeding or butchering pen for the inevitable slaughter and feast.

Path of the Rain Serpent

This lush valley connects the biospheres of the humid west with the arid eastern Arunath Mountains. Climate differentials keep it constantly moist and rich, with thick mist clinging to great trees. The flowers are fragrant and colorful, home to tiny tree frogs, humming birds, butterflies and bees. Several unique birds of paradise are native to this valley alone.

The only blots upon the beautiful terrain are three Fell fortifications. There are two small watchtowers,⁷ one on each side of the valley, that guard 5,000-year-old steps cut into the valley walls by ancient fey-elves. These are kept carefully, in case the bridges are destroyed by war or weather. The third fortification is a thick walled redoubt built into the cliffs, guarding a deep cave. This cavern is home to a sleeping jungle spirit, a majestic feathered serpent that once ruled the skies of this area. Cautious of the fact it might awaken, Lauphera had some of her strongest warriors posted here to delay it should it do so.

Khrove

Set amidst gardens of dead weeds, the towering, blocky city of Khrove squats watchfully over the Rain Serpent Valley. Its layout is square, with a low, pillared wall around the outskirts and a stepped pyramid-palace at its heart. The entire area is caved out of dark brown stone dragged from higher up the Arunath peaks, decorated by lighter brown panels and carvings marked with a deep red pigment.

Khrove is home to over 800 ungral and many more faengral and

Khurutania's DM Notes

1. Normally, the Whisper protects elves from attacks such as this, giving them warning of their foes and augmenting spells of concealment and defense. This is part of the curse of the Deathstone: it silences the Whisper near it, and the elves had not taken adequate measures to compensate for this loss, such as posting more scouts and way watchers.

2. The Deathstone also acted as a sort of phylactery, allowing Lauphera to become a lich.


3. These orcs suffer an additional -2 Int, Wis and Cha, and lack some of the innate aggression of their species. They also tend to have more body fat, and taste quite good with a white wine base.

4. In many lands, such a Sapphic relationship would cause much scandal. Among the Fell, however, such things are irrelevant; all passions but hunger seem subdued, the spirit is seldom willing, and the flesh is weak. Of more concern to the council is the queen dallying with a mortal foreigner of unknown providence.

5. Derived from some population mechanics that looked about right.

6. Lower-class ungrals—the craftsmen and other bourgeois undead—suffer half of any attractiveness-based penalties the GM assigns to Fell in social interactions. Upper-class ungrals—the queen, council and administrators—suffer no penalty, so well made-up and decorated are they. This does not include attempting to pass themselves off as living beings, as the evisceration and preservation leaves them more undead-looking than most 'normal' ungral.

7. The watchtowers are 15' tall, circular in design, rather pillar-like, and made of ochre-yellow stone. A wide round platform sits at the top of the tower, without covering or rails, and is accessed by ladder.



maelgral who serve as a garrison and labor force, not to mention who care for the trains of cattle lead up from the southern slave pens. The outer areas of the city contain the butcher's grounds, horrible gore-soaked courtyards with metal grates that sluice down into the catacomb-sewers. The city is planned on concentric squares; closer in, the homes of the fell grow more and more ornate as their residents increase in affluence and favor: nearest the palace live the architects, councilors, generals and great artists, while slightly further out are cloth makers, masons, carpenters and other artisans. There are even homes set aside to house the very rare mortal guests who are not eaten on sight.

While Khrove has theatres, arenas, galleries and dance halls, visitors will find it lacks places to eat or drink. Even in their homes, the ungral do not set aside areas for meals; flesh is consumed as soon as it is doled out, fresh off the carcass, usually in public. The sole exception is the queen's dining hall, where ghastly carnal feasts are held regularly to reward her most favored subjects.

Adventure Seeds

- While traveling in the Druid's Swamp or the Aruun, the PCs are ambushed by a band of faengral and ungral hunters, who attack with nets, clubs and, if necessary, generous applications of stupefying poisons (to which they are immune). The PCs are disarmed and taken to the pens, where they meet the wretched, cowering cattle of the sentient races. Under the hungry eyes of their captors, the PCs must devise an escape plan before greed overcomes the Fell's prudence and loyalty.
- The PCs are sent to find an ally of the elves. Arriving in the vicinity of his home, they find it pillaged, with signs of abduction and struggle. Trackers will be able to follow the kidnappers without too much difficulty, until they see the slopes of the Arunath, where the stench of thousands of cattle is almost visible. They must attempt to free their ally, and possibly the countless other slaves.
- In order to fight a powerful demon lord who is making a grab for power within the Aruun, the PCs must seek the aid of a good-hearted being called the Rain Serpent. The entrance to its lair is within the valley that bears its name. The lair is sealed, however, and guarded by a band of maelgral ogres lead by a fanatical danisil faengral named Eshouka. They will not attack unless provoked, and have orders not to pursue, but will adamantly refuse to let the PCs enter unless they have a royal dispensation. The PCs must present themselves to the court, and beg the queen for permission to visit the Rain Serpent.
- Acquiring the queen's favor is an adventure by itself. Supplicants will suffer grisly tests of loyalty and must make many offers of gifts and obeisance. They will be subjected to conditions that may prove lethal to mortals but are harmless to fell, such as sleeping in quarters full of offal, enduring showers of dirty, cold water, and suffering subsequent exposure to the night's chill. Finally, the queen will demand they partake in one of her feasts. Here the PCs will discover if they have the stomach for still-bleeding, fresh orc meat.

The Deathstone

A glistening orb of perfectly polished ebon stone, the size of man's fist, is held by a claw-like silver setting. Oily darkness swirls over its surface, sucking the warmth from the air.

- Anyone holding the Deathstone suffers a negative level, which never goes away unless the artifact is released (this cannot be cured by *restoration*, for instance), and never causes permanent level loss.

- Every sentient being that dies within a 1-mile radius of the Deathstone causes it to gain a point of a special form of spell energy. This spell energy evaporates at 1 point per day.
- The SE can be used to cast any necromantic spell the holder knows without expending her own reserves, on a one-for-one basis.
- Any creature that dies within 1 mile of the artifact suffers a -1 to Will saves to resist returning as a Fell for every point of SE in the Deathstone. For example, if the Deathstone currently holds 9 SE, any creature dying nearby suffers -9 to the Will save. The point the artifact gains from that creature dying does not count towards this penalty.
- The Whisper is dimmed within 5 miles, increasing the DC of the Wisdom check by 5. Also, it can perceive and do less in this area; this has no formal rules, but should be kept in mind by the GM.

The Horsha

Izrador is evil, but while that is as true as the sun is bright, he is not the source of all that is evil. In the depths of Asmadar an ancient evil has awakened, one that was not yet discovered, one that those upon the island are still unprepared for.

Once, they were a proud race, glorious in their wake. Now their glory is gone, and all that is left is a corruption of their pride. From the depths of Asmadar white creatures, barely humanoid in its appearance, have come; what they want or why they take those who approach them is yet to be known.

The truth about the horsha, as they are called by the inhabitants of the island, is yet to be discovered, but the people of Asmadar have learned that they are tied to the very ruins of the island, especially those that are underground, and that they are a mysterious and powerful lot. Through little study, and possibly more rumors and tales than anything else, word is quickly spreading that they were cursed; death was for them denied, and their souls would never rest, but yet they would not live, for their bodies would not benefit from the warmth of a heart and blood.

Through centuries they have accepted their fate; for centuries they have lied restless in the ruins of their former glory. But with time came madness, and as they watched the years pass by and felt nothing but cold hands and cruel fates they turned their own curses into a curse of the very world they dwell within.

They learned of powerful energies that could be wielded, the energy of magic, but their dead and frail bodies were not able to channel that energy with precision and safety, so they needed to channel it through something. It was centuries before they learned that they needed the lost warmth, and to store it, the power of the earth itself would suffice.

To the surface they came. The sunlight burned their skins and blinded their eyes: too long they had been away from it, and too deep could it wound them, so they stalked at night, searching for creatures that still lived, that had the warmth they once lost. They take them to their ancient ruins, and through a bloody ritual marked by pain and sorrow to the victim, the living creature, they take the beating heart out of it and fuse it within a gem.

That gem is their source of power and the way to their knowledge. Through it they want to rebuild their civilization, for they are now searching for a way to get rid of their curse by channeling the warmth to their own bodies and minds. Whatever the truth may be, they need blood, and they want life.

Many among the Asmadarin lorekeepers have recently been abducted, and some wonder if the horsha would not be looking for specific knowledge that would have escaped their grasp. Perhaps they search for a way to end their curse, for surely such evil beings must be cursed, perhaps by Izrador himself?

An Adventure Background

All began three years ago, on a moonless night, as a black-sailed ship discreetly disembarked three cloaked figures on a deserted beach of Asmadar. These were actually a band of human legates of the Order of Fear (basically, they are an unsanctioned group of legates who work for their own ends to promote themselves in the eyes of Izrador). They had come for a special purpose: they knew of the secret of the ruins of Asmadar.

They knew they were the tombs of the Last Ones, a long-forgotten race of elthedar. This ancient people had disappeared before the Sundering, and there was a good reason no one knew who they were: it was forbidden to research or investigate that topic. They quickly faded into history, then legend, then nothing more. All that remained were the tales of the horsha, "the whites," in ancient elthedar language.

Distant cousins of the Darguul, they had banned all worship of the Old Gods, and had become dark clerics of evil deities (including Izrador, though they called him a different name at that time, and he was only a deity among others). Unlike the priests of Ibon-Sul, who only summoned demons in order to study them and better destroy them, the horsha were an order of evil incarnate, who ruled upon the island through the use of treachery, poison and necromancy. Their familiars were devils, and they used black magic every time they could, just to get a firmer grip on their enslaved servants.

Actually, just before the Sundering, their power was threatening all of the elthedar kingdoms. Most of them had attained a form of immortality under a special guise, as their skin was translucent and pale, almost glowing in the dark. They would age no more, as in truth they were undead.

Then the Sundering came.

At the beginning, it was a titanic battle of light against darkness, reflecting the heavenly battle that took place between the Old Gods and Izrador's host. It lasted for two years, and at the end, when the Dark Veil descended upon the skies, nearly everything on Aryth was destroyed. At this time, the elthedar people were thinking that the Old Gods had punished them for their erratic behavior: all had taken to hiding, except the arrogant horsha, who knew when the Sundering began, that their evil gods were fighting the Old Gods, and that they would eventually win. So they waited for their reward, as faithful servants. Instead, they were crushed in a rain of meteorites (Izrador has a grim sense of humor and does not like opportunistic sycophants).

The horsha were severely weakened with the coming of the Veil, as their magic was a divine one, and they could not communicate with any other evil gods but Izrador. And, this god needed every bit of power in order to recover from his celestial fall. So he turned his back upon them and left them to their sorrow. Soon, their former slaves rebelled and tried to destroy them. They were killed, and their bodies buried in their palaces' ruins, which were then blocked with boulders, and guarded with traps and arcane glyphs. Inside their tombs they came back to life, for such was the power of their enchantments. But they were trapped inside, with eternity to scream their anger.

Thousands of years passed, and the horror of night stories was such that none dared explore their ruins. Those few who tried were killed by the traps. All of this would change three years ago.

The Order of Fear somehow happened to know about the horsha, and decided to claim these creatures for their own ends. They explored their ruins and disarmed their traps. They erased the magical glyphs. They would free the horsha.

Their plan is simple: in their captivity, the horsha figured a way to restore their former power without having to pray to Izrador (which they are now a bit reluctant to do). They need to absorb a living human soul, which they place inside a diamond. The stone is used as a magical battery with which they fuel their spells. Soon, rumors would fly of pale night creatures that would abduct people for unknown purposes, thus sowing terror in the hearts of the Asmadarins.

This serves the Order of Fear's plans: soon, the population will be begging for help against these creatures. The legates will kill a few a creatures, just to show they have this power. They will then tell people that Izrador loves them, and that he sent his emissaries to help them. All they have to do in return is pray to him in gratefulness. And thus their sub-order will gain more power and influence. Of course, they will keep a few horsha, if only to justify the need for their presence.

In 20 years, they think, the island's population will be on their side. Then they will show them the true face of Izrador.

Important Considerations

Just learning the truth will be the scope of a campaign. The PCs will quickly learn that they alone cannot defeat such powerful and influential foes as the Order of Fear. But they will eventually discover that the continent's legates do not know of this "secret operation," and if they knew, they would strongly disapprove, for two reasons:

1. Horsha are undead and Sunulael does not want anyone other than himself to be granted the right to experiment on a new form of unlife;
2. This operation was led without widespread knowledge and disrupts Jahzir's plans, as it does not take into account his agenda of operations in the conquest of the southern lands. Jahzir hates when an invasion is made without him being informed of it, and with no coordination with his own troops.

All the PCs need to do is identify the Three, gather evidence against them, and denounce them to the Order of Shadow and/or Jahzir. They will be executed, and the Asmadarins will have a short delay before being invaded.

Playing the Horsha

It would be interesting to provide ways for PCs to actually "talk" with the horsha; perhaps they are captured and told a creature's origins and agenda before it steals their soul. This would make them not just another monster, but rather underline the fact that they are sentient, clever beings. Maybe have them tell the PCs that they are compelled to steal their souls and that the process will not be painful for them... or that it is really not personal, but they cannot do otherwise in order to "feed" on the PC's warmth. It is only even scarier to be confronted by a villain who shows compassion and is sad to commit evil acts.

A horsha "NPC" would really love to talk to a knowledgeable character (maybe one from the Chandrahaal) about his "curse," the point being to make the horsha ambiguous villains.

Such suggestions aim to make encounters with horsha memorable and not "just another monster to be slain."

The Horsha

The horsha are a race of cursed creatures that date to the times before the Sundering. They are mysterious and unique, their minds twisted by the many years they have endured their curse. Horsha usually are of the channeler class, although fighters and rogues are not unheard of; in any case, the horsha's feats must be either spellcasting, metamagic or item creation feats; this does not apply to feats that must be drawn from a specific list, although if any of the above mentioned is included in the list it must be taken before any other feat.

Horsha Racial Traits

- **+4 Wisdom, +2 Intelligence, -2 Strength, -2 Constitution:** The horsha are wise and cunning, but their curse has turned their bodies into decaying vessels of their own spirits.
- **Medium:** As Medium creatures, horsha have no special bonuses or penalties due to their size.
- Horsha base land speed is 30 feet.

- **Darkvision:** Horsha can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and horsha can function just fine with no light at all.
- **Magecraft feat:** A horsha gains the magecraft feat for free at first level, but it does not gain any spell energy, despite its ability score.
- **Vulnerability to sunlight:** A horsha takes 1 point of Constitution damage for every hour it is exposed to sunlight, and it dies if its Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.
- **Light sensitivity:** Horsha suffer a -1 penalty on attack rolls in bright sunlight or within the radius of a *daylight* spell.
- **Lost spark of magic:** Horsha gain no spell points or ability to cast spells regardless of their class, though they still learn spells. They cannot gain spell points or spells per level by any means other than taking the Heart of the Living feat and performing the ritual described in it.
- **Lost spark of life:** Although they are not exactly undead, a horsha is considered so for all spells and effects. This means that a horsha suffers damage from *cure* spells and heals damage from *inflict* spells. In addition, a horsha is unaffected by spells that restore life to the subject, and can be turned as an undead, although it cannot be destroyed or

rebuked.

- **Death in life:** Immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects) and to poison, sleep effects, paralysis, stunning, disease, and death effects. In addition, a horsha need not breathe, eat, or sleep, and is immune to fatigue and exhaustion effects. The curse of the horsha has given them some of the undead traits while denying them the spark of life.
- **Turn resistance:** A horsha is less easily affected by the turn special ability; as a result, when resolving a turn, rebuke or bolster attempt, add half the horsha's HD to determine whether it is affected or not by the attempt; round fractions up. Note that horsha cannot be commanded or destroyed as a result of the turn undead special ability, regardless of their HD.

The Darguul

Until now the dwarves have found but ruins and glyphs that showcase logic-defying and ancient powers, ruins and glyphs that hint at the existence of secrets that could predate even the elthedar themselves. Whether they were wise or fortunate is still unknown, but the dwarves have turned to their lorekeepers at every new discovery of ruins, giving them time to study them and preventing any more disturbances until they would be sure these would be safe.

Horsha's Spellcasting: New feat

Heart of the Living (Item Creation)

You are capable of using the essence of the living and the earth to store and channel magical energies

Prerequisites: Knowledge of at least one spell, must be one of the horsha and perform a ritual involving a living humanoid and one gem of high value.

Benefit: Since the casting of their curse the horsha have been denied two of the greatest gifts a god could bestow: the gift of life, which made time turn the horshas' minds into corrupted and twisted complexes of morality and reason, and the gift of magic.

To cast spells a horsha must perform a ritual where he bonds his own soul to his denied gifts; this requires the realization of a ritual during a night of full moon or any unique event, like an eclipse or planetary alignment. During the ritual the horsha must sacrifice a living humanoid capable of reasoning and moral choice by drawing the heart of the creature out of its chest and placing it into a pure and perfect gem of value equal to at least 500 vp. The drawing of the heart is a coup de grace on the subject; due to the energies and powers drawn to the ritual, the Fortitude save made to resist the coup de grace has its DC increased by 5+1 for every previous attempt made. If the subject fails the save the horsha draws its heart out of the body while it is still conscious; if it passes the save the horsha must retry the attempt until the victim fails. If the victim ever dies due to the damage sustained without failing the save, the ritual is lost and the horsha suffers 4 points of ability damage to all his ability scores. This damage is recovered at the rate of 1 point per day.

After drawing the heart of the subject of the ritual out of its chest, the horsha places it inside the gem by merely touching the gem with the beating heart. After this is done the ritual is complete, and the gem, now called heart of the living, can be used for casting and storing arcane energies.


The heart of the living gem is a vessel of arcane energy. Every spell cast upon a horsha who carries one such gem must overcome a spell resistance equal to 10 + the horsha's HD or be drawn into the gem; spells that fail grant to the gem a spell point reserve equal to the amount spent by the caster or the modified spell level used to cast it, in the case of legates. A single gem can store a number of spell points equal to 5 times the sacrificed creature's HD, and loses points at the rate of 1 point per week until empty. Upon creation a gem has half its maximum amount of spell energy; any spell energy in excess of the amount the gem can store is immediately lost without any other effect.

An empty heart of the living gem has forever lost its power and is utterly useless, being unable to be reused for another ritual. The gem still retains its intrinsic value, and some people might see such a gem as a rare commodity, further increasing its value. In any case, a horsha can have only one active heart of the living gem at a time, although some are known to carry the wasted gems as trophies to their own dedication to the breaking of the curse.

Another method of granting the gem spell points is the sacrifice of additional living beings that would qualify for the creation process of the gem. This can be performed by using the same procedure described above, and grants the gem a number of spell points equal to half the creature's HD.

The spells cast through the gem are those known by the horsha, and the horsha's Wis score must be equal to 10+ the spell level of the spell it wishes to cast, and its HD must be equal to twice the spell level minus one. A heart of the living gem has hardness equal to 5 +1 for every 100 vp value of the gem, and a number of hit points equal to its maximum spell energy capacity. Any damage sustained by the gem also lowers its maximum spell energy capacity.

Normal: The horsha, although able to learn spells, are unable to cast them due to the lack of spell energy they have.



Sometimes, that never happens.

Around the ruins of the masters of the dark magical wards of great power are often found, glyphs and runes that emanate power and give birth to rumors and, through time, myths. The myths and tales have turned many good dwarves into students of the dark masters' lore, which has given birth to even more tales. This is how the Riddle of the Darguul, as it is known, was born, based on obsession, madness and unclear events in the lives of those devoted to it study.

The myths, however, do not lack a source of awe and mystery; this is mostly true for the tale of an old and demented student of the riddle, who, it is said, was able to make use of the knowledge he gained through many years of devotion and created confusing and intriguing machines, machines that seemed to work in the realms of the magical and the mundane. The designs of the machine, however, have been related to those of the ruins themselves, as if a small portion of the lost knowledge of the Darguul was placed into the minds of their creators.

The most debated and obscure of the myths, however, is one that a few lorekeepers insist in telling. It tells how a group of creatures made out of stone, clay, steel and gems have marched out of the Kaladrans and fought side by side with the overwhelmed in the Battle of Three Kingdoms. Whatever their origins, they departed as soon as the Battle ended, into the heart of the mountains and through them, a path none could follow as it closed behind them.

In the most remote depths of the Kaladrans, however, some degree of truth in myths and legends told to scare children can be found. Hidden deep in the heart of Eredane lies something that even the deepest of the dwarven holdfasts has yet to face, a society that has been able to endure even the cold and dark heart of the mountains with the sheer use of magic and knowledge.

Arcane wielders of unimaginable powers and unmatched vileness are the true masters of the dark society that dwells below, worshippers of a dark and ancient faith that has been long forgotten by even the most wise and old creatures on the surface. Yet there are others who follow their lead and hold powers that allow them to meld with earth and stone, leaping out of it against the unaware, and still others who blend in with their surroundings and move with uncanny speed and lethal stealth.

The Birth of the Riddle

Long before the Sundering, there existed a kingdom of mountain dwellers, distant cousins to the elthedar themselves. They were capable wizards, and have wielded magic beyond boundaries that were never surpassed before. With their powers they have been able to give life to statues made out of rock, earth, metal and gems, and create more than one item of magical power.

For all their knowledge, they were evil at heart; seeking the domination of all others, they captured anyone they could and experimented on them with spells, sometimes creating entire lines of monstrosities, some of which became the current underworld monsters. Their evil knew no limit, as they hunted down other creatures and places of power and used them to channel their powers into twisted and cruel spells, which made their grasp even more crushing.

These were the Darguul, the masters of the dark, and through their raw power and evil minds they reigned upon the world as the undisputed masters of evil and corruption. The elthedar, however, would never allow the evil ways of the Darguul to overthrow the world, so a war was waged between them.

The war endured for many years before some unknown power made the Darguul be silent; no more of their evil spells and creations made their way to the surface world. Powerful glyphs and wards were found in some passages of the underground of the Kaladrans Mountains. Their famous spell mines, however, were never found; all that was known was that they were deeply encroached in the mountains. With the sealing, the disoriented and

imprisoned Darguul have turned against one another, turning their own treachery and fear against each other.

As time passed they knew that they would have to survive, and using their epic wizardry they managed to preserve themselves far beneath the surface. The elthedar and the other races of Aryth were now free of their threat and, as time passed, the Darguul and the memory of their evil faded into history, the ruins of the crumbled empire the only thing that would keep their existence alive in memory, until the Sundering.

In the deepest recesses of the earth, however, the descendants of the Darguul have endured and survived. Thousands of years of isolation combined with purposeful magical modifications have allowed them to adapt fully to life underground.

An Adventure Background

After the many years of isolation the Darguul finally saw it come to an end: the magical seals that protected their underground kingdom for so long were accidentally breached by a team of Idenor miners. Free from their magical prison, the Darguul made use of their talents and evil to slowly infiltrate the city and abduct its citizens. The captured dwarves were turned into slaves, and the city was sacked. After the fall, the Darguul retreated back into their underworld and concealed the operation with magical seals and powerful illusions.

Through their prisoners, the Darguul learned of the presence of Izrador in Aryth and decided that they should shroud themselves in secrecy for the time being. They will not stay quiet, however, and are preparing to conquer as many dwarven holdfasts as they can, in order to gather the miners and smiths they need to supply their expansion politic and prepare the spells they need to give life to their army of constructs.

Having always been a proud race, the Darguul turned their backs on the gods long ago for having been marked and nearly exterminated. They fear Izrador has not yet forgotten their treachery to the gods, and would turn all his armies against them should their presence be exposed. For this reason they must organize and grow in power before they can stand against his armies.

Although they have exterminated most of those traitors, some of these fled and joined forces with the elthedar in the war, and colonized the surface of the mountains after its end. As time passed their lineage was mixed with the elthedar, and resulted in the current dwarves, which the Darguul see both as heirs to the treachery of their own kind and weaklings.


The Darguul noticed some similarities between their newly acquired slaves and their own race, making many studies that ultimately led to the uncovering of a part of their own history.

A group of Darguul traitors that stood against the practice of magic and technological experiments in the remote past were once exterminated, and their very existence was wiped from most records. The few survivors that fled found a safe haven among the elthedar, establishing communities with them; eventually those communities gave birth to the race known as dwarves.

This knowledge made the Darguul look at the dwarves as nothing more than heirs of a treacherous past and weaklings, whose existence is both a defiance to the Darguul society and culture.

Darguul Society

The Darguul have a strong sense of competition; each individual is chaotic by nature, yet their society is very orderly and almost tyrannical. They all dream to one day be free (and impose their will on others) by becoming members of the ruling council. This explains why they keep spending their time performing magical research rather than killing each other. However, they still love intrigue, manipulation and slander. Their motto is: "Only success matters, not the means to achieve it." This sums up the Darguul philosophy.



The Darguul are organized in a strict caste system. Highest is the ruling council, called the Council of Sorcery, who has the right of life and death over all others. They are only allowed this position through demonstration of magical power, usually ending in either the candidate's or a current member's death. Entrance is only gained through the destruction of one of the current members. Each one of the members has designed a specific ritual that grants him access to psionic abilities. The Darguul only value success; failure is not acceptable, and death is most often preferred. This is a proud race indeed. The twist is that success is the requirement; if it is gained through treachery, it does not matter. Members of the Council of Sorcery always wear black robes and distinctive golden necklaces with a gem pendant, which happens to be a very powerful spellgem.

Under the Council of Sorcery are trusted individuals who are members of elite forces called the Guard: they are militia, secret police and army mixed into one single corps, defending their kin against the underworld monsters. They are traditionally chosen from the Council members' apprentices or trusted servants, and are oath-bound to protect them. Unless they are certain to successfully replace their masters, they usually are very loyal to them. They form a militia armed with wands of *magic missiles* or *fireballs* or such, and make sure peace is kept in the dark caverns of the Darguul. They are also always on the lookout for traitors who would wish to strike against the Council of Sorcery or its members. If they hear that someone wishes to challenge a master to gain his seat in the Council, they will try and assassinate him (remember, only success matters), or ally with him if they feel he is more powerful than a current master. They finally are the ones in charge of defending the Darguul caverns against external threats: monsters, rebels, and strangers. It is important to note that they are the only ones (except the Council members) who can decide who is a threat and who is not. They wear elaborate uniforms of synthetic red robes, and prominently show their wands for further intimidation.

Below the Guard are the "standard" Darguul: wizards of some power, alchemists, golem makers, engineers, etc. All of these work hard to improve their lot in existence and gain access to a higher caste, eventually leading to a position on the Council of Sorcery. And for that, they all develop new magic, spells and plot to achieve their goals.

Below these are their apprentices or assistants. They work hard to become full-fledged sorcerers or engineers and gain some measure of freedom. This is usually achieved in two ways: either by killing or ridiculing their masters, or forcing them to grant them freedom, through blackmail, treachery or the forced recognition of their work's worth.

Below these are the children, the weak-willed, prisoners and other social deviants. They are granted no rights, except that they cannot be killed without justification (this is usually only expected after they are killed, however).

Strangers, slaves or other races are not considered part of the caste system and can be killed on sight by any Darguul with no explanation or justification.

The Darguul have no true economic system, only a system of bartering that does not work for material goods but rather as an exchange of favors. For example, knowledge, social power, and magical ingredients can all be traded to some extent.

Darguul Technology & Magic

As powerful as their magic can be, it should be noted that most of the powerful tricks of the Darguul are linked to their creator; when he dies or is slain, all of his creations fall to the ground lifeless, and the spell effects he created are dispelled.

Every Darguul wears a magical iron crown that allows him to understand any other tongue and grants some charm abilities; this is most useful for communication with the slave races and when dealing with "experiments" that went out of control.

The caverns of the Darguul are the shelter for the most powerful power nexus in Aryth, for they are the pulsating arcane heart of the

world. These places are called *spellmines*, and infuse the Darguul caverns with magic that pervades even the thin air itself. The Darguul have learned to tap their powers for their magical constructs. Each spellmine produces magical gems, used to fuel different items. In game terms, all Darguul items are considered charge items. This is not a problem as long as they remain in the Darguul caves, which are vibrant with magic (they don't need to be recharged there). Once outside of the caverns, however, they become "charge" items. Roll 3d10 for the number of charges; once emptied, these must have their spellgem changed or be returned to the Darguul caves in order to work again. The spellgems worn by the members of the Council of Sorcery are unique and allow their wearers to double their spell energy and constantly fuel all the magic items they wear or hold.

Due to the ambient magic caused by the proximity of the spellmines, all spells cast in the Darguul caves are cast as if their caster's level were +2. The Darguul have exploited this unique feature of their environment to develop several new brands of magic and of technology, often mixing both.

This has resulted in a common, daily use of golems, most of the time as "robots" used as assistants for their experiments. There are also guard golems that protect the entrance to their labs. They also have created a transportation network using magical wagons, each one being bound for a specific destination available on a rail system. In addition, independent chariots exist that are driven by specific golems.

The Darguul are also experts at creature building; using magic, they create genetic monstrosities, mixing creatures together to obtain strange results. The masters of Izrador's breeding pits would be fascinated by their work.

The Darguul have also developed their knowledge of biology, especially the study of underworld viruses. They have long toyed with the creation of diseases, but lately have discovered symbioses that are used to provide spell energy bonuses, Con bonuses, and so on. It is not possible for an individual to have more than one symbiosis at a time. This represents sort of a magical nanotechnology, and looks very promising.

Rather than trusting their notes to old tomes, the Darguul have created a central consciousness which they use as a steampunk computer network. It is made from the collected brains of the deceased Darguul, particularly from the defeated members of the Council of Sorcery. Each individual researcher gains access to the magical equivalent of modern-day data storage and processing. Such "flesh computers" usually use a specific slave as a terminal. For accessing the central data, the sorcerer just says his instructions in front of the slave (whose brain is connected to the central network). The slave tells him (as if in a trance) the data he obtained from the central network. It is to be noted that the Darguul only share the knowledge from dead masters and researchers, and it is not rare for them to try and abduct their rivals' slaves in order to practice brainwashing rituals that will allow them access to their memory. Of course it is a grim prospect to become such a slave.

Finally, the Darguul have some interest in alchemy, which they have turned into modern chemistry; this involves research into explosives, medicine, synthetic textiles, and all sorts of hallucinogenic drugs, both mundane and magical. Through their researches, the Darguul know the secrets of many potions.

Tools of the Dark

Baden's Bluff, Arc of Obares, 99 Last Age

A missive to Brother Teros,

"Brother, the lying bastards haven't been able to arrive with your package yet, they say they can't do anything, and we are almost at their mercy, our supplies are also running low, but luckily we will be striking at one of the storages tonight."

New Herbs

Herbalism rules in 2nd Edition are not as detailed as they used to be in the previous one, but even then there are times we may want to use herbs as story tools and not merely as mechanical benefits, for these moments a number of herbs are detailed below, their statistics use the herbalism rules as a base and follow on with description, seasons they can be found, rarity and how they can be employed.

These herbs can easily be used in any game, including any game that uses the more detailed rules of the 1st edition setting book or the ones that employ the 2nd edition minimalistic approach.

Aloia Leaf

Season: All

Rarity: Medium

Applied: Gnaw Root, Smoked

Open Use: Illegal

Aloia leaf is the leaf found on the Ancestor Tree, in the Forest of the Sahi. It is a blue-green color, almost perfectly round, and 20 inches in diameter. Unlike the bark of the trees, the leaves are rough, spined, and firm. Aloia leaf is prepared by a lengthy process, spanning several days. For an aloia leaf to be successfully used, the plant cannot be exposed to sunlight throughout its preparation. On the first day, the herbalist must roll the leaf into a long tube and bind it with a soft twine or ribbon. The leaf is then placed on a warm hearth (not hot) and left until first light the next day. On the second day, the leaf will have hardened, its texture and density that of a smooth stone. The leaf is then unrolled, which is a very difficult task, as the leaf is now near solid. Once unrolled, the herbalist spreads sasti berry paste along the surface (the surface that will be inward once re-rolled). Then, the leaf is re-rolled and placed on the hearth until the following first light. The third day will decide the plant's fate—a smoking leaf, or a gnaw root. For smoking, the herbalist grinds the leaf into powder, and seals it in a container. Any air that leaks into the container ruins the pipeleaf. For gnaw root, the leaf is submerged in water, and then boiled over a hot fire until the water is gone. The leaf will be left as a near-rubbery stick, tasting bitter and dry.

Uses

Gnaw Root: The gnaw root is very volatile. The green liquid that oozes from the stick enters the system very quickly. After 5 rounds have passed, the user gains incredible muscle co-ordination, strength, and speed: +2 Str, +2 Dex, and +4 temporary hit points. The bonus lasts for 1 hour. As with sasti berries, the effect wears on the user's body, and results in a fatigue penalty when it has run its course.

Smoked: Pipe-smoked aloia leaf grants the user relaxation and focus of mind, giving him a +2 circumstance bonus to all Will saves and a +2 circumstance bonus to all Craft and Profession skill checks.

Balma

Season: Summer

Rarity: Medium

Applied: Salve only

Open Use: Legal

Balma is a fairly common weed found in the tall grasses of Cotrea, a village approximately 100 miles southeast of Baden's Bluff. It is light green in color with large, palm-shaped leaves. The leaves end in sharp prickles, so many herbalists wear gloves to extract the plant. Balma is a very useful plant in treating cuts, both minor and major. The plant is heated over hot stones for several hours until near brittle. When brittle, the herbalist takes the leaf and crushes it into a cloth or bandage. The bandage is applied directly to the wound and left for one full day.

Uses

Salves: Balma salves heal 1 point of wound damage, and increase natural healing rate by 2 points. For example, a 1st-level fighter would heal 3 hp per day.

Bark of the Ancestor Trees

Season: All

Rarity: Very Rare

Applied: Salve, Ingested, Smoked

Open Use: Illegal

This herb is harvested from the rare Ancestor Trees located in the Forest of the Sahi. As the trees are exceedingly rare, the bark that can be harvested is equally rare. This 'herb' can be very potent when concocted by a master herbalist. Its main purpose is in the aid of dying or sick individuals; however, it can also be used to extract sickness and dying in others. The bark is a soft, yet very durable dark brown that smells of wet pine. A salve is prepared much in the same way as balma, but the time of heating is much longer. For optimum use of the bark, 4 days of heating is required at a low temperature (small fires work the best). Ingested, the bark is set to boil with fresh water, and a sprinkle of south commons grass. It is served as a tea. Smoked bark is prepared much the same way as the salve, and the bark is ground into a blocky powder. It is then smoked either through a pipe or via wrapped leaves.

Uses

Salve: The salve is the least common form of application. A salve simply removes exterior diseases upon application—boils, warts, even leprosy. The salve is worn until the disease is expunged; the more serious the disease, the longer it is worn. Common diseases usually require 2 days of constant application; more lethal diseases require as long as one month.

Ingested: Boiled as a tea, the bark is filtered out along with the grass after completion. This tea is odorless and tastes of a fine green tea, leaving no aftertaste. There are two forms of this tea, and only a master herbalist should attempt to make either one. One form is a healing potion, which shortens the boiling time drastically. Timing

is absolutely critical to assuring success, and avoiding disaster. A healing tea instantly cures minor diseases, such as the common cold, flu, pneumonia, and diarrhea, by cleaning out the body system completely. This can happen in a number of fashions, and herbalists are recommended to inform those in their care of the side effects. The second form is a deadly poison. A master herbalist must boil the tea for two shiftings of the sun to ensure the poison is complete. Once served, the recipient must make two Fortitude saves against poison (DC 16). The primary effect is 2d6 Con damage, the second is paralysis for 2d6 hours.

Smoked: Ancestor bark smoked is a rare delicacy. It is a smooth wood taste, and has the fine aroma of a summer campfire. It does have one side-effect, however, and any who have smoked the bark are familiar with it. One Fortitude save is required when smoking (DC 11); if failed, the recipient is considered dazed. Many speak of the hallucinogenic properties ancestor bark has, and there are many tales of visions enjoyed at the expense of this bark.

Black Moss

Season: Winter

Rarity: Very High

Applied: Salve

Open Use: Illegal

Black moss is found in the coldest time of winter beneath the roots of pine trees. It is, as the name suggests, a pitch-black moss, speckled very lightly with tiny white dots, barely visible to the eye. Black moss has a foul stench when harvested, so powerful that it can daze the strongest man (Fortitude save DC 11, or be nauseated). Black moss is used on the most serious of wounds; its healing properties are unmatched. To properly prepare black moss, an herbalist must ensure that it is kept moist until applied. Then, the white specks must be cut out one by one, until none remain. To leave the white specks is folly, as they would infect the wound in a matter of hours, and kill the recipient not long after. This requires the skill of a master herbalist, as there are many specks, and each is tiny. Then, the moss can be applied directly to the wound, and fastened by a clean bandage. The recipient must be of strong constitution, for as the black moss heals, it also drains.

Uses

Salve: When applied, the moss works almost instantaneously, removing 10 points of wound damage. It continues to heal 2 points wound damage every hour thereafter, until removed. An herbalist usually oversees this process for if it is left for too long, the moss can kill the user. For every hour the moss is left on, it drains 1 point of Strength (temporary). If the recipient is reduced to 0 Strength, his muscles atrophy, and the drain becomes permanent, removed only by a lesser restoration spell.

Firewash Mushrooms

Season: Spring/Summer/Early Fall

Rarity: Medium

Applied: Ingested

Open Use: Illegal

The firewash mushroom is a large-headed, bright-colored fungus. Its stem is always a pale white, but the head is an array of colors that vary from plant to plant. The name comes from their origin, as firewash mushrooms only grow after a forest fire. An easily used herb, the recipient simply ingests the mushroom whole; no preparation is necessary. The extraction and harvest of the plant present difficulty. Firewash mushrooms almost always grow near the hazmahal viper plant, a predatory vine that is extremely venomous. Those that wish to extract the mushroom must first bypass the viper, as the viper itself protects the mushrooms fiercely. Many do not understand the reason the viper does so, but many speculate that the mushrooms are the source of the viper's venom, and the relationship is symbiotic. A viper plant attacks by lashing

Hazmahal Viper Plant

Vine +2 Melee (1d2 plus poison), 4 hp, AC 12, Special Attacks: viper poison (Fort DC 12, 1d3 Str primary, 1d3 Str secondary).

The viper poison may also be harvested, and it has the same properties as listed above. It is applied through injury only.

out with thin vines that are covered in thorns. The thorns hold potent venom, and when they break skin, they inject it into the victim. Viper plants can be bypassed either through killing the plant, or by using firewash mushroom juices as perfume (the latter method is known only to very experienced herbalists [Profession DC 20]). Firewash mushrooms are essentially flavorless, leaving a hint of dry dirt as aftertaste, and grant the imbiber clarity of thought and insight into interaction with others.

Uses

Ingested: Firewash mushrooms grant the imbiber +2 to all Charisma-based social skills and +2 to all Knowledge skill checks until the mushroom runs its course, after two passings of the sun (8 hours). However, the mushroom leaves the mind foggy and unreceptive after the body has absorbed it, and the imbiber suffers -2 to Wisdom for one passing of the sun (4 hours).

Horcha Root

Season: Summer

Rarity: Low

Applied: Ingested only

Open Use: Legal

The horcha root is found on the outer edges of the Hazmahal Wood, near the town of Cotrea, approximately 100 miles southeast of Baden's Bluff. It is a yellow root, lightly speckled with orange flecks. The leaves are almost always a golden-brown that is easily found amongst the dark green grasses in which it grows. Horcha root is very useful in relieving sore and upset stomachs caused by undercooked or rotten food. Horcha root is boiled in water until the root itself turns a brownish color, then the liquid is served as a beverage.

Uses

Ingested: Horcha tea removes 2 points of poisoning contracted by foul foods. This includes intentional poisoning by weaker poison (Fortitude save DC 12 or lower).

Polti Sugars

Season: Fall

Rarity: High

Applied: Ingested only

Open Use: Legal, under review

Polti sugars are harvested from the polti plant, a rare flower found within the Hazmahal Wood, near the village of Cotrea, approximately 100 miles southeast of Baden's Bluff. The flower has beautiful blue-splashed violet petals that protrude from a central stalk. The flower is very small, only one inch high, but the roots run very deep. Polti flowers are almost always found growing in the moss of very old pine trees. The sugar is found in the dark green roots, and is very difficult to extract. A very precise slit must be made at the base of a root. If the slit is too large the root dies and shrivels instantly. If the slit is made properly, a silver liquid drips from the root, enough to fill a thimble (each polti flower has roughly

4 main roots). The liquid is then processed through heat, carefully applied by the herbalist. When all but a granulated substance remains, the polti sugar is complete. Polti sugar is very sweet, and can make any meal taste fantastic.

Uses

Ingested: Polti sugars are perhaps the Cotrean villagers' greatest secret. One pinch of polti sugar is enough to make its effects known. The sugar is used only in desperate circumstances. When ingested, the sugar takes roughly 1 minute (12 rounds) to take effect. The recipient gains the Run feat during the sugar's duration of effect; in addition, he can run as fast as he can without growing tired. Once the sugar has run its course, however, a Fortitude save (DC 19) is required. Failure results in instant unconsciousness. A successful save negates the unconscious side-effect, but regardless, the user is exhausted.

Sasti Berries

Season: Summer/Fall

Rarity: Low

Applied: Ingested (paste)

Open Use: Illegal

Sasti Berries are a bright orange, red-seeded berry found all around the village of Cotrea, approximately 100 miles southeast of Baden's Bluff. They grow in large bunches, and the berry itself is roughly the size of an adult's fingernail. Plump, juicy, but extremely bitter, the sasti berry is edible, but not enjoyable. Herbalists use this berry as a way to empower their people. The sasti berry is collected in the summer or fall, and ground in a pestle until its texture is that of a gooey paste. The paste is then soaked in goat's milk for one passing of the sun, and then ground once again in a stone pestle. A favored form of ingestion is on bread, or taken straight, but sprinkled with sugar. The taste is awful, and the aftertaste worse, leaving the mouth dry and sore.

Uses

Ingested (paste): The paste has two properties. The first is a sense effect: the recipient gains +4 to Spot, Listen, Search, and Move Silently checks for one passing of the sun (4 hours). The second effect is a bonus to reactions; the recipient gains a +2 bonus to initiative. The accelerated state affects the body adversely, and when the berry has run its course, it leaves the person tired and weak. The user suffers from fatigued penalties until resting a full night.

Special Materials

The following rules present new and alternate rules for special materials in a MIDNIGHT game. They are meant to take the place of the standard rules and present greater benefits than those. Additionally statistics for new types of materials are given, as well as brief descriptions on their role and appearance, for ease of use we have divided the materials by category.

Woods

Darkwood

Usually found only near nature-attuned nexuses, darkwood trees are tall and strong, their roots drinking deep of the magical energies of Aryth. The wood is a deep, blackish-green, and incredibly hard. Elves often use beautifully carved and cured pieces of darkwood as a replacement for metal in weapons, armor, and some tools.

- **Hardness:** 5.
- **Hit Points:** 10 per inch of thickness.
- **Weight:** 75%.

- **Cost:** Must be masterwork, +20 vp per lb. of base weight.
- **Item Types:** Metal armor, metal or wooden shields, wooden weapons.
- **Effects on Armor:** Spell failure -10%, ACP -2, max Dex +1, armor weight reduced one category, to a minimum of light (heavy to medium, medium to light).
- **Effects on Shields:** Spell failure -5%, ACP -2, shield size reduced one category for purposes of shield bashing, to a minimum of light (one-handed to light).
- **Effects on Weapons:** +1 bonus to damage. 75% cost, time, and resources to be enchanted.

Homewood

It is a sad, sad event when one of the great homewood trees of the Caraheen dies. And yet, in this sadness, a small joy can be found as the seeds are taken from the once-great tree and set into the earth, preparing for new life to come. The remains of the tree are reverently crafted into small items and given as gifts by the former residents of the particular homewood; these items carry with them some of the hope of life to come.

- **Hardness:** 5.
- **Hit Points:** 9 per inch of thickness.
- **Weight:** 75%.
- **Cost:** +10 vp per lb. of base weight.
- **Item Types:** Any wooden item, usually ornaments or trinkets.
- **Effects:** Any elf wielding or wearing a homewood item close to him gains a +1 morale bonus to all saves.

Icewood

This northern wood has a blue-white color and is exceptionally strong, flexible, and light.

- **Hardness:** 5.
- **Hit Points:** 10 per inch of thickness.
- **Weight:** 50%.
- **Cost:** Must be masterwork, +20 vp per lb. of base weight.
- **Item Types:** Wooden weapons; standard, composite, or mighty bows.
- **Effects:** +1 attack (including bows, as the springy wood imparts terrific force to projectiles); 50% cost, time, and resources required to be enchanted.

Metals

Mithral

This special material follows the description given in the MIDNIGHT Campaign Setting sourcebook.

- **Hardness:** 15.
- **Hit Points:** 30 per inch of thickness.
- **Weight:** 50%.
- **Cost:** Must be masterwork, light armor/shield +1000 vp, medium +4000 vp, heavy +9000 vp, other +500 vp/lb.
- **Item Types:** Metal weapons, metal armor.
- **Effects on Armor and Shields:** Spell failure -10%, ACP -3, max Dex +2, weight or size reduced one category to a minimum of light.
- **Effects on Weapons:** +2 enhancement bonus to attacks, +2 initiative.

Awmmithral

As rare as mithral is, there is an even less common type. Not all of Mother Moon's gift was planted near the clanholds of the dwarves, and in time, orcs have managed to acquire a minute quantity. Since the treason of the Black Blood dwarves, however, the Shadow has managed to mine far more of this metal, and by



New Weapons

Simple Weapons	Cost	Dmg (S)	Dmg (M)	Crit	Range	Weight	Type
<i>Light Melee Weapons</i>							
Grace knife	2 vp	1d3	1d4	x3	—	1 lb.	Piercing
Orcish rot stick	15 vp	1d2 ¹	1d3 ¹	x2	—	1 lb.	Bludgeoning
<i>Martial Weapons</i>							
<i>Two-Handed Melee Weapons</i>							
Oruk Great Vardatch	100 vp ²	— ²	— ²	x3	—	35 lb. ²	Slashing
<i>Exotic Weapons</i>							
<i>One-Handed Melee Weapons</i>							
Sharisil Disc Shield	500 vp	1d3	1d4	19-20/x3	30 ft.	15 lb.	Slashing and Piercing
Slaver's Whip ³	15 vp	1d2 ⁴ or 1d4	1d3 ⁴ or 1d6	x2	15 ft.	2 lb.	Slashing or Bludgeoning ³

¹ This weapon also puts the target at risk of contracting a disease, see the weapon description for more information.

² This weapon is made for large-sized wielders only, for that size it deals 3d6 points of damage. Cost and weight listed is for large size.

³ This weapon can be used in two ways, the first is by applying the whip, the second by using the handle to attack; it cannot be used as a double weapon.

⁴ This damage is nonlethal.

exposing it to the unholy energies of Izrador, it can be corrupted into awnmithral, or dark mithral. This processes results in it becoming dark and covered in an oily luster, which burns and violates the flesh of living beings. It is a vital component in the construction of zordrafin coriths, though only a tiny amount is required.

- **Hardness:** 15.
- **Hit Points:** 30 per inch of thickness.
- **Weight:** 50%.
- **Cost:** Must be masterwork, light armor/shield +1000 vp, medium +4000 vp, heavy +9000 vp, other +500 vp/lb.
- **Item Types:** Metal weapons, metal armor.
- **Effects on Armor and Shields:** Spell failure -10%, ACP -3, max Dex +2, weight or size reduced one category to a minimum of light.
- **Effects on Weapons:** +2 enhancement bonus to attacks, +2 initiative, +1 (light), +d4 (one-handed), +d6 (two-handed) acid damage.

Cold Iron

Aryth's cold iron is not the mystical substance described in the Core Rules 3.5. Instead, it refers to cold-forged iron; that is, metal that has not been annealed, tempered, or otherwise overly heated. It is instead crafted by slow, repetitive beating and hammering.

Statistics for cold iron are as iron, except where noted below.

- **Cost:** +5%, as it is more time-consuming and difficult for a blacksmith not to rely on his forge.

Leathers, Hides, and Fabrics

Dragonhide

Hardness: 10.

Hit Points: 10 per inch of thickness.

Weight: Standard.

Cost: +550 vp per lb.

Item Types: Armors (hide, scale, banded, breastplate, half- or full plate) or shields.

Effects: Energy resistance 5 or +4 to certain saves, based on the breath weapon(s) of the dragon it was made from (thus, a young adult or younger dragon grants a single bonus to this type, while an adult or older grants two). For instance, dragonhide armor from a dragon with line of lightning and cone of energy drain breath

weapons would grant electricity resistance 5 and +4 to save vs. energy drain. Also, it grants a +1 natural armor bonus to the wielder per 4 points of armor bonus.

Kentaal

Halflings are well known as the masters of leathercraft, and kentaal is the near-sacred perfection of this art. Only the finest, best-tanned leathers are used; these are carefully woven with metal threads to increase strength, and the pieces are sown in a cunning way that reduces the mass of material needed while increasing the protection over vital areas. Kentaal armor and clothing has a lacy, beautiful cut to it, but is no less strong for it.

Hardness: 1.

Hit Points: 5 per inch of thickness.

Weight: 90%.

Cost: Must be masterwork, +15 vp per lb.

Item Types: Leather armor and clothing.

Effects: 25% fortification.

Leafweave

Made from broad forest leaves that have been treated with potions and magic to be as strong as leather, leafweave armor appears to be made of interlaced, overlapping leaves, colored the rich green of summer or the golden-red of autumn.

Hardness: 0.

Hit Points: 5 per inch of thickness.

Weight: Standard.

Cost: +100 vp.

Item Types: Leather armor and clothing.

Effects: Spell failure -5%, max Dex +1.

New Weapons

Grace Knife

It is laughable to think such a weapon is associated with orcs, but sometimes a weapon is needed to put an enemy, comrade, or meal quickly out of its misery. The grace knife is a crude spike with a handle, though some are bladed dirks employed in the same manner.

New Armors

Armor	Cost	Armor/ Shield Bonus	Maximum Dex Bonus	Armor Check Penalty	Arcane Spell Failure Chance	Speed (30 ft.)	Speed (20 ft.)	Weight
<i>Light Armor</i>								
Orcish Plate	250 vp	+5 ¹	+3	-4	25%	30 ft.	20 ft.	25 lb.
<i>Shields</i>								
Sharisil Disc Shield	500 vp	+1	—	-2	15%	—	—	15 lb.

¹ The bonus is reduced to +2 only when taking into account attacks from the back.

Orcish Rot Stick

This is actually a toy for orcish children. Many orcish boys living in the settlements near the inland sea play with these sticks to sharpen combat skills and heighten their immune systems. The rot stick is actually the dried body of a sea anemone. Orcs dry the body while poking holes in it, and hollow it out while smoothing a handle. Once dry it is filled with fecal matter. Not only do the young enjoy the squishy sounds of impact, the elders enjoy the fact that the weak are culled very quickly by disease.

Targets hit by an orcish rot stick must make a Fort save (DC 7) or contract a random disease. To determine the disease contracted, roll 1d6 on the chart below.

die roll Disease

1	Hepatitis.
2	Tetanus.
3	DIC (disseminated intravascular coagulation), a massive thrombosis post-infection that induces spontaneous bleeding. Character is affected as if damaged by a wounding weapon.
4	Plague.
5-6	No disease is contracted.

Oruk Great Vardatch

This large two-handed spiked and serrated cleaver of a sword is wielded primarily by the oruks of Izrador's elite forces. One edge is serrated as a vardatch, but the tip is spiked in both directions, and the grip allows for continuous horizontal or angled slashes that are surprisingly fast for such a large weapon. The huge sweeping slashes lend themselves well to Cleave-style attacks.

Slaver's Whip

This weapon appears to be a whip with a long handle and a leather loop. The slaver's whip follows the same rules for the standard whip weapon, except where noted here.

The handle is used as a goad and as a club, and the loop can be used to wrap around the hand, helping prevent the wielder's being disarmed: this effectively grants the user a +5 bonus on disarm checks to avoid being disarmed, or as a noose to lead off a slave. Some slaver's whips have a knife hidden in the handle.

Statistics: Exotic class, one-handed melee weapon, cost 15 vp, damage (whip) 1d2 nonlethal (small)/1d3 nonlethal (medium), damage (handle) 1d4 (small)/1d6 (medium), critical x2, weight 2 lbs., type slashing, reach (whip) 15 ft.

New Armors

Orcish Plate

This armor is the heaviest issued to orc soldiers, but like the vardatch they carry it is crude. The front of the armor is plate and the back is leather; this is done to both save on materials and not to impede the orc's movement, but still provides heavy protection. If attacked from the back the armor bonus is reduced to +2, something the elves are very aware of.

Sharisil Disc Shield

These small spiked metal shields fit on the forearm and are mounted with a special device called a disc launcher, the trigger for which is a wrist action. This weapon was specially designed for the Sharisil. The discs it fires are about 4 inches in diameter and surrounded by small razor-sharp teeth that cut through armor and flesh with ease. The shield only holds one disc at a time, but another can easily be reloaded as a move equivalent action. The disc projectiles ignore the armor class bonus provided by any nonmetal armor (or the first 3 points of natural armor if a beast).

New Covenant Items

Mirail's Embrace


This cedeku was created by Sharil in honor to his brother Mirail and his marriage to a beautiful woman whose name has been lost in time. It is said the blade resembled a lady's hand and had an edge so sharp that it could cut anything even with the gentlest touch. The truth behind the blade, however, is that Sharil loved the woman his brother was to marry, and so created the blade with a rare gift: the fingernails of a demon given by its own will.

As the years went by, Sharil's love strengthened as his brother's health waned. At his love's side he watched his own brother slowly die, until he could not wait anymore. One night he walked into his brother's room and took the blade, raising it in the dark, and as he struck the bed once, he heard a scream, a woman's voice.

Turning the body and watching in horror, Sharil saw his love lying there, lifeless, in her eyes a look of sorrow and unequalled pain. He ran away from the sight, leaving the blade behind, unaware of the weak grasp that held it.

Sharil was killed not long after. He could not recognize his own brother, for he seemed corrupted beyond words, his soul and will lost to the demon housed in the blade, having lost his true love by his own brother's hand.

From that day on the blade gained a dark taint and its carvings matched the dangerous and blood-red fingernails of the demon. It is



said the blade returns to its gentle appearance whenever the blade feeds on another innocent soul, keeping that appearance until the dawn of a new day.

Mirail's Embrace Abilities by Level

- **1st level:** The blade can emit a bloody red light once per day: regular illumination to a 30-foot radius, and shadowy illumination extending up to 60 feet. Mimicking Sharil the night he entered his brother's bedroom, the wielder of the blade gains a +2 profane bonus to Climb and Jump checks.
- **3rd level:** The wielder of the blade regains hit points at an increased rate, effectively doubling all hit points healed. Due to the blade's curse, however, the wielder of the blade does not regain any ability score damage while carrying the blade and for one week after that, the curse of Mirail still lingering upon the blade, causing all who wield it to share his fate.
- **5th level:** The blade gains a +1 enhancement bonus. In addition, the wielder's profane bonus to Climb and Jump checks increases to +4.
- **8th level:** The blade manifests its true nature, becoming an unholy weapon that deals +2d6 to all good creatures it hits. The blade also counts as an evil weapon for purposes of bypassing damage reduction. Any good-aligned creature that carries the blade gains one negative level.
- **11th level:** The blade gives the wielder the gift of darkness, allowing him free use of the Scent feat, and also turning his hands into demonic claws. The claws lack any potential to be used as weapons, but they increase the profane bonus to Climb and Jump skill checks to +8.
- **14th level:** The blade enhancement bonus improves to +2 and the wielder's hit point healing rate is triple the normal rate. The curse of Mirail now embraces the character to a deeper extent, giving him a -4 penalty to all saves made to resist poison or diseases. If the character is immune to poison or disease by any means he loses the immunity while carrying the blade and for a week after parting with it; otherwise he suffers no penalty to the saves made to resist poisons and diseases.
- **18th level:** Upon scoring a critical hit the cedeku emits a soft and gentle voice that sounds like a woman's voice. Only the target hit with it can hear the voice, suffering the effect of a *confusion* spell for 2d4 rounds unless he makes a successful Will save (DC 16).

Leopard Sword

The Leopard Sword was crafted near the middle of the Second Age, as a gift bestowed from a Sarcosan tribal leader to the Dornish warrior Liam Stiofan. The Dorn had come upon a young Sarcosan girl in the wild plains north of present-day Al Kadil, who was being quietly stalked by one of the big plains leopards.

The story goes that despite not having a weapon, the warrior from House Stiofan tackled the leopard just as it was pouncing. With naught but his bare hands, he wrestled the massive cat down before breaking its neck. With the corpse of the leopard on one shoulder and the young girl holding his other hand, he led her safely back to the tents of her tribe, which were just over the next hill. The Sarcosans that saw the approaching massive Norther panicked at first, but when they saw his smile and heard the excited cries of the chieftain's daughter, and saw that she was unharmed, their worry turned to relief, and then to outright gratitude. The thankful tribal leader insisted that the Dorn stay with them for the week, and lively celebrations and hearty feasts were had each night. On the last eve before the Dorn had to continue on his journey, the chieftain presented Liam with the Leopard Sword, saying that such a great warrior should not be without a weapon in the wildlands. His shaman/spiritual leader had worked feverishly over the past few days to create the fine blade.

The Leopard Sword is a masterwork cedeku, and the handle is crafted of bone hewn from the very plains leopard that Liam killed on that day long ago. It is also said that the colorful red and blue leather thongs which are wrapped about the handle are the tanned hide of that same leopard. A tuft of leopard fur hangs from a tassel on the pommel, and the blade gleams with a perfect finish.

Leopard Sword Abilities by Level

- **1st level:** Sight of the leopard: the possessor gains low-light vision.
- **3rd level:** Grace of the leopard: the possessor has a +4 on Hide and Move Silently skill checks, and a +12 on Hide skill checks in tall grass and heavy undergrowth.
- **6th level:** Claws of the leopard: +1 enhancement bonus, Wild special ability (the possessor preserves this enhancement bonus while in a wild shape).
- **9th level:** Roar of the leopard: Thundering special ability (on a critical hit the weapon roars like a leopard and deals an extra 1d8 points of sonic damage. The target must make a DC 14 Fortitude save or be deafened permanently).
- **12th level:** Bite of the leopard: Vicious special ability (Deals an extra 2d6 points of damage to the opponent and 1d6 points of damage to the wielder).
- **15th level:** Pounce of the leopard: the possessor gains the Pounce monstrous ability (when the possessor makes a charge, he can follow with a full attack).

Invocations of the Dark

Baden's Bluff, Arc of Hanud, 99 Last Age

Two men move swiftly across the docks, their faces hidden inside dark hoods, one of them pauses and looks around while the other goes aboard a docked barge, the two of them then move below decks.

A single gnome is waiting them right at that end of the small set of stairs, she hands them a single shining box, dark as the Shadow itself and whispers.

"Theros sends you his regards."

She then turns her back on them and locks herself inside her quarters, the two men leave the boat as quickly as they came, merging with the darkness of the alleyways of the Bluff.

Glyphs

Glyphs are a new kind of magical item, requiring careful work of the artisan. Each bears a spell, much like a scroll would. A glyph is activated by a command word and discharges the spell contained upon the bearer of the glyph. To make a glyph an artisan must have the Scribe Scroll feat, and make tattoos on the bearer's body for a number of days equal to half the spell energy cost of the spell used in the glyph, paying the spell energy cost for that spell every day during the crafting period. If an artisan is not able to cast a spell, either by his relevant ability score being lower than the spell's level or by being of insufficient level, he cannot inscribe a glyph with that spell.

The process of inscribing the glyph requires the artisan to invest his own power, paying an amount of experience points equal to 20 per point of spell energy of the spell.

At the end of the tattooing process the artisan makes a Craft (tattooing) check with a DC equal to 10 plus double the spell energy spent on the crafting. If the check is successful the glyph has been successfully created; if the check fails the character may try again, but all experience points invested in the process are lost.

Spells with expensive material components and an experience point cost must have their cost paid in addition to the costs given above. A character does not need a nexus to craft a glyph, but faces the risk of failure in the process of inscribing it.

A glyph does not occupy any of the magical item slots a character normally has, but he is not allowed to bear more than one glyph at any time.

Sample Glyph

Se'La Teleness Magical Glyph

These magical glyphs are used by the Se'La Teleness to destroy themselves utterly, ultimately evading capture. When the glyph is activated it instantly disintegrates the bearer, leaving no trace nor remains behind.

Caster Level: 11th.

DC: 22.

Prerequisites: Scribe Scroll, Craft (tattooing), *Disintegrate*.

Market Price: 3,000 vp.

XP Cost: 120 xp.

Days to Scribe: 3.

New Domains

The following are new domain options given to legates, these are in addition to the normal choices they get, but they are still restricted to only two domains. Individual GMs might also want to make these domains a special choice of a given sect or group within the order, this is encouraged, as it shows the fragmentation of the order and how they can also be identified by the power granted to them by the dark lord.

Darkness Domain

Granted Power: You gain darkvision to 30 ft., or your darkvision is extended by 30 ft. if you already have this ability. Additionally, you gain the supernatural ability to see through magical darkness of all kinds up to a range of 30 ft., regardless of your darkvision range.

Darkness Domain Spells

Spell Level	Name and Brief Description
1	Cloak of Shadows: grants concealment and hide bonuses.
2	Darkness: 20-ft. radius of supernatural shadow.
3	Deeper Darkness: Object sheds supernatural shadow in 60-ft. radius.
4	Utterdark: Object emanates total darkness and stops all sounds in a 20-ft. radius.
5	Nightmare: Sends phantasmal vision to prevent creature from resting.
6	Cloak of Shadows, Greater: Caster becomes incorporeal.
7	Utterdark, Greater: Object emanates complete darkness and stops all sounds in a 60-ft. radius.
8	Eternal Darkness: Object emanates an evil aura that completely darkens a 60-ft. burst permanently.
9	Darkness Profane: 60-ft. spread of complete darkness damages and sickens good creatures.

Hatred Domain

Granted Powers: Once per day you may choose a single opponent against which you gain a +2 profane bonus on attack rolls, saving throws, and Armor Class for 1 minute.

Hatred Domain Spells

Spell Level	Name and Brief Description
1	Doom:
2	Scare: Shakens a single target.
3	Bestow Curse: Places curse on object or person.
4	Song of Discord: Creatures in a 20-ft. radius attack each other.
5	Righteous Might: Your size increases, and you gain combat bonuses.
6	Forbiddance: Stops all summoning and damages creatures of different alignment that enter the area.
7	Blasphemy: Kills, paralyzes, weakens, or dazes nonevil subjects.
8	Antipathy: Location or object repels creatures.
9	Wail of the Banshee: Kills one creature/level.

New Spells

Cloak of Shadows

Evocation [Darkness]
Level: Darkness 1, Leg 1
Components: V, S
Casting Time: 1 standard action
Range: Touch
Target: Creature touched
Duration: 1 minute/level (D)
Saving Throw: None
Spell Resistance: No

The subject is surrounded by a great billowing mass of swirling shadows which grant the subject concealment (20% miss chance) and a +5 circumstance bonus to all Hide checks made in shadowy areas.

Cloak of Shadows, Greater

Transmutation [Darkness]
Level: Darkness 6
Components: V, S, DF
Casting Time: 1 standard action
Range: Touch
Target: Creature touched
Duration: 1 minute/level (D)
Saving Throw: None
Spell Resistance: No

You enshroud yourself with a great swirling cloak of shadows, and then are seemingly absorbed by it, appearing to be much like a shadow or wraith in appearance. You are treated as incorporeal as long as the spells last, and magical and silver weapons ignore any miss chance for being incorporeal in this way.

Darkness Profane

Evocation [Darkness, Evil]
Level: Darkness 9
Components: V, S, DF
Casting Time: 1 standard action
Range: Medium (100 ft +10 ft/level)
Area: 60-ft.-radius spread
Duration: 1 round/level
Saving Throw: Fortitude partial (see below)
Spell Resistance: No

You hurl a blast of dark, unholy power that fills a 60-ft. spread with complete darkness and lingers in the area, damaging good creatures and making them sick. Creatures in the area of effect are allowed a Fortitude save or suffer 1d6 points of damage per caster level and are sickened for the duration of the spell. If the save is successful, a creature takes half the damage of the spell that round.

Evilly aligned creatures can see normally through the darkness created by this spell.

Empower Astirax Companion

Transmutation
Level: Leg 3
Components: V, S, DF
Casting Time: 1 action
Range: Touch
Target: Animal possessed by an astirax
Duration: 1 round/level or special
Saving Throw: Will negates

Spell Resistance: Yes

The target animal possessed by an astirax causes an additional magic drain on its next successful attack. The astirax drains 1d4 points of spell energy more than usual on the attack for every five levels of the caster (up to a maximum of +4d4 at 20th level). The spell lasts until the possessed animal makes a successful attack or the spell duration expires.

Eternal Darkness

Evocation [Darkness, Evil]
Level: Darkness 8
Components: V, S, DF
Casting Time: 24 hours
Range: Touch
Target: Object touched
Area: 60-ft.-burst radius centered on an object
Duration: Permanent
Saving Throw: None
Spell Resistance: No

This spell causes the object touched to radiate complete darkness in a 60-ft. radius burst permanently. In addition, the area radiates evil, is protected as per a *magic circle against good* spell, and all rebuke undead attempts made within the area are made with a +4 profane bonus; turn undead attempts instead suffer a -4 profane penalty.

Feed Fell

Necromancy
Level: Cha 4, Leg 4
Components: V, S, M
Casting Time: 1 minute
Range: Touch
Target: One creature with one of the Fell templates
Duration: Instantaneous
Saving Throw: Will negates (harmless)
Spell Resistance: No

This spell provides nourishment to a single Fell creature, impeding the further decay of the subject as if he had just fed on warm flesh.

Material Component: 10 lbs. of warm flesh from any creature with an Intelligence score of 5 or more. Fell larger than medium size require greater amounts of flesh, double the given amount for every size category the creature is larger than medium. Note that two doubles do not equal a triple; this is an exception to that rule. Likewise, smaller Fell require half the given amount for every size category smaller than medium.

Freeze Water

Transmutation [Cold]
Level: Cha 2, Drd 2
Components: V, S, F
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Area: 10-ft. square/level; see text
Duration: Instantaneous
Saving Throw: None
Spell Resistance: No

This spell makes all water in the area of effect instantly become ice. If the water has very high salinity (arctic or dead sea water, for instance), halve the area of effect. You can affect a 10-ft-square area to a depth of 4 feet. Creatures on the water at the time of casting must make a Reflex save or be caught inside the frozen area.

Creatures that are not immersed in the water but in contact with it have a +2 bonus to their saves and are allowed to break free as a full-round action (Strength check DC 10). A boat less than 20 ft. long on the surface is automatically trapped, and must either be hacked out or wait until the ice melts. Larger ships require multiple uses of the spell to be trapped. Creatures caught in the area of the spell do not take any damage, but are exposed to low temperatures; see Cold Dangers in the core rules.

Focus: A sphere of perfectly polished ice.

Frost Bridge

Conjuration (Creation) [Cold]

Level: Cha 2, Drd 2

Components: V, S, F

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: One bridge of ice 5 ft. wide, 1 in. thick, and up to 10 ft./level long.

Duration: Concentration +1 round/level

Saving Throw: None

Spell Resistance: Yes

You create a translucent bridge of magically strong ice. The bridge must be anchored to solid objects at both ends, but otherwise can be at any angle you desire. Additionally, it must be continuous and unbroken when formed. Creatures can move on the ice without difficulty, as it is not slippery and can hold 200 lbs. per caster level. The bridge cannot be broken by normal means, but it can be melted down as normal ice would.

Focus: A flat square of polished ice.

Revert fell

Necromancy

Level: Cha 6, Leg 5

Components: V, S, M, XP

Casting Time: 1 hour

Range: Touch

Target: One creature with one of the Fell templates

Duration: Instantaneous

Saving Throw: Will negates (harmless)

Spell Resistance: No

This horrible spell takes still-warm flesh and reintegrates it into a Fell creature, returning the Fell to a less decayed state. The subject loses the current Fell template and regains whatever template it had previously, to the last decaying process.

If the subject of the spell did not have any other Fell template before the current one, the spell returns it to the state it had when it became a Fell, restoring any Intelligence lost from the lack of feeding as well as its original appearance.

This spell has no effect on other forms of undead, nor creatures that have not yet risen as Fell. Also, the spell does not provide any means of preventing any further decaying of the subject, and cannot target a Fell creature who has failed to feed for at least one year.

Material Component: Warm flesh from a creature with an Intelligence score of 5 or greater; the amount needed is appropriate to the size and condition of the Fell, as noted below.

A very decayed maelgral might require an entire body's worth of flesh, while an ungral might only require the equivalent of a leg. The components need not match the decayed parts of the Fell, nor be from a single source. So long as there is a sufficient volume of flesh, the spell will work.

If a complete creature is sacrificed as the component for this spell, that creature has a 50% chance of rising as a skeleton or zombie in 1d4 days. The spell costs the caster 300 XP.

Utterdark

Evocation [Darkness]

Level: Darkness 4, Leg 4

Components: V, S

Casting Time: 1 standard action

Range: Touch

Target: Object touched

Area: 20-ft.-radius emanation centered on an object

Duration: 1 minute/level (D)

Saving Throw: None

Spell Resistance: No

This spell causes the object touched to radiate complete darkness and stops all sound in the area. If a spell of 4th level or higher with the Light descriptor is used to counter *utterdark*, the silencing effect is not countered, remaining in the area until the spell ends.

Utterdark, Greater

Evocation [Darkness]

Level: Darkness 7

Components: V, S

Casting Time: 1 standard action

Range: Touch

Target: Object touched

Area: 60-ft.-radius emanation centered on an object

Duration: 1 day/level (D)

Saving Throw: None

Spell Resistance: No

This spell causes the object touched to radiate complete darkness and stops all sound in the area. If a spell of 7th level or higher with the Light descriptor is used to counter *greater utterdark*, the silencing effect is not countered, remaining in the area until the spell ends.

Shadow Scrolls

Baden's Bluff, Arc of Hisha, 99 Last Age

To Inquisitor Fahâad.

Congratulations on rooting out all those traitors, I hear there are few left now, and that more than one of them has helped in turning the others.

Because of your progress your services have been assigned to a new ordeal on Erenhead, where a rebel cell has managed to avoid the High King's troops for three arcs now.

The Order has also assigned me to intervene on the Bluff and the task of stabilizing the city will be mine. I will be arriving in two weeks, you are to stop all persecutions and stay on watch until then.

Sincerely,

Harrower Theros Azmâhn.

The Storm Crow

As the Second Age neared its end, a mystic appeared to the host of the kalif of Calisham. The mystic wore the garments of a senior member of the Sahi and had an aura of great power. The mystic, Salasin, came to warn the kalif of the terrible war that was coming and the destruction it would bring to the people of Eredane. The kalif was not a man to be fooled by false prophets or fakirs, but he believed the mystic or at least feared his power. Salasin told the kalif that the Shadow in the North was stirring and was reaching out its hand to strike down those who would oppose him, including the kalif. Salasin warned of assassins sent to kill him and others like him throughout the south. Salasin provided more than dire warnings; his predictions included when the attacks would occur and who would conduct them. The kalif's men uncovered several teams of assassins proving the strength of Salasin's visions. Salasin's influence grew with every passing day. Sahi priests came from the surrounding villages and cities to meet the mystic and learn from him.

Salasin held a place of honor with the Sahi for almost thirty years. His predictions and interpretations of the messages from the Riding Host helped guide the Sarcosan people through the battles at the end of the Second Age and through the tough years after the Shadow retreated. On a moonless evening in the year 23 of the Third Age, Salasin gathered his closest followers and told them that he would soon ascend to the Riding Host. His followers begged him to stay, but he told them that he would not be lost to them and would watch over his followers and the Sarcosans and return when he was needed. Without another word, he rose and walked into the darkness. In the morning his followers searched for his trail but one could not be found. Even the best trackers could not find him. Many believed that Salasin truly ascended to take his rightful place in the host.

Many years passed and the words and deeds of Salasin turned into legend. Sahi priests tried to emulate his teachings, but none could match the clarity of his predictions or hear the messages like he could. More than two hundred years passed before Salasin was seen again. In the winter of 241 Third Age, an old man, claiming to be Salasin, appeared to the kalif of Cambrial. The old man was the

image of Salasin, as if he had walked out of a painting. The kalif brought the old man to his Sahi advisors, who tested him for three days. On the fourth day they proclaimed he was indeed the great mystic and teacher Salasin. The old man brought dire predictions of corruption, deceit, and Izrador's foul influence. He accused high-ranking officers and ministers of corruption and consorting with the Shadow. He revealed a black mirror that was hidden just outside the city. Hidden arms caches and networks of Shadow spies were exposed. The old man survived at least three assassination attempts as the kalif and his loyal soldiers purged the city of the Shadow's foul taint. As the kalif hung the last traitor, the old man disappeared.


Over the next six hundred years, a figure calling himself Salasin appeared to rulers throughout Southern Erenland. His predictions were always dark, forever warning of the growing strength of the Shadow in the North. He never spoke of prosperity or peace. While the people honored him and valued his help, he was labeled the Storm Crow, for where he walked there was bloodshed and destruction. The Storm Crow never stayed in an area more than a single arc and was rarely seen more than once in a generation. Kings, clan lords, and even the Witch Queen sought out the Storm Crow to seek his wisdom, but no trace could be found. The Storm Crow came when needed and left after the evil had been exposed.

For six hundred years, the Storm Crow kept the Shadow's influence from spreading through Sarcosan lands. In the last years before the end of the Third Age, the Storm Crow appeared to the nomadic riders in the south, telling them to prepare for the end of the Kingdom of Erenland. He predicted the betrayal of the Sarcosans by a great warrior, a favored son, who would be broken and recast by the Shadow. His visions were dark, even for the Storm Crow. The end was certain. He advised the nomadic riders to conserve their strength and beware the host from the north. The battle would be lost, but the war might be won if enough strength could be preserved. The leaders were amazed when the Storm Crow told them not to ride north when the Shadow came, as the kingdom's doom was written clearly in the stars. Many followed the Storm Crow's advice and did not ride to support their king at the last battle. While they lived in shame they preserved future hope for their people.

Recently, word has spread through the free people that the Storm Crow, Salasin, has returned to share his wisdom and power with those who still resist. The rumors, if true, would explain the free riders' success of late against the Shadow's armies in the south. If Salasin has returned, he will become a leader of the resistance in the south and a major thorn in Jahzir's side.

What's really going on?

Salasin is an extremely powerful devil/outsider that was allied with Izrador during the battles that led to Izrador's spirit being cast down to Aryth. Salasin attempted to betray Izrador when it became clear that the Dark God was going to lose. Salasin knows that his betrayal will never be forgiven and that the Dark God will destroy him if he is found. When the veil cut off his access from the other planes, he hid in the virtually uninhabited southern portion of Eredane, sensing Izrador's growing power in the north. He watched the arrival of the Dorns and the slow retreat of the fey. The battle at the end of the First Age convinced him that Izrador was intent on taking Eredane and crushing any who opposed him. He had to find a way to protect himself and keep the Dark God from regaining his full power.



The invasion of the Sarcosans gave him the tools he needed. As the Sarcosans settled the south and conquered the Dorns, Salasin studied them. He observed their customs and, more importantly, their religion. After devouring a small monastery of Sahi priests and ripping their knowledge from their dying minds, he realized just how he would manipulate the Sarcosans to be his weapon against Izrador. He would pose as a Sahi mystic and “predict” events that would earn him the trust of the Sarcosan lords. He would use his skills in divination and his ability to shift forms to infiltrate the Shadow’s organizations in the south and expose them to the Sarcosans. Using these methods, Salasin successfully exposed much of the Shadow’s corrupting influence, but he could not expose it all. He divined the fall of Eredane and the betrayals that would result in the formation of the Night Kings. He could not let his weapon against Izrador be completely destroyed, so he preached against fighting in the last battle. He was able to save thousands of warriors from dying that day. Since the Last Battle, he has been in hiding, only appearing to save his own skin and to prevent Izrador from completely controlling the south. Salasin knows that he has few options if the free riders fall. The elves would soon uncover his deception, and the dwarves are doomed. If he felt he had another option to stop Izrador, he would abandon the Sarcosans to their fate.

Salasin has recently joined the host of Kalif Saida. The kalif is suspicious of Salasin, but will use every tool he can to save his people. The kalif has attempted to limit Salasin’s influence among the riders until he can be sure he is the Salasin of old.

The Living Corith

Among the ranks of the legates of the Order of Shadow there are those whose hearts are darker than their fellows, whose vileness is an order of magnitude beyond that which is common to all those who have sold their souls to the Shadow. The foulest of these reprobates do not make Theros Obsidia their home; rather, they dwell in the Foul Bog of Eris Aman and from there experiment with necromancy and corruption, seeking the ultimate weapon to use against the elves.

Disparaged as the Canker Legates, this officially unnamed group labors with great magic, seeking ways to turn the elves’ forest home against them and a way to corrupt the Whisper. For years they have experimented with various flora and fauna, and have recently met with success.

An ancient willow tree was awakened by a channeler in the service of the Canker Legates, and the spirits of lost souls were bound to it to give it an even greater level of intellect. Further necromancies were worked on the tree, giving it something of a strange unlife, then two additional experiments were worked and proved to be successful.

The first was the binding to the tree of the spirits of elves who were tortured and sacrificed in vile rituals dedicated to the Shadow. As the elves passed from this world their souls cried out to the Whisper, and the Whisper heard. The tree now possesses a link, albeit tenuous, to the Whisper, and the Whisper is afraid.

The second experiment was to use the tree as the focal point for various sacrificial rituals that would normally be performed to create a black mirror. Blood from the sacrifices was gathered in an enormous bowl-like depression at the top of the trunk and, after much magical labor, the tree began to drain magic from the lands around it. While it is not yet as powerful as a normal black mirror, it seems to be growing stronger.

The Canker Legates now plan to move the tree, dubbed the Living Corith, into Erethor to see if its aura of malignant influence can spread, draining the magic, and possibly even the life from the forest and the elven inhabitants, and corrupting the Whisper.

The Living Corith is essentially a weak black mirror, but has the stats of an advanced, gargantuan treant that is undead. It disrupts the Whisper in a one-mile radius but, as it grows in power, its disruption effect will increase all the more. It will also cause the forest to decay

around it. At first this will be a small radius and the effect will be imperceptible but, over time, both the radius and the speed of the decay will increase. If left for a dozen or so years it would completely wipe out Erethor.

Within its sphere of influence, the Living Corith also automatically generates a *nightmare* effect as per the spell of the same name, but as a supernatural ability that requires no action on its part. As it grows stronger, the power of this effect will increase, such that it will also produce effects that duplicate *confusion* and *phantasmal killer* spells.

Adventure Ideas

- Before the tree is “activated” the party might investigate the capture of numerous elves or their disappearance in the Foul Bog of Eris Aman.
- After the tree is “activated” the party may have to intercept it while it is on its slow but inexorable march from the Foul Bog to Erethor.
- What is disrupting the Whisper?
- Why is the forest decaying?

The Astirax

He devours the magic of this world. He rends Aryth’s very soul; devouring, draining, consuming. His breath pours forth and overwhelms; yes, it consumes, it is a consuming darkness. He will leech this world of all of its power, all of its life, and with all of its essence gathered to his bosom he will ascend once more to the heavens to take his place as Lord of All.

This is from the canon of the Order of Shadow. This same utterance has been attributed to numerous legate seers while they have been gripped in some sort of spiritual ecstasy, during which time the Shadow himself possessed them. Each time such a word has been spoken, the seer has been left bereft of any semblance of sanity. In addition, many dying legates also proclaim this utterance with their last breath.


Origins

“Nearly unknown in the mundane world, astiraxes are the bane of Aryth’s spellcasters. Izrador created the astiraxes during the wars of the Third Age to help his servants find and eradicate any spellcaster that stood against him. He knew that without the aid of magic, Aryth’s people would easily fall to his forces. To this day, legates are given an astirax as a companion and ally in their task to destroy the last remnants of magic among the subjugated peoples of the world.

Astiraxes are naturally invisible and incorporeal spirits. Should they become visible, they appear as apparitions of rotting animals. They take on the appearances of all the animals they have possessed, causing older astiraxes to look like a cobbled-together, phantom animal golem, made of the rotting flesh of dead animals.”

- Excerpt from the 1st Edition MIDNIGHT Campaign Setting.

As Izrador’s powers increased, he grew increasingly aware of his need for powerful allies to achieve his goal of draining Aryth of its magic. From the ineffable evil of his heart and from the substance of his black breath came creatures of tangible darkness that not only blinded eyes, but closed hearts and remove consciences. These creatures were the *ur-astiraxes* or greater astiraxes and the time of their birth is not known.



These powerful minions of the Shadow seem to exist in constant communion with their dark master, causing many of the greater legates to wonder whether they are actually minor avatars of the Shadow rather than individual creatures. Nevertheless, no legate dares to enquire or experiment further, for even Sunulael treads carefully when these creatures are present.

The ur-astiraxes created lesser spawn, the much more common astiraxes, from animals that they possessed and transformed, sloughing away their flesh and bones to leave an incorporeal spirit of malefic hatred. These spawn became the common astiraxes, the ubiquitous companion of all legates, this spawning continues to this day.

While the peoples of Aryth are generally aware of the existence of the astiraxes, few know of the ur-astiraxes or their importance to the Shadow.

Purposes

The astiraxes were spawned specifically to aid their legate “masters” in their hunt for the magic of Aryth. By some mysterious process, Izrador consumes any spell energy drained by an astirax.

The overall goal of the ur-astiraxes is to assist Izrador in his draining of Aryth’s magic because it is this gathered magic that will provide the Shadow with the power to sunder the Veil and challenge the powers that cast him down so long ago.

To this end, the ur-astiraxes were created both to spawn common astiraxes and also to act as tools that provide the necessary energy for a black mirror to be created. In addition, the greater astiraxes serve as living embodiments of the Shadow’s will.

Vulnerabilities

Those that have successfully combated astiraxes know that the incorporeal spirit is vulnerable to silver weapons. The extent of this vulnerability is more profound than many think.

An astirax that has possessed a creature is normally thought to be safe from attacks. However, any critical hit with a silver slashing or piercing weapon on a host creature will also inflict normal damage (but not the critical damage) on the possessing astirax.

Slaying the astirax’s host will also harm the astirax, who takes a number of points of damage equal to the host’s hit dice.

Wildland Adventures

Adventuring in Eredane means the characters spend a lot of time on the wildlands, braving the empty spaces between cities and settlements in order to avoid patrols and undue attention, but wilderness does not mean the same as no events, below you will find a series of possible events that bring adventure opportunities and how they can be used by the GMs to turn the time between real campaign events into more than just a few empty days.

Locusts

A vast swarm of locusts is moving through the region. Locust plagues occur about once a generation, and the party comes across probably the only one they will ever see. Vast swarms of locust are moving across the fields/prairie grass.

Possible Impact and Uses

The party can follow the plague to attack forces that are scattered/hunkered down/etc. If the locusts are heading over a town, the party can use the disruption of the locusts to attack and destroy a dark mirror. During the plague, windows will be sealed shut, fires will be burning to keep the locusts out of chimneys, and some families will simply pick up and move out of the area. If a village/small town basically closes itself off, the party could slip in and do tremendous damage with little or no chance of organized

resistance. Twist: the locust plague is going to destroy crops and leave thousands on the brink of starvation (see famine below). Game animals will be gone and food will be very scarce, so players won’t be able to live off the land.

Grass Fire

A large fire, sparked by a violent summer lightning storm, is spreading across the grasslands. With very little rain over the past several weeks, the grass is dry and will catch fire quickly. Animals are fleeing from the fire in all directions.

Possible Impact and Uses

The fire will threaten caravan routes, humanoid lairs, and even some farm villages. The only defense against the fire is to flee. To make matters worse, there are strong winds, which make the primitive firebreaks (ditches, stream beds) ineffective barriers against the fire. The party can use the fire to travel right through the heart of the badlands. As the fire spreads out, the party can enter the fire-damaged region before the normal inhabitants get back, offering a great opportunity to salvage supplies and to attack isolated Shadow groups. Caravans that are forced to alter their route are not as prepared to move through more difficult terrain and open themselves up for ambush. Shadow patrols will be limited due to the fire. Twist: fires are very dangerous and can easily turn against the party when the wind shifts. The party could end up being chased by the fire and suffering from the effects of the heat and smoke.

Landslide

In the southern Kaladrin Mountains a vital pass that supports the orc raiding parties and strongholds has been closed by a major landslide. The orcs out of Low Rock have been sent with a small army of slaves to clear the pass, but this will take weeks, if not months.

Possible Impact and Uses

The isolated garrisons and the inability to re-supply give the party and the resistance the chance to take on the orcs with far more favorable odds. The closed pass will force the orcs to use much more dangerous ways into the mountains and leave them open for attack. The party could also work to make the landslide worse by sealing other areas of the pass. Twist: the landslide also closes off the pass to the party, possibly trapping the party between the blocked pass and an angry and hungry orc garrison.

Unfinished Harvest


The party comes across fields of wheat and fruit trees heavily laden with fruits that have not been harvested. The local village has suffered from slave raids and disease and they don’t have enough healthy people to bring in the harvest.

Possible Impact and Uses

Any help the party provides in getting the harvest in will help the village survive and maybe give them a surplus to trade for other goods. If the party decides to help with the harvest, the villagers will remember and protect/hide the party in the future. Twist: the local orcs/slave raiders know that the village won’t be able to finish its harvest. When the orc patrol comes through and sees that the harvest is in, they will search the village for fresh slaves and steal most of what was harvested.

Famine

The party comes across a valley that is suffering from poor rains, fouled ground water, and damage to its crops. The people may starve over the winter, but they don’t have the ability or goods to



trade to get more food. They are afraid to leave their valley to seek help due to roving orc and goblin patrols and the need to protect the very young and old.

Possible Impact and Uses

If the party was to take wagons and bring back food they could save the village from starvation and earn the gratitude of a village. Doing so will take several weeks of travel and force the party to find and barter for food. Twist: purchasing food will attract a lot of attention. If the party is not local, farmers and spies in the area will report a group buying lots of supplies. The local garrison will assume the party is buying food for the resistance, and will try to follow the party and attack whoever gets the food.

Disease and Sickness

A small village is suffering from sickness/disease and doesn't have the ability to heal themselves or acquire the herbal medicines necessary to end the sickness. Many will die if they don't get magical/herbal healing.

Possible Impact and Uses

The party may be able to provide that healing (supplied by channelers or by using their own herbal medicines) or find the medicines necessary. Using magic runs the risk of detection, and using rare herbal medicines could eliminate the party's own supplies. Once again, by helping the village, the party is gaining potential allies/friends. Twist: the villagers are desperate, and the reward for turning in channelers will cause at least one villager to inform a nearby Shadow garrison that there is a person using forbidden magic in their village.

Dead War Band

The party comes across a war band that lies dead after an ambush. The bodies are relatively fresh, and there is no indication of who conducted the attack. All valuables have been stripped, but the bodies are otherwise untouched. There are three local orc tribes, all of which are known to take prizes (scalps, ears, etc.).

Possible Impact and Uses

The party can make it look like one of the other tribes attacked the war band and possibly create strife between the various orc tribes. Twist: the war band was killed by another local orc tribe who purposefully did not take prizes to disguise the attack. That tribe will try to track down who took the prizes.

Amnesia

The party comes across a legate or senior Shadow friend that was ambushed and left for dead. The injuries the legate/Shadow friend suffered wiped out most of his memories. He can remember his skills, as the body reacts almost instinctively. The person is well known, and most people will want to kill him on sight or run in fear.

Possible Impact and Uses

Properly treated/trained, the amnesiac can be used as a means of getting into areas that are well defended. The amnesiac can be publicly executed to raise morale and send a signal to the Shadow. Twist: the amnesia is only temporary, and the legate/Shadowfriend will realize what is happening and hide his recovery from the party, waiting for the right time to act.

Quarantine

A form of the plague is running rampant in villages and strongholds in and around Davindale. The local legates have announced a quarantine on all nearby villages and towns. Orc

patrols have orders to kill anyone leaving the towns. The orc patrols fear the plague and will try to take down violators of the curfew with arrows/missile weapons, and they will not touch the corpses. Only individuals wearing properly marked armbands are allowed out in the countryside. The plague is striking the Shadow forces harder than the local Dorn population.

Possible Impact and Uses

If the party can get a sick person or carrier into the main orc lairs, hundreds of orcs will die, and the plague could be spread by their patrols. The losses among the orcs could be staggering and would open up Davindale for further resistance operations. On the bad side, there is a real risk that the party will contract the plague and could die as well. Twist: one of the party could be the plague carrier and sacrifice himself/herself to ensure the plague is spread.

Tribal Warfare

The party enters an area where two major orc tribes are fighting for control of land and slaves. The local legates have lost control or have died in the fighting. Normal organization and defensive patrols have collapsed. Fighting will not stop for at least a week as each tribe gathers allies and attempts to gain the upper hand.

Possible Impact and Uses

Attacks on orcs will be attributed to the other tribe unless a witness is allowed to escape. This is a prime opportunity to attack orcs, Shadow sympathizers, or even a shrine to Izrador with much less risk. The orc tribes will not cooperate until one tribe is dominant. Twist: the losing tribe will try to leave nothing behind, burning fields and anything else of value before they retreat. The party may be forced to take an active hand to prevent widespread destruction and most of the human population being killed or enslaved.

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