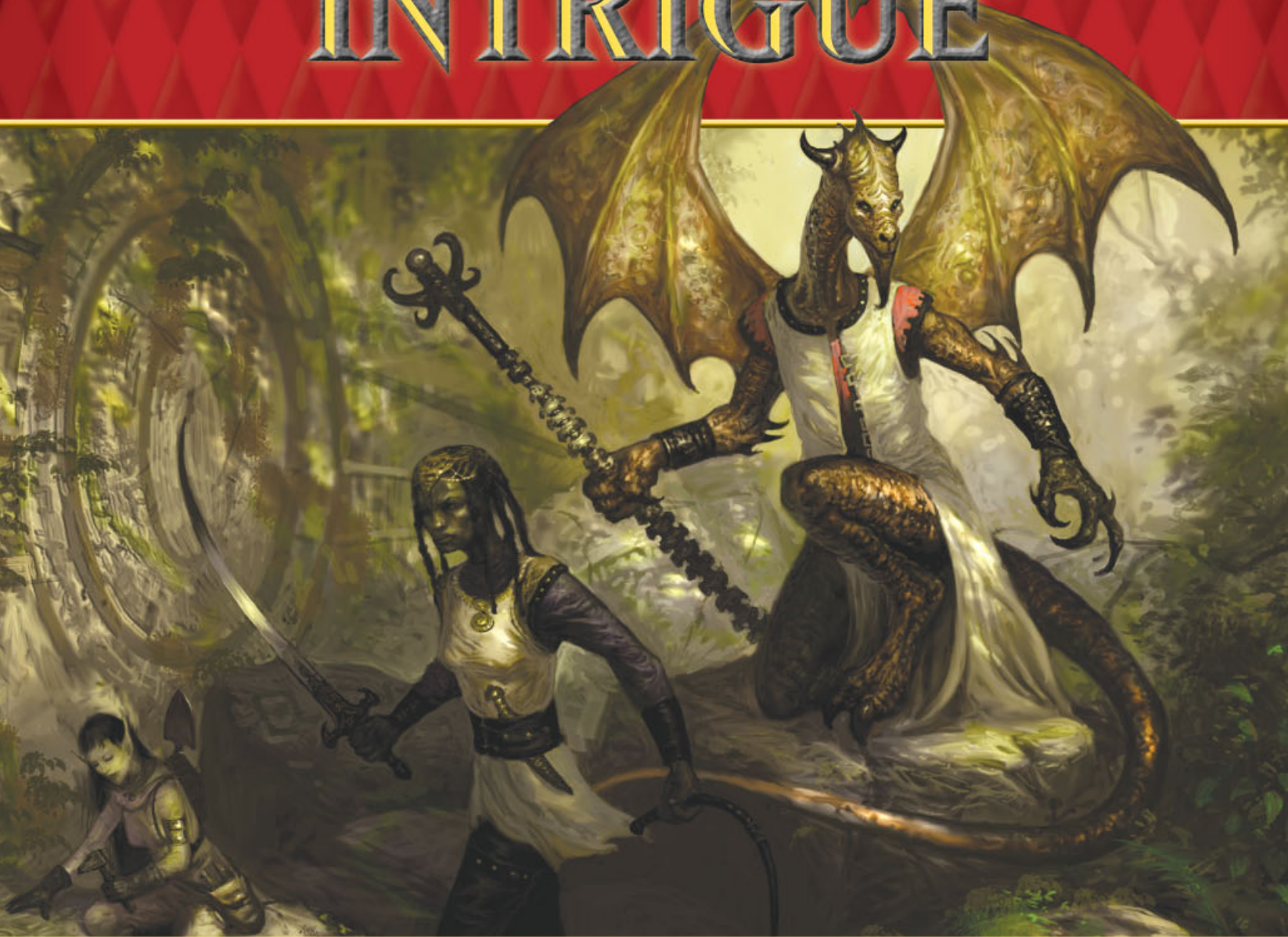




MONTE COOK'S ARCANA EVOLVED:

RUINS OF INTRIGUE



A CAMPAIGN SOURCEBOOK

Mike Mearls



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RUINS OF INTRIGUE



A CAMPAIGN SOURCEBOOK BY MIKE MEARLS

*Requires use of Monte Cook's Arcana Evolved, published by Malhavoc Press
Requires use of the Dungeons & Dragons® Third Edition Core Books, published by Wizards of the Coast, Inc.
This book utilizes updated material from the v. 3.5 revision.*

ADDITIONAL CREDITS

Editing: Carrie A. Bebris • **Proofreading:** Scott Holden-Jones • **Production:** Sue Weinlein Cook
Cover Illustration: J. P. Targete • **Interior Illustrations:** Scott Purdy and Patrick Keith
Cartography: Ed Bouelle • **Creative Director:** Monte Cook
Cover Design: Peter Whitley • **Interior Page Design:** Lisa Chido

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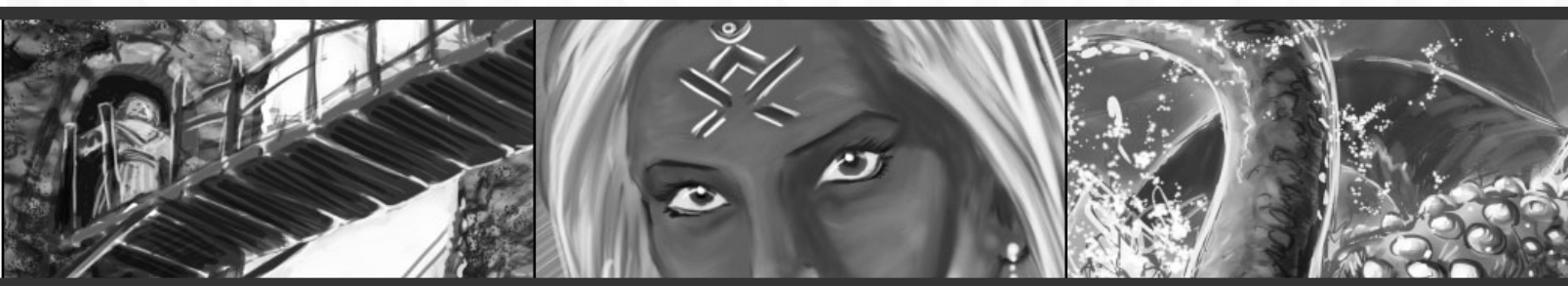
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INTRODUCTION:

Adventure Awaits

From the towering mountains of the Bitter Peaks to the haunted wastes of Verdune, the Lands of the Diamond Throne offer a multitude of sites for adventure. This book focuses on one such place: the ruined, forgotten city of Serathis. Emerging into the world like an iceberg looming in the mist, Serathis appeared within the fabric of the akashic memory wholly formed, as if it had hidden in plain sight. Undisturbed by outsiders for centuries, it is a treasure house of ancient magic, gold, gems, and other riches. But Serathis also offers deadly threats in a measure equal to its wealth.

CHAPTER ONE: BACKGROUND AND HISTORY

The book begins with an overview of the city, including its past and possibilities for its future. This section also explains how you can use this book to create a campaign. Five suggested campaign themes demonstrate how to use the NPCs, creatures, and locations present within the city. Four new monsters round out the section.

CHAPTER TWO: THE SAFE QUARTER


Living beneath the weight of an uneasy truce, the dragons and giants who came to Serathis share a small section of the ruins that has been tamed and partially rebuilt. Dubbed the Safe Quarter, this place offers refuge from monsters and traps—but also holds plenty of political intrigue, opportunistic thieves, and scheming, ambitious power brokers.

CHAPTER THREE: THE SLUMS

Wrecked and ransacked, the area known as the Slums sits just outside of the civilized Safe Quarter. So named because its buildings are crumbled ruins and the treasure pickings are slim, the Slums serve as a home to those who choose to avoid the Safe Quarter's politics. It also harbors a host of lesser monsters. While popular wisdom maintains that the Slums hold little treasure, a few hidden caches remain undiscovered—with comparatively little competition for them.

CHAPTER FOUR: THE BARRENS

Overrun with swamps, forests, and streams, this lush section of the ruins earned its name not because it is devoid of life, but because treasure hunters consider it a daunting region empty of easy treasure. Rife with monsters, including a variety of aberrant monstrous beasts created by the city's Builders, the Barrens holds many secrets that only a diligent adventuring band might uncover.



Ruins of Intrigue provides a complete framework for a Monte Cook's *Arcana Evolved* campaign. It is designed to contain a multitude of stories, from treasure hunters in search of their next big haul to political maneuvers that tread the careful balance between the powers that claim the city: the Hu-Charad giants and the mighty dragon Krovacatharis. Many of the nonplayer characters (NPCs) and mysterious sites harbor secrets that you can change to fit your needs—select from the options given in each description or create your own. In any case, the ruins are never the same each time you run a campaign here.

WHAT'S INSIDE?

Ruins of Intrigue is broken up into five chapters, the bulk of which describe the city district by district.

CHAPTER FIVE: THE FOREST OF TOWERS

A prime location for treasure seekers and adventurers, the Forest of Towers is a collection of cyclopean ruins and strange sites that pulse and throb with magical energy. Many of the treasure seekers in Serathis consider this their primary destination. While you might find gold and jewels scattered about the floor of an open tomb or ruin, there are plenty of strange monsters and murderous thieves in this region as well.

APPENDIX: KEYWORD REFERENCE

A brief appendix sorts the adventure locales in this sourcebook by type and difficulty of challenge.

HOW WILL THIS BOOK

IMPROVE MY GAME?

Ruins of Intrigue is designed to make it as easy as possible to run an entire campaign or simply a single adventure of *Arcana Evolved*. Nearly every location site and NPC has several secrets and plots surrounding it. To make this book as flexible as possible, none of the secrets has a single, definitive answer. For example, the spy who works in the Safe Quarter's most popular bar might pass information to the giants, the dragons, or a strange cabal of spellcasters. His motives (and employer) may change and his place in the city might shift to accommodate your needs. If the player characters (PCs) need a contact to put them in touch with the giants, he spies for the giants. If you want the PCs' enemies to ambush them in town, he informs on the party. Since *Arcana Evolved* does not use an alignment system, an NPC's personality might require only minor adjustments to fit the different roles he can fill.

Using *Ruins of Intrigue*, you can create adventures much faster than normal. With the framework of a focused setting to work with, you already have the supporting cast, and perhaps even the central villains and NPCs, that you need to create a scenario. If you lack the time needed to produce a campaign from scratch, *Ruins of Intrigue* can shoulder the creative burden, help spark ideas, and make running a game faster and easier than ever.

ADVENTURE KEYWORDS

The key to *Ruins of Intrigue* lies in its flexibility and the utility invested in each NPC and location. Rather than present each character or site in the form of a travel guide or summary, it seeks to engage you, the DM, as a creator and designer. For example, in addition to notes on an NPC's personality, goals, and options for alliances and secrets, the text explicitly addresses how the NPC can work in your game. The same basic presentation applies to locations in the

ABOUT THE AUTHOR

Mike Mearls has worked as a freelance roleplaying game designer since 1999. This prolific writer maintains a high volume of work without compromising quality, which has won him a place on many gamers' lists of favorite designers.

Buoyed by positive reaction to his first d20 works, he went on to produce material for the leading RPG publishers, including AEG, Atlas Games, Decipher, Fantasy Flight, Fiery Dragon, Goodman Games, Mongoose Publishing, Necromancer Games, and others. His previous Malhavoc Press titles include *Legacy of the Dragons* and *Book of Hallowed Might II: Portents and Visions* (both with Monte Cook), *Mystic Secrets: The Lore of Word and Rune*, and *The Book of Iron Might*. His work also appears regularly in *Dragon*® Magazine.

ABOUT THE ILLUSTRATORS

From the time he first picked up a comic book, cover artist *Jean Pierre Targete* knew what he wanted to become. J. P. grew up in Miami, FL, where he began drawing at the age of five. He later attended New York City's School of Visual Arts. For the last 14 years he has created covers for Avon, Berkley/Ace Ballantine, Bantam, Tor, and a host of other publishers. In 2000 his cover painting "Circle at Center" for the book by Douglas Niles won a Chesley Award for best paperback cover. J. P. works and lives in Southern California. Check out his art book *Illumina: The Art of J. P. Targete*, published by Paper Tiger, and visit his website at <www.targeteart.com>.

If you like d20 System products, chances are you've run across the creative work of writer, illustrator, and cartographer *Ed Bourelle* before. His artwork and maps have appeared in products from Malhavoc Press, Bastion Press, Fantasy Flight Games, Mystic Eye Games, Sovereign Press, Sword & Sorcery, and more. He has previously detailed the *Lands of the Diamond Throne* with maps in Monte Cook's *Arcana Evolved*, *Legacy of the Dragons*, and *Mystic Secrets: The Lore of Word and Rune*. Learn more about him at <www.skeletonkeygames.com>.

Scott Purdy, a UK-based illustrator, has a great love of dark fantasy, horror, evil, and all things tentacular. His work appears in books from such publishers as Paradigm Concepts, Malhavoc Press, Bastion Press, Goodman Games, Mongoose Publishing, and many others. He wills clients his way if they have need of nasty critters to bring to life. You can see more of Scott's work in *The Book of Iron Might* and at his website: <www.scottpurdy.net>.

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Coming soon, look for Wolfgang Baur's *The Book of Roguish Luck*, a sourcebook for characters who prefer stealth and guile. Also coming soon is *Transcendence*, an *Arcana Evolved* player's companion by Mike Mearls.

Current titles are available to purchase in either print or electronic (PDF) format at <www.montecook.com>.

ruins. A series of keywords allows you to quickly identify how you can use the various individual pieces presented here. These keywords have no game mechanics effect. Instead, they work a bit like a simple script that you can develop to form an adventure.

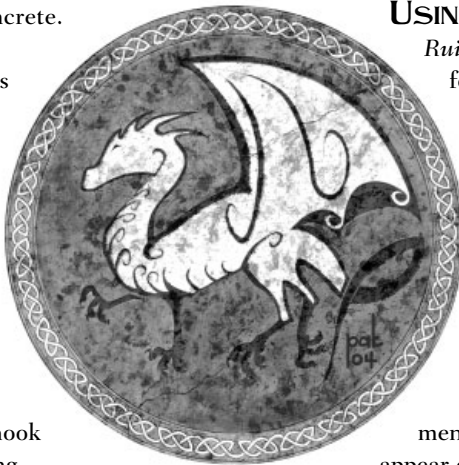
In its most basic form, a roleplaying game (RPG) adventure consists of two things: the *goal* the players must meet and the *obstacles* that prevent them from achieving it. Those two things might be as simple as the treasure the adventurers want and the monster that guards it.

Other times, the goal might be less concrete.

The characters might need to forge an alliance between the dragons and giants to stop some terrible evil, but politics, infighting, and the disruptive efforts of a band of spies prevent them.

Furthermore, you need a *hook* to start an adventure, something that makes a goal worth striving for. For some players, the promise of treasure and experience is enough to set them on an adventure. Other players may need a logical, compelling reason for the characters to risk their lives. A hook answers the question, "Why are we doing this?" Like a fishing hook, it catches the characters and pulls them into the adventure.

The keywords play into this basic structure. They allow you to use a nonplayer character or site in a variety of ways. For example, the NPC spy mentioned above could function as a hook, a goal, or an obstacle. As a hook, she might give the PCs some important information that starts them on a quest. As a goal, she might have the information the players need, and so may have been kidnapped and need rescuing. As an obstacle, she could spy on the charac-



ters and report their actions to their enemies. In each case, she has the same basic personality and the same statistics, but her role may alter her attitude and outlook. In *Ruins of Intrigue*, you receive options for all three roles.

All relevant keywords for a locale or nonplayer character appear in parentheses in the headline. Look for complete information on the adventure keyword system, along with guidelines on how to use it, in Chapter One. An index to the keywords appears in the Appendix.

USING THIS BOOK

Ruins of Intrigue is a campaign sourcebook for use with *Monte Cook's Arcana Evolved* and all d20 System fantasy products.

Damage reduction and space/face stats are provided for both the v. 3.0 and 3.5 versions of the game. *Ruins of Intrigue* refers to spells, feats, and other rules presented in *Monte Cook's Arcana Evolved* and the three Core Rulebooks: the *Player's Handbook*, *DMG*, and *MM*.

Bonus source material and ideas to augment the information in *Ruins of Intrigue* appear on Monte Cook's website. To find the links to these free web enhancements, visit the book's product page online at the following Web address: www.montecook.com/Ruins.

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Background and History

Ruins of Intrigue serves as a cookbook for creating adventures and campaigns within the Diamond Throne setting for Monte Cook's Arcana Evolved. To mark the transition to this new version of the game, this book presents you with a complete set of tools for creating an entire campaign from scratch.

This book is built to ease the process of crafting adventures in a setting that is limited in size but deep in possibilities. Whether the characters are 1st-level neophytes making their first moves into the world or 25th-level legends who contend with epic threats, *Ruins of Intrigue* offers NPCs, plot ideas, and background information you can use to create challenging stories for them.

This book presents the city of Serathis in four distinct parts, each with a basic theme you can use to create adventures. For example, the Forest of Towers (see Chapter Five) gives you a haunted, mysterious city where the characters can contend with the strange monsters and powerful magic left behind by the mysterious Builders. The Barrens, the stretch of wild, overgrown swamps and forests detailed in Chapter Four, gives you the opportunity to create wilderness adventures where the characters plunge into the wilds in search of treasure. The twin and competing districts in the Safe Quarter—the Giants' Hold and the Dragon's Wing (see Chapter Two)—provide plenty of intrigue and roleplaying opportunities, as the dragon Krovacatharis and a powerful contingent of giants wrestle for control of the city and its treasures. Meanwhile, both groups work to ensure that hostilities never erupt into outright fighting. After all, there's more profit in unearthing treasures than in waging an exhausting, pointless war.

This initial chapter has a number of main sections. The first part looks at Serathis in the context of the Lands of the Diamond Throne, providing background information on the city's origins and its role in the world. Another section explains the adventure keyword system used to mark people, places, and things in the city. The keywords streamline the process of adventure design, allowing you to make the most of this book's flexibility and the story threads embedded within these pages. Other sections detail campaign themes and PC hooks. The chapter wraps up with a handful of new monsters.



A BRIEF HISTORY OF SERATHIS

While the city's history stretches back through the ages, the folk of the Diamond Throne have known of Serathis for less than a year. In terms of creating adventures, the city's history is meant to give you some ideas on how its origin and purpose can affect the adventures you design. The past shapes the present, and, in turn, helps determine the future.

THE NIGHT OF REVELATION

The city of Serathis sprang upon the world in a single, startling event known as the Night of Revelation. On that night, akashics across the world experienced what could only be compared to finding an object that you overlooked time and again, even though it stood in plain sight. Every akashic became aware of a sudden tremor in the collective memory and the rise of a large, important set of memories



THE AKASHIC MEMORY

Many akashics have trouble delving into their memories to access information about Serathis. Either they find nothing they can use, or the lore they uncover proves untrustworthy.

Whenever akashics use their delve into collective memory ability, they cannot investigate events that occurred more than 200 years ago within the city. Furthermore, there is a 25 percent chance that an event more than five years in the past has been altered within the memory. In that case, the akashic finds incorrect or misleading memories.

As DM, you can freely alter the memories and lore available for a site within the ruins, or a creature found there, to better fit the needs of your campaign. However, try not to do this too often. If you render the akashic's abilities useless, the players might feel cheated. Make this strategy something to use perhaps two or three times in a campaign. In addition, the players should know about the strange effect the ruins have on their characters' memories.

concerning an ancient, ruined city named Serathis. They saw visions of dozens of towers that rose hundreds of feet in the air, all clustered together like a stony forest. They glimpsed strange, feral creatures stalking through dank swamps and gloomy forests that ringed endless avenues of collapsed buildings. The memories were obviously incomplete. No clues appeared concerning the city's history before it fell into ruin, and no trace existed of the folk who created it.

Most puzzling of all, every sign indicated that Serathis lay in a valley high in the Bitter Peaks. A cursory inspection of maps and atlases revealed that the valley had been explored in the past, yet not a single explorer remarked on the ruins. A detailed analysis of journals, maps, and the akashic memory revealed a disturbing conclusion. Some force had misled every group of explorers. What they had thought were throughways through the city's unseen location were illusions or tricks of the mind that caused them to backtrack over other paths. The city was there, but somehow it had remained hidden to all outsiders.

The mysterious creatures responsible for creating the city became known as the Builders. Whatever their nature, they had taken great joy in crafting a vast array of wonders. The surviving structures were far larger and more elaborately designed than some of the greatest architectural feats of the Diamond Throne. Strange creatures wandered the ruins, the obvious results of ancient breeding or magical experiments. Bizarre fields of energy flashed and glowed in the night, suggesting that the Builders had achieved equal mastery in the arcane arts. In many areas, whole precincts remained intact. Fired by the prospect of untold riches waiting for an intrepid explorer to uncover them, treasure hunters, adventurers, and agents for dozens of nobles, trading houses, and organizations streamed into the area.

FIRST MOVES

Both the giants and the dragons sent expeditions to the ruins, with each side following what has come to be seen as their typical methods. The initial wave of explorers met monsters, traps, and other dangers that quickly whittled down their numbers. In some cases, the akashic memory proved unreliable (see sidebar). This startling revelation helped cool off the initial rush into the city, though it merely turned it from a deluge to a minor flood.

The giants sought to ensure that the ruins posed no threat to the surrounding regions. Worried that deadly monsters could inhabit the place or that powerful, destructive artifacts hidden there could fall into the wrong hands, Lady Protector Ia-Thordani dispatched a small, elite force to establish a beachhead in the ruins and bring law and order to them. Led by Eia-Perren, a powerful champion of magic, and a team of akashics known as the Sentinels, the giants quickly built a small fortress amid the ruins. They kept tabs on the explorers who visited the place, and slowly established the rule of law. While many explorers at first resisted this intrusion, they soon recognized that the giants offered safety and stability. For most treasure seekers, the riches lying in wait among the ruins were worth the hassle of Hu-Charad interference.

However, the situation quickly veered toward chaos when a massive fortress appeared overnight within sight of the giants' settlement. Built by the cunning dragon Krovacatharis the Seeker, this place served as a headquarters for the wyrm and his dracha followers. Using a powerful artifact, he erected his fortress and built protective walls around the area he planned to settle. Krovacatharis did not (and still doesn't) care about ruling over folk who settle in his domain. He wants the magical items, treasure, and rare items hidden with the ruins and nothing else. Furthermore, he suspects that the giants want to uncover artifacts that they can use against dragonkind.

In time, the giants and the dragon have come to a *détente*. While neither side trusts the other, they recognize that they can achieve more if they are on at least neutral terms. While both sides plot and jockey for position, they have agreed to divide the settled area in two. Newcomers are welcome to take up residence in the strictly patrolled Giants' Hold or the relatively anarchic Dragon's Wing. Krovacatharis has agreed that the giants may enforce the law of the Diamond Throne within the Wing, but he requires that the Hu-Charad ask his permission before entering his territory. While the two sides conduct a shadowy competition to uncover artifacts and discover the city's secrets, they have made some efforts to work together to deal with emerging threats. In truth, both sides want to ensure that the city poses no threat to the land. However, their mistrust of each other and greed for gold and power prevent them from achieving a lasting alliance.

THE TRUE STORY OF THE BUILDERS

The mystery of the Builders is one of the key themes of the city of Serathis. As evidenced by the ruins they left behind, the Builders were powerful spellcasters, masters of architecture, and experts in runes and ceremonies. They called creatures from other worlds, created undead monstrosities, and even forged new creatures. Many believe that they were somehow connected to the dramojh, as their propensity for creating new life offers a possible link. Others believe that the Builders were actually dragons. While the cyclopean structures indicate that the builders might have been much larger than human-sized, the interiors of their buildings are typically sized for a creature as tall as a giant or slightly larger. Only the smallest dragons could make use of these domiciles.

The Builders were, in fact, dramojh. They were among the very first of these creatures, forged with the tenebrian seeds by the mighty dragon Nithogar. Knowing that his fellow dragons would object to his experiments, Nithogar conducted them high in the Bitter Peaks. To keep his secret creations safe from discovery, he used a powerful, world-altering ritual to drop an arcane veil over the valley where he worked and where his experiments grew. Trails shifted to lead explorers away from the mountains. The akashic memory changed to hide the first memories of the dramojh and their city. In time, even the dramojh forgot about Serathis. Many of them considered it nothing more than a myth, and none of the original Builders survived the purging of their race. In the aftermath of their conquest, a few sought the mythical place, but most of them assumed it was destroyed long ago.

Under Nithogar's tutelage, the secret valley where his children lived slowly transformed into a great city. The dramojh of Serathis erected many of the buildings, such as the great Forest of Towers, simply to demonstrate their skill at magic and engineering. In other places, they forged new life—first steps toward giving birth to the horrors that plague the lands of the Diamond Throne to this day.

The Builders' reign came to an end with the destruction of the first dramojh. Millennia before the arrival of the giants on these shores, the gods of the Denotholan (see *Monte Cook's Arcana Evolved*, Chapter Ten) destroyed them, including all who inhabited Serathis; the vast majority of dragons never learned of the city's existence. While the gods' vengeful power ended that period of the dramojh threat, it left the city they inhabited intact. Nithogar faded into the mists of history, but the city he built remained—along with the strange creatures the dramojh had forged.

In time, other creatures managed to overcome the mighty ritual magic that cloaked Serathis. Each year, its strength faded until it wore out altogether. Even the original ceremony was not powerful enough to erase the city from the akashic memory forever. Instead, information about Serathis warped, changed, and faded into obscurity as it entered that collective. When the ritual's power was completely exhausted, the images and thoughts of Serathis seemed to spring wholly formed into the akashic memory—but in truth, they were always there. They simply had been hidden. Unfortunately, many of the memories had altered during the course of the





centuries; the ritual's intense magical pressure caused them to bend and tear. Thus, akashics must cope with inaccuracies and lies that have bled into their memories.

The ancient dramojh presence within the city and the efforts of the dimension-traveling Nithogar mean that the ruins play host to more planar creatures, aberrations, and monstrous animals than normal. The akthars were originally created to serve the dramojh as slaves. The purple worms at one time delved passages and tunnels beneath the earth. These creatures, and many others, reverted to savagery due to their many years of isolation and the fundamentally malevolent powers used to forge them.

The dramojh—always bitter, jealous, and competitive—took great pains to ward their treasures and works from each other. The many traps and puzzles found in the city trace their roots back to these creatures' sense of paranoia. Other areas of strange magical effects and mysterious idols or construction grew from the dramojh's first attempts to understand the world around them. Their experiments in magic, architecture, religion, and other areas reflect their youth and ambition. Without a culture or tradition of magic and exploration to grow into, they had to invent their own—with strange, often incomprehensible results.

CAMPAIGN THEMES

The city of Serathis is designed to accommodate a wide range of roleplaying stories, but its strengths play to a few different themes and campaign ideas. This section provides an overview of those themes and shows how the city supports them.

BOOMTOWN

The ruins of Serathis provide an unparalleled opportunity for the bold, ambitious, and motivated to strike it rich overnight. A single lucky discovery in the ruins can net an explorer hundreds of thousands of gold pieces in magical items and ancient treasures. By the same token, an alleged treasure may turn out to be counterfeit or worthless. Peddlers sell maps that supposedly point to hidden caches, while hucksters pose as guides who offer to lead their marks through the ruins and to the prime areas for treasure hunting. While the giants work to keep the criminals in check, the ruins are too big for a police force to lock them down completely. Scams, assaults, and even murders are all too commonplace.

The ruins should have the wild feel of a frontier town. The characters might meet a grubby prospector, only to see him leaving town the following day clad in the finest silks, accompanied by dozens of servants and hangers-on, and leading a small caravan carrying off his treasures. Prices fluctuate wildly as goods trickle in from the outside world. A simple shovel might be worth hundreds of gold pieces as

a freak storm or a bandit raid prevents supply shipments from making it to the city.

Classic spaghetti Westerns show the popular-culture view of the frontier. Though the reality is not quite so romantic or adventurous, such films can offer guidance on how to present a boomtown setting to the characters in concrete, practical terms.

CLASSIC ADVENTURE

Deadly traps await the unwary. Fearsome monsters lurk around every corner. In plunging into the ruins, the characters may have to work their way through a classic dungeon environment to uncover an ancient secret or recover a magical talisman. The ruins give you the perfect explanation for almost any dungeon. The Builders may have secreted a treasure trove within an ancient tomb, leaving behind traps and guardians to watch over it. A gang of minotaurs descends from the mountains, taking over a section of the ruins and robbing explorers. The player characters must penetrate the monsters' lair and defeat them.

You can look at the ruins as one enormous dungeon. The Slums could represent Levels 1 through 8; the Barrens, Levels 9 through 16; and the Forest of Towers, the final areas in the dungeon. Perhaps a powerful undead magister awakens in the heart of the ruins, marshals a variety of monsters under its banner, and claims Serathis as her own. The player characters might have to fight their way across the city, slowly destroying the magister's supporters before tackling their foe. Meanwhile, the dragons and giants are too absorbed in their petty political games to notice the threat, or perhaps the PCs are the chosen heroes of one or both sides.

Fantasy novels provide a lot of inspiration for this type of adventure, particularly titles based on game settings. They feature high adventure, colorful villains, and protagonists that neatly map to heroic personalities.

MYSTERY

The sense of mystery within the ruins can add a layer of wonder and curiosity to your games. While this book details the background and history of Serathis for you as the DM, your players and their characters know little (if anything) about it. Emphasize the unusual architecture, the peculiar layout, and the bizarre creatures of the ruins. The characters could adventure here for years without learning all the secrets of its true nature. Try to extend this strange, baffling aura to the treasures the characters find. A magical sword might be made from obsidian and carved with curious, indecipherable runes. Alter the descriptions of classic or even new monsters, making the characters always feel a bit unsure about what they face.

The best mysteries are woven in a framework of plausibility or suggest several possibilities. Don't mistake randomness, capricious, or nonsensical events for the mysterious. Usually, it's best to have an explanation for your own reference, even if the player characters never discover it. This method helps you keep an eye on the consistency, plausibility, and framework of a mysterious event, site, or person. Best of all, you can compare the real answer to the theories that the players devise. Sometimes making the PCs' answer the real solution works out well, as your players might ascribe sinister or deadly motives to an event that had a mundane or innocent genesis. Don't be afraid to change the stuff that happens off stage or behind the scenes to make your game more interesting.

Literature from the golden age of fantasy—the early days before the rise of J. R. R. Tolkien—can provide you with a lot of fodder for this tone and feel. The works of Robert Howard, Fritz Leiber, and Clark Ashton Smith abound with strange magic and mysterious references to unguessable cults and powers. The old writer's trick of creating references and allusions to colorfully named gods, demons, and worlds helps build a sense that the characters have only a limited view of a small part of reality.

POLITICAL INTRIGUE

The giants and the dragon Krovacatharis are bound by a strained, unsteady peace. Both sides realize that there's more profit in détente than in open warfare, but each maneuvers to gain the upper hand. The two sides have almost diametrically opposed views on the ruins. The giants want to gain control of them to prevent powerful artifacts from falling into the wrong hands. They see the ruins as a potential danger to the entire land, one that must be controlled. The dragon Krovacatharis (and by extension, all of dragonkind) cares little for the place. Krovacatharis pursues treasure and the spoils of conquest; only his prestige and several favors from his allies have prevented other dragons from lairing here. He wants free trade, rapid expansion, and a thorough looting of the place. The faster the exploration, the greater the benefit he nets from his head start.

If you want to run a game that focuses on the politics and economics of the ruins, particularly their impact on the Diamond Throne as a whole, the tension in Serathis serves you well. Both factions are designed with options that allow you to designate either, both, or neither as antagonists or allies for the PCs. For example, the giants want the city's treasures for themselves. Not only do they see the treasures as dangerous, but they also secretly worry that the folk under the giants' rule may use the items to become more powerful. Rather than risk a verrik, litorian, or human challenge to their grip on power, they clamp



down on the flow of items and confiscate anything that could pose a threat. If something dangerous does arise in the ruins, the Hu-Charad might unwittingly work against the PCs' efforts to contain the hazard. By the same token, the giants' work could be all that stops unspeakable evil from spreading across the land. As with almost everything presented here, you have the final say in how things really work within Serathis.

Our own world history offers plenty of inspiration for political campaigns of intrigue. Try to examine eras where modern political leanings might not color your impression of the different groups or parties involved in a power struggle. On the other hand, if you want a more black-and-white view of politics (or if you have no strong allegiance to the right or left), you can draw on your own impression of current events.

STRANGE MAGIC

One of the biggest themes running throughout *Ruins of Intrigue* is the idea of strange, wondrous magic that seems to violate or transcend the established rules. The Builders



wrought their spells in the ancient days; they had access to lore that faded from the world long ago. Strange constructs, regions where bizarre effects are normal, and structures and memorials that hum with unguessable energies are the norm here. You can arrange for strange events such as meteor showers, or elaborate magical traps and puzzles, by leaning on this explanation. Much of the fun in a roleplaying game comes from the fascinating environments that the characters explore. By drawing on the city's mysterious past and the powerful magic that surges through it, you can create vistas bound only by the limits of your imagination.

For example, gravity might work in reverse within a great stone hall. Perhaps the dramojh built the hall to test a magical theory or demonstrate their mastery of a spell. In either case, the structure may host an entire community of monsters and plants that have adapted to the environment. A band of clever robbers might use it as a base, relying on their relative comfort within the environment to defeat their foes. You can use the strange magic feature of the city to design countless weird places.

Fantasy roleplaying game material from the early 1980s often proves a particularly good source of ideas for bizarre magical traps, weird chambers and locations within dungeons, and other inspirations.

BRINGING THE CHARACTERS TO SERATHIS

Before you can design adventures within the ruins, you need to consider how and why the player characters arrive there. A backstory helps justify the action for the first few adventures in a campaign, buying you time to more thoroughly develop your game while the PCs meet villains and make friends with sympathetic NPCs that you can use to move the action along. A few basic storylines offer good kick-off points for a campaign within the ruins.

The city's exact location within the Bitter Peaks is left vague to allow DMs more latitude in fitting it into their campaigns.

LURE OF ADVENTURE

The characters are simply young adventurers out to prove themselves, and the gold rush atmosphere of Serathis attracts them all to the same place. This hook supposes that the PCs are already in town; you need to create a compelling reason for them to work together. Perhaps they were hired by the same merchant to work as guards, or they each have one piece of a map that leads to a treasure.

You can then twist this hook to keep them involved in the city: The merchant who hired them might turn up murdered, and the characters have to clear their names; the map points to a powerful artifact that a malevolent NPC has already unearthed.

QUEST'S END

If you already run an *Arcana Evolved* campaign, the characters find themselves pursuing a villain to the ruins. You could introduce Serathis to the campaign using the background given above as a backdrop. While the PCs adventure elsewhere, they hear news of Serathis and the discoveries made there. Eventually, they must pursue an enemy to the city, track down an item hidden within the ruins, or act as agents of the giants or dragon to help advance their liege's cause.

THE VILLAIN

The PCs have a vested interest in an important nonplayer character in town who has wronged them in the past or whom they suspect of a villainous plot. The characters might arrive in town with a few details about their target, but they soon find that taking him on directly is impossible. Perhaps he is too well-connected, with allies among the giants or the dragon who can protect him and punish those who anger him. The player characters must find a way to stop the NPC. You can build an entire campaign around this hook, or you can use the built-in antagonism to drive the first few adventures while the PCs get to know the ruins and uncover more adventure hooks there.

ADVENTURE DESIGN

As discussed in this book's introduction, *Ruins of Intrigue* is built to make adventure design as easy as possible. A system of adventure keywords, along with an appendix organizing them by page number, type of keyword, and applicable levels, helps you create a story as quickly as possible. The keywords assume that there's a basic, easy formula for an adventure:

Hook + Goal + Obstacles = Adventure

The hook catches the player characters' interest, the goal gives them something to pursue, and the obstacles represent the monsters, dangers, NPCs, and other barriers they must overcome. To create an adventure, you simply need to find a hook within the city, choose a goal, and place obstacles in front of that target.

Every NPC, important site, and notable object in the game is marked as a hook, goal, or obstacle. Some might carry more than one designation. In addition, the listings note whether the component is appropriate for low-level (1st–5th), mid-level (6th–12th), or high-level (13th–25th) characters. For example, a nonplayer character marked as a Hook (Low Level) is an appropriate hook for a party of low-level characters. A site, place, or thing with the "Any Level" tag works for PCs of any level.

The strength of this system lies in the organizational framework it offers. It does not force you to use an NPC

or site in a specific way. Instead, it makes referencing this book easier while providing a clearer context for how a nonplayer character or a place fits into the campaign.

Obviously, not all of the hooks, goals, and obstacles present in the city are listed here. You can create plenty of worthy foes and strange places to fit into the landscape. The adventure keyword system serves as a reference and a tool for adventure design—it is not meant to replace your own creativity.

EVERYONE (AND EVERYTHING) HAS A SECRET

Ruins of Intrigue presents multiple backgrounds for nonplayer characters and locales, and many of them harbor a secret: a single, important fact unknown to most people. This secret does not change an NPC's outward appearance or action—you can use the same basic personality and statistics for a character who, in another Serathis campaign, might have vastly different motives.

A secret usually has at least two variants; each variant presents a different spin on the secret. By altering a few key details, you can adjust the ruins to fit the needs of your campaign, or swap things around as you run new parties of adventurers through the ruins. A secret's variants might represent a temporary alliance, allowing you to shake things up as the city develops. You could also change an NPC's name and personality if you decide to use a different secret. For example, a bartender's secret may be that he is a spy for the giants. Later in the campaign, you decide you want to use one of his alternate secrets—that he poisons the drinks he sells to help a group of bandits steal treasure from adventurers. The old spy might retire or die, opening the way for the new bartender and his secret. This book presents them as alternate versions of the same NPC, but you can easily use them as two different characters.

The secrets are meant to make this setting as flexible as possible. Rather than weigh you down with details, many of which might never come into play, they provide a variety of options from which you can pick and choose to make your game more fun. You might postpone selecting an NPC's secret for a while, as you wait to see the role he can play in the campaign. Since the secrets have little effect on a person's outward actions or a place's position in the ruins, you can change them or select them as needed.

Not all of the secrets are mutually exclusive. In some cases, you can use more than one secret with a single character or place.

This idea of options and secrets runs throughout the book. Before running a campaign in Serathis, consult the campaign checklist starting on page 14 for descriptions of the topics, groups, and locations that can play a critical role in your game. The checklist also provides a good

KEEPING THE PCs IN SERATHIS

At some point in your campaign, the characters might want to leave Serathis, or an adventure could carry them beyond the ruins. The players might want a change of pace, or you could have an idea for a desert or ocean-based adventure that wouldn't fit in Serathis. There's no reason why the player characters can't come and go as they please. The key lies in finding compelling reasons for the characters to head back into the ruins. An old enemy might become active once again, or the characters might hear news that a friend is in trouble in the city. While the PCs are away, the city continues to grow and develop. The events that transpire provide a natural impetus to pull the characters back into the ruins, especially if they have a continuing relationship with friends and enemies made there.

overview of people and places that you might want to particularly note while reading this book.

SAMPLE ADVENTURE

This sample scenario illustrates the process of building an adventure: how you can select different pieces from this book and weave them together into a narrative whole. This particular adventure is designed for low-level characters.

Recall the basic formula: *Hook + Goal + Obstacles = Adventure*. To start with, we need a hook. The Tower of Boundless Knowledge in the Safe Quarter (see Chapter Two) is a good excuse for almost any sort of adventure. The characters could seek out an artifact for the akashics who live there.

The Slums provide a variety of foes. The bandits at the Court of Statues (see Chapter Three) have a propensity for kidnapping. Maybe they've seized one of the akashics from the Tower of Boundless Knowledge while she was exploring the ruins. Saving her becomes the PCs' goal.

We also need a strong obstacle: an opponent who can try to prevent the PCs from rescuing the akashic. Think of this component as a series of challenges the player characters must overcome to reach the adventure's climax. The bandits at the court might serve as an adequate enemy, but let's go for something else to make life interesting. The dragon's minions always offer a threat—perhaps they, too, seek the akashic. The inshons that infest Stonepile Lake (see Chapter Three) also make good enemies. Plus, you can use their introduction as a springboard to further adventures.

Since the dragon's agents are involved in this storyline, the giants might work against them—helping (or perhaps inadvertently hindering) the PCs' efforts. Tarashkar the Pursuer (see Chapter Two) could prove a useful ally, especially with his outrider camp in the Slums providing the player characters a place to rest in the wilderness.

With our pieces chosen, the basic situation looks like this:



The akashics of the Tower of Boundless Knowledge ask the PCs to track down a missing explorer, Arndra, who was last seen heading out to the Slums with a few mercenaries to explore an ancient, ruined forge. In truth, she was kidnapped by the bandits based at the Court of Statues on orders from the dragon's minions. Meanwhile, the inshons in the Slums have grown more restless than normal. They have swarmed from their caves and made several attacks against explorers and other monsters. The outriders need help defeating this incursion.

The adventure might develop with the characters entering the Slums and falling under attack by inshons. The party learns that the outriders need help fighting off the amphibians; in exchange, they may provide information on the kidnapping. If the PCs help them, their commander, Tarashkar the Pursuer, gives them a lead on the bandits. Meanwhile, the bandits hold onto Arndra in hopes of extorting more money from the dragon's minions. The player characters must rush to the Court of Statues, uncover the bandits' lair before the dragon's followers get there, and defeat the kidnapers. To complicate matters, the PCs may find themselves allying with the bandits when the dragon's warriors arrive and attempt to seize Arndra by force.

Future adventures could follow up on such questions as: Why is Arndra so important to the dragon? Does the forge she wished to explore hold some hidden power? Are the PCs now marked as the dragon's enemies . . . and could the giants use them as pawns in their power struggles?

CAMPAIGN CHECKLIST

Before running an extensive campaign in Serathis, consider a few important issues. Some options within this book are too important to leave unresolved until later in the campaign. In some cases, the characters may have to deal with a group or individual early on—for example, both the giants' and the dragon's intentions and policies will probably affect your first few game sessions set in Serathis. In other cases, certain choices might subsequently alter a variety of locations and NPCs. This section provides an overview of the major issues that you should look at before starting a campaign. It breaks them down into two categories: politics and economics. Both have a major impact on the Safe Quarter and the activity of outsiders in the city. In addition, several other topics important to specific areas of the ruins are covered in the appropriate chapters.

POLITICS

The political factions within the city—namely, the giants and the dragon Krovacatharis—help to influence the tone, feel, and direction of your campaign. If the characters need a patron or ally, you can modify either group to serve

as a conveniently heroic, benevolent faction. The two sides could have the best interests of the world in mind, or they could be self-interested, greedy, and ambitious. Their true motives and plans are up to you.

Ruins of Intrigue offers you three ways to use both the giants and the dragon within your campaign: as *friendly*, *neutral*, or *hostile* entities. You select the option that best matches the direction you want your campaign to take. These labels should help you choose secrets and options that reflect each faction's general attitudes. You don't have to select all the options that fit into those categories, but they are designed to work together.

THE GIANTS

The giants' presence within the city serves as a civilizing force. The Hu-Charad drove back the monsters that infested the Safe Quarter and established the first settlement. The giants form the most potent military power in the region. The giant, sibeccai, and human mercenaries under their command are powerful enough to hold back monstrous incursions and command respect from even the dragon Krovacatharis and his minions. Few break the giants' laws without good reason and/or without taking precautions to avoid capture. However, the giants' motives for their mission might not be entirely noble. To understand the giants' involvement in the city, one must know why they have taken an active role here.

If the Giants Are Friendly Figures . . .

The giants are here because of their sense of duty. They consider it their responsibility to ensure that the magic within the city and the monsters that dwell here remain contained. If a powerful artifact or some other relic lies within easy grasp of evil or greedy hands, it could spell disaster for the land. Any monsters that lurk here must be defeated before they can travel to civilized regions. The giants take an active, sometimes smothering role in keeping the peace within Serathis, but they care little for interfering in the trade and recovery of relics and treasure. Their actions sometimes anger treasure hunters and merchants who want only to make a profit, as the giants seize potentially dangerous items and place a 10 percent tax on valuables taken from the ruins. However, they also provide security, rescue parties, and other life-saving services. The typical adventurer might, over a tankard of ale in the security of the Safe Quarter, complain about the giants' interference, but in the ruins he is glad to know that Hu-Charad patrols are on hand to defeat the monsters that emerge from the earth.

With the "friendly" option, the giants aim to allow explorers as much latitude as possible while keeping the Diamond Throne's safety and security intact. Adventurers find the giants valuable (if at times overbearing) allies who



may need help in securing a dangerous relic, beating back a ferocious monster, or capturing a wanted criminal. The giants genuinely want to maintain the peace while allowing honest folk to make a living in the trade of relics and magic items. The majority of citizens see the giants' works as a positive, beneficial undertaking. About 75 percent of the folk in the Safe Quarter support them, though the rest chafe under the restrictions and resent the giants' interference.

If the Giants Are Neutral Figures . . .

The giants have established the Safe Quarter to bring stability and security to Serathis . . . but, truth be told, they would much rather attend to more pressing issues. The dragons are a continual, simmering threat, and the city's appearance has done nothing but disrupt the peace and invite a host of potential problems to the region. The giants strictly control trade and aggressively govern explorers and treasure hunters. They charge exorbitant taxes on items taken from the ruins and frequently forbid all travel to areas they deem too dangerous for others. The giants' concern spills over into arrogance and a patronizing attitude. The Hu-Charad in the ruins believe the other races could never be trusted to manage Serathis without unleashing a disaster or turning the place into a pit of decadence and villainy.

In this case, the giants care little for adventurers. They would prefer that visitors keep away from the ruins, and they are willing to throw their military might behind sealing off areas and controlling commerce and exploration. Explorers must register with the giants in order to access

the ruins legally, and adventurers must pay a 25 percent tax on the value of any items they recover from the city. In addition, the giants seize any suspicious or potentially dangerous objects, particularly magic items that adventurers recover.

Under this scenario, the giants use active patrols to clear out ruined areas and hunt down illegal explorers. They want to empty the city as quickly as possible to erase the threat it might pose. Half the citizens of the Safe Quarter consider the giants too controlling and aggressive. The other half might chafe under the restrictions but see them as a necessary evil. Smuggling and crime run high, primarily due to the high taxes and the giants' rigorous, often zealous, enforcement of them.

If the Giants Are Hostile Figures . . .

With this option, the giants are an oppressive force in the city. While their actions stem from a desire to keep the peace, in practice they seek to prevent litorians, humans, verrik, and other non-giants from profiting from the ruins. They impose a 50 percent tax on goods taken from the city and seize all magic items that adventurers find. The Hu-Charad aggressively patrol the Slums and parts of the Barrens. In time, they hope to extend the Safe Quarter farther into Serathis, cutting off the dragon Krovacatharis' access to the city and forcing the wyrm to accede to their demands. They see Krovacatharis as a destabilizing threat who seeks only to uncover weapons and lore that could be used against them. If they can defeat him through either open combat or treachery, they leap at the chance.



With this option, the giants take their role as caretakers to an extreme. They seek to smother all opportunity that the ruins present, keeping for themselves any wealth and magical power found within them. While their conduct may seem driven by greed, the giants simply believe that the other races are incapable of using the power and wealth available here in a responsible, intelligent manner. They see themselves as saviors, even if their actions paint them as opportunistic dictators. This tendency might stem from a few local commanders, overzealous security efforts, or a genuine rise of tyranny. Perhaps with the return of the dragons, the giants hover between their desire to serve as guardians and the tempting call of Chi-Julud, the ceremony that turns them into a lethal, implacable fighting force. This simmering aggression boils over in the giants' political, economic, and legal policies.

THE DRAGONS

As a group, the dragons see Serathis as a potential treasure trove of gold, magic, and lore, yet only a single dragon openly dwells here. The dragons would have preferred to arrive in Serathis with a much greater force, but the highly organized Hu-Charad established a settlement long before the dragons could make their first move. Capricious, splintered, and quarrelsome, the dragons spent precious days and weeks in debate. In the interest of preventing open fighting—a struggle that could damage the ruins and spoil everyone's profit—they prefer to allow their representative, Krovacatharis the Seeker, to guard their interests and compete with the giants.

Krovacatharis the Seeker possesses a variety of psionic and precognitive abilities. His mastery of ancient lore is second to none, and his great age puts him in an excellent position to call in favors, promise rewards, and otherwise convince the other dragons with an interest in the ruins to steer clear of them, at least for a short time. Krovacatharis hopes that this breathing room will give him the time he needs to gain an insurmountable lead in political and economic influence within the area. The other dragons see him as convenient bait: If the ruins prove a worthless diversion, only Krovacatharis must pay for his folly; should Serathis yield tremendous wealth and power, they can step in and profit with him.

As with the giants, the true motives behind the dragons' actions can change to fit your view of Serathis and your own *Arcana Evolved* campaign.

If the Dragon Is a Friendly Figure . . .

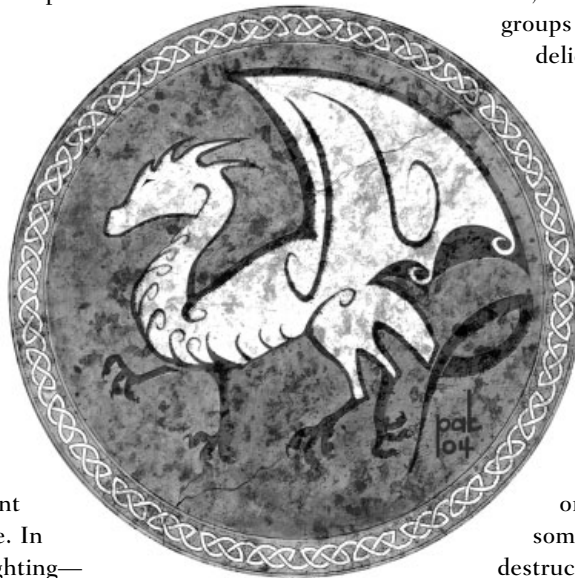
The dragons sent only a single one of their kind to keep the peace and ensure that the ruins remained an economic, academic, and arcane windfall rather than a battlefield. They respect Krovacatharis for his cunning, foresight, and shrewd business sense. While he tends to ignore others' problems in favor of his own, he sees that stability, peace, and safety will help keep Serathis a profitable place. Thus, he seeks to ensure that trade remains unmolested and that artifacts and wealth flow to the right people. While the giants use overt shows of power to earn respect and keep the peace, Krovacatharis employs more subtle methods. Exploiting his contacts among the criminals and smugglers in the city, he arranges for assassinations, raids, and other attacks on malevolent groups who promise to upset the city's delicate balance.

Krovacatharis sees the giants' love of order, the myriad regulations they use to control the ruins, and their sometimes patronizing attitude toward others as a sickening display of power. He prefers practical (though not always righteous) methods for dealing with problems. In his view, a quiet, fast, and efficient solution, such as a few adventurers slipping into an evil spellcaster's lair to silence the villain once and for all, is preferable to something showy and potentially destructive.

Through his agents, Krovacatharis hires adventurers to deal with the threats he perceives with his psionic and magical talents. He casts his eye far and wide, both to help in his drive to accumulate wealth, and to discover and eliminate problems before they can fester. Those who work for him rarely know their patron's true identity. Krovacatharis prefers to remain anonymous unless the situation demands otherwise.

With respect to the giants, he works within their laws when it suits him but typically sees them as too slow to deal with problems. He tries to remain on their good side, but gladly deals with outlaws, smugglers, and other criminals who can help him wage his secret war.

With Krovacatharis as a friendly entity, 25 percent of the people in town like and trust the dragon. Another 50 percent see him as a neutral party or as just another businessperson. The final 25 percent views him as a malevolent force that hides behind a mask of friendship.



If the Dragon Is a Neutral Figure . . .

Krovacatharis is an opportunist and a realist. He sees that keeping the giants happy, or at least content, is the best way to ensure that he can continue the variety of smuggling operations he has founded within the city. His widespread servants form a sprawling network of eyes and ears that help him keep a close handle on events within the ruins. If adventurers uncover an interesting item, his agents are the first to make a pitch to buy it. Krovacatharis carefully avoids embroiling legally recognized or innocent explorers or adventurers in any rough business. He knows that, should the giants find conclusive evidence of wrongdoing on his or his followers' parts, they will move to shut him down or drive him from the city. If push comes to shove, he avoids a direct confrontation. At his heart, he is a coward.

Krovacatharis has his claws in organized crime, smuggling operations, and other illegal ventures, primarily because he knows he can throw his weight around and intimidate his business partners without fear that they might turn to the giants for help. He has no particular bent toward crime. Instead, he sees it as the most viable, practical path to getting what he wants. The giants have too strong a grip on everything else for him to compete with them.

When it comes to the player characters, Krovacatharis sees them as potential tools. He may send agents to feel out their motives and plans. If the PCs seem shady enough to work with them, he offers generous bounties in return for tomes of knowledge, magical items, and interesting relics. He may decide to approach only a single character or a subset of the party, particularly if the group contains any giants or overly righteous crusaders.

In this option, about half the people in the Safe Quarter see Krovacatharis as an unsavory criminal element—but ultimately a harmless one who has little effect on their lives. He poses no threat, but no one trusts him. A quarter of the folk see him as just another businessperson, while the rest consider him a threat to peace and safety.

If the Dragon Is a Hostile Figure . . .

Krovacatharis is but the first of the dragons who plan to arrive in the city. He considers the giants a stain upon the continent and intends to drive them back to the sea. With the help of a small cabal of other wyrms, he intends to remake the dramojh and use them as allies in a war of conquest targeted against both the giants and the dragons who would oppose this plot. He funds research and expeditions into the ruins in hopes of uncovering the secret of Serathis, and of finding clues to the dramojh's origin and creation.

Krovacatharis works with the criminal element to hide his plans from the giants. He knows that he must maintain

a harmless façade to hold them at bay, but he carefully balances it by casting himself as a greedy collector in search of nothing more than rare art objects and interesting magic items. The giants keep a careful watch on him, but over time their vigilance grows slack in the face of more pressing issues. He intentionally allows the giants to plant spies and informants among his followers, feeding these marks a steady stream of information that paints him as vain, self-absorbed, and ultimately irrelevant to the giants' plans.

In this situation, the general population regards Krovacatharis in the same way as if he were a neutral figure (see above). However, the criminals who operate in the city are more dangerous, aggressive, and well organized than normal. Krovacatharis takes care to recruit a useful selection of spellcasters, killers, sages, and other experts to keep his operation running smoothly. His personal servants form an elite cadre of shock troops that handle his most pressing business.

ECONOMICS

To reflect the boomtown economy of the ruins, consider how businesses fare here. If relics and treasure are common, the Safe Quarter is a prosperous, bustling place. Merchants crowd its streets, and crime remains on the periphery. On the other hand, if the treasure hauls prove too small or difficult to find, the settlement lurches toward unrest and crime. Mercenaries and adventurers who came here seeking a fortune find only frustration. Muggings, assault, and robbery are commonplace. In between these two extremes, the settlement is a rough-and-tumble place.

You can shift the economic status of the ruins over time to reflect the rise (and eventual fall, as the ruins are looted) of the trade in gold, gems, and ancient relics. The Safe Quarter may begin its life as a tough border settlement, experience a boom of prosperity, and then slowly dwindle to a ghost town as the treasure dries up.

A PROSPEROUS SERATHIS

Treasure flows from the ruins like a river of gold, promising to turn even a neophyte adventurer into a merchant prince overnight. Except for pickpockets and confidence men, criminals tend to avoid operating in the Safe Quarter. Most of the bandits and predators work in the ruins, ambushing careless adventurers. Prices surge to 150 percent of their list value as inflation soars. With treasure and gold so common, prices steadily escalate. Ostentatious displays of wealth are common within the Safe Quarter, and rival merchants go to great lengths to outdo their rivals.

In a prosperous situation, political intrigue and competition to loot the ruins runs rampant. The giants and the dragon Krovacatharis struggle to gain control over the sea



of treasure beyond the Safe Quarter's walls, while criminals and merchants vie to establish a foothold in what could become an economic powerhouse for the next several years. Adventures dealing with espionage, diplomacy, and intrigue work best against this backdrop.

AN AVERAGE SERATHIS

The Safe Quarter is relatively quiet, but outright attacks and robberies are more common here than in more civilized areas. Most folk openly carry weapons to discourage attacks. Prices hold steady at list cost. While treasure flows from the ruins, it has the same effect as any other trade good or commodity within a large settlement. The Safe Quarter has a rough-and-tumble feel but exhibits clear signs of slowly becoming more civilized.

This setting allows for a mix of intrigue and high adventure. The characters can make a fortune in the ruins if they manage to outdistance their competitors. Tension between the giants and the dragon simmers. Most competition focuses on recovering treasures and finding valuable sites rather than direct political and economic struggles within the Safe Quarter. The PCs might face a variety of enemies within that nominally safe area, particularly bandits and criminal rings who try to snatch treasure from the hands that discovered it.

A DESPERATE SERATHIS

The promises of easy treasure and wealth have failed to match the realities of life in Serathis. Penniless wanderers line the streets, desperate for a few coins to finance a trip home. Others turn to strong drink to soothe their worries. Crime runs rampant, and the giants are sorely pressed to maintain order. All travelers entering the Safe Quarter must show that they have the money to afford lodging for at least one week. They are given a pass for a seven-day visit, and the town guard may eject anyone whose pass has expired.

This option is a good choice for campaigns that emphasize a more dire, dangerous feel. Criminals lurk around every corner, as many of the warriors and explorers who came to the city in search of wealth turn to crime. Politics and jockeying between the giants and Krovacatharis fall to the wayside as both parties try to salvage something valuable from the situation. The characters are probably free to do as they please in the ruins, as the giants are too busy trying to maintain peace in the Safe Quarter. Bandits gather at the edge of the civilized area, victimizing honest explorers and adventuring parties. Fugitives and others might see the ruins as a convenient place of refuge. A desperate economic situation is great for low-level adventures that focus on people and threats that come to the ruins, rather than the ones that arise within it.

MONSTERS OF SERATHIS

The dramojh experiments in creating life gave rise to several new types of monster within the city. In addition to detailing them, this section starts off with some guidelines for adding monsters from non-core rulebooks to the campaign. In addition, each of the next four chapters ends with a section describing the monsters prevalent in that part of town.

Always bear in mind that Serathis should present a feeling of mystery, discovery, and strange magic. The "Campaign Themes" section above discussed some of the concepts the city is designed to support. A wide variety of monsters for your adventures can do a lot to add layers of interest to your game. Monster books unfamiliar to your players can help heighten a feeling of suspense. An exotic setting should have odd creatures and unusual foes for the adventurers to face.

As much as possible, steer clear of creatures that are an established part of a different setting or that the players have faced before. Serathis is a good place to introduce a few outsiders as opponents, but if you use ice devils, pit fiends, and other creatures from the core rules, the players may already be thoroughly familiar with them. Not only will they recognize the monsters' abilities, but those creatures have backgrounds and contexts that are well known to many gamers. It's hard to build mystery if the players already know a creature's origins and place within an abyssal or infernal hierarchy.

Magical beasts, monstrous humanoids, and aberrations make excellent foes in Serathis. Mine your monster books for them, since they generally possess strange forms, bizarre powers, and difficult-to-predict tactics. With the dramojh's proclivity for spawning new life, you can easily explain any of these creatures' presence within the city.

Try to avoid using humanoids as mindless enemies. Intelligent creatures should fight for a good reason. Bandit gangs and other marauders offer an easy way to incorporate such foes at a variety of levels. The more powerful bandit gangs tend to prey on travelers and search for treasure in the city's inner precincts. Less experienced raiders keep to the Slums.

The occasional outsider, elemental, and undead creature helps play up the sense of wonder, but try not to overuse them. Reserve outsiders in particular for special encounters, particularly bizarre areas, and other noteworthy episodes. Including the undead can be fun, and it's easy to explain why they linger in the ruins, but try not to overuse them.

Plants and animals make great foes that reflect that dangers of the natural world. Shambling mounds thrive in the Barrens, while a pack of wolves can track the characters for days in the Slums. These encounters remind the characters that, while the shell of an ancient civilization might surround them, the ruins are as much a wilderness as the mountains that loom nearby.

**AKTHAR****Medium Monstrous Humanoid****Hit Dice:** 2d8+6 (15 hp), dying/dead -4/-16**Initiative:** +1**Speed:** 30 feet, climb 20 feet**AC:** 14 (+1 Dex, +3 natural), touch 11, flat-footed 13**Base Attack/Grapple:** +2/+4**Attack:** Club +4 melee (1d6+2) or javelin +3 ranged (1d6+2)**Full Attack:** Club +4 melee (1d6+2) or javelin +3 ranged (1d6+2)**Space/Reach:** 5 feet/5 feet

(Face/Reach: 5 feet by 5 feet/5 feet)

Special Attacks: Coordinated tactics**Special Qualities:** Clan mark, collective body, collective mind, darkvision 60 feet**Saves:** Fort +6, Ref +4, Will +5**Abilities:** Str 14, Dex 13, Con 16, Int 11, Wis 14, Cha 12**Skills:** Climb +6, Listen +4, Spot +4, Tumble +3**Feats:** Two feats (see text)**Environment:** The ruins of Serathis**Organization:** Pair, swarm (2–8), warband (4–16), village (20–120)**Challenge Rating:** 1**Treasure:** Standard**Advancement:** By character class**Level Adjustment:** +2

The deadly akthars may seem relatively weak at first glance, but do not be deceived. These creatures are about as strong and tough as giants, plus they have tremendous psionic abilities. Akthars can telepathically communicate with the other members of their clan across a great distance, allowing them to coordinate attacks with deadly precision. More importantly, akthars form a collective pool of talents and abilities. Once one akthar masters a talent, all the akthars within a short distance also gain it. In essence, a lone akthar has at its disposal all of the abilities and talents of its tribe. Needless to say, this advantage makes any akthar a deadly enemy.



Akthars are a race of vaguely simian humanoid creatures. They display a broad range of characteristics, but in general they have short, coarse fur, long arms, bowed legs, and pointed ears. Their eyes are black orbs set in their skulls, and they usually have long, jagged claws and sharp fangs. However, they rarely use these natural weapons in combat.

Aside from those shared traits, akthars display a dramatic range of fur colors, patterns, and other mutations. Each akthar tribe or family group shares a few distinctive features, such as a deformed left ear, bright green fur, or extra fingers. These traits breed true and mark the psionic connection between a family's members. Only akthars from the same clan gain the benefits of their shared psychic abilities. When akthars from two clans interbreed, the resulting creature is always a twisted abomination known as a ru-akthar (described later in this chapter).

COMBAT

Akthars always try to attack in a group of at least four. Unless an individual akthar is highly trained or tougher than normal, it prefers to fight with the comforting presence of its clan's collective consciousness. Akthar clans tend to mold their battle strategies based on the talents they have mastered.

Coordinated Tactics (Su): The akthars' powerful psychic connection allows them to fight effectively as a team. An akthar gains a +1 bonus to its attack rolls for each akthar from its clan that is adjacent to the enemy it attacks. An akthar's opponent never receives a cover bonus if another akthar from the clan is present. Akthars never suffer the penalty for firing into melee if their target's opponents are all akthars from their clan. Note that these advantages do not apply with respect to akthars from other clans. Akthars do not share these links across family lines.

Clan Mark (Ex): All akthar clans have a distinctive physical mark that showcases their clan membership. Regardless of the mark's exact type, an akthar possesses only one. In game terms, this trait can appear in variety of forms.

Some clan marks give an akthar a +4 competence bonus to a single skill or the subskills covered by a single skill type, such as Perform or Knowledge. For example, a clan of scholarly akthars might have enlarged brains that give them a +4 bonus to all Knowledge checks. An akthar must spend ranks on the skill as normal in order to attempt it trained, if applicable.

The clan mark can also give an akthar an alternative movement mode, a creature subtype, or the ability to cast a 0-level spell once per day (caster level 1st) with Charisma as the spellcasting key ability.

Collective Body (Su): As a free action, an akthar can absorb an injury suffered by another member of its clan.

The akthar selects a fellow clan member within 60 feet and heals it of 2d6 points of damage. The akthar using this ability immediately takes an equal amount of damage. An akthar can use this ability once per hour. Akthar warbands love to set up healers in hiding on the fringes of a battlefield.

Collective Mind (Su): Akthars can delve into each other's minds to share their special talents and abilities over a short range. An akthar gains the feats and skill ranks of all its fellow clanfolk within a 100-foot radius. The akthar must possess the prerequisites for any feats it gains, and if it lacks any, it cannot use the feat. Akthars cannot use feats gained in this manner as the prerequisite for other feats acquired via this ability.

An akthar gains the highest skill ranks that any single individual can contribute. For example, three akthar warriors have 2, 3 and 6 ranks in Swim. All of the akthars would enjoy 6 total ranks, the highest single rank total available, when using this ability. The warriors with 2 or 3 ranks would not permanently add the bonus ranks they gained to their standard ranks. The warrior with 6 ranks would not gain the ranks from the other two warriors, since they have fewer ranks.

AKTHAR ORIGIN

The dramojh originally crafted akthars to serve as their primary slaves and helpers. The dragon scions were too consumed by their magical research and investigations into arcane matters to bother with training a large force of slave labor to maintain the city. They considered creating a race of slave masters, but their initial results proved too independent and willful to control easily.

They solved their problem by crafting the akthars. Since these creatures can share memories and skills across short distances, a dramojh keeper needed to teach only one akthar how to maintain a forge or how to slaughter and prepare a herd animal. The skills the akthar learned would flow to its fellows, allowing them to help in the task at hand with little supervision. Furthermore, punishments against lazy or sloppy workers resonated throughout the assembled workers, making it far easier to keep them in line.

The dramojh developed several varieties of akthar, each of which shared a separate pool of memories and knowledge. The dramojh found that if the akthars grew too numerous, exceptional individuals within a group would become more intelligent and eventually pose a threat to the dramojh's iron rule. Thus, they bred and sculpted akthars into a multitude of clans, each of which was unable to breed with the other without creating a fearsome, terrible creature inimical to all akthar life. The wily dramojh, in turn, used these creatures, ru-akthars (see page 22), as bestial guards to watch over akthar camps and run down any escapees.

AKTHAR SOCIETY

Akthars are organized into small clans based on their unique markings and ability to breed true. They usually adapt to areas that allow them to take advantage of their special talents. For example, a clan with long, strong limbs that make its members excellent climbers may dwell among the trees. Another clan that excels at mining may burrow tunnels into the earth.

AKTHARS IN SERATHIS

Akthars are found primarily in the Barrens. They hunt and fish within that wilderness area to support themselves and fight to defeat any visitors who may pose a threat to their territory. Akthars sometimes enter the Slums in search of treasure or to prove their bravery. Such akthars tend to be more vicious and aggressive than normal specimens. Akthars generally dislike all outlanders, and they pose a serious threat to any expedition into the ruins. See “Factions Within the Barrens” in Chapter Four for more on this race.

AKTHAR CHARACTERS

Most akthars are warriors. These creatures generally lack the cultural sophistication to follow other classes, aside from expert and commoner. A few akthars, particularly those bred to excel at intellectual skills, may possess magical abilities learned from the dramojh and passed down through the generations.

RUNNING AKTHAR ENCOUNTERS

Keeping track of all the skills and feats available to akthars may prove troublesome. When using these creatures in an encounter, it helps to list all of the feats they collectively possess (including feats available through multiple akthars). When an akthar dies or falls unconscious, remove a number of feats at random from this list equal to the total that the fallen akthar contributed to the pool.

ROCK BAT**Small Magical Beast**

Hit Dice: 1d10+1 (6 hp), dying/dead -2/-13

Initiative: +6

Speed: 10 feet, fly 80 feet (perfect)

AC: 19 (+1 size, +6 Dex, +2 natural), touch 17, flat-footed 13

Base Attack/Grapple: +1/-5

Attack: Wing +8 melee (1d6-2)

Full Attack: Wing +8 melee (1d6-2)

Space/Reach: 5 feet/5 feet

(Face/Reach: 5 feet by 5 feet/5 feet)

Special Attacks: Darting grab, severing strike

Special Qualities: Darkvision 60 feet

Saves: Fort +3, Ref +8, Will +1

Abilities: Str 6, Dex 22, Con 13, Int 6, Wis 13, Cha 8

Skills: Listen +3, Spot +3

Feats: Flyby Attack, Weapon Finesse

Environment: The ruins of Serathis

Organization: Flock (3-60)

Challenge Rating: 1/2

Treasure: Standard

Advancement: Medium (2-6 HD); Large (7-12 HD)

The vicious rock bat is a continual thorn in the side of adventuring parties within the ruins of Serathis. Although individually these creatures prove relatively weak, in great numbers they can wreck havoc on even the most heavily armed and armored expedition. Their sharp wings, stunning reflexes, and attraction to shiny objects combine to make them a deadly peril. Even if a flock of rock bats fails to slay an adventurer, it may carry away the supplies and items that she needs to make the trip back the Safe Quarter.





The typical rock bat is about 3 feet long. It has a rough, dark grey hide and long, leathery wings. The outer, leading edge of each wing has a long, sharp, bony ridge that can slice through flesh. A bat attacks by swooping toward an opponent and cutting into it with its wings. Despite their name, rock bats are not true bats. They have normal eyes and rely on sight to guide them. Their heads and bodies have a batlike appearance—hence the name.

COMBAT

Rock bats usually avoid humans and other large prey. Normally, they attack small herd animals, rabbits, and similar creatures. However, they harbor an insatiable desire for shiny, metallic items and other debris. Like many of the creatures found in Serathis, rock bats are more intelligent than typical wild animals. To lure a mate to her cave or nest, a female bat attempts to attract the male with metal items strewn about her territory. Thus, the bats sometimes attack travelers because of the glint of a metal buckle on a backpack or the flash of light off a breastplate.

A rock bat makes full use of its Flyby Attack feat, swooping to strike and darting beyond the reach of a sword or claw before its opponent can retaliate. Unfortunately, if a rock bat attacks a humanoid, it is either too hungry to break off the fight or consumed with desire for the metal object its opponent carries.

Darting Grab (Ex): All rock bats are adept at grabbing small items and soaring into the sky without slowing down. In place of an attack, a rock bat may pick up an item while using its Flyby Attack feat. If the rock bat tries to grab something that a target carries in its hand, it provokes an attack of opportunity and must succeed in an opposed Strength check to wrest the item away.

Severing Strike (Ex): A rock bat may choose to attack a belt strap, belt, or similar item to knock the object from a character's possession. It may attack any item that a target wears on its body without provoking an attack of opportunity. This benefit does not apply to an item a character carries in hand. A rock bat usually uses this ability to cut loose a belt pouch or similar item in order to carry off a shiny item.

TRAINED ROCK BATS

Several falconers in the city of Serathis have managed to capture and train rock bats. These creatures serve as guards and couriers, as they can be taught to carry messages from one place to another. Rumors abound of a gang that keeps a large number of these creatures and sends the bats against caravans. The swarm swoops down to carry off coins, gems, and other small trinkets, which the bandits later scavenge from them. Sometimes, this gang weakens the supports on a bridge, causes a rockslide, or prepares

some other obstacle that topples a cart or wagon and sends treasure spilling across the trail for the bats to pick up.

ROCK BATS IN SERATHIS

Rock bats are found almost everywhere in the city, though they never seem to venture far beyond its limits. Swarms of these creatures are a consistent threat from the Safe Quarter out to the Forest of Towers. They are a particular menace within the Slums, as they seem to prefer the ruined avenues to the shady trees of the Barrens.

RU-AKTHAR

Large Magical Beast

Hit Dice: 8d10+40 (84 hp), dying/dead –6/–20

Initiative: +0

Speed: 40 feet

AC: 15 (–1 size, +6 natural), touch 9, flat-footed 15

Base Attack/Grapple: +8/+18

Attack: Claw +14 melee (1d8+6)

Full Attack: 2 claws +14 melee (1d8+6)

Space/Reach: 10 feet/10 feet

(Face/Reach: 5 feet by 5 feet/10 feet)

Special Attacks: Death spasm

Special Qualities: Darkvision 60 feet, mindsense 100 feet, scent, tenacious fighter, tremorsense 60 feet

Saves: Fort +11, Ref +6, Will +5

Abilities: Str 22, Dex 10, Con 20, Int 6, Wis 17, Cha 12

Skills: Climb +11, Jump +12

Feats: Fast Healer, Power Attack, Sunder, Weapon Focus (claws)

Environment: The ruins of Serathis

Organization: Solitary, pair, mating group (2–8)

Challenge Rating: 6

Treasure: Standard

Advancement: Large (9–12 HD); Huge (13–18 HD)

The ru-akthar is a horrifying beast that fights with mindless fury. It combines some of the psionic talents native to the akthar race (see above) with a warped, deceptively powerful physique. When enraged, its razor claws can tear through bone and muscle with ease. As a ru-akthar suffers injuries, its psionic talents allow it to transform its pain into raw anger. While other creatures may become weaker as a battle wears on, a ru-akthar gains power and ferocity.

A ru-akthar looks like a massive, hunched, apelike creature covered with thick, matted hair. Hooks within its hair catch twigs, leaves, and other debris, forming a crude but effective camouflage screen. A ru-akthar usually walks on all four limbs. It uses its arms for balance as it moves, but in battle it rears back on its legs and slashes wildly with its claws.

The first ru-akthar arose when akthars of different clans mated. The offspring of any such union is always a ru-



akthar. Ru-akthars also breed true. Once a year, the ru-akthars in an area gather to fight over the right to take the available females as mates. The males battle to the death, ensuring that only the strongest males survive to propagate the species. Explorers take care to avoid areas where ru-akthars gather for these duels, as they are even more aggressive and bloodthirsty than normal during this period.

In the wild, ru-akthars usually stake out a section of a forest and defend it against all intruders. They are omnivorous, and usually subsist on roots and insects. They attack akthars on sight, as the dramojh crafted them specifically to keep those creatures cowed. They have a variety of supernatural abilities that allow them to track foes. Once they used these talents to hunt down escaped akthars, but now they use them with equal skill against humans, sibeccai, and other humanoids.

COMBAT

A ru-akthar relies on its brute strength to defeat its enemies. Once engaged in battle, it fights to the death.

Death Spasm (Ex): When a ru-akthar dies, its body expels its death energy in one final, vicious spasm. The ru-akthar's body emits a blast of negative energy in a 30-foot radius. All creatures in this area must make Fortitude saves (DC 18) or suffer 4d6 points of damage, or half damage on a successful save. In addition, creatures that fail this save suffer a –1 penalty to Constitution for the next hour.

Mindsense (Su): A ru-akthar enjoys an ability similar to an akthar's talent to form a collective body of memories and skills. The ru-akthar can sense the presence of a living mind within 100 feet. It lacks the refined ability to access a creature's thoughts or delve into its memories, but it can detect the stir and whisper of psychic energy. The ru-akthar is automatically aware of the exact location of any living creature that comes within this ability's range. Furthermore, it never suffers a miss chance due to concealment against such targets.

Tenacious Fighter (Ex): The ru-akthar's injuries merely enrage it, granting it increased power and physical strength. When reduced to half or fewer of its maximum hit points, it gains a +4 bonus to Strength for 10 minutes. A ru-akthar continues to fight when it is disabled. When in this state, the Strength bonus it gains from this ability increases to +8. It dies as normal.

RU-AKTHAR ENCOUNTERS

As vicious, territorial creatures, ru-akthars serve as excellent beasts for a random encounter, a difficult battle while traveling from one point to another, or as guardians in a long-abandoned ruin. A spellcaster might use his magic to disable a ru-akthar, transport it to a treasure cache or some other area he wants to guard, and allow the creature to recover from the spell. Most ru-akthars lack the intelligence to make their way back to their home territories. If



the creature's new home has enough food and water, it claims it as its new domain.

Akthars fear and loathe these creatures. A few merchants have attempted to capture and train ru-akthar cubs, and in a few cases they have succeeded. Needless to say, these ru-akthars command tremendous prices, as the akthars continue to raid and harass expeditions.

RU-AKTHARS IN SERATHIS

Ru-akthars are found almost exclusively within the Barrens. The akthars announce these monsters' hunting grounds with skulls and other markers. The recent influx of explorers has seemingly disturbed these creatures' natural order. Several of them have wandered into the Slums, and an enraged ru-akthar has attacked the Safe Quarter's walls on three separate occasions.

SPINED HOUND

Small Magical Beast

Hit Dice: 2d10+4 (15 hp), dying/dead -3/-14

Initiative: +6

Speed: 40 feet

AC: 17 (+1 size, +2 Dex, +4 natural), touch 13, flat-footed 15

Base Attack/Grapple: +2/-1

Attack: Bite +4 melee (1d6+1)

Full Attack: Bite +4 melee (1d6+1)

Space/Reach: 5 feet/5 feet

(Face/Reach: 5 feet by 5 feet/5 feet)

Special Attacks: Piercing howl, spines

Special Qualities: Darkvision 60 feet, scent

Saves: Fort +5, Ref +5, Will +2

Abilities: Str 12, Dex 15, Con 14, Int 6, Wis 14, Cha 8

Skills: Survival +7

Feats: Improved Initiative, Track

Environment: The ruins of Serathis

Organization: Solitary, pair, pack (3-12)

Challenge Rating: 1

Treasure: Standard

Advancement: Medium (3-6 HD); Large (7-12 HD)

A spined hound is a small, vicious creature that excels as a guardian, tracker, and companion. Bred by the dramojh in the ancient days to serve as faithful pets and sentinels, these creatures were quickly captured and domesticated by the explorers and adventurers in Serathis.

Spined hounds are named for the distinctive, spiky frill that runs along the length of their backs. The typical hound looks like a cross between a canine and a lizard. It has a rough, scaly hide and a flexible, serpentine tail. A spined hound barks and acts much like a dog, and in the wild these creatures hunt in packs like wolves.



COMBAT

A spined hound prefers to use simple and straightforward tactics in combat. The hounds generally attack in packs, using the advantage of numbers to overwhelm their enemies. They dash around and beneath their opponents, willingly exposing themselves to attack in order to strike from all sides. Their spines allow them to force their way through their foes, as the jagged edges stab and slice anyone who tries to halt them.

A pack of hounds usually saves its piercing howl for a single large opponent or occasions when the pack faces a foe that presents a much more difficult challenge than the hounds anticipated.

Piercing Howl (Su): A pack of hounds can create a terrible howl that causes sonic damage in a limited area. As a standard action, a group of hounds can simultaneously unleash the howl. Any creature within 10 feet of a hound taking part in this attack must make a Fortitude save (DC 13) or suffer 1 point of sonic damage per hound that howls. A successful save cuts the damage in half. The hounds that participate in this attack must all be within a single 30-foot-radius area. A hound can use this ability (in other words, join in a collective howl) once per day.

In addition to this attack, a single hound's cry is a shrill, screaming yowl. Any sleeping creature (regardless of whether the sleep is natural or magically-induced) within 100 feet of a spined hound awakens if the hound uses a standard action to howl. The hound can use this ability at will.

Spines (Ex): The hound's spines make a useful weapon in close combat. A hound may move through a space occu-

ried by any creature that is at least one size category larger than itself by using its spines to ward back its foe. The target creature can choose to stop the hound. In this case, the hound's move immediately ends but the target suffers 1d3 points of damage from the spines. A hound can move through only one opponent's space in this manner per round. If a hound ends its movement in the same space as an enemy, that opponent may place the hound in any free space adjacent to him.

DOMESTICATED SPINED HOUNDS

Hunters and explorers prize spined hounds for their scent ability and howl. Many hounds are trained to howl when strangers approach a camp or watch post, allowing them to raise an alert and awaken the guards. Since spined hounds were bred specifically as servants, anybody attempting to train one receives a +4 competence bonus to Handle Animal checks. Spined hounds count as domesticated creatures for purposes of that skill, even if they grew up in the wild.

SPINED HOUNDS IN SERATHIS

Spined hounds are most common the Barrens, particularly in the deep, dry, forested areas. Attempts to domesticate them have helped spread them across the entire city, and a few packs of escaped hounds now roam the Slums. Spined hounds have even begun to show up across the Diamond Throne lands. Owning a spined hound has become something of a fad among the rich and important.



CHAPTER TWO:

The Safe Quarter

The social, economic, and political center of the ruins, the Safe Quarter is so named for the obvious reason that, compared to the rest of Serathis, it offers a relatively peaceful harbor in the face of the monsters, weird magic, and other threats that stalk the ruins beyond. Yet for all the physical safety it offers, it is a hornet's nest of criminals, political jockeying, and power struggles. The foes one finds in the Safe Quarter may not fight with weapons or spells, but they are just as dangerous as rampaging monsters or a mob of savage akthar warriors.



The Safe Quarter is divided into two areas: the Giants' Hold, ruled by giants who represent the Diamond Throne, and the Dragon's Wing, run by a mighty dragon known as Krovacatharis the Seeker. A great barrier known as the Peace Wall separates these two districts. The two sides each carved out small settlements that quickly grew toward each other, as the few mountain paths from civilization led to only one small area in the ruins. While the giants had a head start, Krovacatharis possesses a powerful artifact known as the *Lathe of Ages*. With it, he can build an entire castle in the space of a day, though he must conserve the artifact's power, lest it crumble to dust. The dragon and his followers, though fewer in number, established a safe, secure fortress in a short time, compensating for the giants' early lead. In the interest of maintaining the peace, the dragons and the giants reached an accord. Krovacatharis used his artifact to build the Peace Wall and strengthen both sides' fortifications as a gesture of good will.

Most of the Safe Quarter is a hodge-podge of ruins, restored buildings, and new structures. In most cases, new residents pick a ruined building, clear it of debris, and scavenge or buy building material to make it habitable. Thus, a city block might consist of a general store, a few structures rebuilt as private homes, and several ruins that have been picked clean of usable bricks. In some cases, newcomers have built wholly new structures to serve their needs. Merchants in particular needed to erect buildings that would serve as stores or workshops, as any ruins were too scattered or too damaged to adapt to such uses.

The Safe Quarter has evolved into a patchwork of buildings. While most folk cluster together for protection and security, a few lone wolves pick areas far from the crowds. Aside from the market and the cluster of general stores and trading posts, the quarter shows little planned development. Most newcomers simply pick a promising ruin, pay a tax for the right to settle here, and go to work repairing it. To avoid property disputes, the giants keep a record of who settles where, but the dragon Krovacatharis cannot be bothered with such trivialities. Thus, turf battles occur all too often in the Dragon's Wing.

The giants and the dragon's soldiers eradicated the vast majority of monsters in the quarter, but some still stalk the night. The guards investigate every murder with care to rule out the possibility that a killing heralds the arrival of a new creature in the quarter. House-to-house searches are not uncommon, as the giants work to ensure that a ruin's inhabitants have neither died nor left the area. Monsters sometimes tunnel under the walls, while passages and dungeons are said to lie hidden beneath the streets. The characters might stumble into a strange, subterranean realm via a forgotten tunnel in the building they chose as their own, while a simple excavation to expand a cellar's storage space could unleash a mob of undead beasts.

Overall, the Safe Quarter has a slightly chaotic air to it. Despite the giants' best efforts, the settlement shows nothing resembling a pattern in its development.

FACTIONS WITHIN THE SAFE QUARTER

The giants and the dragon Krovacatharis constitute the two most important factions within the Safe Quarter, but a variety of other groups and individuals operate here as well.

THE GIANTS

Eia-Perren leads the Hu-Charad faction. She and her troop of highly trained giant warmains, sibeccai totem warriors, and human mercenaries form a potent fighting force. While they could defeat Krovacatharis' forces in open combat, they would rather avoid suffering unnecessary casualties and leaving themselves vulnerable to bandits, monsters from the ruins, and other threats. As a champion of magic, Eia-Perren would prefer to keep the ruins as intact as possible.

The giants' primary strength lies in their soldiery. These fighting units form the *Safe Quarter's guard*. The typical guard unit consists of five 1st-level warriors, a 2nd-level warmain, and sometimes a 2nd-level magister, mage blade, or other spellcaster. These soldiers are a mix of giants, humans, sibeccai, and a sprinkling of litorians.

The *outriders* are an elite cavalry unit commanded by Tarashkar the Pursuer, a sibeccai wolf totem warrior. These mounted soldiers engage in long sweeps of the ruins, searching for and destroying monstrous threats, bandits, and other menaces. While powerful in battle, they are too few in number to effectively police the entire area. Still, many explorers and treasure hunters owe their lives to the outriders' timely intervention.

The Throne's Eyes, a small cabal of spellcasters and spies, serves as Eia-Perren's core of magical and espionage support. Commanded by a mysterious figure known as The Speaker, the Eyes provide combat spellcasting, infiltrate the Dragon's Wing, and go undercover to watch over smugglers, criminal gangs, and other unsavory elements. Though few in number, they form a potent force. "The Eyes are watching" is a common admonishment to speak quietly or otherwise keep something secret.

The attitude of many NPCs described here depends on the role you have chosen for the giants, per the Campaign Checklist in Chapter One.

EIA-PERREN, LADY STEWARD OF THE GIANTS' HOLD (HOOK, OBSTACLE; ANY LEVEL)

Eia-Perren sees herself as a warrior who struggles against ignorance, fear, and superstition. As a champion of magic, she sees the ruins as not only a martial challenge but an intellectual challenge to understand and unlock. If one discounts her armor, then her plain looks, simple robes, and thoughtful expression cast her as a sage rather than a warrior. She speaks in careful, measured tones, as she prefers to find and use the exact, perfect word to carry her meaning. When dealing with any problem, she demands evidence rather than emotional appeals. She freely uses divination

magic to uncover as many facts as possible before issuing a judgment or making a decision. While this process is fair and impartial, days or weeks might pass before the issue is resolved because she refuses to act on insufficient information. Only in times of urgency or obvious crisis does she move ahead without a thorough understanding of an issue.

Secret: Eia-Perren gained this post over other commanders with more battlefield experience. How and why?

(1) Despite her lack of combat experience, Eia-Perren's knowledge and respect for learning make her an excellent candidate to lead. The riddle of the ruins gnaws at her mind. If she had her way, she would surrender all her responsibilities and focus her energies on delving into the ruins' past. Through intermediaries, she sponsors adventuring parties, sometimes even unlicensed or criminal ones, to investigate mysterious areas and recover ancient books and inscriptions.

(2) Eia-Perren is overworked and has difficulty managing her command. She is far more of a historian than a warrior, even as a champion, and lacks the skills needed to be an effective leader. She is a figurehead and her warriors a distraction to cover for a small, secret group of giant agents who lurk within the ruins. The clever giants use Eia-Perren's presence to distract the dragons and their other enemies. In truth, the elite team of warriors and explorers seeks out powerful magic and rare, valuable relics. You can use Orn-Tharzd's band of warriors (see Chapter Five) as this secret group, if you wish.

(3) Cold, distant, and uncaring, Eia-Perren believes that no one aside from giants should have a chance to explore the ruins. From her study of history, she thinks that no one else is capable of managing the magic and wealth found there without touching off a war or some other catastrophe. She looks the other way as her underlings plant evidence on non-giants and otherwise take steps to hinder them in the ruins. Of course, to avoid a revolt, she takes care to mask this racist tendency, but it has a clear effect on her decisions. Perhaps it may boil over in the face of a crisis.

Eia-Perren, female giant champion 10 (magic): CR 10; Medium giant; HD 10d10+20 (85 hp); Dying/Dead -3/-15; Init -1; Speed 20 feet, base 30 feet; AC 23 (-1 Dex, +10 armor, +4 shield), touch 9, flat-footed 23; Base Attack +10; Grapple +13; Attack +16 melee (2d6+5, +2 *greatsword*); Full Attack +16/+11 melee (2d6+5, +2 *greatsword*); SQ Call or imbue shield, call upon the power, call or imbue weapon, heartening cry, focused devotion, lesser magic touch, familiarity with magic, greater magic touch; SV Fort +9, Ref +3, Will +8; Str 16, Dex 8, Con 15, Int 15, Wis 13, Cha 13.

Skills: Diplomacy +16, Knowledge (ceremony) +16, Knowledge (history) +19, Knowledge (magic) +19

Feats: Eidetic Memory, Skill Application (Diplomacy and Bluff), Skill Focus (Knowledge [history]), Skill Focus (Knowledge [magic]), Weapon Focus (greatsword).



Call or Imbue Shield (Sp): Eia-Perren can summon a shield appropriate to her size and emblazoned with the symbol of magic. No one can take this shield from her against her will, although it can be dispelled. The shield has a +3 enhancement bonus, lasts for 10 minutes, and can be called once per day. She can instead use this ability to increase the enhancement bonus of her own shield by +1.

Call Upon the Power (Su): Eia-Perren calls upon the power of magic to gain a +2 enhancement bonus to Strength and Constitution for up to 10 rounds. She can do this three times per day as a free action.

Call or Imbue Weapon (Sp): Eia-Perren can summon a melee weapon she is proficient with, filled with the power of magic. No one can take the weapon from her against her will, although it can be dispelled. The weapon has a +3 enhancement bonus, lasts for 10 minutes, and can be called once per day. She can instead use this ability to increase her own weapon's enhancement bonus by +1.

Heartening Cry (Su): When Eia-Perren gives a battle cry as a free action once per day, all allies within 30 feet of her gain a +1 morale bonus to attack rolls, saving throws, and checks for 10 rounds. Those under the effects of an unwanted enchantment can make another saving throw to throw it off.

Focused Devotion: Eia-Perren is a champion of Serathis.

Lesser Magic Touch (Sp): Once per day Eia-Perren can cast any 0-level or 1st-level simple or complex spell with verbal components only (caster level 10th, save DCs are Charisma based).

Familiarity With Magic (Su): Eia-Perren gains a +2 competence bonus to all saving throws against spells and spell-like and supernatural abilities (including magic items) and a +2 competence bonus to AC against spells with attack rolls.

Greater Magic Touch (Sp): Once per day Eia-Perren can cast any 2nd- or 3rd-level simple or complex spell with verbal components only (caster level 10th, save DCs are Charisma based).

Possessions: +2 *greatsword*, +2 *great shield*, +2 *plate armor*.

TOR-IRLAN, COMMANDER OF THE GUARD (OBSTACLE, ANY LEVEL)

A bald, scarred, imposing figure, Tor-Irlan has seen fighting across the realm. He follows in his parents' footsteps as a warmain in service to his people. Time and again, he volunteered for hazardous duty in dangerous areas. If the forces of the Diamond Throne have marshaled their strength for battle in the past 30 years, Tor-Irlan has been there. Now facing retirement, he sees his stint in Serathis as the final chapter of a long, storied career. His age prevents him from walking on patrols with his men, but he is a canny, able administrator. In many cases, Eia-Perren defers to his military experience.

Secret: In the final stages of his career, how does Tor-Irlan face retirement?

(1) Bitter, angry, and disappointed as his career grinds to an end, Tor-Irlan seeks any opportunity to lead his troops

into battle personally. The giant is overzealous in calling out the guard, and even the slightest disturbance could provoke an overly violent response. Tor-Irlan is spoiling for a chance to go out in a blaze of glory, and he secretly sends out troops who are supposed to maintain security in town to patrol the ruins. Sometimes, they grant their enemies a chance to gather their forces as the patrols wait for Tor-Irlan to arrive on the field and personally lead them into battle.

(2) Tor-Irlan believes that he must do what he can to leave behind a positive legacy. He has a soft spot for wayward criminals and others to whom fate has dealt a cruel hand. Several times, he has taken in a ruffian and tried to reform him. The kindly Tor-Irlan, perhaps blinded by nostalgia and his genuine desire to reform others, could be a helpful patron for young adventurers, or maybe a canny group of bandits could turn his soft heart to their advantage.

(3) The real Tor-Irlan died shortly after arriving in the ruins. He has since been replaced by a doppelganger, one that serves the Agents of Chaos (see page 34). The motives, plans, and actions of this creature depend on the order's aims, as the creature serves it with utter fidelity. In any case, the commander of the watch is a secret dagger buried right next to the heart of the Hu-Charad defenses.

Tor-Irlan, male giant warmain 8: CR 8; Medium giant; HD 8d12+27 (91 hp); Dying/Dead -4/-17; Init +4; Speed 20 feet, base 30 feet; AC 24 (+10 armor, +3 shield, +1 natural), touch 10, flat-footed 24; Base Attack +8; Grapple +12; Attack +14 melee (1d12+11, +1 *dire greataxe*); Full Attack +14/+9 melee (1d12+11, +1 *dire greataxe*); SA Crushing blow; Hero Points 1; SV Fort +9, Ref +2, Will +2; Str 18, Dex 10, Con 17, Int 11, Wis 10, Cha 14.

Skills: Intimidate +13, Knowledge (engineering) +11.

Feats: Exotic Armor Proficiency, Exotic Weapon Proficiency (heavy), Improved Initiative, Iron Flesh, Power Attack, Sturdy, Weapon Focus (greataxe), Weapon Specialization (greataxe).

Crushing Blow (Ex): Once per day, Tor-Irlan can channel great physical power into a single blow in melee combat. A normal hit inflicts damage as if it were a critical hit—even if striking a foe normally immune to critical hits. On a critical hit, increase the critical's multiplier by +1.

Possessions: Articulated plate, +1 *great shield*, +1 *dire greataxe*.

TARASHKAR THE PURSUER, OUTRIDERS COMMANDER (HOOK; ANY LEVEL)

This sibeccai warrior is young, proud, fierce, and ambitious. He leads the giants' cavalry and regularly makes long patrols out into the ruins. He sees this posting as a chance to impress his fellow sibeccai and make a name for himself as one of the great warriors of his generation.



Secret: Tarashkar is here to advance his reputation. He sees the giants as useful only for the opportunity they provide him to achieve greatness.

(1) Tarashkar resents the current peace. He wants the chance to slay Krovacatharis and actively works behind the scenes to ignite a war between the giants and the dragon.

(2) Sometimes Tarashkar goes out in secret in search of adventure. In disguise, he travels with adventurers for a few days at a time each year. If the player characters come across him, they can win his friendship if they impress him with their honor and combat prowess.

Tarashkar the Pursuer, male sibeccai totem warrior 2 (wolf)/warmain 4: CR 6; Medium humanoid; HD 2d10+4d12+28 (68 hp); Dying/Dead -5/-18; Init +5; Speed 50 feet; AC 17 (+1 Dex, +6 armor), touch 11, flat-footed 16; Base Attack +6; Grapple +10; Attack +12 melee (2d4+6, masterwork falchion); Full Attack +12/+7 melee (2d4+6, masterwork falchion); Hero Points 1; SV Fort +11, Ref +4, Will +4; Str 18, Dex 13, Con 18, Int 10, Wis 15, Cha 12.

Skills: Handle Animal +6, Ride +10, Sneak +10 (+9 with armor), Survival +7.

Feats: Cleave, Fleet of Foot, Improved Initiative, Lightning Reflexes, Power Attack, Sturdy, Weapon Focus (falchion), Weapon Specialization (falchion).

Possessions: Masterwork falchion, +2 chain shirt, necklace of fireballs (type I).

THE SPEAKER, LEADER OF THE THRONE'S EYES (HOOK, OBSTACLE; ANY LEVEL)

The shadowy figure known as the Speaker is a mirage, an illusion created to strike fear into the criminals in Serathis. In truth, the Throne's Eyes report directly to Lady Protector Ia-Thordani. They exist in several independent cells that work toward separate goals. One group may track smugglers, while another seeks out an artifact that prophecies claim will bring woe and ruin to the land. Several members of the Eyes are allowed to adopt the Speaker's identity, though all take care to mask their voices, figures, and looks to keep the ruse secret. The criminals and outlaws in Serathis have enough respect for the Eyes and their mysterious leader that the mere threat of the Speaker's appearance is enough to cow them.

Secret: What exactly are the Eyes up to in Serathis? Why the secrecy?



(1) The Eyes are an attempt by some rogue faction within the court of the Diamond Throne to subvert Lady Protector Ia-Thordani. Using treachery and deception, they have managed to plant their agents in the ruins under the guise of an official, though secret, mission. In truth, the Eyes work to gain control of the criminal gangs and funnel powerful magic into their shadowy masters' hands.

(2) There really is a Speaker, though age and failing health prevent him from entering the ruins. He is a human greenbond named Earrel Starspeaker, and he receives prophetic dreams involving the ruins and an apocalyptic event. The Eyes work to decode his visions and discover the deadly threat that they presage.

(3) The Eyes claim to use stealth and secrecy against smugglers and bandits, but they are little more than a secret police force. They quietly put most of their effort into keeping track of non-giants who enter the ruins.

OTHER GIANT NONPLAYER CHARACTERS (ANY LEVEL)

The following NPCs represent standard characters one might encounter on the giants' side of the Peace Wall.

Typical Giant Soldier, giant war1: CR 1/2; Medium giant; HD 1d8+2 (8 hp); Dying/Dead -3/-14; Init -1; Speed 20 feet, base 30 feet; AC 16 (-1 Dex, +6 armor, +1 natural), touch 9, flat-footed 16; Base Attack +1; Grapple +4; Attack and Full Attack +4 melee (2d6+4, greatsword) or +0 ranged (1d6+3, throwing axe); SV Fort +4, Ref -1, Will +1; Str 17, Dex 8, Con 14, Int 12, Wis 13, Cha 8.

Skills: Handle Animal +3, Intimidate +3, Ride +3.

Feats: Iron Flesh, Power Attack.

Possessions: Greatsword, banded mail, throwing axes (2).

Typical Sibeccai Soldier, sibeccai war1: CR 1/2; Medium humanoid; HD 1d8+2 (8 hp), Dying/Dead -3/-15; Init +2; Speed 20 feet, base 30 feet; AC 15 (+2 Dex, +3 armor), touch 12, flat-footed 13; Base Attack +1; Grapple +3; Attack and Full Attack +3 melee (1d6+2, short sword) or +5 ranged (1d8, longbow); SV Fort +4, Ref +2, Will +1; Str 14, Dex 15, Con 15, Int 8, Wis 12, Cha 8.

Skills: Spot +3

Feats: Fleet of Foot, Weapon Focus (longbow).

Possessions: Short sword, masterwork longbow, arrows (40), studded leather jack.

Typical Giant Officer, giant warmain 2: CR 2; Medium giant; HD 2d12+6 (26 hp), Dying/Dead -3/-14; Init -1; Speed 20 feet, base 30 feet; AC 18 (-1 Dex, +8 armor, +1 natural), touch 9, flat-footed 18; Base Attack +2; Grapple +5; Attack and Full Attack +6 melee (2d6+4, greatsword) or +1 ranged (1d6+3, throwing axe); SV Fort +5, Ref -1, Will +1; Str 17, Dex 8, Con 14, Int 12, Wis 13, Cha 8.

Skills: Handle Animal +4, Intimidate +4, Ride +4.

Feats: Cleave, Iron Flesh, Power Attack, Sturdy.

Possessions: Masterwork greatsword, banded mail, throwing axes (2).

Typical Giant Spellcaster, giant magister 2: CR 2; Medium giant; HD 2d6+4 (13 hp), Dying/Dead -3/-14; Init +0; Speed 30 feet; AC 11 (+1 natural), touch 10, flat-footed 11; Base Attack +1; Grapple +2; Attack and Full Attack +2 melee (1d6+2, staff); SQ Magister's staff, spells; SV Fort +2, Ref +0, Will +4; Str 12, Dex 10, Con 14, Int 15, Wis 13, Cha 8.

Skills: Concentration +7, Knowledge (magic) +7, Knowledge (runes) +7, Spellcraft +7.

Feats: Combat Casting, Iron Flesh.

Spell Slots: 5/3

Spells Readied (7/4; save DC = 12 + spell level): 0—*detect creature, detect magic, disorient, door warning, read magic, saving grace, touch of nausea*; 1st—*conjure energy creature I, fireburst, magic armor, mudball*.

Possessions: Magister's staff, robes.

THE DRAGON

Since his arrival within the ruins, Krovacatharis the Seeker has established himself as perhaps the single most powerful creature in the region. Only the giants' superior armed forces and tight organization prevent him from controlling the ruins. That the giants have not made an attempt to drive him away speaks volumes of his magical power and mastery of ancient lore. The dragon's agents have uncovered several hidden treasure caches that other explorers missed, earning him instant respect from merchants and treasure hunters while establishing him as a major player in the region's economy. Many traders prefer to deal with him, as he is far more liberal than the giants in choosing both allies and wares. Rumor has it that if an item is stolen and sold anywhere in the ruins, Krovacatharis learns of it within a few hours.

Krovacatharis' minions consist primarily of well-trained dracha warriors who provide the muscle and military power for his rule. The Dragon's Claws form the main body of his warriors. They patrol the chaotic Dragon's Wing district as it pleases them, leaving most settlers and merchants there to act as they wish. The Dragon's Shadow, a secretive group of akashics, spellcasters, and elite soldiers, serves as Krovacatharis' personal guards, special operations force, and secret police. The dragon prefers to use his military might with a surgeon's precision. The Dragon's Shadow identifies and locates a target, and the Claws hammer it into submission. Most of the time, Krovacatharis focuses his forces on recalcitrant crime lords and others who cross him. Sometimes, his soldiers venture into the ruins to secure a rich or well-guarded treasure.



In addition to his formally recognized followers, Krovacatharis has a virtual death grip on many of the criminal gangs and cartels in town. From prostitution to gambling, he has a claw in everything. Several gangs owe him allegiance and work to further his aims in return for protection and favored treatment.

As with the giants, the personalities and motives listed here must be filtered through the general attitude you have chosen for Krovacatharis from the Campaign Checklist in Chapter One.

KROVACATHARIS THE SEEKER (HOOK, OBSTACLE; ANY LEVEL)

Krovacatharis traces his ancestry to an ancient clan of black dragons, but his line long ago shifted into something much different. His ancestors developed overly large heads, pulsing dual brains, and dozens of eyes located along their bodies. Krovacatharis' prodigious intellect drives him to seek new lore and experiences with the same almost manic enthusiasm as a starving man at a banquet.

Krovacatharis' love of material wealth rivals his curiosity and intellectual ambitions, and the ruins offer the prospect

of sating both drives. He spends his days poring over maps and ancient texts that he has accumulated over the years. As soon as he deciphers the location of a treasure trove or hears rumors of an important find, he dispatches his agents to investigate it. Using a variety of secret tunnels dug beneath the Dragon's Wing and into the ruins beyond, he can move men and materials without alerting the giants.

Krovacatharis and his minions see the ruins as a source of profit. They want to turn a practical benefit from it and frequently fund small bands of adventurers who seek out and recover lost objects that the dragon in turn sells. This approach has proven remarkably effective in luring freelance treasure hunters to his banner. While his methods might be mercenary, his followers have uncovered far more areas and explored more precincts than those hired by the giants. For anyone willing to work with a shady, powerful being who could destroy them at the slightest provocation, the dragon makes a profitable business partner.

Krovacatharis' most treasured possession is the *Lathe of Ages*, an artifact that can create stone and wood structures in mere minutes. He has used its might to build an elaborate, comfortable lair that rivals the most elegant and luxuriously



appointed mansions of the rich and powerful. While Krovacatharis may long for knowledge and wealth, he pays careful attention to his appetites for food, fine drink, and physical comfort. He uses his appreciation of fine things to his advantage. Many of his business partners mistake his love of comfort and expertise in cuisine and expensive wines as a sign of softness or a vapid personality—much to their regret.

Secret: Why has Krovacatharis come to the ruins?

(1) In his dreams and visions, Krovacatharis sees a powerful figure writhing within a sphere of utter darkness. After consulting his enormous library, he believes that the ruins are the final resting place of a mighty extraplanar entity that he can bind to his will and use to uncover the ruins' secrets. He sends his agents to gather relics and clues needed to find and free this being. See "The Great Black Cyst" in Chapter Five for more information.

(2) Krovacatharis wants to found his own kingdom. He believes that, over time, he can establish himself as a force to be reckoned with in the mountains. He plans to use the profits from the ruins to hire enough mercenaries to drive out the giants and claim the ruins and the region around it, establishing himself as a king.

(3) Krovacatharis always lived within the ruins. He is effectively immortal due to the power of the artifacts he has built up. He spent many centuries sleeping or absorbed in the multitude of books and arcane items he uncovered here in the wake of the dramojh's absence. In truth, he is the dragon Nithogar (see Chapter One). He knows the real story behind the ruins and works to ensure that his most powerful relics, and those created by his dramojh, stay out of the hands of the Hu-Charad and other outlanders. The long years have robbed his memory of the details concerning the city, forcing him to do research and hire mercenaries. The other dragons sent him dracha warriors and defer to him based on his expertise and reputation.

Krovacatharis the Seeker, Colossal dragon (fire): CR 28; HD 44d12+484 (770 hp), Dying/Dead -12/-33; Init +4; Speed 30 feet, fly 50 feet (poor); AC 42 (-2 size, +12 natural), touch 2, flat-footed 42; Base Attack +44; Grapple +78; Attack +54 melee (4d10+18, bite); Full Attack +54 melee (4d10+18, bite), +52 melee (4d8+9, 2 claws), +52 melee (2d10+9, 2 wings), +52 melee (4d8+27, tail slap); Space/Reach 30 feet/20 feet, 30 feet with bite (Face 40 feet × 80 feet); SA Breath weapon (70-foot fire cone, Reflex DC 41, 24d10 damage), crush (4d10+27, Reflex DC 43), tail sweep (40-foot radius, 2d10+27, Reflex DC 43), frightful presence (DC 43); SQ Blindsight 60 feet, darkvision 120 feet, DR 20/+3 (or 20/magic), dual brain, immune to fire, paralysis, and sleep, SR 43, see power, tremorsense 400 feet, water breathing; Hero Points 2; SV Fort +35, Ref +23, Will +35; Str 47, Dex 10, Con 33, Int 40, Wis 33, Cha 32.

Skills: Appraise +62, Bluff +58, Diplomacy +58, Knowledge (ancient history) +62, Knowledge (architecture) +62, Knowledge (ceremony) +62, Knowledge (cosmology) +62, Knowledge (dangerous beasts) +62, Knowledge (engineering) +62, Knowledge (geography) +62, Knowledge (magic) +62, Knowledge (nature) +62, Knowledge (religion) +62, Knowledge (runes) +62, Knowledge (science) +62, Listen +58, Sense Motive +58, Spellcraft +62, Spot +58, Use Magic Device +58.

Feats: Battle Mage, Blood as Power, Cleave (and Improved), Creator Mage, Dragon Magic, Expertise, Improved Disarm, Improved Initiative, Improved Trip, Modify Spell, Multiattack, Power Attack, Power of the Name, Slippery Mind, Quicken Spell, Unraveling Mage.

Dual Brain (Ex): Krovacatharis has two brains, allowing him to take an additional standard action each round. His two minds work together to process information and commit actions with far more speed and coordination than a creature with merely one brain.

See Power (Su): Krovacatharis can see energies as if with a continual *detect magic* spell, affecting everything that they can see. He need not concentrate to use this ability, nor wait 3 rounds to get the full range of possible information.

Spellcasting Ability: Krovacatharis has the spellcasting ability of a 25th-level magister. Due to his enormous brainpower and mental capacity, he has all simple and complex spells readied at all times. Unlike other dragons, he uses Intelligence rather than Charisma to determine his bonus spells and spell DCs. Save DC 25+spell level.

Spell Slots: Unlimited/unlimited/unlimited/10/9/9/8/8/7/6/6

HL'RA'KNAR (HOOK, OBSTACLE; ANY LEVEL)

The dracha warmain in charge of the Dragon's Claws, Hl'ra'knar is a simple, brutish warrior who lacks the imagination and cunning to play at politics. Indeed, Krovacatharis selected him for this post precisely because Hl'ra'knar excels at following orders and lacks the charisma or vision to bend or break them. For his part, Hl'ra'knar prefers simple, direct strategies when dealing with opponents. In some ways, he has grown lazy of late, as the opponents Krovacatharis sets him against are usually no match for the warriors he commands.

Secret: How does a simpleton maintain command?

(1) While Hl'ra'knar is a faithful subordinate, the officers beneath him are self-serving, ambitious, and greedy. Krovacatharis lacks the patience to peer too deeply into the Claws' ranks, leading to corruption. Hl'ra'knar tends to stay in his quarters if there is no direct need for him to command the men, creating opportunities for junior dracha officers to extort protection money from criminals and merchants in the Dragon's Wing or launch their own raids and expeditions into the ruins. The PCs might find themselves battling soldiers of the Claw who work outside of Krovacatharis' authority, perhaps inadvertently touching off a major confrontation

within the ruins. The place could teeter toward war, with Krovacatharis remaining blissfully unaware until the stakes get high enough to demand his attention.

(2) Even dragons make mistakes, and Hl'ra'knar's appointment shows that Krovacatharis placed too much stock in his follower's loyalty over his ability to lead. The Claws are plagued by ineptitude, and the Dragon's Wing slides into chaos because they are unable to organize into an effective force. Strange cults, criminals, and others begin to gather there. The player characters may find that the Claws need good leaders, and perhaps they can fill that role informally right under the dragon's nose.

Hl'ra'knar, male evolved dracha 6/warmain 3: CR 9; Medium humanoid; HD 3d12+6d8+50 (105 hp), Dying/Dead -6/-20; Init +2; Speed 40 feet, fly 40 feet (perfect); AC 26 (+2 Dex, +6 armor, +2 shield, +6 natural), flat-footed 22, touch 12; Base Attack +7; Grapple +11; Attack +14 melee (1d8+8, +2 dire warhammer); Full Attack +14 melee (1d8+8, +2 dire warhammer) and +9 melee (1d6+4, bite) and +9 melee (1d8+2, claw) or +14/+9 melee (1d8+8, +2 dire warhammer); SA Breath weapon, pounce; SQ Darkvision 60 feet; SV Fort +12, Ref +5, Will +3; Str 19, Dex 14, Con 21, Int 7, Wis 10, Cha 11.

Skills: Intimidate +9.

Feats: Bite, Exotic Weapon Proficiency (heavy), Improved Initiative, Multiattack, Power Attack, Sturdy, Tough Hide, Weapon Focus (warhammer).

Breath Weapon (Su): 9d6 acid in a 30-foot cone, Reflex save, DC 21, for half damage, usable three times per day.

Possessions: +2 *chain shirt*, +2 *dire warhammer*, heavy shield, 400 gp.

KERLON'A (HOOK, OBSTACLE; ANY LEVEL)

This savvy, cunning dracha female serves as the head of the Dragon's Shadow. A skilled magister, she considers herself superior to other dracha because of her talent with magic. In her eyes, magic is the defining trait that separates the mundane from the great. For this reason, she slavishly devotes herself to Krovacatharis. His mastery of magic and cunning earned her respect, and, in turn, the trust he placed in her solidified her loyalty.

Kerlon'a is cruel, cunning, and vicious. No plan is too violent or treacherous for her tastes, and she delights in watching her victim's illusions fade as her betrayal causes his ruin. The Shadow follows her lead, using deception, threats, and cruelty to achieve its aims. Krovacatharis ensures that his followers handle only thieves, adventurers, and smugglers who are unlikely to seek aid from the giants.

Secret: With treachery her forte, why does Kerlon'a remain faithful to Krovacatharis?

(1) Krovacatharis owns the essence of her soul, having

imprisoned it within a talisman when she tried to betray him. Recognizing her as too valuable to cast aside, he now enjoys a magical hold over her. This grip is far from perfect, and Kerlon'a may secretly hire adventurers to recover and destroy the talisman, opening the way for her to betray and perhaps kill Krovacatharis. The dragon hides the talisman deep within the ruins, as she would easily learn of any hiding place within the Dragon's Wing.

(2) Kerlon'a is the true driving force behind the dragon's plans. Krovacatharis cares for nothing aside from his own goals and personal appetites. Thus, Kerlon'a wields considerable influence over the dragon's followers. As Krovacatharis retreats into his personal feuds and research, she becomes the de facto leader of the dracha in Serathis, helping to aggravate tensions between her camp and the giants.

(3) Kerlon'a is a double agent. The giants believe that she has betrayed the dragon to them, but in truth she merely plays the two sides against each other. She may remain faithful to Krovacatharis if doing so proves profitable, or she might set both sides against each other by passing along false information and perhaps touching off a war. With both sides battered and weak, she believes she can seize power.

Kerlon'a, female dracha magister 7: CR 7; Medium humanoid; HD 7d6+7 (37 hp); Dying/Dead -2/-13; Init +2; Speed 30 feet; AC 15 (+2 Dex, +2 natural, +1 deflection), touch 13, flat-footed 13; Base Attack +3; Grapple +3; Attack and Full Attack +3 melee (1d6, staff); SQ Darkvision 60 feet, glide, familiarity with magic, magister's staff, spells; SV Fort +3, Ref +4, Will +7; Str 10, Dex 14, Con 13, Int 17, Wis 14, Cha 8.

Skills: Concentration +11, Knowledge (geography) +13, Knowledge (magic) +13, Knowledge (nature) +13, Spellcraft +13.

Feats: Battle Mage, First Strike, Hunter Mage (humans), Point Blank Shot, Weapon Focus (ranged touch attacks).

Familiarity With Magic (Ex): Kerlon'a gains a +2 competence bonus to saving throws against spells and spell-like and supernatural abilities and a +2 competence bonus to AC against spells requiring attack rolls.

Spell Slots: 7/5/4/4/3

Spells Readied (9/7/5/4/3; save DC = 13 + spell level): 0—*detect creature, detect magic, disorient, door warning, enchanting flavor, hygiene, read magic, saving grace, sense thoughts, touch of nausea*; 1st—*conjure energy creature I, fireburst, magic armor, mudball, precise vision, stone blast, touch of pain*; 2nd—*blinding light, eldritch web, gusting wind, lesser battle healing, protective charm*; 3rd—*blast of castigation, flight, illusory creature, protection from elements*; 4th—*conjure energy creature IV, greater enhance magic flow, wall of ice*.

Possessions: Magister's staff, *ring of protection* +1, *ring of jumping*, *chime of opening*.

**VALDRA LONGCLAW (OBSTACLE; LOW LEVEL)**

This female litorian represents one of the typical criminals who operate under Krovacatharis' blessing. An iron witch and warmain, she leads a small band of tough litorian warriors who act as enforcers and mercenaries. Her gang keeps watch over several tunnels that run from the ruins into the Dragon's Wing, charging a toll to smugglers and adventurers who wish to enter the city without catching the giants' attention.

While the gatekeeping business is profitable, Valdra desires something more. Krovacatharis' agents pass along to her descriptions of items they want stolen or people they want killed or kidnapped. If Valdra or her followers encounter these targets, they track them into the ruins or city and attack them when the opportunity presents itself. Valdra also engages in smuggling on the side, moving liquor and narcotics into the city and selling them through contacts in a variety of taverns and inns.

Secret: What are Valdra's long-term plans?

(1) Valdra slowly builds a network of informants and spies while occasionally engaging in attacks and robberies that Krovacatharis does not authorize. With the money, she slowly hires litorian mercenaries and workers to build a tunnel leading to a cave network beneath the mountains. Her followers will gather in the cave and launch a single, devastating attack on the Safe Quarter, defeating both factions and carrying off the treasures there.

(2) The attacks and robberies only serve to keep Valdra happy. In truth, several of her followers are spies in Krovacatharis' employ. They keep track of everything that moves through the tunnels. In turn, the dragon uses this information to help dominate the criminal cartels.

Valdra Longclaw, female litorian iron witch 2/warmain 2:

CR 4; Medium humanoid; HD 2d6+2d12+15 (43 hp), Dying/Dead -4/-16; Init +1; Speed 20 feet (base 30 feet); AC 22 (+1 Dex, +9 armor, +2 shield), touch 11, flat-footed 21; Base Attack +3; Grapple +6; Attack and Full Attack +8 melee (1d8+4, +1 *battleaxe*); SQ Spells, witchery, hail of metal; SV Fort +6, Ref +1, Will +4; Str 16, Dex 12, Con 16, Int 11, Wis 13, Cha 10.

Skills: Bluff +4, Disguise +4, Intimidate +5, Knowledge (engineering) +5.

Feats: Improved Initiative, Power Attack, Sense the Unseen, Sturdy, Weapon Focus (*battleaxe*).

Witchery (Iron Witch): If attacked by a ranged or melee weapon containing iron, Valdra gains a +1 luck bonus to Armor Class.

Hail of Metal: Once per day as a standard action, Valdra summons a swirling cloud of jagged metal 20 feet across. It appears anywhere within 100 feet of her. All within the area suffer 3d6 points of damage (Reflex save, DC 12, for half).

Spell Slots: 3/2

Spells Readied (4/2; save DC = 11 + spell level): 0—*bash, canny effort, ghost sound, scent bane*; 1st—*animate weapon, mudball*.

Possessions: +1 *battleaxe*, dagger, +1 *plate armor*, heavy shield.

AGENTS OF CHAOS

Wherever money and power cross paths, there will always be those who seek to use treachery, murder, and intimidation to get what they want. The Agents of Chaos are a small band of criminals who work together in an uneasy alliance to siphon money, treasure, and magic from the pockets of merchants and adventurers. They are notable for being the only criminal cartel that has wholly avoided Krovacatharis' influence. While other gangs have been forced to pay respect to the dragon, the Agents of Chaos are too powerful and organized to serve as the wyrm's lackeys. Instead, they do as they wish and work with Krovacatharis when they see him as an asset. Luckily for the peace and stability of Serathis, their propensity for bullying and robbing the dragon's nominal allies prevents anything more than an occasional alliance.

When dealing with outsiders, the Agents of Chaos wear masks and voluminous robes to conceal their true forms: mojh spellcasters and akashics, and a variety of strange monsters and intelligent beasts. While other criminal groups lack the magical and martial firepower to compete with Krovacatharis' cartels, the Agents of Chaos have crushed every group that has defied them. They believe that if they can recover several powerful items from the ruins, they can defeat even the giants and Krovacatharis' forces.

XARTHAN (OBSTACLE; HIGH LEVEL)

An undead mojh magister, Xarthran is the driving force behind the Agents of Chaos. Xarthran wages a one-mojh war against the dragons, as the magister expected to be afforded a place of honor and respect among their kind when they returned to the land. Instead, Xarthran was branded an outcast and pariah for having become undead. With a position of power and honor denied, the mojh decided to carve its own empire. Xarthran's cruel handling of anyone suspected of treachery helps ensure that the magister's grip on power remains strong.

Secret: How does Xarthran intend to seize more power?

(1) The mojh seeks knowledge of the tenebrian seeds and plans to use them to sculpt an army of powerful beings, perhaps even replicating the dramojh, to conquer the land. To this end, Xarthran's followers in the Agents of Chaos work to recover ancient relics and strong magic in return for money and power.

(2) Xarthran and the Agents hire adventurers to explore regions in the ruins and recover items. Slowly but surely, these unwitting servants have brought back the pieces of a mighty artifact that, when assembled, could grant Xarthran godlike powers. The Agents' criminal schemes serve only to



build up money to hire mercenaries and test the giants' and the dragon's level of preparation.

Xarthran, undead mojh magister 12: CR 13; Medium undead (corporeal); HD 12d12 (82 hp); Init +4; Speed 30 feet; AC 19 (+3 Dex, +2 armor, +3 natural, +1 dodge), touch 14, flat-footed 15; Base Attack +6; Grapple +7; Attack +7 melee (1d6+1, staff); Full Attack +7/+2 melee (1d6+1, staff); SQ Familiarity with magic, distinct voice, magister's staff, spells, darkvision (60 feet); SV Fort +4, Ref +10, Will +10; Str 12, Dex 18, Con —, Int 22 (24), Wis 14, Cha 15.

Skills: Concentration +15, Decipher Script +22, Intimidate +17, Knowledge (ceremony) +22, Knowledge (magic) +22, Knowledge (runes) +24, Knowledge (science) +22, Spellcraft +22.

Feats: Brandish Magical Might, Corrupt Mage, Defensive Stance, Energy Mage, Lightning Reflexes, Psion, Tough Hide, Unraveling Mage.

Familiarity With Magic (Ex): Xarthran gains a +2 competence bonus to all saving throws against spells and spell-like and supernatural abilities and a +2 competence bonus to Armor Class against spells requiring attack rolls.

Distinct Voice (Su): If the mojh wishes, anyone within 100 feet can hear Xarthran—regardless of the ambient noise—even when it is whispering.

Possessions: Magister's staff, bracers of armor +2, cloak of arachnida, necklace of fireballs (type IV), headband of intellect +2.

Spell Slots: 8/7/7/5/4/4/3

Spells Readied (9/8/7/6/5/4/3; save DC = 17 + spell level): 0—*bash*, *canny effort*, *detect creature*, *detect magic*, *disorient*, *ghost sound*, *seeker*, *sense thoughts*, *touch of nausea*; 1st—*animate weapon*, *charm*, *compelling command*, *distraction*, *glamour*, *mudball*, *touch of pain*, *veil of darkness*; 2nd—*cloak of darkness*, *icebolt*, *lesser ability boost*, *muddy ground*, *see invisibility*, *scream*, *silent sheath*; 3rd—*dispel magic*, *elemental attack from within*, *greater compelling question*, *hand of battle*, *slow*, *sorcerous blast*; 4th—*gaze of terror*, *greater enhance magical flow*, *stamina to defense*, *wall of ice*; 5th—*enfeebled mind*, *lesser dominate*, *scrying*, *spell resistance*; 6th—*coma*, *greater resilient sphere*, *security*.

SELSARRAS (OBSTACLE; MEDIUM LEVEL)

The vicious slassan Selsarras dwells in a network of tunnels and caves in the mountains just outside the Safe Quarter. From there, he serves as the connecting link between the Agents of Chaos within the city and their allies in the world beyond. Furthermore, Selsarras commands bandits and horrid monsters that raid caravans and help fund Xarthran's plans with the money, weapons, and supplies taken from their victims.

Selsarras is cruel and brutal. He obviously plans to unseat Xarthran, but the undead mojh is still too powerful for him to crush directly. Selsarras uses a variety of well-paid agents to form his own crime cartel, a new, rising power in the city.

Secret: Why would a slassan work with humanoids?

(1) After the other members of his cabal were slain, Selsarras barely managed to escape his own demise. Desperate for allies, he



chanced upon Xarthran and pledged his loyalty to the undead mojh. In truth, Selsarras hopes to find others of his own kind and turn the Agents of Chaos into a tool for profit.

(2) Selsarras believes that Xarthran is a reincarnated dramojh overlord. By tracking down texts and ancient tomes from the ruins, he believes he can build enough evidence to draw hundreds of monsters to the mojh's banner. Like many religious fanatics, Selsarras is willing to die for his master, as are the devotees he has brought into the fold.

For encounters with Selsarras, use the standard slassan statistics from Chapter Twelve: Creatures in *Monte Cook's Arcana Evolved*.

VARDALLIAN (OBSTACLE; LOW LEVEL)

Vardallian is typical of the Agents' lower-ranking followers. He works for Selsarras, though that creature uses a variety of ruses to conceal its identity from him. Vardallian seeks out rookie adventurers and newcomers to the city, offering them well-paying contracts to track down relics, explore areas of the city, and otherwise recover treasure for the Agents. He is a fat, jovial, balding human with a distinctive curled moustache.

Secret: Is Vardallian aware of the Agents' true mission?

(1) Down on his luck, Vardallian managed to secure this position by stealing a few rare items and selling them to a merchant who works for the Agents. A bit self-centered, he cares nothing for the Agents' plans but might take a liking to adventurers who listen to his advice and serve him well. He could unwittingly help author the Safe Quarter's demise.

(2) Vardallian knows a fair amount about the Agents' plans, and he takes care to personally eliminate or arrange for the deaths of adventurers who might learn too much. Somewhat paranoid, he has been known to send reliable workers into a death trap simply to ensure that no one draws too close to the truth.

Vardallian, male human exp1: CR 1/2; Medium humanoid; HD 1d6+1 (7 hp), Dying/Dead -2/-12; Init +1; Speed 30 feet; AC 13 (+2 Dex, +1 natural), touch 12, flat-footed 11; Base Attack +0; Grapple +0; Attack and Full Attack +0 melee (1d4, dagger); SV Fort +1, Ref +2, Will +4; Str 11, Dex 14, Con 12, Int 14, Wis 12, Cha 15.

Skills: Appraise +6, Bluff +9, Diplomacy +9, Gather Information +6, Innuendo +6, Listen +5, Sneak +6, Spot +5.

Feats: Iron Flesh, Skill Focus (Bluff), Skill Focus (Diplomacy).

Possessions: Dagger, thief's tools.

KEY SITES IN THE SAFE QUARTER

The settlement is divided into two sections: the Dragon's Wing and the Giants' Hold. Each side presents a stark contrast in life among the ruins. Thus this section is broken into two parts, one for each major area within the quarter.

THE GIANTS' HOLD

The area of the Safe Quarter held by the Hu-Charad shows the results of long months spent clearing rubble and rebuilding crumbling ruins. It also reflects a strong police presence. A curfew forbids anyone from walking the streets after nightfall, while many sites are roped off from public access. With so few sages and adventurers possessing the proper permits, and with many of the licensed explorers off delving in the ruins, these places remain largely untouched. In some cases, however, opportunistic thieves have descended upon them and stripped them bare.

During the day, the Giants' Hold is orderly though bustling. People on the street tend to be quieter and less outgoing when compared to the folk who live in the Dragon's Wing, as the giant guards who patrol the street cast a long shadow. By night, that peaceful quiet turns into a foreboding sense of pending doom. With the streets empty due to the curfew, the place is silent save for the occasional clatter of armor and weapons as a patrol moves through the area. Even the taverns and inns are relatively subdued. Many of them have built courtyards ringed by tall walls to allow customers to stretch their legs and breathe fresh air without violating curfew, but these areas, too, stand empty. Many folk prefer the chaotic Dragon's Wing to escape this oppressive—though sometimes necessary—measure.

In the section that follows, the number of each locale corresponds to a site on the map on the next page.

1. CASTLE VANGUARD (ANY LEVEL)

The headquarters for the giants in Serathis consists of an imposing stone fortress set atop the tallest hill in the Safe Quarter. Giant and sibeccai guards maintain constant watch over the walls, and the imposing iron gates remain closed at most hours of the day and all night. The conditions inside the castle are confined and utilitarian at best, as Eia-Perren's forces were pressed to construct the fortress as quickly as possible. This place feels much more like a military barracks than the center of government. Eia-Perren's audience hall is small and cramped, while in some places water seeps through the ceiling and forms small puddles in the floor. The giants were forced to trade quality for speed in building this place, and visitors cannot help but compare Castle Vanguard to Krova-catharis' richly appointed, elegant quarters (see page 42).

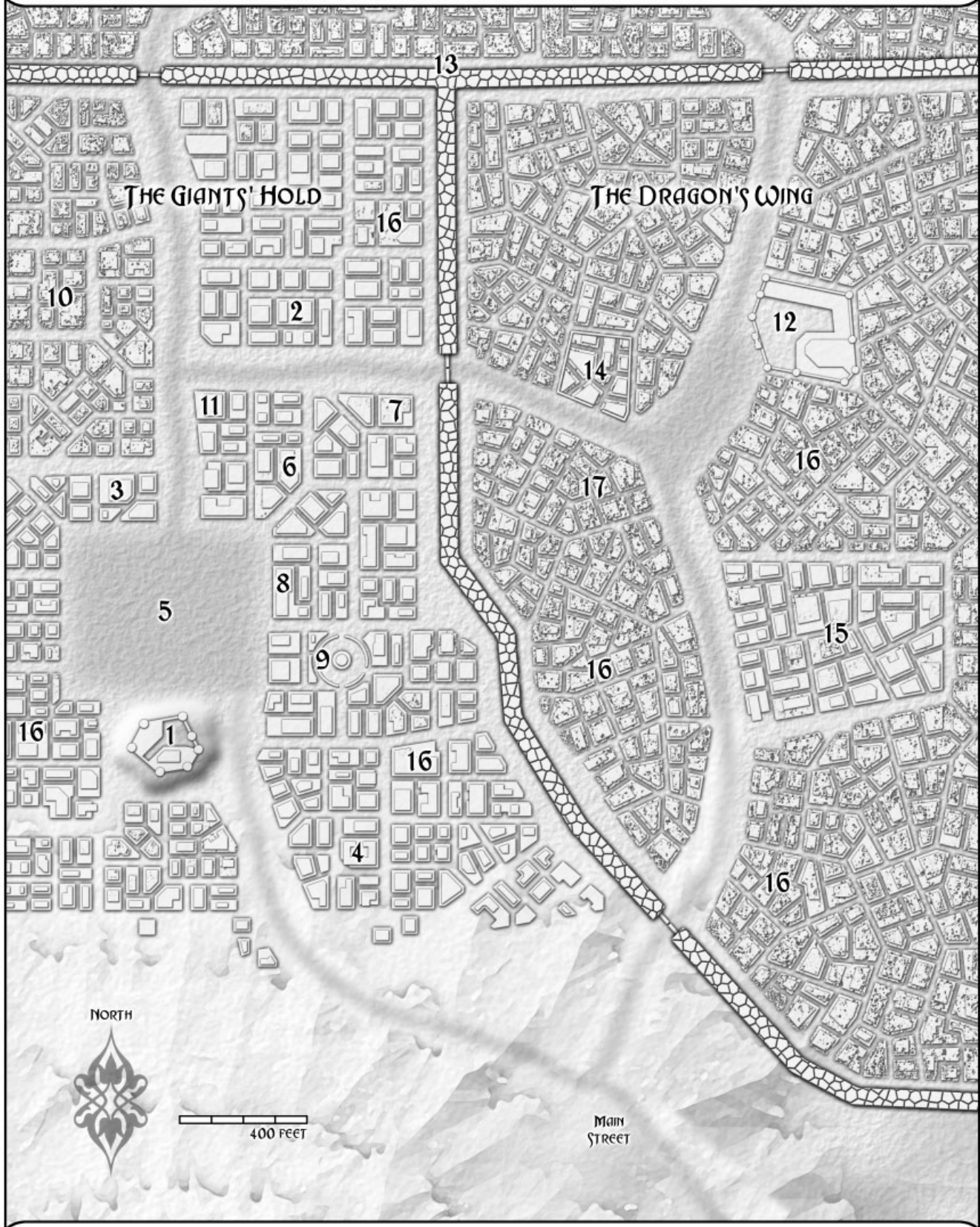
Visitors to the castle are required to carry passes at all times, as security here is tight. Most of the guards know each other by sight, and laborers from outside the Hu-Charad ranks always work with a giant or sibeccai guard watching them.

Secret: Why is security so tight here?

The castle is slowly crumbling and exhibiting structural deficiencies that the engineers never predicted. They suspect sabotage, but in truth, the ground beneath the castle shifts and moves. Something enormous sleeps within the hill—perhaps



THE SAFE QUARTER



NORTH



400 FEET

Main Street



it will awaken soon. Oddly enough, the activity of the thing within the hill seems tied to the *harmony sphere* located within the Concert Hall in the Forest of Towers (see Chapter Five). If the thing awakens, it could collapse the castle—and the giants' presence here.

2. THE CRACKED WHEEL (HOOK, OBSTACLE; LOW LEVEL)
Named for the broken wagon wheel used to denote its entrance, this hidden tavern is the unofficial meeting place for the renegades, smugglers, and thieves who operate in the ruins. The Cracked Wheel occupies the cellar of a crumbled ruin. Only the presence of a broken wagon wheel wedged among the stone blocks of the wreckage marks its location.

A series of curtained booths and alcoves partitions the Cracked Wheel. The bartender—a litorian named Redclaw—and a staff of human and litorian bouncers keep the peace. The Cracked Wheel's main claim to fame (and the true secret behind its success) lies in the hidden passages and chambers that honeycomb its walls. Redclaw and his men have uncovered a maze beneath the city. Using these tunnels, they can infiltrate many of the ruins located throughout the Giants' Hold, the Dragon's Wing, and beyond. They use these corridors primarily to smuggle goods in and out of the ruins, and many smugglers live within the passages. While undead creatures and other monsters sometimes plague the maze, the criminals and adventurers who use them consider the secret passages much safer than a trip across the ruins under the giants' watchful eyes.

Secret: Whom does Redclaw support?

- (1) He works with Valdra Longclaw—and, by extension, Krovacatharis—and is more loyal to her than to the dragon.
- (2) He is an ally of the Agents of Chaos.
- (3) Greedy and ambitious, Redclaw allies with whoever offers him the largest bribe at the moment.

3. GRAZARD'S EMPORIUM (HOOK; LOW LEVEL)
The mojh Grazard runs a shop that serves as a popular destination for expeditions returning from the ruins. Grazard deals in curios in bulk, selling them to merchants from across the land as souvenirs, knickknacks, and baubles. Thus, many explorers sell off unremarkable or relatively cheap items to the mojh merchant. Grazard drives a hard bargain, and speaks with a voice like sandpaper, but he handles goods most others see as a waste of time. Nobles and merchants sometimes request items with a specific look that makes them fashionable or popular. Sometimes Grazard hires adventurers to scavenge for items needed to fill orders.

Secret: Grazard's operation is a front for some other activity, but what?

- (1) Grazard disguises expensive items as cheap junk to complete sales in secret and thus avoid taxes.
- (2) Grazard secretly sells poisons, narcotics, and even slaves.

- (3) Grazard regularly cheats customers, buying magical or rare items for a few silver pieces, and, in turn, reselling them to the highest bidder.

4. THE GUARD TOWER (HOOK, OBSTACLE; ANY LEVEL)
Named for its location within a five-story tower chosen for its solid construction and good repair, this inn is one of the most popular destinations for travelers who visit the Giants' Hold. The proprietor, a quickling faen named Lerra Silverstreet, was one of the first merchants to arrive in the city, and her contacts across the continent enable her to stock her larder with a staggering variety of delicacies. Her kitchen produces the best cuisine in the city, and her finely appointed inn has grown to include several buildings near the original tower.

Lerra gained her prominent position by swearing loyalty to the giants. She passes along to them any news she hears—and, as she operates the most popular destination for revelers in the city, any rumor worth hearing passes through her establishment. In return for this surreptitious spying, Lerra receives priority on caravans to the city. Even military supply wagons have space set aside for her orders.

Secret: Why does Lerra spy for the Hu-Charad?

- (1) She is a wanted criminal who, in return for her freedom, does their bidding.
- (2) She is loyal to the Diamond Throne and actively works to turn in unsavory characters.
- (3) She is an utter mercenary who works for whoever can help her business the most.

5. MARKET SQUARE (ANY LEVEL)
If you need to buy anything in Serathis, chances are you can find it in Market Square. From wooden stalls open year-round to itinerant vendors who lay down a carpet or blanket and spread their simple wares upon it, a wide range of merchants and items await.

The market is a chaotic maze. Despite the giants' best efforts to parcel out space and rent it to licensed sellers, there are simply too many businesspeople eager to make a fortune here. Peddlers, dealers, traders, and others come from across the continent to sell their merchandise, as rumors outside the city speak of fabulously wealthy adventurers eager to spend cash on anything from fine silken clothes to simple camping gear. A merchant might offer rare perfumes and fine clothing, while the stall next to him sells shovels, torches, and trail rations. This eclectic mix shows that everyone, high born or low, prosperous or desperate, can hearken to Serathis' call.

Here, the characters can buy anything presented in the equipment lists in Chapter Six of *Arcana Evolved*. In addition, any magic item with a list cost of 1,000 gp or less is always available here. More expensive items require the services of a specialist. As a rule of thumb, the characters must



make a Gather Information check (DC 10 + the item's value divided by 500) to find a magic item for sale. You can also allow the player characters to find something automatically if they have contacts with an NPC smith, merchant, or someone else with access to magic items.

The market is too large and varied to detail at length. Instead, use the following profiles of merchants to populate the stalls and peddlers the party visits. These descriptions make no mention of a merchant's goods, allowing you to use them for whatever the PCs seek.

Drena Coincatcher (Female Loresong Faen): Drena is a wandering peddler. She specializes in recovering and repairing broken items and sometimes explores the ruins in search of potentially valuable items. Occasionally, she comes across strange relics that she modifies or simply cleans up before selling. She lacks any knowledge of magic or the Builders, sometimes leading her to sell rare or exquisite items for a fraction of their true worth. She spreads a blanket on the ground and arranges her goods upon it.

Grazthralc (Mojh): Oily, treacherous, and cunning, Grazthralc offers shoddy goods but uses keen bargaining abilities to garner excellent prices for them. Many of the merchant's offerings are gaudy or expensive-looking, but they are no better (and often worse) than cheaper wares.

Pardalla (Male Human): Pardalla hails from the south. He complains bitterly of the cold, wet weather in the mountains, and his sour, pessimistic mood extends to his business dealings. He has a small wooden stall in the market.

Ter-Pendar (Male Giant): Quiet, thoughtful, and slow to anger, Ter-Pendar is known as a careful bargainer who does his best to match his customers with the goods they want. He

has a large tent with his merchandise arranged in it. He hires criers to spread news of his latest wares through the market, a move that sometimes angers his neighboring merchants.

6. MUSEUM OF ANTIQUITIES (HOOK; MEDIUM LEVEL)

Catering to newcomers, visiting merchants, and nobles, the museum aspires to respectability but wallows in crass commercialism. The human Rebella Linsdottir maintains this place, filling it with strange objects taken from the ruins, plus a multitude of stuffed and preserved monsters and beasts. While she makes some attempt to catalog and study the objects, she has found that horrid beasts draw in far more visitors. Thus, she pays well for any monstrous corpses brought to her in relatively good condition.

Unfortunately, Rebella tends to embellish the truth. She may take several creatures and carefully remove parts from them to form one hideous superbeast to place on display. She concocts elaborate stories regarding the monster's origin and habits, usually focusing on lurid details of its eating and mating rituals to keep crowds coming back for more. Her willingness to bend the truth extends throughout most of her collection, and she recently began publication of a series of chapbooks that purport to reveal and explain many of the mysteries hidden within the ruins.

Secret: Rebella respects the dragon Krovacatharis and desperately hopes to convince him to endorse her museum, as the giants see her as nothing more than a charlatan. Does this affect her business?

The dragon might feed her false information to throw adventuring parties off the track of an important item or rich treasure. He might then alternate blatant lies with equally



outrageous truths, helping to ensure that no one will compete with his agents for treasure in the ruins.

7. THE RAT'S NEST (HOOK; LOW LEVEL)

A stain on the Giants' Hold in Hu-Charad eyes, the Rat's Nest is a haven for the criminals, smugglers, and rough-and-tumble adventurers who make the settlement their home. It is a ramshackle building barely restored from its ruined condition. In some areas, gaping holes in the ceiling allow rain and snow to fall through to the taproom.

The Rat himself is a mangy, flea-ridden sibeccai who owns and runs the place. He wears an eye patch studded with small gems and walks with a pronounced limp. Any news that spreads among the local thieves and smugglers soon passes through the Rat's Nest.

The Nest's main attraction is a series of curtained booths that ring its second floor. Here, mercenaries can meet with their clients in relative peace and quiet. If needed, the Rat can arrange for clients to use one of the secret entrances to the booths. Along with a curtain hung to shield the mysterious party from nosy observers, this ensures that a patron can keep his identity hidden from his clients as well.

Secret: Why do the giants allow this place to stay open?

(1) The giants use it themselves to hire mercenaries and explorers to foil Krovacatharis' plans. This place provides them with a convenient buffer against the dragon's accusations.

(2) The giants have closed down the Rat's Nest several times, but the wily Rat manages to avoid directly breaking any laws. Using his stash of money and network of contacts, he opens a new bar in another ruined block soon after his release. The Nest's old sites may hide buried treasures or clues left by the Rat's former clients.

8. THE SILVER ANVIL (HOOK; LOW LEVEL)

The Silver Anvil is the busiest smithy and weapon shop in the Safe Quarter. The smith Ern-Haffren (giant 9th-level magister) is an expert at his craft. He forges weapons, armor, and tools to order, making him popular with adventurers who need custom items to cope with underground passages and teetering ruins. Ern-Haffren sees these requests as challenges to his skill and ingenuity. He loves nothing more than to design and build a clever device that exactly meets his client's needs. He was drawn to Serathis by the obvious demand for items and tools—and by rumors that strange and wondrous metals and materials had been unearthed here.

Thanks to his magical skill, Ern-Haffren possesses the talents needed to forge a variety of enchanted weapons. He might craft items for adventurers in return for rare metals and other materials that could improve his craft.

Secret: Ern-Haffren currently works on an important, powerful item that he keeps carefully hidden. By night, his

hammer and bellows echo through the neighborhood, indicating that whatever it is, he spends hours laboring over it after sundown. What is this item?

(1) It is a deadly spear baneful to all dragons—and to Krovacatharis in particular. The giants plan to keep it as a failsafe, but if Krova-catharis learns of it, the tenuous political situation between the two factions may fall to pieces.

(2) Ern-Haffren hopes to build a large flying device that would make travel in the ruins faster and easier. He intends to use it to recover rare stone and metal from the ruins, but a gang of smugglers might have different plans for it.

9. TOWER OF BOUNDLESS KNOWLEDGE (HOOK; ANY LEVEL)

A small group of akashics has established this center of study and learning to better understand the strange phenomena that cloaked this city from their memory. Managed by Sivalion (verrik 11th-level magister) and his assistants, the Tower of Boundless Knowledge has quickly become the center of learning and research within the ruins. Sivalion sees that all are welcome here, though known criminals are asked to leave before the akashics call the guard.

The tower is surrounded by a large well-tended garden. Here, scholars, akashics, and other seekers meet to debate the city's history and share what they have learned. A small outdoor amphitheater, restored from a previous ruin, serves as a popular site for lectures and discussions. A dormitory, kitchen, and a few private residences for Sivalion and other scholars also surround the tower.

The tower serves as a large library, with each floor holding progressively rarer and more exotic tomes. The first two floors are open to the public, while a visitor must produce a special pass to access the third floor. The fourth floor is locked and magically warded; only visitors accompanied by Sivalion can consult its tomes.

Sivalion is cold, distant, and acid-tongued. He has no patience for outlanders; he prefers that visitors read the books offered to them, perhaps engaging the lesser akashics in debate, but otherwise leave their troubles and political affiliations at home. He is dedicated to keeping the akashics of this Tower above any power struggles or threats that don't involve them directly.

Secret: Why does Sivalion restrict access to the top floors?

(1) The akashics have pieced together some of the truth of the ruins' history, and they fear that someone may use that knowledge to seek out and awaken any surviving dramojh or powerful, deadly artifacts.

(2) Several akashics have been kidnapped and books stolen from this place.

(3) Based on Sivalion's research, a strange creature within the ruins can drain an akashic's mind to increase its own knowledge. This villain or monster, whatever it is, is after

something hidden in the ruins that the akashics' research has come close to revealing.

10. THE TUMBLE (OBSTACLE, GOAL; MEDIUM LEVEL)

The section of ruins known as “the Tumble” remains untouched. The collapsed roofs and fallen walls are a jumble of stone blocks and wooden beams. Residents of the Giants' Hold tend to avoid this area, as it has a sinister reputation. Supposedly, small humanoid figures caper and dance here after dark, and some citizens have reported bizarre noises and lights emanating from the area.

At night, a malevolent force stalks the Tumble. The creature, a ghost, seeks an item held somewhere inside the ruins. It uses its incorporeal ability to slide through the wreckage and rest within its lair, an ancient tomb beneath the rubble. This monster has thus far avoided any direct confrontations with patrols, but it gladly hunts and slays lone travelers. The giants, who have yet to corner it, issue vague warnings of its actions but simply know too little to keep the population informed. Some of the commoners agitate for action, and Eia-Perren faces mounting pressure to find and slay the creature.

Secret: What is the ghost's nature?

(1) It wants an item buried within the cellar of the Guard Tower (see Area 4) and may frontally assault the inn to get it.

(2) Lord Valdren (see Area 14) uncovered several items from this ruin and knows the spirit's connection to them. He hopes to pass them along to a business rival through an agent, indirectly using the ghost to destroy his competitors.

(3) The ghost is a hoax created by a clever gang of thieves dwelling within a hideout in the ruins.

The Ghost, male human undead war5: CR 6; Medium undead (incorporeal); HD 5d12 (42 hp); Init +1; Speed fly 30 feet (perfect); AC 13 (+1 Dex, +2 deflection), touch 13, flat-footed 12; Base Attack +5; Grapple +6; Attack and Full Attack +8 ranged (1d8+1, light crossbow) or +8 melee (1d6+3, short sword); SA Energy drain; SQ Incorporeal, dark-vision 60 feet, unnatural aura, sunlight powerlessness, undead traits; SV Fort +4, Ref +2, Will +2; Str 15, Dex 13, Con —, Int 8, Wis 12, Cha 14.

Skills: Hide +9, Intimidate +10, Listen +9, Ride +9, Search +7, Spot +9.

Feats: Natural Archer, Rapid Reload, Weapon Focus (light crossbow), Weapon Focus (longbow).

Energy Drain (Su): Living creatures hit by the Ghost's incorporeal touch attack receive a negative level (Fortitude save, DC 14, to remove).

Unnatural Aura (Su): Animals (and sometimes children) can sense the Ghost's unnatural presence at 30 feet. They do not willingly come nearer than that, and they panic if forced to do so, remaining panicked while within that range.

Sunlight Powerlessness (Ex): The Ghost becomes utterly powerless in natural sunlight and flees from it. If caught in sunlight, it cannot attack and can take only a move action or a standard action but not both.

Possessions: +1 light crossbow, +1 short sword (these “ghostly” weapons allow the Ghost to inflict damage as it would have in life, as if it still had a Strength score).





11. WATCHMAN'S POST (HOOK; ANY LEVEL)

The formidable Ker-Tholar (giant 7th-level warmain) founded the Watchman's Post as a private adventurers' club. He trolls bars and pubs through the Safe Quarter, seeking out explorers who maintain a high moral character and are courageous in the face of danger. He questions their associates, watches them from a distance, and eventually offers them membership in the Watchman's Post if they prove worthy. Ker-Tholar's standards are high, and many explorers mistake this place for an elite social club. Nothing could be further from the truth.

Ker-Tholar spent long years adventuring throughout the Diamond Throne. He considered himself a caretaker—a role too important to leave to something as impersonal as a government or bureaucracy. He wandered the region in search of threats to the land and its people, defeating anything from a horde of monstrous beasts plaguing villages to greedy tax collectors who overcharged the peasants. As a hero for the common people, he saw firsthand how his actions improved the world. In his old age, he is no longer fit for questing, but he can pass on his wisdom to a new generation of adventurers.

Ker-Tholar believes the ruins are a flashpoint for trouble, and he wants to ensure that there are brave men and women here to contend with any problems. Using informants in the giant and dragon leadership, along with friends in the criminal underworld, he keeps an eye out for potential problems. If he uncovers something, he in turn alerts the members of the Watchman's Post or calls them to a general meeting. In this way, the splintered bands of explorers and adventurers can respond to threats that may escape others' notice.

The Watchman's Post is a large fortified mansion. The first floor has a kitchen, bar, and several meeting rooms. The second and third floors are set aside for a library, a scale model of the mapped areas of the ruins, and dormitories. Membership costs 10 gp per month.

Secret: For whom does Ker-Tholar work?

(1) He is an agent for the giants and helps them keep control of the area through his recruitment practices and by targeting monsters and threats that Eia-Perren's government cannot afford to handle.

(2) He is a freelance operative who believes that the situation will soon spin beyond the giants' or the dragon's control. If both groups falter, he plans to use his followers and his reputation to set himself up as a benevolent dictator until either side can restore order.

THE DRAGON'S WING

For all the complaints lodged against the strict Hu-Charad rule, a visitor need only look upon the Dragon's Wing to see how much worse things could be. Choked with rubble, restored in only the few areas used by Krovacatharis and his dracha followers, and overrun with criminals, treasure

hunters, and mercenaries, the Dragon's Wing is a place nobody visits without a sword or axe at the ready. While the giants see it as their duty to watch over the territory they claimed, Krovacatharis cares nothing for the ruins he controls. Aside from pursuing his own interests in recovering or buying rare items and magical devices, he pays little mind to the people who dwell under his nominal rulership. His dracha warmains make a show of patrolling the streets about once per week. While murder and other capital crimes may draw an investigation, most offenses go unreported or are turned over to the giants for follow-up.

Despite these problems, the Dragon's Wing continues to thrive. Smugglers and merchants willing to work with Krovacatharis dwell here, usually in ruins converted into small armed camps. In the areas directly adjacent to Krovacatharis' fortress (Area 12), taverns, shops, and a few inns enjoy the dracha's protection. These businesses pay an unofficial tax in free food, drinks, and gifts to the dragon's followers, as only such bribes maintain the dragon's protection.

The Dragon's Wing has been thoroughly plundered, but in some areas a few ruined buildings have escaped looting. Krovacatharis sometimes sends out teams of workers to ransack a building that he believes remains untouched. The folk of the Dragon's Wing know to steer clear of these pillaging parties, but that doesn't prevent them from swarming over a ruin before the workers can get to it. Sometimes, the mere rumor that Krovacatharis is interested in a random pile of rubble can cause a small army of looters to descend upon it. More than once, such frenzied searches have devolved into full-scale riots that push the normally uncaring dragon to intercede lest his holdings crumble around him at the hands of a raging mob.

In theory, the laws of the Diamond Throne extend to the Dragon's Wing. In practice, the Hu-Charad must rein in their caretaking instincts and allow Krovacatharis to do as he pleases. The giants have sent their warriors into this section of the Safe Quarter several times to apprehend criminals and murderers, but always with the dragon's express permission. The peace between the two parties hinges on the freedom of each to do as it wishes within its own territory. While the two sides may wage a shadowy war of espionage and smuggling, they take care to avoid any direct confrontations. Neither side has a decisive edge in an open struggle. At least, not yet.

12. THE DRAGON'S LAIR (ANY LEVEL)

This sprawling fortress serves as Krovacatharis' personal home, audience chambers, and barracks for his followers. It is exquisitely carved from gleaming white marble. Leering gargoyles, colorful flags, and stained glass windows with decorative patterns decorate its exterior. Dracha guards patrol the walls at all hours. The black iron gate remains closed throughout the day and night, for only those on official business with the dragon earn entrance. Finding a way to contact the dragon, or his

representatives in the criminal underworld, is the first test to determine whether a petitioner is worthy of an audience.

The Dragon's Lair is richly appointed. Thick, expensive carpets cover the floors, while jeweled chandeliers provide light. All of the passages and most of the doors are sized for a dragon, giving most visitors the feeling that they may have shrunk when they passed through the outer gate. Relatively small, human-sized furniture placed next to divans and couches sized for a dragon contributes to this effect.

Krovacatharis intentionally ordered that nothing sized for a giant, not even a simple chair, be placed within his fortress.

Krovacatharis' personal audience chamber showcases his many treasures. Gold relics hang from the walls or stand upon marble pedestals. Magical lanterns cast steady, bright light designed to accentuate the gleam of silver, diamonds, and emeralds. Krovacatharis takes great pains to impress his wealth and power upon visitors. Despite his obvious shows of wealth, not a single thief has succeeded in carrying away his possessions. Rumors whisper of otherworldly, invisible creatures that stand guard. Visitors to the Dragon's Lair report strange drafts, doors that open and close of their own accord, and other mysteries that defy simple explanation. In truth, the guards on duty within the castle's interior use *rings of invisibility* to conceal their presence. While this tactic has a practical benefit, the dragon simply wished to prevent the presence of heavily armed guards from ruining his home's aesthetic appeal.

In addition to the main castle, the Dragon's Lair consists of five barracks, a small office for Krovacatharis' business associates, and a large kitchen complex used to feed the soldiers and provide food for the dragon's occasional feasts.

Secret: Rumors persist that something strange wanders the corridors of the Dragon's Lair.

While the invisible guards may contribute to these stories, there is something more sinister at work. In using the *Lathe of Ages* to build his castle, Krovacatharis unwittingly unleashed its curse. Several earth elementals of various sizes entered the world due to the tremendous magical energy used by the artifact. These creatures are malevolent and murderous. They snatch and kill travelers near the castle, and at least three times they have killed lone dracha within the fortress. Krovacatharis has kept these events quiet to avoid drawing the giants into his private matters.

13. PEACE WALL (ANY LEVEL)

The Peace Wall symbolizes the contrasts and strain between the two halves of the Safe Quarter. It is a featureless grey brick wall that runs between both settlements. It lacks battlements, stairs, and other fortifications. Simple metal gates control travel from one side of the city to the other. On the giants' side, armed guards watch over the entrances, while work crews regularly wash the wall and repair any damage.

On the dragon's side, the gates are deserted and the wall is filthy, cracked, and in some places crumbling.

Guards usually walk patrols along the wall's base to watch out for anyone who tries to use a rope or magic to cross it. On the giants' side, residents are forbidden to build dwellings within 30 feet of the wall. On the dragon's side, crude huts and occupied ruins crowd against the wall. Folk in the Dragon's Wing sometimes climb these ruins to walk along the wall's top and move within the Wing, much to the giants' displeasure.

Secret: Does Krovacatharis have something up his sleeve with the wall?

(1) The wall is a magical construct built by his artifact, the *Lathe of Ages*. He can employ it to destroy the wall with a single command and plans to use this ability to launch a surprise attack if necessary.

(2) The wall has several secret passages built into it. A few gangs who know the passwords for these doors, along with Krovacatharis' spies, use them to move between the Safe Quarter's two halves.

14. LORD VALDREN'S CAMP

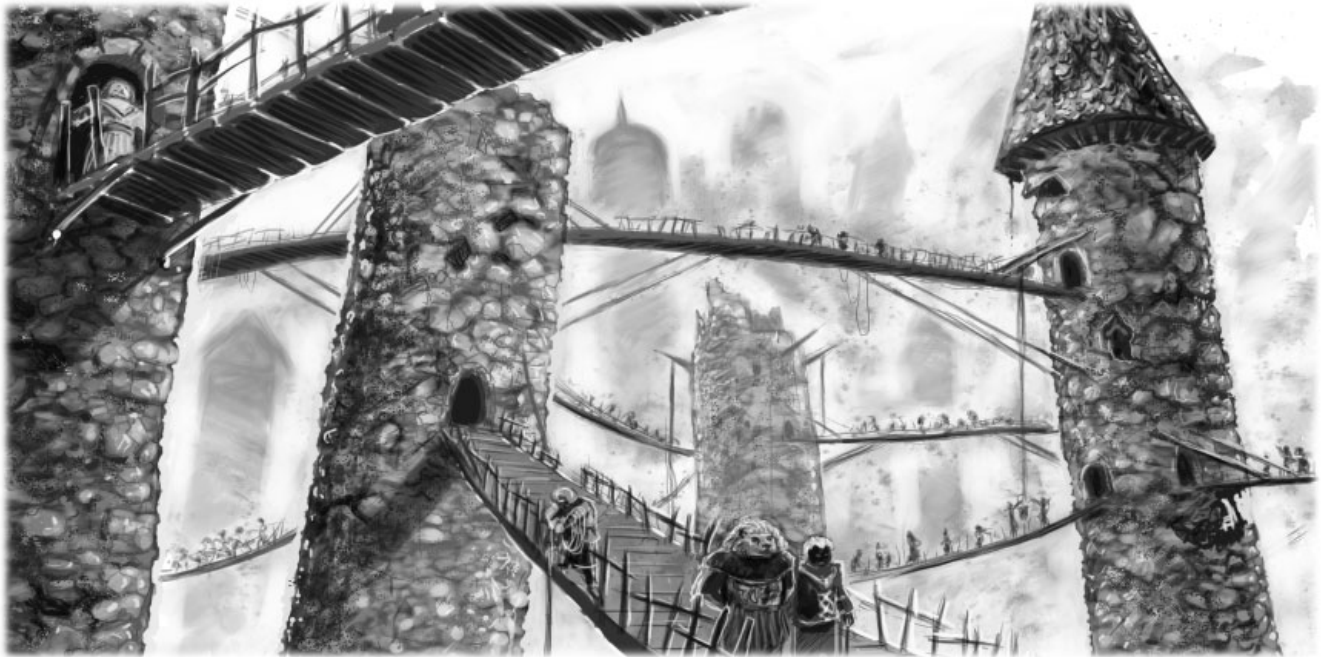
(HOOK, OBSTACLE, GOAL; MEDIUM LEVEL)

Lord Valdren, a well-known treasure hunter and explorer, makes his home in this block of ruins. He and his mercenaries, artisans, and followers have turned the area into a fortified complex with extensive repair work. Thick brick walls surround the place, and the streets and alleys between the ruins have been cleared of rubble and debris. This place consists of a barracks, a warehouse, stables, visitor's quarters, a number of private homes for servants and important followers, and Lord Valdren's personal mansion.

Lord Valdren is renowned for his greed. A human akashic, he uses his knowledge to locate and recover ancient treasures. He then sells them to the highest bidder, often hosting auctions within his camp that attract some of the wealthiest folk within the city. He takes care to maintain good relations with the giants and the dragon, but prefers to live within the Dragon's Wing to avoid the giants' interference.

Valdren is suave, sophisticated, and friendly. He hosts some of the most popular parties and celebrations within the city, and it is a testament to the social power he wields that merchants and politicians come here after dark despite the camp's location within the Dragon's Wing. The characters could attend a masquerade ball here that gives them the chance to meet a variety of movers and shakers within Serathis.

While Valdren presents a friendly, affable front, in truth he is cold-hearted, self-centered, and amoral. He will do anything, up to and including murder and kidnapping, to acquire a relic he wants. His band of well-paid, loyal warriors (a group known as the Black Cloaks) carry out his wishes. As far as most folk are concerned, the Black Cloaks are



merely another gang of robbers and thugs. No one aside from the dragon Krovacatharis, who frequently works with Valdren in his schemes, knows that the Cloaks serve Valdren. The giants have their suspicions, though, and they might hire adventurers to break into Valdren's quarters or otherwise infiltrate them in search of evidence.

Secret: Does something more than greed drive Valdren?

He suffers from a strange, magical disease that slowly pushes him toward madness. When lucid, he is a kindly, good-hearted man, but when his insanity overtakes him he becomes a maniacal, greedy fiend. He hopes to find a cure within the ruins, but his evil half recruited murderers, bandits, and other scum simply to gather wealth. If cured, he could provide tremendous help to his rescuers.

Lord Valdren, male human akashic 6: CR 6; Medium

humanoid; HD 6d6+12 (38 hp), Dying/Dead -3/-15; Init +7; Speed 40 feet; AC 17 (+3 Dex, +3 armor, +1 dodge), touch 14, flat-footed 13; Base Attack +4; Grapple +5; Attack and Full Attack +6 melee (1d6+1, masterwork short sword) or +8 ranged (1d8+1, +1 longbow); SA Sneak attack +1d6; SQ Delve into collective memory, minor battle memory, perfect recall, skill memory; Hero Points 1; SV Fort +4, Ref +5, Will +6; Str 12, Dex 17, Con 15, Int 18, Wis 12, Cha 15.

Skills: Appraise +13, Bluff +12, Diplomacy +12, Disguise +12, Intimidate +12, Knowledge (dangerous beasts) +18, Knowledge (history) +18, Knowledge (runes) +18, Listen +10, Sense Motive +10, Sneak +12, Spot +10, Tumble +12.

Feats: Born Leader, Defensive Stance, Fleet of Foot, Improved Initiative, Intuitive Sense.

Skill Memory (Su): Three times per day, after a full round of concentration, Lord Valdren gains a +2 bonus to a single skill check attempted the next round.

Perfect Recall (Ex): Lord Valdren gains a +4 bonus to any Knowledge check made without using skill memory or any Intelligence check to remember something.

Delve Into Collective Memory (Su): Six times per day, Lord Valdren may take 10 minutes to make a check with a +10 bonus to see whether he knows a particular bit of information.

Minor Battle Memory (Su): Once per day, after concentrating for 1 round, Lord Valdren gains a +3 competence bonus to attacks and damage and a +3 dodge bonus to AC for 6 rounds.

Possessions: Masterwork short sword, masterwork studded leather jack, +1 longbow, arrows (20), bag of holding (type I).

15. SPIRE TOWN (OBSTACLE; LOW LEVEL)

This collection of partially rebuilt ruins serves as a magnet for the thieves, bandits, fences, and others who make their homes within the Dragon's Wing. It grew from a set of ancient, crumbling towers that were clustered together far enough from Krovacatharis' lair to avoid the dragon's interference.

Over time, the mercenaries and thieves who live here slowly built up the ruins, fixing the towers, crafting bridges between them, and clearing out the basements and passages within them. No one purports to own this area, and one's ability to claim and hold a dwelling is restricted only by one's skill at arms and magic.

Outlanders come here in search of experts who can help on an expedition, armed warriors willing to work for anyone

as long as the price is right, fences with connections to smugglers, and other criminals. A variety of folk who wish to remain hidden within the city also make their homes here.

In addition to the dozen towers found here, Spire Town has spread to include tumbled ruins, alleys, and a small plaza that holds a tent city and an open market. The area's exact layout changes on an almost weekly basis, as newcomers displace former residents and modify their dwellings. Walls rise, temporary dwellings fall, and merchants come and go with wagons of cheap goods, ale, and food for sale. Nobody enters here without a weapon or a few bodyguards, as the place has a deserved reputation for housing the city's most desperate, unscrupulous thieves.

Secret: The labyrinthine passages of Spire Town hold a variety of rumors and secrets.

(1) Supposedly, a powerful magister sealed off a few chambers with a mighty spell before leaving on an expedition to the ruins. The magister never returned, but his treasure and magic items remain hidden somewhere within Spire Town.

(2) A shadowy government of thieves and beggars runs Spire Town and knows everything that happens here. Anyone who can find the court of the beggar king, a chamber hidden somewhere beneath the spires, can request an audience for the right price.

(3) Rumors abound that a plague has broken out in Spire Town, but it has yet to spread beyond this place.

Typical Bandits, Smugglers, and Other Scum, male and female

humans war1: CR 1/2; Medium humanoids; HD 1d8+2 (10 hp), Dying/Dead -3/-15; Init +2; Speed 30 feet; AC 16 (+2 Dex, +2 armor, +1 shield, +1 natural), touch 12, flat-footed 13; Base Attack +1; Grapple +2; Attack and Full Attack +2 melee (1d6+1, scimitar) or +2 melee (1d8+1, longsword) or +4 ranged (1d8+1, longbow); SV Fort +4, Ref +1, Will +1; Str 13, Dex 14, Con 15, Int 8, Wis 12, Cha 10.

Skills: Hide +4, Intimidate +4, Listen +3, Spot +3.

Feats: Iron Flesh, Natural Archer, Weapon Focus (longbow).

Possessions: Scimitar, longsword, longbow, arrows (40), leather jack, light shield.

Typical Thief, male or female human exp1: CR 1/2; Medium

humanoid; HD 1d6 (4 hp), Dying/Dead -1/-10; Init +6; Speed 30 feet; AC 15 (+3 Dex, +2 armor), touch 13, flat-footed 12; Base Attack +0; Grapple -1; Attack and Full Attack -1 melee (1d4-1, dagger) or +2 ranged (1d8, light crossbow); SV Fort +0, Ref +3, Will +3; Str 8, Dex 15, Con 10, Int 14, Wis 13, Cha 12.

Skills: Appraise +6, Bluff +5, Disable Device +8, Listen +5, Open Lock +8, Search +6, Sleight of Hand +6, Sneak +9, Spot +5.

Feats: Improved Initiative, Skill Application (Disable Device, Open Lock), Skill Focus (Sneak).

Possessions: Dagger, light crossbow, bolts (10), leather jack.

16. THE TUNNELS (OBSTACLE; LOW LEVEL)

This location marks a variety of ruins within the Safe Quarter that offer access to the tunnels and passages beneath the streets. Many of these tunnels connect to the Slums (see Chapter Three), while a few are rumored to extend through the ruins. The tunnels lack a map for two reasons. First, they are a twisted maze of caves, carved passages, and chambers. None can guess their true extent. Second, without a map, you are free to design the tunnels as you wish. Chapter Three includes an overview of important and interesting locations within the tunnels. This section covers how the tunnels interact with the Safe Quarter.

Smugglers, criminal gangs, adventurers, and the dragon all compete for space within the tunnels. The dragon would love to map them out and use them to help funnel treasure and magic items into his coffers, but the tunnels are too large and sprawling for him and his followers to control fully. While in some zones the dragon's followers, such as Valdra Longclaw (see page 34), control a few useful tunnels, in many areas they are little more than monster-infested dungeons. Many strange creatures—some crafted by the Builders, others that entered the tunnels from the realms below—lurk within these chambers. Sometimes they enter the Safe Quarter and prey on travelers, merchants, and unwary adventurers.

The tunnels serve as the backbone for the local smuggling operations. Anyone who managed to gain control of them would have access to the entire Safe Quarter and could earn tremendous profits through illegal trade. The giants wish to shut down the tunnels, but they face enough threats from the surface world that their plans are little more than wishful thinking at this point.

Entering the tunnels is illegal in the Giants' Hold. The entrances the giants have discovered are closely guarded or sealed. In either case, the giants try to keep the openings secret so as to prevent people from blundering into them. There are likely more tunnels into the Giants' Hold than have been discovered. Krovacatharis tries to take similar measures within the Dragon's Wing, more out of a desire to prevent others from profiting from the tunnels than a wish to keep commoners safe.

17. VERRAL'S TRADING POST (HOOK; ANY LEVEL)

The trader Calton Verral (8th-level human unfettered) has made a large fortune offering rope, shovels, trail rations, and other supplies to explorers who visit the ruins. Working with his two sons, Garrik (3rd-level human mage blade) and Aron (2nd-level human unfettered), he has cemented his place as the top trader in town. He was one of the first merchants to set up shop, and through crafty maneuvering and cutthroat business deals he fought his way to the top. If you need anything, Calton probably stocks it or can have it on his shelves within days.



The secret to Calton's success is twofold. He and his sons own a pair of trained griffons, enabling them to transport small, valuable items over great distances in a relatively short time. Originally, they planned to use their mounts to explore the ruins. After an encounter with the winged golem in the Forest of Towers (see Chapter Five), they decided to seek a more sedate lifestyle. Unfortunately for their competitors, the same daredevil attitude and pronounced violent streak that pushed the Verral clan into adventuring followed them into their business life. They intimidated several merchants into leaving town, burned down the shops of a few others, and blatantly stole from still more. Krovacatharis found the Verrals' actions amusing, and their ability to track down almost any goods made them useful. The Verrals fence stolen items and artifacts; Krovacatharis is now their number one customer.

While the Verrals do business in the rough Dragon's Wing, their selection, prices, and ability to deliver almost anything make their shop a popular destination for many adventurers. With their griffons, they can avoid the giants' watchful eye and deliver goods to far-flung buyers. Only the dragon's protection keeps them above the law's grasp.

The Verrals' store is a more of a fortress than a simple general store. The proprietors face thieves and other threats on a regular basis, causing them to hire a number of mercenaries and reinforce their holdings to ward off an open attack.

Secret: Why hasn't Krovacatharis simply forced the Verrals to work for him, as he has done with other criminals?

(1) The Verrals' griffons are magical creatures summoned with a ring. Their rivals would do anything to steal this item, as would Krovacatharis, and the characters may find themselves working to protect it or seize it.

(2) During their adventuring days, the Verrals found a powerful weapon that could slay Krovacatharis. The dragon plots to steal it, but until then he must cope with their demands.

(3) The Verrals' independence is a carefully constructed ruse to help draw out the dragon's opposition. The Verrals make overtures of alliance against the dragon to newcomers, helping to smoke out or entrap foes.

QUICK LOCATIONS

This section presents a few generic locations that you can use to fill out the Safe Quarter or react to unexpected developments in the game. For example, the player characters might decide they need to get to the closest weapon shop to stock up on arrows. The locations listed below have just enough description to enable you to run a short encounter or spark your imagination to provide greater detail.

INNS

Unless the characters purchase a place to live, while staying in the Safe Quarter they'll need to rent a room or seek out a vacant ruin.

The Golden Crown is widely known as the finest inn in Serathis. It features luxurious suites, hot water baths, and a dining room that offers some of the best cuisine available in the city. It caters to giants, especially nobles and merchants from the Lands of the Diamond Throne. If the characters are dressed in dirty or coarse clothing, the burly (though polite) doorman may escort them out.

The Slumbering Serpent, a basic hostel, offers clean, simple rooms at a rate of 5 sp per night. Owned and operated by a small family of faen, it features several faen-sized rooms and is popular with those diminutive folk. The Serpent derives its name from the human-sized statue of a dragon that stands in its courtyard.

Terzel's Rest, a teetering, wooden structure, rents rooms for the bargain rate of 1 sp per night. You get what you pay for: It is plagued with fleas and other bugs, and many of its residents are thieves or worse. Rumor says the owner sometimes uses his master key to rob folk with a lot of money or who are too drunk to notice the intrusion. Terzel, a male human with a flat, squashed nose and scars on his face and arms, is a small-time smuggler and fence. He uses the Rest as a front for his criminal business.

RUINS

The ruins within the Safe Quarter consist primarily of stone and clay bricks. Many of the structures are up to three stories tall, and most have a basement level. Any ruins that still have intact chambers are occupied—unless stories of hauntings, strange monsters, or thieves have deterred settlers. The giants make no claim to own these ruins. Instead, anyone who personally occupies a ruin for a year and repairs it to an intact, habitable state receives a deed of ownership from the Diamond Throne. While many unscrupulous settlers and traders have attempted to claim large swaths of ruins, the Hu-Charad rules have prevented most major abuses.

The ruins that remain empty usually have extensive roof damage, collapsed chambers, and other features that make them difficult to repair or worthless even as temporary shelter. The poor and desperate folk who dwell within the most battered ruins usually lack the money and skill needed to repair their dwellings, but this doesn't prevent them from fighting to keep control of their holdings.

If the characters invest 1,000 gp and one month of work, they can repair a 40-by-40-foot ruin to a state that meets the giants' standards. They probably need to invest money in locks and other useful equipment to fortify their holding. Consult the price lists in Chapter Six of *Monte Cook's Arcana Evolved* for information on such gear.

SHOPS

These shop descriptions omit specific wares offered, allowing you to use the locations for a variety of needs.

Brenec's is named for its owner: a fat, balding, beady-eyed human male. The wares are arranged chaotically, and business is obviously poor. Brenec has a heavy gambling debt, and takes out his anger and frustration on customers with his impatient, rude comments.

Ladragos' shop has no goods readily available. The sibeccai Ladragos works as a broker and purchasing agent who fills orders given to him by adventuring companies and expeditions. In return for a commission, he finds bargains on goods, buys items in bulk, and so on. The characters can save 10 percent on any purchase they make through him for items worth 1,000 gp or less, but he requires a week to deliver the goods. Customers must pay half the total price ahead of time.

Olta's Shop is run by Olta Starseeker, a female quickling faen, along with a multitude of her cousins, aunts, uncles, and other relatives. The family specializes in delivering items, making this place a chaotic jumble as faen rush in and out with goods. The characters may have to step carefully as the faen scramble about.

Tyralath's specializes in rare and difficult-to-find goods. The mojh owner Tyralath, however, keeps these items in a locked room in the rear while displaying a variety of cheap, simple goods in the store's front room. To gain access to the back, the player characters must demonstrate to Tyralath that they are serious about buying something, as the mojh has no patience for browsers. Tyralath might be involved in smuggling and fencing relics or could be simply paranoid.

Zar-Tartalion's is owned by a shrewd investor and an aggressive negotiator. The giant Zar-Tartalion loves to bargain, and he might indulge his love by insisting that the PCs barter for whatever goods they buy. He is not so dense that he holds up a time-pressed group, but if he can find an excuse to dicker over a price, he does so.

TAVERNS

At some point, the characters may need to track down rumors, hear the latest news in town, or simply rest after a daunting adventure.

The Grinning Boar, owned by the giant Rea-Salvaria, is popular with giants, sibeccai, and their allies. Half the tables and the entire place's architecture are proportioned for the Hu-Charad. The crowd is usually subdued, and the regulars help Rea-Salvaria handle any troublemakers and drunks. Due to its security and good food, many choose it for quiet meetings.

Grom's Pit, built by the litorian Grom Skullcracker, occupies the cellar of an old ruin. Grom rents out the ruins upstairs and hosts a boisterous tavern and fighting pit in the basement. Contestants wrestle, challenge each other to lift granite blocks, and throw axes at targets while onlookers wager on the outcome. Many adventurers come here to seek out worthy compatriots or recruit mercenaries for an expedition.

The Rusty Nail—battered, teetering, and in desperate need of a new coat of whitewash—is frequently the site of brawls, knife fights, and even the occasional murder. Smugglers and thieves congregate in this dive, relying on the Nail's owner, a one-eyed, surly human male named Garza, to help them find buyers for stolen goods or clients in need of a mercenary or hired killer.

The Spinning Star is a sign of civilization's march forward amid the ruins of Serathis. Master chef Paidra Volkamp has made the Spinning Star the most popular eatery for the rich and powerful. As a human, Paidra can navigate the treacherous social waters between the giants and the dragon, allowing her to cater to both sides. If the player characters must meet with a rich or important person, the Spinning Star might host their rendezvous.

MONSTERS IN THE SAFE QUARTER

While the Safe Quarter provides a haven for adventures, it has its threats and dangers. Thieves and cutpurses are common here, and most wise explorers know that carrying a treasure back to the city, selling it for a good price, and holding onto the profits can be as difficult as evading the traps and monsters that guarded it. The monsters listed here are taken from the MM and Chapter Twelve of *Arcana Evolved*.

Chorrim: A small party of chorrim exiles petitioned and received permission from Krovacatharis to settle in the Dragon's Wing. However, these supposed exiles are actually spies sent to determine the ruins' wealth and resources. While the chorrim have little chance of mounting a military campaign across hundreds of miles of enemy territory, they hope to ally with the dragons against the giants. The Hu-Charad feel understandably uneasy about the chorrim presence in the city, and they may need adventurers to discredit the exiles or drive a wedge between them and the dragon.

Doppelgangers: Drawn by rumors of great wealth hidden in the city, a small clutch of doppelgangers has taken root in the Safe Quarter, where they mingle with explorers, merchants, and commoners. Slowly but surely, these monsters have gathered intelligence on the criminal gangs, the giants, and the dragon. They may strike an alliance with a willing party, but more likely they may slowly kill and replace the leading members of a powerful crime syndicate.

Gargoyles: Normally, gargoyles lack the intelligence needed to use complex tactics, but recently an evolved individual (with Intelligence 12) has led his pack into the Safe Quarter. The gargoyles use their ability to hide among the ruins to rob buildings from above. In the dead of night, they fly onto the roof, descend into a building, loot and kill as they please, and fly off into an empty, wrecked stone building. If these creatures are not stopped soon, one of the powerful gangs in the city might form a deadly alliance with them.



Goblins: These vermin cause a continual problem for the Safe Quarter. Before the giants arrived, hordes of goblins teemed in the area. Now, they dwell in the tunnels beneath the streets. They multiply there, and soon the fungi, insects, and other foodstuff in the passages will be insufficient to support them. Hunger and anger at the intruding humanoids may drive the goblins to swarm up from below to destroy all in their path.

Medusas: Rumor has it that a lone medusa lurks somewhere within the Dragon's Wing. While investigators have failed to find any evidence of its presence, the tales persist. Originally, a gang used this story to discourage people from snooping into the ruins where it hid its loot. Recently, however, a band of medusas that sneaked into the city heard the rumors and decided to search the ruins to see whether others of their kind indeed dwell within the Safe Quarter.

Rhodin: A small group of rhodin has taken over a section of the Dragon's Wing. The creatures work as mercenaries for Krovacatharis (or whoever else is willing to pay them) and have brought their females and young to live here while the males seek employment. Rumor has it that the rhodin arrived early and settled into a ruin that holds several intact treasure vaults. The rhodin, too simple to uncover the caches, are oblivious to them. A thief could slip into this armed camp and find the vaults beneath it, but the rhodin are too great in number to be attacked head-on. More than 100 warriors dwell here.

Trolls: The mountains around the ruins host several troll packs, and on multiple occasions these brutes have descended from the slopes to raid the Safe Quarter. Rumor has it that the Agents of Chaos have used magic and bribes to hire several trolls as mercenaries.

ADVENTURES IN THE SAFE QUARTER

The Safe Quarter might seem like a strange place to set adventures, especially since the ruins just beyond the walls offer an entire metropolis filled with traps, monsters, weird magic, and treasure. However, if you want to run a game that emphasizes intrigue, politics, and roleplaying, this area of the city offers an excellent choice of venue.

The Safe Quarter is designed to provide a good mix between the dangers of the frontier and the safety of civilization (along with the restrictions that come with it). The characters don't have to worry about random attacks by packs of hungry monsters, but they cannot simply do as they wish. In the Giants' Hold, Eia-Perren's soldiers may arrest the player characters for recklessly casting spells or attacking another person without provocation. In the Dragon's Wing, the characters might anger Krovacatharis and his minions if they disrupt trade or injure the wrong person. The usual tools of many adventurers—violence and powerful spells—are strictly regulated and discouraged within the bounds of civilization.

The simmering hostilities between the giants and Krovacatharis constitute the primary conflict in the Safe Quarter. Depending on how you present the two sides, the characters might work for one party to prevent the other from gaining too much power, unearthing a mighty artifact, or achieving a monopoly on trade. The characters could also become trapped between the two sides, forced to find a way to prevent them from descending into open warfare. In this case, the dragon and the giants might be too absorbed in their own goals to take active steps to defuse any tension.

The Agents of Chaos offer a third choice of antagonist: an ambitious, malevolent group that the characters can strive against throughout their adventuring careers. They make a good opponent if you want to avoid a dragon-versus-the-giants plotline, or if you would rather present both of those groups as essentially neutral parties. The characters might have to forge an alliance with both sides against the Agents, especially since the sinister, secretive group may operate beneath the giants' and the dragon's notice.

Thieves, smugglers, and monsters hiding within the Safe Quarter also pose a threat to adventurers. The characters may have to fight off crooks hired to steal an artifact they unearthed, or a group of innocent merchants may need protection against a criminal cartel that attempts to extort money from them.

Hidden threats give you the chance to mix action with roleplaying. A corrupt giant might accept bribes and aid felons, requiring the player characters to gather evidence to bring to Eia-Perren. (The characters cannot simply kill the offenders or otherwise mete out their own justice, as they would then face criminal charges themselves.) Many of the NPCs presented in this chapter have a sinister option for their secret, giving you plenty of opportunities to pit the characters against a foe who uses subtle tactics against them.

The tunnels offer an obvious location for dungeon adventures, pitched battles against monsters, and struggles against bandit gangs and criminal cartels. The characters might be hired to map out a section of the tunnels, perhaps stumbling across a plot by Krovacatharis to slip spies and hired thugs into the Giants' Hold. Strange monsters from deep within the earth might send scouting parties to the tunnels, requiring the player characters to defeat this menace while convincing the people above that the threat is real. Merchants and traders, eager to keep business flowing into the city, might write off the threat as an attempt to disrupt commerce.

The key to designing adventures in the Safe Quarter is adding a touch of civilization. If the player characters must worry about breaking the law or angering powerful nobles, merchants, and politicians, you have the proper tone. Emphasize roleplaying and negotiation options, along with the typical combat and problem-solving avenues. If the characters have to think before drawing a sword or launching a spell, you've got it right.

The Slums

Just outside the Safe Quarter's walls, the district known as the Slums has earned its name. The undesirable folk—those too poor, mad, or independent to cope with life under the giants or the dragon Krovacatharis—make their homes here. Life in the Slums is difficult at best, as the giants only rarely patrol the area. Bandit gangs openly pillage, while monsters spill from the ruins to attack settlers. The Slums also earned their name due to the poor pickings in treasure: This area saw the first sustained, intensive effort to plunder vaults, explore ruins, and strip city blocks of their wealth. Even in the early days, the Slums offered few riches. Sages believe this area once served as a residential district for slaves, workers, or commoners.

Overlooked by both the giants and the dragon, the Slums are considered a rundown, worthless band of crumbled buildings that exist merely to force explorers to waste time and effort crossing them to reach more promising regions. However, though ignored by most adventurers, the Slums harbor a variety of secrets that a perceptive, diligent party could quietly unearth to its profit while waves of other treasure-hunters compete for the easier-to-find riches of the Barrens and the Forest of Towers (see Chapters Four and Five).

Compared to other sections of the ruins, the Slums are safe and easy to navigate. The giants and the dragon's followers have slain most of the dangerous monsters once found here. While bandit gangs and other threats still persist, they are too few in number to threaten the heavily armed and armored treasure caravans that set out from the ruins' interior. Small bands of explorers can survive in the Slums, provided they have weapons and spells at the ready. The Slums are a good place for inexperienced explorers to begin their careers, as they can learn the basics of survival without fear of stumbling upon a terrible monster or horde of akthars.

Currently, the Slums fall beneath the notice of most of Serathis' powerful factions. They consider the limited treasure here too difficult to unearth, especially compared to other areas, and the bandit gangs have learned the hard way to keep a low profile. A foray of giants or dracha would constitute major news, and their mere appearance would drive most brigands into hiding. Many criminals, fugitives, and others who wish to be left alone have found it easy to disappear within the Slum's teetering ruins. While this may change as the Safe Quarter's population threatens to spill into this region, for now the Slums provide a haven for outcasts of all sorts.



FACTIONS WITHIN THE SLUMS

While the Safe Quarter plays host to the important political factions within the ruins (along with a few groups possessing the skill and power needed to remain hidden amid their enemies), the Slums host several outlaw bands, independent factions, and other groups that prefer freedom over safety.

THE BLOOD HOOK GANG

A fearsome band of outlaws and murderers, the Blood Hook Gang was thought to have been hunted down and destroyed by the Hu-Charad. A small corps of its members survived, however, and swore revenge. The Blood Hook Gang earned its name for the gruesome torture it inflicted on its foes. The bandits hung the bodies of their victims from crude, iron hooks dangling from the ruins. These grim signs, left alongside roads and trails in the Slums, struck such terror



into explorers and travelers that most gladly paid the gang's exorbitant "protection" fees rather than face a painful death. The giants, eager to make an example of the most notorious gang in the city, launched a full-scale military campaign against it. While the Blood Hooks fought capably, the soldiers offered far more daunting opposition than the simple mercenaries and explorers they normally preyed upon. The giants demolished the Blood Hooks' lair with catapult fire and killed the few bandits who tried to stand and fight.

Currently, the Blood Hooks work to marshal their strength and recruit new members. Many of the gangs in the Slums, awed by the Blood Hooks' reputation and eager to become part of a legend, have joined with them to form a new, more powerful band that works in secret from small camps in the Slums. Soon, they will launch a new wave of attacks on merchants and explorers. They have quietly established underground camps in the ruins and employ several spies in the Safe Quarter, measures they believe will help them defeat the Hu-Charad when they meet in battle again.

Unknown to the Blood Hooks' surviving members, the giants have tracked their growth and plan to send spies into the bandits' ranks. Perhaps a band of adventurers—one too new to have a reputation in town—would serve this need perfectly.

GROTHNAK BLOODDRINKER (OBSTACLE; MEDIUM LEVEL)

A fearsome litorian warrior, Grothnak Blooddrinker was the Blood Hooks' original leader. He bitterly hates the giants for the defeat they handed him, and he endlessly plots to defeat them. He harbors a personal grudge against Tarashkar the Pursuer (see Chapter Two), whose outriders dealt the initial, crippling blows to the Hooks. Grothnak sees the gangs and bandits as the instrument of his vengeance. He wants to forge them into a unified fighting force, and secretly builds his army to sweep over the Safe Quarter to pay his enemies the vengeance they deserve. Driven, maniacal, and utterly amoral, he sees others as mere pawns in his bloodthirsty game. However, his hunger for revenge sometimes clouds his judgment. A wily spy could easily deceive him by playing along with his mindless hate.

Secret: How did Grothnak survive?

(1) The Blooddrinker only recently earned his name, as each day he commits a ritual that requires him to drink the blood of an intelligent creature. In truth, he is now a vampire. The Master of Black Rock Tower, a ruined castle in the Barrens (see Chapter Four), placed the curse of vampirism upon Grothnak, binding him as a servant. He is now the lord's war chief.

(2) Krovacatharis' agents may have rescued Grothnak. The dragon keeps close tabs on the bandit chief and plans to use him either to defeat the giants or as a convenient offering of good faith. Krovacatharis can use his information to lead the Hu-Charad directly to Grothnak's secret camp, should he need to do so. In this case, Krovacatharis might underestimate Grothnak's cunning and his fighting prowess.

Grothnak Blooddrinker, male litorian vampire unfettered 7: CR 9;

Medium undead (corporeal); HD 7d12 (51 hp); Init +10; Speed 40 feet; AC 32 (+6 Dex, +6 armor, +6 natural, +3 dodge [unfettered AC

bonus], +1 deflection), touch 20, flat-footed 23; Base Attack +7; Grapple +13; Attack +15 melee (1d10+10, masterwork dire light mangler) or +13 melee (1d6+9 and energy drain, slam); Full Attack +15/+10 melee (1d10+10, masterwork dire light mangler) or +13/+8 and +13 melee (1d10+10/1d10+7, two masterwork dire light manglers) or +13 melee (1d6+6 and energy drain, slam); SA Sneak attack +1d6, blood drain, dominate, energy drain; SQ Parry, parry ranged attacks, +3 AC, children of the night, alternate form, DR 10/+1 (or 10/silver and magic), fast healing 5, gaseous form, cold and electricity resistance 10, spider climb, immune to spells and effects that normally affect undead, vampire weaknesses, undead traits (but can suffer critical hits); SV Fort +3, Ref +14, Will +3; Str 22, Dex 22, Con —, Int 14, Wis 10, Cha 17.

Skills: Escape Artist +16, Jump +16, Sense Motive +10, Sneak +24 (+23 with armor), Spot +22, Tumble +16.

Feats: Alertness, Ambidexterity, Combat Reflexes, Dodge, Exotic Weapon Proficiency (heavy), Exotic Weapon Proficiency (light), Fleet of Foot, Improved Initiative, Lightning Reflexes, Two-Weapon Fighting, Weapon Focus (light mangler), Weapon Specialization (light mangler).

Blood Drain (Ex): Grothnak can suck blood from a living victim with his fangs after a successful grapple check. If he pins the foe, he deals 1d4 points of Constitution drain each round he maintains the pin. On each successful drain, he gains 5 temporary hit points.

Dominate (Su): Grothnak can crush an opponent's will just by looking into his or her eyes. This is similar to a gaze attack, except that he must use a standard action, and those merely looking at him are not affected. Anyone he targets must succeed at a Will save (DC 17) or fall instantly under his influence as though by a *dominate person* spell (caster level 12th). The ability has a range of 30 feet.

Energy Drain (Su): Living creatures hit by an attack from Grothnak's natural weapons receive two negative levels (Fortitude save, DC 17, to remove). For each negative level, Grothnak gains 5 temporary hit points. He can use this ability once per round.

Parry (Ex): In melee combat, Grothnak can add a +2 bonus to his Armor Class against a single opponent in a given round.

Parry Ranged Attacks (Ex): Grothnak can add a +2 bonus to his Armor Class against a single opponent who is using ranged attacks against him in a given round.

Children of the Night (Su): Once per day Grothnak can call 1d6+1 rat swarms, 1d4+1 bat swarms, or a pack of 3d6 wolves as a standard action. The creatures arrive in 2d6 rounds and serve him for up to one hour.

Alternate Form (Su): As a standard action, Grothnak can assume a new shape, similar to *polymorph* at caster level 12th, except he regains no hit points for changing form and may choose only bat, dire bat, wolf, or dire wolf form.

While in the alternate form, Grothnak loses his natural slam attack and dominate ability but gains the natural weapons and extraordinary special attacks of his new form. He can remain in that form until he assumes another or until the next sunrise.

Gaseous Form (Su): As a standard action, Grothnak can assume *gaseous form* at will (caster level 5th), but can remain gaseous indefinitely with a fly speed of 20 feet (perfect).

Spider Climb (Ex): Grothnak can climb sheer surfaces as though with a *spider climb* spell.

Possessions: Masterwork dire light manglers (2), +2 *chain shirt*, *ring of protection +1*, *cloak of resistance +1*.

THE CRUSADERS

Currently, the secretive group of vigilantes known as the Crusaders consists primarily of a strange mix of fanatical warriors who seek any opportunity for a fight, vengeful survivors who have lost friends or loved ones to bandit raids, and ruthless adventurers who see the giants and Krovacatharis as part of the problem rather than a solution to the general state of lawlessness that plagues Serathis. Rife with sadists, murderers, and others who kill for the sheer joy of it, the Crusaders pursue a twisted shadow of their original purpose.

The Crusaders were founded by a small band of explorers and adventurers who believed the Slums and the ruins beyond needed an elite cadre of warriors who could strike at bandit camps with speed and devastating force. The founders relied on an informal network of support and pledges of allegiance. Whenever one member needed help, the others rallied to him. Unfortunately, the alliance quickly devolved into bickering and infighting. A few disputes over treasure and heavy losses incurred due to poor teamwork and treachery led to the original Crusaders' dissolution.

TOL-BANDARI (HOOK, OBSTACLE; MEDIUM LEVEL)

A few of the founding Crusaders, led by a fanatical champion of justice named Tol-Bandari, recruited penniless mercenaries, homeless folk from the Safe Quarter, and other dregs to continue the fight against lawlessness. The giant Tol-Bandari had once been a well-respected bounty hunter and defender of the weak, until a severe head injury left his wits addled. He grew paranoid and now suspects that evil taints the hearts of almost everyone he meets. The giant receives vague dreams and visions that he interprets liberally, giving him an excuse to pick a fight with any group that his followers encounter—which means that, in practice, the Crusaders attack almost at random.

The giant has gathered many killers and sadists to his group, though a few grief-stricken, vengeance-minded warriors also follow him. In most cases, his followers have lost a loved one or friend to unknown assailants. Vulnerable, confused, and swayed by the wild-eyed, charismatic giant, these



mournful warriors come under his influence with alarming ease and vent their frustrations against the bandits as a group.

Tol-Bandari absolutely refuses to attack other giants unless they attack first or guard someone he believes deserves death. Thus, the giants' patrols have yet to launch a sustained effort to pursue him. Many of the innocent expeditions that die at his hands are written off as victims of bandits or monsters.

The Crusaders could cause tremendous problems for the characters if Tol-Bandari judges them guilty of some crime. Relentless, fanatical in battle, and willing to throw their lives away in the name of their leader, the Crusaders could pose a continuing menace. They often work in small groups spread across the ruins. These warbands range from murderers who kill all in their path to mobs of poorly armed peasants who attack in waves.

Secret: Who controls Tol-Bandari?

A vampire—the Master of Black Rock Tower, a ruined castle in the Barrens (see Chapter Four)—sends dreams and visions to Tol-Bandari that drive him to attack certain caravans and explorers. These targets carry artifacts and magical items that the vampire desires. His agents within the Crusaders carry them away from the battlefield and deliver them to the Master. If the PCs could somehow destroy the vampire, the giant might once again become a force for good. Until then, the Master uses Tol-Bandari as his puppet.

Tol-Bandari, male giant 3/champion 5 (justice): CR 8; Large giant; HD 3d10+5d10+32 (80 hp), Dying/Dead –5/–18; Init –1; Speed 20 feet, base 30 feet; AC 20 (–1 Dex, –1 size, +10 armor, +2 natural), touch 8, flat-footed 20; Base Attack +7; Grapple +12; Attack +13 melee (2d8+8, +1 *greatsword*); Full Attack +13/+8 melee (2d8+8, +1 *greatsword*); Space/Reach 10 feet/10 feet (Face 5 feet × 5 feet); SA Blast of castigation, touch of justice; SQ Call shield, call upon the power; SV Fort +11, Ref +2, Will +6; Str 21, Dex 9, Con 18, Int 8, Wis 12, Cha 16.

Skills: Intimidate +14.

Feats: Iron Flesh, Power Attack, Stomp, Tough Hide, Weapon Focus (*greatsword*).

Blast of Castigation (Sp): Tol-Bandari can cast *blast of castigation* once per day, caster level 5th (save DC 16).

Touch of Justice (Sp): Five times per day, Tol-Bandari can touch another intelligent living creature and learn the most unjust thing that creature has done. This standard action requires a touch attack. The subject can make a Will saving throw (DC 18) to resist. If the creature is shown to owe a debt of justice, Tol-Bandari gains a +1 bonus to damage rolls against that creature henceforth.

Call Shield (Sp): Tol-Bandari can summon a shield appropriate to his size and emblazoned with the symbol of justice. No one can take this shield from him against his will, although it can be dispelled. The shield has a +2 enhancement bonus and lasts for five minutes; it can be called once per day.

Call Upon the Power (Su): Tol-Bandari calls upon the power of justice to gain a +2 enhancement bonus to Strength and Constitution for up to 5 rounds. He can do this five times per day as a free action.

Possessions: +1 *greatsword*, +2 *plate armor*.

THE MERCHANTS' GUILD

The Merchants' Guild is a small but growing union of the city's smaller, less prominent traders, merchants, and independent treasure hunters. As the Hu-Charad and the dragon gained control of the Safe Quarter, they used their political power to tax trade (in the giants' case) or used intimidation and criminal contacts to seize control of independent merchants (in Krovacatharis' case). Only the richest, most powerful merchants, or those with political and social connections to the city's new ruling parties, avoided this fate. Even the giants are susceptible to political maneuvers and bribes, and they allow merchants and treasure seekers they perceive as allies and helpers to operate with minimal interference.

Formed to serve as a buffer and unifying force between the businesspeople who came to the city and the political powers that control the ruins, the Merchants' Guild promised to give the minor traders a powerful voice. While alone the traders lacked the money and power to make a difference, together they could compete with the mightiest merchant houses. However, both the giants and the dragon worked to subvert, control, and direct the guild's efforts. They wisely saw that the Merchants' Guild could become a powerful force in the city and moved to control or defeat it before it grew into a threat. Unfortunately, other factions also sought the guild's demise. Several criminal groups, including the Agents of Chaos (see Chapter Two), infiltrated the guild under the guise of honest merchants and treasure seekers. A few of the initial members were no more than plants or puppets of one group or another.

The genuine merchants wanted the guild to take a more active role in securing their rights; the Hu-Charad, the dragon, and others hoped to bend its members to support them. Pulled in a variety of directions and lacking a clear mandate for its goals and organization, the nascent Merchants' Guild remained suspended in a state of flux for several long months. Finally, disgusted by the internal politicking and pressure from outside groups, the loresong faen Rael Pinchcoin and several other prominent merchants pulled up their homes, entered the Slums, and established a small guild settlement there. Too insignificant to buy influence with the dragon or the giants, these independent traders believe the Safe Quarter no longer holds a place for them. In the Slums they may have to fend for themselves, but at least here they have the freedom to do as they please.

The guild currently stands at an important crossroads in its existence. While the giants and Krovacatharis consider it an upstart rebel group, both sides think it will collapse due to internal bickering and the looming threat of monsters and bandits. Perhaps the efforts of the characters or their intercession on one group's behalf could tip the balance of power within the guild. Regardless of its final fate, the guild represents a thus far untapped source of economic and social power if it can unite the merchants and treasure hunters of Serathis.

Should the guild become viable and manage to turn its initial settlement into a prosperous trading center, the dragon and the giants may have no choice but to treat the group as an equal.

RAEL PINCHCOIN (HOOK; LOW LEVEL)

A loresong faen who makes a good living as a merchant dealing in shovels, picks, rope, and other treasure-hunting tools, Rael Pinchcoin is a





cold, calculating businessman who distrusts both the dragon and the giants in Serathis. He hopes to unify the merchants and treasure hunters who do business in the city, creating a guild that could establish a better balance between the merchants with political connections and those with the drive and business sense to turn a profit. Rael needs adventurers and other independent operators to help establish Foothold, the guild's settlement in the Slums (see below). Bandit attacks, prowling monsters, and thieves all threaten to destroy the settlement. The giants may send help if Foothold enters dire straits, but Rael knows that such protection may simply place him beneath their rule.

Secret: What does Rael want to accomplish with the guild?

(1) Rael seeks personal power and hopes to set himself up as a petty dictator once Foothold flourishes.

(2) Rael is an honest, forthright person who truly wants what's best for his fellow merchants.

(3) Rael is loyal to the giants, who see the guild as a useful tool to use against the crime syndicates and merchants that Krovacatharis controls.

KEY SITES IN THE SLUMS

The Slums are a jumble of ruined buildings, a few intact (but almost invariably looted) structures, and several park-like areas of scraggly trees and stunted grasses. Travel is generally safer here than in the inner areas of the ruins, but dangerous nonetheless. Bandits and thieves abound, as do outcasts from the city and monstrous creatures. A few odd cults dwell here, pursuing their strange goals and practicing bizarre rituals beyond the interference of others.

The number of each locale described below corresponds to an area on the map on page 55.

1. COURT OF STATUES

(OBSTACLE, GOAL; LOW LEVEL)

The long, broad avenue known as the Court of Statues was once a park. A few gnarled trees still grow here, and the buildings that flank the avenue remain in relatively good condition. Almost a dozen statues of various humanoids and animals dot the area, along with the smashed rubble of a dozen more. Rumor has it that a clutch of medusas lives here, but this is merely a story. In truth, a small band of robbers lurks in the ruins and spreads the tale to drive off unwelcome visitors. (The band established the Court of Statues as its base after mistakenly attacking and seizing a shipment of goods bound for a Safe Quarter noble's statue garden.) The giants have yet to investigate this place, as they have few confirmed medusa sightings and many other more aggressive threats to cope with.

A human named Darthal Underbridge leads the gang. Darthal is smart enough to raid caravans and expeditions far from his gang's base, preferring to keep the Court of Statues as

a bolt hole to escape pursuit. Most trackers and mercenaries refuse to enter the "dangerous" area, believing that Darthal's gang simply knows a safe way through the court or has bribed the medusas. No one suspects that he makes a base here.

Secret: Why does Darthal go to such extreme measures to hide the lair?

Darthal learned long ago that he could make far more money kidnapping and ransoming hostages than by simply stealing from his victims. Thus, his gang specializes in seizing explorers and others with wealthy friends or relatives. He takes care to avoid grabbing anyone who is important enough to drag the giants into the situation. The characters may have to rescue one of his victims. In this case, play up the court's reputation to build anxiety among your players.

Darthal Underbridge, male human unfettered 5: CR 5; Medium

humanoid; HD 5d8+15 (49 hp), Dying/Dead -3/-15; Init +8; Speed 30 feet; AC 20 (+4 Dex, +4 armor, +2 dodge [unfettered AC bonus]), touch 16, flat-footed 14; Base Attack +5; Grapple +7; Attack and Full Attack +7 melee (1d6+3, +1 rapier) and +6 melee (1d4+1, masterwork dagger), or +9 melee (1d6+3, +1 rapier), or +10 ranged (1d8, masterwork longbow); SA Sneak attack +1d6; SQ Parry; SV Fort +3, Ref +8, Will +2; Str 14, Dex 18, Con 15, Int 13, Wis 12, Cha 10.

Skills: Bluff +8, Climb +10, Disguise +8, Escape Artist +12, Gather Information +8, Sneak +12.

Feats: Ambidexterity, Improved Initiative, Slippery Mind, Two-Weapon Fighting, Weapon Focus (rapier).

Parry (Ex): In melee combat, Darthal can add a +1 bonus to his Armor Class against a single opponent in a given round.

Possessions: +1 rapier, masterwork dagger, masterwork longbow, arrows (20), +1 studded leather jack, dust of illusion.

2. FOOTHOLD (HOOK; ANY LEVEL)

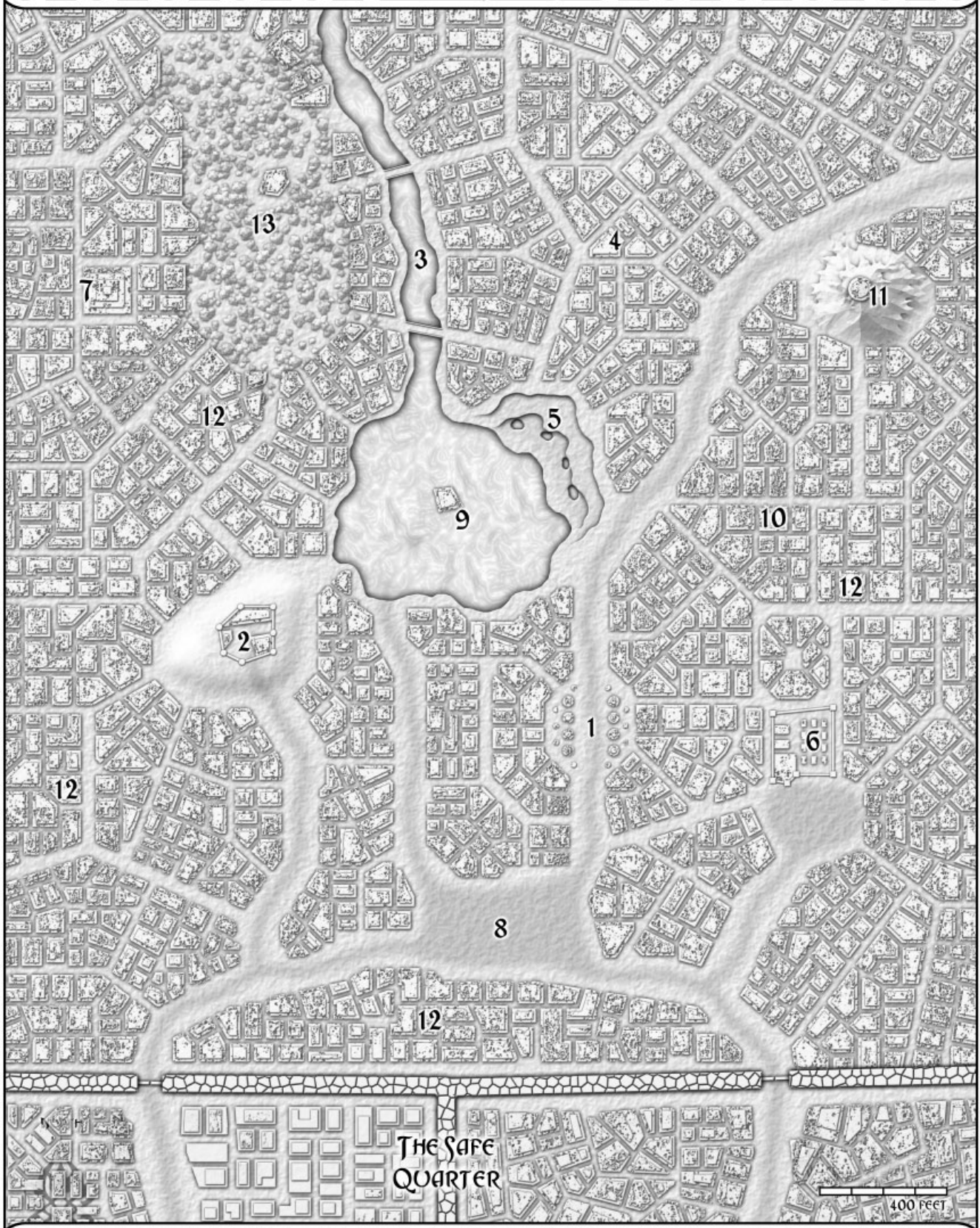
Foothold, a settlement atop a low hill, has a population of just over 200, including 50 mercenaries who serve as a defense force. Wells dug into the ground provide plenty of water, while supplies arrive via heavily guarded caravans and through the tunnels that run beneath the Safe Quarter and the Slums.

The Merchants' Guild, a consortium of independent traders (see page 53), governs Foothold. Any person who pays the 250-gp yearly dues for guild membership and who establishes a home within Foothold's walls gains the right to participate in monthly meetings and to vote on spending, political policy, and expansion plans. Any member of the guild can put forth a proposal to be voted upon by the membership. Each year, the guild elects a board of five supervisors. These officers submit a general budget, run meetings, and hire mercenaries, artisans, and others to help manage Foothold.

The guild built Foothold on the site of a ruined castle, using its tumbled bricks and stone blocks to construct a stout wall that surrounds the hill's crown. Guild members



THE SLUMS





have since added several structures, including warehouses, private homes, barracks for the soldiers, and a town hall. The settlement has also attracted a number of treasure hunters interested in exploring the Slums in greater depth. Though they are not merchants, these newcomers have petitioned for membership in the guild. The guild has decided that any individual who renders it a service, such as defeating bandits or monsters that threaten Foothold, can earn the right to become a full voting member of the community.

Currently, Foothold desperately needs adventurers and mercenaries to cope with the variety of threats arrayed against it. The nefarious Agents of Chaos (see Chapter Two) hope to subvert and gain control of the guild by placing infiltrators into its ranks, while bandit gangs and monsters in the Slums see Foothold as a ripe target. The guild needs adventurers to root out monsters, defend expeditions, and explore and map the areas around Foothold.

3. THE GOLD RUN (OBSTACLE; LOW LEVEL)

The Gold Run, a narrow but fast-flowing river, extends from Stonepile Lake (see Area 9) in the Slums all the way north to the edge of the Forest of Towers. Many explorers prefer to canoe or raft to the Barrens and Forest of Towers rather than journey overland. The settlers at Foothold make a good profit by offering such craft and supplies for sale.

Travel on the river is by no means safe or easy, though it is safer than the overland route. Giant aquatic animals, sahuagin, and other threats lurk beneath the water. In a few areas, the river runs beneath bridges and towering ruins that offer perfect places for ambushes. One band of thieves uses grappling hooks to slow down rafts before rappelling down to attack. A powerful magister, eager to hijack a boat that carried a magical item he desired, used *wall of stone* to form an impenetrable barrier just above the water line. Needless to say, the water route may be faster, but it leaves explorers vulnerable to attack.

4. HOUSE OF THE VOICE (GOAL, OBSTACLE; MEDIUM LEVEL)

This jumbled pile of ruins seems no different from the wreckage that surrounds it, save for the single stone plinth that rests atop it. The bandits in the area claim that this place shelters an oracle. Supposedly, the spirit of a great sage rests within the ruins. Those who call out to the spirit can ask its advice or learn the locations of treasure caches and other secrets of the city—if they agree to present the offerings it requests.

The “spirit” is actually a dark naga that slithers along the open passages and crevices within the tumbled rocks. It lives in a series of chambers beneath the ruins that connects to the surface through several narrow passages. While these holes are too small for a human, and cramped even for a faen, the serpentine naga can navigate them easily.

The naga is named Narajanara. The dramojh who created the city kept him as a pet and scribe. Narajanara took part in the ritual used to block the city from the akashic memory. Afterward, he remained in a state of suspended animation until recently, as the power of the ceremony began to fail. While he remembers little of his masters, he was entombed with many books and tomes that describe the city. Thus, he can provide accurate information on treasure hoards and other important finds. At night, he slithers through the ruins in secret, searching out components and materials he needs.

Secret: What is Narajanara after?

The naga seeks to complete a ritual that will grant him tremendous magical power. (In game terms, he would immediately gain 15 levels of magister.) Using this magic, he would escape the ruins. Others might seek to steal this ritual from him. Narajanara was bound to his master, a strange creature trapped within a great, black cyst. See Chapter Five for more information about the cyst and the terrible secrets it hides.

For encounters with Narajanara, use the standard dark naga statistics from the MM.

5. INSHON CAVES (OBSTACLE; LOW LEVEL)

Marauding inshons infest the caves scattered near and on Stonepile Lake and the Gold Run river. For years, these creatures dwelled contentedly within the ruins, living off the wild animals and fish that once thrived here. How the inshons first came to settle within the ruins, none can say. Many sages believe these inshons, like the akthars, were the result of a breeding experiment conducted by the Builders.

Now, the inshons attack all folk they encounter, from heavily armed caravans to ragged bands of desperate thieves. The giants have made several forays against these creatures, smashing a number of their larger settlements but failing to erase them utterly. Adept at defending their flooded caves, the inshons are so firmly entrenched that nothing short of a full offensive could dislodge them.

The inshons within the Slums display several unusual traits. They use intelligent tactics and gleefully carry treasure and useful tools from the battlefield. Unlike other inshons, they are more than mindless, destructive beasts. Oddly enough, inshons encountered far from these caves devolve back to their simple, primitive ways. Even inshons that acted with simple intelligence near the caves become senseless brutes if they are carried away from the area.

Deep within the inshons' caves dwells a horrid creature named Phargaryn. This strange beast is a throbbing blob of ectoplasm with a thick, viscous membrane and a dozen brains floating within its inner mass. Thousands of years ago, the dramojh developed Phargaryn as a holding mechanism for the brains of experimental subjects. Over time, these brains fused their personalities together into one gestalt being. The dramojh intended to study this new being, but

the gods' vengeance upon them brought that plan to an end. Phargaryn possesses tremendous psionic abilities, which it uses to control and direct the inshons. The creatures bring it food and defend it against intruders.

Secret: What are Phargaryn's plans?

(1) The creature is afraid of newcomers to the ruins. It uses the inshons to defend its territory, but if a party of adventurers could somehow establish communications with it, Phargaryn is eager to sue for peace. Curious and driven to learn more about the world beyond the ruins, it could become an important asset in uncovering the city's secrets and bringing peace to the river area.

(2) Phargaryn wishes to drive the giants and dragon from the city. It sees itself as the true inheritor of the dramojh's secrets. It experiments on the inshons to create a lethal psionic disease that wastes away its victims' minds, slowly driving them insane. If the disease spreads into the population, it could cause mass rioting and a complete collapse of civilization in the Safe Quarter. Should the disease spread beyond the ruins, it could threaten to the entire continent.

Phargaryn: This strange beast is different from most other monsters, so a standard statistics block does not apply to it.

Phargaryn is the equivalent of a CR 15 creature. Once per round, it can cast a single 7th-level or lower simple or complex spell (DC 15 + spell level) as a 14th-level magister with the Psion feat. This spell targets any creature within sight of its pulsing mass. Any creature with an Intelligence of 8 or less that spends more than two days within 100 feet of this being falls under its control (no save).

Phargaryn can be killed only by fire, cold, or electricity. It must suffer more than 200 points of damage from such sources in order to be destroyed, and it heals damage at the rate of 10 points per hour. Other sources fail to affect it; it is immune to all mind-affecting spells and abilities, and to other spells or attacks that fail to inflict electricity, fire, or cold damage. It always succeeds at its saving throws against spells or abilities that could damage it.

6. OUTRIDER CAMP (HOOK; LOW LEVEL)

Tarashkar the Pursuer (see Chapter Two) maintains a small camp here. He and his outriders represent the giants' primary force within the Slums. Too few in number to maintain a presence throughout the entire area, they instead use a semi-random pattern of armed patrols to hunt down bandits and slay troublesome monsters.

Tarashkar's men are more than simple soldiers. They must act as bearers of the law, much like the town guard. Each day, they resolve disputes between caravans and weigh evidence to decide whom to take into custody. Technically, the outriders are not supposed to attack an opponent unless they have a compelling reason to use violence. Like the town

guard within the Safe Quarter, they cannot simply attack anyone who seems suspicious. The bandits and gangs in the Slums take advantage of this restriction, and many of them disguise themselves as merchants or adventuring parties.

Tarashkar is always on the lookout for adventurers and others who could help him maintain the peace. He needs informants and scouts that he can trust to give him reliable information about threats in the ruins. The sibeccai gladly takes on as new outrider recruits any volunteers who prove themselves capable with a weapon or magic. Tarashkar sometimes invites promising candidates to his camp, offering them a safe place to rest in the hope that he can win them over as scouts.

Eia-Perren (see Chapter Two) has granted Tarashkar the authority to deputize recruits, giving them the power to enforce the law and arrest criminals. If the characters impress him with their skill and daring, he may recommend them as agents of the Diamond Throne to Eia-Perren. In that case, the characters could be recruited to handle important, sensitive business on behalf of the Hu-Charad. They might have to infiltrate a cult to detain its leader, track down a dangerous artifact, or even serve as double agents to spy on Krovacatharis and his minions.

Consult Chapter Two for more information on how Tarashkar and his outriders might fit into the political schema of the Diamond Throne.

7. THE PYRAMID (OBSTACLE, GOAL; MEDIUM LEVEL)

This monument—a 30-foot-tall black stone pyramid with a continuous band of runes etched in silver about 10 feet above the ground—stands out in the otherwise wretched Slums. Many sages and mystics have tried to decipher the writing, but none has succeeded. A Decipher Script check (DC 35) reveals the strange runes as messages of warning, dire predictions of doom, and pleas for the viewer to leave the area as quickly as possible.

The pyramid is the sole surviving sign of the gods' destruction of the dramojh who lived here. The gods of the Denotholan could barely control the baneful energies they unleashed: To simply contain them required five times the strength it took to summon them. Many, though not all, of the creatures that dwelled in Serathis perished. The pyramid represents the last remaining vessel of this divine energy. At one time, it stood over 100 feet tall, but each day it grows smaller as the power within it harmlessly dissipates. Within two centuries, it will completely disappear.

The monument's power, though ebbing, still poses a threat. Any creature within 300 feet of the pyramid must make a successful Fortitude save or suffer 2d6 points of subdual damage. A creature can suffer this damage once per day. Any creature foolish enough to touch the pyramid suffers



4d6 points of damage from the negative energy it transmits. A creature can take this damage once per round.

Dead flies, wolves, and the dried husks of other wild animals cluster around the pyramid. Despite the obvious signs of hazard, a small band of humans led by a mojh named Andarian dwells in the ruins near the pyramid. These madmen worship the pyramid, believing it offers a gateway to another world of heavenly delights. Andarian claims to have traveled there several times to deliver cult members to this paradise. In truth, the mojh slays the poor dupes and hides the bodies. The cultists under Andarian's control work to prove their purity and dedication to their leader by obeying the mojh's every command.

The cultists have set up a camp in a fortified ruin just beyond the range of the pyramid's damaging effect. Andarian possesses the spellcasting abilities needed to feed the cultists and fight off any attackers, helping to cement the mojh's status as their leader. The cult usually sends prophets and speakers into the city, and a few of these wild-eyed, fanatical envoys have even departed for points beyond Serathis. Every week, a few more desperate recruits, eager to find relief from the hardship and misery of their lives, filter into the camp.

Secret: Does Andarian have a goal beyond living off the cultists' hard work?

The mojh has unearthed ancient texts that seem to indicate that it could gain control of the pyramid's magic with a powerful ritual. If Andarian can send a steady stream of intelligent beings into the pyramid over time, the charismatic leader can complete the ritual and gain the ability to manipulate the energy within it. Using its power, Andarian could take control of the ruins, if not the lands beyond. Luckily, the pyramid is small enough that the same ritual could also be used to dissipate its energies ahead of their natural decay.

Andarian, mojh magister 8: CR 8; Medium humanoid; HD 8d6 (37 hp), Dying/Dead -1/-11; Init +2; Speed 30 feet; AC 16 (+2 Dex, +2 armor, +1 natural, +1 dodge), touch 13, flat-footed 13; Base Attack +4; Grapple +4; Attack and Full Attack +4 melee (1d6, staff); SQ Familiarity with magic, magister's staff, spells; SV Fort +2, Ref +4, Will +9; Str 10, Dex 14, Con 11, Int 18, Wis 16, Cha 15.

Skills: Alchemy +15, Concentration +11, Decipher Script +15, Intimidate +13, Knowledge (ceremony) +15, Knowledge (runes) +17, Search +15, Spellcraft +15.

Feats: Battle Mage, Defensive Stance, Energy Mage, Expertise, Resistance to Magic.

Familiarity With Magic (Ex): Andarian gains a +2 competence bonus to saving throws against spells and spell-like and supernatural abilities and a +2 competence bonus to AC against spells requiring attack rolls.

Spell Slots: 7/5/4/4/3

Spells Readied (10/7/6/5/4; save DC = 14 + spell level): 0—*detect creature, detect magic, disorient, door warning, lesser repair, lesser telekinesis, read magic, saving grace, sense thoughts, touch of nausea*; 1st—*conjure energy creature I, fireburst, magic armor, mudball, object loresight, safe fall, veil of darkness*; 2nd—*cloak of darkness, drain away speed, gusting wind, lesser battle healing, levitate, location loresight*; 3rd—*conjure repast, dispel magic, flight, greater compelling question, suggestion*; 4th—*dimensional door, energy attack from within, gaze of terror, greater telekinesis*.

Possessions: Magister's staff, bracers of armor +2, robe of bones, necklace of fireballs (type I), pipes of the sewers.

8. THE SQUARE (ANY LEVEL)

A common jumping-off point for expeditions, the Square offers access to several avenues and pathways into the ruins. During the day, merchants sometimes set up shop here under heavy guard. They offer their goods to those who live beyond the walls or to expeditions that have forgotten a few key items.

Over time, explorers have repaired many of the buildings that surround the Square. These structures offer a refuge from rampaging monsters and other threats. The bandits dare not settle here, for this place is too heavily traveled and too close to the Safe Quarter to the south to avoid the giants' wrath.

The Square also provides a popular meeting place for illicit deals and other business best done at night and away from prying eyes. It offers both parties neutral ground (or at the very least, equal opportunity to sow the area with snipers and thugs). Such meetings usually take place in the center of the Square, away from the surrounding buildings. On at least one occasion, blood rivals have scheduled conferences with potential allies on the same night, leading to an impromptu, pitched melee.

9. STONEPILE LAKE (OBSTACLE, GOAL; MEDIUM LEVEL)

This petite lake offers fresh, potable water for adventuring parties. However, a few creatures have been spotted within it. The small river (the Gold Run) that extends from here to the inner ruins serves as a convenient waterway for adventuring parties (see page 56).

Stonepile Lake gained its name from the large columned ruin at its center. Perhaps at one time this place stood atop an island, but it is currently flooded. None has entered this ruin and lived to tell the tale, making it a tempting destination for adventurers. The ruin was once the private domain of a dragon that lived within the city during its height. The upper levels (dragon-sized chambers, passages, and galleries) long ago surrendered their treasures to the lake's currents. The lower levels—still intact—contain passages and rooms proportioned for humans, having once been used for servants' quarters and storage space. A small tribe



of sahuagin dwells within these corridors. With more expeditions navigating the Gold Run to reach the deep ruins, these predators have grown fat and rich off their attacks.

10. TEMPLE OF THE IDOL (OBSTACLE, GOAL; LOW LEVEL)

This stretch of ruins looks much like any other area within the Slums, save for its small, intact shrine dedicated to an unknown god. A poorly carved statue dominates the shrine's inner fane. It has a vaguely four-armed humanoid shape, but lacks further detail. The place is always clean and in good repair, and visitors report that someone works to clear out the surrounding rubble and restore the buildings. Several expeditions to this temple have disappeared without a trace, but subsequent sweeps by giant and sibecai warriors revealed nothing. It was as if the expeditions vanished into thin air.

In truth, this area poses a grave, hidden threat. A being of pure psionic energy known as Sheltum lurks within the statue. By night, it can possess and kill any creature that sleeps near it. Over time, it has gathered a small host of servitors to do its bidding. The energy creature believes that it can build a mobile body from wood, bone, and flesh. Thus, it bids its followers to dig through the surrounding ruins for materials suitable to its purpose.

Sheltum lacks an understanding of organic life. It often works its slaves to death, though it has learned to allow them to eat as needed. Usually, it bids them to devour the weakest laborers among its minions.

Sheltum also has little concept of the world around it; it comes from a very different plane of existence. In the ancient days, the dragon Nithogar captured it and forced it

into the statue. Nithogar intended to use Sheltum to power a ritual, but those plans evaporated in the aftermath of the gods' destruction of the dramojh and the dragons' departure to the Unknown West. Since then, Sheltum has waited for the opportunity to escape.

Secret: What does Sheltum want?

Sheltum seeks a powerful host body. It must be built to certain specifications in order to both contain its energy and break the arcane matrix trapping it in the idol. Once its followers complete its body, it attempts to possess a dragon or some other Huge creature. (Smaller creatures cannot contain its energy.) With its psionic abilities, Sheltum might be able to masquerade in its new identity without risking discovery. Power, wealth, and other material rewards could keep it happy or allow it to research a way home.

Sheltum: Sheltum assumes the abilities and powers of whatever creature it possesses. The target creature must make a Will save (DC 18) or become possessed. A possessed creature falls under Sheltum's complete control as the alien being's personality displaces its target's mind. Sheltum has Intelligence 20, Wisdom 24, and Charisma 20. Use these stats in place of the target creature's abilities.

Sheltum can attempt to possess a creature once per round as a standard action that does not provoke an attack of opportunity. It must be able to see its target. While in its energy form, Sheltum cannot interact with physical objects, nor can attacks, spells, or abilities injure it.

Spells and abilities that prevent mind control or possession block Sheltum's ability to possess a creature. Sheltum dies if the idol is destroyed while it is trapped inside.



11. TOWER ROCK (GOAL; LOW LEVEL)

A tall, crumbling tower sits atop the highest point in the Slums. From here, a sharp-eyed watcher could follow the progress of anyone in the Slums below. Needless to say, this place has seen many battles fought to control it. Bandit gangs keep scouts here to look for caravans, while several times the giants and the dragon have attempted to take and hold the tower. However, this place lies too far from the Safe Quarter's walls to make any long-term occupation feasible. The time, energy, and effort required to defend and supply it would drain resources away from other, more pressing areas. While the Hu-Charad sometimes dispatch patrols to Tower Rock, more often than not it is controlled by whichever bandit chief has the upper hand. The Blood Hooks and the Crusaders have fought several pitched battles to possess it; bones, shattered weapons, and other debris serve as a testament to the continuing struggle.

Most of the gangs that have controlled this place use a system of mirrors to flash messages across the ruins. Three quick flashes of sunlight might indicate a caravan, while another coded burst of flashes broadcasts the target's location. Many bandit gangs assign a sentinel to watch the tower. A flurry of activity alerts them that something is afoot, and a lucky group of marauders might stumble upon a pitched battle between a caravan and raiders, allowing the latecomers to finish off both exhausted sides.

The characters might be hired to help guard an expedition sent to demolish the tower (when the merchants decide that it proves too useful for the bandits in the ruins). They might come here to find a location drawn on an ancient map, as the aerial view of the city gives them the perspective they need to pinpoint a site. If the characters battle against raiders in the Slums, their enemies might use the tower to coordinate a deadly attack against them or their camp.

12. THE TUNNELS (OBSTACLE; LOW TO MEDIUM LEVEL)

While the tunnels serve as a useful tool in the Safe Quarter, they constitute the lifeblood of many bandit gangs and isolated settlements in the Slums. Thieves use the tunnels to hit targets in the Safe Quarter and disappear back to their lairs in the ruins. Some expeditions pay tolls to the gangs and factions that control the tunnels, ensuring their ability to travel deep into the ruins in relative peace and safety.

The tunnels mark the sites of some of the fiercest fighting in the Slums, as gangs strive to control the pathways into the Safe Quarter and out to the Barrens. The dragon Krovacatharis desperately wants to seize control of the underground passages to cement his hold on smuggling within the city. The giants send the occasional war party into the tunnels but have made little effort to invade or control them.

Several interesting sites and features lie within the tunnels of the Slums; DMs can place them where desired on the map. The passages here are more chaotic and dangerous than the ones beneath the Safe Quarter (see Chapter Two).

The Cathedral: So named because of its great vaulted ceiling, the Cathedral has served as a base for many smugglers. Its central location, access to a variety of regions, and large size make it an ideal target for anyone who seeks to take and hold the tunnels. However, its sinister reputation and strange atmosphere prevent most folk from lingering here for long. Several bandit gangs, including an expedition funded by Krovacatharis, have tried to claim this place. Each group has met a bloody end in a vicious melee that no one—neither attacker nor defender—survived. Debris from these pitched battles, such as shattered weapons, broken shields, and other refuse, litters the floor.

The Cathedral is decorated in a strange bone-and-skull motif. Bones taken from a variety of creatures (many impossible to identify) are sunk into the plaster at its ceiling. The columns that run down the center of this long, rectangular site have an assortment of skulls embedded into their rock. Light sources of all types, whether mundane or magical, cast radiance to only half their normal range.

The Cathedral once played host to a range of necromantic rituals and experiments. A small sect of akthar slaves, eager to throw off their dramojh masters, met here to confer with the spirits that would one day become their gods. This place still resonates with the loathsome residue of their rituals, and the enduring negative energy has a strange effect on living things.

Any living creature that attacks an opponent in the Cathedral must make a Will save (DC 20). On a failed save, the creature attacks the nearest living being, whether friend or foe, for the next 2d6 rounds. The mind-affecting energy infesting this place thrives on death and chaos. It can warp a living creature's brain to help sate its hunger for slaughter.

Dragon's Paths: The walls along one area of the tunnels are covered with a thick, viscous black material that seeps from cracks and forms rainbow-hued smears on the puddles and small pools here. When exposed to fire, it bursts into flame. Several bands of explorers have inadvertently caused fires with exposed torches and other flames, sparking rumors that a dragon or some other fire-breather dwelled here.

Most explorers skirt around the Dragon's Paths, as goblins and other creatures lurk nearby. Even a well-equipped and armed band of warriors could suffer defeat if its enemies were to take advantage of the strange, fiery liquid. Most travelers, particularly those carrying treasure back to the Safe Quarter, avoid this place.

A group of bandits known as the Flamebearers collects the flammable stuff in large sacks, handling it carefully to construct firebombs for use against enemies. A firebomb

requires a ranged touch attack against a target. It has a range increment of 5 feet, and inflicts 2d6 points of fire damage on its primary target and 2 points of splash damage. The target catches fire per Chapter Eight: Glossary of the DMG.

Anyone standing on a space covered by the black material suffers 2d6 points of fire damage should a flaming torch be thrown into his or her space. This bonus damage also applies to the targets of spells that specifically note that they ignite combustible materials. In either case, the creature catches fire per Chapter Eight of the DMG. Weaker creatures gain the greatest benefit from these rules, as their relatively feeble attacks become more powerful if they use torches and burning material against the player characters.

Troll Den: A number of trolls have claimed an area of the tunnels, using it as a lair to launch raids and attacks on passing caravans. Most of these creatures descended into the city from the surrounding mountains.

Smugglers and travelers avoid this area, as the hungry trolls attack almost anyone who penetrates their domain. A desperate band of criminals might risk passing through here to discourage pursuit. A group wishing to remain hidden from prying eyes can travel through the den with little worry of encountering spies or lookouts, as long as they can cope with or evade the trolls.

Waterways: Many of the tunnels once served as sewer channels, and in these areas water and debris flood the passages. While difficult to travel through, they often prove safer than other passages. Goblins, thieves, and other threats usually avoid waterways, though aquatic creatures from the Gold Run sometimes slip down into the tunnels to prey upon rats, goblins, and travelers.

The waterways are roughly 10 feet high and half-flooded with water. Giants and other tall creatures must crouch low in their canoes and rafts, and even shorter humanoids may have trouble fighting within the tight confines.

A gang of faen smugglers uses the waterways to move through the ruins. They generally allow visitors to pass for a 10-gp toll per person, but they are too few to enforce the fee against those who would rather fight than pay. When the faen do face an opponent here, they use their smaller size to their advantage, as taller foes must crouch down to fight. In addition, several sprytes in their gang swoop among their foes, attacking from the rear with weapons and spells.

Creatures in the waterways suffer a –2 penalty to attacks per size category above Small while they are on rafts or in canoes, as the cramped space makes fighting difficult.

13. THE WITCH'S GROVE (HOOK; LOW LEVEL)

The small, stunted forest known as the Witch's Grove offers a green spot amid the endless avenues and cluttered ruins of the Slums—but it is hardly a pastoral paradise. Among these trees, strange birds whistle and hoot, snakes squirm under-

foot, and clouds of black, biting flies hover. The air feels noticeably warmer and humid, as if a small pocket of tropical air lingers here through the year. The trees are the home of the green hag Yalanara, a hideous crone as knowledgeable and crafty as she is cruel and capricious.

Yalanara was one of the first akashics to learn of the city. Realizing that Serathis could become an important turning point in the history of the realm, she traveled here with her small coterie of followers and learned much before the giants and Krovacatharis arrived. In many ways, she considers other folk latecomers who have trampled over her chance to unlock the city's mysteries.

Yalanara relies on her servant, an intelligent troll named Gromsh, to handle visitors. Gromsh has sworn to avoid instigating violence while in service to the hag, and he takes pains to demonstrate his civilized manners in his stilted, broken Common. He is a powerful warrior, as many bands of raiders have learned to their dismay. Usually, a flash of coins proves enough to gain an audience with Yalanara.

Those who confer with the hag can receive her advice and insight into events in the ruins, purchase poisons or potions from her, and pay for her analysis of a recovered map, relic, or other obscure item. Her advice always comes at the cost of a favor, though she accepts coins for poisons and magic items. Usually, she requires seekers to complete some task for her. The request might be as simple as driving away a gang of inshons that have plagued her forest, or as involved as journeying into the Forest of Towers to steal a gem from a treasure hoard. Once this service is completed, Yalanara pays her end of the bargain.

Secret: Why does Yalanara remain in the ruins?

(1) The hag waits for several others of her kind to arrive and form a covey. With the help of Gromsh, she hopes to recruit a small horde of trolls to conquer part of the ruins and claim them as a settlement in the same manner as the giants and Krovacatharis control portions of the Safe Quarter. In the meantime, she slowly builds up favors with adventuring parties, merchant companies, and other groups. She plans to cash in these loyalties when she makes her bid for power.

(2) Yalanara serves as an agent of Krovacatharis. The dragon grants her access to his libraries and bids his servants obey her. In return, she acts as the head of his operations in the Slums. Nothing happens here without the hag's knowledge, and that information, in turn, filters to the dragon. She secretly employs several harpies and a pack of litorian mercenaries to help her fulfill this mission.

Yalanara, green hag akashic 5: CR 10; Medium monstrous humanoid; HD 9d8+5d8+14 (85 hp), Dying/Dead –2/–12; Init +5; Speed 30 feet, swim 30 feet; AC 22 (+1 Dex, +11 natural), touch 11, flat-footed 21; Base Attack +12; Grapple +16; Attack +16/ melee (1d4+4, claw); Full Attack +16/+16



melee (1d4+4, 2 claws); SA Spell-like abilities, weakness, mimicry; SQ Darkvision 90 feet, SR 18, skill memory, perfect recall, delve into collective memory, *object loresight* 1/day, *tongues* 1/day; SV Fort +7, Ref +8, Will +11; Str 19, Dex 12, Con 12, Int 13, Wis 13, Cha 14.

Skills: Concentration +12, Knowledge (ceremony) +10, Knowledge (history) +13, Knowledge (runes) +9, Listen +16, Sneak +14, Spot +16, Swim +17.

Feats: Defensive Roll, Great Fortitude, Improved Initiative, Sense the Unseen, Skill Application (Listen, Spot).

Spell-Like Abilities: At will—*dancing lights*, *disguise self*, *ghost sound* (DC 12), *invisibility*, *pass without trace*, *tongues*, *water breathing*. Caster level 9th. The save DC is Charisma based.

Weakness (Su): Yalanara can weaken a foe with a special touch attack. The opponent must succeed at a Fortitude save (DC 16) or take 2d4 points of temporary Strength damage. The save DC is Charisma based.

Mimicry (Ex): Yalanara can imitate the sounds of almost any animal found near her lair.

Skill Memory (Su): Twice per day, after a full round of concentration, Yalanara gains a +2 bonus to a single skill check attempted the next round.

Perfect Recall (Ex): Yalanara gains a +1 bonus to any Knowledge check made without using skill memory or any Intelligence check to remember something.

Delve Into Collective Memory (Su): Five times a day, Yalanara may take 10 minutes to make a check with a +6 bonus to see whether she knows a particular bit of information.

Possessions: *Lens of detection*, *bag of tricks* (grey).

THE REST OF THE SLUMS

While the most significant areas of the Slums are detailed above, they form only a small part of a region of great width and breadth. To help you fill in the blanks, this section presents a variety of sample ruins. The ruins, organized into city blocks that you can use for any unlabeled block on the map on page 55, provide a basic overview of the terrain and some ideas for monsters that could live there.

The Battlefield: A skirmish recently took place here, and the bodies of the fallen (along with spent arrows, broken weapons, and other debris) still litter the streets. The characters may have to help the survivors fight off a bandit strike, or both sides could be equally villainous. They might team up against the PCs or each ask for help. In either case, the sounds of fighting could attract bandits looking for an easy kill, wild animals looking for an easy meal, or some other threat.

The Black Towers: The buildings in this block are carved from a black rock that resembles obsidian. Compared to the dull greys and browns of the rest of the ruins, it stands out like a stain on the city's landscape. Many travelers avoid this area because of its sinister reputation. Several expeditions bound for the towers failed to return.

The four towers all occupy one corner of the block and stand four stories (40 feet) tall. They have no doors or windows along their bases, but each has a broad platform that hangs over the top. The towers are slick and smooth (Climb check, DC 20), and climbing along the upper lip of the platform to reach the top proves a daunting task (Climb check, DC 25). The platform has a single open hole that reveals the tower's hollow interior. A sole spiral staircase winds its way down the inside of the tower.

Any creature that can climb or fly could make good use of the towers. These beasts might leave the tower to hunt at night and return at dawn, making it difficult for any pursuers to track them. The harpies mentioned on page 64 might dwell here, or a pack of monstrous spiders could fill the towers with thick webs in order to nest. In any case, climbing or flying creatures could prove a difficult challenge to the characters as they scale the tower or descend the narrow stairs. At the bottom of each tower lies a trap door leading down to a small complex of passages and chambers. This dungeon, which connects all four towers, contains undead creatures, elementals, and other monsters summoned and bound to guard it by its original creator, a powerful *dramojh* spellcaster.

Collapse: The street here has buckled and collapsed, revealing a passage into the tunnels below the Slums. A powerful monster may have wandered out of this pit to seek prey, or a gang of bandits might watch over the hole to ambush travelers who move above or below ground. At night, a PC without darkvision could blunder into the hole, forcing the group to scramble into the tunnels to recover him. If the PCs travel below ground, they may have to pick another route if the collapse cuts off their planned path.

Contagion Alley: A gang of bandits buried its treasure here and spread rotting food, spoiled meat, and other disgusting trash across this block to discourage travelers from venturing into the area (and to draw wild animals to act as natural guards). Rather than rely on a map or other marker, the thieves simply trust their noses to show them the path.

Anyone entering this area must make a Fortitude save (DC 15) or become nauseated due to the stench. A nauseated creature can do nothing but take a single move on its action. Creatures that succeed at this save become sickened, suffering a –2 penalty to all attacks, damage, checks, and saves.

Any type of wild animal, such as dire rats, would fit perfectly in this area. The bandits also might choose to recover their treasure just as the characters try to explore this place.

Echo Court: This strange courtyard rests between a set of pristine ruins that draws bandits, settlers, explorers, and others who seek a secure place for the night. A strange magical effect causes all sound to bend, warp, and echo. Sonic spells that deal damage cause +1 point of damage per die in this area. All Listen checks here suffer a –5 penalty. (Assess this penalty after confirming whether the unadjusted check

succeeded. If the check failed only after applying this penalty, the listener hears the noise but judges it to come from the opposite direction.)

The Hostel: One of the buildings in this block has been repaired and fortified. The doors and windows are locked, and signs suggest a recent occupant. If the characters break into the place, they find supplies, furnishings, and spare weapons neatly arranged inside the building. The residents may be away for a day or two, they may have left the ruins, or they might have met their ends on their most recent expedition. The PCs could find a safe refuge here but, should the owners return, they might not appreciate the intrusion. The characters also could find themselves in the midst of a difficult situation if the folk who built this place are smugglers, agents for the giants or the dragon, or members of a strange cult with sinister aims.

The Pits: This block has seen several attempts to excavate a treasure supposedly buried here. The buildings remain relatively intact, but the streets and several of the buildings have wide ditches up to 20 feet deep. Tools, wheelbarrows, and other remnants of the work teams lie scattered about.

Piles of dirt hinder clear views of the area, and tarps cover several of the pits to keep them dry. Characters can climb the dirt piles at half speed. Any creature that suffers damage while on a pile must make a successful Balance check (DC 10) or tumble down the side, falling prone at the pile's edge and taking 1d6 points of subdual damage for every 20 feet it falls. The pits range from 10 to 20 feet deep; those covered by tarps require a Search (DC 5) or Spot (DC 10) check to notice them.

This area is a favorite ambush site for bandits. A sentinel keeps watch from the tallest building in the area. When a group of travelers approaches, the thieves hide within the pits and in the buildings around the excavations.

The Planks: This entire block was once one large building. The streets approaching it actually lead to openings in a tunnel constructed within the building. Over time, half the structure has collapsed, leaving its north half intact but its southern portion bereft of exterior walls. The bricks and stone have cut off the streets around here. However, a band of explorers recently built several simple but stout plank bridges and ramps that allow travelers to walk from the ground to the second, third, and fourth floors of the building. In several areas where the floor has collapsed on the upper levels, plank bridges cross the gaps.

These bridges could serve as an elaborate trap. The dragon Krovacatharis works with a group of thieves who hide in the area. They duck behind the rubble and wait in the shadows for a group to ascend the building, then dash out to remove the plank bridges and leave their foes stranded. In return for a toll or a bribe, the thieves replace the bridges and allow travelers to continue. If their victims prove unwill-

ing to negotiate, the thieves use their bows and throwing knives to “reason” with them.

The Well: At one time, this block may have supplied fresh water to many residents of this section of the city. A large central square hosts a recently dug, wide-mouthed well (complete with a wooden crank and a large bucket). The well drops down about 60 feet to a pool of cold, fresh water.

About halfway down the shaft is a small ledge with a secret door. The ledge requires a Spot check (DC 20) to notice, and the door is well hidden (Search check, DC 25). Beyond is a small complex that consists of an entry room, two bedchambers, a storage chamber, a large main room with a fire pit, and a hidden passage that runs up into the ruins one block from this area.

A small cabal of fugitive spellcasters dwells here. Led by a woman named Fenora Drake (7th-level human magister), these conspirators act as a small but powerful gang of bandits. They use their spells to slip into camps and carry off valuable treasures, particularly magical items, spell catalysts, and materials useful for rituals. The group has dubbed itself the Shadow Circle. Thus far, they have proven too stealthy for anyone to even guess that they operate in this area. As long as the pickings remain easy and their lair a secret, they will continue to prey upon travelers.

The buildings surrounding the Well are half-collapsed, with all but one reduced to their ground floors. A sole building still rises two floors above the rubble-littered streets. The streets here prove difficult to navigate. Aside from a single narrow path that winds along them, the roads are choked with rubble and debris that reduce a creature's speed by half.

MONSTERS IN THE SLUMS

A variety of beasts lurks in the slums, though compared to the rest of Serathis' ruins they are few in number and relatively weak. The giants have made several forays into the Slums to defeat particularly powerful and deadly beasts, but a few such monsters remain in hiding. The primary threat comes from thieves and bandits.

Akthars: The brutal, vicious akthars (see Chapter One) have scattered tribes within the Slums. Most of these humanoids prefer the comforting swamps and forests of the Barrens, but their enemies have forced a few tribes out. The akthars within this region are even more bloodthirsty and violent than their cousins in the Barrens. Smugglers and explorers have learned to avoid the areas they claim. The giants have had to dispatch forces to eliminate troublesome akthars on multiple occasions. Several bandit chiefs have launched attacks on akthar villages to gather slaves, which they then sell to other chieftains or force to excavate ruins for treasure. These miserable wretches are sent into teetering ruins and other dangerous areas, as their masters simply capture more workers to replace any losses.



Ankhegs: Ankhegs pose a continuing threat to travelers in the streets of the Slums and the tunnels below them. Colonies from the Barrens have migrated to the Slums, where they burrow beneath occupied ruins—loosening the soil and causing the structures above to collapse. Rumors abound that a renegade greenbond known as the Lifekeeper controls these monsters. From her lair within the Barrens (see Chapter Four), she tries to drive civilized folk out of the city. Her followers, akthar warriors who obey her every whim, seek to destroy any relics, magic items, and coins they find to help remove any allure the ruins hold for outlanders.

Girallons: Increasingly, girallons have become a threat to travelers in the Slums. Rumor has it that a merchant sought to sell tamed girallons to adventuring parties. When he found no takers for his wares, he simply let the creatures loose in the Slums and returned home. Whatever the case, bandits in the Slums consider a captured, trained girallon a sign of status and power.

Golems: Experienced adventurers know of Stomper, an iron golem that marches through the ruins on a regular circuit. Stomper earned his nickname due to his heavy footfalls that alert travelers to his presence. Provided that they avoid his path, Stomper never makes an aggressive move against strangers. He attacks only creatures who are on the streets he walks or who lurk in buildings along his route. He never strays from his route—even if he hotly pursues an opponent, his quarry can escape by turning left at an intersection where Stomper always goes right. Bandit gangs try to drive or lure inexperienced rivals or panicked foes into Stomper's path. Maps of his full route command 50 gp each, but counterfeits and fakes litter the marketplace.

Harpies: A few harpies live in the Slums. These terrible creatures bitterly compete for treasure and hunting grounds, and several of them have tried to form alliances with the bandit gangs to defeat their enemies. At least one of the harpies is rumored to serve Krovacatharis as a mercenary. She spies on travelers in the Slums and reports back to him every few days.

Minotaurs: A small tribe of minotaurs dwells within the Slums. Known as the Axebearers, these aggressive, powerful humanoids hire themselves out as guides and mercenaries to the merchants and explorers traveling through the region. While the Axebearers charge exorbitant fees for their services (around 150 gp per day), the other gangs and criminals in the ruins avoid them. The Axebearers have taken great pains to run down and brutally slaughter any gangs who have attacked or harmed their members. Most travelers know that an Axebearer not only serves as an able fighter against monsters, but his or her presence drives off all but suicidal raiders.

Spined Hounds: Small packs of vicious spined hounds (see Chapter One) sometimes prowl the Slums in search of an easy meal. Merchants who specialize in beasts of burden, guard animals, and other trained creatures sometimes hire adventuring bands to track down and capture spined hound cubs, as they make excellent trackers and fighting beasts. The spined hounds hunt with uncanny intelligence and tactical coordination, as befits a species with innate psionic abilities. They may bark and howl to drive their quarry toward a waiting ambush or coordinate to launch an attack from several directions at once.

The Barrens

Of all the precincts of Serathis, the Barrens have perhaps the most misleading name. Consisting of an overgrown, wild forest with trees that soar a hundred feet into the air, and a swamp thick with flies and dangerous monsters, the immense Barrens separate the profitable areas of the ruins from the relatively poor Slums. The first treasure seekers named this area the Barrens under the mistaken belief that, since it apparently lacked ruins, it held little of interest. To these first explorers, this area was a nuisance that blocked their access to the richer, more enticing Forest of Towers.

In truth, the Barrens contain a multitude of treasure houses and ruins. However, these sites require time and effort to unearth. A sprawling graveyard haunted by undead and angry spirits offers richly appointed burial chambers and important archaeological finds to those who can defeat its restless guardians. Small settlements, some inhabited by trolls and other monsters, remain hidden within the thick forest and mire. In some areas, the savage akthars (see Chapter One) gather in tribes. These degenerate creatures, whom some believe descended from the Builders or a slave race that toiled under their rule, attack treasure hunters with religious fanaticism. Luckily, they rarely leave the Barrens, but that provides little comfort to the explorers who must traverse this forbidding landscape.

THE TERRAIN

The thick, lush forests and the dank swamps that fill this area are obviously supernatural in nature. The air is always warm and comfortable, and small rainstorms erupt on a regular basis. Bitter cold may cloak the surrounding mountains, but the forest always remains comfortably warm. A wide variety of plants and animals thrives, providing akthars and other beasts with plenty of food and resources. Many large, dangerous creatures can survive here because of the forest's bounty.

The terrain, however, presents a daunting barrier to many expeditions. The warm, humid air can sap a warrior's strength. The thick clouds of flies that fill the air at night sometimes carry diseases. The dense foliage makes it difficult to notice an opponent or a trap before it is too late. The forest has grown unchecked for countless centuries; it does not yield to civilized folk without a fight.

When running adventures in the Barrens' forests, you can use the following optional terrain rules to reflect the dangers inherent to this environment. In addition, Chapter Three: Adventures of the DMG has a variety of rules that



you can use to model the environment. In some cases, the new rules given here provide an alternative to the core rules.

FLORA

The strange, sometimes dangerous trees and plants of the Barrens pose an intimidating barrier to explorers. Many of the trees stretch 100 feet into the air and have trunks a dozen feet wide. In many ways, this entire area is an enormous biological experiment gone haywire. The dramojh used it as a testing ground to determine the success of their living creations. The forest has long since outgrown its original bounds, and many of the trial creatures still run rampant. Several of the plants require special rules to reflect their strange abilities.

Use the following plants to spice up an encounter area, to make the party's trail more difficult to follow, or to show off how alien and dangerous the Barrens can be.



BURROW ROOT

This hideous carnivorous plant lurks just below the surface of the forest floor. Experienced adventurers can spot its presence by the smooth, flat patch of dirt that covers it (Survival check, DC 15, or Spot check, DC 25, to notice). A creature that steps on a burrow root must make a Strength or Dexterity check (DC 15) to avoid becoming entrapped. A trapped character cannot move and loses his Dexterity bonus to Armor Class. He can escape with a Strength check (DC 15) as a standard action. The burrow root merely waits for its victim to fall prey to a random predator, then lives off the rotting flesh and bones left behind. Large predators and akthar hunters learn to lurk near these plants, as they provide easy meals.

HOOK VINES

These blood-drinking plants are found in small batches throughout the Barrens. Their roots bore into the trunks and branches of tower trees (see below) and hang down to the forest floor. When a living creature passes near a hook vine, it lashes out like a tentacle. It has a +4 attack bonus and inflicts 1d2 points of damage. The vine sinks its hooks into its target, drawing blood as nourishment. A hook vine can lash out in this manner once per minute.

MAIDEN'S HAIR

Named for its appearance, the maiden's hair plant floats on the water like a bundle of thin, wispy tendrils—almost like a woman's long hair as she swims underwater. Maiden's hair floats in the swamps of the Barrens, adrift in the stagnant, fetid water. It normally feeds on fish, slapping at them with a paralytic venom and entangling them in its vines to feed on their blood. Usually, the fish swim away weaker for the experience but still alive.

When a humanoid creature swims or trudges through the water near a maiden's hair plant, it reflexively lashes out, attacking with a +4 bonus. If it hits, the target must make a Fortitude save (DC 13) or become paralyzed for 1d4 minutes and fall prone. Though the tendrils are too weak to feed on a humanoid, a character could easily drown even in shallow water as he collapses into the mud. Use the drowning rules as normal. A paralyzed character can hold his breath as normal. As with burrow roots, akthar hunters and large predators lurk near patches of this plant to feast on its victims.

TOWER TREES

Tower trees cover the vast majority of the Barrens. These mighty plants soar up to 150 feet in the air and have a diameter of about 10 feet at the base of their trunks. Tower trees grow throughout the forests and swamps in this region. Their aggressive growth long ago drove away many of the smaller varieties of trees.

FOLIAGE

The dense branches and leaves provide concealment in the Barrens. Too light to deflect attacks, they can make it difficult to sight an opponent. This miss chance due to concealment depends on one's range to a target.

Range	Concealment
0–10 feet	0%
11–20 feet	25%
21–40 feet	50 %
41–60 feet	75%
61+ feet	100%

HEAT

Consult Chapter Eight: Glossary of the DMG for complete details on the effects of heat dangers, or use these optional rules. Every six hours, require each character to make a Fortitude save with a Difficulty Class determined by the current weather. Characters take a penalty to this save equal to the armor check penalty for their armor. Heavier armor causes discomfort, as well as trouble keeping cool and heat exhaustion. In addition, characters suffer a –2 penalty to the Fortitude save if they engage in strenuous activity (such as a long march or a battle) during the six-hour period. Characters who rest or sleep need not attempt this save. A creature with any sort of fire resistance automatically succeeds at this save.

On a failed save, a character suffers 1 point of temporary Strength damage, which can be healed normally or by resting for eight hours and receiving enough food and water as normal.

Save DC	Weather Conditions
15	Mild heat
20	Severe heat
25	Intense heat
+5	High humidity

INSECTS

A wide variety of biting and stinging insects swarms in the Barrens. These creatures crawl between armor plates, burrow into backpacks, and otherwise make life miserable for adventurers and travelers. Some of these creatures carry diseases. Luckily these illnesses are rarely life threatening, but they can prove troublesome.

For each day spent in the Barrens, there is a 20 percent chance of exposure to swamp fever. Affected characters develop shakes, a persistent cough, and high fever. While characters can push aside these symptoms and continue to function, they suffer persistent weakness and nausea.

Swamp Fever: Infection DC 15; Incubation 1d3 days; Damage 1 point of Strength.

In addition to the risk of disease, in some areas the flies are so thick that they swoop into one's eyes, buzz into one's mouth, and crawl into gaps in armor. In this case, characters must make a Fortitude save each round (DC 15) or suffer a –2 penalty to attacks, checks, and saves. Only living creatures

are susceptible to this effect. Thick clouds of flies capable of conferring this penalty usually dwell within the wet, dank areas of the Barrens' swamps or its thickest, darkest forests.

WATER

The water in the swamps ranges from a few inches to several feet deep. In some areas, not even a giant can walk through the swamp without encountering water that reaches over her head. Walking through water reduces a creature's speed by half for knee- to waist-high water; by one-quarter if it is any deeper. A creature can attempt to swim in water that is at least waist deep.

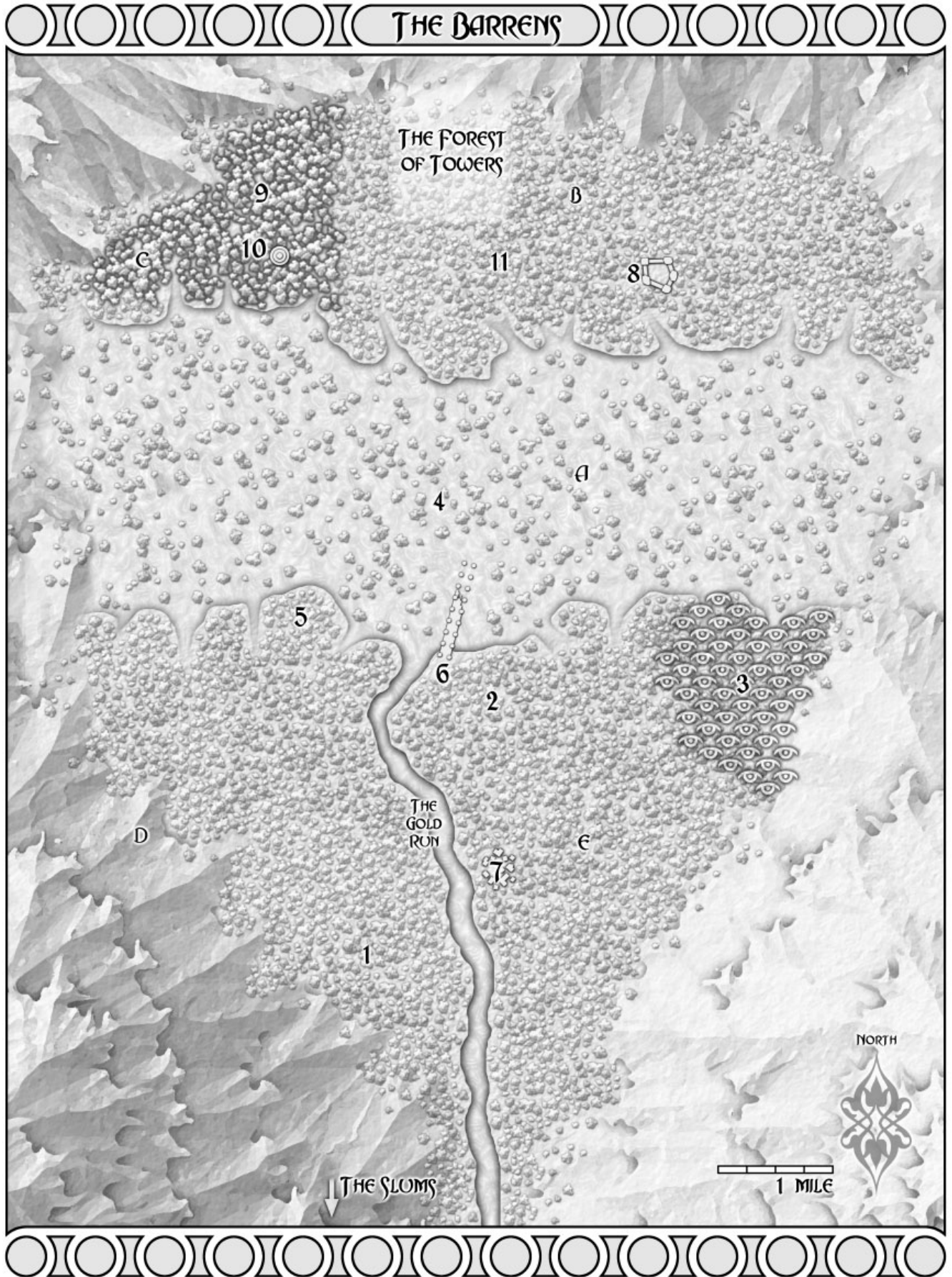
UNDERFOREST (OBSTACLE; MEDIUM LEVEL)

The massive tower trees that soar high in the air also burrow well down into the ground, where their roots must find purchase deep within the rock and dirt. Over the many years that the forest has thrived on the surface, its roots have slowly bored a massive series of natural caves and passages within the earth. Every year, the roots plunge deeper, and as they push and compact the soil, they leave behind open spaces.

The Underforest is a foreign realm that has barely seen any visitors. Passages to its depths abound within the Shadowreach (see Area 9, page 75), but a few caves, sinkholes, and other paths dot the rest of the Barrens. In many areas, the Underforest connects to the vast series of caverns that spreads out beneath the Bitter Peaks. Creatures come and go through this network, and some have ascended to the surface to carve out a habitat in the ruins.

A traveler to the Underforest might think he has stumbled into an alien world. The roof is a tangle of roots that forms a massive net. Rocks and dirt honeycomb the ceiling; the cave walls are similarly adorned. Disturbances in the forest above sometimes send debris tumbling to the floor. Roots crisscross the open caverns, forming a network of broad pathways that humanoid creatures can use to climb up to the surface or travel above the cavern floor.

The surface of the Underforest ranges from great plains of soft, spongy fungus and woody tangles of roots to hard-packed soil and tumbles of rocks that have been slowly crushed and scattered by the encroaching roots. A strange assortment of mushrooms and lichen populates this area. Many of these mushrooms are parasites that live off the trees' roots, while others are subterranean species that have established themselves here. The **hangman's lantern** is the strangest mushroom species within the Underforest. It consists of a central stalk with several small tendrils that end in bulbs filled with a glowing fluid. The lights lure moths and other insects into the bulbs, where they become caught in the sticky fluid and feed the mushroom. The liquid sheds light in a 20-foot radius and shadowy illumination out to 40 feet. It lasts for 24 hours after it is taken from the hangman's lantern.





The Underforest holds several mysteries. The most important of these is the small, ruined town of Tarthalas. Centuries ago, a small akthar band known as the Rockshapers descended into the Underforest to escape the intertribal struggles of their race. The Rockshapers were the only akthar tribe to value history and knowledge that had to be stored outside of the collective memory. Akthar lore tells of how the Rockshapers sought to duplicate the Builders' deeds and magic. Whatever resulted from their efforts, the Rockshapers' small city now lies abandoned. Explorers have yet to discover Tarthalas, but it holds the answers to many of Serathis' mysteries—if anyone can survive reaching it. The Rockshapers used their magic to leave behind magical wards, traps, summoned elementals, and other dangers. Currently, a powerful medusa mind witch occupies the area with a small army of goblin slaves and cyclops warriors that serves her every whim.

Strange creatures lurk throughout the Underforest. Many of the aberrations crafted by the dramojh fled here to escape the sun's glare. They wandered deep into the earth. Eventually, some emerged across the continent, but most remained in the Underforest. Ankhegs and purple worms help expand the Underforest with their burrows, while black puddings and gray oozes consume all signs of life from the caverns they swarm through. Tribes of goblins thrive here. Like rats, they burrow into the walls and dirt, forming large mounds more like nests than proper strongholds. In many cases, the goblins serve as a source of food and slaves for the more intelligent creatures that lurk within the Underforest, such as manticores, medusas, and cyclopes.

FACTIONS WITHIN THE BARRENS

The Barrens are too wild and dangerous to support any large settlements, but many of the monsters found here form their own communities. While the Safe Quarter—and, to a lesser extent, the Slums—lies within reach of the giants' legions and the dragon's spies, the ruins from the Barrens north to the Forest of Towers are too dangerous and distant from civilization's grasp for them to control. Monsters can gather in large numbers and build fortifications. The akthars are powerful, as they are numerous and smart enough to organize themselves into villages and fortresses. Unfortunately, akthars are savage, vicious creatures that react violently to even the briefest intrusion into their territory. Some sages believe that a dedicated attempt to establish diplomatic ties with the akthars could bear fruit, but thus far few people have had the patience to make an effort. In most cases, the profits available elsewhere in the ruins offer a more interesting and satisfying challenge, but a few magisters and greenbonds seek a better knowledge of akthars.

Though akthars were once slaves to the dramojh, they remember nothing of their former state. Since akthars rely on a sustained collective memory for the skills and talents they need, they place little value in history. After all, learning

and passing along the stories of the elder days has little value when one can simply pluck memories from other members of a clan. Akthars rarely keep track of history beyond a generation or two. Aside from their traditions and the critical skills necessary for survival, they see no point in it. Thus, they prove useless to those gathering information about the ruins' history or the location of ancient sites.

Akthars are organized into clans, each with its own territory and villages. These clans fight against each other for terrain, food, and other resources. The influx of adventurers, merchants, and treasure seekers has done little to divert their rivalries. Instead, akthars attack everyone—akthar and intruder alike—with equal ferocity.

The following akthar clans are active within the Barrens. Each tribe occupies a village as indicated by its letter on the Barrens map on the previous page. The “clan mark” header beneath each clan's summary lists its members' distinctive features and bonuses. More tribes live within the Barrens than are listed here; these are simply notable or unique. Others may remain in hiding or have slain or captured any explorers that have come into contact with them.

A. BONECRACKERS

The horrific Bonecracker akthars are the most degenerate and violent of their kind. They practice cannibalism and hunt other akthars for sport. They believe that if they eat a creature's body, they gain the strength and power it held in life (in the same manner that akthars share knowledge and talents among their kind). These creatures dwell in the deepest regions of the swamp. They live in crude huts supported above the water on long wooden poles. The hunters among them adorn themselves with piercings, usually bones and bone fragments taken from their enemies, and wear face and body paint in bone patterns.

The Bonecrackers cultivate patches of maiden's hair (see page 66) in their hunting grounds and around their villages. They worship the spirits of the water, a pantheon of dozens of gods that they believe live in a realm beneath the mud. They offer captives as sacrifices to these deities by placing them in narrow wooden cages and lowering them into the water to drown. The Bonecrackers devour these victims in a great feast after they are sacrificed.

Lately, these akthars have begun to use canoes and small rafts to attack travelers who attempt to cross the swamp. They employ ropes and crude grappling hooks to entangle their quarry's boat and either capsize or board it.

Clan Mark: The Bonecrackers have webbed fingers and toes, and are utterly hairless. They gain a +4 competence bonus to all Swim checks.

B. LEATHERWINGS

While few in number, the Leatherwings form a relatively powerful tribe. They excel at training and handling animals



and monstrous beasts. They command a variety of strange creatures as minions and pets. Their most fearsome allies are their war wyverns: creatures captured, trained, and bred to serve as mounts.

Leatherwing wyvern riders soar above the Barrens in search of victims. They pose perhaps the greatest continuing threat to explorers in the area, for travelers can often spy their flights of two to eight wyvern riders in the sky. Luckily the thick tree canopy hinders their ability to track down their targets, and they loathe flying beneath the branches of the tower trees. The Leatherwings sometimes fly to the Slums for a quick raid, but they avoid the Safe Quarter since a giant magister once blasted one of their riders from the sky.

The Leatherwings make their camp atop a series of low hills near the Forest of Towers. One of their important rituals of adulthood requires a young akthar to venture into the Forest of Towers and return with a notable relic or treasure. Of all the akthars, the Leatherwings are the most familiar with the regions around the Barrens. On a few rare occasions, they hire themselves out as guides. Their services are quite valuable, for few know the Forest of Towers as well as these akthars.

Clan Mark: The Leatherwings have large yellow eyes and long, snoutlike noses. They gain a +4 competence bonus to all Handle Animal checks, as their slightly improved senses of sight and smell allow them to better read a beast's emotions and mood.

C. LONGEYES

The Longeyes are so named because of their large, bulbous eyes that glow in the dark with soft blue radiance. Their skin is dark blue, as is their thin, fuzzy fur. They are quiet, shy, and prefer to remain isolated from their kin. These akthars dwell in the Shadowreach (the densest area of the forest) in hollows carved from the lower trunks of the enormous tower trees. They use ladders to access their homes, and pull them up into their dwellings when enemies draw near.

Of all the akthar clans, Longeyes are the most likely to welcome strangers. Once butlers and maids to the dramojh, they were designed with passive, fawning personalities. They have fared poorly in the wilds and have ventured into the Shadowreach to avoid contact with the other clans (especially the Stonefangs, who favor them as slaves). The undead from Black Rock Tower (Area 10; see page 75) frequently raid their villages, carrying them off for food and sport. Their prophecies speak of a group of strangers from beyond the forest who will defeat their enemies and lead them into a new golden age. You can sculpt this prophecy to conveniently fit the party.

Clan Mark: The Longeyes have darkvision with a range of 120 feet. They also gain a +2 competence bonus to all Perform checks. Among their kind, they value singing, storytelling, and music.

D. STONEFANGS

The most powerful tribe in the Barrens, the Stonefangs occupy a fortress carved into a cliff face high above the forest. A waterfall cascades down the mountainside near this castle, providing the Stonefangs with a ready source of water and fresh fish. From their inaccessible fortress, the Stonefangs raid the lowlands and take captives that they cast off the cliff as a sacrifice to their god, a being of air and watery mist known as Siffaris. The Stonefangs are the only tribe to use the wheel, and their slave carts frequently carry captives from other clans up long ramps to their aerial redoubt.

Clan Mark: The Stonefangs gain a +4 competence bonus to all Craft skills. They were once used as skilled laborers, and their talents allow them to craft weapons, armor, and fortifications far superior to those of their brethren. The average Stonefang warrior wears beastscale armor and fights with a masterwork battleaxe and a heavy shield.

E. TREERUNNERS

The Treerunners live in a series of wooden platforms erected atop several of the tallest trees in the forest. They hunt birds and harvest fruit that hangs high in the trees. An intricate series of vine bridges and swinging ropes enables them to move swiftly through the trees; adventuring bands have learned to watch the branches above them, for many expeditions have met their end in a Treerunner attack launched from above. These akthars consider land-bound creatures inherently inferior beings. They exhibit no compunction about taking slaves or murdering other humanoids in their sleep.

Clan Mark: The Treerunners have long, powerful arms and nimble legs that grant them a climbing speed of 20 feet. They can move among the trees with ease and rely on this ability to escape from their enemies or assault them from above.

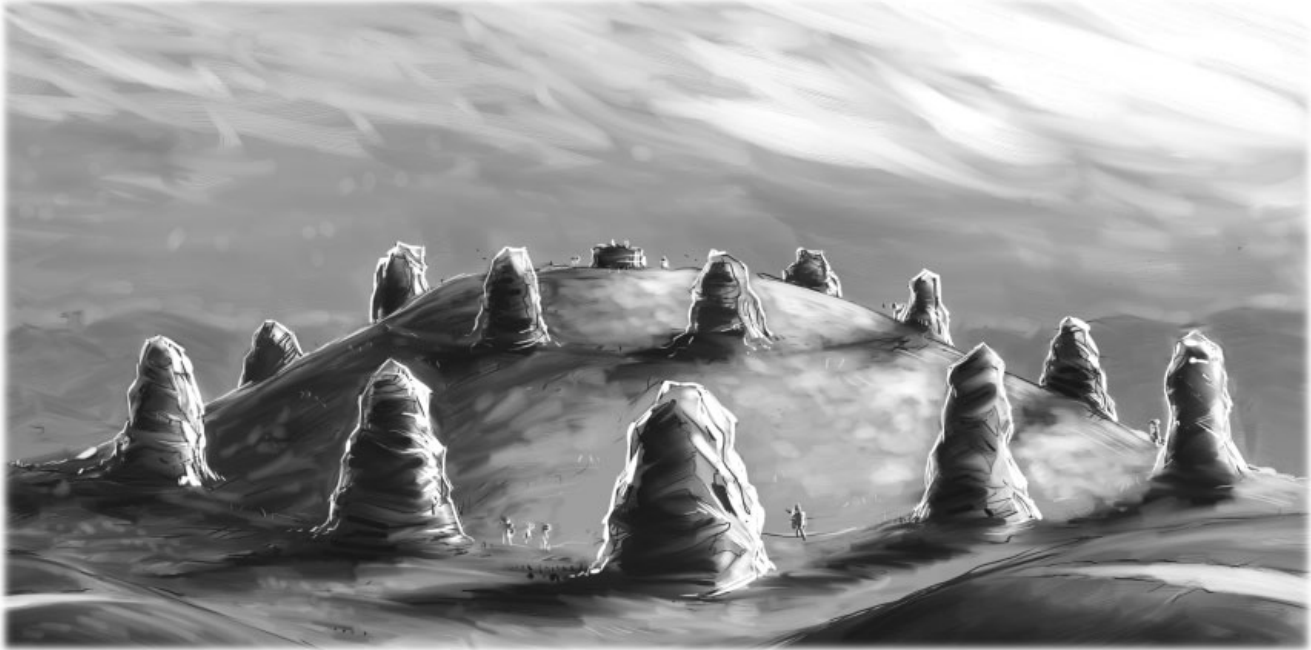
KEY SITES IN THE BARRENS

Popular opinion holds that the Barrens are nothing more than worthless swamp and forest, a daunting barrier meant to prevent adventurers from reaching the treasure-rich Forest of Towers. Most explorers try to follow the paths through this region and avoid any trouble. Unfortunately for them, the creatures of the Barrens have an unnerving tendency to cluster near these trails in search of an easy meal. Few paths remain safe for long, and the wilderness remains too daunting for a military expedition to pacify it.

The number of each locale described below corresponds to an area on the map on page 68.

I. BONES OF THE OLD ONE (GOAL; MEDIUM LEVEL)

According to rumor, the site known as the "Bones of the Old One" possesses potent magical energy. Supposedly, it once hosted many great ceremonies of the Builders. Two 5-foot



stone slabs support a broad, smooth granite altar 20 feet long and 10 feet wide. Its surface is utterly flawless despite the efforts of countless weapon blows and spells. The altar stands on a hill, resting atop its crest.

Two concentric rings of standing stones surround the central altar. The first ring consists of six stones evenly spaced around the altar at a distance of 100 feet, about a third of the way down the hill's slope. A second ring of 12 stones stands 300 feet away at the base of the hill. Even though this site lies deep within the heart of the tower tree forest, only grass and patches of weeds grow upon the hill.

The dramojh used this place to conduct a variety of rituals that created the environmental conditions that allow the Barrens to thrive. Despite the area's high altitude in the mountains, it remains impervious to cold air and snow. Storms slide around this forest because of the protection granted by this site and many other, much smaller, ones scattered throughout the forest and swamp.

Secret: What sort of magic does this place hold?

Anyone who sacrifices 100 HD worth of living, intelligent creatures here during a single ritual can gain control over the flow of energy that protects the Barrens. A new master could modify the weather patterns within 100 miles by thought alone, or concentrate the energy that protects the area and use it to cast any 7th-level or lower spell at will. The secret of the ceremony needed to complete these sacrifices lies hidden within the House of the Voice in the Slums (see Chapter Three). Perhaps the naga Narajanara plans to complete this ghastly ritual and seize control of the ruins in the name of his ancient masters.

2. THE BURROWPATCH (OBSTACLE; MEDIUM LEVEL)

The Burrowpatch is a massive, sprawling plant that grows deep within the heart of the Barrens. It resembles a cross between a tree and a bramble bush. It has thick, woody branches that turn and curl within its mass, while its uppermost levels are thick with leaves. The Burrowpatch rises above the trees and has expanded to engulf many of the trees around it. As this plant grows upward to reach the sunlight, it must spread outward to support its increasing weight.

The Burrowpatch earned its name for the labyrinthine network of chambers and tunnels within its mass. While the plant's thorny branches can prove a daunting obstacle, a tenacious explorer can push her way into the plant's interior. The open spaces within the Burrowpatch are large enough to serve as dwellings, and a number of clear passages and shafts provide access up, down, and around its bulk. In essence, the Burrowpatch is a gigantic, living building.

Several merchant companies have toyed with the idea of establishing a fortress inside this plant. Its woody exterior surface and its barbed thorns provide a natural defense, while the narrow passages would require only a few dozen soldiers to protect one section. However, a variety of predators and dangerous creatures live within this structure. Giant spiders, centipedes, and other vermin nest within, waging fierce battles for territory. Humans and other intruders provide welcome snacks for these vicious beasts.

Secret: Can anyone penetrate this hazardous site?

A bandit gang has claimed the uppermost levels of the Burrowpatch. The members use a number of trained hippogriffs to patrol the Barrens and swoop down on potential targets. From their position atop this plant, they are almost



beyond assault. A band of clever adventurers might be able to climb up through the Burrowpatch and attack the bandits from below—if they can fight their way past the vermin, the bandits' traps and guards, and the other creatures that live here.

3. THE FOREST OF EYES (OBSTACLE; MEDIUM LEVEL)

Rumors abound within the Barrens of strange sites and bizarre creatures, but few of these stories live up the truth of the Forest of Eyes. The trees in this section of the Barrens are faintly sentient. Greenbonds claim that they feel as if all of the trees constantly watch any animal that enters this place, and even the least perceptive explorers feel a disquieting sense of being observed. It is obvious that something strange has taken hold of this area, as the trees here are much smaller than the enormous tower trees. In many ways, this forest resembles the trees and terrain found outside of the ruins—yet for its vague familiarity, it stands out as an eerie, frightening place.

While the forest appears to be just like any other woodland, it is actually a single creature. All the trees in this area sprouted from a lone, massive plant creature that grows deep below the ground. Every tree is much like a tentacle that it uses to absorb sunlight from the sky and water from the ground.

This great being has no name, and it has only a limited concept of animal life. It exhibits a variety of strange abilities that allow it to interact with humanoids. It can spawn humanoid eyeballs and a mouthlike orifice in any of the trees that comprise its body, but these talents typically horrify and scare off the creatures to whom it attempts to speak. Most of the time, it remains content to silently watch the creatures that enter its domain, merely observing their actions. Sometimes, though, it cannot resist the urge to question the strange beings it sees. Other times, hunger pushes it to lash out and devour animals that intrude on its territory.

Long ago, the dramojh crafted the Forest of Eyes as one of their greatest experiments. They disappeared well before the forest was complete, allowing it to progress on its own. For many centuries it slumbered, but the recent influx of explorers and adventurers has awakened it. Without the dramojh's twisted guidance, it has developed an independent personality, and it has little concept of how to handle other creatures.

Some of the akthars in the Barrens worship the Forest of Eyes as a god. They leave offerings at the woods' edge, gifts that the trees gather and absorb out of a mixture of curiosity and hunger.

Use the statistics for treants in the MM to reflect the forest's treelike tendrils and tentacles. They can move along the ground but are unable to move outside of the forest.

Secret: The forest's obvious secret lies in its attitude and plans as the city changes. Left to its own devices by its creators, it could develop a benign, malevolent, or diffident personality as you wish.

A benign forest may see humanoids as interesting new friends with whom to interact. It remains silent while it tries to learn how to communicate, and its first attempts to establish contact could be mistaken for aggressive moves. For example, it might grab a human and shake him with a tree's lower branches in a fumbling attempt to shake hands.

Some folk may perceive the forest as a threat or believe that it hides treasure and ruins beneath its roots. Expeditions sent in search of the treasure could burrow into the earth, enraging the creature and driving it to attack all who enter its domain. It might push its roots and tendrils beyond its previous borders, seeking to invade the Safe Quarter and drive all humanoids from the city once and for all.

If the forest remains quiet, it might slumber for long periods of time. The tendril trees that grow above it might act on their own, striking at creatures that attempt to light fires or attacking and killing wild animals so that their decaying corpses can add nutrients to the soil. In this case, the forest is a potentially dangerous area whose threat ends at its borders.

4. THE GREAT MIRE (OBSTACLE; MEDIUM LEVEL)

The Great Mire, a broad expanse of swamp, covers the middle portion of the Barrens and serves as a backbone to the difficult terrain that hinders access to the Forest of Towers near the Barrens' northern edge. The Great Mire consists of tower trees scattered against a backdrop of ankle- to waist-deep water. Here and there, ruins rise above the water. Most of the notable treasures and structures on the surface rotted away long ago, but flooded, mud-choked chambers beneath the water may yet hold riches.

During the day, the mire appears covered in a thin, wispy haze. The flies and mosquitoes grow so thick here that they fill the air like a single, enormous swarm. Travelers tend to carry netting and other gear to protect themselves from the disease-ridden insects.

The trees vary from dense growth to relatively open expanses. Travelers usually avoid the thicker areas, as dangerous creatures lurk within them. On the open swamp, it is difficult for a dinosaur or a shambling mound to surprise an adventuring party.

Most travelers use skiffs and rafts to navigate this region. Many boats have a small lean-to or tent built atop them, as the crossing can sometimes take more than a day, depending on weather conditions. Long wooden poles guide the crafts through the water, making for steady, relatively safe progress but difficult work. The stagnant water poses little threat of carrying travelers off course or swamping their decks.

The dense areas of trees range from essentially watery forest to small, isolated islands in the muck. The tower trees' thick roots form a honeycomb layer of dry dirt and rocks. Predators often use these plots of dry ground for nests.

Secret: In a few areas, bandit gangs operate as pirates on the waters of the Great Mire.

These pirates outfit their rafts for war. Rams, ballistas, and even the odd light catapult allow them to sink a party's transport and scour the murk for the treasures that spill into the water. These gangs usually claim a small island and fortify it with a stockade to ward off predators. Many times, the hunters become the hunted as shambling mounds and other monsters overwhelm and destroy these camps. Some scavengers watch for swamp pirate camps, for they can prove rich finds if and when they fall.

5. HEADTAKER'S LAIR (OBSTACLE; HIGH LEVEL)

The first travelers in the Barrens learned to avoid the region of the forest south of the Great Mire and west of the Gold Run. If the severed heads of akthar warriors left dangling from tower trees failed to persuade them, the slow accumulation of human, sibeccai, litorian, and verrik heads warned those who came after.

The terrible cyclops known as Headtaker dwells within this region. He slaughters anyone who enters his territory and strings up his victims' heads as a warning to other intruders. While stories circulate about Headtaker's true nature and the reason for his bloodthirsty displays, no reliable witness has come forward with the truth.

Secret: Headtaker was once a normal cyclops.

This cyclops dwelled in the Barrens with others of his kind until he and his fellows decided to explore the Forest of Towers. There, they came across an ancient vault buried deep within the ruins of a great edifice. A ghostly, horrific beast emerged from the vault.

This creature was the spirit of the last dramojh, a being that journeyed to a different world when the gods destroyed its race. When it returned, its physical body was gone. The dramojh was forced to remain in its energy state within the vault that housed the gateway to the other world. Over the years, it slowly slipped into madness. In its energy form, it could not manipulate physical objects such as the door that sealed the vault shut. When the cyclopes opened the chamber, it attacked and slaughtered all of them except the one that it possessed: Headtaker.

Since then, Headtaker has wandered the land. The dramojh energy form strengthened the cyclops as it merged with it, making the brute immune to the ravages of old age. He possesses a fearsome combination of a cyclops' physical power and a skilled dramojh's spellcasting ability. However, the dramojh spirit within Headtaker's body is utterly mad. It lashes out at all humanoid creatures, as it believes that the dramojh were defeated by humans or a similar race.

Headtaker offers one tremendous benefit to anyone who subdues or somehow calms him: He remembers everything about the original city of Serathis. The dramojh spirit within him has perfect recall of the layout, the location of various treasures and powerful artifacts, and the original uses of a variety of structures. If the player characters need to uncover

a secret about the city, they might have to interact with Headtaker in order to learn it.

Headtaker, male cyclops war4: CR 14; Huge giant; HD

20d8+140 (260 hp), Dying/Dead -8/-25; Init +4; Speed 40 feet; AC 28 (-2 size, +8 natural, +3 armor, +1 deflection, +8 insight), touch 18, flat-footed 20; Base Attack +16; Grapple +33; Attack +26 melee (2d8+18, masterwork huge greatclub); Attack +26 melee (2d8+18, masterwork huge greatclub) or +14 ranged (2d8+16, thrown rock); Full Attack +26/+21/+16/+11 melee (2d8+18, masterwork huge greatclub) or +14 ranged (2d8+16, thrown rock); Space/Reach 10 feet/15 feet; Face 10 feet × 10 feet; SA Magical talents, rock throwing, rock thrust; SQ Fast healing 5, low-light vision, hard to control, magical talents, SR 24; SV Fort +25, Ref +10, Will +10; Str 32, Dex 10, Con 25, Int 7, Wis 12, Cha 8.

Skills: Climb +18, Listen +16.

Feats: Cleave, Exotic Weapon Proficiency (heavy), Improved Initiative, Power Attack, Power Charge, Resistance to Poison, Stomp, Stunning Blow.

Magical Talents (Su): As the fusion of cyclops body and dramojh soul, Headtaker gains a +8 insight bonus to AC and a +4 insight bonus to all saves, for his dramojh essence has the supernatural ability to detect and react to danger faster than his mortal body. His arcane nature grants him spell resistance and fast healing.

Headtaker also can create bolts of magical energy. His limited intellect restricts his dramojh occupant to simple, brute force applications. Three times per day, Headtaker can channel a blast of raw arcane power in a 50-foot line; it inflicts 15d6 points of damage after a successful ranged touch attack.

Rock Throwing: Cyclopes have a +2 racial bonus to attacks made with a thrown rock. These rocks weigh 60 to 80 lbs. and have a range increment of 120 feet. Headtaker can throw these rocks up to five range increments.

Rock Thrust: Rocks hurled straight by a cyclops fly with such force that you should treat them as an area attack—a line 100 feet long and 5 feet wide. Anyone in this area must make a Reflex saving throw (DC 18) or suffer the thrown rock damage (2d8+17). A successful save results in no damage.

Hard to Control (Ex): Cyclopes gain a +4 racial bonus on saving throws against enchantments. Diplomacy or Intimidate checks on Headtaker carry a +4 circumstance modifier.

Possessions: Masterwork huge greatclub, hide armor, *ring of protection* +1.

6. OLDRON'S BRIDGE

(HOOK, OBSTACLE; MEDIUM LEVEL)

The human Oldron believes that if he could build a series of bridges and roads through the Barrens, he would make a fortune charging tolls. Thus far, he has constructed one bridge. The simple, half-completed wooden structure spans a section of swamp near the terminus of the Gold Run.



Unfortunately, the concentration of workers and mercenaries has proven too tempting for shambling mounds and other predators to pass up. Oldron's work crews have suffered tremendous losses, and his money has steadily dwindled. Broke and desperate, he hopes to find investors to help him finish his dream.

Oldron is a middle-aged human with grey hair, a slight paunch, and weathered, tanned skin. He has a fanatic's gleam in his eye, as he believes that despite desertions among the work crews and other setbacks, he still will succeed. Oldron sometimes travels to the Safe Quarter to recruit newcomers to the city as workers and guards, as no one else believes his stories of the easy money he has supposedly made off his first bridge. In truth, it is in poor shape and no experienced treasure hunters use it—but no lie is too big for him when it comes to bringing in a new crop of rubes.

Oldron functions as a story hook that can push the characters into more trouble than they anticipated. Low-level characters might find themselves trapped in the Barrens with the near-delusional Oldron, forced to watch over an obviously doomed project.

Secret: Why does Oldron continue to work on this futile endeavor?

(1) He could be slightly mad—the failure of his business snapped his mind. He plans to build his bridges and roads, even if he has to do it himself. If the player characters work with him, his growing madness may turn tragic.

(2) He might count Krovacatharis as an ally. The dragon wants to complete the road with the *Lathe of Ages*, but he needs Oldron to finish a pathway across at least half the Barrens; the artifact may become strained and ruined if Krovacatharis demands too much from it.

7. PELDRENFORD (GOAL; MEDIUM LEVEL)

A few burnt ruins just east of the Gold Run mark the deserted settlement of Peldrenford. The tiny village sprang up less than a year ago as a way station for explorers traveling the Gold Run aboard rafts or canoes. The original settlers are gone, but the ruins remain a popular place to make camp during the treacherous passage to the Forest of Towers.

Unfortunately, Peldrenford attracts ambushes. Akthars often congregate nearby, eager to attack expeditions and carry off slaves, metal weapons, armor, and other loot. The original settlement fell when an akthar clan managed to lure several dinosaurs from the swamps to this place. The settlers had no idea that such terrible monsters lurked in the fens. The dinosaurs attacked, the akthars raided the damaged village, and the settlers met their doom.

8. ROCK CASTLE (GOAL; MEDIUM LEVEL)

Deep within the forested part of the Barrens north of the Great Mire stands a fully intact castle, a fortress built with great stone slabs and mortar that has withstood the assault of time. The castle reflects Hu-Charad work, as it was built with the careful expertise of that folk. Yet no signs of the giants themselves remain, nor does the castle offer any clues to its history. The first explorers who discovered it found only empty chamber after empty chamber. No furnishings, decorations, or other vestiges of habitation remained. It was as if a group of giants came to the Barrens, built a castle, and left before they had a chance to inhabit it.

Rock Castle holds little place in history, and the few stories of its possible origin offer contradictory details. Some tales suggest that a group of strange beings known as the sky gods descended from the heavens, built the castle, and left.

According to this story, the castle is an offering to some unknown entity that will one day return to claim it. Akthar lore claims that the sky beings were madmen who sought to trap the sun itself within the castle, and akthars thus avoid the fortress. No tales describe the creators' physical appearance.

Explorations of Rock Castle have so far turned up nothing of note. The stronghold is a popular destination for explorers making their way to the Forest of Towers, for it is safe, secure, and relatively easy to defend. A few bandit gangs have attempted to take and hold it, but in time adventurers and explorers always organize to attack and drive them out. Currently, a woman named Synthraoia (12th-level verrik akashic) controls the castle. She and a small band of verrik warmains, magisters, and akashics occupy the place, conducting a thorough investigation of it. To keep visiting explorers out of their hair (and deflect interest in areas they have closed off for examination), they offer food, fresh water, and comfortable bedding to visitors at no charge, with the stipulation that no one may remain in the castle for more than three days without Synthraoia's permission. Thus far, this arrangement has worked out well.

Secret: What do the verrik seek?

Rock Castle may hold an important clue in identifying the Builders and unlocking the mystery of Serathis. The castle was built by a small group of Hu-Charad magisters who mastered time travel. They shifted back to the past and, as they explored the ruins, built the castle to serve as their home. Unfortunately, they were slain during their adventures. The verrik now seek to unlock the secrets of time travel. They believe that a time-travel-enabling artifact—or, at least, the plans and details of the rituals needed to build one—lies hidden somewhere within the castle. When they discover it, they plan to travel back to the era before the Curse of Xyphon befell them (see Chapter Ten in *Arcana Evolved*). They hope that, in doing so, they can either remove the curse from themselves or counter its effects on their people as a whole.

9. THE SHADOWREACH (OBSTACLE, GOAL; MEDIUM LEVEL)

The forest of the Shadowreach grows thick in the northwestern Barrens. The branches form an almost impenetrable tangle high above the forest floor, casting everything below it into deep gloom. Even at the height of day, this place is bathed in the faint red glow of dusk. Only from about two hours before to two hours past noon does the light become bright enough to provide any useful illumination: You can see as normal to a range of 30 feet; creatures 30 to 60 feet distant enjoy 25 percent concealment, and beyond that, all vision is obscured. The rest of the day and night, darkness cloaks the entire area.

The ecosystem resembles an underground realm more than a forest. Great stalks of fungi sprout from the black, loamy soil. Giant insects, particularly spiders, thrive. A symphony of bizarre lights glows in the darkness, as swarms of

fireflies, strange lichen, and other underworldly creatures light up the night. The illumination is too feeble to see by, but its array of colors and the shadows it casts lend the forest a ghostly appearance. Rumors persist that a horde of ghosts waits here, guarding the burial mound of some great akthar leader, but these stories have never been confirmed.

Use creatures native to subterranean environments to create encounters and adventures in this region. When the feeble sunlight does manage to penetrate the gloom, most typically underground beasts retreat to shallow caves and burrows to escape the light.

The Shadowreach remains relatively unexplored. The majority of adventurers avoid it, as its many dangerous creatures pose a daunting challenge with little potential reward. A number of ancient ruins rest undisturbed, most notably Black Rock Tower (detailed below).

Secret: In several areas of the Barrens, sinkholes open up to vast networks of caves and passages in the ground. More entrances to the Underforest (see page 67) lie in the Shadowreach than in any other spot. The openings allow easy access to that subterranean realm, but also work both ways—they provide subterranean beasts with paths to the surface as well. Several times, hordes of monsters have erupted from the Shadowreach to maraud the surrounding area.

10. BLACK ROCK TOWER (OBSTACLE, GOAL; HIGH LEVEL)

The sinister Black Rock Tower rises from the surrounding Shadowreach like a relic from a forgotten age. Akthars avoid the place at all costs. At first, explorers thought to use this fact to their advantage—until many parties who wandered close to Black Rock Tower were never heard from again. A few expeditions have managed to make a cursory survey of the region around the spire. Their discoveries suggest that a series of ancient graveyards and crypts surround the castle. Unsurprisingly, bands of undead sometimes march from this place to attack akthar settlements and travelers.

This lone tower is crafted from (as one might guess) black rock. The hundreds of tombstones and crypts surrounding it mark the burial ground of an ancient human city that stood here even before the Builders laid the first stones of Serathis. The dramojh preserved Black Rock Tower, the sole surviving structure of that human town, to study its architecture. Its strange black rock resembles no known mineral, while its architecture surpasses anything found in the Diamond Throne today. The tower is gently curved like the letter C, its six stories offset so that the uppermost level has a crystal floor that looks down on the courtyard and levels below.

A mighty human vampire lord named the Master has taken Black Rock Tower as his home. The Master is perhaps the strongest akashic on the continent today. Obsessed from a young age with learning the fundamental workings of the world, he embraced vampirism as a sure path to immortality



and won his independence by destroying the monster that created him. With the tapestry of eternity laid before him, he sought to uncover all the secrets the world offered. He scoured the continent, copied, borrowed, or stole books of lore, and slowly unlocked mystery upon mystery. Yet one goal remained beyond his grasp: Here and there, he found references to Serathis within books compiled by dramojh sages. He could not rest until he found the place or proved it was nothing more than a myth.

During the giants' battles against the dramojh, he took advantage of the chaos of war to slip into a dramojh fortress and steal several ancient tomes of lore concerning the legends of Serathis. While the dramojh sages had failed to decode the hints and references to the city, he succeeded. The Master found Serathis with the help of a powerful ritual that allowed him to pierce the veil dropped over memories of the city. He now dwells within Black Rock Tower and finds the Shadowreach an ideal environment for him—the sun never reaches the forest floor near his abode.

Over the years, the Master has explored and researched almost every ruin within the city. A few secrets remain beyond his grasp, principally the riddle of the cyst (see Chapter Five) and the secrets of Nithogar, the dragon responsible for traveling to other worlds and creating the dramojh. The Master still pursues these puzzles, but the arrival of outsiders in the ruins has thrown his efforts into disorder.

The Master sees the giants, the dragon, and the explorers who stream into Serathis as intruders in his private domain. He bade his undead servants to slay them, but then realized that killing too many might draw the giants' attention to his fief. Thus, he now pursues a different strategy: He hopes to remain hidden, or at least quiet enough to avoid attention, while working to solve the last of his puzzles. To this end, he plans to develop a network of spies and informants within the city to intercept or foil any expeditions aimed at penetrating his fortress or driving him from the ruins.

The Master is by no means murderous or malicious—just supremely self-centered, caring only for completing his quest for knowledge. He could serve as a patron for the party of player characters, as his knowledge of the ruins is second only to that of the Builders themselves. He might use the PCs to investigate distant ruins or explore an area before large numbers of greedy treasure hunters can strip it of value and scatter the relics or tomes he seeks.

Should adventurers enter his territory, he may send a zombie or similar undead servant with a message inviting them to an audience in Black Rock Tower. If the player characters accept, you can use the Master as a source of adventures and quests. He tries to hide his vampirism and makes no hostile move against the player characters. He needs agents, and whether through alliances or force he intends to ensure that any changes in the ruins pose no threat to his work.

Secret: What is the Master's true purpose?

(1) He may simply believe he can no longer freely move about the ruins. As a vampire, he risks attacks from overzealous explorers or patrols dispatched by the giants. He would make an ideal ally for Krovacatharis, and could tip the balance of power between the two groups.

(2) He could seek to attain the dramojh's hideous powers, such as traveling to other planes or learning to sculpt living creatures into new forms. Whether this pursuit leads to good or ill is up to the DM.

The Master, male vampire akashic 25: CR 27; Medium undead (corporeal); HD 25d12 (200 hp); Init +10; Speed 40 feet; AC 45 (+6 Dex, +9 natural, +2 dodge, +5 insight, +9 armor, +4 deflection), touch 27, flat-footed 32; Base Attack +18; Grapple +24; Attack +28 melee (2d6+13, +4 keen greatsword) or +24 melee (1d6+6 and energy drain, slam) +29 ranged (1d8+9, +3 composite longbow); Full Attack +28/+23/+18 melee (2d6+13, +4 keen greatsword) or +24 melee (1d6+6 and energy drain, slam) +29/+24/+19 ranged (1d8+9, +3 composite longbow); SA Blood drain, children of the night, dominate, create spawn, energy drain, sneak attack 3d6, minor battle memory, spell memory, greater spell memory, memory of one's own weakness; SQ Alternate form, DR 15/+2 (or 10/silver and magic), fast healing 5, gaseous form, cold and electricity resistance 10, *spider climb* at will, skill memory, perfect recall, delve into collective memory, *creature loresight* 6/day, *object loresight* 6/day, defensive focus, lesser delve into personal memory, impersonate, *location loresight* 6/day, feat memory, greater battle memory, greater delve into personal memory, steal identity, memory of one's own thoughts, memory of one's own presence, memory of one's own intentions; immune to spells and effects that normally affect undead, vampire weaknesses, undead traits (but can suffer critical hits); SV Fort +9, Ref +19, Will +21; Str 18 (24), Dex 22 (26), Con —, Int 23, Wis 18, Cha 22.

Skills: Appraise +16, Bluff +42, Decipher Script +16, Diplomacy +30, Disable Device +34, Disguise +16, Escape Artist +18, Forgery +16, Intimidate +36, Knowledge (ceremony) +22, Knowledge (dangerous beasts) +22, Knowledge (dragons) +22, Knowledge (geography) +22, Knowledge (history) +22, Knowledge (nature) +20, Knowledge (runes) +20, Knowledge (science) +20, Listen +42, Open Locks +24, Search +38, Sense Motive +40, Sneak +44, Spot +34, Tumble +36, Use Magic Device +26.

Feats: Ability Focus (dominate), Alertness, Combat Reflexes, Defensive Move, Defensive Stance, Dodge, Exotic Armor Proficiency, Expertise, Fleet of Foot, Improved Disarm, Improved Initiative, Iron Will, Lightning Reflexes, Opportunist, Paralyzing Blow, Speed Burst.

Languages: Aquan, Common, Celestial, Giant, Infernal, Sylvan, Undercommon.

Alternate Form (Su): As a standard action the Master can assume a new shape, similar to *polymorph* at caster level 12th, except he regains no hit points for changing form and may choose only bat, dire bat, wolf, or dire wolf form. While in the alternate form, the Master loses his slam attack and dominate ability but gains the natural weapons and extraordinary special attacks of his new form. He can remain in that form until he assumes another or until the next sunrise.

Battle Memory, Minor and Greater (Su): Once per day, after concentrating for 1 round, the Master gains a +3 competence bonus to attacks and damage and a +3 dodge bonus to AC. In addition, three times per day after such concentration, he gains +5 bonuses. The bonuses remain for 25 rounds.

Blood Drain (Ex): The Master can suck blood from a living victim with his fangs after a successful grapple check. He drains 1d4 points of Constitution each round he maintains a pin, gaining 5 temporary hit points on each successful drain.

Children of the Night (Su): Once per day the Master can call 1d6+1 rat swarms, 1d4+1 bat swarms, or a pack of 3d6 wolves as a standard action. The creatures arrive in 2d6 rounds and serve him for up to one hour.

Create Spawn (Su): A humanoid or monstrous humanoid slain by the Master's energy drain rises as a vampire spawn 1d4 days after burial. If the vampire instead drains the victim's Constitution to 0 or lower, the victim returns as a spawn if it had 4 HD or less and as a vampire if it had 5 HD or more.

Delve Into Collective Memory (Su): 25 times per day, the Master may take 10 minutes to make a check with a +31 bonus to see whether he knows a particular bit of information.

Delve Into Personal Memory, Lesser and Greater (Su): Once per day as a standard action the Master can mentally learn the one-word answer to a question from a creature within 25 feet. The creature can attempt a Will save (DC 28). One additional time per day he can also gain an answer of up to 25 words.

Dominate (Su): By looking into the eyes of a foe within 30 feet, the Master can make the foe fall instantly under his influence as though by *dominate person* (caster level 12th). This is similar to a gaze attack, except he must use a standard action, and those merely looking at him are not affected. Targets must succeed at a Will save (DC 30) to avoid.

Energy Drain (Su): Living creatures hit by the Master's natural weapons receive two negative levels (Fortitude save, DC 28, to remove). For each negative level, the Master gains 5 temporary hit points. He can use this ability once per round.

Feat Memory (Su): Once per day, after 1 round of concentration, the Master can use an ability normally gained as a general feat (for which he meets the prerequisites) for 25 rounds.

Gaseous Form (Su): As a standard action, the Master can assume *gaseous form* at will (caster level 5th), but can remain gaseous indefinitely with a fly speed of 20 feet (perfect).

Impersonate (Su): At will, the Master can impersonate other creatures' mannerisms, speech patterns, knowledge, and overall demeanor, adding a +5 bonus to Disguise checks.

Memory of One's Own Intentions (Su): As a free action, the Master gains a +5 insight bonus to AC against all attacks he is aware of made by one foe within 100 feet.

Memory of One's Own Presence (Su): As a free action, the Master knows the exact location of any thinking being within 30 feet. He cannot be flanked and never loses his Dexterity bonus to attacks from foes within 30 feet.

Memory of One's Own Thoughts (Su): As a free action once per round, the Master can use the spell *read mind* at will on any creature within 25 feet (but only on one mind at once).

Memory of One's Own Weakness (Su): The Master gains a +2 insight bonus to all attack and damage rolls on a foe within 30 feet and treats such foes as if they have no Dexterity bonus.



Perfect Recall (Ex): The Master gains a +6 bonus to a Knowledge check or an Intelligence check to remember a thing.

Skill Memory (Su): 12 times per day, after 1 round of concentration, the Master gains a +8 bonus to a skill check next round.

Spell Memory and Greater Spell Memory (Su): The Master can cast any simple spell of up to 7th level *and* any spell of up to 9th level (twice per day each). Save DCs are Intelligence based; caster level 25th.

Steal Identity (Su): For six hours once per day, the Master can impersonate any intelligent creature who is alive or has ever lived without ever having been near that creature. This functions like impersonate, except with a +10 Disguise bonus.

Possessions: +4 *keen longsword*, +3 *mighty (+6) composite longbow*, arrows (20), +5 *reflecting Devanian chain shirt*, *ring of freedom of movement*, *ring of protection +4*, *major cloak of displacement*, *gloves of dexterity +4*, *belt of giant strength +6*, *amulet of natural armor +3*.

II. WARDENS' REACH (OBSTACLE; MEDIUM LEVEL)

The last band of trees that separates the Forest of Towers from the Barrens hosts some of the most dangerous creatures in Serathis. A small band of dark wardens—fearsome giants who have sworn to protect and nurture the natural wilderness—have gathered here to encourage the Barrens' growth and expunge the ruins from the valley. They see Serathis as a stain on the natural world, and they aspire to eventually undo the strange magic that allows the Barrens to grow. Until then, they hope that the trees will spread to annihilate the buildings, ruins, and other blemishes on the land. One day, they have sworn, the mountain shall be made whole.

The dark wardens (see Chapter Twelve: Creatures in *Arcana Evolved*) prove vicious foes because they consider no tactic dishonorable. Early in the ruins' development, five wardens appeared before Eia-Perren and Krovacatharis with their list of demands. They claimed that the influx of treasure hunters and adventurers would make an already dire situation worse; the magic and relics within the ruins are the mountain's bounty, and as such they should remain undisturbed until nature reclaims them. Needless to say, neither party listened. Spurned by the powers-that-be, the dark wardens have chosen to undertake a guerrilla war against treasure hunters and adventurers who enter the ruins. They chose the Barrens as their initial base of operations because it offered ideal terrain for ambushes and similar attacks, as well as cover against attempts to hunt them down.

A charismatic female giant named Eue-Ilthar leads the dark wardens. She is a judgmental fanatic with little patience for those who try to justify efforts to pillage the land of its resources. While she and her fellow dark wardens are by no means bloodthirsty murderers, they tend to attack first and ask questions later. Eue-Ilthar possesses no formal title or position. She is first among equals, but the other dark wardens defer to her experience.

Usually, dark wardens work alone, and these crusaders are no exception. Each of them watches over a part of the Wardens' Reach to form a sort of net that catches many parties bound for the Forest of Towers. They prefer to use tactics that draw in greedy and destructive souls. For example, they might leave a modest treasure chest of coins buried in a shallow pit—along with a small earthen jug filled with poisonous gas produced by fermenting berries. Someone digging into the pit risks smashing the jug and unleashing the poison. The dark wardens also use other tactics (such as covering trinkets in blood or mucous taken from diseased animals) to wage a subtle war against their enemies. They tend to directly attack only groups that openly strike wilderness animals or despoil the trees and terrain.

Secret: What drew the dark wardens to the city?

They traveled here due to a traumatic vision Eue-Ilthar witnessed of a terrible, destructive artifact that would spread fire across the forests of the world. She hopes to prevent anyone from finding it, or to uncover it herself in order to destroy it. Unfortunately, she does not trust the dragon or the giants enough to confide in them. If the characters can establish friendly relations with her and her followers, they might be able to help her avert a disaster. Otherwise, the wardens may seek help when it is nearly too late.

MONSTERS IN THE BARRENS

The Barrens host larger and more dangerous monsters than those found in the southerly reaches of the ruins. Without a concerted effort to eradicate particularly menacing beasts, they continue to thrive—and the stream of adventurers and explorers through the area only provides even more food to sustain them. Few trails last long in the Barrens, for the monsters stalk roads and paths for easy prey.

Akthars: These creatures offer an obvious challenge to adventurers. The five clans described earlier in this chapter exemplify what the player characters may encounter, but they are by no means the only ones in the Barrens. Since the tribes have such a wide range of talents and dispositions, you can use them in a number of ways. Akthars might ally with the PCs, treating them as strange—but potentially useful—guests. Other akthars are little more than bloodthirsty savages.

Cyclopes: A number of these brutes wander the Barrens in bands that hunt dinosaurs for food and take akthars as slaves. They are lazy and overconfident, as befits creatures that for decades have been among the mightiest in the region. Sometimes akthars hire them as mercenaries with bribes of gold and other valuables. The cyclopes rarely place themselves in danger for their patrons, but they are too confident to allow puny humanoids (like PCs) to intimidate them.

Dinosaurs: Akthars rightly fear—and, in some cases, worship—dinosaurs, for they are the undisputed kings of the Barrens' ecosystem. Tyrannosaurs prowl the forests, striding among the tower trees in search of a meal. Elasmosaurs glide



along the swamps, snatching fish from the waters and aggressively defending their hunting grounds. Packs of deinonychuses and megaraptors compete for food throughout the region, turning areas that seemed safe into hunting grounds overnight.

Inshons: Several tribes of inshons dwell within the swamps. Though akthars attack them whenever they cross paths, the inshons multiply too rapidly for their enemies ever to exterminate them fully. The appearance of explorers and adventurers in the region has proven a boon for these creatures: The akthars have focused their efforts against the outlanders, allowing the inshons to multiply unchecked.

Rock Bats: More common in the Barrens than in other districts, rock bats (see Chapter One) nest in upper branches or sheer cliff faces. Normally, they hunt in large numbers. Some akthar clans leave out shiny rocks and other trinkets that attract the creatures. When the rock bats swoop in to claim the items, the akthars emerge from hiding to fell them with spears and arrows. Sometimes, expeditions become caught in the crossfire of these traps.

Ru-Akthars: These vicious creatures have slowly spread across the Barrens. Although akthars hunt them when they can and enforce cultural strictures against interclan breeding, the original population of ru-akthars (see Chapter One) has managed to grow over the years. Ru-akthars pose a deadly threat due to their territorial nature. An expedition might suffer an attack through no fault of its own, as it stumbles across a ru-akthar's hunting grounds.

Shadow Trolls: A number of shadow trolls live within the Shadowreach and the Underforest. These creatures entered Serathis through unknown passages deep within the mountains. They prefer to remain at the periphery of most events, but rumors abound that they plan to rally a large horde of

monsters within the earth and attack the city from below. The shadow trolls in the city are merely scouts charged with mapping out the region and planning the first attacks.

Shambling Mounds: Within the swamps of the Barrens, shambling mounds emerge as one of the most fearsome natural predators. These creatures exhibit strange behaviors. Deep within the swamp, they have gathered rocks and debris to form a crude shrine. Once per year, more than 100 shambling mounds gather in this spot, swaying back and forth while humming an unearthly song.

Spined Hounds: Spined hounds (see Chapter One) wander the forests of the Barrens in large packs. Once they catch the scent of a potential meal, they track it down relentlessly. Spined hounds tend to pursue a target until a more appealing one presents itself. Many expeditions have been forced to dump their treasures in order to outrun these creatures, as they will chase their prey to the very edges of the Barrens.

Trolls: Several tribes of trolls wander the swamps, raiding akthar villages for food. Defeating a troll is a sure way to help convince an akthar clan to at least refrain from immediate violence, as those creatures detest and fear trolls.

Will-O'-Wisps: Throughout the swamps, will-o'-wisps provide spectral radiance by night. At least one appears to travelers each night in the swamps. Will-o'-wisps tend to be more common in areas of sunken ruins and other hidden caches, leading akthars to consider them ghosts of the Builders

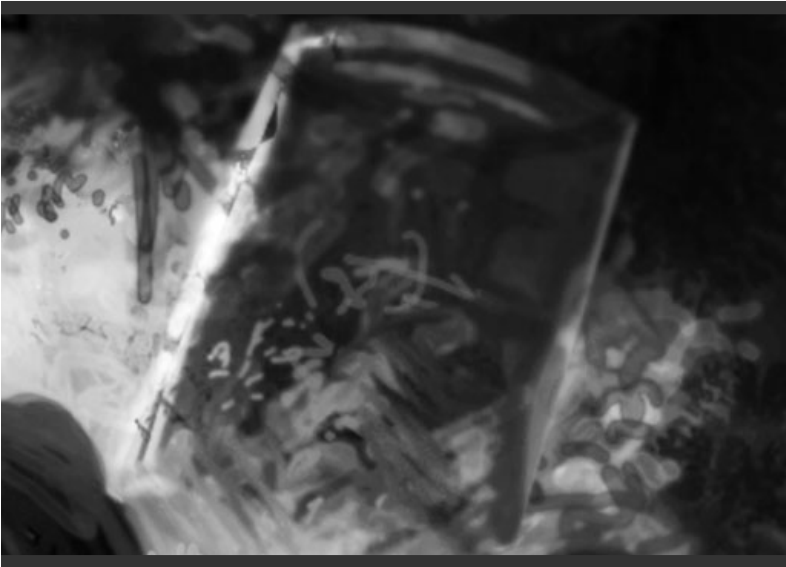
Wyverns: These winged predators nest in the upper reaches of the tower trees and range across the ruins in search of meals. Wyverns have no use for treasure, and their victims' weapons, armor, and coins sometimes rain down upon the forest floor. The Leatherwing akthar clan (see page 69) captures and tames young wyverns to use as mounts.



CHAPTER FIVE:

The Forest of Towers

Beyond the tumbled wreckage of the Slums, past the deadly terrain of the Barrens, lies the Forest of Towers. Named for its many intact buildings and soaring, at times awe-inspiring, architecture, this region of Serathis is reputedly the most dangerous but profitable area to explore. A multitude of treasure caches awaits discovery—if adventurers can first overcome the traps, guardian monsters, and other defenses that protect them. Creatures from the surrounding mountains seek shelter here, and thieves, smugglers, and other interlopers prey on the explorers who plumb the Forest's depths. These marauders gather in small bands to steal the artifacts and wealth that others risked their lives to recover.



Encircled by the Barrens, the Forest of Towers looms in the distance, visible from almost any spot in Serathis. Its siren's call draws explorers, yet many who seek their fortunes here find only death and misery. The site of many of the most important and profitable expeditions into the city of Serathis, it also harbors the most menacing guardians and dangerous traps. Many vaults and structures within it remain intact—along with protective measures left behind by the Builders. Furthermore, caverns beneath the towers allow creatures from the depths of the earth to roam the area. Experienced treasure seekers know that smashed walls, shattered treasure vaults, and other signs of activity could point to the presence of terrible monsters from the darkness beneath the earth.

The Forest of Towers is intended for 5th-level and higher player characters. Lower-level characters may find its monsters and opponents simply too tough for them to handle. Most exploration parties employ dozens of mercenaries,

freelance spellcasters, and other experts to defend them; for a group as small as an adventuring party, skill and power must take the place of numbers.

The Forest of Towers gained its name for good reason. Walking through it is indeed akin to taking a stroll through a cyclopean stone forest. The towers soar more than 100 feet into the air, some rising above even the monstrous trees of the Barrens. To the residents of the Diamond Throne, this place represents an architectural marvel. Not only are the buildings far larger than one commonly sees, but the sheer number of towers forms a metropolis that could rival a modern city. Some sages estimate that the towers contain several thousand rooms and chambers in total. The Forest promises to remain a viable location for treasure hunters for decades to come, and many groups scramble to mark out their territory in hopes of establishing salvage operations that will yield profits for many years. Thus, the stakes are high in the Forest.

This section details a few of the towers and some portions of this region. In addition, it provides lists of ideas and locations you can insert as desired. In many ways, the entire forest is one enormous, aboveground dungeon. However, unlike the typical dungeon, it is an active, living area. New teams of explorers establish camps every day, while monsters crawl from the sinkholes and passages that honeycomb the ground. Each tower possesses some unique trait that sets it apart from the rest. After all, these structures required tremendous amounts of time and energy to complete, and the Builders undertook their design and creation with care and a sense of artistry. These are unique works of art rather than mass-produced dwellings.

FACTIONS WITHIN THE FOREST

Few permanent camps exist within the Forest of Towers. The region's deadly monsters simply number too many and pose too continual a threat toward any attempt at building a proper settlement. Hidden supply caches dot the region, but no one has succeeded in maintaining a proper base. The

groups that operate here rely on mobility and secrecy to survive. The giants and the dragon Krovacatharis have yet to send military forces, as distance and the great danger involved in such a trip discourage the deployment of troops. A patrol would be isolated from its headquarters, and many of the creatures that lurk in this area could destroy the unit single-handedly.

THE HUNTSMEN (OBSTACLE; HIGH LEVEL)

A small group of highly trained, powerful giants continually plagues explorers and adventurers. Time and time again, the Huntsmen have descended upon an expedition, defeated its guards, and seized the treasures it carried. The Huntsmen are renowned for striking at just the right time to disrupt guards and sweep in for an easy victory. Many times, their opponents surrender and allow the giants to take what they want before the fight starts. Luckily, the Huntsmen restrain themselves when it comes to fighting, allowing victims to escape unharmed if they simply turn over a few choice bits of treasure, and leaving opponents alive when possible. Many items stolen by the Huntsmen later turn up in the Safe Quarter's markets, yet no one has managed to track down the fences and smugglers they work with.

Orn-Tharзад, a mighty giant warmain, leads the Huntsmen. A skilled warrior and master tactician, he uses superior planning and cunning ambushes to defeat his enemies. He has never been seen without his armor, and he wears a tall horned helmet at all times. The other giants in Orn-Tharзад's warband adopt similar dress. Even the magister in their ranks wears a mask and thick robes to conceal his (or her) identity. Many suspect that the Huntsmen walk openly through the Safe Quarter, confident that their disguises protect their true identities.

Secret: What are the Huntsmen's goals?

(1) They are a special, elite unit of warriors tasked with tracking and slaying powerful monsters in the ruins and recovering magic items and relics that interest the Hu-Charad leaders in Serathis. The Huntsmen wear disguises in case a veteran or akashic recognizes their faces and realizes their true alliance. The giants risk tremendous political damage if the truth behind these raiders came out. After all, their race is supposed to be a force for law and order. If they resort to such low-handed tactics to secure magical items and keep the peace, the folk in Serathis and elsewhere have a good reason to mistrust them.

(2) The Huntsmen are an independent gang organized by the dragon Krovacatharis—the dragon's personal enforcers and treasure hunters. Sometimes, Krovacatharis journeys with them in the ruins, using magic to conceal his flight to the Forest when he meets them. Krovacatharis insists the Huntsmen remain disguised, as he plans to use them as an elite commando unit to infiltrate and launch a surprise attack against the giants if the two sides ever go to war.

Orn-Tharзад, male giant warmain 14: CR 14; Medium giant; HD 14d12+45 (165 hp), Dying/Dead -4/-17; Init +4; Speed 20 feet (base 30 feet); AC 32 (+17 armor, +3 shield, +2 natural), touch 10, flat-footed 32; Base Attack +14; Grapple +19; Attack +25 melee (1d10+14, +1 *dire waraxe*); Full Attack +25/+20/+15 melee (1d10+14, +1 *dire waraxe*); SA Crushing blow, combat rites; SQ Armor specialization;





SV Fort +13, Ref +5, Will +7; Str 20, Dex 10, Con 17, Int 14, Wis 14, Cha 14.

Skills: Intimidate +19, Knowledge (engineering) +19, Knowledge (history) +19, Ride +17.

Feats: Cleave, Exotic Armor Proficiency, Exotic Weapon Proficiency (heavy), Improved Initiative, Iron Flesh, Power Attack, Sense the Unseen, Sturdy, Sunder, Tough Hide, Weapon Focus (waraxe), Weapon Specialization (waraxe).

Crushing Blow (Ex): Once per day, Orn-Tharзад can channel great physical power into a single blow in melee combat. A normal hit inflicts damage as if it were a critical hit—even if striking a foe normally immune to critical hits. On a critical hit, increase the critical's multiplier by +1.

Combat Rites: Orn-Tharзад can activate two 1st-rank combat rites per day (see Chapter Nine in *Arcana Evolved*).

Possessions: +5 articulated plate, +1 heavy shield, +5 keen dire waraxe, bag of tricks (rust), cape of the mountebank, cloak of resistance +1.

WINGED GOLEM (GOAL, OBSTACLE, HIGH LEVEL)

The winged golem is one of many mysteries found within the ruins, but of all the enigmas he is perhaps the most celebrated. Almost every expedition to the Forest of Towers sees this 10-foot-tall stone statue gliding through the air in the distance. From collected reports of adventurers and treasure hunters, the golem possesses a humanoid shape and resembles a human wearing scale armor and an open-faced, winged helm. Two shiny, metallic wings sprout from its back, enabling it to soar through the air with incredible speed.

An ancient construction of the Builders, the winged golem was designed to serve as a scout and watcher, and it continues to fulfill its final orders despite the thousands of years that have passed since its creation. Each day, it flies through the towers and notes the movement of explorers, monsters, and other creatures. It surveys the buildings and terrain, noting any changes and marking the passage of days. At night, it returns to a chamber hidden high atop one of the towers. There, it records all it has seen on an endless roll of parchment. It places its report inside a large storage chamber and rests to prepare for its next reconnaissance mission.

Anyone who found the winged golem's secret lair would uncover a tremendous windfall. While its oldest records have long since crumbled into dust, its more recent logs provide detailed information on everything that has happened in the ruins. Unfortunately, the winged golem could never give up its cache without a fight. Its favorite tactic: grabbing an opponent, flying high into the sky, and dropping her to her death.

Secret: What is the winged golem's attitude toward adventurers?

(1) The golem is an intelligent construct that wants to be freed of its responsibility. An akthar tribe once uncovered the wand used to command the golem, and it now rests in the ruins of their city, Tarthalas, within the Underforest (see

Chapter Four). If the PCs free the golem, it gladly turns over the information it has and tells them the city's true history.

(2) As a dramojh construct, the winged golem is utterly evil. It was ordered to unleash unspeakable horror upon the world if outlanders conquered the Forest of Towers. If more than 100 humans, giants, or other folk establish a settlement in this region, it unleashes a massive swarm of 1,000 black puddings held in a stasis vault within the ruins. These creatures swarm like locusts across the land, destroying all in their path unless the winged golem is stopped.

The Winged Golem: CR 14; Large construct; HD 18d10+30 (129 hp); Init +6; Speed 30 feet, fly 80 feet (perfect); AC 33 (+2 Dex, +22 natural, -1 size), touch 11, flat-footed 31; Base Attack +13; Grapple +27; Attack +24/+24 melee (2d10+11, 2 slams); Space/Reach 10 feet/10 feet (Face 5 feet × 5 feet); SA Breath weapon; SQ Construct traits, DR 20/+2 (or 15/adamantine), darkvision 60 feet, immunity to magic, low-light vision; SV Fort +6, Ref +10, Will +7; Str 33, Dex 14, Con —, Int 14, Wis 12, Cha 10.

Skills: Knowledge (history) +23, Listen +22, Sense Motive +22, Spot +22.

Feats: Cleave (basic and improved), Flyby Attack, Improved Initiative, Lightning Reflexes, Power Attack, Sunder, Weapon Focus (slam).

Breath Weapon (Su): 10-foot cube, cloud of poisonous gas lasting 1 round, free action once every 1d4+1 rounds; initial damage 1d4 Constitution, secondary damage 3d4 Constitution, Fortitude save, DC 19 negates. The save DC is Constitution based.

Immunity to Magic (Ex): The winged golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted: A magical attack that deals electricity damage slows the winged golem (as the *slow* spell) for 3 rounds, with no saving throw. A magical attack that deals fire damage breaks any *slow* effect on the golem and heals 1 point of damage for each 3 points of damage the attack would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points.

THE TOWERS

Towers soar into the air like the massive trees of the Barrens, creating a forest of stone and brick. Cobblestone streets, in many places pockmarked with craters and with debris that has tumbled from the towers, form a vaguely gridlike pattern. The Forest of Towers is a breathtaking sight for the people of the Diamond Throne. The energy, time, and expertise needed to build it dwarfs the skills of the greatest stonemasons of the land.

While this place is a wonder to behold, it presents a variety of dangers to the unwary. Deadly creatures and cruel robbers



lurk in the shadows. Rocks tumble down to the streets as the towers slowly yield to the ceaseless assault of time and ruin. Bizarre magical effects run rampant, the last signs of the great power wielded by the Builders in the ancient days. This place is the ultimate destination for countless adventurers, but for all too many it proves their final one.

The streets vary from clear, cobblestone ways to choked piles of smashed rock and masonry. The towers range from wholly intact to crumbling, and in several cases have collapsed into utter ruin—smashing into their neighbors as they fall and triggering a chain reaction of destruction. In the early days of exploration, a few adventuring parties found out the hard way that the upper stories of some towers teeter on the brink of collapse.

The towers range from 5 to 15 levels tall. They are generally about 50 feet wide by 50 feet long, though these dimensions vary. Their interiors usually have 10-foot-wide doorways and 15-foot-tall ceilings. Though some folk believe that the Builders were giants or an offshoot of that species, the strange furnishings that survive to this day fail to support that conclusion. The chairs are wide, round stools; tables and beds are usually wide, round, and built low to the ground. In some areas, human-sized chambers and furnishings suggest that the Builders either lived alongside humanoids or kept them as servants and slaves. Usually, these quarters are set apart from the primary, well-appointed chambers of a tower.

Roughly two dozen towers survive intact; another dozen more have sustained severe structural damage. This chapter describes some of these buildings starting on page 86. The remainder are left for you to design and fill with traps, monsters, and other threats. To help you in this task, this section provides basic information and ideas for the towers.

TOWER DESIGN

As originally constructed, each tower served as a dormitory-style home for a single clutch of dramojh. When Nithogar created these monsters, he relied on the first generation to teach subsequent ones the basic skills and talents he had given them. The dramojh were malevolent, greedy, and self-centered. When cramped into small quarters, these qualities would eventually lead to infighting and conflict unless the elders gave their children an outlet for their ambition. By placing the dramojh in close quarters, Nithogar ensured that either they would have to aid each other, or the younger generations would gather and seize the magical and mundane treasures the older ones had accumulated.

Stone gargoyles, bas-relief carvings, and other decorations cover the exterior of most towers. The ground floor usually has one main entrance with a pair of grand doors, plus smaller side and back entrances intended for slaves and other workers. Windows commonly dot the first few floors but become increasingly rare at higher levels. The dramojh never had a particular love for sunlight, and most preferred

privacy and security to comfort. Small ducts about as wide as a human fist brought fresh air to these levels.

The lower levels of a tower might hold slave quarters but mainly boast large, impressive ballrooms and atriums designed to awe and impress visitors. The dramojh engaged in vicious competitions for social prestige, primarily to curry favor with Nithogar. Architects and mages who could produce the most interesting and unique work earned the dragon's respect and admiration. Like children fighting for a parent's attention, the dramojh struggled with each other for Nithogar's attention. Thus, public rooms typically have soaring, vaulted ceilings, columns with elaborate bas relief carvings, colorful murals, wondrous sculptures, balconies with intricately carved railings, and other elegant details. Gold and gems cover many of these features, and most are still intact. The dramojh took care to place a multitude of minor magical traps on these displays to discourage vandals. These treasures are usually valuable, but many expeditions lack the magical resources needed to liberate them without serious injury.

A tower's middle levels usually served as living quarters for slaves and dramojh alike. One or two sets of stairs lead from the lower floors to these private quarters. One stairway serves the dramojh quarters, while the second one heads to the smaller slave quarters. Slaves had no direct passageway to the dramojh living areas, so two separate zones exist on each of these floors.

While the slaves lived in cramped dormitories, the dramojh enjoyed more spacious accommodations. Even so, not all dramojh enjoyed equal status, and the proportion of space allotted to slave and dramojh quarters shifted from floor to floor. The lowest levels of dramojh quarters are smaller, with more space set aside for the separate slave quarters, while on the upper levels each dramojh had a complete floor to itself. This arrangement reflects the social and political ranking of a dramojh. The higher one lived in a tower, the more important, powerful, or accomplished a dramojh was in the eyes of its fellows. Thus, a tower's higher living areas tend to hold superior treasures and wondrous magic, as the more experienced, wealthier dramojh dwelled there. These elites were always wary of their lesser kin, as theft and sabotage were both common methods of discrediting rivals. They therefore frequently placed traps, bound elementals, raised undead creatures, and called outsiders to defend their homes. In many cases, these guardians remain in place.

The uppermost levels of the towers housed laboratories and libraries. Needless to say, they hold the most valued treasures and relics. These places were usually sealed from the outside, with nothing more than narrow air ducts allowing physical access to them. To the dramojh, learning the spells (such as *teleport* or *incorporeal form*) needed to access these rooms was an important rite of passage. Only those who displayed a mastery of magic were allowed to enter the upper levels of the towers. Most adventuring parties lack the resources needed to



enter these chambers, leaving them relatively intact. Unfortunately for any party that might find its way in, the ever-paranoid dramojh left behind undead creatures, elementals, traps, and other hazards to deal with intruders.

The libraries, workshops, and other upper chambers hosted elaborate magical experimentation. Strange, twisted creatures still slumber in tanks designed to nurse them into being. The characters might unwittingly allow a new breed of horrific monster to escape into the world, or they could face some of the first—and most powerful—abominations that the dramojh crafted. A doomsday artifact might lay on a table just waiting for someone to come along and use it toward an evil end. The dramojh experimented in a wide range of areas. The Builders were, in a way, superior to the dramojh that followed them: They cared little for anything beyond the acquisition of knowledge and the accumulation of arcane might. No risk was too great for them in these pursuits.

A tower's roof usually slopes to a single, central point to prevent intruders and flying creatures from perching atop the building. Since the dramojh were skilled in magic and in taming creatures, some towers have small platforms and structures mounted on their upper levels to house flying monsters or to host open-air experiments. Some remain intact, but few allow access to a tower's interior.

Many towers have subterranean levels. These chambers typically served as storage for food, tools, weapons, armor, and other bulky supplies. Beneath the towers lay extensive crypts, as most dramojh were buried in opulent chambers that reflected their material wealth and skills. While few of these burial chambers remained undisturbed for long (a dead dramojh's rivals would descend upon its grave to steal whatever wealth they could), some treasure remains. Undead creatures and burrowing monsters live in the crypts. Finally, some dramojh built secret lairs beneath the towers, places where they could conduct work away from the eyes of their elders and rivals. When they wanted to make a bid to slay an elder and seize power, they used spells, beasts, and magic items developed in these hidden chambers.

DANGERS IN THE TOWERS

Many of the towers' greatest threats are subtler than rampaging, twisted abominations, undead creatures left imprisoned in tombs for centuries, and deadly traps left to defend ancient treasures. The dramojh pushed the science of magic to the breaking point. Often, their creations were unstable or gathered magical energy that they could barely control. Countless objects were developed with fell purposes in mind, leaving them useful only as tools of destruction. This section provides you with a variety of dangers that you can place within a tower or use as models for your own creations.

A laboratory contains a variety of glass jars, all sealed with a waxy substance. The dramojh who worked here

investigated diseases, and he collected specimens within these containers. A rash explorer might smash a few and touch off a deadly plague that sweeps across the city. Perhaps the cure is hidden somewhere in the tower where the sickness originated.

A sword floats within a misty sphere of energy. The blade crackles and sparks with arcane power. Moving the sword triggers a curse: A host of spectral undead creatures (use wraiths or something suitable to the party's level) tracks down the culprit to reclaim the sword and return it to its resting place. Even if defeated, these relentless creatures keep coming back—they re-form 48 hours after they are destroyed. A desperate merchant might sell the weapon to the characters for a low price, leaving them to discover its grim secret. Perhaps the party needs to use the sword to complete a specific task or slay an enemy before destroying or returning it.

Undead creatures infest a whole tower, working in concert toward some terrible goal. The place is in pristine condition, as the undead repair any damage, but they also use coordinated tactics and the aid of several powerful undead warriors and spellcasters to slay all who attempt to enter the place. Those killed in this manner become undead creatures themselves, either put to work repairing the place or fighting to defend it. Judging from the amount of dirt and rock the undead carry from the tower and deposit in a nearby ruin, they must be engaged in a massive excavation. The undead were long ago placed here by a powerful spell that serves as a failsafe defensive mechanism. They seek to unearth an artifact buried deep beneath the tower, a device that even the dramojh feared. If they unearth it, they will use it to unleash a magical cataclysm that destroys everything within 100 miles.

Stone and iron golems have grown sentient in the years since they were crafted and left to maintain one of the towers. Not once have they stepped outside, as they were ordered never to leave their tower, and in time the outer world began to take on a mythic quality to them. They wish to die, but their design does not allow them to opt for suicide. Instead, they seek to become organic in nature so that their bodies can finally wither and decay. They cover themselves in the flesh and bones of the intruders they have slain in hopes that their metallic or stone bodies will slowly transmute into flesh.

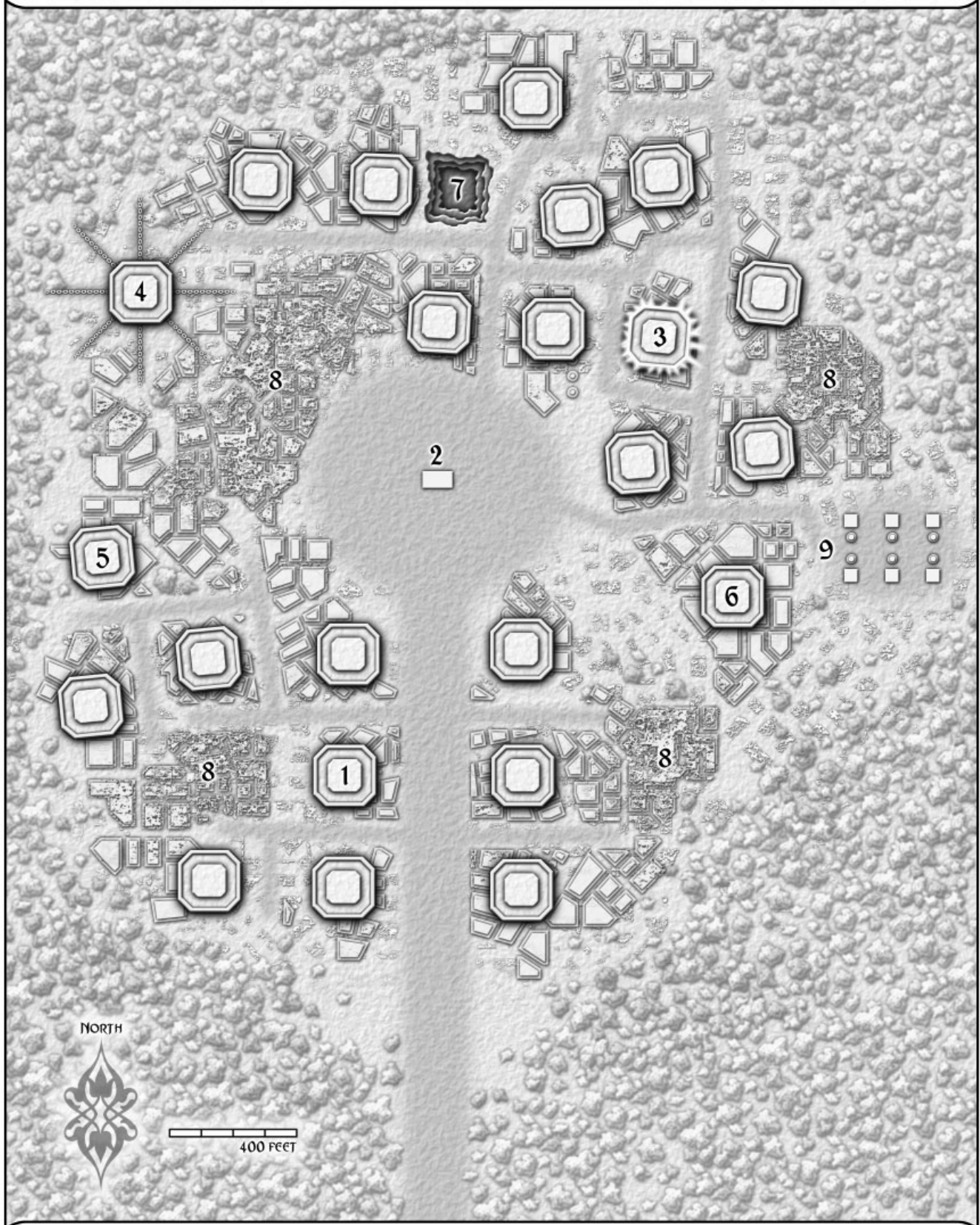
KEY SITES IN THE FOREST OF TOWERS

The Forest of Towers holds a variety of intriguing locations. Here, the dramojh completed their finest artistic works, their most intricate magical experiments, and their greatest architectural designs. It was the center of their culture, a crucible that gave birth to some of the greatest arcane and intellectual discoveries of the age.

Few dull or plain structures exist. The dramojh expressed their greatness in their creations, primarily to demonstrate their superiority over their fellow dramojh. Nithogar, to spur



THE FOREST OF TOWERS



NORTH



400 FEET



competition, taught them to continually battle for dominance in all areas. The *dramojh* saw all pursuits, from magic to art, as a tool for establishing themselves as superior to others. They waged subtle wars against each other, relying on assassination, sabotage, and similar tactics to wreck their rivals' works or steal information they needed to improve their own. This legacy of competitive research remains within the ruins in the form of traps, summoned creatures that wait for intruders to violate the sanctums they guard, and gold and magic items left sealed within vaults and treasure chests.

The numbers in the descriptions below correspond to sites on the map on the previous page. Not all the buildings in this district are described in detail. Use the guidelines above for planning, creating, and stocking these areas and others you invent for your campaign.

1. THE CONCERT HALL (GOAL; HIGH LEVEL)

The Concert Hall stands in sharp contrast to the terrible monsters and frightening magic present within the Forest of Towers. This gleaming structure consists of a rainbow-hued pattern of red, gold, green, and blue quartz, glass, and crystal. Within it, dozens of glass spheres, each about 2 feet in diameter, hang suspended from the ceiling by coiled lengths of silver chain. Whenever a living creature touches one of the glass spheres, it sounds a musical note. A creature can produce music by touching several glass spheres in quick succession, with the tones blending into wondrous harmonies. As the music builds, waves of light pour from the spheres to create phantasmagoric scenes. Many of these visions draw on a viewer's hidden desires, and each observer sees a different vision. The sound and sights combine to produce an almost narcotic experience, with participants riding a wave of euphoria. Some explorers have starved to death here, content to enjoy the illusions and allow their cares to fade away. Such trivial concerns as hunger, pain, or a pressing mission disintegrate in the face of the pleasure and comfort that the Concert Hall offers.

Small parties of decadent nobles journey to this place, escorted by guards who keep watch for monsters and use earplugs to avoid this site's allure. While their charges wallow in the music and sights, the guards remain outside. They watch for any potential threats and drag the revelers away from the hall when they are in danger from thirst or hunger.

Anyone who enters the hall and touches one of its glass spheres must make a Will save (DC 20) or become caught up in the images and sounds that this place creates. Those within the hall or who enter after the music has begun must also make this save. A deaf creature or one with earplugs automatically succeeds at the saving throw. Those who fail the save remain rooted in place, trapped within an intricate web of audio and visual hallucinations. They lose their Dexterity bonus to Armor Class and can take no actions. A creature in this state can be led a distance equal to its speed

each round without resistance. The hall's magical influence counts as a mind-affecting power.

The dangerous allure of this place has thus far concealed the Concert Hall's true value. Mercenaries are content to make easy money off decadent nobles who have become addicted to the experience, and few sages or adventurers have attempted to explore this place. But the Concert Hall is actually a potent artifact—the *Harmony Sphere*—that, when properly manipulated, can attune itself to a variety of different worlds. Nithogar used this place to shift between the planes. He realized that planar travel required an artifact that size of a building, a structure that would obviously be difficult to hide from his enemies and rivals. Thus, he created a system of musical tunes and notes required to align the artifact with a destination. The strange, addictive images result when the artifact cannot create a bridge to another world. It delves into the consciousnesses of those present within its chamber and builds miniature worlds within each person's mind. In this manner, Nithogar trapped those who attempted to use his artifact.

The tunes and songs needed to create a portal were lost long ago. Only a mighty akashic could unearth them, as Nithogar left few, if any, written references. However, a party of nobles could accidentally create a gateway to another world. They might require a rescue, or they could unleash a strange creature upon the ruins.

Secret: The mercenaries who bring nobles to the Concert Hall use aerial mounts to transport their clients. With such mounts, they could make more money as messengers, scouts, or treasure hunters. They in fact work for Krovacatharis, who plans to cultivate addiction in several important nobles, merchants, and others that he has not yet swayed to his cause.

2. THE GREAT BLACK CYST (OBSTACLE, GOAL; HIGH LEVEL)

In the center of the Forest of Towers stands a wide, low building. Unlike its neighbors, it is short, square, and ugly to behold. It is 20 feet tall, 100 feet long, and about 50 feet wide. A side of broad, shallow stairs leads down to a pair of massive bronze double doors. Judging from the lack of seams and joints on its surface, this building was carved from a single, titanic block of granite.

The interior of this building is one room. Dust hangs thick in the air, and, except for a few explorers from outside the ruins, no living thing has entered here since the Builders disappeared. In the center of this chamber stands the greatest mystery of the ruins: the Great Black Cyst.

Anyone who observes the cyst for long sees it pulse, shiver, and sometimes move slightly. Streaks of greenish-black energy slither over its surface, though these fade as quickly as they appear. The cyst is an utter enigma. The akashics plumbed the depths of their collective memory and came to a startling conclusion. There were no memories of the cyst



from before its recent discovery in the ruins because, as far as they can see, no one had ever encountered it. The cyst either came to be within the near past, or it has remained utterly undisturbed.

Some hints of the cyst's nature come from the akthars. Those humanoids refuse to go anywhere near it. A few greenbonds who have observed the akthar report that they consider the cyst an anathema. Among several tribes, speaking of the cyst is considered taboo. They even have a short, simple ritual used to ward off the ill luck associated with speaking of it.

Secret: What is the cyst? The answer to this question can help shape your entire campaign.

(1) The cyst is a natural byproduct of the planar energies that ebb and flow through the Forest of Towers. Just as a living creature's wound forms a scab to stop the flow of blood and promote healing, the cyst results from a natural process by which the cosmos heals the firmament of reality. Perhaps Nithogar's travels to other worlds stretched and pulled too much at the planar boundaries. As the damage heals, the cyst serves to protect and obscure the site of the most traumatic damage. Anyone who tampers with the cyst risks meddling with the nature of the cosmos. A curious magister might try to probe the cyst, causing it to collapse and create a planar instability. The giants and the dragon may have to work together to rally their spellcasters and heal the damage. The PCs might have to step in to convince both sides to set aside their rivalry and deal with the problem before it spreads out of control.

(2) While Nithogar traveled to many alien realms, sometimes inhabitants of those places followed him back to this world. The cyst contains a terrible, powerful being that tried to push through the boundary between worlds. This creature was so utterly alien that its physical and psychic form caused the cosmos to warp, shift, and form the cyst around it. The creature calls itself Margrag. Slowly but surely, it metamorphoses into a body that can exist within the bounds of this world. Until then, it casts a psychic net across the ruins. Perhaps the Opal Tower (see Area 6, page 89) is merely a reflection of its thoughts—a thinking building long ago turned into a vessel for Margrag's ambition.

(3) The cyst is a maze, a magical construct erased from the akashic memory by Nithogar. The dragon wanted to ensure that no one aside from his closest assistants learned of the cyst's true nature, lest they threaten its existence. A powerful being from another dimension chased Nithogar to this world. The dragon could not defeat the creature, a being of pure darkness called Shadarna, but he managed to trap it within a series of intricate folds in the fabric of space and time. To this day, Shadarna continues to patrol the maze, desperate to find the exit that leads to this world. With the aid of the proper ritual, creatures from this plane can enter the dark, nightmarish world of the maze. It consists of hundreds of miles of dull stone passages. Strange

planar creatures—such as shadows, nightwalkers, and other beings of utter darkness—stalk these halls. Anyone who enters the maze risks leading Shadarna to its exit. Once in this world, Shadarna manifests as an enormous creature that runs rampant across the countryside. (Use the MM statistics for the tarrasque, except that it can be destroyed by casting *purge akashic memory* once it has taken damage equal to its hit point total.) Expunging Shadarna from the world's memory symbolically destroys it.

3. THE FIRE TOWER (OBSTACLE, GOAL; HIGH LEVEL)

The Fire Tower pulses and surges with blazing energy. The Builders crafted it by funneling elemental flames into a structure constructed from pure magic. The walls are made of flames held within *walls of force*. Many of the interior chambers flicker with a variety of colors. Green flames decorate chambers set aside for rest and relaxation, an angry red fire pulses in the workshops, and a soothing blue flame floods the slave quarters.

Aside from this unusual material, the tower follows the basic layout described earlier in this chapter. As a nexus of fiery energy, it has a few unique traits. The energy that surges and flows from it attracts fire elementals. They tend to cluster in this region of the ruins, and small groups of them defend the tower from all visitors. To these elementals, this is a sacred, important site that draws a strange sect from their home world to worship it. The fire elementals believe the tower is a great god of their kind. They communicate with it and present burnt offerings (usually the ashes of creatures burned alive) by throwing them into the main entrance.

Thus far, no one has managed to penetrate the tower's outer defenses. The elementals number many, and their leaders are among the largest of their kind.

Secret: Why are the elementals attracted to this place?

One of their gods really is trapped within the tower, but they lack the magical power to free it. In time, more and more elementals make pilgrimages to this site. Unless someone enters the tower and somehow sends the god back to its home plane, the elementals might slowly overrun this part of the ruins.

4. THE FLOATING TOWER (OBSTACLE, GOAL; HIGH LEVEL)

A testament to the magical power and strange research conducted by the Builders, the Floating Tower is a five-story edifice that levitates 40 feet off the ground. From a distance, it blends in with the rest of the towers, save that a perceptive viewer might notice that it seems to bob and lean in the wind ever so slightly. A series of chains crafted from steel secures the tower in place. Each link measures more than 8 inches thick, and eight of these chains run from the tower's sides to a circle of anchors around its base. Unlike some other



towers, the Floating Tower has several windows along its sides, and doors set into its roof and the lower surface of its base.

The tower is three stories tall, with a sealed stone chamber at its center. This chamber has no entrance or exit; one can penetrate it only with the help of magic. Within it is a pulsing, surging sphere of pure elemental earth that operates as a gravity well. Any creature that steps into the chamber immediately falls into the sphere and into the elemental plane of earth.

Within the Floating Tower, gravity works differently than normal. The gravity well inside it pulls everything toward the tower's center. This effect takes hold as soon as a creature touches the tower's outer surface. Thus, outside the tower, you could walk up its sides or upside-down across its bottom, but if you were to break contact with its surface by leaping into the air, you would tumble down to the ground.

The tower's interior consists of a smaller, tower-shaped stone box floating within it, and a second (even smaller) box floating within the first. The latter—the innermost box—is the stone chamber that holds the gravity well. The space between the largest interior box and the tower itself is divided into rooms. Because of the central gravity well, each chamber's innermost wall serves as its floor, and its outermost wall serves as its ceiling. Thus, to an outside viewer, people in rooms located below the gravity well would appear to be standing upside-down, those in rooms to its sides would appear to be standing on the walls, and those in rooms above the well would appear to have normal orientation. Within the tower, this unique gravity effect takes hold even if a creature or object does not touch the floor. Therefore, a dropped item always falls toward the center of the tower. However, this effect is warped enough that a creature can pass from room to room without continually being pulled

toward dead center. Shafts and ladders carved into the floor allow access to different areas of the tower.

Secret: The Floating Tower exists in a state of flux. The gravity it produces waxes and wanes. Sometimes it pulls objects from the ground toward it. Other times, the inner gravity fails and sends creatures tumbling to their doom.

5. THE GHOST TOWER (OBSTACLE, GOAL; HIGH LEVEL)

During the day, the Ghost Tower looks much like the structures that surround it. Few traits distinguish it from the other towers, save for the windows that dot its sides. Those who have entered it describe halls and passages bare of furnishings or decoration. A thick layer of dust coats everything.

At night, the Ghost Tower offers a much different picture. Strange, pulsing lights erupt from its windows. Ghostly humanoid forms caper and dance atop its roof and in the streets near its base. The sound of eerie laughter fills the air, and otherworldly music echoes through the ruins.

In ages past, the slaves who lived in this tower rose up in a revolt and slew their masters. In a single night, they put the *dramojh* to the sword with help from the rivals of the tower's residents. This turn of events enraged Nithogar, who worried that the rest of the slaves in Serathis might use the event as a rallying point to destroy his creations or at least hinder their development. The dragon knew that time was of the essence, and he did not wish to waste time putting down an uprising by puny humans. Thus, he drew upon his magical talents to unleash a terrible spell upon the tower's slaves. All within this place were slain, but their spirits were forever bound to the site. (See the stats for the incorporeal undead template in Chapter Twelve: *Creatures of Arcana Evolved*.)

6. THE OPAL TOWER (OBSTACLE, GOAL; HIGH LEVEL)

Named for the bands of opal gemstones set in rings around its surface, the Opal Tower is home to a small cabal of verrik spellcasters. They keep to themselves save for the occasional invitation they send to a powerful spellcaster or notable personage in the Safe Quarter. One of the first groups to penetrate the ruins, the verrik cleared the Opal Tower of traps, monsters, and other threats. They claim the place as their home and now conduct a variety of experiments and research here. To the outside world, they are an eccentric (though powerful) group of scholars and mages; popular belief assumes that those summoned to the Opal Tower spend their time gaining arcane talent and uncovering rich caches of gems and treasure. However, the truth is far more sinister.

The Opal Tower is one of the dramojh's greatest creations. It attunes and focuses the psychic energy present in Serathis. Originally, the dramojh who created it believed he could delve into the thoughts of the city's inhabitants and bend them to his will. Instead, the tower developed in a frightening and bizarre manner. Rather than soak up the psychic energy and channel it to the dramojh, it absorbed this power into its structure. Slowly, the tower began to change. The impressions of hundreds of living dramojh, all plotting, scheming, and dreaming, combined to form a single, gestalt personality. The building had literally come to life.

The dramojh intended to test their new, unwitting creation, but soon after its "birth," they were destroyed. The building slipped into a deep trance as it pondered its existence and attempted to puzzle out the meaning of the world. It was like a newborn child first encountering reality. Much of what it saw confused it, and organic beings proved too troublesome to understand. After a few centuries of inner thought, it awakened and turned its attention to the outside world. It observed the akthars, watched the purple worms and other monsters that wandered the ruins, and found that it could see and hear anywhere across the city.

For decades, the sentient tower remained fascinated by what it saw. Akthar clans fought for dominance, monsters stalked the ruins, and the majesty of the dramojh slowly faded into ruin. The tower learned that it could send energy out to the minds of living creatures to affect their actions or even inhabit their bodies for short periods of time. It used this tool to understand how living beings saw the world and experienced reality, but it soon concluded that it liked an enormous, rocky shape much better than a frail flesh and blood one. The Barrens were an utter mystery to the tower, as it could not peer into their borders nor could it force its way into the trees' forms. It spent endless hours watching the Barrens from a distance, eager to learn anything. Over the years, though, its interest slowly died away.

With the coming of the giants and the dragon to Serathis, it found something worth investigating. The new creatures had far more tools, tricks, and surprises than did the simple akthars. Their magic fascinated the tower, and when a small band of verrik spellcasters entered the ruins, it reached out, slipped into their leader's mind, and directed her to take up residence (with the rest of the cabal) in the Opal Tower.

The Opal Tower can control one living creature of up to Huge size at a time. Its target must be within the city's boundaries, and the victim gains a Will save (DC 25) to resist the control. It takes the tower 72 hours to focus its energy to seize a creature's mind. The victim's





personality slides into a deep slumber while the tower ransacks its memories. The tower can maintain this control indefinitely, but if the victim's body leaves the city, the tower immediately surrenders its grip. When they regain control of their bodies, the tower's victims remember everything they were forced to do.

In addition, the Opal Tower has used the verrik cabal to construct a chamber in the uppermost level that allows it to seize control of multiple creatures, though each of these victims must be within the tower at the time of the possession. In this way, the tower has gained control of the entire cabal. Tricking the verrik into believing that the chamber is merely a meditation room, it invited each individual into it alone and slowly took over his mind. Visitors to the tower experience a similar conversion. Each creature that spends at least eight hours in the chamber must make a Will save (DC 25) or come under the tower's control as described above. The tower can control up to 100 HD of creatures (in addition to the cabal of verrik) at one time. The affected creatures must stay within 100 miles of the tower. If a creature moves beyond that point, the tower loses control of that creature. Otherwise, the tower retains control until it voluntarily releases its victims.

A great crystal sphere hidden within the tower's roof serves as a focus and container for its consciousness. Should it be destroyed, the tower's spirit will dissipate and free its thralls.

Secret: What is the Opal Tower's goal?

(1) As the tower gains control of more people in town, it finds that widening its conscious network becomes addictive. The cacophony of sensory input, experiences, and emotions has kept it more engaged and excited than anything

else it has ever witnessed. If left unchecked, it slowly claims control of more and more people until it can use its pawns to lead a revolt. It plans to seize control of everyone within the city forcibly. Once it completes this task, it may plot to extend its reach beyond the ruins.

(2) The tower might simply be curious about the interaction between large numbers of intelligent humanoids. It pokes, prods, and experiments using its thralls. For example, it might use one of its minions to start a bar brawl that erupts into a riot. The tower fails to understand the lingering anger and damage it causes. It acts like a kid playing with an ant farm. Someone must either destroy it or teach it to treat living creatures with respect.

7. THE PIT (OBSTACLE; HIGH LEVEL)

The yawning black hole known as "the Pit" seems to open into infinity. Stones and other debris tossed into it fail to make noise. A few rare explorers who have dropped down into it using ropes report that it is at least 100 feet deep, and one magister claims to have used magic to fly almost 500 feet down before turning back. There, he found a strange, flexible layer of material that proved immune to his spells. It resembled a spider's web, but it hummed with magical energy and showed not even the slightest scratch from his spells and attacks. Frustrated, the magister departed. Few others have followed in his steps as other, more pressing issues face the ruins.

The Pit is actually a long shaft that leads deep into the world. From Serathis, it extends almost 1,000 feet to a massive cavern that measures a mile across. Here, the dragon Nithogar crafted the first dramojh, using the tenebrian seeds

and his own draconic essence in a ritual to build those vicious creatures. Massive vats dot the cavern's base, while huge pillars scribed with runes extend from floor to ceiling.

Anyone who spends at least one week inspecting the pillars and who succeeds at a Knowledge (runes) check (DC 30) could unlock the secret of creating the dramojh. All the devices and materials required are still here, along with the ceremony needed to open a dimensional portal and call forth more subjects for the unnatural process. All that's required are the tenebrian seeds . . . and a willing dragon. Such a wyrm could easily begin construction of a great army.

Secret: Both the giants and the dragon know of this place's existence. While neither side admits it, they race to claim it.

The giants hope to destroy the pillars and forever purge Nithogar's lore from the world, while Krovacatharis dreams of leading the dramojh to once again reclaim the continent for dragonkind. However, both parties have yet to locate the cavern. They know that Nithogar's workshop exists, but not its location. Its discovery could lead to open warfare. Perhaps Nithogar himself still lives, thanks to his powerful magic. He may not take kindly to those who seek to usurp his power or destroy his greatest work.

8. ROCK PILES (OBSTACLE, GOAL; HIGH LEVEL)

Time, weather, and other factors have conspired to send many a tower crumbling into ruin. Sometimes, as a tower collapses, it slams into its neighbors and touches off a chain reaction of destruction. Now rock piles, rubble, wreckage, and smashed buildings rest where towers once stood. These areas are dangerous, as the rubble can shift to catch travelers in a landslide or send them tumbling into a deep cavity in the wreckage.

However, the treasures and relics held within the collapsed towers still wait for intrepid adventurers to uncover them. As added enticement, many of the traps and summoned creatures that once protected these caches were destroyed in a tower's collapse, leaving only the difficult work of pushing aside rock and ruin to uncover the riches hidden within.

Purple worms and other subterranean creatures frequently lair within the wreckage. Some of these beasts burrow holes just below the surface at the edge of these zones. When prey wanders by, the worms leap out to devour it. In other areas, undead creatures, oozes and slimes, and other threats still prowl the wreckage. A team of workers might unearth something far deadlier than the gold and jewels they seek.

Walking across the collapsed towers proves difficult at best. Creatures move at half their normal speed and cannot run. During combat, a creature must make a Balance check (DC 15) each time it moves or it falls prone in the space it occupied before it began its move. Gaps and pits are spread throughout the ruins. A reckless explorer could easily plunge deep within the rubble.

Secret: The characters may unearth a map that points to the location of a powerful artifact or rich treasure, only to find that the tower that once held it has fallen into ruin. The gaps and nooks in the ruins can form a sort of network of passages and rooms, though the cramped conditions make fighting difficult. Creatures suffer a –2 penalty to attacks, checks, and Reflex saves for each size category above Tiny. They move at half speed, while in many areas Large creatures simply cannot fit into the ruins.

Incorporeal creatures, Tiny creatures, and similar foes make deadly opponents in these ruins. While the player characters must squeeze through narrow, unstable openings, these monsters can easily maneuver and attack.

9. TEMPLE ROW (GOAL; HIGH LEVEL)

A series of small stone buildings arrayed along a single avenue on the east end of the Forest, Temple Row gained its name for the curious statues that stand before each of the buildings. The first explorers to this region assumed that the Builders dedicated this place to their gods, though the buildings' crumbling condition suggested otherwise, especially compared to the enduring architecture of other areas of the Forest of Towers.

In truth, these chambers held the lore collected by the dragon Nithogar and passed to the first dramojh. The statues indicated which topics a library covered, such as biology, astronomy, or magic. Faced with the task of educating an entire new race, Nithogar decided that the best way to strengthen his creations was to allow those with the ambition and intellect to initiate their own studies to survive. Every year, any dramojh unable to demonstrate mastery of a new subject were destroyed by the same claws that created them. In this way, the dramojh learned to value self-education.

The libraries long ago fell into ruin. They were some of the first buildings raised within Serathis, and Nithogar cared more for haste than quality in assembling them. The dramojh stole many of the books as time passed, both to use them in their work and to deny others access to them.

Secret: A few valuable volumes may still lie within these chambers. Secret rooms inside each library hold the important and rare books that Nithogar set aside for the dramojh. To ensure that only the worthiest dramojh found them, the dragon protected them with traps, puzzles, and guardian creatures.

MONSTERS IN THE FOREST OF TOWERS

A number of aberrations, outsiders, and other terrible creatures stalk the Forest of Towers. The dragon Nithogar conducted many experiments in traveling to other worlds, and the fruit of this research survives in the strange creatures dwelling here. Some beasts found the terrain to their liking and adapted to their new home, while others travel dimensional pathways that remain open despite the long years.



Elementals: Elementals of all types are common, as Nithogar left behind a number of tiny dimensional vortices that allow these creatures to travel to and from their home planes. The elementals rampage across the city like a pack of wild animals, sweeping away those before them. Often, the elementals really are little more than the equivalent of wild animals. However, a few intelligent elementals have found their way into Serathis. Intrigued by the magical power the ruins hide, they work in small groups to drive off humanoids and establish control of the area. The same ritual that kept the city from the akashic memory also worked to keep the vortices closed. The elementals are as new to the city as the humanoids they compete against.

Ghouls: The ghoul population in the Forest of Towers grows steadily, as these monstrosities add to their ranks unfortunate merchants, adventurers, and treasure seekers who enter the region. The ghouls dwell in burrows dug within the ground. Purple worms find their undead flesh unpalatable, so the ghouls avoid those creatures with ease. Some adventurers specifically target ghoulish burrows for extermination, as the worms tend to avoid them even after the ghouls are gone.

Outsiders: The same magic that allows elementals to pierce the planar veil also brings outsiders to this region of the city. With a few modifications, you can use demons, devils, and other creatures of the outsider type in the Forest of Towers. Remove all spells, abilities, and other effects (such as damage reduction) that are tied to alignment. If possible, change an outsider's physical appearance and name so that the players cannot easily identify it. Using the standard array

of demons and devils in your game could hurt the tone and remove some of the features that make *Monte Cook's Arcana Evolved* unique. Finally, try to give each outsider a unique personality and set of motives. It is better to use these creatures as villains and important, powerful monsters rather than as a horde of weak ones to hack through. Outsiders in *Arcana Evolved* are relatively rare—make their appearances in your game special. (For more guidance on this topic, see the “Outsiders on Serran” section in Chapter Ten and the “Outsiders in the Diamond Throne” sidebar in Chapter Twelve of *Arcana Evolved*.)

Purple Worms: The scourge of the Forest of Towers, purple worms gather here in great numbers for some reason, and often burst from the ground to crawl along the streets and pursue bands of explorers. The confluence of magical energy serves as a powerful lure to the creatures; they cannot resist its siren's call. The worms might leave the area if someone destroyed a few magical items left behind in several of the towers. Perhaps the dramojh experimented with a device that called and bound these creatures, as they tend to leave the towers and other structures alone.

Slassans: A nest of slassans hides within the region. The creatures arrived soon after the city first appeared within the akashic memory, and since then they have sought out hints and relics that could allow them to return the dramojh to this world. This cabal hopes to bring their ancient creators back to smash the giants and regain control of the continent.

Keyword Reference

For ease of reference, every person, place, or thing assigned a “hook,” “obstacle,” or “goal” keyword is listed here in alphabetical order, organized by the level of play for which each is intended.

ANY LEVEL

Castle Vanguard	.36
The Dragon's Lair	.42
Eia-Perren, Steward of Giant's Hold (Hook, Obstacle)	.27
Foothold (Hook)	.54
The Guard Tower (Hook, Obstacle)	.38
Hl'ra'knar (Hook, Obstacle)	.32
Kerlon'a (Hook, Obstacle)	.33
Krovacatharis the Seeker (Hook, Obstacle)	.31
Market Square	.38
Other Giant NPCs	.30
Peace Wall	.43
The Speaker, Leader of the Throne's Eyes (Hook, Obstacle)	.29
The Square	.58
Tarashkar the Pursuer, Outriders Commander (Hook)	.28
Tor-Irlan, Commander of the Guard (Obstacle)	.28
Tower of Boundless Knowledge (Hook)	.41
Verral's Trading Post (Hook)	.45
Watchman's Post (Hook)	.42

LOW LEVEL (1ST-5TH)

Court of Statues (Obstacle, Goal)	.54
The Cracked Wheel (Hook, Obstacle)	.38
The Gold Run (Obstacle)	.56
Grazard's Emporium (Hook)	.38
Inshon Caves (Obstacle)	.56
Outrider Camp (Hook)	.57
Rael Pinchcoin (Hook)	.53
The Rat's Nest (Hook)	.40
The Silver Anvil (Hook)	.40
Spire Town (Obstacle)	.44
Temple of the Idol (Obstacle, Goal)	.59
The Tunnels (Obstacle)	.60
Tower Rock (Goal)	.60
Valdra Longclaw (Obstacle)	.34
Vardallian (Obstacle)	.36
The Witch's Grove (Hook)	.61

MEDIUM LEVEL (6TH-12TH)

Bones of the Old One (Goal)	.70
The Burrowpatch (Obstacle)	.71
The Forest of Eyes (Obstacle)	.72
The Great Mire (Obstacle)	.72
Grothnak Bloodrinker (Obstacle)	.50
House of the Voice (Goal, Obstacle)	.56
Lord Valdren's Camp (Hook, Obstacle, Goal)	.43
Museum of Antiquities (Hook)	.39
Oldron's Bridge (Hook, Obstacle)	.73



Peldrenford (Goal)	.74
The Pyramid (Obstacle, Goal)	.57
Rock Castle (Goal)	.74
Selsarras (Obstacle)	.35
The Shadowreach (Obstacle, Goal)	.75
Stonepile Lake (Obstacle, Goal)	.58
Tol-Badari (Hook, Obstacle)	.51
The Tumble (Obstacle, Goal)	.41
The Tunnels (Obstacle)	.60
The Underforest (Obstacle)	.67
Wardens' Reach (Obstacle)	.78

HIGH LEVEL (13TH-25TH)

Black Rock Tower (Obstacle, Goal)	.75
The Concert Hall (Goal)	.86
The Fire Tower (Obstacle, Goal)	.87
The Floating Tower (Obstacle, Goal)	.87
The Ghost Tower (Obstacle, Goal)	.88
The Great Black Cyst (Obstacle, Goal)	.86
Headtaker's Lair (Obstacle)	.73
The Huntsmen (Obstacle)	.81
The Opal Tower (Obstacle, Goal)	.89
The Pit (Obstacle)	.90
Rock Piles (Obstacle, Goal)	.91
Temple Row (Goal)	.91
Winged Golem (Goal, Obstacle)	.82
Xarthran (Obstacle)	.34

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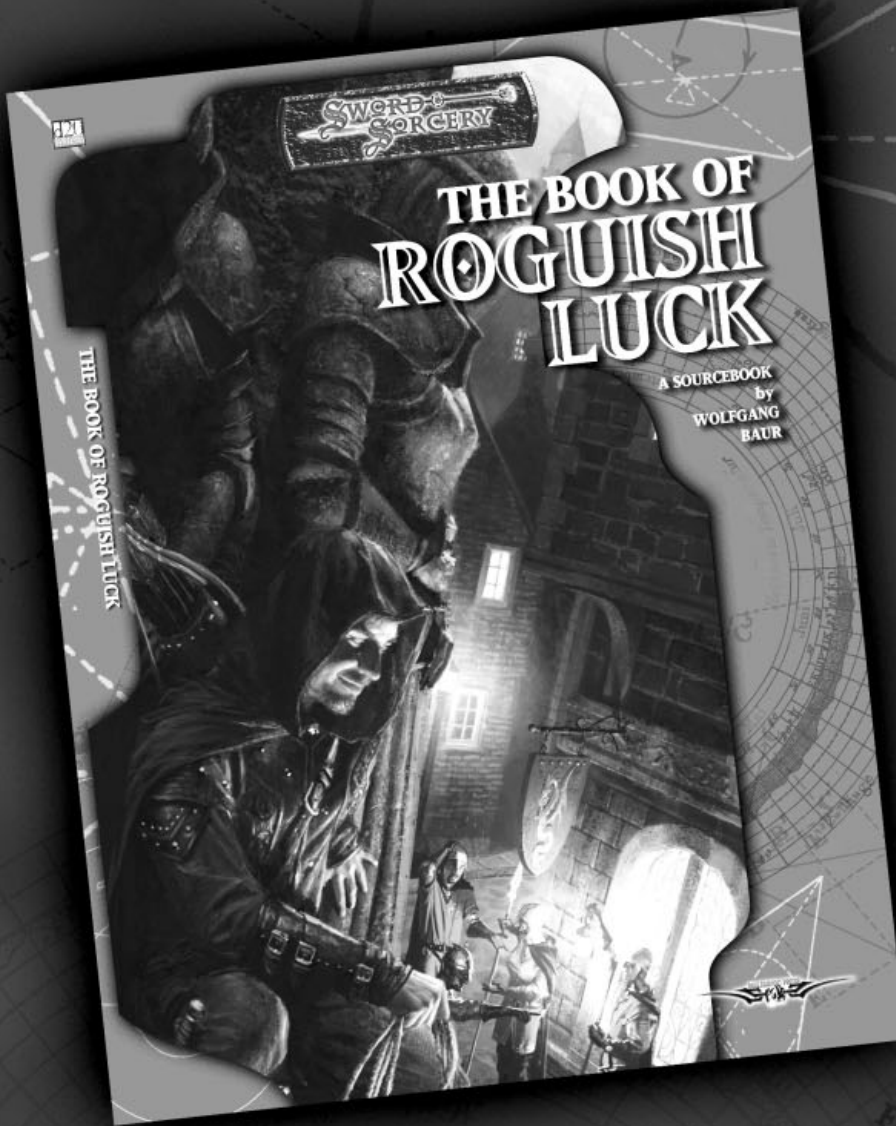
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PDF Version 1
March 2005