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The Wise & The Wicked™

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Preface

Who could have known that Ghelspad harbored such wild and varied individuals? Certainly not the developer, who wound up burning a lot of midnight oil reading, editing and revising the following biographies. In the end, Sword and Sorcery Studio's creators composed quite a gallery of heroes and villains — all of whom you can use to enliven and excite your campaigns. If nothing else, we've saved you a lot of time; believe me: designing good NPCs is *hard*.

Every published setting has its legendary characters — those who don't just observe history, but instead *make* it. An evil king with dreams of forging an empire and his scheming, beautiful and thoroughly wicked wife are irresistible lures to authors, as well as to game masters and players. An audience with King Virduk is a far more vivid and exciting experience when you know who Virduk is and exactly those excesses of which he is capable. A character's interest in a beautiful bard will be heightened when she proves to be the infamous Meerlah Madilehna, as renowned for her romantic peccadilloes as for her singing. A high-seas encounter with a deadly kraken becomes even more terrifying if the beast is Queen Ran's evil minion or — worse yet — Ran herself! And what rogue can resist an opportunity to steal Duke Traviak's famous Devil Cloak?

So feel free to use and abuse any of the NPCs in this book. And if you want to kill off King Virduk, feel free. The SOB deserves it!

Anthony Pryor
Sword and Sorcery Studio

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Introduction

The Wise and the Wicked presents some of the most celebrated characters on the continent of Ghelspad, as well as many who work behind the scenes, battling evil in secret or doing the titans' diabolical work from the safety of the shadows. Each character in this book offers challenges to your players, from the lowest-level novice to most experienced hero.

This book uses standard formatting, with all pertinent statistics spelled out in a manner useful for running a campaign. Each character's stat block describes special qualities and attacks. All skills, attacks, damage and so on have been calculated using the characters' modifiers.

Spellcasters' spells are listed by level. Clerics, of course, may choose the spells they prepare each day, so those listed in the characters' stat blocks are the clerics' favored divine spells (i.e., the ones they have most likely prepared, should adventurers encounter them). Most arcane casters, particularly those in influential positions such as Yugman or Nerith Alia, have access to most if not all available spells; again, the spells listed reflect those the character has most likely prepared. Bards and sorcerers are of course exceptions: they instead have a list of spells that they know, due to the mechanics of their spellcasting (their total spells per day are listed in parentheses). Find details about the spells and magic items marked with an asterisk (*) in *Sword and Sorcery Studio's Relics & Rituals*.

All characters conform to existing OGL standards, save Yugman the Sage, who at 25* level is probably Ghelspad's — if not the world's — most powerful mortal spellcaster. [We've bent the rules a little for Yugman, but hopefully not far enough to break them.]

Welcome, then, to *The Wise and the Wicked*. Tread carefully, for these characters have strange and varied fates, and those adventurers who cross their paths are never the same thereafter .

NerithAlia, Archmage Chancellor of the Phylacteric Vault

Class/Level: Wizard 17 (Diviner)

Sex/Race: Female human

Height/Weight: 5'2"/100 lbs.

Challenge Rating: 17

Hit Points: 45

Initiative: -1 (-1 Dex)

Speed: 30 ft

Armor Class: 24 (-1 Oex, +5 *ring of protection*, +8 *bracers of armor*, +2 *staff of power*)

Attack: +8/+3 melee (+10/+5 *staff of power*); +7/+2 ranged

Damage: 1d4 (dagger); 1d6+2 (*staff of power*)

Special Attacks: Retributive Strike (*staff of power*), Spells

Special Qualities: Damage Resistance 15/+2 (*talisman of resistance*)

Alignment: Lawful neutral

Saves: Fort+11, Ref+10, Will+19

Abilities: Str 10, Dex ?, Con 10, Int 23, Wis 17, Cha 10

Skills: Alchemy +5, Appraise +3, Concentration +15, Diplomacy +5, Intimidate +2, Jump +2, Knowledge (arcane) +21, Knowledge (dreams/oneiromancy) +20, Knowledge (history) +12, Knowledge (planes) +20, Knowledge (religion) +6, Listen +4, Profession (author) +7, Ride +2, Scry +11, Search +10, Sense Motive +4, Spellcraft +15, Spot +8, Swim +1

Feats: Craft Magic Arms and Armor, Craft Wondrous Item, Empower Spell, Enlarge Spell, Extend Spell, Maximize Spell, Scribe Scroll, Silent Spell, Spell Mastery, Spell Penetration (Divination), Still Spell

Possessions: *Ring of protection* +5, *ring of regeneration*, *staff of power*, +8 *bracers of armor*, *periapt of wound closure*, +4 *cloak of resistance*, *crystal ball with true seeing*, *talisman of resistance* (DR 15/+2), *circlet of dreaming*.

Though Alia may access virtually any spell she needs, the following are the spells she most commonly memorizes.

Wizard Spells Prepared (4/6/6/5/5/5/5/3/2/1; +1 Divination Spell/level per day [restricted school: Conjuration]):

0 — *Daze*, *detect magic*, *detect poison*, *enumerate**, *read magic*

1st — *Alarm*, *charm person*, *comprehend languages*, *detect undead*, *identify*, *minor symbol of divinity**, *shield*

2nd — *Arcane lock*, *assassin's senses**, *commanding presence**, *divine wisdom**, *locate object*, *mirror image*, *see invisibility*

3rd — *Banish shadow**, *clairaudience/clairvoyance*, *dispel magic*, *mind raid**, *rune of seeing**, *tongues*

4th — *Detect scrying*, *dimension door*, *dreamwalk*, *minor circle of seeing**, *seal of Hedrada**, *scrying*

5th — *Contact other plane*, *dismissal*, *dream*, *inquisition**, *Nerith's vigilant aura*, *prying eyes*

6th — *Antimagic field*, *bladeturn*, *globe of invulnerability*, *guards and wards*, *legend lore*, *true seeing*

7th — *Ethereal jaunt*, *greater scrying*, *limited wish*, *vision*

8th — *Etherealness*, *greater circle of seeing**, *Nerith's phantasmal aura of protection*

?th — *Astral projection*, *foresight*

Background

Archmage Chancellor Nerith Alia, a serious-looking woman in her mid-40s, combs her

shoulder-length, graying hair back from her plain face. She prefers neutral colors and normally wears gray skirts, fine blouses and stockings. Alia's features assume a serious, disapproving expression wherever she goes.

Though many mock Nerith's rigid and doctrinaire ways, none can dispute her absolute genius. Her knowledge and experience are unsurpassed, as is her understanding of the Phylacteric Vault and its goals. She organizes the Vault with iron-handed efficiency, ensuring that everything works at optimum efficiency and according to a rigid schedule. Department heads must submit completed reports on time. While some balk at her somewhat-oppressive regime, they cannot deny that, since Alia has been appointed chancellor, the Vault operates better than ever.

Alia first gained recognition in the Phylacteric Vault at the relatively young age of 29 when she created *clothborn armor*. That single achievement, coupled with her intimate knowledge of the Vault and its procedures, propelled Alia from her position as a mid-level wizard-librarian to the archmage chancellor post in just under 10 years — an ascent unprecedented in the Vault's history. Since then, she has created a number of powerful spells and items and has pioneered research into oneiromancy (dream magic), chronomancy (time magic) and other areas. Cutting through ancient layers of bureaucracy, Alia reviewed and redesigned the Vault's antiquated procedures, increasing the Vault's efficiency. One thing is certain: Alia keeps the Phylacteric Vault's needs foremost in her mind and will do nothing to jeopardize its integrity.

Alia possesses a great deal of knowledge on just about every subject — from Scarn's geography to specifics about the gods themselves. She has personally researched many subjects and is considered an expert in such fields as ancient history, magical languages and the planes of existence. She has compiled the most exhaustive list of magical spells, items and rituals known to the mortal races. Because of her reputation, many mages send details of their creations to Alia for inclusion in her gold-plated *Book of the Arcane*, to which Alia holds the only key.

A strong advocate of oneiromancy, Alia spends much time on the astral plane, where she appears as a shining and beautiful warrior-maiden — quite different from the stern and frumpy woman who runs the Phylacteric Vault. Many people consider her an expert on dreams, and her spells *dreamwalk* and *planar eye* have been very well received.

Recently, the Vault's members began speculating that Alia's life is not as pleasant and ordered as it superficially appears. The trouble, they say, began two years ago when she vanished without a trace for almost 12 weeks, leaving the Vault leaderless, fueling rumors and gossip. When she returned as mysteri-

ously as she vanished, Alia simply refused to acknowledge that anything had happened.

Some speculate that Alia had actually survived an Order of Ancients assassination attempt; since her return she has become increasingly pensive and excessively cautious, allocating considerable magical resources to warding and protecting the Phylacteric Vault on the physical, magical and spiritual planes. Some whisper that she was raised from the dead, as those who have seen her avatar on the astral plane say that its aura and appearance have both changed. As if substantiating these claims, Alia now has a bodyguard who accompanies her whenever she travels outside the Phylacteric Vault. This bodyguard, a powerful warrior who rarely speaks and always hides his face behind a heavy iron helm, remains constantly at her side, armed with the finest and most powerful magical weapons and armor the Vault possesses.

Alia has also spent more of her time creating new defensive magical items — the *talisman of resistance* being perhaps her greatest achievement. She is currently working with Coreanic High Priest Emili Derigesh on an amulet that will instantly administer healing magics when its wearer is attacked or wounded.

Faced with such evidence, some believe that Alia is losing her mind. Others claim that she is legitimately concerned for her safety. Yet others believe that she is augmenting the Phylacteric Vault's defenses to repel an imminent assault.

Where the truth lies, none but Alia herself can say, and she remains silent on the matter. What is obvious is that she has forged strong relationships with Yugman the Sage, Katonis Woodarbor of Vesh and Emili Derigesh of Mithril, and she seems eager to maintain those connections for the foreseeable future. While she remains chancellor, the Phylacteric Vault's future seems bright indeed.

Roleplaying Notes

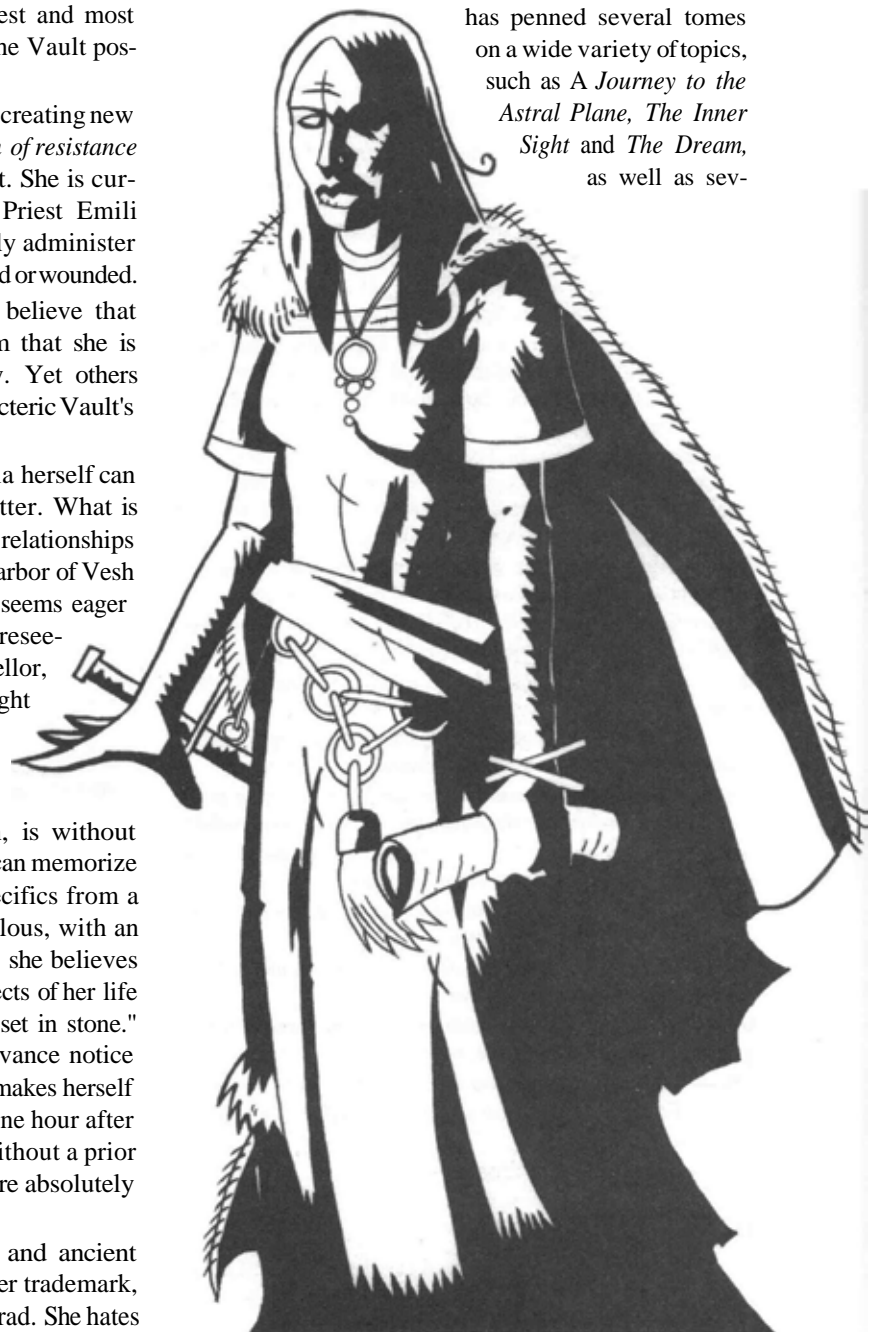
Alia, a stern and serious woman, is without doubt a genius of the highest order. She can memorize entire volumes with ease and recall specifics from a conversation she had years ago. Meticulous, with an almost pathological attention to detail, she believes in procedure and has routinized all aspects of her life — her daily schedule being virtually "set in stone." Meeting Alia requires considerable advance notice to secure a free slot in her schedule. She makes herself available every afternoon for precisely one hour after her luncheon and will not see anyone without a prior appointment. "On-demand" bookings are absolutely out of the question.

Alia likes hot baths, the theatre and ancient riddles and conundrums. She imports her trademark, a delicate cranberry perfume, from Hedrad. She hates

small talk or chit-chat and can be extremely abrasive to those she considers weak-minded or foolish. She has a brilliant mind, but is ill at ease during social interactions, especially when she is uncertain of her rank or relative importance.

Regardless of her idiosyncrasies, Alia is pleasant enough. She eagerly devotes much of her time to those students who show promise or a willingness to learn, but tires quickly of those who will not or cannot study, which explains why younger students call her the "Iron Maiden." Increasingly verbose in her speech, Alia rarely considers her words' emotional effects. Although she may seem formidable, she *has* backed down from conflicts with those who she concedes possess an intellect superior to her own.

Alia loves to write. She has penned several tomes on a wide variety of topics, such as *A Journey to the Astral Plane*, *The Inner Sight* and *The Dream*, as well as sev-



eral books on other subjects. She spends her rare free time tinkering in a laboratory on some mystical device or researching a new enchantment deep within the Phylacteric Vault's inner recesses.

Combat

A pacifist by nature, Alia believes that all disagreements can be resolved peacefully if both sides are willing to talk. However, she grudgingly admits that there are times when force is necessary. Her slate of divination spells does not leave much room for offensive magic, but she does know some powerful, destructive spells that she will use to her advantage. She rarely kills, preferring to use *power word stun* or *power word blind* to defeat her opponents. When attacked, she will use her most powerful spells to flee, unless she is absolutely certain of victory. She will always interrogate her enemies personally before imprisoning them.

She is a specialist Diviner with her prohibited school of Conjunction. She has *mage armor* and *stoneskin* cast upon herself at all times.

Alia has access to just about every known spell and normal (nonartifact) magical item. The objects listed above are her personal items. The above spell list reflects her particular favorites, although she unerringly knows every spell available in the *Book of the Arcane*.

Dreamwalk

Caster can enter dreams.

Necromancy

Level: Sor/Wiz 4

Components: V, S, M

Casting Time: 1 full round

Range: Touch

Duration: 10 minutes per level

Saving **Throw:** Will negates

Spell Resistance: Yes (harmless)

Description

Created by Alia of the Phylacteric Vault in Darakeene, this spell allows the caster to enter a given sleeper's dreams.

Spell Effect

While the caster is in the subject's dream, the caster's body lies in a comatose state and is vulnerable to attack, so most casters only perform this spell under secure conditions.

While in the dream, the caster enters a dream realm created by the sleeper's mind. [This circumstance requires some creativity on the GM's part, for the dream realm can be elaborate and fantastic or sparse and featureless.] The caster can interact with this environment in any manner she wishes, but her

Circlet of Dreaming

Description: Silver headband with a large sapphire in the center.

Powers: When donned, this item instantly first drops the wearer into a pleasant slumber and then into dreams. The wearer will sleep for eight hours before waking and can only be prematurely roused by a successful *dispel magic*. In all other respects, this item works as the normal *sleep* spell. If this item is placed on a target unwillingly, the victim must make a successful Will save (DC 15) or sleep as described.

Caster Level: 12th

Prerequisites: Craft Wondrous Item, *sleep*

Market Price: 5,000 gp

Cost to Create: 2,500 gp + 200 XP

Weight: 2 lb.

Talisman of Resistance

Description: Small gold or silver amulet inlaid with precious stones.

Powers: This item, created by Alia to protect herself and the leaders of the Phylacteric Vault, is her most recent and powerful creation. A select few currently know the secret of its making, and there exists only three of them (one for each level).

The *talisman of resistance* confers continual damage reduction when worn. The item must be worn continuously for 24 full hours before the effect begins.

Caster Level: 15th

Prerequisites: Craft Magic Arms and Armor, *mage armor*

Market Price: DR 10/+1: 50,000 gp; DR 15/+2: 75,000 gp; DR 20/+3: 100,000 gp

Cost to Create: DR 10/+1: 25,000 gp + 2,000 XP; DR 15/+2: 37,500 gp + 3,000 XP; DR 20/+3: 50,000 gp/4,000 XP

Weight: 1 lb.

dream-self has the same statistics as her waking self. Combat, magic and all other interactions are possible in the dream realm, and the caster can voluntarily leave the dream state at any time. The caster cannot harm the dreamer in any way while within the dream realm.

Damage taken by the caster while in the dream realm is not carried over into the waking world, but if the caster is killed while in the dream, she must make a Fortitude save (DC 20) or lie paralyzed (see *core rulebook II*, p. 85) for 2d4 hours.

If, however, the dreamer dies while the caster is in the dream realm, the caster must make a Will save (DC 15) or die as the dream collapses around him. If the Will save is successful, the caster awakens normally, but is fatigued (see *core rulebook II*, p. 84).

Arcane Material Component: Sliver of magical quartz.

Bladetum

Deflects physical attacks aimed at the caster.

Abjuration

Level: Sor/Wiz 6

Components: V, S, M

Casting Time: 1 action

Range: Personal

Duration: 1 round/level

Saving Throw: None

Spell Resistance: No

Description

The ever-vigilant Alia created this spell to protect her wizards against missile and melee attacks.

Spell Effect

Each round, this spell can deflect a single attack directed at the caster. Once per round, the caster can make a "dismissing" gesture as a free action against any single successful attack she can see (i.e., it is not effective against flanking attacks or if the caster is surprised). If the caster succeeds at a Will save (DC = attack roll), then the attack is deflected and misses.

This turning is in addition to the caster's actions for the round and does not invoke an attack of opportunity.

Arcane Material Components: A fragment of magnet wrapped in silk.

Nerith's Phantasmal Aura of Protection

Attackers must make a Will save or be held.

Illusion

Level: Sor/Wiz 8

Components: V, S, M

Casting Time: 1 action

Range: Personal

Area: The caster's line of sight (100 yards)

Duration: 1 round/level

Saving Throw: Yes (Will)

Spell Resistance: No

Description

Another of Nerith Alia's protective spells, its creation sparked further rumors about her apparently paranoid concern for her personal safety.

Spell Effect

This spell creates a powerful magical aura that surrounds the caster. For the duration of the spell, adversaries who attempt to attack the caster must make a Will save against the caster's level or be held captive by the spell.

A captive individual is held as if by *holdperson* for the duration of the spell. Even if the initial Will save is successful, the attacker must make a save at the start of every round in which he attempts to attack the caster.

Arcane Material Component: A droplet of the caster's blood that is used up in the spell casting.

Nerith's Vigilant Aura

Gives the caster the Uncanny Dodge ability and +4 bonuses to Spot, Search and Initiative.

Divination

Level: Sor/Wiz 6

Components: V, S, M

Casting Time: 1 round

Range: Personal

Duration: 1 hour/level

Saving Throw: None

Spell Resistance: No

Description

Nerith Alia created this spell to guard against assassins and surprise attacks, although no previous administrator in the Vault's long history has ever admitted to any assassination attempt.

Spell Effect

The vigilant *aura* allows the caster to sense and react to danger per the barbarian's Uncanny Dodge power (as a 12th level barbarian). In addition, the spell grants a +4 bonus to Spot and Search rolls and +4 to all Initiative rolls. The caster can also continually *detect* magic as per the spell and see normally in a full, 360-degree circle around him. Finally, the spell confers *darkvision* (60 ft.) upon the caster.

Arcane Material Components: Uncut piece of tiger eye and a crushed pearl in a satin pouch.

Oberyn Amethyst, Virduk's Bane

Class/Level: Ranger 6

Sex/Race: Female elf

Height/Weight: 5'3"/10? lbs.

Challenge Rating: 6

Hit Points: 34

Initiative: +3 (+3 Dex)

Speed: 30 ft.

Armor Class: 20 (+3 Dex, +7 *elven chain*)

Attack: +6/+1 melee; +13/+8 composite longbow (+13/+13/+8 when using Rapid Shot feat)

Damage: 1d6 (rapier); 1d8 (composite longbow)

Special Qualities: Eye of the Archer, Favored Enemy

Alignment: Chaotic neutral

Saves: Fort +4, Ref +5, Will +4

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

Skills: Animal Empathy +2, Climb +2, Hide +5, Intuit Direction +5, Jump +5, Knowledge (nature) +5, Listen +10, Move Silently +12 (+22 when using *boots of elvenkind*), Ride +7, Search +7, Spot +8

Feats: Point Blank Shot, Rapid Shot

Eye of the Archer (Ex): Amethyst has an unusual defect in her right eye. Like most forsaken elves, her brightly colored irises float in black corneas, but in Amethyst's case, one eye contains two pupils. While this might normally be a handicap, it instead provides Amethyst with a +2 to all of her ranged attacks.

Favored Enemy (Ex): Amethyst gains a +2 bonus to Bluff, Listen, Sense Motive, Spot and Wilderness Lore checks against humans and a similar +1 bonus against goblinoids.

Possessions: +3 elven chain, *boots of elvenkind*, +1 composite longbow, rapier.

Ranger Spells Prepared (2):

1st — *Alarm*, *entangle*

Background

The forsaken elf today known as "Virduk's Bane" was born in 105 AV in northern Calastia, when the realm's regicidal young king was still consolidating his power. The elves of her village — Termanan refugees fleeing the horrors of the Divine War's aftermath — had suffered terribly due to the titans' curse,

so Amethyst was considered something of a miracle child. Not only was she born healthy, but she also had none of the deformities that normally plague forsaken elfchildren, save for one minor defect: a double pupil in her right eye. As she grew, it became clear that, far from being a handicap, the condition improved her archery. The tribe dubbed the defect the Eye of the Archer, and the tribal healers declared it a mark of special destiny, believing that she had been touched by some wispy remnant of the vanished elven god.



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While she proved to be a precocious child, Amethyst's early life turned tragic when, in 111 AV, King Virduk's armies destroyed the few forsaken elf settlements in the area, Amethyst's among them. The Calastian invaders slew her parents before her eyes, and her brother's heroic sacrifice (he led the Calastians away from her hiding place before a Calastian knight gutted him) enabled her escape.

Raised by a small elven band that had survived Virduk's genocide, Amethyst grew up with a deep hatred of humans in general and Calastians in particular. Encouraged in this bigotry by survivors of Calastian atrocities, she ultimately decided that humans were no better than the titanspawn they had fought and were perhaps even worse, because humans falsely claimed to follow the gods while their actions proved they were more likely the titans' progeny.

Like most of her race, Amethyst proved to be a skilled scout and hunter, but she soon directed her hunting skills at her chief enemies — the Calastians. Working sometimes alone and sometimes with bands of forsaken elves, she killed humans without regard for their guilt or innocence. So far as she was concerned, all humans were equally culpable in the death of her family and the destruction of her homeland.

She continues her mission today, operating within both Calastia and its tributary states; haunting isolated highways, dark forests and mountain passes; striking like a shadow, slaying her quarry then

vanishing. She has *earned* the nickname "Virduk's Bane," and Calastians have placed a reward of 5,000 gp on her head. But she does not limit her hatred to the king and his ilk. Most Calastians naively believe that Virduk's Bane is just a renegade elf seeking vengeance for her people's suffering; few suspect the depth of Amethyst's antipathy or her venomous animosity against the human race in general.

Roleplaying

Amethyst is not truly evil — at least from her perspective. She mercilessly slays humans, but in her mind this extermination is no different than ridding the land of an orcish band or troll nest. She never speaks to humans; she either attacks or flees. She treats other elves and nonhumans with distant respect, but even other forsaken elves, who have themselves witnessed the horrors wrought by King Virduk, find her cold and disturbing.

Combat

Amethyst's natural Move Silently skill (+12) and her boots *ofelvenkind* (+10 circumstance bonus) give Amethyst a bonus of +22 to her Move Silently skill, making her a stealthy foe indeed. She prefers to attack from 30 feet or closer to best use her Point Blank Shot and Rapid Shot feats — unleashing three arrows in the first round against her unsuspecting foes. She then uses her Hide and Move Silently skills to vanish without a trace.

Andelais

Class/Level: Druid 4/Incarnate 5

Sex/Race: Male half-elf (wood elf)

Height/Weight: 5'9"/136 lbs.

Challenge Rating: 9

Hit Points: 77

Initiative: +2 (Dex +2)

Speed: 30 ft.

Armor Class: 14 (Dex +2, *bones of protection* +2)

Attack: +8 (+10)7+3 (+5) (*fey staff*); +8/+3 (dart)

Damage: 1d8+2 (*fey staff*); 1d4+1 (dart)

Special Attacks: As per Pastlife Forms

Special Qualities: Baseform, Domain (animal), Fixed Alignment, Kelder's Might Tattoo, Nature Sense, Pastlife Form (x3), Reincarnate, Resist Nature's Lure, Spontaneous Casting, Trackless Step, Venom Immunity, Woodland Stride

Alignment: Neutral

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

Abilities: Str 12, Dex 15, Con 16, Int 14, Wis 16, Cha 15

Skills: Animal Empathy +?, Climb +1, Concentration +?, Handle Animal +4, Heal +6, Intuit Direction +4, Knowledge (nature) +?, Listen +2, Profession (brewer) +4, Ride +2, Search +1, Sense Motive +2, Spellcraft +5, Spot +3, Swim +5, Wilderness Lore +5.

Feats: Brew Potion, Combat Casting, Inscribe Magical Tattoo, Quicken Spell

Baseform (Ex): Andelais may choose any of his lifeforms (dire lion, nixie, scythe falcon or wood elf) to be his baseform. Thereafter, the remaining forms are those he may assume once each per day, and the baseform is the one to which he reverts.

Domain (Ex): Andelais may prepare any spells from the domain of Animal in lieu of druid spells.

Fixed Alignment (Ex): No effect of any kind can alter Andelais' alignment from true neutral.

Kelder's Might Tattoo (Sp): This stylized tattoo on the elf's chest confers the spell *stoneskin* (7th caster level) once per day. Side effect: Dex -4 and base movement is halved while the tattoo's power is active. This tattoo was a gift to Andelais when he was discovered to be an Incarnate.

Nature Sense (Ex): Andelais can identify plants and animals with perfect accuracy.

Pastlife Forms (Ex): Once each day, Andelais may assume any of the following forms: dire lion, nixie and scythe falcon. Each transformation into one of these forms and each transformation back to his baseform allows Andelais to recover hit points as though he had rested for a day.

Pastlife Form (dire lion) (Ex): See *core rulebook HI*, p. 57. Andelais has yet to return to the lands where he most likely spent his pastlife in this form: southern Termana. When Andelais assumes the form of the dire lion, Ghelspad's scents seem alien to him. He is most anxious to visit the lands where he might feel at ease in this form and perhaps recall something of that pastlife as well.

Pastlife Form (nixie) (Ex): See *core rulebook III*, p. 172. Andelais most completely recalls his pastlife as a female faerie, and it seems to have been a rare idyllic time for him. The lake where "she" lived is now gone, destroyed during the course of the Divine War, but with the help of old elven maps, Andelais was able to place the lake southwest of the Ganjus in the now-dangerous territory between the Hornsaw Forest and the Stricken Woods. It came as no surprise to Andelais that the family who owned and treasured the old maps he borrowed had, in reality, descended from an elven hunter who frequented the area surrounding that lake — a hunter whom Andelais can

clearly recall seducing! Whether this family possesses some fey blood in its elven veins is not something Andelais has pursued, although the incarnate has again caught the family's eye: this time, an elf maiden newly initiated to the Jordeh.

Pastlife Form (scythe falcon) (Ex): See **Creature Collection**, p. 165. Andelais is convinced that this pastlife was one of his most recent: as he circled the Kelders (where he believes he lived during that pastlife), the Sky Keep Ruins particularly fascinated him. In fact, when sleeping in this form, Andelais invariably wakes recalling visions of the keep's crash. He awaits a time when he and his friends, Katonis and Meerlah (who have promised to accompany him), have the best chance of surviving the perils around the ruins. Andelais feels that he was a bird at that time to best witness Sky Keep's destruction, but he does not yet recall that which Denev meant for him to gain from the experience.

Reincarnate (Ex): Andelais will automatically reincarnate one week after death as a newborn. Spells such as *raise dead* will work for only one week following his death.

Resist Nature's Lure (Ex): Andelais gains a +4 bonus to savings throws against the spell-like abilities of fey beings.

Spontaneous Casting (Ex): Just as a cleric may spontaneously cast a *cure* spell instead of some other prepared spell, Andelais may spontaneously cast any spell from the Domain of Animal instead of a prepared spell of the same level.

Trackless Step (Ex): In natural areas, Andelais leaves no trail and cannot be tracked.

Venom Immunity (Ex): Andelais is immune to all organic poisons.

Woodland Stride (Ex): No natural terrain (thorns, briars, etc.) can impede Andelais from his normal movement speed.

Tattooed Items (Sp): Andelais is covered by an often-shifting pattern of tattoos because he uses the spell *tattoo item** on himself. Typically, his small *dweomer crystal** is thusly tattooed (the large crystal proved far too powerful to affect with this spell). The other two items currently tattooed are a *potion of cure critical wounds* and a *potion of divine wisdom*.

Possessions: *Fey staff*, *bones of protection*, *Meerlah's song crystal*, small *dweomer crystal* (7 charges), *swarm circlet*, *Tanil's fox* (typically not carried with him), *medallion of repose*, various dried and fresh herbs, 12 darts, 4d4 *goodberries* (asper the spell), whittling knife, 10 bird call whistles (various birds), a handful of assorted coins, 100 gp emerald and 500 gp diamond (the latter has been stolen and recovered twice now, and Andelais is somewhat loathe to actually spend such a lucky charm).

Druid Spells Prepared (6/5/5/4/2/1):

0 — *Create water*, *detect magic* (x2), *light*, *read magic*, *shockwave**

1st — *Calm animals*, *cure light wounds*, *detect snares and pits*, *invisibility to animals*, *Salamar's quiet contemplation**

2nd — *Charm person or animal*, *circle of sounds**, *frog tongue**, *resist elements*, *speak with animals*

3rd — *Cure moderate wounds*, *Ganest's farstrike**, *spike growth*, *wall of hornets**

4th — *Cure serious wounds*, *dispel magic*

5th — *Summon nature's ally V*

Background

Bom of a Veshian man and a Vera-Tre elf-maiden, Andelais spent his early years primarily within the great forest known as the Ganjus. Because he embodied characteristics of his parents' respective races, Andelais somewhat bewildered his elven elders. Nevertheless, he was an adept student and clearly interested in the safekeeping of both the

THE WISE AND THE WICKED

Ganjus and the elves' secrets, so the elders viewed his passions and curiosities more as eccentricities than as problems. As he matured, Andelais developed a serious and reflective side that put the elders even more at ease, and that's when they allowed him to study with the Jordeh, the druids of Vera-Tre.

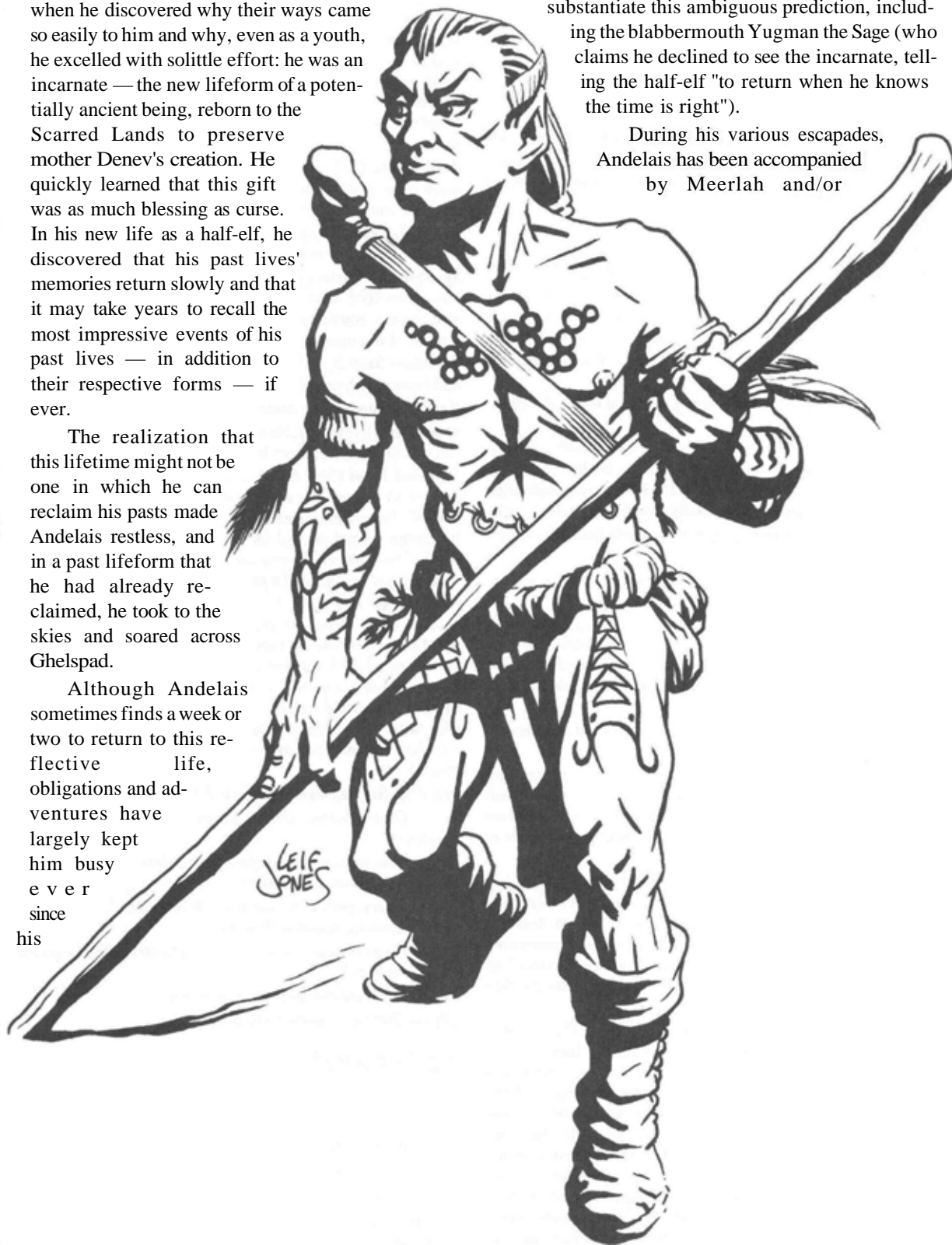
He was but a few years among the Jordeh when he discovered why their ways came so easily to him and why, even as a youth, he excelled with solittle effort: he was an incarnate — the new lifeform of a potentially ancient being, reborn to the Scarred Lands to preserve mother Denev's creation. He quickly learned that this gift was as much blessing as curse. In his new life as a half-elf, he discovered that his past lives' memories return slowly and that it may take years to recall the most impressive events of his past lives — in addition to their respective forms — if ever.

The realization that this lifetime might not be one in which he can reclaim his pasts made Andelais restless, and in a past lifeform that he had already reclaimed, he took to the skies and soared across Ghelspad.

Although Andelais sometimes finds a week or two to return to this reflective life, obligations and adventures have largely kept him busy ever since his

rumored encounter with the Grey Monk somewhere within the Kelders during his first journey there. A renowned hermit, the Grey Monk hinted to Andelais that the young half-elf was in the process of "rebecoming" (the monk's word) a hope for the land. Word of Andelais' alleged importance has spread because Andelais sought out other wise men to substantiate this ambiguous prediction, including the blabbermouth Yugman the Sage (who claims he declined to see the incarnate, telling the half-elf "to return when he knows the time is right").

During his various escapades, Andelais has been accompanied by Meerlah and/or



Katonis and has, at times, worked in tandem with the Behjurian Vigil. He participates in such adventures as much for his own personal discovery as to assist others — motivations about which Andelais is forthright and apparently un-self-conscious. The bard Meerlah sometimes sings a song of Andelais when she is among those who know the young half-elf; in the song she quotes Andelais: "It is not for myself that I seek to know me, but for the wisdom I gain for all."

Roleplaying Notes

Andelais can be both playful and serious, though rarely the former among strangers (unless they are strikingly attractive females). As he grows older and wiser, Andelais is increasingly troubled by the Scarred Lands' problems. While he prefers opportunities to philosophize, mulling matters over for a while, he can act decisively or even rashly when circumstances call for immediate action.

Strangely, Andelais is both resigned to and confident in his own fate. He knows that many people expect much of him — and have done so even before there was the suggestion that he is the reincarnation of some great individual. Andelais' belief in his greater destiny sometimes troubles him, because it may affect

those for whom he cares, but his certainty also gives him a sense of peace. He willingly exists in the moment and savors it; whatever the future holds may be inevitable and forever remove him from the life he's always known.

Combat

When traveling alone, Andelais rarely engages in combat, unless something or someone requires his assistance. He prefers to play a supporting — but not submissive — role in combat. If he can stay on the conflict's sidelines and help direct it, then so much the better for him and usually for his allies as well. Especially when fighting alongside his good friend Katonis, Andelais will use spells such as *shockwave*, *spike growth* or *wall of hornets* to harass their opponents and limit the number of foes Katonis must face at a time.

If directly threatened, Andelais will try to keep opponents at bay by summoning help, using a spell such as *summon nature's ally V* or by charming a foe to defend him.

Andelais is no coward, though, and will wade into battle when necessary. His dire lion pastlife form is has taught many foes a permanent lesson.

Bones of Protection

Description: These five small bones are the leg and toe bones of various mammals, and Andelais has had them pierced into his abdomen. Rumors suggest that a brood of cavern haglings, which Andelais encountered early in his journeys, used these bones for casting fortunes. However, the half-elf has not yet determined whether the bones actually afford any benefit to seeing the future. Instead, he wears them for their protective properties.

Powers: When all five bones are proximate to each other, they confer a +2 bonus to hit point, armor class and Fortitude saves. (These bonuses are included in the statistics above.)

Caster Level: 5th

Prerequisites: Craft Wondrous Item, *barkskin*, *guidance*, *virtue*

Market Price: 8,000 gp

Cost to Create: 4,000 gp + 320 XP

Weight: 0 lb.

Fey Staff

Description: A fey princess who still lives near the woodlands surrounding Vera-Tre awarded this staff to Andelais. Andelais evidently accepted and met her open challenge to clear her grove of *all* the broken sticks and limbs left by a great storm that blew through the area. The princess offered this staff to whoever could do the work in one hour. Those who failed had to replace all that they had cleared. After many had failed, Andelais succeeded by putting the sticks to work gathering themselves up, using the spell *Sethtel's stick servant**. How Andelais and the fey princess occupied themselves during the hour is a matter of speculation.

Powers: The fey staff is a +1 *quarterstaff*. Additionally, the staff allows its wielder to cast *faerie fire* as a free action upon any target hit with the staff. Thereafter, the staff's wielder gains an additional +2 to hit the affected target.

Caster Level: 5th

Prerequisites: Craft Magic Arms and Armor, *faerie fire*, *shillelagh*

Market Price: 13,300 gp

Cost to Create: 6,650 gp + 532 XP

Weight: 5 lb.

Medallion of Repose

Description: An unknown benefactor gave this medallion to Andelais when word began to spread that there was something significant in the incarnate's past that needed recalling. The medallion is a simple piece of beaten copper into which is set three colored crystals: one each of blue, red and green. The incarnate wears this medallion about his neck on a simple leather thong.

Powers: When the wearer gazes deeply into the medallion's crystals, he may evoke any of the following powers:

- An effect as per the spell *mind over matter** once per day.
- An effect as per the spell *perfect recollection** once per week.
- An effect called *healing sleep* that approximates the spell *sleep of the dead** once per year. When used, the wearer's condition exactly matches the effects of this spell; however, the effect may be commanded to persist as long as three months. Additionally, if the effect persists for at least one month, when the wearer awakens, he will be completely healed of any injuries not suffered within the past week; free of any temporary attribute damage; and healed of any disease, poison or mental impairment that might affect him.

Caster Level: 11th

Prerequisites: Craft Wondrous Item, *heal*, *mind over matter*, *perfect recollection*, *sleep of the dead*

Market Price: 66,000 gp

Cost to Create: 33,000 gp + 2,640 XP

Weight: 4 oz.

Swarm Cirlet

Description: This beautifully designed silver half-crown is worn about the back of the head. The ends, which extend to just over the ears, are finely engraved; one side features the picture of an ant, the other a hornet. Andelais claimed this so-called cirlet from a druid of Khet whom he recently bested. The powers listed below are those that Andelais knows about, as the Khetish druid used them against the incarnate.

Powers: The swarm *cirlet's* wearer may activate many powers that include the following:

- Once per day the wearer may summon swarm (as per the spell). This power calls only ants or hornets.
- Once per week, the wearer may herself transform into a swarm having the same qualities as described in the spell *summon swarm* (e.g., inflict 1 point of damage on anyone she surrounds if he tries

to fend off the insects, move at 30 feet if an ant swarm or 90 feet if a hornet swarm, take damage only from fire and damaging area effects). Of special (and dangerous!) note: if the wearer is slain while still in insect form, her "body" is dispersed and resurrection is possible only by first using a wish or similar spell.

Caster Level: 9th

Prerequisites: Craft Wondrous Item, *polymorph self*, *summon swarm*

Market Price: 33,750 gp

Cost to Create: 16,875 gp + 1,350 XP

Weight: 1 lb.

Tamil's Fox

Description: This crude statue of an animal that only vaguely resembles a fox is a truly ancient item. Whether its magic is nearly exhausted from use or the passage of time is unknown; it currently retains very little power. Andelais recovered the statue when Katonis and he defeated an undead Albadian shaman who mysteriously arose and began battling as though the Druid War had never ended. Andelais surmised that the shaman was a pool soul who had died aiding the Amaltheans but been brought back to a state of unlife by the druids of Khet. Pieces of wood lashed together in a doglike shape, capped with a poorly sculpted head similarly attached to the frame, constitute the item.

Andelais has used this item once since acquiring it—an experience so emotionally painful that he is unlikely to use it anytime soon. However, he has offhandedly commented that someday he might simply become a fox again and disappear as only a Tamil's fox can.

Powers: This ancient object retains only two charges. Using a charge transforms whoever gazes into the crude fox's eyes into a Tamil's fox (see *Creature Collection*, p. 196). This transformation may persist as long as the individual likes, although the change back must be consciously made while in fox form—which is dangerous, because each month spent in this form carries a cumulative 10% penalty that the individual's diought processes will become a fox's. Therefore, after 10 months as a Tamil's fox, the affected individual will automatically lose all intelligent thought and remain a fox for the rest of his life.

Caster Level: 9th

Prerequisites: Craft Wondrous Item, *polymorph self*

Market Price: 10,000 gp

Cost to Create: 5,000 gp + 400 XP

Weight: 10 lbs.

MajorArtifact

Meerlah's Song Crystal

Description: Anyone to whom Andelais has told the story has kept it secret, so no one knows with certainty where Andelais acquired what is said to be the largest *dweomer crystal** ever uncovered. Yugman the Sage (ofcourse) claims to know much of this great shard's history, but even he has not revealed the shard's origins. No one even knows where the incarnate hides the "artifact" — as this item is great enough to be called. People have seen Andelais carry it a handful of times, but the disparate sightings do not correlate with a location or direction.

In truth, Andelais recovered the crystal a short time after his clandestine meeting with the so-called Grey Monk. Perhaps the monk entrusted the crystal to Andelais or directed the half-elf to its resting place?

The crystal is three feet long and a bit more than three inches thick at its widest point, tapering a bit toward each end. Semi-opaque, it is just transparent enough to suggest that there are small objects trapped within it, like insects in amber.

Andelais named the artifact soon after he recovered it. He was showing it to the bard Meerlah (a friend rumored to be a sometime-lover, though such a claim is made of many of their respective associates), and it began to vibrate in her presence when she sang. Proceeding carefully so as to not break it, which would unleash a terrible explosion, so far as such crystals are understood, Meerlah found her voice to be stronger and truer.

Andelais knows only the crystal's bardic property and its nature as a *dweomer crystal*; he keeps the artifact well-concealed and guarded deep within the Ganjus.

Powers: The so-called song *crystal* is indeed Ghelspad's largest known *dweomer crystal*. It contains well over 100 charges, which can be used as per a "normal" *dweomer crystal*. Additionally, the crystal has a number of sound-related properties:

- Any bard using bardic magic within 40 feet of the crystal is randomly affected by Id3 of the following metamagic feats (roll d10): J -2: Empower Spell, 3-4: Enlarge Spell, 5-6: Extend Spell, 7-8: Heighten Spell, 9-10: Maximize Spell. Treat Heightened Spells as though the spell were two levels higher than normal.
- At will, the crystal may be used to dispel any sort of magical silence.
- Once per day the bearer may command the crystal to emit a disconcerting noise that affects everyone within 40 feet (except the bearer) as per the spell phantom's *howl**.
- Once per week the crystal may vibrate and emit an unnerving noise that acts like the spell *power word stun* upon anyone within 20 feet of it (excluding the crystal's bearer).
- Once per year the bearer may command the crystal to emit a *wail of the banshee* (as per the spell).

Anteas, Royal Grand Vizier, Master of the Calastian Battle-Mages

Class/Level: Fighter 5/Wizard 15

Sex/Race: Male human

Height/Weight: 5'2"/145 lbs.

Challenge Rating: 20

Hit Points: 77

Initiative: +7 (+3 Dex, +4 Improved Initiative)

Speed: 30 ft.

Armor Class: 21 (+1 Dex, +5 *robe of the archmagi*, +5 *ring of protection*)

Attack: +21/+21/+16/+11 (*Anteas' mageblade*)

Damage: 1d8+9/1d8+9 plus *flametongue* and *Frost* (*Anteas' mageblade*)

Special Attacks: Spells

Special Qualities: *Globe of invulnerability* and Spell Resistance 23 (*Anteas' crimson warstaff*)

Alignment: Lawful evil

Saves: Fort +12, Ref +10, Will +14 (*robe of the archmagi*+1 to all saves)

Abilities: Str 16, Dex 16, Con 15, Int 19, Wis 17, Cha 16

Skills: Alchemy +22, Balance +2, Climb +8, Concentration +20, Diplomacy +2, Disable Device +7, Disguise +8, Escape Artist +4, Heal +1, Hide +1, Knowledge (arcana) +22, Knowledge (history) +20, Knowledge (nature) +6, Knowledge (religion: Chardun) +21, Listen +2, Perform +4, Profession (scribe) +13, Spellcraft +20, Spot +2, Swim +10

Feats: Ambidexterity, Brew Potion, Chain Spell*, Combat Casting, Craft Arms and Armor, Craft Staff, Craft Wondrous Item, Exotic Weapon Proficiency (two-bladed sword), Hide Spell*, Improved Initiative, Leadership, Quicken Spell, Scribe Scroll, Two-Weapon Fighting, Weapon Focus (two-bladed sword)

Possessions: *Amulet of life protection*, *Anteas' battleblade*, *beads of force* (6), *brooch of shielding*, *robe of the archmagi*, *iron bands of Bilarro*, *Keoghtom's ointment*, *ring of wizardry* (level 3), *ring of spell turning*, *ring of protection* +5, *pack of safekeeping**, *Woman candles* (6 of each kind)*.

Wizard Spells Prepared (4/5/5/5/5/4/3/2/1):

0 — *Daze*, *detect magic*, *detect poison*, *light*

1st — *Changeseif*, *charm person*, *flamebolt**, *identify*, *summon monster I*

2nd — *Darkness*, *ethereal bolt**, *Melf's acid arrow* x2, *mirror image*

3rd — *Fireball*, *haste*, *hold person*, *major image*, *mind raid**

4th — *Dimension door*, *improved invisibility*, *polymorph self*, *stoneskin*, *summon monster IV*

5th — *Cloudkill*, *cone of cold*, *dominate person*, *fabricate*, *feeblemind*

6th — *Acid fog*, *awaken lesser titan avatar**, *death blade**

7th — *Daggers of Vaul**, *finger of death*

8th — *Strength of Kadum**

Background

The child who later became one of Ghelspad's preeminent wizards was born "Asante Ameron" in the city of Vashon nearly a century ago. Young Asante's father, Sir Lokai Ameron, was slain in battle when his son was only two years old, leaving Sir Lokai's wife Tannia to raise the boy.

Tannia indulged her son, denying him nothing. Asante grew up spoiled, expecting instant fulfillment of his every wish. When Asante was seven, however, he witnessed his mother's death from a stroke and found himself in the care of his uncle, Khird, Lokai's older brother.

Khird had no love for his nephew and placed the child in a Calastian orphanage under the name "Anteas," an anagram of Asante's real name. The rest of the family tacitly agreed to never again mention the boy, and Khird himself fortuitously inherited his late brother's entire estate.

The orphanage might not truly have been hell, but to Anteas it was close. Still mourning his mother, the boy suffered fearfully at the hands of the other orphans, who beat and tormented him without mercy. One night, while lying curled in his bed, weeping and nursing his injuries, Anteas heard his mother's voice calling to him. He followed the ghostly voice to the orphanage's chapel, and there beheld a fearsome sight.

Three men stood in darkness, all hooded and wrapped in dark robes. One read aloud from a leather-bound book; the other two made arcane gestures. Anteas noticed that each wore a medallion around his neck; it depicted a blood-covered golden scepter crowned with a thorny wreath, which the boy instinctively recognized as the god Chardun's symbol. Suddenly, the entire room was bathed in eerie green light. Awash in the sickly luminescence, Anteas had a vision:

A mighty warrior clad in gore-splashed white appeared, speaking to the three robed men. This figure, the boy knew in his heart and soul, was Chardun himself — Slaver, Overlord, Lord of Conquest, Avarice and Pain. When the god turned his terrible visage to gaze upon Anteas, the boy feared his heart would stop.

But it did not. Instead, the god smiled and bade the boy draw nearer.

"You have strength in you, boy." The deity's deep, resonant voice echoed through the chapel and within Anteas' own mind. "You have been ill-used, and you know anger. But your anger can become your weapon. I will teach you, boy. I will teach you the value of pain, the strength of loss, the nobility of death. Accept my teaching, boy, and you shall become the greatest of my mages, and your pain will be avenged."

The boy had no choice but to agree. He knew: this was his destiny!

So Chardun's priests conducted the boy who had been Asante Ameron to the citadel of the Calastian Battle-Mages. There, after years of strict mental and physical discipline and arduous training in the most arcane and terrible magical arts, the weak boy Asante

died forever; in his place arose Anteas, warrior and master battle-mage.

As the years passed, misfortune and tragedy plagued those who had tormented young Asante. Several boys from the orphanage died under mysterious circumstances (one was torn to pieces by an unseen assailant, another went mad and flung himself from a tower, still another committed suicide by slashing himself repeatedly with a dagger). Asante's treacherous uncle Khird seemingly vanished without a trace; many years later his desiccated corpse was discovered, chained up and walled into a corner of the family manse's wine cellar.

As horror and death tracked his enemies, so did wealth and power gravitate to Anteas. Within a decade, he had become an advisor to King Korlos, and when Vizier Hammen Thorkalis perished from a mysterious, wasting disease, the monarch appointed Anteas as Thorkalis' successor.

The new vizier made a point of befriending Prince Virduk, an angry and hateful boy who reminded Anteas of himself in younger days. Knowing full well that a timid exterior might hide the heart of a bold ruler, Anteas made certain that he became the boy's prime tutor and trained Virduk in governance, diplomacy, history and politics. Increasingly convinced that King Korlos was a weakling, leading his nation to ruin, Anteas began to subtly influence Virduk, turning him against his father.

For his part, Virduk grew enormously fond of his tutor. After a few years, Anteas' tutelage and manipulation finally bore fruit when Virduk slit his father's throat and wrested the crown from the king's head. Through that long, dark night, as

Virduk's allies slaughtered King Korlos' supporters and as loyalist nobles died in their beds, Anteas felt pride and satisfaction. Here, he thought, was a gift sure to please his lord Chardun!

Years passed, and Anteas and King Virduk grew closer. Anteas prevented others from gaining the king's friendship and confidence and maintained his own power through the use of a spy network, which included the wizard Tevikk, whose *Tevikk's creeping eye** spell helped gather many embarrassing facts about Anteas' rivals.

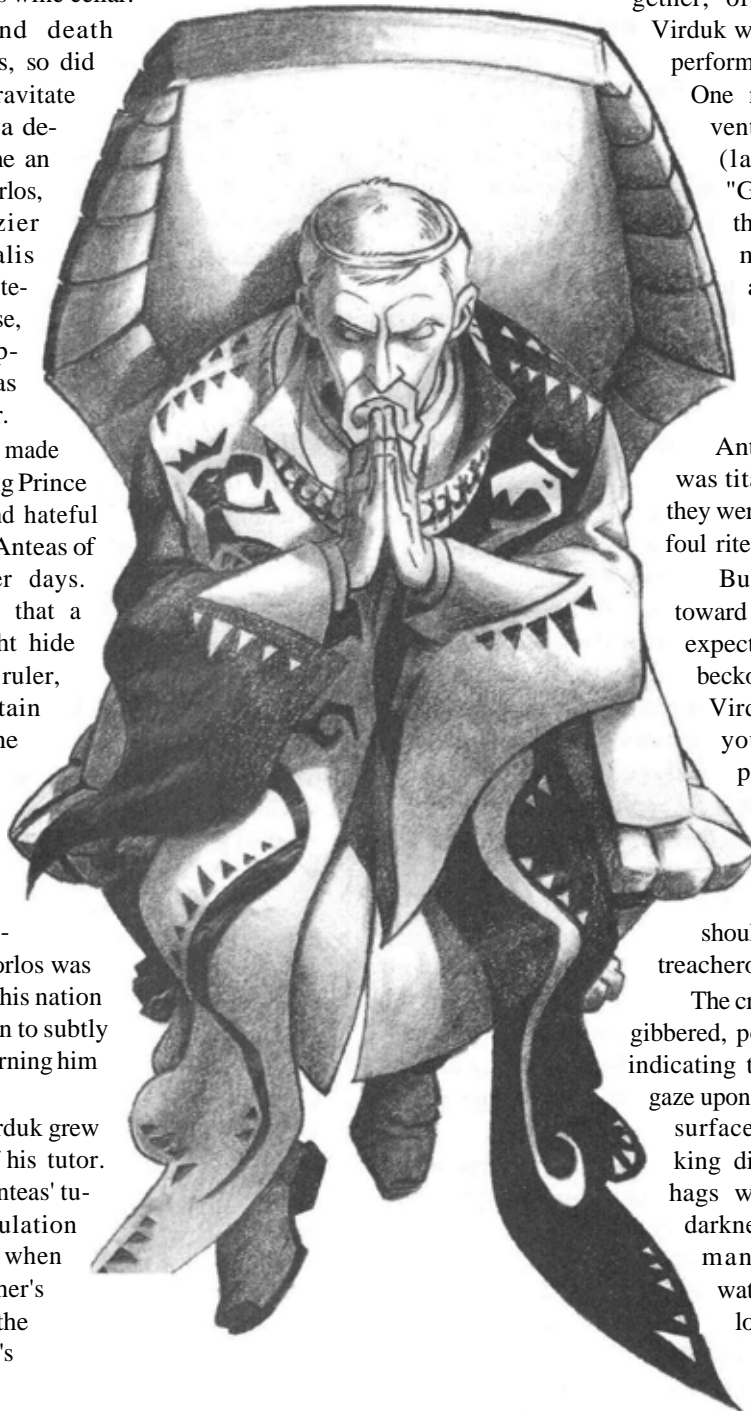
Virduk and Anteas often traveled together, often at night, and Virduk would watch Anteas perform his darkest rituals.

One night, as the pair ventured into a forest (later renamed "Geleeda's Grove"), they spied a trio of moon hags, cackling and chanting as they danced about what looked like a large well, filled to overflowing with blood.

Anteas knew that this was titan's blood and that they were witnessing a truly foul rite.

But the hags looked toward the pair, as though expecting them; one hag beckoned, calling King Virduk by name. The young monarch approached, with Anteas following at a safe distance, prepared to cast his battle spells should the hags prove treacherous.

The creatures cackled and gibbered, pointing at the well, indicating that Virduk should gaze upon its glossy, sanguine surface. Hesitantly, the king did so, even as the hags withdrew into the darkness, still laughing maniacally. Anteas watched as his friend looked into the blood well. At first, the king smiled broadly, but



then his face distorted into an expression of horror and dread, and he screamed like a damned soul.

Anteas hastened forward, but Virduk drew his sword and dashed into the darkness, chasing the vanished hags. It took Anteas long, tense minutes to find the king. When he did, Virduk's face was still twisted with hate and fear as he hacked ferociously at the three hags' severed heads, which still laughed and chattered even as he chopped and stabbed them. Quickly, Anteas teleported them both from the forest, and they made their way to the king's nearby manse in shocked, horrified silence.

To this day, Anteas does not know what the king saw that night. Bound together by the experience, however, the two became inseparable. On the day following the vision, Virduk promoted his friend to the position of Grand Vizier, granting Anteas enormous power and influence. To this day, Anteas serves his king loyally, though he has never stopped wondering about Virduk's vision and what it portends for the future.

For years, Anteas' position was unchallenged. King Virduk's queen sickened and died, afflicted by an illness similar to that which had killed Thorkalis. A few months later, however, King Virduk introduced a beautiful, pale-skinned foreigner to his court: Geleeda, an Albadian sorceress, and Virduk's bride-to-be.

For the first time in decades, Anteas was surprised. Where had this exotic beauty come from, and why had Virduk chosen her? A seasoned politician and schemer himself, Anteas knew there was more to this young woman than met the eye. Yet, he also detected power in her — power that might prove troublesome should she become his enemy. Accordingly, Anteas has endeared himself to the new queen, while simultaneously gathering what information he can about her past and her abilities.

Geleeda manipulated the court like a seasoned courtier, and her circle of supporters soon grew to include some of Anteas' own battle-mages. Those battle-mages who too openly supported their queen quietly disappeared or met with unfortunate accidents, allowing Anteas to maintain control of the organization. Within a few months of the king's marriage, Anteas knew that the queen was a dangerous woman with dark powers whose exact nature eluded even him.

Anteas and the queen maintain the appearance of a cordial relationship, but neither has any illusions about the other's intentions. The queen seeks ultimate power, while Anteas seeks to keep Calastia out of her clutches, preferring even a weak puppet ruler to a foreign witch with obscure and unknown plans for the kingdom. Anteas suspects that there is a hidden meaning to Virduk's gift to his bride, for it was in the depths of Geleeda's Grove that they had encountered

the hags, the blood well and its mysterious and terrifying visions.

Anteas nurses the hope that King Virduk will realize his wife's true intentions, but is currently unable to move directly against her for fear of sparking a Calastian civil war. Anteas wishes to locate and investigate the blood well, but so far King Virduk has refused to fund or support such an expedition, let alone discuss the place.

Anteas' position offers him great flexibility. He often leaves the kingdom on secret missions with his battle-mages; for a time, he led an adventuring group known as "Virduk's Fist." Anteas periodically receives visions from Chardun, charging him with quests that further the Slaver's cause. But Anteas makes his home in the palace at Vashon, beside his king, serving Calastia and its ruler with ferocious, unwavering loyalty. He travels less frequently these days, preferring to remain at home to better keep an eye on scheming Geleeda.

Which is not to say the grand vizier has been idle. Among his best-known accomplishments are his creation of *Feltor's red*, the *staff of Hornsaw Wood*, the rediscovery of the secret to creating *Nomari candles* and the deadly *daggers of Vault* spell.

Today, as Anteas reflects on the events of his long life, memories of his mother and her death trouble him. Who, he wonders, really killed her? Did Chardun, or did he? For all his power and influence, Anteas worries over an uncertain future.

Roleplaying Notes

Anteas never acts without absolute certainty. His loyalty to both King Virduk and Calastia is so strong that he would do just about *anything* in their defense. He will unhesitatingly eliminate rivals, sacrifice innocents and even make pacts with the powers of darkness for Calastia's sake. That he is not usually required to do so has not dampened his enthusiasm or willingness to win by any means necessary.

Anteas' keen mind and sharp intellect never miss a detail, and though he is well into his ninth decade, Anteas remains one of the most cunning minds of Ghelspad. He is ever vigilant for treachery, assassins, foreign operatives and revolutionaries. He is an expert at determining people's true motives — a fact that has saved King Virduk's life more than once.

Though honor-bound to serve his liege, Anteas nevertheless highly distrusts his new monarch, Queen Geleeda. Though convinced that Geleeda does not have the best interests of Calastia at heart, Anteas is unable to penetrate the web of followers and deceptions that she has woven around herself. Anteas believes Geleeda is the greatest threat facing the kingdom. Behind the smiles that both he and Geleeda

display at court and in public are drawn daggers, and both know that theirs is a fight to the death, fought behind the scenes and in secret.

Loyal and lawful, Anteas will not tolerate betrayal. When his own aide, the wizard Tevikk, allied himself with Geleeda, Anteas immediately sent him to Chardun. To this day, Geleeda remains suspicious of the fire that devastated a wing of her private residence, especially as her secret lover and ally Tevikk perished in the blaze; she knows she need not look far for the prime suspect.

Combat

Despite his age, Anteas remains a potent weapon on the battlefield. Schooled in strategy, tactics, command and leadership, Anteas always reads a battlefield carefully, mentally cataloging how to use its location, terrain, weather and other features to his advantage. If the field lacks advantageous features, he will create his own — walls of fire, stone or iron can appear unexpectedly in the midst of battle, clouds of fog

envelop foes, and protective spheres cover vital positions when the enemy attacks. Shunning flashy, ostentatious magics, Anteas prefers speed and efficiency. Aided by a dozen or so high-level battle-mages, Anteas' presence can easily doom any opposing army.

Loath to waste energy, Anteas uses spells to take his foe's measure, starting with low-level castings before moving to more powerful spells. He has pioneered several unorthodox tactics: conjuring a *wall of iron* in the middle of a battlefield then casting a lightning *bolt* upon it as the enemy tries to clamber over it and using multiple castings of his dig spell to form holes in the battlefield that trap cavalry and heavily armored warriors.

Until recently, as his health and strength begin at last to fail, Anteas was unafraid of close combat, often using his deadly *battleblade* against especially recalcitrant foes. Now, he leaves melee fighting to younger battle-mages or more experienced fighters.

Anteas' Battleblade

Description: Anteas created this weapon himself and carries it with him as a personal sigil. Normally, it resembles a two-foot-long rod, engraved with tiny images of dragons and magical runes. When a command word is uttered, blades spring out from either end of the rod, transforming it into a double-bladed sword. Each 20-inch-long blade is engraved with the coils of a black dragon.

Powers: When its blades are deployed, Anteas' *battleblade* functions as a +5 *two-bladed* sword. The sword's action has been magically enhanced, so deploying the blades is a free action. Automatically, once the blades are extended, the left blade bursts into flames, acting as a *flametongue*, and the right glows with icy energy, acting as a *frostbrand*.

Anyone except Anteas who holds the weapon is affected as if by an *energy drain* spell cast at 18th level. This effect takes place each round the weapon is held.

Caster Level: 18th

Prerequisites: Craft Magic Arms and Armor, *energy drain*, *flame blade*, *ice storm*, *protection from elements*

Market Price: 86,700 gp

Cost to Create: 43,550 gp + 3,468 XP

Weight: 15 lb.

Minor Artifact

Anteas' Crimson Warstaff

Description: This powerful item seems crafted from gleaming red glass, with tiny runes of power carved across its surface. It vaguely resembles a serpentine red dragon, with its head at the top and its tail twisting gracefully downward. Anteas labored on this staff for many years and considers it his greatest achievement.

Powers: The crimson *warstaff* contains 50 charges (see the breakdown below) and conveys the following powers on its user:

- At will (no cost): *Continual flame*, *detect magic*, *enlarge*, *light*, *mage armor*, *mage hand*, *ray of frost*, *read magic*
- 1 charge: *Fireball*, *cone of cold*, *dispel magic*, *ice storm*, *magic missile*, *lightning bolt*
- 2 charges: *Chain lightning*, *iron storm*, *stoneskin*, *telekinesis*, *teleport without error*, *wall of fire*, *wall of iron*
- 3 charges: *Daggers of Vault*, *delayed blast fireball*
- When he holds the crimson *warstaff*, a *globe of invulnerability* always protects the wielder, giving him a Spell Resistance of 23.

The crimson *warstaff* has 50 charges, and Anteas can instantly recharge it at any time by sacrificing one hit point per charge. Damage taken in this manner is healed normally. All spells are treated as if cast by a 13th level wizard.

Ariniei, Swan Knight of Ghelspad

Class/Level: Paladin 16

Sex/Race: Female human

Height/Weight: 5'9"/165 lbs.

Challenge Rating: 16

Hit Points: 147

Initiative: +6 (+2 Dex, +4 Improved Initiative)

Speed: 20 ft.

Armor Class: 25 (+1 Dex +1, +10 *armor of Orana*, +2 shield, +2 *Oroladis*)

Attack: +23/+18/+13/+8 melee

Damage: 1d8+6 (*Oroladis*) or 1d8+3 (lance)

Special Attacks: Smite Evil, Turn Undead

Special Qualities: Aura of Courage, Detect Evil, Divine Grace, Divine Health, Holy Chastity, Lay on Hands, Remove Disease

Alignment: Lawful good

Saves: Fort+19, Ref+17, Will+16

Abilities: Str 16, Dex 14, Con 16, Int 11, Wis 16, Cha 20

Skills: Concentration +8, Craft (weaving) +3, Diplomacy +9, Handle Animal +15, Heal +?, Knowledge (religion: Corean) +2, Knowledge (religion: Madriel) +7, Listen +6, Profession (guide) +4, Ride (horse) +17, Sense Motive +5

Feats: Extra Turning, Improved Critical (longsword), Improved Initiative, Iron Will, Lightning Reflexes, Mounted Combat, Weapon Focus (longsword)

Aura of Courage (Su): The Swan Knight is immune to fear. Allies within 10 feet gain a +4 morale bonus to saves against fear effects.

Detect Evil (Sp): Ariniei can detect evil as a spell-like ability at will.

Divine Grace (Su): Ariniei applies her Charisma modifier as a bonus to all saving throws.

Divine Health (Su): Ariniei is immune to all diseases.

Holy Chastity (Su): The Swan Knight cannot be involuntarily seduced by any being.

Lay on Hands (Sp): The Swan Knight can restore 80 hp per day.

Remove Disease (Sp): Ariniei can remove disease five times per week.

Smite Evil (Su): Once per day, Ariniei can smite evil with one normal melee attack. Adds +5 to attack roll and +16 hp to damage in addition to Strength, magic or other damage bonuses.

Turn Undead (Su): Ariniei can turn undead eight times per day as a 14th level cleric.

Possessions: *Oroladis*, *armor of Orana*, *pennant of Orana*, *amulet of peaceful repose*, +1 *masterwork shield* (small, steel), *maiden of weaponcall* (stored within: masterwork longbow, two +1 *masterwork daggers*, masterwork heavy lance), 50 arrows, backpack with waterskin, seven days' trail rations, bedroll, sack, flint and steel, hooded lantern, seven pints of oil, gem-encrusted holy symbol of Madriel.

Paladin Spells Prepared (4/3/3/2):

1st — *Ephod of melee**, *gaze of truth*, *holy beacon**, *protection from evil*

2nd — *Limbs of endurance**, *resist elements*, *shield other*

3rd — *Cure moderate wounds*, *heart of valor**, *prayer*

4th — *Death ward*, *ironheart**

Background

Of the goddess Madriel's worshipers, the champion Orana was said to be the fairest and wisest. Dedicated to defending the weak and especially the Titanswar's female victims, Orana gained a reputation as a stern but merciful servant of the goddess. Since Orana's departure from Scarn (some say that she ascended into the heavens and today sits at Madrid's right hand), a series of female champions succeeded her, each answering the goddess' call and taking up Orana's swan sigil. Only a single swan knight exists at a time, and today Ariniei serves that role. Like all of her illustrious predecessors, she worships Madriel, a neutral good goddess, but is lawful good and wields a paladin's powers.

Like her predecessors, Ariniei has been granted a boon by Madriel that no force in the universe can overcome — whether god, demigod, titan or titanspawn: Ariniei cannot be seduced, beguiled, charmed or otherwise magically or unnaturally forced into being deflowered against her will. A swan knight may only yield her chastity voluntarily, and in the years since Orana's passing, this has rarely happened.

Madriel has commanded Ariniei to defend maidens across the Scarred Lands. Though resolute in her pursuit of this task — rescuing and avenging the victims of rape and violence — Ariniei also acts as a defender of the weak and defenseless, battling titanspawn, evil rulers and the servants of the wicked gods with equal enthusiasm. She has been seen in virtually every corner of Ghelspad, particularly where lawlessness and wickedness are allowed to prosper unchecked.

No one who sees Ariniei forgets the experience. She is truly striking, both as a beautiful woman and as a noble knight. Clad in enameled-ivory armor that is etched with images of small flowers, she rides a mighty paladin's steed, the mare Tamar, and fights fearlessly with both lance and sword. Her hair is long and blond, and her eyes are dark gray-green. She never disguises herself, preferring to face her foes boldly and openly.

Not surprisingly, Ariniei has many enemies, including the fierce proud tribes of Lede, the evil King Virduk of Calastia and the Glividian Crypt Lady Yvestil, who practices death magic and virgin sacrifice.

Roleplaying Notes

Ariniei most vigilantly defends maidens and innocents threatened by death or ravishment. She also defends innocent victims, particularly those beset by titanspawn or the evil gods' servants. She is

kind and solicitous to females whom she rescues, but most males find her somewhat cold and distant. Despite this, even those who think her cold-hearted agree that she is a paragon of knightly virtue and justice.

Combat

If possible, Ariniel prepares herself and Tamar for battle by casting spells such as *ephod of melee* and

hand of justice. Like most knights, she shuns combat on foot, preferring to fight from horseback, charging first with her lance then switching to her magical sword *Oroladis* for close combat. She always casts *death ward* before fighting crypt lords and other evil spellcasters.



Minor Artifact

Oroladis, Sword of the Swan Knight

Description: *Oroladis* is a finely forged silver longsword, with a fine network of vines, leaves and tiny flowers etched along its blade. Its silvery scabbard features finely crafted etchings of maidens and swans. In the hands of a good-aligned wielder, this sword acts like a masterwork longsword. Neutral or evil wielders must make a Fortitude save (DC 25) each round that they hold the blade or gain two negative levels (see *core rulebook II*, p. 229).

If wielded by a swan knight, however, *Oroladis* becomes a powerful and intelligent lawful-good weapon with a Charisma 14, Intelligence 14, Wisdom 12 and Ego 20. *Oroladis* speaks in a commanding feminine voice and believes she knows the goddess' will better than any mortal wielder. Ariniel has struggled with the weapon for years and has seemingly won the sword's grudging respect. Tamar and *Oroladis* are the Swan Knight's only real companions, and she has spent many nights discussing the nature of good and evil with the weapon beneath a canopy of stars.

Powers: When wielded by a swan knight, *Oroladis* is a +3 longsword that communicates both verbally and telepathically. She speaks Common, Celestial and Elven. The sword can read all languages and *read magic* at will. Its special purpose is to avenge maidens, granting its wielder a +2 luck bonus to all saving throws, a +2 bonus to AC and SR 15 for as long as her wielder pursues this purpose.

Oroladis grants a swan knight the following powers for as long as it is wielded:

- *See invisible* at will.
- The wielder gains the Expertise feat if she does not already have it.
- The wielder does not need to breathe.
- *Levitation* (10-minute duration, 3/day).

Armor of Orana

Description: Only a swan knight may wear this magical suit of masterwork armor. Anyone else donning the armor must make a Fortitude save (DC 25) or gain two negative levels every round that it is worn. The suit is finely crafted plate armor, enameled in an ivory color and inscribed with vines and small flowers. The armor changes shape to conform to the champion wearing it, accentuating the champion's feminine curves. The full helm sports a pair of uplifted swan wings.

Powers: This armor is +2 *full plate of moderate fortification*.

Caster Level: 13th

Prerequisites: Craft Magic Arms and Armor, *limited wish* or *miracle*

Market Price: 10,650 gp

Cost to Create: 5,325 gp + 426 XP

Weight: 50 lb.

Pennant of Orana

Description: This large pennant is 4 feet long and 1 foot wide at the hoist. Bright blue in color, it bears the image of a white swan at its center — the sigil of Orana, the first swan knight. Ariniel normally bears this pennant affixed to her lance.

Powers: The pennant permanently projects a *holy aura* within 20 feet of its location.

Caster Level: 12th

Prerequisites: Craft Wondrous Item, *holy aura*

Market Price: 192,000 gp

Cost to Create: 96,000 gp + 7,680 XP

Weight: 10 lb.

Solon Telos Asuras, Reeve of House Asuras

Class/Level: Expert 16

Sex/Race: Male human

Height/Weight: 5'2"/115 lbs.

Challenge Rating: 15

Hit Points: 1?

Initiative: -3 (-3 Dex)

Speed: 30 ft.

Armor Class: 7 (-3 Dex)

Attack: +9/+4/-1 melee; +9/+4/-1 ranged

Damage: 1d4-3 (dagger)

Special Attacks: *Suggestion (crystal ball)*

Special Qualities: +1 on all saves, ability checks and skill checks (*luckstone*)

Alignment: Chaotic evil

Saves: Fort +3, Ref +2, Will +16

Abilities: Str 4, Dex 4, Con 6, Int 21, Wis 18, Cha 16

Skills: Appraise +24, Bluff +22, Diplomacy +24, Disguise +7, Forgery +5, Gather Information +22, Heal +4, Innuendo +21, Intimidate +5, Knowledge (arcana) +6, Knowledge (geography) +18, Knowledge (history) +22, Knowledge (New Venir) +7, Knowledge (Shelzar) +8, Knowledge (titanspawn) +6, Knowledge (trade routes and practices) +24, Listen +6, Perform +3, Profession (merchant) +23, Read Lips +24, Scry +24, Search +5, Sense Motive +23, Spot +6, Wilderness Lore +4

Feats: Alertness, Iron Will, Leadership, Skill Focus (sense motive), Skill Focus (appraise), Skill Focus (knowledge: history), Skill Focus (profession: merchant)

Possessions: *Luckstone, crystal ball with telepathy, amulet of proof against detection and location* fashioned in the shape of the house symbol, *potion of intelligence, potion of wisdom, potion of charisma*. Realistically Telos Asuras can buy almost anything he wants, but he is wise enough to entrust certain things to his bodyguards and servants where they will see better use. Besides: he likes money better.

Background

Telos Asuras celebrated his 100th birthday a year ago. Even when he was born in Older Venir, the Asuras family was already wealthy beyond most peoples' dreams. From early childhood, Telos was a bit of a rascal, carousing with disreputable gamblers and rogues. Legend holds that among his winnings from his first success at cardplay was an odd piece of agate marked with Enkili's symbol; since then, the ancient merchant has fondly revered the goddess of misfortune, preferring the diety's female, evil side.

If there is any god that Telos honors above all others, however, it is "greed." When young Telos spent the summer in Anridilis, his hosts, the Haila family, were ruined by land-grabbing Venir nobles who had, ironically, grown rich from their investments in House Asuras' trade routes! Instead of inspiring charity and sympathy, the event heightened Telos' desire for power. Mere wealth was not enough; to avoid the ruination that claimed House Haila, Telos had to transform the family fortune into

a true trading empire. So he sold his fine clothes, bought a horse and rode back to House Asuras in Femulyae to determine how best to ensure his family's fortune.

First, Telos dabbled with magic, but discovered he was ill-suited to manipulate arcane energies and abandoned his studies. However, a mischievous turn, playing with the master's crystal ball, revealed that Telos did possess a knack for scrying. With a bit of wheedling and a healthy dose of luck, Telos convinced his father to buy him his own scrying glass, and he was soon spying on and outmaneuvering House Asuras' competitors across the continent.

Family lore claims that the family's original village was called Asuras, but was destroyed a century before the Divine War. In keeping with the legend that the first patriarch was the village's leader, or Reeve, House Asuras honors this tale by calling its master "the Reeve." Yet, the origin of House Asuras' coat-of-arms (a yellow lion with a man's face on a black field) is less well known. Telos has long pondered this sigil's meaning — Had his family served the gods or the titans? — because his ancestors carried the answer to their graves.

When the aged Reeve of the family, Neso Asuras, passed away in 74 AV, Telos was third in line to succeed him. His eldest brother Ferio had a very hot temper and commonly made grave mistakes in fits of anger. His second brother Berino was a spineless drunkard. Fortune soon smiled on Telos; in 75 AV Ferio was killed during a duel with a member of a rival house. Soon after, Telos revealed that Berino had betrayed his brother to the rival merchants in an ill-conceived grasp at assuming control of House Asuras. With Berino's exile (and death by drowning during a fishing trip one year later), Telos ascended to primacy.

During the next eight years, House Asuras grew wealthy trading with both titanspawn and the Vera-Tre alliance during the Druid War. Not since the Divine War had House Asuras seen such opportunities, but it angered many parties involved in the war. Telos also lost his first scrying glass, shattered during a botched assassination attempt. Discovering that his own attempts to scry had been magically traced back to him, Telos purchased another scrying glass and commissioned work toward some magical protection against detection.

In 90 AV, armed with a new scrying glass and his mind supernaturally sharpened by arcane potions, the Reeve recognized that Calastia was poised to change the face of eastern Ghelspad. Accordingly, he moved the family headquarters from Old Venir to the decadent city of Shelzar, where he made a fortune providing new homes and safe transport to nobles displaced by Calastian expansion. Simultaneously he began to export Shelzar's vices to his former home-

land and *is* as much to blame for Femulyae's current decadence as is His Resplendent Majesty Prince Urlis.

Never the most moral of men, even Telos Asuras fell prey to Shelzar's corruption. By the time the Blood Monsoon swept across eastern Ghelspad, House Asuras was firmly entrenched in black-markets for everything from julka weed and lotus flowers to slave girls and exotic titanspawn. Calastia's military expansion only heightened the demand for both licit and illicit goods, and desperate populations willingly paid House Asuras' exorbitant prices as the growing Hegemony exhausted their supplies in siege after siege.

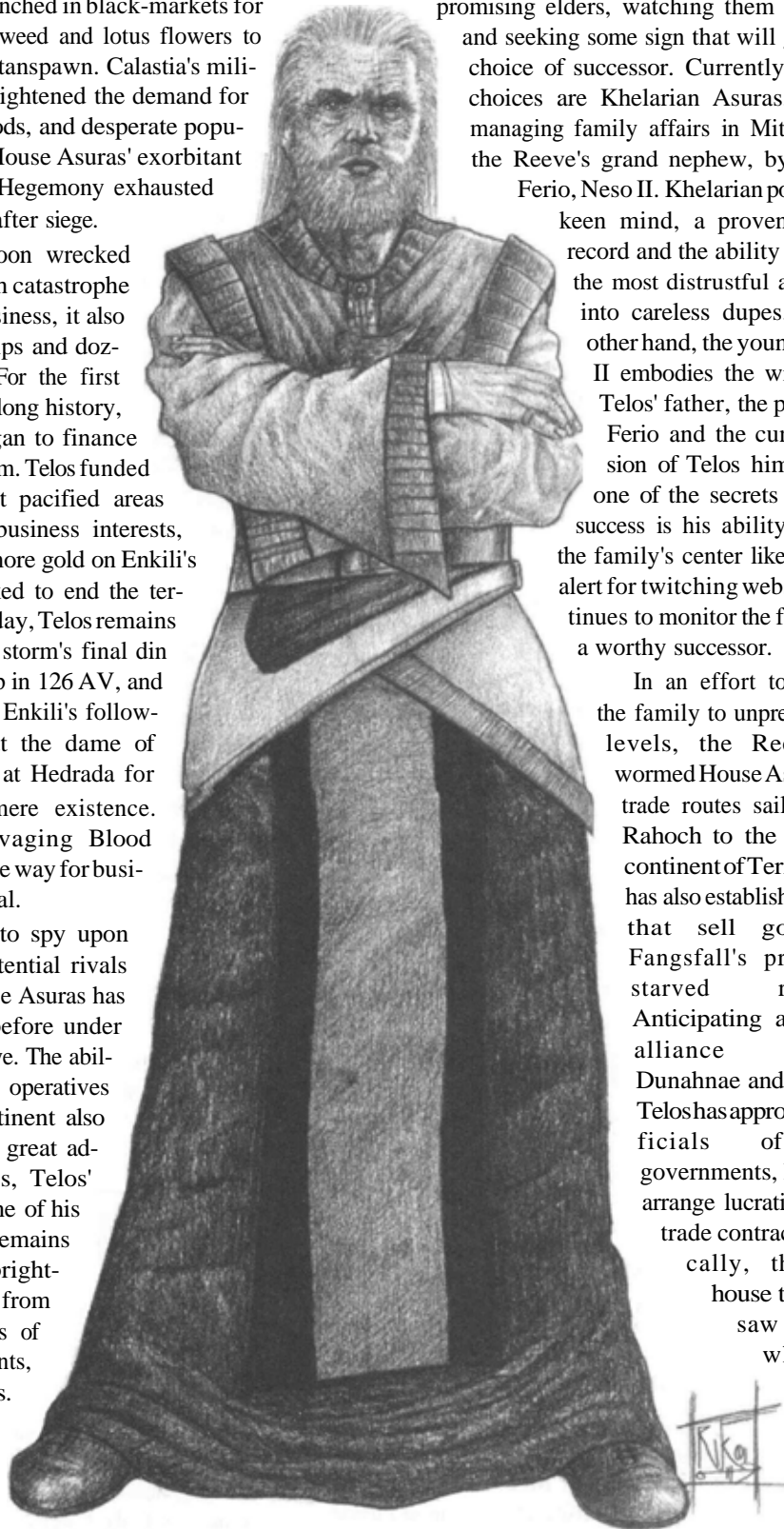
The Blood Monsoon wrecked years of work. Although catastrophe always means more business, it also meant scores of lost ships and dozens of family deaths. For the first time in House Asuras' long history, the Reeve actually began to finance efforts to stop a cataclysm. Telos funded mercenary groups that pacified areas important to Asuras' business interests, and he gambled even more gold on Enkili's stormpriests who worked to end the terrible monsoon. To this day, Telos remains suspicious because the storm's final din brought down Sky Keep in 126 AV, and evidence from many of Enkili's followers now suggests that the dame of misfortune was angry at Hedrada for the flying fortress' mere existence. Nonetheless, the ravaging Blood Monsoon's end paved the way for business to return to normal.

With the ability to spy upon distant realms and potential rivals and buyers alike, House Asuras has prospered like never before under the Reeve's watchful eye. The ability to silently speak to operatives anywhere on the continent also provides Telos with a great advantage. Nevertheless, Telos' scrying tool is only one of his many weapons. He remains one of the continent's brightest minds and benefits from the efforts of hundreds of family members, servants, trade agents and guards. House Asuras is so large that smaller trade houses often provide it with prof-

itable ideas in exchange for financial backing.

Over the past 20 years, the Reeve of House Asuras has focused on strengthening the House internally while expanding into new areas. Realizing that he likely has only a few years left, Asuras' aged patriarch has been grooming the House's most promising elders, watching them carefully and seeking some sign that will guide his choice of successor. Currently, his top choices are Khelarian Asuras, who is managing family affairs in Mithril, and the Reeve's grand nephew, by way of Ferio, Neso II. Khelarian possesses a keen mind, a proven success record and the ability to charm the most distrustful audiences into careless dupes. On the other hand, the younger Neso II embodies the wisdom of Telos' father, the passion of Ferio and the cunning vision of Telos himself. As one of the secrets of Telos' success is his ability to sit at the family's center like a spider alert for twitching webs, he continues to monitor the family for a worthy successor.

In an effort to advance the family to unprecedented levels, the Reeve has wormed House Asuras into trade routes sailing from Rahoch to the southern continent of Termana. He has also established routes that sell goods to Fangsfall's provision-starved refugees. Anticipating a possible alliance between Dunahnae and Calastia, Telos has approached officials of both governments, hoping to arrange lucrative future trade contracts. Ironically, the trade house that Telos saw ruined when a



youth, the Haila, have returned to haunt him in the form of House Bloodhawk, an up-and-coming merchant house based in Mithril.

Nowadays, the aged Reeve keeps a full-time alchemist on staff. Thus far, no one has shown Telos any method of extending his life perpetually that doesn't involve the horrors of undeath, but he nonetheless monitors the efforts of King Virduk's mages with great interest. As his final years tick away, he fears spending even a moment without his mind honed as sharp as it can be; today, he is hopelessly addicted to magical potions that enhance his natural mental abilities, even as his alchemist searches for ways to extend the Reeve's lifespan.

Roleplaying Notes

Like many others, Telos seeks immortality, but unlike others, Telos can afford it! Deep in his heart, though, Telos knows that his family's prosperity and power will be his true legacy. Even now, as Telos approaches his 101st year, his fourth wife swells with child and will soon bless the world with yet another Asuras. Telos believes that he is building for his family the ultimate inheritance: a trade empire that will endure until the end of time.

Years of reading and peering into men's secret lives through his scrying glass have convinced Telos that the vast majority of Ghelspad's inhabitants is happy so long as it has enough food to eat, regular sexual congress and perhaps a few children. Despite decades of priests' words to the contrary, Telos suspects that mankind's ultimate desire is to simply survive and propagate. If life is really such a petty

game and fickle goddesses like Enkili are but obstacles to the future, then at least it is a game Telos is winning.

Combat

Telos is more likely to stab a grape or carve off a slice of lamb with his dagger than attack with it. No one could possibly reach him without clawing or sneaking through the intricate and deadly maze of defenses that surround his villa in Shelzar. Telos' servants and guards could themselves populate a large hamlet, and the villa also houses the Asuras family and its special guests. At any time four frighteningly huge half-ore thugs, paid handsomely for their mindless loyalty and highly addicted to julka weed, attend him, along with numerous other paid defenders of various races and classes.

These days, it is not easy to anger Telos, but should someone rouse his ire, the old man is merciless. He may use his crystal ball to plant a suggestion that leads to harm, or he may simply pay a family retainer to make the offender disappear. Methods range from the subtle assassins of the Cult of Ancients to the crude sellswords of the Crimson Legion — all of whom happily take Asuras money in trade for their bloody work. Rumors suggest that the Asuras can even call upon a handful of sinister asaatthi warrior-wizards, but the household may have spread this tale to enhance its reputation.

The aged merchant would prefer that foes fall into House Asuras' economic clutches. Ultimately, everyone has a price, and Telos is a master at discovering just how cheaply someone will sell himself.

Credas, the Necrotic King

Class/Level: Wizard (Necromancer) 9/Crypt Lord 10 [Wizard 6]

Sex/Race: Male human

Height/Weight: 5'5"/120lbs.

Challenge Rating: 9 [6]

Hit Points: 49 (79 with *corpse skin belt*) [69 with *corpse skin belt*]

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

Speed: 30 ft.

Armor Class: 1f (+1 Dex, +3 *ring of protection*, +5 *bracers of armor*)

Attack: +15 [+9] melee (*dagger of venom*); +? touch attack
melee; +11 [+4] ranged (*priestkiller throwing dagger*) ranged

Damage: 1d4+6 (*dagger of venom*); 1d4+6 (*priestkiller throwing dagger*)

Special Attacks: Rebuke Undead

Special Qualities: Create Undead, Energy Drain Immunity, Lichdom (see below), Natural Armor, Raise the Dead, Undead Appearance

Alignment: Lawful evil

Saves: Fort +11 [+7], Ref +7 [+3], Will +17 [+2]

Abilities: Str 20, Dex 13, Con 20, Int 20 [13], Wis 18 [5], Cha 16 [6]

Skills: Alchemy +15, Bluff +8, Concentration +17, Craft +15, Escape Artist +6, Intimidate +8, Knowledge (arcana) +20, Knowledge (undead) +15, Listen +9, Profession (embalmer) +7, Scry +15, Spellcraft +25, Spot +?, Wilderness Lore +9

[Alchemy +3, Concentration +8, Craft +6, Knowledge (arcana) +6, Knowledge (undead) +6, Spellcraft +6]

Feats: Brew Potion, Combat Casting, Craft Staff, Craft Wand, Craft Wondrous Item, Forge Ring, Improved Initiative, Maximize Spell, Scribe Scroll, Spell Mastery (necromancy)

[Brew Potion, Craft Wand, Quicken Spell, Scribe Scroll, Spell Mastery (necromancy)]

Create Undead (Su): Credas can create greater undead up to CR 10.

Energy Drain Immunity (Ex): Immune to energy drains or ability damage caused by undead or necromancy.

Lichdom (Su): Credas may create a phylactery and become a lich if he so chooses. However, he has *not* chosen to do so and likely never will.

Natural Armor (Su): Credas receives a +2 to natural armor class.

Raise the Dead (Su): Credas can animate corpses with a successful rebuke check.

Rebuke Undead (Su): As a 10th level cleric.

Undead Appearance (Su): Sentient undead treat Credas as a wight.

Note: The above special abilities of the crypt lord are evident only during Airat's possession of the Necrotic King's body. Statistics appearing in brackets represent Credas' own abilities, which are used when he controls his own body.

Possessions: *Bracers of armor*+5; *dagger of venom*, 3 *priestkiller throwing daggers* (treat as *greater slaying arrows*, only as throwing daggers; all are keyed to priests and paladins); *hand of glory*, *ring of three wishes* (right hand, 2 wishes left); *ring of spell turning* (left hand); +3 *ring of protection (hand of glory)*; *staff of Hornsaw wood* (37 charges); *wand of soulstrike* (14 charges); *wand of magic missile* (40 charges); 3 *potions of stonewall*.

Wizard Spells Prepared (4+1/4+2+1/4+1+1/4+1+1/4+1+1/4+1+1/4+1/3+1/3+1/2+1):

0 — *Arcane mark*, *detect magic*!, *disrupt undead*!, *distort shadow*!, *mage hand*

1st — *Cause fear*, *comprehend languages*, *expeditious retreat*, *magic missile* x2, *ray of enfeeblement*, *shield*^

2nd — *Darkness*!, *ethereal bolt*!, *ghoul touch*f, *protection from arrows*, *scare*!, *spectral hand*

3rd — *Armor of undead**!, *dispel magic*f, *dragon breath (cold)*, *haste*, *manaspear**, *vampiric touch*f

4th — *Energize*, *fear*, *stoneskin*, *verminplague**, *wall of ice*, *zombie form**

5th — *Animate dead*, *cone of cold*, *curtain of darkness*, *dominate person*, *feeblemind*, *telekinesis*

6th — *Acid fog*, *circle of death*, *death blade**, *flesh to stone*, *globe of invulnerability*

7th — *Control undead*, *finger of death*, *sou/strike**, *teleport without error*

8th — *Darkstaff**, *horrid wilting*, *leech field**, *summon monster VIII*

?th — *Energy drain*, *power word kill*, *wail of the banshee*

t Spells marked with this notation are those that Credas knows and will usually have prepared, if he is not possessed by Ahrmuzda Airat.

Note: As a specialist necromancer, Credas/Airat gains extra necromancy spells and is barred from using illusion spells.

Background

Most bards in southern Ghelspad know the name of Credas, the Necrotic King — the terrifying lord of Glivid-Autel, the settlement of depraved necromancers deep within the twisted Hornsaw Forest. Rumors suggest that Credas was one of the greatest death-mages of Hollowfaust, the City of Necromancers, exiled for his evil practices. Knowing about Credas, many people fear he is one of the greatest threats to Ghelspad's peace since the Divine War.

Of course, not all rumors are true. The Necrotic King is indeed a powerful figure, but Credas himself is another matter entirely.

Credas was a teenager when Hollowfaust was founded, a mere apprentice brought to the ruined city by his master's master, Ahrmuzda Airat — head of the Guild called the Society of Immortals. Credas assisted the other necromancers rebuilding lost Sumara, all the while hoping to learn death magic's higher mysteries. He was a good-looking youth, flush with health. Although he was no prodigy in the necromantic arts, the Society of Immortals nonetheless accepted him. After all, he was the very picture of the eternal youth and health the Guild sought.

Unfortunately, Credas gradually discovered that he wasn't destined to be a powerful wizard. Although clever, he lacked insight and could not grasp the art's esoteric subtleties. As such, he could not advance much beyond journeyman rank. In a desperate attempt to court his masters' favor, he accepted any task they would give him, no matter how vile. When the Society began to "harvest" Hollowfaust's living citizens for their experiments, Credas was one of those

holding the knife. To realize his dream of eternal vigor, he *had* to. Unfortunately for him, the other necromancers were not blind to his colleagues' corruption.

When Hollowfaust's Sovereign Council decreed that the Society of Immortals and its allies would suffer exile rather than execution, Credas didn't feel particularly comforted. After all, where would they go? The world outside was far too hostile: titanspawn haunted the wild lands, and human civilizations would surely oppose any nearby necromancer settlement, particularly if they knew the Society's reputation. When Taason and Ahrmuzda Airat announced their plan to carve out their own territory in the heart of the Homsaw Forest, Credas knew terror. He followed the Society of Immortals into the Hornsaw not out of loyalty, but out of fear — fear of his masters' wrath if he refused, fear of Hollowfaust if he stayed and fear of the rest of the world if he fled.

Credas lent what skills he possessed to Glivid-Autel's foundation, but again, he was better suited to physical labor than to applying powerful magics. Afraid that he might be disposed of in lean times, Credas pleaded with the Society's founder, Airat, to assign him some great

purpose— *any* purpose. Airat considered Credas' pleas for some time before suggesting how he might be of some service. It was a decision that Credas has come to regret.



If the young journeyman had ever suspected that his body was worth more to the Glivid-Autel than his mind, he now had undeniable proof. Airat secretly used the powerful necromantic spell *soul exchange* to swap his own mind and all his spellcasting power with that of Credas. Once done, Airat placed his own body—with Credas' consciousness locked inside it—into suspended animation, concealing it in a secret vault for safekeeping, under the pretense that "Airat" was going to be "resting" for a while.

Only Glivid-Autel's elite necromancers know that "Credas" owed his sudden ascendancy not to a spontaneous flowering of his innate skill, but to the fact that he was truly Airat. Thusly embodied, Airat can experiment with various longevity magics on Credas' body, keeping his own body safe until the secret of true immortality has been found. Of course, for critical errands Airat reverses the spell and uses his own body (or that of another catspaw), letting Credas have control of his own body and enjoying those privileges of rank that Airat's inner council allows him for a time. Sometimes the spell goes awry, and Airat's inner council must use its abilities to cure Credas and/or Airat of the insanity that overcomes him. But eventually, Airat always returns to reclaim Credas' body, resuming his leadership role and experiments.

Airat has been doing this for a 120 years.

Now Credas, the Necrotic King, is who Ghelspad's elite and educated think of when they think of Glivid-Autel. In his rare dealings with outsiders, he is a terrible sight; Credas' once handsome and healthy form has slowly bent and twisted into the body of a gnarled, though still healthy, old man. The smell of decay and disease emanates from him, thanks to Ahrmuzda Airat's powerful aura. In this guise, the most malevolent of the Seven Pilgrims prepares to stretch his withered hand across Ghelspad, despoiling whatever he must to attain his quest for immortality.

And in a tiny, well-protected crypt secreted in quiet darkness, inside the ageless and immobile physical form of Ahrmuzda Airat, the true Credas screams.

Roleplaying Notes

Credas, the *true* Credas, is a sniveling, pathetic creature whose spirit has been utterly broken by his master's abuse. He spends much of his time helpless in Airat's motionless body, leaving him woefully unstable. In fact, Airat trusts him with his own body simply because he knows Credas cannot muster the courage or strength of will to betray him. When Credas regains possession of his own body, he constantly fidgets and diverts any decisions or

confrontations to Glivid-Autel's other ranking necromancers.

Ahrmuzda Airat, on the other hand, exudes power and confidence. He has been alive since before the Titanswar and has the mystic power to prove it. When Airat controls Credas' body, the Necrotic King radiates dark power, becoming a far more commanding and terrifying figure. Despite his imposing magical presence and the chamel air that clings to him, the Necrotic King feigns physical weakness, concealing the fact that Airat's magic has fortified Credas' now-withered body with near-superhuman strength and vitality. Ultimately a cunning and ruthless individual, Airat prizes Glivid-Autel because it serves his purpose well and faithfully, but he would sacrifice it all to achieve his goal of true immortality. Airat is horribly afraid of death (perhaps because he knows what Belsameth does to the souls of those that deserve her attentions) and will stave off the reaper's touch for as long as he can.

Combat

The Necrotic King rarely leaves Glivid-Autel's fortifications and is never seen without elite undead bodyguards, which include not just skeletons and zombies, but also mummies, spectres and even vampires. Even when on diplomatic missions to neighboring "allies" in the Hornsaw Forest, the Necrotic King is usually surrounded by three or four lesser necromancers (of levels 5 to 9), an honor guard of six powerful mummies and a small troop of skeletons or masterwork skeletons. The undead do their best to interpose themselves between attackers and their king, while the necromancers work on neutralizing enemy spellcasters or missile troops, leaving their master free to work his most potent magics.

Credas himself is not a powerful wizard and will attempt to flee any battle if his soul occupies his own body. He knows that he's far from Glivid-Autel's strongest mage and prefers that others do the fighting for him.

Airat, on the other hand, is a credible and deadly opponent. While his allies buy him time, he will typically cast *stoneskin*, *haste* and *shield* to increase his defensive power and then use his more powerful spells to devastate his opponents. His variant on the summon *manster* VIII spell calls spectral undead—typically Id3 spectres or Id4+1 wraiths. However, Airat will never fight to the death. If pressed, Airat will *teleport without error* to safety; if even that fails, he will use a wish from his ring to undo the effects of the *soul exchange*, returning his spirit to his own preserved and well-concealed body and leaving the true Credas to face whatever overwhelming force made one of the Seven Pilgrims retreat.

While inhabiting Credas' body, Airat does not carry many of the more powerful items that he has gathered or crafted; those objects reside with his natural body. Those items in his possession are those he considers "expendable," although he will certainly try to preserve them if possible.

Corpseskin Belt

Description: The Glivid-Autel necromancers created this gruesome talisman, which resembles a belt of pale, braided leather. While it does not convey the perpetual youth and vitality that the Society of Immortals seeks, the belt does grant its wearer supernatural health and robustness. The belt itself is braided from the flayed and treated skins of humans or demihumans who were in their full vigor when they died, which inspired the Glivid-Autel renegades to "harvest" corpses when they were in their prime.

Powers: When buckled around the waist, a corpses/cm *belt* grants its wearer 10 bonus hit points. If the wearer is a necromancer, the bonus rises to 20 hit points; if a crypt lord, 30 hit points. These bonus hit points are subtracted first from the wearer's hit point total; they refresh every evening at midnight. However, if the wearer takes a number of hit points equal to the belt's bonus from a single attack, the belt must make a Fortitude save (DC 23), using the wearer's save bonus, or be destroyed.

Caster Level: 5th

Prerequisites: Craft Wondrous Item, *endurance*, *vampiric touch*

Market Price: 8,000 gp

Cost to Create: 4,000 gp + 320 XP

Weight: Negligible.

SoulExchange

Transfers life essence from one body to another.

Necromancy, Transmutation

Level: Sor/Wiz 9

Components: V, S, M, XP

Casting Time: 10 minutes

Range: Medium (100 ft. + 10 ft. per level)

Targets: Two individuals

Duration: Permanent

Saving Throw: Will negates

Spell Resistance: Yes

Description

The Society of Immortals created this spell as a possible avenue to the immortality they sought. Hollowfaust's Guilds now consider it a forbidden spell, although copies of the spell's formula certainly exist in a few Guildmasters' personal libraries. Using this spell, the caster may permanently and irrevocably transfer the life essence from one body to another.

Spell Effect

A successful Will save by either party interrupts the exchange, causing the spell to fail. The individuals in question gain all the physical attributes of the new body, including any natural defenses or special attack forms, and retain all of their own skills and feats (provided they can be used in the current body). Note: some abilities might be adversely affected by this spell's casting. For example, a bard might find his new body lacks a "singing voice," while a leopard transferred into a human body would retain its Weapon Focus (claws and bite) feats, but would not have the means to employ them.

This spell's effects may only be reversed by means of a wish or another application of this spell. In the event one of the bodies is destroyed, it must be restored using a wish before attempting a spell reversal.

For all its power, this spell claims a heavy toll from the wizard. For each successful use of the spell, there is a 1% chance per character level or Hit Die involved in the transfer that the wizard will go insane per the effects of the spell *feblemind*. One cannot traffic in souls without assuming *some* risk.

Material Component: A perfect diamond worth at least 100,000 gp. The spell does not consume the diamond when cast, so it may be reused.

XP Cost: 1.000XP.

Lucian Daine, the Black Messiah

Class/Level: Wizard 10/Crypt Lord 5

Sex/Race: Male human

Height/Weight: 5'9"/157 lbs.

Challenge Rating: 15

Hit Points: 56

Initiative: +4 (+4 Improved Initiative)

Speed: 30 ft.

Armor Class: 23 (+2 Dex, +5 *ring of protection*, +1 natural, +5 *robe of the netherworld*)

Attack: +6/+2 melee

Damage: 1d8-1 (longsword)

Special Attacks: Spells

Special Qualities: Extended Necromancy, Natural Armor, +5 Negative Energy Resistance, Rebuke Undead, Undead Appearance

Alignment: Neutral evil

Saves: Fort +6, Ref +6, Will+13

Abilities: **Str** ?, **Dex** 15, Con 14, Int 20, Wis 15, Cha 14

Skills: Concentration +19, Craft +15, Diplomacy +7, Knowledge (Ghelspad) +10, Knowledge (Glivid-Autel) +?, Knowledge (Hollowfaust) +10, Knowledge (religion) +15, Knowledge (undead) +22, Profession (teacher) +10, Ritual Casting +21, Spellcraft +15

Feats: Combat Casting, Craft Arms and Armor, Heighten Spell, Maximize Spell, Spell Focus (necromancy), Spell Mastery (control/ dead, *Evard's black tentacles*, *shadow weapon*, *summon monster III*, *vampiric touch*), Quicken Spell, Scribe Scroll, Skill Focus (concentration), Skill Focus (ritual casting), Silent Spell, Summon Familiar

Possessions: *Robe of the netherworld*, *wraithblade** in the form of a dagger, a *bloodstone*, *wraith hand tattoo**, *ring of spell turning*, *ring of wizardry (level 5)*, +5 *ring of protection* worn by a *hand of glory*, undead sentry crow familiar.

Wizard Spells Prepared (4/6/5/5/5/5/3/2/1;+1 Necromancy spell/level [restricted school: Divination]):

0 — *Daze*, *detect magic*, *detect poison*, *disrupt undead*, *read magic*

1st — *Cause fear*, *chill touch*, *detect undead*, *identify*, *mage armor*, *magic weapon*, *ray of enfeeblement*

2nd — *Endurance*, *knock*, *life shield*, *Melf's acid arrow*, *mirror image*, *scare*

3rd — *Armor of undeath**, *dispel magic*, *gentle repose*, *halt undead*, *shadow touch**, *vampiric touch*

4th — *Belsameth's strife**, *contagion*, *enervation*, *Evard's black tentacles*, *fear*, *verminplague**

5th — *Cloudkill*, *curtain of darkness**, *doomwail**, *Mord's faithful hound*, *nethergaze**, *shadow weapon*

6th — *Awaken lesser titan avatar**, *circle of death*, *Enkili's lightning storm**, *flesh to stone*

7th — *Control undead*, *prismatic spray*, *sou/strike**

8th — *Darkstaff**, *leech field**

Background

The man whose name today is synonymous with evil, necromantic misdeeds began his career as a simple adventurer visiting Hollowfaust, the City of Necromancers, in search of knowledge. Though Daine

was a wizard with accomplished necromantic skills, the Guildsmen who interviewed Daine denied him admission to the Underfaust due to his "unstable and selfish nature." The necromancers knew Daine better than he knew himself.

Although he was welcome to remain in the city and allowed complete freedom to explore the Civilian Quarter, Daine obsessively longed to know the secrets buried beneath the city. Eventually, bitter and jealous of the necromancers' "greed," Daine struck up a friendship with Talamus of the Anatomist's Guild, a man close to his own height, weight and appearance.

Several weeks later, Daine invited Talamus to dine with him and there poisoned the unsuspecting necromancer. After donning Talamus' clothing and using a combination of spells to further disguise his appearance, Daine slipped into the Underfaust, determined to loot the place of its necromantic secrets.

The deception continued for several weeks, and Daine surprisingly avoided detection primarily because the necromancers couldn't imagine that anyone would even try such a ploy. The enormity of his actions — killing and impersonating a Guildsman — extended well beyond their expectations.

The end came swiftly; a routine *dispel* magic spell cast by a low-ranking journeyman inadvertently exposed Daine's true identity. Attacked from all sides by the necromancers and their undead minions, he fled the Underfaust, taking with him his carefully copied notes and volumes of stolen spells.

He almost didn't escape the city, but the notion of serving the arrogant necromancers as an undead slave was so horrifying to Daine that he fought with unusual doggedness and determination.

All the same, the man who escaped from Hollowfaust might just as well have been a corpse: wounded, his stock of spells utterly exhausted, fleeing for his life, Daine was easy prey for the monstrosities that lived near Hollowfaust. A gorgon hunting party almost killed him, but the timely intervention of Crypt Lord Zhoerin — an important member of Glivid-Autel's council — saved him.

At first mistaking Daine for a lost Hollowfaust necromancer, Zhoerin quickly discovered his new acquaintance's true identity and warmly welcomed him to Glivid-Autel where, he said, Daine's work would receive its proper respect. Zhoerin clearly noticed the many volumes of pilfered spells that Daine carried in his *bag of holding*.

Lucian Daine found a true home in the renegade city, and he swiftly rose to prominence, first joining the ranks of the crypt lords and then entering the elite Obsidian Pyre, sponsored by his new friend Zhoerin.

Daine's research grew darker and more complex. He sought to understand the connection between free-willed undead, such as wraiths and spectres, and the souls of the departed. Were these creatures the entire soul of a dead being? Were they only a portion of that soul, an amalgam of many souls or entirely separate and distinct entities?

In Glivid-Autel, where the science of death is far more important than that of life, Daine found an ample supply of experimental subjects. Slaves, captives and the city's lower classes all proved useful to him, and he conducted a series of experiments by magically tagging his victims' souls and tracking their progress from the mortal world to the planes beyond human perception. He then called the souls back to see what form they took.

These experiments, though informative, met with mixed success. Sometimes the soul was lost. Other times, Daine could not call it back. Even when he did successfully retrieve a soul, the spirit thusly summoned was weak and confused, nothing like the fearsome wraiths that Daine had hoped to control.

As he continued his experiments, Daine's reputation among the Obsidian Pyre grew.

When the Blood Crone's minions assaulted Glivid-Autel, Daine's importance was finally realized. The city had long had an uneasy relationship with the powerful crone, but after the necromancers discovered a large supply of Mormo's blood, she unleashed her minions upon the necromancers, seeking to take the precious liquid by force.

The battle seriously threatened Glivid-Autel, which seemed as though it might fall, but when Daine emerged from his catacombs leading a corps of wraiths and wights, he drove the crone's forces back, saving the city.

To Daine's sorrow, the assault had claimed his friend Zhoerin, along with the Pyre's leader, Crypt Lord Uthrax. Bruised and bloody but victorious, the surviving Pyre members proclaimed Daine their new leader and set to rebuilding the city.

Since that day, Daine's power and influence have grown, and many necromancers have begun to see Daine as the man who will finally pierce the barrier between life and death, revealing the secrets of eternal existence. Many of his peers think he will lead Glivid-Autel to victory over their hated foes, the necromancers of Hollowfaust, and King Credas relies more and more on Daine's counsel.

Now, with many of his peers calling him the "Black Messiah," Lucian Daine feels he has at last garnered the power and influence that he always craved, and his experiments grow more and more elaborate. His current work on a true ritual intends to transform the entire population of a town or village

into undead. Hollowfaust has learned of his schemes, but so far has done little to stop him.

Roleplaying Notes

Daine remains dedicated to his work, but nurses a deep hatred toward Hollowfaust's "arrogant" Guildsmen. Each day, he summons wraiths and other insubstantial undead creatures, trying to unlock the secret of their existence and their connection to the mortal world. If he succeeds, he intends to raise an invincible army of such creatures and sack Hollowfaust, converting its citizens and rulers into his undead slaves. Then he intends to conquer the entirety of the Hornsaw Forest and its surrounding territories. Daine's ambition knows few limits, and like many of Glivid-Autel's citizens, he has begun to believe that he truly is the Black Messiah.

Daine has an undead sentry crow familiar named Necazzar, which he gained upon becoming a crypt lord. He often whispers to the bird, making some wonder at his sanity, but so far he has remained otherwise lucid and rational.

Combat

Lucian avoids direct combat, instead summoning outsiders to defend him, giving him time to prepare other spells and defenses. If pressed he will bring his *wraithblade* to bear and augment his physical abilities. He will unhesitatingly flee if things look grim, abandoning everyone to save himself.

Calling upon the Departed

A summoning ritual that call forth a deceased individual's spirit to answer questions asked by the caster.

Level: True Ritual — Wiz 5

Components: V, S, M, XP

Casters Required: 1

Proxy: No

Casting Time: 1 day

Range: Special

Target: One dead creature's spirit

Duration: 1 hour/level

Saving Throw: None

Spell Resistance: No

Description

Lucian Daine created and used this ritual for the wizards of the Obsidian Pyre, aiding them in reclaiming arcane knowledge from the spirits of those who fell during the Divine War.

Spell Effect

To begin this ritual the caster must first research the target creature, then obtain the target creature's

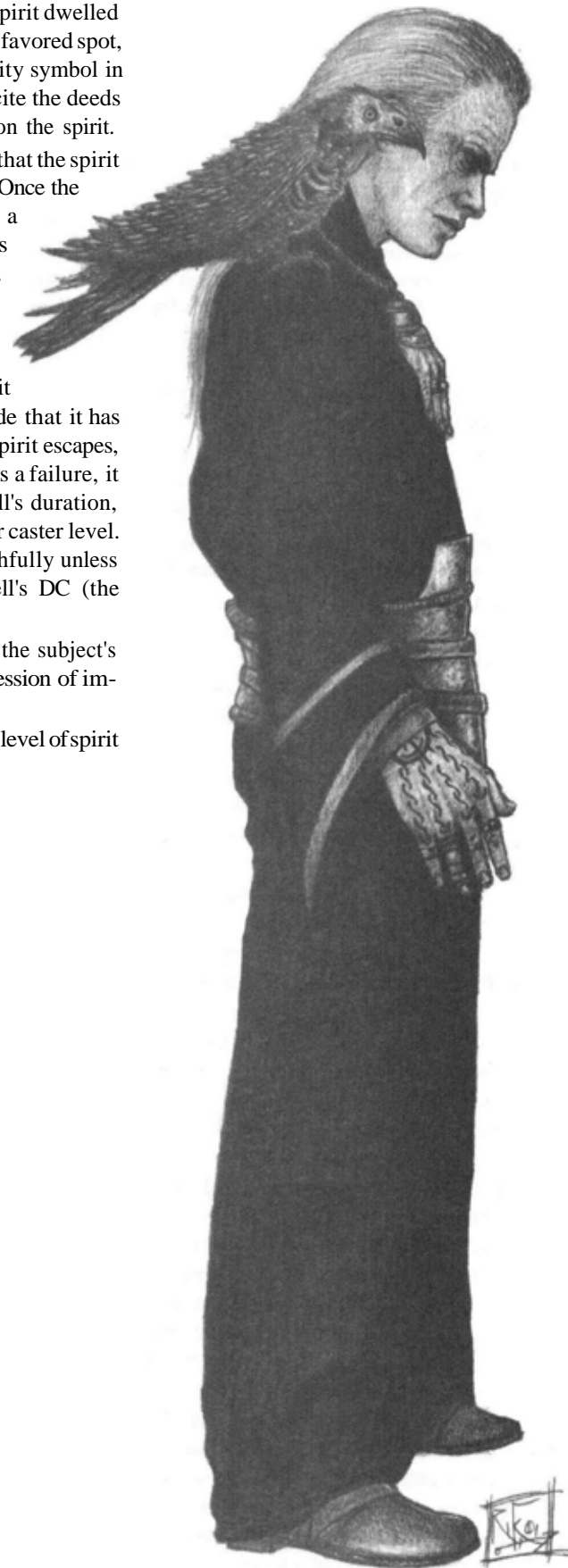
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possessions and remains for use in the summoning. The caster must go to a place where the spirit dwelled in life—its home, its place of business, a favored spot, etc. The caster must then draw an infinity symbol in chalk at the place of summoning and recite the deeds and life story of the deceased to summon the spirit.

For purposes of this ritual, consider that the spirit has the same Will save as it did in life. Once the ritual is complete, the spirit must make a Will save vs. the ritual's DC. The DC is calculated normally (see *core rulebook 1*, p. 150), but necromancers receive a bonus equal to their maximum spell level (e.g., 8 in the case of Lucian Daine, for a total DC of 28). The spirit receives a +1 to its roll for every decade that it has been deceased. If the roll succeeds, the spirit escapes, terminating the ritual. If the spirit's roll is a failure, it remains bound to the caster for the spell's duration, and the caster may ask it one question per caster level. The spirit must answer all questions truthfully unless it succeeds on a Will save vs. the spell's DC (the bonuses listed above remain in affect).

Material Components: A portion of the subject's remains (ashes, bones, etc.) and a possession of importance to the subject.

XPCost: 250+ 100 XP per hit die or level of spirit being summoned.



Dar'Tan, Master of the Shadow Fortress

Class/Level: Wizard 10/Penumbral Lord 10

Sex/Race: Male elf (dark elf)

Height/Weight: 5'2"/128 lbs.

Challenge Rating: 20

Hit Points: 82

Initiative: +3 (Dex +3)

Speed: 30 ft.

Armor Class: 30/31-35 (with Dex, +8 bracers, +5 ring, +5 amulet/with bonuses from +5 rapier of defending)

Attack: +15 melee +5 dancing rapier of defending

Damage: 1d6+5 (+5 dancing rapier of defending)

Special Attacks: Shade arm, spells

Special Qualities: Improved darkvision, dark elven traits, shadow home, shadow strength, shadowcast IV, shadowcat form, shadowraven form, shadowstep

Alignment: Lawful evil

Saves: Fort +8, Ref +9, Will +16/+18 vs spells and spell-like abilities

Abilities: Str 10, Dex 17, Con 14, Int 22, Wis 14, Cha 12

Skills: Alchemy +15, Concentration +16, Craft, Decipher Script +19, Hide +15, Knowledge (arcana) +20, Knowledge (geography) +12, Knowledge (history) +12, Knowledge (the planes) +12, Move Silently +15, Scry +20, Spellcraft +22.

Feats: Combat Casting, Craft Staff, Craft Wondrous Item, Forge Ring, Hide Spell, Quicken Spell, Silent Spell, Scribe Scroll, Spell Focus (Illusion), Still Spell, Weapon Proficiency (Composite Longbow), Weapon Proficiency (Rapier).

Spells: Dar'Tan has had centuries to compile arcane lore and thus has access to all penumbral lord spells (**Relics & Rituals** p. 17), all illusion school wizard spells of 5th level or lower, and the majority of other wizard spells of 5th level or lower. As such, listing his spell book here effectively duplicates the **Relics & Rituals** sorcerer/wizard spell list (p. 40-4).

Shade Arm (Ex): A greater shade, summoned and bound into service by Dar'Tan, functions as his left arm. Most of the time, the arm acts as a normal arm under Dar'Tan's mental control. However, in combat and under other rare circumstances, the penumbral lord allows the shade spirit to act or attack on its own. Dar'Tan is quite proficient at casting spells requiring somatic components using only his natural, right arm, leaving his shade arm free to act on its own accord. Dar'Tan can deliver touch attack spells through the shade arm.

Greater Shade: CR 8; SZ Small Outsider; HD 8d8; hp 36; Init +3; Spd 0 ft.; AC 30/31-35 (same as Dar'Tan); SA Strength damage (2d4 per melee touch); SQ Darkvision (60 ft.), malleable form, SR 31 (same as Dar'Tan); Atk +18 (controlled by Dar'Tan) /+12 (self-controlled attacks) melee; Dam 1d6 and Strength damage; AL CE; SV Fort +6, Ref +?, Will +6; Str 17, Dex 17, Con 10, Int 8, Wis 10, Cha 11.

Skills: Knowledge (the planes) +4, Listen +8, Spot +2.

Feats: Cleave, Power Attack.

Malleable Form (Ex): The shade arm may extend or shrink its length, having a reach in combat of up to 15 feet. It can grow larger or smaller and fit through cracks and crevices as though it was a thick liquid. Whatever its form or shape, it retains its solidity and its strength. The arm may form itself into a shield and provide one-half cover and concealment for Dar'Tan, but the arm can take no other actions while shielding. While providing concealment, any blow that would have hit Dar'Tan and

instead misses due to the shade's 20% concealment "miss chance" (see *core rulebook 1*, p. 133), hits the shade instead.

Improved Darkvision (Ex): Dar'Tan has darkvision to 60ft. He can see even in magical darkness, and he cannot be blinded by natural or magical light.

Shadow Strength (Su): When casting spells from the shadow subschool of Illusion that call for the illusion to possess a certain percentage of actual effectiveness (such as *shadow conjuration* or *shadow evocation*), Dar'Tan's creations are 75% as strong as the real thing to those who disbelieve them.

Shadowcat Form (Sp): Dar'Tan can transform himself into a shadowcat, a housecat formed entirely of shadows. The "cat" appears as a shadow flat upon the ground. In darkness, or within any shadowy area, Dar'Tan's adds +10 to any Hide checks while in shadowcat form. Additionally, the shadowcat is two-dimensional, so the penumbral lord can slip under doors or fit through any opening that is at ground level. Openings above the ground (like an open window) are inaccessible in this form. Also note that when in this form, Dar'Tan cannot go up steps or otherwise move upward. He can move *down* in this manner, and no damage is sustained no matter the extent of the fall. This power may be used twice per day and lasts for 1d6 + the character's class level in minutes. It requires a full action to make the transformation either to or from shadowcat form. This ability is treated as a spell-like power. However, transformation from shadowcat form when the duration has expired is a free action.

Shadowcast IV (Su): If Dar'Tan casts a spell within a shadowed area, he may choose not to lose the prepared spell when it is cast, but instead cast a nearly real version of the same spell with shadow magic. Any spell up to 6th level (including non-Penumbral Lord spells) may be cast this way. Instead of losing the prepared spell, he instead loses hit points equal to twice the level of the spell (minimum 1 hit point). Additionally, any saves allowed by a spell that has been shadowcast are made at +2. Spells cast in this way are not illusion (shadow) effects and cannot be disbelieved — they are simply being powered by the Plane of Shadow.

Shadowraven Form (Sp): Dar'Tan can become a shadowraven, a form similar to shadowcat. He can now reach heights above the ground level, including "flying" up steps or through an open window. His raven-shaped shadow will always be on some nearby surface, such as the side of a building as he ascends toward an open window. This power may be used twice per day and lasts for 1d6 + the casters penumbral lord level in minutes. It requires a full action to make the transformation either to or from shadowraven form. This ability is treated as a spell-like power. Transformation from shadowraven form when the duration has expired is a free action.

Shadowstep (Sp): Dar'Tan has the spell-like ability to step into the shadows and become one with them. This requires a full-round action. Once completed, he seems to fade away. He actually remains in the same location, but he cannot cast spells, move or speak (though he can use telepathy if it was in effect prior to the shadowstep). Likewise, he cannot be attacked, magically or physically. Nor can he be detected by almost any means as he has essentially left the physical plane and entered the Plane of Shadow. If the area where Dar'Tan stepped should ever fall out of the shadows (as the sun rises and banishes the darkness, for instance), the shadowstep is automatically ended and he is stunned for 1d10-6 in rounds. While within the shadows, Dar'Tan is only faintly aware of his surroundings. He knows how many creatures are nearby, but he cannot hear them speak, etc. Within the shadows, Dar'Tan requires no sleep, food or water. He cannot prepare spells, but the time spent in shadow counts toward the rest requirement for such preparation.

Shadow Home: Dar'Tan can make a home in the shadows. He enters the shadows as with his shadowstep ability and exists within the gloomy depths in that same fashion, but now he also

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has the ability to move as long as he remains in shadowed areas. Additionally, his senses are not diminished — he may see and hear (but not touch, taste or smell). Finally, rest and spell preparation are now possible within the shadows.

Possessions: Robes, *bracers of armor* +8, *ring of protection* +5, *amulet of natural armor* +5, +5 *dancing, defending rapier, cloak and boots of elfenkind*, a variety of items he either constructs or has otherwise obtained that he gives — sparingly — to useful servants for specific tasks, mostly for stealth, disguise, etc.

Wizard Spells Prepared (4/6/6/4/4/3):

0 — *Daze, flare, ray of frost, read magic.*

1st — *Alarm, mage armor, magic missile, sleep, summon monster 1, true strike.*

2nd — *Darkness, fogcloud, ghoul touch, invisibility, Melf's acid arrow, web*

3rd — *Dispelling magic, haste, lightning bolt, vampiric touch.*

4th — *Confusion, Evard's black tentacles, fear, ice storm.*

5th — *Cloudkill, cone of cold, Mord's faithful hound.*

Penumbra Lord Spells Prepared (5/7/6/5/3/3/3/2/1/1):

0 — *Arcanemark, dancing lights, detect magic, distort shadow, prestidigitation.*

1st — *Gloom x2, obscure shadow, penumbral trap x2, reshape shadow, shade's sight.*

2nd — *Animate shadow, banish shadow, Dar'Tan's shadow bolt x2, minor shadow conjuration, shadow images.*

3rd — *Control light, minor shadow evocation, shadow form of Lyrand, shadow strike x2*

4th — *Imbue shadow, shadow conjuration, shadow shield.*

5th — *Curtain of darkness, shadow evocation, shadow weapon.*

6th — *Shades, shadow smash, transmute flesh to shadow.*

7th — *Shadow storm, shadow walk.*

8th — *Blackflame.*

?th — *Eclipse.*

Background

Years ago, the young paladin Barconius discovered that a cabal of strange spellcasters lived beneath the city of Mithril, and led an army against them. Their leader, a fearsome, ebon-skinned being named Dar'Tan, nearly defeated the paladins, but in the end fled after losing an arm to Barconius' holy sword. Today, most believe that Dar'Tan is dead, and some whisper that he never existed at all. In his distant fortress, the Penumbra Lord laughs at such notions as he plots his vengeance. For his part, Barconius knows in his heart that his enemy still lives, and will one day return.

Dar'Tan is a dark elf with perpetually shadowed features — his mystique is further enhanced by the fact that many scholars and researchers believe that dark elves are extinct, or were never more than frightening legends. Dar'Tan stands as living proof that they are wrong, but modern authorities, far removed from the past and the ferocious battle beneath Mithril, continue to deny Dar'Tan's heritage, or claim that those who fought him were mistaken. He has only one arm, but has created a shadowy replacement for one he lost to Barconius.

Since the disaster beneath Mithril, the penumbral lord has moved his operations into the Kelder Mountains, well removed from the city. He has recruited a new Penumbra Pentagon (whose identities are carefully hidden) and constructed a fortress riddled with mazes of permanent shadow and filled with servants — living, shadow, golems — for his defense and comfort. His plans for the future are uncertain, and even as many in Mithril deny his existence, the self-styled "Prince of Shadows" lurks in his mountain fastness, constructing elaborate and inscrutable plans for Mithril's downfall. Unknown to anyone in Mithril, even Barconius and high priest Emili Derigesh, the heretical Cult of the Golem is secretly encouraged and funded by Dar'Tan's gold, and many of the orcish raiders who prey upon Mithril's trade routes are also in the pay of the Penumbra Pentagon.

Roleplaying Notes

Dar'Tan is nothing if not patient. When his carefully-laid plans against Mithril were smashed by the young Barconius, he fled with his life and began to plot anew. He is serene and methodical, giving orders in a soft, measured tone that nonetheless drips with malice and suppressed violence. He is ruthless with his enemies, and will not hesitate to kill even the most innocent victim to protect the secret location of his fortress.

True to his nature as both a dark elf and a Penumbra Lord, Dar'Tan prefers to work in the shadows, sending minions to carry out his will, remaining safe in his Kelder Mountain fastness. If encountered, he will invariably capture intruders, extract what they know through magic or less subtle methods, then dispose of them as efficiently as possible. Dar'Tan has many vices, but he is no sadist, nor does he have any desire to give his enemies any chance to escape or outwit him.

Combat

Dar'Tan's fight with the paladin Barconius, which cost him an arm left him with an intense dislike for close combat. He never reveals himself if he can avoid it, instead sending shadow creatures and spells against his foes, or sending powerful minions to dispatch especially challenging enemies. If confident of victory, he will reveal himself, often enhanced with illusion or shadow spells, to bolster his followers' morale, and to help terrify opponents into surrender. He considers any fight that ends with him involved in close combat to be a failure, however, no matter how badly the enemy is defeated.

Penumbral Trap

Creates an area of phantasmal foes.

Illusion (Shadow)

Level: Pen 1, Sor/Wiz 1, Trickery 1

Components: S

Casting Time: 1 action

Range: Close (25 ft. + 5 ft./2 levels)

Area: 10 ft. cube/level

Duration: Permanent until discharged and then 1 round/level

Saving Throw: Will negates

Spell Resistance: Yes

Description

By causing shadows to move and slight emanations of energy from the Plane of Shadow to leak into an area, this spell creates a region of unease and an aura of danger. It was used extensively against Barconius and his paladins in the catacombs beneath Mithril, bogging down his advance and buying time *for the* Penumbra] Pentagon.

Spell Effect

The area where this spell is cast must be heavily cloaked in shadows and the caster may then give triggering instructions for the trap (as for the spell *magic mouth*). However, this spell can only be discharged if the trigger actually enters the affected area.

Those in the affected area when the spell is triggered must make a Will save. Success negates the effect, but those who fail will see movement in the shadows out of the corner of their eyes as if an ambush is about to be sprung or there is something hiding in the shadows. No amount of effort can pinpoint the source of the movement. Also, note that the shadows created when the spell is discharged are magical in nature, so neither low-light nor *darkvision* will assist in piercing the illusion.

There is no actual ill effect, but those affected will not feel comfortable moving through the area until the threat of danger can be resolved. A person who wishes to make the effort to curb their disease may attempt another Will save with success indicating *they have overcome their fear.*



Alliastra Denier

Class/Level: Druid 10

Sex/Race: Female wood elf

Height/Weight: 5'0"/110lbs.

Challenge Rating: 10

Hit Points: 64

Initiative: +8 (+4 Dex, +4 Improved Initiative)

Speed: 30 ft.

Armor Class: 17 (+4 Dex, +3 *bracers of protection*)

Attack: +7/+2 melee

Damage: 1d8+1 (quarterstaff)

Special Qualities: Nature Sense, Resist Nature's Lure, Trackless Step, Venom Immunity, Wildshape, Woodland Stride

Alignment: Neutral good

Saves: Fort +7, Ref +7, Will +10

Abilities: Str 13, **Dex** 18, Con 11, Int 14, Wis 16, Cha 20

Skills: Animal Empathy +10, Climb +2, Craft (leatherworking) +6, Craft (pottery) +6, Handle Animal +10, Heal +10, Hide +6, Intuit Direction +6, Knowledge (nature) +12, Listen +7, Ride +6, Scry +5, Search +6, Spot +7, Swim +3, Wilderness Lore +13

Feats: Brew Potion, Improved Initiative, Power Attack, Tracking

Nature Sense (Ex): Denier can identify plants and animals with perfect accuracy.

Resist Nature's Lure (Ex): Denier gains +4 bonus to saving throws against fey beings' spell-like abilities.

Trackless Step (Ex): In natural areas, Denier leaves no trail and cannot be tracked.

Venom Immunity (Ex): Denier is immune to all organic poisons.

Wildshape (Su): Denier may transform herself into a wolf 4 times/day.

Woodland Stride (Ex): No natural terrain (thorns, briars, etc.) can impede Denier from her normal movement speed.

Possessions: Gown, *staff of bleeding earth*, *ring of warmth*, +5 *bracers of protection*, *potions of healing* (always carries 3 with her in tiny glass bottles), satchel (contains healing items).

Druid Spells Prepared (6/5/5/4/3/2):

0 — *Create water*, *cure minor wounds*, *detect magic*, *know direction*, *purify food and drink*, *virtue*

1st — *Animal friendship*, *cure light wounds*, *goodberry*, *rabbit feet**, *Salamar's quiet contemplation**

2nd — *Animal messenger*, *barkskin*, *charm person or animal*, *hunter's stalk**, *wolf's cry**

3rd — *Beast soul*, *cure moderate wounds*, *Denev's exile from nature*, *summon nature's ally III*

4th — *Cure serious wounds*, *dispel magic*, *summon nature's ally IV*

5th — *Cure critical wounds*, *ice storm*

Background

Denier, a graceful and near-supernaturally beautiful earthmaiden of Denev, serves the titaness in the Ganjus, protecting the forested region from harm. As a child she witnessed her parents' death at gorgons' hands and found the *staff of bleeding earth* still clutched in her mother's dead hands. Taking up the staff, Denier dedicated herself to defending the forest and defeating titanspawn.

Denier normally wears a gauzy, flowing white gown and silver *bracers of protection* etched with vines

and flowers. Her unbound, pale-blonde hair flows wildly past her waist like a shining cloak, and her emerald-green eyes shine vividly. She lives in a hidden glen in the Ganjus' eastern region, in a small cottage her parents built. There, she makes her offerings to and worships Denev, brews potions and patrols her forest, looking for signs of titanspawn and other evil races' encroachment.



Only a few have seen Denier's home. Those rare witnesses report that ancient ruins surround the tiny cottage and that located nearby is a blood-red, vine-covered monolith, inscribed with indecipherable runes. These witnesses also say that the spirits of departed birds and animals dwell in Denier's glen, bringing the earthmaiden information about the forest and defending her home from titanspawn threats.

Bards and storytellers relate tales of Denier and her adventures, suggesting that she, far from real, is but a ghost or myth. She inadvertently reinforces this notion when she unexpectedly appears to aid those in need and then vanishes back into the forest without a trace. Denier herself does not discourage such tales, as they make outsiders even more reluctant to damage her precious forest.

Roleplaying Notes

One of Denev's most dedicated servants, Denier is a wild, untamed creature. Raised in the forest, she little understands the ways of civilized folk, but remains fascinated by the world outside the Ganjus. She eagerly questions visitors about their lands and customs. When interacting with outsiders, though often ill at ease, she never hesitates to voice her opinions or ask difficult questions. What she lacks in etiquette, she more than makes up for in strength of character and will.

Denier always aids good or neutral travelers but will unhesitatingly attack titanspawn, regardless of their alignment. She has been known to secretly follow groups for miles through the forest — partly to ensure their safety and partly out of simple curiosity.

Combat

Unless facing titanspawn, Denier always waits to determine outsiders' intentions before attacking. Before engaging in battle, she will always *summon nature's allies* and attack alongside the summoned

animals. Against titanspawn, she is merciless, neither asking nor giving quarter. She often gives unintelligent opponents, monsters and members of the divine races a chance to escape or surrender. In her hidden glen, the spirits of birds and animals will defend Denier in unlimited numbers. Apply the ghost template (*core rulebook III*, p. 212) to normal animals (*core rulebook III*, p. 193). These creatures will unhesitatingly attack any hostile intruders near Denier's home.

Minor Artifact

Staff of the Bleeding Earth

Description: Fashioned from dark wood and stained with splotches of crimson, this staff has been borne by Denier's family for centuries, passed from a mother to her daughter upon her death at the hands of titanspawn. When wielded by a female druid, the staff acts as a +2 *quarterstaff* (+5 vs. titanspawn). If wielded by anyone else, it functions as a masterwork *quarterstaff*. The staff is intelligent (Ego 20), with a mission to Slay Titanspawn. When wielded by a female druid, the staff has the following powers:

- Sense Titanspawn: the staff vibrates faintly if titanspawn are within one mile.
- Confers the Whirlwind Attack feat upon its bearer.
- Confers +4 casting levels on the bearer.
- Against titanspawn, the staff inflicts 2x damage on a normal hit and 4x damage on a critical hit.
- Expands the critical threat range to 18-20 against titanspawn.

Paunles finn

Class/Level: Expert 3/Sorcerer 4

Sex/Race: Male human

Height/Weight: 5'9"/360 lbs.

Challenge Rating: 7

Hit Points: 48

Initiative: -3 (-1 Dex, -2 fatty tissue)

Speed: 20 ft.

Armor Class: 16 (-1 Dex, +7 natural)

Attack: +4 melee or +3 ranged

Damage: +1d4 (dagger)

Special Qualities: Blessed of Gaurak, Fatty Tissue

Alignment: Lawful evil

Saves: Fort +7, Ref+0, Will +6

Abilities: Str 11, Dex 8, Con 16, Int 10, Wis 9, Cha 13

Skills: Appraise+4, Bluff+10, Innuendo+2, Knowledge (Gaurak) +3, Profession (cook) +5, Sense Motive +1, Spellcraft +2

Feats: Craft Wondrous Item, Scribe Scroll, Skill Focus (bluff), Still Spell

Blessed of Gaurak (Su): Finn can cast spells from the Evil and Destruction domains instead of one of his known spells. The spell he casts cannot be higher than the level he can normally cast as a sorcerer. Also, Finn can cast the druid spell *gluttony* once per week as a 7th level druid.

Fatty Tissue (Ex): When he began worshiping Gaurak, Finn's body began growing, packing on fat that added several special abilities. Finn's flab grants a +2 to Fortitude saves, +6 hp and +7 to his armor class. However, this fat slows Finn down, giving him a -2 to Initiative and -1 to Reflex saves. In addition, once a month, Finn must consume one medium-size sentient creature or lose this benefit.

Possessions: Robes, signet ring, dagger, *potion of flying*, *scroll of acid spittle*, *hunger pastries* (as many as he needs). Finn owns several mansions and always has at least one caravan in the field. His personal wealth totals over 2,000,000 gp, but is virtually limitless for game purposes. Two bodyguards always accompany him; they are warriors of at least 2nd level.

Sorcerer Spells Known (6/4/2):

0 — *Clean**, *detect magic*, *distort shadow**, *dowsing*, *mending*, *read magic*, *steal sleep*"

1st — *Acid spittle*", *charm person*, *detect gold*, *grease*, *mage armor*

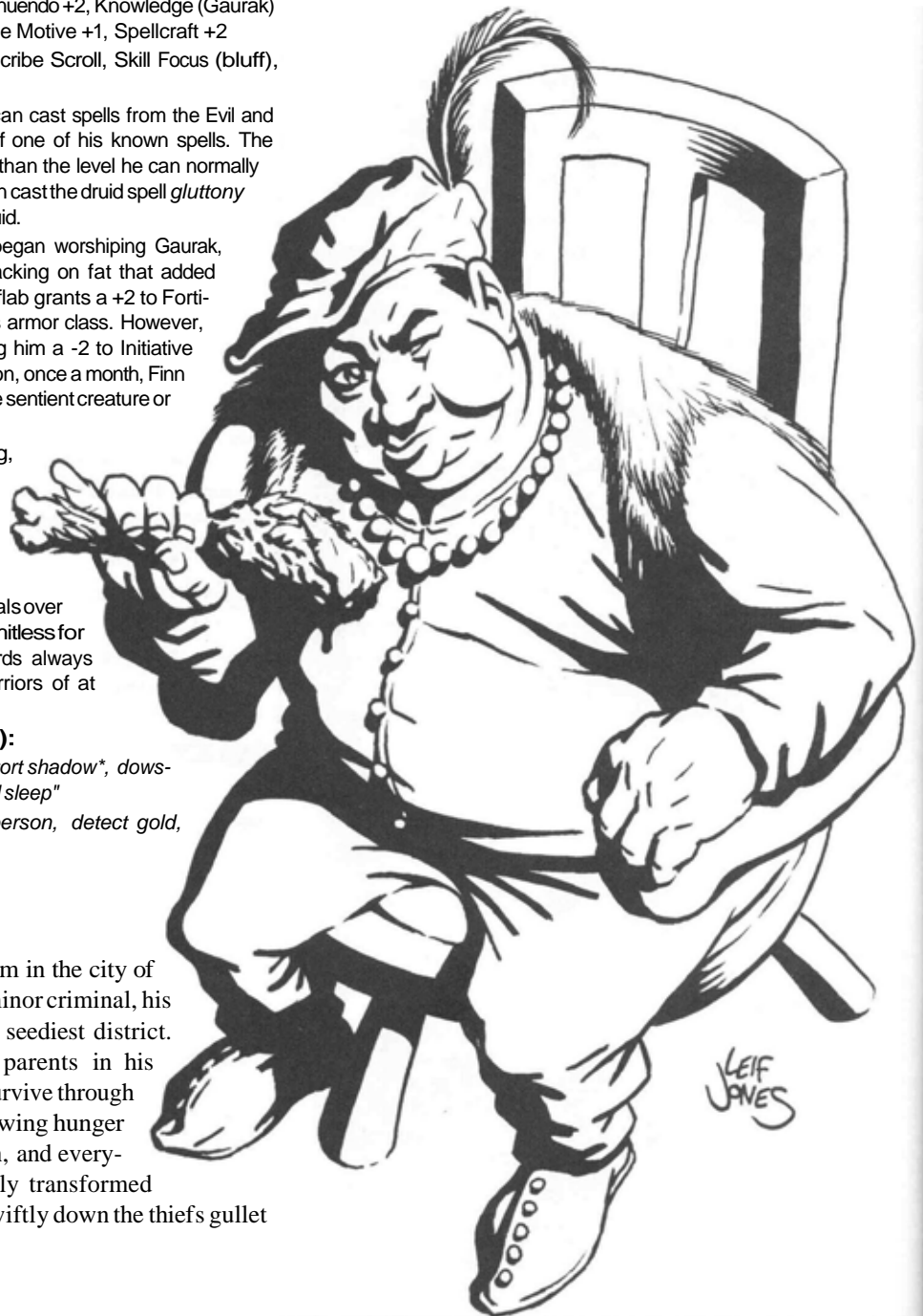
2nd — *Alibi*", *mirror image*

Background

Paunles Finn was born in the city of Shelzar; his father was a minor criminal, his mother a harlot in city's seediest district. Finn, neglected by his parents in his earliest years, learned to survive through theft and violence. A gnawing hunger tormented the young Finn, and everything he stole was quickly transformed into food, disappearing swiftly down the thief's gullet

As he grew, Finn realized he lacked the skills necessary to become a professional thief, so after spending several long terms in Shelzar's filthy prisons, he undertook learning the art of the con. Soon an expert, Finn smoothly talked victims out of their valuables, lead victims into traps and created elaborate ruses to separate the wealthy and naive from their purses.

Still, his hunger gnawed at him. While he dined one night, a pair of fleshy men in dark robes approached him. They had been watching him, they said. Before Finn could utter an angry retort, they said they represented the secret cult of Gaurak and could explain his endless hunger. Finn fell silent as they



continued. This ravenousness, they said, was the mark of Gaurak: the insatiable hunger that drove the titan also drove his most cherished followers, and Finn's unceasing hunger for food meant that the titan had specially chosen him. That night, Finn joined the cult of Gaurak and has since served the titan faithfully.

Soon thereafter, Finn transformed his ill-gotten wealth into a successful mercantile business: buying, selling and transporting foodstuffs from his home base in Shelzar. Most of the time, to avoid suspicion, Finn acts the perfectly ordinary businessman, but from time to time, terrible things happen to his clients: Vital shipments of food do not arrive in isolated villages. In the icy grip of winter, people turn to cannibalism to avoid starvation. Other towns get too much food, and their people become bloated and diseased gluttons who, eventually captured, are fed to fallings and other followers of Gaurak. Some horrified clients discover that the meat they have been eating for weeks came from humans, dwarves or even elves! Such meat dishes are consumed throughout Ghelspad, with diners never the wiser. Finn laughs at these atrocities, knowing that, somewhere, the Devourer's spirit echoes his laughter and that when (not if) the titan returns, he will be well rewarded.

Roleplaying Notes

In public, Finn is a jolly, hearty man with a ready smile and a firm handshake. He fondly tells people that he helps the common man eat like a king and often gives away free samples of his "specialties," especially to children. Every year, he sponsors a great feast in Shelzar, where the poor and indigent can eat all they wish without cost. He laughs especially heartily during this particular feast; most people genuinely believe that he laughs from the joy of helping his fellow man.

In private, Finn is a spoiled, deceitful lout. He detests dirt and insists that his clothes, his home, his horses, his servants and especially his utensils be spotlessly clean at all times. He often savagely beats servants for perceived shortcomings and is constantly inspecting his manse for dirt and grime. Despite this, he is a sloppy eater and is almost always eating something — a joint of meat, a piece of cake or rich and overripe fruit.

Finn believes that his sorcerous powers are a gift from Gaurak himself. Few know that he is a sorcerer, and he takes pains to keep that secret hidden—those who discover his abilities are often the recipients of a

- meal of *Gaurak's food*, an especially nasty surprise that Finn uses on special enemies. He has no qualms about using magic to seal a deal or persuade a reluctant customer, but never uses his spells in such a way that he might be caught. As his power and devotion

to Gaurak increase, Finn grows more convinced that he is being prepared for a special destiny.

Combat

Paunles Finn is terrified of combat, relying instead on his bodyguards and Bluff skill to avoid bloodshed. As might be expected, he will sacrifice his guards to cover his retreat, but if he thinks victory is certain, he will cast spells from a safe distance. Nonetheless, his first instinct is to flee.

Hunger Pastries

Description: These thumb-sized pastries are filled with jellied fruit or a similar confection and look delicious. After baking, they are blessed by a druid in the service of Gaurak. The pastries are so delectable that few can resist eating them.

Powers: After eating the pastry, the victim must make a Will save (DC 17) or begin eating as per the spell *gluttony*.

Caster Level: 7th

Prerequisites: Craft Wondrous Item, *gluttony*

Market Price: 700 gp

Cost to Create: 350 gp + 28 XP

Weight: —

Gaurak's Food

Description: *Gaurak's food* appears to be a single item of fresh, nutritious-looking food of any type — fruit, meat, candy, etc. A successful *detect magic* (DC 22) is required to distinguish *Gaurak's food* from normal viands.

Powers: *Gaurak's food* is activated once it is cut or bitten into. When activated, the fruit spews out thousands of tiny insects that attack any nearby organic substance and attempt to devour it. The swarm acts as per the spell *creeping doom*, save that it remains stationary in its initial area of effect and does not move. Damage is done first to humanoids, then to any other living creature and finally to dead organic material.

Caster Level: 15th druid

Prerequisites: Craft Wondrous Item, at least three ranks in Profession (cook), *creeping doom*

Market Price: 5,250 gp

Cost to Create: 2,625 gp + 210 XP

Weight: 1/2 lb.

Galdor the Deathless, Leader of Lede

Class/Level: Fighter 12/Cleric 8

Sex/Race: Male undead human

Height/Weight: 6'8"/380 lbs.

Challenge Rating: 23

Hit Points: 160

Initiative: +2 (+2 Dex)

Speed: 20 ft.

Armor Class: 24 (+2 Dex, +8 *serpent plate*, +4 natural)

Attack: +26/+26/+21/+21/+16/+11 melee (*Fists of Vangal*)

Damage: 2d8+13/2d8+13 melee (*Fists of Vangal*)

Special Attacks: Smite

Special Qualities: Cold and Electricity Resistance, Rebuke Undead, Damage Resistance 15/1, Darkvision (60 ft.), Frightful Presence, Turn Immunity, Undead, Vangal's Blessing

Alignment: Chaotic evil

Saves: Fort+19, Ref+8, Will+13

Abilities: Str 22, Dex 15, Con —, Int 14, Wis 17, Cha 1?

Skills: Concentration +15, Diplomacy +12, Handle Animal +15, Hide +12, Intimidation +15, Knowledge (religion) +12, Listen +11, Ride +15, Spot +11

Feats: Ambidexterity, Cleave, Expertise, Great Cleave, Improved Two-Weapon Fighting, Leadership, Mounted Combat, Power Attack, Ride-by Attack, Sunder, Spirited Charge, Trample, Two-Weapon Fighting, Weapon Focus (battleaxe), Weapon Specialization (battleaxe)

Command Undead (Su): Galdor may command undead as an 8th level cleric.

Damage Reduction (Su): Galdor's undead body is amazingly tough, granting a 15/1 damage reduction.

Darkvision (Su): Galdor possesses darkvision with a range of 60 feet.

Domain-granted Power, Destruction (Su): Once per day, Galdor may make a melee attack with a +4 attack bonus, which inflicts 8 additional points of damage upon a successful hit.

Domain-granted Power, Evil (Su): Galdor casts Evil domain spells at +1 caster level.

Frightful Presence (Su): Galdor is so huge and supernaturally terrifying that his mere presence causes fear. Any opponent who witnesses an attack or other threatening action by Galdor must make a Will save (DC 24) or become shaken (see *core rulebook II*, p. 85). Individuals who fail their saving throw by more than 10 are frightened (see *core rulebook 11*, p. 84). Only individuals with fewer hit dice than Galdor are affected, and an opponent who succeeds at the saving throw is immune to the effect for one day.

Resistance (Ex): Galdor's undead status grants him cold and electricity resistance of 20.

Spell Resistance (Su): Vangal grants his favored servant a spell resistance of 28.

Turn Immunity (Su): Despite his undead status, Galdor may not be turned.

Undead (Su): Galdor is immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease. He is not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

Possessions: *Ashen powder*, *Kadum's pearl** (strife), *divine token**, *serpent plate*, *Fists of Vangal*.

Cleric Spells Prepared (6/5+1/4+1/4+1/2+1; Domains: Destruction, Evil):

0 — *Bleeding disease**, *detect magic*, *inflict minor wounds*, *read magic*, *resistance*, *shockwave**

1st — *Command*, *doom*, *grim feast**, *inflict light wounds*, *protection from good*, *summon monster 1*

2nd — *Commanding presence*, *darkness*, *death knell*, *inflict moderate wounds*, *Vangal's touch**

3rd — *Animate dead*, *contagion*, *dispel magic*, *inflict serious wounds*, *Vangal's wounding**

4th — *Condemned**, *dismissal*, *inflict critical wounds*

Background

Galdor was already a fearsome warrior when the dark god Vangal took notice of him many years ago. Pleased with the young warrior, the Ravager bade his minions seek out Galdor and invite him to serve as their dark lord's champion. Galdor enthusiastically accepted the offer and, infused with the power of his god, fought his way to a position of leadership within the notoriously fierce Horsemen of Vangal. Over time, he carved out an empire across the Plains of Lede, and his name struck fear into even the most powerful rulers' hearts.

In time, adversaries appeared to challenge Galdor's supremacy, such as paladins of Corean, seeking to destroy the evil warlord, and traitors from Galdor's own ranks. For years, these challengers failed; their severed heads decorated the banner poles and saddles of Galdor's horde. Ultimately, though, an adversary prevailed: one of Galdor's most trusted lieutenants made secret pacts with agents of Vesh and led a faction of Galdor's forces in rebellion. Taken by surprise, Galdor was cornered and defeated at the battle of Horsehead Canyon. Galdor slew nearly 100 foes, including his treacherous lieutenant, before he was finally brought down. Their lord slain, the horde disintegrated, its members fleeing headlong into the plains.

And that would have been the end of the matter, had Vangal himself not intervened.

No one quite knows why Vangal brought Galdor back. The Ravager usually forgets his slain champions, nurturing new followers rather than resurrecting old ones. But not Galdor. Within a few years of the warlord's fall, travelers began reporting the appearance of a terrifying, undead warrior riding the plains, gathering recruits and once more uniting the clans into a single horde. Investigating these reports, Mithril's paladins discovered the awful truth: the new warlord was none other than Galdor himself, animate but unliving, Vangal's twisted and evil tool. Recently, Galdor slew the Herald of Vangal and now claims to be the Ravager's most powerful minion. This amuses Vangal, who has since forgiven his herald and raised her as he raised Galdor.

Today, Galdor's horde grows and conquers once more, burning Lede villages and enslaving their populations, raiding trade caravans that cross the plains, battling and absorbing other hordes and driving ore

and proud tribes south to harass Mithril and its allied settlements. Mithril's paladins understand too well the threat Galdor represents and have contacted the Veshian Vigils to formulate a strategy to use against the undead monster. Unfortunately, they lack vital information necessary to move against Galdor. Agents sent north to reconnoiter have either not returned or now reportedly serving Galdor as undead.

Roleplaying Notes

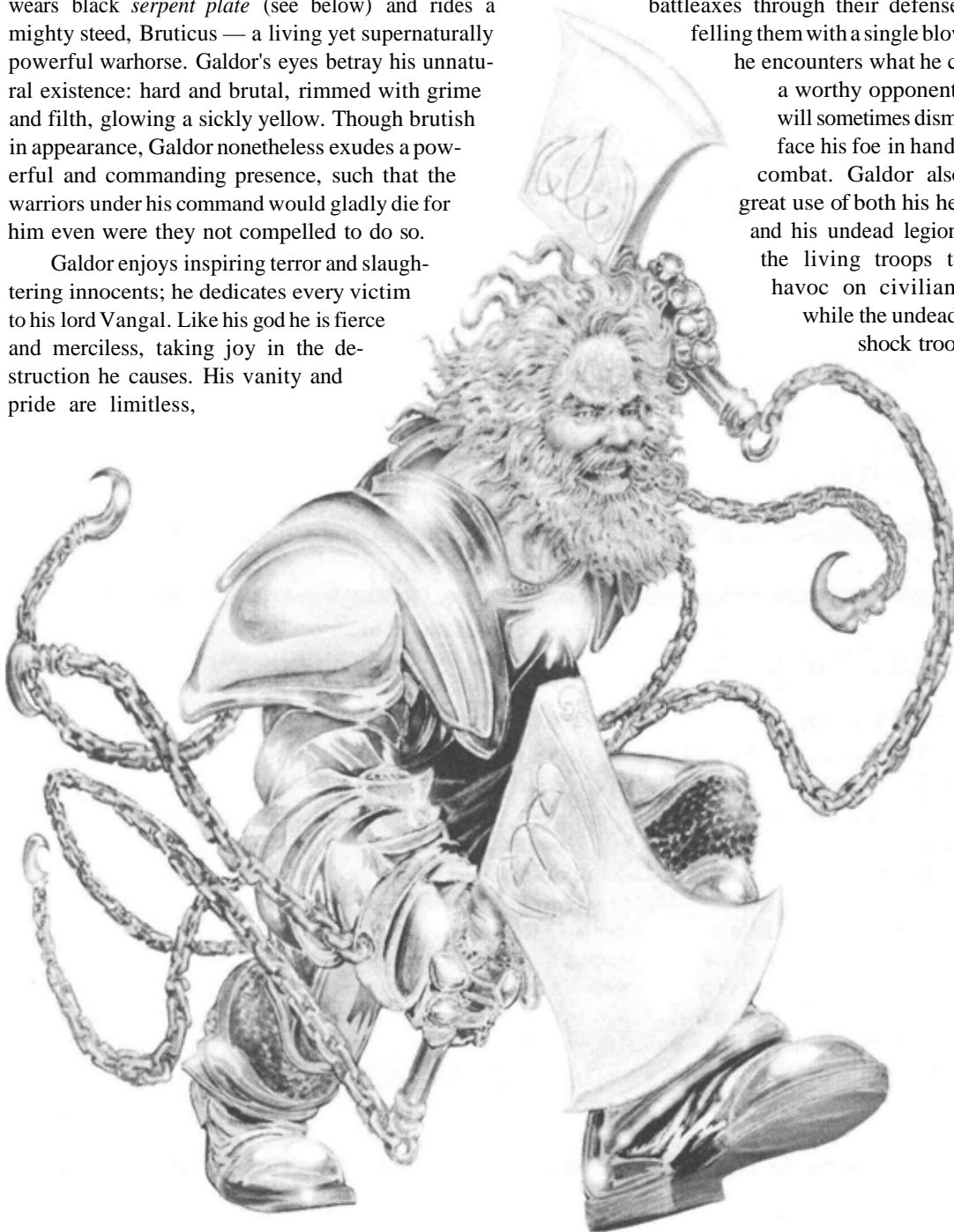
Galdor is massive, towering over six and a half feet tall, and built like a great bear. Gore mattes his long hair, and a thick black beard covers his face. He wears black *serpent plate* (see below) and rides a mighty steed, Bruticus — a living yet supernaturally powerful warhorse. Galdor's eyes betray his unnatural existence: hard and brutal, rimmed with grime and filth, glowing a sickly yellow. Though brutish in appearance, Galdor nonetheless exudes a powerful and commanding presence, such that the warriors under his command would gladly die for him even were they not compelled to do so.

Galdor enjoys inspiring terror and slaughtering innocents; he dedicates every victim to his lord Vangal. Like his god he is fierce and merciless, taking joy in the destruction he causes. His vanity and pride are limitless,

even though he is an unliving thing, created and kept on Ghelspad by the will of Vangal alone, and any insult or slight is ruthlessly punished. Galdor's justice is simple: the only penalty for defying or angering him is a quick and painful death.

Combat

Galdor attacks with all the fury and ferocity one might expect from Vangal's devoted follower. He delights in thundering across the battlefield mounted on Bruticus, striking with his great battleaxes at any opponents he happens to pass. He primarily targets spellcasters, as he delights in hurling his battleaxes through their defenses, often felling them with a single blow. When he encounters what he considers a worthy opponent, Galdor will sometimes dismount and face his foe in hand-to-hand combat. Galdor also makes great use of both his henchmen and his undead legions, using the living troops to wreak havoc on civilian targets while the undead serve as shock troops.



Ashen Powder

Description: This fine black powder is made from the charred bones of people killed through the use of negative energy effects. Galdor uses the powder primarily for show, killing villagers as an example to his subordinates without depleting his own personal energies. He has given particularly powerful minions pouches of the powder for their use in deterring pursuit by his more powerful opponents.

Powers: A handful of *ashen powder* produces effects identical to those of an *unholy blight* spell. Approximately 5 doses may be stored in a single pouch.

Caster Level: 8th

Prerequisites: Craft Wondrous Item, *unholy blight*

Market Price: 1,600 gp/dose

Cost to Create: 800 gp + 64 XP

Weight: —

Serpent Plate

Description: After his first death, Galdor sought improvements to his armor. Working with a number of Vangal's high priests, he created this ugly yet marvelously effective suit of armor, which is every bit as offensive, filthy and violent as the great general himself.

Powers: Like its predecessor, the *chain shirt of serpents**, six chains ending in barbed hooks accent Galdor's *serpent plate*. The armor itself provides a +3 enhancement bonus, and the chains animate to become potent melee weapons. Treat each chain as a small animated object, with its vital statistics increased by the same bonus that enchants the armor: 1D10 HD (5 hp), initiative +1 (Dex), AC 17, Attacks: Hook +4 melee, Damage: 1d4+3, Face/Reach: 5 ft. x 5 ft./5 ft.; Saves: Fort +3, Ref +1, Will -5; Str 10, Dex 12, Con —, Int — Wis 1, Cha 1.

The chains will never attack the wearer or his mount, but have been known to snap at Galdor's friends from time to time. As one might expect of a construct designed by Vangal's worshipers, the hooks' behavior is fairly unpredictable. Galdor's wiser followers have learned that it's a good idea to keep a safe distance between themselves and their leader.

Caster Level: 12th

Prerequisites: Craft Magic Arms and Armor, *animate objects*

Market Price: 60,462 gp

Cost to Create: 30,231 gp + 2,418 XP

Weight: 50 lb.

Minor Artifact

Token of Vangal

Description: Galdor's *token of Vangal* appears to be a filthy and pitted, blood-soaked iron amulet etched with a crude rendering of Vangal's cloven shield.

Powers: Galdor's *token of Vangal* functions differently from the normal variety, owing to his undead status. While a normal token allows its wearer to force a critical hit by taking a point of temporary Constitution damage, Galdor's token allows him to turn any normal hit into a critical hit by sacrificing hit points. After any successful attack roll, Galdor can sacrifice a number of hit points equal to the difference between the die roll and a critical threat roll. He may then roll again. If the second roll is a hit, Galdor has scored a critical hit. If the second roll is not a hit, Galdor can again sacrifice a number of hit points equal to the difference between the die roll and the number required to hit. This ability may be used on any hit, not just a critical threat, which means Galdor may turn any normal hit into a critical threat by paying the appropriate hit point cost, and then force that threat to become a critical hit with an additional hit point expenditure — making him a fearsome warrior indeed.

Minor Artifacts

Fists of Vangal

Description: The Fists of Vangal are actually a pair of fearsome blades, called *Executioner* and *Gravedigger*. Each blade has an ebony haft and a wicked black blade that constantly gleams with fresh blood. Although covered in gore, the blades' runic inscriptions can clearly be seen, as can Vangal's symbol: a bloody cloven shield.

Powers: Each of these terrible weapons functions as a +5 *battleaxe* and inflicts double normal damage on any successful strike (critical hits inflict 3x damage as normal). Each battleaxe also has the *keen* weapon quality and grants the wielder free use of the Improved Critical feat so long as he meets the requirements for its use (weapon proficiency and a +8 or higher base attack bonus). In addition, each axe may be hurled up to 150 feet, with a range increment of 30 feet. If used in this fashion, the battleaxes instantly return to the wielder's outstretched hand the following round.

Fearsome though they may be singly, the Fists of Vangal show their true potential when wielded as a set. When used in tandem, they grant the wielder free use of the feats *Ambidexterity*, *Two-Weapon Fighting* and *Improved Two-Weapon Fighting*. Further, should Galdor score critical strikes with both axes in any given round, a terrible thunderclap reverberates, instantly killing the target unless he succeeds at a Fortitude save (DC 22). If the roll succeeds, the victim takes normal critical damage. A victim who is instantly killed by the battleaxes' powers (rather than through damage inflicted by critical hits) may only be raised from the dead with Vangal's explicit permission. Only a devotee of Vangal may wield these weapons; others who attempt to so much as pick up either weapon automatically suffer 2d6 damage per round of contact until they discard the battleaxe.

Bruticus (Galdor's Mount)

Heavy Warhorse; CR 8; Large Animal; HD 6d12;HP72;Init+1(Dex);Spd35ft.;AC26(-lsize, +1 Dex, +8 natural, +5 chain barding, +3 magical); Atk +6J+6 melee (hooves, 1d6+6), +1 melee (bite, 1d4+2), SQ Aura of fear, damage reduction 15/+1, darkvision (60 ft.), resistances (cold, electricity), scent; AL CE; SV Fort +7, Ref +5, Will +2; Str 22, Dex 13, Con —, Int 3, Wis 13, Cha 6.

Skills: Listen +7, Spot +7

Aura of Fear (Su): Bruticus' might is such that any opponent who witnesses an attack or other threatening action made by him may become frightened or shaken (see *core rulebook II*, pp. 84-5). Only individuals with the same or fewer hit dice than Bruticus are affected. An affected opponent can resist the effect with a successful Will save (DC 14). An opponent who succeeds at the saving throw is immune to the effect for one day.

Damage Reduction (Su): Bruticus' sheer toughness allows him to ignore the first 15 points of damage from any attack.

Darkvision (Su): Bruticus possesses darkvision to a range of 60 feet.

Resistance (Su): Bruticus mightiness status grants him cold and electricity resistance of 20.

Scent (Ex): Like all horses, Bruticus possesses the Scent special quality (see *core rulebook III*, p. 10).

Possessions: +3 chain barding, *horseshoes of trampling* (allows wearer inflicts double damage with trample attacks)

Bruticus has served as Galdor's mount for well over a quarter of a century and was faithful to his dark lord even before Galdor was killed. Bruticus survived Galdor's final stand, fleeing into the plains. None could tame the grief-stricken, rampaging beast, and it was left to roam the wilds of Lede. When Vangal raised his champion, Bruticus instinctively knew it and sought out his dark master. Bruticus' continued loyalty to Galdor has suitably impressed Vangal; should Bruticus ever fall, Vangal will surely resurrect the warhorse, thus ensuring that horseman and faithful servant will pillage together for all eternity.

Queen Geleeda the Fair, Monarch of Calastia

Class/Level: Sorcerer 18

Sex/Race: Female half-hag

Height/Weight: 5'10"/125 lbs.

Challenge Rating: 21

Hit Points: 144

Initiative: +3 (+3 Dex)

Speed: 30 ft.

Armor Class: 23 (+3 Dex, +10 natural)

Attack: Melee +9/+4

Damage: 1d8+2 (*lady of the valley*)

Special Qualities: Damage Resistance 10/+2, Enhanced Hit Dice, Immunities, Invisibility, Permanent Spells, Spell Resistance 16

Alignment: Lawful evil

Saves: Fort+6, Ref+?, Will+14

Abilities: Str 12, Dex 17, Con 10, Int 18, Wis 17, Cha 20

Skills: Alchemy +25, Concentration +21, Craft (calligraphy) +11, Craft (sculpture) +11, Diplomacy +10, Gather Information +8, Innuendo +8, Knowledge (Albadia) +15, Knowledge (arcana) +21, Knowledge (Calastia) +18, Knowledge (nature) +15, Knowledge (nobility) +10, Perform +16, Profession (cook) +10, Profession (herbalist) +15, Scry +11, Spellcraft +5, Wilderness Lore +7

Feats: Craft Magic Arms and Armor, Craft Wondrous Item, Forge Ring, Heighten Spell, Martial Weapon Proficiency (longsword), Maximize Spell, Quicken Spell, Spell Penetration

Enhanced Hit Dice (Ex): As a half-hag, Geleeda receives d8 hit dice instead of d4.

Immunities (Ex): Mormo's blood has made Geleeda immune to all poisons and disease.

Invisibility (Su): Mormo's blood allows Geleeda to turn *invisible* at will, but only during nighttime hours. Her invisibility is dispelled when she attacks, but she may reactivate it on the next round.

Permanent Spells (Su): Geleeda has cast the following spells on herself using *permanency*: *darkvision*, *detect magic*, *protection from arrows* and see *invisibility*.

Spell Resistance (Su): Geleeda's inhuman heritage also grants her a spell resistance of 16.

Possessions: *Amulet of proof against detection and location*, queen's crown (acts as a *helm of brilliance*), *cloak of the bat*, *cloak of whispers**, *eyes of charming*, *lady of the valley**, *ring of alarm**, *rod of the arachnid*, *oathbreaker's bracelet**, black cat familiar.

Sorcerer Spells Known (6/7/7/7/6/6/5/3):

0 — *Arcane mark*, *dancing lights*, *detect magic*, *detect poison*, *light*, *ray of frost*, *read magic*, *spark*, *quick sober*

1st — *Charm person*, *comprehend languages*, *flame bolt**, *hypnotism*, *magic missile*

2nd — *Cat's grace*, *commanding presence**, *protection from arrows*, see *invisibility*, *summon swarm*

3rd — *Dispel magic*, *nondetection*, *shadow strike**, *vampiric touch*

4th — *Emotion*, *ice storm*, *improved invisibility*, *Tevikk's creeping eye**

5th — *Contact other plane*, *curtain of darkness*, *permanency*, *dominate person*

6th — *Bigby's forceful hand*, *circle of death*, *Rie's dance of seduction**

7th — *Banishment*, *daggers of Vault**, *finger of death*

8th — *Greater planar binding*, *screen*

9th — *Gate*

Background

Geleeda's history begins with a foundling infant, left on a village wise woman's doorstep in the barbaric realm of Albadia. The old woman, named Lilia, secretly worshiped Mormo, Mother of Serpents. Convinced that she could never bear a child of her own, Lilia welcomed the infant as a blessing from her patron and swore to raise the child as a faithful follower of the Serpent Mother.

When the child, whom Lilia named Geleeda, fell gravely ill two years later, Lilia offered up prayers and sacrifices to Mormo's lingering spirit, begging for aid. That aid came in the form of a bent, twisted old woman who hobbled up the walk and pounded on Lilia's door. As she greeted the stranger, Lilia felt a nameless dread, as though the seemingly harmless being was actually something far more. Wordlessly, the stranger dangled a small vial of viscous red fluid from her clawed fingers.

Lilia accepted the vial, knowing that it was the cure she had prayed for but that it bore a price. The stranger cackled then turned, hobbling back into the shadows. Lilia immediately administered the potion, and Geleeda recovered almost instantly. From that day forth, the girl was the picture of health and grew to womanhood with frightening speed. A tall, pale-skinned beauty with lustrous golden hair and glittering emerald eyes, Geleeda evoked an almost preternatural fascination from all those she encountered. She was never without a horde of male admirers. Although some villagers muttered dark accusations about Geleeda's true origins and intentions, they never did so aloud or to her face.

A dream revealed Geleeda's true destiny. She beheld a bent, hooded old woman, leaning upon a gnarled staff for support. Evil, black eyes stared at her from a haggard, wrinkled face. As Geleeda watched, the figure's stature grew; she cast aside her hood, cloak and cane and revealed herself as a fearsome moon hag — tall, powerful and deadly.

"Your 'mother' gave you a human name," the hag said, in a voice like the screams of tortured souls. "Yet the blood of Mormo flows in your veins. You were sired by a mortal father on a hag mother. We left you with your foster mother, knowing that as you grew, the change would come upon you. When you grew ill, I visited your mother and gave her a vial of our sacred mother's blood. That blood healed you, completed the change and awoke your inner self! You enjoy the powers and protections of we hags, but outwardly, you shall appear as one of the divine races. *You will bring death and sorrow* to those who slew our mother, and through your works, she will be *remembered and reborn!* Go forth, Geleeda! Go forth, and serve our

Serpent Mother as her most treasured and valued ally!"

Her sorcerous powers awakened and her true heritage revealed, Geleeda knew her destiny and left Albadia to meet it. Discovering her talent for performing, she joined a traveling troupe of entertainers, thrilling (mostly male) audiences across Ghelspad with her singing and exotic dancing. In this time, she took many lovers, especially those who could provide her with wealth and influence. She used her newly blossoming sorcerous skills discreetly, influencing audiences and potential inamorato to do her bidding. Showered with gifts, Geleeda's fame spread, until it finally reached the ears of the aging King Virduk.

Old but (in his own words) "not dead yet," Virduk had recently interred his latest wife in the family crypt (amidst familiar malicious rumors regarding the cause of her death) and desired new diversions. Tales of a fair-skinned seductress whose dancing could madden even the most upright paladin fascinated the old monarch, and he summoned Geleeda to perform for him.

It was love — or at least lust — at first sight. For Virduk's part, it was lust of the most physical kind, but for Geleeda, who danced and sang first for the court and later in a far more private and intimate fashion for the king himself, it was raw lust for power and the realization of her ultimate destiny. Through this cunning and powerful ruler, she would gain the influence that she and her kind needed to accomplish their darkest and most secret plans.

At first, Geleeda served as the king's favorite concubine. But in time, Virduk's lust transformed into something akin to real affection—or at least the closest that Virduk could come to such an emotion. The two were married in a lavish ceremony, and today, the half-hag sorceress serves as Virduk's queen, expanding her powers both at court and beyond.

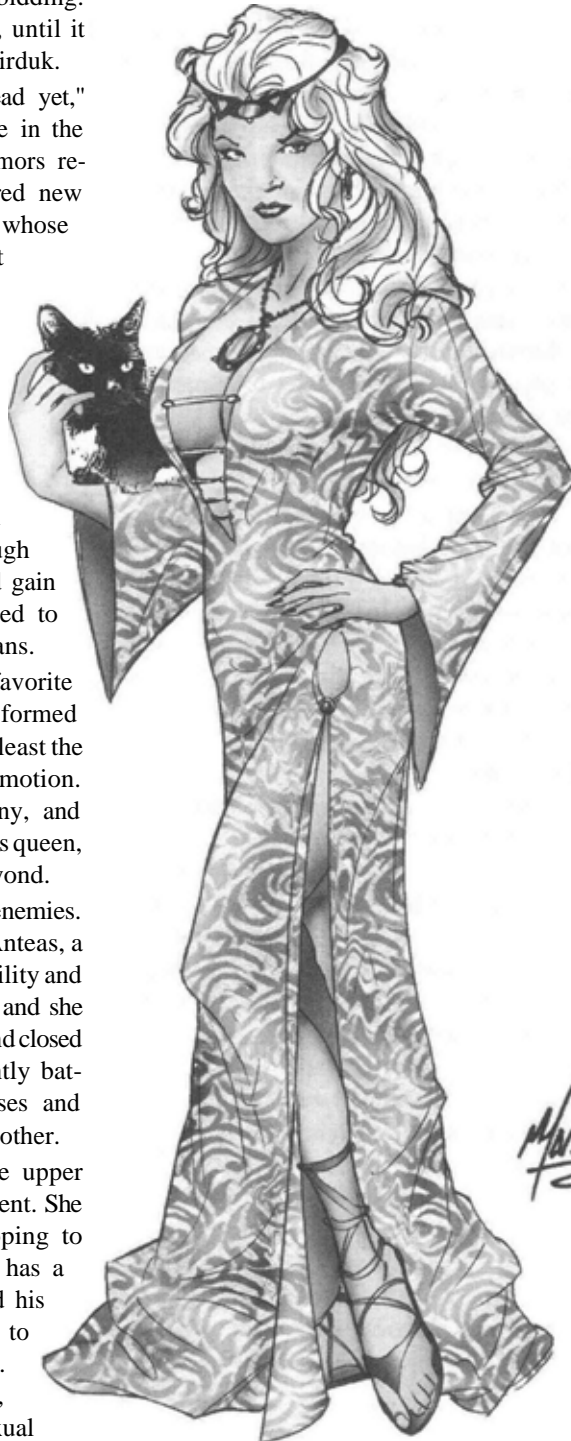
But Geleeda has earned influential enemies. Foremost among them stands Grand Vizier Anteus, a man of crystal-clear intellect, vast magical ability and ruthless loyalty to Virduk. Though Anteus and she maintain a publicly cordial relationship, behind closed doors they remain deadly enemies, constantly battling for advantage, seeking out weaknesses and unleashing armies of followers against each other.

Geleeda believes she currently has the upper hand, but is not so naive as to grow complacent. She continues her planning and scheming, hoping to eventually engineer Anteus' downfall. She has a vast library of information on the vizier and his followers and never misses an opportunity to subvert one of them by any means necessary. She has seduced many members of the court, using her natural charisma, beauty and sexual wiles to bend them to her will. For his part, Virduk

does not seem to mind; in fact, Geleeda's conduct only seems to make her more desirable in the king's eyes, a fact that Anteus finds extremely distasteful.

The queen's greatest secret — her heritage as a half-hag — remains undiscovered even by Anteus' most enterprising agents. Should he ever learn of Geleeda's true nature, the grand vizier will waste no time in exposing and moving openly against her.

King Virduk's wedding present, the vast forest now known as Geleeda's Grove, may well be the



lynchpin to her schemes. An ancient artifact lies hidden deep within the forest — one encountered by both Anteas and Virduk many years ago — and the hags have informed Geleeda that its recovery is vital to their plan's success. Exactly what these plans are Geleeda does not know; at this point she does she want to. Her own agenda consumes most of her attention, and when the hags' schemes finally come to fruition, Geleeda wants to be in a position to exploit even them.

Roleplaying Notes

Geleeda's motivation may be simple, but her method of pursuing it is not. She desires power and will remove any obstacle to achieve it. She is no fool, but sometimes wonders why she has such desires: is it her true nature or a sign of her half-hag ancestry? Yet Geleeda plays the game all the same, cultivating allies and agents in Calastia and beyond, using any means at her disposal to twist others to her service. She offers money, influence, power, magic, sex and more in exchange for loyalty and treats her minions with friendship and indulgence. Any who turn against her or who prove to be double agents for Anteas or other rivals are, of course, dispatched quickly and efficiently — their remains sent to their employer as proof of Geleeda's vigilance.

As for Virduk, the queen seems to have a genuine fondness for the old schemer, perhaps because she sees much of herself in him. He is her perfect match; in fact, and as far as the king knows, their goals and aspirations are highly compatible. She shares much of the information that her agents gain with the king and helps to promote his schemes, as long as they do not interfere with her own. Even Virduk does not know that he sleeps with a monster, though, so the revelation of Geleeda's haggish nature would certainly turn her husband against her.

Geleeda is not the sort overwhelmed by feelings of hatred or by desires for vengeance — not even against her chief rival, Anteas. At times she almost respects the man. Mostly, she sees him as simply another obstacle on her road to power, albeit a rather stubborn and immovable one.

Combat

Geleeda has no reason to fight, especially when legions of Calastian soldiers will spring instantly to

Rod of the Arachnid

Description: Grafted of polished black obsidian, the *rod of the arachnid* is covered in and inlaid with fine silvery threads resembling spider webs. A silver spider at either end of the rod holds a large ruby in its legs. These rods are created by spider-eye goblin shamans of Lede and are jealously guarded. An outsider who holds one of these items is liable to be attacked by any spider-eye goblin she encounters, but Geleeda doesn't consider this too much of a risk, given her powers.

Powers: This rod can cast the following spells three times per day: *web*, *spider climb* and *freedom of movement*. Once per day, the wielder can also summon Id6 medium-size monstrous spiders or Id3 large monstrous spiders (see *core rulebook* p. 210).

Caster Level: 9th

Market Price: 40,500 gp

Cost to Create: 20,250 gp + 1,620 XP

Prerequisites: CraftRod, *web*, *spider climb*, *freedom of movement*, *summon monster V*

Weight: 2 lbs.

her defense. She finds needless violence and slaughter distasteful and somewhat vulgar. Selective bloodshed, on the other hand — murder cunningly designed and efficiently executed—is something she admires greatly. Do not expect Geleeda to fight a foe directly. She will most likely dispatch a minion or ally or at worst cast a spell that will dispatch her enemies without implicating her.

If severely threatened (e.g., Anteas discovers her true ancestry), she is prepared to act instantly and decisively, even calling upon her hag allies to help her fight. She has structured her life to avoid this eventuality, but will use it in any event. To protect herself and her people, Geleeda will sacrifice anything and anyone, up to and including King Virduk himself.

Gothrin the Sea-Dragon

Class/Level: Fighter 12

Sex/Race: Male human

Height/Weight: 57"/165 lbs.

Challenge Rating: 12

Hit Points: 102

Initiative: +4 (+4 Improved Initiative)

Speed: 30 ft.

Armor Class: 15 (leather armor +2, *amulet of natural armor*+3)

Attack: +15/+10/+5 melee or +13/+8/+3 (cutlass), +13 (dagger or crossbow)

Damage: 1d8+6 cutlass, 1d4+3 dagger, 1d8 light crossbow

Alignment: Chaotic good

Saves: Fort+10, Ref+6, Will+4

Abilities: Str 17, Dex 11, Con 15, Int 15, Wis 11, Cha 16

Skills: Balance+5, Climb +11, Diplomacy+5, Hide+6, Knowledge (Blood Sea) +9, Listen +4, Profession (sailor) +16, Spot +2, Swim +12, Use Rope +4, Wilderness Lore +2

Feats: Alertness, Ambidexterity, Combat Reflexes, Improved Critical (dagger), Improved Critical (longsword), Improved Initiative, Lightning Reflexes, Quick Draw, Two-Weapon Fighting, Weapon Focus (longsword), Weapon Specialization (longsword)

Possessions: +3 *cutlass* (equivalent to a longsword), leather armor, +3 *amulet of natural armor*, fine silk clothes, high leather boots, sailing vessel *Adventuress*.

Background

The Blood Sea is the most perilous ocean on all of Scam, and only a brave (or foolhardy) few make their homes there. Among these stalwart mariners is the corsair known as Gothrin the Sea-Dragon, a tough and resourceful sailor who has dedicated his life to freeing the ocean of the pirate scourge and the taint of titanspawn.

As one might guess, Gothrin is not your average sea reaver. While he and the *Adventuress'* crew defend honest seafarers against pirates and monsters alike, they are not averse to profiting from their endeavors.

Gothrin himself is handsome in a rugged and weathered fashion. Because his features have an almost bestial cast to them, some observers suspect that orcish blood might flow in his veins. However, his heroic character proves that any possible titan blood taint must be very far removed, for it has had no negative effect.

When asked why he has chosen the life of a corsair (or "privateer"—the term he prefers), Gothrin glibly cites his love of adventure, his natural hatred of the titanspawn scourge and his desire to defend the weak and the helpless. He is disarmingly friendly and companionable, but successful Sense Motive checks (DC 30) might reveal that he is not being entirely honest.

The untold portion of Gothrin's history is too painful for him to relate. The son of a merchant, he and his family were captured by the infamous Blood Sea pirate Mad Jakarta, a fierce sea-lord with close ties to Queen Ran and the Toe Island Pirates. Forced to serve aboard one of Jakarta's galleys, Gothrin watched his father die beneath the lash; elsewhere, pirate crews tormented and horribly abused his mother and sister. For years thereafter, he labored in silence, nursing his desire for vengeance.

When the good ship *Vigilant* of Mithril's navy attacked his pirate convoy, Gothrin broke his own chains and fought his way on deck, strangling Jakarta with his bare hands and single-handedly killing a dozen of his crew. Liberated by the Mithrilites and given a share of the bounty that merchants had posted for Jakarta, Gothrin bought his own ship and embarked on his mission of vengeance.

He speaks of these events only to his closest friends. To the world at large, he is a heroic, larger-than-life mariner, sailing the seas in search of adventure, battling evil and defending the victims of titanspawn and pirate violence. While this reputation was honestly earned, there is a sorrow deep in the jolly corsair's heart that even the most rousing adventures and ferocious battles cannot cure.

Roleplaying

Gothrin's personality seems little more than the jolly pirate stereotype: the hearty rogue, the good-hearted rascal, the heroic privateer. He loves to play up this "character," even though it is to some extent affected. He welcomes fellow adventurers, promising them a world of excitement, and is always planning a new quest or mission against pirates or titanspawn. Every day with Gothrin is a new adventure, to the extent that some might actually get tired of all the action.

The *Adventuress* is a sturdy, well-built vessel armed with four heavy ballistae and a single, massive harpoon-thrower and cable winch, used for attacking larger and more dangerous oceanic titanspawn. Devil-may-care adventurers, misfits and rascals of every race and description, including a few ores and even a good-aligned ratman named Kreesa, comprise her crew. The crewmen affect the same joyful roguishness as their captain, but many have their own secrets that keep them at sea and away from the civilized world.

Combat

Though he favors swashbuckling flash and fanciful swordsmanship, Gothrin actually constitutes a competent and deadly opponent. He is usually armed

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with a brace of hand crossbows, which he shoots into enemy ranks before engaging in melee. He favors his +3 cutlass (equivalent to a longsword), *Boehric's Revenge*, for close-quarter fighting. (Further research in Gothrin's history reveals that "Boehric" was Gothrin's father and might help especially nosy characters piece together his true story.)

Unsurprisingly, Gothrin swings from the rigging as much as possible and usually does so while exhorting his crew to fight. Of course, most of his crew is equally reckless, so no one seems to mind.

The *Adventurers'* crew includes several spellcasters, but most crewmen are multiclassed fighter or rogue types who prefer fighting up-close to standing back and lobbing spells. They therefore favor touch-based magic and spells that enhance their own defensive or combat abilities. Gothrin and his crew are ferocious opponents, and very few titanspawn or pirates willingly engage them.



Grakis of the Web of Green

Class/Level: Fighter 9

Sex/Race: Male spider-eye goblin

Height/Weight: 5'2"/193 lbs.

Challenge Rating: 10

Hit Points: 63

Initiative: +3 (+3 Dex)

Speed: 30 ft., climb 20 ft.

Armor Class: 15 (+1 size, +2 Dex, +2 natural)

Attack: Bite +2 melee; 4 claws +2 melee; javelin +4 ranged; dart +4 ranged

Damage: Bite 1d10; claw 1d4; javelin 1d6; dart 1d4

Special Attacks: Poison

Special Qualities: Oarvision (60 ft.)

Alignment: Neutral evil

Saves: Fort+11, Ref+6, Will+4

Abilities: Str 12, Dex 16, Con 10, Int 13, Wis 10, Cha 8

Skills: Balance +3, Diplomacy +2, Hide +8, Jump +6, Listen +4, Move Silently +3, Spot +6

Feats: Ambidexterity, Alertness, Dodge, Iron Will, Leadership, Lightning Reflexes

Poison (Ex): Like all spider-eye goblins, Grakis' bite is poisonous. Unlike the other spider-eye goblins' poison, his is more potent. Victims who take damage from his bite must succeed at a Fortitude save (DC 15) or suffer an additional 1d12 damage from the poison.

Possessions: Two javelins, purse full of darts.

Background

Grakis remembers how he lost each of his seven eyes: The first he lost as a young goblin, stealing eggs from a scythe falcon's nest. His siblings poked out the second when they tried to eat him during a famine in winter. He lost the third while training his first wolf spider. A cave mouth ate the fourth while he explored a cavern beneath the Kelder Mountains. Eyes five and six were lost during the duels of strength he fought to become chief of the Web of Green. In his latest disfiguring mishap, eye seven was lost in a spat with his Spider Queen, after she — much like the scythe falcon of his youth — caught him lunging on her egg sac.

Many people, from the Festering Fields to Corean's Cleft, want nothing more than to claim his eighth and final eye. As chief of the Web of Green, Grakis has capitalized on the Divine War's resulting chaos — raiding merchant caravans, robbing graves, extorting small towns and sabotaging Virduk's military infrastructure at every turn. Though the spider-eye goblins have no established economic system in their treetop kingdom, his unprecedented raids serve more than mercenary ends.

The Web of Green makes its home in Geleeda's Grove. Though the antebellum reemergence of com-

merce under King Virduk's rule has kept Grakis' tribe fat and rich, the monarch's gift of the spider-eye goblin homeland to Queen Geleeda is an affront to Grakis' self-proclaimed majesty. Though he is little more than a bandit king, Grakis resents that "his" forest was given away without so much as a messenger to deliver the news. Geleeda's mystical tamperings with her enchanted playground have upset the natural cycles upon which the Web of Green depends for its sustenance. Worst of all, Grakis has spent years destroying the remnants of the matriarchy that once dominated the Web of Green; that Virduk treats Grakis' homeland as nothing more than a trinket for a female reflects Virduk's weakness, according to misogynistic Grakis.

For now, Grakis wages guerilla warfare against both the Calastian Hegemony and the hags who also call the forest home — to both acquire resources with which to broker alliances with other goblin tribes and repay Virduk for grievously insulting Grakis' pride. Grakis' constantly antagonizes the Calastian marshals who attempt in vain to pacify Geleeda's Grove. Geleeda herself grows tired of this goblin infestation. If Grakis continues to provoke the Calastians, either Virduk or Geleeda might answer with measures more extreme than a few bands of soldiers.

Roleplaying Notes

Grakis rose to the top of his tribe by means of his fearsome bite. Supremely arrogant, he does not believe that Sethris' priestesses or Kan Thet's spider-riders can stop his ascent. He actually believes that he would be king of all things both goblinoid and arachnid were it not for "Virduk the Ape," as Grakis calls him. Though Grakis' natural inclination is to eat or rob those unfortunates who cross his path, he fears that the chaos he was born into is giving way to civilization. Perhaps there are allies to be found outside the forests?

Combat

If Grakis personally leads a bandit party, the prize must be worthwhile indeed. In such large raids, 50 to 200 spider-eye goblins drop from the treetops and scramble from the brush, overwhelming their opposition with speed and slaughtering everyone in under two minutes before claiming the prize. When leading such a raid, Grakis first pins his prey with a javelin before decapitating his victim with a single chomp from his prodigious mouth. Due to the loss of so many eyes, Grakis lacks the improved peripheral vision typical of his fellow spider-eye goblins.



His Lawship, Patriarch Yonis Sonyovar Hevestian

Class/Level: Cleric 20

Sex/Race: Male human

Height/Weight: 6'6"/212 lbs.

Challenge Rating: 20

Hit Points: 131

Initiative: +4 (+4 Improved Initiative)

Speed: 30 ft.

Armor Class: 20 (+2 plate mail)

Attack: +21/+16/+11 melee; +16/+11/+6 ranged

Damage: 1d10+6 (warhammer); 1d8 (crossbow)

Special Attacks: Feat of Strength

Special Qualities: Spontaneous Casting

Alignment: Lawful neutral

Saves: Fort +13, Ref +6, Will +19

Abilities: Str 16, Dex 10, Con 12, Int 12, Wis 20, Cha 14

Skills: Concentration +11, Diplomacy +?, Heal +19, Knowledge (arcana) +8, Knowledge (creature: Inquisitor) +8, Knowledge (Hedrad) +4, Knowledge (religion: Hedrada) +23, Scry +8, Spellcraft +16

Feats: Extra Turning (x2), Forge Ring, Improved Initiative, Iron Will, Leadership, Martial Weapon Proficiency (Warhammer)

Domain-granted Power, Law (Su): Hevestian may cast Law spells at +1 caster level.

Domain-granted Power, Strength (Su): Hevestian may perform a feat of strength: he gains one +20 enhancement bonus to his Strength per day. This is a free action and lasts one round.

Spontaneous Casting (Sp): Hevestian may cast cure spells in place of other spells of the same level or lower.

Turn/Destroy Undead (Su): Hevestian may turn undead or destroy undead if it is of 10 or fewer hit dice.

Possessions: Full plate mail +2, *hammer of shattering*, *platinum ring of Hedrada**, *circlet of the iron mind*, *potion of divine wisdom*, +t *masterwork light crossbow*, 50 bolts, metal holy symbol of Hedrada.

Cleric Spells Prepared (8/9/8/8/8/8/6/6/6/6; Domains: Law, Strength):

0 — *Bleeding disease**, *clean*", *cure minor wounds*, *create water*, *detect magic*, *read magic*, *shockwave**, *virtue*

1st — *Bless*, *command*, *detect chaos*, *divine favor*, *minor symbol of divinity*", *prevarication's bounty**, *protection from chaos*, *shockwave strike**

2nd — *Aid*, *bull's strength*, *commanding presence*, *dead man's eyes**, *divine wisdom**, *enthrall*, *Hedrada's balance**, *rend the sovereign soul**

3rd — *Banish shadow**, *divine raiment**, *magic circle against chaos*, *magic vestment*, *mind raid**, *remove curse*, *sacred weapon**, *shadow touch**

4th — *Cloak of righteousness**, *condemned**, *control light**, *ironheart**, *mind over matter**, *order's wrath*, *spell immunity*, *seal of Hedrada**

5th — *Brothers in arms**, *commune*, *dispel chaos*, *ethereal jaunt*, *flame strike*, *inquisition**, *mark of justice*, *righteous might*

6th — *Banishment*, *blade barrier*, *Enkil's lightning storm*, *geas/quest*, *hold monster*, *stoneskin*

7th — *Bigby's grasping hand*, *dictum*, *greater healing circle**, *greater restoration*, *incite*, *resurrection*

8th — *Avatar**, *greater planar ally*, *mass heal*, *recall champion**, *shield of law*, *strength of Kadum**

?th — *Bigby's crushing hand*, *convert**, *energy drain*, *incapacitate**, *miracle*, *summon monster IX*

Background

Patriarch Hevestian, the most powerful man in the city of Hedrad, is also one of the oldest. As Hevestian approaches his final judgment, however, fear overwhelms him — fear that his work in the mortal world is unfinished. If only he had more time, he believes, he could even further advance the cause of justice. Now, in the twilight of a long life that has seen service to Hedrada on both the bench of justice and the battlefield, wherein he was one of chaos' most ardent foes, Hevestian fervently prays that Hedrada will transform him into an inquisitor that he might continue to serve his god. Alas, Hevestian has no way of knowing whether his god will grant him this honor, for none is permitted to learn his true destiny. Nevertheless, Hevestian has invested much time and energy over the last several years into learning about inquisitors and their ways, hoping that Hedrada will more favorably view his candidacy.

Some of Hevestian's research encourages him. He uncovered old records that document situations in which powerful divinations not only revealed an inquisitor of Hedrada, but also the shade's former mortal identity. In every case, the inquisitor had been a powerful patriarch who had participated in ruling Hedrad.

Hevestian also believes that inquisitors have spiritually guided him. On several occasions, as a result of prophetic dreams or visions, Hevestian has located powerful magic items, such as his *circlet of the iron mind*, hidden in Hedrada's temple in Hedrad. He has also read tales of a magical ring that, when consecrated through presently unknown rituals, will propel a soul into Hedrada's service immediately upon death. For this reason, Hevestian has learned how to craft magical rings.

Recently, as Hevestian's quest absorbs more of his time and he approaches his final accounting, some complain that he neglects his mortal duties. Still, in keeping with ancient tradition, the priests of Hedrada's temple have begun preparing for the ritual by which Hevestian's soul will be commended to the Lawgiver and sent on its final journey.

Roleplaying Notes

Hevestian is an unemotional but commanding figure. He has a powerful voice, but speaks only when he considers it logical and critical. Hevestian wields great political and religious clout, having occupied over his long career all four positions in Hedrada's highpriesthood—justice, law, knowledge and wealth. He has also twice chaired the theocracy, and all who worship the Lawgiver value his wisdom. Unsurprisingly, he expects absolute obedience from

subordinates and is scrupulous in his own observation of both spiritual and mortal laws.

Combat

Though Hevestian undertook many quests for Hedrada in his younger days, he is no longer the powerful cleric who battled chaos in Ghelspad's furthest reaches. While his peers occasionally call upon his clerical abilities to help dispel or destroy chaotic forces that threaten Hedrad, Hevestian spends most of his time researching Hedradan lore or overseeing Hedrad's church. He will fight fiercely if he has to, but he prefers the traditional role of healer, using his mighty healing spells to assist his priests and companions.



The Hunter of Vesh

Class/Level: Ranger 7/Rogue 3

Sex/Race: Male human

Height/Weight: 6'1" 160 lbs.

Challenge Rating: 10

Hit Points: 64

Initiative: +8

Speed: 30 ft.

Armor Class: 20 (+4 Dex, +1 *medallion of the mosquito*, +5 studded leather armor)

Attack: +15/+10 melee or +13/+8 ranged

Damage: 1d8+6 *dark axe* or 1d6 throwing axe

Special Attacks: Sneak Attack +2d6

Special Qualities: Evasion, Favored Enemy, Uncanny Oodge

Alignment: Chaotic evil

Saves: Fort +6, Ref +9, Will +5

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

Skills: Balance +11, Bluff +11, Climb +10, Diplomacy +10, Escape Artist +9, Hide +14, Jump +11, Knowledge (local: Vesh) +8, Move Silently +14, Search +12, Sense Motive +7, Spot +12, Swim +?, Tumble +16, Wilderness Lore +12

Feats: Blind-Fight, Combat Reflexes, Improved Critical, Improved Initiative, Quick Draw, Track

Favored Enemy (Ex): The Hunter gains a +2 bonus to Bluff, Listen, Sense Motive, Spot and Wilderness Lore checks and to damage rolls against his primary favored enemy (humans) and a similar +1 bonus against his secondary favored enemy (elves).

Possessions: *Darkaxe*, 6 throwing axes, +2 *studded leather armor*, *medallion of the scorpion**, *medallion of the mosquito**, *medallion of the acorn**.

Ranger Spells Prepared (2):

1st — *Pass without trace*, *resist elements*

Background

No one knows the true identity of the masked killer known as the Hunter of Vesh. Many rumors circulate about him and his origin, and authorities throughout Vesh struggle to uncover the reasons behind his fanatical hatred of the Vigils.

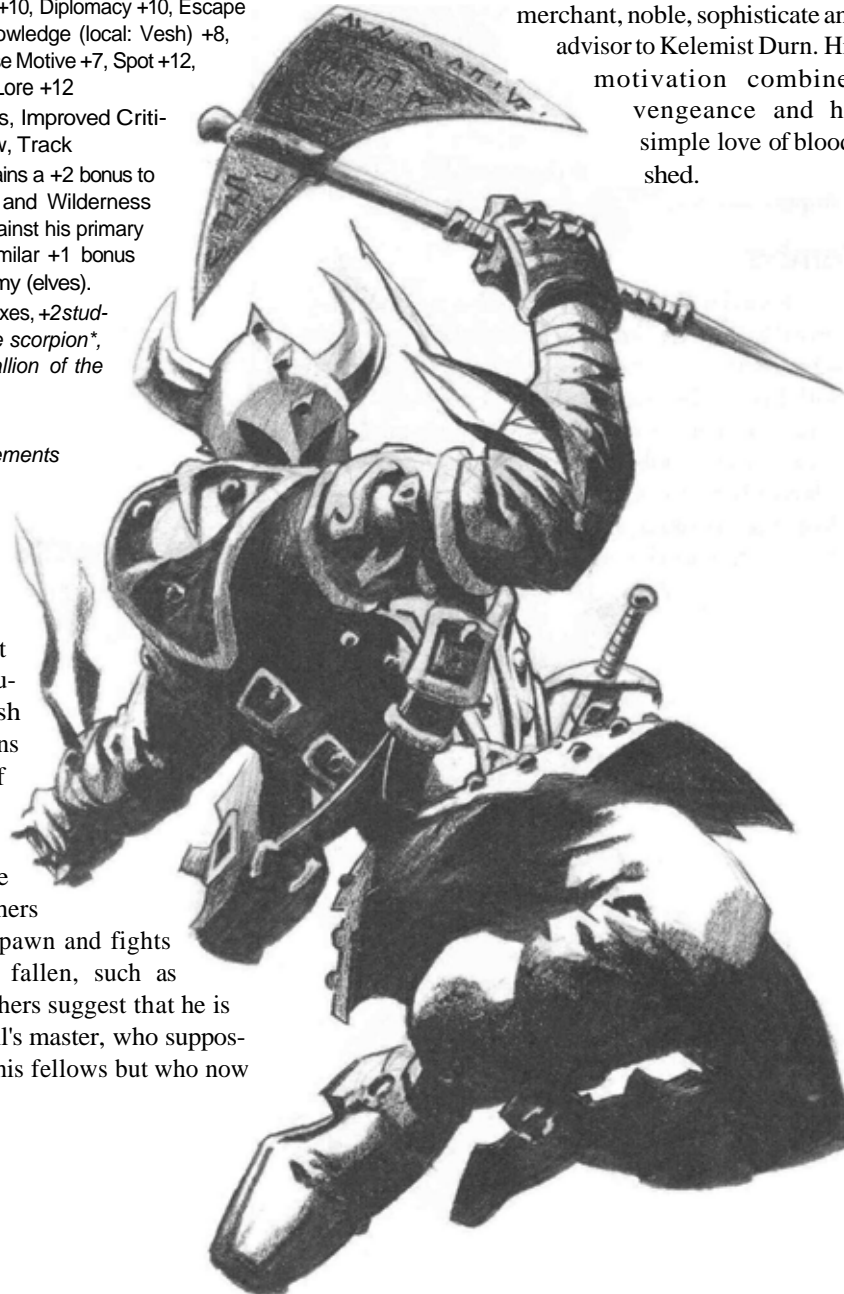
Some say that he is the son of a bandit-lord who the Vigil slew or captured. Others suggest that he is part-titanspawn and fights in the name of one of the fallen, such as Mormo or Hrinruuk. Still others suggest that he is actually the Dark Motak Vigil's master, who supposedly perished after betraying his fellows but who now lives on, seeking vengeance.

Evidence suggests that the Hunter, rather than being titanspawn, actually serves Vangal. He wears dark, rusted and bloodstained armor and fights with twin axes, laughing cruelly as he slays his victims.

Whatever the Hunter's origins, the Vigils and, in particular, High Commander Kelemist Durn want the Hunter captured and brought to justice. But the Hunter moves about eastern Ghelspad with ease, striking and vanishing like a ghost (which only fuels more speculation as to his identity). Rumor has it that he has been collecting Vigil medallions on behalf of the evil Duke Traviak.

Roleplaying

So far no one in Vesh has guessed that the Hunter is actually one of the most trusted men in the realm: Regias Jvunal — merchant, noble, sophisticate and advisor to Kelemist Durn. His motivation combines vengeance and his simple love of bloodshed.



Jvunal's real name is Rakash Jekkar, and as a warlord, he once led a large faction of Horsemen of Vangal. When Jekkar's horsemen were defeated in battle, wiped out by a mixed force of vigilants and Mithril's paladins, he escaped and made his way to Vesh, determined to inflict as much loss and tragedy there as he could. In the guise of "Regias Jvunal," he founded a successful mercantile house and presented himself as a Darakeene nobleman, quickly gaining the trust and confidence of the Veshians.

On the surface, Jvunal seems an intelligent, open-minded man who wants the best for Vesh and who makes friends easily. His hidden *token of Vangal*, in addition to its normal powers, conceals his alignment, providing him with a spell resistance of 36 against *detect evil* or similar spells.

No one has ever connected the popular and generous Jvunal with the infamous Hunter, at least no one who lived. He is very careful, often using illusions or disguised henchmen to impersonate himself or the Hunter so that his absences are not seen to coincide with the Hunter's attacks. He has a few trusted followers, most of them faithful Vangal-worshippers, like him.

Combat

Jvunal will strike swiftly if someone threatens to reveal his secret identity. In combat he is terrifying, attacking without hesitation or fear, hacking at foes with his two bloodstained axes. Subtlety is not the Hunter's strong suit, but he sometimes exhibits patience: setting ambushes or luring victims into blind alleys or box canyons. He likes to attack from above, dropping on unsuspecting foes. If he moves more than 10 feet in this manner, the Hunter gains the

bonuses associated with a charge attack (see *core rulebook*, p.124).

Darkaxe

Description: *The dark axe* is a razor-sharp, double-bladed battleaxe, seemingly crafted from shining black obsidian. Legends hold that one of Vangal's greatest warriors forged the *darkaxe* during the bloodiest and darkest moments of the Titanswar. Lost in battle long ago, the *darkaxe* was bestowed upon the Hunter by a wandering priest of Vangal as an expression of the god's favor. The Hunter then slew the priest, who gladly gave his soul to the Ravager.

Powers: The *darkaxe* is a +2 *keen battleaxe* that is virtually unbreakable. A successful hit with the axe forces an opponent to make a Will save (DC 16) or suffer the effects of an *emotion (despair)* spell for 1d8 rounds. This despair causes a -2 morale penalty to saving throws, attack rolls, ability checks, skill checks and damage rolls. Despair effects are not cumulative.

Caster Level: 10th

Prerequisites: Craft Magic Arms and Armor, *keen edge*, *emotion*

Market Price: 98,310 gp

Cost to Create: 49,155 gp + 3,932 XP

Weight: 7 lbs.

Kaltaag

Class/Level: Rogue 6/Fighter 2

Sex/Race: Male half-ore

Height/Weight: 6'2"/180 lbs.

Challenge Rating: 8

Hit Points: 51

Initiative: +3 (+3 Dex)

Speed: 30 ft.

Armor Class: 18 (+3 Dex, +5 breastplate)

Attack: +10/+5 melee or +9 ranged

Damage: 2d4+1 melee (spiked chain) or 1d10 ranged (heavy crossbow)

Special Attacks: Sneak Attack +3d6

Special Qualities: Darkvision (60 ft.), Evasion, Uncanny Dodge

Alignment: Chaotic good

Saves: Fort +7, Ref +8, Will +3

Abilities: Str 12, Dex 16, Con 15, Int 13, Wis 12, Cha 14

Skills: Appraise +7, Decipher Script +3, Diplomacy +8, Gather Information +8, Hide +12, Knowledge (Zathiske) +5, Listen +12, Move Silently +12, Perform +8, Ride +5, Search +7, Sense Motive +7, Spot +12, Use Rope +3

Feats: Alertness, Improved Disarm, Improved Trip, Weapon Finesse (spiked chain), Weapon Focus (spiked chain)

Darkvision (Ex): Kaltaag has darkvision to a range of 60 feet.

Evasion (Ex): If Kaltaag ever has to make a Reflex saving throw to reduce damage from an attack, a successful save indicates that he avoids damage altogether. This ability can only be used if Kaltaag is wearing light or no armor.

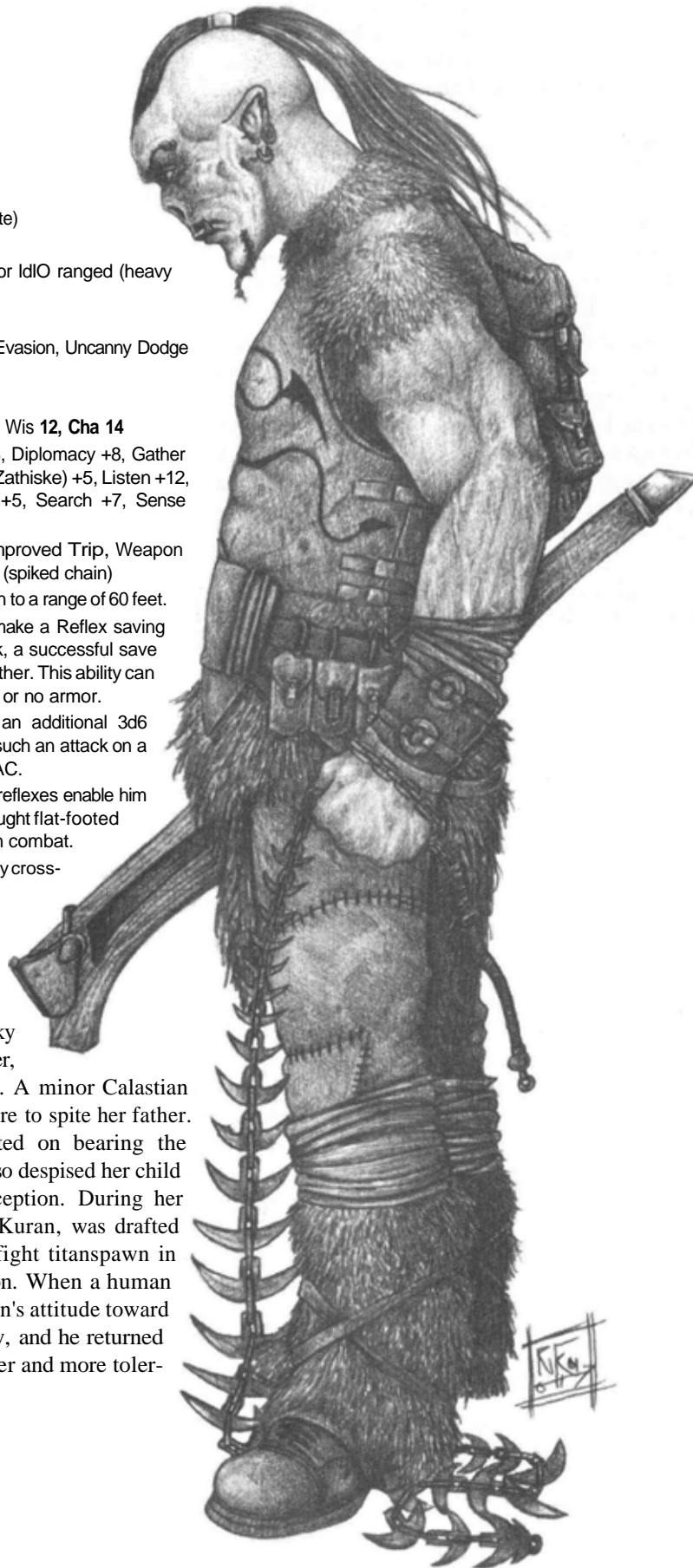
Sneak Attack (Ex): Kaltaag inflicts an additional 3d6 points of damage whenever he makes such an attack on a target who is denied his Dex bonus to AC.

Uncanny Dodge (Ex): Kaltaag's quick reflexes enable him to retain his Dex bonus to AC even if caught flat-footed and ensure that he cannot be flanked in combat.

Possessions: Patchwork clothing, heavy crossbow, spiked chain.

Background

Kaltaag was born in the Kelder Mountains more than 20 years ago, shortly after Sky Keep's fall. Jazia, Kaltaag's mother, initiated the ore/human union. A minor Calastian noblewoman, Jazia bedded an ore to spite her father. However, she had not counted on bearing the wretched creature's spawn and so despised her child from the moment of his conception. During her pregnancy, the child's father, Kuran, was drafted into the Calastian military to fight titanspawn in the wake of the Blood Monsoon. When a human soldier saved the ore's life, Kuran's attitude toward humans improved considerably, and he returned home determined to live a better and more tolerant life.



Discovering that he had a son, Kuran offered to raise the child; Jazia readily agreed, happy to have the "filthy ore" (as she called Kuran) and his son, Kaltaag, out of her life. Wary of the racist and intolerant Calastians, Kuran and Kaltaag settled in Zathiske, which better tolerated ores and their half-breed offspring. Growing up in poverty, Kaltaag learned many roguish skills as a child, and although he experienced occasional prejudice from both ores and humans, his father taught him, by example, a healthy respect for all races. Because of his mother's rejection, however, Kaltaag developed a deep resentment of "nobility," a sentiment he retains to this day.

Kuran died when Kaltaag was nine years old, the victim of a murderous highwayman. Kaltaag soon found himself homeless, as he was unable to pay the taxes on his father's humble dwellings. Disgruntled, he took to the streets in earnest, trying to find work and live as his father had taught him. In the end, his circumstances forced him onto the same path as his father's murderer; he became a highwayman. Though a rough-edged and occasionally violent individual, Kaltaag behaves kindly toward members of the lower classes, but delights in robbing the wealthy and noble.

Roleplaying Notes

Despite his "career" as a highwayman, Kaltaag has a conscience and is, deep down, a decent fellow. He can be gruff and unpleasant, but he is usually quick to aid those in need, particularly those who are poor or otherwise desperate. He has little sympathy for his rich victims, but is rarely violent without good

Combat

Kaltaag prefers ambush attacks. He typically relies on threats to distract opponents and sometimes convinces travelers that he has accomplices nearby, which compels them to surrender their valuables without resistance. He avoids killing whenever possible, preferring to take his victims' money and run. Calastian authorities have not placed a high priority on capturing Kaltaag, posting a meager 500 gp bounty on his head.

If forced to fight, Kaltaag relies on his spiked chain. Even then, he rarely uses the weapon to inflict deadly physical injuries. Instead, he prefers to trip and disarm opponents so that he can flee or to disable them so that they cannot pursue him.

Kimer the Shatterer, Protector and Bearer of Ertmodl, the Earth Sword of Scarn

Class/Level: Barbarian 16

Sex/Race: Male human

Height/Weight: 6'0"/235 lbs.

Challenge Rating: 16

Hit Points: 127

Initiative: +3 (+3 Dex)

Speed: 40 ft.

Armor Class: 16 [21] (+3 Dex, +3 studded leather armor, +5 *Ertmodl*)

Attack: +20 [+26]/+15 [+21]/+5 [+11] melee [+28/+23/+13 vs. subterranean creatures]; +19/+14/+9/+4 ranged

Damage: 1d8+5 [1d8+2d6+10; 1d8+2d6+12 vs. subterranean creatures] longsword; 1d8+4 mighty composite longbow

Special Attacks: Rage

Special Qualities: Damage Reduction, Uncanny Dodge, [1/day: Charm Monster, Stone Shape, Stoneskin], [1/year: protection from subterranean creatures, heal, earthquake, elemental swarm]

Alignment: Chaotic good

Saves: Fort +13, Ref +10, Will +6

Abilities: Str 1? [22], Dex 16, Con 13 [15], Int 12, Wis 12, Cha 13

Skills: Climb +14, Hide +10, Intimidate +15, Intuit Direction +13, Knowledge (area: Albadia) +14, Listen +13, Move Silently +8, Spot +8, Swim +18, Wilderness Lore +15

Feats: Blind-Fight, Great Fortitude, Lightning Reflexes, Quick Draw, Run, Weapon Focus (battleaxe), Weapon Focus (longsword)

Damage Reduction (Ex): Kimer subtracts 3 from the damage he takes each time he is dealt damage.

Rage (Ex): Kimer may rage five times per day, temporarily gaining +4 to Strength, +4 to Constitution, a +2 morale bonus on Will saves and -2 to his AC. The rage lasts up to three rounds, and Kimer is fatigued when it ends.

Uncanny Dodge (Ex): Kimer retains his Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker. He can no longer be flanked, has a +3 bonus to Reflex saves to avoid traps and a +3 dodge bonus to AC against attacks by traps.

Possessions: *Ertmodl the Earth Sword of Scarn**, *Drogo's polar earring*, *figurine of wondrous power (onyx dog)*, *Karok's ice moccasins*, *ring of warmth*, studded leather armor, +4 mighty composite longbow, small adventuring backpack with survival gear and provisions, 1 set of spare clothes, 200 gp, various gems altogether worth 1,200 gp, composite shortbow, 12 arrows, a whale-bone dagger.

[The above statistics in brackets are used when Kimer is armed with *Ertmodl*.]

Background

By tradition, the dwarven Skaolkor tribe of Albadia adopts and raises all foundling children it encounters, regardless of their heritage. A child named Kimer was found among a human village's remains

after a feral raid, and the Skaolkors adopted him as their own. Kimer grew to adulthood and, under the dwarves' care, was transformed into a steel-thewed warrior, imbued with dwarvish honor and bravery and ferociously loyal to his adopted tribe.

Together with his best friend, the dwarf warrior Gorgadran the Furious, Kimer wandered the land, seeking danger and adventure. For a time, the two served as mercenaries, during which Kimer earned the moniker "The Shatterer," when he destroyed a stone gate with his bare hands.

The adventurers heard rumors that a frost giant tribe held a village in thrall. Locating the village Kimer and Gorgadran scaled the mountain where the giants kept their lair. The giants hurled great rocks at the pair; Gorgadran was struck and killed, and Kimer was forced to retreat. He returned that night, found his friend's body and buried him along with his axe. Then Kimer assaulted the giants' lair alone.

Driven by his rage and desire for vengeance, Kimer was nigh unstoppable and made short work of the giants, killing those without the sense to flee before his insatiable rage. His rage spent, Kimer collapsed, grieving his lost friend.

The next day, Kimer explored the giants' cavern. In a hidden chamber, too small for the giants to detect or enter, he found a narrow staircase descending into a shining pool of water. At the foot of the steps gleamed a shining silver sword. Kimer, drawn to the weapon, descended the steps, finally plunging into the icy water to grasp the sword by the hilt.

Emerging from the water, Kimer felt the land's raw power course through him. The weapon was exquisite: the image of a stylized mountain range was etched along the blade and a dull piece of magma was worked into its pommel. As Kimer emerged from the caverns, the sword shone unnaturally bright in the sun. In his mind, a name echoed: *Ertmodl*. When Kimer spoke the name, the sword quivered in his hand, transforming into a weapon that looked like a single gleaming obsidian shard. A voice echoed in Kimer's mind; the sword was speaking to him:

Thou hast given of thyself and lost a loyal companion in thy pursuit of justice. Now thou shall bear this weapon in thy fight against the forces of darkness. This joining is made in the name of Corean the Just, Madriel the Merciful and Tanil the Kind.

And so it was that Kimer the Shatterer, barbarian of Albadia, came to wield one of Ghelspad's most powerful weapons. Since that day Kimer has faithfully carried out his task, ceaselessly battling the titans' children throughout Albadia and beyond.

Roleplaying Notes

Though he is a barbarian and unschooled in the civilized world's ways, Kimer is nevertheless a good man. His dwarven tribe instilled in him an innate sense of justice and honor. He aids the needy without hesitation; many travelers on the Perforated Plains or in the Titanshome Mountains have thanked the gods of justice for Kimer's intervention. He has no tolerance for titanspawn and the evil gods' minions, however, and attacks them without hesitation.

Combat

Kimer is a deadly opponent, but an honorable fighter. To all honorable opponents he gives quarter and never kills a helpless foe. Against his evil or titanspawn enemies he is utterly merciless and virtually fearless. If a thing bleeds, he reasons, it can die ... eventually. It is just a matter of killing it before it kills you. He has an intimate knowledge of Albadia and its surrounding lands, including hiding places, ambush spots and escape routes, and he uses the terrain to his advantage when fighting. He is also extremely protective of his wardog, Onyx.



Karok's Ice Moccasins

Description: Karok, a renowned Albadian leatherworker and enchanter, has made and sold more enchanted leather items than anyone in Ghelspad. One of his specialties is his winter moccasins, which are made from the blue-white leather of an aquantis, whose skin was included in a shipment of goods from Termana.

Powers: The *ice moccasins* allow their wearer to walk on liquid surfaces as if affected by a *water walk* spell. In addition, the wearer leaves no tracks and may move across snow at normal speed. Finally, the *ice moccasins* allow the wearer to move at half-normal speed across ice without slipping or falling, but only on horizontal or near-horizontal icy surfaces; on sheer slopes the *ice moccasins* do not function.

Caster Level: 9th

Prerequisites: Craft Wondrous Item, *water walk*, *pass without trace*, *cat's grace*

Market Price: 60,000 gp

Cost to Create: 30,000 gp + 2,400 XP

Weight: 2 lb.

Drogo's Polar Earring

Description: Grafted by the dwarf priest Drogo, this earring is made from a polar bear's leg bones, shaped like a small claw and intricately carved with spiral designs. It gives its wearer the power to draw on a bear's strength in times of need.

Powers: The earring's wearer can use the spell *bull's strength* three times per day. While wearing the earring, the user can also duplicate the Scent special quality (see *core rulebook* III, p. 10).

Caster Level: 9th

Prerequisites: Craft Wondrous Item, *bull's strength*, *summon nature's ally V*

Market Price: 13,500 gp

Cost to Create: 6,750 gp + 540 XP

Weight: Negligible.

Onyx, Kimer's Wardog

Wardog: CR1; SZ Medium Animal; HD 2d8+4; hp 18; Ink +2 (Dex); Spd 40 ft.; AC 16 (+2 Dex, +4 natural); Atk +3 melee (1d6+3, bite); SQ Scent; AL N; SV Fort +5, Ref+5, Will +1; Str 15, Dex 15, Con 15, Int 4, Wis 12, Cha 6

Skills: Listen +5, Spot +5, Swim +5, Wilderness Lore +1

Kimer rescued Onyx from a pack of winter wolves and adopted the animal. Onyx is a huge, huskylike dog with pale blue eyes and a friendly disposition. He will fight to the death for Kimer, however, and also stays awake while the barbarian sleeps, on the lookout for danger. Onyx is exceptionally intelligent for a dog and understands Kimer's complex verbal commands.

THE WISE AND THE WICKED

Class/Level: Bard 9

Sex/Race: Male false lover unhallowed

Height/Weight: 6'2"/172 lbs.

Challenge Rating: 12

Hit Points: 72

Initiative: +7 (+3 Dex, +4 Improved Initiative)

Speed: 60 ft.

Armor Class: 1? (+3 Dex, +6 Natural)

Attack: +6/+1 melee; +9/+4 ranged

Damage: Depends upon weapon (see below)

Special Qualities: Invulnerable, Pleasing Illusion, Undead, Unearthly Glamour, Voice

Alignment: Lawful evil

Saves: Fort+7, Ref+11, Will+15

Abilities: Str 15, Dex 17, Con 18, Int 18, Wis 18, Cha 21

Skills: Bluff+13, Diplomacy+13, Disguise+8, Forgery+5, Gather Information+13, Innuendo+13, Intimidate+6, Listen+10, Perform+7 (+17), Sense Motive+13, Spot+10

Feats: Ambidexterity, Improved Initiative, Iron Will, Leadership, Lightning Reflexes

Invulnerable (Ex): Until confronted by his crimes on holy ground, an Unhallowed cannot be slain. If reduced to zero hit points during a battle, he simply vanishes before his attackers' eyes, returning to the mortal plane the following night.

Pleasing Illusion (Su): As a false lover, Landereaux can conceal his undead features with clever illusions, allowing him to change appearance at will. For this reason, Landereaux has an effective Charisma of 21 when determining reaction rolls, followers and so on. Victims may see through his illusion only with a successful Will save (DC 19) and only if they specifically intend to look for it.

Undead (Ex): An Unhallowed is immune to poison, sleep, paralysis, stunning and disease. It is not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage. As an undead creature, Landereaux has no Constitution score.

Unearthly Glamour (Su): Landereaux's false lover glamour can seduce even the hardest hearts into his service. Landereaux may pick a single target in a combat round and subject that victim to the full force of his charms. The target must immediately make a Will save (DC 20) or fall under Landereaux's sway. The victim stays within the creature's direct control so long as they remain within sight of each other. Upon separation, Landereaux's control ebbs, but the victim is never quite the same again. If Landereaux uses his glamour on that same victim again, the victim's DC increases to 28.

Voice (Su): Landereaux's blessed voice reverberates with a divine, unearthly quality and has the following effects: Landereaux receives a +10 on all Perform checks as long as his voice is a factor (speaking, singing and so on). All of Landereaux's charm spells and abilities have a +5 bonus to the save DC, which results in his Unearthly Glamour having a DC 25 (33).

Possessions: Landereaux carries all of the provisions required to maintain the appearance of his current guise. His various guises are all people with more than a few coppers to rub together, so he tends toward lavish appearances. At all times, whatever he wears will be of the highest quality.

Bard Spells Known (3/3/3/2):

0 — *Daze, detect magic, light, prestidigitation, read magic, resistance*

1st — *Charm person, expeditious retreat, hypnotism, sleep*

2nd — *Alibi*, detect thoughts, enthrall, suggestion*

3rd — *Emotion, lesser geas, scrying*

About a century ago, the name "Jerhard Landereaux" was known far and wide; his was a peerless talent for singing and performing. To a world recovering from the Divine War's devastation,



Landereaux sang uplifting songs and told inspiring tales, sowing joy and gladdening hearts — giving people the strength to prevail in the face of overwhelming odds. Such was his influence and acclaim that fame went to Landereaux's head, and he began to believe himself divinely blessed. He started demanding higher commissions and ignored deserving audiences to bask in the glamour of noble audiences. He sang songs of praise to the gods of good and expected temples to reward his efforts. As time passed, and his looks and talents began to fade, so too did his reputation pale, and many began to see him for what he had become: a greedy, vain performer who refused to acknowledge that he was past his prime.

Landereaux committed many crimes in his twilight years, both large and small, but his worst offense was committed against the servants of the gods he claimed to glorify. In the city of Shelzar, where the good-aligned gods struggled against the jaded, pleasure-besotted populace, Madriel maintained a temple that cared for the sick, the poor and the underprivileged, hoping to lead by example and inspire the Shelzarites to greater acts of charity. Landereaux agreed to perform at the temple, more out of his lust for High Priestess Iona than for any other reason. After the performance, Landereaux confronted Iona, demanding two-thirds of the gold that the wealthy of Shelzar had donated to the temple to see him. When she refused, Landereaux forced his attentions upon her and absconded with all the gold.

The now-infamous bard died soon after, slain by bandits for his ill-gotten gold. But his miserable existence was not over: he rose again, assuming an undead form that parodied his old self and becoming one of the Unhallowed. And so, for the next century, in many guises and under many names, Landereaux continued his career, growing steadily more powerful and dangerous. Today he stalks Ghelspad, spreading the wickedness that violated a temple and its priestess.

After so many years, Landereaux finds that little amuses him, so the pain and suffering he inflicts scarcely excite him anymore. His modus operandi is simple: He appears in a town or at the court of an influential nobleman and performs, all the while determining which husbands are the most jealous, which wives the most wanton and which marriages or romances would be the most entertaining to destroy. He uses his powers to seduce his victims, takes his pleasure for a time then arranges for the infidelities' revelation, preferably in the most public way possible. Several jealous lovers have "slain" him, but he has returned each time, assuming a new identity and moving to new conquests.

Landereaux may have bitten off more than he can chew at King Virduk's court, however. After seducing several noble ladies, he achieved what he considers his greatest conquest: Queen Geleeda. Blinded by a century of arrogance and self-interest, Landereaux is inordinately proud that he made the queen "betray" her husband. But he is foolishly unaware of the situation's true nature. Neither Virduk nor Geleeda is a fool; both monarchs are fully aware of Landereaux's activities and, more alarmingly, his true nature. While Geleeda keeps the Unhallowed occupied with increasingly elaborate debaucheries, Virduk and his wizards work to devise a means of trapping Landereaux and forcing him to work for Calastia. The notion of holding such a powerful creature in thrall endlessly intrigues Virduk, and his wife, every bit as cunning as her king, happily assists their efforts. Besides, Landereaux has proven a resourceful and interesting lover, with nearly 100 years' betrayal and sensual excess to his credit; Geleeda is almost sad that their relationship may soon end.

Roleplaying Notes

Despite his cocky and arrogant manner, Landereaux is actually a deeply bitter and unhappy creature. He has begun to realize that the reward for his crimes against the gods is an eternity of betrayal and falsehood, and he grows increasingly desperate as a result. Geleeda's "seduction" was merely an attempt to inject real risk and excitement into an existence that has become endlessly repetitive and dreary. He halfheartedly engages in his typical round of perform-observe-charm-seduce-betray and takes little or no joy in such activities.

Ironically, Virduk and Geleeda's attempt to bend him to their will may give Landereaux the opportunity for which he has craved. Landereaux has been unable to share his secret with anyone since his transformation, and a smug Virduk, threatening to permanently destroy him if he does not cooperate, may be just the "friend" that the Unhallowed needs. Landereaux will likely jump at the chance to serve the Black Dragon — adding yet another dangerous weapon to King Virduk's arsenal.

Combat

Landereaux does not fight, instead calling upon 2 to 10 enthralled but innocent victims who will hurl themselves in his attacker's path, gladly sacrificing themselves to buy time for his escape. However, Landereaux was in his former life an accomplished warrior; if he is cornered and cannot flee, he will use his +6/+1 melee or +9/+4 ranged combat bonuses once he manages to obtain a weapon.

Leoris the Vengeful

Class/Level: Fighter 6

Sex/Race: Male proud

Height/Weight: 10' long, 7'6"/830 lbs.

Challenge Rating: 8

Hit Points: 81

Initiative: +3 (+3 Dex)

Speed: 60 ft.

Armor Class: 22 (+3 Dex, -1 size, +6 natural, +2 leather, shield)

Attack: +13/8 (greatsword), +7/+7 (claws)

Damage: Greatsword 2d6+6, claws 1d6+2

Special Attacks: Spells

Special Qualities: Keen Senses

Alignment: Neutral evil

Saves: Fort+9, Ref+8, Will+7

Abilities: Str 18, Dex 16, Con 18, Int 16, Wis 15, Cha 14

Skills: Craft (armorsmith) +4, Craft (weaponsmith) +4, Hide +10, Jump+5, Listen+6, Move Silently+9, Spot+10, Wilderness Lore +4

Feats: Claw Strike, Cleave, Improved Critical (greatsword), Power Attack, Sunder, Weapon Focus (greatsword), Weapon Specialization (greatsword)

Claw Strike (Ex): A proud can take an additional attack each round with its forelegs at no penalty.

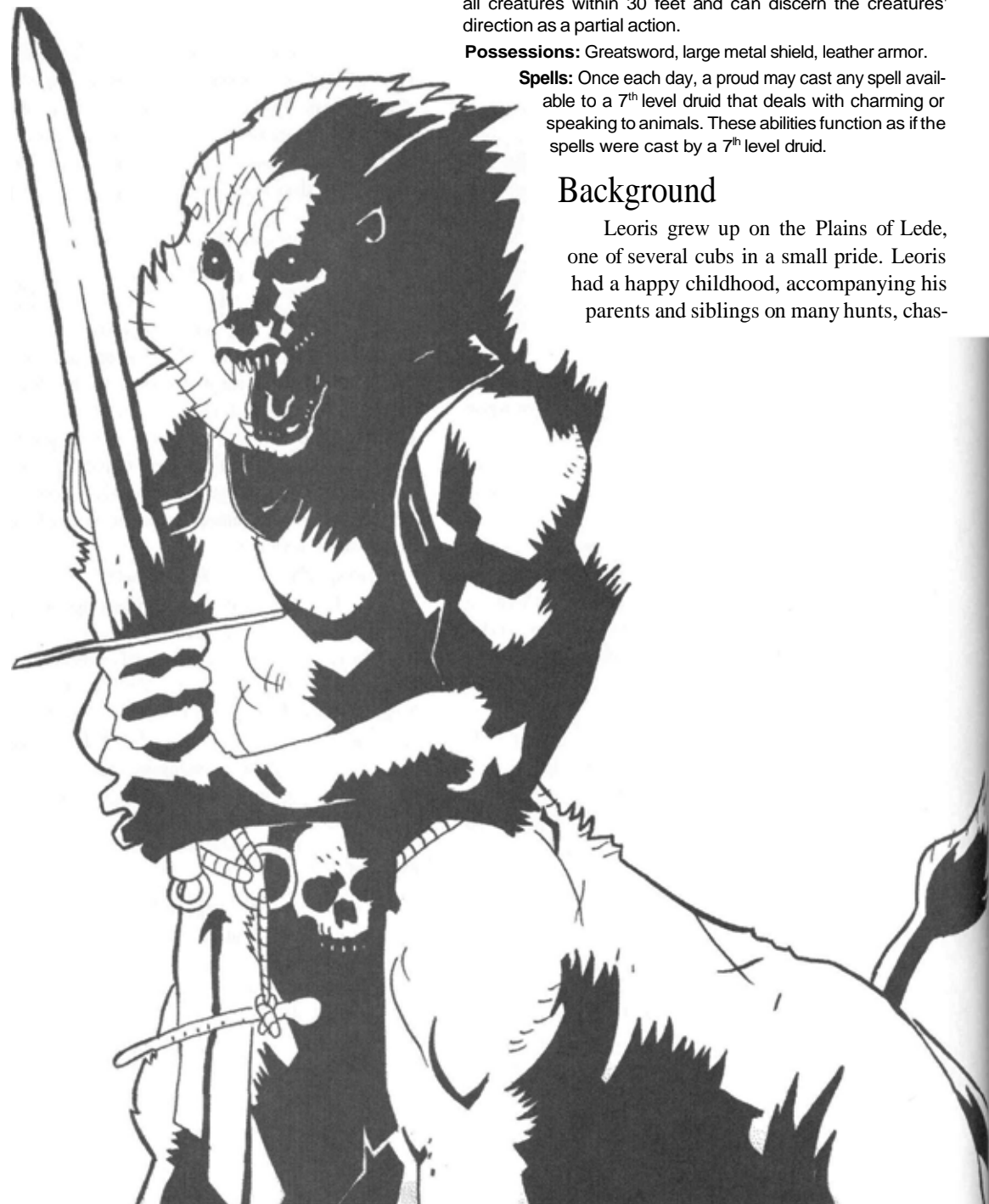
Keen Senses (Ex): Proud see four times better than do humans and have darkvision with a range of 60 feet. Proud can also smell all creatures within 30 feet and can discern the creatures' direction as a partial action.

Possessions: Greatsword, large metal shield, leather armor.

Spells: Once each day, a proud may cast any spell available to a 7th level druid that deals with charming or speaking to animals. These abilities function as if the spells were cast by a 7th level druid.

Background

Leoris grew up on the Plains of Lede, one of several cubs in a small pride. Leoris had a happy childhood, accompanying his parents and siblings on many hunts, chas-



ing down all manner of prey. Then one day, the pride hunted two lone humans, pursuing them a considerable distance, only to find itself ambushed by the men's accomplices. Gravely wounded, Leoris' mother escaped with Leoris, but died soon thereafter.

In the following months, Leoris roamed the plains alone, seeking solace for his pain. His anger at the men who had slain his family was tempered by grudging respect: the men had ably defended themselves and had not only killed his pride, but outwitted it as well. Leoris ultimately decided that the massacre had been a lesson — a message from the spirit of the titan Hrinruuk the Hunter. Leoris and his people had grown lazy and lost their pride as hunters. If the situation continued, Leoris thought, the humans — the hateful Horsemen of Vangal, the Vigilants of Vesh and the paladins of Mithril — would eventually drive his people into extinction, just as they had slaughtered Leoris' family.

Fueled by his anger and determination, Leoris learned the arts of war and organized his people into a fighting force that could resist the humans. He is determined to show his people's enemies just what the proud can truly accomplish.

Roleplaying Notes

Though he is illiterate and from a primitive people, Leoris possesses a keen intellect, which he uses to study the military tactics of civilized peoples. He often spies on the humanoid races, especially when they are in combat. He steals arms and armor, storing them in hidden caches throughout the plains. Because he and his people are nomadic and thus do not maintain a forge or armory, Leoris has considered contacting gorgons or ore tribes for assistance in creating such.

Despite his respect for humanoids training and skill, Leoris seeks them out and slays them whenever he can, both as training and as retribution for his family's death, earning him the title: "The Vengeful." He also takes great pride in challenging skilled opponents to individual combat to demonstrate his martial prowess.

Leoris has assembled a small group of proud that, like himself, wishes to learn more about the divine races' strategy and tactics. He places great faith in his pride and believes it will show the rest of his race the way to victory and freedom.

Combat

Leoris is a deadly opponent. In most cases, he follows potential foes at a distance, observes their marching order and notes their armament, tactics and leadership before attacking. Recently, he has begun testing his theories: he arms his pride's lead elements with shortbows and deploys them as skirmishers, while his more powerful warriors, equipped with armor and heavier weapons, attack the foe's front and flanks. Leoris himself usually leads the charge, armed with a large greatsword that he wields in one hand, inflicting fearsome damage. Like many proud, he has a healthy respect for magic and attacks spellcasters first.

Leoris' pride consists of 20 proud warriors. Eight proud are lightly armed with shortbow and club, while the other 12 carry weapons scavenged from slain foes. Some members of the latter group wear various bits of cast-off armor. All of Leoris' warriors are at least 1st level fighters. Leoris has also been experimenting with feigned retreat and ambush tactics, hoping to draw well-armed and -armored foes into a trap so that he can get more equipment.

Lianca

Class/Level: Rogue 7/Assassin 7

Sex/Race: Female human

Height/Weight: 5'6"/113 lbs.

Challenge Rating: 14

Hit Points: 65

Initiative: +3 (+3 Dex)

Speed: 30 ft.

Armor Class: 15 (+3 Dex, +2 leather armor)

Attack: +11/+6 melee; +13/+8 ranged

Damage: 1d6+4 (*wormtongue*); d8+1 (heavy crossbow)

Special Attacks: Sneak Attack (+8d6), Spells

Special Qualities: Death Attack, Evasion, Poison Use, Save vs. Poison (+3), Uncanny Dodge

Alignment: Lawful evil

Saves: Fort+4, Ref+9, Will+4

Abilities: Str 13, Dex 16, Con 12, Int 17, Wis 17, Cha 15

Skills: Balance +18, Climb +13, Diplomacy +8, Disguise +17, Escape Artist +15, Forgery +12, Hide +16, Intimidate +10, Jump +10, Listen +10, Move Silently +18, Profession (merchant) +8, Read Lips +13, Search +12, Spot +18, Swim +6, Use Magic Device +8

Feats: Alertness, Far Shot, Improved Critical (shortsword), Point Blank Shot, Quick Draw, Skill Focus (disguise)

Death Attack (Ex): If Lianca studies a victim for three rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the victim is slain or paralyzed (her choice) if he fails a Fortitude saving throw (DC 20).

Evasion (Ex): Successful Reflex saves against effects that would normally cause Lianca to take only half damage (such as a *fireball*) will instead cause no damage.

Poison Use (Ex): Lianca never risks accidentally poisoning herself when applying poison to a blade.

Save vs. Poison (Ex): Trained in the use of poisons and resistant to their effects, Lianca saves vs. poison at +3.

Sneak Attack (Ex): Lianca deals +8d6 extra damage when flanking an opponent or whenever an opponent is unable to apply its Dex modifier to its AC.

Uncanny Dodge (Ex): Lianca's quick reflexes enable her to retain her Dex bonus to AC even if caught flat-footed and ensure that she cannot be flanked in combat.

Possessions: *Wormtongue blade*, *beads of the altered voice**, *mask of virtue*, heavy crossbow. Lianca also possesses the "props" appropriate to the role that she is playing (e.g., trade goods and a pack animal when she is a merchant, suitable armor and weapons if a bodyguard).

Assassin Spells Prepared (3/2/2):

1st — *Change self*, *detect poison*, *spider climb*

2nd — *Alter self*, *pass without trace*, *mask of virtue*

3rd — *Invisibility*, *nondetection*

Background

King Virduk of Calastia has many enemies and no desire to number the deadly Cult of Ancients among them. His open contract with the beautiful and cunning assassin Lianca is his way of killing two birds with one stone: She acts as his agent, gathering information on his foes in anticipation of being asked to kill them, and the lavish sums that he pays the Ancients for her services maintain good relations between him and the cult.



Though a capable, professional killer, Lianca currently serves in a somewhat different role. She travels to Ghelspad's far comers, quietly observing and gathering information for future reference. In Mithril, she studied High Priest Emili Derigesh's dining habits. In Hedrad, she observed Patriarch Hevestian and discovered that he spends at least an hour a day alone in Hedrada's chapel. Journeying to Durrover, Lianca pinpointed those politicians most likely to oppose a Calastian invasion and noted their weaknesses. She learned much about the Veshian Vigils' commanders and exactly what types of poison would be most effective and undetectable when used against them. Her catalog of foes is always growing, and as long as King Virduk continues to pay her, she will loyally gather information.

Lianca's current target is one of the most challenging in all of Ghelspad: Thain, king of Burok Torn, the dwarf city-state. Commanding the central Kelder Mountains, Burok Torn is a vital strategic position — one that King Virduk cannot afford to ignore. Currently, disguised as a mercenary guard attached to House Asuras' trade offices in Burok Tom, Lianca quietly moves through the city-state, watching, listening and scheming.

The Ancients have placed a very high price on Thain's head and for good reason. Surrounded by loyal dwarf warriors willing to die a thousand deaths rather than see their king harmed, Thain is a nigh-impossible target for assassination. But if anyone can find a weakness in the king's armor, it is Lianca, who pursues her mission with a fanatic's single-minded devotion and who will happily strike should the gold for Thain's destruction be forthcoming.

Roleplaying Notes

Lianca has a lifetime of experience with the Cult of the Ancients and will never voluntarily reveal the true nature of her mission. Her ability to maintain her cover identity is almost flawless, and those few who do suspect that she is more than she seems tend to have fatal accidents. Her most prized spell is her mask *of virtue*, which enables her to conceal her alignment. Anyone encountering her will be struck by her beauty and poise, though she rarely engages in more than cursory pleasantries. She is not the sort of assassin who uses feminine wiles to lull victims; her specialties are stealth and discretion, which swiftly and inevitably doom her victims.

A trained killer, Lianca has begun to chafe at the restrictions Virduk has placed on her; she longs to use her assassin's skills. All the same, she is loyal, intelligent, lawful and strictly loyal to the cult and her employer and will not act without explicit orders.

Combat

Lianca kills only when necessary — in self-defense, if her mission has been compromised or when she receives specific orders. In all cases, she first strikes from hiding, using poison or some other undetectable means. She is well aware of certain spells' potency, such as *speak with dead*, and if at all possible makes certain her victim does not know his killer's identity. If forced into open combat, she initially uses her spells to escape, but returns later to dispatch her foes before they can reveal her secrets. If possible, she prefers that her victims' bodies never be found, lest evidence of their killer be discovered.

Mask of Virtue

A spell that protects the caster's thoughts and alignment from detection.

Illusion (Glamour) [Mind-affecting]

Level: Brd4,Clr4,PaB,Sor/Wiz3

Components: V, S, F/DF

Casting Time: 1 full round

Range: Personal

Target: Self

Duration: 24 hours (D)

Saving Throw: Will negates (see below)

Spell Resistance: No

Description

This spell creates the aura of an alignment chosen by the spellcaster, as well as false surface thoughts.

Spell Effect

Anyone attempting to magically determine the caster's alignment or detect surface thoughts must make a Will save against the spell's DC. When calculating the spell's DC, the bonus for the caster's relevant ability is doubled. For example, the DC of *mask of virtue* when cast by a wizard with an Intelligence of 17 would be 10 +3 (the level of the spell) +6 (double the wizard's Intelligence bonus), equaling 19. If the roll succeeds, the caster's true alignment and/or surface thoughts are revealed. If the roll fails, the false alignment and/or surface thoughts are detected. GMs should make this roll secretly.

Material Component: Holy symbol of Belsameth. The holy symbol need not be carried after the casting is complete.

Luficint

Class/Level: Rogue 10

Sex/Race: Male bat devil

Height/Weight: 6TY150 lbs.

Challenge Rating: 12

Hit Points: 33

Initiative: +12

Speed: 30 ft., climb 10 ft., fly 80 ft.

Armor Class: 31 (+8 Dex, +3 natural, +2 *ring of protection*, +4 *bracers of armor*)

Attack: +18 (+3 *dagger*); +17 (masterwork mighty composite shortbow with +1 *arrows*); +10/+6 (+3 *dagger*) or +? (+2 *shortsword*) using full round attack

Damage: 1d4+5 (+3 *dagger*); 1d6+3 (+2 *shortsword*); 1d6+3 (masterwork mighty composite shortbow with +1 *arrows*)

Special Attacks: Sneak Attack +5d6

Special Qualities: Blindsight, Pedal Dexterity

Alignment: Neutral

Saves: Fort+6, Ref+17, Will+5

Abilities: Str 14, Dex 26, Con 14, Int 14, Wis 14, Cha14

Skills: Appraise +10, Balance +15, Bluff +8, Climb +15, Decipher Script +12, Diplomacy +8, Disable Device+15, Escape Artist +15, Forgery +10, Gather Information +8, Hide +20, Intimidate +7, Listen +20, Move Silently +20, Open Lock +15, Perform +6 (flute, lute, wit-ticism, storytelling), Pick Pocket +15, Search +15, Spot +8, Tumble +15, Use Magic Device +12

Feats: Blind Fight, Flyby Attack (see *core rulebook III*, p. 11), Improved Initiative, Lightning Reflexes, Multidexterity (see *corerulebook III*, p. 11), Multiweapon Fighting (see *core rulebook III*, p. 11), Roll with Blow, Weapon Finesse (*dagger*)

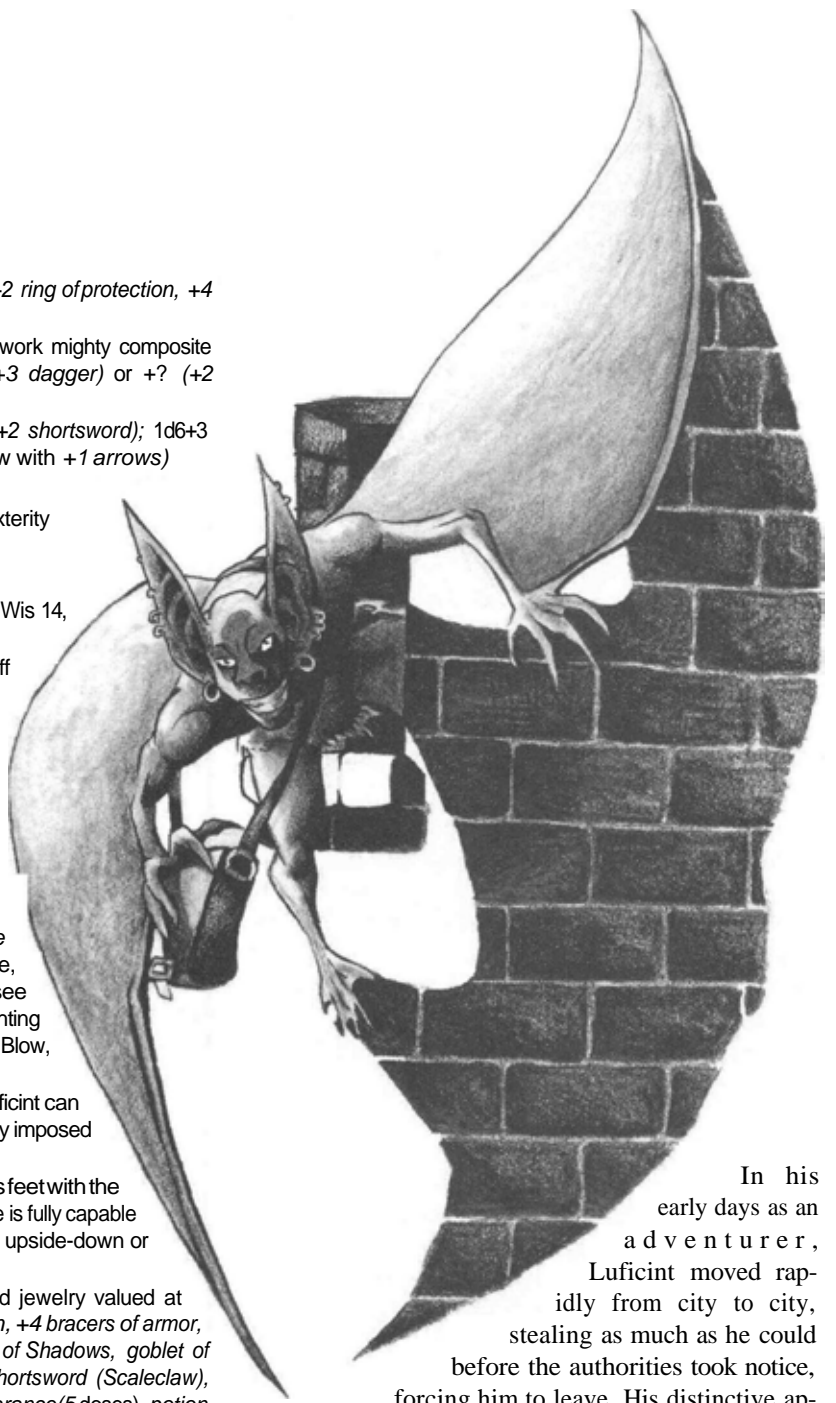
Blindsight (Ex): Using echolocation, Luficint can sense creatures within 120 feet. Magically imposed silence negates this ability.

Pedal Dexterity (Ex): Luficint can use his feet with the same ease as a human uses his hands. He is fully capable of using his feet to wield weapons, hang upside-down or use writing utensils.

Possessions: Fine wines, silks, art and jewelry valued at around 50,000 gp; +2 *ring of protection*, +4 *bracers of armor*, *Key to the Fourth Gate at the Tower of Shadows*, *goblet of fortune*, +3 *dagger (Fangshorn)*, +2 *shortsword (Scaleclaw)*, *potion of gaseous form*, *dust of disappearance*(5 doses), *potion of alter self*, *love potion*, *potion of protection from missiles*, *potion of non-detection* (x2), *potion of cure moderate wounds* (x6), *wand of deeper darkness* (5th level, 38 charges), masterwork thief tools, masterwork mighty composite shortbow (14 Str), +1 *arrows* (x20), *antitoxin* (x2).

Background

Luficint was born into clan Marduk, the bat devil bandits that raid the cliff roads near Hollowfaust and Lokil. At the age of 12 he was captured during a failed raid, taken to the city of Shelzar and sold as a slave. He escaped, winding up on a sailing ship bound for Fangsfall. Thus began Luficint's travels to many of the great cities of the world.



In his early days as an adventurer, Luficint moved rapidly from city to city, stealing as much as he could before the authorities took notice, forcing him to leave. His distinctive appearance and ostentatious displays of wealth quickly earned the enmity of several noble houses, which leveled several large bounties on his head. Shelzar's great merchant houses and vice lords particularly dislike Luficint, as he has pilfered from them for over a decade.

But it was not in Shelzar that Luficint earned his most dangerous enemy. In the city of Meliad lived Drukal-Ab-Nur, a lesser—but ambitious—member of a shadow lord organization called the Unlit Circle. After a year of painful research and some costly bargains with infernal powers, Drukal had located and retrieved a minor artifact known as the *Key to the*

Fourth Gate of the Tower of Shadows. The young shadow lord intended to use this device to increase his rank in the Unlit Circle, perhaps even unseating the dark twins who sat at the circle's center. However, Luficint, noting the very poor lighting around Druk'al's manor, took this to be a favorable sign from shadow mistress Drendari. Among Luficint's haul was the *Key*. Druk'al swore vengeance and offered a large reward for the *Key's* return and the head of its thief. Fortunately, Druk'al doesn't know that Luficint stole the item; otherwise, the bat devil might be part of Druk'al's manor's decor. Luficint returned to Shelzar and has since kept a low profile.

Roleplaying Notes

Luficint presents himself as an elegant, highly civilized *bon vivant*. Wherever he stays, he maintains a lavish apartment and stocks it with furs, silks and *objets d'art*, all either stolen or purchased with Luficint's ill-gotten gains. He wears as much jewelry as he can manage, as he sees this as a sign of both his status as a civilized bat devil and success as a thief. He especially likes jewel-studded collars and large earring and nose-rings.

Luficint prefers to meet contacts and clients at an inn that is large, crowded, well stocked and keen to ignore all manner of strangeness. He prefers negotiating deals while dining, frequently indulging in expensive red wines and meat dishes with a bowl of spiced blood for dipping. Luficint's contracts are usually fair, but if honoring them puts him at great risk or conflicts with an opportunity to amass vast riches, he will double-cross, betray and backstab his associates.

Luficint pays homage to several gods, particularly Drendari and Enkili.

Combat

Luficint prefers stealth to combat. If discovered during a thief's errand, he might make a flyby attack with his dagger *Fangshorn* en route to his escape. If truly desperate, he will use the *Key to the Fourth Gate at the Tower of Shadow* to escape through one of the several shadow gates open throughout Ghelspad, though he is reluctant to attract Druk'al's attention.

Minor Artifact

Key to the Fourth Gate at the Tower of Shadows

Description: An onyx cylinder carved with a maze-like network of grooves. Attached to one end is a looped silver chain.

Powers: Once per month the wielder may use the *Key* to open a circular (8' diameter) gateway into a shadow plane. The gateway can be closed only by a *greater dispelling* or by use of the *Key*. The wielder may step into this opening and emerge on the next melee round from any other opening that the *Key* has created. Users normally create gates in advance, but are careful not to leave them open too long.

When first created and every hour thereafter, there is a 50% chance that IdIO hostile shadows (see *core rulebook* III, p. 161) will emerge from the gate and attack any living thing in the vicinity, including the *Key's* user. After fighting or driving off nearby living beings, the shadows will wander about and cause further destruction, return to their home plane (the mysterious "Tower of Shadows") or remain clustered around the gate to attack anyone who approaches.

Lysear

Class/Level: Sorcerer 10/Blood Witch 6

Sex/Race: Male high gorgon

Height/Weight: 6'2"/170 lbs.

Challenge Rating: 19

Hit Points: 124

Initiative: +7

Speed: 30 ft., swim 30 ft.

Armor Class: 25 (Dex +3, +7 natural, +5 armor)

Attack: +20 melee (*sylvan scimitar*); +17 melee (8 bites)

Damage: 1d8+7 (*sylvan scimitar*); 1d4+4 (bite)

Special Attacks: Minor Sacrifice, Poison, Snakes, Spells

Special Qualities: Blood Enhancement, Damage Resistance 10/+1, Immunities, Nature Magic, Spell Resistance 20

Alignment: Lawful evil

Saves: Fort+13, Ref+16, Will+18

Abilities: Str 18, Dex 16, Con 18, Int 16, Wis 16, Cha 20

Skills: Alchemy +8, Bluff +10, Concentration +22, Diplomacy +14, Escape Artist +13, Hide +8, Intimidate +12, Knowledge (arcana) +15, Knowledge (religion) +8, Move Silently +13, Scry +11, Sense Motive +8, Spellcraft +11, Spot +6

Feats: Chain Spell, Combat Reflexes, Craft Wondrous Item, Empower Spell, Extend Spell, Improved Initiative, Skill Focus (concentration)

Alter Self (Sp): Lysear may *alter self* once per day, which remains in effect until he chooses to revert back to his normal form. It does not affect his clothing or possessions.

Blood Enhancement (Su): Lysear can sacrifice his own blood to use metamagic feats without raising the spell's level. To do so, he must shed one temporary Constitution for each level that the feat raises the spell level and a number of hit points equal to the spell's original level. This enhancement applies to the following feats: Chain Spell, Empower Spell and Extend Spell. Lysear must make a Concentration check if he sacrifices his own blood while casting a spell.

Immunities (Ex): Lysear is immune to poisons and sleep-based attacks. He suffers half damage from cold-based attacks.

Minor Sacrifice (Su): Lysear can sacrifice blood from an unwilling victim to enhance his spells. He must make a successful touch attack against a wounded victim, who in turn makes a Fortitude save (DC 18). If the victim fails the save, he suffers the chosen feat's normal blood enhancement damage. If the victim makes the saving throw, Lysear takes the damage and must make a Concentration check. Only one metamagic feat may be enhanced at a time with this ability.

Nature Magic (Su): Lysear learns druid spells as though they were one level higher. Casting such a spell requires a sacrifice of one temporary Constitution and a number of hit points equal to the raised spell level.

Poison (Ex): Anyone bitten by one of Lysear's snakes must make a Fortitude save (DC 1?) or take 1d8 temporary Constitution damage. After one minute, the victim must make a second saving throw or suffer another 1d8 Constitution damage. Additional bites do not provoke additional saving throws, but raise the DC for each save by 1 point per bite.

Poisoned Blade (Ex): Anyone wounded by Lysear's scimitar must make a Fortitude save (DC 18) or suffer 1d4+3 additional damage from poison.

Snakes (Ex): Lysear can strike with up to 8 snakes from his abdomen at once. These may be severed if targeted with an edged weapon (AC 20, 15 hp to sever). Lysear has 15 snakes in his abdomen.

Possessions: *Sylvan scimitar*, *snakeskin armor**, +3 *cloak of resistance*, *pearly white ioun stone*, several random draughts of *titan's blood**, *crystal ball*.

Sorcerer Spells Known (6/8/7/7/7/6/5/3):

0 — *Daze*, *detect magic*, *disrupt undead*, *ghost sound*, *light*, *mage hand*, *read magic*, *ray of frost*, *resistance*

1st — *Identify*, *magic missile*, *ray of enfeeblement*, *shield*, *spider climb*

2nd — *Flame/frost weapon*, *Melf's acid arrow*, *phantom's howl*, *resist elements*, *Sethris' potency**

3rd — *Dispel magic*, *haste*, *magic circle against good*, *mind raid**

4th — *Cure moderate wounds*, *enervation*, *improved invisibility*, *polymorph other*

5th — *Cone of cold*, *dismissal*, *mind fog*, *summon monster V*

6th — *Analyze dweomer*, *awaken lesser titan avatar**, *globe of invulnerability*

7th — *Limited wish*, *Mormo's serpent hands**

8th — *Leech field**

Background

Lysear is one of Mormo's most ancient high gorgons: he actually fought at her side during the Titanswar. He was among her most favored servants because of both his spellcasting talent and his martial ferocity. After the Titanswar, the serpent mother's loss hit Lysear hard. Forlorn for a time, he randomly destroyed small divine race settlements with bands of low gorgons to sate his bloodlust and avenge his deity's destruction. During these raids, he learned about the witches of Dar al Annot.

Lysear made a pilgrimage to the Hornsaw Forest, looking for the legendary coven of hags dedicated to Mormo's return. Upon discovering the hag's tree-citadel, Lysear decided to keep his true nature hidden and thus retain some of his secrets. The Dar al Annot accepted him as a human worshipper of Mormo and taught him a potent sorcery that relies upon a blood sacrifice. Before long, Lysear's magical power had grown greater than that of the coven's elder moon hag. On several occasions, the hags had dissected and studied other high and low gorgons that they had captured, trying to understand Mormo's nature by studying her creations. Recognizing the antipathy between the hags and gorgons and realizing that the hags had little left to teach him, Lysear left the Dar al Annot, but not before stealing several pieces of Mormo and a few draughts of the hags' titan's blood.

For the next half-century, Lysear studied the fallen titan's remains in a cave deep beneath the Homsaw. A decade ago, the high gorgon had formulated a true ritual that he believed might actually restore Mormo's sundered remains to wholeness. Knowing that he would need help to cast such a powerful spell, Lysear sought followers, proclaiming himself Mormo's true servitor and prophet, unlike the hags who had once been human. Gorgons,

titanspawn and even some renegade humans have flocked to Lysear's banner. His servants, called the Cult of the Serpent Ascendant, scour the Hornsaw Forest looking for new pieces of the titan. The cult's progress has been costly, however; several rival factions also seek pieces of Mormo's flesh, and many spellcasters use titan's blood as a component for spells and potions. Lysear has already thwarted two Dar al Annot assassination attempts, and he suspects that other groups also want him dead.

Chardun's servants represent the greatest threat to Lysear's alliance. The Slaver has a well-known hatred for gorgons and may be preparing to send his

savant hydrae to destroy Lysear. The high gorgon believes he can defeat such a threat, but it would surely decimate his forces and tax his sorcerous power.

Roleplaying Notes

More than any other servant of Mormo, Lysear was crushed by her loss. The titan was like a mother to Lysear, and her defeat took something out of the gorgon. Where he once was confident, proud and calm, he is now desperate, looking for any way to restore Mormo. This desperation has made Lysear very ruthless and dangerous. He feels very little concern for his own or his followers' safety, going to nearly any length to obtain Mormo's pieces and components for his true ritual.

Combat

Lysear seldom leaves his cave and therefore rarely engages in combat. If he has allies nearby, Lysear will attack from a distance with his most deadly array of magic. In the event that he lacks allies or upon their defeat, he will cast *Sethris' potency* and try to poison his opponents as they approach. Finally, Lysear will cast spells using his minor sacrifice attack, relying on his opponent's weakened state to empower his spells.



Mazat, the Shadow of Shelzar

Class/Level: Sorcerer 9

Sex/Race: Male skin devil

Height/Weight: 5'9"/135 lbs.

Challenge Rating: 10

Hit Points: 74

Initiative: +3 (Dex +3)

Speed: 30 ft.

Armor Class: 16 (Dex +3, Natural +3)

Attack: +14/+? melee (longsword); +9 melee (bite); +9melee (claw)

Damage: 1d8+4 (longsword); 2d4+4 (bite); 1d6+2 (claw)

Special Attacks: Spells

Special Qualities: Grow New Skin

Alignment: Chaotic evil

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

Abilities: Str 18, Dex 16, Con 15, Int 18, Wis 11, Cha 1?

Skills: Alchemy +16, Bluff+14, Disable Device +12, Heal +3, Hide +8, Knowledge (Shelzar) +16, Listen +10, Move Silently +3, Profession (criminal) +11, Scry +12, Spellcraft +14, Spot +6

Feats: Alertness, Combat Casting, Enlarge Spell, Power Attack, Spell Penetration

Grow New Skin (Su): If Mazat successfully causes four or more points of damage to an opponent in a single attack, he can successfully remove sufficient skin to grow a disguise identical to his victim. He needs one full night to grow the skin; by dawn, he has a flawless disguise, similar mannerisms and voice, and the ability to call upon the victim's skills and abilities at one-half the victim's level. These abilities last for one week or until the skin itself is destroyed (i.e., Mazat takes more than half his total hit points in damage). Mazat can also take skin from fresh or preserved corpses.

Possessions: Fine robes, masterwork longsword, *Dimitri's ring**, several *love potions*, services of numerous low-level thugs and rogues. A chained slave, usually a 1st level expert, almost always attends Mazat. He also has the considerable wealth and virtually unlimited resources of the Sa'an cartel at his command.

Sorcerer Spells Known (6/7/7/7/5):

0 — *Dancing lights, detect magic, detect poison, ghost sound, light, mage hand, prestidigitation, read magic*

1st — *Charm person, mage armor, magic missile, Nystul's undetectable aura, shield*

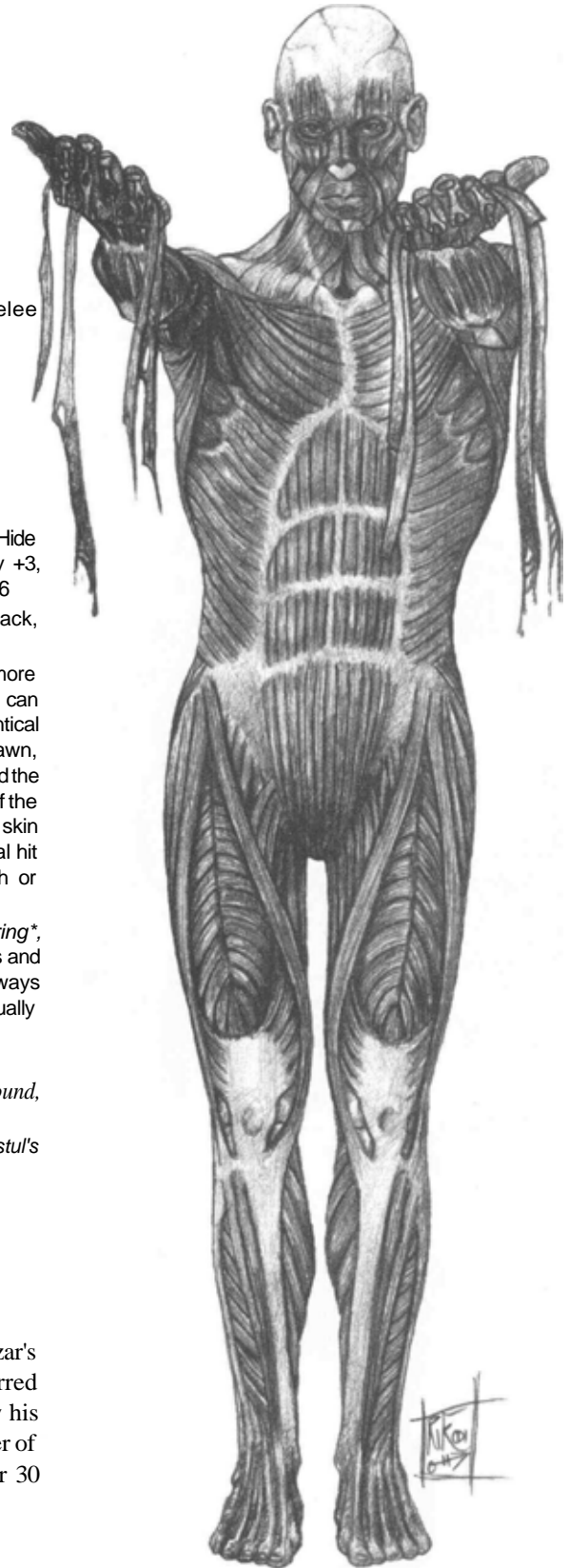
2nd — *Blur, fog cloud, levitate, Melf's acid arrow*

3rd — *Dispel magic, slow, wind wall*

4th — *Polymorph self, wall of ice*

Background

Few know anything about Mazat, chief of Shelzar's infamous Sa'an crime cartel, except that he is referred to as the "Shadow of Shelzar"; only a few know his real name. No one has connected him to a sorcerer of the same name that threatened the region over 30 years ago, yet they are one and the same.



Years ago, rebuffed by the wizards' colleges of Darakeene, Mazat, then a young spellcaster with more confidence than sense, swore vengeance. He journeyed south into the Ukrudan Desert; there, he impressed some impoverished tribesmen with magic and offered to lead them to glory. Mazat's first crusade against the library-city of Lokil ended in catastrophe. His second campaign, sweeping back into Darakeene to mete out vengeance for the magic colleges' humiliation, was utterly wiped out, leaving Mazat a penniless refugee. He again wandered south through the desert, crossed the Sweltering Plains and Festering Fields and finally reached the wicked city of Shelzar.

In the City of Delights, a demoralized Mazat fell in with the Sa'an cartel, and the failed warlord proved a valuable asset to the criminals. As before, however, Mazat's overweening ego got the better of him, and he began to plot the overthrow of Master Sa'an, the cartel's boss. Again, Mazat's schemes came to nothing as his weakness for the opposite sex betrayed him: a faithless courtesan told Sa'an of Mazat's plans. The following night, Sa'an's thugs ambushed, bound and dragged Mazat before the crime lord.

Sa'an was not known for his mercy; it is a quality that crime lords can ill afford. He bade his torturers to skin the treacherous sorcerer alive. In his agony, Mazat called upon any god who would listen. To his good fortune (perhaps...) Enkili the trickster heard his agonized prayer and appeared before him.

"So. You would seek *my* favor?" asked the Trickster.

"Yes!" Mazat screamed, although his tormentors could not see his vision of the chaos-god. "Yes! I will serve you! Faithfully!"

Enkili seemed amused at this. "I do not desire faith, mortal. I desire amusement. I desire chaos and the joy of trickery. Give me this, and I will spare you."

"I do! I swear it!"

Enkili laughed out loud at this. "Do not swear by the name of the Unlucky, man. You may not like the results."

And with that, Enkili reached out his hand, shattering Mazat's bonds and instantly transforming the wizard into a fearsome, skinless monstrosity. Sa'an and his torturers stared in horror as the newly revitalized Mazat unleashed a torrent of spells, killing them all.

As he stood, Mazat chanced to see his reflection in a nearby mirror and realized what the Trickster had done to him. He had been remade as a skin devil, and his fleshless body's pain began to tear at him. Instinctively, he reached for the body of the slain Sa'an.

That transformation occurred almost 30 years ago. Mazat took Sa'an's place and reorganized the cartel to suit himself. He kept Sa'an's corpse on ice, periodically renewing his skin to perpetuate the illusion. Mazat's towering ego actually helped him; for all his vanity, Mazat was an intelligent man, and his imperious manner kept Sa'an's minions in line. Seeking out reliable subordinates, Mazat confided his secret. He soon thereafter firmly controlled the old master's criminal organization. By the time Sa'an's corpse was totally stripped of usable skin, Mazat had enacted both the master's "death" and his successor's "appointment."

Today, Mazat lives in seclusion, taking on new identities as necessary. Evolving into a ruthless criminal, he has retained his faith in Enkili, but now is thoroughly chaotic evil (a situation that actually pleases the Trickster). Mazat retains his fondness for women, and a steady stream of harlots and courtesans visit his manse. Each of them returns with a different description of the cartel's master, though some of them do not return at all.

Roleplaying Notes

As time passes, Mazat grows more sadistic and dangerous as his existence's true nature becomes clear to him. Still a terribly vain man, he prefers the skins of particularly handsome victims and supplements his skin growth with *polymorph self* spells. He affects an air of sophistication and reason, but is prone to angry outbursts; he has executed subordinates for the slightest infractions. Several faithful followers protect him, however, and enjoy the advantages that his friendship brings.

He rarely wants for skins, and the agony of his exposed musculature rarely troubles him. He keeps a number of bodies frozen in his manse's depths and uses them for skin should nothing else become available. His payroll includes several wizards and powerful rogues, whose abilities he can temporarily steal.

Mazat has been known to offer a safe haven to those on the run from the law — for a price. In the case of especially attractive females, that price might be high indeed.

Combat

Mazat had his fill of battle, leading his beggar armies against Lokil and Darakeene. Today, he lets his thugs fight for him, often supplementing their abilities with spells. If wearing the skin of a spellcaster, he adds half of his abilities to his own, making him a potentially dangerous opponent.

Menava

Class/Level: Cleric 5/Fighter 2/Unfailing 5

Sex/Race: Female human

Height/Weight: 5'10"/138 lbs.

Challenge Rating: 12

Hit Points: ?0

Initiative: +4 (+4 Improved Initiative)

Speed: 50 ft.

Armor Class: 16 (+6 breastplate)

Attack: +13/+8 melee (+2 *heavy mace*); +11/+6 melee (dagger); +10/+5 ranged (dagger)

Damage: 1d8+3 (+2 *heavy mace*); 1d4+1 (dagger)

Special Attacks: Bone Quills (see below), Spells

Special Qualities: Damage Resistance 6, Domain-granted Powers (Evil, Strength), Drain Resistance +2, Harm's Way, Immune to Piercing Critical Hits, Rebuke Undead

Alignment: Neutral evil

Saves: Fort +1, Ref+2, Will+8

Abilities: Str 13, Dex 11, Con 15, Int 12, Wis 17, Cha 14

Skills: Concentration +9, Craft (weaponsmith) +9, Intimidate +6, Knowledge (arcana) +6, Knowledge (religion) +7, Listen +9, Sense Motive +6, Spellcraft +6, Spot +9

Feats: Combat Casting, Combat Reflexes, Craft Wondrous Item, Endurance, Exotic Weapon Proficiency (whipdagger), Great Fortitude, Improved Initiative, Iron Will, Toughness

Damage Reduction (Ex): As an Unfailing, Menava has the extraordinary ability to shrug off a substantial portion of the damage inflicted by any attack. Subtract 6 points from the damage Menava takes each time she is dealt damage.

Drain Resistance (Ex): The necromantic energies coursing through Menava's body enable her to add a +2 bonus to all saving throws against life-draining attacks. This condition applies to touch attacks such as a wraith's Constitution drain, as well as level-draining effects such as the wizard spell *energy drain*.

Domain-granted Power, Evil (Su): Menava casts Evil domain spells at +1 caster level.

Domain-granted Power, Strength (Su): Menava can gain an enhancement bonus equal to her level once per day. Activating the power is a free action, and the enhancement lasts for one round.

Harm's Way (Ex): Menava's devotion to her charge's defense grants her the extraordinary ability to intercept attacks intended for her charge. When she chooses to do so, she switches places with the intended target and becomes the target of the attack, which is then resolved normally. Menava may do this once per round, provided the attack occurs within five feet of her current position.

Immune to Piercing Critical Hits (Ex): Menava's extraordinary toughness has rendered her immune to critical hits inflicted by piercing weapons. Critical hits from such weapons are resolved exactly like normal hits, and abilities dependent on scoring a critical hit automatically fail.

Possessions: Armor (+1 *breastplate*), *bonequills* (upto 12, see below), daggers (3), *scepter of Chardun* (+2 *mace*, see below), *Kadum's pearl* (agony), *Keoghtom's ointment*, *potion of fire breath*.

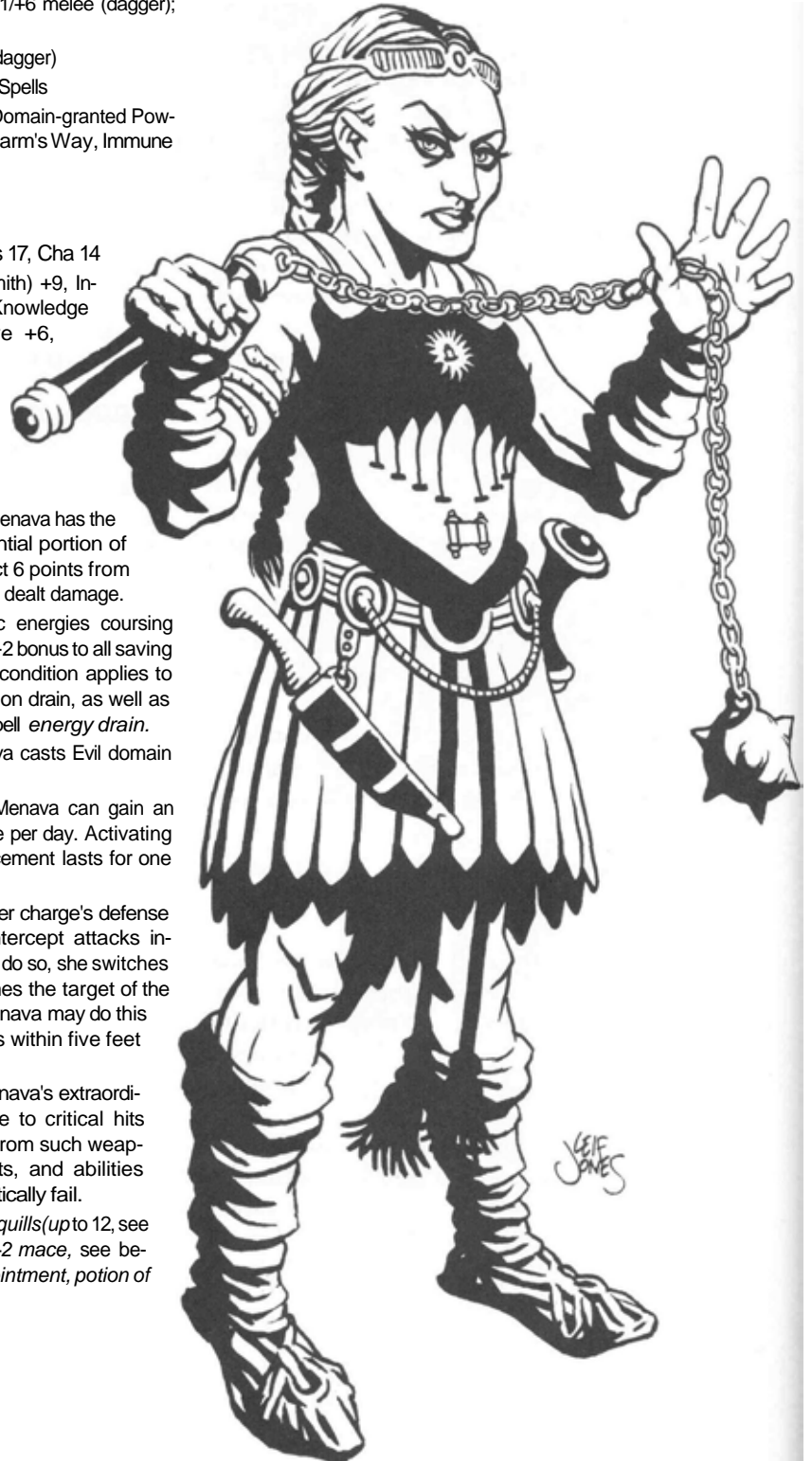
Cleric Spells Prepared (5/5/4/3; Domains: Evil, Strength):

0 — *Cure minor wounds*, *detect magic*, *guidance*, *read magic*, *shockwave**

1st — *Cure light wounds*, *divine favor*, *doom*, *invisibility to undead*, *shockwave strike**

2nd — *Bull's strength*, *cure moderate wounds*, *death knell*, *Vangal's touch**

3rd — *Chardun's torments**, *cure serious wounds*, *dispel magic*



Background

Menava grew up in the harsh lands of Dunahnae, where her love of inflicting pain and studiousness earned her a place among Chardun's priesthood. As time wore on and she served her god faithfully, Menava nevertheless began to wonder about the world beyond Dunahnae's borders. In her 20th year, she left the priesthood to explore the lands of Scarn. The diverse peoples and philosophies she discovered fascinated her — especially those of Hollowfaust, the City of Necromancers. The wizardess Saphereal, every bit as benevolent as Menava was cruel, particularly intrigued Menava. At first contemptuous of the necromancer, Menava slowly grew to respect the woman. Eventually the two became friends.

Seeing the world through reborn eyes, Menava questioned her old ways as her friendship with Saphereal grew. Ultimately, she ceased worshipping Chardun, joined the Unfailing and accepted Saphereal as her charge. Since then, she began to worship Nemorga, Hollowfaust's demigod of the dead — much to her former fellow priests' chagrin. Some who follow Chardun fanatically call for Menava's death, but so far nothing has come of it.

Roleplaying Notes

Despite her bond with Saphereal, Menava remains an evil character, with a mean streak and zero tolerance for weakness. She respects those who have the strength to rise above their circumstances, even if they are otherwise unremarkable people. Her fanatical devotion to Saphereal means she will fight like a demon to protect her and, by extension, Hollowfaust.

Combat

Though her reputation as a savage and relentless fighter is well known, Menava picks her battles carefully. She is a canny opponent; she keeps her opponents off balance and uses her ranged attacks to best advantage. Typically, she begins a battle with a *shockwave strike* or a flurry of *bone quills*. After exhausting her ranged attacks, she relies on disarm and

trip attempts when possible, striking with her scepter of *Chardun* when her opponents have been downed.

Scepter of Chardun

Description: Menava's *scepter of Chardun* is a beautiful heavy mace that serves as both Menava's holy symbol and a powerful melee weapon.

Powers: The *scepter of Chardun* functions as a +2 *heavy mace*. Upon a successful hit, the wielder may cast as a free action any prepared divine spell that requires a touch attack.

Caster Level: 5th

Prerequisites: Craft Magic Arms and Armor, *prayer*

Market Price: 18,312 gp

Cost to Create: 9,156 gp + 732 XP

Weight: 12 lb.

Bone Quill

Description: A gift from Saphereal, Menava wears these shards of bone braided through her hair. The shards serve as a means of defense at times when normal weapons might prove "socially" inconvenient.

Powers: A *bone quill* is a simple weapon enchanted with a *true strike* spell; it inflicts 2d6 damage upon any target struck. Each quill may be used only once, as it disintegrates after striking its target.

Caster Level: 5th

Prerequisites: Craft Wondrous Item, *chill touch*, *true strike*

Market Price: 250 gp

Cost to Create: 125 gp + 10 XP

Weight: —.

Meerlah Madilehna

Class/Level: Bard 8
Sex/Race: Female human
Height/Weight: 5'7"/126 lbs.
Challenge Rating: 8
Hit Points: 46
Initiative: +3 (+3 Dex)
Speed: 30 ft.
Armor Class: 16 (+3 Dex, Armor +2, Deflection +1)
Attack: +7/2 melee; +9/4 ranged or +11/6 (+9/+7/+4 when using Rapid Fire feat)
Damage: d6+2 (shortsword); 1d8+4 (+2 *mighty composite longbow*)
Special Attacks: None
Special Qualities: Bardic Knowledge, Bardic Music, Spells
Alignment: Chaotic good
Saves: Fort +3, Ref+9, Will +8
Abilities: Str 14, Dex 16, Con 13, Int 15, Wis 14, Cha 17
Skills: Appraise +4, Bluff +12, Concentration +5, Decipher Script +3, Diplomacy +12, Disguise +10, Escape Artist +7, Gather Information +12, Hide +7, Knowledge (Ghelspad) +6, Listen +5, Move Silently +7, Perform +16, Pick Pocket +6, Sense Motive +10, Spell Craft +7, Use Magic Device +5 (+7 w/scrolls)
Feats: Leadership, Point Blank Shot, Rapid Shot, Quick Draw
Bardic Knowledge (Ex): Madilehna can make a special bardic knowledge check with a +2 Intelligence bonus to see whether she knows relevant information about notable people, legendary items or noteworthy places (see *core rulebook I*, p. 29).
Bardic Music (Sp): Eight times per day, Madilehna can use her songs to produce the following magical effects: *countersong*, *Fascinate*, *inspire competence*, *inspire courage*, *suggestion* (see *core rulebook 1*, p. 28).
Possessions: *Fancy's Flight* (+2 *mighty composite longbow* with +1 Strength bonus), +1 *ring of protection*, *masterwork leather armor*, +1 arrows (x12), shortsword
Bard Spells Known (3/4/4/2):
0 — *Dancing lights*, *detect magic*, *ghost sound*, *mage hand*, *mending*, *read magic*
1st — *Charm person*, *cure light wounds*, *detect secret doors*, *message*
2nd — *Alibi*, *invisibility*, *Lilandel's Flurry**, *tongues*
3rd — *Charm monster*, *emotion*, *mind raid"*

Background

Madilehna grew up in Mullis Town, the daughter of a famous singer, Tanyere. The elite welcomed Tanyere's presence, though she was neither wealthy nor aristocratic, owing to her voice and gracefulness. Any family eager to flaunt its wealth or importance hired Madilehna's mother to perform, and she received invitations to attend virtually every party or ball.

The beautiful things she saw at these events — the clothes, the finery, the jewels, the beautiful people and their wondrous treasures—left Madilehna awestruck. She dreamed of a day she when she too could be a part of it. As she grew, everyone recognized that she had inherited her mother's talents, and her dream soon became a reality. But the reality disappointed her; the merchants and nobles, despite their

flowery language and elegant appearance, often proved as conniving and backstabbing as common thieves.

This realization marked the beginning of Madilehna's real education. Her mother taught Madilehna how to navigate the world of the wealthy and powerful; while the elite included many gentlemen, there were also those men who would take advantage of the unwary. With her mother's guidance, Madilehna learned how to identify these individuals, avoid their plots and eventually even turn the tables on them. Finally her mother taught her the most amazing lesson of all: how a song could be used to harness magic.

Madilehna learned quickly, discovering a ready aptitude for bardic magic. Her fame grew, and she performed in Mullis Town, Mithril, Hedrad and Vesh, where she accepted the accolades of nobles and commoners alike. She engaged in whirlwind romances with those few who caught her eye. She gathered tidbits of information about dozens of people, sometimes simply for amusement and sometimes for sale. Her information-gathering exploits, however, ultimately revealed details about her mysterious father.

Until that time, the topic of her father had been off limits; Tanyere dismissed Madilehna's questions or revealed only superficial details. However, through her contacts and growing influence, Madilehna discovered that her father had been a brigand in Lageni. While some stories portrayed him stealing from the rich and giving to the poor, others suggested he was a cruel, greedy and selfish man. When she heard that several Mullis Town nobles had learned her mother's secret and were blackmailing Tanyere, Madilehna confronted her. Tanyere again refused to explain how she had met Madilehna's father.

Angered and humiliated, Madilehna left to explore the rest of the world. She has traveled all over Ghelspad's eastern half; her voice and exploits quickly won her even greater fame. She began training in archery, partially to honor her father (as the bow was his weapon of choice) and partially to defend herself, and has proved quite adept, even at many trick shots. Her bow, *Fancy's Flight*, has become almost as famous as her lute. Forging friendships with the incarnate Andelais and the vigilant Katonis Woodarbor (which some claim went far beyond the platonic), Madilehna continues to adventure, finding that lifestyle as thrilling and fulfilling as her "professional" paths of songs and intrigue.

Roleplaying Notes

Although she has only recently departed Mullis Town, Madilehna's scathing ditties about prominent figures and her sad songs about times past have already earned her a reputation across eastern Ghelspad. Her short-lived, tumultuous romances with

prominent figures have also made her infamous in several cities, especially in such straight-laced places as Hedrad, where lawful inhabitants find her antics especially scandalous. She has her mother's way with nobles, often hobnobbing with the elite wherever city she chooses to stay. However, she most enjoys performing, sometimes finding that common folk appreciate her talents more than nobles do.

Madilehna is extremely physically attractive, and her sultry voice can melt almost any heart. She has delicate, smooth features, and she keeps her brown shoulder-length hair swept back from her face. Her left cheekbone bears a beauty mark that has become something of a trademark. Equally at ease in formal dress as in common clothes or leather armor, she changes her "look" to match the local flavor. Whatever her style of dress, though, she makes sure it complements her appearance. Madilehna, well aware of her appeal, will unhesitatingly use it to her advantage. She is at once aloof, confident, mischievous and flirty. Many men from whom she "borrows" certain items consider their loss a fair trade for the time they get to spend with her.

Although Madilehna has the Leadership feat, she doesn't keep a retinue around to help her fight. In her case, the feat represents her vast array of contacts. Madilehna has a friend, ex-lover, would-be lover and so on in virtually every noteworthy city of eastern Ghelspad. She often leaves caches of clothes, money, perfume and such with these contacts so that, when she travels from city to city (or if she needs to leave a city quickly), she can be assured of having everything she needs at her destination point. These caches can be extensive and usually include semi-valuable items, like a supply of red lotus or a particularly exotic gown.

The people of Ghelspad are split in their opinion of Madilehna. Those targeted by her (either in song or through

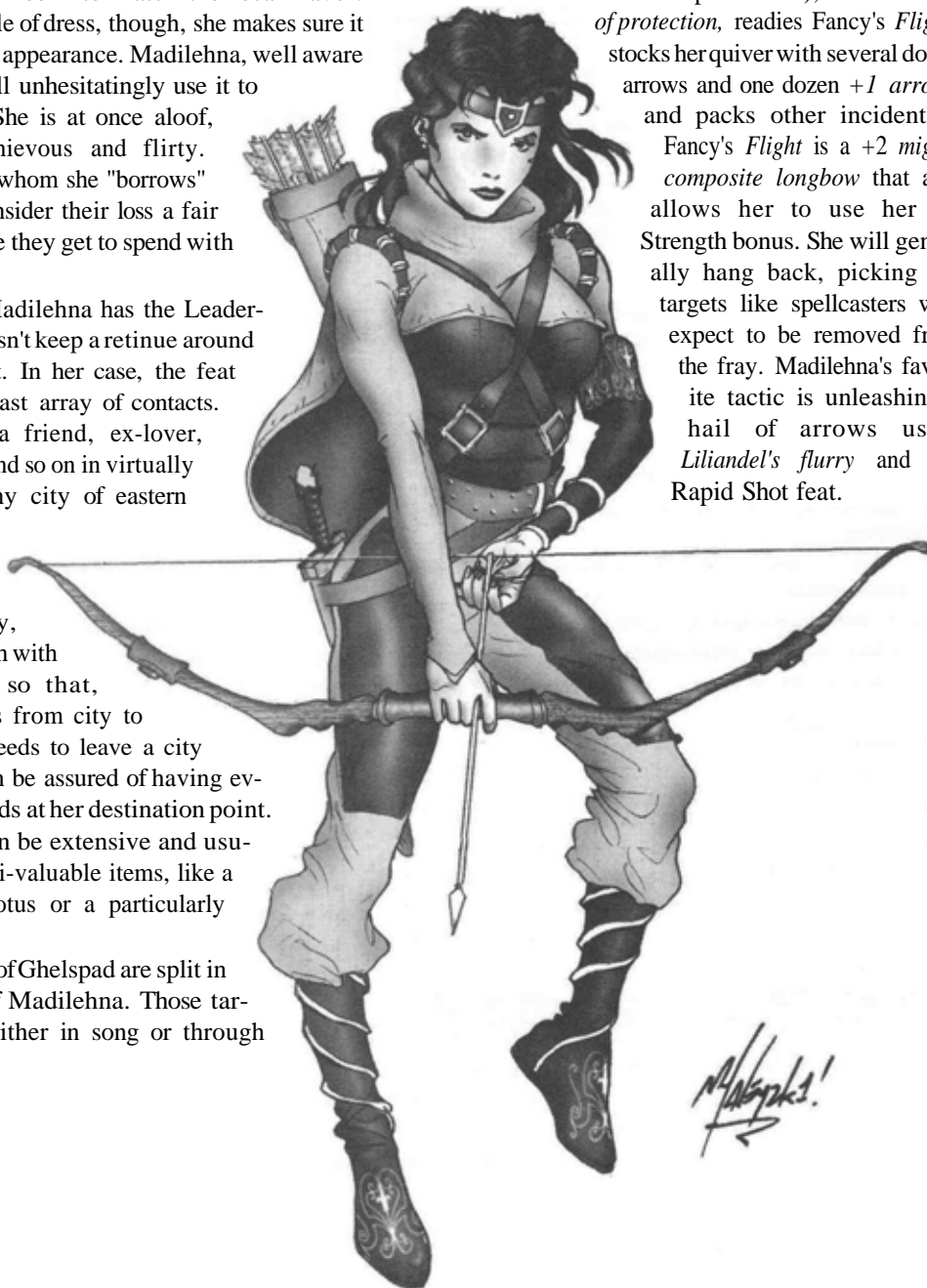
romance) obviously despise her. Many more, however, find her performances delightful and love her for her talent and beauty.

Combat

Madilehna avoids direct combat unless she is in a mood for adventure. She prefers to charm potential opponents (both through physical and magical means) and can usually avoid conflict through a combination of wit, diplomacy and bribery. However, if pressed, she becomes quite a vicious combatant.

When Madilehna knows she is going into combat, she wears a suit of masterwork leather armor designed for her (it fits her so well, her spell failure chance is only 10%, including the doubling for arcane spellcasters), dons a +J ring of protection, readies *Fancy's Flight*, stocks her quiver with several dozen arrows and one dozen +1 arrows and packs other incidentals.

Fancy's Flight is a +2 mighty composite longbow that also allows her to use her +1 Strength bonus. She will generally hang back, picking off targets like spellcasters who expect to be removed from the fray. Madilehna's favorite tactic is unleashing a hail of arrows using *Liliandel's flurry* and her Rapid Shot feat.



Orzu

Class/Level: Sorcerer 11/Rogue 2

Sex/Race: Male halfling

Height/Weight: 3'5"/85 lbs.

Challenge Rating: 13

Hit Points: 80

Initiative: +8 (+4 Dex, +4 Improved Initiative)

Speed: 20 ft.

Armor Class: 22 (Dex +4, *land shark battle gloves* +7, size +1)

Attack: +15 melee; +10 ranged

Damage: 1d4+5 *land shark battle gloves*

Special Attacks: Alchemical Items, Sneak Attack +1d6, Spells

Alignment: Chaotic good

Saves: Fort+6, Ref+12, Will+8

Abilities: Str 10, Oex 18, Con 16, Int 14, Wis 12, Cha 20

Skills: Alchemy +12, Bluff +10, Concentration +13, Craft (traps) +12, Diplomacy +10, Disguise +10, Forgery +7, Gather Information +10, Hide +13, Listen +10, Move Silently +11, Perform (oratory, storytelling, witticism, mandolin, singing) +10, Spellcraft +12, Spot +8

Feats: Brew Potion, Improved Initiative, Leadership, Spell Focus (Evocation), Toughness, Weapon Finesse (spiked gauntlet)

Sneak Attack (Ex): Whenever one of his opponents would be denied a Dexterity bonus to AC or when flanking a target, Orzu's attack inflicts an additional 1d6 points of damage.

Possessions: *Land shark battle gloves; Prophet's Vanity; scroll of meteor swarm; scroll of delayed blast fire ball; scroll of chain lightning; 1d6 each of potion of alter self, potion of assassin's sense*, potion of invisibility, potion of flying; thunderstone; smoke stick; tanglefoot bag; alchemist's fire; weasel familiar; several large white feathers.*

Sorcerer Spells Known (6/6/6/6/6/4):

0 — *Arcane mark, daze, detect magic, detect poison, ghost sound, light, prestidigitation, ray of frost, read magic*

1st — *Charm person, magic missile, protection from evil, shield, charm person*

2nd — *Alter self, assassin's sense*, Ganest's farstrike*, invisibility, mirror image*

3rd — *Fireball, fly, manaspear*, mind raid**

4th — *Charm monster, dimension door, polymorph other*

5th — *Cone of cold, teleport*

Background

Orzu was born in the Heteronomy of Virduk's vast, squalid halfling slums. This western area's poor soil grows only starchy tubers and mangy pipeweed, so the region, instead, has become a breeding ground for vicious criminals and violence. Few halflings born in the Heteronomy ever leave; remaining, they rot in the squalor, are forced into serfdom or are killed in the petty criminal gangs' many turf wars.

As Orzu grew up, he chose crime as the best way to escape serfdom, joining the Blackfoot gang and earning his spurs in several bloody gang wars. Even as a youth he showed leadership skills and a knack for strategy. He might have become a respected gang leader (only to die young) had he not met Bleegul, a coal goblin sorcerer, during a tavern fight. Bleegul had an eye for talent and saw in Orzu the makings of a powerful sorcerer. Bleegul offered to awaken the

young halfling's powers. Suspicious of the goblin, Orzu cautiously agreed, keeping one hand on his dagger as Bleegul invoked sorcerous powers. To Orzu's surprise, the goblin proved trustworthy; within days Orzu had cast his first spell.

As Orzu's powers awakened, he had a vision of freedom for his people; he at last saw that the evil of King Virduk and Calastian domination as matched millstones around his peoples' necks, dragging them into servitude and extinction. In this vision, he saw that Virduk's destruction could free the halflings. Rising to the Blackfoot gang's leadership, Orzu slowly transformed his thugs into freedom fighters, using his newfound powers more frequently against Calastian foes.

Since that time, Orzu has waged a tireless campaign to end Virduk's rule. In the Heteronomy's cities and countryside, bands of halflings, inspired by his fearless example, have begun to fight back — killing lone Calastians, raiding human settlements and stealing taxes squeezed from the region's poor. Orzu's forces often leave behind a white feather: the rebellion's sigil.

Orzu has made great strides shifting public opinion against the Tyrant, and many halflings have begun to feel an unfamiliar emotion—hope. Of late, however, Queen Geleeda's numerous acts of grand charity toward halflings (all ultimately political, superficial and hollow) have eclipsed Orzu's message. She has forgiven taxes, helped pay for new homes' construction, distributed food and sponsored road building, with statues or plaques erected in her honor every few miles. In his heart, Orzu knows that Geleeda's benevolence is a sham. Worse, if she were to ascend to the throne, he knows she would oppress the region as mercilessly as her husband had. He is determined to stop Geleeda as well, though today many halfling families revere the queen and believe her hollow promises.

Roleplaying Notes

Orzu is stubborn, persistent, fearless and utterly dedicated to his cause. Though a true believer in the ideals of freedom, truth and mercy, when Orzu deals with the hated Calastians he rarely gives quarter or asks for it. Though fanatically pursuing halfling self-rule, he never lets his principles get in the way of efficient leadership, utilizing flexible, varying tactics and adapting himself to the military situations he encounters. He hopes for an alliance or aid from distant lands such as Vesh and Mithril, but knows well enough that even these good-aligned realms have their own problems and can currently spare little save moral support.

Combat

Orzu knows that his warriors cannot hope to defeat Calastia militarily; he instead relies on classic hit-and-run tactics, coupled with a political offensive to win the hearts and minds of his fellow halflings and bring them to open rebellion. He aids his forces by creating magic potions and alchemical items. His rebels can infiltrate a region in a variety of disguises before battle, augmented by potions of *alter self*. Missile weapons, ambush and stealth are all favored tactics, as Orzu prefers to bleed an enemy to death, rather than risk outright military defeat. His warriors often release a few volleys of arrows from hiding then flee, sometimes returning later to pick off the wounded or stragglers.

Land Shark Battle Gloves

Description: Each of these ornately worked leather gloves has three metal blades that extend out eight inches.

Powers: The battle gloves function as +5 *keen spiked gauntlets* and provide +1 armor bonus as per *bracers of armor*. Factoring in their enchantment bonuses, the *land shark battle gloves* do 1d4+5 points of slashing damage and have a critical threat range of 19-20.

Caster Level: 15th

Prerequisites: Craft Magic Arms and Armor, Craft Wondrous Item, *mage armor*, *keen edge*.

Market Price: 111,305gp

Cost to Create: 55,652 gp + 4,452 XP

Weight: 6 lbs.

The Prophet's Vanity

Description: This small, oval mirror measures about 6" long on the major axis and 4" on the minor axis. A finely crafted pewter frame, engraved with various symmetrical designs, surrounds the silvery glass. The frame also sports fastenings so that it could be hung by a chain on a wall or worn as an amulet.

Powers: This powerful magical mirror was designed to reflect divination magic. Any divination, up to and including a wish spell, directed at the wearer (or any of his immediate possessions or anything that "the wearer" might refer to) will instead report information as though the spell had been directed at the caster herself. Thus, if a mage attempted to discern the wearer's location, she would learn that the wearer was standing in *her* exact spot.

Caster Level: 16th

Prerequisites: Craft Wondrous Item, *mind blank*, *spell turning*

Market Price: 128,000 gp

Cost to Create: 64,000 gp + 5,120 XP

Weight: 1 lb.



P'kouro'nk

Class/Level: Rogue 2

Sex/Race: Male Screaming Wind slitheren

Height/Weight: 5'6"/145 lbs.

Challenge Rating: 4

Hit Points: 16

Initiative: +3

Speed: 30 ft., climb 15 ft.

Armor Class: 16 (+3 Dex, +2 leather armor, +1 natural +1)

Attack: +2 melee; +3 ranged

Damage: +1d6 shortsword; +1d4 shortbow

Special Attacks: Sneak Attack +1d6

Special Qualities: Oarkvision (60 ft.), Evasion, Madness, Mind Strength

Alignment: Neutral good

Saves: Fort +7, Ref +8, Will +3

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

Skills: Balance +8, Decipher Script +3, Disable Device +4, Escape Artist +4, Hide +8, Listen +5, Move Silently +8, Pick Pocket +4, Tumble +8, Use Magic Device +1

Feats: Dodge, Expertise, Mobility

Sneak Attack: Whenever one of P'kouro'nk's opponents would be denied a Dexterity bonus to his AC or when flanking his target, P'kouro'nk's attack inflicts an additional 1d6 points of damage.

Evasion: If exposed to any effect that normally allows him to attempt a Reflex save to halve damage, P'kouro'nk instead takes no damage if his saving throw is a success.

Madness (Ex): Gulaben's voice touches every Screaming Winds slitheren, giving each a mania, dementia, derangement or phobia that can be exploited by those who learn it. P'kouro'nk fervently believes that his warren's other members are plotting to kill him (and in this, he may be correct). If cornered or threatened, he must make a Will save (DC 15) or immediately attack those threatening him. When attacking in this manner, P'kouro'nk act as though affected by a Barbarian's Rage ability (see *core rulebook 1*, p. 25), but when his rage ends, P'kouro'nk falls into a comatose state, unconscious and helpless (see *core rulebook 11*, p. 84) for 1d4 hours. He has fallen into these rages on several occasions, but has yet to kill another slitheren; the warren's other members have begun to wonder if this is some kind of special gift from the titans.

Mind Strength (Ex): All the Screaming Winds slitheren are insane. Accordingly, mind-affecting spells affect them for only 1 round. In addition, Screaming Winds slitheren receive +4 to saves versus mind-affecting spells.

Possessions: A pamphlet about Madriel (always hidden on his person), a shortsword, battered leather armor, a bauble (casts *light*).

Background

Deep within the Ukrudan desert lies the Warren of the Screaming Winds — an ancient place of twisting, constantly changing, sand-choked tunnels plagued with the wind's unending howl. Outsiders cannot pinpoint the warren's exact location; some scholars claim that it actually moves from place to place, either through magic or by the constant construction and destruction of its tunnels and chambers, like a vast amoeba slowly creeping about the desert.

The Screaming Winds slitheren make their home in this arid and inhospitable place. These slitheren,

fleeing into the desert after their original warren was destroyed, stopped when their leader claimed to hear Gulaben's voice in the screaming wind. There they built their warren and all went mad, dancing to their patron deity's endless song.

P'kouro'nk believes that there must be a trickster among the titans. His large family is notorious among the Screaming Winds slitheren: one brother, G'k'chuck, ate three of his siblings. Another, Neek, spends his days shrieking at unseen phantoms, desperately trying to shout out the eternal winds. P'kouro'nk's elder brother, T'k'nk, spouts mad, babbling prophecies that sometime come true.

But P'kouro'nk is less famous. The warren considers him weak, an aberration, for he does not hear Gulaben's voice in the winds. All he hears is wind! Though his family wanted to kill the heretic, T'k'nk's prophecies prevented it. "P'kouro'nk's madness will become manifest," he said. "And through it Gulaben shall be exalted."

P'kouro'nk despises his weakness. He desires only to be like his warren-mates: serenaded by the songs of madness and the titan's voice. He knows that the others hate him and that only his brother's prophecy protects him, so he spends much of his time away from the warren, often fishing in the Splintered River to supplement the warren's larder. On several occasions, river creatures or desert beasts have attacked P'kouro'nk; on every occasion he has escaped, though when pressed he can never remember exactly how. His success in foraging and fishing has somewhat ameliorated the warren's disdain, but it lurks beneath the surface.

One day while fishing, P'kouro'nk found a weathered parchment with strange writing on it. To his surprise, he found himself able to read it. The parchment chronicled the history and worship of the goddess Madriel, and the words touched the ratman as nothing ever had. Since then, he has thought much of the Redeemer, her goodness and mercy, and wondered why his people worship the titans. He has not forsaken Gulaben by any means, but he has begun to question his purpose — questions that would earn him instant death should they be uttered, his brother's prophecy notwithstanding.

P'kouro'nk once left the warren to seek a temple of Madriel and a priest who might answer his questions. But as he staggered into the blowing sands and howling wind, P'kouro'nk fell, and blackness swept over him. He awoke some time later, surrounded by the corpses of at least a dozen of his warren-mates. A cryptic message was scrawled in the sand nearby, in the language of the strange parchment. Just as the wind and sand annihilated the words, P'kouro'nk read them and felt his blood turn to ice.

The words read, "Not yet."

P'kouro'nk made his way back to the warren and reported the event to no one. To this day, he broods on the Splintered River's shores, feeling dark clouds gather above him, unsure whether they spell doom or destiny.

Roleplaying Notes

P'kouro'nk, a moody slitheren, is nonetheless a bundle of nervous energy, constantly twitching, leaping, capering and muttering to himself. Since his attempted escape, he only reluctantly leaves the warren, though he still hates the place. Recently, the other slitheren have begun treating him with something less than hatred that borders on actually respect, but he is unsure why. Perhaps his brother has uttered

another prophecy of which he is unaware. Morose around other slitheren, P'kouro'nk has developed a somewhat overly positive image of humans and Madriel's other worshipers and will greet such with overwhelming (and somewhat disturbing) enthusiasm.

Combat

P'kouro'nk avoids combat, unless it is to help a friend or family member. He will fight with his warren, but intentionally missing attacks and avoiding confrontations. Thankfully, most of his warren is mad, so they hardly notice. He will attempt to rescue injured enemies and hide them in the confusion of battle so that no one knows it was he.



Queen Ran

Class/Level: Wizard 10/Blood Witch 10

Sex/Race: Female kraken

Height/Weight: Gargantuan (face 20 ft. x 40 ft.; reach 10 ft. or 100 ft. with tentacle)/20,000 lbs.

Challenge Rating: 20

Hit Points: 700

Initiative: +4 (+4 Improved Initiative)

Speed: 20 ft. Swim

Armor Class: 34 (-4 size, +16 natural, +12 robe of diamonds)

Attack: +32/+32 melee (large tentacle); +32 melee (x6) (small tentacle rakes); +27 melee (bite)

Damage: 2d8+15 (large tentacle); 1d6+15 (small tentacle); 4d6+15(bite)

Special Attacks: Blood Cloud, Constriction, Grappling, Spell-like Abilities, Spells

Special Qualities: Blood Witch Abilities, Call Kadum's Taint, Telepathy

Alignment: Chaotic evil

Saves: Fort+22, Ref+12, Will+17

Abilities: Str 40, Dex 10, Con 36, Int 26, Wis 20, Cha 16

Skills: Bluff +15, Concentration +50, Diplomacy +18, Intimidate +25, Knowledge (arcana) +20, Knowledge (nature) +15, Knowledge (planes) +20, Knowledge (religion) +10, Knowledge (sea lore) +25, Knowledge (titan lore) +20, Listen +15, Sense Motive +15, Spellcraft+30, Spot+15

Feats: Craft Wondrous Item, Craft Rod, Empower Spell, Enlarge Spell, Extend Spell, Heighten Spell, Improved Initiative, Leadership, Maximize Spell, Scribe Scroll, Spell Mastery (x2)

Blood Cloud (Ex): Queen Ran can emit a cloud of reddish-black ink 80 ft. high x 80 ft. wide x 120 ft. long. Creatures within the cloud suffer the effects of total darkness. In addition, creatures within the cloud not already tainted by titan's blood must make a Fortitude save (DC 15) or be unable to heal any hit point damage, even with magical healing, for 1 hour. Further, if released in the Blood Sea, the cloud will attract 5d6 dire sharks who will appear in 1d6 minutes.

Call Kadum's Taint (Su): Once per day, Queen Ran may telepathically summon various nearby sea creatures that have been effected by Kadum's blood. The creatures appear in 1d6 x 30 seconds (1d3 minutes). The creatures most likely to respond include huge sharks, dire sharks, giant octopuses, giant squids, whales (cachalots) or krakens or any other mixture the GM desires. Note: GMs may apply the Blood Sea Mutant template from **Creature Collection II** as necessary.

Kraken Abilities (Ex): Improved Grab, Constrict and Jet. See *core rulebook 111*, pp. 124-5.

Spell-like Abilities (Sp): 1/day: *Control weather, dark water, dominate monster, resist elements.* 1/month: *Denev's Fury.*

Telepathy (Su): At will, Queen Ran can communicate telepathically with any creature within eight miles that has a language.

Possessions: *Robe of diamonds; scepter of Nara-noden; rod of beguiling; rods and scepters from various sea devil kings, demon princes and the like (some are magical and may be selected by the GM). Queen Ran has virtually unlimited wealth and dozens (possibly hundreds) of magical items from wrecked ships and captives.*

Wizard Spells Known (6/6/6/6/6/5/5/5/5/4):

0 — *Chill/warmth, detect magic, flare, ghost sound, mage hand, resistance*

1st — *Acid spittle*, cause fear, color spray, mage armor, magic missile, shocking grasp*

2nd — *Blur, commanding presence*, detect thoughts, Dolomar's force wave*, invisibility, mirror image*

3rd — *Blink, call aquatic humanoid*, haste, invisibility sphere, mind raid*, touch of the eel**

4th — *Greater magic fang, Otiluke's resistant sphere, polymorph other, shadow shield*, stonewalk, water's embrace**

5th — *Call aquatic monster*, dark water, ship snare*, telekinesis, wall of force*

6th — *Call aquatic humanoid II*, circle of death, disintegrate, geas/quest, greater dispelling*

7th — *Banishment, greater scrying, limited wish, sou/strike*, teleport without error*

8th — *Greater circle of seeing*, horrid wilting, ironbody, leech field*, strength of Kadum**

9th — *Imprisonment, shape change, two minds*, wish*

Background

Before the Titanswar, the kraken then known as Qul Al Nur Ran warred with her brother Tac Al Nur Wu for control of the region now known as the Blood Sea. Defeated, she fled to the depths, where she brooded, slept, dreamt of revenge and consulted with demons. As the Titanswar raged and her brother's forces suffered huge losses, he eventually changed sides and allied with Denev in exchange for the Earth Mother's guarantee that he would retain dominion over Ghelspad's eastern oceans.

The passage of a vast, wounded body disturbed Qul Al Nur Ran's fitful slumber. Awakening, she investigated and found the bleeding titan Kadum chained to the sea floor. Ran exulted at this gift and fed upon the fallen titan's blood, gaining vast powers and a cunning intellect as she did so.

All the while, the ocean was changing. Kadum's blood either killed or twisted her brother's creatures into strange forms. These changes affected even Tac Al Nur Wu: the blood that strengthened and sustained his sister was slowly driving him mad. Weary of their monarch's increasingly irrational behavior, the sea hags offered their allegiance to Ran. Emerging from the abyss, Ran once more waged a war against her brother, this time commanding a vast army that included mutated sharks and eels, blood krakens and pisceans. Hopelessly insane, her brother soon tasted defeat, and his flesh fed Ran's minions.

Queen Ran built a vast palace along the edge of Kadum's Abyss. She held court in a huge, domed amphitheater at the palace's center. Ruling from this vast structure, Ran slowly built her power, learning new magic, dragging surface dwellers down to serve and feed her and assembling an even greater army of evil sea creatures. Within a century, her domain encompassed all the Blood Sea, and though she forged contacts and alliances with demons and extraplanar creatures, she wanted still more.

Fired with a hatred of the surface-dwellers, who hunted her creatures and dared cross her ocean in ships, Ran assembled a dozen powerful kraken and cast a complex and deadly ritual. Soon, the Blood Sea's waters foamed and raged; terrible winds lashed

eastern Ghelspad, and titanic waves lashed coastal cities. The surface-dwellers called this storm the Blood Monsoon, and Ran used it to launch a massive attack on Mithril, Hedrad and the other major cities of the divine races. In a ferocious struggle, however, the divine races repelled Ran's forces, and her army retreated back to the sea, badly mauled, to lick their wounds. Worse, the energies that had been unleashed were fully spent, and the ritual that invoked the Blood Monsoon could not be cast again for the foreseeable future.

Soon after the Blood Monsoon debacle, Ran faced an attempted coup. Some of her piscean and black kraken allies, claiming that the Monsoon had been a mistake, tried to overthrow her. The resulting war lasted for over two decades, and when Ran at last defeated the rebels, her forces and powers

were severely depleted. Recently, Ran and the Jack of Tears have formed an alliance. But as Ran tries to restore her powers, a race of sea devils, invading Ran's territory from their watery domain, demands the tribute due them, claiming Ran struck a bargain with them after the Titanswar.

Though much weakened, Ran still she longs for power over the land. Her strange allegiance with the Jack of Tears has proved useful in this regard. The Jack and Queen Ran are outwardly friendly, and Ran has committed herself to being part of the Carnival Krewe. But it is becoming obvious that this situation will not last, as the Jack and Ran have exchanged the heads of one another's spies more than once. The Jack provides Ran with information about the surface world and allies and logistical support for attacks on coastal cities. Queen Ran provides the Jack of Tears with naval support while allowing safe passage to the Jack's own vessels.

Roleplaying Notes

Queen Ran is powerful, both physically and magically. She hates everything that she cannot control, especially the surface world. She has learned much about the old titans and secretly nurses the desire to become a titan herself.

Queen Ran will usually be encountered in her undersea palace, where she rules her realm with cold, merciless cruelty. The palace's vast structure is constructed of carved and polished coral and basalt that seems to violate all normal laws of time, space and geometry. Few surface dwellers who see the place live to tell of it, but whispered tales suggest that among the twisted corridors and bizarre chambers stand portals to other dimensions, through which come increasingly strange and nightmarish creatures to serve Queen Ran.



Combat

Queen Ran prefers to let her armies of blood kraken, sharks, sea hags and pisceans fight for her. If forced to engage directly in combat, she first uses spells to determine her opponents' weaknesses and to circumvent their conventional defenses. She usually

does not attack directly with magic, but when she does, her minions willing sacrifice themselves to augment her metamagic feats. She prefers to enslave and mutate captive adventurers, twisting them to her foul purposes. She shows no mercy to traitors and those who try to kill her, usually turning them over to her mutated eels and sharks for their amusement.

Minor Artifact

Scepter of Nara-noden

Description: A scepter of jade and pearl, engraved with strange alien sea creatures, this five-foot-long item is capped with a carving resembling a gilled, fishlike humanoid's face with wide, staring eyes. The elder sea hag Woonaga carved this scepter for Queen Ran in exchange for Ran's aid against the sea devils.

Powers: When the scepter is touched against any being's forehead, that being must make a Fortitude save (DC 20) or be transformed into an amphibious creature. A creature's fins transform into legs and arms, and they retain 1/2 their swim movement, as the legs and hands are webbed. Gilled creatures grow lungs. Similarly, creatures with hands, arms and legs develop webbing on their hands and feet and gain swim movement equal to 1/2 their land movement. Lunged creatures grow gills along the side of their head and neck. A successful save prevents the transformation, and additional attempts against the victim can be made only after 24 hours. Otherwise, the number of subjects the scepter may transform each day is unrestricted.

Major Artifact

Robe of Diamonds

Description: This vast and wondrous item resembles a huge net woven with thousands of diamonds, sapphires, rubies and emeralds. The cloak is essentially priceless, but the gems alone are worth over 5,000,000 gp. Only a kraken or other Huge or Gargantuan sea creature can use it.

Powers: The *robe of diamonds* provides a +12 armor bonus and continual *spell turning*. The wearer can use 100 of the robe's gems to imprison living beings' souls. At will, the wearer may use these gems to capture a victim's soul as per the 8th level magic user spell *trap the soul*, using the "spell completion" trigger. If the robe is destroyed or unraveled, the gems cease to function, and all trapped souls are set free. Of the 100 soul-trapping gems in the robe, about 50 are currently occupied by Ran's enemies or powerful extraplanar beings from whom Queen Ran can demand service in exchange for freedom.

Loren Rikken, the Belsameth Spider

Class/Level: Fighter 10

Sex/Race: Genderless Belsameth spider (formerly male human)

Height/Weight: 2'3"/15 lbs.

Challenge Rating: 12

Hit Points: 120

Initiative: +7 (+4 Improved Initiative, +3 Dex)

Speed: 40 ft.; climb 20 ft.

Armor Class: 23 (+3 Dex, +10 natural)

Attack: Bite +4 melee

Damage: Bite 1d3+5

Special Attacks: Bite of Belsameth, Blood Drain, Webs

Special Qualities: Damage Reduction 15/+1, Undead

Alignment: Chaotic evil

Saves: Fort+7, Ref+3, Will+3

Abilities: Str 20, Dex 16, Con 10, Int 11, Wis 9, Cha 3

Skills: Balance+20, Climb+4, Hide +12, Listen +5, Move Silently +10, Spot +8

Feats: Improved Initiative, Weapon Focus (bite)

Bite of Belsameth (Su): Instead of draining blood with a grapple and a bite, Rikken may inject his foul venom into his victim's blood on any successful bite attack. The victim must immediately succeed at a Fortitude save or suffer 1d8 points of Constitution damage; one minute later, the victim must make a second save or take another 1d8 points of Constitution damage. The DC for each of these saves is 10 + half the spider's hit dice + its Constitution modifier. Anyone reduced to zero Constitution is killed and becomes a Belsameth spider in 1d4 hours as their head detaches (see Appendix One of **Creature Collection II**). The Constitution loss caused by this bite is temporary.

Blood Drain (Ex): If Rikken makes a successful grapple attack, he may begin to drain blood the next round, inflicting 1d2 permanent Constitution drain.

Webs (Sp): Rikken can cast *web* as a standard action. The spell is cast as a 10th level sorcerer, with no limit to the number of times per day he may cast it.

Possessions: None.

Background

As Chem fell, he inflicted a final cruelty upon Scarn. He cursed one decapitated attacker: The head of a priest who had served the elves' slain god returned to a semblance of life and grew spider legs. The resulting creature attacked everything it faced, and those it bit but didn't kill often shared its curse.

This creature roamed the continent, spreading its bizarre form of undeath to all races, eventually attracting the goddess Belsameth's attention; she found a purity of distortion in the monstrosity. She declared the monster a masterpiece and became the patron to the entire blighted race. Such sad creatures are thus called "Belsameth spiders."

With most such abominations, the goddess is occasionally kind, but she sometimes closely follows the existence of remarkable Belsameth spiders. Loren Rikken is one of her favorites.

Rikken is not the first Belsameth spider, but he is the first to be studied closely. His infection's details are completely unknown, perhaps even to him. But the testimony of his friend Jon Haplander—recently recovered by the Order of the Morning Sky — attests to Rikken's farm life. Apparently, Rikken had a wife and three daughters and enjoyed the generally high esteem of his neighbors, who described him as "good freeman." As he lay poisoned and bleeding, though, Haplander wrote his description of what he called his "sorry exorcism." Mullis Town, many distant winters ago, experienced a number of animal and human massacres, and many public testimonies implied that the culprit was a bald human head mounted atop spider legs.

Haplander apparently recognized his cursed friend one night and organized a group of neighbors to trap the damned freeman and hopefully free his soul. The magic of Mullis Town's priests failed, and events turned tragic when Rikken's youngest daughter, unnamed in Haplander's account, stood before Rikken and made a final appeal. Rikken crawled up her leg and savaged her, tearing at her flesh with his teeth, then attacked the group of men. All were killed, save Haplander, who made it home in time to describe his friend's state and his own failure before dying.

Haplander's account aside, Rikken constitutes a serious threat. His patron goddess uses him to deliver "particular punishment," and she has endowed him with certain powers to do so. He has visited disobedient priests, beggars and cowardly orcish war camps. Since the end of the Divine War, Rikken has been the tool of retribution against those who steal relics devoted to Belsameth or who slay creatures acting in the Queen of Lies' service.

Though he is twisted, Rikken cannot kill himself, for Belsameth enjoys him too much to allow such a death. He is known everywhere, from schoolyards to throne rooms, as one of Belsameth's punishers. But the gods fear that Rikken's ultimate loyalty is to Chern. Rikken is an old thing; Chem may still exert some influence over him.

Roleplaying

Rikken can think as any man, but his tortured soul and miserable reality make prolonged thought nearly impossible for anything less than a god or titan's attention. Hateful and cruel, he lives in a constant state of fear. He never sleeps but will remain in a dark spot for several hours, slowly bobbing his head as if hypnotized. He often writes ancient words in his victim's blood, crudely scribbled with the tips of his thin legs. These words continue to perplex scholars and defy sensible translation. In his more intelligible scrawls, he asks for forgiveness, expresses

gratitude to his goddess and sometimes even mourns the fallen titan whose curse he inherited. Many murderers have mimicked these signs, hoping to excuse their crimes as the will of the gods. Eventually, all such pretenders suffer Rizen's vengeance.

Combat

Rizen calculates, in a mad sort of way. He thinks, evaluates and can speak at a great length, but his threats are harsh and muddled due to his damaged tongue. He can wait, hide, run, plan, maneuver, attack and kill. He carries nothing and never stays in a locale long enough to truly have a home. He does not forsake sunlight but is known to strike at night. He simply falls from the ceiling on his victim or crawls from beneath a bed. He gnashes with teeth that can tear through bone. He prefers to attack when his opponent is asleep, alone or otherwise vulnerable.



Hassek Ruukbrood

Class/Level: Ranger 11

Sex/Race: Male Stalker slitheren

Height/Weight: 5'7"/172 lbs.

Challenge Rating: 12

Hit Points: 109

Initiative: +7 (+4 Dex, +3 Improved Initiative)

Speed: 30 ft. (40ft. with *Karbrud's fang*)/15 ft. climb

Armor Class: 18 (+4 Dex, +2 natural (racial plus medallion), +2 leather armor)

Attack: +13/+13/+8/+3 (*Karbrud's fang*) and +10 (punching dagger) melee; +15 (composite shortbow) ranged

Damage: 1d4+4 and poison (*Karbrud's fang*) and 1d4+1 and poison (punching dagger); 1d6 and poison (shortbow)

Special Attacks: Favored Enemies, Poisoned Blade, Spells

Special Qualities: Ranger Feats

Alignment: Chaotic evil

Saves: Fort +13 (+15 vs. poison and disease), Ref +7, Will +5

Abilities: Str 13, Dex 18, Con 17, Int 11, Wis 14, Cha 14

Skills: Animal Empathy +8, Bluff +3, Climb +5, Concentration +4, Craft (leatherworking) +1, Diplomacy +2, Escape Artist +3, Handle Animal +8, Hide +4, Intuit Direction +4, Jump +2, Listen +7, Move Silently +10, Ride +1, Search +4, Spot +3, Swim +2, Use Rope +1, Wilderness Lore +14

Feats: Exotic Weapon Proficiency (net), Improved Critical (punching dagger), Improved Initiative, Run, Skill Focus (wilderness lore), Track

Favored Enemies (Ex): Ruukbrood adds a bonus to damage and some skillchecks (see core rulebook /, p. 45) against the following races: +3 vs. humans, +2 vs. wood-elves and +1 vs. half-ores.

Poisoned Blade

(Ex):

Ruukbrood typically uses sand wyvern venom on his weapons. Initial and secondary damage is 1d6 Dexterity, Fortitude save is DC 14.

Ranger Feats (Ex):

Ruukbrood gains the benefits of Ambidexterity and Two-Weapon Fighting when wearing light or no armor.

Possessions: *Karbrud's fang*, medallion of the mosquito*, +3 cloak of resistance, leather armor, composite shortbow and arrows, net, punching dagger.

Ranger Spells Prepared (2/2):

1st — *Rabbit feet**, *Sethris' potency**

2nd — *Hunter's stalk**, *snare*

Background

There are bounty hunters in Ghelspad, and then there is Hassek Ruukbrood. Born of Hrinruuk the Hunter's blood, Ruukbrood, a Stalker ratman, has become infamous in military and martial circles across Ghelspad for his ability and unscrupulous willingness to track down anyone for a price. Ruukbrood has worked for the Calastian Hegemony, claiming a bounty from Duke Traviak for several medallions that Ruukbrood looted from vigilants he had killed in the field. Hassek still wears one such prize about his own neck — an open challenge to any vigilante to reclaim it. The vigilants intend to do just that, and Ruukbrood's picture graces the walls of all vigilante garrisons. The bounty that Vesh placed on Ruukbrood has enticed very few bounty hunters to pursue

Ruukbrood, though; his fearsome reputation makes Vesh's reward seem too little compensation for the trouble.

Ruukbrood dresses in a hooded gray-black cloak, slitted in the back to give



his tail free movement, and leather armor that he fashioned himself from boars' hides. He wears a belt of rolled humanoid skin made from the flayed and tanned skins of his victims. From the belt hang twin sheaths for his two punching daggers.

Unlike most Stalkers, Hassek rarely uses trained animals of any kind, not even taking a steed unless travel needs dictate it. He prefers to walk barefoot and often on all fours with his nose and eyes to the ground, tracking his prey.

Aside from winning himself more vigilant *medallions* or taking other high-paying bounty jobs, Ruukbrood seeks both an iron tusker (to make armor from its hide) and a tooth from one of Gaurak's other great hounds (to fashion into a punching dagger to compliment the one he already possesses).

Roleplaying Notes

Ruukbrood is a ratman and a loner through and through. He veils his condescension for most of his employers with a veneer of civility and almost patronizing obsequiousness. Ruukbrood will as happily gut as waste time speaking to anyone who is not a potential client. He enjoys quick demonstrations of violence that establish him as someone to be dreaded and avoided.

Against those few adversaries for whom he develops a genuine respect, Ruukbrood will savor the confrontation, playing cat-and-mouse games that throw his prey into a state of dread or error-prone rage before engaging them directly. Ruukbrood takes pride in his ability to unsettle talented prey before dispatching them, as it helps him maintain his superiority.

Combat

Ruukbrood typically leads his bounty into traps and snares, then paralyzes them from a safe distance

using his bow and poisoned arrows, augmenting the arrows' toxin with Sethris' potency. After, he will close in and skin the still-living prey until the trauma kills them. If cornered in melee, he will wield both *Karbrud's fang* and his normal punching dagger.

Karbrud's Fang

Description: Karbrud, the Jade Hound, was one of the titan Gaurak's three great canines. Whereas Garabrud, the Obsidian Hound, is known for its faultless tracking and nigh invulnerability to physical harm, Karbrud was known for its unearthly speed and its white-jade-related immunity to afflictions.

The unique blade that Ruukbrood carries was allegedly fashioned from Karbrud's tooth. The punching dagger's blade is white jade, which is set into a grip of cold iron; the blade provides its wielder with an array of powers reminiscent of the Jade Hound.

Powers: *Karbrud's fang* is a +3 *punching dagger of speed*, affording its owner a +10 ft. bonus to his base movement rate and freedom of movement while carrying the blade. Further, its wielder has a +5 resistance bonus to Fortitude saving throws against poison and disease.

Caster Level: 10th

Prerequisites: Craft Magic Arms and Armor, *beast soul*, *freedom of movement*, *neutralize poison*, *remove disease*

Market Price: 184,552 gp

Cost to Create: 92,276 gp + 7,382 XP

Weight: 2 lb.

Sangus the Blood Alchemist

Class/Level: Adept 8/Blood Witch 4

Sex/Race: Male human

Height/Weight: 5'9"/160lbs.

Challenge Rating: 11

Hit Points: 89

Initiative: +0

Speed: 30 ft.

Armor Class: 10

Attack: +6/+1 melee; +6/+1 ranged

Damage: 1d4 (dagger); 1d6(javelin)

Special Attacks: Spells

Special Qualities: Alter Self, Blood Enhancement (maximize spell), Blood Enhancement (quicken spell), Raven Familiar

Alignment: Neutral

Saves: Fort +7, Ref +3, Will +13

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

Skills: Alchemy +17, Concentration +10, Craft (weaponsmith) +3, Handle Animal +2, Heal +5, Knowledge (arcana) +12, Knowledge (religion) +3, Knowledge (titans) +14, Profession (apothecary) +4, Ride +1, Spellcraft +9, Wilderness Lore +11

Feats: Brew Potion, Combat Casting, Maximize Spell, Quicken Spell, Skill Focus (concentration)

Alter Self (Sp): Sangus can transform himself into a typical member of any humanoid race of either Small or Medium size once per day as per the spell *alter self*.

Possessions: *Bloodstone*, 3 doses of *Kadum's blood**, 1 dose of *Mormo's blood**, various other doses of titans' blood as needed.

Adept Spells Prepared (3/4/4/3):

0 — *Cure minor wounds*, *detect magic*, *ghost sound*

1st — *Burning hands*, *cause fear*, *command*, *sleep*

2nd — *Bull's strength*, *cat's grace*, *invisibility*, *mirror image*

3rd — *Deeper darkness*, *lightning bolt*, *tongues*

Background

Sangus is possibly one of Ghelspad's most misunderstood individuals. Though condemned as a traitor to the divine races, owing to his fascination with titans' blood, he considers himself an honest researcher whose experiments may someday benefit society. While a chief motivator behind his titans' blood research is self-interest, Sangus nevertheless harbors a scientist's curiosity, despite the hatred, fear and ignorance that has driven him from civilized races' company.

Born in one of Hedrad's poorest neighborhoods, Sangus sought an apprenticeship, hoping to improve his lot in life. While being hired by one of the city's best-known alchemists was initially exciting, Sangus eventually learned that his master's only interest in him was as a source of free labor. So Sangus began performing his own experiments when his master was absent, absorbing information from the alchemist's books and notes and using his workshop and equipment. During experiments with the Blood Sea's

tainted water, he became fascinated with titans' blood. When Sangus later dropped and broke a beaker containing traces of Kadum's blood, a resulting cut could not be stanching, and the young apprentice almost died.

Healed by a benevolent priest of Hedrada, Sangus returned to work, determined to discover what had happened to him. Unfortunately, further Blood Sea water samples didn't contain sufficient quantities of Kadum's blood, so Sangus began to secretly collect his own. His tests continued, and he began to learn more about the nature of the titan's blood and its effects.

Unfortunately, Sangus' master at last caught wind of his experiments and sent him packing. Worse, the Hedrada priests wished to talk to the young man about his fascination with an evil titan, and even Patriarch Hevestian took an interest in his work. Fearing for his life or at the very least his freedom, Sangus fled Hedrad on the first available merchant ship, bound for parts unknown.

Ironically, after numerous adventures, Sangus found himself in the distant realm of Blood Bayou. For a time he traded clots of blood for the knowledge of how to manipulate it. Eventually Demoiselle Antunes' inner circle noticed Sangus' interest, and they allowed him access to the mysteries they safeguarded. When word reached Sangus that the Demoiselle had taken a personal interest in him, however, the hapless alchemist fled for his life; he was not foolish enough to so readily ignore the tales of her discarded lovers.

Sangus fled back to Ghelspad, this time settling in the Bloodrain Woods, where for a time he lived as a hermit, continuing his studies in an isolated log-cabin laboratory. As the blood rains fell with greater frequency, the woods slowly changed character, gradually filling with dangerous titanspawn. Sangus actually managed to befriend some of the woods' new residents and with their help survived the Blood Monsoon's horrors. In 127 AV after the Monsoon had finally retreated, a large vigilant patrol traveled south into the woods and were suitably dismayed to find Sangus living in harmony with local titanspawn. The raid destroyed a large number of Sangus' goblinoid allies, and he barely escaped with his life.

Since that time, the Veshian Vigils have completely lost track of the "blood-mad" alchemist. Some vigilants assume that he must be dead, while others think he is still alive, continuing his blood experiments. Occasional reports surface of a white-haired old man working with goblinoid groups or collecting vials of titans' blood, but they are generally isolated

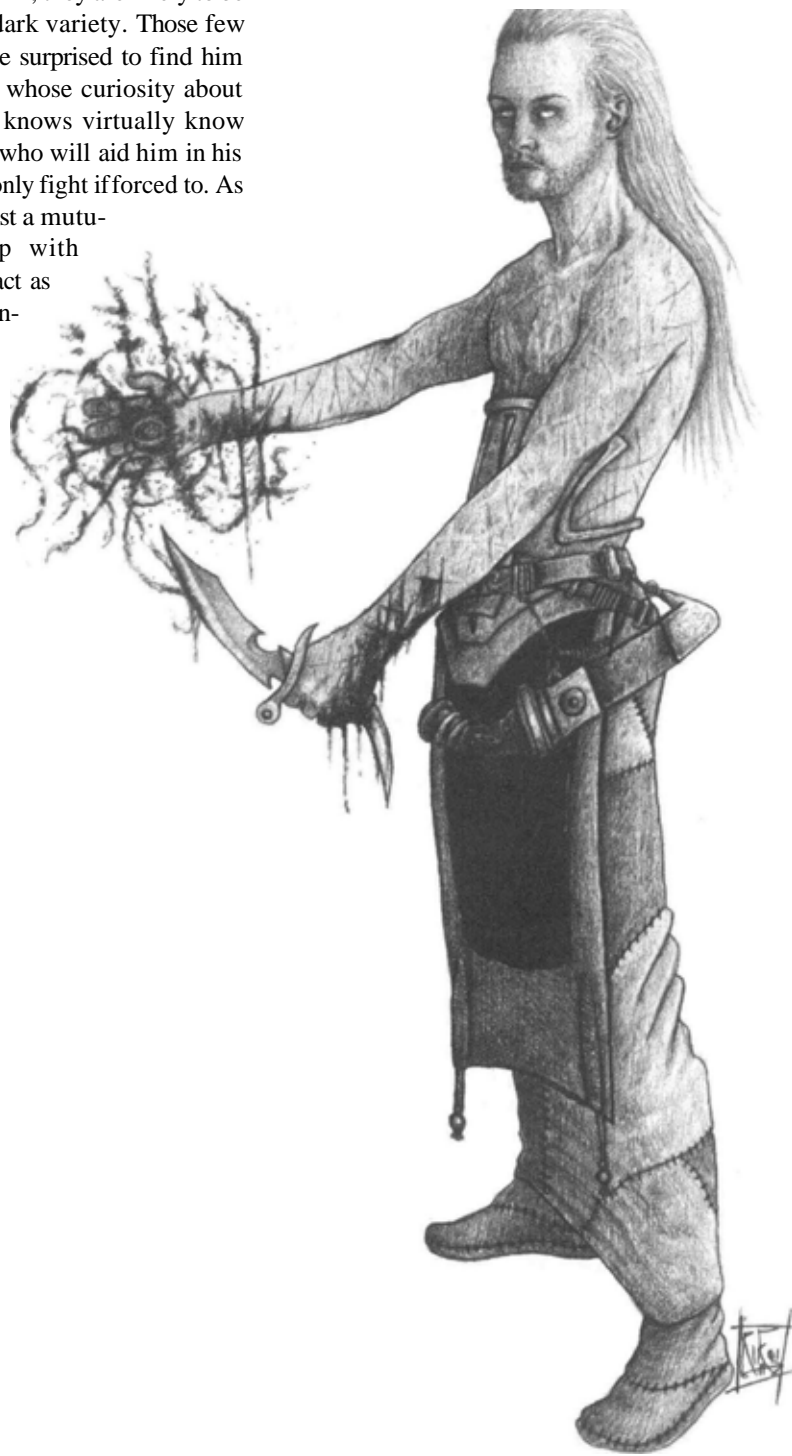
incidents and hardly as pressing as the Calastian invasion of Durrover or the incursions of the Plains of Lede's denizens.

Roleplaying Notes

Sangus is not evil — far from it. He has a genuine, scientific fascination with the magical and supernatural qualities of titans' blood, but his obsession has driven him to the point that he will willingly forgo anything to obtain more. He is not a sociopathic monster, as the Vigils portray him; however, if adventurers hear tales about him, they are likely to be of the more scandalous and dark variety. Those few who encounter Sangus will be surprised to find him an intelligent, talkative man whose curiosity about the titans and their remains knows virtually no bounds. He will help anyone who will aid him in his quest for knowledge and will only fight if forced to. As he frequently maintains at least a mutually respectful relationship with nearby beings, he can easily act as an intermediary between adventurers and titanspawn.

Combat

Sangus hates to fight. He is a scholar and a researcher, despite his wild appearance and rustic lifestyle. Should he be forced into combat, however, things will get bloody, quickly. He will immediately use doses of Kadum's blood in his possession and call for aid from any friendly titanspawn. One of Sangus' favored tactics is his use of *Quicken Spell* and *invisibility* to make a rapid escape and to inform allied titanspawn of any divine race presence in their lands.



Severin

Class/Level: Rogue 2/Fighter 6

Sex/Race: Male slitheren

Height/Weight: 5'6"/130lbs.

Challenge Rating: 3

Hit Points: 52

Initiative: +5 (+5 Dex)

Speed: 30 ft.

Armor Class: 18 (+5 Dex, +3 *leather shadow armor*)

Attack: +S/+3 melee; +12/+7 ranged; +13/+8 (*venom lash*); +147 +? (*Bloodfang*)

Damage: 1d4+4 (*Bloodfang*); 1d6+2 (*venom lash*)

Special Attacks: Sneak Attack +1d6

Special Qualities: Darkvision (60 ft.), Evasion

Alignment: Neutral evil

Saves: Fort +6, Ref +10, Will +4

Abilities: Str 13, Dex 20, Con 12, Int 16, Wis 14, Cha 10

Skills: Appraise +6, Bluff +5, Climb +7, Diplomacy +11, Hide +16 (+26 *leather shadow armor*), Intimidate +7, Jump +16, Listen +?, Move Silent +12, Search +7, Sense Motive +7, Spot +8, Tumble +12

Feats: Exotic Weapon Proficiency (kukri), Exotic Weapon Proficiency (whip), Expert Tactician, Expertise, Weapon Finesse (kukri), Weapon Focus (kukri), Weapon Specialization (kukri)

Evasion (Ex): If exposed to any effect that normally allows him to attempt a Reflex save to halve damage, Severin instead takes no damage if his saving throw is a success.

Sneak Attack (Ex): Whenever one of Severin's opponents would be denied a Dexterity bonus to his AC or when flanking a target, Severin's attack inflicts an additional 1d6 points of damage.

Possessions: Backpack, bedroll, caltrops, fishing hook and line, ink, iron flask, map case, silk rope, trail rations, traveler's outfit, waterskin, +1 *leather shadow armor*, *Bloodfang*, *venom lash*, potions (core *moderate wounds*, *vision*), *ring of jumping*, *candle of truth*.

Background

Severin is a slitheren of indeterminate tribe, though rumors indicate he might hail from the nest that feasts on Hrinruuk's remains — a theory his predatory lifestyle supports. At some point, Severin must have angered his nestmates, prompting them to turn their hunting instincts against him. Crafty, he remained one step ahead of his pursuers, cutting them to ribbons with his enchanted kukri and striking at them from the shadows with his venomous whip. Temporarily free from pursuit, he fled the nest, never to return.

Severin's quest for survival eventually forced him to raid human settlements and convoys, sustaining him for a time, but Calastian soldiers hunting down particularly troublesome bandits instead captured him. Rather than execute him, the Calastians hired him as a guide through particularly harsh terrain and as a mercenary to quietly remove key individuals from their enemy's camp. Severin never realized that humans would pay him to kill other humans, and he accepted the task with relish, leaving the bandits leaderless and easy prey for their Calastian

foes. Since then, Severin has become an accomplished and fearsome mercenary, selling his services to the highest bidder and enjoying a measure of immunity unavailable to most other Scarred Lands titanspawn.

Roleplaying Notes

Above all else, Severin is a survivor. He has no qualms about using people for his own ends and will gleefully play different parties against one another to better his own position. He scrupulously sticks to the letter of his business arrangements; otherwise, he would not remain in business. However, the spirit of these agreements is another matter, and clever employers watch him carefully and word their requests in very specific terms.

Combat

As is typical among ratmen, Severin prefers ambushes, both because of the relative safety it provides and the terror it evokes in his enemies. He likes to strike from the shadows, poisoning his targets and using his ring *of jumping* to effect a speedy getaway. When pressed, he fights using his kukri, making him a fearsome opponent.

Severin is a master of stealthy tactics and always hires local help to properly set up any ambush he stages. Occasionally, a hireling thinks he can cheat Severin or betray him to another party. Such incidents are fairly rare, due to the fact that the ratman is extremely creative in both choosing and executing the punishment for such betrayals.

Bloodfang

Description: *Bloodfang*, a nasty little kukri, has developed a reputation throughout Scarn as one of the land's deadliest weapons. Severin stole the weapon from a slitheren nest several years ago; the priests there had told him the kukri was carved from a great serpent's tooth. While this claim's truth is open to speculation, the weapon does hold a wicked edge, which Severin uses to deadly advantage in close-quarters combat.

Powers: *Bloodfang*, a +1 *keen wounding kukri*, grants only an evil wielder the free use of the Improved Critical feat. For all other alignment types the kukri is merely a +1 weapon.

Caster Level: 10th

Prerequisites: Craft Magic Arms and Armor, *keen edge*, *Mord's sword*

Market Price: 38,310 gp

Cost to Create: 19,155 gp + 1,532 XP

Weight: 3 lb.

Venom Lash

Description: The *venom lash* is a jet-black whip, fashioned to resemble a length of chain with a wickedly barbed blade at the end.

Powers: The *venom lash* functions as a +1 *whip*, but its deadly barbs inflict $1d6+1$ points of damage (plus the wielder's Strength bonus), and its damage is not modified by the target's armor. Once per day, the user may command the whip to inflict a *poison* spell (DC 18) upon a target against which it has scored a successful hit. The wielder may choose to use the power after the target has been struck. Doing so is a free action, but the *poison* effect must be activated during the same round that the whip strikes.

Caster Level: 12th

Prerequisites: Craft Magic Arms and Armor, *poison*

Market Price: 11,301 gp

Cost to Create: 5,650 gp + 452 XP

Weight: 3 lb.



Shanti, Harrier-Rider of Uria

Class/Level: Fighter 12

Sex/Race: Male elf

Height/Weight: 5'11"/160 lbs.

Challenge Rating: 12

Hit Points: 97

Initiative: +3 (+3 Dex)

Speed: 30 ft.

Armor Class: 18 (+3 Dex, +5 chain mail)

Attack: Longsword +15 melee; dagger +15 melee; dart +15 ranged

Damage: Longsword 1d8+1; dagger 1d4+1; dart 1d4+1

Special Attacks: None

Special Qualities: Elven Traits

Alignment: Neutral good

Saves: Fort +8, Ref +4, Will +4

Abilities: Str 13, Dex 17, Con 11, Int 16, Wis 16, Cha 10

Skills: Appraise +7, Bluff +4, Diplomacy +1, Gather Information +3, Handle Animal +?, Intuit Direction +7, Knowledge (nature) +5, Listen +3, Ride +12, Sense Motive +4, Wilderness Lore +3

Feats: Alertness, Dodge, Leadership, Mounted Combat, Ride-By Attack

Possessions: Ornate and ancient longsword, three daggers, belt pouch of darts, orange and black cloak, variety of exotic clothing, supplies and riding gear for Dove (a great harrier; see below).

Background

For those crashing on Uria's shores, Shanti is one of the few elves they will encounter. The isolationist elves of Ghelspad's westernmost island will agreeably rescue and heal any unfortunate sailor, and they will just as agreeably hand him over to Shanti as soon as he is fit to travel. The old elf, a veteran of the Divine Wars, and Dove, his great harrier, are a regular sight in Darakeene's ports. While most Urian elves who find themselves in foreign lands are standoffish, to say the least, Shanti himself is quietly social. After providing for Dove's rest and food, he goes tavern hopping, sits quietly at the bar or a corner table and watches and listens. He greets all races with a grin and will listen to anything with at least feigned interest, but it would be easier pulling out all of his teeth than squeezing three consecutive sentences out of him. While in Uria, he dresses lavishly, even more so than his island brothers, and he can spend hours in the market shopping for new earrings, scarves and boots — anything colorful and bold — but he never wears anything other than his orange and brown cloak among foreigners.

Should a traveler find himself on Uria, he will enjoy comfortable board, first-class healers and stony silence, at least until the Urian elves can remove the interloper from their midst. Shanti is the best relief such a traveler will find, as he will at least pretend to listen to whatever the traveler has to say. More world-weary than perhaps anyone else on the island, he is also the most likely to know a foreigner's customs and

language. If a group needs transportation back to the mainland, Shanti will lead a squad of harriers, carrying the oldest male with him on Dove. The rest of the elves will stay with their birds until they are rested, then return home immediately. Shanti will stay longer, excepting unusual circumstances, but will treat his recent passengers as he does everyone else unless otherwise enticed.



Adventurers traveling to or washed ashore on Uria might encounter Shanti and Dove, and the two are sometimes encountered in the taverns and markets of cities from Dunahnae to Darakeene.

Roleplaying Notes

Shanti is a quiet fellow. He can listen longer than a human can stay awake, but will never comment about his past, his people or his goals other than to give a good-natured shrug. He is often asked to verify the truth of tales about his jousts with dragons, or his flight on his old harrier over the Blood Sea that was farther than any yet recorded, or the glorious rumor that his was the first sword to strike Chern's body during the Divine War. He answers these questions with nothing more than a good-natured smile. Shanti has a passion for colorful things and antiquities, and his geographical knowledge of Ghelspad, learned from hundreds of feet above the ground, is second to none.

Combat

Being as amicable and soft-spoken as he is, Shanti rarely needs to fight. However, whether his was the first sword to wound Chern or not, he most certainly did fight in the Divine War and most certainly patrols the dangerous waters around Uria. Shanti's famous orange and brown cloak conceals an ancient sword and an assortment of throwing daggers and darts. He can use all of them with great skill, and he is a master of many sword-fighting styles. He chooses from a variety of tactical options, but he doesn't carry prisoners or take chances with fools who wish to challenge his legend.

Dove, the Great Harrier

Huge (Long) Beast

Hit Dice: 20d10+ 40 (150 hp)

Initiative: +8 (+4 Dex, +4 Improved Initiative)

Speed: 40 ft., fly 150 ft.

AC: 12 (-2 size, +4 natural)

Attacks: Bite +23 melee; 4 claws +18 melee; 2 wings +18

Damage: Bite 2d6+5; claw 2d6+2; wing 1d6

Face/Reach: 10 ft. x 30 ft./10 ft.

Special Attacks: Awesome Presence, Ward

Special Qualities: Immunity, Keen Senses

Saves: Fort+8, Ref+16, Will+5

Abilities: Str 20, Dex 18, Con 15, Int 7, Wis 9, Cha 23

Skills: Listen +20, Search +30, Spot +28

Feats: Alertness, Fly-By Attack, Improved Initiative, Power Attack

Climate/Terrain: Forests and mountains

Organization: Solitary, pair or cavalry patrol (5-8)

Challenge Rating: 8

Treasure: Standard

Alignment: Usually neutral good

Advancement Range: 21-23

Awesome Presence (Ex) — Dove can entrance foes with her magnificent beauty's terrifying nature whenever she attacks, charges or flies overhead. Creatures with 20 or fewer Hit Dice (except for the Urians) within 210 feet of Dove must succeed at a Will save (DC 21) to avoid this fear effect. On a failure, creatures with four or fewer HD become panicked for 4d6 rounds and those with five or more HD become shaken for 4d6 rounds.

Fly-By Attack — Dove can attack at any point during, before or after its move if it is flying.

Immunity — Known as a symbol of valor, great harriers are immune to any fear-inducing effects.

Keen Senses (Ex.) — Dove sees three times as well as a human in low-light conditions and four times as well in normal light. She also gains a +8 bonus to Spot checks in daylight.

Ward (Sp) — Once per day, Dove can craft a seal of protection around herself and her rider, which appears as a radiant sphere that encircles her. When used, Dove and Shanti gain a +10 deflection bonus to AC. This seal lasts for five rounds.

Description

The greatest beasts employed by the Urian elves, great harriers are a magnificent sight to behold in the Scarred Lands' skies. During the Titanswar, the harriers flew at the forefront of the Coreanic cavalries, talons unflinchingly rending their foes' armies. At present, though harriers are sometimes used to scour the Scarred Lands in search of dragons and other great titanspawn, the Urians mainly use the harriers to scout, patrol and defend Uria, one of the many islands west of Ghelspad. Because the harriers are difficult to train but amazingly loyal, the Urians revere these beasts as an almost holy animal. Non-combatant Urians on important missions often use them as a means of travel, as the harriers protect their riders from harm and take a battle to an enemy.

Rumors abound of wild harriers living in forests or mountains, but as yet, no one has confirmed a true sighting. Should a harrier be captured, many nobles would pay a wealthy ransom for it.

Combat

In combat, a harrier is unrelenting. A victim usually can do nothing but gape in awe as the screeching beast descends in a whirlwind of claws and fury.

Lord Skrikt

Class/Level: Barbarian 3/Rogue 3/Assassin 2

Sex/Race: Male ore

Height/Weight: 6'4"/240 lbs.

Challenge Rating: 8

Hit Points: 60

Initiative: +6 (+2 Dex, +4 Improved Initiative)

Speed: 40 Ft.

Armor Class: 15 (+2 Dex, +3 leather armor)

Attack: +13/+8 (greataxe) or +12/+7 (dagger) melee

Damage: 1d12+9(greataxe); 1d4+6 (dagger); 1d6 +4 (javelin)

Special Attacks: Death Attack, Poison Use, Rage, Sneak Attack +3d6

Special Qualities: Darkvision (60 ft.), Evasion, Fast Move, Light Sensitivity, Rage, Uncanny Dodge,

Alignment: Chaotic evil

Saves: Fort+6, Ref+9, Will+2

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

Skills: Climb +6, Diplomacy +1, Disguise +4, Gather Information +2, Handle Animal +2, Hide +10, Intimidate +10, Jump +8, Listen +7, Move Silently +10, Open Lock+3, Ride +7, Search +2, Sense Motive +3, Spot+4, Wilderness Lore +5

Feats: Alertness, Improved Initiative, Quick Draw

Death Attack (Ex): If Skrikt studies his victim for three rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the victim is slain or paralyzed (Skrikt's choice) if he fails a Fortitude saving throw (DC 12).

Evasion (Ex): Successful Reflex saves against effects that would normally cause Skrikt to take only half damage (such as a *fireball*) will cause no damage to the rogue.

Fast Move (Ex): Skrikt has a move of 40 ft. due to his barbarian strength.

Light Sensitivity (Ex): Skrikt suffers a -1 to hit when fighting in bright light.

Poison Use (Ex): Skrikt never risks accidentally poisoning himself when applying poison to a blade.

Save vs. Poison (Ex): Trained in the use of poisons and resistant to their effects, Skrikt saves vs. poison at +1.

Rage (Ex): Skrikt is able to rage once per day, temporarily gaining +4 to Strength, +4 to Constitution, a +2 morale bonus on Will saves but -2 to his AC. The rage lasts up to three rounds, and Skrikt is fatigued when it ends.

Uncanny Dodge (Ex): Skrikt retains his Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker. He can no longer be flanked, has a +3 bonus to Reflex saves made to avoid traps and has a +3 dodge bonus to AC against attacks by traps.

Possessions: Spiked masterwork studded leather armor, ~~blacksmith's dagger, greataxe, and javelin (equivalent to the mallet of~~

Skrikt's weapons are poisoned with large scorpion venom (DC 18; 1d6Str/1d6Str).

Assassin Spells Prepared (2):

1st — *Change self*, *obscuring mist*

Background

Lord Skrikt, an exceptional ore, led a particularly ferocious warband that preyed on caravan traffic

between Shelzar and Hollowfaust. Still, he was just one among many and likely to end his life on the point of a mercenary's lance or at the hands of a rival warlord. When he raided a caravan that included several necromancers, Skrikt found he had a fight on his hands. Although the wizards and their undead minions killed many of Skrikt's warriors, he eventually prevailed, capturing a grizzled half-ore named Grolp, a lesser member of the Cult of Ancients. Begging for his life, Grolp offered to teach Skrikt his cult's secrets, and after some consideration (and happily hefting the fearsome *greataxe of blood* looted from the caravan), the warlord agreed.

For three years, Grolp taught his new pupil. Though the old half-ore was a relatively unskilled assassin compared to other cultists, he knew many secrets, and Skrikt learned quickly. When Grolp finally breathed his last, Skrikt felt a pang of sorrow for the first time in his life.

Soon after Grolp's death, Skrikt directed his warband to expand the cave complex that they had been using as a lair. At first his warriors rebelled, but when he suggested they capture and enslave goblins to do the work for them, the project became far more palatable. As the city of Lokil's prosperity grows, caravan traffic has become more common, and Skrikt's warband has begun to haul in even greater wealth. Skrikt is curious about the mountain city's allure, but does not think his warband is ready to tackle such a powerful foe.

Skrikt's success has bolstered his warband's numbers, drawing wanderers, adventurers and ores from other tribes. Lately they have grown bolder, staging raids within even the Heteronomy of Virduk. Skrikt himself has become infamous: a powerful ore-lord armed with a fearsome magical axe. Needless to say, the Hegemony's halfling militia is not pleased to see rampaging ores led by a warlord so obviously bearing Vangal's bloody weapon.

Roleplaying Notes

Skrikt makes few distinctions between gods and titans. He has always worshipped the titan Kadum, but the evil gods Belsameth and Vangal sound like the same mighty being to Skrikt. He has heard of the sea filled with Kadum's blood, but he has never seen it, and no one can prove to him that Kadum has truly fallen. He envisions an ocean as being little more than a gigantic river, and he imagines that a titan would have far more blood than such a body could hold. No, Kadum still lives, Skrikt believes, but today he is simply called Vangal. Skrikt constantly seeks

new knowledge, particularly that of the Cult of Ancients, and sees a day when he rules over a vast and powerful empire. Perhaps, he thinks, he might eventually become as mighty as Kadum, and the two of them can raid and slay together.

Combat

Skrikt precedes his charge with a ranged javelin attack, then wades into battle swinging his *greataxe of blood*. The first blow from the axe is poisoned with large scorpion venom. He does not know fear and will attack whether or not his ore warriors support him; on the other hand he is not stupid and will not throw himself at an impossibly powerful foe or one that outnumbers him.

The warlord can also be subtle, a trait that he learned from old Grolp. He will sometimes offer to parlay with a foe and leave the fearsome axe behind.

After talking to his rival for at least three rounds, he then quickly draws his assassin's dagger and strikes to kill.

Another of Skrikt's ruses involves using *change self* to appear as a helpless merchant fleeing from the rest of the band. He runs toward an unsuspecting caravan or band of travelers, screaming for help; once the hapless victims are engaged with his warriors, he strikes lethal blows against unsuspecting enemy spellcasters and leaders.



Talina Som, Whisper of Belsameth

Class/Level: Rogue ?/Cleric 7

Sex/Race: Female human

Height/Weight: 5'8"/150lbs.

Challenge Rating: 16

Hit Points: 7?

Initiative: +10 (+6 Dex, +4 Improved Initiative)

Speed: 30 ft.

Armor Class: 23 (+6 Dex, +7 *amulet of ghost armor*)

Attack: +21/+16/+11 (*wormtongue*)

Damage: 1d6+4 (*wormtongue*)

Special Attacks: Sneak Attack +5d6

Special Qualities: Curse of Life, Evasion, Uncanny Dodge

Alignment: Lawful evil

Saves: Fort+8, Ref+14, Will+11

Abilities: Str 12, Dex 22, Con 10, Int 16, Wis 16, Cha 17

Skills: Bluff +24, Concentration +15, Diplomacy +12, Disguise +20, Escape Artist +22, Hide +24, Intimidate +20, Knowledge (religion: Belsameth) +18, Move Silently+24, Open Lock +21, Scry +13, Sense Motive+14, Spellcraft +10

Feats: Improved Initiative, Leadership, Skill Focus (bluff), Skill Focus (hide), Skill Focus (move silently), Weapon focus (shortsword), Weapon Finesse (shortsword)

Curse of Life (Ex): The Whisper of Belsameth cannot die. If brought to zero hit points she merely fades away, only to reform an hour later in her fortress. Each time this power is used, Som loses one point of Constitution permanently.

Domain-granted Power, Death (Sp): Once per day, Som can use a *death touch*. To use the ability, she must succeed at a melee touch attack against a living creature, then roll 7d6. If her total equals the victim's current hit points, he dies.

Domain-granted Power, Trickery (Su): Bluff, Disguise and Hide are class skills.

Evasion (Ex): Successful Reflex saves against effects that would normally cause Som to take only half damage (such as a *fireball*) will cause no damage to the rogue.

Sneak Attack (Ex): Som deals +5d6 extra damage when flanking an opponent or whenever an opponent would be unable to use his Dex modifier to AC.

Uncanny Dodge: Som retains her Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker. She cannot be flanked, has a +3 bonus to Reflex saves made to avoid traps and has a +3 dodge bonus to AC against attacks by traps.

Possessions: *Wormtongue**, *amulet of ghost armor**, clothing for latest disguise, ceremonial robes.

As an evil cleric, Som may switch a spell for the appropriate inflict spell.

Cleric Spells Prepared (6/5+1/4+1/3+1/1+1; Domains: Death, Trickery):

0 — *Bleeding disease**, *detect magic*, *detect poison*, *inflict minor wounds*, *read magic*, *resistance*

1st — *Bane*, *detectgood*, *doom*, *grim feast**, *inflict light wounds*, *protection from good*

2nd — *Assassin's senses**, *commanding presence**, *Enkili's prank**, *hold person*, *inflict moderate wounds*

3rd — *Bestow curse*, *Chardun's torments**, *inflict serious wounds*, *sacred weapon*

4th — *Death ward*, *unholy channel**

Background

No one outside the Cult of Ancients knows who truly leads that fearsome assassin band. Some claim its leader is an ancient, wizened assassin who was born before the Divine War. Others believe that the cult is led by a horrific demon-lord. Still others believe that the Ancients have no leader, but exist as independent cells united by their desire to kill for the Great Assassin. A few even suggest, in fearful whispers, that Belsameth herself leads the cult, passing commands through her avatar.

Oddly enough, the latter hypothesis is closest to the truth, for the woman known as Talina Som, Whisper of Belsameth, is a true vessel for the Slayer's will and exists on Scam to sate the goddess' thirst for blood and death.

Almost from birth, Som was strange. Quiet, withdrawn and contemplative, she formed few attachments to other children, who were disturbed by her wide, unblinking violet eyes and the bone-white streak in her raven-black hair.

For their part, Som's parents did their best, showering their daughter with affection and denying her nothing. By her 13th year, however, they were close to despair and began to wonder if their daughter was mad.

She proved their suspicions correct on a stormy night in Belsamer when, armed with a razor-honed kukri knife, Som stalked from room to room in the family's manse, killing first the servants, then her infant brother and finally her parents.

Covered in blood, her eyes wild, and clad only in a gore-soaked nightgown, Som staggered into the raging storm, eventually making her way to a chapter house run by the Cult of Ancients. The housemaster, who had recently received a vision from Belsameth herself, telling him that Belsameth's chosen would soon appear to him, immediately took the girl in. He knew in his heart that the child was the person for whom he was bidden to wait.

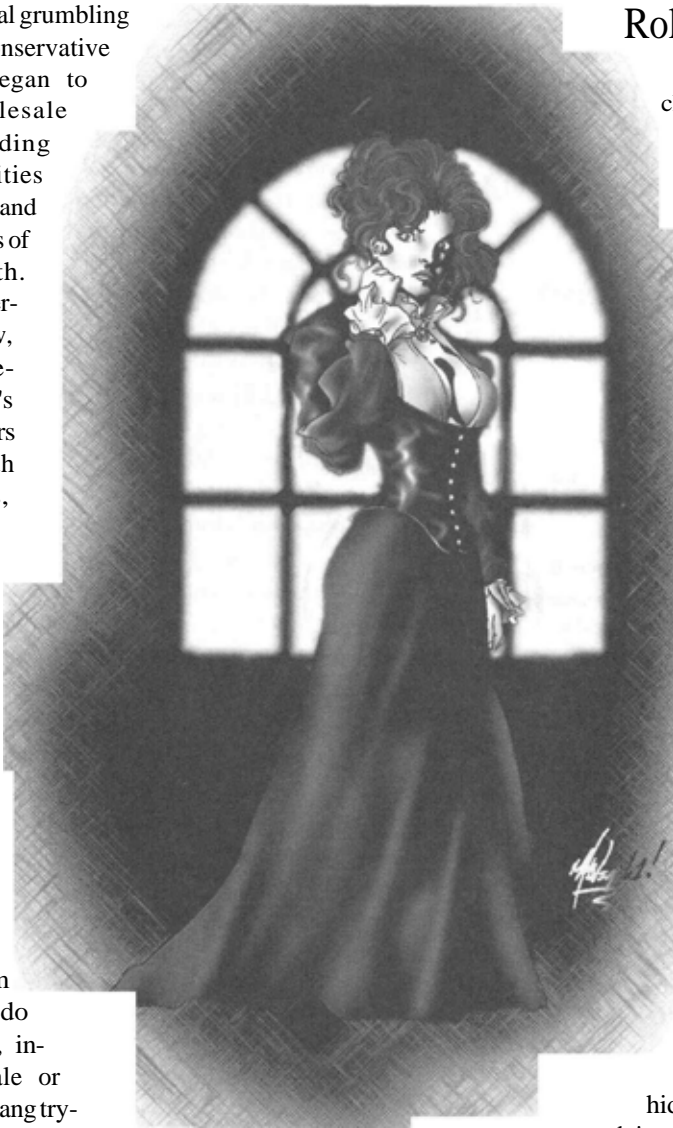
The cultists prepared to train their new charge in the ways of sorcery and assassination, but they soon discovered to their shock that the girl already knew much of their trade. Within a few weeks she was a full-fledged member of the circle.

Less than a year later Belsameth again appeared in a vision that was seen by every Cult of Ancients master across Ghelspad. Her chosen one had arrived, the one called the Whisper of Belsameth. She had spoken in the child's ear and bidden her to slay her family and to then seek out the goddess' servants. Now, all of the Cult of Ancients' faithful were to bow down before her, their new leader.

So Talina Som, the Whisper of Belsameth, became the undisputed leader of the most feared cult of assassins on Ghelspad. From that day forward, de-

spite the occasional grumbling of older, more conservative cultists, Som began to make wholesale changes, expanding the cult's activities and adding new and terrifying methods of dispensing death. Som's own sorcerous abilities grew, and she supplemented the cult's traditional daggers and poisons with demonic allies, extraplanar beings and fearsome death magics. If the cult had been a bad dream before, under Som it truly **had** more. a

All the same, the cult remains hidden and shadowy. Some even claim that the Ancients do not exist and are, instead, a fairy tale or ordinary criminal gang trying to enhance its reputation with horror stories. But to the members and victims of the Ancients, the cult is all too real. Those who believe in the cult's existence can only speculate about its leader. No one has even come close to discovering the leader's true identity: a pale, raven-haired woman with wide, emotionless violet eyes and a merciless will to carry out her mistress' wishes.



Roleplaying

As the years pass, Som changes very little. She spends more and more of her time in the Ancients' hidden citadel. When she does leave, she disguises herself with illusions. She still takes assignments to keep herself in fighting form and for her own amusement.

Som's connection to the Slayer is a mystical one, and she spends much of her time communing with her god. She issues orders and assignments from her Chamber of Whispers, where she sits enthroned on a dais, speaking in a voice that is sometimes a gentle feminine murmur and sometimes the snarling tones of Belsameth herself.

Combat

Most commonly, Som uses her illusory ability to hide in the guise of a trusted advisor, a friend or a seemingly harmless servant. She strikes quickly, usually with a poisoned dagger or other concealed weapon, and always makes sure that her victims know that it is the Cult of Ancients who sent them to their reward.

Som has occasionally "died" in combat, but is always restored by her goddess, using magic and potions to restore her lost vitality. If slain, she makes certain that her killers get their just reward, usually at the hands of her own demonic minions.

Thadorius the Titanstaiker

Class/Level: Fighter 8

Sex/Race: Male human

Height/Weight: 6'2"/240 lbs.

Challenge Rating: 8

Hit Points: 56

Initiative: +7 (+3 Dex, +4 Improved Initiative)

Speed: 30 ft.

Armor Class: 1? (+2 Dex, +2 shield, +5 chainmail)

Attack: +12/+7 melee; +11/+6 ranged

Damage: 1d8+4 melee (battleaxe); 1d8 ranged (longbow)

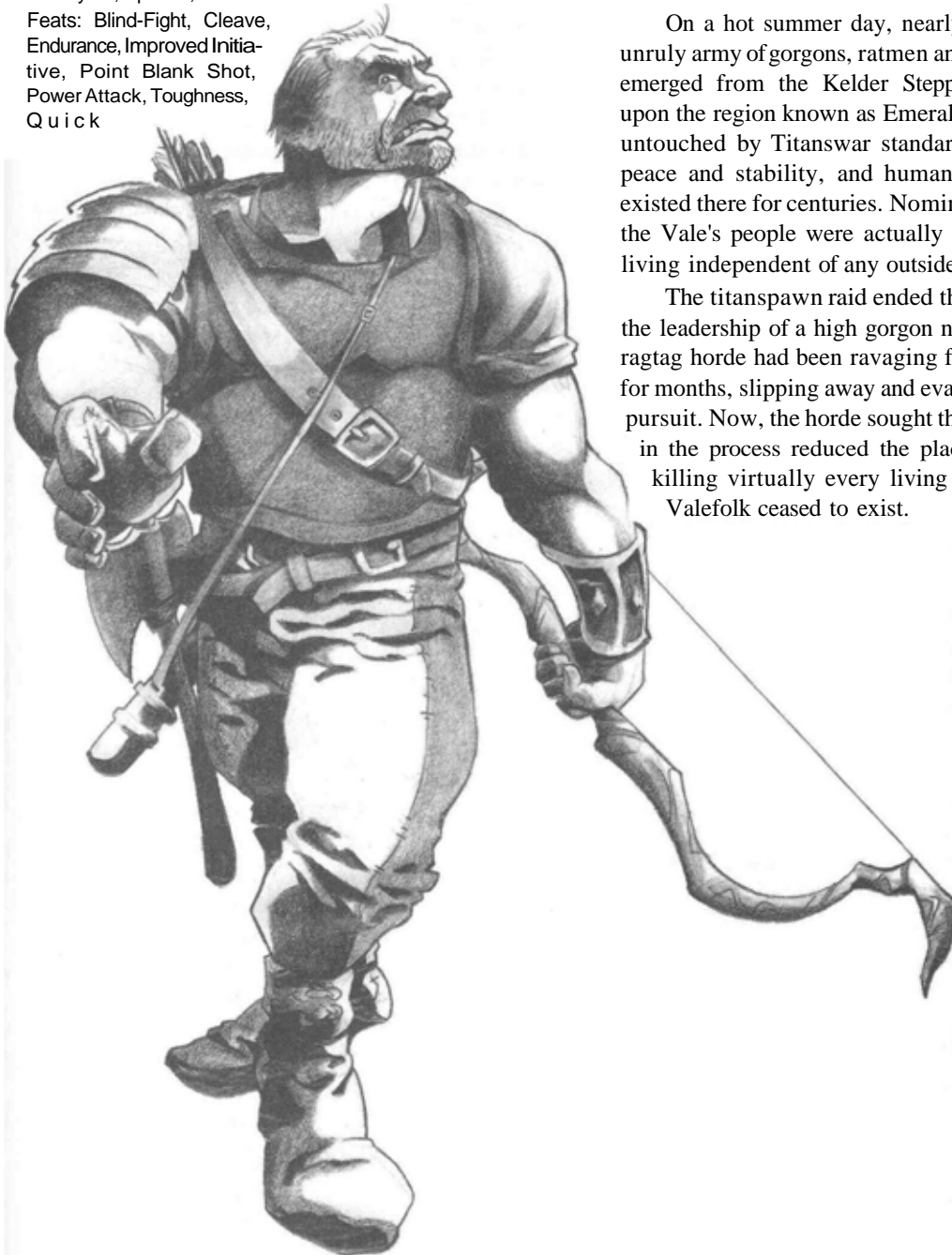
Alignment: Chaotic neutral

Saves: Fort+6, Ref+5, Will+4

Abilities: Str 18, Dex 16, Con 11, Int 11, Wis 14, Cha 9

Skills: Climb +15, Handle Animal +10, Hide +9, Listen +6, Move Silently +3, Spot +2, Swim +11

Feats: Blind-Fight, Cleave, Endurance, Improved Initiative, Point Blank Shot, Power Attack, Toughness, Quick



Draw, Weapon Focus (battleaxe)

Possessions: Chainmail, large steel shield, composite longbow.

Background

Much has been made of the exploits of the servants of evil who wander about Ghelspad, hunting down the servants of good. Thadorius sees himself as their completely opposite: a hunter dedicated exclusively to the extermination of titanspawn and their ilk. Unfortunately, Thadorius also reveals the dark side of such an obsession and has in many ways become the very thing that he hates.

The Scarred Lands overflow with bitter men and women seeking to avenge a friend, lover or family's death. Few if any, though, seek vengeance on behalf of an entire nation.

On a hot summer day, nearly 20 years ago, an unruly army of gorgons, ratmen and other titanspawn emerged from the Kelder Steppes and descended upon the region known as Emerald Vale. Relatively untouched by Titanswar standards, the vale knew peace and stability, and human communities had existed there for centuries. Nominally allies of Vesh, the Vale's people were actually their own masters, living independent of any outside rulers.

The titanspawn raid ended that serenity. Under the leadership of a high gorgon named Lasagar, the ragtag horde had been ravaging frontier settlements for months, slipping away and evading Veshian Vigil pursuit. Now, the horde sought the Vale's riches and in the process reduced the place to a wasteland, killing virtually every living thing present. The Valefolk ceased to exist.

Except Thadorius. Emerging from the ruins of his home and seeing the destruction wrought by the hated foe, he swore vengeance and set out on his career as a titanspawn slayer.

Thadorius today haunts the Ganjus region, living a lonely and bitter existence, hunting down and slaying any titanspawn he encounters. The local titanspawn have learned to avoid the area; those hunters sent to find the Titanslayer never return.

Though he believes that he fights for justice, Thadorius is no hero; he rejects gods and titans alike and hates most members of the divine races, whom he believes abandoned his people. He doesn't kill nontitanspawn, but is rough and insulting offering neither aid nor comfort. He offers nothing but murderous rage to titanspawn, however, killing them without hesitation, even those titanspawn who are of good or neutral alignment, are young or helpless or plead for mercy — it makes no difference to the Titanslayer. No titanspawn is worthy of life, and the more he slays, the less he will feel his grief and sorrow. ...Or so he thinks.

Roleplaying

Thadorius is cold, distant and angry; despite spilling rivers of titanspawn blood, he remains as bitter and vengeful as the day he began his quest. He loves no one and will at best only grudgingly share

food and shelter with members of the divine races. Should he encounter titanspawn or even titanspawn half-breeds, he will immediately transform from a grim outcast into a murderous savage.

Combat

As his foes lack honor (or so he believes), Thadorius feels justified in his utter contempt and treats them accordingly. No ploy is beneath him: poison, traps, deception, feigned retreat or surrender and appeals to a foe's decency — all of these tactics have worked for Thadorius in the past. A master of concealment, silent movement, disguise and stealth, Thadorius is most at home taking down titanspawn foes from a distance with poisoned arrows. He favors bilebranch sap, equivalent to deathblade (see *core rulebook II*, p. 80). Thadorius prefers not to be drawn into close combat, where titanspawn can use their numbers against him, but will approach when foes are helpless or in retreat, often gloating over and tormenting wounded opponents before putting them to death.

When facing large numbers, Thadorius often lures them into restricted areas, where their numerical advantage becomes a disadvantage, or feigns retreat so that his foes will pursue, leading them into an area that he has set with spiked pits, deadfalls and other traps.

King Thain

Class/Level: Fighter 17

Sex/Race: Male dwarf

Height/Weight: 4'3"/196lbs.

Challenge Rating: 17

Hit Points: 190

Initiative: +2 (Dexterity +2)

Speed: 15 ft.

Armor Class: 20 (+2 Dex, +8 mithril plate armor)

Attack: +24/+19/+14/+9 melee (*Warscepter of Goran*); +19/+14/+9/+4 ranged

Damage: d10+8 (*Warscepter of Goran*)

Special Attacks: Favored Enemy (+1 against ores and goblinoids)

Special Qualities: Darkvision; Stonecunning; +2 against poisons, spells and spell-like effects; +4 Dodge bonus against giants; +2 racial bonus to Appraise checks regarding rare or exotic items; +2 racial bonus to Craft checks regarding stone or metal

Alignment: Lawful good

Saves: Fort+22, Ref+10, Will+10

Abilities: Str 16, Dex 15, Con 20, Int 14, Wis 15, Cha 17

Skills: Climb +13, Craft (brewing) +10, Diplomacy +5, Handle Animal +10, Knowledge (history) +5, Knowledge (military tactics) +10, Knowledge (religion) +5, Ride +10, Jump +12, Search +5, Sense Motive +5

Feats: Cleave, Combat Reflexes, Endurance, Expertise, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Critical (heavy mace), Improved Disarm, Improved Trip, Leadership, Mobility, Power Attack, Sunder, Weapon Focus (heavy mace), Weapon Specialization (heavy mace)

Possessions: *Warscepter of Goran*, mithril plate mail, *brooch of shielding* (67 points), +3 *cloak of resistance*, *horn of the ancestors* (equivalent to an iron *horn of Valhalla* that summons only dwarven barbarians rather than humans)

Background

Against the steel tide of Calastia, a single citadel stands defiant. The dwarvish city of Burok Tom has opposed King Virduk's encroachment for decades, and no one embodies the city and its people's heart and soul as much as its king, Thain the Just.

The youngest of five brothers, Thain was born to King Thune and Queen Jana in the year of victory, when the gods at last subdued the titans.

Burok Torn's dwarves did not have much time to celebrate the divine races' triumph, however, as they were soon beset by all manner of foes.

Thain's brothers Raore and Lorthin died while fighting the slitheren in the Mourning Marshes. His next brother Haekin fell while fighting for Amalthea against the Druids of the Khirdet. Thain's last surviving sibling, Uthran, perished, axe in hand, while helping repel a gorgon attack on Burok Torn.

The loss of four sons saddened weary old King Thune, but the worst was yet to come. The bloody dragon crown only newly resting on his youthful

brow, King Virduk of Calastia was determined to lead his nation to greatness. His first goal was Irontooth Pass, his strategic highway to Burok Torn and Durrover. Sweeping through Lageni, Calastia's dragon legions rolled into the pass. Taken by surprise, the dwarves could field only a small army, and despite ferocious resistance, they were driven out; the pass fell in 92 AV.

True to his nature, brave King Thune fell leading his forces. The sole survivor of his line, Thain, was now king, and with great sorrow and reluctance, he assumed the throne. Irontooth Pass had fallen and Calastia was on the march, but now, with his nation fully roused to war and prepared to resist, Thain took up his axe and prepared to fight.

For his part, Virduk had few qualms about sacrificing his warriors, and the campaign against Burok Torn was long and bloody. King Thain's reputation grew among his people and their enemies and spread to other lands, winning the admiration of many other nations, especially the vigilants of Vesh, who often sent troops to aid in Burok Tom's defense.

But the Calastians' numbers were seemingly endless, and Burok Torn's were not. Though 10 Calastians fell for every dwarf, Virduk was obsessed. Slowly, the Calastians pushed the dwarves back. Finally, in 112 AV, the Calastians stood at the gates of Burok Torn itself. It seemed that the dwarves' cause was lost, and Burok Torn faced extinction.

Then came the Blood Monsoon.

Sweeping in from the Blood Sea, Queen Ran's holocaust savaged eastern Ghelspad, sending massive waves, howling winds and ferocious blood-storms inland. Her piscean minions followed at the storm's heels.

The disaster caught the Calastians unawares. Winds lashed at King Virduk's armies, which were carried away by flashfloods. Nearly a third of Virduk's forces perished in the first few days, and the remainder fled back to Calastia in utter disorder, routed.

The dwarves remained in their underground fastness, riding out the Monsoon in relative safety and emerging unscathed to retake much of their lost territory. The greatest prize, Irontooth Pass, remained in Calastian hands, though; Thain's victory was bittersweet.

King Virduk, denied the ultimate prize, was likewise in no mood to celebrate. Thain, he realized, was the lynchpin; Thain's loss would demoralize Burok Torn, leaving it easy pickings.

The Cult of Ancients demanded a huge fee to eliminate Thain, and Virduk paid it, on the proviso

that it would be instantly returned should the king survive. The cult almost got to keep its money: a dwarf assassin disguised as a member of King Thain's bodyguard unleashed a deadly demonic spirit from a wine bottle at a banquet. Though sorely wounded, King Thain survived, but his wife and daughter died in the attack, along with a dozen of his most trusted iron and stone guardsmen.

Devastated by the tragedy, Thain nonetheless remained stoic and stern-hearted. He laid his family and countrymen to rest in a solemn ceremony, then swore an oath of vengeance against both Virduk and the Cult of Ancients, for his rune wizards had discovered the assailant's true identity and that of his employer.

Thain mourned for many years, though he never revealed his grief to anyone. Finally, in 144 AV he took a

new wife, the runepriestess Krysara, and hopes one day to provide Burok Torn with an heir.

Today, Thain is like an unyielding stone pillar for his people: he supports them, protects and inspires them and continues to be a thorn in King Virduk's side and to all who embrace evil across Ghelspad. Even as his people struggle against a new foe, the dark elves of Dier Drendal, Thain remains unshaken, a paragon of dwarvish honor, courage and determination.

Roleplaying

King Thain embodies all the dwarven virtues and few, if any, vices. Though he enjoys his ale, Thain never overindulges in alcohol, food or revelry. He seems remarkably free of the most common dwarven character flaw — greed — and is quite generous with his people, often giving lavish gifts to both favored advisors and poor subjects alike.

He is not free of prejudice. Though somewhat distrustful of humans and elves, he openly dislikes the titanspawn races, even those who have left their old lives behind. It takes a great deal of effort to win the king's trust, but once earned, it is not easily lost.

When at leisure, Thain will smoke a clay pipe, quaff ale or visit his pack of 14 dwarf hounds.

An avid brewer, people often refer to Thain by his affectionate moniker: "the Aleking."

Combat

Thain is everything a dwarf should be in combat. He never shirks battle, leading his warriors in person and always from the front. His battle cry has rallied many a wavering dwarven warrior, and his mighty *Warscepter o/Goran* is fearsome to behold. He never retreats from battle and would gladly give his life for Burok Torn and its dwarves.



All the same, Thain is merciful and does not succumb to killing rages like many of his fellows. He will spare an enemy that begs for mercy and never kills

helpless foes. These qualities are somewhat modified when Thain fights Calastians or gorgons, toward both of whom he feels great antipathy.

MajorArtifact

The Warscepter of Goran

Description: This warscepter resembles a two-foot-long iron mace with a flawless diamond as its head. Legend claims that the warscepter was originally a stray nail that dropped from one of Goran's weapons as he fought Thresh, Hrinruuk's spawn. The warscepter only functions in the hands of a dwarf of royal blood. Any evil individual who touches the scepter must make a Will save (DC 30) or take 5d8 points of damage per round. A successful save halves this damage. Titanspawn touching the scepter must make a Will save (DC 40) or take 8d8 points of damage per round. A successful save halves this damage.

Powers: The *Warscepter of Goran* gives a +3 attack bonus, inflicts d10+3 points of damage and grants its wielder the following abilities:

- Use of the Improved Sunder and Great Cleave feats, even if he does not have the proper prerequisites.

- Wielder may add his Charisma bonus to all damage rolls vs. titanspawn.

- Wielder is immune to all fear effects.

- The wielder may use the following powers once per day, and only one power may be in effect at a time:

- +5 AC for a number of hours equal to the wielder's Charisma bonus,

- +5 Strength for a number of hours equal to the wielder's Charisma bonus or

- +5 Constitution for a number of hours equal to the wielder's Charisma bonus.

- The following powers can be used once per month:

Flamestrike as a 20th level wizard.

Summon Goran's avatar, which grants the wielder Strength and Constitution of 25 for a number of hours equal to the wielder's Charisma bonus.

Duke Traviak the Steel-fisted

Class/Level: Aristocrat 5/Ranger 5/Blackguard 10

Sex/Race: Male human

Height/Weight: 6'0"/192 lbs.

Challenge Rating: 19

Hit Points: 158

Initiative: +6 (+2 Dex, +4 Improved Initiative)

Speed: 30 ft.

Armor Class: 24 (+2 Dex, +8 full plate, +4 *devil cloak*)

Attack: +20/+15/+10/+5 melee; +20/+15/+10/+5 ranged (additional bonus based upon weapon used: longsword +2, dagger +1, crossbow +2, heavy lance +1, spiked gauntlet +1)

Damage: 1d8+4 (longsword); 1d4+3 (dagger); 1d8 (crossbow); 1d8+2 (heavy lance); 1d4+2 (spiked gauntlet)

Special Attacks: Magic Weapons, Poison Use, Sneak Attack +4d6, Spells

Special Qualities: Aura of Despair, Command Undead (8th level), Detect Good, Favored Enemies (+2 human, +1 dwarf), Favored of Chardun, Fiendish Summoning (1/day, 20th level, evil only), Lay on Hands (1/day, self or mount, 40 points), Magical Protections (includes cannot be surprised; immune to critical wounds; immune to poison, fire and darkness; spell resistance 15), Smite Good (+4 hit, d10 damage, 3/day)

Alignment: Lawful evil

Saves: Fort+18, Ref+11, Will+15

Abilities: Str 14, Dex 14, Con 14, Int 16, Wis 16, Cha 18

Skills: Alchemy +5, Animal Empathy +5, Appraise +4, Bluff +V (+11 vs. humans and +10 vs. dwarves), Climb +3, Concentration +13, Craft (armorsmith) +5, Craft (weaponsmith) +5, Diplomacy +25, Disguise +7, Forgery +4, Gather Information +7, Handle Animal +9, Heal +13, Hide +7, Innuendo +9, Intimidate +25, Intuit Direction +4, Jump +3, Knowledge (arcana) +4, Knowledge (architecture) +4, Knowledge (geography) +4, Knowledge (history) +5, Knowledge (Lageni) +4, Knowledge (military tactics) +8, Knowledge (nature) +4, Knowledge (nobility and royalty) +8, Knowledge (religion) +15, Knowledge (the planes) +4, Listen +8 (+10 vs. humans and +9 vs. dwarves), Move Silently +4, Perform +5, Profession (apothecary) +5, Profession (herbalist) +5, Read Lips +4, Ride +20, Search +3, Sense Motive +8, Spot +8, Swim +3, Use Rope +3, Wilderness Lore +8

Feats: Ambidextrous, Cleave, Improved Critical (longsword), Improved Initiative, Improved Two-Weapon Fighting, Leadership, Power Attack, Quick Draw, Sunder, Track, Two-Weapon Fighting

Favored Enemy (Ex): Traviak gains a +2 bonus to Bluff, Listen, Sense Motive, Spot and Wilderness Lore checks and to damage rolls against humans, and a similar +1 bonus against dwarves.

Favored of Chardun (Su): Traviak is one of Chardun's favorite servants. As such Chardun grants him the special blackguard powers normally reserved for a fallen paladin of 10th level, despite Traviak's never having been a paladin, which includes extra use of Smite Good, Lay on Hands, additional Sneak Attack damage, Fiendish Summoning and an undead companion.

Fiendish Summoning (Sp): Once per day, Traviak can use a *summon monster*/spell to call forth an evil creature. When using this spell, Traviak is considered a 20th level caster.

Lay on Hands (Sp): Once per day, Traviak can cure himself or his mount of damage equal to his Charisma bonus times his level.

Smite Good (Sp): Twice per day, Traviak can add his Charisma bonus to his attack roll and, if successful, deal one extra point of damage.

Sneak Attack (Ex): Traviak deals +3d6 additional damage when he hits an opponent who cannot use his Dexterity bonus.

Undead Companion (Su): Traviak has a faithful undead servant, detailed below.

Possessions: *Token of Chardun, clothborn armor, keen longsword of lifestealing, Chardun's might tattoo*, champion's /ie/m*with draconic designs, dagger of venom, devil cloak, Steel Fist of Vengeance, ring of spell storing* (signet ring of the Archduchy of Lageni), doses of various poisons, masterwork light crossbow and bolts, masterwork heavy lance, noble's outfit, fiendish heavy warhorse, skeletal undead companion.

Blackguard Spells Prepared (3/3/3/1):

1st — *Cause fear, cure light wounds, doom*

2nd — *Darkness, death knell, shatter*

3rd — *Contagion, deeper darkness, inflict serious wounds*

4th — *Summon monster IV*

Ranger Spells Prepared (1):

1st — *Steal sleep**

Ring of Spell Storing (10 spell levels):

Note: Traviak inherited this ducal signet ring from his father. Calastian battle-mages working with the duke typically charge it, but if such services become unavailable during military campaigns, Traviak will store his own spells within the ring. Furthermore, he will adjust the ring's contents to prepare against known foes. The following list reflects those spells he most commonly uses:

3rd — *Dispel magic, displacement*

4th — *Stoneskin*

Background

Historians critical of Duke Traviak's reign note the inauspicious fact that he was born in 112 AV, the year of the Blood Monsoon. Many claim (out of the duke or his followers' earshot, of course) that of all the terrible things that emerged from the Monsoon, Traviak proved the worst. Today the duke, one of Calastia's three highest-ranking generals, rules the semi-autonomous Archduchy of Lageni. His name inspires terror throughout Ghelspad's eastern reaches, a situation that suits Traviak just fine.

Traviak's father, Duke Aold was known for his perilous devil's deal with King Virduk, which allowed Calastia to pass unchecked through Lageni to strike at Irontooth Pass. After the incident, with his armies still scattered by the Druid War and his realm all but occupied by Calastia, Aold reluctantly acknowledged the obvious: Lageni belonged to King Virduk. Under pressure to formalize his obeisance, Aold sent an 11-year-old Traviak, the younger of his two sons, to Calastia's royal court. Though the word "hostage" was never associated with the young nobleman, everyone understood his true status.

Over the next years, Traviak proved himself an apt student of the court at Vashon, but gained a reputation for strange behaviors. Chambermaids whispered that he often wet the bed and awoke screaming from nightmares. Mentors teaching him the arts of war reported that fire fascinated the child, who was also fond of butchering small animals.

For his part, young Traviak dreamed of becoming a mighty Veshian vigilante who could drive the Calastians from his father's court so that he might be

reunited with his family. Unfortunately, his mind and spirit proved too twisted and bitter, and the gentility he forged amid aristocratic decadence remained a superficial mask. He practiced the Vigils' tactics, but did not understand the essential goodness and nobility of their creed.

Six years after Traviak's arrival at court, an unknown agent assassinated his older brother. The suspicious presence of a wormtongue blade suggested the Cult of Ancients' involvement, but nothing was ever proven. Aold asked Virduk to return Traviak to

Lageni so that he could assume the "heir apparent" mantel, and deciding

that Aold was loyal, the Calastian monarch agreed. Traviak went home.

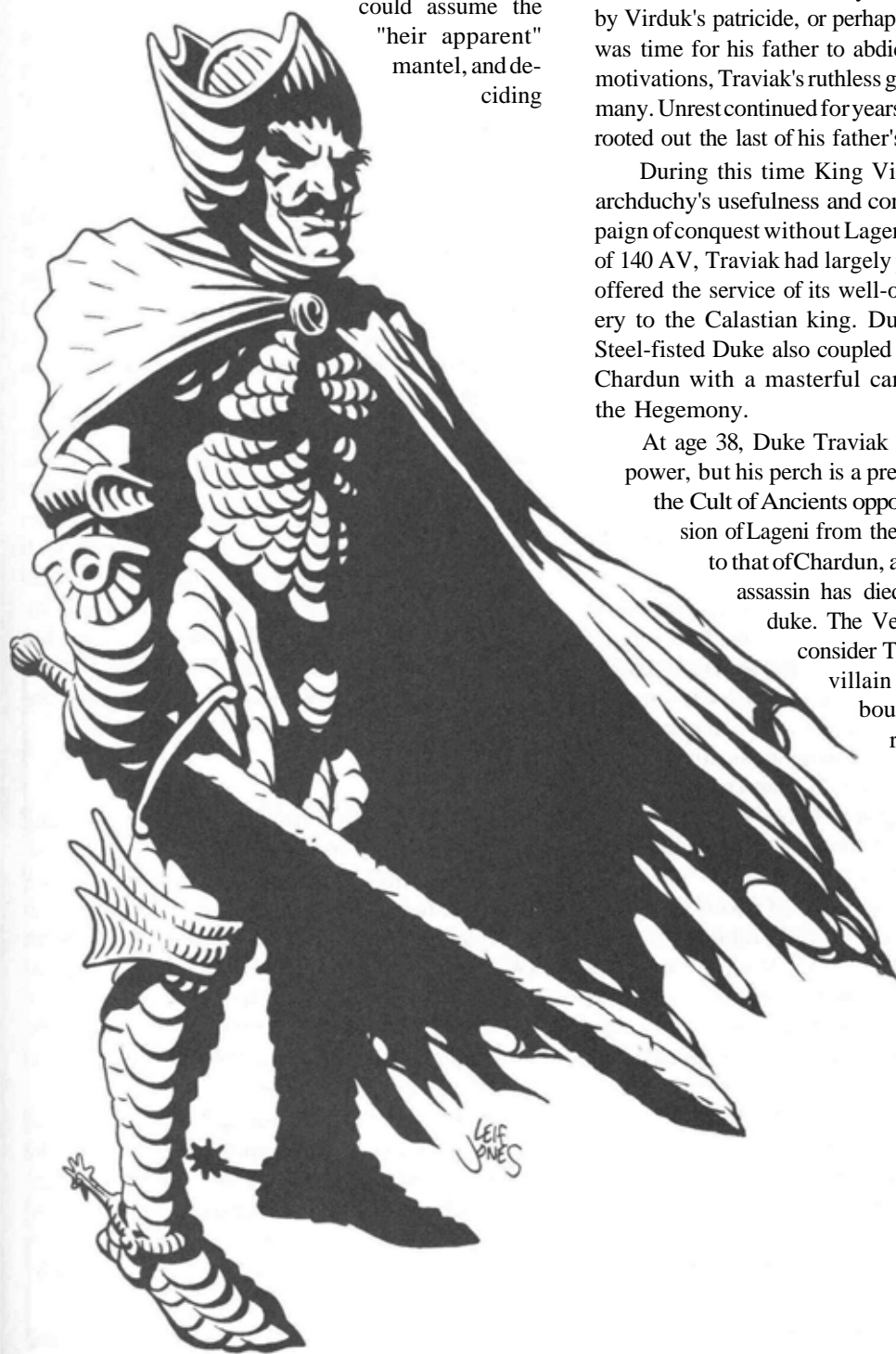
Having become a follower of Chardun during his Calastian stay, Traviak had learned order and discipline's value. For eight years following his return to Lageni, he acted the dutiful son to his father, learning about his realm and helping to rebuild the archduchy's battered military.

Then things changed.

Aold's final fate remains unknown, but in 137 AV, Traviak led a military coup against his father and swiftly took control of the archduchy. Perhaps he was inspired by Virduk's patricide, or perhaps he simply felt that it was time for his father to abdicate. Regardless of his motivations, Traviak's ruthless grab for power surprised many. Unrest continued for years thereafter, as Traviak rooted out the last of his father's supporters.

During this time King Virduk despaired of the archduchy's usefulness and continued with his campaign of conquest without Lageni's aid. By the middle of 140 AV, Traviak had largely pacified the realm and offered the service of its well-oiled military machinery to the Calastian king. During this decade, the Steel-fisted Duke also coupled his vicious service to Chardun with a masterful campaign to strengthen the Hegemony.

At age 38, Duke Traviak is at the height of his power, but his perch is a precarious one. Certainly the Cult of Ancients opposes his forced conversion of Lageni from the worship of Belsameth to that of Chardun, and more than one cult assassin has died trying to reach the duke. The Veshian Vigils similarly consider Traviak a most-wanted villain and have offered a bounty for his death — a rare step for the stoic Vigils.



Despite this, many believe that the Steel-fisted Duke merely awaits his chance to pull Virduk from the throne and seize Calastia for himself. Certain elements within Chardun's priesthood have suggested that the church throw its power behind Traviak. Other Chardunists fear that such a move would tear the Hegemony apart. Even those who hate King Virduk fear that Duke Traviak would make a far more ruthless and deadly ruler.

Terrible things surround the Steel-fisted Duke, and each day they seem to grow more frightening and incomprehensible. Blood-washed stones from the fallen Sky Keep are being brought to Castle Durm. The garden of Durm harbors a cornucopia of poisonous plants and a menagerie of dangerous beasts, reputedly including a stunted wrack dragon.

Traviak has obtained the services (or perhaps gained the friendship) of the ancient wight-lord Arrach, who now leads a company of enslaved undead in the duke's army. Spies report that Traviak commonly speaks to demonic creatures and that he performs many of the archduchy's legal executions personally — sometimes with his own blade and other times using the condemned as guinea pigs for sinister new poisoning experiments. The dead are sometimes even denied their final rest, being put to work performing mindless labor or serving as disposable footsoldiers. Durm's stables reputed birth fiendish horses spawned by Traviak's own evil steed. Some rumors suggest that a secret breeding camp exists in Lageni, where hapless women are forced to bear half-fiend offspring to serve as elite forces in the duke's growing army.

Traviak is a master of "iron fist within the velvet glove" diplomacy. Courtiers noted sparks of interest between Traviak and the young Queen Geleeda, but he does not seem to have joined Geleeda's army of lovers, instead maintaining a stable marriage with Lady Sussea, one of the youngest daughters of King Ankila IX. Sussea has yet to bear Traviak a living child, and many suggest that her multiple miscarriages reflect her desire that her offspring never fall into the duke's clutches.

The duke considers himself above the other members of Calastia's triumvirate of chief generals, as he is an archduke while "Little Virduk" Olem and Tomvolie Kres are merely lord satraps — though obviously he publicly treats them as equals to retain King Virduk's trust. Traviak has had secret meetings on a number of occasions with Satrap Kres; he seems to respect Kres, who has twisted the Heteronomy of Virduk's halflings around his finger without invoking a reign of terror. The subject of those clandestine meetings concerns courts from Calastia to Vesh and Hollowfaust. To King Virduk's apparent glee, Traviak cannot stand Satrap Olem, perhaps jealous of Olem's apparent beguiling of Queen Geleeda and disgusted by Olem's foppish lack of military skills.

Given the power of the mercantile House Asuras and its stranglehold on many exotic goods, Traviak instead supports Asuras' upstart rival House Bloodhawk when possible, but is careful to keep this support subtle and within existing trade laws. The Steel-fisted Duke knows that on some battlefields, victory is claimed in ink rather than blood, and he brings devilish cunning to those contests.

Roleplaying Notes

The strong survive; the rest either serve or perish. For all his fine manners and noble trappings, in his heart Duke Traviak is just a sadistic bully. Tall, athletic, dark and handsome, his pleasant exterior hides an ugly heart. He is equally at home exchanging vicious gossip about a perfumed court rival or gutting a screaming foe on the battlefield. He sees no difference between the two: both involve opposing rivals and keeping the upper hand.

Traviak has learned the power of fear. He feels that lesser men have nothing to offer but servitude and is quick to establish his dominance through threats or demonstrations of his ruthlessness. Should a subordinate step out of line, Traviak's first instinct is to kill him in the most disturbing way possible as an example to others.

With equals and superiors, Traviak is ingratiating to a fault, but all the while probing for weaknesses. Only the truly strong can totally divorce themselves from their limitations, and Traviak knows that even the most dangerous foe has a secret vulnerability. If he is pleasant to a rival long enough, the rival will expose that vulnerability, which Traviak will instantly exploit or save for later. Only King Virduk has eluded Traviak's attempt to find a weakness, but the duke suspects that his monarch's affection for young Queen Geleeda might yet prove his undoing.

Combat

The Steel-fisted Duke does not trust to chance if he can avoid it. Every weapon he wields is poisoned, and he uses his Quick Draw and his Sneak Attack abilities whenever possible to gain quick victories. If possible, he prefers living captives, saving them for later torment (his dragon bile poison quickly paralyzes most victims, leaving them alive but helpless), but he will kill without hesitation if he must. As might be gathered from his personality, Traviak enjoys gloating over fallen foes.

In melee, Traviak favors his *keen longsword of lifestealing* and Improved Critical feat, with which he scores critical hits 30% of the time, inflicting negative levels and healing any damage that he has taken. The first victim of this weapon in any battle suffers poisoning by black lotus extract (see *core rulebook II*, p. 80).

The duke's *clothborn armor* grants powerful protection while allowing great freedom of movement, so he normally fights with two weapons, wielding his enchanted longsword in his left hand and a *dagger of venom* in his right. The first victim of this *dagger* suffers poisoning by dragon bile (see *core rulebook II*, p. 80). Traviak usually saves the dagger's magical poison spell for future rounds. The weapon called the *Steel Fist of Vengeance* gives him an attack of opportunity against each opponent who successfully strikes him, and if Traviak is disarmed it serves as a spiked gauntlet.

Though he is a skilled military commander, Traviak's tactics are somewhat doctrinaire. He normally deploys missile-armed troops in the front, backed up by armored infantry, and keeps the cavalry in reserve to deliver the knockout blow. Unlike Virduk, Traviak leads from the thick of battle and normally does so astride Toranicus, his fiendish warhorse, armed with lance, longsword and crossbow. Traviak's crossbow bolts are poisoned with titansweed extract (equivalent to blue whinnies; see *core rulebook II*, p. 80), and he softens up opposition with a few bolts before charging. He uses spells such as darkness or shatter before switching to his lance for the final charge. His lance is poisoned with deathbell root (equivalent to sassone leaf residue; see *core rulebook II*, p. 80).

Traviak has reason to be fearless. He is immune to fire, poison and critical hits through using his magic items; cannot be surprised or blinded by any form of darkness; and is protected by a Spell Resistance of 15. Should the duke find himself in a really bad position he will happily abandon his followers

and flee. He will replace his mighty warhorse and undead bodyguard in a day; others are no more than sacrificial pawns whose sole duty is to unhesitatingly give their lives for him. A quick casting of *deeper darkness* followed by an escape using his *devil cloak* usually whisks the duke to safety. Though prideful, Traviak is not foolish; he knows that bad luck and superior numbers can bring down even the mightiest warrior.

Toranicus, Duke Traviak's Fiendish Heavy Warhorse

Large Magical Beast

Hit Dice: 12d10+12 (102 hp)

Initiative: +1 (Dex)

Speed: 50 ft. (+Run, per the feat)

AC: 25 (-1 size, +1 Dex, +11 natural, +4 armor)

Attacks: Hooves (x2) +18 melee; bite +13 melee

Damage: Hoof 1d6+6; bite 1d4+3

Face/Reach: 5 ft. x 10 ft. / 5 ft.

Special Attacks: Smite Good (Su) 1/day, +12 damage to a good foe

Special Qualities: Blood Bond, Cold and Fire Resistance 20, Damage Reduction 10/+3, Darkvision, Empathic Link, Improved Evasion, Scent, Share Saving Throws, Share Spells, Speak with Blackguard, Spell Resistance 25

Saves: Fort+11, Ref+9, Will+5

Abilities: Str 22, Dex 13, Con 17, Int 7, Wis 13, Cha 6

Skills: Listen +14, Spot +14

Feats: Run, Trample

Challenge Rating: 4

Treasure: Light chain barding, military saddle

Alignment: Lawful evil

Minor Artifact

Devil Cloak

Description: This dark-red cloak curls about its wearer in a sinister fashion, moving under its own volition as though a living thing. Some believe a cult of wizards and priests loyal to Chardun made a small number of these cloaks during the Divine War, but that they all perished near what are now the Mounds of Man. The cloak's magic draws upon the power of ancient pacts forged between Chardun and powerful extradimensional creatures. Any wearer who is not a loyal worshiper of Chardun invites the wrath of both the god's followers and these terrifying, infernal beings.

Powers: The cloak's wearer is immune to poison and fire, can see perfectly in any darkness (even that of *deeper darkness* spells) and gains a +4 AC deflection bonus. Once per day the wearer may summon either an imp or a barbazu to serve for one hour. Care should be taken when dealing with barbazu, however, for they can summon others of their kind that are not bound by the cloak's master. However, as lawful creatures, they must keep their word, and canny devil cloak wearers always command barbazu to take no actions against the wearer.

Finally, once per day the cloak can transform into 20-foot span of red-scaled, leathery bat wings allowing flight as per the *fly* spell. Anyone donning the cloak who is not a lawful evil worshiper of Chardun attracts a pit fiend's enmity; it begins plotting the wearer's death and can sense the cloak's location even on another plane. The pit fiend loses track of its prey when the *devil cloak* is destroyed.

Weight: 1 lb.

Description

Born in Durm's stables, Toranicus was a fearsome colt: black as night, with fire in his eyes and cruelty in his bestial heart — just the mount Duke Traviak needed. When he matured, Chardun's priesthood infused Toranicus with a daemon's blood, and he became an even more terrifying creature. Loyal only to Duke Traviak, Toranicus attacks anyone else who approaches him and is feared throughout Lageni and beyond.

Undead Skeletal Servant

Medium Undead

Hit Dice: 9d12 (54 hp)

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

Speed: 30 ft. (20 in armor)

AC: 15 (+1 Dex, +fnatural, +5 armor)

Attacks: Claws (x2) +6 melee

Damage: Claw 1d4+2

Face/Reach: 5 ft. x 5 ft. / 5 ft.

Special Attacks: None

Special Qualities: Blood Bond, Cannot be Turned, Empathic Link, Immunities, Improved Evasion, Share Saving Throws, Share Spells, Speak with Blackguard, Spell Resistance 25, Undead Saves: Fort+3, Ref+4, Will+6

Abilities: Str 14, Dex 12, Con -, Int 9, Wis 10, Cha 11

Skills: Ride +13, Listen +12, Spot +12

Feats: Improved Initiative

Challenge Rating: 1

Treasure: Spiked breast plate, heavy warhorse specially trained to let this skeleton ride it

Alignment: Neutral

Description

Some wags claim that the bones of Traviak's brother Ragni comprise this undead so that the duke can dominate his hated older sibling even after death. Regardless of its origin, this unfortunate creature often serves as Traviak's decoy; the duke equips it with armor similar to his own and mounts it on a heavy black warhorse. Enemies might mistake this nameless creature for the duke at a distance, but up close there is no doubt of its true nature. When not in battle, the servant guards Traviak when he sleeps.

Steel fist of vengeance

Description: The Lageni noble regalia has included this mighty left-handed spiked gauntlet for as long as anyone can remember; it even found its way into the ducal seal's design. The details of its creation remain a secret and puzzle those familiar with the divine powers of Corean's paladins. Theories suggest that a paladin who turned to Belsameth's worship during the Divine War must have crafted the steel gauntlet and that, perhaps for the honor of Corean's knights, his name should remain forgotten. Since gaining the *steel fist*, Traviak has had Chardun's priesthood cast additional enchantments upon it. The Vigils, familiar with stories of its use, fear that the new Calastian battle-mages coven installed by Traviak at Outpost Elra may be enticed to further strengthen the gauntlet in the future.

Powers: The *steel fist of vengeance* empowers its wearer as per the *left hand of justice** (i.e., the wearer gains a single, extra attack of opportunity against any foe who damages him in melee). Unlike the *hand of justice* spell, though, the *steel fist of vengeance* forces the wearer to make this attack of opportunity, even against his wishes (e.g., if a friend attacked him while under a *charm* spell). The wielder makes the attack of opportunity with the weapon currently held in the left hand or, if unarmed, with the spiked gauntlet itself. Once per day the gauntlet's wearer may cast *Chardun's torments** as a free action upon a victim touched or struck by the gauntlet.

Caster Level: 14th

Prerequisites: Craft Magic Arms and Armor, *Chardun's torments*, *hand of justice*

Market Price: 154,000 gp

Cost to Create: 77,000 gp + 6,160 XP

Weight: 2 lb.

Felby Undershovel

Class/Level: Rogue 12

Sex/Race: Male halfling

Height/Weight: 3'2"/36 lbs.

Challenge Rating: 12

Hit points: 68

Initiative: +8 (+4 Dex, +4 Improved Initiative)

Speed: 20 ft.

Armor Class: 18 (+4 Dex, +1 size, +1 padded armor, +2 *ring of protection*)

Attack: +11/+6 melee or +15/+10 ranged

Damage: 1d6+3 (*halfling blade*) or 1d4+1 (*hand crossbow of distance*)

Special Attacks: Opportunist, Sneak Attack

Special Qualities: +2 morale bonus on **saves** vs. fear

Alignment: Neutral

Saves: Fort +7, Ref +13, Will +5

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

Skills: Appraise +4, Balance +9, Bluff +4, Climb +12, Concentration +7, Craft (trapmaking) +7, Decipher Script +6, Diplomacy +4, Disable Device +10, Disguise +5, Escape Artist +7, Forgery +4, Gather Information +4, Hide +14, Innuendo +3, Intimidate +3, Intuit Direction +5, Jump +5, Knowledge (Amalthea) +2, Knowledge (Bridged City) +2, Listen +12, Move Silently +15, Open Lock +14, Perform +5 (comedy, flute, juggling, mime, storytelling), Pick Pocket +11, Profession (boilermaker) +2, Read Lips +4, Search +10, Sense Motive +4, Spot +5, Swim +4, Tumble +8, Use Magic Device +5, Use Rope +7

Feats: Alertness, Ambidexterity, Improved Initiative, Run, Two-Weapon Fighting

Evasion (Ex): Successful Reflex saves against effects that would normally cause Undershovel to take only half damage (such as a *fireball*) will cause no damage to the rogue.

Opportunist (Ex): Once per round, Undershovel may make an attack of opportunity against an enemy that has just been struck for damage in melee.

Sneak Attack (Ex): Undershovel deals +6d6 extra damage when flanking his opponent or whenever his opponent would be unable to add its Dex modifier to its AC.

Traps (Ex): Undershovel may use Search to locate traps if the task requires a DC over 20 and use Disable Device to both disarm magical traps if the task requires a DC over 24 and disarm traps for a DC of 10 or more.

Uncanny Dodge (Ex): Undershovel retains his Dex bonus to AC even if caught flat-footed, cannot be flanked unless flanked by another rogue of at least level 16, has a +1 bonus to Reflex saves made to avoid traps and gets a +1 Dodge bonus to AC against attacks by traps.

Possessions: Masterwork hand crossbow, +1 *hand crossbow of distance*, 50 bolts, +2 *bolts of screaming* (x5), +1 *shortsword*, +3 *halfling blade* (with one application of deathblade poison applied to the blade), *scabbard of hiding* (hiding the +1 shortsword), masterwork dagger, +1 *dagger, potion of gaseous form*, +2 *ring of protection*, *cape of the mountebank*, 3 vials of deathblade and 1 vial of wyvern poison, padded armor, backpack with waterskin, two day's trail rations, bedroll, sack, flint and steel, thieves' tools, hooded lantern, four pints of oil.

Background

This self-styled "rogue extraordinaire" is a jack-of-all-trades, combining the skills of a performer, trickster, diplomat, spy and assassin. Hailing from the Bridged City, Undershovel belonged to a famed beer-

brewing halfling clan. Alas, Undershovel had neither the skill nor patience for brewing, but a talent for consuming the family's product. After several clan elders rather pointedly advised him to expand his horizons (or risk a series of accidents guaranteed to break various extremities), Undershovel set out to explore Ghelspad, learning a wide variety of trades—legal and illegal—in the process. Soon he was had become the ultimate handyman, ready to take on any job as long as his client could meet his price.

While traveling with a band of somewhat disreputable adventurers, Undershovel made his way through the Kelder Mountains' treacherous passes to the town of Amalthea. The young rogue fell in with its halfling community and came to like the place. It wasn't long before Undershovel learned that the druids of Khirdet's renewed encroachments troubled the dwindling settlement.

Undershovel responded sympathetically and offered to help. The Amaltheans knew that Undershovel cared about their community, and his aid was gratefully accepted.



In reality, Undershovel was somewhat conflicted. His self-interest told him that Amalthea was ripe for exploitation; given half a chance, he could easily abscond with the settlement's few remaining riches. On the other hand, a small but nonetheless significant part of him felt a true kinship with the local halflings.

Undershovel's dilemma deepened when, after purchasing an old book in the marketplace, he found an ancient map hidden under the book's endpapers. The map, which required *decipher script* to read accurately, purported to show the location of an ancient and powerful artifact called the *Wooden Scimitar of Mormo*. Supposedly wielded by the titaness' champion, the potent scimitar could be used either to support Amalthea or to plunder it.

Several weeks later, Undershovel appeared in Khirdet, demanding to speak to the high druid. Gaining an audience, Undershovel presented the evidence of his discovery and told the high druid that he would relinquish the scimitar for 100,000 gp — one-quarter in advance and three-quarters on delivery.

After blustering and threatening Undershovel for his temerity, the high druid reluctantly agreed. Undershovel left Khirdet, his mule's saddlebags bulging with gems and platinum.

Back in Amalthea, Undershovel is currently recruiting a party of adventurers to aid his quest for the *wooden scimitar*. He will not reveal the quest's true purpose; as far as the Amalthean halflings know, he's off on a run-of-the-mill treasure hunt.

Undershovel keeps his true intentions to himself and will not soon reveal them. Will he sell the scimitar to the druids, collect his reward and allow

them to use the weapon against his newfound kinsmen? Or will he betray the druids, take their gold and gems and use the scimitar to free Amalthea? Not even Undershovel himself knows for certain.

Roleplaying Notes

Once upon a time, Felby Undershovel was the epitome of self-interest: completely devoted to his own agenda at all others' expense. To some extent, he still is; Undershovel can be whatever he needs to be to get what he wants — a skilled and generous jack-of-all-trades ready to help, a cold-blooded highwayman with cocked-and-ready hand crossbows or a merry little halfling juggler. No two people ever experience the same Felby Undershovel.

Recently, that mercenary philosophy has begun to change. For the first time in his selfish life, Undershovel is part of a community, and those people count on him. Bitterly conflicted, his head tells him to take the druid's money and wash his hands of the matter, but his heart exhorts him to keep the scimitar and risk everything for his people. No one, least of all Undershovel, knows which side of his character will win out in the end.

Combat

Undershovel uses his *scabbard of hiding* to make his +1 *shortsword* invisible, and no one pays attention to his "rusty" halfling blade. His daggers and hand crossbows are easily concealed within his cloak's folds. Undershovel uses his *hand crossbow of distance* when sniping at an opponent, but when fighting a band of adventurers, he'll use his *screaming bolts* if things get dicey.

King Virduk the Black Dragon, Monarch of Calastia

Class/Level: Fighter 10/Aristocrat 8

Sex/Race: Male human

Height/Weight: 5'10"/185lbs.

Challenge Rating: 18

Hit Points: 142

Initiative: +6 (+2 Dex, +4 Improved Initiative)

Speed: 30 ft.

Armor Class: 24 (+2 Dex, +5 *ring of protection*, +7 *amulet of ghost armor*)

Attack: +17/+12/+2 melee; +18/+13/+8/+3 ranged

Damage: 1d8+6 melee (*Chardun's Scepter*)

Alignment: Lawful evil

Saves: Fort +11, Ref +7, Will +14

Abilities: Str 12, Dex 14, Con 15, Int 17, Wis 16, Cha 26 (*cloak of charisma*)

Skills: Alchemy +4, Appraise +13, Balance +5, Bluff +25, Craft +15, Diplomacy +30, Forgery +14, Handle Animal +16, Hide +2, Innuendo +17, Intimidate +21, Jump +3, Knowledge (religion) +11, Listen +5, Move Silently +2, Perform +11, Pick Pocket +3, Read Lips +8, Ride +14, Sense Motive +21, Spot +5

Feats: Alertness, Blind-Fight, Combat Reflexes, Dodge, Far Shot, Improved critical (shortsword), Improved Critical (spiked gauntlet), Improved Initiative, Iron will, Leadership, Point Blank Shot, Skill Focus (diplomacy), Skill Focus (intimidate), Skill Focus (sense motive), Weapon Focus (trident)

Possessions: *King's Raiment* (acts as +6 *cloak of charisma*), *amulet of ghost armor**, *Crown of Calastia* (acts as a *helm of brilliance*), +5 *ring of protection*, *necklace of adaptation*, *Nolzur's marvelous pigments*, *periapert of proof against poison*, *ring of spell storing* (*reshape shadow** [x2], *stoneskin*, *ice storm*), *stone horse (drestier)*, *Chardun's Scepter*. This list represents the king's most favored items. He may access all of Calastia's wealth and possessions, can have almost any magical item obtained or made for him and can obtain almost any amount of money at a moment's notice.

Background

Legend has it that, on the night of Prince Virduk's birth, a great star shone forth in heaven, bathing the land in blood-red light. Ever eager to know the future, King Korlos took the babe to his soothsayer, an ancient crone who bore some taint of haggish blood.

"Your majesty," the old woman intoned, in a voice faint but clear. "Your son shall be bathed in blood and lead his kingdom to greatness."

King Korlos was pleased by the old woman's words; like most tyrants, he heard only what he wanted to hear and never suspected that the blood in which Virduk would bathe would be Korlos' own.

King Korlos made young Prince Virduk's life difficult, pressing the boy to become a great warrior, ruler and politician. Almost from the moment he could walk, Virduk bore a sword. From the moment he could talk, tutors filled his mind with his people's history, the lore of the gods and the legends of the titans.

Perhaps being raised in such an exceptionally cruel family made Virduk so cruel. As he grew, violence and intrigue surrounded him. King Korlos survived his dukes' plot to overthrow him and personally presided over their impalement — an event that Virduk attended, finding it vaguely distasteful but quite fascinating. He watched numerous servants beaten or executed for minor infractions. He heard blood-drenched tales of foreign adventure and war. He participated in several campaigns before he was 16 years old. He claims to have slain his first foe, a renegade halfling, at the tender age of 10.

For a lad of lesser intellect, such an upbringing might have yielded a thug like King Korlos, but Virduk proved different. Though surrounded by violence, he saw it as a means to an end. Though witness to terrible hatred, he viewed hate as a liability, an emotion that clouded or distracted the mind. Though King Korlos and the rest of his family were brutal, Virduk realized that brutality was only useful when administered intelligently and for greatest effect; anything else was pedestrian bullying. As he grew in this world, awash in blood, he became a cunning, resourceful and ultimately evil man, determined to become a greater and more effective leader than his father.

In realizing this dream, Virduk had Vizier Anteas to thank. From the anonymity of a Calastian orphanage, this remarkable man had become one of the nation's wisest and most powerful individuals. Seeing the seeds of greatness in Prince Virduk's active intellect and curious nature—and noting the potential for a truly fearsome ruler in the youth's calculating cruelty—Anteas took young Virduk under his wing; through his teachings and subtle suggestions, Anteas pointed the prince squarely toward his destiny.

In the deadly environment of the Calastian Court, regicide was a commonly accepted means of advancement. His mind full of visions, many conjured up by Anteas' teachings, Virduk brooded over Calastia's participation in the Druid War. He saw his beloved nation standing side-by-side with those lands that should be its vassals. He saw his noble father treating the inferior northern realms and subhuman races (whose only value, Virduk believed, was as Calastian slaves) as "equals." By the time Virduk had reached his 16th year, he knew that his father's reign must end.

Though Virduk's final act against his father was inevitable — and had been inevitable for years — he spent much time contemplating it. His was not a hesitancy borne of compassion — far from it. He feared that, once he had seized the reins of power, he would not be able to hold them; his father's many loyal nobles throughout the realm would doubtless object to King Korlos' early and forcible abdication. Subtle hints and suggestions sprinkled amidst Anteas'

history lessons counseled that regicides succeeded only if those around them were loyal.

Virduk took his time, gathering the support of nobles equally troubled by the king's cooperation with Calastia's inferiors. Finally, when most of his father's loyalists gathered at the palace's feasting hall for a victory celebration, Virduk struck.

The act was swift. As his father prepared to attend the feast, Prince Virduk approached him, asking about a minor detail of the night's festivities. Then, he simultaneously snatched the black dragon circlet from King Korlos' head and plunged a poisoned dagger into his father's neck. A geyser of blood drenched the young regicide, and Korlos slipped to his knees, choking on his own blood and gapping up at the son who had betrayed him.

And the words of the prophecy became truth: the prince stood, bathed in blood. "Oh, father," Virduk intoned as the king lay dying. "Your dreams were always too small."

That act began a night of butchery, as Virduk's warriors attacked Korlos' loyalists, slaughtering them mercilessly. A few escaped, and some who learned of Virduk's ascension fled the realm altogether — some making for the outlying provinces, others for the city of Shelzar and still others for distant lands such as Darakeene and Albadia.

The next day, the 10th of Chardot, 90 AV, the high priest of Chardun officially crowned the boy-king to the approving uproar of a people who had long grown tired of Korlos' regime. Virduk's first act upon assuming the throne met with approval from noble and commoner alike: he recalled Calastian armies from all foreign lands, ordering them to return to serve in their homeland's defense.

That action's results were instantaneous and

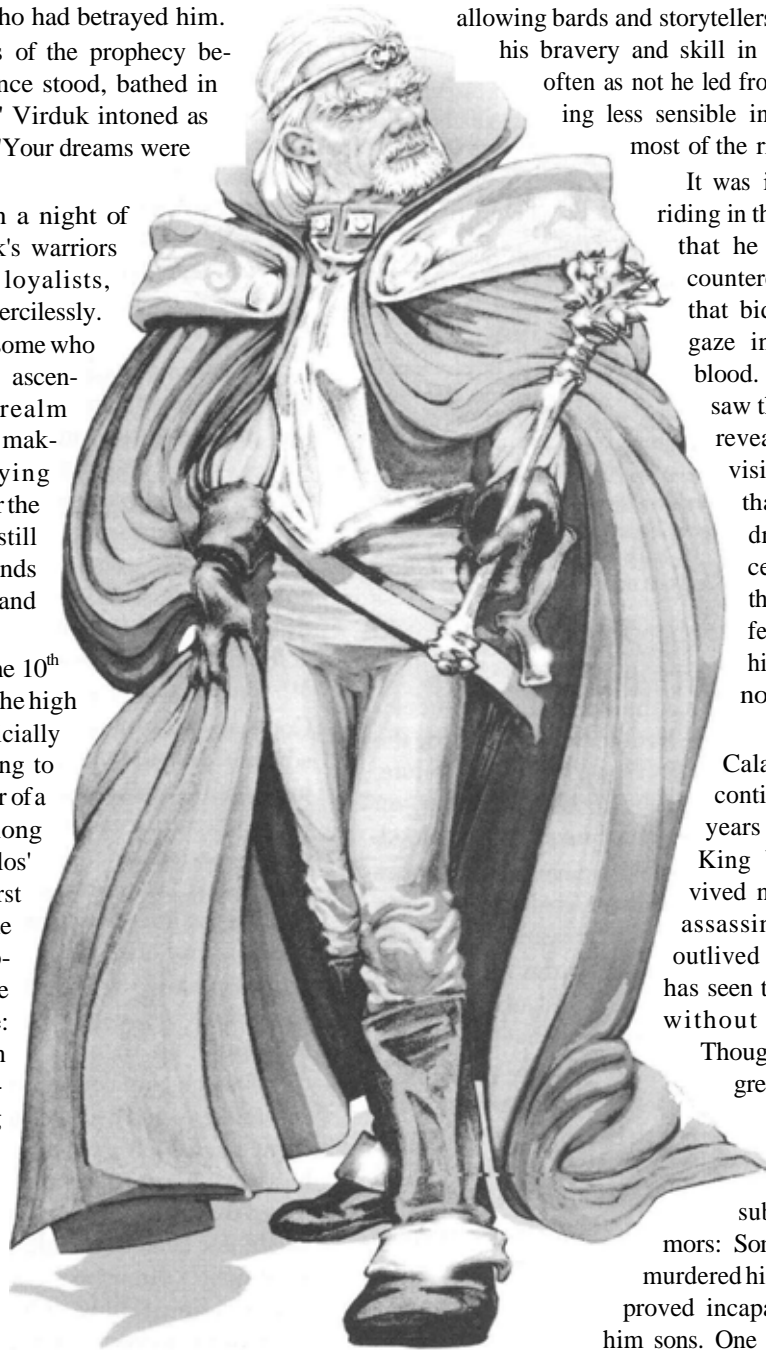
disastrous. The druids of Khet escaped destruction and contented themselves with Amalthea's ruin. The free peoples of Ghelspad learned that Calastia's new ruler was a cunning, intelligent and treacherous one.

King Virduk's swiftly recalled legions did not stand idle long. In quick succession, surrounding lands fell to his armies or his diplomacy. When the Blood Monsoon finally savaged eastern Ghelspad in 112 AV, Calastia ruled an empire that dwarfed anything that the old king could have dreamt of.

As a young king, Virduk ruled ruthlessly, but was always careful to keep the people happy. Many ignored his excesses and violence, seeing him as a bold, brave leader willing to sacrifice his own life for his nation. King Virduk eagerly promoted this image, allowing bards and storytellers to repeat tales of his bravery and skill in battle, though as often as not he led from the rear, allowing less sensible individuals to take most of the risks.

It was in 126 AV, while riding in the northern woods, that he and Antreas encountered a trio of hags that bid the young king gaze into their well of blood. Whatever Virduk saw there, he has never revealed, but it was a vision of such horror that it still haunts his dreams a quarter-century later. How the vision will affect King Virduk in his twilight years, none can say.

Though Calastian dominance continued, the passing years were unkind to King Virduk. He survived no fewer than six assassination attempts, outlived three wives and has seen the decades go by without a single heir. Though popular for the greatness he obtained for the nation, Virduk remained the subject of dark rumors: Some claim that he murdered his wives when they proved incapable of providing him sons. One disturbing rumor



claims that when one of his wives gave birth to a daughter, Virduk slew them both in a rage.

Feeling mortality closing in upon him, Virduk nevertheless continued to engage in excesses that would have easily killed a younger man. When he heard tales of a pale-skinned, golden-haired dancer who had charmed audiences throughout Ghelspad, he sent for her. Within a few months, he had taken the young woman, named Geleeda, as his queen. This unexpected act shocked those closest to him, particularly Anteas, who saw the mysterious woman as a dangerous rival and threat to Calastia. But the marriage nonetheless pleased Virduk's people who extended to the beautiful young woman their complete devotion — and hopes for an heir.

Though unaware of Geleeda's true nature, Virduk knows that he has now mated his future to a woman every bit as intelligent and ambitious as he. Amused, he is content to watch the rivalry between Geleeda and Anteas play itself out. The depths of his feelings for Geleeda have surprised Virduk, as he has developed something akin to genuine affection for his beautiful queen. Perhaps it is because her wickedness equals or exceeds his own. Perhaps it is because he genuinely loves her. Still, if forced to choose between queen and vizier, Virduk reluctantly concludes that he would rather see Anteas' head decorating the end of a pike.

Roleplaying Notes

King Virduk is not a murderous monster, frothing beast or sadistic deviant. Certainly, some elements of all these things exist in his psyche, but in the end he is a far more dangerous, subtle and terrifying creature than any of those things might suggest.

Virduk does not see others as living beings; he sees them as assets or liabilities. One cultivates assets; woos them and makes them allies. One circumvents or eliminates liabilities. He "cares" for only a few individuals, most notably Anteas and Geleeda, but all the rest are, at best, pawns in a greater game of empire.

The king considers hatred and anger wasteful emotions. While one can earn his enmity and suffer terribly for it, he considers his foes clearly and without excessive passion. King Thain of Burok Torn is a good example; ferocious and defiant, the dwarf-lord is responsible for the death of countless Calastian soldiers and has thwarted Virduk's schemes for decades. Yet, Virduk does not hate Thain. He views the dwarf as a difficult obstacle that he is coldly determined to eliminate.

Virduk, the consummate politician, knows when to flatter and when to threaten. He keeps his friends close, but his enemies closer, and his network of spies is unequalled across Ghelspad. He prefers threats and cajolery to torture and murder, but has no qualms

using whatever methods most quickly achieve his objectives. Though sadistic and cruel, Virduk keeps these emotions in check, releasing them only when he feels it is safe to do so. He knows that overindulgence in vice is a road to ruin and is always moderate in his "excesses."

Combat

Though Virduk received extensive military training and practice as a boy and at age 70 retains substantial combat skills, he avoids fighting as much as he can, limiting his involvement to situations like killing his own father or (some say) murdering his infertile wives. In the past, he maintained his martial prowess through mock combat with various officers and trainers, but he most enjoyed fighting prisoners in his dungeons — killing them as efficiently as possible. Though he can still be a challenging opponent, Virduk prefers to leave the fighting to subordinates.

Virduk is nevertheless a skilled and crafty strategist, though he always leads from the rear. His personal guard remains within shouting distance and will leap to his aid if he is attacked. Virduk is pragmatic; he knows a lost cause when he sees one and prefers retreat or surrender to suicidal bravery.

The king's chief weapons are his mind, his diplomatic skills and his talent for manipulation. No one on Ghelspad can more skillfully turn foes against each other or make friends out of adversaries. Though he is no threat in direct combat, Virduk's silver tongue and razor-keen intellect make him one of the most deadly opponents in all of the Scarred Lands.

Major Artifact

Chardun's Scepter

Description: King Virduk's official badge of office is a golden scepter, shaped like a morningstar and crowned with a wreath of thorny leaves. Though seemingly made of gold, it is a deceptively strong and useful a weapon.

Powers: When used as a weapon, the *scepter* functions as a +5 morningstar *of dancing* and *wounding*. It also combines the powers of a rod *of negation* and a rod *of rulership*. The *ndership* power can only be used for 500 minutes before the ability is permanently lost, but these minutes are automatically recharged each year at the winter solstice, one of Chardun's holy days. The *scepter* will only lose its *rulership* power if used for more than 500 minutes in a single year.

Restrictions: Only a Chardun worshiper or priest may wield the scepter; anyone else will be affected as per a *rod of rulership* and be compelled to return the artifact to Chardun's nearest priest.

THE WISE AND THE WICKED

Class/Level: Expert 15

Sex/Race: Female halfling

Height/Weight: 3'2"/90 lbs.

Challenge Rating: 14

Hit Points: 70

Initiative: +2 (+2 Dex +2)

Speed: 20 ft.

Armor Class: 18 (+2 Dex, +2 *ring of protection*, +3 *medallion of natural armor*, +1 size)

Attack: +18/+13/+8 melee (seven *venom dagger*); +13/+8/+3 (x3) ranged (throwing needles); +15 ranged (blowgun dart); +13 ranged touch attack (alchemical device)

Damage: 1d4+2 plus poison (seven *venom dagger*); 1 pt per throwing needle or blowgun dart

Special Attacks: Poison Use

Special Qualities: Poison Resistance, Spell-like Powers, Spell Resistance 15 (*scarab of protection*)

Alignment: Neutral evil

Saves: Fort +12 (+20 vs. poison), Ref +8, Will +12

Abilities: Str 6, Dex 14, Con 18, Int 18, Wis 14, Cha 6

Skills: Animal Handling +15, Alchemy +22, Bluff +12, Craft +15 (gardening), Craft +22 (poisoned item), Decipher Script +20, Disguise +12, Heal +10, Hide +18, Knowledge +15 (arcana), Knowledge +20 (nature), Knowledge +22 (poisons), Move Silent +16, Pick Pocket +20, Profession +20 (herbalist)

Feats: Exotic Weapon (blowgun), Exotic Weapon (shuriken), Great Fortitude, Improved Initiative, Weapon Finesse (dagger)

Poison Resistance (Ex): Weedspawn has systematically exposed herself to a wide variety of toxic substances. She gets an additional +8 bonus to her Fortitude save vs. poison.

Poison Use (Ex): Weedspawn may use poisons and poisoned weapons without risk of poisoning herself. In addition, she can expertly transfer diseases and work with disease-carrying substances without risk of infecting herself.

Spell-like Powers (Sp): Through arcane studies into various poisons' natures, Weedspawn has learned to use the following spell-like abilities: *cure poison* 1/day, *detect poison* 5/day, *poison* 1/day, *Sethris' potency* 3/day.

Possessions: *Periapt of proof against poison*, *dust of disappearance* (5 doses), *cloak of arachnida*, +2 *ring of protection*, +3 *medallion of natural armor*, *ring of mind shielding*, *scarab of protection*, various potions (*alter self*, *enlarge*, *flying*, *love*, *delusion*, *gaseous form* and *invisibility* being the most common), 15 poisoned throwing needles (treat as shuriken), seven *venom dagger*, masterwork disguise kit, masterwork blowgun and 24 masterwork poisoned darts. Weedspawn is equipped with any known poison that the GM requires, as well as several alchemical devices, such as glass globes containing poison gas, acid, etc.

Background

Weedspawn is a sloppily dressed, middle-aged halfling. She ties her long, unkempt hair into several oddly knotted buns, into which she sticks various needles, pins, twigs from poisonous shrubbery and so on. Likewise, all manners of plants, flasks, jars, quills and the occasional spider protrude from the many pockets and satchels that adorn her usually dirty robes. Smears of ink stain the corners of her mouth, as do other substances from her experiments (she often taste-tests her lethal concoctions).



Weedspawn's father, Thorn, was an evil halfling druid whom the druids of Khirdet once held in some repute. Her mother disappeared when Weedspawn was a baby. Weedspawn's father raised her in a walled garden keep a day's ride from the Hornsaw Forest. Thorn taught Lilly much, but was also very cruel, his brutality compounded by his fondness for bestial perversions. As Weedspawn grew older, she developed an unrelenting hatred for both her father and most other warm-blooded life. Though a small, weak halfling teen, Weedspawn's knowledge of poisons and her techniques delivering them were already astounding. Even Thorn's druidic powers couldn't save him; he died screaming, his vengeful daughter standing over him, gazing down serenely as he writhed in toxic agony.

Now Weedspawn lives alone in her father's garden maze, with a few poisonous insects, reptiles and fish for companionship. Sometimes she enjoys the company of slaves, beggars and other prisoners, but they only live as long as her experiments succeed (or fail). She stocks her garden with all manner of poisonous plants and many deadly, cold-blooded creatures.

Nobles and their courtiers sometimes visit Weedspawn. Mostly from cities in Calastia and its surrounding kingdoms, they pay her handsomely for her various subtle and ingenious poisons, traps and delivery devices. Little do her customers realize the depths of Weedspawn's evil; she often purposely creates a poisoned trap that will, if not used with perfect skill and timing, kill many more people than its intended target.

Weedspawn has written several excellent books on poisoning, including *Death in the Garden*, *Death in the Kitchen*, *Death in the Bedroom*, *Death in the Sitting Room*, *Death in the Library* (and several similarly titled works), *Poisoning Spell Casters*, *Venomous Creatures of the World*, *Goodbye Gifts* and the very popular *Poison Politics*. She has admirers throughout Ghelspad and beyond.

Roleplaying Notes

Weedspawn is a sociopath. She sees life as a vast, unending experiment whose end result is a wonderful new poison or poisoning technique. She talks rapidly and is incapable of standing still, moving about

constantly with a great deal of nervous energy. She tends to pretend reality is what she wants it to be. For example, if she wants a person to think that she is her friend, Weedspawn will act as though she were the person's lifelong buddy. But though she is delusional and often overconfident, Weedspawn is an *extremely* careful planner when it comes to poisoning.

Combat

If Weedspawn has time to prepare, she will mostly likely attack with some sort of poisoned trap. She has all manner of delivery mechanisms: syringes, poison-coated needles, toxic incense and candles, fabric that bursts into flames when the wearer's body temperature increases beyond a certain point and so on. Weedspawn has recently been experimenting with infectious slimes and fungi.

During face-to-face encounters with people she dislikes, Weedspawn will pretend to be friendly and offer them presents (e.g., a glass of fine halfling ale to smooth over differences). The results of accepting such gifts are too gruesome to relate.

Weedspawn will sometimes use powerful paralyzing poisons to capture people, especially if she feels she is lacking living subjects for her experiments.

Seven Venom Dagger

Description: This finely crafted dagger has an extremely smooth, grooved black blade; its hilt is studded with seven black opals, each concealing a hidden compartment.

Powers: The hilt of this +4 dagger has seven compartments, each of which holds a different poison selected by the user. Multiple doses of the same poison may be placed in the weapon. Each hit administers a different poison, also chosen by the user.

Caster Level: 12th

Prerequisites: Craft Magic Arms and Armor, *poison*

Market Price: 41,302 gp

Cost to Create: 20,651 gp + 1,652 XP

Weight: 2 lbs.

Ecstasy Ointment

Description: A clear, viscous ointment.

Effects: Merely touching this contact poison requires a Fortitude save (DC 18), or the victim immediately takes 1d6 initial/1d6 secondary Wisdom damage. But unlike many poisons, the Wisdom damage actually feels good. A victim who fails the initial Fortitude save must make an immediate Will save (DC 16) or develop an immediate and irresistible attraction for the item on which the ointment was spread, holding and fondling the item to the exclusion of any other activity for 1d6 hours. If the item is taken away, the victim will reclaim it *by any means necessary*.

Construction: Alchemy check (DC 25) and the full, living flowers of both a blue and a red lotus (see *Creature Collection*, pp. 125-6).

Market Price: 300 gp

Cost to Create: 200 gp + 16 XP

Weight: 1/4 lb.

Clinging Flame

Description: This alchemical preparation can be applied to almost any type of clothing. As it is not strictly poisonous (its preparation has no direct toxic effect on the victim), *dinging flame*-treated clothes cannot be identified with *detect poison*. *Clinging flame* cannot be used on armor of any kind.

Effects: When the wearer's body temperature increases significantly, the treated clothing burst into flames. This fire cannot be extinguished with water and cannot be smothered. The wearer takes 2d6 points of fire damage per round for 2d6 rounds. Some situations that can elevate a body's temperature include the following: spellcasting, combat, sexual activities or standing near a fire. Removing the burning clothing requires a successful Reflex save, with a DC varying from 15 for simple garments like tunics, breeches and cloaks to 25 for more elaborate court garments, clerical vestments, unmentionables and so on.

Construction: An Alchemy check (DC 25) to prepare a single outfit.

Market Price: 750 gp

Cost to Create: 525 gp + 42 XP

Weight: Per the outfit.

Katonis Woodarbor

Class/Level: Ranger 7/Vigilant 3

Sex/Race: Male human

Height/Weight: 6'2"/176 lbs.

Challenge Rating: 12

Hit Points: 118

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

Speed: 30 ft.

Armor Class: 16 (+1 Dex +1, +5 chain shirt)

Attack: +17/+10 melee; +13/+6 ranged

Damage: 1d8+5 (longsword); 1d6/x3 (*longbow of distance*)

Special Qualities: Favored Enemy, Ferocity, Sprint, Tireless

Alignment: Neutral good

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

Abilities: Str 18, Dex 13, Con 15, Int 12, Wis 14, Cha 18

Skills: Animal Empathy +5, Appraise +2, Balance +2, Bluff +5, Climb +6, Concentration +3, Craft (bowmaking) +2, Decipher Script +2, Diplomacy +?, Disguise +5, Escape Artist +2, Gather Information +?, Handle Animal +?, Heal +7, Hide +5, Intuit Direction +6, Jump +5, Knowledge (nature) +6, Knowledge (Vesh) +2, Listen +8, Move Silently +6, Profession (fisherman) +3, Ride+6, Search+11, Sense Motive+3, Spot+8, Swim+5, Use Rope +3, Wilderness Lore +?

Feats: Alertness, Endurance, Improved Initiative, Leadership, Toughness, Track, Weapon Focus (longsword)

Favored Enemy (Ex): Woodarbor gains a +3 bonus to Bluff, Listen, Sense Motive, Spot and Wilderness lore checks against ores and a similar+2 bonus against giants; as a vigilante, Woodarbor gains a similar +1 bonus against high gorgons.

Ferocity (Ex): Woodarbor may fight or take full actions even when disabled or dying.

Sprint (Ex): Woodarbor may take a charge action to move three times normal speed, once per hour.

Tireless (Ex): Woodarbor's DC for Constitution checks does not suffer the normal cumulative penalty when running for a number of rounds greater than 15.

Possessions: *Medallion of the conifer*, *medallion of the scorpion*; +1 masterwork longsword, *longbow of distance*, quiver with 50 arrows, two daggers, shortsword, +1 chain shirt; *potion of cure moderate wounds*; backpack with water skin, seven days' trail rations, bedroll, sack, flint and steel, three torches.

Ranger Spells Prepared (2/1):

1st — *Chameleon skin*, *rabbit feet*

2nd — *Sleep*

Vigilant Spells Prepared (2):

1st — *Delay poison*, *resist elements*

Background

Though Katonis Woodarbor has seen a mere 26 winters, he has gained a reputation far greater than his youth might suggest. Hailing from the wooded northern regions of Vesh, Woodarbor was a natural candidate for Vigil membership. When Woodarbor passed all his qualifying tests with ease, the prestigious Behjurian Vigil, based in the city of Mithril, invited him to join their ranks.

Quickly distinguishing himself, Woodarbor served with the Hornswythe Vigil for two years before transferring to the Ganjus then Metyrian Vigils. With each Vigil, his performance was exemplary; he swiftly rose to positions of command and authority. During this period of his life, Woodarbor made an unusual and frightening discovery.

While on patrol in the Kelder Mountains, Woodarbor stumbled upon an old battle site. Among the bones of a slain ranger, he found a *medallion of the scorpion*, that of the defunct Dark Motak Vigil, whose leader treacherously led it into an enemy ambush. Woodarbor took the medallion, intending to turn it over to his superiors, but from that moment forward, frightening dreams and visions plagued him—visions that portrayed Woodarbor himself betraying his followers. Despite this, Woodarbor felt compelled to keep the scorpion medallion and has yet to ask his superiors for help.

Woodarbor's most famous exploit took place in the Mourning Marshes. He led a patrol to investigate reports that a nefarious crypt lord had been sending undead minions against nearby settlements. Woodarbor and his rangers discovered the culprit, the Crypt Lord Ulder, but to their horror, his creatures were actually undead titanspawn. In the ensuing battle, most of Woodarbor's patrol perished, but he himself slew Ulder in single combat and destroyed the magical apparatus Ulder had used to control the undead titanspawn. Woodarbor's victory was not complete, however; Ulder's apprentice, a young crypt lady named Yvestil, escaped and swore vengeance. Woodarbor still wonders what happened to the apprentice and is unaware of her prominence among Glivid-Autel's necromancers.

Since his battle with Ulder, Woodarbor has been assigned to the Behjurian Vigil in Mithril, but is often assigned to difficult missions on the Plains of Lede, in the Kelders or along the Cordrada Corridor. He knows that Mithril is a critical city in eastern Ghelspad's defense against the titanspawn, so despite his differences with Corean's paladins (whose rigid and lawful natures he finds overly restrictive and unimaginative), he continues to serve with courage and loyalty, though the Dark Motak medallion's dreams and visions continually plague him.

In addition, Woodarbor has begun to reconsider his own faith and his devotion to Tanil. His people, from Vesh's wild regions, where titan worship was strongest, continue to revere Denev, and his family disapproves of his worshiping Tanil since joining the Vigils. Though he has not renounced the Huntress, Lilly Weedspawn

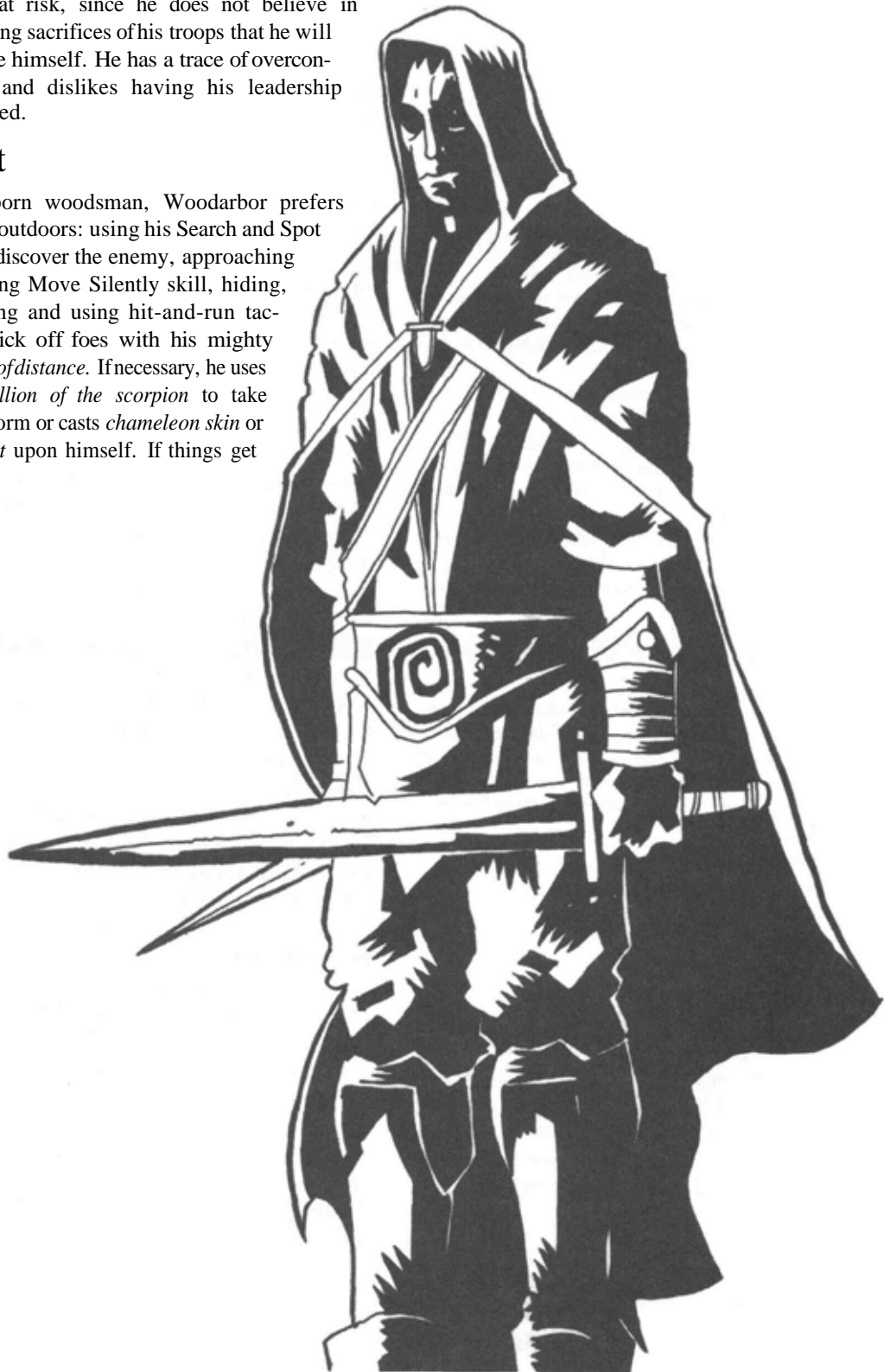
Woodarbor has had second thoughts about his faith and, more disturbing, his mission. The call of neutrality is soft but persistent, and both Vesh and the Vigils' goals seem less significant to him than they once were.

Roleplaying

Woodarbor — young, honest and somewhat brash — is a skilled leader, but has a tendency to put himself at risk, since he does not believe in demanding sacrifices of his troops that he will not make himself. He has a trace of overconfidence and dislikes having his leadership questioned.

Combat

A born woodsman, Woodarbor prefers fighting outdoors: using his Search and Spot skills to discover the enemy, approaching them using Move Silently skill, hiding, ambushing and using hit-and-run tactics to pick off foes with his mighty *longbow of distance*. If necessary, he uses his *medallion of the scorpion* to take shadow form or casts *chameleon skin* or *rabbit feet* upon himself. If things get



Yugman the Sage

Class/Level: Wizard 25

Sex/Race: Male human (?)

Height/Weight: 4'6"/80 lbs.

Challenge Rating: 25

Hit Points: ??

Initiative: +1 (+1 Dex)

Speed: 20 ft.

Armor Class: 24 (+1 Dex, +8 *scarlet robe of the archmagi*, +5 *ring of protection*)

Attack: +B/+7/+1 melee

Damage: 1d4 (dagger)

Special Attacks: Spellcasting

Special Qualities: Future Echoes, Permanent Spells

Alignment: Chaotic neutral

Saves: Fort+?, Ref+<?, Will+1?

Abilities: Str 10, Dex 12, Con 12, Int 25, Wis 20, **Cha 12**

Skills: Alchemy +5, Appraise +6, Bluff +5, Concentration +15, Jump +2, Knowledge (arcane) +28, Knowledge (geography) +20, Knowledge (history) +28, Knowledge (planes) +28, Knowledge (religion) +20, Knowledge (Scarn) +20, Listen +5, Move Silently +2, Scry+28, Search +20, Sense Motive+20, Spellcraft +28, Spot +18

Feats: Craft Staff, Craft Wand, Empower Spell, Enlarge Spell, Extend Spell, ForgeRing, Heighten Spell, Maximize Spell, Quicken Spell, Scribe Scroll, Silent Spell, Spell Focus (evocation), Spell Mastery (x2), Spell Penetration (evocation), Still Spell

Future Echoes (Su): This unique power literally allows Yugman to see into the future. He cannot be surprised and can take one free full action before any encounter begins. Additionally, Yugman always wins initiative in any battle.

Example: A demon teleports into Yugman's tower to attack him. As his free action, Yugman could do anything he chooses (it occurs before combat begins): teleport away, cast a protective spell, strategically position a device or weapon — any number of things! When combat begins, Yugman automatically wins the initiative and can attack as he chooses. Only a deity's direct intervention can prevent Yugman's free full action.

Permanent Spells (Sp): Yugman has cast the following spells on himself along with the permanency spell, so they are always in effect unless dispelled: *comprehend languages*, *darkvision*, *detect magic*, *protection from arrows*, *read magic*, *see invisibility* and *tongues*.

Possessions: *Ring of fire elemental command*, +5 *ring of protection*, *staff of the magi*, *Scarlet Robe of the Archmagi*. In addition, Yugman stores vast wealth and numerous unusual items in his tower, although no one has yet seen or cataloged the contents.

Wizard Spells Prepared (4/6/6/6/5/5/5/5/4/4):

0 — *Clean*", *detect magic*, *light*, *resistance*

1st — *Arrow charm*", *identify*, *magic missile*, *magic weapon*, *ray of enfeeblement*, *Salamar's quiet contemplation*"

2nd — *Blazing shield*", *blur*, *Enkili's prank*", *fog cloud*, *Melf's acid arrow*, *mirror image*

3rd — *Fireball*, *flame arrow*, *fly*, *haste*, *mind raid*", *slow*

4th — *Bottomless pit*", *confusion*, *polymorph other*, *Tevikk's creeping eye*", *wall of fire*

5th — *Cone of cold*, *doomwail*", *Mord's faithful hound*, *pillar of attraction/repulsion*", *wall of iron*

6th — *Antimagic field*, *Enkili's lightning storm*", *eyebite*, *flesh to stone*, *legend lore*

7th — *Bigby's grasping hand*, *daggers of Vaul*", *delayed blast fireball*, *forcecage*, *freezing curse*"

8th — *Bigby's clenched fist*, *greater circle of seeing*", *rapid journey*", *widdershins*"

?th — *Bigby's crushing hand*, *imprisonment*, *Mord's disjunction*, *shapechange*

GM Note: Yugman may access virtually every spell. The above list reflects his particular favorites.

Background

Yugman the Sage is an enigma: strange, unpredictable and eccentric. Everyone hates, fears and/or respects him. Those who do not respect Yugman at least have the good sense to fear him, and those who don't fear him are (at least in Yugman's own opinion) fools.

The old sage has inspired numerous rumors that he is actually an ancient dragon polymorphed into human form. Or that he guards an ancient power older than even the titans. Or that he is Enkili the Trickster's favored servant. Or that he crafted his tower from the bones of dragons that he himself had slain. Or that he is not actually human but instead the God of Time who lived before the titans and will surely outlive the gods! Where Yugman goes, myth and speculation follow.

Certainly, Yugman is very old. He has seen the titans come and go and has seen their powers tear the world apart. No one knows if "Yugman" is his given name or his family's name, if he had one. He has dwelt in his tower for as long as anyone can remember. Yugman is quite possibly the oldest mortal on Scarn — possibly even older than the gods, though he won't discuss the matter.

Yugman's expertise encompasses wild magic, chaotic energies, magical theorems and strange artifacts. Renowned and somewhat reviled among the magical community for his radical ideas, Yugman has nevertheless earned his peers' respect; magical colleges and priesthoods carefully review and inspect his pronouncements. Which is not to say that Yugman is infallible or well-liked. Legend has it that a mysterious, magical aura once appeared around Yugman's tower and instantly dispelled all magic within 1,000 miles. While he issued a quiet apology for the incident, he offered no explanation. Another legend says that, during the Titanswar, even the titans left Yugman alone; no one seems to want to know why.

The sage could easily be mistaken for a dwarf being to his diminutive stature and extreme age. He wears brilliant gold-embroidered vermilion robes, purple curly toed slippers and a golden tasseled belt. His skin is a rich coffee color; his face, sharp and wizened, sports bushy eyebrows, beady black eyes and a long nose. Normally, he wears a monocle on a long silver chain — perhaps it is merely an affectation, as he seems to see well without it, or perhaps it is some kind of magical lens with an as-yet-unknown power. A tangled shock of pure white hair crowns Yugman's

head, which he covers with velvet caps and hats, the most outrageous of which is a purple-and-gold night-cap, with a long tassel hanging almost to his feet and featuring a golden pom-pom on the end.

Yugman's lone white tower is located in the Fouled Forest's southern region. Visible for miles, the tower's conical copper roof blazes in the sunlight above a viewing platform that supports a golden telescope pointed at the heavens. On cool summer evenings, witnesses have seen Yugman on the platform, gazing at the stars, scrawling notes or even ranting madly at the skies. One visitor to the tower said Yugman has a room filled with a great clockwork device that is measuring the alignment of the stars and slowly counting down to zero, but for what purpose, the visitor could not guess.

People who have encountered Yugman report that he sees into both the past and the future. As a result, chromancers and those who study time frequently seek audiences with Yugman, who delivers stern warnings about altering the flow of history. Those who ignored his warnings invariably met with horrible fates, so his advice is usually heeded. Archmage Chancellor Nerith Alia of the Phylacteric Vault has recently forged an alliance with Yugman to further the Vault's knowledge of time. The arrangement's stability is questionable, considering Yugman's infamous capriciousness, but he has so far been a good friend to the Vault, helping the chancellor navigate chronomancy's trickier aspects.

His frequent fact-finding missions bear out Yugman's affinity for the Ukrudan Desert. Some conjecture his real home lies somewhere within its vast and treacherous sands. Devastated by sorcery, blasted by heat and filled with treacherous eddies of magic, the Ukrudan complements Yugman's personality.

Roleplaying Notes

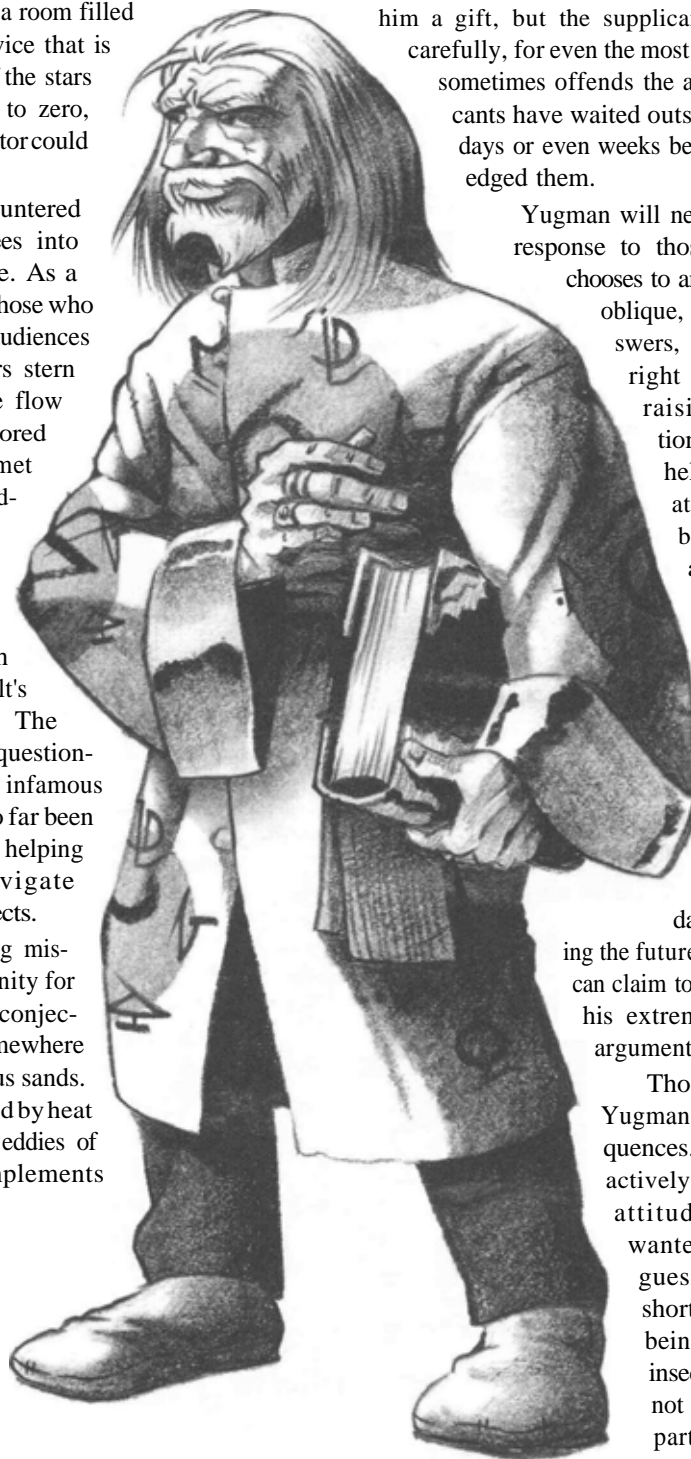
Yugman, strange and unpredictable, is irreverent, disrespectful and often rude. Although he appears human, his true nature

may be something quite different. Yugman serves best as a plot device, giving characters missions or dispatching them on quests; his quirky ways and strange mannerisms also offer comic relief. Though above mundane earthly politics, he does take an interest in the actions of the world. Any adventuring group in his vicinity will eventually attract his attention, possibly gaining his favor in the process. He may enjoy leading them astray or helping them as he sees fit. His mind is his own—as complex, aloof, involved or devious as a GM chooses to make him.

Any seeking Yugman's aid must first bring him a gift, but the supplicant should choose carefully, for even the most priceless treasure sometimes offends the aged sage. Suppliants have waited outside his tower for days or even weeks before he acknowledged them.

Yugman will never give a direct response to those questions he chooses to answer. He favors oblique, often vague answers, pointing in the right direction while raising more questions. Sometimes his help is so deliberately cryptic as to be almost useless; at other times, he may reveal a fragment of future truth that is only evident in hindsight. If asked to explain his replies' obscurity, Yugman usually cites the dangers of revealing the future too clearly. Few can claim to fully understand his extremely convoluted arguments.

Those who annoy Yugman risk dire consequences. While he is not actively malicious, his attitude toward unwanted and/or rude guests is that of a short-tempered man being harassed by an insect. If intruders do not voluntarily depart, Yugman will



torment the unwelcome with illusions, infestations of vermin, loud noises and lights and other "encouragements." As a last resort, Yugman will summon powerful monsters to drive undesired supplicants away from his tower.

Permanent versions of such spells as *alarm*, *dancing lights* and *ghost sound* surround Yugman's tower. *Permanent walls of fire* and *force* also surround his tower, but can be turned on and off at Yugman's discretion, though no one knows exactly how.

Yugman's tendency to manipulate others, for no other reason than his own amusement, reveals his capricious nature. He gleefully embroils adventurers in dangerous missions in exchange for answers to their questions, but these deadly adventures often have positive outcomes—wealth, power, knowledge and so on — which suggests that Yugman is not always sadistic. Still, some perilous quests have led to tragedy, wiping out entire adventuring parties.

Yugman owns well-tended townhouses in many cities, but has not visited any of them in decades. The dwarves of Burok Torn highly respect Yugman, and he enjoys celebrity status there. The dwarves craft him something special every few years to show their appreciation, though what he did to earn this tribute is unknown to outsiders and the dwarves' guarded secret.

Yugman defies quantification. He favors no particular person, nation or faction on Ghelspad, besides perhaps himself. His shifting loyalties are unreliable, as are his morals. He has assisted the dark powers as frequently as the light; as Yugman once said to a visitor, "Gold is the same color no matter who spends it." Indeed, Yugman does not see the world in terms of black and white, but in a color of his own choosing.

Yugman continues his contemplation of the outside world, and for its part the world never runs out of questions for him. God or madman, Yugman is clearly waiting, but for what or whom only time will tell.

Combat

Anyone foolish enough to attack Yugman will discover that he always knows them and their intentions well before they act. He always anticipates spells or weapons brought against him, so no one has attempted a direct assault against him in nearly a century. During the last known siege of Yugman's tower, a high gorgon led an army of magically controlled vengauraks. As his foe approached, Yugman appeared on his tower, nodded his head briefly, then watched in fascination as the vengauraks broke free of their magical restraints and tore their master to pieces.

Despite his irascible nature and occasional cruel streak, Yugman does not enjoy killing people and dispatches his foes only when absolutely necessary. He usually delivers more symbolic punishments, such as magically transporting his foes to faraway lands, transforming them into animals or forcing them into his service for a time.

Mqjor Artifact

Scarlet Robe of the Archmagi

Description: This red velvet robe features swirling golden runes and images of fantastic creatures that seem to move on their own.

Powers: The origin and creator of this unique magic item is known to no one, except possibly Yugman, who always becomes evasive on the subject. The *Scarlet Robe* gives its wearer the following powers:

- +8 to AC
- +2 to all Saving Throws
- Spell Resistance 20
- Damage Resistance 30/+5

Weight: 20 lb.

Yugman's Damage Deflection

Transfers *damage from attacks back to the attacker.*

Transmutation

Level: Sor/Wiz 7

Components: V, S, M

Casting Time: 1 action

Range: Personal

Duration: 1 round/5 levels

Saving Throw: None (special)

Spell Resistance: No

Description

Yugman created this spell not only to confer some immunity to melee attacks and spells, but also to give such protective enchantments a real sting.

Spell Effect

This spell creates an invisible field of force around the caster, protecting him against melee attacks, spellcasting damage and any other form of non-area-effect attack directed at the caster (i.e., this spell will affect a *magic missile*, but not a *fireball*, which is an area-effect spell).

When the caster takes damage from such an attack, he must make a Will save (DC equal to the

THE WISE AND THE WICKED

attacker's level). If the caster's roll succeeds, the attacker then makes a Will save (DC equal to the caster's level). If both rolls are successful, no damage is inflicted on either party. If the caster's roll is a success but the attacker's is a failure, then all damage that the caster would have taken from the attack is instantly transferred back to the attacker.

Arcane Material Component: Finely powdered silver dust.

Yugman's Boon

AMows a person to store a number of spells of Yugman's choosing.

Evocation

Level: Sor/Wiz 8

Components: V, S, M

Casting Time: 1 full round

Range: Touch

Target: Creature touched

Duration: Until discharged

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

Description

This spell allows Yugman to confer some of his spellcasting abilities on others. He is presently the only mage in the Scarred Lands who knows this spell.

Spell Effect

If Yugman's *boon* is successfully cast, the target is able to store any further spells originating from the caster. Any spells cast upon the target within the limits listed below do not take effect. The spells are instead stored in the target and can be used whenever the target needs them, normally by use of a command word selected by the caster. If the target isn't familiar with the spells stored, there is a chance of mishap (e.g., a barbarian may foolishly cast a *fireball* spell in an enclosed area).

All spell slots used are lost from Yugman's memory until the target casts them, at which time they become available to him again. All spells take effect at

the level of the original caster (25th in Yugman's case).

The maximum number of spell levels stored cannot exceed more than half the spellcaster's level (12 spell levels for Yugman). No single spell can exceed half the caster's spellcasting level (4th level spells for Yugman). The maximum level of the stored spells cannot exceed half the target's Intelligence score (e.g., a character with an Intelligence of 14 could store a maximum of 7th level spells).

Arcane Material Component: Crystal rod of no less than 2,000 gp in value.

Yugman's Blazing Retribution

Sends a torrent of wildfire upon a target that Yugman can see or scry.

Evocation [Fire]

Level: Sor/Wiz 8

Components: V, S, M, F

Casting Time: 1 full round

Range: Unlimited

Target, Effect or Area: One 10-foot cube/level

Duration: Instantaneous

Saving Throw: Reflex (half)

Spell Resistance: Yes

Description

Only Yugman knows this unique spell. It allows him to strike at his enemies across vast distances. He rarely uses it to kill, preferring instead to injure and so discourage those who have annoyed him.

Spell Effect

This spell calls forth a torrent of swirling flames upon any individual that the target can see or scry, inflicting 1d6 points of fire damage per caster level, to a maximum of 20d6. Yugman alone comprehends this special form of magical fire, and spells that protect against normal fire confer no protection.

Arcane Material Components: Ornate brass censor (designed to harness wildfire) and an assortment of jewels at least 1,000 gp in value per casting.

Mistress Yvestil, Crypt Lady of Glivid-Autel

Class/Level: Wizard5/CryptLord9

Sex/Race: Female human

Height/Weight: 5' 7"/141 lbs.

Challenge Rating: 14

Hit Points: 53

Initiative: +3 (+3 Dex)

Speed: 30 ft.

Armor Class: 20 (+3 Dex, +2 natural armor, +5 *robe of the netherworlds*)

Attack: +6 melee or +9 ranged

Damage: 1d6+1 (quarterstaff) or 1d8 (crossbow)

Special Attacks: Rebuke Undead, Spells

Special Qualities: Create Undead, Immunity, Natural Armor, Raise Dead, Undead Appearance

Alignment: Neutral evil

Saves: Fort +7, Ref +7, Will +12

Abilities: Str 10, Dex 16, Con 13, Int 18, Wis 14, **Cha 11**

Skills: Alchemy +17, Concentration +17, Craft (pottery) +8, Intimidate +8, Knowledge (arcane) +17, Knowledge (Glivid-Autel) +6, Knowledge (religion: Belsameth) +8, Knowledge (undead) +17, Profession (tanner) +7, Scry +17, Spellcraft +17

Feats: Combat Casting, Craft Wondrous Item, Great Fortitude, Maximize Spell, Scribe Scroll, Spell Focus (necromancy), Spell Mastery (*finger of death*, *fly*, *magic missile*, *multiplicity*), Spell Penetration

Create Undead (Su): Creates one undead with a Challenge Rating less than 10.

Energy Drain Immunity (Su): Yvestil is no longer subject to energy drain or ability damage from undead attacks or necromantic spells.

Extended Necromancy (Su): Body-modifying transmutation spells may be taken as necromancy spells.

Natural Armor (Su): +2 to natural AC.

Raise the Dead (Su): Yvestil may raise dead as skeletons and/or zombies for nine hours, once per day.

Rebuke Undead (Su): Yvestil can rebuke undead once per day.

Undead Appearance (Su): Yvestil appears as undead to undead creatures.

Possessions: Bone dagger, masterwork light crossbow, crystal ball, +1 *quarterstaff*, *robe of the netherworlds*, *canopic urn of the undead**, 50 bolts, backpack with waterskin, three days' trail rations, bedroll, sack, flint and steel, 10 candles, map case, three pages of parchment, ink, ink pen, spell component pouch, spellbook.

Wizard Spells Prepared (5/7/7/7/7/5/4/4):

0 — *Daze*, *disrupt undead*, *Flare*, *ray of frost*, *resistance*

1st — *Cause fear*, *chill touch*, *hold portal*, *mage armor*, *magic missile*, *ray of enfeeblement*, *sleep*

2nd — *Blazing shield*, *blindness*, *ghoul touch*, *phantom's howl**, *scare*, *sleep of the dead**, *spectral hand*

3rd — *Armor of undeath**, *Dar'Tan's shadow bolt**, *fly*, *hold person*, *shadow touch**, *summon monster 111*, *vampiric touch*

4th — *Belsameth's strife**, *contagion*, *enervation*, *Evard's black tentacles*, *fear*, *remove resistance*, *zombie form**

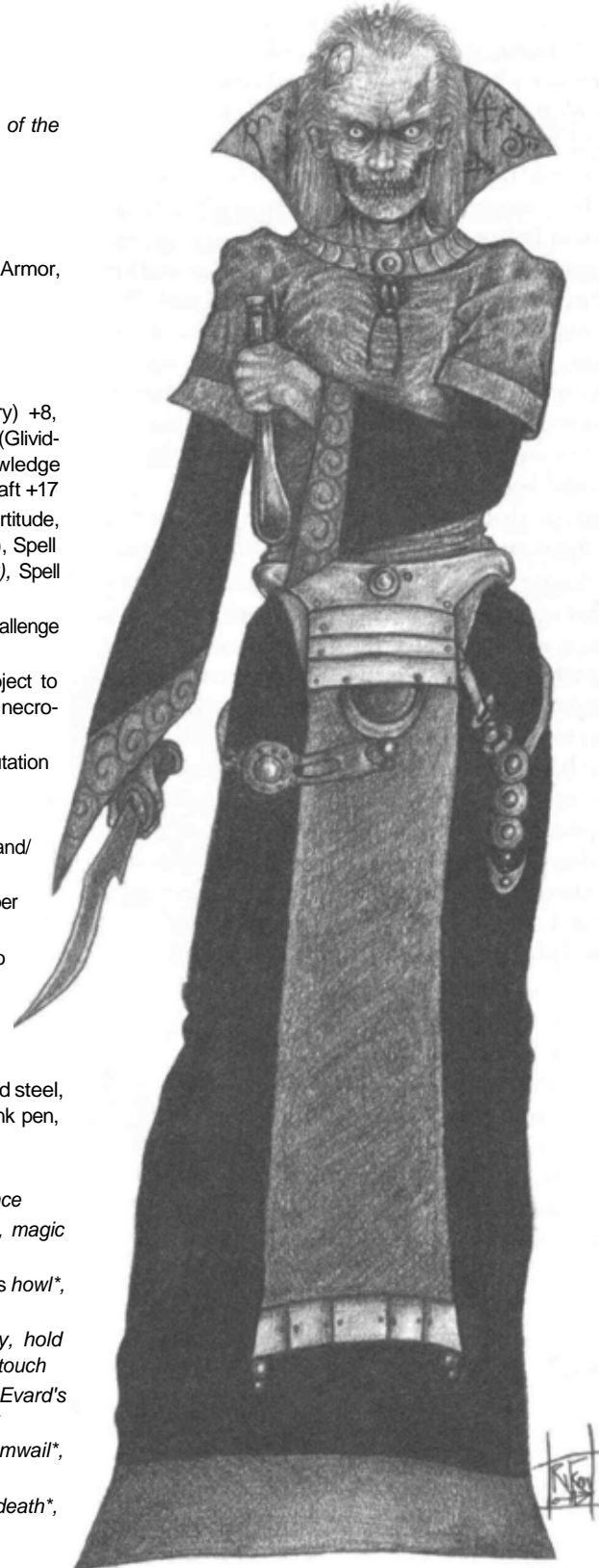
5th — *Animate dead*, *Bigby's interposing hand*, *doomwail**, *multiplicity**, *wall of force*

6th — *Circle of death*, *death blade**, *declaration of death**, *repulsion*

7th — *Finger of death*, *sever*, *sou/strike**, *teleport without error*

Background

Beneath the streets of Glivid-Autel, Ghelspad's most twisted necromancers practice their ancient



craft of death. Yet while they work their foul arts, the necromancers remain alive and thus apart from their studies' object. Most of these necromancers are mere dabblers compared with those who embrace undeath itself: the loathsome and repellent crypt lords.

Mistress Yvestil, cryptlady of Glivid-Autel, is known throughout the necropolis as an especially ambitious worker in the black arts of death, for her craft is highly specialized. Not only has she made necromancy her life's work, but her keenest interests lie within the purview of human sacrifice. Mistress Yvestil has broken new ground in this field for which she has earned great renown amongst her peers.

Her priestess-mother taught the young Yvestil the rituals of Belsameth. At a mere four years of age, the precocious Yvestil fully qualified as an acolyte, and her mother prepared her for induction into the faith. But one night, after completing the Sacrament of the Eclipse, the child Yvestil looked upon the waning moon and beheld a cryptic vision: she saw herself transformed into an incarnation of undeath and felt the negative energies of the cosmos coursing through her immortal body. The child, far more intelligent and dangerous than many adults, decided to shun the priesthood and instead take up life as a necromancer.

Seeing her daughter's determination, Yvestil's mother agreed and hired several accomplished necromancers as tutors. The little girl immediately took to her studies; by the age of 10, she had become a full-fledged necromancer. When sufficiently powerful, she began to pursue the crypt lord's path. Since then, her power has grown swiftly—some would say unnaturally—winning the enmity of her many lesser colleagues. The price of her power is considerable, however; Yvestil has clearly lost much of her humanity, transforming into a pale, skeletally thin creature with parchmentlike flesh and hollow, green-glowing eyes. The fulfillment of her childhood vision approaches.

Much of Mistress Yvestil's black art involves virgin and other innocent creatures' sacrifices, along with the preservation of their bodily fluids, organs and limbs in specially prepared urns, vases, canopic jars and other arcane containers. As a result, Yvestil has become skilled at pottery, creating her own containers to suit her needs. Similarly, she has become a skilled tanner and leatherworker; she can thus cure those specimens that she must preserve. She favors human and dwarven skin when binding her many books.

Roleplaying Notes

Like her familiar, the venomous snake Eboe, Mistress Yvestil prefers to strike at her enemies from hiding, whether those enemies are rival necromancers or foes beyond her city's walls, such as her nemesis Ariniel, the Swan Knight of Ghelspad. Evil in a manner that would make her patron deity proud, Yvestil gleefully preys upon the weak while avoiding or crippling the strong. When pressed or cornered she flees rather than fights. She knows that one day soon, when she achieves true lichdom, she will make her power known to all who oppose her.

Combat

The above-listed spells are those Yvestil normally prepares when venturing beyond Glivid-Autel's walls. Like many Glividian necromancers, Yvestil only leaves the city in the company of powerful guardians, such as Glividian henchman-fighters or summoned outsiders. Before exposing herself to the dangers that lie outside Glivid-Autel, Yvestil will cast the following defensive spells upon herself: *resistance*, *mage armor* and *repulsion*. In battle, she lets her fighters and monsters take the brunt of any attack, holding back and casting powerful death spells from the safety of rear ranks.

Zarra

Class/Level: Barbarian 7/Sorcerer 3

Sex/Race: Female human

Height/Weight: 6'10"/240 lbs.

Challenge Rating: 10

Hit Points: 93

Initiative: +2 (+2 Dex)

Speed: 40 ft.

Armor Class: 19 (+2 Dex, +7 *mantle of the ice bear*)

Attack: +7/+7/+2/+1 melee (*Irontusk*)

Damage: 1d8+6/1d8+6 (*Irontusk*)

Special Attacks: Spells, rage

Special Qualities: Fast Movement, Uncanny Dodge

Alignment: Chaotic good

Saves: Fort+10, Ref+5, Will+7

Abilities: Str 17, Dex 15, Con 19, Int 15, Wis 14, Cha 17

Skills: Climb +13, Intimidate +11, Intuit Direction +12, Jump +11, Gather Information +11, Ride +10, Listen +10, and Wilderness Lore +8

Feats: Alertness, Ambidexterity, Exotic Weapon Proficiency (two-bladed sword), Two-Weapon Fighting, Leadership

Fast Movement (Ex): Zarra's base movement rate is 40 ft.

Rage (Ex): Zarra can rage twice per day, temporarily gaining +4 to Strength, +4 to Constitution and a +2 morale bonus on Will saves but -2 to her AC. The rage lasts up to three rounds, and Zarra is fatigued when it ends.

Uncanny Dodge (Ex): Zarra retains her Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker and can no longer be flanked.

Possessions: *Irontusk*, *mantle of the ice bear**, *icewrack dragon tattoo**.

Sorcerer Spells Known (6/6):

0 — *Chill/warmth*, *daze*, *detect magic*, *open/close*, *read magic*

1st — *Chameleon skin*, *rabbit feet**, *spider climb*

Background

When a child, Zarra, a member of the Albadian Icewrack tribe, witnessed constant wars with ores, trolls and goblinoid tribes. When at age 10 she took up a club and defended her tribal encampment, slaying three ferals in single combat, her elders knew that she was destined for greatness.

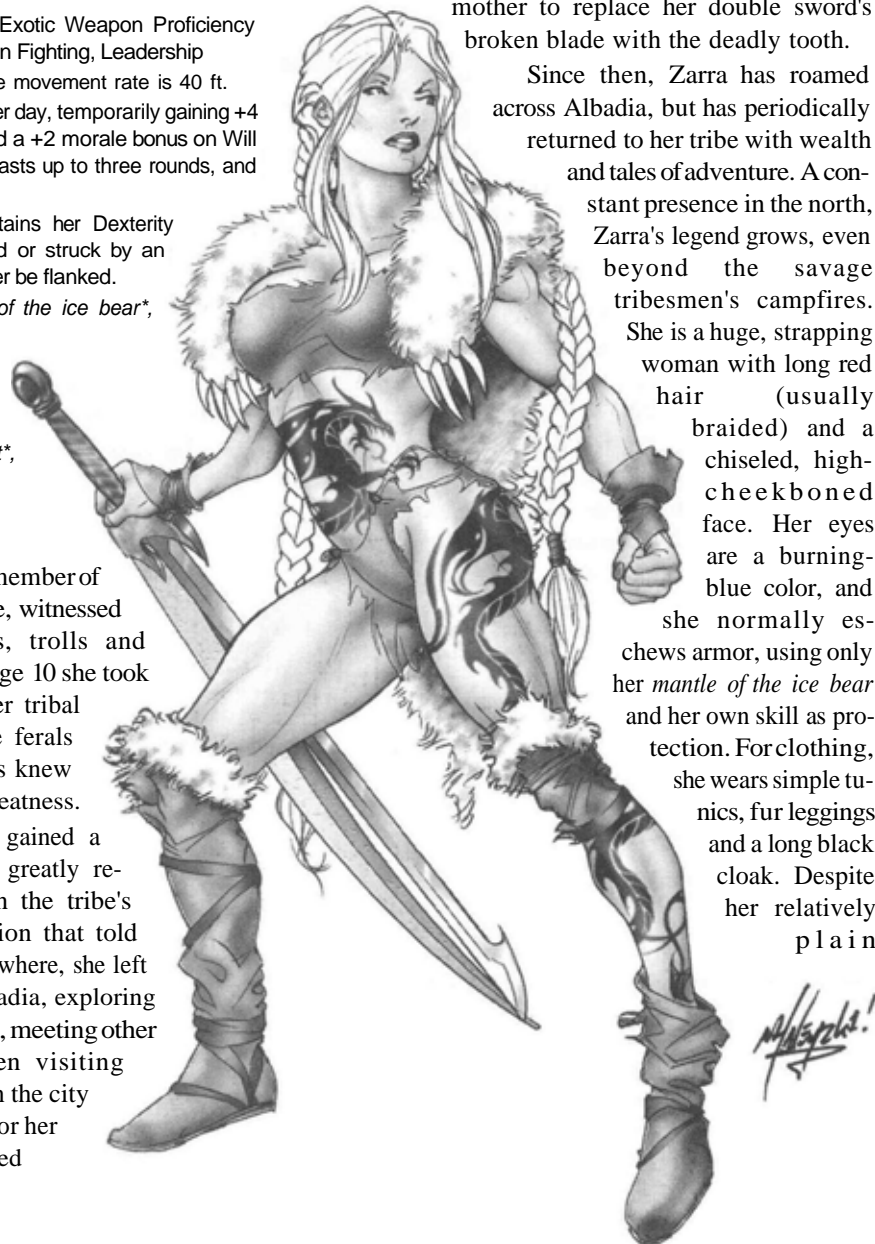
Over the years Zarra gained a fierce reputation and was greatly respected by her kin. When the tribe's ancient shaman had a vision that told him Zarra's destiny laid elsewhere, she left her tribe and wandered Albadia, exploring the Titanshorne Mountains, meeting other northland tribes and even visiting Albadia's southern cities. In the city of Yorek a chieftain asked for her aid. An iron tusker plagued his lands, and he begged her to end the beast's

reign. Agreeing, Zarra tracked the beast and defeated it in combat, but not before breaking one of her sword's blades and suffering grievous wounds.

Yorek's chieftain ordered his healers to tend to her wounds and sent messengers to find her kinsmen and tell them of her bravery. After several weeks abed, delirious and close to death on several occasions, Zarra's wound finally healed, leaving a fearful scar that stretched from her right shoulder down to her hip.

Soon after, Icewrack tribesmen arrived, led by Zarra's own mother, now an old and respected wise woman. To conceal the scar her mother inscribed an icewrack dragon tattoo upon her flesh that began at her ankle, wound up her leg and around her back and ended at her right shoulder. Yorek's chieftain rewarded Zarra with one of the slain monster's tusks, and a tribal blacksmith worked with Zarra's mother to replace her double sword's broken blade with the deadly tooth.

Since then, Zarra has roamed across Albadia, but has periodically returned to her tribe with wealth and tales of adventure. A constant presence in the north, Zarra's legend grows, even beyond the savage tribesmen's campfires. She is a huge, strapping woman with long red hair (usually braided) and a chiseled, high-cheekboned face. Her eyes are a burning-blue color, and she normally eschews armor, using only her *mantle of the ice bear* and her own skill as protection. For clothing, she wears simple tunics, fur leggings and a long black cloak. Despite her relatively plain



Icewrack Dragon Tattoo, Rank 9

Description: This tattoo is one of a powerful and majestic icewrack dragon, starting from her lower leg and winding up past her thigh and over the scar on her right side.

Powers: This tattoo grants Zarra a +4 bonus to Strength, Constitution and Charisma and provides protection as a major ring of *ekment* resistance (*cold*). Outside of Albadia's cold climate, however, the tattoo causes Zarra to feel uncomfortably warm, causing a -3 situational penalty to all rolls.

Caster Level: 8th

Prerequisites: Inscribe Magical Tattoo, *bull's strength*, *endurance*, *commanding presence*

demeanor, Zarra's inner strength makes the sternest ore chieftain or troll warrior pause thoughtfully before fighting her, and her considerable charisma makes Zarra a natural leader of both her tribe and her nation.

Roleplaying Notes

Zarra is a huge, fearsome-looking woman who does not shun combat and retains an innate sense of justice and mercy. She will help travelers in need, find lost companions, rescue kidnap victims, help guard wayfarers and more. Though friendly, she has little use for the trappings of foreign nations, preferring a leather jack of ale and a huge joint of meat to wine and civilized delicacies. Her stock of songs is

Iron tusk

Description: This +3 *keen two-bladed sword of wounding* consists of one well-made blade and the tusk from an iron tusker. The iron tusker blade curves out slightly. The wooden grip is of high craftsmanship, ornately carved and wrapped in the hide of the slain tusker.

Powers: In addition to the powers listed above, the weapon grants the wielder the Improved Two-Weapon and Combat Reflexes feats.

Caster Level: 10th

Prerequisites: Craft Magic Arms and Armor, *keen edge*, *Mord's magic sword*

Market Price: 80,700 gp

Cost to Create: 40,350 gp + 3,228 XP

Weight: 20 lb.

considerable, but she is no bard, and her singing voice leaves much to be desired — a fact that few of her friends have the heart to tell her.

Combat

Zarra is a fierce warrior, with a barbarian's combat skills and a sorceress' spells. She will defend anybody who asks for her aid, and her combat tactics are anything but subtle. She invariably wades into battle without hesitation, swinging her double-bladed sword as though it weighed no more than a toothpick, and never allows evil opponents to escape. She is especially fond of slaying trolls, who were one of her people's crudest and most persistent foes when she was a child.

Appendix

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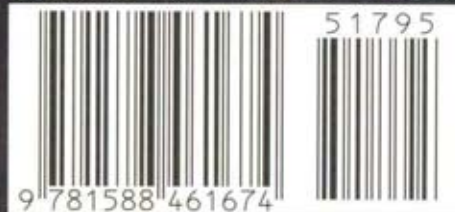
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