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THE PENUMBRAL PENTAGON



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SCARRED LANDS

THE PENUMBRAL PENTAGON

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THE PENUMBRAL PENTAGON

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Introduction

The Penumbral Pentagon had its earliest origins in the great war against the Slarecians, when the titans and the gods actually stood together for a time. The mysterious Slarecians had powers that rivaled even the gods, and may even have been Scarn's earliest inhabitants. Along with their minions, the Slarecians perpetrated the ultimate outrage upon the gods—kidnapping the goddess Drendari and tearing from her the secrets of shadow magic.

Though the kidnapping of Drendari was one of many Slarecian triumphs, the ancient ones overplayed their hand when they passed the secrets of shadow to their servants, the Penumbral Lords. Betrayed, the Slarecians were defeated and driven from Scarn, while their treacherous penumbral students lived on to trouble gods and titans alike.

The most infamous incident in the history of the Penumbral Lords came when the most powerful of their number, the five lords called the Penumbral Pentagon, tried to take over the city of Mithril. Most of the Pentagon perished in the effort, but their leader, the dark elf Dar'Tan, escaped into the Kelder Mountains. There, he and his surviving followers set

to building the Penumbral Fortress, the ultimate citadel of shadow in the Scarred Lands.

This volume is the first to deal with the most mysterious of the many secret organizations in the Scarred Lands. Here, you will find full information on Dar'Tan and his new followers, the motley collection of villains who make up the reborn Penumbral Pentagon. Here, too, you will learn the secrets of the labyrinthine depths of the Penumbral Fortress and its fell inhabitants. Also, this volume reveals new secrets of shadow magic and details on the creatures who serve Dar'Tan. Finally, this book also provides game masters with introductory adventures that will allow player characters to begin their investigation of the Penumbral Pentagon.

The Penumbral Pentagon represents a potent group—one that reveres neither gods nor titans, but instead follows the path of shadow. Dar'Tan himself remains a figure of terror in Mithril and elsewhere, and to this day few know whether or not he still lives. With this book, you can add the Penumbral Pentagon to any ongoing campaign and allow your players to confront the evil that lurks in the deepest shadows.

Anthony Pryor, Developer
Sword and Sorcery Studio

Chapter One: The History of the Penumbra Pentagon

The world began in darkness. There was a first light, a first star, a first dawn. The world will end in darkness, too. The last light will go out, and the sun will set for the final time.

Most followers of darkness pay attention to the first darkness, yearning nostalgically for the conditions they imagine must have prevailed. They regard the well-lit present with resentment, and they envy the light its ability to actively banish the darkness. Darkness, after all, must depend passively on other forces to extinguish light. Further, most of those who worship darkness live in complex self-deception, for there are no authentic voices from the times before light to tell what it was really like then. They've poured their own hopes and fears into the historical void.

The Slarecians who created the Penumbra Pentagon had something different in mind. They too yearned for the end of the light, but they set their hopes on the unknown future rather than the unknown past. And they understood that passive waiting, no matter how broodingly intense, would not suffice. They decided to turn their opponents' own weapons against them, laying out a master plan by which every force associated with light would unwittingly reveal the secrets necessary for destroying itself. The world is vast and light has many allies, but each triumph gives the devotees of the final darkness reason to hope.

The Birth of the Shadow

The history of the Penumbral Pentagon cannot be completely established. Many important facts lie buried in the minds of a chosen few, and they do not share what they know. Nor are they entirely honest with themselves. It takes a certain bravado to dream of plunging every light into darkness, a willingness to dream on the epic scale and to regard all obstacles as surmountable. This determination isn't entirely compatible with honest self-appraisal, and the masters of shadow often lie to themselves as well as to others, to suppress old pains and humiliations. This is the account of everything a contemporary seeker of the truth could find out, and somewhat more.

The First Victim: Drendari

Shadow is the darkness closest to light: it is the darkness that light creates — in anticipation of its own final destruction, so say the followers of darkness. The Slarecians dedicated to the last darkness therefore decided to begin with shadow, and with its goddess. Drendari is one of the daughters of Enkili, the god of chaos, and the Slarecians' disciples sometimes speculate that this also influenced the choice of first victim. Certainly the Slarecians regarded the gods as more serious opponents than the titans. The Slarecians had no love and little use for the titans, but felt that these elder beings could be manipulated and discarded as the Slarecians wished, while the gods — new, growing beings looking into the future just as the darkness

worshippers did — needed to fall before they became a genuine threat to Slarecian plans.

By the time the darkness worshippers made their move, the Slarecian race was already in serious trouble. Poor planning and worse luck brought them into conflict with both the titans and the gods, and — worse yet — on terms that led the two groups of puissant immortals to form at least temporary working alliances against their common Slarecian foes. In spite of this hopelessly unfortunate turn of events, the darkness worshippers hoped against all hope that they might create new weapons during the course of the conflict that could shift the balance of power. More likely, they thought, they could lay the foundations for a great army of followers and then wait for more favorable conditions.

Slarecian emissaries traveled secretly among the "Mystery Races" — humans, dwarves, elves and halflings — in search of potential recruits. They identified sorcerers with the aptitude for great magic and masters of other paths who could guard and assist the sorcerers. The Slarecians promised them the means by which they could strike back at the gods themselves, in revenge for various offenses both real and imagined. With their first cabals in place, it was then time for the shadow worshippers to act.

Imprisoning a god is not an easy task. Indeed, it is not possible at all for most mortals, since gods exist on an extra-planar scale that no mortal sense can follow nor mortal mind comprehend. The fact that the Slarecians succeeded in tracking down Drendari



and capturing her testifies to their highly unusual nature. Particularly astute followers among the mystery races sometimes wondered about the nature of their strange Slarecian patrons, but such curious seekers learned quickly enough that pressing any such inquiry impacts negatively on one's prospects for long-term health and well-being.

The Slarecians did, somehow, capture Drendari. All they ever told their disciples is that they lured her with the chance to learn something important and then made sure she couldn't leave. Some claim that the Slarecians lured Drendari into their clutches by promising to tell her secrets of power, perhaps about her true ancestry or some important prophecy. Others theorize that Drendari actually approached the Slarecians voluntarily, possibly as an emissary of the gods, hoping to head off conflict or gather information. Drendari herself does not answer questions about the experience.

For whatever reason (or reasons), Drendari fell into Slarecian hands, and she stayed there for untold years of torment. As the Mistress of Shadow, she is intimately connected to all the forms of darkness that light creates, and the Slarecians scoured her very soul for the secret sources of Shadow's power. They ripped apart her identity and isolated her power from the sense of self that defined them as a part of herself. A hint of her nature has always lurked in every shadow, but what the Slarecians extracted then was quite unlike any shadow seen in the world since Drendari's birth. They then worked with these bizarre new shadows without intending to develop an altogether new form of magic.

The First Students: The Eyes in the Night

Though the dispassionate Slarecians showed no interest in evocative or impressive nomenclature, their students among the other sentient races dubbed themselves "the Eyes in the Night" in hope of intimidating those around them. Even as these students gathered in response to the Slarecians' original summons, they spread tales in the homes they left behind of this new mysterious enemy in the night



What Might Survive

The Penumbra Pentagon does not care to leave stray information lying around, let alone actual survivors who might tell tales. Most of them have been rounded up and murdered years ago, but it's a big world full of many places to hide. DMs who would like to incorporate some secrets of their own or present published material in another context may do so without worrying that they might damage the spirit of the setting. Nearly all defectors get caught, but "nearly all" isn't the same as "all." Feel free to do whatever seems right for the story.

The oldest strongholds founded by refugees from the Eyes in the Night, if any still survive, date back to long before the final war between gods and titans. They might be anywhere, including areas now hostile to human life. These ancient ruins might even be buried in the midst of well-settled areas, protected from prying eyes by cunning and magic or simply by tons of rock and rubble. In either case, the security of such strongholds becomes increasingly weaker as time takes its toll on the reserves of magical energy or as more and more ordinary citizens happen by with a chance to notice what lies buried there.

The remains of such strongholds, and even the younger lairs established by later defectors, might now contain anything from a single book or artifact up to fully furnished magical laboratories and treasure chambers. Whatever fits best into a given campaign can fit into the setting without doing violence to the concepts presented here.

— an enemy they claimed no god, titan or mortal army could withstand.

The first students eagerly received the knowledge their Slarecian masters offered. Some watched Drendari's torments with sadistic delight, while others preferred an icy detachment and accepted their lessons in a state of composed denial, conveniently ignoring the unpleasant reality of each lesson's source. Both sorts of student learned to work together to safely channel the goddess' power through merely mortal bodies and minds.

Many years passed in this fashion as the Eyes in the Night codified their growing body of lore into systematic paths of instruction. The knowledge expressed in the penumbral lord prestige class (see

Relics & Rituals) is only part of the many mysteries that the Eyes uncovered during Drendari's long imprisonment; other pieces of knowledge have since been scattered and survive only in barely comprehensible pieces, if at all. Even at the time of its beginning, the great work did not always go smoothly. Sometimes whole curricula of spells or skills had to be discarded because of barely noticeable early flaws that unexpectedly grew to wreak havoc later on. Other methods fell into disuse simply because experience eventually showed simpler or more reliable ways to perform tasks.

This project was, after all, not a matter of theoretical speculation or historical excavation of old buried truths, but of response to daily insights wrenched directly from the screams of a captive goddess. Not all of the founders survived the stresses of study in such an environment, and popular rumor says that a handful of the mighty and deranged individuals who wander Ghelspad's wastelands could tell important tales of the Eyes' early days, if only they could hold their memories steady long enough to speak them aloud.

As their understanding of the power available to them grew, the Eyes in the Night struck their first blows in accordance with Slarecian plans. The night became dangerous where bands of Eyes roamed, and daytime also gathered fresh perils: beneath every overhanging eave, against every high wall, even under low-hanging clouds, the shadows could and did open up to unleash terrible assaults on the Slarecians' enemies. Anyone who loved the gods very much or who played an important part in their schemes was particularly at risk, but nobody could count on being safe. Nor did counter-attacks do much good, since the Eyes practiced unknown arts of concealment and left little evidence behind.

The Shadow's Movements

The Slarecians' requirements led them to recruit ambitious individuals, ready to perform abominable acts in the hopes of great power. They underestimated the difficulty of controlling such people, however. By the time the Slarecians realized that their servants would not remain servile indefinitely, it was already too late to bring them into line. A rebellion began, they Eyes in the Night versus Slarecian teachers.

Drendari's Escape

Outright rebellion was not immediate, however. Resentment smoldered in the hearts of the Eyes for a long time before they began to believe that conflict with the Slarecians might have any chance of success. The gods' dramatic and successful rescue of Drendari changed their minds and solidified their resolve by showing clearly the limits of Slarecian power.

Drendari's father and Tanil the Huntress joined forces to rescue Drendari. Tanil's role in the rescue

raises more questions than any have yet been willing or able to answer. She had little to do with the conflict and held no great affection for the Mistress of Shadows. Did the Slarecian prison desecrate some natural spot precious to her or draw strength from the suffering of animals? Did the endless cycle of torture and experiment somehow poison the surrounding plant life? Such violence to the natural world would rouse her anger. Or did she act to avenge wrongs done to her worshippers? One account even says that the Slarecians tempted her with power if she would betray the other gods, and that her later anger was partly from self-loathing for a moment of weakness and temptation. With a nature as warm and carefree as Tanil's was before the War, this seems an unlikely explanation. Perhaps a more believable (if less titillating) account coincides with the rumor that Tanil and Enkili enjoy high stakes gambling games with one another. Perhaps Tanil helped to rescue Drendari simply as a way of paying off a gambling debt to the god/dess of Chaos.

Together, Enkili and Tanil cut through, smashed, or evaded all the Slarecians' defenses. At least half of the Slarecian schemers and more than half of their followers died in the struggle. The survivors scattered while the gods obliterated all evidence that Drendari's prison had ever existed. Drendari herself healed with the miraculous quickness one might expect of a young goddess, but she has never ceased to seek vengeance on those who harmed her. Today, Drendari and her followers, the Shadow-walkers, are among the Penumbra Pentagonal's most implacable foes (See **The Divine and the Defeated** for more about Drendari).

The Great Betrayal

Up until Drendari's release, the Eyes in the Night had seen their masters as infallible, or close to it. The collapse of the great project altered the Eyes' perceptions. Not only from rebellion but also from the cowardly fear of further vengeance at Enkili's or Drendari's hands, the surviving members of the Eyes in the Night decided henceforth to be their own masters, and to reject all further Slarecian guidance.

The Eyes knew that a direct fight against the Slarecians would almost certainly end in failure. They also knew that they had no real chance of recruiting enough allies to change this obvious outcome. After months of fruitless debate and brainstorming, the Eyes finally realized the one thing they could and must do. They would trick the gods into serving the Eyes' agenda.

It is important to keep in mind that the shadow worshippers were only one faction among many in Slarecian society. The struggle of gods and titans against the Slarecians began, raged and continued in full force, entirely independent and ignorant of the Eyes' scattering and scheming, and it was a long time

before the Eyes in the Night actually began to have any effect on the lasting history of Scarn. After the Eyes had finally made their decision, however, the tides of battles slowly began to turn. From time to time a scout for the gods would find something interesting, like a mysteriously unraisable corpse carrying vital and secret information about some Slarecian plan of attack. Elsewhere, another scout might encounter a Slarecian slave or two, tortured to the brink of death, their minds half shattered and their memories nearly gone, save for a few clear mental pictures about their captors' secret location. The gods mistakenly assumed that these oversights were due to panic and a clouding of the Slarecian leaders' judgment.

Indeed, the Slarecians were panicking, but not for the reasons the gods supposed. They found it easy enough to guess that their former servants, the rebellious Eyes in the Night, had orchestrated this campaign of tactical erosion. Finding the Eyes proved much harder, and the Slarecians never did pin down the most cunning planners among their former students. Further, each time the Slarecians ventured forth against the Eyes, more information found its way into the gods' hands, so that the Slarecians would find themselves ambushed or routed before they made any headway against their betrayers. When similar misfortunes began to fall on Slarecians who'd never been involved in shadow worship, the surviving shadow worshippers were ostracized from Slarecian society and sometimes even forced to fight their own kind along with their other myriad enemies.

The last desperate survivors among the Slarecian shadow worshippers called urgently for their followers to return and help in this moment of ultimate crisis. All would be forgiven, they promised, if the Eyes in the Night would only return now to aid them in their time of greatest need. The Eyes took great pleasure in standing by and doing absolutely nothing.

In the end the Eyes' manipulations did not single-handedly break Slarecian will to continue the war, but they did contribute significantly. When the Slarecians abandoned the known world in defeat, the Eyes felt justifiably proud of their own role in the victory.

The Birth of the Pentagon

The most successful architects of the campaign of anti-Slarecian sabotage were a mixed lot of magicians, representing most of the major races of the day. They were among the most active innovators in post-Slarecian shadow magic, as well — known among the Eyes in the Night for their particularly successful uses of mathematical imagery to reinforce the effectiveness of certain spells. This was not true science in the way that later scholars have come to think of it, but it was an approach to magic that emphasized the abstract structures underlying all physical forms. It

was from this fascination with mathematical imagery and geometric shapes that the first Penumbra Pentagon took its name. The five members of the Penumbra Pentagon in its earliest incarnation were the leaders of the shadow worshipper movement as the war between gods and titans heated from scattered skirmishes to sustained conflict. Even before the Slarecian retreat was complete, the armies of the gods and titans were beginning to squabble over the fate of liberated slaves and goods. As tensions between the titans and their divine children escalated (over entirely unrelated matters), the shadow worshippers and their secretive cabal of leaders rejoiced in their great good fortune. Exploiting the complex currents of distrust and ignorance swirling between the divine and titan factions of Scarn, the Penumbra Pentagon were able to gather up huge troves of Slarecian wealth, and these early spoils continue to fund their operations even now.

The first members of the Pentagon also established a tradition of three-fold deception about their identities. At the first layer of deception, they made absolutely certain that leadership of the Eyes in the Night was never linked to the group called Penumbra Pentagon. As far as anyone in the Eyes' organization knew, if the Penumbra Pentagon existed at all, it was a totally separate, secretive and probably traitorous faction of the shadow worshippers and was in no way related to their trusted leaders. Indeed, on occasion, the Pentagon would frame a troublesome subordinate with evidence suggesting that he belonged to the Pentagon, and such an accusation invariably led to the ruin or even the assassination of the victim. In fact, whenever the Pentagon decided that one of its five members needed to be replaced, the method of eliminating an unwanted Penumbra leader was similar — provide evidence to the rest of the shadow worshippers that she was involved with the Pentagon, and then stand back and wait. This method was efficient and discreet, and no one ever suspected that the Penumbra Pentagon were actually the real leaders of the Eyes in the Night all along.

At the second layer of deception, though they were unquestionably the leaders of the shadow worshippers, the Penumbra Pentagon felt exposed by their leadership roles. To protect themselves, they chose followers who were weak-willed and easy to control by magic and acted and led through them. These easily replaceable puppet leaders (sometimes almost literally puppets) not only protected the Pentagon from the intrigues, ambitions and occasional assassination attempts of their followers, they also allowed the Pentagon the freedom to mingle among their followers as equals, keeping abreast of the latest rumors and rooting out traitors early on. And, of course, by not allowing their true control of the orga-

nization to be known, it was easier for them to choose and install new Penumbra leaders and rid themselves of the aging and ineffectual without ever arousing the suspicions of the people they secretly governed.

Working through their cover identities as ordinary members of the Eyes in the Night, the Pentagon went on to frame more or less randomly chosen individuals in or near strongholds of their enemies as being the real members of the Penumbra Pentagon. The discovery of traitors among one's neighbors always fuels fresh paranoia and suspicion, most particularly when revelations of treachery attach to those who seemed solidly reliable or even notably upright and influential. The more distrust and confusion their enemies suffered, the easier it was to keep shadow worshipper activity secret and safe. Within the Eyes in the Night, this seemed nothing more than a clever ruse to create paranoia and chaos throughout the land — they knew perfectly well that the real Pentagon operated from somewhere within their own ranks, even if they had no idea where to look for it. To the few outsiders who knew of the Pentagon, however, this third layer of deception made the Pentagon only that much harder to catch.

Outside the Eyes in the Night, the Pentagon also had numerous genuine devotees in the cities of Scarn, wherever shadows were deepest. These included ambitious nobles, crime guilds, and even refugees, beggars and transients who swarmed through crowded city streets. The members of the Pentagon were charismatic, patient and generous as well as being swift and terrible with the punishment of all betrayal, a combination that served to engender near fanatic loyalty in their spies and infiltrators. These individuals, as unaware of the true identities of the Penumbra Pentagon as any other shadow worshipper (since the leaders habitually pretended to be their own ambassadors instead of themselves), helped the Pentagon to establish networks of confusion and paranoia in every major settlement, similar to the networks they used to retain tight control of the Eyes in the Night.

Often hidden in the camps of the Pentagon's enemies, these outside minions helped to create as much confusion and imbalance as they could in a world reeling constantly from the upheavals of a war previously beyond mortal imagination for sheer horror and destruction. The Shadow-Lords and their minions studied the history of the areas they infiltrated, looking for accounts of great champions lost in the massive carnage of the Divine War. When such an admired and lost champion was discovered, the Pentagon arranged clues suggesting that the chosen champion had betrayed his or her original cause and gone over to the enemy. When people must distrust even the memories of their greatest heroes, paranoia and chaos become widespread indeed.

With labyrinthine webs of deception such as these, it is completely understandable that no matter where they went and how much havoc they wreaked, the Penumbra Pentagon and the Eyes in the Night continued to slip past the notice of divine and titan armies alike throughout the course of the Divine War. Indeed, this was the main aim of the confusion the Pentagon so painstakingly engendered. It is not surprising that the Eyes in the Night had to lie low during the war — their inescapable connection to the Slarecians they had betrayed made them universally hated by every single faction they might encounter. What is surprising is how actively destructive the Eyes were able to be throughout this period of hiding. The secret leadership of the Pentagon protected them far more effectively than they ever knew. Of course, protecting the Eyes in the Night was not the only reason the Penumbra Pentagon had for creating chaos wherever it went.

Many cultures past and present have commemorated the deaths of their kings with ritual mass murder — prodigious slaughtering of servants, priests, and other attendants — to accompany the soul of the king into the afterlife. The first Penumbra Pentagon did not wish to wait for their own deaths to enjoy such revels, but instead inaugurated their shared reign with the deaths of as many people as they could, including even many of the faithful servants who had made the Pentagon's rise to power possible. Nearly every follower who possessed true information about the first Penumbra Pentagon went to an early grave; only those who remained most irreplaceably useful escaped the purge (though the information they carried was usually erased from their memories by magic). The Pentagon's members sometimes speak with near-fanatic reverence of those departed souls who have "paved the way into darkness" and wait beyond death for the shadow movement's final triumph. As with many evil or violent cultures, the worshippers of shadow see death as an honorable reward. In fact, the most honorable way to die within this organization is to be openly murdered by a superior.

The Lessons of Defeat

All survivors of the Slarecian defeat agreed that the experiences and defeat of their former masters held a very important lesson for them. They did not, unfortunately, agree on what that lesson actually was, and the Penumbra Pentagon was only too eager to exploit their differences.

For most of the survivors, the lesson was a simple one: too much obvious power attracts the wrong sort of attention, and no stronghold can resist a sufficient number of determined enemies. While only the extremely foolhardy would deny the need for secure bases of operation, most shadow worshippers tried to

remain as mobile as possible, so that the capture or destruction of a physical site wouldn't mean the ruin of all their activities. One by one, however, the advocates of this nomadic approach were converted or conquered by the Pentagon. Because they lacked any means of sustained defense in the face of persistent attack, when the enemy (in this case servants of the Penumbra Pentagon) came at them from several directions at once, the would-be nomadic factions of the Eyes in the Night found themselves suddenly convinced of the Pentagon's wisdom — either that or irretrievably deceased.

Other survivors watched as the war between the gods and titans threatened to destroy the world altogether and decided that the Slarecians' first sin had been haste. They withdrew together into distant planes of darkness or shadow, there to wait patiently for conflicts of their home plane to play themselves out. If they returned to find the world destroyed, so much the better, and at worst, they would return to find their enemies weakened by the war. The Pentagon dealt with this second sort of rival mostly by sealing off their connections between the planes, leaving the planar travelers to drift indefinitely, unable to ever return.

Within a few years, the Penumbra Pentagon had silenced or converted most of its rival factions and eventually emerged supreme among the shadow worshippers. This coup officially put an end to the old Slarecian-founded (if not named) organization of the Eyes in the Night, and for the first time practitioners of shadow magic began to call themselves Penumbra Lords, in honor of their Pentagon of leaders. Finally the shadow worshippers were aware of who led them in truth — or so they thought. The Pentagon, of course, continued to hide their true identities behind puppet leaders until the first fall changed everything.

The first fall was still yet to come, however, and the Pentagon's overwhelming string of victories over its rivals gradually convinced most shadow worshippers that the Penumbra Pentagon deserved its supremacy. Even those who disliked bowing to the new Penumbra leaders were forced to agree that, in practical terms, the Pentagon was on top and would likely remain so. Whether they liked it or not, they acknowledged the necessity of submission.

As far as the outside world was concerned, the civil conflict between shadow worshippers was just part of the continuing misery of the post-Divine War world. When whole kingdoms crumbled and new lands rose to change the flow of water and air, few observers cared about what obscure cadres of magicians and fanatics might be fighting over, so long as they didn't interfere with others. And for that one brief period during the Pentagon's bizarre history of deceptions and schemes, only their immediate shadow

worshipper rivals required their attention. This state of affairs did not last long.

The First Campaign: Elz

Now that they ruled securely over the whole community of shadow worshippers and guided its future development in accordance with their own preferences, the Pentagon went looking for a new locus of power. The Divine War still raged, though it was beginning to seem obvious that the gods would prevail in time. The Pentagon would have preferred, of course, for the war to continue, but experiments in aiding the titans and titanspawn demonstrated that no available quantity of shadow-related magic was going tip the balance and allow the conflict to go on any longer. It could sometimes prolong a particular battle or siege, but this usually only served to make the divine victors angry, causing them to simply slaughter more of the titans' armies outright, especially at any battle where Belsameth or Vangal was present. Though this could be useful to remove specific foes and prepare cover stories for Pentagon members' fake identities (a practice in which they still gleefully engaged), for lasting success and security the shadow worshippers quickly realized that they would need to look elsewhere.

The Pentagon debated the question for years, and finally agreed that the Empire of Elz was ripe for their conquest. The banishment of the djinn laborers whose efforts had sustained the empire for so long, along with the brutal punishments of the gods for Elz's refusal to aid the divine armies (see **Scarred Lands Campaign Setting: Ghelspad**) had plunged the realm into chaos. The resulting tangle, with every significant household struggling for stability and dominance against every other, seemed perfect for the Pentagon's needs. They gave secret aid to the enemies of anyone who seemed likely to claim power and bring some semblance of order to what little remained of the empire. Switching sides whenever necessary to ensure that chaos and confusion continued to reign, and the Penumbral Pentagon were able to enjoy the benefits of covert sponsorship no matter who was gaining power at any particular moment.

For six years it all went fairly well. The shadow movement gained the secret worship of many desperate nobles who felt that their old religious beliefs had failed them. In states of despair only natural after witnessing such devastation of one's homeland, they found the dismal goals and outlook of the shadow worshippers to be bitterly comforting. The support of these nobles, combined with Penumbral magic, helped to keep the wreckage of the empire that much more turbulent. The Pentagon's minions had no difficulty in capturing experimental subjects and sacrifices for the research of terrible new spells, passing off the disappearances as the consequence of disease or par-

ticularly brutal raids. The Pentagon also began work on a fortress buried deep within one of the more remote corners of the valley now known as the Scar, wrapping it in unnaturally deep shadow, anticipating the time when the Fortress of Shadows would be the true center of all power in Elz.

Then, as the first battles of the Divine War raged, disaster struck.

The hot climate of Elz had never been comfortable for the shadow worshippers, with its bright sunlight and broad, flat, nearly shadowless plains. With the proud confidence of destined rulers, the shadow worshippers used their magic to create a more congenial environment for themselves, at least within the confines of their own palaces. Dar'Tan, the most powerful of the dark elves serving the Pentagon, was slightly more careless than his peers and rivals in liberally spreading pleasant shadows through the home he and his closest associates had built for themselves. The wrong people noticed.

The plains of Elz were at that time home to many very old and well-established orc communities, some of whom became ancestors of the half-orc culture that still survives in the Sweltering Plains. These orcs had always disliked the human presence in their lands and were understandably displeased by the increasing violence and uncertainty created by the fall of the empire and the unrest among the Seven Cities of Elz. Even orcs desire a safe home in which to raise their children, after all. Many of these orcish settlements and nomadic bands were worshippers of Gaurak, but the Gluttonous One was an uncaring master, and for the most part their prayers went unanswered. The disintegration of Elz, as well as the orcish inability to carve out any lasting power for themselves in the post-imperial chaos was the last straw for many tribes; they abandoned worship of Gaurak in favor of other titans, or even the heretical worship of gods.

One of these tribes lived near Dar'Tan's palace, and worshipped Thulkas the Iron God, while keeping careful watch on the new construction (the better to raid it later). They were astute enough to make out even very subtle magic, and with some effort were able to trace it to its source. Dar'Tan didn't realize he'd been spied on until it was too late for him, and even then, with his characteristic bravado, he decided that the observers couldn't have learned anything significant. He was wrong. The very fact of his presence and power in their lands sufficed for the orcish spies. They returned to inform their elders that — far worse than ordinary humans — dark elf shadow wizards now held power on the plains. The elders gathered together and prayed to Thulkas for deliverance.

And so it was that the Iron God answered their prayers.

For one week, the night lost its power to cool the plains. The day's heat stayed as if it were radiating up

from the earth itself, and then the temperature rose with the sun each following day. By the end of the week, the whole area was almost intolerably hot for all sentient races aside from the hearty orcs. As the heat intensified, the non-orc inhabitants fled as best they could, though the heat was so severe that many simply collapsed where they stood, there to become prey for the orcs' finest butchers. The orcs of the region pledged their allegiance to Thulkas, and as the Titanswar raged across the continent, they were among the Iron God's most loyal followers. Shadow worshippers perished along with all the others, and indeed their long association with cool darkness made the withering intensity of Thulkas' heat only that much harder to bear. In the end, six of the seven Elzan cities perished in the catastrophe, leaving only Shelzar intact.

(This is how both the Penumbral Pentagon and the few full-blooded orc tribes who still inhabit the Sweltering Plains explain the transformation of Elz into the blistering wasteland it remains today. They share a contemptuous dismissal for other accounts. Others have told many tales, and Ghelspad's historians argue endlessly over which is the most accurate, but only the orcs and the shadow worshippers were actually there.)

Orc war bands swarmed into the plains' nooks and crannies to dig out survivors, and in time they found the nearly completed Penumbral Fortress and laid siege to it. Although some individuals inside managed to escape, the fortress itself fell to orc siege engines and persistent soldiers. All five members of the original Pentagon perished in defense of their stronghold, as did most of their subjects — the network of shadow worshippers went from hundreds of active members and thousands of minions to a mere few dozen total members within just a few weeks.

Dar'Tan turned the disaster he'd created to his advantage. As far as the other shadow worshippers knew, he was no more and no less than one of very few strong enough (and lucky enough) to have survived the initial orcish assaults and emerge ready for revenge. He certainly did nothing to dispel the illusion that he was a hero of the cause. Under his leadership, the remnants of the shadow movement banded together to begin their trek toward safety and whatever might come next.

The Shadow in the Remaking

The surviving shadow worshippers found the lands they fled through all changed by the Titanswar. It actually took Dar'Tan and his advisors a while to realize that the war was now over, since some of the first regions they passed through were the Hornsaw Forest, still rotting under a venomous blight, and the Haggard Hills, wiped clean of all life less hardy than

simple grasses. But the evidence accumulated: the titans' power now manifested only in the form of lingering curses, and their followers were scattered or hiding. The races devoted to the gods were still weak and recuperating from massive loss and destruction, but their numbers were great and their songs victorious, and their divine masters seemed to be occupying themselves with rebuilding rather than with battle.

In the face of the mounting changes, Dar'Tan first sought to return to his home among the dark elves. The Divine War had taken its brutal toll on his homeland, however, and no trace of his people remained for him to rejoin. It was to be many decades before he found even the slightest hint that any of his people and culture yet survived (see **Burok Torn: City Under Siege** for more information about the dark elves), and by then he no longer had any wish to return.

The shadow worshippers retreated instead to the steep canyons of the Kelder Mountains, where there was space enough for them to resume their work without interruption. Situated as deeply in the mountains as they were, even ongoing changes, like Vesh's Great Blessing campaign or the re-settling of Amalthea, barely touched the shadow movement. Still, mindful that what seemed secure might at any moment cease to be, Dar'Tan sent out scouts in search of promising havens elsewhere throughout Ghelspad while reinforcing his hold on the main body of his followers.

The Return of the Pentagon

Most of the Penumbral Lords had perished along with the Pentagon. Now, the most powerful remaining — Penumbral Lord, Dar'Tan declared that the Pentagon would reform under his leadership. He drew to him the other four most experienced surviving Penumbral Lords Sutane Terk, a forsaken dwarf who had fled from the mountain fortress of Krakadöm, Olthus, an Albadian sorcerer who had been driven from his home when he dared to challenge the Helliann witches, and two others, including one of Dar'Tan's few fellow dark elves. Together, they set their sights on the most important settlement in the region — the thriving metropolis of Mithril, City of the Golem.

Dar'Tan's tactics were different this time. Beneath Mithril lay a complex of caverns, unknown to the city's founders. These caves, which Dar'Tan believed were originally created by the Slarecians, formed the new Pentagon's lair, and once settled there, they began to spread their tentacles throughout the city. Dar'Tan's minions located the most dishonest and vulnerable inhabitants of Mithril and systematically corrupted them, converting them to shadow worship, by magic if necessary. These new followers then aided the Pentagon in their dire schemes.

Eventually, Dar'Tan intended to take all of Mithril as his own, transforming the city of Corean into a city



of shadows and possibly unlocking the secrets of the Mithril Golem, which he hoped to turn to his own purposes. He and the other members of the new Penumbra Pentagon might have succeeded, had it not been for the bravery of a single young paladin named Barconius. When a group of workers stumbled upon the remnants of a penumbral ceremony, Barconius and his companions responded, plunging deep into the catacombs and encountering Dar'Tan's deadly minions, placed there to protect the Pentagon's secrets.

Barconius fought bravely and emerged alone from the labyrinth, the sole survivor of his patrol. High Priest Emili Derigesh then ordered the young paladin to lead an expedition beneath the city to root out the evil that dwelled there. The fight was long and hard, and many paladins perished. In the end, Barconius confronted Dar'Tan directly, cutting off his left arm before the dark elf could escape.

The battle was a catastrophe. Of the pentagon, only Dar'Tan, Sutane and Olthus escaped, and Olthus died of his wounds soon thereafter. Once more, Dar'Tan's overconfidence had led to disaster, but this time he was determined not to make the same mistakes again. Gathering his surviving followers, Dar'Tan began work on a new Penumbra Fortress.

The Second Fortress

This new Penumbra Fortress didn't have just one physical location. The magic of shadow-binding let the shadow worshippers build pieces of the fortress in entirely separate canyons, always in the darkest places where direct sunlight never fell, and then connect these fortress fragments through the mysterious planes of darkness and shadow, so that they flowed seamlessly together like one single building. The Fortress exists, therefore, more than halfway outside of the normal material world, stretching through strange and often-frightening extraplanar hallways and arches — a dark and eerie shadow worshipper's dream come true.

Two gateways magically transport people and substances into the Shadow Fortress, a disturbing and disorienting process for those not accustomed to it. These gates can be closed at will by their creators. If a gate is closed, those trapped inside can only leave through magical means. If the gates are closed, the portals cut into the rock lead only to a small group of rooms, and not to the fortress proper. See Chapters 3 and 4 for more information on the penumbral gates.

The northern gateway is just a few miles northeast of the Skykeep Ruins, close enough to let the shadow worshippers infiltrate the Bridged City at will. The southern entrance is located in the bottom

of one of the smaller uncharted canyons that branch off the Canyon of Souls, giving Dar'Tan and his followers secret access to Ontenazu's dangerous canyon from below. Originally, Dar'Tan wanted more openings between the ends of the fortress, but each gateway drains enough power out of the fortress' stores of ritual energy that it was decided to be impractical.

A brave or foolish traveler wandering the depths of the Kelders would see nothing out of the ordinary from a distance. Many slopes of the Kelder Mountains drop off precipitously, their natural steepness exaggerated by blows struck during the Titanswar. In their depths, no direct light ever comes unless someone chooses to carry it there. In the midst of such eternal shadow, a particularly stable and geometrically regular patch of slightly deeper darkness scarcely attracts any attention.

See Chapter 3 for details of the Penumbral Fortress in the present day.

The Third Pentagon

By the time work began on the new Penumbral Fortress, Dar'Tan ruled the shadow worshippers without any significant challenge. As his followers settled in, he realized that he would have to rebuild the movement's broad leadership hierarchy or risk making himself the target of more jealousy and traitorous ambition than even he could handle and perhaps even falling to some better-organized cabal. Unfortunately, the previous two defeats had depleted the ranks of qualified Penumbral Lords, and many of those who survived were in hiding — actively avoiding Dar'Tan's rash influence.

With this in mind, Dar'Tan made a momentous decision. The new Pentagon would be open to non-penumbral lords, though the new members would be expected to step aside should qualified penumbral wizards appear to take their place. Naturally, Dar'Tan has hundreds of students in training for the positions even now. As soon as a few of them are strong enough to challenge the current leaders (and Dar'Tan trusts them enough to allow them to try) the non-penumbral Pentagon members will step back to take more advisory roles as Dar'Tan's personal aids and bodyguards. For now, however, centuries-old tradition and shadow worship's continuing fascination with geometry both dictate that there be five leaders, so five leaders there are, Penumbral Lords or no.

First, of course, was fellow survivor Sutane Terk. Sutane has tremendous aptitude for sorcery, and this combined with his nihilistic impulses made him the object of suspicions by his peers as the Divine War ground to its conclusion. He'd joined the shadow worshippers in Elz shortly before their empire-building there collapsed so drastically. Despite being so new to the movement, he quickly earned the respect

(and envy) of other devotees for his ruthless pursuit of advanced insights into shadow power. The fact that he survived the battle beneath Mithril and remained loyal to Dar'Tan was proof enough of his worth to justify his inclusion in the Pentagon.

One of the few surviving penumbral lords who still wished to serve Dar'Tan was a human named Mehmet Sharir, a former student of magic in Shelzar. Once he heard, through magical means, of the construction of the new shadow fortress, Mehmet made his way to the Kelders and agreed to serve Dar'Tan under the new name of Lord Mortus.

Dar'Tan took several years to decide on the final members of the third Pentagon, exhaustively testing candidates for their understanding, power, and the right combination of ruthless ambition and cohesiveness with the other leaders. Dozens of would-be members fell by the wayside as Dar'Tan found them to be too spineless to accomplish much, too misanthropic to lead others (much less work effectively with the rest of the Pentagon as equals) or often both.

A high gorgon, known as Night Arm, joined the refugees in the Hornsaw Forest. He showed them how to navigate the treacherous paths through regions of particularly intensely concentrated venom in exchange for instruction about the shadow cause. He fell in love with the vision of the final night, and rather to everyone else's surprise showed a genuine aptitude for the basic religious rites. Once work began on the new Penumbral Fortress, he discovered an equally unsuspected talent for engineering, and he now spends most of his time overseeing the maintenance and expansion of the Fortress. A few times a year he travels to gatherings of his own kind and preaches the shadow cause, with occasional but unremarkable success.

Some shadow worshippers questioned Dar'Tan's final choice, but time has proven it wise. In spite of their cruelly barbaric reputations, Dar'Tan eventually settled on the leader of a tiny faction of shadow worshippers from the lion-centaurs of Lede known as proud. Not many of the leonine race care to join the cause, but Blackfang went from mercenary to ally to convinced acolyte in the late years of the Divine War. The rest of his tribe drove him out for his strangeness, preferring to keep their distance culturally from their shadow worshipper employers. Shadow magic keeps him alive well past the normal span of his kind and helps him to take his revenge against the people who ostracized him — he and his fellow disciples of shadow have played a crucial role in the Proud's ongoing descent into corruption and barbarism. Blackfang dreams of the time when he can defeat all challengers and assume supreme leadership of the Bleak Savannah's tribes, then guide them back to civilization under his own shadow-tainted rule.

Recently, Dar'Tan's choice of Lord Mortus proved unfortunate. In 150 AV, after nearly three decades of faithful service, Lord Mortus quarreled with Dar'Tan (reputedly over a romantic rejection, but this is unsubstantiated). In a foolish effort to impress Dar'Tan with his power and loyalty, he acted on his own, kidnapping two Mithril paladins in an attempt to draw out Barconius and destroy him. Instead, Mortus himself perished, and Barconius, Dar'Tan's most hated enemy, learned that the Pentagon and its leader had survived the original battle.

Disgusted with Mortus' stupidity, Dar'Tan replaced him with another non-penumbral lord. The unhallowed priest Chiruli was once a worshipper of Madriel. He actually took part in the war of gods and titans against the Slarecians, and became fascinated with his enemies' shadow doctrines along the way. By the time the last Slarecians had abandoned the visible world, he'd become a secret follower of the shadow worshipper cause. Eventually his fellow priests discovered his duplicity and drove him out. He promptly made his way along paths revealed in dreams to offer his services to the first Penumbral Pentagon. When Mortus was killed, Dar'Tan recognized Chiruli's value and asked him to join the inner circle of the Penumbral Pentagon. Even though his native land of Vesh had changed greatly in the decades since his exile, he remained a valuable source of information and advice as the shadow worshippers turned their gaze on eastern prey.

See Chapter 2 for more about the individuals who comprise the Penumbral Pentagon.

The Last Hundred Years

The third Penumbral Pentagon consolidated its authority over most of the remaining shadow worshippers in the century and a half since the Divine War. Small bands of the Pentagon's minions have sought out scattered individuals and secret groups ever since the Slarecian retreat and have found more such strays over the decades than anyone expected — in the course of twenty years, the population of the Penumbral Fortress has more than doubled, thanks to this steady return of wandering sheep to the fold. The influx has now slowed to a trickle, however. Other penumbral lords yet exist, but they are keeping their distance given the Pentagon's history of disaster, and in spite of repeated overtures of friendship, Dar'Tan has thus far been unable to tempt them back into his service. Because of this, Dar'Tan and Sutane are the only true penumbral lord members of the Pentagon. Should another penumbral lord approach Dar'Tan, he will test the candidate for ability and loyalty, and if he feels it is appropriate, replace one of the non-penumbral Pentagon members with the new lord. The three non-penumbral leaders understand this,

and all have declared that they will willingly step aside should a better-qualified member appear, though whether their great pride will allow for such dignified withdrawal when they are actually faced with unmerited demotion is yet to be seen. Nevertheless, as its numbers stabilize the Penumbral Pentagon has set about making new plans.

All of the Pentagon's current schemes share a fundamental philosophy. Sooner or later, *everyone* who does not join the shadow movement must be considered an enemy. The conspiracy has no allies and no prospects of gaining any; one is either a full-fledged member or a potential liability. There will be no gray areas in the end. The elder priests of the shadow movement often recount to younger, rasher acolytes stories of the time when all — gods and titans side by side — joined to fight the devotees of darkness. These events must be kept fresh in the minds of all members of the shadow movement. Knowing that they can have no friends, the Pentagon works to keep all their potential rivals both weakened and distracted.

From the viewpoint of the end of the universe as we know it, it scarcely matters who ends up ruling Vesh and whether the passes through the Kelders belong to worshippers of gods or titans. The Pentagon has no deep attachment to any faction in the struggles going around them. It has a great interest only in those struggles reducing anyone's ability to resist the darkness. So agents of the conspiracy infiltrate the courts and confidences of as many would-be rulers as possible. The ideal situation, as far as the Pentagon is concerned, is one in which every major world power is unwittingly taking orders from the Pentagon and can, when necessary, be strengthened or weakened as the Pentagon's concerns may warrant.

Ontenazu

World domination begins at home. Above all else, the Pentagon seeks to insure that nobody can repeat the disaster of Elz, and therefore works constantly to bring the population of Ontenazu under its control.

The Canyon of Souls offers a nearly perfect environment for the Pentagon — perpetual shadows, and physical danger and rumors of worse perils both make excellent guards against intrusion — and Dar'Tan once considered building the whole of the second Fortress there, before deciding to spread the risks of accessible entrances across more territory. Unfortunately for the Pentagon, there are limits to how blatantly the shadow worshippers can act in the area, since the Canyon of Souls was created by and remains important to Enkili, father of Drendari. Enkili remains as capricious as ever, but there are some fairly constant themes to this god's often confusing picture of the world. He hates, and promises that he will always hate, those who captured and tortured his daughter.

Denev's Heart

As described in *Relics and Rituals 2*, the ancient heart of the titaness Denev (or at least a powerful artifact that bears the same name) is located in or near Ontenazu. This artifact causes those who dwell near it to change their alignment to true neutral and is, therefore, something of a bane to the Penumbra Pentagon's plans in the region. GMs who use Denev's Heart in their campaign should allow the Penumbra Pentagon members to overcome the Heart's powers with magical amulets that shield bearers from its effects, or from potent shadow magic that helps recipients resist alignment changes caused by the item.

Shortly after the Titanswar ended, Enkili spent several years devoting himself to hunting shadow worshippers. He somehow missed the rumors swirling around the Sweltering Plains and succeeded in capturing only small enclaves long isolated from their brethren. To the best of his knowledge (at least, so far as the Pentagon knows), the shadow worshippers were all destroyed, and the Pentagon is eager not to give him any reason to believe otherwise. To this end, the Penumbra Pentagon never allows more than a handful of its followers into the Canyon and vicinity at a time, and arranges for fallow periods in which there is no shadow worshipper activity at all.

The Pentagon chooses instead to work primarily through unwitting agents. There are always people, even in nearly greedless Ontenazu, who need help at a crucial moment and won't ask too many questions about the favors asked of them in return. Most of the Pentagon's loyal recruiters deal in one-time assistance: a curse or other spell cast or removed, a piece of magical equipment provided in exchange for information that someone else would prefer to keep quiet, or the evidence (real or faked) necessary to discredit a rival that the Pentagon can't subvert directly. Perhaps one in fifty of those who deal with these amoral but helpful strangers returns for more, and a very rare few of them become regular clients. These precious susceptible souls gradually become wholly dependent on shadow worshippers for their position in the world.

The vast majority of these unsuspectingly corrupted individuals, however, never know what cause they truly serve. One believes he serves a secret cult within the general population of Enkili worshippers, and that he belongs to an elite circle. Another innocently thinks she's assisting the vigil watches

of the area. A third, who disdains the gods for personal reasons, regards his mentor as a secret priest of the titans (whose reputations the gods have grossly maligned, of course). Wherever possible, shadow worshippers study their potential recruits before their first meeting, so that the victim can hear whatever story will sound most plausible to that person at that time.

Every few years the Pentagon arranges a scandal by sending scouts to pose as spies from Calastia or another suitably suspicious source. These scouts plant incriminating evidence with several people in important — though not necessarily obviously influential — positions. Then they “accidentally” reveal themselves, escaping into the shadows while leaving their victims to face the wrath of Ontenazu's government and people. The ensuing diplomatic fiasco inevitably draws attention away from the Canyon of Souls itself, since “everyone knows” that the Canyon is much too dangerous to make a good haven. As the scandal dies down, the Penumbra Fortress can undergo necessary expansion, fortification or maintenance and return to quiescence before the mobs of confused diplomats and ambassadors disperse.

At this time there are one or two unintentional servants of the Pentagon in every major force within Ontenazu society. Each city's board of elders has at least one such ally, and West Ontenazu's board houses nearly half a dozen. The leading temples of Enkili and Denev hold priests sympathetic to whatever cause they each individually think the Pentagon serves, and these help to shelter other followers and redirect resources and magic to suit the Pentagon's aims. The largest groups of guards and guides for hire likewise hold well-placed individuals who steer trouble away from the Fortress without ever knowing what a deadly cause they truly serve.

This type of influence has limits, however. The Pentagon could not even consider that the veil be dropped and overt worship of shadow become the norm, because the population of Ontenazu is simply not particularly susceptible to the machinations of a group like the Penumbra Pentagon. Greed, dishonesty, paranoia and betrayal are almost alien concepts to the moderate majority of Ontenazu's people, and without these important tools of corruption, the entire shadow movement is largely held in check. The Pentagon can and does create disorder, and this suffices for now, as its frustrated (or accidental) agents continue to burrow ever deeper into the institutions that shape life in the Canyon.

The Bridged City

The Pentagon likewise seeks to undermine the society of the community closest to the Fortress' northern end, and has achieved more success here thanks to a more passionate population and the absence of concerns like Enkili's involvement with the Canyon of Souls. The unhallowed priest Chiruli understands the worship of Madriel at least as well as most of her true adherents, and he knows how to exploit their hopes and fears. The same stratagems at work in Ontenazu, as well as far more overt tactics, have placed agents of the Pentagon inside the Bridged City's court and guard as well as its temples, businesses, and places of entertainment.

Mithril

Once, the Penumbral Pentagon was the greatest threat that Mithril faced. Defeated by Barconius and his paladins, Dar'Tan escaped to plot his vengeance.

Dar'Tan still believes that Mithril would make an excellent base for a renewed empire of shadows. Its relative isolation makes it easy to keep secrets and hold inquiring foes at bay, while its large population would be very useful if they were converted to the ways of darkness. Most importantly, the mighty Mithril Golem might yet be converted to use by the Penumbral Pentagon. In fact, it is the very nature of the golem that fascinates Dar'Tan and the other shadow worshippers so much.

Just as the individuals who feel the strongest persistent and professional interest in escape are jailers, so those with the most intense fascination with light are those who dream of darkness. The Mithril Golem transforms the light around it in unprecedented ways. The morning sunlight glinting on the Blood Sea takes on a whole rainbow of red, orange, and violet hues on the golem's face. Moonlight and midday sun flow off the golem's head to fill the streets of the city with rippling reflections, even in corners that never receive direct daylight on their own. The golem constantly transmutes any light falling onto it, and the Penumbral Pentagon wants this power for itself.

Think of the light magic they might perform with the golem, a single source of light, and a world plunged into darkness. Anything could be called out of the darkness or thrust into shadow by simple movements of the one light. Even before that moment of triumph, the golem could be useful in the creation and banishment of shadows simply by virtue of its sheer size and strength. The members of the Pentagon who were part of the trek out of Elz remember seeing

lights glinting on the golem's head and shoulders as it was miles ahead of them, and they want that power very badly.

The golem's creator would not approve, of course. Corean is not the sort of god to aid an effort to rob the world of all light, and even if he were, a group so prominently led by titanspawn and degenerates would not be his chosen ministers for the task. The Pentagon has therefore decided to try each of the possible routes they see to taking control of the golem away from Corean. One plan is to subvert enough of the priesthood to enable the Pentagon to use divine magic in ways the god did not endorse. Another is to extend existing alchemical magic to allow command of the golem by the Pentagon directly. A third is to strengthen the worship of titans and dark powers so as to weaken local respect for the golem, making it that much easier to study its nature and discover weaknesses. The solution that finally works may involve one or more of these approaches, or something else altogether, and the Pentagon knows that it could be many mortal lifetimes before its efforts are crowned with success.

The first trio of shadow worshippers to live permanently in Mithril settled there in 82 AV. They were human, passing themselves off as specialist stonemasons working on the Cordrada Corridor. By the time the corridor was finished, they were well woven into the fabric of Mithril life, and they in turn provided cover and contacts for more infiltrators. By 100 AV, there were half a dozen full households of the Pentagon's subjects spread through the city, and at least two-dozen more individual agents as well. Only the Pentagon knows the full tally for sure; every worshipper sent into the field knows that the masters hide some truths, so that no individual can give it all away if captured.

The household of Potail Teewyn, a human necromancer who remains the commander of shadow worshipper activities in the area, set to work on a small-scale application of the Penumbral Fortress rituals in chambers beneath Mithril around 100 AV. It took most of a decade to produce even modest success, and efforts to directly connect it to the main body of the fortress in the Kelder Mountains failed. Dar'Tan made several trips himself to aid in the proceedings, but to no avail. The concentrated divine power in and around Mithril interfered with shadow worshipper rituals in ways that took years comprehend fully. Dar'Tan, Potail, and their ritual followers finally created a lasting, if small, passage from Mithril to the Bridged City area — just in time for Barconius and his allies to discover the conspirators' warrens.

As has been written elsewhere (see *Mithril and The Wise and the Wicked*), the paladins of Corean

shattered the shadow worshipper's accumulated defenses and half-completed weaponry, albeit at great cost to the champions of light. Barconius himself actually confronted Dar'Tan directly, cutting off the dark elf's left arm and forcing him to flee. There were only two pieces of good news for the shadow worshippers in this brutal defeat. First, Dar'Tan did escape, along with two fellow penumbral lords (though only one survived his wounds). Second, Potail fell before Barconius' blade along with many other servants of the Pentagon. The death of a prominent local leader wouldn't normally be cause for celebration, but necromancy changes such an outlook. The resurrected Potail spent most of two years healing his wounds and rebuilding his resources before returning to a new life in Mithril. The fortunate part of this is that by the time he returned to the city, the leaders' panic over underground shadow worship had faded into little more than an apathetic desire to do something about it, maybe, later.

Potail faced a greatly reduced force and decided to make an asset of this. Every risky or unprofitable venture that was still underway, he closed down and then set about recruiting a new

network of followers. When he heard from his spies within the temple that the paladins thought of the vampire Dar'Gartal as a leader of the conspiracy, he informed Dar'Tan and promptly set about strengthening Dar'Gartal's personal influence. The vampire now half-believes the propaganda himself, confusing his own local authority with the vast scope of the real Pentagon's influence.

After these failures, however, Dar'Tan decided that there would be no further efforts to connect the Kelders and Mithril. Instead, magicians in the field are trying to emulate the small-scale, less difficult tunnels of their Fortress, aiming to create an erratic, irregular hive of connections across Vesh. Existing outposts dedicated to the cause now each sprout multiple shadow gateways to other small enclaves, some of which have only ever been used during gateway construction. These unused gateways may eventually prove useful to the Pentagon as decoys, and they plan — in perfect alignment with their usual modus operandi — to get the god-following forces in the region as busy as possible with dead ends, while they themselves strike directly for control of the coveted golem.

Chapter Two: The Members of the Penumbra Pentagon

This chapter presents statistics for the members of the Penumbra Pentagon and for their chief servants in Mithril, the Bridged City, and the Canyon of Souls. GMs with their own ideas for Penumbra conspiracies should use these prominent individuals as a general guideline when establishing the toughness of newly created members of night's army.

Dar'Tan, Master of the Shadow Fortress

Male dark elf, Wiz10/Pen10: CR 20; SZ Medium-sized humanoid (5'2", 128 lbs.); HD 20d4+40; hp 82; Init +3 (Dex +3); Spd 30 ft.; AC 30/31-35 (with Dex, +8 bracers, +5 ring, +5 amulet/with bonuses from +5 dancing rapier of defending); Atk +15/+10 melee (1d6+5, +5 dancing rapier of defending); ALLE; SA shade arm, spells; SQ improved darkvision, dark elven traits, shadow home, shadow strength, shadowcast IV, shadowcat form, shadowraven form, shadowstep; SV Fort +8, Ref +9, Will +16 (+18 vs. spells and spell-like 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)

Shade Arm (Ex): A greater shade, summoned and bound into service by Dar'Tan, functions as his left arm (see sidebar). 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.

Improved Darkvision (Ex): Dar'Tan has darkvision to 60 ft. 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* and *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 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 at ground level. The shadowcat cannot reach openings above ground level such as open windows, and cannot go up steps or otherwise move upward. Dar'Tan can move downward while in



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 +9, 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 were a thick liquid. Whatever its form or shape, it retains its solidity and 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 PHB, Chapter 8, "Concealment") hits the shade instead.

this form and takes no damage no matter how far he falls. This power may be used twice a day and lasts for 1d6 + the character's class level in minutes. It requires one full action to make the transformation to or from shadowcat form during that time; it takes a free action to return to normal form when the transformation expires. 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 — rather, they are 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 a 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 caster's 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 it's completed, he seems to fade away. He actually remains in the same location but cannot cast spells, move or speak—though he can use telepathy if it was active before the shadowstep. Likewise, he cannot be magically or physically attacked, nor can he be detected by almost any means, as he has essentially left the physical plane to enter the Plane of Shadow. If the area where Dar'Tan stands falls out of the shadows, like sunrise over a darkened courtyard, the shadowstep ends automatically and he is stunned for 1d10-6 rounds (minimum 1 round). While in the shadows, he is only faintly aware of his surroundings: he knows how many creatures are nearby but cannot hear them. While in the shadows, Dar'Tan requires no sleep, food, or water. He cannot prepare spells, but the time he spends in shadow counts toward the rest requirements for such preparations.

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 has the ability to move as long as he remains in shadowed areas. Additionally, his senses are not diminished—he may see and hear, though not touch, taste, or smell. Finally, he can rest and prepare spells as usual 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 elvenkind, a variety of items he either constructs or obtains to give—sparingly—to useful servants for specific tasks, most often stealth, disguise, etc.

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 would duplicate the **Relics & Rituals** sorcerer/wizard spell list (pp. 40-44).

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 I, true strike
- 2nd— Darkness, fog cloud, ghoul touch, invisibility, Mel's acid arrow, web
- 3rd— Dispel magic, haste, lightning bolt, vampiric touch

- 4th**— *Confusion, Evar's black tentacles, fear, ice storm*
5th— *Cloudkill, cone of cold, Morden's faithful hound*
Penumbral Lord Spells Prepared (5/7/6/5/3/3/2/1/1):
0— *Arcane mark, 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*
9th— *Eclipse*

Background

Dar'Tan is the oldest surviving member of the shadow-worshipping movement and has been its unquestioned leader for nearly two centuries. See **The Wise and the Wicked** for his background as it appeared to those who fought him 20 years ago and as they might discover it in current times. None has any idea of the true depths of his dedication or the breadth of his activities. His whole existence is bound up in the cause of darkness' final victory, with Mithril as a particular obsession because of his defeat there, along with his efforts to secure control of the Kelders' myriad inhabitants.

Roleplaying Notes

Dar'Tan approaches his work with supreme confidence. It would take massive physical trauma to make him doubt his ability to triumph, and because he knows how any challenge will come out, he's often courteous to would-be enemies and even sincerely curious about their lives and personalities. He genuinely wants to understand the world and the motives of people who refuse to submit to him, so that he can plan more effectively in the future. He seldom hurries, knowing that time is on his side and fearing the harm that comes from haste. As the most dedicated practitioner of the dark arts, he spends most of his time in literal darkness, and emerges into the light only when he must.

Combat

Dar'Tan relies on traps and illusions to keep his enemies busy. He can fight, formidably, in direct combat when he must, but he doesn't like it and prefers not to court the risks. Losing one arm was more than enough to reinforce his caution in this regard. He'll sacrifice almost any quantity of underlings for the sake of his own personal safety.

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

This spell creates a region of unease and an aura of danger, making shadows move and allowing a trickle of energy from the Plane of Shadow to leak into an area. It was used extensively against Barconius and his paladins in the catacombs beneath Mithril, bogging down their advance and buying crucial time for the Pentagon's servants.

Spell Effect

This spell can only be cast into an area heavily cloaked in shadows. Once it's cast, the caster may give triggering instructions like those of *magic mouth*. However, the spell only discharges if the trigger actually enters the affected area.

Everyone in the affected area when the spell is triggered must make a Will save. Success negates the effect. Those who fail see movement in the shadows out of the corners of their eyes, as if an ambush is about to be sprung or something is hiding and waiting for a chance to strike. No amount of effort lets them pinpoint the source of this movement, and the shadows themselves are magical in nature, so neither low light nor *darkvision* will assist in piercing the illusion.

There are no actual ill effects, but those affected cannot feel comfortable moving through the area before the threat of danger is resolved. Those wishing to make the effort to curb their afflictions must make another Will save. Success indicates that they've overcome their fears.

Sutane Terk, Guardian of Shadows

Male forsaken dwarf, Sor11/Pen8: CR 19; SZ Medium-sized humanoid (4'5", 130 lbs.); HD 19d4+40; hp 77; Init +3 (Dex +3); Spd 20 ft.; AC 21 (+3 Dex, +8 bracers of armor); Atk +9/+4 (1d8+4/1d8+4, +4 shortspear of wounding); ALLE; SQ dwarvish traits, improved darkvision, shadow strength, shadowcat form, shadowcast III, shadowraven form, shadowstep, shadow gateway; SV Fort +7, Ref +8, Will +15; Str 12, Dex 16, Con 14, Int 16, Wis 14, Cha 18

Skills: Alchemy +10, Concentration +6, Craft (engineering) +10, Decipher Script +5, Disable Device +4, Hide +10, Intimidate +4, Knowledge (arcana) +11, Knowledge (geography) +4, Knowledge (Plane of Shadow) +6, Move Silently +4, Profession (miner) +7, Scry +9, Spellcraft +11, Wilderness Lore +4

Feats: Combat Casting, Empower Spell, Maximize Spell, Silent Spell, Simple Weapon Proficiency, Skill Focus (Spellcraft), Spell Penetration, Still Spell

Improved Darkvision (Ex): See Dar'Tan.

Shadow Strength (Su): See Dar'Tan.

Shadowcat Form (Sp): See Dar'Tan.

Shadowcast III (Su): As for Dar'Tan, except that Sutane can only maintain prepared penumbral lord spells up to 6th level.

Shadowraven Form (Sp): See Dar'Tan.

Shadowstep (Sp): See Dar'Tan.

Shadow Gateway (Su): This is an alternative 8th level ability Sutane developed on his own and will be teaching to student penumbral lords who work with him on the Fortress, as soon as they begin to reach 8th level. A penumbral lord with this ability may create one permanent gateway between the material world and a pocket realm within the plane of shadow per level. Each of the gateways created by a particular penumbral lord opens onto the same pocket realm; penumbral lords wishing to share gateway access to a particular space within the plane of shadow must each succeed in a Knowledge (Plane of Shadow) skill check (DC 15) or a Knowledge (arcana) skill check (DC 25). The gateway must be created within a physical doorway, arch or portal no more than three yards on a side, and lasts until the penumbral lord chooses to close it. The penumbral lord cannot create more gateways than he can have active at the same time, unless he first chooses to close some of his older gateways, adjusting the total to one per level. These gateways may be used by anyone whose material form has been altered by the magic in the antechambers of the Fortress's main gates. Sutane and Dar'Tan have also made pacts with creatures from the plane of shadow to create other gateways for them.

Possessions: +8 bracers of armor, ring of air elemental command, ring of regeneration, +4 shortspear of wounding

Sorcerer Spells Known (9/6/6/5/3/2):

- 0— Arcane mark, daze, detect magic, detect poison, mage hand, mend, open/close, read magic, resistance
 - 1st— Detect secret doors, enlarge, grease, magic missile, reduce, Tensor's floating disk
 - 2nd— Arcane lock, levitate, locate object, obscure object, scare, spectral hand
 - 3rd— Hold person, keen edge, nondetection, shrink item, vampiric touch
 - 4th— Dimension door, minor creation, phantasmal killer
 - 5th— Cloudkill, transmute rock to mud
- Penumbral Lord Spells Prepared (5/6/4/4/2/2/1):**
- 0— Arcane mark, detect magic (x2), prestidigitation, read magic
 - 1st— Obscure shadow (x2), penumbral trap (x2), reshape shadow (x2)
 - 2nd— Dar'Tan's shadow bolt, minor shadow conjuration, shadow images (x2)
 - 3rd— Control light (x2), shadow evocation, shadow touch
 - 4th— Imbue shadow, shadow conjuration
 - 5th— Curtain of darkness, shadow weapon
 - 6th— Shades, transmute flesh to shadow
 - 7th— Shadow walk

Background

Sutane Terk grew up as the consummate social outsider. Among the sturdy and paranoid forsaken dwarves, Sutane was first a pariah for his fascination with occult masters from other cultures; the dwarves seldom trust any outsiders — much less wizards and other scholars, whom they see as corrupting influences on their children. In addition to his scholarly "failings" Sutane was also pathologically manipulative, especially by the stoic standards of his homeland.

Under the circumstances, Sutane had to learn from an early age to be very good at something, or he would most likely have died young, possibly even publicly executed for his suspiciously foreign ideas and studies. Options were extremely limited for Sutane, however. He couldn't fight well as a child and lacked the wisdom to temper his manipulative schemes. Somehow he avoided the typical emotional trap that ambitious, amoral outcasts tend to indulge in — that of regarding the people who reject them as somehow not really being real. Instead Sutane became obsessed with the reality of other souls, and felt driven to find the ways to break each one down, force it to his will, and destroy it if possible.

His one great chance to win influence in the halls of Krakadöm came during a relatively minor battle against a small army of gorgons who coveted the stronghold's riches. His magical abilities made him valuable, and he served alongside the elite Black Quarrels, part of a force guarding one of the southern

approaches. While on patrol, Sutane and another guard spotted an unexpectedly large force approaching under magical concealment and armed with unfamiliar magical weaponry. Sutane immediately reported back — if he could convince his commander of the threat, and if his commander notified his superiors in time, then the enemy would be thwarted and Sutane would be a hero.

Sutane's ambitious hopes failed, however. He succeeded only in annoying his commander, who refused to pass the warning along. The scout force all perished in early skirmishes against the attackers, except for Sutane himself. When he returned with garbled warnings and no companions, senior commanders seemed almost relieved to finally have an excuse to accuse Sutane of incompetence and treason. Fortunately for Sutane, the enemy assaulted Krakadöm soon after, allowing him to escape from his now more hated than ever homeland.

There could be no return to the mountain for Sutane. He wandered through central Ghelspad, hiding his origins from the local people when-

ever he could and fighting for hire for titanspawn when he needed to, for more than 20 years. Then he began to dream of an army that moved through the night, led by a figure wrapped in shadow who could reward him properly. After months of searching, he made contact with the scouts of Dar'Tan's tattered refugee army and won their respect with his brutal assistance in repelling an orcish raid.

At first he served the shadow worshipper cause only in relatively menial roles, but he flourished nevertheless, and his obsessions were less of a hindrance here than they'd been in the mountain. Eventually, he rose to join the Pentagon itself, and fought by Dar'Tan's side in the Battle of Mithril. Escaping, Sutane found himself the senior surviving penumbral lord after Dar'Tan, and with the death of Lord Mortus, is now the only other penumbral in the reconstituted Pentagon. He'd found his home at last, and will fight to defend it at all costs.

Roleplaying Notes

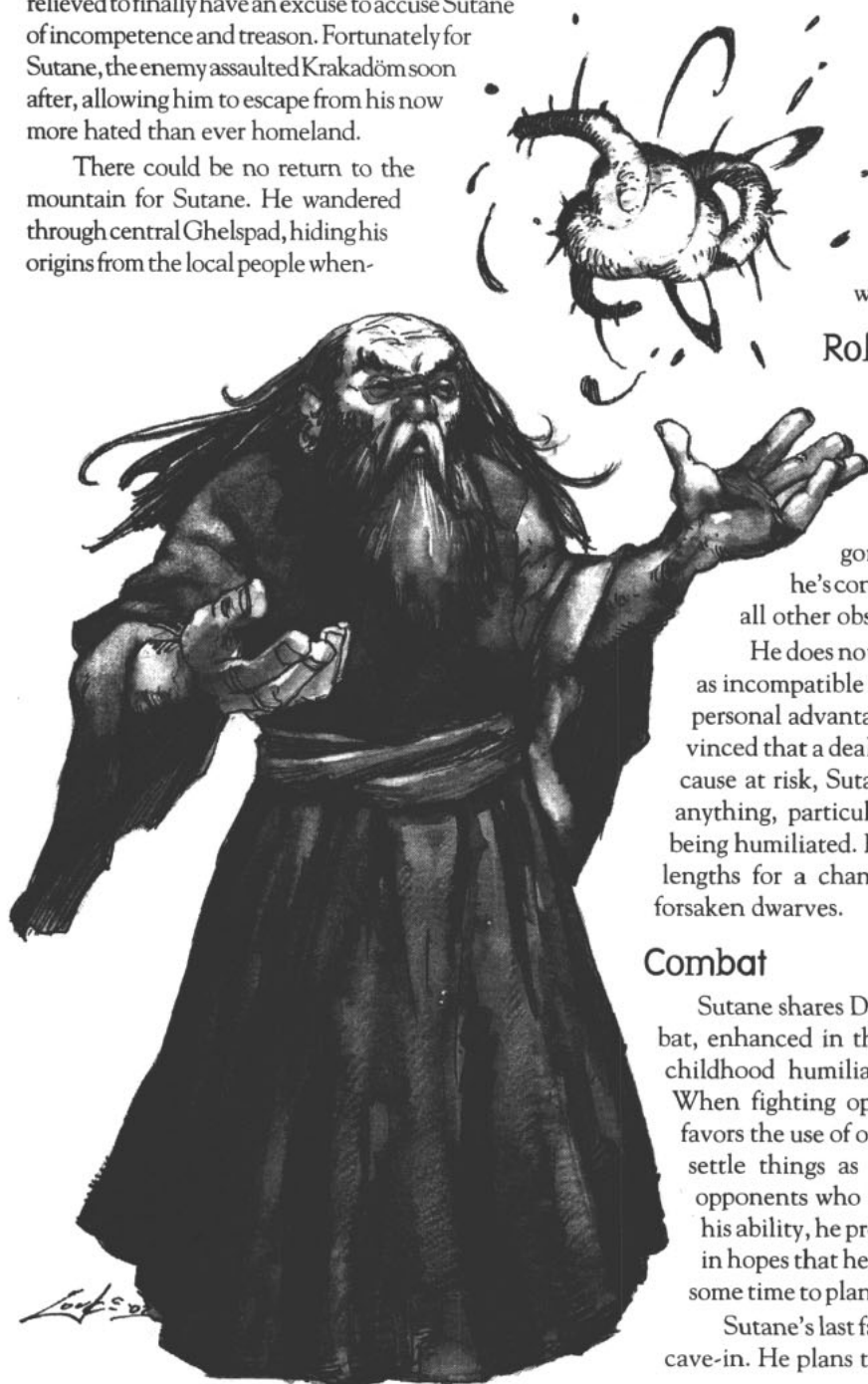
Sutane lives for mastery. If he ever feels he can mount a successful challenge to Dar'Tan and the other members of the Pentagon, he will. In the meantime, he's content to work with them against all other obstacles.

He does not regard his loyalty to the cause as incompatible with wheeling and dealing for personal advantage. As long as he can be convinced that a deal doesn't put the Fortress or his cause at risk, Sutane is willing to do just about anything, particularly if it leads to some rival being humiliated. He would also go to very great lengths for a chance to do more harm to the forsaken dwarves.

Combat

Sutane shares Dar'Tan's dislike for close combat, enhanced in the dwarf's case by memory of childhood humiliations among his own kind. When fighting opponents who know him, he favors the use of overwhelming force in order to settle things as quickly as possible. Against opponents who haven't seen the full range of his ability, he prefers to start with lesser power, in hopes that he'll be underestimated and gain some time to plan the most effective final strike.

Sutane's last familiar recently died in a mine cave-in. He plans to choose a new one soon.



Chiruli, Unhallowed: Forsaken Priest

Male forsaken priest, unhallowed, Clr15: CR 17; SZ Medium-sized humanoid (6'1", 220 lbs.); HD 15d8+15; hp 84; Init +2 (Dex +2); Spd 30 ft.; AC 18 (+2 Dex, +6 bracers of armor); Atk +11/+6/+1 (1d8+1/1d8+1/1d8+1, +1 heavy mace); AL LE; SQ invulnerable, unholy arts, sweet-sounding lies, pleasing illusion, undead; SV Fort +10 (+15), Ref +7 (+12), Will +11 (+16); Str 11, Dex 14, Con 12, Int 14, Wis 16, Cha 14

Skills: Alchemy +4, Concentration +9, Craft +6, Diplomacy +11, Gather Information +5, Heal +9, Intimidate +7, Knowledge (arcana) +9, Knowledge (religion) +10, Listen +4, Move Silently +4, Profession (priest) +9, Scry +11, Spellcraft +11

Feats: Alertness, Dodge, Scribe Scroll, Silent Spell, Still Spell, Weapon Focus (heavy mace)

Invulnerable (Ex): Chiruli can only be slain after being confronted with his crimes on ground consecrated to Madriel. Otherwise, if he's reduced to 0 hp, he vanishes from the mortal plane only to reappear at full strength the following night.

Unholy Arts (Sp): Chiruli can cast spells from the domain of Evil as a 15th level cleric.

Sweet-Sounding Lies (Su): Chiruli may whisper any suggestion, no matter how vile, into a listener's ear, and his target must make a Will save (DC 24) to avoid following it.

Pleasing Illusion (Su): The priest can conceal his undead features and take on any suitable appearance. He has an effective Charisma of 20 for purposes of reaction rolls and the like. Victims may see through these illusions only if they know to look for them and they succeed in a Will save (DC 19).

Undead: The priest is immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease, and to critical hits, subdual damage, ability damage, energy drain and death from massive damage.

Possessions: +6 bracers of armor, +5 cloak of resistance, hand of glory, robe of eyes

Deity: Madriel/Air and Death (formerly Life, inverted at unhallowing)

Divine Spells Prepared (6/6+1/6+1/4+1/4+1/3+1/2+1/1+1):

- 0— Cure minor wounds, detect magic, detect poison, read magic, resistance (x2)
- 1st— Bane, cause fear (x2), doom (x2), entropic shield, obscuring mist
- 2nd— Death knell, desecrate, inflict moderate wounds x2, undetectable alignment (x2), wind wall
- 3rd— Bestow curse, cure serious wounds, deeper darkness (x2), gaseous form, helping hand, obscure object
- 4th— Death ward, dimensional anchor, discern lies, sending (x2),

5th— Greater command, insect plague, slay living (x2), unhallow

6th— Antilife shell, chain lightning, create undead, summon monster vi

7th— Blasphemy, destruction (x2)

8th— Create greater undead, mass heal

Background

Chiruli is a relic of the time before the gods' triumph. He grew up during the era of the so-called 100 Republics that preceded the founding of Vesh and served Madriel as a particularly talented priest and healer. In those days, the war against the Slarecians still raged, and his other responsibilities included ministering to wounded troops alongside hundreds of other good clerics. That was when he first learned of the shadow worshippers, by eavesdropping on the interrogations of a few prisoners. Their supremely confident resolve impressed him, even as they died terribly. Later, the equally bold tactics of their brethren still at large impressed him again. He began to wonder if they possessed some fundamental insight that others should have as well and began a long, quiet search through the mysteries of divine magic.

A pair of human servants of the shadow worshipping Slarecians burst into his home one evening, fleeing a Veshian patrol. They intended to kill him and hide, but he had the presence of mind to repeat the few phrases of shadow worship litany he'd learned, and they stopped in surprise and confusion. They let him live long enough to hear him out, debated his sincerity, and finally decided to accept him as one chosen to join the cause. From then on, Chiruli went about his priestly duties by day and slipped away to be instructed by the shadow-folk each night.

Soon his loyalty to and understanding of the shadow cause were both complete, and his masters required him to prove his worth. Through careful deceit, he convinced one of his superiors in Madriel's temple to call an emergency meeting of all clerics and healers who could possibly attend. Chiruli's clerical powers no longer functioned and had not for some time, as his alignment had shifted too far from Madriel's for him to remain her priest. Chiruli was undaunted, however. He simply locked the assembled priests of Madriel in the temple and triggered the magical device given him by the shadow worshippers. The temple was filled with poisoned shadows, and every priest in the room died, leaving Madriel's army sorely lacking in healers the very night before an important battle.

A crime so heinous — against healers no less — committed by one who was still, in name at least, a priest of Madriel, was enough to twist Chiruli, body and soul, into another sort of being altogether. At the very moment the first trapped priest exhaled his last

breath, Chiruli was transformed into an undead Forsaken Priest. As one of the unhallowed he slowly and secretly made his way out of Vesh, hiding from those who hunted him for his crimes and totally cut off from his shadow worshipper masters. Eventually he was able to turn toward the great concentration of darkness that he sensed somewhere far to the southwest. He arrived in Elz just as the shadow worshippers were beginning their campaign of subversion, and used his store of shadow-knowledge to identify himself as one who deserved consideration. Throughout the years of the Elz experiments, he advised the other shadow worshippers on the arts of blending in with ordinary folk, and in particular about the nuances of feigned service to the gods, whose victory seemed increasingly obvious to him. He developed a grand doctrine of the gods' shadows, the dark side that he believed even the good gods hid from the world and from themselves. Slowly, he convinced himself that in inverting Madriel's rites and duties he was actually serving her deeper shadow nature. His so-called Cult of Madriel's Shadow began to grow, though many considered it the product of a twisted mind, or (as some have claimed) a means by which Madriel's sister Belsameth can gain influence over the shadow worshippers.

For him the exile from Elz was only a minor nuisance, and indeed he was eager to test out his new insights. To this end, he joined other acolytes in arguing for a move toward Vesh, or at least to the nearby Kelder Mountains, and eagerly did his part as a guide and negotiator for the ragged mob of homeless shadow worshippers.

Once the new Penumbra Fortress was well underway, Chiruli began making occasional trips into Vesh. Those who might have recognized him in his old home were all dead, most of them casualties of some violence or other during the Divine War, so he was able to move about quite freely and quickly found some weak-minded individuals willing to listen to his bizarre

doctrine of the gods' shadows. Slowly, patiently — he has eternity if he's careful, after all — he even now continues to build a new network of devotees who will, when the time is right, overthrow the pathetic light-side worship of all gods. When asked to replace the slain Lord Mortus, he eagerly joined the Penumbra Pentagon, and has since served enthusiastically.

Roleplaying Notes

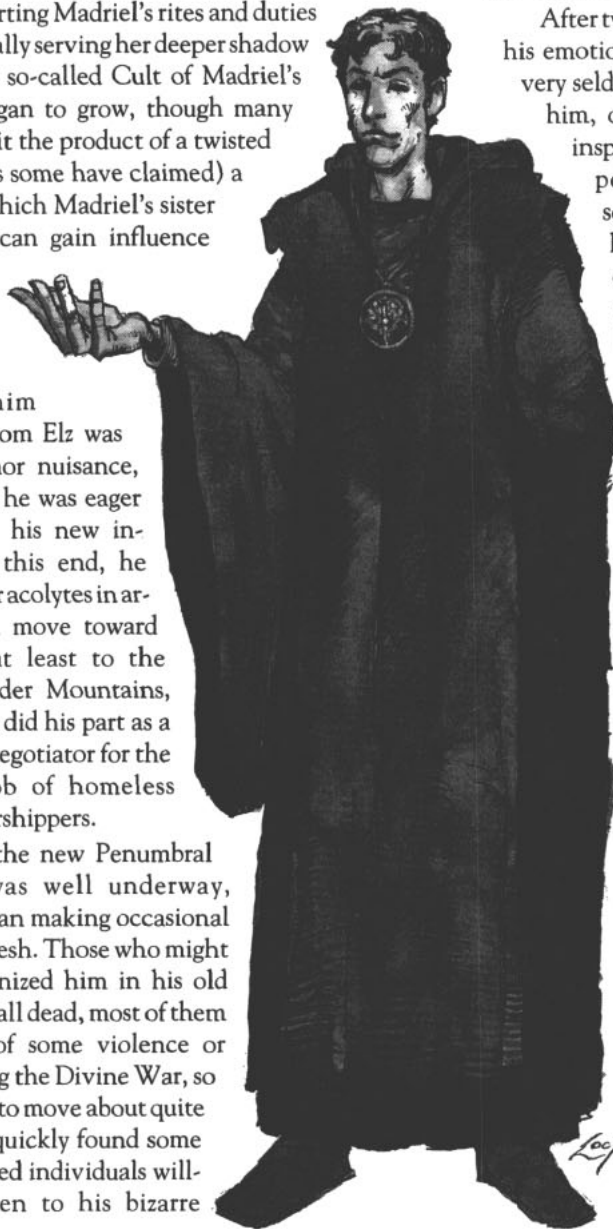
Chiruli is essentially a very pleasant, sincere, sociable man who simply happens to be utterly evil, insane and dedicated to the end of the world. He thinks that the extinction of all light is both inevitable and desirable, but he bears no ill will toward all the living things that depend on the light. Nothing would suit him better than to have everyone join him in worshipping the darkness before the calamity falls, so that everyone would be able to prosper together in the eternal night.

After two centuries of undead existence, most of his emotions have become quite blunted, and he very seldom feels any great anger. Refusal to join him, or even active resistance to his cause, inspire something more like resigned disappointment than rage. He is the schoolmaster and all the world is his class; he loves to teach and regards ignorance or hostility in the hearts of others as just another opportunity to do what he does best.

Combat

When circumstances require Chiruli to fight, he prefers to do so as directly as possible. Combat is a ghastly waste of everyone's time and resources, and he tries to end it as quickly as possible. He prefers not to kill anyone when he can, so he focuses on identifying the leaders of the opposition and taking them out with a speed and brutality likely to demoralize followers — hopefully to the point of surrender. He's long since become accustomed to his undead condition and has absolutely no fear of death by any ordinary means. Indeed, he deliberately uses his ability to regenerate as an instrument of demoralization as well, attacking stubborn enemies day after day until they lose the will to resist.

See **Creature Collection Revised** for details on the Unhallowed: Forsaken Priest.



Night Arm, High Gorgon Engineer

Female high gorgon, Sor15: CR 17; SZ Medium-sized humanoid (6'2", 240 lbs.); HD15d4+45; hp 117; Init+3 (Dex+3); Spd 30 ft., swim 30 ft.; AC 25 (Dex +3, +7 natural, +5 ring of protection); Atk scimitar +13/+8 melee, or 8 bites +12 melee (1d6+3 scimitar, 1d4+2 bite); AL LE; SA poison, snakes, spells; SQ damage reduction 10/+1, immunities, SR 15; SV Fort +11, Ref +7, Will +10; Str 17, Dex 17, Con 16, Int 19, Wis 14, Cha 14 (20)

Skills: Alchemy +7, Bluff +5 (+11), Concentration +7, Craft (engineering) +18, Decipher Script +5, Disguise +8 (+14), Hide +4, Intimidate +9 (+15), Knowledge (arcana) +6, Listen +3, Scry +2, Search +7, Spellcraft +3, Spot +5

Feats: Ambidexterity, Alertness, Extend Spell, Quicken Spell, Weapon Focus (Scimitar)

Poisoned Blade: Night Arm coats his scimitar with an acidic poison made from his secretions. Anyone wounded by it must make a Fortitude save (DC 20) or suffer 1d4+3 additional points of damage.

Poison (Ex): The snakes growing from Night Arm's belly are venomous. Anyone bitten by them must make a Fortitude save (DC 21) or take 1d8 points of temporary Constitution damage. After one minute, the victim must make another Fortitude save of the same difficulty or suffer another 1d8 points of temporary Constitution damage. Raise the DC by 1 for each snake after the first which bites the victim during Night Arm's attack. The damage remains the same no matter how many snake heads successfully bite.

Snakes (Ex): Night Arm can strike with up to eight snakes at once. The snakes can be severed if an opponent specifically targets them with an edged weapon; each has AC 20 and required 15 hp to sever. A total of 16 snakes are attached to Night Arm's spine inside his abdomen.

Immunities (Ex): Night Arm is immune to poisons and sleep-based attacks, and takes only half damage from cold-based attacks.

Possessions: +6 cloak of charisma, +5 ring of protection

Sorcerer Spells Known: (6/8/7/7/7/6/4):

(Night Arm is assumed to be wearing his cloak of charisma when encountered.)

- 0— Arcane mark, daze, detect magic, distort shadow, enumerate, mage hand, mending, read magic, resistance.
- 1st— Penumbral trap, reshape shadow, serpent's stare, shade's sight, unseen servant.
- 2nd— Gloom, knock, Mel's acid arrow, minor shadow conjuration, shadow images.

3rd— Dar'Tan's shadow bolt, lightning bolt, nondetection, shadow strike.

4th— Dimension door, mind over matter, shadow chains, shadow conjuration.

5th— Greater shadow conjuration, permanency, shadow evocation, telekinesis.

6th— Chain lightning, flesh to stone, shadow smash.

7th— Plane shift, shadow walk.

Background

Gorgons find the humanoid races baffling, just as they seem mysterious to humanoids. Gorgons are not stupid, but away from humanoid civilization they have nothing of what humanity would call "culture" of their own. They acquire social systems only by learning them from other races, and it is never fully clear how much the gorgons understand and how much they simply mimic. This is one of many reasons why Dar'Tan's choice of Night Arm was controversial.

Night Arm followed the shadow worshippers as they entered Hornsaw Forest and eavesdropped on their conversations long enough to establish that they saw the world in terms unlike any he'd ever dealt with. Seeing the opportunity to win prestige among his own kind, he approached openly one evening, offering extracts of his poisons and scrolls seized from travelers who'd fallen prey to his people in exchange for the chance to learn about the shadow worshippers and their cause.

The more that Night Arm learned, the more fascinated he became, and his trips to meet with the other gorgons became less and less frequent. He went from a merely useful associate to a staunch ally and devotee as the march through her homeland continued. Given the chance to perform some of the basic rituals, he surprised everyone — including himself — with the precision and flair he brought to the task. Dar'Tan and the other leaders agreed to permit him to continue with them as they journeyed onward.

He was hard at work, surveying the Kelders for perfect spot on which to build various sections of the new Penumbral Fortress when the Mithrilites drove the shadow worshippers from their city. When Dar'Tan escaped back to the Kelders, he approached him, offering a position within the Pentagon itself. He agreed without hesitation and delightedly took on more of a leadership role in the design and construction of the Shadow Fortress. As he talked with the craftsmen who had been planning the Fortress up until his promotion, he surprised them all

again with a deep and intuitive grasp of engineering, he studied everything about the arts of building while they traveled through the Kelder Mountains and helped to organize the first major labor parties for the construction.

Over time, Night Arm has become one of the chief overseers of the Fortress, personally plotting out its physical expansion and maintenance while other masters of magic attend to its shadow aspects. Every so often he travels to gatherings of high gorgons elsewhere in the mountains, trading scraps of penumbral lore for necessary exotic materials or techniques and preaching the gospel of shadow to all those willing to listen (with limited success). He thinks of the Fortress and its inhabitants as his real home and family now, however, and consequently strikes other gorgons as so strange as to be almost human.

Night Arm is an especially powerful and experienced gorgon, and so has higher statistics and greater powers than most others of his race.

Roleplaying Notes

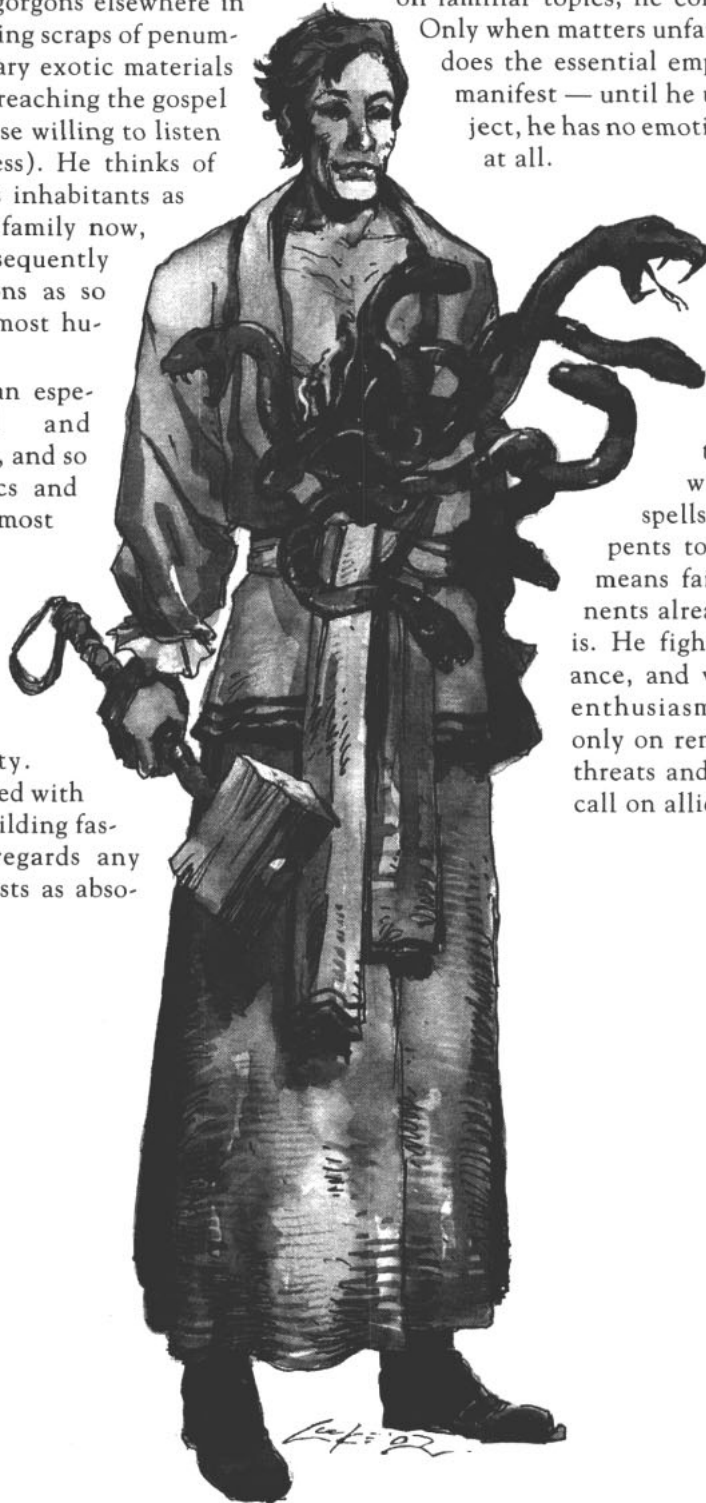
Night Arm is possessed by an insatiable curiosity. Everything concerned with either shadow or building fascinates him. He regards any threat to his interests as abso-

lutely dire, preferring to tolerate no risk at all. The other leaders of the movement know to make sure that only the most devout and accomplished underlings are assigned to work with him, as any who fall short risk immediate destruction. When Night Arm is satisfied that those around him pose no threat, he's very generous in sharing what he's learned in his decades of life and is equally eager to hear of others' thoughts and experiences. When he's on familiar topics, he converses with ease.

Only when matters unfamiliar to him arise does the essential emptiness of his soul manifest — until he understands a subject, he has no emotional response to it at all.

Combat

When fighting opponents who don't know his gorgon nature, Night Arm favors human tactics — direct battle with scimitar and spells. He brings his serpents to bear when those means fail, or when opponents already know what he is. He fights with little nuance, and without any great enthusiasm, concentrating only on removing immediate threats and then escaping to call on allies.



Blackfang, Corrupting Warlord

Male proud, Bbn16: CR 18; SZ Large-sized humanoid (7'2", 420 lbs.); HD 16d12+16; hp 165; Init +6 (Dex +2, +4 Improved Initiative); Spd 60 ft.; AC 19 (-1 size, +2 Dex, +6 natural, +2 rhino hide); Atk +15/+10/+5 (Claws 1d6+2; handaxe 1d6+2, +4 short sword of mighty cleaving 1d6+6; +3 short spear of thundering 1d6+5; javelin 1d6; sling 1d4; net special); AL CE; SA spells; SQ barbarian abilities, keen senses; SV Fort +10, Ref +7, Will +7; Str 16, Dex 14, Con 13, Int 12, Wis 10, Cha 14

Skills: Animal Empathy +5, Bluff +5, Climb +10, Craft (traps) +6, Diplomacy +6, Handle Animal +7, Hide +6, Intimidate +8, Intuit Direction +4, Jump +10, Listen +9, Swim +9, Wilderness Lore +8

Feats: Claw Strike (an additional attack each round with his forelegs at no penalty), Cleave, Improved Critical, Improved Initiative, Run, Track

Spells: Once a day, Blackfang may cast any spell available to a 7th level druid that deals with charming or speaking to animals; the spell works as if Blackfang were a 7th level druid himself.

Keen Senses (Ex): Blackfang sees four times as well as a human being and has darkvision with a range of 60 feet. He can scent creatures within 30 feet and can discern their direction



as a partial action.

Possessions: Rhino hide, +4 short sword of mighty cleaving, +3 short spear of thundering

Background

Even now, after decades of training and both magical and mundane assistance, Blackfang is scarcely the most intelligent of shadow worshippers. What drives him instead is an overwhelming pride and yearning for mastery — if his race weren't already called the Proud based on their similarities to a pride of great lions, the name would still fit him because of his considerable hubris.

As a young adult he wandered far from his tribe's homeland in hopes of finding fresh challenges and secrets that he could use to gain advantage back home. When agents of the Eyes in the Night offered him aid, he willingly accepted. So quickly did he accept, in fact, that "corruption" had nothing to do with it: he was ready to give himself to a suitable cause, and the triumph of darkness was just the sort of thing he was hoping to find.

Most of the other Proud had no interest in his new faith. They are an uncomplicated race, concerned with what matters today and tonight, and have no use for the fate of the universe or indeed anything after they die. The relatively few who did pay attention mostly hated what they heard, feeling that no outside master could possibly be worth a proud warrior's loyalty. The Proud have fallen a long way from their former condition, but even then they were never given to grand visions and far-reaching ambitions. When Blackfang's preaching gave sufficient offense to sufficient numbers of his people, they drove him from the plains and threatened to kill him if he ever returned. They continued to provide specific

services for the shadow worshippers in exchange for useful goods, but only as a matter of practical trade.

He decided on a plan of revenge against those who'd forced him to flee. Working in disguise and through a very few loyal intermediaries, he used his social talents to break down the society in which he'd been raised. His followers preached and demonstrated the advantages of barbaric abandonment of all restraint. He built up a cult of warrior cannibalism, using illusions and simple legerdemain to show how eating one's enemies could grant superior insights. Over the course of decades, he fed the rot already present in Proud society and greatly accelerated its collapse. Along the way, of course, he sampled many of the anti-civilized pleasures he sought to inculcate in others, but always with a careful awareness of what he was doing.

Blackfang didn't work with the other groups who served the Pentagon at first, preferring to remain in the lands around his native plains. When the penumbral conspirators were driven from Mithril, he at last gathered his small band of followers together and offered their services to Dar'Tan, fighting alongside the dark elf as he struggled to recover in the wake of defeat. Blackfang's thoroughness and ferocity impressed Dar'Tan; the dark elf envisioned applying the same principles of degradation to human and elven societies. This experience in helping to break down a culture was what motivated Dar'Tan to elevate Blackfang to the highest level of shadow worshipper society.

Roleplaying Notes

Blackfang lives for the joy of seeing others lose control of themselves and become his victims, to mold as he chooses. In his own mind he sees himself as being completely separate from all those around him — the only person he can ever trust or care for. Everyone else is a potential victim, differentiated from one another only by how hard it is to break them to his will. He is also a very alert scavenger, willing to pay almost any price for knowledge or goods if they seem likely to advance his grand schemes. Thus his response to challenges depends entirely on whether he sees an opportunity for gain. If so, he'll bargain, all the while hoping to start the process of breaking down yet another soul; if not, he'll simply attempt to destroy all opposition and loot whatever worthwhile possessions may be left over afterwards. He is thus not very complex, but so viciously savage as to be almost completely unpredictable to those who don't already understand him.

Combat

Blackfang doesn't fight very much himself these days, and when he does he tries to make the most of it. He loves to demonstrate the distinctive martial abilities of his race and shows off by switching rapidly between his many weapons, both natural and forged. Stylish maneuvers and glorious triumphs against apparently insurmountable odds make him very happy.

Potail Teewyn

Male human, Wizard: CR 9; SZ Medium-sized humanoid (5'6", 145 lbs.); HD 9d4+18; hp 42; Init +2 (Dex +2); Spd 30 ft.; AC 10 (+2 Dex); Atk +4 (1d6+1 quarterstaff, 1d6+1 shortbow); AL LE; SA spells; SV Fort +5, Ref +5, Will +8; Str 12, Dex 15, Con 14, Int 16, Wis 14, Cha 12

Skills: Alchemy +5, Bluff +5, Concentration +4, Craft (bookmaking) +3, Gather Information +5, Innuendo +8, Knowledge (arcana) +8, Knowledge (religion) +8, Scry +5, Sense Motive +8, Spellcraft +5

Feats: Alertness, Quicken Spell, Scribe Scroll, Silent Spell, Still Spell

Possessions: Masterwork staff and bow, ring of mind shielding, scroll of magic circle against good (x3), scroll of summon monster iv (x2)

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

- 0— Daze, detect magic, mending, read magic
- 1st— Alarm, comprehend languages, erase, magic missile, shocking grasp
- 2nd— Darkvision, detect thoughts, obscure object x2, spectral hand
- 3rd— Nondetection, suggestion, vampiric touch
- 4th— Contagion, emotion
- 5th— False vision

Background

Potail grew up in the shadow of the golem that gives Mithril its name and from an early age was fascinated by the pristine purity of its form. He felt disgusted by the unpleasant complications of life, its perennial messiness and stench and inevitable decay. He used to daydream of escaping it all by turning himself into a mechanical man and even undertook alchemical research on the subject early in his adult life (he was especially fascinated by the tales of the legendary dark elves and their living constructs). He traded information about Mithril to a traveling agent of the shadow worshippers and gradually discovered the existence of an alternative: devotion to darkness and the hope of escape from physical existence.

Given what he considered to be a plausible hope, Potail managed to overcome most of his self-imposed isolation. He does not like people any more than he ever did, but he has discovered that they can be very interesting when considered with detachment. He has learned how to manipulate them, to find their weak points, and to play upon them like musical instruments. Life seemed less horrifying to him when it appeared as a vast sprawl of loose articles that he could arrange into patterns as he saw fit. After several false starts, he built a comfortable business for himself in the harbor district, supplying bookmaking and basic magical services to merchants and sailors. From this vantage point he can see the unfolding life of the



city and coordinate the efforts of all who worship the darkness there.

Every 20 years or so, he builds up a new false identity and then moves into it, arranging for the death or moving-away of the old one. Only long and careful investigation could track the truth beneath his succession of disguises.

Roleplaying Notes

Potail preserves his calm by keeping himself emotionally distant from the world around him. As long as this emotional distance holds firm, he can deal with others in an impersonal and businesslike manner and do the planning necessary to advance the darkness' cause in Mithril. From time to time, some person or event manages to touch his sympathy, but his reaction to such emotion is certainly not what one might expect. After recovering from a brief and utterly temporary breakdown, he realizes that he's been "forced" to feel an emotion common to those who live in flesh. Overcome with revulsion, he spares no effort to destroy whatever or whoever triggered the experience. He then goes into retreat for the days or weeks necessary to regain his composure.

Combat

Lacking any significant combat ability or inclination of his own, Potail relies on underlings to fight for him. When a fight is unavoidable, he concentrates on trying to escape it as quickly as possible.

Haresha Two-Hangs

Female human, Roge: CR 6; SZ Medium-sized humanoid (5'4", 120 lbs.); HD 6d6+12; hp 38; Init +3 (Dex +3); Spd 30 ft.; AC 15 (+3 Dex, +2 leather armor); Atk +4 (1d6+1 short sword, 2d8+1 light crossbow); AL LE; SV Fort +4, Ref +8, Will +2; Str 12, Dex 16, Con 14, Int 15, Wis 14, Cha 12

Skills: Appraise +4, Balance +10, Bluff +6, Climb +6, Craft (rope) +6, Decipher Script +4, Diplomacy +4, Disable Device +4, Disguise +3, Escape Artist +5, Forgery +4, Gather Information +6, Hide +5, Innuendo +6, Intimidate +3, Intuit Direction +4, Jump +3, Listen +4, Move Silently +6, Open Lock +6, Perform +3, Pick Pocket +5, Profession (guide) +10, Read Lips +4, Search +4, Sense Motive +6, Spot +4, Swim +3, Tumble +5, Use Magic Device +3, Use Rope +10

Feats: Ambidexterity, Dodge, Point Blank Shot, Track

Possessions: masterwork sword and crossbow, +2 leather armor, *potion of cure light wounds* (x3), *potion of cure moderate wounds* (x2), *ring of x-ray vision*

Background

Haresha operates a successful guide service in the Canyon of Souls. Most of her serious competitors have been wind-walker guides for generations. While she's new to the work—she came from a family of farmers—she discovered an aptitude for managing the canyons when she ran away from home. Haresha apprenticed to one of the leading guides and worked her way up through the ranks until her master retired and left the business to her. She's been guiding people and caravans through the dangerous Canyon of Souls for more than 30 years now, and continues in fine condition.

Her nickname "Two-Hangs" refers to her two most serious accidents, in which high winds swept her off a prepared walkway and tangled her up in one or more safety lines, so that she was partially asphyxiated before cutting herself free. She still bears the scars on her neck, and uses them as part of her pitch to customers, pointing out that she's seen how bad it can get and survived, so she can keep them safe even in the gravest extremes. She does quite well with this approach, too, with many naïve customers preferring to deal with someone who has such obvious experience rather than with other guides who seem almost implausibly clean and pristine.

She encountered the shadow worshippers in the aftermath of an accident that she does not tell customers about. While mapping out a possible new pathway in the canyon's middle stretches, she was caught in a landslide and carried down into the dark depths. Badly wounded, she managed to work herself free and hunted for a way out, but failed to find one. She felt her strength failing and called out a curse to the gods who had abandoned her after all the patronage she'd given to their shrines. The gods didn't answer. Something in the shadows did. An unseen voice promised to show her the way out in exchange for her service, and she agreed willingly—she is above all a pragmatist, and regards practical help as the only meaningful criterion for respect. The darkness aided her, and so she honors her commitment to it.



The permanent population within the Canyon of Souls is small enough that Haresha knows nearly everyone of importance personally and shares acquaintances with all the rest. She keeps a careful mental tally of those in need of a little extra assistance and arranges for one of her uninitiated and unsuspecting employees to make the contact. She does not deal directly with potential recruits to the shadow cause until they've proven themselves interested in more than a one-time deal. When necessary, she also helps to arrange "accidents" for those who show signs of getting too close to the truth, particularly those about to make life uncomfortable for choice targets of recruitment.

Roleplaying Notes

Personal ambition drives Haresha. She likes being the one that others depend on, the one who takes care of the things they need and can't do for themselves. Serving the shadow is an easy means to achieve this end—the fate of the world interests her much less than how much admiration and respect she can get for herself. If other powers ever answered her petitions the way the Penumbra Pentagon does, she might well turn to serve them instead. The Pentagon is content to work with her because of her sincere pursuit of self-interest. They can offer her more than enough to win her allegiance, and she has the connections and knowledge they need. Shared greed keeps it all worthwhile.

Combat

Direct confrontation means that Haresha has already failed, as far as she's concerned. She knows she's not very good at fighting and calls on her bodyguards for most combat duties. If she has to make an assault herself, she'll aim to do it by ambush.

Ejo Kerika

Male human, Exp7: CR 6; SZ Medium-sized humanoid (5'9", 155 lbs.); HD 7d6+7; hp 37; Init +7 (Dex +3, +4 Improved Initiative); Spd 30 ft.; AC 16 (Dex +3, *ring of protection* +3); Atk +5; (1d4+2, +2 *dagger*); AL LE; SV Fort +3, Ref +5, Will +9; Str 12, Dex 17, Con 13, Int 15, Wis 13, Cha 18

Skills: Balance +10, Bluff +12, Climb +10, Gather Information +10, Knowledge (religion) +10, Innuendo +16, Profession (scribe) +10, Search +10, Spot +10, Use Rope +10

Feats: Ambidexterity, Improved Initiative, Skill Focus (Innuendo), Weapon Focus (*dagger*)

Possessions: +2 *dagger*, *ring of protection* +3

Background

Ejo is one of the best surveyors in the Bridged City, capable of analyzing the strengths and weaknesses of the unique structures that keep the city together. His father had the same talent and raised him to the trade, rejoicing in his son's expertise. Ejo's father also took great pleasure in his son's fondness for the shadow cause: where Menlon Kerika joined the Penumbral service only gradually and with reservations, Ejo has never suffered a moment of serious doubt that he's doing precisely the right thing. He serves in the Academy of Magic and Engineering and does his work so scrupulously that he's thought not only to be utterly reliable but even somewhat tedious. Only his masters and a handful of chosen recruits know otherwise.

Some of the Penumbral Fortress' denizens argue that the City of Bridges poses a threat to them, one best dealt with by smashing the city into fragments so that the Kelders' monstrous inhabitants can then polish off its people at their leisure. Ejo argues to the contrary that taking the city intact would give the Pentagon a new base of operations and avoid prematurely alarming future targets of infiltration. So far his arguments have carried the day with Dar'Tan, whose word is final.

Roleplaying Notes

Ejo is slowly going insane, and hasn't yet fully realized it. He regards the changes in his outlook as simply consequences of his growing understanding of



his masters and their agenda. He now believes that the bridges in the City of Bridges are actually alive and yearning to be liberated from the traffic that wears them down; he can no longer comfortably stand on any of them while surveying, and prefers to do his work while in harnesses suspended beneath their arches and columns. He explains to curious bystanders that this gives him an unusual perspective and thereby allows him to catch more problems before they become critical.

Combat

Ejo likes to fight, although he knows he's not very good at it. Against targets too powerful for his dagger, he generally uses treachery — bridges do collapse, after all, and the City of Bridges is widely known to have a few precarious spots here and there, so a fresh accident is disappointing but not surprising. When he must fight, he tries to use his superior maneuvering ability, knowing that very few outsiders fight well while dangling over abysses or wrapped up in elaborate trusses.

Chapter Three:

The Penumbral Fortress

The Fortress in Darkness

The Penumbral Fortress is the physical and social center of the community of shadow worshippers led by the Penumbral Pentagon. Small enclaves of worshippers gather all over the continent of Ghelspad (and beyond), and larger ones in areas that the Pentagon seeks to subvert, but for all of them the Fortress is “home” — even for those who have never been there themselves. The Fortress bridges the chasm between the material world and the expanses of shadow, allowing its inhabitants to savor the experience that they hope will one day overtake the rest of existence.

The only parts of the Fortress that always exist fully in the world are the gateways in the Canyon of Souls and a gully south of the Bridged City. The rest of the Fortress was built piece by piece and translated into shadow form with the rituals described in Chapter 4. It is sometimes necessary for the Fortress’ engineers to bring a piece of the elaborate structure back into the world for repairs or modifications, but when the work is done, the engineers return the section to shadow. So far, nobody seeking the Fortress has yet realized its true nature, and so they continue to hunt unsuccessfully for some conventional, world-bound building.

The Experience of the Fortress

Nothing compares to the Penumbral Fortress. GMs using it in their campaigns should play up the constant strangeness of the place.

Most of the Fortress’ inhabitants possess some form of *darkvision*, and most of the Fortress remains perpetually dark. Depending on what those capable of manipulating shadow have been doing nearby, sound may carry extremely well or extremely poorly. Echoes are almost never quite normal; the Fortress’

architects seldom choose to leave the environment alone. Some parts of the Fortress, particularly those not in use at the moment, act as something like "shadow wells," which get stripped of any residual magical energy and their native darkness for the purpose of experiments in shadow control. Here the air feels thin and dry, either unusually warm or bitterly chill, and sounds echo for a long time. Around the magical laboratories, on the other hand, the air is thick and dank as if a storm blew through and then the winds died, and sounds are all muffled.

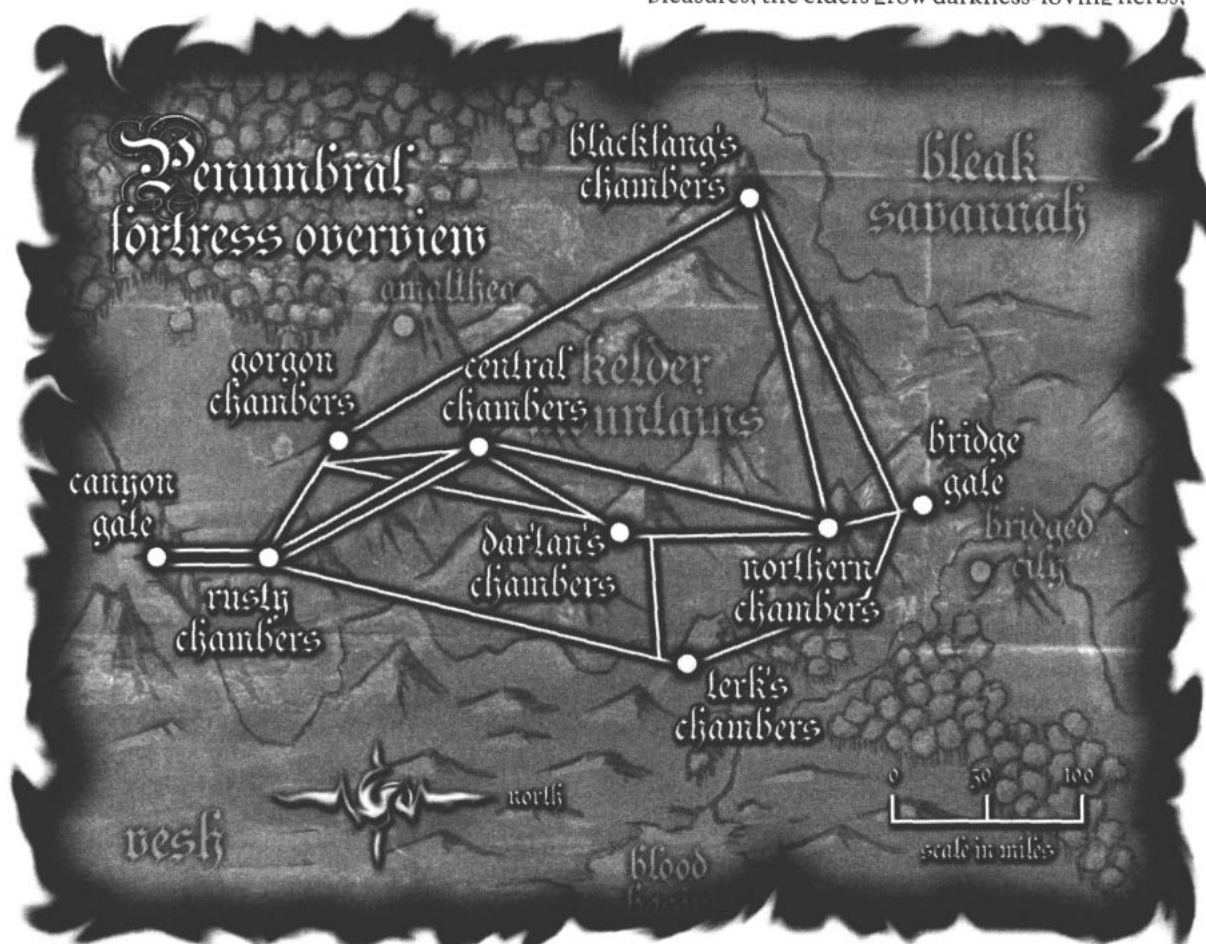
This disruption of the senses confuses and frightens those who have not had time to become accustomed to them. Newcomers to the Fortress must make a Will check (DC 20) upon entering or suffer a -1 penalty to all rolls for 2d6 hours. Even those who succeed on the Will roll suffer a -1 to all Listen and Spot skill checks for the same 2d6 hour period. After this, characters are better able to adapt themselves to their strange surroundings, though this does not decrease the Fortress' sinister aura.

There is no pure light anywhere in the Fortress. The shadows cast by each lamp, fire, and magical glow promptly come to life under the command of the shadow worshippers. Many of

the shadows move mindlessly, seeking out energy to prey upon, or drifting with no more conscious direction than clouds. Others are infected by intelligences from the Plane of Shadow. Some of these are no more sophisticated than animals, but some are as capable as people, and still others are simply not readily comprehensible to people of the Material Plane. Masters of shadow magic also travel in shadow form for their own reasons, including the pure pleasure of the experience, and they often commandeer the shadows they pass to assist in their movements and labors.

To kindle any light in the Fortress is always to invite any number of strange manifestations of shadow, and any light source left unattended in the Fortress soon gets smothered by living shadows. Candles and small lamps go out within a few minutes, torches and big lamps in an hour or two, bonfires and big hearth fires within half a day. The many semi-conscious shadows of the Fortress are slow to approach members of sentient races, however. As long as a light remains carried or tended, it can burn naturally.

The inside of the Fortress also smells strange. Both for their experiments and for personal pleasures, the elders grow darkness-loving herbs.



scents. The work conducted in the Fortress gives off its own reeks, from the hot smoke of alchemical fires to the foul scent of living beings subjected to torture and vivisection.

Residents of the Fortress suffer a -3 penalty to scent-related checks until they become accustomed to their new home. This takes a full year, or six months if they succeed in a Will check (DC 20) at any point.

From Stone to Shadow

The Penumbral movement is poorly and inconsistently organized, a situation which provides many interesting opportunities for adventurers. The five members of the Penumbral Pentagon hold power personally, as individuals. Having begun in rebellion against their masters, they share a vision of what the world should become and how they can help speed the arrival of its final condition. They do not share a vision of organization charts or sound bookkeeping or the proper depth of hierarchy, however. Since matters that bore the Pentagon are not addressed, at least not by those in power, the Penumbral movement works with a hodgepodge of arrangements, each made for some specific but often forgotten purpose and left in place, intermixed with the ideas of subordinates who haven't yet been overruled.

The Guard Patrols

The closest the Fortress comes to genuine organization is the system of guard patrols, established by Sutane Terk while building the first chambers. Each patrol consists of five individuals, four low-level soldiers and a leader several levels higher, all generally fighters. Terk would like to put people with the potential to become penumbral lords on patrol to build knowledge and experience, but such individuals are rare. Would-be masters of the penumbral arts among guards who lack real potential may study the basics (acquiring a single level in an arcane magic-using class), but that's as far as they're likely to go.

Each section of the Fortress has a local commander, who tries to keep track of the individuals in that area who have potential for advancement. The section commander also works out deals with other important figures in the area, so that patrol duty can be a punishment for those who have failed in their responsibilities, as well as a testing ground for potential leaders. Terk works with the commanders to keep their guards supplied with reliable equipment and otherwise leaves them a great deal of freedom, as well as accountability

for their own affairs. Commanders who win Terk's favor work more often with him directly and get access to better gear, while those who displease him are ignored. Only very rarely does Terk ever overtly remove a commander; he prefers to leave them to face assassination at the hands of ambitious underlings, and he rewards well-executed coups.

The other members of the Pentagon respect the guard patrols because it is convenient to do so and saves the others from the problems of coming up with their own systems for general security. By cooperating with Terk, they can focus their own efforts on their own specific areas of interest. If Terk were to die or fall into disgrace, the others would give authority for the patrols to some talented lieutenant.

Maintenance and Construction

The work of building and repairing the Fortress goes on everywhere, but with less long-term organization than is required by the patrols. Terk and Night Arm have separate networks of students and colleagues. They don't quite compete directly, and each has specialties that the other calls on when necessary, but they do constantly challenge each other to show their respective worthiness at the great work.

The primary cabals of shadow engineers are described below in their appropriate locations. At one time each section had its own resident engineers, and some of their supply chambers still remain, but the experiment proved wasteful. Apprentice engineers must spend time in the equivalent of patrol duty, divided between trips throughout the Fortress to examine it themselves and being "on call" in Terk's or Night Arm's workshops. Messengers bring news of potential problems, and the apprentices go to investigate and decide whether more experienced artisans are required. Apprentices who let serious problems go unfixed get punished severely, as do those who make too much fuss over minor or nonexistent problems. Almost all engineers have a few disciplinary scars to remind them of the importance of sound judgment.

In theory, as authorized representatives of one of the members of the Penumbral Pentagon, apprentices making inspection trips can go almost anywhere and examine almost everything in the fortress. In practice, apprentices must proceed carefully, and it takes heavy bribes and careful diplomacy when some prominent shadow worshipper's special project must be disturbed. Many magicians and priests regard the occasional intrusion out of the Plane of

Shadow as a price well worth paying to protect their privacy.

Spies

All members of the Pentagon and all of their followers spy on the other inhabitants of the Fortress. Some spymasters keep their discoveries to themselves. Others like to buy, sell and trade what they learn. In addition, knowing that others are spying on them, local leaders spend time testing the loyalty of their own followers, purging probable traitors and trying to counter-convert the disloyal on their staffs. The Pentagon prefers not only to allow this practice, but also to actually encourage the endless cascade of betrayal and counter-betrayal, on the assumption that anyone who can be overcome in this manner deserves to be.

South: The Canyon Gate

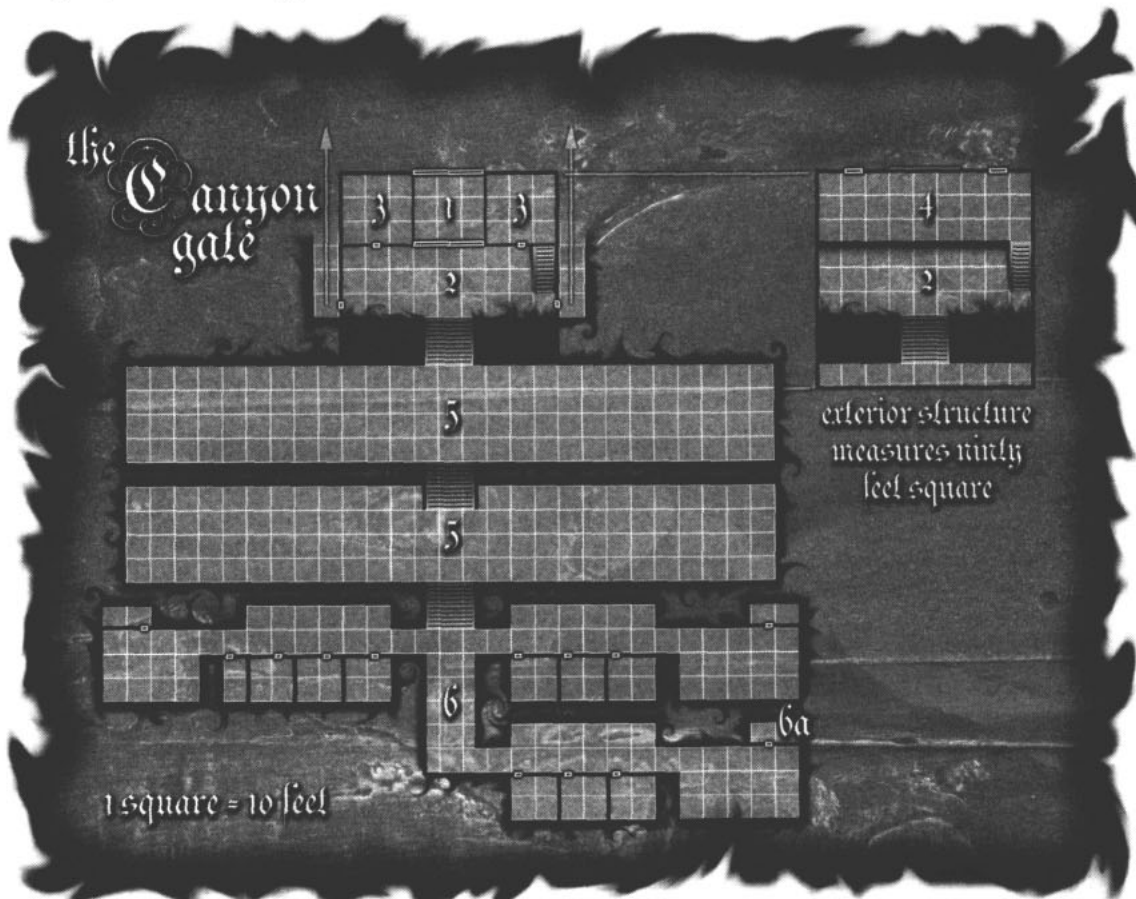
The oldest part of the Penumbral Fortress, the Canyon Gate, nestles more than a thousand feet below the major route through the Canyon of Souls. Haresha Two-Hangs and her allies deliver relatively small quantities of building material and other supplies while guiding caravans through the canyon — short detours let them unload cargo in out-of-the-way corners. Larger quantities of supplies come via caravans

ambushed and apparently lost, or come in during magically created storms that shut down any canyon traffic lacking the right protective charms.

Approaching the Gate

The most heavily traveled route to the Canyon Gate leads down from the Moaning Cliff. There are several deceitfully plausible false roads leading off the correct path in that region. Guides mark each one with a bright red metal or stone pillar planted securely in the ground, but they don't last. High winds knock some over, and landslides and cliff collapses send some plunging into the canyon depths. The servants of the Penumbral Pentagon also sometimes remove these markers to set up "accidents" of their own design. The false routes all end within three hundred feet of vertical descent over no more than half a mile of trail. The routes favored for ambush all end shortly after rises that hide their ends, beyond which ambushers lie in wait.

The route to the Gate goes through similar convolutions and then passes into a natural cave subtly enlarged. The cave passage descends steeply, with several switchbacks, and opens out beneath a massive overhang. From here on down the rest of the route is in constant shadow; sunlight sometimes



Outside Patrols

A patrol is CR 12 if the leader leads all zealots, 10 if zealots and others are mixed, and 8 if it is all others. The following typical individuals may speak a language from a native land in addition to those listed.

Patrol Leader, Ftr6: CR 6; SZ Medium-size humanoid; HD 6d10+6; hp 45; Init +6; Speed 20 ft; AC 15 (+2 Dex, +10 armor, +3 shield); Atk melee +11/+6 (bastard sword 1d10+6 damage), ranged +8/+3 (composite longbow 1d8+3 damage); AL LE; SV Fort +10 Ref +6, Will +7; Str 16, Dex 14, Con 14, Int 13, Wis 12, Cha 12.

Skills: Climb +8 (+0 in armor), Craft (armor) +3, Heal +5, Jump +8 (+0 in armor), Swim +6 (-2 in armor).

Feats: Cleave, Exotic Weapon Proficiency (bastard sword), Improved Initiative, Point Blank Shot, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

Languages: Ledean, shadowpeak.

Possessions: +2 full plate, +1 large metal shield, +2 bastard sword, +1 composite longbow, 20 normal arrows, *potion of cure moderate wounds*, *potion of endurance*, +1 cloak of resistance, *ring of darkvision*.

Zealous Guard, Ftr4: CR 4; SZ Medium-size humanoid; HD 4d10+8; hp 30; Init +6; Speed 20 ft; AC 17 (+2 Dex, +7 armor); Atk melee +9 (bastard sword 1d10+3 damage), ranged +6 (composite longbow 1d8+3 damage); AL LE; SV Fort +8, Ref +4, Will +3; Str 16, Dex 14, Con 14, Int 12, Wis 12, Cha 12.

Skills: Climb +6 (+1 in armor), Craft (armor) +3, Heal +5, Jump +6 (+1 in armor), Swim +6 (+1 in armor).

Feats: Exotic Weapon Proficiency (bastard sword), Improved Initiative, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

Languages: Ledean, shadowpeak.

Possessions: +2 chainmail, +1 bastard sword, +1 composite longbow, 20 normal arrows, *potion of cure moderate wounds*, *potion of endurance*, +1 cloak of resistance, *ring of darkvision*.

Unhappy Guard, Ftr2: CR 2; SZ Medium-size humanoid; HD 2d10+2; hp 13; Init +5; Speed 20 ft; AC 17 (+1 Dex, +6 armor); Atk type damage; AL CE; SV Fort +6, Ref +2, Will +2; Str 13, Dex 12, Con 13, Int 10, Wis 12, Cha 8.

Skills: Climb +5 (+0 in armor), Craft (armor) +2, Heal +5, Jump +5 (+0 in armor), Swim +5 (+0 in armor).

Feats: Exotic Weapon Proficiency (bastard sword), Improved Initiative, Weapon Focus (bastard sword).

Languages: Ledean, shadowpeak.

Possessions: +1 chainmail, masterwork bastard sword, composite longbow, 20 normal arrows, *potion of cure moderate wounds*, *potion of endurance*, *ring of darkvision*.

reflects to nearby outcroppings and shines through crevices, but no light falls anywhere within twenty feet of the route. Its upper reaches are not obviously reworked, but once the trail enters the cave, the stairs and platforms are all obvious. Anyone who gets that far presumably knows that intelligent activity takes place there.

Small streams cascade down into the Canyon of Souls every so often throughout its length. Small bridges lead over these where necessary along the routes known to the world at large. The path to the Canyon Gate ends at a nearly round flat space where two waterfalls plunge into deep pools, one at the eastern end, one at the western end. The noise of these falls — enhanced by careful placement of stones and carved channels — provides a little extra cover for traffic in and out of the gate. From the western end of the gateway plateau, the pool drains into another cascade and flows off down the steeply sloping canyon to the west. (Several miles further west it sinks into a network of impassible caves and becomes part of the West Ontenazu groundwater supply.)

The Outside Patrols

The inhabitants of the Penumbra Fortress don't like daylight, even when it comes indirectly. Artificial light like that from torches and spells may trouble eyes adjusted to darkness, but it isn't spiritually upsetting. It's a tool, which its users can put away just like they can stow their hammers or swords when a job is done. Sunlight, on the other hand, doesn't submit to the will of even the Penumbra Pentagon. They have spells to hide themselves away from sunlight, and some of the penumbral conspirators can even control the weather so as to draw in clouds, but the shadow worshippers cannot escape the reality that the sun is still there, shining away, whether they can see it or not.

Due to the unpleasant nature of the duty, therefore, two sorts of shadow worshipper most commonly get assigned to patrol outside the Fortress:

- **Ambitious Zealots.** These particularly dedicated worshippers of darkness seek to prove their merit by doing necessary but unpleasant jobs with all the enthusiasm and attention to detail that they can possibly muster.
- **Unhappy Failures and Troublemakers.** The hierarchy punishes minor violations of the Fortress' code of conduct with one or more shifts of outside patrol. A small failure marring an otherwise good record may earn the violator a single shift, while

persistent habits of failure and insubordination can lead to outside duty for months on end.

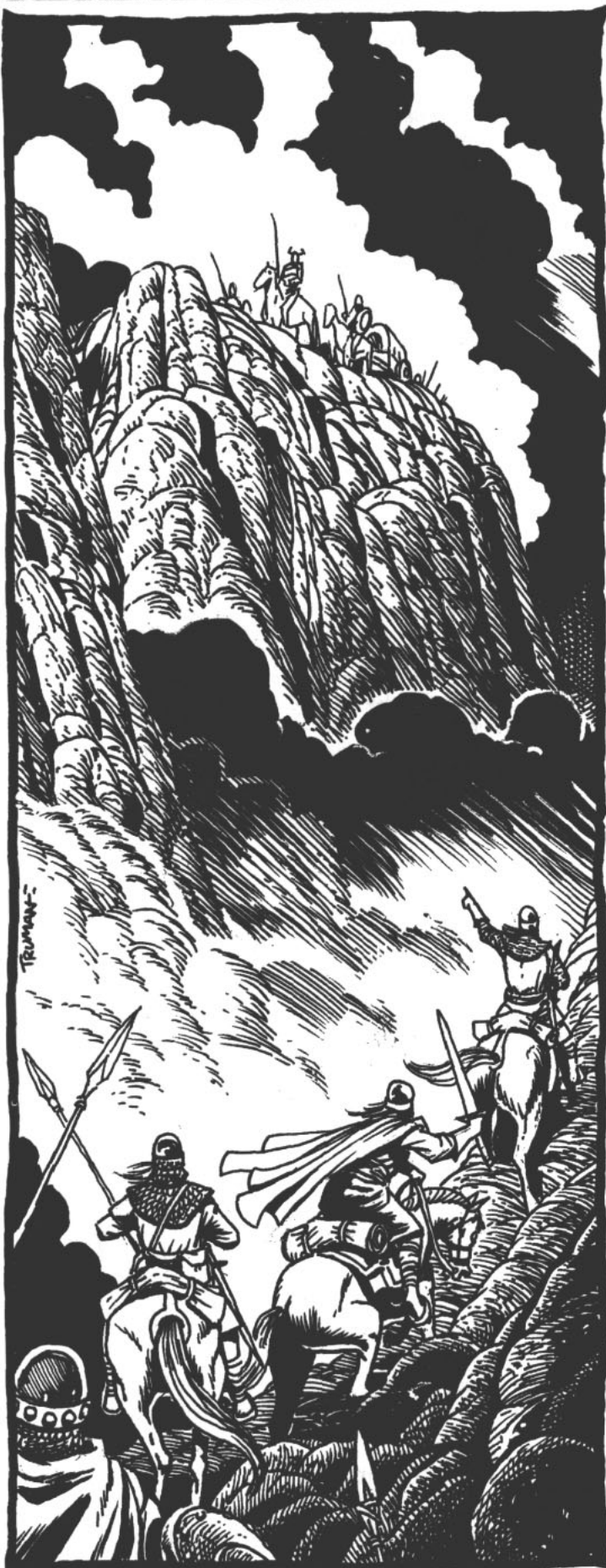
The Fortress assigns teams of five individuals to patrol together (see sidebar for statistics). There is always at least one zealot in the group, but this person isn't necessarily the leader. One to four of the other members of the patrol will also be zealots. Disgruntled individuals are seldom willing to actually betray the Fortress (any effort to persuade, intimidate, or otherwise manipulate them into doing so is DC 25), but they can be bribed or cajoled into overlooking PCs on occasion (DC 15 for the relevant tests).

The Canyon Gate

The Gate itself is a 30-foot square space framed in black basalt. The rites that create the *penumbral gates* no longer require black stone, but the Penumbral Pentagon orders that the old gates be maintained as they are, partly for tradition and partly in the belief that it's wise not to take chances with such things. The gateway doors are elaborately carved with scenes of Penumbral triumph, while the pillars and lintel are solid blocks squared and polished to nearly mirror-like smoothness without any decoration.

The natural cliff face all around has been chipped away and basalt blocks six feet long have been set in end to end for 30 feet on each side and also for 30 feet straight up above the gateway lintel. Slits allow guards to look out and attack anyone on the plateau, though they've never had targets aside from the undead "native" to the Canyon. These slits are hidden in two panels of the second level of blocks, which have concealed hinges that allow them to fall flat open.

Behind the gate, the Penumbral Fortress' southernmost section stretches up the slope, a solid mass of blackness over 60 feet high. Two passages leading to the rest of the Fortress run from the cliff face down into crevices before shifting into the frontiers of the Plane of Shadow.



d8 Fast Tunnel Disturbance

- 1 **1d3 arcane devourers** (*Creature Collection II*, p. 7). It takes them one full round of concentration to pass through the tunnel wall into or out of the astral plane.
- 2 **2d6 Hit Dice of shadow creatures** (see template in Appendix). Any type of shadow creature may be present in the Penumbra Fortress in almost any context. Some are guards, servants, or pets of the Fortress, and others may be escaped prisoners or recent trespassers from the Plane of Shadow. Their reaction to characters depends entirely on what sort of shadow beings are encountered and what these beings' roles are within the Fortress.
- 3 **1 despair** (*Creature Collection II*, p. 58) carrying a message to or from Chiruli (see Chapter Two). The Fortress' inhabitants stay out of the way of Chiruli's messengers, since he takes grave offense at any interference with his business.
- 4 **1 active ioun beholder** (*Creature Collection II*, p. 97), accompanied by the necessary eight ioun stones. These constructs seek out the fortress in order to bring to light any Slarecian knowledge or artifacts that they come across. Such a beholder has no interest in any people it encounters unless they happen to have Slarecian artifacts in their possession. Anyone carrying such an artifact the beholder regards as an enemy to remove.
- 5 **1d4 night-touched controllers** (*Creature Collection II*, p. 119). Somehow or other these frightening beings have stumbled onto the Penumbra Fortress. It puzzles them deeply, and they combine their customary bloodthirstiness with a profound curiosity about the whole shadow cause. Unfortunately, once they enter the fast tunnel, they can't get out without assistance.
- 6 **1 shadow lord** (*Creature Collection II*, p. 144). These creatures sometimes manifest spontaneously out of the walls of the fast tunnel and simply lurk there, seeking to stalk and destroy as many living beings as they can. Night Arm and Sutane Turk would very much like the opportunity to study these things so as to develop defenses and preventive measures, and the patrols have standing orders to attempt capture. This has yet to work.
- 7 **1 skullworm** (*Creature Collection II*, p. 161). Several colonies of these creatures live in the depths of the Kelder Mountains, and occasionally one manages to drop into a fast tunnel. In keeping with the general skullworm drive to corrupt and betray a host's affection for the gods, the Kelder skullworms seek to spread to new, more populated territory. Their victims therefore try to become involved in activities outside the Fortress.
- 8 **1 Slarecian shadowspawn** (*Creature Collection II*, p. 164). Any shadowspawn encountered has probably only recently entered the Fortress and therefore seeks a haven more urgently than prey at the moment. It can often recognize those who don't share the Penumbra creed and may attempt to bargain with them, at least to the extent of trying to get them to leave it alone.

Disturbances in the Penumbra Fortress

There is a 10% chance that any area into which intruders may enter will be on alert because of recent troubles. The GM can determine this in advance or roll it as the PCs leave a fast tunnel. There is also a 5% chance that a fast tunnel they enter has recently had something eventful happen to it; roll this when the PCs enter a tunnel.

Fast Tunnel Disturbances

Roll 1d8 and consult the following table. Any of the following creatures not native to the Fortress were drawn by the intense magical energy confined within it, and hope to learn more about it and to prey on those responsible for it. They begin as hostile to anything and anyone else they encounter. Sentient beings respond to social interaction as usual, though it's unlikely that PC intruders in the Fortress could offer them anything they'd find more interesting than the characters' own blood and energy.

Main Passage Disturbances

Roll 1d6 and consult the following table. If the result indicates an outside presence, there

is a 25% chance that a patrol is already on the scene, fighting with the outsiders.

d6 Main Passage Disturbance

- 1 **Trouble elsewhere in the Fortress**; there will be no patrols in this area for the next twelve hours.
- 2 **1 despair** on an errand for Chiruli.
- 3 **2d6 Hit Dice of shadow creatures** (see template in Appendix). Any type of shadow creature may be present in the Penumbra Fortress in almost any context. See above table, Fast Tunnel Disturbances, for more information.
- 4 **1d4 night-touched controllers** seeking a way out of the Fortress. They don't yet know that their only options are the main gates — if they pass through either Gate, they'll slide back into the Plane of Shadow rather than emerging into the physical world. Characters with Knowledge (arcana) may speculate to this effect (DC 20).
- 5 **1d4 howling abominations** (*Creature Collection II*, p. 95). Within the Fortress their *blinkability* doesn't work, but their speed increases to 90 ft. If there are 3 or 4 of them, there is always a patrol present, engaging them in combat.
- 6 **1d3+16HD adult Slarecian worms** (*Creature Collection II*, p. 166). They have just ambushed a group of unarmed Fortress dwellers.

Disturbances Elsewhere

Roll 1d6 and consult the following table. If the result indicates an outside presence, there is a 10% chance that a patrol is already on the scene, fighting with the intruders.

d6	Disturbance
1	Trouble elsewhere in the Fortress; there will be no patrols in this area for the next twelve hours.
2	1 despair on an errand for Chiruli.
3	A nest of Slarecian worms, including 1d4+3 6HD adults and 1d20+10 1HD hatchlings. They are feeding on the recently dead remains of hapless Fortress residents caught off-guard.
4	A patrol composed of four unhappy guards and one zealot. The unhappy guards have decided that the zealot must die, and have him (or her) pinned for the killing blow when the PCs come into range. Either side may try to get the PCs' support; if the PCs are disguised as residents of the Fortress, both sides definitely do.
5	1d2 x 5 skullworms, which have taken complete control of one or two patrols.
6	A shadowspawn lair, inhabited for some time and stocked with 3d6 imprisoned victims. Most such lairs are disguised as chambers in need of maintenance or renovation and temporarily closed off.

Travelers in the Fortress

In addition to intruders, the Fortress' residents move around on their own errands. At least one of each of the following types of traveling groups passes through the vicinity in any six-hour stretch.

Patrol On Duty

At least two members of the patrol are zealous devotees, with the rest either moderately committed or suffering from some failure or apathy. See *Outside Patrols* above for statistics.

Patrol Off Duty

They are not at alert, and if coming off a patrol are significantly fatigued. See *Outside Patrols* above for statistics.

Engineering Survey Crew

Four experts led by a master surveyor (see sidebar for statistics). These teams, analogous to the military patrol, study the condition of the Fortress itself, noting both physical and magical weaknesses. Two or more crews arrive from elsewhere in the Fortress within six hours of an incident created by magical intruders, if any Fortress residents survive to sound the alarm. The survey crews have the means for self-defense but prefer not to fight. Given any

reasonable opportunity to escape conflict, they will, leaving the fighting to others.

Prisoner Detail

Two 5th level fighters lead prisoners to waiting areas for forced labor and/or experimentation. Roll 1d4 to determine the nature of the prisoners.

d4	Prisoners
1	4d6 1st level commoners.
2	3d4 experts of level 1-3.
3	1d6 experts of level 2-5, and/or 1d4-1 aristocrats or warriors of level 1-6.
4	1d2 aristocrats or members of any PC class of level 5-8.

The prisoners have nothing but the clothes on their backs, and most have been heavily beaten often enough to leave many scars. They can be of any PC race native to Ghelspad, though most will be human and very few will be half-orcs or halflings. Warriors, on occasion, may also be of sentient non-PC races, such as orcs or proud. Any character of a higher level than the guards will be more heavily bound or chained than other prisoners. The guards carry the standard equipment for patrols in the Fortress, though they're not deeply worried about trouble. Any attack that wounds the guards will motivate at least a few of the prisoners to attack them as well; if the guards are defeated, the prisoners bargain for their own release and information about the quickest way out.

Others

Individuals and small groups constantly move through the Fortress. Most of these are 1st to 2nd level commoners and experts who worship the darkness and provide general labor for their masters. Keep in mind that the Fortress is a place where people actually live and work. Don't use this as an excuse to throw easy kills at characters, but make the challenges plausible. The Fortress' residents know that strange things sometimes break into their home, and almost all prefer to flee the scene and let the guards deal with it. Intruders who are not obviously hostile, on the other hand, can pass relatively easily as residents, since the Fortress has more than enough inhabitants (and turnover in population) that there are many mutual strangers moving through the corridors.

Engineering Survey Crew

The crew as a whole is CR 11.

Shadow Surveyor, Wiz8/Pen1: CR 9; SZ Medium-size humanoid; HD 9d4+9; hp 31; Init +2; Speed 30 ft; AC 13 (+2 Dex, +1 bracers); Atk melee +4 (quarterstaff 1d6), ranged +6 (crossbow 1d8); SA special attacks; SQ darkvision (60 ft), summon familiar; ALLE; SV Fort +3, Ref +4, Will +9; Str 10, Dex 14, Con 13, Int 17, Wis 12, Cha 10.

Skills: Alchemy +8, Concentration +6, Craft (masonry) +8, Decipher Script +4, Hide +10, Knowledge (arcana) +8, Knowledge (Plane of Shadow) +8, Knowledge (underground) +8, Profession (engineer) +6, Scry +8, Spellcraft +9.

Feats: Brew Potion, Craft Wand, Scribe Scroll, Silent Spell.

Shadow Strength (Su): Shadow creations of the surveyor have 10% the strength of the real thing to those who disbelieve, unless the specific spell description calls for a higher percentage.

Wizard Spells Prepared:

0—Detect magic, ghost sounds, mending, prestidigitation, read magic x2.

1st—Burning hands, enlarge, jump, message, ventriloquism

2nd—Detect thoughts, knock, obscure object, shatter

3rd—Fireball, shrink item, slow, water breathing

4th—Charm monster, shadow conjuration

Possessions: +1 bracers of armor, dagger, potion of alter self, potion of cure serious wounds (x4), scroll of charm monster (x2), scroll of confusion, scroll of dispel magic, scroll of fireball (x2), scroll of fly, scroll of hold person, scroll of summon monster I (x2), scroll of lightning bolt (x2), wand of burning hands, wand of ray of enfeeblement, wand of magic missile.

The master surveyor only keeps one wand and scroll handy at any given time; the others carry the extra items.

Surveyor, Exp4: CR 3; SZ Medium-size humanoid; HD 4d6+4; hp 16; Init +1; Speed 30 ft; AC 11 (+1 Dex); Atk melee +3 (quarterstaff 1d6); SA special attacks; SQ special qualities; ALLE; SV Fort +2, Ref +2, Will +6; Str 11, Dex 13, Con 12, Int 16, Wis 14, Cha 10.

Skills: Climb +7, Craft (masonry) +10, Disable Device +8, Jump +7, Knowledge (arcana) +10, Knowledge (Plane of Shadow) +10, Listen +11, Profession (engineer) +12, Search +10, Use Magic Device +7, Wilderness Lore +5.

Feats: Alertness, Night Senses, Skill Focus (Profession).

Possessions: potion of cure moderate wounds (x2), ring of feather falling, sovereign glue.

The Southern Fortress

The gateway area is a total of ninety feet wide, sixty feet high and ninety feet deep. Anyone capable of sensing through the surrounding rock can easily discern the basalt slabs that frame the space.

1. The Gateway

The basalt doors of the gateway are each 15 feet wide. They're set on recessed hinges and can open either in or out. Thirty feet inside the mountain is a second set of doors, also solid basalt and also hinged to open in or out. The walls and ceiling of the courtyard are pierced with arrow slits to allow defenders easy response to an attack. (If both sets of doors open inward, of course, the courtyard becomes framed in solid basalt and the lower arrow slits are covered over, leaving only the ceiling slots uncovered.)

2. The Grand Courtyard

Through the gateway is one of the largest open spaces anywhere in the Fortress, a chamber 30 feet deep, 90 feet wide, and 60 feet high. Doors open onto the flanking guard chambers and steps carved from the mountain run up to the overhead guard area. This courtyard is where caravans load and unload their goods, where captive prisoners and monsters await appraisal and where Penumbral troops gather to march out *en masse* on the rare occasions when massive action is required. Chiseled graffiti attests to the chamber's history, and careful observers may make a Knowledge (history) or Knowledge (arcana) check (DC 15) to recognize names running back to within a few decades of the Divine War.

The whole back wall of the courtyard is pitch black, covered with animated shadows. These stir so slowly that one must watch them for minutes to confirm that there has indeed been movement. A single-story opening in the middle of the strange back wall leads to stairs that ascend steeply out of sight. At each end of the front wall, opposite the door for that side's guard chamber, an ebony doorway opens onto a shadow-filled passage that slopes down into the Southern Expanse of the Fortress. These doors normally stand open, except when specific alarm warrants closing them. They can be barred and locked from either side.

The courtyard remains lit by torches most of the time, for the convenience of those passing through who depend on sight.

3. The Flanking Guard Chambers

Each of these chambers looks out onto the plateau and in on the gateway courtyard, with six tall slits in each wall. Wood shutters lined with iron stand next to each slit, and can be closed with one round's effort. Weapon racks line the other walls, with 10 sets of equipment for guards. Normally there are five guards on duty in each of these chambers; in times of general alarm, the Pentagon

Canyon Gate Senior Command

Male human, Ftr8: CR 8; SZ Medium-size humanoid; HD 8d10+16, hp 76; Init +6; Speed 30 ft; AC 22 (Dex +2, plate +10), Atk melee +12/+7 (bastard sword 1d10), ranged +11/+6 (composite longbow 1d8+2), AL LE; SV Fort +8, Ref +5, Will +4; Str 16, Dex 14, Con 14, Int 12, Wis 12, Cha 12.

Skills: Climb +8, Craft (armorsmithing) +6, Craft (blacksmithing) +6, Handle Animal +4, Intimidate +4, Jump +8, Ride +5, Sense Motive +3, Spot +7, Swim +7.

Feats: Alertness, Blind-Fight, Cleave, Combat Reflexes, Dodge, Exotic Weapon Proficiency (bastard sword), Improved Initiative, Power Attack, Weapon Focus (bastard sword).

Possessions: +2 full plate, +1 large metal shield, +2 bastard sword, +1 composite longbow, 20 normal arrows, *potion of cure moderate wounds*, *potion of endurance*, +1 *cloak of resistance*, *ring of darkvision*.

orders an additional five in each. The guards on duty each use one set of this gear, and return it at the end of their shift.

4. The Overhead Guard Area

This is one large chamber running the width of the gateway block. Its middle third has half a dozen slits opening onto the gateway courtyard, and at each end of the front side a hinged slab can unfold to provide a platform for guards to attack intruders from above. A weapons rack on the east wall has the same supplies as each of the flanking guard chambers, and usually five guards occupy this space.

See *Outside Patrols* above for patrol statistics.

The Southernmost Wing

The stairs leading out of the Gateway Courtyard rise as steeply as if they were carved out of the mountain's face, which indeed they were before Penumbral magic pulled them into shadow realms. The stairs go up with a small landing halfway up to the next level and leading directly from one level to the next without turns or switchbacks.

5. Warehousing

The second and third levels consist almost entirely of a set of big, mostly empty chambers which store food and supplies for the guards along with anything that caravans may be moving into or out of the Fortress. Generally only the stairway and immediate vicinity is lit, though lamps can light each chamber as fully as necessary.

The east end of the second level is given over to a midden, or trash heap. It contains everything from animal and human bones to possibly valuable debris scavenged from the canyon's streams. No objects that the guards can possibly use remain the heaps, but anyone looking for exotic animal parts or rare minerals may find the midden to be good pickings.

6. Guard Quarters

Penumbral protocol demands that three patrols of guards remain on duty around the gateway, with two more patrols roaming the vicinity outside for a total of 25 guards in each of three shifts. With a reserve for injuries and other complications, a total of 100 guards occupy the fourth and fifth levels.

Gateway duty is, as noted above, not prestigious or generally very interesting. At least half of the guards off-duty at any given moment are likely to be asleep, and the others are seldom at a high stage of alert. Each floor includes bunk space for 50 guards (with individual rooms for the 10 patrol commanders and shared space for the 40 soldiers), kitchen space, general-purpose storage separate from the warehouse areas, and a training area.

The guards do not spend more time in armor and carrying weapons than they need to. If an alarm sounds in the gateway, each must take the usual time to equip for battle. If the gateway area were seriously breached, the guards would not necessarily be expected to repel the invaders. Rather, their job is to delay the invaders long enough for word of the trouble to reach the interior stretches of the Fortress so that a more formidable response can begin. The guards know they're expendable and are seldom thrilled by the fact; they can on occasion be bargained with (DC 15) for plausible offers of ransom and escape.

By tradition, the senior patrol commander (see sidebar for statistics) acts as chaplain and advisor to the patrols. His room, a small chamber off to the side on the fifth level, contains a shelf of philosophical and theological books about Penumbral doctrine, and also his personal notes about the behavior of the guards currently assigned to the Canyon Gate. So long as they can be assured that no one will catch them at it, troublemakers and malcontents among the guards will gladly bargain for control of that information, though they cannot be trusted to uphold their end of such bargains.

The South Expanse

More than 500 miles separate the Canyon Gate and the Bridge Gate, even if a traveler can fly directly. The Penumbral Fortress does not have hundreds of miles of corridors, however. The shadow-bridging magic that sustains the Fortress allows for "fast tunnels", which translate each

pace into yards or even miles of physical distance. The bulk of the Fortress therefore consists of clusters of chambers linked by fast tunnels. Nothing in the traveler's experience clearly distinguishes a fast tunnel from any other; the Fortress' engineers mark them with special sigils on the doors at each end.

Though entirely contrary to all material world geometry, north is always downhill in the Fortress, except where specifically noted otherwise. The slopes range from very gentle to so steep that passages require ladders rather than stairs. This uniformity of slope helps those familiar with the Fortress to find their way in the dark, and confuses those who know the northern Bridge Gate to be at a much higher altitude than the southern Canyon Gate. The various portals and tunnels through the Plane of Shadow allow for a downhill slope and a rise in altitude during the same stretch of hallway, and Dar'Tan finds the reversal amusing.

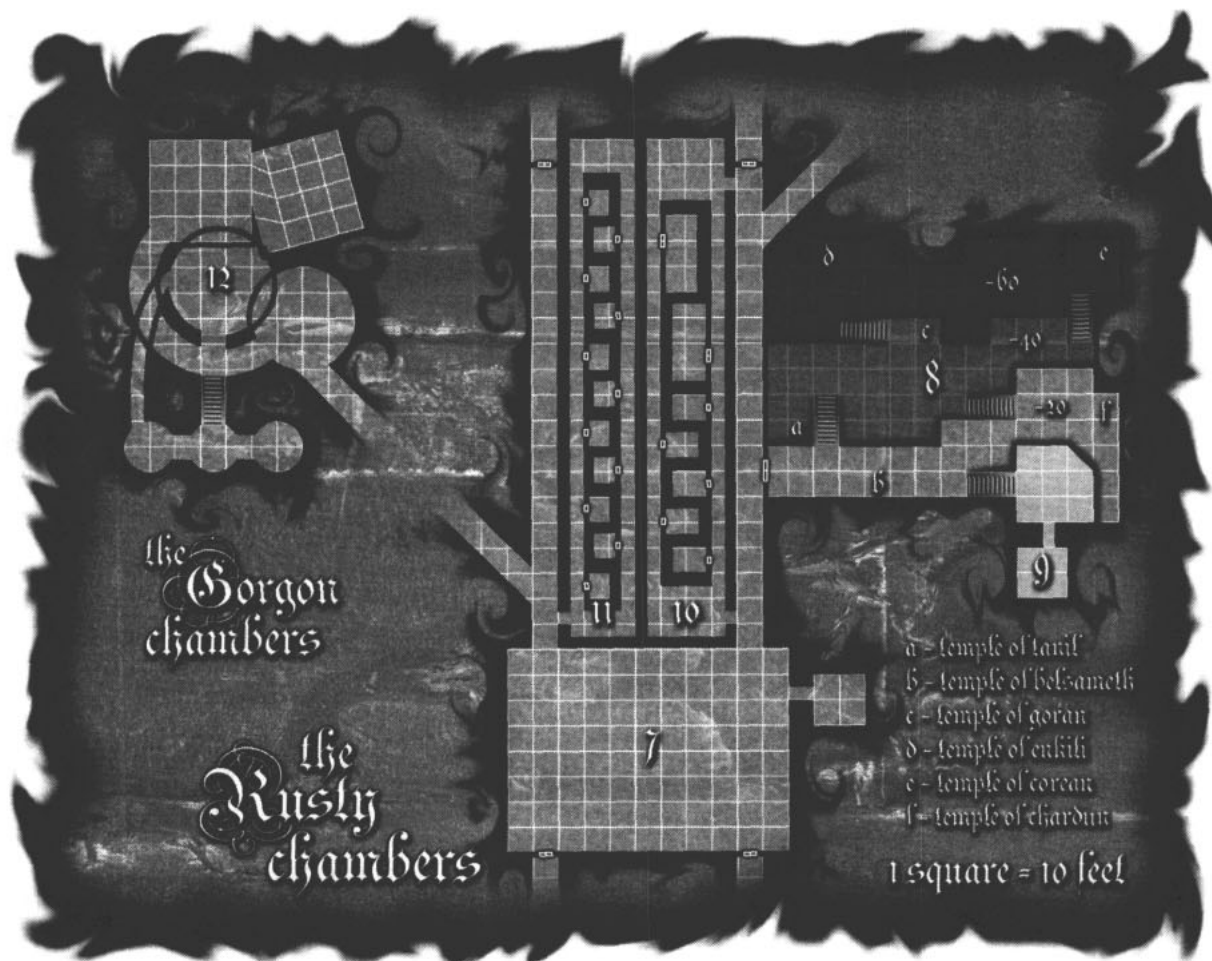
As with the Gates, five-person patrols circulate through the major corridors, checking the fast tunnels, any spaces where prisoners are held, and areas that have been opened to the outside world or to the Plane of Shadow in the past. A patrol passes each assigned point about every six hours —

more often when there have recently been disturbances in that part of the Fortress, less frequently when problems elsewhere call for reinforcements.

The Rusty Chambers

Only the Canyon Gate is older than this part of the Fortress, which lies along the north flank of ridges just barely north of the Canyon of Souls. Both of the passages running north from the Canyon Gate pass through the Rusty Chambers, and three more fast tunnels start in the Chambers.

The name reflects the literal truth of the chambers' appearances. A rich vein of iron runs through the mountain, and many of the stone blocks carved for the chambers have a distinctly rusty hue. When the chambers shifted into shadow, the rust came with them. The shadows that swirl through the corridors and rooms here include turbulent rusty veins, some circling in constant eddies, others flowing along at twice human running speed. The Rusty Chambers' inhabitants generally furnish their spaces with tables, chairs, wall hangings and other goods that carry on the rust theme, in color or material.



7. The Gateway Chambers

The two shadowy passages leading out of the Canyon Gate arrive here. Massive granite doors can close off the passages from within the Gateway Chambers, and their hinges can be destroyed from the north side, sealing off each space with a one-ton slab. The doors leading into the rest of the Rusty Chambers are also granite, one ton each, and can also be unhinged for defense.

The rest of these chambers glisten with rust streaks over granite with a very high proportion of quartz. The faintest light casts ruddy sparkling reflections. Ruts worn in the floor by countless pedestrians and small wagons shine especially brightly.

One patrol occupies each main chamber at all times. They generally give more attention to traffic from the north, as their duties include preventing unauthorized departures. This is a trickier challenge than it seems, given the tangle of conflicting authority and the general absence of clear-cut chains of command. Plausible bluffs are quite possible, particularly for characters who can demonstrate a general knowledge of Penumbral doctrine and powers.

8. The Hall of Temples

A decade ago, an incursion of skullworms destroyed most of the people who used to live here, before guards discovered the infestation and removed it. Kebera, a priestess devoted to Chiruli's invented cult of Madriel's Shadow, led the purification effort that followed and claimed the space for herself. Since nobody else wanted the area at that time, she got it, and has held on to it ever since.

Kebera's work is the systematic study and cataloging of the myriad forms of blasphemy. She has joined most of the Rusty Chambers into one huge open space with many alcoves, balconies and landings. Prisoners who worship gods not yet represented in the hall are tricked or forced into the assembly of suitable shrines, and Kebera's underlings circulate throughout the Fortress in search of more creeds to include. The Hall is now filled with altars, idols, icons, and sacred spaces, each marked with chalk, blood or gold leaf as appropriate, and a great many other sorts of shrines. All but the newest show signs of very carefully planned violations, such as simple physical assault with big mallets, use of improper incenses and other material components, or the cultivation of mental states and behaviors that offend the god commemorated in a particular altar.

It is interesting to note that, in spite of her popularity in certain areas of Ghelspad, there is no desecrated altar of Belsameth present in this chamber. As such, the GM may decide that

clerics of Belsameth are not affected by the penalties to divine magic outlined below. This "oversight" may be further evidence that the divine power behind the cult of Madriel's Shadow is actually Belsameth, having a private joke on both her sister and on the surviving practitioners of the shadow magic raped from Drendari. If this is true, one cannot help but wonder about Belsameth's eventual plans for revenge against those who once grievously harmed the demigoddess that only she and Drendari know is her daughter.

As might be expected, the spiritual atmosphere in the vicinity of the blasphemous hall is quite thoroughly poisoned. All divine magic tests and checks are made at +3 DC, or +5 DC if the practitioner can see a desecrated shrine to his god while casting. Any efforts at healing or direct communication with the god take an additional +2 penalty, as the work here especially hurts such powers.

At any moment, 1d3 groups of priests and acolytes are engaged in the work of blaspheming. There are 1d6 priests of 1-3rd level and two presiding priests of level 4-10 (1d6+3). Any priest at 10th level is also a 1st level penumbral lord. Each priest has 1d3 acolytes, divided evenly between 1st level adepts and 1st level commoners. The acolytes hold necessary tools and goods and otherwise assist in ways that don't involve working magic themselves.

Where Chiruli maintains a benevolent curiosity about the world, Kebera feels an active and passionate hatred for the light. In Kebera's mind, any intruder from outside the community of Penumbral worship must perish, and quickly. The only thing that could win any reprieve from her wrath is some way to expand the range of her invulnerabilities to damage. She would love to become unhallowed like her mentor, but only those chosen by the gods for greatness can ever betray them so utterly. Kebera, for all her skill and talent, is apparently not one such chosen soul.

The priests and acolytes feel a similar fervor, if somewhat less intensely. Kebera recruits for this project only from those who share her general outlook, feeling no obligation to incorporate other points of view. Fairness is not a very big priority for Penumbral elders.

The Hall's ceiling is at a constant elevation throughout, though the floor slopes downward to the north, creating a small single story high at the south end. With the walls of smaller rooms knocked out and intervening obstacles removed, the Hall now descends in a series of terraces and stairways. The GM may decide which gods



and demigods have shrines in the Hall, with an emphasis on what PCs may find shocking or disturbing, mixed with shrines to most major gods as well as to minor gods who are now altogether unknown.

The only things of value here are the shrines and their contents. Many religious communities would be well pleased to have their holy symbols rescued from particularly callous blasphemy, and characters who take such goods away with them may have the means for interesting bargaining later.

9. Kebera's Quarters

Kebera makes her home in what would be one corner of the Hall if she allowed her followers to knock its wall down, but she prefers having some private space. The furniture is all well made but unadorned and without luxurious trimmings, since she finds that too much comfort can distract her from her goal. Most of the walls are covered with bookshelves, holding many manuscripts on Penumbra doctrine and notes on her own experience. GMs who want to reveal parts of the Penumbra background may use PCs' reading in these books and scrolls as an opportunity to do so.

10. The Priests' Corridor

These rooms provide priests with space to sleep and study, as well as common areas for eating and socializing. They share in the duties of attending to their basic needs, exchanging their expertise in healing, cursing and the like for food and supplies as necessary. Half of the priests not currently active in the Hall at any moment are instead in their rooms, and the other half are in the common areas. Since the priests' work is almost entirely ritual, they are not loaded with

Kebera, Priestess of the Temples

Female human, Clr12: CR12; SZ Medium-size humanoid; HD12d8+24; hp 82; Init +0; Speed 30 ft; AC 19 (plate +9); Atk melee +10/+5 (morningstar 1d8+1), ranged +9/+4 (light crossbow 1d8); SA special attacks; SQ special qualities; AL LE; SV Fort +10, Ref +4, Will +11; Str 13, Dex 10, Con 14, Int 14, Wis 16, Cha 12.

Skills: Concentration +6, Craft (sculpture) +6, Diplomacy +7, Gather Information +6, Heal +7, Intimidate +6, Knowledge (religion) +11, Knowledge (Plane of Shadow) +5, Scry +6, Spellcraft +6. **Feats:** Alertness, Brew Potion, Combat Casting, Scribe Scroll, Silent Spell, Still Spell.

Possessions: +1 cloak of resistance, light crossbow, 10 bolts, +1 morningstar, +2 pearl of Wisdom, +1 plate, potion of heroism, potion of fly, potion of spider climb, +1 ring of protection, scroll of ethereal jaunt, scroll of raise dead, scroll of resurrection, scroll of wind walk, wand of hold person.

Clerical Spells Prepared (6, 6+1, 5+1, 5+1, 3+1, 3+1, 2+1; Domains: Death, Evil):

0— guidance (x2), mending (x2), virtue (x2).

1st— bane, bless, cause fear (x3), command, deathwatch, protection from good.

2nd— calm emotion, death knell (x2), inflict moderate wounds, shatter, zone of truth.

3rd— animate dead, cure serious wounds, deeper darkness, magic circle against good, remove curse, remove disease.

4th— dimensional anchor, death ward, divination, spell immunity.

5th— healing circle, plane shift, slay living, unhallow.

6th— create undead, harm, heal.

many valuable objects — but a prisoner might well trade instruction as a form of ransom, or yield to torture.

11. The Acolytes' Corridor

As area 10, but for the non-priestly participants in this work.

12. The Gorgon Chambers

As a gorgon, Night Arm thinks in fundamentally non-human ways, far more alien than any of the godserving races and most of the titanspawn. His home within the Fortress reflects this, making no concessions to typically human needs. No light shines anywhere in the Gorgon Chambers, or can, since shadows immediately swarm any light source that leaves the adjacent fast tunnels. Only small pieces of the Gorgon Chambers ever had physical existence — just enough to provide a solid framework for individual-sized gateways that allow Night Arm to mingle with other shadow worshippers.

Night Arm's chambers make little to no sense in terms of standard human categories. The gorgon engineer chooses to arrange his holes within the Plane of Shadow without regard for physical impossibility. Scales shift, parallel corridors may converge or vary in length or fold into each other. Keep in mind that most features of the rooms change within a day or two, since Night Arm does not regard permanence as a very high priority. More important to him is the breaking down of boring old concepts for the raw material to use in exciting new ideas.

The following features may appear anywhere within these chambers at the GM's discretion. Or roll 1d6 and consult the following chart when the PCs leave a chamber and go on to the next.

The Central Chambers

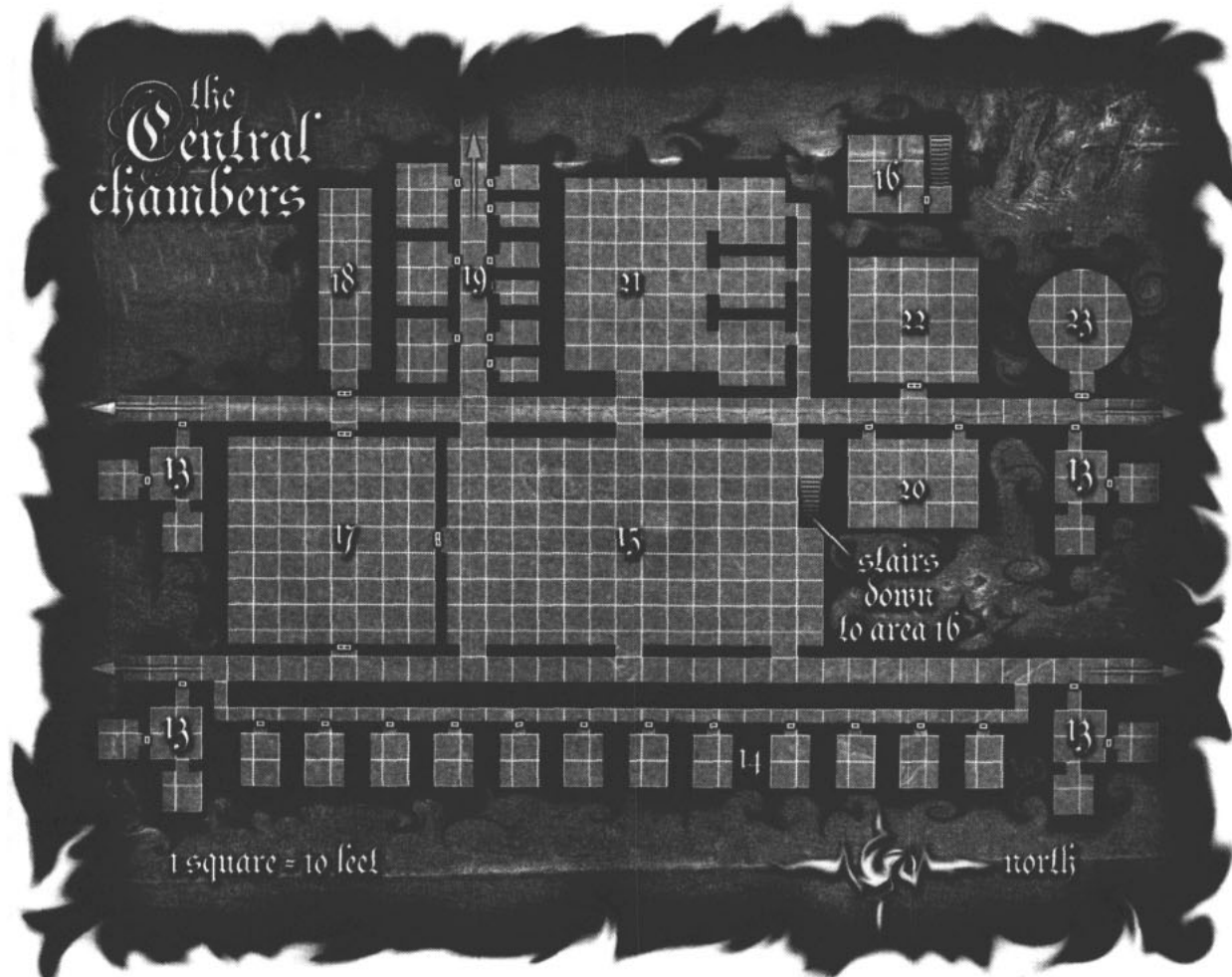
This area is the public, visible heart of the Penumbra conspiracy — visible to those allowed to participate, at least. Only the antechambers for each tunnel are ever lit, except in the very rare occasions when the Pentagon wishes to host some potential recruit important enough to warrant the gift of light. Darkness prevails everywhere else. Shadows swarm on any light in the area within 1d2 rounds, unless the Pentagon commands them to hold back.

For those with the power to see (or otherwise sense) in darkness, the Central Chambers offer imposing vistas. By the time work began on these chambers, the Pentagon had plenty of followers and forced labor available. Terk took his time planning this masterwork around a series of natural caves in one of the Kelder Mountains' many limestone outcroppings. Years of labor went into expanding and polishing the stone, and on building extensions out into the

d6	Chamber
1	Night Arm's personal space. Roll 1d20. On a 1, he is currently out somewhere in the Kelders, and there is an active gateway waiting for him. On a 2-4, he is present and asleep. Otherwise he is present and awake, studying or just daydreaming.
2	Empty. There is a 50% chance that the chamber is newly made, with just one opening at the moment (the one that the characters used to come in) and more appearing every 1d10 minutes for the next hour. Otherwise the chamber has been in existence for several hours or days, and there is a 10% chance each hour that it will start to close. Entrances seal up at the rate of one every 1d10 minutes and then the chamber itself dissolves, leaving anyone inside drifting in the Plane of Shadow.
3	A visiting gorgon. Night Arm has brought one of his fellow high gorgons (Creature Collection 1) to experience the Penumbra cause's power. If PCs are lucky, the gorgon is unimpressed so far and reacts neutrally to any intruders, unless they give him specific grounds for offense.
4	A patrol of guards. The guards are on leave to study Night Arm's shadow manipulation in action, in hopes of gaining knowledge or simply of improving their status in Night Arm's eyes. They have the typical statistics for a patrol, except that each individual has 2 skill ranks in Knowledge (Plane of Shadow) and 1 rank in Knowledge (arcana) per character level. They are zealous about the Penumbra cause.
5	Slaves for experiments. See table above for statistics for these unfortunate souls. Only 10% retain their sanity. The rest have shattered under the cumulative weight of strangeness, terror and degradation, and are largely withdrawn into themselves. They lack the will to do anything so ambitious as trying to escape and are likely to regard the PCs as dangerous hallucinations.
6	Haunted. A well occupies the center of this chamber, and a well spirit (Creature Collection 1) resides in it. This unfortunate creature has been trapped here since Night Arm experimented with using wells and other tunnels as gateways into communities the Pentagon planned to attack. The experiments proved unsatisfactory, but he keeps one of the strange beings he encountered around for further study.

open air beyond the mountain's face, before it was transformed into shadow.

The walls all bear elaborate textures, with recessed carvings depicting the history of the Penumbra cause and prophecies of future triumphs. The ceilings of both hallways and rooms arch into acute peaks, with alternating blocks of rough and smooth stone projecting down in sharp ridges from the center line. The doors are made of the same stone as the surrounding walls.



The Central Chambers are furnished in a manner that its admirers call “eclectic” and critics think of as “haphazard.” The public areas of the Chambers serve as trophy rooms, with chairs, tables, desks and shelves reflecting all the styles of all the many lands where Penumbra leaders have achieved any kind of minor triumph. Some pieces come from the actual homes of defeated enemies, while others simply remind knowing observers with their design. Niches in the walls of the larger chambers hold busts of heroes of the conspiracy so far, starting with the (alleged) features of the first cabal to rebel against the Slarecians.

13. Guard Chambers

Each of these areas includes barracks for three five-person patrols, a storage room for their equipment, and a simple kitchen and pantry. At any given moment, one patrol is out making its way through the Central Chambers, one is asleep, and the members of the third are at liberty. Since they’re expected to be available in case trouble develops, many stay in their particular set of guard chambers and train

against each other or play long sessions of simple strategy games. Some of these chambers hold very finely crafted game boards and playing card sets. There is a 25% chance per guard that any or all of the awake but off-duty guards are away serving as couriers or performing other duties for their superiors.

The guard statistics are the same as above. All helmets provide *darkvision* capability, for the benefit of the rare soldiers trusted highly enough for this duty and not otherwise capable of seeing in the dark.

14. Guest Chambers

Each of these rooms provides a pair of beds for guests and two simpler, less luxurious pallets for servants, along with one dresser that can be locked and one that cannot. Twenty-five percent of these chambers are occupied. The GM may choose just about any of the Scarred Lands’ kingdoms as a place of origin for guests, or determine the origin and social class of visitors randomly. Roll 1d10 twice and consult the following chart, first for nationality and then for social standing:

d10	Land	Class
1	Ontenazu	Commoner (ambitious but not particularly talented, being groomed as useful cannon fodder)
2	Vesh	Wealthy commoner
3	Bridged City	Soldier
4	Mithril	High-ranking soldier
5	Bleak Savannah	Rural landlord, forester, or other prominent rural figure
6	Albadia	Merchant or banker
7	New Venir	Judge
8	Calastia	Priest
9	Durrover	Wizard or sorcerer
10	GM's choice (including lands outside Ghelspad)	Noble

The racial distribution for each land follows the percentages in **Scarred Lands Campaign Setting: Ghelspad**. The guests have 1d3+3 levels in the class appropriate to their situations, and any servants are 2nd level commoners. The servants care most about self-preservation, while the guests themselves support the Penumbra cause in degrees ranging from intense curiosity to complete devotion.

15. The Great Hall

The largest gatherings and most important rituals of the Fortress community take place here. Unlike most of the area, this hall's walls and ceiling lack all ornamentation. The hall is a gathering place, the cradle for the shared thoughts of the community, rather than an object of interest in itself.

Most of the time the hall stands empty. Large gatherings take place during eclipses and at the first new moon of each year, as well as at the outset and conclusion of campaigns against new targets.

16. The Hall of Leadership

The stairs in one corner of the Great Hall lead down to this room directly underneath. It is the only room in the area without a vaulted ceiling, and it forms a perfectly smooth cube 30 feet on each side. The darkness here gathers so thickly that moving into the Hall of Leadership resembles wading as much as walking (and the penalties for moving and fighting in water apply, though the air remains breathable). In the center of the room, a slender pillar 15 feet high supports a stone ball

three feet across. If characters examine it, they find it to be carved with runes and symbols for darkness in nearly every language of the continent. Anyone "swimming" up (exactly as if in water) to touch the ball also learns that it can cast all of the spells available to penumbral lords, each once a day as if it were a 10th level penumbral lord. The Pentagon uses it to support their work as necessary.

In times of crisis the Pentagon gathers here to debate their response, and then to take action — with the assistance of the night-marked ball or without as seems appropriate.

17. The Hall of Conquest

The detailed planning for Penumbra assaults goes on here. On the long table running through the center of the room, maps show each of the currently targeted areas (see Chapter One) with notes about allies and important enemies. The documents here include the most recent instructions and reports, and characters able to bypass the magical traps guarding these records can find within them everything necessary to instigate a thorough purge of Penumbra underlings in one or more targeted areas.

Someone is always on duty here, as the work of campaigning requires constant attention. Two humans (each wiz8/pen2) direct operations, assisted by 1d6 fighters of level 1d4+5 and 1d3 clerics of level 1d4+5. Subordinates include 2d6 flunkies of level 1d3+2, divided evenly among rangers and rogues. There is a 25% chance that specialist advisors are also present: a group consisting of 1d4 individuals of level 1d4+3, all of the same class. These may be experts, bards, necromancers or anything else the Pentagon currently finds useful.

18. The Hall of Torment

The Penumbra Pentagon is not particularly sadistic, nor are most of its followers. They are inclined toward callous indifference, rather than actual enjoyment of others' misery. The Pentagon does believe in the value of clear examples, however, and makes very public demonstration of its displeasure in significant failures. Here those who have let down the cause suffer very prolonged agony.

The 1d8 jailers are all fighters of level 1d3+3, unarmored but outfitted with fine weaponry and skilled in the use of whips and other implements of torture. The Pentagon oversees the selection of torturers directly: sadists don't do as good a job, being distracted by their own pleasures and too likely to disregard orders in the heat of the moment. These jailers share a sociopathic lack of interest in others' feelings, and simply inflict as much pain as they can without prematurely executing any of their subjects.

At this time there are only two prisoners, a male human and a male orc. Inscriptions posted on a pillar

beside each one explain their failures. The human was a Veshian escort for merchant caravans who talked in his sleep and revealed plans for the assassination of several well-placed officials. He managed to escape to the Canyon Gate, and was taken prisoner there. The orc was a rare Sweltering Plains convert to the Penumbra cause who should have kept very quiet about his change of heart, but who attempted to make new converts. One of them repented and told all to the druids of Thulkas; the orc on display here barely managed to escape. Both have been repeatedly flayed alive and healed up, and are thoroughly mindless as well as unconscious.

The jailers sleep in the alcoves along one wall, and their personal goods are simple and largely useless to PCs.

19. The Residential Chambers

These rows of similar rooms house most of the Fortress' population. 75% of them are in use at any given time; the others stand unfurnished and swept clean. The larger chambers are home to more important members of the movement, as described in their stats, the smaller ones to underlings. Residents have a free hand in furnishings but are discouraged from keeping objects of great value in their quarters — the Pentagon does not have a thoroughly reliable means of separating out potential thieves from their other followers, and they prefer not to create too many temptations.

The important veterans are level 1d4+2 commoners and experts; underlings are level 1d2 commoners and experts.

20. The Hall of Slaves

This simple room holds 10d20 slaves of mixed race (30% human, 20% elf, 20% dwarf, 30% other), each assigned a pallet to which he or she is chained when off-duty. The slaves keep shifts much like the guards, so 50 are out performing labor and 50 are in exhausted sleep. The others have a few feet of space in which to maneuver and spend their time grieving, trying to distract themselves with meditation or other pursuits, or visiting with each other. They are willing enough to help as they can, but all are weak in both body and spirit.

21. The Banquet Halls and Galleys

After the end of a shift, all of those coming off duty in the area gather for a large community banquet. At any other time there are 3d6 higher-ranked individuals and 4d6 underlings present, visiting over a smaller, relaxed meal.

The fires of large ovens and stoves light the galleys. A few burn with a magical black fire, but it is difficult to keep such fires lit and the cooks prefer to rely on mundane flames, despite the unpleasant glow. The cooking gear is all black iron, and some can serve

Penumbra Lord in Training

Male or female human, Sor7/Ftr3: CR 10; SZ Medium-size humanoid; HD 7d4+3d10; hp 53; Init +6; Speed 30 ft; AC 18 (Dex +2, armor +6); melee +5/+0 (1d8, +1 shortspear), ranged +8/+3 (1d8+1, +1 crossbow); ALLE; SV Fort +5, Ref +4, Will +7; Str 8, Dex 14, Con 10, Int 12, Wis 12, Cha 15.

Skills: Alchemy +5, Climb +2, Concentration +3, Craft (calligraphy) +3, Handle Animal +5, Hide +5, Jump +2, Knowledge (arcane) +5, Knowledge (Plane of Shadow) +1, Scry +5, Spellcraft +5.

Feats: Blind-Fight, Combat Reflexes, Dodge, Improved Initiative, Mobility, Toughness.

Possessions: +1 chainmail, +1 cloak of resistance, +1 crossbow, *potion of cure moderate wounds*, +1 ring of protection, scroll of hold person, +1 shortspear, wand of Mel's acid arrow.

Sorcerer Spells Known:

0—*arcane mark, daze, ghost sounds, mage hand, mending, read magic, resistance.*

1st—*alarm, burning hands, identify, jump, reduce.*

2nd—*darkvision, see invisibility, spectral hand.*

3rd—*dispel magic, major image.*

as improvised weaponry as necessary. There is one cook active for every 10 diners most of the time.

22. The Hall of Challenges

The essential requirements for advancement in the Penumbra cause are ambition and obsessive self-enhancement. The Pentagon therefore provides space for duels and challenges to take place in front of an audience, as well as for practice between formal occasions. The dueling gallery and surrounding seats stand empty most of the time. Equipment for weapons practice, gymnastics, and other exercise and competition surrounds the gallery.

No new high-ranking penumbral lords have approached the Pentagon since its defeat by the paladins of Mithril. However, a number of shadow worshippers are busily attempting to gain the skills necessary to become penumbral lords and so — eventually — move into leadership positions. A cabal of such penumbral-lords-to-be makes exclusive use of the Hall of Challenges at the moment. They lack the authority to outright commandeer the place for themselves — at least not without explicit endorsement from the Pentagon — but they can and do intimidate and drive away many others. When player characters enter, at least one such schemer per PC is engaged in some form of workout (see sidebar for statistics).

The Hall has one concealed weapon that the ambitious student lords will use if half of their number become incapacitated. The entire ceiling can flash

Sex in the Shadows

The Penumbral creed imposes no particular standard of sexual morality. Residents of the Fortress are free to have sex with anyone they can persuade or coerce. In practice, however, only recent additions to the Fortress' ranks spend much effort on it. More experienced devotees of shadow tend to regard sex as a basically physical experience that distracts them from more important matters. The Pentagon's members lead entirely chaste existences for want of interest in all things erotic, and their senior lieutenants almost all do the same. Indeed, anyone given to extremes of lustful indulgence might well come under suspicious scrutiny for lack of pure devotion to the cause.

with brilliant illumination, blinding for two rounds all characters who fail a Reflex save (DC 20).

Trophies on the wall commemorate famous past challenges, honoring Penumbral warriors who have since fallen in battle. The GM should roll or choose two medium magic shields and two major magic weapons per character, along with 1d3 specific magic weapons. Each is mounted to the wall and requires a Strength test (DC 15) to remove.

23. The Observatory

This room is a typical observatory, with an elaborate telescope. The ceiling is a round gateway, allowing the telescope and its platform to raise up out of shadow into the material world. Though regularly patrolled by the guards, most of the time the observatory is unoccupied, and clever characters could escape without notice into mountainous wilds about 50 miles east of Amalthea.

Sutane Terk's Chambers

The dwarvish master engineer likes to move his chambers around relative to the rest of the Fortress, so that he can be close to whatever he's studying or working on at the moment. The position on the map reflects his current concern with the subversion of Vesh and his interest in developing gateways with more flexibility and security.

24. The Adjustable Gateways

Because Terk moves his chambers around, there are no entirely fixed connections to the rest of the Fortress. Each of these rooms leads to a fast tunnel created as soon as Terk stops chamber movement,

and each room can be sealed off for the next move. Currently, they run as marked.

Three patrols in total suffice to satisfy Terk's concerns about security. He knows that if anyone seriously attacks his area, he can simply cut it off, deal with the troublemakers, and then re-connect. Or he can strand attackers in fast tunnels that now run nowhere at all and let them spend days or months traveling through the Plane of Shadow on their way back to the Scarred Lands. So only one patrol stands on guard at any given time, with the customary statistics.

25. The Engineers' Chambers

This row of rooms provides combined sleeping quarters and eating spaces for Terk's assistants and apprentices. Rather than one large dining space — and most particularly rather than full-time cooks — Terk favors a larder stocked with simple provisions and basic dishes for individual use. The engineers often end up keeping erratic hours, and this arrangement allows them to eat when they're ready to eat, with minimal waste. The large room at the end of the hall holds bottled water and beer along with dried meat and fruit, very much like traveling rations, and simple metal dishes and utensils hang on the walls.

The chambers contain many personalized tools. Each of Terk's engineers makes an individualized set. They grant a +2 bonus on all relevant Craft and Profession checks, but an Int check (DC 20) is required to discern how to use them. Some of these tools are valuable as works of art — 10% are made from precious metals and worth 1000 gp each.

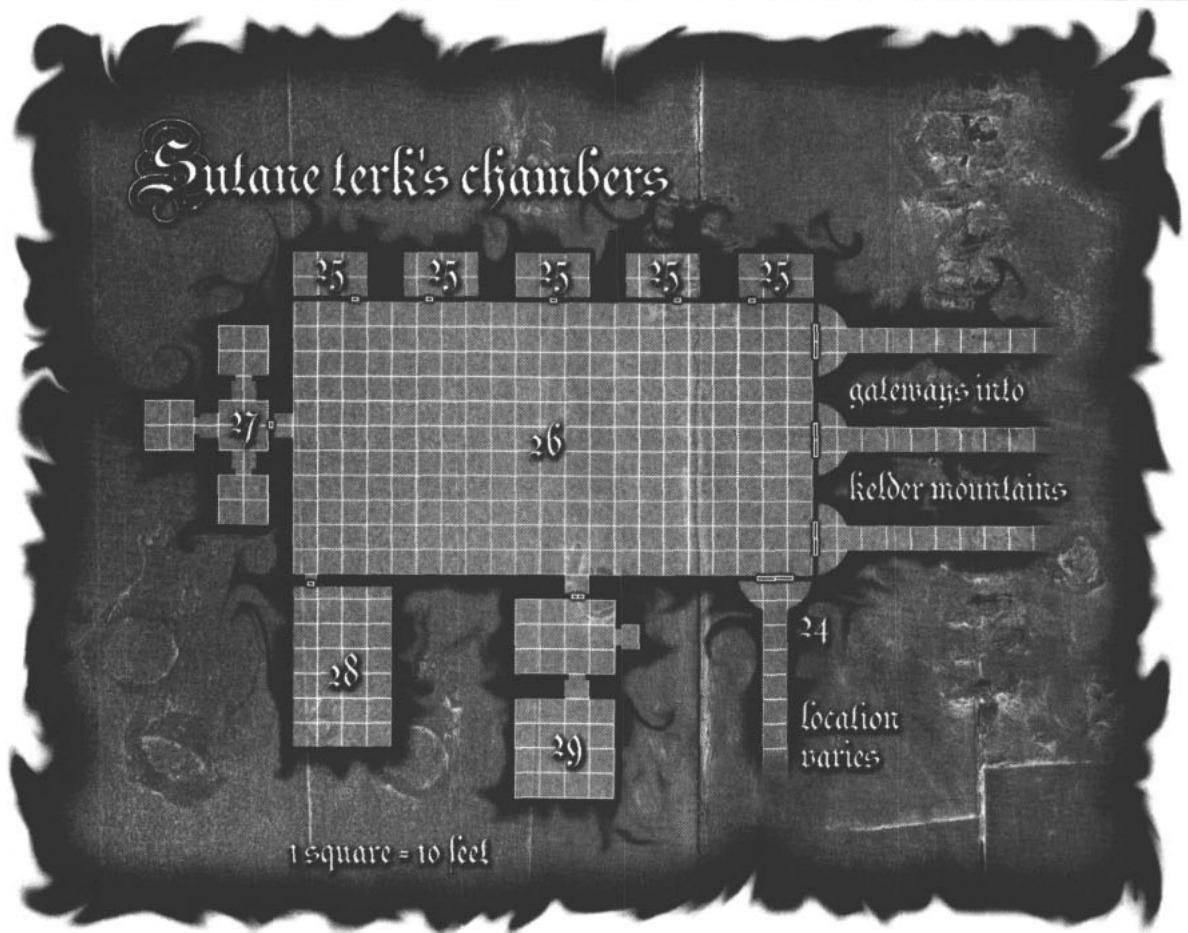
At any given moment, there is a 75% chance that a particular chamber is in use. Of those, 25% hold a sleeping engineer; the others are elsewhere in this area or somewhere out in the rest of the Fortress.

The senior engineers are level 1d6+2 experts, the apprentices level 1d2 experts. Dwarves and humans each provide 25% of the population; the rest is spread among elves, halflings, and even orcs and other titanspawn. GMs may add more exotic races to raise the difficulty of the challenge if necessary.

26. The Workroom

Terk seldom demonstrates a sense of humor, but his name for this space is a deliberate understatement. In reality it's a vast, high-roofed open space in which many experiments proceed simultaneously.

The six gateways in the east end all lead to portals on the eastern slopes of the Kelders, near roads on the outskirts of Veshian settlements. Each gateway is irregularly shaped, and the other end is mounted in minimally carved recessed openings in low rocky outcroppings. Terk seeks fully disguisable openings that would allow Penumbral servants to go anywhere, unconstrained by geometry. Unfortunately, these new gateways lack the stability of earlier designs, and



there's a 1% chance that one will close right after an individual passes through it. Half a dozen senior engineers, each accompanied by three apprentices, have at various times been stranded by the closure of earlier experimental gateways of this sort. When this happens, those stranded must make their way back to the Canyon or Bridge Gate on foot.

Vats in the center of the room each hold black liquids of varying viscosity, composed of shadow essence fused with various ingredients as part of Terk's search for new building materials. The vat closest to the gateways holds two cubic yards of an oily mixture that flows over anything that touches or disturbs it. The mixture immediately engulfs any character who opens the lid of the vat. The character must make a Reflex save (DC 10) each round to avoid slipping and falling prone; it takes two full rounds of concentrated action to scrape it off, with or without assistance. The northernmost vat, on the other hand, hardens into a block as solid as steel after three rounds in open air. None of the others have very interesting properties beyond being sludgy noxious chemicals.

Pits in the floor each hold a slave tortured to death in the interests of testing an assistant's theory about the origins of shadow lords. The assistant speculated that certain kinds of pain and anger unleashed the power necessary to transform a normal

sentient being's shadow into a shadow lord. The experiment proved to be partially successful. The four pits closest to the wall each contain a corpse that vomits out a shadow lord (see **Creature Collection II**, p. 144) when disturbed. The others hold bodies of interest only to students of torture techniques.

Half of the awake engineers are present here in this main room, most of them working on a project to shape stones with tools made out of hardened shadow. So far the results are unsatisfying, since the tools become soft at random intervals. If used as improvised weapons they suffer a -2 penalty to damage rolls. A small forge burning with black flame stands ready to assist in reshaping damaged tools and also to provide the means for working on mundane spikes, adzes and other assisting implements.

27. The Archives

This set of small rooms contains the complete plans of the Fortress. Unfortunately for casual browsers, it also contains the complete set of all rejected plans and a large number of speculative concepts never fully developed. It takes a half hour and a Spot check (DC 15) to separate out the plans which have actually been put to use — Terk set up a highly arcane filing system in which documents go into niches based partly on age and partly on the basis of particu-

lar ideas about construction. Three apprentices are on call, all immersed in their own study of all documents.

28. The Museum

Practical studies require attention to failures as well as successes. Terk understands that failures often shed more light on the solutions to difficult problems than do successes, since success can come simply by continuing to do what has worked in the past without really understanding it, while failure requires change and often innovation. Five senior engineers maintain this gallery of interesting failures. Specifics include the following; GMs should feel free to add more if they choose.

- **The organic-only gateway.** This pair of gateways can pass only material that was once alive. Embedded in both gates is part of a stone golem animated by *stone to flesh* and sent through. The act of moving through the gateway somehow neutralized the spell, and the golem flowed into the gates, disrupting its own substance and that of the gates. Nothing in this mess can now be used as anything but building blocks.
- **The light gateway.** A small crystal ball attached to this pair of gates can release a intense flash, which requires a Reflex save (DC 12) from everyone in the room to avoid 1d3 rounds of complete blindness. The gates work only during that 1-3 round interval after the flash, but the lingering glow inflicts ghastly pain on any shadow-based creature touching the gates. As such the experiment is only useful to light-loving people who, by definition, aren't the sort who would be in a position to ever use it.
- **The slow tunnel.** A ten-foot stretch of archway demonstrates an early effort at fast tunnel design. In this case it is reversed. Anyone entering the tunnel finds it takes as long to move through as if it were a hundred feet deep instead of ten.
- **The time-slid tunnel.** A small plaque explains the history of this effort, another ten-foot long arched chamber. Any group of people or things that go into it at any time during the course of an hour, all emerge, one right after another, in very rapid succession at the end of exactly one hour from the moment the first thing entered. Living beings each take 1d6 damage, as the next thing entering is pressed in hard against them, and anything at all fragile breaks.

29. Sutane Terk's Residence

Here the master engineer makes his home. It is simply furnished, but every single object in it is of masterwork quality, either of his own making or created by a talented student. One of the apprentices sleeps in an alcove in the hall and attends to Sutane's meals and other personal needs. Terk is in residence 25% of the time, day or night.

A hidden gateway at the back of Terk's residence can be set, with one round's effort, to connect to any spot within the fortress, and also to a secret portal known only to Terk, near the eastern end of the Canyon of Souls.

North: The Bridge Gate

Where the Canyon Gate hides in the depths, the Bridge Gate soars high over one of the small canyons south of the Bridged City. Before the Penumbral Pentagon arrived in the area, this peak hosted a small monastic gathering of Divine War veterans who wanted a retreat away from the bustle of Bridged City life.

Two roads lead across the bridge that gives the gate its name, one leading north to the Bridged City 20 miles away and one east over two successively lower ridges to the banks of a stream that flows eventually into the Blood Basin. Neither receives any regular travel. The inhabitants of Bridged City know that there are a great many little spiritual retreats like this one all around the city itself, and that their residents tend to be loyal but inhospitable. The hermits emerge in times of genuine need — many have helped in rebuilding after the Blood Monsoon, for instance. But they also disappear for years or even decades at a time. Sometimes the people in the city have no contact with the inhabitants of a particular monastery for an entire generation.

The builders of the haven that holds the Bridge Gate used to make decorative sculptures out of the rock they dug, carving out troughs they filled with soil from further down the slopes to support window sill gardens. Since the resulting works were useful as well as pretty, the makers earned enough from these crafts to pay for their simple needs. When Penumbral scouts chose the haven as their own, they kept the builders alive long enough to learn the art themselves, and have continued it just as before for two full generations. The disguised shadow worshippers are a familiar sight now, these diligent workers who wear hoods and robes in the colors of the night sky and speak of the particular blessings of Madriel that come when the sun's light and heat rest for a while.

This activity provides fine cover for Penumbral dealings. Fortress-bound caravans of goods coming through Bridged City can simply approach and depart like any other, with only the simplest of precautions to avoid suspicion and discovery. Individuals can proceed more directly, garbed as one of the summit hermits. Figures in shadow form can travel along the undersides of bridges and through crevices; there's always plenty of darkness available. The tradition of kindness toward hermits and ascetics among the Bridged City inhabitants has become a potent weapon in Penumbral hands.

The Hermitage

The two roads leading to the hermitage converge before the final bridge. While in theory this bridge could be cut loose, in practice the gatekeepers have done everything they can to make it difficult to do so. Sturdy timbers bolted directly into the rock support wooden slabs, which are tied together with complex knots and reinforced every year. It takes twice the normal damage to blast through or destroy the hermitage bridge.

Originally the hermitage itself consisted of a single large room. The Penumbral conquerors put in internal walls to suit their purposes and dug down into the mountain for additional space. None of these changes are visible from the exterior.

30. The Public Courtyard

This paved area, covered over with heavy canvas canopies, allows riders and wagons to load or unload without problem. Stables can shelter eight horses, enough to pull the wagons of any caravan light enough to maneuver on the sometimes tortuous Kelder roads.

Anyone who arrives here without a pass, demonstrable knowledge of the Gate's purpose, or some very good account of herself is treated as an enemy. The guards let the strangers in, then slam the outer gates

shut and mount an attack, so long as the enemy force doesn't outnumber the guard. A larger group of trespassers gets locked in and left, while the guards flee through underground routes to the Bridge Gate.

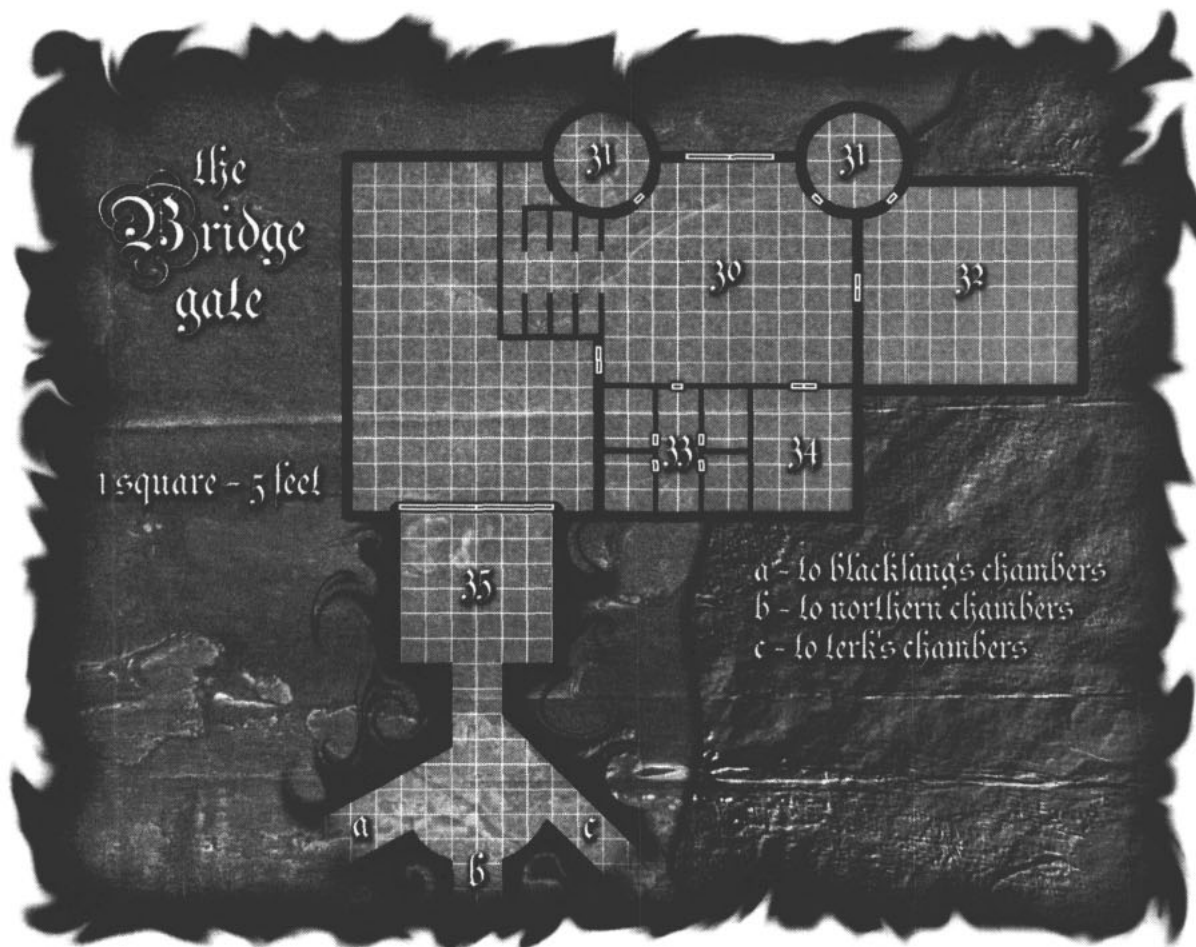
31. The Guard Chambers

The Bridge Gate stands further than the Canyon Gate from most dangers associated with discovery, but more monsters roam this part of the Kelder range, and in any event the Pentagon prefers not to take unnecessary chances. Two five-person guard patrols, with the same statistics as above, flank the single opening into the courtyard. Their towers allow them to examine all approaches, including the vast open spaces to the south.

Two guards from each patrol make a circuit of the hermitage and its plateau every hour. They seldom encounter anything, but the Gate commander makes surprise inspections just often enough to keep them alert.

32. The Barracks

These rooms have been carved out of the rock by Penumbral laborers. Slit windows in the north walls provide good views and additional defensive opportunities, with stone shutters that can seal them up tight. Small shafts with ladders run up into the walls overhead to allow guards to spy on proceedings in the courtyard.



It takes a total of 12 patrols to attend to the Bridge Gate's needs: two patrols at the courtyard and two at the gate, in each of three daily shifts. One additional patrol provides extra manpower in case of injury, illness or crisis. (Assignment to this patrol is a reward for good service, as it amounts to on-site vacation time with rare exceptions.) Unlike the Canyon Gate, here the patrol commanders bunk with their soldiers, and even the Gate commander has only a curtained alcove in one corner of the barracks space. The guards sleep facing their equipment racks, and dine on the other side of the racks with meals fixed from the goods stored in urns and chests opposite the window slits. This is an extremely functional and Spartan space.

The Pentagon deems it unsafe for Canyon Gate guards to do much mingling with outsiders. The situation at the Bridge Gate is different, however. Guards on leave can go into town at Bridged City once in a while, and as long as they don't attract the wrong sort of attention or spill any secrets, they can carouse while they're there. Thus the Bridge Gate barracks don't have to function as so complete a residence.

Trash doesn't accumulate here in middens as it does at the Canyon Gate. It just goes over the edge down convenient cliffs. There is the slimmest of chances that someone scouting the surrounding wilderness might discover the debris, but the odds are overwhelmingly against it. It certainly hasn't happened yet.

Four patrols are on duty at any given moment, and four patrols are sleeping. The remainder are awake and amusing themselves with games of chance, conversation, and sightseeing and scrutiny of the surrounding wilderness. The Guard commander provides rewards for those who are the first to spot forest fires, potentially threatening monsters and other unusual phenomena.

The Bridge Gate commander has the same statistics as the Canyon Gate commander, above.

33. Guest Quarters

These plain chambers provide a space for guests to bunk (in groups of four) and to store any belongings that they prefer locked up at night. Most of the time they stand empty and ready for use.

34. The Crafting Room

This is the rest of the original building on this site. It has two forges and half a dozen tables with tools for working in wood and stone. A raised earth bed on the south side provides the home for perennial flowers and vines, which will later be transplanted into decorative boxes. Small chests hold interesting stones and semi-precious gems for use in decorations.

Three of the off-duty guards work here most days, trying without a great deal of success to assemble elegant

structures out of promising-looking but not quite satisfactory stones that are carved into geometric designs.

35. The Gateway Chamber

This chamber has the same design and proportions as the Canyon Gateway Chamber described earlier in this chapter. The fast tunnel running out of its south end slopes down steeply, one of the very few cases where north is uphill within the Fortress. Normally the gateway chamber is unguarded apart from the hourly patrol sweeps, though when some particular crisis calls for it, the thirteenth patrol stands extra watch duty here.

Disturbances

As always within this chaotic and largely experimental fortress, there is a 10% chance that the area intruders enter is on alert because of recent troubles. The GM can determine this in advance or roll it as the PCs leave a fast tunnel. There is also a 5% chance that a fast tunnel they enter has recently had something eventful happen to it; roll this when the PCs enter. The tables for disturbances are the same here as those for the southern portion of the Penumbral Fortress. In addition, other possible encounters, such as guards or prisoners, can be rolled on the same tables as listed earlier in the chapter.

The Northern Chambers

Here Dar'Tan (and to a lesser degree the other members of the Pentagon) develop their plans for the subversion of Mithril and Vesh. Blackfang also uses part of this area for his own crusade against the Bleak Savannah. Like the Central Chambers, this area provides space for public functions and also serves to impress potential recruits. It is intended to be not quite as impressive as the Central Chambers, so as to provide another layer of mystery and majesty with which to cow the impressionable.

The ceilings in this area range from 30 to 50 feet high, and Dar'Tan worked with Terk to arrange the lamps just right. Each one hangs from a chain so that it can be raised or lowered to suit specific circumstances, and hooks have been bolted into the ceilings every 10 feet. In the absence of specific reasons to do otherwise, the Northern Chambers' guardians position the lights 30 feet apart and close to the ceiling. Their illumination falls a bit short toward the floor, creating maximum opportunities for shadows to swirl up to knee height and along the walls and ceilings, making vortices and whirlpools in the spaces between illuminations.

The architecture is as ornate as in the Central Chambers, and far stranger. All the members of the Pentagon contributed ideas from the mythologies they'd encountered in their journeys, and Terk and Night Arm set to work producing a place

that would reek of alien mystery, so as to intimidate guests. The Pentagon doesn't actually have any need for not-quite-square corners, undulating curves, non-parallel walls, and the like; these things just help to keep others disoriented. Nor is "reeking" merely a metaphor. Side chambers contain the means for generating smells, such as small forges installed above ceilings so that the smell of hot iron can waft down, or compartments which can be loaded with rotting meat to make areas of deep shadow stink. If a guest were to ask, of course, any loyal servant of the Pentagon would deny finding any of this unusual or undesirable, simply to reinforce the strangeness of the whole operation.

GMs should remember that most of the peculiarities in the Northern Chambers owe nothing to magic. They're tricks of engineering and maintenance. Let characters armed with *detect* spells worry about what they're missing....

The Grand Concourse

Fast tunnels connect this area to all the others in the northern part of the Fortress. The guards here are among the Fortress' best, chosen both for their loyalty and imposing appearance. Each shift has three patrols on duty: one occupies the center of the Concourse, and the others make hourly sweeps of the tunnels. Unlike most of the Fortress' guards, these patrols have actual uniforms, a simple black design with silver bars for rank insignia. They take their duties seriously, both out of devotion to the cause and out of the knowledge that good service here may lead to promotion to other duties.

The fast tunnels to the east slopes of the Kelders are wide and tall enough to accommodate wagons and carriages, and the alcoves at the east end of the Concourse provide stabling space. At any given moment, two empty wagons, one empty carriage, and the horses necessary to pull each wait near the eastern entrance. The horses are seldom comfortable in this environment and respond willingly to anyone who seems likely to take them out again.

These guards have the same statistics as the patrols described above.

The Barracks

Here each guard gets an individual alcove — not as luxurious as a full room, but certainly an improvement over the bunks found elsewhere. The alcoves cluster by patrol. As elsewhere, one third of the alcoves are occupied by sleeping guards, one third belong to guards currently in the field, and the final third belong to guards now off duty. These off-duty guards are usually all present, none

armed or armored, working on preparing meals and packing goods for upcoming caravan escort duties.

The patrol commanders' notes include tallies of all incidents where their respective patrols have encountered trouble, in the Fortress and outside it. GMs who wish to add a little Penumbral backstory to the campaign may include accounts of troublesome encounters the PCs have had in the past, with the PCs themselves written up as bothersome antagonists to be dealt with harshly should they ever cross the path of Penumbral agents again. If this situation applies, the relevant patrol commander fights with particular fierceness.

The Hall of Spreading Night

This room is a propaganda ploy. The outer walkway looks down into a recessed area five feet below. A relief map of Scarn fills this sunken area, complete with pumps to circulate water through rivers and seas and some miniature foliage to represent dense forest, plains, and other terrains. Stylized representations of famous landmarks indicate cities; borders have been marked out with thin gold inlay. Dominating it all are impressive black tiles showing the extent of Penumbral control: dots and spikes for small-scale ventures up to country-covering darkness where the whole governing power of a land belongs to the Pentagon.

It is almost all lies. The markers can be rearranged at a moment's notice, and they're always set up to suggest to guests that Penumbral power grows stronger all the time right in the home region of whoever Pentagon is currently trying to impress. Many thousands of agents would have to labor for years on end (or longer) to make the claims of this map come true, and the Pentagon doesn't have nearly that many available. But how are guests supposed to know that?

The tiles and spikes are obsidian, laced together with black metal wires. Each is worth 6 gp per pound to craftsmen. At nearly any given moment, 10 apprentices — 1st level commoners — are in the midst of sorting, cleaning, gathering or preparing the decorations for the next presentation. Cupboards set beneath the outer walkway store any materials not currently required.

The Pit of Night's Roots

Endless night, unpunctuated by any comprehensible events, does not strike many people as a very interesting goal. It is too abstract for either potential recruits or potential enemies to grasp readily. The Pentagon knows this and provides a focus for those who need something a bit more tangible in order to see things from the shadow cause point of view.

The Pit chamber remains brightly lit whenever guests are in the area. Instead of pure black stone, smooth marble provides all its surfaces. (The floor is slippery — anyone trying to fight, conduct acrobatics, or engage in other strenuous activity must make a Reflex save (DC 10) each round to avoid falling prone.) A single band of basalt set five feet above the floor provides a six-inch strip in the wall of utter darkness. Barely visible sills at its top and bottom keep out direct illumination, and writhing shadows fill the space between wall and tiny sills. These shadows reach out to grasp anything that comes within a foot of the wall, including people. They can't do any damage, but their touch is vaguely chilling, and the intimidation value is formidable.

The pit that gives this chamber its name sits slightly off-center in the middle of the floor, just enough to strike most people as wrong, but without providing an obvious visual cue as to why. The pit's bottom is only 20 feet below the marble floor, but since the whole pit is lined with un-reflective basalt and filled with shadows, it seems bottomless to most onlookers. Small, black precious stones set into the rim of the pit are charged with spells that allow any penumbral lord to summon up largely illusory "shadow demons" by speaking a word of command. Shadows form themselves into monstrous humanoid forms with glowing red eyes that glower menacingly at onlookers. In addition, penumbral lords within 10 feet of one of these magically prepared stones can use subtle one-word commands to trigger a vast array of spells and have them appear to come from the "shadow demons." See chapter four for details on these *shadow stones*.

The Guest Wing

Guests of the Pentagon stay here. Like the Pit of Night's Roots, these rooms are framed in smooth polished marble and furnished with granite tables, chairs, and beds; black wool pads provide adequate though not luxurious comfort where people sit and lay. The Pentagon separates aristocrats and other authority figures from their subordinates, with a Penumbral orderly assigned to each pair of guest chambers. The entourage of such visitors gets attention of its own, with one orderly for every five retainers — and separate opportunities for recruiting spies from among those not accustomed to receiving such opulent treatment.

The only current guests are two mercenary bands, one each seeking employment in Mithril and Lave. Like many mercenaries, they seek advantage wherever they can and regard the Penumbral cause primarily as a practical venture. In the face of any attack that clearly overwhelms Penumbral defenders in this area of the Fortress, the mercenaries

will lie low and wait for things to settle down. Otherwise they join in on the Penumbral side, though not with great passion.

A small shrine at the far end of each corridor contains one of the *shadow stones* like those in the Pit of Night's Roots, in case penumbral lords visiting with guests feel the need for some additional impressive displays.

The mercenary captains have the same statistics as the gate commanders, and their mercenaries (15 in the Mithril-bound band and 12 in the band headed for Lave) are the same as zealous guards.

The Dining Halls

The big hall receives use only on formal occasions; the smaller rooms can each seat two dozen diners, plenty of space for most events. The kitchens here use black flame ovens for the psychological effect on visitors, though they also have bright lighting for guests' comfort. There are usually approximately 1d3 mercenaries and 1d3 patrol guards here per PC, relaxing after a meal and trading boastful stories of their encounters with hapless enemies. In general, one cook is on duty per every ten diners.

The Hall of Triumphs

This series of oddly shaped rooms serves as a combination of genuine research library and mostly bogus trophy museum. The Pentagon has little personal use for magical artifacts of most sorts and assigns them to their minions in the field instead. Most of the items that remain behind, therefore, have little value as anything other than decoration, no matter how impressive they may appear. Here guests can see the armor of famous foes of the Pentagon and memorabilia from both real and alleged allies and victims. As with the Hall of Spreading Night, the staff arrange exhibits to impress particular visitors with Penumbral triumphs in their home region and among the people they fear, hate, or envy. Everything visitors see reinforces the sense of Penumbral inevitability.

Careful investigation can let PCs identify falsified or deceptively enhanced claims associated with any single artifact. This requires 10 minutes' scrutiny and a check (DC 15) against Knowledge of history or of the area from which it came.

In between these artifacts, teak shelves hold books running back to the Slarecian roots of the movement. The oldest books come out, with careful handling, when penumbral lords wish to play on guests' respect for antiquity. The books on display here lack much value to any but an antiquarian, whether because they're too damaged, indecipherably encoded, or filled only with dull records. One of the most impressive-looking vol-



umes, for instance, actually contains nothing more dramatic than an inventory of cooking supplies, kept by some cook's apprentice who indulged his passion for calligraphy with highly embellished and largely illegible figures.

Three 6th-level priests of Madriel who have succumbed to Chiruli's temptations now study here, in search of the purest form of ancient chants to Madriel for modified use in the worship of Madriel's Shadow. An apprentice cleric raised in the Fortress assists them with their chores.

The Hall of Visions

Some guests are told that they've been chosen for special initiation rites, which include the opportunity to step into the actual future of the Scarred Lands. Penumbral priests explain how the darkness that will finally cover the world reaches back through contemporary shadows, creating bridges that the chosen of the penumbral cause can walk — but only twice, once at initiation and once at death when the soul joins the darkness forever. Then the initiates are brought here.

The Hall has five sides, and its ceiling is more than a hundred feet above the floor, completely lost in shadow. The only entry is up a spiral staircase in the center of the room. A door-sized piece of polished obsidian occupies the center of each wall. As initiates enter, one of the obsidian pieces becomes mirror-like and shows a vision of the initiate's homeland as it will be when the darkness triumphs. The mirror in turn becomes intangible, and the initiate can step into the future moment to explore it. For the next hour, the

initiate may wander the glorious (from the Penumbral point of view) darkened epoch.

As with so much of this part of the Fortress, the experience is faked. An alcove behind each enchanted slab can hold one of the up-and-coming penumbral lords, who subjects the initiate to complex illusions for the duration of the ritual. If necessary, the visible priests presiding help out. A censer hidden in the shadows overhead can release *dust of illusion* if initiates prove more than usually resistant.

Initiations are very common, and one is likely to be underway as PCs enter, unless the Fortress has been alerted to their presence for more than half an hour. If the first alarms came more recently than that, the priests will usually decide to complete the deception before seeking shelter. Initiates who discover how they've been tricked will at least momentarily share the intruders' hostility toward the Fortress.

The hidden penumbral lords each have the same statistics as the shadow surveyors.

The Denizens' Quarters

Here the ranks of Penumbral followers make their homes. Balconies and open terraces provide everyone with a reminder of social status: recent recruits live on the northernmost, lowest level, with the second tier for proven veterans and specialists and the third for leaders and those with special status of some sort.

The residents of the third tier secure their quarters as they see fit, and keep valuable personal artifacts and magical items along with mundane furnishings. Security is more difficult lower down, with one particularly loyal patrol living at each end of the tier and

tending lock boxes for those who don't want to trust their good to the kind sentiments of their neighbors. The lower tiers lack privacy, by and large. In theory this builds camaraderie out of necessity; in practice it encourages the obsessive hunt for secrets and for counter-measures to protect them.

In general, there are approximately 2d10 third-tier residents on hand, 5d10 second-tier residents, and 10d10 first-tier residents. Half of each group is usually asleep or away, the other half engaged in quiet personal pursuits, eating, and the like. Informal contests take place on some of the balconies, including fencing, poetry and drama on themes of Penumbra doctrine and history, and musical performance. All currently awake residents rally when alarms sound anywhere in this area, making their way to the point of disturbance once properly equipped, at standard rates.

The third-tier residents are 5th-6th level experts, adepts, and aristocrats. The second-tier residents are 3rd-5th level experts, warriors and commoners. The first-tier residents are 1st-2nd level experts and commoners.

The Temple of Madriel's Shadow

Chiruli makes his home here. Since he has few of the requirements for rest, nourishment and the like that complicate the existence of living beings, he works around the clock on the projects of concern to him. He has carved the temple out of the rock by hand, assisted only by a few particularly dedicated acolytes.

The Cult of Madriel's Shadow is an empty lie, of course, but even Chiruli believes in it implicitly, deluding himself into the faith that by serving the shadow and doing the work of evil, he is actually serving Madriel herself. Needless to say, Chiruli is a madman, but his madness serves the Pentagon well. His followers, all imbued with the same evil energy as their leader, can cast clerical magic, but only of the most wicked and debased kind. None can be entirely sure where this magic comes from, but it most certainly does not originate with Madriel. If Belsameth is indeed the power behind the clerics of Madriel's Shadow, she certainly is not advertising the fact (and Chiruli and his followers would be deeply insulted by any such suggestion).

The Temple lacks smooth surfaces and tight corners. Chiruli prefers to leave it somewhat raw and rough, the shadowlike opposite of Madriel's usual clean, simple and polished temples. When cracks in the temple rock threatened to shatter the southeast section of the floor and wall, he opened them up into reinforced shafts through which roots from aboveground now grow, the lowest tendrils dangling into the temple proper. For rites that require illumination, he relies on luminous fungi normally kept behind rough-hewn stone shutters in niches all around the temple's perimeter. Only the altar stone, a mass of quartz running through granite, has been finely pol-

ished, and even here Chiruli left in irregularities. Each facet of the altar is smooth, but they're not regularly arranged and the top is distinctly uneven.

Pits in the floor around the altar hold prisoners for sacrifice. Most of the time these all lie empty, as Chiruli ponders his needs for the next cycle of ritual activity. Captured PCs could end up here, along with guests who prove sufficiently unsatisfactory to their hosts.

The only obvious magic here is the set of *ioun stones* which orbit Chiruli when he chooses to present himself in his official capacity. Other magic items have been folded into the very structure of the temple: several *iron bands of Bilarre* have been modified to erupt on command from iron nodules in the altar, the tapestries are held up by (*two each*) *ropes of climbing* and *ropes of entanglement*, and a *wind fan* is mounted over the door.

Chiruli is usually present, engaged in meditation about what role he ought to play in upcoming actions against Mithril, or the like. Three experienced priests generally attend him, along with six acolytes who deal with any seekers of wisdom who may come by. These priests can cast spells from the Evil domain.

See Chapter Two for Chiruli's statistics.

The experienced priests are level 5-8; the acolytes are level 1-2.

Blackfang's Chambers

This area lies down a branch tunnel to the west of most of the Fortress, not far from the southeast bank of the Chendero River. Also unlike most of the Fortress, it consists entirely of natural caverns shifted into shadow with only minimal modifications. Blackfang does not feel that the work *Terk* and *Night Arm* do would enhance his purposes, and as long as he serves as one of the Pentagon he can largely get what he wants.

Humanoids who come here must tread lightly. Blackfang prefers to fill his chambers with proud and unitaurs, along with occasional members of other races of non-human form. The only humans who actually maintain dwellings here on a long-term basis act as spies and saboteurs in the new human settlements on the *Bleak Savannah*, and they know how to demonstrate submission early and often to keep themselves relatively safe. All social interactions between humanoid races and the others are at +5 DC, and the proud know that they can kill any humanoid who isn't clearly identified as important without worrying about the consequences.

Except where specifically noted, all of this part of the Fortress has (dim) illumination from small oil lamps, which provide the minimal light necessary for the proud to see clearly.

The proud work in groups of three. The leader maintains his (or her) position by defeating the others in

challenges of strength and dexterity each month. Once a year, pack leaders may take part in challenges for positions of greater authority. Occasionally someone gets killed, but Blackfang feels happy in the knowledge that all his commanders have proven not just theoretical superiority. As the end of the calendar year approaches, leaders look for more opportunities to prove themselves, and are particularly likely to seek battle with intruders so as to demonstrate their prowess. Early in the year, with the challenges over, depression overcomes the losers and security throughout the area is much laxer.

The Connecting Chamber

A single trio patrols this area each shift. They're trained to deal with intruders coming in through the tunnel and to test apparently legitimate travelers for legitimate business — legitimate as Blackfang and his proud define it, that is. They show meaningful respect only to the most senior servants of the Pentagon, and even then like to look for mistakes or weaknesses that may be worth exploiting. All lesser visitors can expect delays for "inspection" with stories about "risks of intruders" and the like.

A side chamber holds goods confiscated from insufficiently determined or intimidating visitors from elsewhere in the Fortress: several dozen suits of unexceptional armor and weapons of all kinds.

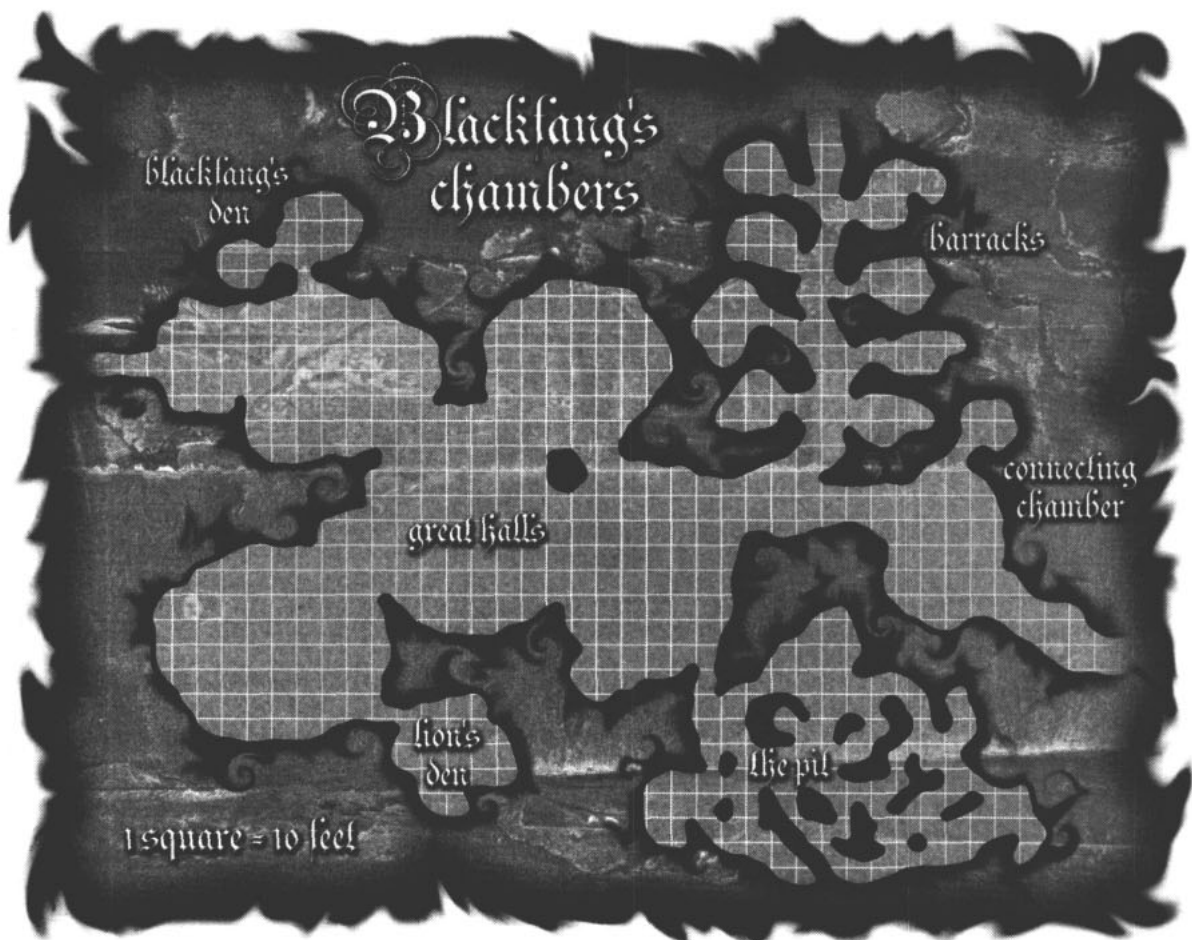
The Barracks

These areas use the same organization, for simplicity's sake in management and inspection. Each trio shares a den, with private personal space restricted to a small wardrobe-like alcove that can be locked off. The three wings are not segregated by shift. Instead, each den in turn goes to a trio on the first shift, one on the second, and one on the third. Blackfang knows very well how much risk of conflict this creates and regards it as an important part of training — proud who cannot discipline themselves in dealing with each other cannot serve reliably in the field.

Characters who can sense the scent cues that convey much of proud communication automatically sense the concentrated aroma of tense frustration in the Barracks.

The highest-ranking trio in each wing oversees its operations. They direct both the patrol trios and the clusters of nine servants quartered at the far end of the wing. These servant groups prepare meals, keep equipment in working order, and do any other menial chores the warriors deem unworthy of their attention. Like the warrior trios, these servant groups have their own competitions for leaders, and in the annual challenges, the servant leaders may fight for the honor of becoming the lowest-ranking members of new guard and warrior trios.

One trio in each wing does not fight or patrol on a regular basis. Often lame from injuries or birth defects, these individuals work as armorers and enchanters for their



comrades. They always have on hand the raw materials necessary to create the *standard arms and armor* for at least two full trios, as well as a generous store of healing potions and other means of dealing with the damage that warrior trios suffer on the job.

The Great Halls

This series of caves is where most of the life of Blackfang's followers takes place. In particular, this is where lore masters instruct students (both cubs and adults) in Blackfang's vision of infinite freedom and corresponding degeneration. When the students all belong to the Penumbral cause, lessons focus on how to undermine others' will to resist and how to set the example of decadence without fundamentally losing control. When chosen visitors come as Blackfang's guests, the lessons focus on the liberation of the self through the abandonment of restraining thoughts and generally end with an orgy or grand indulgence of some kind.

The central cave hosts formal gatherings when Blackfang chooses to call them. Otherwise, it's given over to small groups and their pursuits, including duels, practice with group fighting tactics, and study of Penumbral doctrines. (The proud are very aware that they are not represented in the life of the Fortress at large, and some trios hope to produce a member with the erudition and skills necessary to make a place for himself out among the humanoids.)

Throughout these caves, convenient ledges support trophies of the proud's accomplishments, with an emphasis on the skins of famous opponents — as intact as possible, but still often rather mangled. The sight is usually deeply demoralizing to visitors of races represented among the slain. Characters from the Bleak Savannah or any of the lands bordering the northern Kelders have a 5% chance per level of recognizing someone from their home community among the slain.

The Lion's Den

Here a trio of keepers tends two dozen adult lions (see MM) for use in hunting. These lions have been carefully trained to cope with life underground, but they're still not very happy about it and would readily join in if they saw anyone successfully attacking their captors. Then they'd flee along the most direct route to the outside world.

The Pits

This area is kept constantly dark. Small cells hold prisoners taken in the field and brought back to provide sport for the proud. Most of the Pit is split with dangerous crevices and splintered stalactite, adding +5 to the DC of moves at more than walking speed, acrobatics, and the like. Proud who want to try out a new hunting technique or just to have some sport will turn loose one or more prisoners and hunt them through the pits. (Proud who do not produce impressive kills must go out into the field to retrieve replacement prisoners.)

The cells currently hold a dozen fishers and farmers from the Chendero villages, all 1d3 level commoners. They are all hungry and tired but would fight fiercely if given the chance. They also know quite a bit about Blackfang's operations in the Bleak Savannah and would trade their knowledge for help in escaping.

Blackfang's Den

The great leader of the Penumbral proud keeps his own counsel and does not belong to any trio. He does sometimes feel the urge to mate, and then chooses more or less at random from among prominent female leaders, but most of the time he keeps to himself when not actually planning or conducting an operation. Thus he is almost always found in his Den unless an alarm has called him forth.

He does not accumulate luxuries for their own sake. Nonetheless, artifacts fill his den: reminders of challenges he's overcome, including the weapons of particularly worthy enemies and also the tools with which he seeks to destroy proud society, particularly a wide variety of dangerous drugs. Apart from the antechamber in which he receives messengers, his den is kept entirely dark, and he spends much of his time in something like a hypnotic trance, in which he envisions terrible fates for the world and ponders how to bring them into practice.

An adjacent den shelters the trio who tend to his needs. This is menial work in itself, but prestigious for the proximity to Blackfang it provides. The aged veterans currently on duty take their work very seriously indeed.

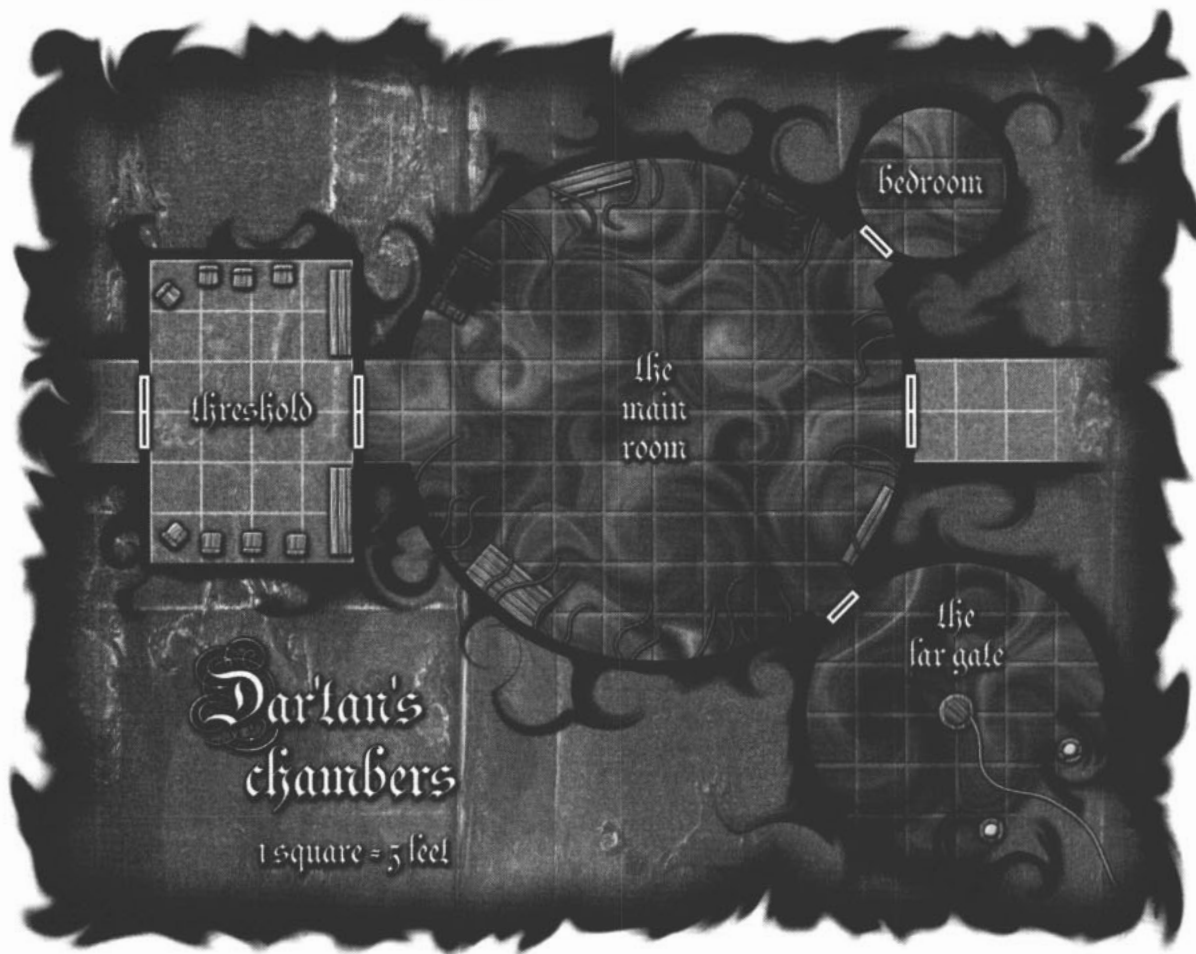
Dar'Tan's Chambers

The guiding genius of the Penumbral cause lives in the strangest part of the Fortress. This entire area is, like the Hall of Leadership, filled with a dense darkness that behaves like breathable water. Dar'Tan makes no concessions in his home to conventional comforts, preferring to pursue experiments (with himself as the primary subject) about how to most fully achieve a darkness-dominated existence.

Dar'Tan lives without anything like the guards and servants common elsewhere in the Fortress. Whenever he needs an extra set of hands, or any other sort of assistance, he simply commands the shadows to do it. For ongoing chores he uses an actual creature of the darkness, often designed for the purpose. Other living beings generally come here only on specific errands, and even the Penumbral faithful usually prefer to leave as soon as they can.

The Threshold

The only room in this area with a conventional floor, guests can sit on the chairs and benches while waiting for an audience with Dar'Tan. A locked drawer opposite the fast tunnel holds messages that don't require Dar'Tan's immediate attention; he studies them at his leisure. If intruders have been detected in the Fortress, a guard patrol from the area sounding the alarm rushes to this chamber to speak with Dar'Tan. Otherwise only the shadows stir.



The Main Room

This round room acts as DarTan's library, laboratory and dining room simultaneously. Books rest in shuttered cases down at the bottom, near the pantry holding simple dried foods and a few of DarTan's favorite snacks. Hooks protrude everywhere, to allow DarTan to tie down valuable magical equipment, and sturdy chests and reinforced glass flasks drift freely. Spread through this room and the adjacent alcoves are the material components necessary for every spell DarTan can cast, but not obviously organized. (The elf sorts things based on their associations in his mind, linked to specific memories and visions, so one would have to know his mind rather intimately to find anything quickly.)

Shadow creatures tend small black-fire furnaces near the edges of the space, melting down precious metals for upcoming work on magical items. Like everything else, including DarTan himself, these creatures and their furnaces float around the room as if inside a giant drop of water unless tied down or otherwise attached to the walls.

The Bedroom

DarTan sleeps while floating freely in the center of this small room. Simple shadow servants give him very gentle nudges when he risks colliding with a wall, and he stores his favorite clothes and armor in alcoves.

The Far Gate

This room stays locked and barred whenever DarTan isn't using it. Unless he's been summoned by an alarm, however, he usually is, so it often stands open. Its sole feature is a very large spool of silk cord. Opposite the door is a modified gateway like those of the Bridge and Canyon Gates except round. It opens not into the material world but out into the depths of the Plane of Shadow. Crystal balls on each side of the gateway receive telepathic impressions via touch and use these impressions to "steer" the other end of the gateway to features in Shadow.

Lately, DarTan has been searching through a canyon-like region where the shadows run particularly thick and slow, in hopes of finding clues to the Slarecians' whereabouts. He wears an enchanted silk cord around his waist so that he has something to hang onto if he wants help returning to the Fortress; He's often known to go as far as two miles from the gateway, secured only by this *shade rope*. See chapter four for *shade rope* statistics.

Chapter Four: The Magic of the Shadows

Savagely taken from the goddess Drendari, the secrets of shadow magic were passed on to outsiders by the Slarecians in the hope that the penumbral lords would serve the Slarecian cause. Unfortunately, their students proved treacherous, and refused to aid their masters, allowing the gods and their allies to crush the Slarecians and drive them from Scarn. Today, those penumbral lords who discuss the war and their treacheries claim that their predecessors knew the Slarecian cause was lost, and chose not to aid them, rather than joining in a doomed alliance and facing destruction. In retrospect, the penumbral lords' decision was probably the right one, for they live on and continue to perfect the secrets of shadow magic. This chapter includes powerful items in the possession of the Penumbral Pentagon, and new spells available to the practitioners of shadow magic.

The Penumbral Fortress contains both unique items and unique *kinds* of items, made in accordance with rituals and formulas unknown elsewhere. For this reason, creation costs and necessary supplies are not listed, as only highly trained devotees of the Penumbral Pentagon are skilled in the shadow arts necessary to produce them. This is also not an exhaustive list of the strange and dark items constructed by the shadow cause. GMs should feel free both to add more items to the penumbral repertoire and to develop rules for their production should such abilities be desirable in a given campaign.

Tools of Construction

Black Flame Furnace

Description: Penumbral engineering still requires heat and fire just like regular craft work does: there are metals to melt and objects to forge, bricks to cook in kilns, and so on. To deal with the problem of light sensitivity among some of the organization's most adept engineers, Night Arm created this style of furnace. It spread rapidly throughout the Fortress community, but remains the special pride of the engineers.

Black flame furnaces can be any size from small units just large enough to hold a small pot of metal or a single sword blade on up to room-filling behemoths that can cremate whole patrols at a time and melt tons of metal at once. Whatever their size, all share the same general configuration, a half-dome kiln resting on a square flat slab and topped by a cylinder of bronze or copper.

Powers: When the furnace is lit, the cylinder on top hums faintly and emits a soft smoke that makes all flames in the furnace burn pure black. The furnace

still gives off its customary heat, and novice engineers generally burn themselves at least a few times while learning how to use the furnace safely without the cues provided by flickering fire. The furnace also needs normal ventilation, even if (as in much of the Fortress) this means running a pipe to a small gateway venting into the depths of the Plane of Shadow.

Fast Tunnel Borer

Description: These peculiar machines create the passages that link portions of the Penumbral Fortress to each other, and a few select passages for Penumbral use outside the Fortress. The actual magical work takes place in an enchanted silver frame, usually made with jointed segments to accommodate tunnels of different shapes. Wooden or occasionally stone scaffolding holds the frame in place — since each segment must be a foot wide and six inches thick, the total weight is considerable. Where possible, beasts of burden pull the borer; in other situations, laborers pull and push it along.

When in operation, the frame segments emit black sparks and a soft hum; the noise continues even when the borer is at rest, and the sound carries for half a mile or more. On more than one occasion, Penumbral engineers tracked a borer and crew trapped in a cave-in or lost in unexpectedly convoluted passages by following this hum.

Boring crews generally decorate their machine in some distinctive fashion. Depending on the crew, this may include favorite icons and totemic symbols, embedded stones taken from areas they've mined through, and other trophies that make good props to refer to when it's time to tell boastful stories. Since the frame segments must touch all

sides of the passage the borer is transforming, they can't rest on wheels or skids while in use, but most borers do make some provision to hinge up, fold away or disassemble the frame to move the borer into or out of the work area.

Powers: The borer works in two distinct modes.

- *Transformed Material Tunnels.* The borer can alter 10 feet per hour of material moved out of the material plane into the Plane of Shadow. Once altered by contact with the frame, the tunnel can act as a fast tunnel at any speed the Penumbral engineer in charge of the project chooses. (See Chapter 3) The borer must work on at least 1,000 feet of material corridor at each end of a fast tunnel.

- *Shadow Tunnels.* Once the borer prepares a sufficient length of material tunnel, it moves out into the raw material of the Plane of Shadow itself. Now it moves at the equivalent of 10 miles an hour toward the designated other end of the fast tunnel, measured in straight-line distance in the Material Plane. The nature of the shadows through which it passes may vary dramatically, from something like solid rock to creeping liquids to empty dark void; the borer moves through all of them at the same pace. Where the borer has passed, there are now solid tunnel borders, which resist entry like any other solid walls. Ahead of it is the Plane of Shadow at large, and the borer travels with armed guards capable of dealing with attacks from outside.

Light Reservoir

Description: Although it has other applications, Penumbral practice classifies this as a construction tool because the Fortress' engineers use it to prepare areas for shifting into shadow. The *light*

reservoir is a glass or crystal cube one yard on a side, completely transparent when empty, shading into pitch black when entirely full. During discharge, it glows, as described below, providing fresh fodder for tales of mysterious glows and haunts deep in the Kelder Mountains.

Powers: The *light reservoir* absorbs some or all of the light within a hundred-foot radius. Anyone can operate it with a touch and a spoken or thought command. The reservoir has a capacity of 200 "light units." Lowering the light level by one step on the following chart for one minute requires one unit. Lowering the light by two steps for a minute requires two units, as does lowering it one level for two minutes.

When the reservoir is full, it must be emptied out again, starting within one hour of when it absorbs the hundredth unit of light. Discharge happens at a minimum of five light levels per minute, and can go as high as 20 per turn. That intense flash does the same damage as a torch applied to everything within 100 feet.

Light Levels

Pitch black

Moonless night

Night

Indoors during daytime

Dawn and sunset

Cloudy day

Sunny day

Direct sunlight under perfectly clear skies

Fortunately for the well being of shadow-dwelling users, the *light reservoir* can be instructed to begin discharge anywhere from one turn to 10 minutes after the command to do so, as long as this falls within the one-hour window of opportunity.

Penumbra Gate

Description: The gates make the Penumbra Fortress possible, and Sutane Terk and Night Arm regard the gates as the greatest achievements of their craft so far.

Each gate occupies a 30-foot square area in both the material world and the "shallowest" part of the Plane of Shadows, where it draws closest to matter. The actual gate has no depth at all, though Penumbra engineers prefer to mount it in a framework that provides a clear threshold area.

Once activated, a gate remains active, and automatically passes everything that enters it. Penumbra engineers would very much like to give the gates more selectivity but haven't managed it so far. For reasons not at all clear to Terk or any of his assistants, instructing a *penumbra gate* with the kinds of criteria for acceptance common in means of teleporting within the Material Plane just closes the gate immediately.

The gates each appear as solid black squares. No senses of any kind penetrate through them, except for those of penumbra lords, whose *darkvision* works without hindrance to show them what's on the other side. The gate's apparent temperature matches the surroundings, and it has no discernable texture or taste. The nature of the magic that creates it ensures that gates respond to spells and other means of detecting evil, and would do so even if good characters created them.

Powers: Anything passing through the gate arrives at a specified destination in the material world or the Plane of Shadow. Once created, the gate remains where it is, even if surrounding buildings or terrain move. The creator of the gate can close it with a simple verbal command regardless of his distance from it, and may choose to include a password that anyone else can speak to the gate to close it as well. Once a gate is closed, it's gone, and must be made all over again.

Shadow Compass

Description: Even when human senses can't discern them, the Plane of Shadow provides terrain-like features. The *shadow compass* probes the shadows for patterns of drift, density, temperature, emotional resonance, and the like to establish relative directions.

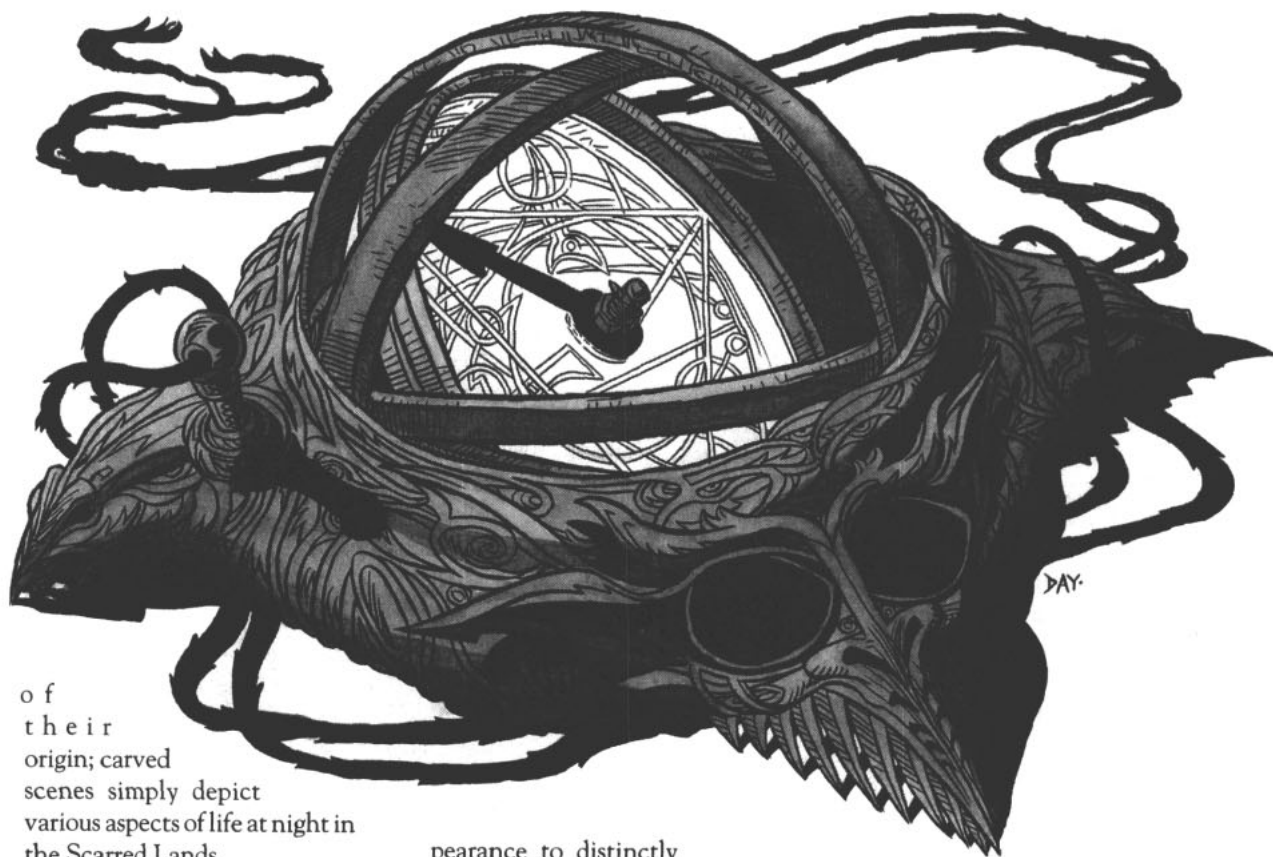
Each compass is somewhat different in details, being an individual work of craftsmanship, but all share the same basic design. A clear glass or quartz dial six inches across rests in a rim made of whatever metal the maker chooses. An obsidian arrow is bolted onto the dial and can spin freely; the dial is also capable of rotating up out of the plane of the rim on any of eight pairs of gimbals. A pair of jewels, of whatever type the maker chooses, sits in obsidian-lined sockets.

Powers: Depending on which jewel the handler touched last, the arrow points either at the point where the handler crossed into the Plane of Shadow or to the nearest open connection between shadow and the material world (which may at times, of course, be the same point). Some compasses include additional pointers, so that they can indicate both the handler's point of entrance and the nearest connection, and perhaps as well divining rods enchanted with various detection spells. These are crafted separately and attached to the compass itself.

Other Magical Creations

The Darkening Library

Description: The *darkening library* consists of one or more shelves made of polished and decorated teak wood, usually supported with obsidian reinforcements at the joints. The shelves have clips and slots to hold books, scrolls and loose written material. Nothing in the decorations hints directly at the Penumbra nature



of their origin; carved scenes simply depict various aspects of life at night in the Scarred Lands.

Books left long enough on these shelves change in appearance (and also in content, as described below). Bindings and pages both darken, while scuffs, water damage and the like all disappear. Thus over time the *darkening library* comes to hold only books of pure pristine black. Even as the pages darken, however, their text remains legible as a peculiar sort of shimmer against the material of the page.

Powers: The *darkening library* changes both the form and content of books stored on its shelves. A book left on the shelf for one week moves from badly worn condition to merely thoroughly used, or from that state to slightly marred and used, or from that state to looking like new. The changes in a book's condition happen when nobody is looking... even if this means changing when observers blink. The darkening described above happens in matching stages, from usual ap-

pearance to distinctly gray, from that to soft black with only occasional highlights, and from there to pure black.

Once the book has become black, the *darkening library* alters its text. Spells and rituals related to light go first, at the rate of one per week. The magician who made a particular *darkening library* retains some vague awareness of the contents of its books, however great the distance between creator and creation, and may choose whether or not to replace these spells with darkness-oriented spells of the same level. Then theological and philosophical content related to light and entities associated with the light disappears, over the course of four weeks. Penumbra doctrine expounded on at matching length automatically takes its place. Last to go is information about the daylight world at large, fading over the course of a full year. In the end, the book contains only information about and comments

on matters associated with darkness.

Books removed from the library's shelves stop changing until they're put back. The changes cannot be undone except by dispelling the magic inherent in the *darkening library* itself.

Eclipse Canopy

Description: The *eclipse canopy* is always made from some loosely woven cloth, of whatever fiber and design the caster chooses. Penumbra tradition favors tapestries depicting great Penumbra triumphs or the world after the sun sets for the last time; *eclipse canopies* woven for use outside the Fortress generally include neutral geometric patterns so as to avoid advertising their magical nature.

To use the canopy, its owner simply strings it up so that it hangs above the ground, where sunlight can strike it instead of the protected space underneath.

Penumbral travelers sometimes make tents out of them, and Penumbral agents in long-term residence outside the Fortress set up eclipsed rooms, if they have some space they can count on being free of visitors who'd make a fuss about the discovery.

Powers: Sunlight filtering through the *eclipse canopy* appears eclipsed. Any penalties deriving from sunlight (and from light in general) are halved underneath the canopy.

Mirror, Penumbral

Description: *Penumbral mirrors* can be any size that their handlers feel up to managing. Most are between one and ten feet in diameter. Whatever its size, a *penumbral mirror* always consists of a smooth obsidian surface.

Powers: The *penumbral mirror* reflects light like any regular mirror. But surrounding the light cast by the mirror is a zone of pitch-blackness, as wide as the beam of light. The Penumbral Pentagon positions these mirrors to allow for defensive ambushes in areas they want to keep clear of intruders, with shadow minions waiting in the darkness.

Mirror, Umbral

Description: Like *penumbral mirrors*, *umbral mirrors* can be any size the creators want, and also consist of polished obsidian set in a fixed or movable frame. Nothing distinguishes an *umbral mirror* from a *penumbral* one when it's not in use. Minor modifications to the creative ritual also allow enchanters to make *umbral windows*, which have the same transforming effect on light shining through them.

Powers: The *umbral mirror* transforms incoming light. In the beam it reflects, light becomes dark and vice versa. If pure sunlight or intense flame shines into it, for instance, a beam of almost pure darkness emerges. Within its shadows, creatures vulnerable

to sunlight suffer no damage or impairment.

Shade Rope

Description: This longspool of light silken thread is a full two miles long. Though it is slender and fragile-looking, no physical force can break the *shade rope*. It is difficult to destroy even by magical means, as it has a spell resistance of 30, and 100 hit points. Dar'Tan himself did not make the rope, and rumor claims that it was actually a gift from some powerful shadow-dwelling outsider.

Powers: The *shade rope* must be tied or anchored to a place that is not in direct sunlight to be effective. The user then secures the other end of the rope to his waist, and then may travel anywhere within the rope's two-mile length, including to other planes. If the user is in danger, or must return to the rope's origin quickly, he needs only to utter a command word and be instantly transported to the rope's anchor point. If the rope is untied for any reason, then its magic will not function.

Shadow Magnet

Description: The *shadow magnet* is a multi-faceted gemstone, either black opal or some other gem with a black vein prominent inside. Its owner wears it on a necklace, mounted in a headband, or otherwise displays it where it's visible to the surrounding environment.

Powers: The *shadow magnet* does precisely what its name suggests: draws shadows toward itself. All shadows within 50 feet of it point toward it regardless of the prevailing lighting conditions, and shadows originating within 10 feet stretch out (and up the body of its owner, depending on where it is) to touch the black part of the magnet. This allows the owner to cast any spells requiring touch to affect anyone

whose shadow is in contact with the *shadow magnet*.

Shadow Stone

Description: These small, polished black stones are created by the Penumbral Lords through an unknown process. They can be carried or set in rooms, allowing users to trigger them with special command words.

Powers: *Shadow stones* contain spells of level 1-9. When the user is within 10 feet of the stone, the spell that it contains can be triggered as a free action, but only one stone can be triggered each round. Once triggered, the stone is powerless, but can be recharged with a spell if the Penumbral Lord so desires.

Weapon Special Ability

Shadowed: The *shadowed* special ability can be applied to any edged melee weapon its creator chooses; favorites among the Penumbral Fortress' enchanters include daggers and bastard swords. The blade has a dull gray hue, and never reflects light except in a very dim and smudgy way. It cannot take a polish or shine.

On a successful damage-dealing strike, a *shadowed* weapon erupts with plumes of black vapor. Dark flames then envelop the target, extinguishing any natural flames such as torches, candles, etc. These flames cannot be relit for ten minutes. Magical flames, lights, and other sources of illumination must resist a dispelling effort from a magical force equal to the blade's caster level. The fumes disperse rapidly enough to leave only a momentary flicker, and impose no vision or other penalty on the target.

Caster level: 6th; **Prerequisites:** Craft Magic Arms and Armor; **Market Price:** +1 bonus.

Chain of Shadows

Mingles targets' innate resistances.

Abjuration

Level: Sor/Wiz 3

Components: S, V

Casting Time: 1 action

Range: Touch

Target: One person/level

Duration: 1 hour/level

Saving Throw: Will negates

Spell Resistance: Yes

Description

Identity, as most people know, is partly the result of material existence. Boundaries become uncertain when the light fades. This spell draws on the opportunities such uncertainty presents.

Spell Effects

The caster is always included in this spell, along with whoever else he chooses to include. All the targets must have shadows that touch or overlap with at least one other target, since the effects flow through merged shadows. If the spell succeeds, all of those linked into a chain of shadows share their various defensive bonuses — everyone saves and resists with the highest score available to any of them. The effect remains at full strength for the duration of the spell if their shadows continue to touch. If the targets move so that their shadows no longer touch, the bonuses are reduced by one for characters whose shadows are within 10 feet of at least one other target, and by two for those farther away.

Dark Divinity

Exploits the potential for darkness and evil in the nature of neutral and good deities.

Enchantment (Charm) [Mind-Affecting]

Level: Clr 2

Components: V

Casting Time: 1 action

Range: Self

Target: Self

Duration: 1 hour/level

Saving Throw: N/A

Spell Resistance: No

Description

The gods of Scarn are not entirely nice and benevolent beings. This spell, one of Chiruli's first creations as one of the unhallowed, allows the cleric using it to identify and emphasize the points of darkness within a god's history and nature which will be most effective in drawing others to the Penumbral cause. An example of such a dark side might include the tale of Tanil's lies to her father, her theft of his bow and her final betrayal of him to his eventual doom at the hands of the gods. Even Corean's towering righteous anger and Madriel's connection to her twin sister Belsameth can be twisted by the magic of this spell to appear as puissant and meaningful dark sides within the gods' natures. This magic functions for Chiruli and the dark anti-priests who follow him, allowing them to subvert the followers of the gods to the ranks of shadow worshippers.

Spell Effects

While this spell lasts, the cleric may make a Knowledge (religion) check (DC 10) before any check involving social interaction, such as Diplomacy or Intimidation, with those who haven't yet accepted the Penumbral creed, as long as the cleric's side of the interaction makes reference to the target's religion. The amount by which the caster succeeds at the Knowledge check may be included as a bonus to the subsequent so-

cial roll. The bonus reflects the cleric's ability to draw out the most persuasive parts of the god's dark side and present them in the way that the target finds most amenable — it includes a very low level of subconscious telepathic activity as well as magically enhanced recollection of religious lore. Throughout the spell's duration, the cleric seems particularly impressive and pious, however the target may interpret this.

The complex mental processes involved in this spell work best with divine lore, thanks to Chiruli's own obsessions in that regard. The bonus is halved for efforts to manipulate worshippers of the titans and other entities.

Darken Soul

Increases targets' susceptibility to darkness-related manipulation.

Enchantment (Charm) [Mind-Affecting]

Level: Sor/Wiz 2

Components: S, V

Casting Time: 1 action

Range: Close (25 ft + 5 ft/level)

Target: One person +1/Cha bonus

Duration: 1 day/level

Saving Throw: Will negates

Spell Resistance: Yes

Description

The world has few perfect beings, free of all flaws and temptations to dark deeds, the keeping of secrets, and other hidden shames. This spell exploits that reality. On occasion a Penumbral agent teaches it to outsiders in exchange for information or other services, since it can serve causes besides the Penumbral one without conflicting with shadow cause goals.

Spell Effect

People affected by this spell are constantly reminded of their own dark impulses and feel a vague sense that they would be better off if they gave in to those impulses. By itself this has no mechanical effect, only a roleplaying one, but targets also lose some of their normal resistance to efforts at manipulating them into serving the darkness. Add the caster's arcane spellcaster level as a bonus to Bluff, Diplomacy, Innuendo, Intimidate, Sense Motive, and related non-magical checks directed at the targets when the manipulator belongs to the same faction as the spellcaster.

The vulnerability wears off as described above, but the effects of the persuasion (or intimidation, or other manipulation) remain. So does a general sense of the target's own concealed wickedness and yearning for freedom from normal social restraints.

The God's Shadow

Plunges holy ground into darkness.

Transmutation

Level: Clr 4

Components: S, V

Casting Time: 1 action

Range: Touch

Target: 10-ft radius emanation

Duration: 1 hour/level

Spell Resistance: No

Description

Another product of Chiruli's quest to spread his notions of the darkness implicit in the gods, this spell is usually cast along with a sermon or lecture on Penumbral principles. Some of Chiruli's students use it for pure intimidation value, but he frowns on that — for the true believer of Chiruli's sort, mere fear counts for nothing unless there is some way for it to lead to a fuller understanding of the truth. Chiruli cites this spell as proof of his mad belief that all the gods have "shadows" that reflect their darker natures, but the supporters of the gods claim that it is merely evil magic that originates from some darker plane, unrelated to any hidden natures that gods may possess.

Spell Effects

The god's shadow can only be cast within an area blessed with *consecrate*, and its effects remain confined within the consecrated area even if *the god's shadow* is invoked off to one edge of the area. Every solid and liquid object within the area of *the god's shadow* becomes pitch black, cut off from all light. Even lights aimed directly at the



shadowed area can't penetrate the darkness, though the effect can be dispelled.

The *god's shadow* does not interfere with any clerical spells or rituals directly unless they require light. The usual penalties for working in darkness do apply if a spell calls for fine manipulation, since pitch-black objects show little detail and anyone handling them must rely on touch.

Implicit Darkness

Obscures senses without discernable shadows.

Transmutation

Level: Sor/Wiz 2

Components: S

Casting Time: 1 action

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

Target: 10 sq. ft per level

Duration: 10 minutes/level

Saving Throw: Will halves penalties

Spell Resistance: No

Description

This spell originated in a philosophical debate during the Penumbra flight through the Hornsaw Forest. The darkness worshippers argued over whether the absence of light was the same thing as the presence of darkness, and one of those arguing that it wasn't created the first version of this spell to prove a point. Since then the spell has been refined for somewhat greater reliability and usefulness, but the point still stands.

Spell Effects

Implicit darkness refers to the absence of light and its benefits without the overt presence of darkness. Within the targeted area, the DC of all checks requiring the use of light rises by +1/arcane spellcaster level on the caster's part. The same penalty applies to any effort to look through the affected area, aim spells and arrows through it, and so on. Observers see the area as

being inexplicably dim and muddled for the duration of the spell.

Shadow Echoes

Relays sounds through shadows.

Conjuration (Summoning)

Level: Sor/Wiz 3

Components: S, V

Casting Time: 1 action

Range: Touch/special

Target: Touched creature (Gargantuan size or smaller), or 10 ft. square area

Duration: 10 minutes/level

Saving Throw: No

Spell Resistance: Yes (harmless)

Description

Penumbra sages teach that in some important senses, every spot in darkness is the same as every other, and every soul that serves the final darkness is in part the same as every other such soul. This spell demonstrates that unity in a very practical and direct way. Shadow worshippers generally use it for intimidation value, to show enemies (real or potential) just how formidable the darkness can be in the hands of someone who knows how to command it.

Spell Effects

While casting *shadow echoes*, the magician specifies an emotion or state of mind — fear, fatigue, despair, joy, and so on. The spell draws to itself everything said in the Penumbra Fortress that reflects the chosen emotion and emits it to the target's hearing as barely audible whispers. Speech at normal volume becomes so quiet as to be incomprehensible once transmitted — only the emotional tone of the sound is conveyed. Listeners may make a Listen check (DC 15) to understand any one shouted phrase or particularly loud sound transmitted by the spell as a slightly stronger whisper.

Some Penumbra agents like to work this spell into small enchanted items, which they can hide in the private chambers of individuals targeted for harassment or removal. Persistent strange whispering does a great deal to disturb sleep and instill useful levels of distraction and paranoia.

Shadow Tide

Turn shadows into a thick liquid-like sludge.

Transmutation

Level: Sor/Wiz 3

Components: S, V

Casting Time: 1 action

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

Target: 10 sq. ft. per level

Duration: 10 minutes/level

Saving Throw: Reflex halves impairment

Spell Resistance: No

Description

This spell is one of several defensive measures developed in recent years, in response to the problem of intruders in the Penumbra Fortress. The Fortress' distributed and borderline condition makes it impossible to keep all sections properly guarded and secure. When normal barriers fail, the shadow tide may slow intruders enough for guards to rally for counter-attack.

Spell Effect

This spell grants unnatural substance to the shadows in the target area. They thicken to the density of water, impairing all movement and physical activity. The shadow tide doesn't choke breathing — it passes air (and sounds, scents, and the like) normally, affecting only people's ability to move through it.

The caster may determine both the height of the shadow tide, up to 5 ft./level above ground level, and the degree



of impairment, from barely noticeable up to +1 DC/level for all physical challenges along with movement being reduced to one-quarter normal. If the area is lit, the shadow tide shows as a roiling black mass of vaguely uncertain surface. It has no texture as such, though anyone investigating it can immediately tell where the effect begins, since movement becomes difficult there. The shadow tide tapers down to zero elevation and zero impairment in a periphery about five feet wide, all around the area targeted by the spell.

Shadow Stride

Lets target walk on any visible shadow.

Transmutation

Level: Sor/Wiz 5

Components: S, V

Casting Time: 1 action

Range: Touch

Target: Creature (Gargantuan or smaller) touched

Duration: 10 minutes/level

Saving Throw: None

Spell Resistance: Yes (harmless)

Description

This spell is one of the most recent in the Penumbral archives, developed as an alternative way to travel through lands whose people may not be hospitable to Penumbral agents. It works, but the Pentagon doesn't regard it as entirely reliable just yet, given the potential for serious trouble that it presents.

Spell Effects

Shadow stride began as a modified version of *air walk*. Like that spell, it allows the target to move in places most physical beings normally don't go. The target can tread on any substance and empty air as long as it's in shadow — a shadow strider could, for instance, stroll anywhere within the volume of space shadowed by a high wall or moun-

tain ridge. In addition, as long as there's a continuous shadow from some source, the target can rise up to the shadowy bottom surface of clouds overhead.

The target must "fall" up to the clouds, moving at a mile per minute; descent happens at the same pace. The major reason this spell is still considered to be a work in progress is that, if at any point the target passes out of shadow, the *shadow stride* ends immediately. The target falls, and takes normal falling damage for the height unless some other magical effect (or natural ability) can cushion the blow. A falling magician can't renew the spell, either; it must be cast while the target is in some location that it can move to normally. For humanoids, that means standing on the ground or swimming in water, or any other place accessible to normal human movement.

Vision of Night

Lets targets see as if it were night, regardless of conditions.

Transmutation

Level: Clr/Sor/Wiz 4

Components: S, V

Casting Time: 1 action

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

Target: 1 person/level

Duration: 1 day/level

Saving Throw: Will negates

Spell Resistance: Yes

Description

Whether this spell is a blessing or a curse depends very much on one's point of view. For nocturnal beings and those who simply love the darkness, it's great. For others it's sheer torment. Penumbral servants in the world outside the Fortress like to keep it ready as a way of confusing those who might interfere or need a demonstration of the greatness available to the Penumbral cause. Penumbral servants about to go on missions very often choose to put this into enchantments in the form of potions (which can be administered surreptitiously), rings or necklaces.

Spell Effects

The targets of *vision of night* see the world as if it were eclipsed or night for the duration of the spell. (The caster

decides which of these conditions apply, and cannot change it thereafter without casting the spell all over again; artifacts enchanted with the spell only produce one effect or the other.) The target gains no immunity from the effects of the actual lighting conditions — creatures which burn in sunlight continue to burn even as they see the night sky, and so on. All celestial objects retain their usual positions, but any which would be visible at night with no moon are visible during the day to this spell's target if the caster chooses the nighttime option. In other respects, the target (only) is treated as if he is in total darkness.

Unwilling targets find this an extremely demoralizing experience, and after the first day begin to suffer a penalty equal to the caster's Cha bonus on their Will saves for the spell's duration in addition to any penalties imposed by the darkness. Animals and other non-sentient beings simply panic when the night goes on and on, and after the first day must be subdued.

Chapter Five: Adventures in Shadow

The Engineer's Tale

This adventure provides a way for GMs to bring the Penumbra Pentagon and their activities into play even if the PCs have not previously been involved with them, or with the Mithril paladins' hunt for them. It takes the characters from the Kelder Steppes northwest into the Kelder Mountains, and offers a ready hook for some adventures in and around Bridged City before or after encountering the Penumbra Fortress itself.

Episode 1: The Stranger on the Plain

This adventure begins with the PCs traveling through the Herd Plain region of the Kelder Steppes. All of this area used to be rich ancient forest until the titans chose to destroy the trees, for reasons scholars argue about without much available evidence. The forest might have re-grown in time, except that the Blood Sea poisons the land every time the Hornswothe River overflows. Now the steppes can support only grasses and shrubs with the very occasional grove of weak, stunted oaks. The ridges of the area's hills are all scoured bare by the winds, with the soil too contaminated to support plant life sufficiently hardy to hold its ground in bad weather.

The permanent inhabitants of the steppes include large orc tribes and one brutally competent group of humans, the Riders of the Kelder Steppes. Constant conflict for control of valuable grazing lands and resources like oases rage over most of the steppes. Nomadic existence makes long-term warfare difficult — the steppes lack the density of forage necessary to allow a tribe to remain in one place for months on end, so battle lines ebb and flow with necessary tribal movements. The Herd Plain

is the only part of the steppes firmly under the Riders' control, raided occasionally by ambitious groups of orcs but never at long-term risk of passing under orcish rule.

The Riders submit to no outside authority, but they do choose to *cooperate* with the Veshian Vigils for their mutual advantage. They also trade with outside merchants, exchanging well-treated hides, leather goods, herbs harvested from the steppe and other local commodities for the metalwork and other implements they can't readily make for themselves. Outsiders always face careful scrutiny, but the popular conception of the Riders as ravening devourers of interlopers exaggerates the situation.

The characters need some reason to be on the Herd Plain. If they belong to the Vigils, then the GM can simply assign them to investigate the state of things on the steppe, particularly if the Hornswythe overflowed again recently. Characters with established merchant or other businesses of their own may go in search of profit; characters without their own economic interests may act as agents for a merchant in any Veshian city, offering the characters a 15% commission on all goods they bring back to him for sale.

The weather on the Herd Plain is typical for the time of year; see **Scarred Lands Campaign Setting: Ghelspad** for details. It's never comfortable, shifting from hot and dry to storm-ridden to bitterly cold with occasional blizzards and then back again in the course of a year. The characters have plenty of opportunity to learn from patrons and fellow travelers what conditions currently

prevail, and they will not be caught in unexpected peril unless they really resolutely refuse to solicit any outside advice.

An Orcish Encounter

The characters come across a band of orcs, one 5th level barbarian leading 1d6 1st level barbarians per PC, sheltered in a gully beneath bluffs freshly scarred by recent landslides. The orcs are equipped for battle but relaxing at the moment and are in fact enjoying a meal. They have five captured humans tied to stakes. Three of the five are dead and partially butchered, and the fourth is currently roasting over a crude roasting pit. The fifth hangs unconscious from his post.

Only thoroughly evil characters can avoid feeling an urge to interrupt the orcs' meal, and evil characters should see the possibilities for loot. Once half the orcs have been slain, the rest flee, leaving their prisoners behind. In addition, the orcs have 1d0 gp each in money and knickknacks taken from previous victims.

The still-living prisoner is Ironbay (see sidebar for statistics, although he's taken 20 hp of damage when he's encountered here). His belongings provide no clue as to his origins, though *detect evil* shows him in possession of this quality. Searching the area may let the characters identify tracks that match the prisoners' boots with a Search check of DC 15. The tracks come further up the gully, but whatever information they may have provided is now lost, covered over by the most recent landslide on the day before. The tracks go a few paces before being surrounded and trampled over by the



Haggling

The setup for this adventure should include PCs haggling with their patron if and only if the players find it fun. Some groups love to play out and/or roll for the process of bickering for mutually acceptable terms, and others hate it and just want to get on with things. GMs know their groups' various tastes better than this book does. Accordingly, these guidelines are available for those who would like to use them but should never be forced on players.

The Veshian merchant starts by offering the characters 10% of the purchase price — that is, the price he'd pay to buy things directly himself — on the goods they bring back from the Kelder Steppes. He begins with an indifferent attitude.

The normal difficulties for changing NPC attitudes apply as given in the *DMG*, in Chapter 5, "NPC Attitudes." As long as his attitude remains indifferent, the merchant may agree to pay a commission on his own resale price (Diplomacy check, DC 15) and to raise the percentage as high as 15% (Diplomacy check, DC 10). The GM may decide to dispense with the rolls, simply role-playing out the merchant's reactions to the player's in-character or out-of-character presentation, but must make sure that players fully understand what will count and what won't before the interaction begins.

If the characters manage to raise the merchant's attitude to friendly, he automatically grants them a percentage on resale value and may go as high as 20% commission (Diplomacy check, DC 15).

orcs' heavy boots, and the rest of the evidence merely indicates that a battle took place, and the orcs took prisoners — facts that should already be obvious.

When revived, Ironbay can provide no further information. His initial confusion gives way to shock as he realizes that he's lost his memory. A single phrase haunts him whenever he thinks about how he and the other prisoners of the orcs got there: "Down from the depths." It makes no more sense to him than it does to the characters. His very first recollections are of picking his way down the gully, watching for the risk of landslides and leading the others. He doesn't remember who they were or why he was leading them. Then the orcs came, and he was knocked out. His last memory

Ironbay the Engineer

Ironbay, Wiz8/Pen1: SZ Medium-size humanoid; HD 9d4+9; hp 31; Init +2; Spd 30 ft.; AC 13 (+2 Dex, +1 bracers); Atk melee +4 (quarterstaff 1d6), ranged +6 (crossbow 1d8); SA shadow strength; SQ darkvision (60 ft), summon familiar; AL LE; SV Fort +3, Ref +4, Will +9; Str 10, Dex 14, Con 13, Int 17, Wis 12, Cha 10.

Skills: Alchemy +8, Concentration +6, Craft (masonry) +8, Decipher Script +4, Hide +10, Knowledge (arcana) +8, Knowledge (Plane of Shadow) +8, Knowledge (underground) +8, Profession (engineer) +6, Scry +8, Spellcraft +9.

Feats: Brew Potion, Craft Wand, Scribe Scroll, Silent Spell.

Shadow Strength (Su): Shadow creations of the engineer have 10% the strength of the real thing to those who disbelieve, unless the specific spell description calls for a higher percentage.

Wizard Spells Prepared:

0—*detect magic, ghost sounds, mending, prestidigitation, read magic (x2).*

1st—*burning hands, enlarge, jump, message, ventriloquism*

2nd—*detect thoughts, knock, obscure object, shatter*

3rd—*fireball, shrink item, slow, water breathing*

4th—*charm monster, shadow conjuration*

Possessions: +1 bracers of armor, dagger, potion of cure serious wounds (and three empty ones), scroll of dispel magic, wand of ray of enfeeblement.

Ironbay is a short human man, just a little over five feet tall. His hands and forearms are heavily scarred thanks to years of working in laboratories and smithies, and all the skin exposed to kiln heats and the like is heavily tanned. He wears simple heavy leather clothing, with sleeves and cuffs that he can lace up when necessary to keep out dust (and loose bugs and other things he'd prefer not get close to him). A small leather bag with a shoulder strap holds one day's worth of dried meat and fruit and a water flask. A novice penumbral lord, he hopes some day to rise to high rank among the Penumbral Pentagon and displace the non-penumbral lords who now control the organization.

is of a rumble that he now realizes must have been the beginning of the most recent landslide, triggered by the noisy orcs.

Allow the characters time to explore the situation and their strange companion. He's eager to find out what's going on and grateful that he hasn't been eaten, and he feels instinctively that he owes a debt to the characters that he can best

repay with service. If he knew what distinctive talents he possesses, he could perform some special work for them; as it is, he has only a general willingness to help.

One feature of his possessions stands out: all of his coins bear the seal of the Bridged City mint. When questioned, Ironbay knows of Bridged City in general terms, but can recall no details about it. Upon having the coins identified — which anyone who's been there can do automatically, and which others with a Knowledge (Ghelspad) check or similar knowledge roll (DC 10) may attempt — he suggests going there in search of more answers.

If any of the orcs still live, they can be interrogated. The survivors know only that their scouts came back with the word that the gully, which they'd found empty earlier in the day, now had five humans in it. The humans appeared to lack serious defenses, so the orcs' commander saw an opportunity for a bit of fun and a free meal. None of the prisoners had anything interesting to say before they died, only howls in languages unfamiliar to the orcs. The bodies, if searched, prove to have Bridged City coins as well and nothing else indicative of their origins.

Episode 2: Out of the Kelder Steppes

The fastest and most reliable route to Bridged City from the steppes involves going north to the Hornswythe River, and there joining the trade road that follows the river all the way into the thick of the Kelders. It's not entirely safe, but the alternatives are all both slower and riskier. A Knowledge (Ghelspad) check (or similar knowledge roll) against lore of the region (DC 10) confirms these impressions.

Ironbay feels a deep dread of something watching for him in the daylight. He has no idea at all what the peril might be, but knows for sure that daytime simply isn't safe for him. Something that moves only during the day wants him and his dead companions and will follow him anywhere that human power is likely to get him. On the other hand, knowledgeable characters know that the orc bands favor the night, in part because the Riders seldom ride after sunset, and must balance Ironbay's fear of something unknown against the known risks.

Throughout the early stages of their journey, Ironbay continues to radiate an aura of evil without showing any idea of what in him could possibly be evil. During calm moments, he'll try to emulate any feats that PCs can perform, so as to gradually discover the range of his own expertise. He goes through an intensive search for all forms knowledge, examining everything around him and making checks "blind" to see if he can recall

anything relevant. The first day of travel, the DC of all such probing checks is increased by +10; this penalty for unfamiliarity and haphazard action decreases by one point each day, until ten days later, as the characters approach Bridged City's outskirts, he makes checks without any penalty.

The first three days of the journey take the characters and Ironbay across the steppes, in the shadow of the Kelders' eastern slopes. Ironbay urges caution, both because of the orcs and because of his unknown nemesis. A Wilderness Lore or Hide check of DC 15 lets the party successfully evade bands of orcs in the area; if the check fails, a band like the one that captured Ironbay and his companions ambushes the characters. Arrange the ambush to take advantage of features in the environment that the characters favor: unexpectedly deep caverns if the characters travel on or near the Kelder foothills' bluffs, behind rocky ridges or in unusually dense groves of trees if the characters keep to cover further out on the steppes, and so on. Every route offers some exploitable weaknesses, and while the orcs will not be producing genius sages anytime soon, they do know the lay of the land and something about fighting strangers who may individually be much more powerful than the orcs themselves.

The Shadows of Memory

On any day in which Ironbay can spend at least one continuous hour in darkness or semi-darkness, even simple shade, during the day or be awake enough to think during the night, another piece of memory returns to him. Choose from among these or assign similar fragments, none of which yet tells the whole story:

- Ironbay is a surveyor in a large construction project.
- Ironbay and his companions ended up stranded in the gully because of a construction accident. (The characters know that there was no trace of construction anywhere in the gully, and if Ironbay chooses to speak of this memory, he can offer no reconciliation between that fact and the confidence he feels in his recollection.)
- Geometry holds the key to whatever it was Ironbay was doing. If he could remember what the crucial shape is, he would understand himself in relation to it.
- Allies wait somewhere out of sight from the daytime watchers, but they don't know where he is right now.
- Ironbay's work involves both doing things *with* rock and doing things *to* rock.
- Colleagues of Ironbay and his companions have been stranded before, either in that gully or somewhere nearby. They made it home, so he can hope to do so as well.

- The project Ironbay was working on has roots back before the Titanswar.
- While Ironbay and his companions are human, they took orders from a dwarf, who reminded them constantly of his status as an outcast.
- The project Ironbay was working on draws on important knowledge of something that hasn't happened yet, but will, and which cannot be avoided.
- Help could be very close in some sense, but Ironbay can't reach it without some special connection, the nature of which he can't recall.

As these memories return and as he rediscovers the scope of his own abilities, Ironbay becomes increasingly secretive. The first few days, he shares his returning memories freely and cooperates fully with the characters. Gradually he comes to feel that the pieces will eventually come together in a pattern that his rescuers won't like — they might even try to stop him from doing whatever it is he was doing before his accidents, and he can't allow that. He works more intensively to find out just what he knows and can do, even while his memories remain mostly obscured. A Sense Motive check (DC 15) reveals this growing distrust, if any of the characters think to perform it.

Note that Ironbay still has no idea what the truth may prove to be, though he's willing to speculate widely. His concerns spring from emotions, not rational ideas. His underlying evil alignment emerges in small ways at first, particularly in the pressing of arguments dressed up as pragmatism against doing kind or charitable deeds if the occasion arises. He finds evidence of pursuit

Six Manes

Male human Bbn9: CR 9; SZ Medium-size humanoid; HD 9d12+18; hp 101; Init +7 (+3 Dex, +4 Improved initiative); Spd 40 ft.; AC 19 (+3 Dex, +6 armor); Atk +11/+6 melee (1d8+6, +2 battleaxe); AL CN; SV Fort +8, Ref +6, Will +4; Str 18, Dex 16, Con 14, Int 11, Wis 12, Cha 9.

Skills: Bluff +2, Climb +13, Disguise +0, Escape artist +3, Hide +3, Knowledge (nature) +5, Listen +1, Move silently +3, Profession +4, Spot +1, Tumble +8, Use Rope +5, Wilderness Lore +12;

Feats: Dodge, Improved Critical (battleaxe), Improved Initiative, Leadership, Power Attack.

Possessions: +2 battleaxe, +3 studded leather armor.

if the characters want to stop to heal a spot of ground or a being blighted by the Blood Monsoon, argues for the killing of captured orcs, and so on. In no case does he persist in a claim against good if it's clear that all the characters support it, but he does look for signs of discord between the characters and exploits them as he can.

Riders on the Steppes

On the third day of the characters' journey, as they look down into the currently murky and reeking valley of the Hornswhyte River, a group of half a dozen Riders (all 7th level barbarians) arrives from the south. They found the remains of



the orcs who took Ironbay and his companions prisoner and have been following the the characters' trail. Six Manes, the Rider leader (see sidebar for statistics), suspects Ironbay of being one of the mysterious visitors the Riders encounter from time to time: evil humanoids who refuse to speak of their purposes and clearly regard the Riders as their inferiors. Six Manes suspects that someone has resumed work on the sort of flying machine that made Skykeep Ruins possible. He thinks that sometimes one or more of the flyers falls out of a craft cruising low near the ground.

Ironbay tries to conceal himself behind any available cover. If the Riders see him (use the standard difficulties for Spot checks), they move to take him prisoner, offering the characters token compensation for their troubles. Ironbay insists that this is part of the daytime peril he warned the characters about and seeks their protection. The ensuing confrontation can play itself out as a purely verbal set of challenges, or with combat, depending on the characters' decisions.

What If Ironbay Dies?

It's entirely possible for one of the Riders to attempt to slay Ironbay at this point, either with an arrow at range or close up in melee. Once Ironbay appears to die, the Riders consider their concerns addressed and they ride off, if the characters will let them.

Ironbay's survival is vital to the adventure, however, so even if he is reduced to less than 0 hp the GM should not allow him to reach actual death, and if necessary should be prepared to see that he is healed at least to consciousness.

Moving On

One way or another, the PCs and Ironbay can resume their journey, whether because of persuading or driving off the Riders or because of the Riders presuming Ironbay to be dead. Ironbay decides that he really needs to not attract any more attention of that sort; if any of the characters has a cloak or other covering garb to spare, Ironbay somewhat desperately trades for it, offering all of his limited store of money and any one of his magic items.

Episode 3: The Engineer's Lie

A single road now leads along the course of the Hornswythe River. Each day the trees thicken and the whole environment becomes more vital... except for the damage left by recent tainted flooding that killed the grass in riverside meadows and blighted many of the nearby trees. A few dead animals lie here and there, and since all the forces of decay were also killed at the same time, the corpses aren't decomposing but simply mummify-

Slarecian Worms: CR 6; SZ Tiny Outsider (Incorporeal); HD 6d8+6, hp 33; Init +2 (Dex); Spd 20 ft., fly 40 ft. when incorporeal; AC 14 (+2 size, +2 Dex)/16 (+2 size, +2 Dex, +2 deflection) when incorporeal; Atk +4 melee (1 pt bite, 1d6-4 spines), +10 ranged (feeding ray); SA feeding, silence; SQ incorporeal, telepathy, voice; AL N; SV Fort +6, Ref +7, Will +9; Str 2, Dex 15, Con 13, Int 9, Wis 18, Cha 14.

Skills: Bluff +6, Disguise +4, Knowledge (the planes, religion) +4, Hide +2, Listen +6, Spot +6.

Feats: Alertness, Flyby Attack.

Feeding (Su): The worm's touch drains arcane and divine forces, inflicting the equivalent of *enervation* on outsiders, constructs, elementals, fey, undead, and other fundamentally supernatural beings. While they're being fed, victims are also subject to a continual *dispel magic* of 6th level. The worms may project the effect in a ray to affect a single target up to 18 feet away or in a sphere with a radius of 6 feet to affect multiple targets.

Silence (Su): This effect combines *antimagic field* and *silence*, extending in a ten-foot radius from the worm and lasting 6 minutes. The worm can expand or contract this effect within the maximum radius at any time. Silence takes a full round to activate and has the effect of spells cast by a 6th level sorcerer.

Incorporeal: Slarecian worms may switch between corporeal and incorporeal forms, taking one full round for the change. While incorporeal, the worms are vulnerable only to other incorporeal creatures, +1 or better magic weapons, and spells, spell-like abilities and supernatural abilities. They are immune to all non-magical attacks and have a 50% chance of ignoring damage from any corporeal magic source except for force effects. The worms can pass through physical objects but not forces, and move silently or not as they wish. In either case, they use their fly rating. They get a +10 bonus to their Hide levels if they choose to keep mostly in side a physical object.

While corporeal, the worms move their normal speed and cannot fly. Casting *antimagic field* or *dispel magic* successfully on them inflicts 1d6 hp of damage each and makes them incorporeal.

Telepathy (Ex): Slarecian worms can sense each other and communicate with any of their kind within one mile.

Voice (Ex): The worms can make a wide variety of sounds in corporeal form, and can render any spoken language, albeit with very strange overtones and harmonics. They can speak competently one language.

ing where they lie. The contrast of dead shorelines and flourishing heights should be disturbing, and doubly so for druids, priests of gods of life, and others with a concern for the health of the world.

Travelers along the road draw pure water from cisterns erected and maintained by the inhabitants of Bridged City. Catch basins collect rain water and snow melt, and when necessary, Bridged City caravans fill in any deficit with water brought down from springs high above the region affected by Blood Basin flooding. Most travelers realize that supplies are finite and take care; GMs wishing a little social scene along the way can include a tense verbal joust between a caravan team being carelessly wasteful of the stored water and bystanders who object to being put at risk themselves because of the gluttons' actions.

Worms!

Shortly before sunrise on the seventh day, a more significant encounter takes place. A swarm of five adult Slarecian worms attacks. They smell the distinctive tang of Slarecian-derived arts on Ironbay and the absence of the equally distinctive tang of Slarecian approval. That makes him a thief of their creators' lore and therefore an enemy to be removed. The characters also come under attack, but only because they happen to be in the area and a possible food source. At the beginning of the fight the worms will attack whoever is closest, but as they begin to isolate who is magical and who is not, all spell casters will become more interesting feeding targets than non-magical characters. Ironbay remains the focus of their ferocity, however.

The worms make tinny shouts when they turn corporeal, calling out to Ironbay "Traitor!" and "Unfaithful servant!" and "Wretched thief!" Anyone who comes to Ironbay's aid must be an ally of his, and also comes under more vicious attack. The worms persist until half their numbers have been killed or all of them have been rendered incorporeal by counter-magic at least once. Note that, as before, Ironbay should not be allowed to die. If he falls unconscious, the worms will concentrate on feeding from the PCs until they are killed or driven off.

The worms' treasure nestles in the cleft of a rock 20 feet above the path, next to a channel running down into the nearest cistern. A Spot check, DC 15, locates it.

In the aftermath of the attack, many lost details of memory flood into Ironbay's mind. He knows that the way these pieces fit together is deliberately misleading, though he doesn't yet know the truth. Ironbay tells the characters about how he used to study in a monastery/school somewhere in these mountains until he and several of his fellow students stumbled upon a group of extremely unfriendly

dwarves. These dwarves took him and his companions prisoner and treated him with terrible cruelty, threatening them regularly with execution and using them in the mean time for slave labor. Characters familiar with dwarf lore and/or the Kelders may make a check of DC 12 against a relevant skill to recognize these as forsaken dwarfs (the ones from whom Sutane Terk fled long ago); upon hearing the description, Ironbay immediately agrees that these were his captors.

The dwarves, Ironbay explains, were using mysterious technology that he finally learned originally belonged to the Slarecians. This included amazing tunneling devices. Ironbay and his companions were part of a mining crew preparing a tunnel that would run under the Kelder Steppes and allow the forsaken dwarves access to Vesh's cities. An earth tremor caused a cave-in, crushing Ironbay's captors and opening a fissure just wide enough for him and a few others to climb through. They came out high on the slope above the gully where the orcs and then the characters found them — hence Ironbay's earlier remark about "down from the depths."

The Slarecian worms' attack was essentially a matter of mistaken identity, and Ironbay apologizes profusely to any characters injured in the fight. The worms, he says, must have recognized the magical aura associated with the forsaken dwarves and not realized that it would also "infect" prisoners and others who were forced to be part of such magics. He realizes that he'll have to seek some means of purification, and decides that the monastery where he once lived must be somewhere in the vicinity of the Bridged City.

Characters capable of detecting lies find that he words things very carefully to make certain that no single statement is entirely false, and when possible simply drops hints and proposes possibilities, allowing the PCs to make their own assumptions. Characters can easily sense, how-

But Not Quite Clever Enough

It is possible, even if unlikely, that the characters can discover the return of Ironbay's memories and what they say about him and his allegiances before he realizes what's going on. If they manage to take him prisoner, he'll simply drop enough hints to inspire the PCs to continue the adventure before disappearing into shadows as above. He actually doesn't care how much the characters know about the Penumbra cause, figuring that there's nothing they can do about it anyway.

ever, that he must know more than he is saying, and that he's doing something to lead them astray. Nonetheless, there is likely no reason not to press on in search of the place he describes and hope to find more answers.

If the GM wishes to include one or more scenes in Bridged City, this is the place for it. See **Scarred Lands Campaign Setting: Ghelspad** for a description. Otherwise, Ironbay eagerly questions travelers and receives directions to the Bridge Gate, which most people in the area regard as a somewhat eccentric spiritual retreat.

The Engineer's Truth

Three days' more travel brings the characters to the road leading up to the "hermitage" that is the Bridge Gate. Travelers providing information say that they don't know anything about its having acted as a school, but go on to admit as well that they're either new to the area, simply not familiar with all the place's details, or both. In the face of denials (and therefore the risk of the characters doubting him), Ironbay presses hard enough to get the admission that the travelers don't know for sure that there isn't a school as well as facilities for adults.

As they climb the road south from the Bridged City district, memories begin flooding back again for Ironbay. Familiar sights and sounds let him string disjointed impressions together at last. He recalls where he's been, what he was doing, and what cause he served in doing so. He remembers the adjustable gateways and the rest of his work under Terk.

He does his best to conceal the elation he feels. If any of the characters attempt to probe his feelings now, pit his Bluff skill against their skill at piercing such disguises, whether with normal or magical means. If the characters discover what he's really thinking and he realizes it, he'll immediately shout out "Fare thee well, useful pawns!" and disappear behind *shadow conjuration* as defensive color. Otherwise he saves that outburst for when he's standing at the very entrance to the Bridge Gate building, leaving the PCs literally as well as figuratively in the dust.

What Now?

The guards at the Bridge Gate turn the characters away with bland reassurances that they have nothing to do with shadow magicians. The characters can succeed in pushing their way in, if they have the strength, only to find themselves facing the might of the Penumbra Fortress.

If the characters go to Bridged City, they find a ready audience for their story. Others have noticed strange things associated with shadows as

well. The city guard probes the characters to determine their honesty, and upon finding them truthful, Queen Gwatra offers to grant the characters envoy status to investigate the matter further. She refuses to believe ill of the honorable old establishment where Ironbay disappeared...but she would rather know the truth, even if it's unpleasant to her personally.

The stage is now set for the characters to meet the Penumbra Fortress head on.

The Shadow of Death

This adventure can stand alone as an introduction to the Penumbra Fortress and its inhabitants, or work in conjunction with "The Engineer's Tale" — and the two adventures can come in either order. "The Shadow of Death" brings characters to the Canyon of Souls and the mysteries within, and like "The Engineer's Tale" leaves the characters prepared for further struggle against the shadow worshippers.

Where "The Engineer's Tale" is almost entirely a matter of social interactions, this adventure involves a substantial amount of non-combat physical exertion. Before running the adventure, the GM should make sure to have full information on what the characters' physical capabilities are, both innate and enhanced with the use of magical and mundane tools.

Episode 1: On the Trail of the Missing

Word comes to one or more characters that someone important to them has disappeared in the Canyon of Souls. Obviously, the GM must customize this setup to suit the particular characters in the campaign. It's easiest, of course, if the characters have previously established contacts of some significance in Ontenazu, ready to be subjected to disappearance (and worse, the characters will find later) for the sake of the plot. However, since the Canyon of Souls is now the major route through the Kelder Mountains south of Bridged City and the Hornswythe River, characters from nearly anywhere on Scarn could be affected. The GM can decide whether to spring this development as a surprise, raising the questions "What happened?" and "Why were they in Ontenazu?" simultaneously, or set up this adventure with earlier mentions of relatives, colleagues, or allies in circumstances that make it worth risking the canyon passage.

The news of the characters' apparent loss comes delivered by a young man barely old enough to work as an adult. He's a runner in the employ of Haresha Two-Hangs (see sidebar for statistics), whom characters acquainted with the Canyon

Hahesha Two-Hangs

Female human, Rog6: CR 6; SZ Medium-sized humanoid (5'4", 120 lbs.); HD 6d6+12; hp 38; Init +3 (Dex +3); Spd 30 ft.; AC 15 (+3 Dex, +2 leather armor); Atk +4 (1d6+1 short sword, 2d8+1 light crossbow); AL LE; SV Fort +4, Ref +8, Will +2; Str 12, Dex 16, Con 14, Int 15, Wis 14, Cha 12

Skills: Appraise +4, Balance +10, Bluff +6, Climb +6, Craft (rope) +6, Decipher Script +4, Diplomacy +4, Disable Device +4, Disguise +3, Escape Artist +5, Forgery +4, Gather Information +6, Hide +5, Innuendo +6, Intimidate +3, Intuit Direction +4, Jump +3, Listen +4, Move Silently +6, Open Lock +6, Perform +3, Pick Pocket +5, Profession (guide) +10, Read Lips +4, Search +4, Sense Motive +6, Spot +4, Swim +3, Tumble +5, Use Magic Device +3, Use Rope +10

Feats: Ambidexterity, Dodge, Point Blank Shot, Track

Possessions: masterwork sword and crossbow, +2 leather armor, *potion of cure light wounds* (x3), *potion of cure moderate wounds* (x2), *ring of x-ray vision*

Hahesha begins with neutral feelings toward the characters. If any of them annoy her, she applies Innuendo and Intimidate to make their lives less enjoyable.

recognize as one of the best guides there. If none of the characters have such acquaintance, the runner, Tinosea, introduces himself and explains his work in great, enthusiastic detail. Finally he also explains how he knew to find the characters, and here he's much less exuberant: dreams guided him. For as long as it's taken him to get here, his dreams have alternated between visions of the characters and visions of their missing comrades being subjected to myriad tortures at the hands of unseen beings. Several of his fellow runners have suffered the same kinds of dreams, and on the third night of their repetition, Hahesha sent them forth to bring these strangers in their visions to her. She has little idea what purpose may draw them forth, but she wants this matter settled and hopes the characters will too.

The journey to Ontenazu goes calmly enough, unless the GM chooses to add supporting encounters along the way. The characters rendezvous with Hahesha in East or West Ontenazu, depending on which side of the Kelders they were on when the runner arrived. A second group of travelers, also escorted by runners, waits in the same inn to which Tinosea takes the characters. The

other group consists of four first level characters, a fighter, a cleric (of Corean), a rogue, and an expert, all living in the Hornswythe Valley. Their missing associates were friends and relatives who came to Ontenazu in hopes of getting rich from the increasing density of trade through the canyons.

When everyone has arrived, Hahesha hosts a dinner in the White Cliff Inn, run by a retired guide of her father's generation. She's used it often enough for private business that the innkeeper thinks nothing of letting her use the back rooms again. She and two 5th level fighter bodyguards address the assembled outsiders, explaining the dreams afflicting her runners and stating frankly that she has no idea what it all means and regards it primarily as a particularly unusual annoyance disrupting her ability to ply her trade. The Veshian outsiders bubble over with conspiracy theories involving everyone from Slarecians to Calastians to titans escaped from their various prisons, but are at a loss to explain why these particular individuals would attract such attention. As they turn to one another with speculations about what dire secrets their friends must have learned about Ontenazu to attract such dire trouble, Hahesha turns most of her attention to the PCs.

She has a simple plan in mind: study the last known movements of the missing individuals and follow their route. From there, they can only wait and see what happens. She's already consulted local priests and oracles in hopes of finding relief for her runners, but to no avail. Whatever's going on is wrapped in magical defenses or some even more obscure way of hiding from divination attempts. So people will just have to go to the spot themselves. If the characters seem amenable to haggling, she'll suggest that they can claim equal shares of whatever loot might remain with the bodies she expects to find; to more idealistic PCs she emphasizes the benefits of knowing what might be interfering with travelers. In either case she offers to waive her usual fee until finding out what's going on.

The discussion should conclude with the PCs willing to join in the search for their missing friends or relatives. After careful consideration, the Veshians decide that they're just not up to the challenge and that they'd be better off waiting at the inn for more information before proceeding. Besides, someone should stay put in case the missing people turn up.

Episode 2: Into the Heart of the Canyon

It takes five days of careful travel to get from the inn at one mouth of the Canyon of Souls to the last

area where anyone saw the missing travelers. Each day presents its own distinct challenges. Treat each of these encounters as the equivalent of fighting one 1HD monster per character for purposes of experience.

Day One: The Narrow Ledges

Erosion has shrunk the width of Haresha's favored road in several spots. The characters must each succeed in three Dex tests (DC 10, 12, and 15 successively). Describe the situation vividly: a stone ledge wide enough to lead wagons on suddenly narrows to the width of a city block's curb, or becomes a cracked mess ready to break loose at any moment. Failure inflicts 1 hp of damage on the character, ignoring all armor, from bruising and knocking around on the brink of the abyss before the character regains proper balance. In addition, any character failing one of these tests must immediately roll again with the same difficulty; failure on the follow-up roll inflicts an additional 1d6 of damage, which also bypasses armor.

Day Two: The Stampede

Up ahead in the Canyon somewhere, a particularly loud and sudden shriek of wind has startled a train of pack mules and sent them into frenzied flight. They come charging at the characters and must be subdued to avoid trampling damage. This requires three Handle Animal checks in quick succession (DC 10, 12, and 15 respectively). Only characters who make one or more of these rolls are eligible for the confidence bonus described above (though characters who lack Handle Animal retain the bonus for an extra day, since it's not through failure that they miss out on the opportunity today). Each failure to restrain a panicked mule lets one through to attack the other characters.

Day Three: The Sandstorm

The wind rises sharply out of the depths of the Canyon, and here it carries grit from the depths to lash at the characters. Each character must make a Use Rope check (DC 10) to tie onto a safety line and a Spot check (DC 12) to make sure of the footing ahead. If a character fails and then fails again, thereby taking 1d6 damage as described above, the characters immediately ahead and behind on the safety line suffer 1 point of damage each from the unpredictable yanks on the rope they're tied to. The storm lasts for an hour; the characters must make their Use Rope checks at the outset, and the Spot check at any point during the storm that suits the GM.

Day Four: The Ascent

Haresha claims that the path the characters cross today is even more damaged than the narrow

ledges the party experienced on day one. Eventually, she explains, local officials with properly equipped troops will come to repair the damage, but for now she deems it best to just avoid the area. There's a semi-abandoned route higher up the canyon wall, accessible via ladders and handholds carved into the rock at several points. The characters must each make three Climb checks (DC 10, 15, and 20 respectively). The first double failure (failing the roll, and then failing the follow-up) inflicts 1d6 damage as described above. The second inflicts 2d6 and the third 3d6, reflecting progressively greater falls onto nastier surfaces. It's difficult to fall headlong into the depths of the canyon, but slipping even one's own height onto shards of exposed rock can do a lot of damage.

This night, the characters share dreams of their lost companions being tortured on very sophisticated machinery by shadowy creatures. The torture chamber is dark except for a single lamp over the head of each victim, and the features of the torturers remain lost in the gloom.

Day Five: The Crevasses

The old high road gradually leads down to rejoin the currently most traveled path, but not without difficulties. It winds through very tight clefts artificially enlarged to allow people and animals to pass, including some deep notches into which the sun never shines directly. At several points dangerous chasms open up across the road, deep within the shadowy notches and therefore impossible to bypass except through flight or other means of getting up off the ground altogether. The characters must Jump (or come up with other means) across one five-foot gap and one eight-foot gap. They must also make a Concentration check (DC 12) to avoid losing their footing while emerging from one of the clefts just before a landslide starts directly below them.

The dreams are more intense and unsettling tonight, and the healing from rest is reduced 10% tonight (and each night thereafter until the menace is resolved, though the penalty is not cumulative).

The Twin Canyons

The characters finish this day on ground about as solid as this part of the Canyon of Souls gets, facing the entrances to the Twin Canyons. It's unusually clear down here today, allowing Haresha to readily distinguish the dangerous western canyon from the passable eastern canyon. As she was half-expecting, a few trinkets readily identifiable as the property of the missing travelers lie on the ground up in the western canyon — whatever took them, took them into the part of the canyon most

known as a point of no return. Haresha sighs, but apparently feels she has no option but to proceed.

Episode 3: What Once Were Children

An ancient power lurks in the depths of the western Twin Canyon. It has no ambitions for anything beyond this canyon, it merely wishes complete control over its home and the absence of intruders. The Penumbra Pentagon offends it deeply, since these meddlers persist in disturbing the whole area. The power of the canyon wants them gone, and has prepared several unwholesome encounters to help the process along. This episode and the one following lead the characters into doing the canyon power's will.

At first the western canyon proceeds straightforwardly enough, with beautiful wind-carved arches and small stream channels, only a few of which now carry water. Occasional promontories allow characters to attempt a Climb check (DC 10) to look for anything up ahead. After an hour of this, they do indeed spot something, whether in advance by scouting or simply by coming over a low rise and facing it.

There is a small cemetery, with five tombstones arranged around each of the points of a five-pointed star marked in white chalk. A Spot check (DC 15) lets characters recognize the oddity that the chalk remains undisturbed and uncovered by windblown sand or dirt despite resting slightly below the surface level of the surrounding ground. When they're within 20 feet, a second Spot check with the same difficulty lets characters realize that all the graves are small — too small for adults. This is the burial spot for 25 children.

An Unholy Discovery

Haresha goes rigid. She was obviously not expecting to find this here and reacts a little slowly to her surprise. Anyone thinking to pit Sense Motive against her Bluff may notice that she's deeply afraid of this spot, the first time she's shown fear at all, and trying very hard not to let it show or even to acknowledge it to herself.

As the characters approach, direct sunlight shines down through a fortuitous opening, giving a very good look at the lay of the land. Then a cloud drifts across the sun and the characters can see the translucent forms of children floating above the ground, their eyes level with the characters. The ghosts were too washed out to show in direct sunlight, though they gain more opacity now. The one closest to the characters calls out in a very sad



Unholy Child: CR 5; SZ Tiny Undead; HD 4d12, hp 26; Init +0; Spd crawl 20 ft., Fly 40 ft.; AC 14 (+2 size, +2 natural); Atk +2 melee (1d3 bite), +0 melee (1d claw); Face/Reach 2.5 ft. by 2.5 ft/10 ft.; SA dread presence, frost touch, frost breath; SQ non-corporeal, smile of innocence, undead; AL NE; SV Fort +4, Will +1, Ref +3; Str 3, Dex 9, Con —, Int 9, Wis 14, Cha 8.

Skills: Listen +2, Move Silently +1.

Frost Touch (Ex): When materialized, the unholy children may lay a hand on an opponent as a touch attack and inflict 2d6 of frostbite damage. This automatically takes effect if an unholy child claws an opponent.

Frost Breath (Su): The unholy children may breathe out a 10-foot cone of supernaturally chilled air. Anyone caught in it must make a Fort save (DC 14) or temporarily lose 1d4 points of Con. Anyone reduced to 0 Con dies. Lost Con returns at the rate of one point per ten minutes of rest.

Non-corporeal (Su): The unholy children can materialize or dematerialize (turn ethereal) as an attack action. While ethereal, they cannot harm creatures in the physical plane.

Smile of Innocence (Su): Unholy children can appear like perfectly normal babies. They do this to attract nurturing attention, so that they can bite a caretaker's neck or gouge out eyes. Unholy children revert to their normal forms as soon as they attack or use any of their special attacks.

Undead: Unholy children are immune to poison, sleep, paralysis, stunning, and disease, and are not subject to critical hits, subdual damage, ability damage, energy drain, and death from massive damage.

These ghosts move faster than most of their kind, because the canyon power wanted them to be able to ambush and chase intruders. They are also lacking in some of the usual powers of unholy children, specifically the *Dread Presence* ability, as it might have warned the party of the children's presence too quickly for the canyon power's purposes. The other 13 formless ghosts have no other powers or abilities.

voice, "Auntie Haresha, Auntie Haresha, you came back for me!" Haresha shakes her head and backs up slowly.

The creatures are unholy children (see sidebar for statistics; see **Creature Collection Revised** for full details), 12 in all. The ghostly children drift toward the characters. The other 13 graves emit

But What Is It?

As the canyon power itself would say if it were so inclined, "now that's a good question." It knows of no other entity quite like itself, but feels a touch of kinship with dryads, naiads, and other nature spirits. It has always lived in the canyon, as nearly as it can recall, and is aware of many thousands of years passing by, recognized thanks to the cycle of the sun and stars. It can cast divine spells like a 20th level cleric, drawing on the domains of Chaos, Death, Destruction, Earth, and Trickery. Were it to take an actual interest in expanding its influence, it would be very difficult indeed to stop.

Nothing living is its friend, and it thoroughly obliterates all traces of any who dare to enter its section of the Canyon, making it the reason for the Twin Canyons' mysterious reputation. It is having trouble routing out the Penumbra Pentagon, however, and thus is using whomever it can reach in various ways. It will not explain itself or ally itself with anyone.

strands of vapor that cannot coalesce into recognizable forms. (Those ghosts have been too badly mauled to retain independent identity.) As they approach, the lead ghost keeps a steady flow of cries and complaints. "You took me away and gave me to the men and they killed me... you told Mother that you were going to take care of me... you said that I'd fallen into the Canyon... I've been so lonely and cold..."

After two rounds of this, Haresha finds her voice again and says, very coldly, "I don't know what you're talking about." All 12 children shriek at precisely the same pitch and attack directly. They fight on until nine of them have been destroyed, after which the other three flee further up the canyon or into their graves.

Each of the graves proves to contain the body of a child who has the regional features, just like Haresha. The one closest to the characters does in fact bear a striking resemblance to her, even in death; she refuses to talk about it, dismissing it all as a clever trick of some sort. A Knowledge (arcana) or Spellcraft check (DC 12) allows characters to notice that the pentacle around which the bodies were buried has been positioned to act as part of a protective ward aimed at anything coming from the upper reaches of the western canyon. The chalk lines remain clear thanks to small gusts of wind, which automatically blow to preserve the structure of the ward.

Episode 4: Prisoners and Guards

Badly shaken by the encounter with the children, Haresha nonetheless presses on further up the canyon. As she goes, she finally explains haltingly that one of those children was indeed her nephew — she'd been taking care of him while his parents guided caravans, and one day a vital rope had broken on a bridge near their encampment, sending several people, including the boy, to their deaths in the canyon below. The runners find this perfectly plausible, since such accidents happen a few times every year, and it takes a Sense Motive check (DC 18) or magical means to establish that the whole story is a lie. If any of the characters accuse her of lying, she stops speaking to them altogether and relays orders through the runners.

Another hour up the canyon, the group finds the remains of an old temple. Anyone familiar with dwarvish religion can identify it as a very old-fashioned dwarvish construction, dating back to some unknown period before the Titanswar since it lacks a number of distinctions the dwarves now make about which beings are responsible for what parts of the world. The iconography reflects the belief in a comprehensive creative force that inspires toolmakers and their tools to carry on the unfinished work of making the world perfect.

The temple consists of a massive marble slab 50 feet square resting on granite pillars. Inside, sandstone walls reach up to dwarvish waist height, or not far above human knees, to divide the space without obscuring vision. Thus direct sunlight can never enter the inner partitions even as anyone inside can look out in all directions. A Spot check (DC 10) lets characters see from 100 yards away that translucent objects bigger than a human being float inside, each tethered to the floor and drifting slowly in transitory air currents. A single figure of roughly human proportions also floats in the center of the temple.

As they get their first glimpse of this prospect, the characters may also notice someone behind them, with a Spot or Listen check (DC 20). Haresha notices it automatically and identifies it as a Penumbra Fortress guard patrol (see sidebar for statistics). She assumes the patrol is following her and the others to see what's up. She has no concern about them and endeavors to reassure any suspicious characters that it's just the wind blowing the dust around. For its part, the patrol hangs back to avoid the risk of being discovered; it was purely an accident that the guards got close enough for Haresha to get the glimpse she did.

An Unwelcome Surprise

The being in the center of the old temple becomes clearer as the characters approach. It's



Fortress Patrol

Patrol Leader, Ftr6: CR 6; SZ Medium-size humanoid; HD 6D10+12; hp 55; Init +6; Spd 20 ft.; AC 15 (+2 Dex, +10 armor, +3 shield); Atk melee +11/+6 (bastard sword 1d10+6 damage), ranged +8/+3 (composite longbow 1d8+3 damage); AL LE; SV Fort+10 Ref +6, Will +7; Str 16, Dex 14, Con 14, Int 13, Wis 12, Cha 12.

Skills: Climb +8 (+0 in armor), Craft (armor) +3, Heal +5, Jump +8 (+0 in armor), Swim +6 (-2 in armor).

Feats: Cleave, Exotic Weapon (bastard sword), Improved Initiative, Point Blank Shot, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

Possessions: +2 full plate, +1 large metal shield, +2 bastard sword, +1 composite longbow, 20 normal arrows, *potion of cure moderate wounds*, *potion of endurance*, +1 cloak of resistance, ring of darkvision.

Zealous Guard, Ftr4: CR 4, SZ Medium-size humanoid; HD 4d10+12; hp 35; Init +6; Spd 20 ft.; AC 19 (+2 Dex, +7 armor); Atk melee +9 (bastard sword 1d10+3 damage), ranged +6 (composite longbow 1d8+3 damage); AL LE; SV Fort +8, Ref +4, Will +3; Str 16, Dex 14, Con 14, Int 12, Wis 12, Cha 12.

Skills: Climb +6 (+1 in armor), Craft (armor) +3, Heal +5, Jump +6 (+1 in armor), Swim +6 (+1 in armor).

Feats: Exotic Weapon (bastard sword), Improved Initiative, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

Possessions: +2 chainmail, +1 bastard sword, +1 composite longbow, 20 normal arrows, *potion of cure moderate wounds*, *potion of endurance*, +1 cloak of resistance, ring of darkvision.

human in form but pitch black to all visual senses — it might as well be an outline drifting in the air, its feet a foot or so above the ground. This is a Slarecian shadowspawn (see sidebar for statistics), and the other human-like figures in the temple are the prisoners it has been feeding from. When the characters are within conversational range, it speaks to them, its voice changing with every sentence. The Slarecian shadowspawn have no native capacity for speech despite being intelligent beings, but they can manipulate their forms to impersonate the speech of others. This one goes from male voices to female and back again, young and old, low and high pitched, without any obvious pattern.

“Hello, Haresha,” the shadowspawn says first. This presumably surprises the characters... and also Haresha, who has no idea what the thing is doing here. She immediately suspects that it was put there by the Penumbral Pentagon to keep an eye on the canyon. “Your nephew told me so much about you, and about how you gave him over to Dar’Tan and Chiruli for the binding rites. He really wanted you to understand how unhappy you’d made him by helping to kill him. He didn’t like to talk to me, but he did anyway, because after all, the only other company was the other children your masters planted there.”

Haresha is in rather profound shock at this point, shaking her head and trying to make sense of it all. She realizes that she knows much less about this part of the Canyon of Souls than she suspected.

Seeing her dither, the shadowspawn impersonates her voice and shouts out, “Behind! Five armored men! Spread out, flank, and attack!” Hearing this, the hiding patrol assumes that Haresha has betrayed them for reasons of her own and mounts an immediate attack. The shadowspawn waits for them to close before drifting up to start attacking the characters from the side opposite the guards.

The ensuing three-way combat is messy, and provides plenty of opportunity for the players to try out innovative, improvised, or just plain muddled tactics. Nonetheless, in the end, *somebody* wins, and there’s time to get some answers.

The Shadowspawn

The shadowspawn came here in response to the intense magical energy and vaguely Slarecian taste of the Penumbral Fortress. It found an abandoned passageway it could use to connect from here in the western Twin Canyon to the Hall of Temples inside the Shadow Fortress, and has set about raiding for prisoners from within the Penumbral Fortress for its own use. It knows vaguely that something claims the canyon for its own, but the canyon spirit approves of the shadowspawn making trouble for the Penumbral armies and therefore leaves it alone. Those PCs who know anything about shadowspawn, for whatever reason, may notice that the behavior of this individual is not in keeping with most knowledge and legends about these creatures. Either its dislike for the Penumbral Pentagon or its proximity to the canyon spirit or both have made it unique in both methods and behaviors.

Shadowspawn

Slarecian Shadowspawn: CR 3; SZ Medium-size Outsider (Incorporeal, Evil); HD 3d8+3; hp 16; Init +7 (+3 Dex, +4 Improved Initiative); Spd 40 ft., fly 10 ft. (perfect); AC 16 (+3 Dex, +3 Deflection), Atk +6 melee (2 claws, 2d4 each); Face/Reach 5 ft. by 5 ft./5 ft.; SA pass through, death shriek, shadowbind; SQ light vulnerability, incorporeal, weapon resistance; AL NE; SV Fort +4, Ref +6, Will +6; Str —, Dex 16, Con 13, Int 18, Wis 16, Cha 16.

Skills: Appraise +6, Hide +10, Knowledge (art) +8, Listen +6, Spot +6.

Feats: Combat Reflexes, Improved Initiative.

Pass Through (Su): The shadowspawn may do this instead of making a regular attack. Moving through an enemy inflicts 2d6+3 of chill damage and *stuns* the targets for 2 rounds unless the target makes a Fort save, DC 13. The attack also does 1d4 damage to the shadowspawn and negates the Dexterity bonus to its armor class the round after it performs the pass through.

Death Shriek (Ex): When killed, the shadowspawn emits a special shriek. Anyone within 10 feet must make a Fort save, DC 13, or be *deafened* for 1d6 weeks. Anyone within 30 feet must make a Fort save, DC 11, or be *deafened* for 1d6 days. Anyone within 100 feet must make a Fort save, DC 9, or be *deafened* for d6 hours. These saves are cumulative; someone within 10 feet must make all three. Anyone who fails two or more of these saves suffers permanent deafness. The shriek also causes massive structural damage in the area, collapsing roofs and toppling enough solid material to inflict 3d6 damage on all who fail a Reflexes save, DC 12, and even those who make the save suffer 1d6

damage. The shriek does have the positive effect of releasing all of the shadowbound victims.

Shadowbind (Su): When touched by the shadowspawn, any victim rendered helpless, asleep or stunned must make a Fort save, DC 14, to avoid becoming encased in shadows which rapidly hardens into a glassy shell. The shadowspawn may drain 1 point of Strength from one such victim each day; those who reach 0 Str die. While trapped, victims have nightmare-ridden sleep, with visions that combine their real experiences with hallucinations and extrapolations. The shell crumbles when exposed to direct sunlight and when the shadowspawn emits its death shriek.

Light Vulnerability (Ex): Light-based spells which damage the undead also affect shadowspawn in the same way. Direct sunlight completely destroys the shadowspawn.

Incorporeal: The shadowspawn may be harmed only by other incorporeal creatures, by +1 or better magical weapons, and by magic. It has a 50% chance to ignore the damage inflicted from any corporeal source other than for effects, and can move silently and pass through solid objects at will (without triggering the pass-through attack unless it chooses to do so). Attacks made while the shadowspawn is incorporeal ignore the target's armor.

Weapon Resistance (Ex): The shadowspawn takes only 1 point of damage per +1 enhancement in a magical weapon, except for ghost touch and holy weapons. These do their regular damage if they hit. Sun blades do double their usual damage.

If the shadowspawn survives the fight and learns that the characters dreamed of the prisoners, it can explain that its temple lair acts as an emotional amplifier, or at least that it will until some transforming force, like the shadowspawn's Death Shriek for example, unleashes itself and destroys the delicate arrangement of low walls that causes the amplification. A Knowledge (religion) or Spellcraft roll, DC 12, can provide the same information even if the shadowspawn isn't available to answer questions.

The Prisoners

The prisoners have dim memories of the above as well, the result of psychic leakage from their captor. There were fifteen prisoners all told, including several corpses, but all of the captured travelers important to the characters

still survive (albeit badly weakened). The last clear memory each of them has is being guided by Haresha and then ambushed by soldiers just like the guards in the recently concluded fight here. As this information comes out, if Haresha is still alive, conscious, and free to move, she immediately runs away, going by a relatively direct route to the Canyon Gate.

The Guards

The guards helped to capture victims chosen more or less at random by Haresha. They have no idea what's going on here and learn far too late that the shadowspawn imitated Haresha's voice to simulate her betrayal. Even once they learn what's going on, they suspect her of treachery of some sort. They can also describe, if Intimidate or other means overcome their Will to resist in contested checks,

the location of the Penumbral Fortress and a bit about the mighty armies camped inside. They play up its strength and wonders, hoping to intimidate the characters right back.

Haresha

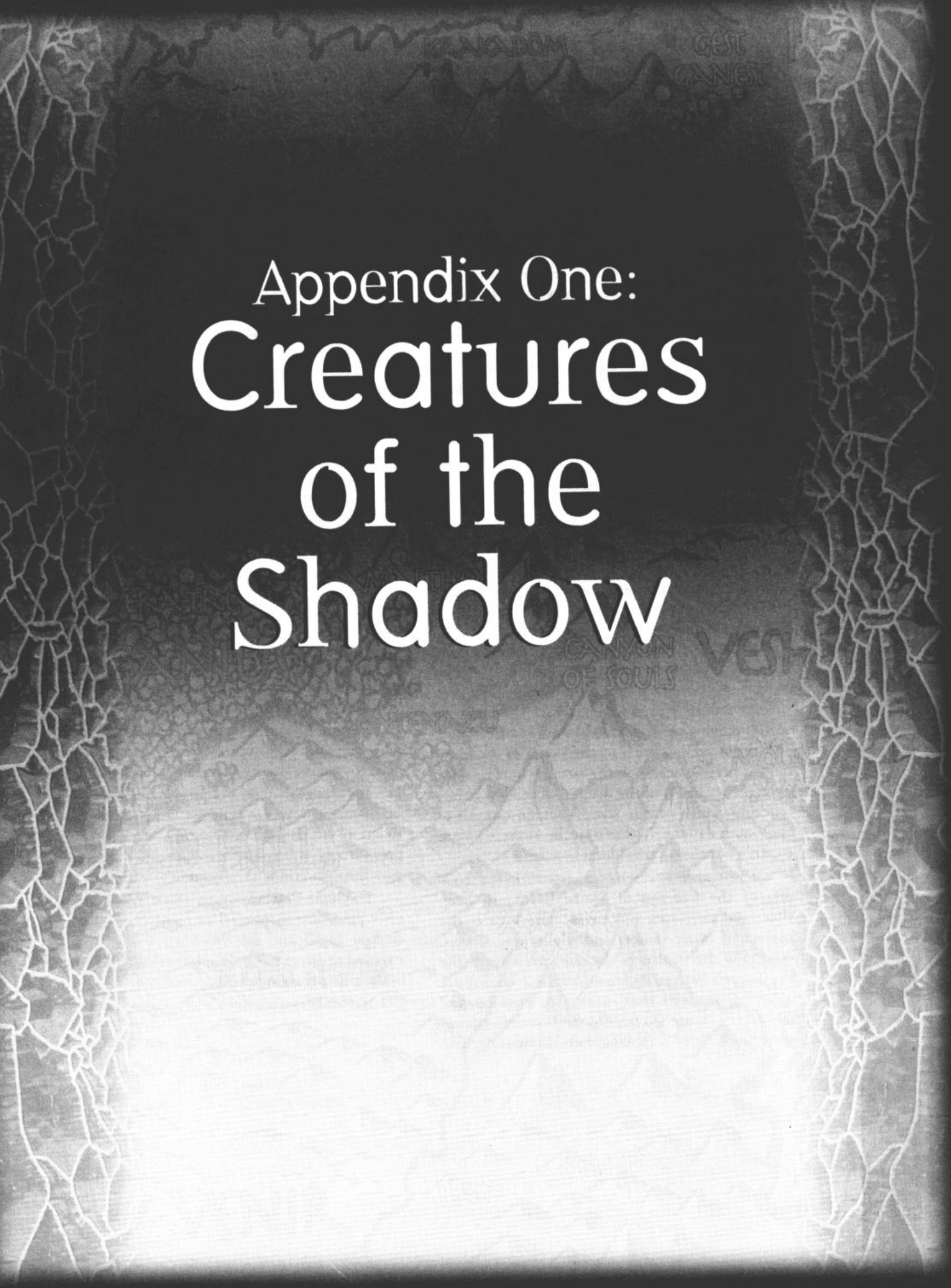
If caught, Haresha prefers to deny everything. Actual torture or very skillful manipulation may make her start talking, but even so each datum comes out slow and as misleading as she thinks she can get away with. She does convey the sense of a great fortress of darkness underneath the mountains, run by schemers who can grant tremendous power in exchange for sacrifice. She offered up her own relative (her nephew) for a rite calling for sacrifices with personal bonds, and chose strangers for sacrifices calling for the absence of personal bonds. Thoroughly amoral herself, she believes that nobody really takes moral objections all

that seriously, and is genuinely puzzled in the face of good PCs' revulsion.

She accepts her status as a prisoner if the characters manage to subdue her...or so she claims. In truth, she waits for the best opportunity to escape and then heads out into the Canyon's wild stretches to begin assembling a band of her allies. She even has a lair prepared for the eventuality.

Like "The Engineer's Tale," this adventure concludes with the characters knowing where to find (part of) the Penumbral Fortress and having seen some of its denizens in action. The stage is therefore set for the characters to conduct a campaign against the Pentagon, by themselves or with potential allies recruited in Ontenazu or even beyond.

If Corean's paladins, for example, learn of what's going on, they're likely to be very interested indeed....



Appendix One:
**Creatures
of the
Shadow**

Hit Dice:	Large Outsider 8d8 (36 hp)
Initiative:	+4 (Dex)
Speed:	30 ft., fly 40 ft.
AC:	15 (-1 size, +4 Dex, +2 deflection)
Attacks:	Shadow tendrils +7/+2
Damage:	Shadow tendril 1d6 and energy drain
Face/Reach:	10 ft. by 10 ft. / 10 ft.
Special Attacks:	Improved grab, constrict, energy drain
Special Qualities:	Incorporeal, daylight powerlessness
Saves:	Fort +6, Ref +6, Will +8
Abilities:	Str —, Dex 18, Con —, Int 12, Wis 15, Cha 13
Skills:	Hide +15, Listen +10, Spot +13
Feats:	Alertness, Blind-Fight, Combat Reflexes
Climate/Terrain:	Any land
Organization:	Solitary or gang (1-4)
Challenge Rating:	5
Treasure:	None
Alignment:	Always lawful evil
Advancement Range:	9-12 HD (Huge)

Description

Sometimes when the Penumbral Lords create a shadow gateway, or otherwise create a connection to the plane of shadow, something else comes through, or is left behind when the gate closes, like a wisp of fog that curls into a room when a door slams. Usually these wisps of shadow dissipate harmlessly, but on occasion they are possessed of malign intelligence, and move into the material world, preying upon its inhabitants in a fit of rage and the need to return to the plane of shadows. This is no idle desire on the part of the wisps, for even if they dwell in the deepest of shadows, they fade and vanish within days of their entrance into the material plane. In that time, however, they are capable of causing considerable mayhem.

Wisps are most often encountered in the shadows of the Canyon of Souls, hiding in deep shadowed crevasses and caves. The area is the subject of many rumors and frightening stories, especially the depths of the canyon beneath the Featherweb Bridge, and many of these tales speak of living shadows that emerge to envelop and devour the living. So far, the wisps remain rumor, as no one has captured or actively studied one. The

sages of Lokil have some information on such creatures, and are interested in travelers' tales, but so far most information about wisps remains conjectural.

Combat

Wisps prefer to hide in shadows, and rarely reveal themselves unless they are certain that they can overcome their prey. A wisp will normally wait until a lone victim has passed by, then attack from behind, gaining flanking bonuses and catching foes flat-footed. They will immediately use their grab and constrict attacks and try to drain the victim's energy as quickly and efficiently as possible.

A wisp can only survive on the material plane for 2d6 days, after which it dissipates and vanishes. Every energy level that the wisp successfully drains adds one day to the time that it can survive away from the plane of shadows. A wisp can return to the plane of shadows through an open shadow gate or similar dimensional portal.

Improved Grab (Ex): To use this ability, the wisp must hit a Medium-size or smaller opponent with its shadow tendril attack. If it gets a hold, it can then inflict constricting damage.

Constriction (Ex): A wisp deals 1d6 points of crushing damage with a successful grapple check against Medium-size or smaller creatures.

Energy Drain (Ex): A victim that is hit by a wisp receives one negative level. The Fortitude save to remove the negative level has a DC of 15.

Incorporeal: Can be harmed only by +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

Daylight Powerlessness (Su): Wisps are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A wisp that is exposed to direct natural sunlight takes 1d8 points of damage per round until destroyed.

Skills: Wisps receive a +5 racial bonus to hide.

Shadow Creature

Description

"Shadow creature" is a template that can be applied to another creature.

The Penumbra Lords live in and worship the shadow. They summon shadow beasts and transform themselves into creatures of shadow. They hold truck with things that dwell in darkness, and seek to plunge the world into gloom. In the heart of the Penumbra Fortress lurk things that have escaped from the realms of shadow, or been purposely summoned. Some have even slipped the bonds of the fortress, and now stalk the shadowy depths of the Canyon of Souls and other shadowed caverns in the Kelders and elsewhere.

The creatures of shadow resemble those that dwell in the material world, but only as dark silhouettes. They have many of the same abilities, but their insubstantial natures make them even more dangerous and cunning. From time to time, shadow creatures are called into existence whose form and outline resemble nothing material at all, but are instead vague formless masses of shadow, as if they represent the silhouettes of beings of unimaginable horror or unknowable shape.

Creating a Shadow Creature

"Shadow creature" is a template that can be applied to any creature, so long as it is not invisible or incorporeal. The creature's type changes to "outsider." The shadow creature uses all the base creature's statistics and abilities except as listed here.

Speed: The creature retains its base movement, but also gains the ability to fly (good) at 50% greater than its base speed.

AC: The creature's natural armor class increases by +2. If the creature normally wears armor, it loses this armor bonus in shadow form.

Attacks: Each of the base creature's attacks becomes an Incorporeal Touch attack. Each one that successfully inflicts damage drains one temporary strength point unless the target succeeds at a Fortitude save (DC 15). The shadow creature retains any special attacks that it had in its base form.

If the creature's attacks were from weapons (such as an orc's greataxe), then the attack is retained, but as an Incorporeal Touch attack with a shadowy version of the

creature's normal weapon. This is not a real weapon, only a shadow of what the creature normally carries, and it cannot be disarmed nor can the weapon be taken from it.

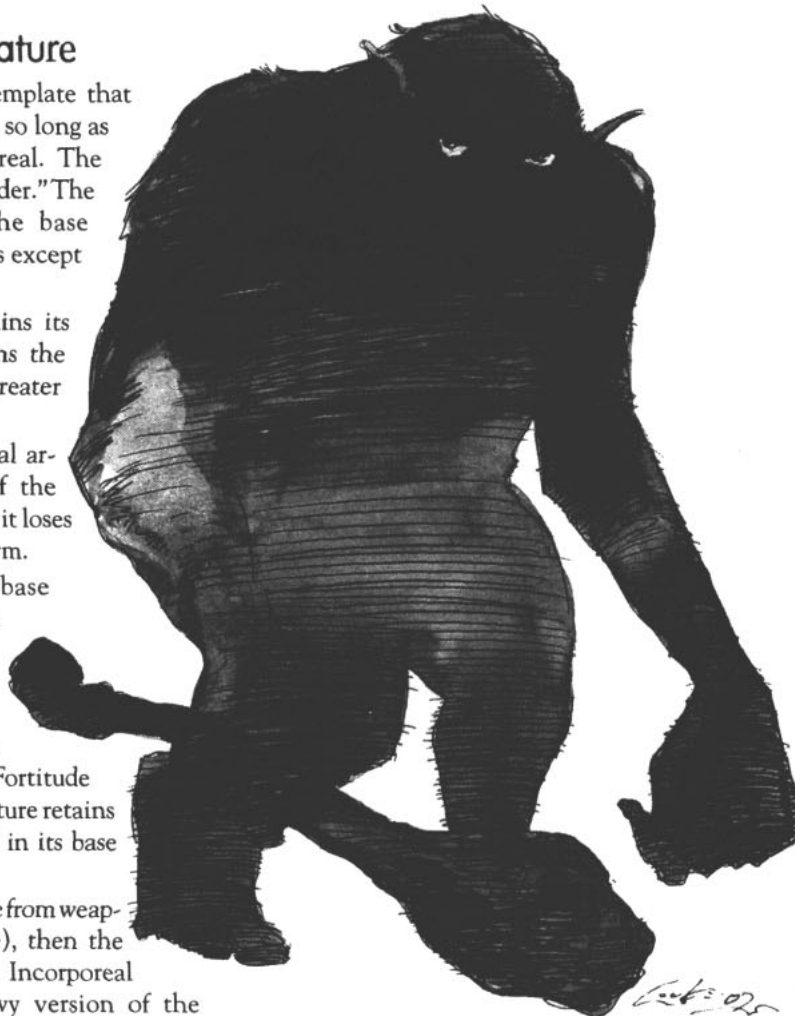
Damage: The shadow creature's attacks inflict one die type less damage than those of the base creature.

Special Qualities: A shadow creature retains all the applicable special qualities it had in its prior form. It also gains the following special qualities:

Live in Shadow (Ex): Shadow creatures can only exist in shadow. If conditions exist (such as magical light, full daylight, etc.) that prevent the formation of shadow, the shadow creature vanishes and reappears 1d4 rounds later in the nearest area of shadow. If, under such circumstances, there are no shadows available within 120 feet of the creature, it is instantly slain instead.

Superior Darkvision (Ex): All shadow creatures can see in total darkness without penalty.

Incorporeal (Su): The shadow creature can only be harmed



by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. It can pass through solid objects at will, and its own attacks pass through armor. Always moves silently.

Shadowstep (Sp): The shadow creature has the ability to step into the shadows and become one with them. This requires a full-round action, and there must be shadows present for it to work. Once completed, the creature seems to fade away. It actually remains in the same location, but it cannot cast spells, move or speak. Likewise, it cannot be attacked, magically or physically, nor can it be detected by almost any means as it has essentially left the physical plane and entered the Plane of Shadow. Returning from the shadows requires a full-round action. If the area where the creature stepped should ever fall out of the shadows (as the sun rises and banishes the darkness, for instance), the shadowstep is automatically ended, the creature moves to the nearest area of shadows as described under Live in Shadow above, and it is stunned for 1d6 rounds. While within the shadows, a shadow creature is only faintly aware of its surroundings. It knows how many creatures are nearby but cannot hear them speak, etc. Within the shadows, a shadow creature requires no sleep, food or water. It cannot prepare spells, but the time spent in shadow counts toward the rest requirement for such preparation.

Saves: Same as the base creature

Abilities: Modify from the base creature's abilities as follows: Str —, Dex +4.

Skills: Shadow creatures have a +10 racial bonus to Climb checks and a +4 racial bonus to Hide, Listen, Search and Spot. They automatically succeed at all Move Silently checks.

Feats: A shadow creature gains the Dodge feat. It retains any feats that it had in its base form, but any that apply to a specific attack (such as Weapon Focus) apply to its incorporeal touch attack instead.

Climate/Terrain: Any land and underground

Organization: Solitary, gang (1d4+2)

Challenge Rating: Same as the base creature +4

Treasure: none

Alignment: Always evil

Advancement: As base creature

Sample Shadow Creature

This example uses an ogre as the base creature.

Shadow Ogre	
Large Outsider	
Hit Dice:	4d8+8 (26 hp)
Initiative:	+1 (+1 Dexterity)
Speed:	30 ft., 45 ft. fly (good)
AC:	17 (-1 size, +1 Dex, +7 natural)
Attacks:	Shadow touch +3
Damage:	Shadow touch 2d4+7 plus Strength drain
Face/Reach:	5 ft. by 5 ft./10 ft.
Special Attacks:	Incorporeal Touch
Special Qualities:	Incorporeal, Live in Shadow, Superior Darkvision, Shadowstep
Saves:	Fort: +6, Ref +1, Will +1
Abilities:	Str —, Dex 12, Con 15, Int 6, Wis 10, Cha 7
Skills:	Climb +10, Hide +5, Listen, +6, Search +2, Spot +6
Feats:	Dodge, Weapon Focus (shadow touch)
Climate/Terrain:	Any land and underground
Organization:	Solitary, gang (1d4+2)
Challenge Rating:	7
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	By character class

Description

Shadow creatures can be summoned to the Penumbra Fortress, or they may simply wander into the Scarred Lands from their shadowy realm. Travelers in the Canyon of Souls sometimes claim to have seen vague creatures emerging from the gloom — or just the shadows of such creatures, moving and gliding across rocks and canyon walls without bodies.

Shadow ogres are one such creature. The Penumbra Pentagon sometimes employs shadow ogres as guards in the fortress or sends them on missions into the Canyon of Souls. They seem to serve willingly, as if sent by some greater force in a distant land of shadows to serve those who worship darkness in the Scarred Lands.

Combat

Shadow ogres are every bit as aggressive and dim-witted as their material cousins, but their immunity to normal physical attack makes them even more dangerous and violent. Generally, a shadow ogre will attack any corporeal creature that comes near, unless specifically ordered not to do so.

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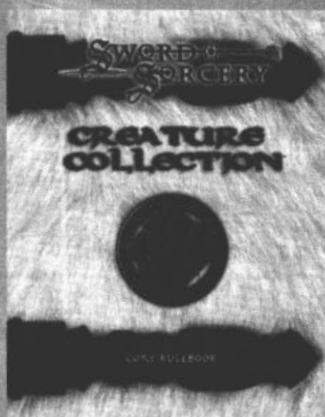
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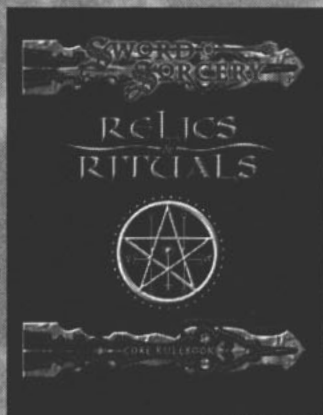


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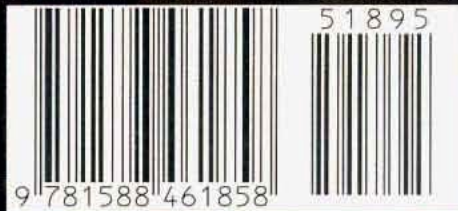
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