

BIS5-04

Uncovered Truths

A Two-Round D&D[®] LIVING GREYHAWK[™] Bissel Regional Adventure

Version 1.0

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Knowing time is running out, Bissel is willing to sacrifice the lives of a few for the good of the many - and today your number has come up. Will you surrender, or will you fight your way clear? A two-round Bissel regional adventure for PCs of APLs 2-12.

Based on the original DUNGEONS & DRAGONS[®] rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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For questions specific to this document and your region please e-mail your triad point of contact (POC) at rshah21@delic.com. For LIVING GREYHAWK campaign questions email rpgahq@wizards.com.

RPGA Sanctioned Play

Most likely you ordered this adventure as part of an RPGA even from the RPGA website, or you received it from your senior gamemaster. To play this adventure as part of the LIVING GREYHAWK campaign—a worldwide, ongoing D&D campaign set in the GREYHAWK setting—you must sanction it as part of an RPGA event. This event could be as elaborate as a big convention, or as simple as a group of friends meeting at the DM's house.

To sanction an RPGA event, you must be at least a HERALD-LEVEL gamemaster. The person who sanctions the event is called the senior gamemaster, and is in charge of making sure the event is sanctioned before play, runs smoothly on the date sanctioned, and then reported back to the RPGA in a timely manner. The person who runs the game is called the table Dungeon Master (or usually just DM). Sometimes (and almost all the time in the cases of home events) the senior gamemaster is also the table DM. You don't have to be a HERALD-LEVEL GM to run this adventure if you are not the senior GM.

By sanctioning and reporting this adventure you accomplish a couple of things. First it is an official game, and you can use the AR to advance your LIVING GREYHAWK character. Second player and DMs gain rewards for sanctioned RPGA play if they are members of the DUNGEONS & DRAGONS REWARDS program. Playing this adventure is worth two (2) points.

This adventure retires from RPGA-sanctioned play on December 31, 2006.

To learn more about the LIVING GREYHAWK character creation and development, RPGA event sanctioning, and DUNGEONS & DRAGONS REWARDS, visit the RPGA website at www.rpga.com.

Players Read No Farther

If you are planning on playing this adventure, stop reading now. The rest of the information in this adventure is for the DM only. If you read farther than this section, you'll know too much about its challenges, which kills the fun. Also, if you're playing this adventure as part of an RPGA-sanctioned event, reading beyond this point makes you ineligible to do so.

Preparing for Play

To get the most out of this adventure, you need copies of the following D&D books: *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*.

Throughout this adventure, text in ***bold italics*** provides player information for you to paraphrase or read aloud when appropriate. Sidebars contain important information for you, including special instruction on running the adventure. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Full information on NPCs and monsters are given in the *Appendices*.

Along with this adventure you'll find a RPGA Table Tracking sheet. If you're playing this adventure as part of an RPGA-sanctioned event, complete and turn in this sheet to your senior GM directly after play. You'll also find a LIVING GREYHAWK Adventure Record (AR).

Living Greyhawk Levels of Play

Because players bring their own characters to LIVING GREYHAWK games, this adventure's challenges are proportionate to the modified average character level of the PCs participating in the adventure. To determine this modified Average Party Level (APL) follow the steps below:

1. Determine the character level for each of the PCs participating in the adventure.
2. If PCs bring animals that have been trained for combat (most likely dogs trained for war), other than those brought by virtue of a class ability (such as animal companions, familiars paladin's mounts) or the warhorse of a character with the Mounted Combat feat, use the sidebar chart to determine the number of levels you add to the sum of step one. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.
3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round up to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

Throughout this adventure, APLs categorize the level of challenge the PCs face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

APL also affects the amount of experience and gold a PC can gain at the end of the adventure. If a player character is three character levels or more either higher or lower than the APL at which this adventure is being played, that character receives only one-half of the experience points and gold for the adventure. This simulates the fact that either the PC was not challenged as much as normal or relied on help by higher-level characters to reach the objectives.

Furthermore, a PC who is four or more levels higher than the highest APL supported by the adventure may not play the adventure.

Mundane Animals Effect on APL		# of Animals			
		1	2	3	4
CR of Animal	1/4 & 1/6	0	0	0	1
	1/3 & 1/2	0	0	1	1
	1	1	1	2	3
	2	2	3	4	5
	3	3	4	5	6
	4	4	6	7	8
	5	5	7	8	9
	6	6	8	9	10
	7	7	9	10	11

LIVING GREYHAWK adventures are designed for APL 2 and higher. Four or five 1st-level characters may find the challenge of an APL 2 adventure difficult. Suggest the following to these groups to help increase their chances of success:

1. Enlist a sixth player.
2. Advise characters to buy riding dogs to help protect them, and fight for them.

Time Units and Upkeep

This is a standard two-round Regional adventure, set in Bissel. Characters native to Bissel pay one

Time Unit per round, all others pay two Time Units per round.

Adventurer's Standard Upkeep costs 12gp per Time Unit. Rich Upkeep costs 50gp per Time Unit. Luxury Upkeep costs 100gp per Time Unit. Characters that fail to pay at least Standard Upkeep will retain temporary ability damage until the next adventure, must buy new spell component pouches and healer's kits, and may suffer other in-game penalties (or possibly gain in-game benefits) as may be detailed in this adventure.

A character who does not pay for at least Standard Upkeep may also avoid the above-described penalties by living off the wild. If the character possesses four or more ranks in the Survival skill and succeeds at a Survival check (DC 20), the character will heal temporary ability damage as if he or she paid for Standard Upkeep, may refill spell component pouches and healer's kits, and may restock up to 20 arrows or bolts if the character has at least four ranks in Craft (bowmaking). The player is allowed to Take 10 on this roll.

More information about Lifestyle and Upkeep can be found in the "Lifestyle and Upkeep" section of Chapter 3 of the *LIVING GREYHAWK Campaign Sourcebook*.

Adventure Background

For the past year, the citizens of Bissel have been fighting the resurgent forces of the Necromancer. At the end of CY 594, just as the previously occupied city of Thornward was to be turned over to Bissel by the occupying nations, Evard struck and captured the city.

Later in the year, Evard's minions attempted to assassinate the leadership of Bissel. While successful in killing the Barons Rashedra and Besselar, his forces failed to kill the Regent Saralind Markavan. Regent Markavan's advisors have repeatedly pushed her to attack Evard in reprisal for the assassination attempt, but she is aware that the Bissel forces are too weak to take on Evard's forces in a frontal attack.

Last week however, a spy delivered troubling news – Evard was in the final stages of creating a new weapon that could increase his necromantic powers and extend his range of control over undead by orders of magnitude. Based on the information, Saralind has order a daring surprise

attack on Castle Thornward, in the hopes that the weapon can be destroyed before it can be used.

Adventure Summary

As the adventure begins, the PCs find themselves as prisoners. They are being tortured directly by Evard the Necromancer. As they pass out, they reflect back on the events that led to their capture.

The PCs are distracting Evard's forces in Thornward, when they are tapped for a special mission – to pick up the slack for a mission team that didn't make it. They destroy one of Evard's projects, and escape into the sewers beneath the city.

The PCs make their way to the extraction point, where another team is waiting to help them to safety. Just when they look to be in the clear, a saboteur subdues them and turns them over to the Necromancer.

Reliving the first scene of the adventure, the PCs are tortured by Evard. This time, however, they learn a powerful secret about the Necromancer.

The PCs wake up, drained of their strength, in a Thornward Keep dungeon cell. Finding a secret back door exit, they escape and fight past a few of Evard's minions. Along the way, they stumble upon Evard's laboratory, where they learn more about his dark secret, and about a nefarious plan that involves them.

In the end, they find the equipment of the rendezvous team, and escape to freedom.

Introduction: Reporting For Duty

The PCs are taking part in a whirlwind chase through the streets of Thornward, distracting Evard's forces while some important shenanigans take place.

Encounter 1: Tag, You're It!

The PCs are drafted at the last second to complete a critical component of the attack on Thornward Keep. They arrive at the designated rendezvous, just in time for the untimely demise of their contact

Encounter 2: Fire in the Hole!

The PCs enter the tower where Evard's weapon is located, fight off the guards protecting it, and plant a device that will destroy it.

Encounter 3: Where Are We Now?

The PCs are teleported to safety, but find themselves in an unknown location. They evaluate their situation, and get moving on the right path.

Encounter 4: Did Anyone Hear That?

The PCs overhear a conversation in the sewers indicating that both Bissel forces and Evard's forces are looking for them

Encounter 5: What *Is* That Smell? (A Homage to Steve)

The PCs get themselves into a very smelly situation and need to fend off the inhabitants in the sewer – who want to make the PCs their next meal

Encounter 6: Mad Dash to Freedom

The PCs reach their extraction point, but are ambushed by Evard's forces

Encounter 7A: A Wolf in Sheep's Clothing

Encounter 7B: Sudden Ambush

The PCs can either convince the Bissel forces that they are friendly, or they can attempt to find their own way. In either case, they are betrayed and are swiftly captured.

Encounter 8: Enter Evard

The PCs are tortured by Evard the Necromancer, whose true identity is revealed.

Encounter 9: Jailbreak

The PCs break out of their jail, and in the process of doing so, find Evard's clone laboratory

Encounter 10: Seeing Double

The PCs are taken into custody by Bissel forces, which are distrustful of them at first.

Conclusion

The PCs have a short audience with Regent Markavan.

Preparation for Play

This is a two round module. The first round (from the introduction to Encounter 7) is played at an APL the players choose, per the regular rules of Living Greyhawk. The second round of the module (Encounters 8 through 10) is played at APL 2, for all players.

Prior to running this module, it is critical that the DM read it, paying particular attention to the section after Encounter 6 that details how the PCs are to convert their characters to 2nd level, so that the second part of the module can be played at APL 2.

Make sure that:

- You have printed six copies of Players Handout #1 (Six copies are included as part of the module, so if you have printed the module correctly you should be all set)

You have six blank copies of character sheets to provide players.

Introduction: Reporting For Duty

The PCs start this module in a flash-forward, without a lot of situational awareness. They should feel both confused as well as intimidated.

You feel pain - excruciating pain. Pain that slices through your mind like an icy knife. Pain that cuts your soul, and drains your life. Pain that saps your will to exist. You try to pass out from the pain, but it is kept at such a level that there is no reprieve. You will yourself to overcome the pain, but you have little will left at all. You will yourself to die, to end the pain, but you do not have enough will to do that, either. Your world is torment.

The pain has been asking you questions. Some you have not answered. Many you have answered even though you did not want to. One does not make sense.... "What does she know? What does she know about herself?" It is the question that the pain asks most insistently. It is the question the pain wants answered the most.

The pain stops for a moment. Your vision clears, and you manage to focus on the features of Lord Evard's face, mere inches from your own. You can feel the power that envelops it. The evil that rolls off of it. The Necromancer basks in the life force that has been drained out of you.

"Remember what I can do... Remember that no one fails me."

Just before the darkness engulfs you once again, your mind jumps back to the events earlier today – the events that led to your imminent deaths..

The module continues in the middle of an ongoing situation. They should feel more in control of the situation, but particularly rushed.

It is the middle of CY 595 in Bissel, and summer is taking it's toll. A grueling heat wave has descended upon the land,

Miles from the occupied city of Thornward, the banners of many battalions of soldiers form a vigilant border, hoping to keep the forces of Evard the Necromancer contained. While it is reassuring to see so many ready to fight for the survival of good – most of the standards are that of Bissel, but there are also a number of foreign allies among their number – talk amongst the troops is grim. Word around the camps is that if the Black Margrave wanted to move south, there is nothing that could be done to stop him.

Standing around in the sweltering heat, waiting to die, seems like a futile gesture. So, when the opportunity for something more productive came up, you jumped at the chance.

The PCs are involved in a hastily arranged attack on Evard's stronghold of Thornward Keep, in the occupied city of Thornward. Approximately two-hundred Bissel troops and special forces are attempting to gain entry into a tower of the castle to destroy a magical artifact that Evard has moved there – it is believed that the Necromancer is preparing for a large scale attack on Bissel. With only a couple of days to work with, Bissel's leaders have thrown every resource they could at the problem, including the PCs.

The PCs were supposed to be used only as backup, helping to prevent Evard's patrols in the city from attacking the Bissel strike force from the rear. Unfortunately, one of the key groups involved on the strike on the castle has run into heavy resistance, and cannot make an important rendezvous. Word has filtered back to the captain in charge of the reserves, and he has picked the first available group – the PCs – to fill the hole.

Things have definitely taken a turn for the more tense. Earlier this morning was fine – even fun. Based on a meeting you had with senior army officials, you have secretly made your way into Thornward. In the early morning, you arrived at an abandoned warehouse in the old Ket district, where you met with a sergeant in the Bissel army. He led you to another abandoned warehouse, and a covert meeting within. There, a captain briefed you on what

you are doing here - 'something' is going to happen in Thornward Keep, and you are here to provide a distraction in the streets of Thornward while that occurs. About fifty other people were present at the meeting, forming about ten groups - all instructed to cause havoc in the streets of Thornward until "the sign". At that point, you were instructed to get the heck out of Thornward as fast as possible.

The captain would not tell you what the 'something' is - it is "need to know information, and you don't need to know". However, he did mention that the "sign" would be pretty obvious to anyone who wasn't blind and deaf.

So, you've spent this morning engaged in a running street fight with Evard's forces. Many of the residents of Thornward were more than happy to lend a passive hand - doors were unlocked, food and ammunition were stored, and quite a few times a glance or a nod from a citizen gave you a clue as to where to go, or where not to go.

Around noon, when you were wondering how long this could go on and where the 'sign' was - you bumped into the captain from the morning, who immediately changed your orders. Your new task is to get up to Thornward Keep on the double - then, you will be directed by Bissel troops already on-site to where you need to go.

Continue with Encounter 1,

Encounter 1: Tag, You're It!

So, to Thornward Keep you've gone. You currently find yourselves huddled in a doorway, looking across a courtyard at a tower. In the middle of the courtyard, kneeling behind a wagon, is a man with a small chest next to him - he sees you, and frantically waves you over.

The man waving them over is staff sergeant, Trom, the sole survivor from one of two groups that was to meet here. He is carrying a device that needs to be brought up to the top floor of the tower the PCs are facing.

Trom's group was given the mission to bring the chest to this rendezvous point and to deliver it to the team going into the tower. His understanding of what that team is to do is sketchy (and entirely delivered in the read-aloud text below). Trom is not aware, however, that the PCs

are not the team originally intended to enter the tower - that elite team (Fox team) has been slowed significantly in another part of the castle.

If the PCs can succeed at a Spot check (DC 7 + APL) they notice that Trom is wearing a small badge under his cloak. If they can make a Knowledge [local - Sheldomar Valley Metaregion] check (DC 10 + APL), they can identify it as the crossed-swords insignia of the Bissel Free Companies. PC who are members of the Bissel Free Companies will automatically recognize it.

The PCs will have to cross the courtyard to get to Trom. Reinforce to the players that the castle is under attack, and that soldiers and undead are everywhere. The PCs do not have much time to assess the situation before they need to make their move. PCs that attempt to cross the courtyard will do so successfully and without drawing notice.

Once a couple of PCs make the twenty-yard dash to Trom, continue with this:

The staff sergeant regards you with a look of irritation. "What in the gods' names took you so long to get here, Fox team? Never mind. The name's Trom. Here take this."

Trom hefts the small chest, and thrusts it into your arms. "Remember, get to the top floor of the tower, and make sure to get it under the device. Don't open it 'til you get there, but get it open before they open the skylight - you don't have much time. Once you're in the reservoir, head down the south tunnel to the rendezvous point. The symbols..."

Suddenly, a sickly green ray shoots from an arrow slit on the second floor of the tower in front of you. You reflexively duck for cover, but Staff Sergeant Trom doesn't see it coming. When you look up, all that's left of him is a pile of dust.

PCs making a Spot check (DC 12 + APL) immediately after Trom is *disintegrated* will notice a figure in black moving away from the arrow slit on the second floor of the tower. PCs who try to locate the source of the ray at a later point will not find anything.

A PC examining the chest that Trom gave them will garner the following information:

- The chest is two feet wide, one foot deep, and four feet in length.

- The box is made of adamantite, and has four blue gems in the corners of its top surface.
- The lid of the chest has been etched with the marking of an eight-pointed star. Under the mark, etched in Common, is the following: "Ten second fuse, transportation overlay. DO NOT OPEN unless situation dictates and ONLY if authorized." If the PCs succeed at a Knowledge [local - Sheldomar Valley Metaregion] check (DC 10), they can identify the mark as the sigil of the Guild of the Arcane Path. Guild members make this check automatically.
- PCs that have played *BIS4-04 Such a Great Weight of Water* will recognize the box to be one of the explosive mechanisms from the dams in that module. The marking on the lid and the associated text, however, is new. Unlike the boxes from *BIS4-04*, there is no riddle on the lid of this box
- The outside of the chest does not radiate magic.
- There is a simple latch on the chest, which is not locked or trapped.

If a PC opens the box prematurely, then proceed immediately to Encounter 3.

The PCs need to cross the courtyard to the door approximately fifty feet away. A single PC can get partial cover from the doorframe, as the door is slightly recessed in the tower wall. The tower itself is fifty feet high, capped with a steep conical roof. There are no visible windows (despite Trom's instructions), but there are a series of arrow slits at the second floor level (approximately fifteen feet up the tower) and another set of arrow slits at the third floor level (approximately thirty feet above ground level). The tower is free-standing in the courtyard, and the only visible entrance is the wooden door at ground level.

The tower walls and door have the following characteristics. The door is not trapped.

Reinforced Masonry Walls: 1 ft. thick; hardness 8; hp 180; AC 5; Break DC 45.

Strong Wooden Door: 2 in. thick; hardness 5; hp 20; AC 5; Break DC 25; Open Lock DC 12 + APL.

Once the PCs enter the tower, proceed with Encounter 2.

Encounter 2: Fire in the Hole!

First Floor

Entering the ground floor of the tower, ready for a fight, you are momentarily taken aback by the peace inside the tower. The tower appears to be gutted – you can still see the ends of the support beams for the second floor jutting out of the walls above you. The third floor appears to be intact though, and the stairs that follow the interior surface of the tower also appear to be in good repair.

On the ground floor, luminous orbs levitate in the air, shedding a low white light. At the four cardinal points of the tower (north, south, east and west), there are four large objects covered by heavy velvet curtains. You can see wooden supports or scaffolding under each object, as the curtains do not fully reach the ground.

Please refer to *DM Aid - Map #1 – The Tower, First Floor*.

PCs who lift the drapes covering each object will find a highly polished metal mirror, supported at an angle by wooden supports. The mirrors measure approximately fifteen feet high, four feet wide and are about three inches thick. They are made of steel and coated with highly polished silver. PCs who cast *detect magic* will find that the mirrors have a faint necromantic aura on them. If the PCs uncover two or more mirrors, they can roll a Spot check (DC 15 + APL), a Disable Device check (DC 12 + APL), or a Knowledge [architecture & engineering] check (DC 12 + APL) to realize that the mirrors are set to reflect light coming out of a small hole in the floor of the third story above them. That hole is currently closed, but PCs who succeed at either check above can point it out on the ceiling thirty feet above. PCs who succeeded at the Knowledge or Disable Device checks can also surmise that the light reflected off the mirrors will converge in the exact center of the room, at a point about three feet above the ground.

The PCs can move the mirrors if they so desire - each attempt requires a Strength check (DC 25 + APL), and up to three people may assist. The mirrors are too big to fit out of the door to the tower.

The stairs are five feet wide, and hug the tower wall. When the tower was gutted, the banister was removed from the stairs, making it

possible for a PC to fall off the stairs in the right circumstances. These stairs lead to the third floor.

Third Floor

Please refer to *DM Aid - Map #2 – The Tower, Third Floor*.

The stairs reach a small third floor landing on the east side of the tower. There is an ornately carved wooden door here, which is locked from the inside. PCs who attempt to listen at the door can hear muffled conversation if successful on a Listen check (DC 13 + APL). If they speak Elven, they can make out the following:

“I have received word from Galen, it is time to begin. The sun will be over the portal in five minutes. Begin your preparations”

The door into the third floor has the following characteristics:

Strong Wooden Door: 2 in. thick; hardness 5; hp 20; AC 5; Break DC 25; Open Lock DC 15 + APL.

If a PC attempts to pick the lock on the door, and succeeds at a Move Silently check (opposed check against the NPCs' Listen skill), then the PCs can gain surprise on the occupants of the room. If the PC attempting to open the lock fails the Open Lock check, she may roll another set of Move Silently and Open Lock checks to attempt to maintain surprise. If the PC fails the Move Silently check or the party is noisy in its preparations on the landing, use the NPCs' Listen checks to determine if the PCs are detected.

If the PCs manage to surprise the shadar-kai in the room they will be in the process of opening a small door in the roof of the tower via a crank mechanism at floor level. Because they have not opened the door, the room is dark, and the only illumination will be any light source the PCs are carrying or the small amount of ambient light coming through the doorway. This means that the shadar-kai in the room will be able to use their *Hide in Plain Sight* supernatural ability. Start the combat with a surprise round.

If the PCs were detected by the shadar-kai prior to entering the room, the shadar-kai will use the time to their advantage, casting preparatory spells as well as taking up advantageous positions.

When the PCs get the door open, read the following:

Opening the door, your eyes take a moment to adjust to the darkness beyond.

From the doorway, you can make out that there is a large object in the center of the room – you think it resembles a telescope, only this is one is much larger than the hand held versions you are familiar with. The room has bookcases along all of the walls and a few tables and chairs are scattered about. It appears as if this might be a laboratory or a large study

If the PCs managed to surprise the shadar-kai, add the following:

Standing off to the right of the telescope, near some sort of crankshaft are three dark figures, all dressed in black. As soon as you open the door, they look up and then appear to almost disappear in front of you.

APL 2 (EL 5)

Trippy: male shadar-kai; hp 14; see *Appendix One*.

Stabby: male shadar-kai Rog2; hp 23; see *Appendix One*.

Boomer: male shadar-kai Sor3; hp 26; see *Appendix One*.

APL 4 (EL 7)

Trippy: male shadar-kai Ftr2; hp 32; see *Appendix Two*.

Stabby: male shadar-kai Rog3; hp 27; see *Appendix Two*.

Boomer: male shadar-kai Sor5; hp 29; see *Appendix Two*.

APL 6 (EL 9)

Trippy: male shadar-kai Ftr4; hp 50; see *Appendix Three*.

Stabby: male shadar-kai Rog5; hp 36; see *Appendix Three*.

Boomer: male shadar-kai Sor8; hp 37; see *Appendix Three*.

APL 8 (EL 11)

Trippy: male shadar-kai Ftr6; hp 65; see *Appendix Four*.

Stabby: male shadar-kai Rog5/Asn2; hp 45; see *Appendix Four*.

Boomer: male shadar-kai Sor10; hp 45; see *Appendix Four*.

APL 10 (EL 13)

Trippy: male shadar-kai Ftr8; hp 82; see *Appendix Five*.

Stabby: male shadar-kai Rog5/Asn4; hp 66; see *Appendix Five*.

Boomer: male shadar-kai Sor12; hp 50; see *Appendix Five*.

APL 12 (EL 15)

Trippy: male shadar-kai Ftr8/Exotic Wpn Master2; hp 105; see *Appendix Six*.

Stabby: male shadar-kai Rog5/Asn6; hp 80; see *Appendix Six*.

Boomer: male shadar-kai Sor14; hp 54; see *Appendix Six*.

Tactics: The shadar-kai will fight to the death in the tower room. They will take extreme care not to harm the device in the middle of the room, but otherwise will use all of their resources to the best of their abilities. If the PCs capture one or more of the shadar-kai, they will refuse to co-operate with the PCs.

Treasure

APL 2: L: 47 gp C: 0 gp M: *potion of barkskin* +2 x3(75 gp each), +1 *studded leather* (98 gp), +1 *gal-ralan* x3 (70 gp each), *ring of protection* +1 (167 gp)

APL 4: L: 64 gp C: 0 gp M: +1 *chain shirt* (140 gp), +1 *studded leather* (98 gp), +1 *gal-ralan* x2 (75 gp each), +2 *gal-ralan* (209 gp), *potion of barkskin* +3 x3 (50 gp each), *gloves of dexterity* +2 (333 gp)

APL 6: L: 7 gp C: 0 gp M: +1 *chain shirt* (140 gp), +1 *studded leather* (98 gp), +1 *spiked chain* (194 gp), +1 *gal-ralan* (70 gp) +2 *gal-ralan* (209 gp), +3 *gal-ralan* (467 gp), *potion of barkskin* +3 x3 (50 gp each), *gloves of dexterity* +2 (333 gp), *cloak of charisma* +2 (333 gp)

APL 8: L: 10 gp C: 0 gp M: +2 *chain shirt* (354 gp), +1 *studded leather* (98 gp), +1 *spiked chain* (194 gp), +1 *human-bane spiked chain* (694 gp), +2 *gal-ralan* x2 (209 gp each), +3 *gal-ralan* (467 gp), *potion of barkskin* +3 x3 (50 gp each), *gloves of dexterity* +2 (333 gp), *cloak of charisma* +2 (333 gp), *ring of protection* +2 (333 gp)

APL 10: L: 10 gp C: 0 gp M: +2 *chain shirt* (354 gp), +2 *studded leather* (348 gp), +1 *spiked chain of shock* (694 gp), +1 *human-*

bane spiked chain (694 gp), +2 *gal-ralan* x2 (209 gp each), +4 *gal-ralan* (833 gp), *ring of protection* +1 x2 (333 gp), *potion of barkskin* +4 x3 (75 gp), *gloves of dexterity* +4 (1333 gp), *cloak of charisma* +4 (1333 gp)

APL 12: L: 10 gp C: 0 gp M: +2 *chain shirt* (354 gp), +2 *studded leather of shadow* (660 gp), +1 *human-bane spiked chain* x2 (694 gp), *ring of protection* +2 x3 (333 gp each), +2 *gal-ralan* x2 (209 gp), +5 *gal-ralan* (1300 gp), *gauntlets of ogre power* (333 gp), *gloves of dexterity* +4 (1333 gp), *cloak of charisma* +4 (1333 gp), *amulet of health* +2 (333 gp), *potion of barkskin* +5 x3 (400 gp each)

Once the PCs have secured the room, they are free to investigate their surroundings.

If the PCs turn the crank in the room, it will open a small (approximate 2 ft. x 2 ft.) door in the roof of the tower, which aims a light directly into the large lens of the device. The light is emitted out of the viewing lens of the device through a small hole in the floor and down to the first floor of the tower. If the PCs wait until the sun is directly over the portal in the tower roof and they did not disturb the mirrors on the ground floor, they will see that the light funneled through the device is reflected off the mirrors on the ground floor and converges at a point in the center of the tower's ground floor. It should be obvious to the PCs that something is missing, as there are no explosions or weird magical effects. The sun will pass out of direct line with the device about a minute later.

PCs who spend some time examining the device can attempt a Knowledge [engineering] check (DC 12 + APL) or a Knowledge [arcana] check (DC 15 + APL) to realize that this is not a conventional telescope. The tube of the device is made of adamantine, and is covered with runes. PCs who cast a *detect magic* spell will detect a strong necromantic aura.

The PCs can attempt to destroy the device using conventional or magical means, but it will take a significant amount of time, and DMs are encouraged to use their imagination to get the PCs to move.

Following Trom's directions, the PCs will need to get the chest he gave them under the device and then open it. Once they do so proceed to Encounter 3.

Encounter 3: Where Are We Now?

The following text assumes that the PCs opened Trom's chest at the end of Encounter 2. If the PCs opened the chest anywhere other than the room with the telescope-like device, then modify it as needed to fit the situation:

When you open the box, a loud gnomish voice booms through the room. "Is this thing on? Oh right! Ahem. Device Activation Countdown. Ten! Nine! Eight! Prepare for teleport!" There is a flash of red light in the room. "Teleport entities identified! Three! Two! One!"

There is a flash of bright light in the room, and you feel a sensation of disorientation. Then you realize you are standing on dirt somewhere, near water, which you can hear gently rippling around you. Everything is dark and relatively peaceful.

Then there is deep, reverberating boom of an explosion. Small stones rain down from above you. Those that don't hit you splash into the nearby water. After about ten or fifteen seconds, the stone shower abates and you are once again standing in the quiet darkness.

If the PCs have darkvision or activate a light source, continue with the following:

You are standing in a huge vaulted room, on a small island just off the center - the only oasis in a sea of murky water.

About a hundred feet away, in any given direction, you can see mortared walls and what appears to be a walkway.

The PCs have been teleported just about five hundred feet directly below the tower they were just in, into one of the main reservoir holding tanks of Thornward's water and sewer system. PCs with the Knowledge [architecture & engineering] skill can roll a check (DC 7 + APL) to realize that they must be some distance under the explosion to explain what they just witnessed. PCs can also attempt a Knowledge [local - Sheldomar Valley Metaregion] check (DC 10 + APL) to remember that Thornward has an extensive sewer and reservoir system under the city. Finally, PCs can attempt a Survival check (DC 15) to gain their bearings and figure out which direction is North.

The water in the reservoir is, on average, about ten feet deep. If the PCs cannot fly or

magically transport themselves to the closest walkway (about 100 feet away), they will need to swim there. The water here is cool and clean. There is no discernable current in the water and the holding tank is devoid of life or any threat to the PCs.

Once the PCs have made it to a walkway, they can explore the edges of the holding tank. They will discover that each wall contains an archway. If a PC approaches an archway and succeeds at a Spot check (DC 5 + APL) they notice a plaque, covered with slime and dulled by age. Each plaque indicates the direction the tunnel behind the archway leads (e.g. the plaque by the north archway reads "North Tunnel").

If the PCs examine the south tunnel plaque, a Spot check (DC 5 + APL) reveals that a small symbol with an arrow has been scratched in the bottom right corner. The arrow points down the southern tunnel. A successful Decipher Script check (DC 10 + APL) will tell a PC that the symbol is a common marker for "safe location" Members of the Mist Chameleons and the Thieves' Guild of Dountham automatically succeed on this check.

At any point in the sewers (Encounters 3-6), PCs with the Track feat can roll a Survival check (DC 20 + APL) to try and detect footprints. PCs who succeed at the check will be able to tell that a single humanoid traveled from the south (coming north) to this reservoir, and then returned south. Whoever it was tried to very carefully prevent any trace of their passage through the areas.

If the PCs fail to head down the south tunnel, DMs should use their discretion. The sewers of Thornward are labyrinthine, and extremely easy to get lost in. DMs may want to modify Encounter 4 to get PCs back on the right path.

Once the PCs start down the south tunnel, continue with Encounter 4.

Encounter 4: Did Anyone Hear That?

The southern tunnel slopes upward gradually, fresh water flowing down the deep, ten-foot wide channel in the center of the twenty-foot diameter tunnel. Aside from the moss growing on the walls and the occasional spider crawling along the floor, there doesn't appear to be anything else alive down here.

The PCs travel through this tunnel for about twenty minutes. The tunnel is smooth, and as described, clean and clear of obstruction.

After traveling for about a mile, the PCs come to a four-way intersection. Small two foot wide bridges allow them to cross the water to the south side. If the PCs succeed at a Spot check (DC 10 + APL) or a Search check (DC 5 + APL) they will notice a symbol scratched into the wall, similar to the symbol found in Encounter 3. Again, the arrow points south. A successful Decipher Script check (DC 10 + APL) will tell a PC that the symbol is a common marker for "safe location". Members of the Mist Chameleons and the Thieves' Guild of Dountham automatically succeed on this check.

As the PCs are about to head out of the intersection, read the following:

You have become used to the sound of gentle lapping of the water of the channel, so the sudden sound of splashing water seems especially loud to you. Your hands reach for your weapons before you realize that the sound you're hearing is an echo of something further away. As the splashing subsides, you think you hear voices....

The PCs will need to make a Listen check (DC 7 + APL) to make out what is being said. The speakers (Gruul and Arvudsen) are a significant distance away from the PCs. If the PCs decide to try and follow the speakers, roll some dice, but it should become clear that they will not be able to find them.

"Curses! Why in the Reaper's name are we on this goose chase?" says a whiny male voice.

"The Sentinels saw a group of Bissel troops enter the sewers, Gruul. In case you missed it, a large chunk of the castle is missing. Something is afoot down here."

"So why aren't the Doomers down here instead? Isn't it their job to deal with this kind of stuff? Or are they too busy sucking up to our fearless leader? Heh. Get it – sucking up?"

"Shut up, you idiot. They're down here too, somewhere. Probably looking for the same thing, too. Either looking for something or doing something important down here."

"What the heck do we care? We can just watch the sewer exits can't we? Why are we wasting our time five hundred feet below the

city? Nothing they do down here can affect us up there."

"Look, Gruul. She gave us orders, and I don't want to go back and talk to her. Do you? Didn't think so. Take your men down that tunnel; I'm gonna go down this one. And try not to let the entire Bissel Army know that we're down here."

The voices fade off into the distance. Strangely, you don't hear any footsteps....

Once the PCs are ready to continue south, move on to Encounter 5.

Encounter 5: What Is That Smell? (A Homage To Steve)

It seems like your luck has run out. After following the clean water channel for over a mile now, your southern path has left it behind and you are now following a rank sewer channel. The stench is overwhelming and you are now more careful in placing your steps – one slip and, well, let's just say you do not want to swim in the channel next to you.

As you proceed down the southern tunnel, your eyes begin to water and you try to take shorter breaths and keep your stomachs under control.

The PCs have found the source of the smell – they have crossed over from the water supply to the sewer system. The PCs are now following a channel of waste.

Any PCs near the sewer channel need to succeed at a Fortitude save (DC 8 + APL) or become sickened. Inventive PCs may make a Survival check (DC 10) to give themselves and their companions a +2 circumstance bonus on their Fortitude checks. If the PCs can affect their environment and/or control their breathing, DMs may waive the need for this check altogether.

Once the PCs push on read the following:

After ten more minutes of slowly walking south, you think you have reached the epicenter of the smell – a massive reservoir of muck and sewage fed by pipes of various sizes. The reservoir is as large as the water reservoir you were teleported to earlier.

Unlike the water reservoir, however, this one has a north-south bridge, bisected by an east-west bridge. While these bridges were

probably well above the sewage level when the Thornward sewers were built, they are now even with the surface of the bubbling muck, and in many places slick with the smelly substance.

Please refer to *DM Aid - Map #3 – The Sewer Reservoir*.

The PCs enter this room from the north, at the head of the north-south bridge. There is a mere six feet of headroom in the reservoir, which means that while PCs can fly across the room, they will not be out of reach of the inhabitants of the holding tank. If the PCs use magic such as teleportation or a *dimension door*, the attack below occurs at the far end of the north-south bridge, where the tunnel continues south. Otherwise, the inhabitants of the room will wait until the PCs reach the platform at the intersection of the bridges.

The bubbling muck in the room, combined with the poor ventilation, has led to a build up of gasses in the room. If the PCs are using a light source with an open, burning flame, and can make a Spot check (DC 5 + APL), they realize that the flame has grown stronger and somewhat larger, and has taken on a slight blue tint. If the PCs can succeed on a Knowledge [dungeoneering] check (DC 10 + APL) they realize that the gas is flammable and may ignite if exposed to open flame. PCs who make the Spot check (or who have the effect pointed out to them) can add a +2 bonus to the Knowledge check.

If a PC casts a fire-based spell in the sewage reservoir, the gas build up contributes to the spell, effectively empowering and widening the spell (by only 50%) as per the metamagic feats.

Once the PCs reach the intersection of the bridges (or the end of the bridge), they are attacked. Give each PC a Spot check (DC 7 + APL) to avoid being surprised, as the oozes are well camouflaged by their environment.

APL 2 (EL 2)

Paraelemental Ooze, Small (2): hp 11 (each); see *Appendix One*.

APL 4 (EL 4)

Paraelemental Ooze, Small: hp 11; see *Appendix Two*.

Paraelemental Ooze, Medium: hp 30; see *Appendix Two*.

APL 6 (EL 6)

Paraelemental Ooze, Small (2): hp 11; (each) see *Appendix Three*.

Paraelemental Ooze, Medium: hp 30; see *Appendix Three*.

Grey Ooze: hp 31; see *Monster Manual*, p 202.

APL 8 (EL 8)

Paraelemental Ooze, Small (2): hp 11; (each); see *Appendix Four*.

Paraelemental Ooze, Large: hp 68; see *Appendix Four*.

Paraelemental Ooze, Huge: hp 152; see *Appendix Four*.

APL 10 (EL 10)

Paraelemental Ooze, Huge (3): hp 152 (each); see *Appendix Five*.

Grey Ooze: hp 31; see *Monster Manual* p. 202.

APL 12 (EL 12)

Paraelemental Ooze, Greater: hp 199; see *Appendix Six*.

Paraelemental Ooze, Elder: hp 228; see *Appendix Six*.

Tactics: If a PC is hit by a slam attack while standing on a bridge or a square of the platform adjacent to a sewer tank, the PC must make a Reflex save (DC 5 + APL) or a Balance check (DC 10 + APL) to avoid being knocked into the muck. The muck is similar to quicksand (DMG p. 88), and as an added effect, a PC knocked into the muck must make a Fortitude save (DC 8+APL) to avoid becoming sickened. A character who is already sickened and fails the Fortitude save becomes nauseated. The inhabitants of the sewer do not need to make the Fortitude saves and can choose to treat the muck as a solid floor if they choose to walk instead of swim through it.

Once the PCs have beaten off the inhabitants of the sewer, they are free to leave the area. If they choose to head east or west, they will face a warren of tunnels as previously described in Encounter 3.

If the PCs approach the southern archway they can attempt a Spot check (DC 10 + APL) or a Search check (DC 5 + APL) to notice another set of symbols and arrows. A successful Decipher Script check (DC 10 + APL) will allow the PCs to

recognize that the first symbol (again) is for “safe location”. This time a different second and third symbol have been etched on the wall. The second symbol represents for “exit” and the third symbol represents “meet”. Members of the Mist Chameleons and the Thieves’ Guild of Dountham automatically succeed on this check.

Once the PCs head down the southern tunnel, proceed to Encounter 6.

Encounter 6: Mad Dash to Freedom

Still heading south, you notice that the tunnel you are in begins to slope upwardly, first gradually and then steeply. You leave the channel of sludge, which to your relief turns east, and the odor begins to dissipate.

Fifteen minutes later, when the tunnel finally levels off, you find yourself in a service tunnel. Based on your climb and the length you have traveled, you think that you are now near Thornward’s southern wall, and no more than ten or twenty feet underground.

After another ten minutes of walking, you hear the noise of rushing water, and the glow of natural light to the south. Following the tunnel towards the noise and the light, you arrive at a locked fence gate. Beyond the fence, the tunnel walls become natural, rough stone, and, at the edge of your vision, you can see a massive sheet of water cascading down – a waterfall.

A PC who examines the locked fence should make a Search check. Based on the result of the check, reveal the following:

- DC (5 + APL) or better: The lock on the gate has seen recent use, as if it has been repeatedly locked and unlocked, from both sides. It is currently locked.
- DC (8 + APL) or better: The lock was once trapped with a poison arrow trap. The trap has been successfully disabled, but not removed. A Disable Device check of (DC 10 + APL) will enable a PC to re-enable the trap.

The gate has the following characteristics:

Metal Fence Gate: 2 in. thick; hardness 10; hp 45; AC 5; Break DC 12; Open Lock DC 10 + APL.

Unknown to the PCs, members of the Legion of Doom (Doomers) have been left to watch this

exit from the sewers. The Doomers are careful to avoid observation, and when the PCs arrive at the gate will begin making their preparations to attack them.

Once the PCs are through the gate and advance the remaining 30 feet, read the following:

Opening the gate, the remaining thirty feet of tunnel is more a natural cave than a man made tunnel. The cave entrance opens onto a broad, deep ledge and in front of you, falling more than fifty feet across the opening you stand on and forty more feet to a pool below, is a curtain of water. You appear to be behind one of the waterfalls the line the cliffs on Thornward’s southern border.

The ground here is packed dirt, and shows the boot marks from the passing of a number of humanoids. Some of the tracks lead into the cave you just emerged from, and some lead to a set of iron rungs embedded in the stone forming the west wall of the ledge. The rungs lead up approximately twenty feet to a small ledge that appears to lead out of the area behind the waterfall.

In the middle of the ledge, someone has scrawled a message in the dirt. “Fox – Dog back soon.”

The note in the dirt is from the Bissel team of Rangers (Dog team) that is waiting to extract the original team (Fox team) from the sewers. Dog team has gone into the sewers to deal with an undead patrol that had gotten too close to the extraction point.

Once the PCs are spread out enough, the members of the Legion of Doom will spring their attack. Please refer to *DM Aid - Map #4 – The Extraction Point*.

APL 2 (EL 5)

Doomfoodle: male gnome Sor4; hp 28; see *Appendix One*

Minion: male half-orc Bbn2; hp 25; see *Appendix One*.

APL 4 (EL 7)

Doomfoodle: male gnome Sor 6; hp 52; see *Appendix Two*.

Ripur: male human Rog1/Rgr1/Ftr2; hp 47; see *Appendix Two*.

APL 6 (EL 9)

Doomfoodle: male gnome Sor6; hp 52; see *Appendix Three*.

Ripur: male human Rog1/Rgr1/Ftr4; hp 72; see *Appendix Three*.

Ardev: female human Clr6; hp 50; see *Appendix Three*.

APL 8 (EL 11)

Doomfoodle: male gnome Sor7; hp 60; see *Appendix Four*.

Ripur: male human Rog2/Fgr1/Ftr4; hp 81; see *Appendix Four*.

Ardev: female human Clr6/MoS1; hp 58; see *Appendix Four*.

Allevol: female human Spe7; hp 61; see *Appendix Four*.

Vertie: female dwarf Bbn5/Ftr1; hp 73; see *Appendix Four*.

APL 10 (EL 13)

Doomfoodle: male gnome Sor9; hp 76; see *Appendix Five*.

Ripur: male human Rog2/Fgr1/Ftr4/Blkgd2; hp 106; see *Appendix Five*.

Ardev: female human Clr6/MoS3; hp 92; see *Appendix Five*.

Allevol: female human Spe9; hp 72; see *Appendix Five*.

Vertie: female dwarf Bbn6/Ftr2; hp 114; see *Appendix Five*.

APL 12 (EL 15)

Doomfoodle: male gnome Sor10; hp 84; see *Appendix Six*.

Ripur: male human Rog2/Fgr1/Ftr4/Blkgd3; hp 118; see *Appendix Six*.

Ardev: female human Clr6/MoS4; hp 102; see *Appendix Six*.

Allevol: female human Spe10; hp 80; see *Appendix Six*.

Vertie: female dwarf Bbn7/Ftr2/EWM1; hp 140; see *Appendix Six*.

Ydasinferni: male human Brd5/Dsn4; hp 78; see *Appendix Six*.

Sandax: male human Drd10; hp 92; see *Appendix Six*.

Logan: dire wolverine (familiar) hp 72; see *Appendix Six*.

Tactics: At all APLs, The Doomers begin the battle invisible, and unless the PCs had a method of detecting invisible foes, the attackers should have a surprise action. Once engaged, the Doomers fight to the death, knowing that their master can easily revive them. At APLs 6-12, the Doomers are in a silence bubble as the PCs exit the tunnel (DM's discretion as to the location). At APL12, the Doomer's bard / dresinger will have negated the inside of the silence bubble, allow the Doomers to plan and further prep, if needed.

Treasure

APL 2 L: 59 gp C: 0 gp M: (438 gp) +1 *chain shirt* (104 gp), *ring of protection* +1 (167 gp), *vest of resistance* +1 (83 gp) 2x *potion of cure light wounds* (4 gp each) 2x *potion of invisibility* (25 gp each) *potion of bear's endurance* (25 gp)

APL 4 L: 53 gp C: 0 gp M: (796 gp) +1 *full plate* (221 gp) *amulet of natural armor* +1 (167 gp) *ring of protection* +1 (167 gp), *vest of resistance* +1 (83 gp) 2x *potion of invisibility* (25 gp each) *potion of bear's endurance* (25 gp)

APL 6 L: 3 gp C: 0 gp M: (1274 gp) 2x +1 *full plate* (221 gp each) +1 *scythe* (193 gp) +1 *large steel shield* (98 gp) *amulet of natural armor* +1 (167 gp) *ring of protection* +1 (167 gp), *vest of resistance* +1 (83 gp) 3x *potion of invisibility* (25 gp each) 2x *potion of bear's endurance* (25 gp each)

APL 8 L: 3 gp C: 0 gp M: (2128 gp) +1 *full plate* (221 gp) +2 *full plate* (471 gp) +1 *scythe* (193 gp) +1 *large steel shield* (98 gp) +1 *rapier* (193 gp) +1 *studded leather* (98 gp) *amulet of natural armor* +1 (167 gp) *ring of protection* +1 (167 gp), *vest of resistance* +1 (83 gp) 4x *potion of invisibility* (25 gp each) 3x *potion of bear's endurance* (25 gp each) 2x *potion of cat's grace* (25 gp each) 2x *potion of displacement* (63 gp each) *potion of cure serious wounds* (25 gp) *oil of keen edge* (63 gp)

APL 10: L: 3 gp C: 17 gp M: (4130 gp) 2x +1 *full plate* (221 gp each) +1 *chain shirt* (104 gp) +1 *scythe* (193 gp) +1 *spiked chain* (193 gp) +1 *large steel shield* (98 gp) +1 *rapier* (194 gp) +1 *studded leather* (98 gp) *amulet of natural armor* +1 (167 gp) 2x *ring of protection* +1 (167 gp each), 4x *vest of resistance* +1 (83 gp)

each) *cloak of elvenkind* (209 gp) *boots of elvenkind* (209 gp) *cloak of charisma* +2 (333 gp) 5x *potion of invisibility* (25 gp each) 3x *potion of bull's strength* (25 gp each) 5x *potion of bear's endurance* (25 gp each) 3x *potion of cat's grace* (25 gp each) 2x *potion of eagle's splendor* (25 gp each) 3x *potion of displacement* (63 gp each) *potion of fly* (63 gp) 2x *oil of keen edge* (63 gp each) 4x *potion of barkskin* +5 (100 gp)

APL 12 L: 23 gp C: 17 gp M: (7941 gp) 2x +1 *full plate* (221 gp) +1 *chain shirt* (104 gp) +1 *frost scythe* (693 gp) *living chain* (527 gp) +1 *large steel shield* (98 gp) +1 *large wooden shield* (98 gp) +1 *rapier* (194 gp) +1 *studded leather* (98 gp) +3 *hide armor* (775 gp) 2x *ring of protection* +1 (167 gp each), *vest of resistance* +1 (83 gp each) 2x *vest of resistance* +2 (334 gp each) *cloak of elvenkind* (209 gp) *boots of elvenkind* (209 gp) *cloak of charisma* +2 (334 gp) 2x *periapt of wisdom* +2 (334 gp each) *pipes of the damned* (250 gp) 6x *potion of invisibility* (25 gp each) 3x *potion of bull's strength* (25 gp each) 6x *potion of bear's endurance* (25 gp each) 3x *potion of cat's grace* (25 gp each) 2x *potion of eagle's splendor* (25 gp each) 3x *potion of displacement* (63 gp each) 2x *potion of fly* (63 gp each) 2x *oil of keen edge* (63 gp each) 5x *potion of barkskin* +5 (100 gp each) *oil of magic vestment* +4 (200 gp) *potion of darkvision* (25 gp)

As the battle ends, read the following:

From within the cave, over the din of the battle and the roar of the waterfall, you can hear the fence gate crash open, and footsteps pounding up the stone tunnel.

Six figures burst out of the tunnel at a run, weapons drawn. Dressed in Bissel uniforms, and armed to the teeth, they quickly size you up and form a perimeter around the tunnel entrance.

"You better identify yourselves, 'cause you're not who we're supposed to meet here. So start talking other wise you're gonna start dying."

The speaker, who is the leader of Dog team, Alfonso Ranner, is expecting to meet Fox team here, but is unaware of the fact that the PCs were drafted to complete the mission because of Fox's delay.

The PCs will need to quickly talk to Ranner to convince him that they are actually friendly and who he is here to meet. Ranner begins the conversation as Unfriendly, and the PCs will need to adjust his attitude to Friendly before he will help them escape. PCs can gain cumulative bonuses to their Diplomacy checks by providing the following information:

If the PCs...	Diplomacy check Bonus
Point out the dead bodies of the Legion of Doom	+5
Tell the story about meeting Trom	+7
Show rank or insignia in the Army, Bissel Companies, Nightwatch or Knights of the Watch	+10

If the PCs convince Ranner that they are on the same side, proceed to Encounter 7A. If the PCs simply move off to leave the ledge, proceed to Encounter 7B.

Encounter 7A: A Wolf in Sheep's Clothing

Having convinced Ranner that you are, in fact, on the same side, he motions his men to lower their weapons.

"Sorry about that" he confesses. "We've been encountering patrols all day today while waiting for you guys. I sure hope that the original Fox team is okay – I know a couple of those guys. In any case, let my men cover up our tracks, and then we can get out of here. Our mage has a device that will take us to the rendezvous point, and I'm sure that someone's going to want to debrief you."

Ranner's men begin to fan out around the ledge, using tools to cover over the various tracks. The dead bodies of your ambushers are simply slung over the waterfall edge, after being weighed down with stones.

Finally, Ranner has you and his men cluster in the center of the ledge.

"Marko, let's get out of here." he says to the mage.

“Sure thing. Let me get the stone.” Marko reaches into one of his pockets and withdraws a black stone.

And then the world comes apart....

As soon as he withdraws the stone, purple lightning arcs off of it and throws you and the rest of Ranner’s men into the air. You hit the ground and roll, but more lightning pummels you, and you realize that this is not electricity, but negative energy. As you struggle to get to your feet, black tentacles burst out of the ground, and envelope you, forcing you to the ground.

The last thing you remember as you pass out is Marko’s evil laugh.

The PCs should be caught off guard by Marko’s sudden betrayal. If, for some reason, a player decides to not abide by the ending and wished to use an ability to escape the scene, then use your judgment. Marko should be a relatively easy kill, but the effects of the stone do not stop with his death. A PC can either flee or succumb to the effects of the stone (unconsciousness). If a PC flees, then they are done with the module, and cannot play the second half. Make note of this on their AR, and then have the player leave the table.

Continue with Encounter 8.

Encounter 7B: Sudden Ambush

You come to the realization that you do not need Ranner to leave the area. You can simply climb off the ledge and make your own way back to friendly territory. And while Ranner is not happy of the fact that he can not keep you here, he is not stupid enough to risk a fight with you on the ledge.

As you prepare to leave, Ranner pulls his men back into the cave, to a secure location. Then, unexpectedly, without any sounds of casting, purple lightning arcs from within the cave, hitting all of you in the chest. You notice that most of Ranner’s men are also blown out of the tunnel, but that one man, a mage, is advancing on you, arms extended, lightning shooting out of his fingertips.

You hit the ground and roll, but more lightning pummels you, and you realize that this is not electricity, but negative energy. As you struggle to get to your feet, black tentacles

burst out of the ground, and envelope you, forcing you to the ground.

The last thing you remember as you pass out, is the mage’s evil laugh.

The PCs should be caught off guard by the mage’s sudden attack. If, for some reason, a player decides to not abide by the ending and wished to use an ability to escape the scene, then use your judgment. The mage should be a relatively easy kill, but the effects of the stone he is using to attack the group do not stop with his death. A PC can either flee or succumb to the effects of the stone (unconsciousness). If a PC flees, then they are done with the module, and cannot play the second half. Make note of this on their AR, and then have the player leave the table.

Continue with Encounter 8.

Encounter 8: Enter Evard

When you wake, you feel pain - excruciating pain. Pain that slices through you mind like an icy knife. Pain that cuts your soul, and drains your life. Pain that saps your will to exist. You try to pass out from the pain, but it is kept at such a level that there is no reprieve. You will yourself to overcome the pain, but you have little will left at all. You will yourself to die, to end the pain, but you do not have enough will to do that, either. Your world is torment.

The pain makes you see things. Or maybe you are seeing the things that are causing the pain. Monsters from your nightmares flitter across the back of your brain. Your gods have forsaken you, or perhaps you have forsaken your gods – you don’t know what you have said, what the pain made you say, or what the paid has said to you. The pain is reprogramming you. You want to unleash it from yourself, to transfer it to others so that you do not feel it anymore.

The pain has been asking you questions. Some you have not answered. Many you have answered even though you did not want to. One does not make sense.... “What does she know? What does she know about herself?” It is the question that the pain asks most insistently. It is the question the pain wants answered the most.

And then abruptly, the darkness ends. Your nerves are over sensitive, and the light causes needles of pain to shoot through the

front of your head. But the other pain, the deeper pain is no more.

A face comes into view, peering over you. A face you almost weep to see. An angel come to rescue you. Lady Saralind. Only different. Older... Harder... Evil... And she asks you the question. "What does she know? What does she know about herself? Answer me!"

You have no words. You are too drained. Too exhausted. And you do not have an answer. She pulls back, places her hand on your head, and you jolt upward – the pain coursing through your body again. Your life force crumbles away, eroding to a mere sliver of what it once was.

The pain stops. Your vision clears, and you manage to focus on the woman that is not quite Lady Saralind. You can feel the power that envelops her. The evil that rolls off her. She basks in the life force that she has drained out of you. "Remember what I can do. Remember the pain that I can inflict. Remember that only I can stop the pain. Remember that if you fail to kill her for me, I will not kill you – I will fill you with this pain for eternity. If you fail to kill that failed experiment, that pathetic premature clone, you will feel pain like no other mortal soul has ever felt on Oerth. Remember that no one fails me. No one fails Evard." And then the darkness engulfs you once again.

Preparation for Round 2

The PCs will begin the second round of the module all having been drained to second level. (If players are first or second level, there is no change).

It is highly recommended that you distribute new character sheets to each of the players. Players should create a second level version of their characters on their sheets. Do not have players alter their original character sheets - Their characters should be restored to normal by the end of the module, as this drain is a temporary effect.

In general, give the players about 30 minutes to complete the conversion of their PCs. The second part of this module has been shortened to account for this.

Have the players modify their characters based on the following guidelines. These guidelines are repeated in *Player Handout 1* –

Guidelines for Conversion, which should be distributed to each player.

- PCs have no equipment or items with them. They are dressed only in rags
- The PCs are effectively second level, except for where noted below. PCs do not need to recreate what they were at second level, as they have been drained down, but cannot gain new classes / abilities / feats / skills that they do not currently have.
- PCs need to reduce their stats. Allow the player to select which stat(s) to reduce. For every four levels the character has, one stat needs to be reduced by one. Characters that started the module at third level or lower do not need to reduce any stats.
- Multi-class PCs may select which classes they want their two levels to be in, so long as they continue to meet the requisites of their remaining classes.
- PC spellcasters only have the spells they would normally have at second level. PC wizards do not have access to a spell book, so they must select which spells they have been left with. If, during the first part of the module a PC cast all his/her first level spells, then that PC will not have any first level spells for the second part of the module. Clerics, sorcerers and other spontaneous casting classes can pray or meditate as normal to refill or change these slots based on spells the PC originally had access to.
- All the feats that a PC knew are still known by the PC. However, if the PC does not meet the requisites for the feat (e.g. due to a lowered BAB) the PC cannot use the feat.
- PCs need to recalculate their saving throws, attack and damage modifiers, and ACs
- Finally, players need to redistribute their PC's skill points based on being second level. PCs should not pick up new skills during this process, but otherwise can allocate points as they see fit.
- The PCs start with the maximum hit points possible at 2nd level (e.g. a 2nd level rogue with a 14 con would start with 16 hp.)
- A PC may not change alignment during this process

- All effects from ARs are still in effect (curses, bonuses, etc.) unless the PC does not meet the requisites as laid out on the AR.
- Spell effects that were active on the PC at the end of Encounter 7 are no longer active. (This includes any *contingencies* or permanent effects)
- Nothing on a character's original sheet should be modified. The DM should collect all of these sheets once the conversion is complete, and put them in a safe place. The players will get these sheets back when their characters are restored to normal at the end of the module.

Once the players have converted their characters and had a few minutes for a break, continue on to Encounter 9.

Encounter 9: Jailbreak

Please refer to *DM Aid – Map #5 – Thornward Keep, First Floor*. The PCs begin this encounter at Location A.

Location A

When you wake, you find yourself on the hard stone floor of a dungeon cell. Your companions are around, and while unshackled, you are dressed in filthy rags. And while alive, you know that you have been drained, down to a mere wisp of what you were previously.

You take stock of your surroundings. Around you, your companions are beginning to wake up, and the same signs of torture that you have been through is evident on their bodies. You are pale, dehydrated, and your bodies feel hollow. You have seen newly raised zombies that were in better shape than you are now.

Comparing yourselves to undead is probably an apt metaphor – your dungeon cell resembles more of a tomb than a prison. The door to the ten by ten room appears to be a solid stone slab. There isn't even a handle on this side. There is no grate, no window, and no features on it. There is no furniture, only two small candles, shedding little light on the wet, algae covered walls.

The PCs can estimate that candles will probably give them another hour or so of light before they burn out.

If the PCs examine the door, and can succeed at a Knowledge [architecture & engineering] check (DC 10) they can determine that the door is solid stone, reinforced by iron, and sealed shut. PCs who wish to break it down are facing a near impossible task (at least, in their current state), as the door has the following characteristics:

Iron-Reinforced Stone Door: 4 in. thick; hardness 10; hp 72; AC 5; Break DC 30.

The door is only large enough for a maximum of two people to aid in a Break check at the same time.

The PCs can make all the noise they want – no one is paying attention to them. The door is too snugly fit for the PCs to attempt to open the lock from this side.

PCs who closely examine every inch of the cell can make a Search check (DC 20). Success means they find something scratched into the south wall under the algae. If they clear the algae, they can find a message scratched into the wall – give them *Player Handout 2 – Writing on the Wall*.

When the Kettite raiders captured Thornward, they threw one of the castle nobles in this very cell. Unbeknownst to the captors, the noble had commissioned the construction of the cells, and had built in a back door for just such an emergency. He scratched these words on the wall, in case anyone else became imprisoned here. Evard has no idea of the history of the cell or of the escape tunnel it contains.

To get the solution to this puzzle, the PCs must realize that a number is specified in each line, which corresponds to that numbered letter in each sentence:

Someone = 1 = s

hours in the day = 24 = i

six days = 6 = l

dozen = 12 = v

forth = 4 = e

another day = six days + 1 = 7 = r

If a PC speaks the word 'silver', then a five-foot section of the back wall pops free, revealing a three-foot by three-foot tunnel that a medium-sized or smaller creature can crawl through.

If the players look like they are having difficulty with the riddle, give them the first hint - that every line in the last paragraph has a numerical allusion,

and if necessary, point out the more difficult ones (“forth”, “another day”).

If the PCs continue to have difficulty solving the puzzle, or are stuck on how to use the numbers, give them the hint that the passage mentions a code word – they need to use the hidden numbers to find the code word.

For each hint the PCs receive, the XP reward is reduced.

Location B

The first PC to crawl down the tunnel will need to clear out a number of cobwebs, startling a number of spiders and one large rat.

The tunnel extends to the left approximately 20 feet before ending at a grate in the wall of a hallway. The PC in the tunnel needs to make a Strength check (DC 12) to punch or kick the grate out, at which point they can crawl into the main hallway.

A PC looking up the hallway will notice a low light coming from beyond a partially opened door at the limit of their vision. Aside from the skittering of rats, there are no other sounds.

Location C

Here the PCs can find the front doors of the holding cells. All of the cells are locked with sliding bolts from this side, though they can easily be opened. PCs who search the other cells will find them to be totally empty, but clean. The bolts on the doors require tools to remove them, and would provide negligible weapon value to the PCs.

Location D

PCs approaching the slightly ajar door quietly can get a good view of the layout of the room before having to attack the zombie guards in the room. To the left of the door, on the west wall, is a wooden desk, covered in papers. Along the north wall are an open iron maiden (unoccupied) and a closed chest. The only other exit from the room is a closed wooden door in the east wall.

The human warden of the cells is currently manning the defenses of Thornward, due to a lack of manpower. The two zombies have been left to guard the room, with orders to attack anyone that is not supposed to be there.

All APLs (EL 2)

Human Commoner Zombies (2): hp 10 each; see *Monster Manual* page 266.

The PCs, who should still be unarmed, may want to improvise weapons during the fight. They can easily smash the desk (hp 10) to create improvised clubs (per the improvised weapons rule in the PHB, p. 113).

Once the zombies have been subdued, the PCs can search the room at will.

The desk contains primarily administrative papers and logs. There is a ledger that contains the names of the prisoners and their dispositions. Of interest to the PCs who read the ledger may be the following:

- Baron Zafar Rashedra and Baron Darius Besselar. Imprisoned from 01 Planting to 02 Planting 595
- The PCs names are the last entries. They were brought here a week ago.

The iron maiden is relatively well kept and clean. It does not appear to have been used recently. PCs who Search the iron maiden (DC 8) can find two spikes that can be easily pried loose. These spikes can be used as improvised daggers.

The chest is unlocked. It contains a number of items that may be of use to the PCs, listed in the Treasure section below. The magical items are clearly tagged, as if a prisoner might one day return to claim them.

Treasure

All APLs: L: 70 gp; C: 5 gp M: *scroll of magic missile* (13 gp); *scroll of summon monster I* (13 gp); *potion of cure light wounds* x3(75 gp each), *ring of protection* +1 (167 gp)

The door in the west wall is locked, but not trapped:

Wooden Door: 2 in. thick; hardness 5; hp 15; AC 5; Break DC 20; Open Lock DC 10.

Location E

A spiral staircase in the southeast corner heads up to Location G. In the north wall is an unlocked set of stone double doors. There is nothing else of note in this room

Location F

When the PCs open the double doors from Location E, they will be able to see into the room. Two torches in sconces on either side of the door provide enough light to see two mummies guarding the stone double door in the north wall. The PCs should be dissuaded from going down

this route, given their current condition. If by some miracle, they make it through the mummies, they will find that the double door is magically sealed (it requires the opener to speak an unknown passphrase).

ALL APLs (EL 7)

Mummies (2): hp 55 each; see *Monster Manual* page 190.

Location G

Please refer to *DM Aid – Map #6 – Thornward Keep, Second Floor*.

Spiral stairs lead down from here to Location E. There is an unlocked stone door in the west wall that leads to a short hall. At the far end of the hall is an unlocked door.

PCs who listen at the door will hear a low, mechanical humming coming from the next room.

There is nothing else of consequence in this area.

Location H

The dark, cramped halls that you have been following now open up into a large, tall room. Almost a hundred feet long, fifty feet wide and at least two stories high, this room resembles more a laboratory than a dungeon. Opposite you, in the center of the room is a solid slab of granite on its side, serving a kind of workbench – you can see books and scrolls on it. Inscribed on the floor of the room are two large arcane circles, with braziers burning at their center points. Lining the walls of the room are over fifteen sarcophagi – with tubes and coils piercing their covers. Floating balls of light, suspended in the rafters, light the entire room. The room is impeccably clean.

PCs who examine the sarcophagi will find something disturbing. For each member of the party, there is a sarcophagus with their image and their name carved into the cover. All of the rest of the sarcophagi have Evard's image carved into the cover, with the name Saralind Markavan engraved on the lid.

PCs examining the center worktable will find Evard's notes on the cloning procedure. The players are too exhausted to make sense of the highly arcane notes, but there are some salient passages that they can pick out of the text. Give them *Player Handout 3 - Evard's Laboratory Notes*.

If the PCs open a sarcophagus with an image of Evard on the cover, read the following

As you open the lid, a murky liquid sloshes over the side of the stone box. As soon as the lid is clear, the hairless body in the coffin sits bolt up right and begins convulsing. Its thrashing sprays liquid all over the floor, and its convulsions are so violent that the body literally jumps out of the sarcophagus and onto the floor. After a few more spasms, it is still.

A successful Heal check (DC 5) will reveal that the body is now dead. The body is a clone of Evard, but appears to be younger, resembling Saralind more than the Evard the PCs last saw.

The only way that the PCs have of destroying all of the clones is to open the sarcophagi. They have no way of saving any of the clones and transporting a clone to safety.

If the PCs open one of the sarcophagi with their images on the cover, they will find the sarcophagus empty and dry.

Double doors in the north end of the room lead into Location I. A single door in the south end leads into Location J.

Location I

When the PCs open the double doors from Location H, they will be able to see into the room at the end of the long corridor.

A single, floating globe of light in front of the double doors on the west wall of the room provides a very dim illumination in the room. Standing in that pool of light is a nightwalker. Two other nightwalkers are standing in the shadows, out of the PC's line of sight, in the northwest and southwest corners of the room. If the PCs enter the room, it is a guaranteed death. The nightwalkers will not leave the room they are guarding.

All APLs (EL 19)

Nightwalkers (3): hp 178 each; see *Monster Manual* page 196.

Location J

If the PCs listen at the door to this room before entering, and succeed at a Listen check (DC 8), they will hear two voices having a conversation. The voices are those of Gruul and Arvudsen (from Encounter 4), who are having a pointed discussion about the merits of stabbing someone in the back

versus shooting someone in the back with a *magic missile*.

Give the PCs a standard action to prepare and sort out their strategy. Gruul and Arvudsen's conversation is heated enough that if the PCs are careful, they can get away with casting spells, drawing weapons or other moderately noisy actions.

If the PCs spend more than a round getting ready, then Gruul will open the door, and there the PCs have lost the element of surprise. If the PCs open the door before a round elapses, they will surprise Gruul and Arvudsen.

All APLs (EL 4)

Gruul: human male Rog2 hp: 13; See *Appendix Seven*.

Arvudsen: human male Sor2 hp: 11; See *Appendix Seven*.

Tactics: Gruul and Arvudsen will fight to the death. If the PCs manage to subdue them, they will not co-operate, both out of fear of their mistress as well as knowledge that the PCs are outnumbered by the evil forces within Thornward Keep, and someone friendly is bound to come to this area sooner or later.

Treasure

All APLs: L: 27 gp; C: 5 gp M: *scroll of magic missile* (2 gp); *potion of spider climb* (25 gp); *potion of cure light wounds* x2 (25 gp each)

Aside from the stairs leading up to Location K, there is nothing else of interest in this room

Location K

Please refer to *DM Aid – Map #7 – Thornward Keep, Second Floor*.

Spiral stairs lead down from here to Location J. There is an unlocked stone double door in the north wall that leads to Location L.

Location L

This is little more than a featureless hallway leading to another set of double doors.

PCs who listen at the double doors, and succeed at a Listen check (DC 7) will hear Firath and Pior talking about Marko, the turncoat mage from Encounter 7:

“Too bad about Marko, huh Pior?” says a deep male voice.

“What’s bad about it? If I were the mistress, I wouldn’t trust someone who had switched sides. I bet you she thought he was a double agent – you know, planted by the Bisselites.”

“Well, then why’d she trust that party we just outfitted. You saw her giving them instruction – they got pretty close to her.”

“I think those guys were special. You should’ve seem last night – they were pretty badly beaten up when we threw them in the cell last night. She must have mindwiped them or something.”

Firath and Pior continue to talk about getting the room “in order” now that their work there is done. They will not exit the area for quite a while, so the PCs have some time to prepare before confronting them.

Location M

When the PCs open the door to this room, they should catch Firath and Pior by surprise. The two are standing behind the desk in opposite corners of the room, sorting through papers. Three skeletons in the room stand between them and the PCs.

All APLs (EL 5)

Firath of Nerull: human male Clr 2 hp: 18; See *Appendix Seven*

Pior: human male Ftr 2 hp: 19; See *Appendix Seven*

Human Warrior Skeletons (3): hp 6 (each); see *Monster Manual* p. 226.

Tactics: Firath and Pior will fight to the death. If the PCs manage to subdue them, they will not co-operate, both out of fear of their mistress as well as knowledge that someone is bound to come to this area of Castle Thornward sooner or later.

Treasure

All APLs: L: 57 gp; C: 5 gp M: *potion of cure light wounds* x2 (25 gp each)

Once the PCs have dispatched their attackers, they can search the room. The papers on the desks are duty logs and various notes on guard schedules. While not immediately useful to the PCs, Bissel intelligence would be very interested in having them.

The wooden double doors on the north wall are closed, locked, and trapped.

ALL APLs (EL 1)

Wooden Double Doors: 2 in. thick; hardness 5; hp 20; AC 5; Break DC 20; Open Lock DC 15.

Poisoned Dart Trap: CR 1; mechanical; touch trigger; manual reset; Atk +8 ranged (1d4 plus poison, dart); poison (bloodroot, DC 12 Fortitude save resists, 0/1d4 Con plus 1d3 Wis); Search DC 20; Disable Device DC 18.

Once the trap has disarmed and the door has been opened, the PCs can enter Location N.

Location N

This large room is lined with bookcases, as well as having two windows that overlook a nondescript portion of Thornward Keep.

The bookcases along the walls are filled with a myriad of histories of the Sheldomar Valley, instruction manuals on disguise, sabotage and spycraft, as well as notes on many of the organizations of Bissel.

On the many tables and unlocked chests in the room, the PCs can find all of their belongings, along with many of the possessions of Dog Team.

A PC making a Spot check (DC 20) when going through the various possessions will notice a flat 5-inch square stone that has a groove down the middle. It is etched with the words "break to activate". Any PC that can succeed at a Knowledge [arcana] check (DC 12) realizes that this is probably a trigger of a teleport spell. Members of the Guild of the Arcane Path automatically know the purpose of the device, as the GAP has been creating a large number of these in the recent months, for military use. PCs who convinced Ranner and Dog Team that they were friendly may remember Marko referencing this device.

In order to complete their flight, the PCs need to find Marko's original teleportation stone, and activate it. When the PCs break the stone, all the living beings in the room will be transported to the safe house where Dog Team was supposed to bring the original Fox Team. Proceed to Encounter 10.

Encounter 10: Seeing Double

As the momentary disorientation of the teleport clears, you find yourselves in a dimly lit room on the ground level of a house somewhere. Two young men in Bissel

uniforms are staring at you. "What the heck?" yells a young, pimply face private, who can barely hold his sword correctly. "Two of you? HELP!!!! WE'RE UNDER ATTACK!!! HELP!!!!" he yells, waving his sword wildly.

The other private, perhaps wiser, bolts up the stairs to the second floor. In a second, two members of the Bissel Free Companies and two Knights of the Watch come rushing down the stairs, weapons drawn. As they see you, you can see confusion and alarm spread over their faces.

"Doppelgangers" says one of the Knights of the Watch. One of the Free Company men steps to the side, quickly casts a spell, and vanishes. The other three men advance on you weapons drawn.

"Keep your hands up, and drop your weapons. You're under arrest." More soldiers begin entering the house, all with weapons drawn. From the house, you are forcibly marched to a tent in the Bissel encampment.

If there is time, allow the PCs a little bit of roleplaying with their guards. The guards are highly suspicious of the PCs, and will divulge that a group that looks exactly like the PCs arrived at the encampment and were immediately whisked away to Pellak by Mist Chameleon agents. After a few minutes of roleplay, the guards will be called back to their posts. Read the following to the PCs:

About twenty minutes later, members of the Knights of the Watch and Bissel Free Companies fully encircle your tent, and no one is allowed in or out. You hear the words "doppelgangers", "assassination attempt" and "The Regent" whispered around the tent.

Finally, five hours after being escorted to the tent, Generals Rashedra and Greenblade arrive, with the High Priest of Heironeous, Malto Adeur. Adeur looks at all of you, penetratingly and then speaks to the Generals.

"They are not disguised. The power of true vision granted me by the Archpaladin confirms that they are as they appear."

"Well then, we have some questions for you" says General Rashedra. "What happened to you, and why did people looking exactly like you almost succeed in assassinating the Regent?"

Generals Rashedra and Greenblade will wait for the PCs to tell their story. They will caution the

PCs to be quiet and extremely discreet with the information about Evard / Saralind, but they also appear deeply troubled by the information.

Once the PCs' have told their story, High Priest Adeur will examine the PCs. He will inform them that he believes the level drain to be temporary, and that, if they wish, they can recuperate in Pellak at the high temple of Heironeous, where they will be safe. Whatever the PCs decide to do, they are free to leave.

Conclusion

About a week has passed since your escape from Thornward Keep. Your life force has slowly returned to normal, and with it, your abilities and skills have come back to where you left them. Some of your scars have not healed yet though – including a brand of Evard's crest over your heart

At the end of your recuperation period, you have been summoned to High Priest Adeur's private chambers at the high temple of Heironeous in Pellak. Suspecting that he might want to check up on you one last time, you make your way there, where you find your companions waiting.

Smoothly, the great double doors to the High Priest's chambers glide open, revealing a welcoming room. Seated in a simple rocking chair, in a plain white gown with a blue shawl is a figure that makes you instinctively reach for your weapons. Then you realize, the woman is not Evard the Necromancer, but her clone, the Regent Saralind Markavan. High Priest Adeur stands behind her, with three Knights of the Watch.

Lady Saralind notices your reaction and smiles ironically. "Perhaps it would be best for you to strike me down now, and finish the job that Evard sent your clones to do." She grimaces and shakes her head. "But I think that you know now that Evard views me as an enemy, and as a force of good opposing her evil lust for power."

"Your doubles have been defeated – doubles who were servants of evil, as you are servants of good. My double is still out there, still performing evil."

"I will not ask an answer of you now, but I will want an answer of you eventually – are you willing to return the favor? As I struck down

your evil clones, will you do the same for me? Will you continue our fight?

"Do not answer me now, but for now go and rest, and think about that question. "

"One more thing – you have learned much, and opened our eyes to many unexpected truths. If word of any of this were to become public... I hesitate to think of the backlash. Some things are better kept to ourselves."

With that, Lady Saralind turns away, and the audience is at an end.

The End

Experience Point Summary

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

Encounter 2

Defeat the shadar-kai

APL 2: 150 xp.

APL 4: 210 xp.

APL 6: 270 xp.

APL 8: 330 xp.

APL 10: 390 xp.

APL 12: 450 xp.

Encounter 5

Defeat the sewer's inhabitants

APL 2: 60 xp.

APL 4: 120 xp.

APL 6: 180 xp.

APL 8: 240 xp.

APL 10: 300 xp.

APL 12: 360 xp.

Encounter 6

Defeat the shadar-kai

APL 2: 150 xp.

APL 4: 210 xp.

APL 6: 270 xp.
APL 8: 330 xp.
APL 10: 390 xp.
APL 12: 450 xp.

Encounter 9

Defeat the zombie guards in Location D

APL 2: 60 xp.
APL 4: 120 xp.
APL 6: 180 xp.
APL 8: 240 xp.
APL 10: 300 xp.
APL 12: 360 xp.

Defeat Gruul and Arvudsen in Location J

APL 2: 120 xp.
APL 4: 180 xp.
APL 6: 240 xp.
APL 8: 300 xp.
APL 10: 360 xp.
APL 12: 420 xp.

Defeat Firath, Pior, and the skeletons in Location M

APL 2: 150 xp.
APL 4: 210 xp.
APL 6: 270 xp.
APL 8: 330 xp.
APL 10: 390 xp.
APL 12: 450 xp.

Find and disable the trap on the door in Location M

ALL APLs: 30 xp

Story Award

Destroy the device in Encounter 2

APL 2: 30 xp.
APL 4: 45 xp.
APL 6: 60 xp.
APL 8: 75 xp.
APL 10: 90 xp.

APL 12: 105 xp.

Rendezvous with Dog team in Encounter 7

APL 2: 30 xp.
APL 4: 45 xp.
APL 6: 60 xp.
APL 8: 75 xp.
APL 10: 90 xp.
APL 12: 105 xp.

Solve the puzzle in Encounter 9, Location A

Without a hint: All APLs: 50 xp
With 1 hint: All APLs: 25 xp
With 2 or more hints: All APLs: 0 xp

Escape from Thornward Keep

APL 2: 30 xp.
APL 4: 45 xp.
APL 6: 60 xp.
APL 8: 75 xp.
APL 10: 90 xp.
APL 12: 105 xp.

Discretionary roleplaying award

APL 2: 30 xp.
APL 4: 75 xp.
APL 6: 120 xp.
APL 8: 165 xp.
APL 10: 210 xp.
APL 12: 255 xp.

Total possible experience

APL 2: 900 xp.
APL 4: 1350 xp.
APL 6: 1800 xp.
APL 8: 2250 xp.
APL 10: 2700 xp.
APL 12: 3150 xp.

Treasure Summary

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure

has a “treasure” section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter’s treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate. Because this is a Regional adventure, characters may spend additional Time Units to practice professions or create items immediately after the adventure so this total may be modified by other circumstances.

L = Looted gear from enemy; C = Coin, Gems, Jewelry, and other valuables; M = Magic Items.

Encounter 2:

APL 2 L: 47 gp C: 0 gp M: (700 gp) *potion of barkskin* +2 x3(25 gp each), +1 *studded*

leather (98 gp), +1 *gal-ralan* x3 (70 gp each), *ring of protection* +1 (167 gp)

APL 4 L: 64 gp C: 0 gp M: (1080 gp) +1 *chain shirt* (100 gp), +1 *studded leather* (98 gp), +1 *gal-ralan* x2 (75 gp each), +2 *gal-ralan* (209 gp), *potion of barkskin* +3 x3 (50 gp each), *gloves of dexterity* +2 (333 gp)

APL 6 L: 7 gp C: 0 gp M: (1994 gp) +1 *chain shirt* (140 gp), +1 *studded leather* (98 gp), +1 *spiked chain* (194 gp), +1 *gal-ralan* (70 gp) +2 *gal-ralan* (209 gp), +3 *gal-ralan* (467 gp), *potion of barkskin* +3 x3 (50 gp each), *gloves of dexterity* +2 (333 gp), *cloak of charisma* +2 (333 gp)

APL 8 L: 10 gp C: 0 gp M: (3374 gp) +2 *chain shirt* (354 gp), +1 *studded leather* (98 gp), +1 *spiked chain* (194 gp), +1 *human-bane spiked chain* (694 gp), +2 *gal-ralan* x2 (209 gp each), +3 *gal-ralan* (467 gp), *potion of barkskin* +3 x3 (50 gp each), *gloves of dexterity* +2 (333 gp), *cloak of charisma* +2 (333 gp), *ring of protection* +2 (333 gp)

APL 10 L: 10 gp C: 0 gp M: (6898 gp) +2 *chain shirt* (354 gp), +2 *studded leather* (348 gp), +1 *spiked chain of shock* (694 gp), +1 *human-bane spiked chain* (694 gp), +2 *gal-ralan* x2 (209 gp each), +4 *gal-ralan* (833 gp), *ring of protection* +1 x2 (333 gp), *potion of barkskin* +4 x3 (75 gp), *gloves of dexterity* +4 (1333 gp), *cloak of charisma* +4 (1333 gp)

APL 12 L: 10 gp C: 0 gp M: (9651 gp) +2 *chain shirt* (354 gp), +2 *studded leather of shadow* (660 gp), +1 *human-bane spiked chain* x2 (694 gp), *ring of protection* +2 x3 (333 gp each), +2 *gal-ralan* x2 (209 gp), +5 *gal-ralan* (1300 gp), *gauntlets of ogre power* (333 gp), *gloves of dexterity* +4 (1333 gp), *cloak of charisma* +4 (1333 gp), *amulet of health* +2 (333 gp), *potion of barkskin* +5 x3 (400 gp each)

Encounter 6:

APL 2 L: 59 gp C: 0 gp M: (438 gp) +1 *chain shirt* (104 gp), *ring of protection* +1 (167 gp), *vest of resistance* +1 (83 gp) 2x *potion of cure light wounds* (4 gp each) 2x *potion of invisibility* (25 gp each) *potion of bear's endurance* (25 gp)

APL 4 L: 53 gp C: 0 gp M: (796 gp) +1 *full plate* (221 gp) *amulet of natural armor* +1 (167 gp) *ring of protection* +1 (167 gp), *vest of*

resistance +1 (83 gp) 2x potion of invisibility (25 gp each) potion of bear's endurance (25 gp)

APL 6 L: 3 gp C: 0 gp M: (1274 gp) 2x +1 full plate (221 gp each) +1 scythe (193 gp) +1 large steel shield (98 gp) amulet of natural armor +1 (167 gp) ring of protection +1 (167 gp), vest of resistance +1 (83 gp) 3x potion of invisibility (25 gp each) 2x potion of bear's endurance (25 gp each)

APL 8 L: 3 gp C: 0 gp M: (2128 gp) +1 full plate (221 gp) +2 full plate (471 gp) +1 scythe (193 gp) +1 large steel shield (98 gp) +1 rapier (193 gp) +1 studded leather (98 gp) amulet of natural armor +1 (167 gp) ring of protection +1 (167 gp), vest of resistance +1 (83 gp) 4x potion of invisibility (25 gp each) 3x potion of bear's endurance (25 gp each) 2x potion of cat's grace (25 gp each) 2x potion of displacement (63 gp each) potion of cure serious wounds (25 gp) oil of keen edge (63 gp)

APL 10: L: 3 gp C: 17 gp M: (4130 gp) 2x +1 full plate (221 gp each) +1 chain shirt (104 gp) +1 scythe (193 gp) +1 spiked chain (193 gp) +1 large steel shield (98 gp) +1 rapier (194 gp) +1 studded leather (98 gp) amulet of natural armor +1 (167 gp) 2x ring of protection +1 (167 gp each), 4x vest of resistance +1 (83 gp each) cloak of elvenkind (209 gp) boots of elvenkind (209 gp) cloak of charisma +2 (333 gp) 5x potion of invisibility (25 gp each) 3x potion of bull's strength (25 gp each) 5x potion of bear's endurance (25 gp each) 3x potion of cat's grace (25 gp each) 2x potion of eagle's splendor (25 gp each) 3x potion of displacement (63 gp each) potion of fly (63 gp) 2x oil of keen edge (63 gp each) 4x potion of barkskin +5 (100 gp)

APL 12 L: 23 gp C: 17 gp M: (7941 gp) 2x +1 full plate (221 gp) +1 chain shirt (104 gp) +1 frost scythe (693 gp) living chain (527 gp) +1 large steel shield (98 gp) +1 large wooden shield (98 gp) +1 rapier (194 gp) +1 studded leather (98 gp) +3 hide armor (775 gp) 2x ring of protection +1 (167 gp each), vest of resistance +1 (83 gp each) 2x vest of resistance +2 (334 gp each) cloak of elvenkind

(209 gp) boots of elvenkind (209 gp) cloak of charisma +2 (334 gp) 2x periapt of wisdom +2 (334 gp each) pipes of the damned (250 gp) 6x potion of invisibility (25 gp each) 3x potion of bull's strength (25 gp each) 6x potion of bear's endurance (25 gp each) 3x potion of cat's grace (25 gp each) 2x potion of eagle's splendor (25 gp each) 3x potion of displacement (63 gp each) 2x potion of fly (63 gp each) 2x oil of keen edge (63 gp each) 5x potion of barkskin +5 (100 gp each) oil of magic vestment +4 (200 gp) potion of darkvision (25 gp)

Encounter 9 – Location D:

ALL APLs L: (65 gp) chain shirt (50 gp); short sword (5 gp); thieves' tools (15 gp); C: 5 gp M: (396 gp) scroll of magic missile (2 gp); scroll of summon monster I (2 gp); potion of cure light wounds x3 (75 gp each), ring of protection +1 (167 gp)

Encounter 9 – Location J:

ALL APLs L: 27 gp; C: 5 gp M: (77 gp) scroll of magic missile (2 gp); potion of spider climb (25 gp); potion of cure light wounds x2 (25 gp each)

Encounter 9 – Location M:

ALL APLs L: 57 gp; C: 5 gp M: (50 gp) potion of cure light wounds x2 (25 gp each)

Total Possible Treasure (Maximum Reward Allowed)

APL 2: L: 255 gp, C: 15 gp, M: 1661 gp – Total: 1931 gp (900 gp).

APL 4: L: 266 gp, C: 15 gp, M: 2399 gp – Total: 2680 gp (1300 gp).

APL 6: L: 159 gp, C: 15 gp, M: 2877 gp – Total: 3051 gp (1800 gp).

APL 8: L: 162 gp, C: 15 gp, M: 6025 gp – Total: 6202 gp (2600 gp).

APL 10: L: 162 gp, C: 32 gp, M: 11551 gp – Total: 11745 gp (4600 gp).

APL 12: L: 182 gp, C: 32 gp, M: 18115 gp – Total: 18330 gp (6600 gp).

Items for the Adventure Record

Special

Influence with the Bissel Free Companies: For completing this mission, if the PC is, or in the future becomes a member of the Bissel Free Companies, he or she may spend this Influence Point (mark it as used) during any adventure to gain access (Freq: Adventure) to purchase any single magic item in the DMG (other than a Bag of Tricks) valued at 2500 gp or less. Access is only granted to items that are legal in the Living Greyhawk campaign. A PC may spend multiple Influence Points with the Bissel Free Companies simultaneously to receive access to an item of value less than or equal to the sum of the value limits on the individual Influence Points. Influence Points with no explicit gp value associated with them cannot be combined with this Influence Point. These Influence Points are non-transferable and can only be spent by the individual who received them.

Influence with the Mist Chameleons: This PC has returned from Evard's stronghold with guard duty rosters and patrol logs, and the spies of Bissel will return the favor. During any mission set within the Sheldomar Valley, the PC may spend this favor to gain a +10 circumstance bonus on a single Gather Information check. Mark this favor as USED once it has been spent.

Gal-Ralan: When this cold-forged iron armband is donned (taking up the spot where a bracer would be worn), it pierces the wearer's forearm with long needles of the same metal. The device fixes its wearer's soul to her body but also causes never-ending pain. As long as a character wears a gal-ralan, she takes 1 point of Constitution damage that cannot be healed by any means until after the gal-ralan is removed. A gal-ralan provides its wearer with a +1 to +2 resistance bonus on her saving throws. This bonus increases by an additional +2 against death effects, energy drains, and effects that affect the wearer's soul.

Caster Level: 5th; *Prerequisites:* Craft Wondrous Item, *resistance*, *caster level* must be three times that of the gal-ralan's bonus; *Market Price:* 625 gp (+1), 2,500 gp (+2); *Weight:* Negligible

Marked by Evard: Although the wounds you suffered during your imprisonment by Evard the Necromancer have healed, one scar refuses to fade. A hand-sized brand of the upside-down

castle crest of the Necromancer is burned onto your chest, over your heart.

Gratitude of the March: For your participation in the daring attack on Castle Thornward, you have earned the gratitude of the March. At any point immediately after a Bissel module, your character may train with one of the great citizens of the March. A player may choose one of the benefits for his character – when chosen, circle the reward chosen and cross off this benefit

Lady Imycina of the Mist Chameleons – Select access to one limited feat, per the LGCS. Your character must be able to take that feat immediately.

Baroness Jasmine Besselar – You gain access to one limited spell, per the LGCS. Your character must be able to learn or copy the spell immediately.

Baron Cainlan Rashedra – You gain access to one limited prestige class, per the LGCS. Your character must be able to take a level in this class immediately.

Lord Jerius Greenblade - You gain access to one weapon, armor, rod, or wand in the DMG with a value of less than 9000 gp. Your character must be able to purchase the item immediately.

Item Access

APL 2:

- +1 *gal-ralan* (Adventure)

Vest of Resistance +1 (Adventure; Complete Arcane) APL 4 (all of APL 2 plus the following):

- +2 *gal-ralan* (Adventure)
- *Potion of Barkskin* +3 (Adventure; DMG)

APL 6 (all of APLs 2, 4 plus the following):

- +3 *gal-ralan* (Adventure)

APL 8 (all of APLs 2, 4, 6 plus the following):

- +1 *human-bane spiked chain* (Adventure; DMG)
- +2 *chain shirt* (Adventure; DMG)
- +2 *full plate* (Adventure; DMG)
- *Ring of protection* +2 (Adventure; DMG)

APL 10 (all of APLs 2, 4, 6, 8 plus the following):

- +1 *spiked chain of shock* (Adventure; DMG)
- +2 *studded leather armor* (Adventure; DMG)

- *+4 gal-ralan (Adventure)*
- *Boots of Elvenkind (Adventure; DMG)*
- *Cloak of Charisma +4 (Adventure; DMG)*
- *Cloak of Elvenkind (Adventure; DMG)*
- *Gloves of Dexterity +4 (Adventure; DMG)*
- *Potion of Barkskin +4 (Adventure; DMG)*
- *Potion of Barkskin +5 (Adventure; DMG)*

APL 12 (all of APLs 2, 4, 6, 8, 10 plus the following):

- *+1 frost scythe (Adventure; DMG)*
- *+3 hide armor (Adventure; DMG)*
- *Amulet of Health +2 (Adventure; DMG)*
- *Living Chain (Adventure; Miniature's Handbook)*
- *Oil of Magic Vestment +4 (Adventure; DMG)*
- *Pipes of the Damned (Adventure; DMG)*
- *Vest of resistance +2 (Adventure; Complete Arcane)*

Appendix One – APL 2

Encounter 2

Trippy: Male Shadar-kai; CR 1; Medium fey (extraplanar); HD 3d6; hp 14; Init +3; Spd 30 ft.; AC 17, touch 13, flat-footed 14 (+3 Dex, +4 chain shirt); Base Atk/Grp +1/+1; Atk +4 melee (2d4+3/x2, spiked chain) or +4 ranged (1d6/x3, shortbow); Full Atk +4 melee (2d4+3/x2, spiked chain) or +4 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +2, Ref +7, Will +4 (+3 vs any save involving death effects or energy drain); Str 14, Dex 16, Con 11, Int 14, Wis 10, Cha 9.

Skills and Feats: Hide +9 (in shadowy conditions +19), Listen +6, Move Silently +9, Search +8, Spot +6, Survival +6 (+8 following tracks); Exotic Weapon Proficiency (spiked chain), Weapon Finesse, Weapon Focus (spiked chain).

Possessions: chain shirt, spiked chain, shortbow, 20 arrows, +1 *gal-ralan*.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Stabby: Shadar-kai Rog2; CR 3; Medium fey (extraplanar); HD 5d6; hp 23; Init +4; Spd 30 ft.; AC 18, touch 14, flat-footed 14 (+4 Dex, +4 +1 *studded leather*); Base Atk/Grp +1/+1; Atk +4 melee (2d4+3/x2, spiked chain) or +5 ranged (1d6/x3, shortbow); Full Atk +4 melee (2d4+3/x2, spiked chain) or +5 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA evasion, sneak attack +2d6, trapfinding; SQ hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +2, Ref +11, Will +4 (+3 vs. any save involving death effects or energy drain); Str 14, Dex 19, Con 11, Int 11, Wis 10, Cha 9.

Skills and Feats: Hide +13 (in shadowy conditions +23), Listen +8, Move Silently +13, Search +9, Spot +8, Survival +6 (+8 following

tracks), Tumble +7; Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Weapon Finesse.

Possessions: +1 *studded leather*, MW spiked chain, shortbow, 20 arrows, +1 *gal-ralan*

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Boomer: Shadar-kai Sor3; CR 3; Medium fey (extraplanar); HD 3d6+3d4; hp 26; Init +3; Spd 30 ft.; AC 14, touch 14, flat-footed 11 (+3 Dex, +1 deflection); Base Atk/Grp +2/+2; Atk +2 melee (2d4/x2, spiked chain) or +5 ranged (1d6/x3, shortbow); Full Atk +2 melee (2d4/x2, spiked chain) or +5 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6, summon familiar; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +3, Ref +8(+3 vs. death or energy drain effects), Will +6; Str 10, Dex 16, Con 11, Int 10, Wis 9, Cha 15.

Skills and Feats: Concentration +6, Hide +9 (in shadowy conditions +19), Listen +7, Move Silently +9, Search +6, Spot +7, Survival +5 (+7 following tracks); Alertness, Combat Casting, Exotic Weapon Proficiency (spiked chain), Spell Focus (evocation), Weapon Finesse.

Possessions: shortbow, 20 arrows, spiked chain, +1 *gal-ralan*, *ring of protection* +1, *potion of displacement*

Sorcerer Spells Known: (6/6, DC 12 + spell level): 0th – *acid splash*, *daze*, *detect magic*, *light*, *resistance*; 1st – *enlarge person*, *mage armor*, *magic missile*

Familiar – Toad. As per *Monster Manual* p. 282, also with improved evasion, share spells, empathic link.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Encounter 5

Paraelemental Ooze, small: CR 1; Small elemental (Earth, Water); HD 2d8+2; hp 11; Init +0; Spd 20 ft, swim 50 ft. AC 17, touch 11, flat-footed 16 (+1 size, +6 natural); Base Atk/Grp +2/+4; Atk +4 melee (1d6+3 + 1d4 acid, slam); Full Atk: +4 melee (1d6+3 + 1d4 acid, slam); Space / Reach 5 ft./5ft. SA Acid; SQ Elemental; AL NE; SV Fort +4, Ref +0, Will +0; Str 14, Dex 10, Con 13, Int 4, Wis 11, Cha 11,

Skills and Feats: Listen +2, Spot +3; Power Attack

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 11). A metal or wooden weapon that strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Encounter 6

Doomfoodle: Male gnome Sor4; CR 4; HD 4d4+12+3; hp 28; Init +2; Spd 20 ft.; AC 18, touch 14, flat-footed 16 (+1 size, +2 Dex, +1 deflection, +4 from *mage armor*); Base Atk/Grp +2/-4; Atk +0 melee (1d3-2/x2, dagger); Full Atk +0 melee (1d3-2/x2, dagger); SA summon familiar (toad), spells, *dancing lights*, *speak with burrowing animals* 1/day; SQ low-light vision; SV Fort +7, Ref +4, Will +5; Str 6 Dex 14 Con 20 Int 10 Wis 11 Cha 16.

Skills and Feats: Concentration +12, Spellcraft +7; Augment Summoning, Spell Focus (conjunction).

Familiar: Toad (1 hp), see MM p. 82.

Spells Known: 6/6*/4 (Save DC 13 + spell level) 0th – *acid splash*, *daze*, *detect magic*, *read magic*, *resistance*, *touch of fatigue* 1st –

mage armor, *magic missile*, *Mordenkainen's buzzing bees* 2nd – *summon undead II*

*number reflects already-cast *mage armor*

Spells Active: *invisibility*, *bear's endurance*, *mage armor*

Possessions: ~~*potion of invisibility*~~, ~~*potion of bear's endurance*~~, *ring of protection* +1, *vest of resistance* +1, dagger, Legion of Doom insignia.

Minion: Male half-orc Bbn2; CR 2; HD 2d12+4; hp 25; Init +2; Spd 40 ft.; AC 17 touch 13, flat-footed 15 (+2 Dex, +5 *chain shirt*+1); Base Atk/Grp +2/+6; Atk +7 melee (2d6+6/x2, masterwork greatsword); Full Atk (2d6+6/x2, masterwork greatsword); SA rage 1/day, uncanny dodge; SV Fort +4, Ref +2, Will +0; Str 18 Dex 14 Con 14 Int 6 Wis 11 Cha 6.

Skills and Feats: Climb +5, Jump +5, Listen +3; Power Attack.

Spells Active: *invisibility*

Possessions: masterwork greatsword, +1 *chain shirt*, ~~*potion of invisibility*~~, 2x *potion of cure light wounds*.

Appendix Two – APL 4

Encounter 2

Trippy: Male Shadar-kai Ftr2; CR 3; Medium fey (extraplanar); HD 3d6+2d10+5; hp 32; Init +3; Spd 30 ft.; AC 18, touch 13, flat-footed 15 (+3 Dex, +5 chain shirt); Base Atk/Grp +3/+3; Atk +7 melee (2d4+3/x2, spiked chain) or +6 ranged (1d6/x3, shortbow); Full Atk +7 melee (2d4+3/x2, spiked chain) or +6 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +6, Ref +7, Will +4 (+3 vs any save involving death effects or energy drain); Str 14, Dex 16, Con 12, Int 14, Wis 10, Cha 9.

Skills and Feats: Hide +10 (in shadowy conditions +20), Intimidate +3, Listen +6, Move Silently +10, Search +8, Spot +6, Survival +6 (+8 following tracks); Combat Expertise, Exotic Weapon Proficiency (spiked chain), Improved Trip, Weapon Finesse, Weapon Focus (spiked chain).

Possessions: +1 chain shirt, MW spiked chain, shortbow, 20 arrows, +1 gal-ralan, *potion of displacement*.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Stabby: Shadar-kai Rog3; CR 4; Medium fey (extraplanar); HD 6d6; hp 27; Init +4; Spd 30 ft.; AC 18, touch 14, flat-footed 14 (+4 Dex, +4 studded leather); Base Atk/Grp +2/+2; Atk +5 melee (2d4+3/x2, spiked chain) or +7 ranged (1d6/x3, shortbow); Full Atk +5 melee (2d4+3/x2, spiked chain) or +7 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA evasion, sneak attack +3d6, trapfinding, trap sense +1; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +3, Ref +10, Will +5 (+3 vs. any save involving death effects or energy drain, +1

vs. traps); Str 14, Dex 19, Con 11, Int 11, Wis 10, Cha 9.

Skills and Feats: Hide +14 (in shadowy conditions +24), Jump +3, Listen +9, Move Silently +14, Search +9, Spot +9, Survival +6 (+8 following tracks), Tumble +10; Combat Reflexes, Deft Opportunist, Exotic Weapon Proficiency (spiked chain), Weapon Finesse.

Possessions: +1 studded leather, MW spiked chain, MW shortbow, 20 arrows, +1 gal-ralan, *potion of cure light wounds*.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Boomer: Shadar-kai Sor5; CR 5; Medium fey (extraplanar); HD 3d6+5d4; hp 29; Init +4; Spd 30 ft.; AC 14, touch 14, flat-footed 10 (+4 Dex); Base Atk/Grp +3/+3; Atk +3 melee (2d4/x2, spiked chain) or +7 ranged (1d6/x3, shortbow); Full Atk +3 melee (2d4/x2, spiked chain) or +7 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6, summon familiar; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +4, Ref +10, Will +8(+4 vs. death or energy drain effects); Str 10, Dex 18, Con 11, Int 10, Wis 9, Cha 16.

Skills and Feats: Concentration +8, Hide +10 (in shadowy conditions +20), Knowledge (arcana) +2, Listen +7, Move Silently +10, Search +6, Spot +7, Survival +5 (+7 following tracks); Alertness, Combat Casting, Exotic Weapon Proficiency (spiked chain), Spell Focus (evocation), Weapon Finesse.

Possessions: shortbow, 20 arrows, spiked chain, +2 gal-ralan, *gloves of dexterity* +2, *potion of displacement*, *potion of barkskin* +3.

Sorcerer Spells Known: (6/6/5, DC 13 + spell level, +1 if evocation): 0th – *acid splash*, *daze*, *detect magic*, *light*, *read magic*, *resistance*; 1st – *shield*, *enlarge person*, *mage armor*, *magic missile*; 2nd – *web*, *scorching ray*.

Familiar – Toad. As per *Monster Manual* p. 282, also with deliver touch spells, improved evasion, share spells, empathic link, speak with master

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Encounter 5

Paraelemental Ooze, small: CR 1; Small elemental (Earth, Water); HD 2d8+2; hp 11; Init +0; Spd 20 ft, swim 50 ft. AC 17, touch 11, flat-footed 16 (+1 size, +6 natural); Base Atk/Grp +2/+4; Atk +4 melee (1d6+3 + 1d4 acid, slam); Full Atk: +4 melee (1d6+3 + 1d4 acid, slam); Space / Reach 5 ft./5ft. SA Acid; SQ Elemental; AL NE; SV Fort +4, Ref +0, Will +0; Str 14, Dex 10, Con 13, Int 4, Wis 11, Cha 11,

Skills and Feats: Listen +2, Spot +3; Power Attack

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 11). A metal or wooden weapon that strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Paraelemental Ooze, medium: CR 3; Medium elemental (Earth, Water); HD 4d8+12; hp 30; Init +1 (+1 Dex); Spd 20 ft, swim 50 ft. AC 19, touch 11, flat-footed 18 (+1 Dex, +8 natural); Base Atk/Grp +3/+6; Atk +6 melee (1d8+4 + 1d6 acid, slam); Full Atk: +6 melee (1d8+4 + 1d6 acid, slam); Space / Reach 5 ft./5ft. SA Acid; SQ Elemental; AL NE; SV Fort +7, Ref +2, Will +1; Str 16, Dex 12, Con 17, Int 4, Wis 11, Cha 11,

Skills and Feats: Listen +3, Spot +4; Power Attack, Improved Sunder

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic

material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 13). A metal or wooden weapon that strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Encounter 6

Doomfoodle: Male gnome Sor6; CR 6; HD 6d4+30+3; hp 52; Init +2; Spd 20 ft; AC 19 touch 14, flat-footed 17 (+1 size, +2 Dex, +1 deflection, +1 natural, +4 from *mage armor*); Base Atk/Grp +3/-3; Atk +1 melee (1d3-2/x2, dagger); Full Atk +1 melee (1d3-2/x2, dagger); SA summon familiar (toad), spells, *dancing lights*, *speak with burrowing animals* 1/day; SQ low-light vision; SV Fort +8, Ref +5, Will +6; Str 6 Dex 14 Con 20 Int 10 Wis 11 Cha 16.

Skills and Feats: Concentration +14, Spellcraft +9; Augment Summoning, Necromantic Presence, Spell Focus (conjunction).

Familiar: Toad (1 hp), see MM p. 82.

Spells Known: 6/6*/6/4 (Save DC 13 + spell level) 0th – *acid splash*[†], *daze*, *detect magic*, *read magic*, *resistance*, *touch of fatigue* 1st – *mage armor*, *magic missile*, *Mordenkainen's buzzing bees*, *summon undead I* 2nd – *glitterdust*[†], *summon undead II* 3rd – *fireball*

*number reflects already-cast *mage armor*[†] Spell Focus adds 1 to save DC

Spells Active: *invisibility*, *bear's endurance*, *mage armor*

Possessions: ~~*potion of invisibility*, *potion of bear's endurance*~~, *ring of protection* +1, *amulet of natural armor* +1, *vest of resistance* +1, dagger, Legion of Doom insignia.

Ripur: Male human Rog1/Rgr1/Ftr2; CR 4; HD 1d6+1d8+2d10+20; hp 47; Init +1; Spd 20 ft.; AC 20, touch 11, flat-footed 19 (+1 Dex, +9 +1 *full plate*); Base Atk/Grp +3/+6; Atk +8 melee (2d4+4/x4, masterwork scythe); Full Atk +8 melee (2d4+4/x4, masterwork scythe); SA trapfinding, sneak attack +1d6, favored enemy

(human), wild empathy; SV Fort +12, Ref +5, Will +0; Str 16 Dex 12 Con 20 Int 8 Wis 11 Cha 8.

Skills and Feats: Balance -3, Climb -2, Disable Device +0, Escape Artist +3, Forgery +0, Hide +1, Jump +2, Knowledge (religion) +1; Cleave, Close-Quarters Fighting, Improved Sunder, Power Attack, Weapon Focus (scythe).

Spells Active: invisibility, bear's endurance

Possessions: ~~potion of invisibility, potion of bear's endurance,~~ +1 full plate, masterwork scythe, Legion of Doom insignia.

Appendix Three – APL 6

Encounter 2

Trippy: Male Shadar-kai Ftr4; CR 5; Medium fey (extraplanar); HD 3d6+4d10+7; hp 50; Init +3; Spd 30 ft.; AC 18, touch 13, flat-footed 15 (+3 Dex, +5 chain shirt); Base Atk/Grp +5/+5; Atk +9 melee (2d4+6/x2, spiked chain) or +8 ranged (1d6/x3, shortbow); Full Atk +9 melee (2d4+6/x2, spiked chain) or +8 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +7, Ref +8, Will +5 (+3 vs any save involving death effects or energy drain); Str 14, Dex 16, Con 12, Int 14, Wis 10, Cha 9.

Skills and Feats: Hide +11 (in shadowy conditions +21), Intimidate +5, Listen +6, Move Silently +11, Search +8, Spot +7, Survival +6 (+8 following tracks); Combat Expertise, Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Improved Trip, Weapon Finesse, Weapon Focus (spiked chain), Weapon Specialization (spiked chain).

Possessions: +1 chain shirt, +1 spiked chain, +1 gal-ralan, potion of displacement, shortbow, 20 arrows

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Stabby: Shadar-kai Rog5; CR 6; Medium fey (extraplanar); HD 8d6; hp 36; Init +5; Spd 30 ft.; AC 19, touch 15, flat-footed 14 (+5 Dex, +4 studded leather); Base Atk/Grp +4/+4; Atk +7 melee (2d4+4/x2, spiked chain) or +9 ranged (1d6/x3, shortbow); Full Atk +7 melee (2d4+4/x2, spiked chain) or +9 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA evasion, sneak attack +4d6, trapfinding, trap sense +1, uncanny dodge; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +4, Ref +13, Will +6 (+4 vs. any save involving death effects or

energy drain, +1 vs. traps); Str 14, Dex 20, Con 11, Int 11, Wis 10, Cha 9.

Skills and Feats: Disguise +3, Hide +16 (in shadowy conditions +26), Jump +4, Listen +11, Move Silently +16, Search +11, Spot +11, Survival +6 (+8 following tracks), Tumble +12; Combat Reflexes, Deft Opportunist, Exotic Weapon Proficiency (spiked chain), Weapon Finesse.

Possessions: +1 studded leather, +1 spiked chain, shortbow, 20 arrows, +2 gal-ralan.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Boomer: Shadar-kai Sor8; CR 7; Medium fey (extraplanar); HD 3d6+8d4; hp 37; Init +4; Spd 30 ft.; AC 14, touch 14, flat-footed 10 (+4 Dex); Base Atk/Grp +5/+5; Atk +5 melee (2d4/x2, spiked chain) or +9 ranged (1d6/x3, shortbow); Full Atk +5 melee (2d4/x2, spiked chain) or +9 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6, summon familiar; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +6, Ref +12, Will +11(+5 vs. death or energy drain effects); Str 10, Dex 18, Con 11, Int 10, Wis 9, Cha 18.

Skills and Feats: Concentration +11, Hide +10 (in shadowy conditions +20), Knowledge (arcana) +5, Listen +7, Move Silently +10, Search +6, Spot +7, Survival +5 (+7 following tracks); Alertness, Combat Casting, Exotic Weapon Proficiency (spiked chain), Extend Spell, Spell Focus (evocation), Weapon Finesse.

Possessions: shortbow, 20 arrows, spiked chain, +3 gal-ralan, gloves of dexterity +2, cloak of charisma +2, 500 gp diamond dust.

Sorcerer Spells Known: (6/7/7/6/4, DC 14 + spell level, +1 if evocation): 0th – *acid splash*, *daze*, *detect magic*, *light*, *prestidigitation*, *ray of frost*, *read magic*, *resistance*; 1st – *shield*, *enlarge person*, *mage armor*, *magic missile*, *true*

strike; 2nd – ray of enfeeblement, scorching ray, web; 3rd – lightning bolt, fly; 4th – fire shield.

Familiar – Toad. As per *Monster Manual* p. 282, but also with deliver touch spells, improved evasion, share spells, empathic link, speak with master and toads

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadarkai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadarkai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level). See Appendix.

Encounter 5

Paraelemental Ooze, small: CR 1; Small elemental (Earth, Water); HD 2d8+2; hp 11; Init +0; Spd 20 ft, swim 50 ft. AC 17, touch 11, flat-footed 16 (+1 size, +6 natural); Base Atk/Grp +2/+4; Atk +4 melee (1d6+3 + 1d4 acid, slam); Full Atk: +4 melee (1d6+3 + 1d4 acid, slam); Space / Reach 5 ft./5ft. SA Acid; SQ Elemental; AL NE; SV Fort +4, Ref +0, Will +0; Str 14, Dex 10, Con 13, Int 4, Wis 11, Cha 11,

Skills and Feats: Listen +2, Spot +3; Power Attack

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 11). A metal or wooden weapon that strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Paraelemental Ooze, medium: CR 3; Medium elemental (Earth, Water); HD 4d8+12; hp 30; Init +1 (+1 Dex); Spd 20 ft, swim 50 ft. AC 19, touch 11, flat-footed 18 (+1 Dex, +8 natural); Base Atk/Grp +3/+6; Atk +6 melee (1d8+4 + 1d6 acid, slam); Full Atk: +6 melee (1d8+4 + 1d6 acid, slam); Space / Reach 5 ft./5ft. SA Acid; SQ Elemental; AL NE; SV Fort +7, Ref +2, Will +1; Str 16, Dex 12, Con 17, Int 4, Wis 11, Cha 11,

Skills and Feats: Listen +3, Spot +4; Power Attack, Improved Sunder

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 13). A metal or wooden weapon that strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Encounter 6

Doomfooodle: Male gnome Sor6; CR 6; HD 6d4+30+3; hp 52; Init +2; Spd 20 ft.; AC 19, touch 14, flat-footed 17 (+1 size, +2 Dex, +1 deflection, +1 natural, +4 from *mage armor*); Base Atk/Grp +3/-3; Atk +1 melee (1d3-2/x2, dagger); Full Atk +1 melee (1d3-2/x2, dagger); SA summon familiar (toad), spells, *dancing lights*, *speak with burrowing animals* 1/day; SQ low-light vision; SV Fort +8, Ref +5, Will +6; Str 6 Dex 14 Con 20 Int 10 Wis 11 Cha 16.

Skills and Feats: Concentration +14, Spellcraft +9; Augment Summoning, Necromantic Presence, Spell Focus (conjunction).

Familiar: Toad (1 hp), see MM p. 82.

Spells Known: 6/6*/6/4 (Save DC 13 + spell level) 0th – acid splash[†], daze, detect magic, read magic, resistance, touch of fatigue 1st – *mage armor*, magic missile, Mordenkainen's buzzing bees, summon undead I 2nd – glitterdust[†], summon undead II 3rd – fireball

*number reflects already-cast *mage armor* [†] Spell Focus adds 1 to save DC

Spells Active: invisibility, bear's endurance, *mage armor*, silence (on cleric's rock)

Possessions: ~~potion of invisibility~~, ~~potion of bear's endurance~~, ring of protection +1, amulet of natural armor +1, vest of resistance +1, dagger, Legion of Doom insignia.

Ripur: Male human Rog1/Rgr1/Ftr4; CR 6; HD 1d6+1d8+4d10+30; hp 72; Init +1; Spd 20ft.; AC 20, touch 11, flat-footed 19 (+1 Dex, +9 +1 full

plate); Base Atk/Grp +5/+8; Atk +10 melee (2d4+7/x4, +1 scythe); Full Atk +10 melee (2d4+7/x4, +1 scythe); SA trapfinding, sneak attack +1d6, favored enemy (human), wild empathy; SV Fort +13, Ref +6, Will +1; Str 16 Dex 12 Con 20 Int 8 Wis 11 Cha 8.

Skills and Feats: Balance -3, Climb +0, Disable Device +0, Escape Artist +3, Forgery +0, Hide +1, Jump +4, Knowledge (religion) +1; Blind-Fight, Cleave, Close-Quarters Fighting, Improved Sunder, Power Attack, Track, Weapon Focus (scythe), Weapon Specialization (scythe).

Spells Active: *invisibility*, *bear's endurance*, *silence* (on cleric's rock)

Possessions: ~~potion of invisibility~~, ~~potion of bear's endurance~~, +1 full plate, +1 scythe, potion of cure moderate wounds, Legion of Doom insignia.

Ardev: Female human Clr6 of Erythnul; CR 6; HD 6d8+12; hp 50; Init -1; Spd 20 ft.; AC 21, touch 9, flat-footed 21 (-1 Dex, +3 +1 shield, +9 +1 full plate); Base Atk/Grp +4/+4; Atk +4 melee (2d4/x4, scythe); Full Atk +4 melee (2d4/x4, scythe); SA rebuke undead 4/day, check 1d20+1, 2d6+7 HD; SV Fort +8, Ref +2, Will +10; Str 10 Dex 8 Con 14 Int 8 Wis 18 Cha 12.

Skills and Feats: Concentration +8, Heal +5, Knowledge (religion) +4, Spellcraft +5; Augment Summoning, Necromantic Presence, Spell Focus (conjuration), Tomb-Tainted Soul.

Domains: Evil and Mysticism (+1 caster level for [Evil] spells, 1/day +1 luck bonus to saves for 6 rounds)

Spells Prepared: 5/4+1/4+1/3+1 (Save DC 14 + spell level) 0th – *detect magic*, *guidance*, *light*, *read magic*, *resistance* 1st – ~~*deathwatch*~~, *command*, *protection from good**†, *shield of faith*, *summon undead I* 2nd – *hold person*, *resist energy (fire)*, ~~*silence*~~, *spiritual weapon** 3rd – *dispel magic*, *invisibility purge*, *lesser visage of the deity**, *summon undead III*

*domain spell † cast at +1 caster level

Spells Active: *invisibility*, *deathwatch*, *silence* (on rock)

Possessions: ~~potion of invisibility~~, +1 large steel shield, +1 full plate, scythe, Legion of Doom insignia.

Appendix Four – APL 8

Encounter 2

Trippy: Male Shadar-kai Ftr6; CR 7; Medium fey (extraplanar); HD 3d6+6d10+9; hp 65; Init +3; Spd 30 ft.; AC 20, touch 13, flat-footed 17 (+3 Dex, +6 chain shirt, +1 natural); Base Atk/Grp +7/+7; Atk +11 melee (2d4+6/x2, spiked chain) or +10 ranged (1d6/x3, shortbow); Full Atk +11/+6 melee (2d4+6/x2, spiked chain) or +10/+5 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +8, Ref +9, Will +6 (+3 vs any save involving death effects or energy drain); Str 15, Dex 16, Con 12, Int 14, Wis 10, Cha 9.

Skills and Feats: Craft (weaponsmithing) +5, Hide +12 (in shadowy conditions +22), Intimidate +6, Listen +7, Move Silently +12, Search +8, Spot +7, Survival +6 (+8 following tracks); Combat Expertise, Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Improved Disarm, Improved Trip, Staggering Strike, Weapon Finesse, Weapon Focus (spiked chain), Weapon Specialization (spiked chain).

Possessions: +2 chain shirt, +1 spiked chain, +1 gal-ralan, amulet of natural armor+1, potion of displacement, shortbow, 20 arrows.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Stabby: Shadar-kai Rog5/Asn2; CR 8; Medium fey (extraplanar); HD 10d6; hp 45; Init +5; Spd 30 ft.; AC 19, touch 15, flat-footed 14 (+5 Dex, +4 studded leather); Base Atk/Grp +5/+5; Atk +8 melee* (2d4+4/x2, spiked chain) or +10 ranged (1d6/x3, shortbow); Full Atk +8 melee* (2d4+4/x2, spiked chain) or +10 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA death attack, evasion, poison use, sneak attack +5d6, trapfinding, trap sense +1, uncanny dodge; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE;

SV Fort +3, Ref +15, Will +5 (+3 vs. any save involving death effects or energy drain, +1 vs. traps, +1 vs. poison); Str 14, Dex 20, Con 11, Int 11, Wis 10, Cha 9.

*+2 to attack and +2d6 to damage when striking a human target.

Skills and Feats: Disguise +3, Hide +18 (in shadowy conditions +28), Jump +7, Listen +11, Move Silently +18, Search +11, Spot +11, Survival +6 (+8 following tracks), Tumble +15; Combat Reflexes, Deft Opportunist, Exotic Weapon Proficiency (spiked chain), Staggering Strike, Weapon Finesse.

Possessions: +1 studded leather, +1 human-bane spiked chain, shortbow, 20 arrows, +1 gal-ralan, potion of displacement.

Assassin Spells Known (1; save DC 11 + spell level): 1st – *critical strike*, *obscuring mist*, *true strike*.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Boomer: Shadar-kai Sor10; CR 9; Medium fey (extraplanar); HD 3d6+10d4; hp 45; Init +4; Spd 30 ft.; AC 16, touch 16, flat-footed 12 (+4 Dex, +2 deflection); Base Atk/Grp +6/+6; Atk +6 melee (2d4/x2, spiked chain) or +10 ranged (1d6/x3, shortbow); Full Atk +6 melee (2d4/x2, spiked chain) or +10 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6, summon familiar; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +7, Ref +13, Will +12(+5 vs. death or energy drain effects); Str 10, Dex 18, Con 11, Int 10, Wis 9, Cha 19.

Skills and Feats: Concentration +11, Hide +10 (in shadowy conditions +20), Knowledge (arcana) +5, Listen +7, Move Silently +10, Search +6, Spellcraft +4, Spot +7, Survival +5 (+7 following tracks); Alertness, Combat Casting, Energy Substitution (cold), Exotic

Weapon Proficiency (spiked chain), Extend Spell, Spell Focus (evocation), Weapon Finesse.

Possessions: shortbow, 20 arrows, spiked chain, 750 gp of diamond dust, +3 *gal-ralan*, *gloves of dexterity* +2, *cloak of charisma* +2, *ring of protection* +2, *potion of barkskin* +4.

Sorcerer Spells Known: (6/7/7/7/7/3, DC 14 + spell level, +1 if evocation): 0th – *acid splash*, *daze*, *detect magic*, *light*, *mage hand*, *prestidigitation*, *ray of frost*, *read magic*, *resistance*; 1st – *shield*, *enlarge person*, *mage armor*, *magic missile*, *true strike*; 2nd – *bear's endurance*, *ray of enfeeblement*, *scorching ray*, *web*; 3rd – *dispel magic*, *lightning bolt*, *fly*; 4th – *Evard's black tentacles*, *fire shield*; 5th – *cone of cold*.

Familiar – Toad. As per *Monster Manual* p. 282, but also with deliver touch spells, improved evasion, share spells, empathic link, speak with master and toads

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Encounter 5

Paraelemental Ooze, small: CR 1; Small elemental (Earth, Water); HD 2d8+2; hp 11; Init +0; Spd 20 ft, swim 50 ft. AC 17, touch 11, flat-footed 16 (+1 size, +6 natural); Base Atk/Grp +2/+4; Atk +4 melee (1d6+3 + 1d4 acid, slam); Full Atk: +4 melee (1d6+3 + 1d4 acid, slam); Space / Reach 5 ft./5ft. SA Acid; SQ Elemental; AL NE; SV Fort +4, Ref +0, Will +0; Str 14, Dex 10, Con 13, Int 4, Wis 11, Cha 11,

Skills and Feats: Listen +2, Spot +3; Power Attack

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 11). A metal or wooden weapon that

strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Paraelemental Ooze, large: CR 5; Large elemental (Earth, Water); HD 8d8+32; hp 68; Init +2 (+2 Dex); Spd 20 ft, swim 50 ft. AC 20, touch 11, flat-footed 18 (-1 size, +2 Dex, +9 natural); Base Atk/Grp +5/+10; Atk +10 melee (2d8+7 + 1d6 acid, slam); Full Atk: +10/+5 melee (2d8+7 + 1d6 acid, slam); Space / Reach 10 ft./10 ft. SA Acid; SQ Elemental, DR 5/--; AL NE; SV Fort +10, Ref +4, Will +2; Str 20, Dex 14, Con 19, Int 6, Wis 11, Cha 11,

Skills and Feats: Listen +5, Spot +6; Power Attack, Improved Sunder, Cleave

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 16). A metal or wooden weapon that strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Paraelemental Ooze, huge: CR 7; Huge elemental (Earth, Water); HD 16d8+80; hp 152; Init +4 (+4 Dex); Spd 20 ft, swim 50 ft. AC 21, touch 12, flat-footed 17 (-2 size, +4 Dex, +9 natural); Base Atk/Grp +10/+17; Atk +17 melee (2d10+10 + 1d6 acid, slam); Full Atk: +17/+12/+7 melee (2d10+10 + 1d6 acid, slam); Space / Reach 15 ft./15 ft. SA Acid; SQ Elemental, DR 5/--; AL NE; SV Fort +15, Ref +9, Will +5; Str 24, Dex 18, Con 21, Int 6, Wis 11, Cha 11,

Skills and Feats: Listen +9, Spot +10; Power Attack, Improved Sunder, Cleave, Improved Critical (slam), Blind-Fight

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 22). A metal or wooden weapon that

strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Encounter 6

Doomfoodle: Male gnome Sor7; CR 7; HD 7d4+35+3; hp 60; Init +4; Spd 20ft; AC 21, touch 16, flat-footed 17 (+1 size, +4 Dex, +1 deflection, +1 natural, +4 from *mage armor*); Base Atk/Grp +3/-3; Atk +1 melee (1d3-2/x2, dagger); Full Atk +1 melee (1d3-2/x2, dagger); SA summon familiar (toad), spells, *dancing lights*, *speak with burrowing animals* 1/day; SQ low-light vision; SV Fort +8, Ref +7, Will +6; Str 6 Dex 18 Con 20 Int 10 Wis 11 Cha 16.

Skills and Feats: Concentration +15, Spellcraft +10; Augment Summoning, Necromantic Presence, Spell Focus (conjunction).

Familiar: Toad (1 hp), see MM p. 82.

Spells: 6/6*/7/5 (Save DC 13 + spell level) 0th – *acid splash*[†], *daze*, *detect magic*, *read magic*, *resistance*, *touch of fatigue* 1st – *mage armor*, *magic missile*, *Mordenkainen's buzzing bees*, *shield*, *summon undead I* 2nd – *bigby's slapping hand*, *glitterdust*[†], *summon undead II* 3rd – *fireball*, *legion snake's swiftness*

*number reflects already-cast *mage armor* [†] Spell Focus adds 1 to save DC

Spells Active: *invisibility*, *displacement*, *bear's endurance*, *cat's grace*, *mage armor*, *silence* (on cleric's rock)

Possessions: ~~*potion of invisibility*~~, ~~*potion of bear's endurance*~~, ~~*potion of displacement*~~, *potion of cure serious wounds*, ~~*potion of cat's grace*~~, *ring of protection +1*, *amulet of natural armor +1*, *vest of resistance +1*, *dagger*, *Legion of Doom insignia*.

Ripur: Male human Rog2/Rgr1/Ftr4; CR 7; HD 2d6+1d8+4d10+35; hp 81; Spd 20ft.; AC 20, touch 11 flat-footed 19 (+1 Dex, +9 +1 *full plate*); Base Atk/Grp +6/+9; Atk +11 melee (2d4+7/x4, +1 *scythe*); Full Atk +11/+6 melee (2d4+7/x4, +1 *scythe*); SA trapfinding, sneak attack +1d6, evasion, favored enemy (human), wild empathy; SV Fort +13, Ref +7, Will +1; Str 16 Dex 12 Con 20 Int 8 Wis 11 Cha 8.

Skills and Feats: Balance -3, Climb +1, Disable Device +1, Escape Artist +4, Forgery +0, Hide +1, Jump +4, Knowledge (religion) +6; Blind-Fight, Cleave, Close-Quarters Fighting, Improved Sunder, Power Attack, Track, Weapon Focus (scythe), Weapon Specialization (scythe).

Spells Active: *invisibility*, *displacement*, *bear's endurance*, *silence* (on cleric's rock)

Possessions: ~~*potion of invisibility*~~, ~~*potion of bear's endurance*~~, +1 *full plate*, +1 *scythe*, ~~*potion of displacement*~~, *vest of resistance +1*, *Legion of Doom insignia*.

Ardev: Female human Clr6/MasterofShrouds1 of Erythnul; CR 7; Hd 7d8+14; hp 58; Init -1; Spd 20ft.; AC 22, touch 9, flat-footed 22 (-1 Dex, +3 +1 *shield*, +10 +2 *full plate*); Base Atk/Grp +4/+4; Atk +4 melee (2d4/x4, *scythe*); Full Atk +4 melee (2d4/x4, *scythe*); SA rebuke undead 8/day, check 1d20+1, 2d6+7 HD; SV Fort +8, Ref +2, Will +12; Str 10 Dex 8 Con 14 Int 8 Wis 18 Cha 12.

Skills and Feats: Concentration +8, Heal +5, Knowledge (religion) +4, Spellcraft +5; Augment Summoning, Necromantic Presence, Spell Focus (conjunction), Tomb-Tainted Soul.

Domains: Evil and Mysticism (+1 caster level for [Evil] spells, 1/day +1 luck bonus to saves for 6 rounds)

Spells Prepared: 5/4+1/4+1/3+1 (Save DC 14 + spell level) 0th – *detect magic*, *guidance*, *light*, *read magic*, *resistance* 1st – ~~*deathwatch*~~, *command*, *protection from good*[†], *shield of faith*, *summon undead I* 2nd – *hold person*, *resist energy* (fire), ~~*silence*~~, *spiritual weapon** 3rd – *dispel magic*, *invisibility purge*, *lesser visage of the deity**, *summon undead III*

*domain spell [†] cast at +1 caster level

Spells Active: *invisibility*, *deathwatch*, *silence* (on rock)

Possessions: ~~*potion of invisibility*~~, +1 *large steel shield*, +2 *full plate*, *scythe*, *Legion of Doom insignia*.

Allevol: Female human Spellthief7; CR 7; HD 7d6+28; hp 61; Init +4; Spd 30ft.; AC 27, touch 14, flat-footed 23 (+4 Dex, +4 *shield*, +5 natural, +4 +1 *studded leather*); Base Atk/Grp +5/+9; Atk +10 melee (1d6+5, 15-20/x2, +1 *rapier*); Full Atk +10 melee (1d6+5, 15-20/x2, +1 *rapier*); SA

absorb spell, *detect magic* 2/day, sneak attack +2d6, spellgrace +1, steal spell (3rd), steal spell effect, steal energy resistance 10, steal spell-like ability, trapfinding; SV Fort +6, Ref +6, Will +4 (+1 to all vs. spells), Str 18 Dex 18 Con 18 Int 13 Wis 8 Cha 14.

Skills and Feats: Bluff +12, Concentration +9, Hide +14, Jump +11, Listen +7, Move Silently +14, Spellcraft +5, Spot +6, Tumble +16; Combat Casting, Combat Expertise, Improved Diversion, Improved Feint.

Spells Known: 2 (1 used) (DC 12 + spell level) 1st – *expeditious retreat*, *mordenkainen's buzzing bees*, *shield*

Spells Active: barkskin +5, bear's endurance, bull's strength, cat's grace, expeditious retreat, invisibility, keen edge, shield, silence (*on cleric's rock*)

Possessions: ~~*potion of bear's endurance*~~, ~~*potion of bull's strength*~~, ~~*potion of cat's grace*~~, ~~*potion of invisibility*~~, ~~*potion of keen edge*~~, +1 rapier, +1 studded leather, *Legion of Doom insignia*.

Absorb Spell (Su) Beginning at 7th level, if a spellthief makes a successful save against a spell that targets him, he can attempt to absorb the spell energy for later use. This ability affect only spells that have the spellthief as a target, not effect or area spells. A spellthief can't absorb a spell of a higher level than he could steal with his steal spell ability (see below).

To absorb a spell that targets him, a spellthief must succeed on a level check (1d20+spellthief class level) against a DC of 10+the spell's caster level. Failure indicates that the spell has its normal effect. Success means that the spellthief suffers no effect from the spell and can cast the spell later (or use its energy to cast one of his own spells known) as if he had stolen the spell with his steal spell ability. His normal limit of total spell levels stolen still applies.

Detect Magic (Sp) A spellthief of 2nd level or higher can use *detect magic* a number of times per day equal to his Charisma bonus, if any (minimum 1). His caster level is equal to his spellthief class level.

Sneak Attack (Ex) A 4th level spellthief deals an extra 2d6 points of damage when flanking an opponent or at any time when the target would be denied its Dexterity bonus. This extra damage applies to ranged attacks only if

the target is within 30 feet. See the rogue class feature page 50 of the *Player's Handbook*.

Spellgrace (Su) A spellthief of 2nd level or higher gains a +1 competence bonus on his saves against spells. This bonus increases to +2 at 11th level and +3 at 20th level

Steal Energy Resistance (Su) Beginning at 3rd level, a spellthief can siphon off some or all of a target's resistance to an energy type. A spellthief who hits an opponent with a successful sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead temporarily gain resistance 10 to an energy type to which his target is resistant (or immune). If the target is willing, a spellthief can steal energy resistance with a touch as a standard action.

Simultaneously, the target creature's resistance to that energy type is reduced by 10 (to a minimum of 0). A creature with immunity to an energy type retains that immunity.

If the target has more than one type of resistance to energy, a spellthief can choose which kind to steal, otherwise, the DM determines the stolen resistance randomly from among those possessed by the target. If a spellthief chooses to steal a type of resistance that the target does not possess, the stolen type of resistance is determined randomly from those possessed by the target.

The resistance a spellthief gains from using this ability lasts for 1 minute. If the resistance is derived from a temporary effect (such as a spell), the stolen resistance disappears when the effect expires.

A spellthief can use this ability multiple times, but its effects do not stack, unless they apply to different types of energy.

At 11th level, a spellthief can steal resistance 20 to an energy type by using this ability, and at 19th level he can steal resistance 30 to an energy type

Steal Spell (Su) A spellthief can siphon spell energy away from his target and use it himself. A spellthief who hits an opponent with a successful sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead steal a spell, or the potential to cast a specific known spell, from his target. If the target is willing, a spellthief can steal a spell with a touch as a standard action.

The target of a steal spell attack loses one 0-level or 1st-level spell from memory if she prepares spells ahead of time, or one 0-level or 1st-level spell slot if she is a spontaneous caster.

A spontaneous caster also loses the ability to cast the stolen spell for 1 minute. If the target has no spells prepared (or has no remaining spell slots, if she is a spontaneous caster), this ability has no effect. A spellthief can choose which spell to steal; otherwise, the DM determines the stolen spell randomly. If a spellthief tries to steal a spell that isn't available, the stolen spell (or spell slot) is determined randomly from those the target has available.

After stealing a spell, a spellthief can cast the spell himself on a subsequent turn. Treat the spell as if it were cast by the original owner of the spell for the purpose of determining caster level, save DC, and so for the. A spellthief can cast this spell even if he doesn't have the minimum ability score normally required to cast a spell of that level. The spellthief must supply the same components (including verbal, somatic, material, XP, and any focus) required for the stolen spell. Alternatively, a spellthief of 4th level or higher can use the stolen spell power to cast any spellthief spell that he knows of the same level or lower (effectively, this give the spellthief one free casting of a known spell). A spellthief must cast a stolen spell (or use its energy to cast one of his own spells) within 1 hour of stealing it; otherwise the extra spell energy fades harmlessly away.

As a spell thief gains levels, he can choose to steal higher level spells. At 4th level, he can steal spells of up to 2nd level, and for every two levels gained after 4th, the maximum spell level stolen increases by one (up to a maximum of 9th-level spells at 18th level)

At any one time, a spellthief can possess a maximum number of stolen spell levels equal to his class level (treat 0th-level spells as ½ level for this purpose). If he steals a spell that would cause him to exceed this limit, he must choose to lose stolen spells sufficient to reduce his total number of stolen spell levels to no more than his maximum.

A spellthief can't apply metamagic feats or other effects to the stolen spell unless the specific spell stolen was prepared with such an effect.

This ability works only against spells. It has no effect on spell-like abilities.

Steal Spell Effect (Su) Beginning at 2nd level a spellthief can siphon an active spell effect from another creature. A spellthief who hits an opponent with a sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead gain the effect of a single spell affecting the target. If the target is willing, a spellthief can steal a spell effect with a touch as a standard action.

The spellthief can choose which spell effect to steal; otherwise, the DM determines the stolen spell effect randomly. If a spellthief tries to steal a spell effect that isn't present, the stolen spell effect is determined randomly from among those currently in effect on the target. A spellthief can't steal a spell effect if its caster level exceed his class level + his Charisma modifier.

Upon stealing a spell effect, a spellthief gains the stolen effect (and the original creature loses that effect) for 1 minute per class level (or until the spell's duration expires, whichever comes first). If the spell effect's duration hasn't expired by this time, the spell effect returns to the creature that originally benefited from it.

A spellthief can steal the effect of a spell only if the spell could be cast on him by the original caster. If a spellthief tries to steal the effect of a spell not allowed to him, the effect is still suppressed on the original target of the spell for 1 minute per spellthief class level.

This ability does not work on spell effects that are immune to *dispel magic*

Steal Spell-Like Ability (Su) At 5th level and higher, a spellthief can use a sneak attack to temporarily steal a creature's spell like ability. A spellthief who hits an opponent with a sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead gain use of one of the target's spell-like abilities. If the target is willing, a spellthief can steal a spell-like ability with a touch as a standard action.

This spell-like ability can originate from the target's class, race, template, or any other source, and can be of any level up to a maximum of one-third the spellthief's class level.

A spellthief can select a specific spell-like ability to steal; otherwise the DM chooses the ability at random. If the ability has a limited number of uses per day, the target must have at least one such use left, or the spellthief can't steal the ability. If the target can't use its ability at the present time, the spellthief can't steal it.

A spellthief can use a stolen spell-like ability once. For all purposes (caster level, save DC, and so on), treat the spell-like ability as if it were being used by the original possessor of the ability. A spellthief must use the stolen spell-like ability within 1 minute of acquiring it, or it is lost harmlessly. Until the spellthief uses the ability (or until the minute elapses), the target cannot use the stolen ability.

Trapfinding (Ex): A spellthief can use the Search skill to locate traps with a DC higher than 20, and he can use Disable Device to bypass a trap or disarm magic traps. See the rogue class feature, page 50 of the *Player's Handbook*.

Vertie: Female dwarf Bbn5/Ftr1; CR 6; HD 5d12+1d10+18; hp 73; Init +3; Spd 30ft.; AC 17, touch 13, flat-footed 17 (-1 size, +3 Dex, +5 +1 chain shirt); Base Atk/Grp +6/+16; Atk +13 melee (2d6+10/x2, +1 spiked chain); Full Atk +13/+8 melee (2d6+10/x2, +1 spiked chain); SA fast movement, improved uncanny dodge, rage 2/day, trap sense +1, uncanny dodge, SQ darkvision, stonecunning, stability; SV Fort +10, Ref +5, Will +1 (+2 vs poison, spells, +1 vs. traps); Str 22 Dex 16 Con 16 Int 13 Wis 8 Cha 6.

Skills and Feats: Climb +16, Jump +16, Listen +8, Ride +8, Survival +6; Combat Expertise, Exotic Weapon Proficiency (spiked chain), Improved Trip.

Spells Active: bull's strength, cat's grace, enlarge person, invisibility, silence (*on cleric's rock*)

Possessions: ~~potion of bull's strength, potion of cat's grace, potion of invisibility, potion of enlarge person~~, vest of resistance +1, +1 spiked chain, +1 chain shirt, Legion of Doom insignia

Appendix Five – APL 10

Encounter 2

Trippy: Male Shadar-kai Ftr8; CR 9; Medium fey (extraplanar); HD 3d6+8d10+11; hp 82; Init +3; Spd 30 ft.; AC 20, touch 13, flat-footed 16 (+3 Dex, +6 chain shirt, +1 natural); Base Atk/Grp +9/+11; Atk +14 melee (2d4+6+1d6 electricity/x2, spiked chain) or +12 ranged (1d6/x3, shortbow); Full Atk +14/+9 melee (2d4+6+1d6 electricity /x2, spiked chain) or +12/+7 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +9, Ref +9, Will +6 (+3 vs any save involving death effects or energy drain); Str 15, Dex 16, Con 12, Int 14, Wis 10, Cha 9.

Skills and Feats: Craft (weaponsmithing) +5, Hide +13 (in shadowy conditions +23), Intimidate +6, Listen +7, Move Silently +13, Search +8, Spot +8, Survival +6 (+8 following tracks); Combat Expertise, Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Greater Weapon Focus (spiked chain) Improved Disarm, Improved Trip, Staggering Strike, Weapon Finesse, Weapon Focus (spiked chain), Weapon Specialization (spiked chain).

Possessions: +2 chain shirt, +1 spiked chain of shock, +1 gal-ralan, amulet of natural armor +1, potion of displacement, shortbow, 20 arrows.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Stabby: Shadar-kai Rog5/Asn4; CR 10; Medium fey (extraplanar); HD 12d6+12; hp 66; Init +5; Spd 30 ft.; AC 21, touch 16, flat-footed 16 (+5 Dex, +5 studded leather, +1 ring of protection); Base Atk/Grp +7/+9; Atk +10 melee* (2d4+4/x2 plus poison, spiked chain) or +12 ranged (1d6/x3, shortbow); Full Atk +10/+5 melee* (2d4+4/x2 plus poison, spiked chain) or +12/+7 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA death attack,

evasion, poison use, sneak attack +6d6, trapfinding, trap sense +1, uncanny dodge; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +6, Ref +17, Will +7 (+4 vs. any save involving death effects or energy drain, +1 vs. traps, +2 vs. poison); Str 14, Dex 20, Con 12, Int 11, Wis 10, Cha 9.

*+2 to attack and +2d6 to damage when striking a human target.

Skills and Feats: Disguise +3, Hide +20 (in shadowy conditions +30), Jump +7, Listen +13, Move Silently +20, Search +11, Spot +13, Survival +6 (+8 following tracks), Tumble +15; Close-Quarters Fighting, Combat Reflexes, Deft Opportunist, Exotic Weapon Proficiency (spiked chain), Staggering Strike, Weapon Finesse.

Possessions: +2 studded leather, +1 human-bane spiked chain, +2 gal-ralan, potion of displacement, ring of protection +1, vial of purple worm poison (1 dose), shortbow, 20 arrows.

Assassin Spells Known (3/1; save DC 11 + spell level): 1st – *critical strike*, *obscuring mist*, *true strike*; 2nd – *cat's grace*, *fire shuriken*, *invisibility (swift)*.

Poison: The spiked chain is coated with purple worm poison (Fort DC 24; 1d6 Str/2d6 Str). The poison is only delivered on the first successful hit.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Boomer: Shadar-kai Sor12; CR 11; Medium fey (extraplanar); HD 3d6+12d4; hp 50; Init +5; Spd 30 ft.; AC 17, touch 17, flat-footed 12 (+5 Dex, +2 deflection); Base Atk/Grp +7/+7; Atk +7 melee (2d4/x2, spiked chain) or +12 ranged (1d6/x3, shortbow); Full Atk +7/+2 melee (2d4/x2, spiked chain) or +12/+7 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6, summon familiar; SQ Hide in plain sight, shadow

curse, superior low-light vision; AL NE; SV Fort +10, Ref +17, Will +15(+6 vs. death or energy drain effects); Str 10, Dex 20, Con 11, Int 10, Wis 9, Cha 21.

Skills and Feats: Concentration +13, Hide +11 (in shadowy conditions +21), Knowledge (arcana) +5, Listen +7, Move Silently +11, Search +6, Spellcraft +6, Spot +7, Survival +5 (+7 following tracks); Alertness, Combat Casting, Energy Substitution (cold), Exotic Weapon Proficiency (spiked chain), Extend Spell, Greater Spell Focus (evocation) Spell Focus (evocation), Weapon Finesse.

Possessions: shortbow, 20 arrows, spiked chain, 750 gp of diamond dust, +4 *gal-ralan*, *gloves of dexterity* +4, *cloak of charisma* +4, *ring of protection* +2, *potion of barkskin* +4.

Sorcerer Spells Known: (6/8/7/7/6/3, DC 15 + spell level, +2 if evocation): 0th – *acid splash*, *daze*, *detect magic*, *light*, *mage hand*, *prestidigitation*, *ray of frost*, *read magic*, *resistance*; 1st – *shield*, *enlarge person*, *mage armor*, *magic missile*, *true strike*; 2nd – *bear's endurance*, *invisibility*, *ray of enfeeblement*, *scorching ray*, *web*; 3rd – *dispel magic*, *displacement*, *lightning bolt*, *fly*; 4th – *dimension door*, *Evard's black tentacles*, *fire shield*; 5th – *cone of cold*, *teleport*; 6th – *chain lightning*.

Familiar – Toad. As per *Monster Manual* p. 282, but also with deliver touch spells, improved evasion, share spells, empathic link, speak with master and toads, SR 17.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Encounter 5

Paraelemental Ooze, huge: CR 7; Huge elemental (Earth, Water); HD 16d8+80; hp 152; Init +4 (+4 Dex); Spd 20 ft, swim 50 ft. AC 21, touch 12, flat-footed 17 (-2 size, +4 Dex, +9 natural); Base Atk/Grp +10/+17; Atk +17 melee (2d10+10 + 1d6 acid, slam); Full Atk: +17/+12/+7 melee (2d10+10 + 1d6 acid, slam); Space / Reach 15 ft./15 ft. SA Acid; SQ

Elemental, DR 5/-; AL NE; SV Fort +15, Ref +9, Will +5; Str 24, Dex 18, Con 21, Int 6, Wis 11, Cha 11,

Skills and Feats: Listen +9, Spot +10; Power Attack, Improved Sunder, Cleave, Improved Critical (slam), Blind-Fight

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 22). A metal or wooden weapon that strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Encounter 6

Doomfoodle: Male gnome Sor9; CR 9, HD 9d4+45+3; hp 76; Init +4; Spd 20ft.; AC 21, touch 16, flat-footed 17 (+1 size, +4 Dex, +1 deflection, +1 natural, +4 from *mage armor*); Base Atk/Grp +4/-2; Atk +2 melee (1d3-2/x2, dagger); Full Atk +2 melee (1d3-2/x2, dagger); SA summon familiar (toad), spells, *dancing lights*, *speak with burrowing animals* 1/day; SQ low-light vision; SV Fort +9, Ref +8, Will +8; Str 6 Dex 18 Con 20 Int 10 Wis 12 Cha 18.

Skills and Feats: Concentration +17, Spellcraft +12; Augment Summoning, Necromantic Might, Necromantic Presence, Spell Focus (conjunction).

Familiar: Toad (1 hp), see MM p. 82.

Spells: 6/6*/7/7/5 (Save DC 14 + spell level) 0th – *acid splash*[†], *daze*, *detect magic*, *read magic*, *resistance*, *touch of fatigue* 1st – *mage armor*, *magic missile*, *Mordenkainen's buzzing bees*, *shield*, *summon undead I* 2nd – *bigby's slapping hand*, *glitterdust*[†], *invisibility*, *summon undead II* 3rd – *fireball*, *legion snake's swiftness*, *summon undead III* 4th – *blast of flame*[†], *summon undead IV*

*number reflects already-cast *mage armor* [†] Spell Focus adds 1 to save DC

Spells Active: *invisibility*, *displacement*, *fly*, *bear's endurance*, *cat's grace*, *mage armor*, *silence* (on cleric's rock)

Possessions: ~~potion of invisibility, potion of bear's endurance, potion of displacement, potion of cat's grace, potion of fly~~, ring of protection +1, amulet of natural armor +1, vest of resistance +1, cloak of charisma +2, dagger, Legion of Doom insignia.

Ripur: Male human Rog2/Rgr1/Ftr4/Blkgd2; CR 9; HD 2d6+1d8+6d10+45; hp 106; Init +3; Spd 20ft.; AC 26, touch 12 flat-footed 25 (+1 Dex, +5 natural, +1 deflection, +9 +1 full plate); Base Atk/Grp +8/+11; Atk +15 melee (2d4+10, 19-20/x4, +1 scythe); Full Atk +15/+10 melee (2d4+10, 19-20/x4, +1 scythe); SA aura of evil, detect good, smite good 3/day, trapfinding, sneak attack +1d6, evasion, favored enemy (human), wild empathy; SV Fort +16, Ref +7, Will +2; Str 20 Dex 12 Con 20 Int 8 Wis 12 Cha 8.

Skills and Feats: Balance -3, Climb +1, Concentration +7, Disable Device +1, Escape Artist +4 Forgery +0, Hide +3, Jump +4, Knowledge (religion) +6; Blind-Fight, Cleave, Close-Quarters Fighting, Extra Smiting, Improved Sunder, Power Attack, Track, Weapon Focus (scythe), Weapon Specialization (scythe).

Spells Active: invisibility, displacement, bear's endurance, bull's strength, keen edge, barkskin +5, corrupt weapon (as bless weapon with alignment reversed), silence (on cleric's rock)

Spells Prepared: (1) (DC 10 + level) 1st – ~~corrupt weapon~~

Possessions: ~~potion of invisibility, potion of bear's endurance, potion of bull's strength, oil of keen edge, potion of barkskin +5, potion of cure moderate wounds, +1 full plate, +1 scythe, potion of displacement, vest of resistance +1, ring of protection +1, Legion of Doom insignia.~~

Ardev: Female human Clr6/MasterofShrouds3 of Erythnul; CR 9; HD 9d8+36; hp 92; Init -1; Spd 20ft.; AC 26, touch 9, flat-footed 26 (-1 Dex, +5 natural, +3 +1 shield, +9 +1 full plate); Base Atk/Grp +6/+6; Atk +4 melee (2d4/x4, scythe); Full Atk +4 melee (2d4/x4, scythe); SA rebuke undead 8/day, check 1d20+3, 2d6+11 HD, summon shadow 6/day; SV Fort +12, Ref +4, Will +15; Str 10 Dex 8 Con 18 Int 8 Wis 20 Cha 16.

Skills and Feats: Concentration +12, Heal +7, Knowledge (religion) +4, Spellcraft +7; Augment Summoning, Necromantic Might, Necromantic Presence, Spell Focus (conjunction), Tomb-Tainted Soul.

Domains: Evil and Mysticism (+1 caster level for [Evil] spells, 1/day +3 luck bonus to saves for 8 rounds)

Spells Prepared: 6/6+1/4+1/4+1/3+1 (Save DC 15 + spell level) 0th – detect magic, guidance, light, mending, read magic, resistance 1st – ~~deathwatch~~, command, cure light wounds, protection from good*, resurgence, shield of faith, summon undead I 2nd – cure moderate wounds, hold person, ~~resist energy (fire)~~, ~~silence~~, spiritual weapon* 3rd – animate dead†, dispel magic, invisibility purge, lesser visage of the deity*, summon undead III 4th – divine power, unholy blight*†

*domain spell † cast at +1 caster level

Spells Active: silence (on rock), bear's endurance, eagle's splendor, displacement, barkskin +5, invisibility, deathwatch, resist energy (fire 20)

Possessions: ~~potion of invisibility, potion of bear's endurance, potion of barkskin +5, potion of displacement, potion of eagle's splendor~~, +1 large steel shield, +1 full plate, vest of resistance +1, scythe, 4 25-gp onyx, Legion of Doom insignia.

Summon Undead (Sp) At 2nd level and higher, a master of shrouds can summon one or more incorporeal undead creatures a number of times per day equal to 3+ her Charisma modifier (minimum 1). This ability is otherwise identical to the *summon monster* spells, except that a master of shrouds adds her Charisma modifier (if positive) to the duration of the effect.

At 2nd level, a master of shrouds can summon a single shadow. At 4th level, she can summon one wraith or two shadows. At 6th level, she can summon one spectre, two wraiths, or four shadows. At 8th level, she can summon one greater shadow, two specters, four wraiths or four shadows. At 10th level she can summon one dread wraith, two greater shadows, four specters, four wraiths, or four shadows.

Allevol: Female human Spellthief9; CR 9; HD 9d6+36; hp 72; Init +4; Spd 30ft.; Init +4; HP 72 (9d6+36); AC 27, touch 14, flat-footed 23 (+4

Dex, +4 shield, +5 natural, +4 +1 *studded leather*; Base Atk/Grp +6/+10; Atk +11 melee (1d6+5, 15-20/x2, +1 *rapier*); Full Atk +11/+6 melee (1d6+5, 15-20/x2, +1 *rapier*); SA absorb spell, *arcane sight* 4/day, *detect magic* 4/day, sneak attack +3d6, spellgrace +1, steal spell (4th), steal spell effect, steal energy resistance 10, steal spell-like ability, trapfinding; SV Fort +7, Ref +7, Will +5 (+1 to all vs. spells), Str 18 Dex 18 Con 18 Int 13 Wis 8 Cha 18.

Skills and Feats: Bluff +16, Concentration +11, Hide +21, Jump +11, Listen +9, Move Silently +21, Spellcraft +7, Spot +8, Tumble +18; Combat Casting, Combat Expertise, Improved Diversion, Improved Feint, Staggering Strike.

Spells Known: 1/1 (DC 14 + spell level) 1st – *disguise self*, *expeditious retreat*, *Mordenkainen's buzzing bees*, *shield* 2nd – *invisibility*, see *invisibility*

Spells Active: *barkskin* +5, *bear's endurance*, *bull's strength*, *cat's grace*, *eagle's splendor*, *invisibility*, *keen edge*, *silence* (from cleric's rock), *shield*

Possessions: ~~*potion of bear's endurance*, *potion of bull's strength*, *potion of cat's grace*, *potion of invisibility*, *potion of barkskin* +5, *oil of keen edge*, *potion of eagle's splendor*~~, +1 *rapier*, +1 *studded leather*, *boots of elvenkind*, *cloak of elvenkind*, Legion of Doom insignia.

Absorb Spell (Su) Beginning at 7th level, if a spellthief makes a successful save against a spell that targets him, he can attempt to absorb the spell energy for later use. This ability affects only spells that have the spellthief as a target, not effect or area spells. A spellthief can't absorb a spell of a higher level than he could steal with his steal spell ability (see below).

To absorb a spell that targets him, a spellthief must succeed on a level check (1d20+spellthief class level) against a DC of 10+the spell's caster level. Failure indicates that the spell has its normal effect. Success means that the spellthief suffers no effect from the spell and can cast the spell later (or use its energy to cast one of his own spells known) as if he had stolen the spell with his steal spell ability. His normal limit of total spell levels stolen still applies.

Arcane Sight (Sp) Beginning at 9th level, a spellthief can use *arcane sight* as a swift action (see *Complete Adventurer*, p. 137) a number of times per day equal to his Charisma modifier

(minimum 1). His caster level is equal to his spellthief class level.

Detect Magic (Sp) A spellthief of 2nd level or higher can use *detect magic* a number of times per day equal to his Charisma bonus, if any (minimum 1). His caster level is equal to his spellthief class level.

Sneak Attack (Ex) A 9th level spellthief deals an extra 3d6 points of damage when flanking an opponent or at any time when the target would be denied its Dexterity bonus. This extra damage applies to ranged attacks only if the target is within 30 feet. See the rogue class feature page 50 of the *Player's Handbook*.

Spellgrace (Su) A spellthief of 2nd level or higher gains a +1 competence bonus on his saves against spells. This bonus increases to +2 at 11th level and +3 at 20th level

Steal Energy Resistance (Su) Beginning at 3rd level, a spellthief can siphon off some or all of a target's resistance to an energy type. A spellthief who hits an opponent with a successful sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead temporarily gain resistance 10 to an energy type to which his target is resistant (or immune). If the target is willing, a spellthief can steal energy resistance with a touch as a standard action.

Simultaneously, the target creature's resistance to that energy type is reduced by 10 (to a minimum of 0). A creature with immunity to an energy type retains that immunity.

If the target has more than one type of resistance to energy, a spellthief can choose which kind to steal, otherwise, the DM determines the stolen resistance randomly from among those possessed by the target. If a spellthief chooses to steal a type of resistance that the target does not possess, the stolen type of resistance is determined randomly from those possessed by the target.

The resistance a spellthief gains from using this ability lasts for 1 minute. If the resistance is derived from a temporary effect (such as a spell), the stolen resistance disappears when the effect expires.

A spellthief can use this ability multiple times, but its effects do not stack, unless they apply to different types of energy.

At 11th level, a spellthief can steal resistance 20 to an energy type by using this ability, and at

19th level he can steal resistance 30 to an energy type

Steal Spell (Su) A spellthief can siphon spell energy away from his target and use it himself. A spellthief who hits an opponent with a successful sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead steal a spell, or the potential to cast a specific known spell, from his target. If the target is willing, a spellthief can steal a spell with a touch as a standard action.

The target of a steal spell attack loses one 0-level or 1st-level spell from memory if she prepares spells ahead of time, or one 0-level or 1st-level spell slot if she is a spontaneous caster.

A spontaneous caster also loses the ability to cast the stolen spell for 1 minute. If the target has no spells prepared (or has no remaining spell slots, if she is a spontaneous caster), this ability has no effect. A spellthief can choose which spell to steal; otherwise, the DM determines the stolen spell randomly. If a spellthief tries to steal a spell that isn't available, the stolen spell (or spell slot) is determined randomly from those the target has available.

After stealing a spell, a spellthief can cast the spell himself on a subsequent turn. Treat the spell as if it were cast by the original owner of the spell for the purpose of determining caster level, save DC, and so for the. A spellthief can cast this spell even if he doesn't have the minimum ability score normally required to cast a spell of that level. The spellthief must supply the same components (including verbal, somatic, material, XP, and any focus) required for the stolen spell. Alternatively, a spellthief of 4th level or higher can use the stolen spell power to cast any spellthief spell that he knows of the same level or lower (effectively, this gives the spellthief one free casting of a known spell). A spellthief must cast a stolen spell (or use its energy to cast one of his own spells) within 1 hour of stealing it; otherwise the extra spell energy fades harmlessly away.

As a spell thief gains levels, he can choose to steal higher level spells. At 4th level, he can steal spells of up to 2nd level, and for every two levels gained after 4th, the maximum spell level stolen increases by one (up to a maximum of 9th-level spells at 18th level)

At any one time, a spellthief can possess a maximum number of stolen spell levels equal to his class level (treat 0th-level spells as ½ level

for this purpose). If he steals a spell that would cause him to exceed this limit, he must choose to lose stolen spells sufficient to reduce his total number of stolen spell levels to no more than his maximum.

A spellthief can't apply metamagic feats or other effects to the stolen spell unless the specific spell stolen was prepared with such an effect.

This ability works only against spells. It has no effect on spell-like abilities.

Steal Spell Effect (Su) Beginning at 2nd level a spellthief can siphon an active spell effect from another creature. A spellthief who hits an opponent with a sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead gain the effect of a single spell affecting the target. If the target is willing, a spellthief can steal a spell effect with a touch as a standard action.

The spellthief can choose which spell effect to steal; otherwise, the DM determines the stolen spell effect randomly. If a spellthief tries to steal a spell effect that isn't present, the stolen spell effect is determined randomly from among those currently in effect on the target. A spellthief can't steal a spell effect if its caster level exceeds his class level + his Charisma modifier.

Upon stealing a spell effect, a spellthief gains the stolen effect (and the original creature loses that effect) for 1 minute per class level (or until the spell's duration expires, whichever comes first). If the spell effect's duration hasn't expired by this time, the spell effect returns to the creature that originally benefited from it.

A spellthief can steal the effect of a spell only if the spell could be cast on him by the original caster. If a spellthief tries to steal the effect of a spell not allowed to him, the effect is still suppressed on the original target of the spell for 1 minute per spellthief class level.

This ability does not work on spell effects that are immune to *dispel magic*

Steal Spell-Like Ability (Su) At 5th level and higher, a spellthief can use a sneak attack to temporarily steal a creature's spell-like ability. A spellthief who hits an opponent with a sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead gain use of one of the target's spell-like abilities. If the

target is willing, a spellthief can steal a spell-like ability with a touch as a standard action.

This spell-like ability can originate from the target's class, race, template, or any other source, and can be of any level up to a maximum of one-third the spellthief's class level.

A spellthief can select a specific spell-like ability to steal; otherwise the DM chooses the ability at random. If the ability has a limited number of uses per day, the target must have at least one such use left, or the spellthief can't steal the ability. If the target can't use its ability at the present time, the spellthief can't steal it.

A spellthief can use a stolen spell-like ability once. For all purposes (caster level, save DC, and so on), treat the spell-like ability as if it were being used by the original possessor of the ability. A spellthief must use the stolen spell-like ability within 1 minute of acquiring it, or it is lost harmlessly. Until the spellthief uses the ability (or until the minute elapses), the target cannot use the stolen ability.

Trapfinding (Ex): A spellthief can use the Search skill to locate traps with a DC higher than 20, and he can use Disable Device to bypass a trap or disarm magic traps. See the rogue class feature, page 50 of the *Player's Handbook*.

Vertie: Female dwarf Bbn6/Ftr2; CR 8; HD 6d12+2d10+40; hp 114; Init +3; Spd 30ft.; AC 23, touch 13, flat-footed 20 (-1 size, +3 Dex, +1 deflection, +5 natural, +5 +1 *chain shirt*); Base Atk/Grp +8/+18; Atk +16 melee (2d6+10/x2, +1 *spiked chain*); Full Atk +16/+11 melee (2d6+10/x2, +1 *spiked chain*); SA fast movement, improved uncanny dodge, rage 2/day, trap sense +2, uncanny dodge, SQ darkvision, stonecunning, stability; SV Fort +12, Ref +6, Will +2 (+2 vs poison, spells, +1 vs. traps); Str 22 Dex 17 Con 20 Int 13 Wis 8 Cha 6.

Skills and Feats: Climb +18, Jump +18, Listen +10, Ride +8, Survival +6; Combat Expertise, Exotic Weapon Proficiency (*spiked chain*), Improved Trip, Weapon Focus (*spiked chain*).

Spells Active: *barkskin* +5, *bear's endurance*, *bull's strength*, *cat's grace*, *enlarge person*, *invisibility*, *silence* (from cleric's rock)

Possessions: ~~potion of barkskin +5, potion of bear's endurance, potion of bull's strength, potion of cat's grace, potion of enlarge person, potion of invisibility,~~ *potion of cure light wounds,*

vest of resistance +1, +1 spiked chain, +1 chain shirt, Legion of Doom insignia

Appendix Six – APL 12

Encounter 2

Trippy: Male Shadar-kai Ftr8/EWM2; CR 11; Medium fey (extraplanar); HD 3d6+10d10+26; hp 105; Init +3; Spd 30 ft.; AC 19, touch 13, flat-footed 16 (+3 Dex, +6 chain shirt); Base Atk/Grp +11/+14; Atk +18 melee (2d4+6/x2, spiked chain) or +14 ranged (1d6/x3, shortbow); Full Atk +16/+11/+6/+16 melee* (2d4+6/x2, spiked chain) or +12/+7 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA exotic reach, flurry of strikes, sneak attack +1d6; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +14, Ref +10, Will +7 (+3 vs any save involving death effects or energy drain); Str 18, Dex 16, Con 14, Int 14, Wis 10, Cha 9.

*+2 on attacks and +2d6 on damage when attacking a human foe. The full attack block uses the Flurry of Strikes ability described below.

Skills and Feats: Craft (weaponsmithing) +5, Hide +14 (in shadowy conditions +24), Intimidate +11, Listen +8, Move Silently +14, Search +8, Spot +8, Survival +6 (+8 following tracks); Combat Expertise, Combat Reflexes, Deft Opportunist, Exotic Weapon Proficiency (spiked chain), Greater Weapon Focus (spiked chain) Improved Disarm, Improved Trip, Staggering Strike, Weapon Finesse, Weapon Focus (spiked chain), Weapon Specialization (spiked chain).

Possessions: +2 chain shirt, +1 human-bane spiked chain, +2 gal-ralan, gauntlets of ogre power, amulet of health +2, potion of displacement, shortbow, 20 arrows.

Exotic Reach (Ex): When wielding a spiked chain, the character may make an attack of opportunity against a foe that provokes such an attack even if the foe has cover (but not total cover).

Flurry of Strikes (Ex): The character can elect to take a use a full attack action to make a flurry of strikes. When doing so, he may make one extra attack in the round at his full base attack bonus, but this attack takes a –2 penalty, as does any attack made in that round and until the exotic weapon master's next turn.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can

hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Stabby: Shadar-kai Rog5/Asn6; CR 10; Medium fey (extraplanar); HD 14d6+28; hp 80; Init +5; Spd 30 ft.; AC 22, touch 17, flat-footed 17 (+5 Dex, +5 studded leather, +2 ring of protection); Base Atk/Grp +8/+10; Atk +11 melee* (2d4+4/x2 plus poison, spiked chain) or +13 ranged (1d6/x3, shortbow); Full Atk +11/+6 melee* (2d4+4/x2 plus poison, spiked chain) or +13/+8 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA death attack, evasion, improved uncanny dodge, poison use, sneak attack +7d6, trapfinding, trap sense +1, uncanny dodge; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +5, Ref +16, Will +6 (+2 vs. any save involving death effects or energy drain, +1 vs. traps, +3 vs. poison); Str 14, Dex 20, Con 12, Int 11, Wis 10, Cha 9.

*+2 to attack and +2d6 to damage when striking a human target.

Skills and Feats: Disguise +3, Hide +27 (in shadowy conditions +37), Jump +7, Listen +15, Move Silently +22, Search +11, Spot +15, Survival +6 (+8 following tracks), Tumble +15; Close-Quarters Fighting, Combat Reflexes, Deft Opportunist, Exotic Weapon Proficiency (spiked chain), Staggering Strike, Weapon Finesse.

Possessions: shortbow, 20 arrows, +2 studded leather of shadow, +2 gal-ralan, ring of protection +2, amulet of health +2, potion of displacement, vial of purple worm poison (1 dose).

Assassin Spells Known (3/3/1; save DC 11 + spell level): 1st – *critical strike*, *obscuring mist*, *true strike*; 2nd – *cat's grace*, *fire shuriken*, *invisibility (swift)*; 3rd – *deeper darkness*, *false life*, *magic circle against good*.

Poison (Ex): The spiked chain is coated with purple worm poison (Fort DC 24; 1d6 Str/2d6 Str). The poison is only delivered on the first successful hit.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can

hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Boomer: Shadar-kai Sor14; CR 13; Medium fey (extraplanar); HD 3d6+14d4; hp 54; Init +5; Spd 30 ft.; AC 18, touch 18, flat-footed 13 (+5 Dex, +3 deflection); Base Atk/Grp +8/+8; Atk +8 melee (2d4/x2, spiked chain) or +13 ranged (1d6/x3, shortbow); Full Atk +8/+3 melee (2d4/x2, spiked chain) or +13/+8 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft with spiked chain); SA sneak attack +1d6, summon familiar; SQ Hide in plain sight, shadow curse, superior low-light vision; AL NE; SV Fort +10, Ref +17, Will +16(+7 vs. death or energy drain effects); Str 10, Dex 20, Con 11, Int 10, Wis 9, Cha 22.

Skills and Feats: Concentration +13, Hide +11 (in shadowy conditions +21), Knowledge (arcana) +5, Listen +7, Move Silently +11, Search +6, Spellcraft +6, Spot +7, Survival +5 (+7 following tracks); Alertness, Combat Casting, Energy Substitution (cold), Exotic Weapon Proficiency (spiked chain), Extend Spell, Greater Spell Focus (evocation) Spell Focus (evocation), Sudden Maximize, Weapon Finesse.

Possessions: shortbow, 20 arrows, spiked chain, 750 gp of diamond dust, +5 *gal-ralan*, *gloves of dexterity* +4, *cloak of charisma* +4, *ring of protection* +3, *potion of barkskin* +4.

Sorcerer Spells Known: (6/8/8/7/7/7/6/3, DC 16 + spell level, +2 if evocation): 0th – *acid splash*, *daze*, *detect magic*, *light*, *mage hand*, *prestidigitation*, *ray of frost*, *read magic*, *resistance*; 1st – *shield*, *enlarge person*, *mage armor*, *magic missile*, *true strike*; 2nd – *bear's endurance*, *invisibility*, *ray of enfeeblement*, *scorching ray*, *web*; 3rd – *dispel magic*, *displacement*, *lightning bolt*, *fly*; 4th – *dimension door*, *Evard's black tentacles*, *fire shield*, *stoneskin*; 5th – *baleful polymorph*, *cone of cold*, *teleport*; 6th – *chain lightning*, *disintegrate*; 7th – *energy ebb*.

Familiar – Toad. As per *Monster Manual* p. 282, but also with deliver touch spells, improved evasion, share spells, empathic link, speak with master and toads, SR 17, scry from familiar.

Hide in Plain Sight (Su): As long as they are not illuminated by natural daylight, the *daylight*

spell, or a similar magical light, shadar-kai can hide themselves from view in the open while observed without anything to hide behind.

Shadow Curse (Su): Whenever a Shadar-Kai is stunned, dazed, staggered or unconscious, it must make a Will save DC 15, or lose a part of its soul to the Plane of Shadow (gain a negative level).

Encounter 5

Paraelemental Ooze, greater: CR 9; Huge elemental (Earth, Water); HD 21d8+105; hp 199; Init +5 (+5 Dex); Spd 20 ft, swim 50 ft. AC 22, touch 13, flat-footed 17 (-2 size, +5 Dex, +9 natural); Base Atk/Grp +13/+21; Atk +21 melee (2d10+12 + 2d6 acid, slam); Full Atk: +21/+16/+11 melee (2d10+12 + 2d6 acid, slam); Space / Reach 15 ft./15 ft. SA Acid; SQ Elemental, DR 10/--; AL NE; SV Fort +17, Ref +12, Will +7; Str 26, Dex 20, Con 21, Int 6, Wis 11, Cha 11,

Skills and Feats: Listen +12, Spot +12; Power Attack, Improved Sunder, Cleave, Improved Critical (slam), Blind-Fight, Ability Focus (acid), Combat Reflexes, Dodge

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 27). A metal or wooden weapon that strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Paraelemental Ooze, greater: CR 11; Huge elemental (Earth, Water); HD 24d8+120; hp 228; Init +6 (+6 Dex); Spd 20 ft, swim 50 ft. AC 23, touch 14, flat-footed 17 (-2 size, +6 Dex, +9 natural); Base Atk/Grp +16/+25; Atk +25 melee (2d10+13 + 2d6 acid, slam); Full Atk: +25/+20/+15/+10 melee (2d10+13 + 2d6 acid, slam); Space / Reach 15 ft./15 ft. SA Acid; SQ Elemental, DR 10/--; AL NE; SV Fort +19, Ref +13, Will +8; Str 28, Dex 22, Con 21, Int 6, Wis 11, Cha 11,

Skills and Feats: Listen +13, Spot +14; Power Attack, Improved Sunder, Cleave, Improved Critical (slam), Blind-Fight, Ability Focus (acid), Combat Reflexes, Dodge, Mobility

Acid (Ex): An ooze paraelemental's muck is highly acidic and can rapidly dissolve organic material and metal. Any melee hit deals acid damage. The paraelemental's acid deals 40 hit points of damage per round to metal or wooden objects. Armor or clothing dissolves and becomes useless unless it succeeds at a Reflex save (DC 30). A metal or wooden weapon that strikes an ooze paraelemental also dissolves immediately unless it succeeds at a Reflex save.

If an ooze paraelemental successfully grapples an opponent, the opponent's armor must likewise make a Reflex save at a -4 penalty or dissolve into uselessness.

Encounter 6

Doomfoodle: Male gnome Sor10; CR 10; HD 10d4+50+3; hp 84; Init +4; Spd 20ft.; AC 33, touch 16, flat-footed 29 (+1 size, +4 Dex, +1 deflection, +5 natural, +4 enhancement, +4 shield, +4 from *mage armor*); Base Atk/Grp +5/-1; Atk +3 melee (1d3-2/x2, dagger); Full Atk +3 melee (1d3-2/x2, dagger); SA summon familiar (toad), spells, *dancing lights*, *speak with burrowing animals* 1/day; SQ low-light vision; SV Fort +10, Ref +9, Will +10; Str 6 Dex 18 Con 20 Int 10 Wis 12 Cha 18.

Skills and Feats: Concentration +18, Spellcraft +13; Augment Summoning, Necromantic Might, Necromantic Presence, Spell Focus (conjuration).

Familiar: Toad (1 hp), see MM p. 82.

Spells: 6/5*/7/7/6/3 (Save DC 14 + spell level)
0th – *acid splash*[†], *daze*, *detect magic*, *read magic*, *resistance*, *touch of fatigue* 1st – *mage armor*, *magic missile*, *Mordenkainen's buzzing bees*, *shield*, *summon undead I* 2nd – *Bigby's slapping hand*, *glitterdust*[†], *invisibility*, *summon undead II* 3rd – *fireball*, *legion snake's swiftness*, *summon undead III* 4th – *blast of flame*[†], *summon undead IV* 5th – *prismatic ray* (+9 ranged touch)

*number reflects already-cast *mage armor* and *shield*[†] Spell Focus adds 1 to save DC

Spells Active: *barkskin* +5, *invisibility*, *displacement*, *fly*, *bear's endurance*, *cat's grace*, *mage armor*, *magic vestment* +4, *resist energy* (fire 20), *shield*, *silence* (on cleric's rock)

Possessions: ~~*potion of invisibility*~~, ~~*potion of bear's endurance*~~, ~~*potion of displacement*~~, ~~*potion of magic vestment*~~ +4, ~~*potion of cat's grace*~~, ~~*potion of barkskin*~~ +5, ~~*potion of fly*~~, *ring of protection* +1, *vest of resistance* +2, *cloak of charisma* +2, dagger, Legion of Doom insignia.

Ripur: Male human Rog2/Rgr1/Ftr4/Blk3; CR 10; HD 2d6+1d8+7d10+50; hp 118; Init +1; Spd 20ft.; AC 25, touch 11 flat-footed 24 (+1 Dex, +5 natural, +9 +1 *full plate*); Base Atk/Grp +9/+14; Atk +15 melee (2d4+10+1d6 cold, 19-20/x4, +1 *frost scythe*); Full Atk +16/+11melee (2d4+10+1d6 cold, 19-20/x4, +1 *frost scythe*); SA aura of despair, aura of evil, command undead (1d20+1, 2d6+2), *detect good*, *smite good* 3/day, *trapfinding*, *sneak attack* +1d6, *evasion*, *avored enemy (orc)*, *wild empathy*; SV Fort +17, Ref +9, Will +4; Str 20 Dex 12 Con 20 Int 8 Wis 12 Cha 12.

Skills and Feats: Balance -3, Climb +1, Concentration +8, Disable Device +1, Escape Artist +5, Forgery +0, Hide +3, Jump +4, Knowledge (religion) +6; Blind-Fight, Cleave, Close-Quarters Fighting, Extra Smiting, Improved Sunder, Power Attack, Track, Weapon Focus (scythe), Weapon Specialization (scythe).

Spells Active: *fly*, *invisibility*, *displacement*, *bear's endurance*, *bull's strength*, *resist energy* (fire 20), *keen edge*, *barkskin* +5, *corrupt weapon* (as *bless weapon* with alignment reversed), *silence* (on cleric's rock)

Spells Prepared: (1/0) (DC 10 + level) 1st – *corrupt weapon*

Possessions: ~~*potion of invisibility*~~, ~~*potion of bear's endurance*~~, ~~*potion of bull's strength*~~, ~~*oil of keen edge*~~, ~~*potion of eagle's splendor*~~, ~~*potion of barkskin*~~ +5, ~~*potion of fly*~~, +1 *full plate*, +1 *frost scythe*, ~~*potion of displacement*~~, *vest of resistance* +1, Legion of Doom insignia.

Ardev: Female human Clr6/MasterofShrouds4 of Erythnul; CR 10; HD 10d8+40; hp 102; Init -1; Spd 20ft.; AC 26, touch 9, flat-footed 26 (-1 Dex, +5 natural, +3 +1 *shield*, +9 +1 *full plate*); Base Atk/Grp +7/+7; Atk +7 melee (1d8/x2, morningstar); Full Atk +7/+2 melee (1d8/x2, morningstar); SA rebuke undead 8/day, check 1d20+3, 2d6+12 HD, summon (1 wraith or 2 shadows) 6/day; SV Fort +12, Ref +4, Will +17; Str 10 Dex 8 Con 18 Int 8 Wis 22 Cha 16.

Skills and Feats: Concentration +13, Heal +8, Knowledge (religion) +4, Spellcraft +8; Augment Summoning, Necromantic Might, Necromantic Presence, Spell Focus (conjuration), Tomb-Tainted Soul.

Domains: Evil and Mysticism (+1 caster level for [Evil] spells, 1/day +3 luck bonus to saves for 9 rounds)

Spells Prepared: 6/6+1/6+1/5+1/3+1/2+1 (Save DC 16 + spell level) 0th – *detect magic*, *guidance*, *light*, *mending*, *read magic*, *resistance* 1st – ~~*deathwatch*~~, *command*, *cure light wounds*, *protection from good*[†], *resurgence*, *shield of faith*, *summon undead I* 2nd – *cure moderate wounds*, *cure moderate wounds*, *hold person*, *lesser restoration*, ~~*resist energy (cold)*~~, *silence*, *spiritual weapon*^{*} 3rd – *animate dead*[†], *dispel magic*, *invisibility purge*, *lesser visage of the deity*^{*}, *magic circle against good*[†], *summon undead III* 4th – *air walk*, *divine power*, *spell immunity*, *unholy blight*[†] 5th – *greater command*, *righteous might*^{*}, *slay living*

*domain spell [†] cast at +1 caster level

Spells Active: *silence* (on rock), *bear's endurance*, *eagle's splendor*, *displacement*, *barkskin* +5, *invisibility*, *deathwatch*, *resist energy* (cold and fire 20)

Possessions: ~~*potion of invisibility*~~, ~~*potion of bear's endurance*~~, ~~*potion of barkskin*~~ +5, ~~*potion of displacement*~~, ~~*potion of eagle's splendor*~~, +1 large steel shield, +1 full plate, vest of resistance +2, *periapt of wisdom* +2, morningstar, 4 25-gp onyx, Legion of Doom insignia.

Summon Undead (Sp) At 2nd level and higher, a master of shrouds can summon one or more incorporeal undead creatures a number of times per day equal to 3+ her Charisma modifier (minimum 1). This ability is otherwise identical to the *summon monster* spells, except that a master of shrouds adds her Charisma modifier (if positive) to the duration of the effect.

At 2nd level, a master of shrouds can summon a single shadow. At 4th level, she can summon one wraith or two shadows. At 6th level, she can summon one spectre, two wraiths, or four shadows. At 8th level, she can summon one greater shadow, two specters, four wraiths or four shadows. At 10th level she can summon one dread wraith, two greater shadows, four specters, four wraiths, or four shadows.

Allevol: Female human Spellthief10; CR 10; HD 10d6+40; hp 80; Init +4; Spd 30 ft.; Spd 30"; AC 28, touch 14, flat-footed 24 (+4 Dex, +4 shield, +5 natural, +5 +1 *chain shirt*); Base Atk/Grp +7/+11; Atk +12 melee (1d6+5,15-20/x2, +1 *rapier*); Full Atk +12/+7 melee (1d6+5,15-20/x2, +1 *rapier*); SA

absorb spell, *arcane sight* 4/day, *detect magic* 4/day, *sneak attack* +3d6, *spellgrace* +1, *steal spell* (5th), *steal spell effect*, *steal energy resistance* 10, *steal spell-like ability*, *trapfinding*; SV Fort +9, Ref +9, Will +8 (+1 to all vs. spells), Str 18 Dex 18 Con 18 Int 13 Wis 8 Cha 18.

Skills and Feats: Bluff +17, Concentration +12, Hide +21, Jump +10, Listen +10, Move Silently +21, Spellcraft +8, Spot +9, Tumble +18; Combat Casting, Combat Expertise, Improved Diversion, Improved Feint, Staggering Strike.

Spells Known: 1/1 (DC 14 + spell level) 1st – *disguise self*, *expeditious retreat*, *mordenkainen's buzzing bees*, *shield* 2nd – *invisibility*, *resist energy* (cold), see *invisibility*

Spells Active: *barkskin* +5, *bear's endurance*, *bull's strength*, *cat's grace*, *eagle's splendor*, *invisibility*, *keen edge*, *resist energy* (cold and fire 20), *shield*

Possessions: ~~*potion of bear's endurance*~~, ~~*potion of bull's strength*~~, ~~*potion of cat's grace*~~, ~~*potion of invisibility*~~, ~~*potion of barkskin*~~ +5, ~~*oil of keen edge*~~, ~~*potion of eagle's splendor*~~, +1 rapier, +1 chain shirt, boots of elvenkind, cloak of elvenkind, vest of resistance +2, Legion of Doom insignia.

Absorb Spell (Su) Beginning at 7th level, if a spellthief makes a successful save against a spell that targets him, he can attempt to absorb the spell energy for later use. This ability affect only spells that have the spellthief as a target, not effect or area spells. A spellthief can't absorb a spell of a higher level than he could steal with his steal spell ability (see below).

To absorb a spell that targets him, a spellthief must succeed on a level check (1d20+spellthief class level) against a DC of 10+the spell's caster level. Failure indicates that the spell has its normal effect. Success means that the spellthief suffers no effect from the spell and can cast the spell later (or use its energy to cast one of his own spells known) as if he had stolen the spell with his steal spell ability. His normal limit of total spell levels stolen still applies.

Arcane Sight (Sp) Beginning at 9th level, a spellthief can use *arcane sight* as a swift action (see *Complete Adventurer*, p. 137) a number of times per day equal to his Charisma modifier (minimum 1). His caster level is equal to his spellthief class level.

Detect Magic (Sp) A spellthief of 2nd level or higher can use *detect magic* a number of times

per day equal to his Charisma bonus, if any (minimum 1). His caster level is equal to his spellthief class level.

Sneak Attack (Ex) A 10th level spellthief deals an extra 3d6 points of damage when flanking an opponent or at any time when the target would be denied its Dexterity bonus. This extra damage applies to ranged attacks only if the target is within 30 feet. See the rogue class feature page 50 of the *Player's Handbook*.

Spellgrace (Su) A spellthief of 2nd level or higher gains a +1 competence bonus on his saves against spells. This bonus increases to +2 at 11th level and +3 at 20th level.

Steal Energy Resistance (Su) Beginning at 3rd level, a spellthief can siphon off some or all of a target's resistance to an energy type. A spellthief who hits an opponent with a successful sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead temporarily gain resistance 10 to an energy type to which his target is resistant (or immune). If the target is willing, a spellthief can steal energy resistance with a touch as a standard action.

Simultaneously, the target creature's resistance to that energy type is reduced by 10 (to a minimum of 0). A creature with immunity to an energy type retains that immunity.

If the target has more than one type of resistance to energy, a spellthief can choose which kind to steal, otherwise, the DM determines the stolen resistance randomly from among those possessed by the target. If a spellthief chooses to steal a type of resistance that the target does not possess, the stolen type of resistance is determined randomly from those possessed by the target.

The resistance a spellthief gains from using this ability lasts for 1 minute. If the resistance is derived from a temporary effect (such as a spell), the stolen resistance disappears when the effect expires.

A spellthief can use this ability multiple times, but its effects do not stack, unless they apply to different types of energy.

At 11th level, a spellthief can steal resistance 20 to an energy type by using this ability, and at 19th level he can steal resistance 30 to an energy type.

Steal Spell (Su) A spellthief can siphon spell energy away from his target and use it himself. A

spellthief who hits an opponent with a successful sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead steal a spell, or the potential to cast a specific known spell, from his target. If the target is willing, a spellthief can steal a spell with a touch as a standard action.

The target of a steal spell attack loses one 0-level or 1st-level spell from memory if she prepares spells ahead of time, or one 0-level or 1st-level spell slot if she is a spontaneous caster. A spontaneous caster also loses the ability to cast the stolen spell for 1 minute. If the target has no spells prepared (or has no remaining spell slots, if she is a spontaneous caster), this ability has no effect. A spellthief can choose which spell to steal; otherwise, the DM determines the stolen spell randomly. If a spellthief tries to steal a spell that isn't available, the stolen spell (or spell slot) is determined randomly from those the target has available.

After stealing a spell, a spellthief can cast the spell himself on a subsequent turn. Treat the spell as if it were cast by the original owner of the spell for the purpose of determining caster level, save DC, and so forth. A spellthief can cast this spell even if he doesn't have the minimum ability score normally required to cast a spell of that level. The spellthief must supply the same components (including verbal, somatic, material, XP, and any focus) required for the stolen spell. Alternatively, a spellthief of 4th level or higher can use the stolen spell power to cast any spellthief spell that he knows of the same level or lower (effectively, this gives the spellthief one free casting of a known spell). A spellthief must cast a stolen spell (or use its energy to cast one of his own spells) within 1 hour of stealing it; otherwise the extra spell energy fades harmlessly away.

As a spell thief gains levels, he can choose to steal higher level spells. At 4th level, he can steal spells of up to 2nd level, and for every two levels gained after 4th, the maximum spell level stolen increases by one (up to a maximum of 9th-level spells at 18th level).

At any one time, a spellthief can possess a maximum number of stolen spell levels equal to his class level (treat 0th-level spells as ½ level for this purpose). If he steals a spell that would cause him to exceed this limit, he must choose to lose stolen spells sufficient to reduce his total number of stolen spell levels to no more than his maximum.

A spellthief can't apply metamagic feats or other effects to the stolen spell unless the specific spell stolen was prepared with such an effect.

This ability works only against spells. It has no effect on spell-like abilities.

Steal Spell Effect (Su) Beginning at 2nd level a spellthief can siphon an active spell effect from another creature. A spellthief who hits an opponent with a sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead gain the effect of a single spell affecting the target. If the target is willing, a spellthief can steal a spell effect with a touch as a standard action.

The spellthief can choose which spell effect to steal; otherwise, the DM determines the stolen spell effect randomly. If a spellthief tries to steal a spell effect that isn't present, the stolen spell effect is determined randomly from among those currently in effect on the target. A spellthief can't steal a spell effect if its caster level exceeds his class level + his Charisma modifier.

Upon stealing a spell effect, a spellthief gains the stolen effect (and the original creature loses that effect) for 1 minute per class level (or until the spell's duration expires, whichever comes first). If the spell effect's duration hasn't expired by this time, the spell effect returns to the creature that originally benefited from it.

A spellthief can steal the effect of a spell only if the spell could be cast on him by the original caster. If a spellthief tries to steal the effect of a spell not allowed to him, the effect is still suppressed on the original target of the spell for 1 minute per spellthief class level.

This ability does not work on spell effects that are immune to *dispel magic*.

Steal Spell-Like Ability (Su) At 5th level and higher, a spellthief can use a sneak attack to temporarily steal a creature's spell-like ability. A spellthief who hits an opponent with a sneak attack can choose to forgo dealing 1d6 points of sneak attack damage and instead gain use of one of the target's spell-like abilities. If the target is willing, a spellthief can steal a spell-like ability with a touch as a standard action.

This spell-like ability can originate from the target's class, race, template, or any other source, and can be of any level up to a maximum of one-third the spellthief's class level. A spellthief can select a specific spell-like ability to steal; otherwise the DM chooses the ability at random. If the ability

has a limited number of uses per day, the target must have at least one such use left, or the spellthief can't steal the ability. If the target can't use its ability at the present time, the spellthief can't steal it.

A spellthief can use a stolen spell-like ability once. For all purposes (caster level, save DC, and so on), treat the spell-like ability as if it were being used by the original possessor of the ability. A spellthief must use the stolen spell-like ability within 1 minute of acquiring it, or it is lost harmlessly. Until the spellthief uses the ability (or until the minute elapses), the target cannot use the stolen ability.

Trapfinding (Ex): A spellthief can use the Search skill to locate traps with a DC higher than 20, and he can use Disable Device to bypass a trap or disarm magic traps. See the rogue class feature, page 50 of the *Player's Handbook*.

Vertie: Female dwarf Bbn7/Ftr2/ExoticWpnMstr1; CR 10; HD 7d12+3d10+50; hp 140; Init +3; Spd 30ft.; AC 23, touch 13, flat-footed 20 (-1 size, +3 Dex, +1 deflection, +5 natural, +5 +1 *chain shirt*); Base Atk/Grp +10/+20; Atk +19 melee (2d6+10/x2, *living chain**); Full Atk +19/+14 melee (2d6+11/x2, *living chain**) or flurry +17/+17/+12 melee (2d6+11/x2, *living chain*); SA damage reduction 1/-, fast movement, flurry of strikes, improved uncanny dodge, rage 2/day, trap sense +2, uncanny dodge, SQ darkvision, stonecunning, stability; SV Fort +13, Ref +5, Will +1 (+2 vs poison, spells, +1 vs. traps); Str 22 Dex 17 Con 20 Int 13 Wis 8 Cha 6.

Skills and Feats: Climb +20, Jump +20, Listen +12, Ride +8, Survival +8; Close-Quarters Fighting, Combat Expertise, Exotic Weapon Proficiency (spiked chain), Improved Trip, Weapon Focus (spiked chain).

Spells Active: *barkskin* +5, *bear's endurance*, *bull's strength*, *cat's grace*, *enlarge person*, *invisibility*, *resist energy* (fire 20), *silence* (from cleric's rock)

Possessions: ~~potion of barkskin +5, potion of bear's endurance, potion of bull's strength, potion of cat's grace, potion of invisibility, potion of enlarge person~~, *living chain**, +1 *chain shirt*, Legion of Doom insignia

*Chain grants +4 bonus on trip checks.

Exotic Weapon Stunt – Flurry of Strikes (Ex) When wielding an exotic double weapon or a

spiked chain with both hands, the character can elect to use a full attack action to make a flurry of strikes. When doing so, he may make one extra attack in the round, at his full base attack bonus, but this attack takes a -2 penalty, as does each other attack made in that round and until the exotic weapon master's next turn. The extra attack may be with either end of the double weapon.

Ydasinferni: Male human Brd5/Dirgesinger4; CR 9; HD 9d6+36; hp 78; Init +8; Spd 30ft.; AC 26, touch 15, flat-footed 22 (+4 Dex, +1 deflection, +5 natural, +6 +2 *chain shirt*); Base Atk/Grp +6/+5; Atk +5 melee (1d8-1, 19-20/x2, longsword) or +10 ranged (1d6/x3, shortbow); Full Atk +5/+0 melee (1d8-1, 19-20/x2, longsword) or +10/+5 ranged (1d6/x3, shortbow); SA bardic music, bardic knowledge 1d20+4, dirgesong, spells; SV Fort +6, Ref +9, Will +7; Str 8 Dex 18 Con 14 Int 8 Wis 8 Cha 22.

Skills and Feats: Bluff +18, Concentration +13, Diplomacy +14, Knowledge (religion) +4, Listen +4, Perform (oratory) +18, Perform (wind instrument) +7, Sense Motive +6, Spellcraft +7, Tumble +5; Extra Music, Improved Initiative, Lingering Song, Requiem, Subsonics.

Spells Known: 3/4*/2 (DC 16 + level) 0th – *detect magic, ghost sound, lullaby, message, read magic, summon instrument* 1st – *cure light wounds, inspirational boost (swift), joyful noise, remove fear* 2nd – *blur, invisibility, mirror image*

Bardic Music: Countersong, fascinate, Inspire Courage +1, Inspire Competence, 13 songs per day.

Dirgesong: as bardic music, with the following songs. If saves are made, enemies are immune to that particular song for 24 hours. All songs last 10 rounds after song ends.

Song of Sorrow: Affects all enemies in hearing. Will save DC 22 or –2 penalty on all Will saves, attack rolls, and weapon damage rolls.

Song of Bolstering: Affects all undead within 30' of singer. +4 bonus to turn resistance.

Song of Grief: Affects single target within 60' of singer. Will save DC 22 or confused as per the *confusion* spell.

Song of Horror: Affects all enemies within 60' of singer. Will save DC 22 or take 1d6 Str and Dex damage. Can only have an effect on a target once per day.

Spells Active: *barkskin* +5, *bear's endurance*, *cat's grace*, *displacement*, *eagle's splendor*, *invisibility*, *resist energy (fire 20)*, *silence* (from cleric's rock)

Possessions: ~~*potion of barkskin* +5, *potion of bear's endurance*, *potion of cat's grace*, *potion of displacement*, *potion of eagle's splendor*~~, +2 *chain shirt*, *ring of protection* +1, *pipes of the damned*, longsword, shortbow, 20 arrows, Legion of Doom insignia.

Saudax: Male human Drd10; CR 10; HD 10d8+30; hp 92; Init +3; Spd 30ft.; AC 26, touch 13, flat-footed 23 (+3 Dex, +4 natural, +6 armor, +3 shield); Base Atk/Grp +7/+6; Atk +6 melee (1d8-1/x3, spear) or +10 ranged (1d8-1/x3, spear); Full Atk +6/+1 melee (1d8-1/x3, spear) or +10/+5 ranged (1d8-1/x3, spear); SA wild empathy, woodland stride, trackless step, wild shape (3/day; Large); SQ venom immunity; SV Fort +10, Ref +6, Will +12; Str 8 Dex 16 Con 16 Int 8 Wis 20 Cha 8.

Skills and Feats: Concentration +15, Handle Animal +4, Heal +6, Knowledge (nature) +2, Listen +8, Ride +7, Spellcraft +8, Spot +8, Survival +12; *Eagle's Wings*, Improved Initiative, Natural Spell, Oaken Resilience.

Animal Companion: Logan, see below.

Spells Prepared: 6/6/5/4/4/3 (DC 15 + level) 0th – *cure minor wounds, detect magic, detect poison, guidance, naturewatch, read magic* 1st – *cure light wounds, cure light wounds, entangle, longstrider, pass without trace, speak with animals* 2nd – ~~*barkskin*~~, *delay poison, heat metal, resist energy (acid), warp wood* 3rd – ~~*greater magic fang, mass resist energy (fire)*~~, *spikes, sleet storm* 4th – *cure serious wounds, flame strike, flame strike, ice storm* 5th – *baleful polymorph, insect plague, stonесkin*

Spells Active: *barkskin* +4, *bear's endurance*, *darkvision*, *fly*, *invisibility*, *resist energy (fire)*, *stoneskin*

Possessions: ~~*potion of invisibility*, *potion of bear's endurance*, *potion of darkvision*~~, *potion of fly*, +3 *hide armor*, +1 *large wooden shield*, *periapt of wisdom* +2, 3 *spears*, ~~*250 gp diamond dust*~~, Legion of Doom insignia.

Logan, Saudax's Dire Wolverine: Large Magical Beast; HD 7d8+28; hp 72; Init +3; Spd 30ft.; AC 22, touch 12, flat-footed 19 (-1 size, +3 Dex, +10 natural); Base Atk/Grp +3/+14; Atk claw

+10 melee (1d6+8); Full Atk 2 claws +10 melee (1d6+8) and bite +8 melee (1d8+5); SA rage; SQ devotion, link, low-light vision, scent, share spells; SV Fort +8, Ref +7, Will +5; Str 24 Dex 17 Con 19 Int 2 Wis 12 Cha 10.

Tricks: attack, come, defend, down, heel, stay

Skills and Feats: Climb +14, Listen +7, Spot +7; Alertness, Multiattack, Toughness, Track

Spell Effects: *barkskin*, *greater magic fang*, *resist energy (fire 20)*

Appendix Seven – ALL APLs

Encounter 9 – Location J

Gruul: male human Rog2 CR2; Medium-sized humanoid (human); HD 2d6+2; hp: 13; Init +7; Spd Walk 30'; AC: 16, touch: 13, flatfooted 13 (+3 Dex, +3 Armor); Base Atk/Grp: +1/+2; Atk: +5 melee (1d6+1/18-20, masterwork rapier) or +5 ranged (1d8/19-20 masterwork crossbow); Full Atk: +5 melee (1d6+1/18-20, masterwork rapier) or +5 ranged (1d8/19-20 masterwork crossbow); Space/Reach: 5 ft/5 ft.; SA Sneak Attack +1d6; SQ Evasion, Trapfinding; AL NE; SV: Fort: +1, Ref: +6, Will: +0; Str 12, Dex 16, Con 13, Int 14, Wis 10, Cha 9

Skills and Feats: Balance +10, Disable Device +7, Escape Artist +6, Hide +8, Listen +5, Move Silently +8, Open Lock +8, Pick Pocket +8, Search +7, Spot +5, Tumble +8, Use Rope +5; Improved Initiative, Weapon Finesse (Rapier)

Possessions: Masterwork studded leather armor, masterwork rapier, masterwork crossbow, 20 bolts, thieves' tools, *potion of cure light wounds*, *potion of spider climb*

Arvudsen: Male human Sor2 CR2; Medium-sized humanoid (human); HD 2d4+4; hp 11; Init: +6; Spd Walk 30'; AC 16, touch: 16, flatfooted 14 (+2 Dex, +4 mage armor); Base Atk/Grp 0/0; Atk: +0 melee (1d6-1/19-20 shortspear) or +4 ranged (1d8/19-20 masterwork crossbow); Full Atk: +0 melee (1d6-1/19-20 shortspear) or +4 ranged (1d8/19-20 masterwork crossbow); SA --; SQ Spells; AL LE; SV: Fort +2, Ref +2, Will +4; Str 8, Dex 14, Con 14, Int 10, Wis 12, Cha 16

Skills and Feats: Concentration +5, Disguise +5, Listen +2, Spellcraft +4, Spot +2; Combat Casting, Improved Initiative

Possessions: Masterwork light crossbow, 20 bolts, shortspear, *potion of cure light wounds*

Sorcerer Spells (Spells per day - 6/4* save DC 13 + Spell Level): 0 – daze, detect magic, prestidigitation, read magic, ray of frost; 1st – mage armor, magic missile

* - Arvudsen has already cast one mage armor spell prior to the encounter – this is already accounted for in his spells per day numbers

Encounter 9 – Location M

Firath of Nerull: male human Clr2 (of Nerull) CR 2; Medium-sized humanoid (human); HD 2d8 hp: 18; Init +0; Spd Walk 20'; AC: 19, touch: 10; flatfooted 19 (+9 Armor); Base Atk/Grp: +1/+3; Atk +5 melee (1d8+2/19-20, masterwork flail); Full Atk: +5 melee (1d8+2/19-20, masterwork flail); SA: smite (1x/day +4 to hit, +2 to damage for 1 attack); SQ Spells; AL: LE; SV: Fort: +4, Ref: +0, Will: +6; Str 14, Dex 10, Con 13, Int 11, Wis 16, Cha 10

Skills and Feats: Concentration +4, Diplomacy +3, Heal +6, Spellcraft +4, Spot +4; Combat Casting, Power Attack, Martial Weapon Proficiency (Flail), Weapon Focus (Flail)

Possessions: Half-Plate Mail, Heavy Steel Shield, masterwork flail, *potion of cure light wounds*

Cleric Spells Memorized: (domains: Evil – cast evil spells at +1 level, Death – Death Touch) Spells per day 4/3+1 save DC 13+Spell Level): 0 – Inflict Minor Wounds (x2), Cure Minor Wounds (x2); 1st-Command, Cure Light Wounds, Obscuring Mist, *domain:* Cause Fear

Pior: male human Ftr2 CR 2; Medium-sized humanoid (human); HD 2d10+4 hp: 19; Init +5 (+1 Dex, +4 Improved Initiative); Spd Walk 20'; AC: 17, touch: 11, flatfooted 17 (+1 Dex, +6 armor); Base Atk/Grp: +2/+5; Atk +7 melee (2d6+3/19-20, masterwork greatsword); Full Atk: +7 melee (2d6+3/19-20, masterwork greatsword); SA: --; SQ --; AL: LE; SV: Fort +5, Ref: +1, Will: +0; Str 17, Dex 13, Con 14, Int 9, Wis 10, Cha 9

Skills and Feats: Climb +8, Jump +6, Spot +1; Improved Initiative, Combat Reflexes, Power Attack, Weapon Focus (Greatsword)

Possessions: Half-Plate, masterwork greatsword, *potion of cure light wounds*.

Appendix Eight – New Creatures

SHADAR-KAI (Shadow Fey)

Source: *Fiend Folio*, pages 150-151, including official updates for the 3.5 rules

Medium-Size Fey (Extraplanar)

Hit Dice: 3d6 (10 hp)

Initiative: +3

Speed: 30 ft

AC: 16 (+3 Dex, +3 studded leather); touch 13, flat-footed 13

Base Attack / Grapple: +1 / +1

Attack: Spiked chain +4 melee, or shortbow +4 ranged

Full Attack: Spiked chain +4 melee, or shortbow +4 ranged

Damage: Spiked chain 2d4, shortbow 1d6 (x3 crit)

Space / Reach: 5 ft / 5 ft (reach 10 ft with spiked chain)

Special Attacks: Sneak attack +1d6

Special Qualities: Hide in plain sight, shadow curse, superior low-light vision

Saves: Fort +2, Ref +7, Will +4

Abilities: Str 10, Dex 16, Con 12 (11), Int 11, Wis 10, Cha 9

Skills: Hide +8 (+18), Listen +8, Move Silently +8, Search +6, Spot +8, Survival +6 (+8 following tracks)

Feats: Alertness, Exotic Weapon Proficiency (spiked chain) (B), Weapon Finesse

Languages: Common, Elven, Sylvan

Climate / Terrain: Any forest and underground (Plane of Shadow)

Organization: Solitary, patrol (3-6), or raid (7-12)

Challenge Rating: 1

Treasure: +1 *gal-ralan* plus standard (the listed Constitution score of 11 includes the *gal-ralan* damage)

Alignment: Usually neutral evil

Advancement: By character class

The shadar-kai, or shadow fey, are a race of bitter, determined creatures whose souls are poisoned by shadow. Gray-skinned and dark-eyed, the slender shadar-kai stand slightly taller than average humans, and their soft movements exude grace and uncanny stealth. Shadow follows the shadar-kai wherever they go. Shadows cast by the folds of their clothing seem deeper than those on humanoids, and a shadar-kai can seemingly fade out of sight by simply stepping into any common shadow. The shadar-kai prefer light weapons suited for grace and agility, especially spiked chains. Many shadar-kai favor a variety of piercings and tattoos.

Long ago, the shadar-kai thought to “preserve” the world from the rising humanoid races. Skilled in shadow magic, the shadar-kai made a pact with a dark power of the Plane of Shadow to cast the world into an endless twilight in which the shadow fey would rule supreme. But the experiment went awry, and the shadar-kai were left bound in the Plane of Shadow, cursed to lose their souls in its dark depths. This shadow curse affects shadar-kai to this day, and every member of the race is engaged in a lifelong struggle to stave off inevitable doom.

The continuous pull of the Plane of Shadow has left the shadar-kai grim and embattled. Few races understand the plight of the shadow fey. Even the temporary solutions the shadar-kai have found leave them struggling with constant pain, making them vicious. Their willingness to commit acts of cruelty and violence has increased with each generation.

COMBAT

Blessed and cursed with a great affinity for the Plane of Shadow, the shadar-kai are subtle and deceptive. They steal without being detected when they can, striking from ambush when necessary. Spellcasters among the shadar-kai favor shadow and illusion magic, and few groups of the shadow fey are without a powerful spell-casting leader. Skilled at stealth and gifted with visual acuity greater than that of most other creatures, the shadar-kai have little trouble making sure that combat occurs on their terms.

The shadar-kai described in the statistics block wears a +1 *gal-ralan* (see Shadar-Kai Items, below).

Sneak Attack (Ex): Anytime a shadar-kai's target is denied a Dexterity bonus, or when the target is flanked by the shadar-kai, the shadar-kai deals an additional 1d6 points of damage on a successful melee attack. This damage stacks with sneak attack damage from other sources, such as rogue levels.

Hide in Plain Sight (Su): Shadar-kai can use the Hide skill even while being observed. As long as they are not illuminated by natural daylight, the *daylight* spell, or a similar magical light, shadar-kai can hide themselves from view in the open without having anything to actually hide behind.

Shadow Curse (Su): The Plane of Shadow exerts a tremendous pull on a shadar-kai's soul, which is only tenuously connected to its mortal body. Any time a shadar-kai is stunned, dazed, staggered, or unconscious (other than from natural sleep), the shadow fey must make a Will save (DC 15) or lose a portion of her soul to the Plane of Shadow. The shadar-kai must also attempt a save any time she removes a *gal-ralan*, if she has one (see Shadar-Kai Items, below).

A shadar-kai with a damaged soul gains one negative level that cannot be removed until she restores her soul completely. If exposed to another event that requires a save against the shadow curse, a shadar-kai may gain additional negative levels. A shadar-kai on the Plane of Shadow can transfix her soul to her body again with a *greater restoration* spell. A shadar-kai on the Material Plane (or elsewhere) must use a *wish* or *miracle* spell to restore her soul.

A shadar-kai afflicted with the shadow curse cannot be raised from the dead or resurrected, and cannot gain experience. The touch of the shadow curse galls a shadar-kai, filling her heart with an icy emptiness that eventually drives all but the most determined individuals to capitulate and leave the Material Plane altogether.

A shadar-kai who goes to the Plane of Shadow and remains there ameliorates the effects of the shadow curse and suffers no ill effects. However, if she leaves the Plane of Shadow without restoring her soul, she suffers the effects of the shadow curse again until she returns to the Plane of Shadow or restores her soul as described above..

Superior Low-Light Vision (Ex): Shadar-kai have extraordinary vision in low-light circumstances. They can see four times as far as a human in low-light conditions.

Skills: Shadar-kai have a +10 racial bonus on Hide checks made in dark or shadowy conditions (anything other than daylight or the area of a *daylight* spell).

Fey Traits: Remember that the shadar-kai are of the Fey creature type, not Humanoid, so they are immune to spells that only affect Humanoids, including *charm person*, *dominate person*, and *hold person* (but not *hold monster*). Although many Fey have Damage Reduction that is only negated by cold iron, the shadar-kai do not share this trait, perhaps because most of them spend their lives with their bodies permanently pierced by enchanted cold iron in the form of their *gal-ralan* and thus lose any natural resistance to being damaged.

Dismissal and Banishment: Although the shadar-kai are not Outsiders (they are Fey), they are considered Extraplanar creatures (they are partially native to the Plane of Shadow).

SHADAR-KAI ITEMS

The shadow curse haunts every aspect of shadar-kai culture, and remaining on the Material Plane is a constant struggle for these creatures. Most shadar-kai use a gal-ralan (described below) to fix their souls to their bodies and stave off the shadow curse.

Gal-Ralan: When this cold-forged iron armband is donned (taking up the spot where a bracer would be worn), it pierces the wearer's forearm with long needles of the same metal. The device fixes its wearer's soul to her body but also causes never-ending pain. As long as a character wears a gal-ralan, she takes 1 point of Constitution damage that cannot be healed by any means until after the gal-ralan is removed.

A gal-ralan provides its wearer with a +1 to +5 resistance bonus on her saving throws. This bonus increases by an additional +2 against death effects, energy drains, and effects that affect the wearer's soul (such as the shadow curse). For example, a +2 *gal-ralan* provides a +4 resistance bonus against these effects, a +3 *gal-ralan* provides a +5 resistance bonus against these events, and so on.

Caster Level: 5th; *Prerequisites:* Craft Wondrous Item, *resistance*, *caster level* must be three times that of the gal-ralan's bonus; *Market Price:* 625 gp (+1), 2,500 gp (+2), 5,600 gp (+3), 10,000 gp (+4), or 15,600 gp (+5). *Weight:* negligible.

Blackstone Rune: Shadar-kai overcome by the shadow curse often make use of a *blackstone rune*. The rune is a complex sigil drawn on a small, glossy stone. On command, a *blackstone rune* allows its bearer to *plane shift* between the Plane of Shadow and the Material Plane (in either direction), along with up to 50 pounds of objects. A *blackstone rune* can be used three times before its magic fades.

A lesser version of the *blackstone rune* also exists: this variety allows travel in only one direction, from the Plane of Shadow back to the Material Plane, and it has but one charge.

Caster Level: 9th; *Prerequisites:* Craft Wondrous Item, *plane shift*; *Market Price:* 3,300 gp (*blackstone rune*) or 550 gp (*lesser blackstone rune*); *Weight:* negligible.

Night Extract: When thrown or dropped, one vial of this magic liquid reduces the ambient light level to that of starlight in a 20-foot radius. Magical light still functions in the area (and counters the effect), but torches, lanterns, sunrods, and other mundane light sources are suppressed until removed from the area. The DC of Spot checks made against targets within the *night extract's* area increases by +10, although creatures with darkvision or superior low-light vision ignore this increase, and creatures with low-light vision gain a +5 bonus on Spot checks made in starlight. The *night extract* provides concealment (20% miss chance) against creatures with low-light vision, and no concealment against creatures with darkvision or superior low-light vision. The effect lasts for 10 minutes.

Caster Level: 1st; *Prerequisites:* Craft Wondrous Item, *light*; *Market Price:* 50 gp; *Weight:* negligible.

Appendix 9 – New Feats

Close Quarters Fighting

Source: *Complete Warrior* p. 97

You are skilled at fighting at close range and resisting grapple attempts

Prerequisites: Base attack bonus +3

Benefit: You can an attack of opportunity whenever an enemy attempts to grapple you, even if the enemy has a feat or special ability that you normally bypass the attack. If you deal damage with this attack, the enemy fails to start the grapple unless it has the Improved Grapple feat or a special ability such as improved grab. If the enemy has such an ability, you may add the damage you deal as a bonus on your opposed check to resist being grappled. This feat does not give you extra attacks of opportunity during a round or allow you to make an attack of opportunity when you would be denied one for being surprised, helpless or in a similar situation

For example, an ogre attempts to grapple Tordek. Tordek gains an attack of opportunity, hits and cause damage. Since the ogre does not have any sort of grappling special ability or feat, it fails to start a grapple. Then an ankheg – a creature with the improved grab special ability – attempts to grapple Tordek. He takes an attack of opportunity, hits, and deals 10 points of damage to the creature. Tordek then adds +10 to his opposed check to resist being grappled.

Normal: Creatures with Improved Grapple, improved grab, or similar feats or special abilities do not provoke attacks of opportunity when they attempt to start a grapple

Special: A fighter may select Close-Quarters Fighting as one of his fighter bonus feats.

Extra Music

Source: *Complete Adventurer* p. 109

You can use your bardic music more often than you otherwise could

Prerequisites: Bardic Music

Benefit: You can use your bardic music four extra times per day

Normal: Bards without the Extra Music feat can use bardic music once per day per level

Extra Smiting

Source: *Complete Warrior* p. 98

You can make more smite attacks

Prerequisites: Smite ability, base attack bonus +4

Benefit: When you take this feat, you gain two extra attempts to smite per day. Use whatever smite ability you have (the paladin's smite evil ability or the hunter of dead's ability to smite undead, for example)

Improved Diversion

Source: *Complete Adventurer* p. 110

You can create a diversion to hide quickly and with less effort

Prerequisite: Bluff 4 ranks

Benefit: You can use Bluff to create a diversion to hide (see page 68 of the *Players Handbook*) as a move action. You gain a +4 bonus on Bluff checks made for this purpose.

Normal: Without this feat, creating a diversion to hide using the Bluff skill requires a standard action.

Lingering Song

Source: *Complete Adventurer* p. 109

Your inspirational bardic music stays with the listeners long after the last note has died away.

Prerequisite: Bardic Music

Benefit: If you use bardic music to inspire courage, inspire greatness, or inspire heroics, the effect lasts for 1 minute after an inspired ally stops hearing you play.

Normal: Inspire courage, inspire greatness, and inspire heroics last as long as an ally hears the bard sing plus an additional 5 rounds thereafter.

Necromantic Might

Source: *Libris Mortis* p. 28

Undead you control gain benefits when they are near you.

Benefit: Whenever undead you control are within 60 feet of you, they are physically inspired by your necromantic aura, and gain a +2 enhancement bonus on their attack rolls and saving throws.

Necromantic Presence

Source: *Libris Mortis* p. 28

Undead you control are harder to turn when they are near you.

Benefit: Whenever undead you control are within 60 feet of you, they gain a +4 bonus to their turn resistance.

Requiem

Source: *Libris Mortis* p. 29

Your bardic music affects undead creatures.

Prerequisite: Bardic music class feature, Perform (any) 8 ranks

Benefit: You can extend the effects of your mind-affecting bardic music and virtuoso's performance abilities so that they influence even the undead. All bardic music effects on undead creatures have only half the duration they normally would against the living.

Normal: Undead are usually immune to mind-influencing effects.

Staggering Strike

Source: *Complete Adventurer* p. 112

You can deliver a wound that hampers an opponent's movement.

Prerequisites: Base attack bonus +6, sneak attack

Benefits: If you deal damage with a melee sneak attack, you can also deliver a wound that limits your foe's mobility. For 1 round (or until the target is the beneficiary of a DC 15 Heal check or any magical healing that restores at least 1 hit point, whichever comes first), your target is treated as if it were staggered, even if its nonlethal damage doesn't exactly equal its current hit point. A target can resist this effect by making a successful Fortitude save (DC equal to damage dealt). Multiple staggering strikes on the same creature do not stack. This feat has no effect on creatures not subject to sneak attack damage.

Subsonics

Source: *Complete Adventurer* p. 112

Your music can affect even those who do not consciously hear it.

Prerequisites: Perform (any) 10 ranks, bardic music

Benefit: You can produce music or poetics so subtly that opponents do not notice it, yet your allies still gain all the usual benefits from your bardic music. Similarly, you can affect opponents within range with your music, but unless they can see you performing or have some other means of discovering it, they cannot determine the source of the effect.

Tomb-Tainted Soul

Source: *Libris Mortis* p. 31

Your soul is tainted by the foul touch of undeath

Prerequisites: Nongood alignment

Benefit: You are healed by negative energy and harmed by positive energy as if you were an undead creature. This feat gives you no other penalties or benefits of the undead type.

Appendix 10 – New Spells

Bigby's Slapping Hand

Source: *Miniature's Handbook*, p. 34

Evocation [Force]

Level: Sorcerer / Wizard 2

Components: V,S,F

Casting Time: 1 standard action

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

Effect: One Tiny Hand

Duration: Instantaneous

Saving Throw: None (see text)

Spell Resistance: Yes

Bigby's slapping hand causes a magical hand to appear, deliver a slap to one creature, then disappear. The slap distracts the subject, causing it to immediately provoke attacks of opportunity from creatures threatening its square. The spell allows no saving throw, but the slapped creature can negate the effect with a successful DC 20 Concentration check.

Focus: A leather glove

Blast of Flame

Source *Miniature's Handbook*, p. 34

Conjuration (Creation) [Fire]

Level: Sorcerer/Wizard 4, Warmage 4

Components: V,S,M

Casting Time: 1 standard action

Range: 60 ft. burst

Area: Cone shaped burst

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: No

Flames fill the area, dealing 1d6 points of fire damage per caster level (maximum 10d6) to any creature that fails its saving throw.

Material Component: A bit of wick soaked in oil

Legion Snake' Swiftess

Source *Miniature's Handbook* p. 39

Transmutation

Level: Drd 2, Sorcerer/Wizard 3

Targets: Allied creatures in a 20 ft. radius burst

This spell functions like *snake's swiftness*, except that it affects multiple allies out to medium range.

Mordenkainen's Buzzing Bees

Source: *Miniature's Handbook*, p. 37

Conjuration (Creation)

Level: Sor/Wiz 1

Components: V,S,M

Casting Time: 1 standard action

Range: Medium (100 ft. +1 ft. level)

Effect: A phantom bee

Duration 1 min./level (D)

Saving Throw: None

Spell Resistance: No

This spell causes a small but extremely loud bee to appear. It buzzes around the head of a creature you designate. (The creature must be within range, and you must be touching or be able to see the creature. Once you designate a creature, the bee stays with it; you cannot designate another creature.)

The bee causes an unnerving noise that disrupts the subject's concentration. The subject takes a -10 penalty on all Move Silently and Concentration checks. (Creatures that don't hear don't take the penalty on Concentration checks.) If the subject attempts to cast or maintain a spell, it must make a DC 10 Concentration check even if there are no other distractions.

The bee has a fly speed of 180 feet (perfect). It remains near the subject in spite of darkness, *invisibility*, polymorphing, cover, concealment, or any other attempt at disguising or hiding. The bee remains until the spell's duration expires, or the subject moves out of range.

The bee can't be attacked, but it can be dispelled.

Material Component: A dab of honey.

Naturewatch

Source: *Complete Divine*, p. 170

Necromancy

Level: Druid 0, ranger 1

Components: S

Casting Time: 1 standard action

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

Target: Quarter circle emanating from you to the extreme of the range

Duration: 10 min./level

Saving Throw: None

Spell Resistance: No

This spell is identical to *deathwatch*, but only functions on animals and plants. In addition it also allows you to determine a variety of other mundane information about the animals and plants (whether or not the plants are dehydrated, the animals are malnourished, and so forth).

Resurgence

Source *Complete Divine*, p. 177

Abjuration

Level: Blackguard 1, cleric 1, paladin 1

Components: V,S,DF

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: Instantaneous

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

By laying on hands a creature, and saying a brief prayer, you can convince a higher power to grant a second chance to one of your allies. The target of *resurgence* can make a second attempt to save against an ongoing spell, spell-like ability, or supernatural ability. If the target of *resurgence* is subject to more than one ongoing magic effect, the target chooses one of them to retry the save against. If the subject succeeds at the saving throw on the second attempt, the effect ends immediately. *Resurgence* never restores hit points or ability score damage, but it does eliminate any conditions such as shaken, fatigued, or nauseated that were caused by the spell, spell-like ability or supernatural ability.

If a spell, spell-like ability or supernatural ability doesn't allow a save then *resurgence* won't help the subject recover.

Snake's Swiftess

Source: *Miniature's Handbook*, p. 39

Transmutation

Level: Drd 1, Sorcerer/ Wizard 1

Components: V,S,M/DF

Casting Time: 1 standard action

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

Target: One creature

Duration: Instantaneous

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

The subject may immediately make one melee or ranged attack, even if has already taken its action for the round. Taking this action doesn't affect the subject's normal place in the initiative order. This is a single attack, and follows the standard rules for attacking.

This spell does not allow the subject to make more than one additional attack in a round. If the subject has already made an additional attack, due to a prior casting of this spell, from the *haste* spell, or from any other source, this spell fails.

Arcane Material Component: A few scales from a snake.

Spikes

Source *Complete Divine* p. 181

Transmutation

Level: Cleric 3, druid 3

Components: V,S, M

Casting Time: 1 standard action

Range: Touch

Target: Wooden weapon touched

Duration: 1 hour / level

Saving Throw: None

Spell Resistance: No

As *brambles* except that the affected weapon gains a +2 enhancement bonus on its attacks and its threat range is doubled.

Summon Undead I

Source: *Libris Mortis*, p. 71

Conjuration (Summoning) [Evil]

Level: Blackguard 1, cleric 1, sorcerer/wizard 1

Components: V,S,F/DF

Casting Time: 1 round

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

Effect: One summoned creature

Duration: 1 round / level

Saving Throw: None

Spell Resistance: No

This spell functions like *summon monster I*, except that you summon an undead creature.

Summon undead I conjures from the 1st-level list on the Summon Undead table (at the end of the Appendix) You choose which creature to summon, and you can change that choice each time you cast the spell. Summoned undead do not count toward the total Hit Dice of undead you can control with *animate dead* or other command undead abilities.

Focus: A tiny bag, a small (not lit) candle, and a carved bone from any humanoid.

Summon Undead II

Source: *Libris Mortis*, p. 71

Conjuration (Summoning) [Evil]

Level: Blackguard 2, cleric 2, sorcerer/wizard 2

Components: V,S,F/DF

Casting Time: 1 round

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

Effect: One or more summoned creatures, no two of which can be more than 30 feet apart.

Duration: 1 round / level

Saving Throw: None

Spell Resistance: No

This spell functions like *summon undead I*, except that you can summon one undead from the 2nd level list, or two undead of the same kind from the 1st level list

Summon Undead III

Source: *Libris Mortis*, p. 71-72

Conjuration (Summoning) [Evil]

Level: Blackguard 3, cleric 3, sorcerer/wizard 3

Components: V,S,F/DF

Casting Time: 1 round

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

Effect: One or more summoned creatures, no two of which can be more than 30 feet apart.

Duration: 1 round / level

Saving Throw: None

Spell Resistance: No

This spell functions like *summon undead I*, except that you can summon one undead from the 3rd level list, two undead of the same kind from the 2nd level list, or four undead of the same kind from the 1st level list.

Summon Undead IV

Source: *Libris Mortis*, p. 72

Conjuration (Summoning) [Evil]

Level: Blackguard 4, cleric 4, sorcerer/wizard 4

Components: V,S,F/DF

Casting Time: 1 round

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

Effect: One or more summoned creatures, no two of which can be more than 30 feet apart.

Duration: 1 round / level

Saving Throw: None

Spell Resistance: No

This spell functions like *summon undead I*, except that you can summon one undead from the 4th level list, two undead of the same kind from the 3rd level list, or four undead of the same kind from a lower level list.

Visage of the Diety, Lesser

Source: *Complete Divine*, p. 187

Transmutation [Evil, Good]

Level: Blackguard 4, cleric 3, paladin 4

Components: V,S,DF

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 round/level

When you cast this spell, your body changes into a form more like your diety's (in a very limited fashion, of course). You gain a +4 enhancement to your Charisma score. You also gain resistance 10 to two or three energy types: acid, cold and electricity if you are good; cold and fire if you are evil.

Summon Undead Table

1 st level	Skeleton, Medium Zombie, Small
2 nd level	Skeleton, Large Zombie, Medium
3 rd level	Ghoul Skeleton, Huge Zombie, Large
4 th level	Allip Ghast Zombie, Huge

Appendix 11 – New Items

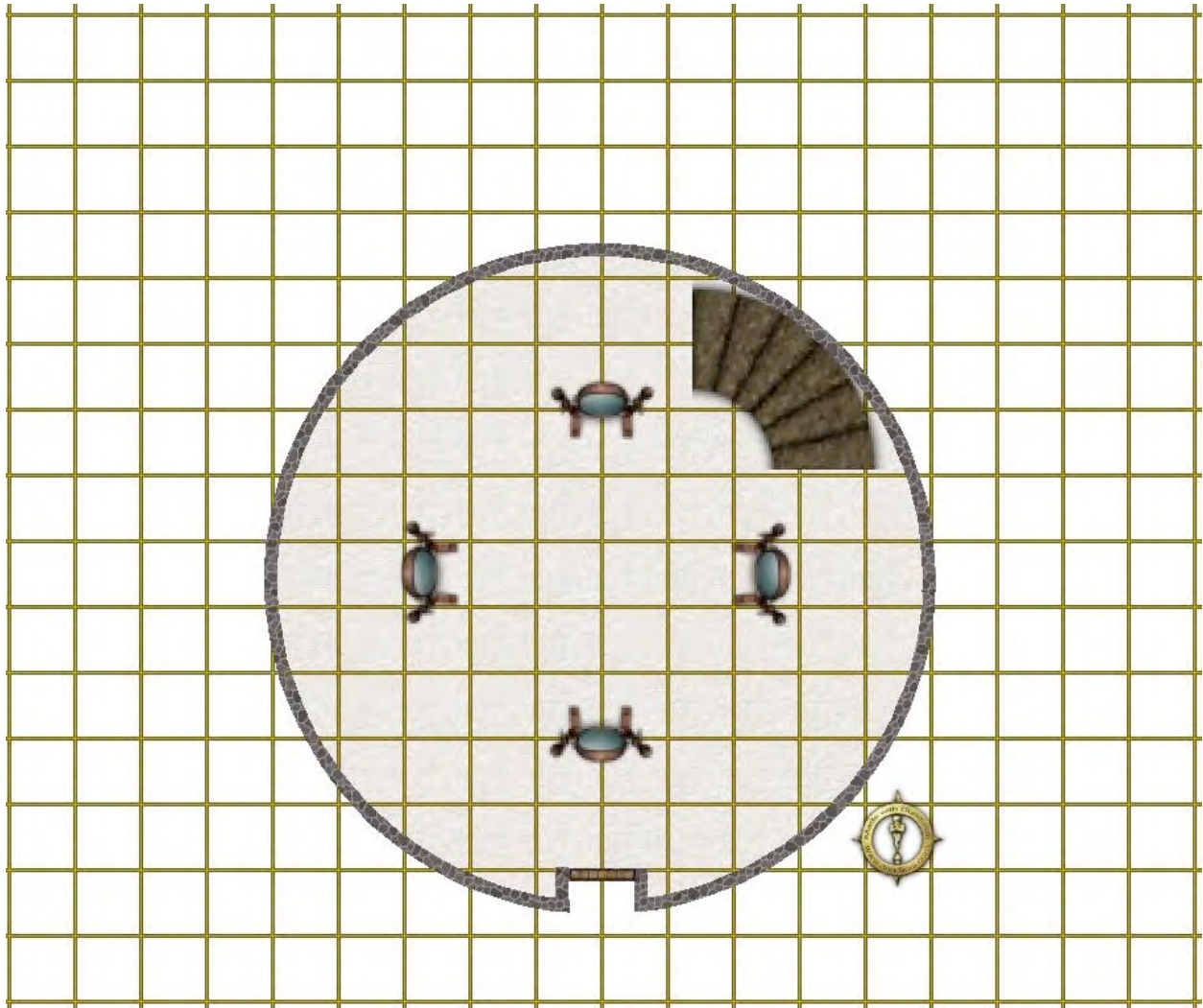
Living Chain

Source: *Miniature's Handbook*, p. 42

This weapon seems possessed of some basic form of sentience. When it is used to attempt to trip an opponent, this +2 *spiked chain* coils around the victim's limbs, adding a +4 bonus on the wielder's Strength check to trip the opponent. The bonus is in addition to the normal benefits that chains get when attempting to trip.

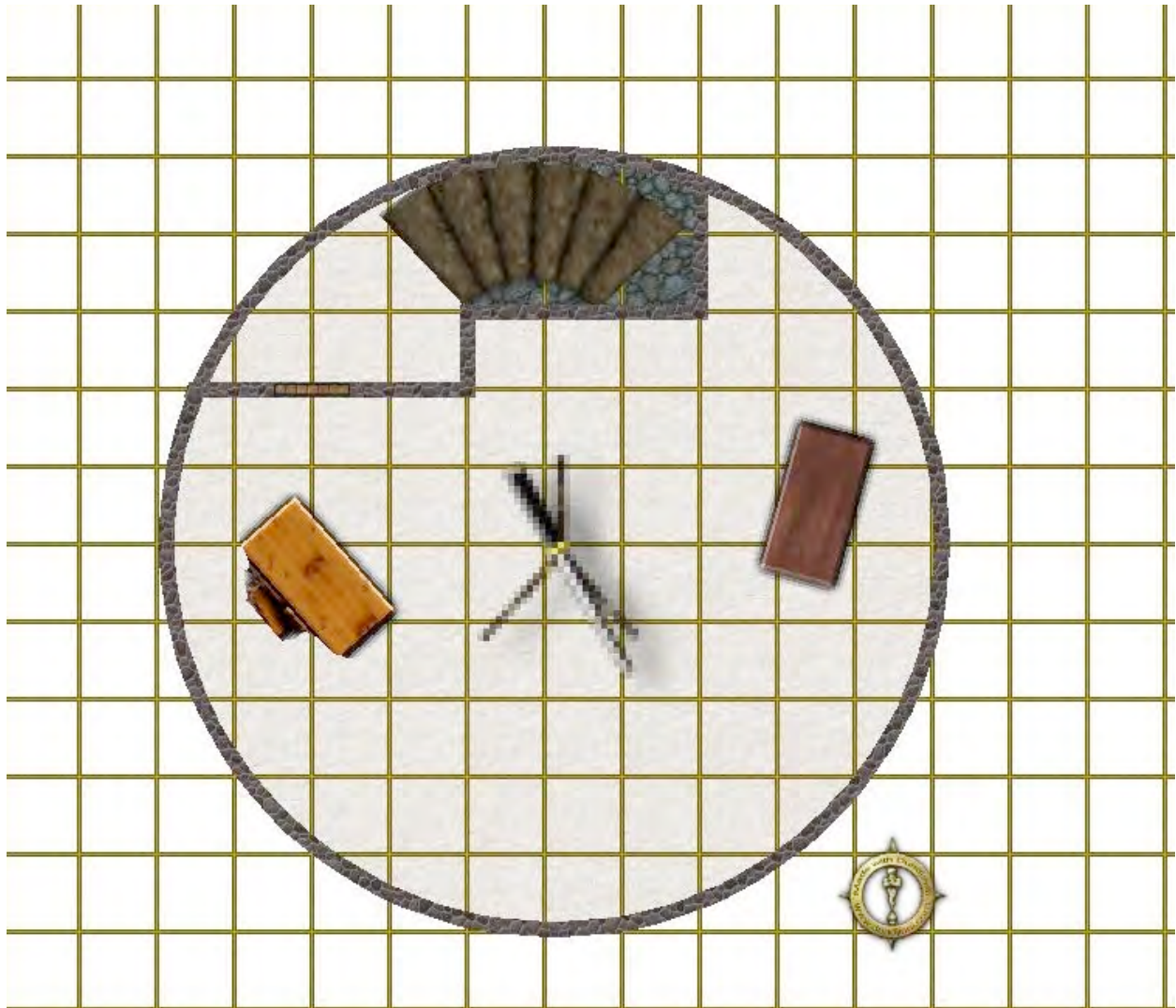
Moderate transmutation; CL 7th; Craft Magic Arms and Armor, *bull's strength*; Price 12,325 gp.

DM Aid – Map #1 – The Tower, First Floor



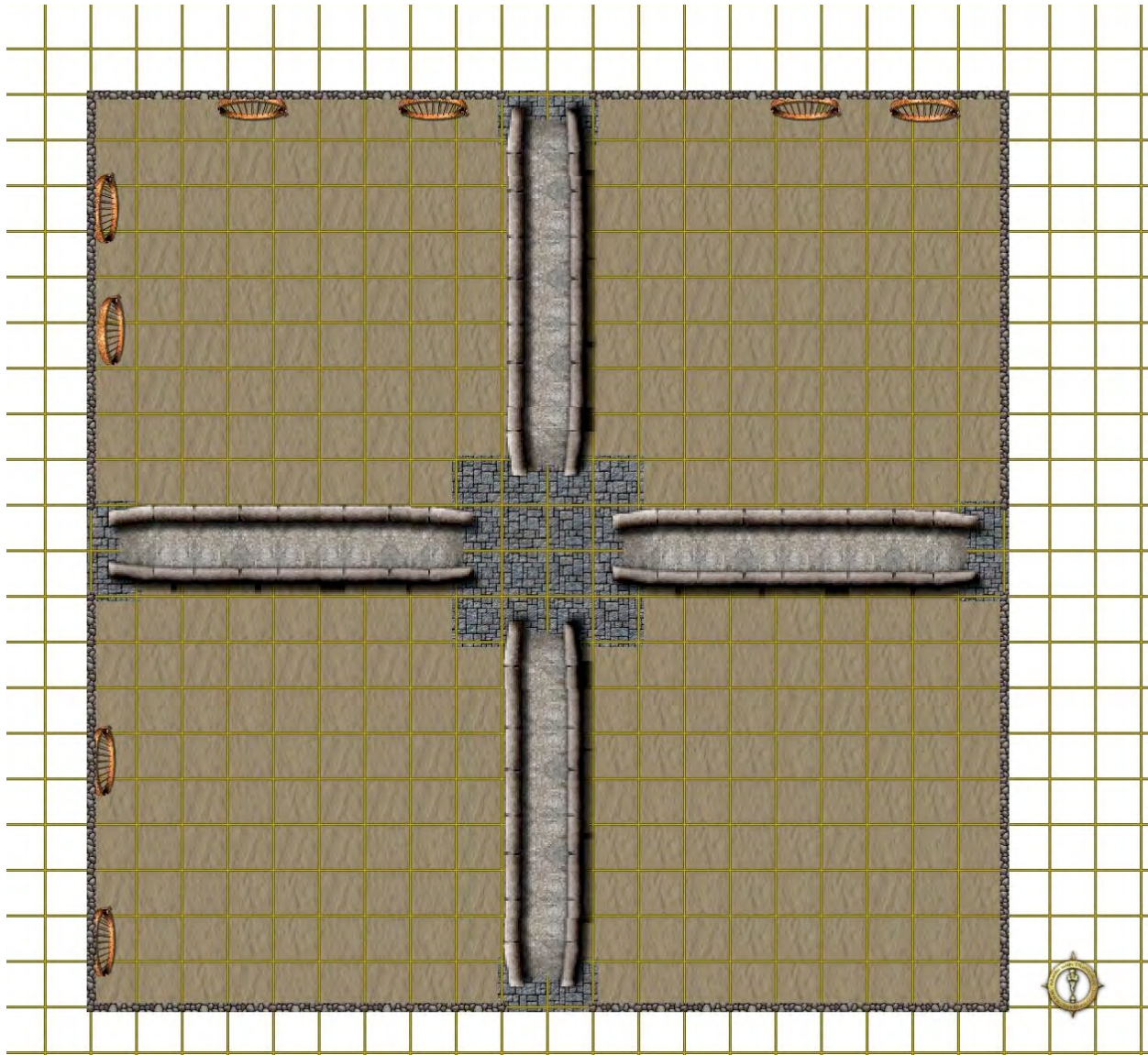
1 Square = 5 feet

DM Aid – Map #2 – The Tower, Third Floor

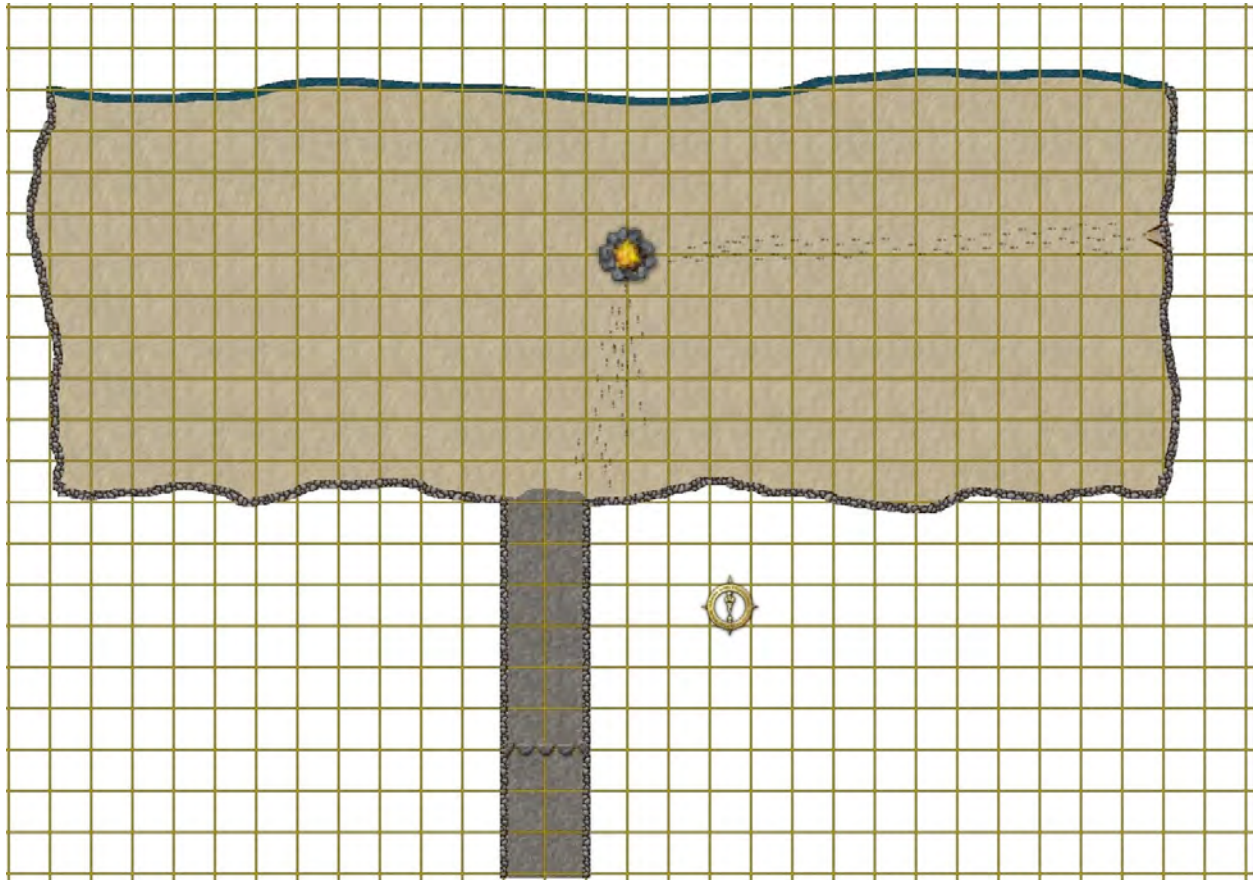


1 Square = 5 feet

DM Aid – Map #3 – The Sewer Reservoir

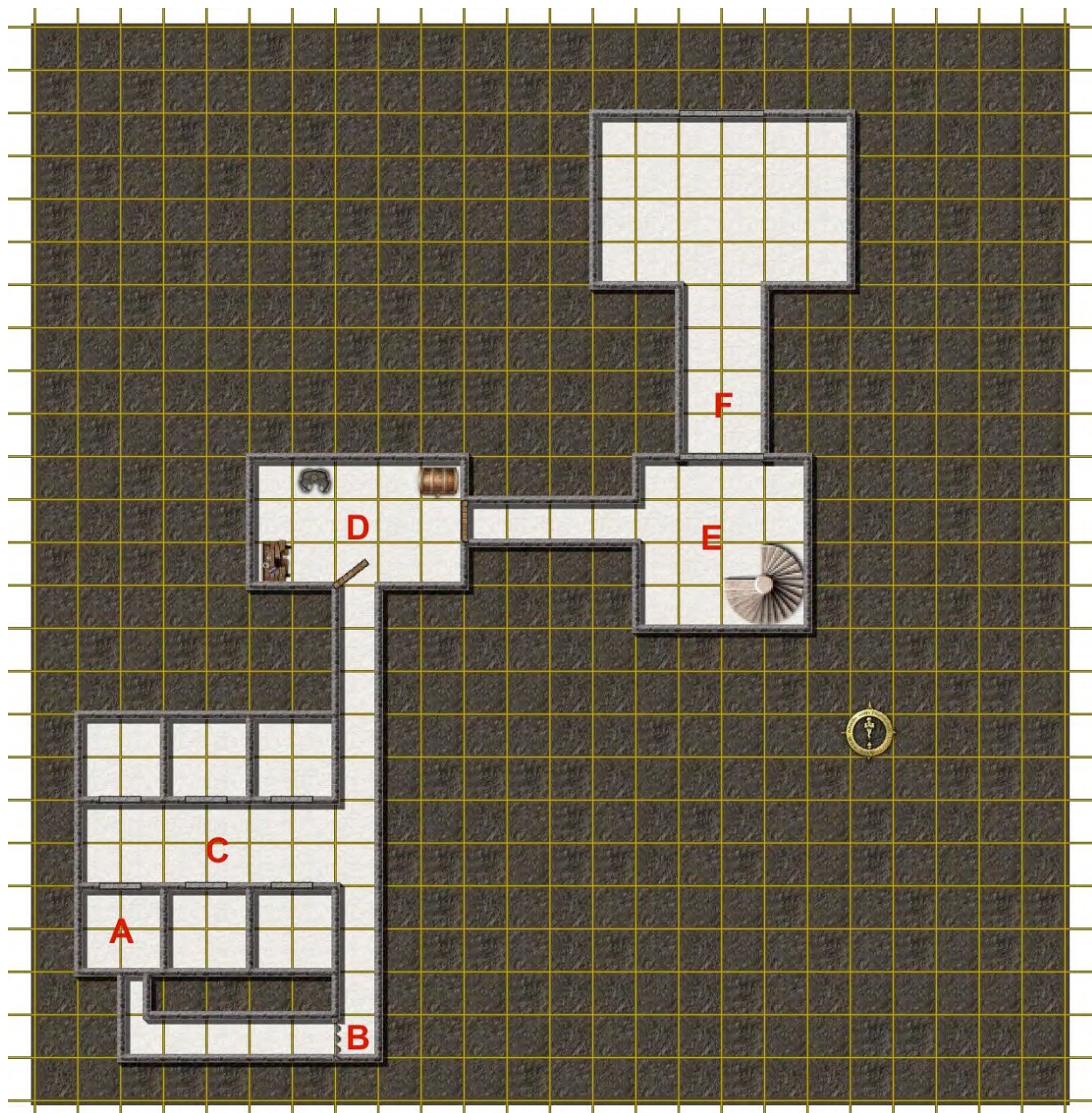


DM Aid – Map #4 – The Extraction Point



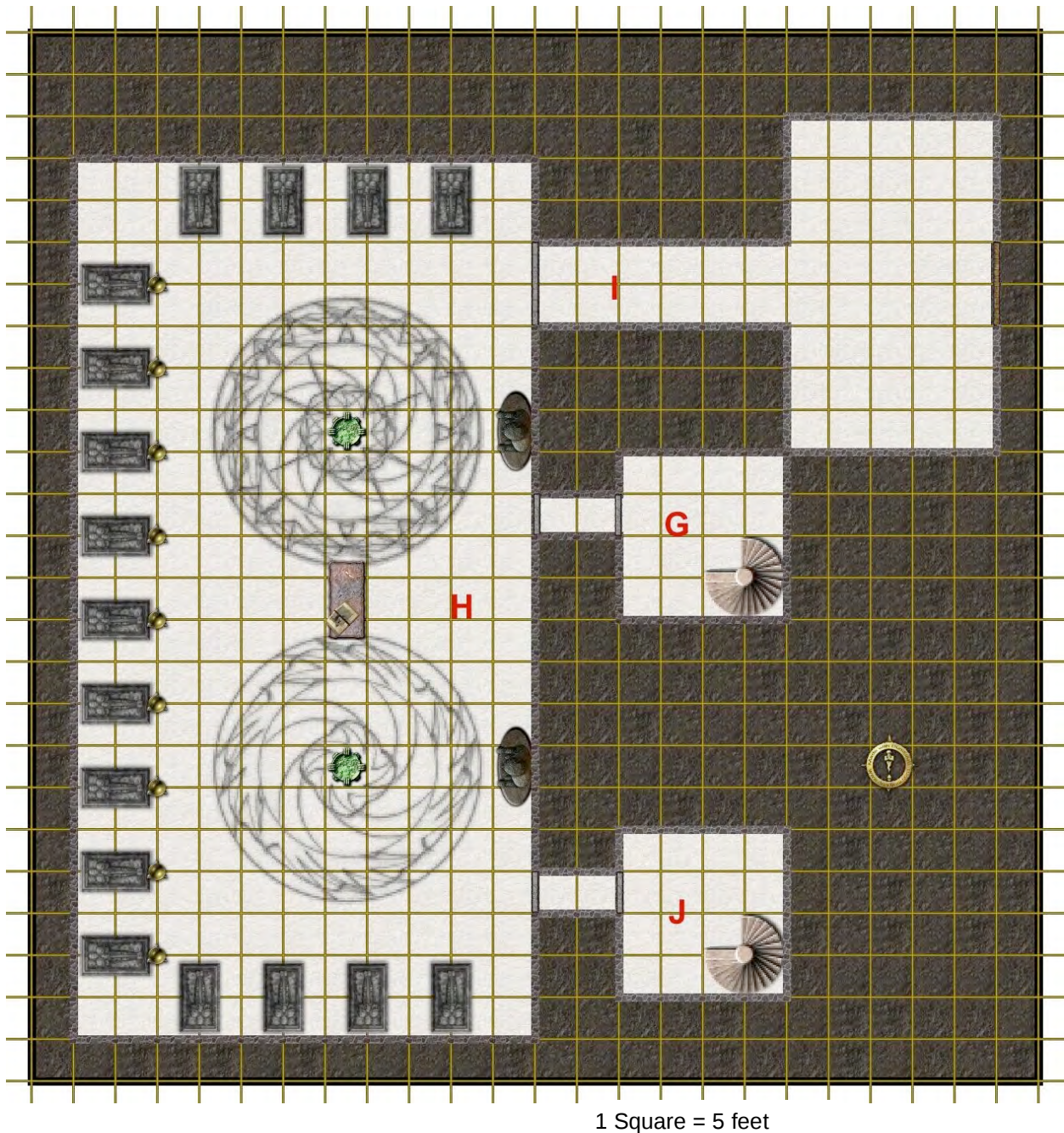
1 Square = 5 feet

DM Aid – Map #5 – Thornward Keep – First Floor

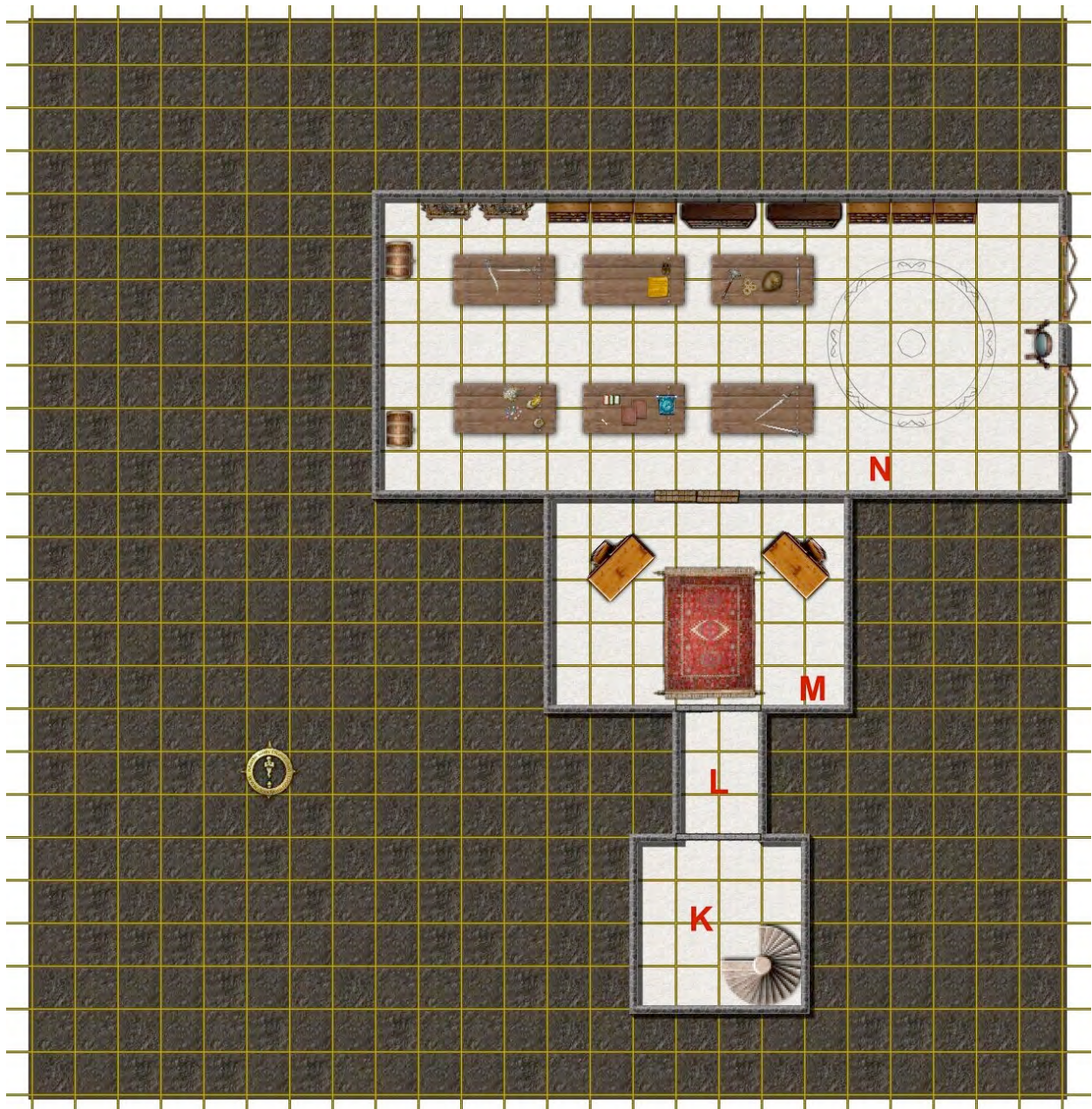


1 Square = 5 feet

DM Aid – Map #6 – Thornward Keep, Second Floor



DM Aid - Map #7 – Thornward Keep, Third Floor



1 Square = 5 feet

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Evard has drained you of your life force! You have been reduced to second level (unless you were first or second level to start with.)

- You have no equipment or items with you. You are dressed only in rags
- You are effectively second level, except for where noted below. You do not need to recreate what you were at second level, as you have been drained down, but you cannot gain new classes / abilities / feats / skills that you do not currently have.
- You need to reduce your ability scores. You may select which stat(s) to reduce. For every four levels your character has, one ability score needs to be reduced by one. Characters that started the module at third level or lower do not need to reduce any stats.
- Multi-class PCs may select which classes they want their two levels to be in, so long as they continue to meet the requisites of class they retain
- PC spellcasters only have the spells they would normally have at second level. PC wizards do not have access to a spell book, so they must select which spells they have been left with. If, during the first part of the module a PC cast all his/her first level spells, then that PC will not have any first level spells for the second part of the module. Clerics, sorcerers and other spontaneous casting classes can pray or meditate as normal to refill or change these slots based on spells the PC originally had access to.
- All the feats that you knew are still known by your character. However, if you do not meet the requisites for the feat (e.g. due to a lowered BAB) you cannot use it.
- You need to recalculate your saving throws, attack and damage modifiers, and Armor Class.
- You need to redistribute your PC's skill points based on being second level. You may not pick up new skills during this process, but otherwise may allocate points as you see fit.
- Your PC starts with the maximum hit points possible at 2nd level (e.g. a 2nd level rogue with a 14 con would start with 16 hp.)
- You may not change alignment during this process
- All effects from ARs are still in effect (curses, bonuses, etc.) unless your PC does not meet the requisites as laid out on the AR.
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- You need to reduce your ability scores. You may select which stat(s) to reduce. For every four levels your character has, one ability score needs to be reduced by one. Characters that started the module at third level or lower do not need to reduce any stats.
- Multi-class PCs may select which classes they want their two levels to be in, so long as they continue to meet the requisites of class they retain
- PC spellcasters only have the spells they would normally have at second level. PC wizards do not have access to a spell book, so they must select which spells they have been left with. If, during the first part of the module a PC cast all his/her first level spells, then that PC will not have any first level spells for the second part of the module. Clerics, sorcerers and other spontaneous casting classes can pray or meditate as normal to refill or change these slots based on spells the PC originally had access to.
- All the feats that you knew are still known by your character. However, if you do not meet the requisites for the feat (e.g. due to a lowered BAB) you cannot use it.
- You need to recalculate your saving throws, attack and damage modifiers, and Armor Class.
- You need to redistribute your PC's skill points based on being second level. You may not pick up new skills during this process, but otherwise may allocate points as you see fit.
- Your PC starts with the maximum hit points possible at 2nd level (e.g. a 2nd level rogue with a 14 con would start with 16 hp.)
- You may not change alignment during this process
- All effects from ARs are still in effect (curses, bonuses, etc.) unless your PC does not meet the requisites as laid out on the AR.
- All spell effects on your character have been *dispelled*. This includes any *contingencies* or permanent effects.
- ***Nothing on your character's original sheet should be modified.*** The DM should collect all of these sheets once the conversion is complete, and put them in a safe place.

Player Handout 1 – Guidelines For Conversion

Evard has drained you of your life force! You have been reduced to second level (unless you were first or second level to start with.)

- You have no equipment or items with you. You are dressed only in rags
- You are effectively second level, except for where noted below. You do not need to recreate what you were at second level, as you have been drained down, but you cannot gain new classes / abilities / feats / skills that you do not currently have.
- You need to reduce your ability scores. You may select which stat(s) to reduce. For every four levels your character has, one ability score needs to be reduced by one. Characters that started the module at third level or lower do not need to reduce any stats.
- Multi-class PCs may select which classes they want their two levels to be in, so long as they continue to meet the requisites of class they retain
- PC spellcasters only have the spells they would normally have at second level. PC wizards do not have access to a spell book, so they must select which spells they have been left with. If, during the first part of the module a PC cast all his/her first level spells, then that PC will not have any first level spells for the second part of the module. Clerics, sorcerers and other spontaneous casting classes can pray or meditate as normal to refill or change these slots based on spells the PC originally had access to.
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- You need to redistribute your PC's skill points based on being second level. You may not pick up new skills during this process, but otherwise may allocate points as you see fit.
- Your PC starts with the maximum hit points possible at 2nd level (e.g. a 2nd level rogue with a 14 con would start with 16 hp.)
- You may not change alignment during this process
- All effects from ARs are still in effect (curses, bonuses, etc.) unless your PC does not meet the requisites as laid out on the AR.
- All spell effects on your character have been *dispelled*. This includes any *contingencies* or permanent effects.
- ***Nothing on your character's original sheet should be modified.*** The DM should collect all of these sheets once the conversion is complete, and put them in a safe place.

Player Handout 2 – Writing On The Wall

Written on the wall of your cell is the following:

Those kettite bastards tossed me here to rot, but I'm no fool. Always have a way out, they say, and I kept that in mind when

I had these cells built.

Won't they be surprised when they come for me again? Look for the wisdom within my last words, and your days here will be numbered, as well.

Someone has thought to lock me here forever.

Withering, I count the hours in the day.

I have laid here, waiting, for six days.

I hear a dozen voices in the hall, moans of desperation.

Freedom will come to them, when I go forth to seek my allies.

I shall remain but another day, then speak the word and be free.

Player Handout 3 – Evard’s Laboratory Notes

On the workbench in the middle of the room, you find a thick book filled with notes. It becomes evident that these are Evard’s notes on a cloning process. The book is filled with observations, diagrams and arcane writing that your mind is too exhausted to comprehend. However, glancing through the book, you notice the following entries:

22 Reaping 592

I have perfected the cloning process, and my first clone is ready. Tysiln may be ahead of me on the road to immortality via lichdom, but I will live on through my clones. I have not yet activated the clone, but will do so when the time is right. For now, I have placed a contingency spell on it to activate should I die.

27 Reaping 592

The process has a flaw. Although multiple clones can be created, only one clone can be brought to maturity at a time. Although I will seek counsel with my infernal contacts, I have a feeling that this is a limitation I will not be able to overcome. In the meanwhile, I have had my followers transport my clone to Calignosus, where it will be safe

1 Fireseek 593

I have discovered a critical flaw in the process – the mind of the clone, while equal in power to the original, is highly unstable, and may in fact, be of an entirely different nature than the original.

18 Patchwall 593

The flaws in the cloning process are truly beginning to worry me. I have, however, found a way around the instability problem – by reducing the life force and will of the original, I can guarantee a near blank canvas, which can then be programmed by an enchanter through the use of suggestion. I have devised a process of torture that can effect this, without permanent harm to the original subject. However, I am loathe to subject my self to the process, for obvious reasons.

7 Coldeven 594

Calignosus has fallen. And the clone is missing.

28 Coldeven 594

That sniveling fool Larrangin has my clone, and it has been activated. I visited him last night and demanded that he return or destroy her, but he has refused me. True to my

fears, Saralind - she doesn't remember any other name to call herself - is a vehicle of good. I will either turn her, or destroy her.

BIS5-04 Undiscovered Truths - Critical Events Summary

- 1) Did the PCs successfully destroy the device in the Thornward Keep tower?

- 2) Were the PCs captured by the traitorous mage, and turned over to Evard?

- 3) Did the PCs solve the dungeon cell riddle without hints?

- 4) What did the PCs learn about Evard?

If you run this event in July or August of 2005, please e-mail the results from this sheet to a member of the Bissel Triad by September 1st, 2005, or have the Senior DM of your event do so.