KEO6-02

FOREST OF RIBBONS

A One-Round D&D® LIVING GREYHAWK™ Keoland Regional Adventure

Version 2.0

by Phineas Walsh and Judy "jr" Rudolph

Reviewer: Keoland Triad Circle Reviewer: Steven Conforti

Playtesters: Jennifer Knapp, Jon Knapp, Justin Knapp, Maeve & Nathan Salla, Trevor Salla, Cindy & Russ Lighton, Bruce & Kathy Wienckowski, Robert Smith, and John Rogers.

The corruption of the Dreadwood is spreading, and Dreadtrapper Kialla Skotti is called to take up the sword in Greyhill's darkest hour. The Dreadwood needs heroes. Even the smallest of tasks can have the greatest of consequences - for good or evil. Dare you take up the challenge? A Keoland regional adventure for APLs 2-8, This adventure is a sequel to KEOIS5-04 *Forests of Iron* and Part Two of the *Forests* Sequence, based on events which occurred in KEOI3-02 *It Came From the Dreadwood.*

Note: This adventure counts as *Reporting for Duty* for Dreadwalkers, Dreadwalker Reservists, and Greyhill military. PCs who have negative or otherwise unfavorable influence with House Lizhal or the Dreadwalkers are unable to participate in this adventure. Nature-types and elves are encouraged to participate. *Large creatures will experience difficulty.*

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.

This game product contains no Open Game Content. No portion of this work may be reproduced in any form without permission of Wizards of the Coast. To learn more about the Open Gaming License and the d20 SYSTEM license, please visit www.wizards.com/d20.

This is an official RPGA® play document. To find out more about the RPGA and to learn more on how you can sanction and run DUNGEONS & DRAGONS game events of all sizes, visit our website at www.rpga.com.

DUNGEONS & DRAGONS, D&D, GREYHAWK, LIVING GREYHAWK, D&D REWARDS, RPGA, *Player's Handbook*, *Dungeon Master's Guide*, and *Monster Manual* are trademarks of Wizards of the Coast, Inc, in the US and other countries. This material is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork contained herein is prohibited without the express written permission of Wizards of the Coast, Inc. This product is a work of fiction. Any similarity to actual people, organizations, places, or events is purely coincidental. © 2005 Wizards of the Coast, Inc and the adventure author or authors.

Visit the LIVING GREYHAWK website at www.rpga.com.
For questions specific to this document and your region please e-mail your triad point of contact (POC) at keolandpoc@adelphia.net. 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, 2007.

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.

* *Lyrics in this adventure are (c) Mercedes Lackey or Paul Butler.*

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 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 one-round Regional adventure, set in Keoland. Characters native to Keoland pay one Time Unit per round, all others pay two Time Units per round.

Adventurer's Standard Upkeep costs 12 gp per Time Unit. Rich Upkeep costs 50 gp per Time Unit. Luxury Upkeep costs 100 gp 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

What is generally known about the Dreadwood is the following:

- The Dreadwood covers approximately 25,000 square miles, or about one-sixth of the total area of Keoland.
- The general area approximately 25 miles from any edge of the Dreadwood (both deeper within the forest and extending outward into the surrounding lands) is known as the "Dreadverge".
- The Dreadwood is effectively a rain forest that also contains hardwood and unusual [ironwood, darkwood, etc.] trees, some of which outdate Keoland itself.
- The depths of the Dreadwood are generally unknown and unexplored, and are considered "primeval".
- There are strange creatures that roam the Dreadwood that are not normally seen elsewhere.
- The Dreadwalkers are a specially-trained group of people (primarily druids, rangers, and elves) devoted to dealing with the 'uniqueness' of the Dreadwood.
- The Dreadwalkers tend to chase folks out who are curious about the 'uniqueness' of the Dreadwood (since curiosity tends to breed all kinds of trouble).
- The Dreadwalkers seem to have generally unfriendly relations with most of the rest of the surrounding regions. The most notable exceptions to this are the Barony of Greyhill (presumably because the King of Keoland, Kimbertos Skotti of House Lizhal, was himself a Dreadwalker), and the Viscounty of Nume Eor (the Viscount Richart Jorgos is a cousin of Kimbertos' through marriage).
- It is known that there is an elven kingdom within the Dreadwood, though they are reclusive and generally don't contact the outside world except to kick trespassers off of their land. The exceptions to this rule seem to be the humanoids and Flan of the Good Hills [also a Protectorate of Keoland] and druidic/Old Faith types.

Prequel: Forests of Iron - the introductory adventure which precedes this one is focused upon a group of missing loggers and some of the warped dangers of the Dreadwood. It is helpful, but NOT necessary, to have played that adventure.

ADVENTURE SUMMARY

FOCUS: The main goal of the mod is twofold; (1) to introduce the elven kingdom of the Dreadwood, and (2) to keep an elven sage alive.

Introduction: This brief introduction merely sets the stage for Encounter 1 and gives players a chance to introduce their PCs.

Encounter 1: (Subtitled "Welcome to Keoland: Roll Initiative!") PCs are traveling along the High Road through the Barony of Greyhill when they notice a disturbance on the road ahead. If PCs move quickly to investigate, they will be able to see a group of humanoids attacking a caravan. A Dreadwalker Reservist shoots off an arrow which leaves a brightly-colored alchemical trail towards the Dreadwood. PCs will face off against a group of leveled tieflings [and their pet at higher APLs].

Encounter 2: After the combat is over, a group of injured elves led by Vayleran Moonchild meets with the PCs. He thanks them for saving the caravan, and then asks if they will accompany both it and him back to Dourstone. They pass by some unusual scenery, and then meet Kialla Skotti outside of the keep's gates. She will greet the PCs and take their measure, then asks them be part of her honor guard since Vayleran and his group are too injured to travel further.

Encounter 3: PCs will travel with Kialla and her honor guard as they journey to the elven town of Aridul to swear allegiance to the elven kingdom. They will have a chance to speak with Kialla and other NPCs as they rest at a Dreadwalker safehouse for the evening. While there, Kialla must make the difficult decision of choosing which fallen Dreadwalker Nevarr should reincarnate.

Encounter 4: Kialla must complete her mission alone. PCs are pretty much waiting around doing nothing when they notice a purple-eyed owl trying to get their attention. The owl leads them to a ring of menhir [druidic standing stones] where a blind elven harper waits. He takes their measure, and then offers them the chance to help the elves and Kialla alike by accompanying an old sage on his mission to search for a rare plant. PCs must figure out how to transport the old elf, who is unable to walk on his own. A druid gives metal-wearing characters a hard time.

Note: Three of the four possible combat encounters [5, 6, 7] take place on the SAME DAY.

Encounter 5: The PCs travel for half a day until they cross the boundary between elven-controlled land and Dreadwood 'wilderness'. There are several near-encounters if PCs don't climb into the safety of the sage's rope trick. The next morning, while PCs go about their routine, they may [or may not] discover something particularly valuable/unusual has gone missing. If the PCs discover the culprit - a sylph - they may either attack it or parlay. Should PCs choose to attack, they may find it a more difficult encounter than originally perceived. If PCs speak to her [she's stealing just out of curiosity], they will discover that she has seen the plant the elf is looking for within a day's journey.

Encounter 6: Needlefolk have a racial hatred for elves, and the old sage is an easy target. They can sense elves from a quarter-mile away and lie in ambush. They will randomly attack any elf [including half-elves] in the party and then concentrate fire until either all elves are dead (not dying) or their own lives are in danger.

Note: The Sage has ten hit points *regardless* of APL; it is very possible for him to die in either this encounter or the next one (especially at higher APLs).

Encounter 7: If the PCs did not attack the Sylph from Encounter #5, she comes back to warn them of the Kaorti and its pet a moment before they arrive. The sage reveals his plans for the plant, and the Kaorti will seek to flee with that information.

Conclusions: There are several possible conclusions. By default, if the elf lives, he will automatically find the herb and the PCs will be fully successful. It may be possible for PCs to find the herb on their own [but only with the appropriate skills and die rolls]. PCs will eventually return to Aridul to find Kialla changed from her ordeal. It is considered a critical failure only if the sage dies and PCs do not bring the body back. If the elf is dead and there are no Dreadwalkers or trackers in the party, PCs wander the Dreadwood for several extra TUs.

PREPARATION FOR PLAY

- Make sure players fill out DM Aid #1, which includes pre-rolled spot and listen checks, a list of shiny, pretty, "stealable" items, as well as PC names, classes, and metaorganizations.
- This adventure is designed to be easier if there are Dreadwalkers and/or druids in the party. If you're not sure, err *for* Dreadwalkers and forest-types and *against* other PCs.
- This adventure has a 'natural' break just before Encounter 5 begins. Allow PCs time to figure out how to protect the sage and prepare tactics for the Dreadwood encounters.

INTRODUCTION: FROM THE SHORES TO THE HILLS

The Great High Road is the largest paved road in the entire Sheldomar valley. From its origins at the port city of Gradsul's western gate, it stretches for nearly a thousand miles, passing through or forming the border of fully half of Keoland's twenty-seven provinces until it crosses the Javan river near Fortress Ravonnar far to the northwest. Its fifty-

foot width and drainage ditches are well-maintained by the Royal Guild of Highways and Byways, making travel easy and the road a favorite for merchants and adventurers alike.

Also known as the Road of Conquest, however, it was originally built to allow an easy way for all six Oeridian provinces to move massive amounts of Keobred warhorse cavalry anywhere they were needed, as evidenced in the summer of CY 595 when nearly fifteen thousand soldiers of the Keoish Royal Standards marched to join the unified forces of the Sheldomar in the retaking of the city of Gorna from the giants. The soldiers have long since returned home, however, and the only horses on the road now belong to local patrols, heraldic mail carriers, wealthy travelers, or merchant caravans.

You've kept pace with perhaps two dozen others for some time now, and have gotten to know a few better than others.

Insert character introductions here, and then continue to Encounter #1.

ENCOUNTER 1: DARK RAIDERS ATTACKED US

You and your traveling companions have gained ground and overtaken three slow-moving caravans already, and as you slowly advance on the fourth, you hear at least some of them comment that luckily their adventuring career has proven fruitful enough that they no longer have to depend on caravan guard duty to pay their way.

Still, caravan duty exists for a reason, and that reason is evident now as you see several humanoids jump up from various hiding places along the side of the road and attack. You are a mere hundred feet away and already some of your traveling companions are backtracking. Others look ready to join you if you act....

The ones that are backing up are NPCs who are not combat capable; hopefully the PCs will be heroic and act!

All APLs

- **Caravan Guards (3):** Male/Female Human (mixed) War 1; hp 9; see Appendix One.
- **Teamsters (3):** Male/Female Humans (mixed) Exp 1; hp 9; see Appendix One.
- **Deltin Kanier:** Male Human (flan) Rng 1; hp 7; see Appendix One.
- **Galina Torranow:** female half-elf, Brd 1; hp 6; see Appendix One.

APL2 (EL 4)

- **Sneaks (2):** tiefling War1/Rog1; hp 15; see Appendix Two.
- **Toughs (3):** tiefling War1/Ftr1; hp 18; see Appendix Two.

APL4 (EL 6)

- **Sneaks (2):** tiefling War1/Rog2; hp 21; see Appendix Three.
- **Toughs (2):** tiefling War1/Ftr2; hp 27; see Appendix Three.

APL6 (EL 8)

- **Sneaks (2):** tiefling War3/Rog2; hp 37; see Appendix Four.
- **Toughs (2):** tiefling War3/Ftr2; hp 43; see Appendix Four.
- **Biter:** 5-Headed Hydra, pseudonatural; hp 66; see Appendix Four.

APL8 (EL 10)

- **Sneaks (3):** tiefling War3/Rog3; hp 44; see Appendix Five.
- **Toughs (3):** tiefling War3/Ftr3; hp 53; see Appendix Five.
- **Biter:** 7-Headed Hydra, pseudonatural; hp 91; see Appendix Five.

See Map #1

Tactics: In the surprise round, the tieflings stand up and draw their weapons.

On the first round, the Dreadwalker Reservist will fire a fey arrow towards the treeline [which bursts into purplish faerie fire], but afterwards will fight to the best of his capabilities. The bard does her best to get to a safe place (hiding inside of the wagon), but will begin to sing as long as she is still alive. The other NPCs defend themselves at all APLs (though it becomes increasingly fruitless, as they are first level regardless of the APL being played). See *Appendix One* for NPC stats.

PCs should not realize that the creatures in fact are tieflings unless they move within range. If no PC is able to make the appropriate planes check, you can mention the visual/obvious clues - slight horns, a forked tongue, snakelike tails, glowing red eyes, etc. Be creative.

At APL 6 & 8, the pseudonatural hydra is hiding in the nearby copse of trees. (Spot Check DC 31 once PCs have engaged in melee combat). Any of the tieflings can call for him as a move-equivalent action, but will only do so if it looks like the PCs are gaining the upper hand. Should all of the tieflings go down, the Hydra will roar

and charge out of the treeline regardless of whether or not it was called.

The tieflings will fight until half of their number is killed and the remaining are at 1/4 hp or less. The "pet" will fight to the death.

On the third round of combat, perceptive PCs [Use the Spot Check #1 from DM Aid #1, DC(20)] will notice the sound of area spell effects in the nearby Dreadwood.

Development: The Dreadwalkers arrive the requisite 2d4 rounds after the battle has ended.

ENCOUNTER 2: TO HER SIDE NOW I MUST GO

You barely have time to catch your breath from the fight when a hawk bursts from the treeline near the spot of the flare arrow. The hawk cries out as it circles the caravan and lands on one of the wagons. Moments later, three bloodied and battered elves emerge from the nearby woods; a fourth, hanging limply, is strapped across the back of a dire wolverine.

PCs who have previously met Vayleran Moonchild will recognize the elf in the lead. He will in turn recognize them and greet them appropriately.

If the Dreadwalker Reservist or herald is still alive, he will speak with them privately, and will do the same to any Reporting-for-Duty PCs. Otherwise, he will ask PCs what happened. Vayleran replies:

"I believe they were.... traveling companions of the creatures we fought. We were victorious, after a fashion," he adds as he points to the dead elf. "If you will aid us in gathering those who have fallen, and travel with us to Dourstone, it would be greatly appreciated.

After the PCs agree.

Outgrown caravan duty, indeed....

The journey would be idyllic if not for the ever-present loom of the Dreadwood. Like much of central Keoland [also called the "breadbasket of the Sheldomar"], grain is the largest export of Greyhill, and the ever-present farms are diligently tended. However, something seems to be out-of-place. It takes a while for you to put your finger on it, but then you realize what it is - you haven't seen any farmhouses.

If the PCs point this out to Vayleran:

"Wagons bring out the farmers in the morning and pick them up before sundown. Anyone who wants to wake up in the morning sleeps within the protection of the battlements." He motions off towards a squat stone structure in the middle of a field. "Locals call them 'tows' - for 'little towers'. They're much more defendable than farmhouses."

If PCs ask if all that is really necessary, he will somberly note that they would not have been built otherwise.

It is nearly noon when Dourstone keep comes into view. Unlike many other castles in Keoland, Dourstone is built to withstand a siege. The towers are crenellated and evenly spaced, the entryway is covered and probably switchbacked, and the walls are seemingly built of a single piece of granite. The flag flying above the great fortress is the same one that adorns the caravan wagons - a golden longsword, pointing downward, against a black oak tree on a field of green. The words "Eternal Vigilance" are written below it in Ancient Suel - the family crest of House Lizhal.

Vayleran disembarks from the lead wagon and approaches the welcoming committee that appears to have been waiting outside of the heavily reinforced ironwood gates. In the lead is a woman sitting astride a beautiful roan light warhorse with tawny mane. The woman is tall and athletic, with light brown hair pulled back into an elegant ponytail by a silver hair ornament of obvious elven design. The mithral breastplate she wears has been polished to an almost painful sheen, and the Lizhal family crest enameled upon it is equally resplendent in green and gold. An elegant elven longsword with an oak tree pommel is strapped to her back, tucked behind a pair of ornate quivers in a way that makes it clear which weapon she would draw first, should the need arise.

Behind her are a dozen other warhorses, a third of which are riderless. A young, fresh-faced recruit bears a pennant with the Lizhal heraldic crest that could double as a lance if necessary. All of the guards except for one are adorned with clean-pressed tabards over chain shirts and are armed with live steel - mostly opposing blades. The single scruffy-looking exception bears the insignia of an officer over his leather armor.

As Vayleran approaches, the woman moves forward to meet him. "We were waiting for you, Vayleran. What happened?"

"We ran into another raiding party, Princess." The woman frowns. "Forgive me, milady," the elven ranger cleared his throat. "We lost Soralynn this time." He motions to the wagon where his companions are removing the body of the dead elven wizardess. "It seems their mercenaries waylaid the relief supply caravan, but these brave of heart and strong of character" he motions towards you, "were able to fend them off."

The woman the elf called "princess" oddly enough does not appear to be wearing any items designating her rank, but there is an authoritative ring to her

voice as she turns to you. "I thank you for safeguarding our supplies - they are sorely needed."

PCs who have already met Kialla Skotti [Keo5-03, Closure and Disclosure] will recognize her. PCs who have met the king, Kimbertos Skotti, will easily see a family resemblance. Dreadwalkers automatically recognize her, as does anyone who makes a **DC 15 Knowledge (nobility)** or **Bardic Lore** check. A **DC 20 Knowledge (local)** skill check will allow PCs know that she has been released from her oaths to the Knights of the Dispatch (members of the Dreadwalkers and Knights of the Watch know this automatically).

Kialla will introduce herself only as "Kialla Skotti". Allow PCs to introduce themselves. She will automatically recognize Dreadwalkers and anyone she's met personally, and will "remember hearing about" any PCs who have gained influence with: Kimbertos Skotti, Calisse Skotti, Richart Jorgos, or the Knights of the Watch/Dispatch.

Once PCs have introduced themselves, she asks for a description of the creatures in the battle. If PCs faced the pseudonatural hydra (and mention it), she will turn to Vayleran and exchange a knowing glance. A **Sense Motive DC 10+APL** can translate the look into a combination of "Why is everything hitting the fan today?!" and "That really, *really*, isn't good…"

Once PCs are done describing the battle, if there are any PCs that have influence with Kialla [this automatically includes all Dreadwalkers], she will ask if they will vouch for the others. Otherwise, she will study PCs for a moment, then seem to come to a decision.

"You have already proven yourselves an asset to our House; I would ask you to do so again. Ride with me. We do not expect trouble on our journey, but I would not ask Vayleran and his kin to travel further given the condition they are in." She seems to exchange a knowing glance with her lieutenant, who leads the battered elves and supply caravan inside the city walls.

If PCs do not have their own mounts, she motions towards the riderless ones already assembled (and orders appropriate-sized ones for smaller PCs if necessary).

Once you are ready, Kialla wheels her mount with practiced ease and leads the entourage away from the massive ironwood gates and outer walls of the city onto a road that winds through the fields. After traveling for some time, you come upon a wide strip of open grassland which separates the farms from the forest and seems to provide a work area for the small groups of loggers concentrated around specially-marked trees. Kialla's scruffy-bearded lieutenant is here waiting for you.

"Arrows' Pointe Road," Kialla waves her hand expansively. "The widest, most negotiable, well-traveled road in all of Greyhill besides the capitol spur of the Great High Road." What continues on before you is nothing more than a hard-packed trail barely twenty feet wide and nearly swallowed by the trees on either side which rise over a hundred feet into the air. "Enjoy it while you can," she adds wryly "It's also the only other road in the entire barony besides the High Road you can take a pair of horses down comfortably. Let's go." She lets the reins out on her horse, and it takes off at a comfortable trot.

ENCOUNTER 3: RIDE NOW AND GO UNAFRAID

You have barely begun down the path when around you, the guards open up bags to light bull's-eye lanterns and set them into various holders in the saddlebags, and soon you understand why. It has become darker the further into the Dreadwood you have ridden, and the canopy has thickened overhead to the point where almost no light penetrates from the sky above. Kialla strikes a single sunrod. "To keep track of time," Kialla explains. "Though it always appears to be night, the denizens can tell when the sun has truly set." The scruffy-looking officer dismounts and moves to each of the agitated horses, which in turn seem to settle down. In a moment, you start up again, following as he takes the lead.

Spellcraft (DC 26) will allow PCs to note that he cast a silenced, stilled *Calm Animals* spell on the horses.

The second sunrod is nearly burned down when Kialla slows her horse. "Welcome to the Hollows - safest place outside of Dourstone's walls in all of Grayhill."

"The Hollows" seems to be little more than a dent in either side of the road, a circular clearing 60' in diameter with a few platforms built into nearby trees manned by pairs of vigilant wood-elf archers. "Don't do anything to make them shoot at you," Kialla motions to the Dreadwalkers in the trees. "Not all of them speak Common." She, like her soldiers, dismounts and begins to take care of her horse.

Moments later, she leads you through a carefully concealed opening in the unnaturally thick growth of foliage, and you enter a small, otherwise unnoticeable wooden-walled compound. There is a large inn-type structure, a supply shed, and a cleared area that could easily be training grounds. Entering the larger building, you find that it is a barracks. "Make yourselves comfortable. We will rest here for the evening." The common area is nearly filled by your numbers, but several soldiers follow the lieutenant back into what is obviously the kitchen. After a short time they return with the evening meal. The fare is simple; a hearty stew, bread, and

honeyed mead. The first mug gets passed to Bevin, the young standard-bearer.

PCs who take measure of their situation are automatically able to assess the following:

- Kialla's honor guard consists of toughened veterans used to the dangers of living in the Dreadverge, and one youngster on only his second foray into the Dreadwood (Bevin).
- The guard is a mix of elves, half-elves, and humans.
- The half-breed animosity so highly evident throughout the rest of Keoland is conspicuously absent here; they are treated as equals (as are PC half-breeds, including half-orcs, as long as they 'behave').
- None of the human guards are pure-blooded. They all have Suel, Oeridian, and (unusually enough for Keoland) Flan traits.

PCs may interact with specific NPCs. Use **Gather Info** or **Diplomacy** checks at **DC 10+APL**. Give circumstance bonuses for PCs finding someone of their own 'type':

The Guards (**add 10 to the DC** if PCs pay high or luxury lifestyle, as the guards just aren't that comfortable with 'those types'.) - Apparently an elven noble showed up at Dourstone yesterday and accused Kialla of not keeping her oath. They know they are part of her honor guard (and feel very honored, indeed, to have been chosen for such an assignment) while she goes to see the elves. The guards are absolutely furious at the elf's apparent treatment of Kialla, but are trained enough to know that taking matters into their own hands would only make the situation worse. They will answer questions simply, but if PCs attempt to draw any of them into an involved conversation, they will politely decline.

Bevin, the standard-bearer is barely a teenager. He is a young Suel-Oeridian who feels a bit overwhelmed by being in the Dreadwood and by being in an honor guard for his first assignment. He tells them of the 'initiation' he went through - camping out in the clearing, and spending the night not realizing the compound was hidden a few dozen feet away all along. It *was* scary - you can hear the "screaming trees". He doesn't know what they look like [nor does he want to get close enough to find out], but says they sound like a rusty door creaking on hinges followed by the sound of thunder.

Nevarr, the Druid Lieutenant - The individual who calmed the horses is very laid back and willing to speak about nature in all of its variety. He is both a lieutenant of the Lizhal house guards (Keoish Royal Standards) and a Dreadwalker (Rank: Dreadtrapper, same as Kialla), and also serves the Lizhals as their house druid. If anyone mentions questions specifically about ranks, royalty, his numerous titles, etc, he rolls his eyes and dismisses them with a "harrumph"; it should be fairly evident fairly quickly that he doesn't hold much stock in such things.

Nevarr can inform PCs that the Lizhals are allied with the elven kingdom within the Dreadwood, and that the elves felt that that oath was violated when an elven town fell and no help came. A prince of the elven kingdom arrived at Dourstone yesterday demanding that one of Lizhal blood come to Aridul to remedy the situation. Kialla has volunteered to try to 'smooth the ruffled feathers'. Aridul (elven for "Gray Hill") is the site where the original treaty was signed between the two noble houses. If PCs ask him for further details, he will inform them that it is not his place to say, and suggests they talk to Kialla directly. He will then excuse himself and leave the building. (He will tell PCs "nature calls" if they ask).

Kialla Skotti - While Kialla is not hung up on formalities (she asks PCs to call her "Dreadtrapper Kialla"), she expects a certain amount of respect, heavily dependant upon the speaker [i.e. "Scuse me, pretty boss lady" is fine from a half-orc, but not a Squire of the Watch].

In general, Kialla appears to be comfortable with the eeriness of the Dreadwood, but PCs realize as they speak with her that it is something she grew up with and is accustomed to.

For specific questions to Kialla, refer to DM AID #4.

After PCs have the time to chat for a while:

The meal is nearly complete when the boisterous soldiers suddenly grow very quiet. Nevarr has returned, but instead of his lieutenant's uniform, he wears mottled brown and green robes and a sprig of mistletoe hangs from his neck. Kialla stands and asks with a deep sigh, "How many?" She steadies herself for the answer. "Eight," the druid replies. "The Dreadtrapper says since they are all human, the choice is yours to make." She is handed a tankard from somewhere down table. With barely a glance, Kialla drains it, then follows the druid back through the door.

Unless a PC speaks up immediately and offers to bring back one or more of the fallen dreadwalkers, not even Reporting-for-Duty PCs will be allowed to follow her, and the NPCs will block the way if they make the attempt. The PC must spend their own money and have the cost of the spell on hand (check their last AR). Other players may chip-in, but all will be informed that they can not be reimbursed. (If PCs push it and try to force or sneak their way in, they earn Unfavorable Notice influence and the adventure is over for them.)

If players don't understand, an NPC will inform them that the druid has gone to reincarnate fallen Dreadwalkers. PCs can make **Sense Motive**, **Knowledge: Nobility and Royalty**, **or Knowledge: History** checks [DC 15] or simply ask an NPC to realize that as both a Keoish noble and a Dreadwalker, she is the leader of the slain heroes and feels a certain amount of responsibility for their safety.

The night passes uneventfully, and everything about the next day seems more somber, subdued, from the conversations at breakfast to the journey along Arrow's Pointe road.

If there are any bards or performer-types in the party, Bevin will quietly make his way over to them and ask if they could sing a song to cheer her up. He doesn't have any recommendations. The DC is **14+APL**. If they succeed, they can gain whatever information from DM Aid #4 they have not already gained as Kialla becomes more talkative.

There is movement from the front of the column, and in moments the group comes to a complete stop. Looking ahead, you can see why; the path simply ends as a heavy growth of trees similar to what lies on either side of you blocks your way. Without speaking a word, Kialla rides to the front of the column. A metallic ring of steel on steel reverberates loudly in the silence as the golden elven longsword with an oak tree pommel, is drawn. Kialla reverses the sword, presenting the hilt as she slides the flat of the blade across her arm and the tip at her own throat as she closes her eyes. Perhaps it is part of a ritual, or perhaps she speaks to one whom only she can hear; but suddenly the very trees part before her.

ENCOUNTER 4: EYES OF FROST

For the first time in nearly a day, you see sunlight as beyond lies a natural clearing in the forest. The edges are lined with all manner of sturdy trees, from oak to ironwood, banyan to darkwood; many are laced with elven 'construction'.

Before you stand nearly fifty elves, each wielding a sword and wearing a tabard with a golden oak tree upon a field of green.

It is evident from the surprise on Kialla's face that she was not expecting them to meet her here, and she quickly realizes the insult she has committed by being both still seated and above eye-level with her host.

Kialla dismounts with practiced ease, and yet, for the first time, you see hesitation in her movements, doubt playing across her face as she turns to her advisor. "Nevarr?"

The Druid shakes his head. "I am many things, but I am not the one they are waiting for. Your honor will protect you in Aridul. Go. Have faith in your heritage."

Kialla squares her shoulders and barely begins to move forward when one of the elves dressed in royal attire and wearing a crown strides forward and wrests the sword from her hands. "You haven't earned this yet," he sneers as he pulls the sword from her grasp. "And you were supposed to come alone." Around you, Kialla's guards bristle as it seems some of them recognize the elven ambassador who insulted Kialla and made demands of her in her own castle yesterday.

Note: If the PCs attack the elven host, they are quickly overcome and are slain, unless they have escape magics or surrender. Any member of the party that surrenders is ejected from the Dreadwood and earns Unfavorable Notice of the Dreadwalkers AR item. The adventure is over for them.)

Kialla's eyes blaze in defiance, then her gaze shifts to the trees above the elven prince. A great horned owl with amethyst-colored eyes peers down at the gathering. Tension eases from Kialla's shoulders. "As I recall, Prince Caeleir, you later accepted Baroness Marabel's stipulation that no Lizhal would ever journey to Aridul without an honor guard as befits our station."

Allow PCs a **Knowledge: Nobility and Royalty (DC 20)** check to realize that Baroness Marabel is the wife of Baron Markos Skotti [King Kimbertos' younger brother].

The prince's expression changes from one of anger to one of extreme annoyance, as he realizes that he seems to have lost this battle of wills. With a curt gesture, he motions towards his guards, and they fall in behind Kialla as he turns and leads the procession towards a large wooden structure built into a nearby row of ironwood trees.

Nevarr guides you along with the rest of Kialla's honor guard to one of the oaken treehouses. "Our job here is done," the druid informs you. "Now, we wait. Do not go exploring; you may be Kialla's guests, but you have not been recognized by the elves."

PCs will not be able to go exploring without having elven arrows pointed at their hearts. The rest of her guard seems content to stay put, very much afraid of doing anything wrong and making Kialla look bad. Inform players that several hours pass, with no word from Kialla. If PCs ask Nevarr how long Kialla will be, he will inform them it will be several days.

Note: Should PCs decide to go wandering off anyhow, they will eventually become caught. They will earn the Unfavorable Notice of the Dreadwalkers AR item and be sent home (the adventure is over for those PCs).

Read the following to Reporting for Duty PCs. (If there aren't any, go next to PCs with bird familiars or druids/rangers with any animal companions; otherwise have PCs roll spot checks and give the following to the player with the highest check):

You notice an owl with large violet eyes in the tree overhead studying you intently in a way that makes you fairly certain it's not "just another owl". You recognize that it is the same one you saw earlier today. Once it realizes it has your attention, it flies down towards you, landing on a nearby branch - or an outstretched arm. It twists its head around, as though looking for something, then looks back at you."

Allow for some "What is it, Lassie?" roleplaying. If the player doesn't realize what it wants, it will fly ahead 10 ft, wait for the PC to catch up, and then do the same again. If that doesn't work, it will tug on the PC's sleeve, etc. Otherwise the PC knows the owl wants the PC to follow it, and it will fly back and find the PCs one at a time.

If PCs are smart and check in with Nevarr first, he will appear startled, but then urge PCs to hurry along and follow it.

Once all of the PCs are together:

None of the elven guards stop you as the owl with the purple eyes circles above your heads several times once you are all together, then flies off out of the treeline into the clearing.

It is easy to understand how Grayhill got its name; at the centre of the clearing is a large circle of druidic Standing Stones - two circles would be more accurate. One set seems to be almost impossibly old, cracked and broken and fallen to large gray boulders. The stones and centre altar that are still standing seemed to be made of petrified wood. Both sets have been carved with various symbols.

PCs who speak the appropriate languages can identify elven, Suel, flan, and sylvan, one language on each side of the stones. Druids, rangers and nature-type clerics automatically recognize the symbols as various symbols of power, as well as stylized holy symbols of various gods of nature, elven and otherwise; it is an active Standing Stone Circle.

PCs get a sudden, dizzying rush when they cross to the circle's interior. Druids and rangers are fairly certain that there is a great intersection of multiple powerful ley lines beneath the circle; clerics are fairly certain they are on consecrated, hallowed ground. Chaotic neutral PCs feel "creeped out" by the place, as though suddenly disconnected from their deity [if they have one].

An elf wearing an elegant green and gold shirt, vest, and breeches sits on one of the great standing stones, a small lap harp perched easily on his knee as his fingers dance across the strings. As you approach, you can hear the words of a wistful melody drifting out towards you.

"O, the king's youngest daughter
was ravishing fair;
bright blue were her eyes
and bright gold was her hair;
and the king's second daughter
had eyes like the sky
with hair of soft midnight
that made courtiers sigh...."

The words trail off when you reach his side, though his fingers continue to dance gracefully across the harp strings. "But then, you are not here for either of those daughters, are you? Nor the first either, but the third."

Remind players (if necessary) that Kialla was Kimbertos' third daughter.

He turns to face you, and you can clearly see a white film across both of his eyes. "It is said you do not wear her colors; why are you here, then?" His head tilts to one side in anticipation of your answer.

Let the PCs say what they wish, however they wish. He appears to be interested in what they have to say, rather than how they actually say it, and will even smile if anyone vents about how the ambassador/elven prince has treated Kialla. Once the PCs make it clear they are on Kialla's side and want to help her, continue:

"The answer lies not here, but beyond Aridul, in the Dreadwood, where all answers lie. Are you willing to prove your loyalty to the one who brought you here, or are your words hollow? Does your loyalty end when coins no longer cross your palm?"

Again, allow PCs to speak their minds as eloquently [or not] as they wish, then continue:

"There is one among us here in Aridul, ancient even to my eyes. He has taken up a life quest in search of knowledge, and of discovery therein. His quest takes him beneath the trees at the turning of the seasons every spring. The learned one normally has bodyguards, but they will be busy with the ceremony. Since you are not be allowed in, it will give you something to.... keep busy with until it is time to return to Dourstone."

PCs may choose not to accept the task; they will simply remain in Aridul for a week, and then return with Kialla to Dourstone.

Assuming that PCs accept the responsibility:

Suddenly, the harpsong shifts to something.... strange. Different. Perhaps it has something to do with being on such sacred ground, perhaps not, but a strange - note? - of energy bursts within your soul, as though you had discovered the most perfectly balanced blade or bow, or learned a true phrase of power, or suddenly heard the voice of your god in your own mind.

PCs need to make a Fortitude save (DC 25). PCs who fail are momentarily stunned; those who save are merely dazed. Any PCs who follow a god will feel his/her influence at that moment - feel Pelor's light, hear

Olidamarra's laughter, feel the good solid earth of Moradin beneath their feet, etc. PCs who don't follow a god feel nothing.

Once they shake off the effect in d4 rounds, any questions asked will be met with

"If you choose to understand, the answer will be yours."

Bards in the party receive Player Handout #1 and will know immediately; everyone else will realize once they receive their ARs that the bard is a Seeker of the Song, and they have been exposed to the Truesong.

The music returns to normal as the harper speaks. "Thank you for your assistance. I am...." he interrupts himself with a smile, as though remembering a joke, ".... called 'Tal'. You will have two days to prepare for your journey. I will send for you when you are needed. You are free to move about Aridul in the meantime, as long as you respect our wishes and remain within the diplomatic areas."

Note: PCs who make a serious attempt at trying to get into places they're not supposed to will get caught and will not be able to participate in the remainder of the adventure, except to get escorted back to Dourstone with a *very* angry Kialla. PCs earn the U*nfavorable* N*otice of the* D*readwalkers* [see AR item].

If any PCs have large animal companions or brought their own horses, he will inform them that they will be unable to travel with the PCs. PCs who need to do so will have time to choose a small or medium-sized animal companion appropriate to be found in a forest and advanced to their appropriate druidic level. If there are any large PCs [i.e. Centaurs], he notifies them that will cost them an extra 480gp to have an elven mage polymorph it into an elf for the duration of the spell. When they are ready to return, it will cost the same to cast the spell a second time.

To prepare for their journey, PCs can obtain any non-magical standard PHB equipment they wish, with the exception of alchemist's fire. Each Reporting-for-Duty PC may purchase a core-access scroll or potion equal to half the APL in hundreds of gold pieces (100gp-400gp) as long as it is something that they themselves may use [no buying and handing off to other party members.] Although Tal will not offer it, if a PC bard seeks him out and specifically asks, they will be able to get a scroll [using the guidelines above] as well. Once preparations are complete:

When the time for your journey is at hand, you make your way to the treetower where the harper indicated that he would meet you. Tal is there waiting for you, and sitting next to him in a carrying chair is probably the oldest elf you've ever seen; he actually looks old. He is dressed in simple robes and a vest, and a well-made but non-extravagant circlet holds back his thinning hair. A walking staff rests against several small packs.

ALL APLs:

- **Throion Na'nai, Elven Sage:** Ancient Male elf; Wiz3/Exp7; hp 10; *see Appendix One.*

The sage is overly friendly and more than a bit eccentric, and speaks in that stereotypical "grampa" voice.

"Hello, hello, excellent, excellent. We've not much time left, just these few days after the equinox if we're going to find it. I've searched nearly the entire area, you know, I'm bound to find it this decade. Where is our ride? Oh, excellent, excellent, here they come now. Hurry, hurry, you know how important this is! Can't you hurry any faster, shape into something that flies or dives or something?"

The recipients of his berating appear to be a pair of druids dressed for combat. The half-elven female laughs and gently pats his cheek affectionately. "Dear, dear Throion; you've been at this since before I was born. Surely there is something else for you to pursue besides this perennial wild bird chase?"

Throion the sage raises a bushy eyebrow. "Birds? I'm not hunting birds. Hrmph, that's the problem these years. Too many younglings with not enough sense to pay attention!"

The elf in the scruffy hide armor next to her has such a sour disposition that it shows. He steps into the room, takes a look around, points to <any PCs with any metal armor on, including mithral bucklers> ***and says "No."***

ALL APLs:

- **Windsong Fang:** half elf, female, Drd 12
- **Ellistern Gnarlyfist:** elf, male, Drd 12

Ellistern is old-school, and will only transport the sage, animal companions [medium-sized or smaller ONLY due to limitations of the spell], and any unarmored or non-metal armored PCs. He will allow, but grumble about, studded leather. If there are more than four metallically-armored PCs, the group must decide which of the PCs will have to remove ALL metal from their person and give it to one of the other four PCs. Windsong has no such prejudices. She will roll her eyes at the situation, but seems to be fairly used to it.

Once things are settled:

Tal addresses you one last time. "The learned one's searches have been fruitless so far, but success would give us an advantage in this war. Keep him safe so that his quest may be fulfilled. Above all else, bring him back to us."

The half-elven druidess turns to you. "Hold hands," she instructs as her companion places his hands on

the sage's shoulder. Once the chains are complete, she nods, and with a word of magic, each druid puts a hand onto the trunk of the ironwood tree at the center of the room.

PCs make may a **Spellcraft** (**DC 21**) check to recognize a Transport via Plant spell has just been cast by each druid.

A moment later you arrive on another battle platform surrounding a large ironwood tree - except this one appears to be in the heart of the Dreadwood. Continual light spells which enable you to see are almost swallowed by the ancient forest.

If PCs had to remove armor because they were rude to the elven druid, they may gear up now.

An exceedingly large and muscular specimen of the ape family peers onto the platform. Without a spoken word, it picks up the sage with one hand and carries him down the side of the tree to the forest floor. The ape quickly returns to the top in search of other passengers.

PCs who wish to make their own way down the tree [50'] may do so; otherwise, the ape will carry them down. Once everyone is on the ground:

The woman you came with unpacks several apparently magical bags and begins to restock the outpost, while the elf turns into a large heap of what looks to be rotting vegetation and shambles off. A hawk flies out of a nearby tree, landing on the shoulder of the ape, which turns, walks into the tree and, disappears. Changing of the guard in the Dreadwood seems to be rather.... unique.

ENCOUNTER 5: THEY'VE STOLEN OUR TREASURE

Note: This is a good point in the mod to pause if you need to take a break.

At this point, PCs need to decide how to transport the sage. The following points are duplicated in Player Handout #2:

- Terrain in the Dreadwood is difficult ground at all times; everyone is at half movement and no 5' adjusts are possible unless the PC has Woodland Stride, Freedom of Movement or a Climb speed.
- Large (or larger) creatures are considered to be squeezing at all times. The Dreadwood recognizes its own, however, and large creatures (or larger) with Plant traits do not suffer this penalty.
- The first tier of canopy of the Dreadwood is 50' from the ground.
- Unless the entire party has darkvision, PCs are unable to see and must carry a light source at all times.
- Due to the shadows and the density of the Dreadwood, ranged attacks are *extremely* difficult in the Dreadwood. Treat anything within 30' as normal. Attacks from 30'-60' suffer a 20% miss chance, and anything beyond 60' suffers a 50% miss chance.
- The sage weighs 75lbs and has a carrying harness. Any medium-sized PC can strap the sage onto his back. He cannot be dropped as a free action. The harness can be cut free in two standard actions; otherwise removing him is the same as removing medium armor.
- The sage will not subject himself to a broom of flying; carpets, wings, boots, spells, etc are ok. Tenser's Floating disk is useable, but PCs must be able to maintain it for 16 hours per day. He is able to ride large creatures [wildshaped druids, mount scrolls, paladin mounts, etc.], but untrained creatures [i.e. mount spell] need to be controlled by someone in the party with animal handling. He has no ranks in ride, only his Dex modifier, but enterprising PCs can jury-rig the harness to serve as a makeshift saddle with the right equipment an appropriate skill check [use rope, disable device, crafts or professions, etc.]
- The PC carrying the sage may intentionally take all damage directed to the sage onto himself, even if flatfooted or otherwise denied his dexterity bonus. If the PC chooses to do so, any attack that would hit the sage's AC (+4 for cover) will hit the PC, *regardless of the* PC's AC. This is a chance for a PC to be heroic, though it may cost him.
- The sage has 25 lbs. of equipment that someone needs to carry around for him.

Note: Do not tell the PCs how many hit points the sage has. The fact that they have to carry him around should be enough of a warning that he is not the most robust person in the group. Do not drop hints to PCs about spelling him up, either; this is the challenge, to think outside of the box and adapt to having a liability within the party.

Travel through this area of the Dreadwood is not easy. There is almost no undergrowth due to the thickness of the forest ceiling, but the ground is rough and uneven due to the roots that rise above the forest floor. It's easy to get a foot caught in them, even though you are being careful, and your knees have discovered that they are soon able to tell when you fall into an ironwood, darkwood, or other type of tree.

There is a trail marker here; Reporting for Duty PCs automatically spot it and recognize it for what it is: a marker designating the edge of Dreadwalker/Elven-controlled territory and the beginning of the untamed wilderness of the Dreadwood.

Use the Spot Check #1 from DM Aid #1 [DC 15 + APL] to determine if others notice it. Nature-ish PCs that belong to any metaorganizations [Keoish or otherwise] that would likely use trail markers will recognize it for what it is, though they will not be able to discern its actual meaning.

If PCs question the elf about it, he will dismiss it:

"Eh, it's nothing; those Dreadwalkers are always out here leaving messages for each other, 'party tonight at the old oak tree' and such...."

However, a **Sense Motive DC 10+APL** will reveal that he's full of it; he's scared as all get out, but is too much the classic 'mad scientist' to let matters of survival actually interfere with his research.

You travel for what you believe to be the better part of the day; there is no sunlight to filter through the canopy to otherwise measure time. After hours of what seems to be fruitless searching, the old elf finally calls it a night. It takes a bit of time, but you are eventually able to find a spot that seems like it would be a suitable place to set up camp. The old sage insists on a fire, even offering up his own tindertwigs to assist in the task. "No, no, no, these old bones are not as young as they used to be, you know. A little bit of fire to warm them never hurt anyone. Actually, this one time it did, back when I was a young'un like you...."

The elf has more stories than he has years behind him and is not shy at sharing them with anyone within hearing.

There is enough deadfall for PCs to make a fire; the elf will absolutely get frantic if PCs try to take an axe, adamantine greatsword, etc. to any of the trees. He will actually raise his voice to the PCs over this.

"Are you* insane*? Are you* trying *to get us killed? Do you* know *how many trees there are in the Dreadwood that* hit back*?" He begins to beat at you with his staff.

If the PC complies, there are no further consequences. If they don't, they earn the *Treekiller!* AR item.

Allow PCs to make normal arrangements to settle down for the night and set watches, and then read the following:

"Eh? What's this? Don't be silly, young man/(woman)," the elf says as he realizes what you are doing. "I'm not going to get rheumatoid by sleeping out here on this cold ground. Sucks the life right out of you. Just like it did to...." It takes a story and a half for him to dig through his pack and pull out a scroll. "And you call yourselves adventurers? I don't know how you made it this far. We learned our lesson, I tell you...." the half-finished story from a few moments ago is abandoned for a new one. He somehow finally manages to finish the story, unfasten the scroll, and cast it. A rope slides 10' into the air from his open bag. "Well, don't stand around now, everyone in, no use in being something else's dinner; always better to eat than to be eaten, I say. Said it way back when, too, when folks didn't always listen to me...." the story continues as he waits for someone to get him into the safe zone at the other end of the rope."

The *rope trick* will last for ten hours. There is enough space for the rope, the elf, and six other creatures; familiars and tiny animal companions stay with their PC. Small and medium-sized animal companions must wait out the night in the Dreadwood.

If any PCs even <u>think</u> of staying in the Dreadwood, outside of the safety of the rope trick:

It is the first time the sage has stopped in mid-sentence. He blinks once, as if not trusting his own hearing. "If I had known you were coming along just to get yourself killed, I would have asked for other companions." No story follows; there is only silence and a look of absolute incomprehension on the elf's face.

Reporting for Duty PCs should *know* better. They can get a new animal companion later if they have to, but the Dreadwood is too dangerous at night; many of its inhabitants have ways of knowing when the sun has set and venture out. These PCs and the sage can point this out to those thinking about staying outside of the rope trick.

Note: the Optional Encounter in Appendix 1, the Rukanyr, will attack **any** PC who stays outside of the Rope Trick. This encounter will likely lead to the death of any PC foolish enough to do so. Furthermore, the Rukanyr is worth no XP and has no treasure - PCs are not rewarded for foolishness. Any PC who dies this way is considered recoverable, as long as the remainder of the PCs don't mind picking up the pieces (literally).

ALL APLS (EL 9)

Rukanyr: hp 91; see Appendix One.

The old elf is an early riser and will use his bony foot to poke awake any late sleepers in the morning. "No time for dilly-dallying, the rope is going to spit you out any moment now, might as well be awake already, that's a very rude way to wake up in the morning, you know. Reminds me of this one time I was out adventuring way before your grandparents were born...."

The sage continues to regale you with stories of his youth as he impatiently pokes at his porter with his staff, waiting to be carried down.

Note: If any animal companions were left outside of the rope trick, they are nearly scared stiff when PCs come out of the rope trick. It will take all of the PC's skills to get it to follow them; any PCs that do not focus all of their attention this encounter [no attacking, pursuing, or parlaying with the upcoming thief] trying to reassure their animal companion will not be able to get it to follow them through the rest of the adventure.

The elf insists on a warm breakfast, and soon a large pot of oatmeal and honey is bubbling over a renewed fire as you go about your normal morning routine. "I see that look," the sage starts again, pointing to a random PC. ***"Don't tell me that adventuring without breakfast is a good idea - it's the most important meal of the day. Sticks to your ribs, it does - it'll help you fill out that armor*** (robes). ***Seen someone shrivel up into nothing 'cuz they didn't have breakfast, I did; didn't believe it myself at first...." True or not, the old guy certainly has his share of stories.***

ALL APLS (EL 7)

Zulaykha - Sylph Sor2 (1) - female, hp 29; see *Appendix One*

Tactics: Use Spot and Listen Checks #2-7 from DM Aid #1 . She is looking to collect "pretties", one PC at a time. PCs may either hear her hummingbird-type wings or see an item disappear. If she is noticed, she will fly up and away from PCs, then will remain completely still and allow the heroes to react. Her reaction depends on the PCs' actions:

Diplomacy: The sylph speaks Auran at first, but will switch to common if PCs are diplomatic about it. She is merely curious, is highly attracted to "pretties", and wants to know if the PCs are going to go talk to the plants that are coming.

Intimidate/Subdue: the Sylph will spend one round using defensive spells [grease, slow, etc.] to try to distance herself from the PCs. If she is grappled, pinned, etc, and PCs don't immediately try to talk her down, she switches to survival mode [see Attack, below]

Attack: the Sylph with either empower her best spell and unload on the party, or will summon the air elemental [especially if blinded] and rely on her improved invisibility and speed to escape.

Development: Zulaykha can't give much information about other critters in the Dreadwood - most of them are 'bad', and the Dreadwood is 'all the same'. However, the sylph will tell the sage that the plant he is looking for is similar to some she's seen recently, and the party is going in the right direction. If asked about the "plants that are coming", the Sylph will tell the PCs that the Dreadwood knows the PCs are here, and that the wood itself hungers for them. This is an unusual departure from the Sylph's normal carefree attitude and should serve as a serious warning.

ENCOUNTER 6: TO SEARCH ALL THE WOODS

Note: This encounter takes place two hours after the end of Encounter #6.

You swear you could set an hourglass by the old man's stomach, which rumbles as loudly as a half-orc's. You're not entirely sure that stopping to eat is a good idea, but the old sage stubbornly refuses to eat on the go. "Bad for the digestive system, you know; you should wait an hour after you eat before you go off and open something's insides with your sword." Still, it's a chance for those who have been carrying him to unload and be free of him for a few moments. The rations supplied by the elves are basic, serviceable food. Unlike most trail rations you've seen, however, you'd swear the old sage's consists entirely of oatmeal and prunes.

Travel begins an hour after the sage eats.

Remember that there are no trails or paths, so PCs may spread out as they travel. All of the Dreadwood looks the same. Use DM Aid #5 for this encounter.

APL 2 (EL 2)

Needlefolk (2): hp 21; see Appendix Two.

APL 4 (EL 4)

Needlefolk (2): Advanced 5HD; hp 49; see Appendix Three.

APL 6 (EL 6)

Needlefolk (2): Advanced 7HD/Rng2; hp 81; see Appendix Four.

APL 8 (EL 8)

Needlefolk (2): Advanced 9HD/Rng6; hp 147; see Appendix Five.

Tactics: The needlefolk have 'taken 10' to hide, and PCs are traveling slowly enough that the needlefolk have keyed into the correct position to attack. Use the Spot and Listen Checks #8 and 9 from DM Aid #1:

- APL 2 Spot DC 29, Listen DC 18
- APL 4 Spot DC 33; Listen DC 18
- APL 6 Spot DC 35, Listen DC 30
- APL 8 Spot DC 35, Listen DC 30

Success allows that PC to act in the surprise round. The needlefolk will randomly concentrate on any elves or

half-elves in the party, beginning the attack once the party comes within 30', unless they are otherwise detected.

Note: The PC carrying the sage may intentionally take all damage directed at the sage onto himself, even if flatfooted or otherwise denied his dexterity bonus. If the PC chooses to do so, any attack that would hit the sage's AC (+4 for cover) will hit the PC, *regardless of the* PC's AC. This is a chance for a PC to be heroic, though it may cost them.

THE SAGE: If he is not killed outright and has a chance to act, the sage will cast *Protection from Arrows* as his first spell to protect himself against their needles. This spell comes into play only if the PC carrying the sage has either chosen not to take damage for him, or has dropped below 0 hp.

The needlefolk will concentrate their attacks and attempt to kill all elves and half-elves until they are dead (-10 hp), not just unconscious - they can sense the difference. The needlefolk will either fight until one is dead and the other is at 25% of its original hit points or, if all elves are dead, will continue to attack, but will flee once they drop below 1/2 hit points.

Remember that the needlefolk are plants and are not subject to critical hits, sneak attacks, paralyzing effects, etc.

Treasure: None.

Development: If the sage has died and the PCs have access to life-restorative magics [i.e., last breath, reincarnate, etc.], Throion will return from the dead. If the elf dies and is not immediately brought back to life, adjust the boxed text in the next encounter accordingly.

ENCOUNTER 7: TRUST IN THE SPELL AND THE BLADE

Note: This encounter takes place **APL** hours after the Needlefolk encounter, so only day-long or extended spells would still be in effect.

Despite the fact that the very forest seems intent on killing him, the elven sage is even more animated than he was before. "Yes, yes, yes, I know all of that; but we're getting close, don't you see? It only grows near known needlefolk trails. I have a theory that when the needlefolk drop their seeds to spawn in the autumn that it uses them as fertilizer, and then appears in the spring when it has had time to absorb all of the nutrients...."

The old elf happily prattles on about the mating habits of needlefolk, which, really, is more information than you need to know.

IF THE SAGE IS ALIVE: it takes him only another fifteen to twenty minutes to find the plants and harvest them with a small sickle that he carries. PCs with five or more ranks of Survival or Knowledge: Nature may assist him if they are willing to submit to his instructions, as the harvesting method seems to be unusually precise.

IF THE PCS WERE UNABLE TO KEEP THE SAGE ALIVE: they may spend the remainder of the day searching for it. Finding it requires a series of **Knowledge: Nature** checks. PCs with five or more ranks of Survival or Knowledge: Nature may assist, but may not then make their own roll to find the plant. The PCs must succeed on a trio of checks consecutively of **DC 18+APL, 22+APL and 26+APL.** Failure on any check means that PCs are unable to find the plant. PCs who think to rifle through the sage's bags will find his notes and, if they choose to skim through, will gain a +2 circumstance bonus to their roll. Up to two PCs may assist (as above). Locate Object spells will be unsuccessful, as PCs have never seen the plant before, nor are the sage's sketches accurate enough.

IF PCS ATTACKED THE SYLPH: PCs receive no warning. Combat begins at a distance of 30' with a regular initiative roll and no surprise round (both groups are surprised).

IF PCS EITHER BEFRIENDED THE SYLPH ZULAYKHA OR NEVER SPOTTED HER: She flies across their path and becomes temporarily visible to warn them of impending danger. It is obvious she is fleeing from *something*, and is equally obvious she isn't staying around to watch whatever happens next. Because of her warning all PCs get one full round to prepare. When combat begins, a surprise round is run as normal for the Kaorti and his "pet" (who must make spot or listen checks to act). Otherwise, the Kaorti is unaware of the PCs, and has no pre-cast spells on him.

Re-use DM Aid #5, but turn the map 180 degrees from Encounter #6.

APL2 (EL 5)

- **The Hunter:** Kaorti Wmg 3 (CR4); hp 41; see Appendix Two.
- **His Pet:** Pseudonatural Badger (CR2); hp 33 (raging hp 39); see Appendix Two.

APL4 (EL 7)

- **The Hunter:** Kaorti Wmg 5 (CR6); hp 56; see Appendix Three.
- **His Pet:** Barghest; hp 42; Monster Manual (p.22).

APL6 (EL 9)

- **The Hunter:** Kaorti Wmg 7 (CR8); hp 71; see Appendix Four.
- **His Pet:** Greater Barghest; hp 81; Monster Manual (p.22).

APL8 (EL 11)

- **The Hunter:** Kaorti Wmg 9 (CR10); hp 86; see Appendix Five.

- **His Pet:** elite, advanced, Pseudonatural Shambling Mound; hp 121; see Appendix Five.

Tactics: At the beginning of the surprise round, the "pet" appears within 30' of a PC, with the Kaorti taking cover behind it. The Kaorti will attempt to fry as many PCs as possible, as quickly as possible, while gurgling maniacally. Both warmage and "pet" will always fight to the death.

If the "pet" is a pseudonatural creature [APLs 2 & 8], be sure to describe it with the stereotypical oozing and pussing and extra tentacle action. (It's more than just gross; it has resistances.)

IF THE SAGE IS STILL ALIVE: He will cast *mirror image* on himself if it is still available. If at any point he is able to actually *see* the Kaorti, or if someone else describes it to him, he will begin shouting in common:

"Monster! It is too late! I have found it, and I will use it to dissolve your armor and your ribbon daggers and your cocoons that steal my fallen people and force you to return to the hellspawn from whence you've come!" Curiously enough, he repeats it in Ancient Suel.

Development: If PCs are victorious and search the body of the Kaorti, they will find a small lapel pin embedded within the resin armor of the creature. The pin is one commonly given to Dreadwalkers who have performed some great act of personal heroism for the kingdom. If the sage is alive he will reluctantly admit that the Kaorti only increase their numbers by turning victims into more Kaorti. This is not a widely known effect but is part of the reason the Dreadwalkers have so much to fear. Failure in the Dreadwood can not only mean death, but the perversion of friends into creatures of evil.

Proceed to the appropriate conclusion(s):

- The Sage is alive (Conclusion A).
- The Sage is dead, PCs have his body, and there ARE Dreadwalkers or PCs with the Track feat (Conclusion B).
- The Sage is dead and there are NO Dreadwalkers or PCs with the Track feat (Conclusion C). If his body was left behind, go to Conclusion D.

CONCLUSION A: YOU'VE PASSED ALL OUR TESTS

PCS KEEP THE SAGE ALIVE:

As you cross back into the elven-controlled lands, you notice a violet-eyed owl circling overhead, as if noting your location - or guiding you back to the outpost. A different pair of druids awaits to return you to the elven town.

When you arrive at Aridul, you notice that the place is abuzz. No sooner do you arrive on the platform than the sage begins to beat at his carrier for not getting him out of the harness fast enough. There are already several elves here ready and waiting to whisk him away in his carrying chair. He is too excited to even start another story as he takes his staff to his new porter.

The blind elven harper who sent you on this journey smiles as he listens to the fading sound of the staff. "You have enabled him to nearly complete his life's quest of the past half of a century. Should he complete it, it will bring us something which we have not known for quite some time: Hope." Before you can question him further, he asks you to recount your adventure.

Assuming the PCs do so:

Tal nods. "You will understand, then. The creature you fought at the end, the humanoids that infest these woods - they cannot survive without their armor. Noble Throion's research has discovered a way to create an alchemical agent which will dissolve their armor. If we were to posses this, we would gain an ability to send them back to where they came from - if only temporarily - until they weave another cocoon of armor." He holds up his hand, silencing both himself and further questions from you as his head tilts to one side. He motions you to follow him across the clearing and past the standing stones to where Nevarr and the House Lizhal honor guard have begun to ascend the stairs around the largest of the ironwood trees. "Things have…. changed…. since you left here as well," Tal says as he shoulders his harp and unerringly negotiates the root tangles and ladders as leads you up into a spacious room where the soldiers have rejoined their liege. That Kialla has changed is evident; her ash-brown hair is shot through with grey, and eyes once the color of mithral now burn with the amethyst of elven magic. Whatever other changes the ceremony has placed upon her remain to be seen.

Kialla notices your arrival, and understanding reflects across her face. "I see you have done well; you would not have made it this far otherwise. We have accomplished all that which we are able to during this visit; it is time we return to Dourstone." Her last comment seems to be directed at both you and the harper, and it elicits a gentle smile. "The Oaken Heart is forever open to you, Guardian," he replies sincerely.

Kialla addresses you once again. "I thank you adventurers; the path was difficult, and I have only just begun to travel it, but your companionship has

made my journey that much easier. Feel free to return at any time." It is only after you travel back down Arrow's Pointe Road, spend the nighttime again at the Hollows, bid Kialla goodbye at the ironwood gates of Dourstone, and turn to leave that you notice the elven harper leaning against the outer wall, violet-eyed owl perched on his shoulder....

THE END

CONCLUSION B: RIDE OFF WITH MY BLESSINGS

IF PCS ARE UNABLE TO KEEP THE ELF ALIVE, HAVE THE BODY, AND ARE ABLE TO TRACK THEIR WAY BACK:

As you are once again transported through the elven outpost, you notice a violet-eyed owl circling overhead, as if noting your location. Whatever had occupied the elves before you left appears to have been completed, considering there are many almond-shaped eyes upon you as you search for a friendly face. The looks you receive as you cross the clearing are a medley of anger, disappointment, haughtiness, and hope. You make your way to the standing stones, and, indeed, the blind harper elf is there waiting for you.

Tal's hands go flat against the strings, silencing them as you approach. "Such is the way of the Dreadwood," he adds softly as his hands pluck out a sorrowful chord. "He has tried for nearly half a century to attain his life's quest. The druids will come, and if his will is stronger than his body, he will return. It is always a good day when none are lost - no matter the condition of the body."

If the sage found the plant before dying, or if PCs were able to make the appropriate skill checks, add the following:

The elf seems a bit less surprised than you would have expected. "It does have an unusual scent; I hoped that that's what it was. Suffice it to say, he will make good use of your efforts."

If PCs managed to capture the Kaorti warmage, dead or alive, he will appear startled, then send the horned owl winging as fast as it can go off towards the largest of the elven tree structures, and thank the PCs profusely for such a "gift" [though PCs earn nothing extra for doing so].

"Go back to Arrow's Pointe Road; Lady Kialla and her guards are already assembled and are waiting for you. Tell her we are grateful for her assistance, no matter what form of it she brings."

THE END

CONCLUSION C: A TROOP OF HIS OWN ELVEN GUARD

THE ELVEN SAGE IS DEAD, THERE ARE NO REPORTING FOR DUTY PCS, AND NO PCS HAVE THE TRACK FEAT:

It didn't* seem *like you had traveled all that far. You've barely made it out of the Dreadwood alive, and that was only because you've been running for the last four weeks - and finally ran into a party of Dreadwalkers who escorted you back near the wilderness boundary marker.

PCs are docked an additional 4TUs, and in addition become *shaken* as per the PHB description any time they encounter Kaorti, Rukanyr or Pseudonatural creatures of any type. PCs receive the *Shaken, Not Stirred* AR item [q.v.].

Note: If PCs did not bring back the body of the elven sage, skip to Conclusion D. Otherwise, read the following:

The elven harper greets you at the outpost. "I am glad you were found and returned; we were beginning to give up hope. Kialla's test went.... well. She and the others have long since returned to Dourstone. Tell her of your success here - yes, success. Neither you nor he" he motions to the elven sage's body "were lost to our enemies. Throion will be brought back; his research is far too valuable for such knowledge to be lost. Rest. When you are ready, you will be returned to Dourstone. Our people will be forever grateful."

The End

CONCLUSION D: CRITICAL FAILURE

If the elven sage dies and the PCs do NOT return with the body (whether or not there are trackers in the party):

You notice the violet-eyed owl circling overhead as you finally make your way to tamed lands. Thankfully, its purpose seemed to be to guide you there. You are barely inside the elven boundary when you glance up into the trees to see that the owl has rested on the shoulder of the blind elven harper sitting on a branch about ten feet in the air. "The Dreadwalkers have a motto: None Left Behind. An ally claimed by the Dreadwood is more dangerous than any creature born an adversary. There will be nothing I can do to protect you if you were to return to the outpost." He motions to the two druids that have come up behind you who originally

transported you here. "Go. You will arrive outside of Dourstone. They will know what has transpired. Do not expect to stay long once you arrive there, either."

PCs - including Reporting for Duty PCs - gain the Unfavorable Notice of the Dreadwalkers AR item and gain no influence for this adventure.

PCs who do not go with the druids and have no way of returning on their own will simply wander the Dreadwood until it claims them [i.e., they are dead in boxed text].

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 1

Defeat the tieflings.

APL 2: 120 xp
APL 4: 180 xp
APL 6: 240 xp
APL 8: 300 xp

Encounter 6

Defeat the Needlefolk

APL 2: 90 xp
APL 4: 150 xp
APL 6: 210 xp
APL 8: 270 xp

Encounter 7

Kill or capture the Kaorti; Defeat its companion.

APL 2: 150 xp
APL 4: 210 xp
APL 6: 270 xp
APL 8: 330 xp

Story Award

Keep the elven sage alive.

APL 2: 40 xp
APL 4: 60 xp
APL 6: 80 xp
APL 8: 100 xp

Discretionary Roleplaying Award

APL 2: 50 xp
APL 4: 75 xp
APL 6: 100 xp
APL 8: 125 xp

Total possible experience

APL 2: 450 xp.
APL 4: 675 xp.
APL 6: 900 xp.
APL 8: 1,125 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 1:

- APL 2-8: L: 281 gp, C: 0 gp, M: Potion of cure moderate wounds x4 (100 gp each per character).

Encounter 5 & 6:

- APL 2-8: L: 0 gp, C: 0 gp, M: none (0 gp)

Encounter 7:

APL 2: L: 50 gp, C: 0 gp, M: B*rooch of shielding* (125 gp each per character), *dust of tracelessness* x2 (42 gp each per character), *ring of protection* +1 (83 gp each per character), *vest of resistance* +1 (83 gp each per character).

APL 4: L: 50 gp, C: 0 gp, M: B*rooch of shielding* (125 gp each per character), *cloak of charisma* +2 (333 gp each per character), *dust of tracelessness* x2 (42 gp each per character), *ring of protection* +1 (83 gp each per character), *vest of resistance* +1 (83 gp each per character).

APL 6: L: 29 gp, C: 0 gp, M: B*rooch of shielding* (125 gp each per character), *cloak of charisma* +2 (333 gp each per character), *dust of disappearance* (292 gp each per character), *dust of tracelessness* x2 (42 gp each per character), *ring of protection* +1 (83 gp each per character), *scroll of cure serious wounds* (31 gp each per character), *scroll of fly* (31 gp each per character), *scroll of glitterdust* x2 (13 gp each per character), *vest of resistance* +1 (83 gp each per character), +1 *resin armor* (117 gp each per character).

APL 8: L: 29 gp, C: 0 gp, M: B*rooch of shielding* (125 gp each per character), *cloak of charisma* +2 (333 gp each per character), *dust of disappearance* (292 gp each per character), *dust of tracelessness* x2 (42 gp each per character), H*eward's handy haversack* (167 gp each per character), *ring of protection* +1 (83 gp each per character), *metamagic rod of empower, lesser* (750 gp each per character), *scroll of cure serious wounds* (31 gp each per character), *scroll of fly* (31 gp each per character), *scroll of glitterdust* x2 (13 gp each per character), *vest of resistance* +1 (83 gp each per character), +1 *resin armor* (117 gp each per character).

Total Possible Treasure (Maximum Reward Allowed)

APL 2: L: 331 gp, C: 0 gp, M: 433gp – Total: 764 gp (450 gp).

APL 4: L: 331 gp, C: 0 gp, M: 766 gp – Total: 1097 gp (650 gp).

APL 6: L: 310 gp, C: 0 gp, M: 1263 gp – Total: 1573 gp (900 gp).

APL 8: L: 310 gp, C: 0 gp, M: 2080 gp – Total: 2390 gp (1,300 gp).

ITEMS FOR THE ADVENTURE RECORD

Special

Unfavorable Notice of the Dreadwalkers: The PC proved that both word of promise and loss of life are meaningless. This character may not play in Dreadwood modules until this notice is removed. Expend 5 Keoland Influences/Favors from Keoish nobility to remove this unfavorable notice.

Reporting for Duty: This mission is considered reporting for duty for the following metaorganizations: Dreadwalkers, Dreadwalker Reservists, Greyhill Militia, Greyhill Royal Standards. Members of those organizations gain access (Frequency: Regional) to purchase the following items: *elven earring* (see this AR), *blunt arrows* (*Races of the Wild*), *serpentstongue arrows* (*Races of the Wild*), *swiftwing arrows* (*Races of the Wild*), *elvencraft bow* (*Races of the Wild*).

Influence with the Dreadwalkers: For going on the sage's quest, you gain this Influence which can be spent (along with 4 additional TUs) to have *reincarnate* cast upon you for only the material component cost. Spend two influence with the Dreadwalkers to have *reincarnate* cast upon another PC at the table, but at the base cost in the Living Greyhawk Campaign Sourcebook, instead of the normal Keoland cost.

Prestige Classes: Your experiences in this adventure have broadened your horizons. You now meet the special requirements for the Ruathar (*Races of the Wild*) and Seeker of the Song (*Complete Arcane*) prestige classes.

Elven Earring: This item does not take up a space on the body (although it will not function unless worn in the ear). It provides the wearer a +5 competence bonus to Listen checks.

Faint divination; CL: 3rd; *Prerequisites*: can't be crafted; *Market Price*: 5,000 gp; *Weight*: 0 lbs.

Treekiller!: You cut down a tree in the Dreadwood. Creatures with the plant type automatically make this PC

their primary target in the next encounter with them you have while in the Dreadwood.

Shaken, Not Stirred: Wandering the Dreadwood unguided for a month has taken its toll. Spend 4 additional TUs for the ordeal. In addition, whenever you encounter a kaorti, rukanyr or pseudonatural creature of any type, you become shaken for the duration of the encounter (unless you are immune to fear effects). This effect lasts for one year from the date on this Adventure Record.

Item Access

APLs 2, 4:

- *Blunt Arrows* (Adventure; *Races of the Wild*)
- *Brooch of Shielding* (Adventure; *Dungeon Master's Guide*)
- *Dust of Tracelessness* (Adventure; *Dungeon Master's Guide*)
- *Elven Earring* (Adventure; *See Above*)
- *Elvencraft Bow* (Adventure; *Races of the Wild*)
- *Masterwork Ribbon Dagger* (Adventure; *Fiend Folio*)
- *Resin Suit* (Adventure; *Fiend Folio*)
- *Serpentstongue Arrows* (Adventure; *Races of the Wild*)
- *Swiftwing Arrows* (Adventure; *Races of the Wild*)
- *Vest of Resistance +1* (Adventure; *Complete Arcane*)

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

- *Dust of Disappearance* (Adventure; *Dungeon Master's Guide*)

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

- *+1 Resin Suit* (Adventure; *Fiend Folio*)
- *Heward's Handy Haversack* (Adventure; *Dungeon Master's Guide*)
- *Metamagic Rod, Empower, Lesser* (Adventure; *Dungeon Master's Guide*)

APPENDIX 1 – ALL APLS

Caravan Guards (3), Male/Female Human (mixed) War 1: Medium humanoid; CR 1/2; HD 1d8+3; hp 9; Init +1; Spd 30 ft.; AC 16, touch 11, flat-footed 15 (+1 Dex, +3 armor, +2 shield); Base Atk/Grp: +1/+2; Atk +3 melee (1d8+1/19-20, longsword) or +2 ranged (1d8/19-20, light crossbow); Full Atk +3 melee (1d8+1/19-20, longsword) or +2 ranged (1d8/19-20, light crossbow); SA -; SQ -; AL NG; SV Fort +2, Ref +1, Will +0; Str 13, Dex 12, Con 11, Int 8, Wis 10, Cha 8.

Skills & Feats: Handle Animal +3, Ride +5; Toughness, Weapon Focus (longsword).

Languages: Common.

Possessions: Studded leather armor, large wooden shield, longsword, dagger, light crossbow, 10 bolts and case.

Description: Sharp eyed men and women who look capable of wielding the swords at their hips.

Teamsters, Male/Female Humans (mixed) Exp 1: Medium humanoid; CR 1/2; HD 1d6+4; hp 9; Init +1; Spd 30 ft.; AC 13, touch 11, flat-footed 12 (+1 Dex, +2 armor); Base Atk/Grp: +0/+0; Atk +0 melee (1d6, club) or +1 ranged (1d8, light crossbow); Full Atk +0 melee (1d6, club) or +1 ranged (1d8, light crossbow); SA -; SQ -; AL NG; SV Fort +1, Ref +1, Will +2; Str 10, Dex 12, Con 13, Int 8, Wis 11, Cha 8.

Skills & Feats: Handle Animal +3, Intimidate +3, Profession (teamster) +7, Ride +5, Survival, +4, Use Rope +5; Skill Focus (teamster), Toughness.

Languages: Common.

Possessions: Leather armor, club, dagger, light crossbow, 10 bolts and case.

Description: A tough looking lot, that nervously keeps an eye on the Dreadwood as they go about their tasks.

Deltin Kanier, Male Human (flan) Rng 1: Medium humanoid; CR 1; HD 1d8+1; hp 7; Init +2; Spd 30 ft.; AC 16, touch 12, flat-footed 14 (+2 Dex, +4 armor); Base Atk/Grp: +1/+3; Atk +3 melee (1d8+2/19-20, longsword) or +5 ranged (1d8/x3, masterwork longbow); Full Atk +3 melee (1d8+2/19-20, longsword) or +5 ranged (1d8/x3, masterwork longbow); SA favored enemy (aberrations); SQ Wild empathy; AL NG; SV Fort +3, Ref +4, Will +1; Str 14, Dex 15, Con 12, Int 8, Wis 13, Cha 10.

Skills & Feats: Hide +6, Listen +5, Move Silently +6, Profession (dreadwalker) +5, Search +3, Spot +5; Point Blank Shot, Weapon Focus (longbow).

Languages: Common.

Possessions: Chain shirt, longsword, dagger, masterwork longbow, 10 normal arrows, 4 cold iron arrows, 4 alchemical silver arrows, 2 Fey arrows.

Description: Bow in hand, wearing a woodland green cloak emblazoned with a golden tree and arrow upon the breast. This young flan seems overly serious for his years.

Galina Torranow, female half-elf, Brd 1: Medium humanoid; CR 1; HD 1d6+1; hp 6; Init +0; Spd 30 ft.; AC 12, touch 10, flat-footed 12 (+2 armor); Base Atk/Grp: +0/-1; Atk +0 melee (1d6-1/18-20, masterwork rapier); Full Atk +0 melee (1d6-1/18-20, masterwork rapier); SA Bardic music, spells; SQ Bardic knowledge (+3), countersong; AL NG; SV Fort +1, Ref +2, Will +3; Str 8, Dex 10, Con 12, Int 14, Wis 13, Cha 15.

Skills & Feats: Bluff +6, Concentration +5, Diplomacy +8, Gather Information +6, Knowledge (history) +6, knowledge (nobility and royalty) +6, Perform +6, Tumble +4; Negotiator.

Languages: Common, Keoish, and Suel.

4 *Spells Known* (3, save DC = 12 + spell level): 0 – *Flare, message, prestidigitation, read magic.*

Possessions: Masterwork leather armor, masterwork rapier, masterwork lute, 2 potions of *cure light wounds.*

Description: Dressed in fine leathers, with her hair styled in the latest fashions of Niole Dra, she is a stunningly beautiful woman. If not for her unfortunate parentage, she would probably have been serving in a noble's manor.

Throion Na'Nai, elven sage, male grey elf Wiz(div) 3/ Exp 7:Medium humanoid; CR 4; HD 3d4-12 plus 7d6-28; hp 10; Init +1; Spd 10 ft.; AC 11, touch 11, flat-footed 10 (+1 Dex); Base Atk/Grp: +6/+2; Atk none; Full Atk none; SA Spells; SQ -; AL LG; SV Fort +1, Ref +6, Will +14; Str 3, Dex 13, Con 3, Int 26, Wis 16, Cha 12.

Skills & Feats: Concentration +9, Craft (alchemy) +24, Knowledge (arcana) +21, Knowledge (dungeoneering) +21, Knowledge (nature) +26, Knowledge (nobility and royalty) +21, Knowledge (planes) +21, Profession (herbalist) +18, Spellcraft +23; Brew Potion, Practiced Spellcaster, Scribe Scroll, Skill Focus (alchemy), Skill Focus (Knowledge (nature)).

Languages: Ancient Suel, Auran, Common, Draconic, Dwarven, Elven, Flan, Gnomish, Old Oeridian, Sylvan, Terran.

Spells Prepared (4/5/4, save DC = 18 + spell level): 0 – *Daze, Detect Poison, Prestidigitation, Resistance*; 1st – *Comprehend Languages, Mage Armor, Obscuring Mist, Shield, Sleep*; 2nd – *Locate Object, Mirror Image, Protection from Arrows, See Invisibility.*

Spellbook: 0 – *Daze, Detect Magic, Detect Poison, Mage Hand, Message, Prestidigitation, Read Magic, Resistance*; 1st – *Alarm, Comprehend Languages, Expeditious Retreat, Feather Fall, Mage Armor, Obscuring Mist, Shield, Sleep*; 2nd –

Darkvision, Locate Object, Mirror Image, Protection from Arrows, Rope Trick, See Invisibility.

Possessions: Traveling Spellbook, Headband of Intellect +2, 2 scrolls of *rope trick* (caster level 10th), 2 potions of *cure moderate wounds*, 6 potions of *cure light wounds*, Vest of Resistance +3.

Description: A brittle, ancient grey elf, seeming to hunch in on himself. Age spots cover his hands and transparent wisps of hair still cling to his weathered scalp. He speaks with a surprisingly strong voice.

Zulaykha, female sylph Sor 2: Small outsider (air); CR 7; HD 3d8+3 plus 2d4+2; hp 29; Init +2; Spd 30 ft., fly 90 ft. (good); AC 21, touch 13, flat-footed 19 (+2 Dex, +1 size, +4 *mage armor*, +4 *shield*); Base Atk/Grp: +4/+0; Atk +5 melee (1d2, unarmed strike) or +7 ranged touch (by spell); Full Atk +5 melee (1d2, unarmed strike) or +7 ranged touch (by spell); SA Spells; SQ I*mproved invisibility*, outsider traits, spell resistance 16, *summon elemental*, wild empathy (+11); AL N; SV Fort +4, Ref +5, Will +8; Str 10, Dex 15, Con 12, Int 15, Wis 14, Cha 22. *Monster Manual* II, page 192.

Skills & Feats: Balance +10, Concentration +9, Escape Artist +8, Hide +12, Jump +1, Knowledge (nature) +11, Listen +8, Move Silently +8, Spot +9, Survival +8, Tumble +9; Combat Casting, Empower Spell.

Improved Invisibility (Sp): At will, a sylph can use *improved invisibility* (self only). Caster level 12th.

Summon Elemental (Sp): Once per day, a sylph can use *summon nature's ally* VI (caster level 12th) to summon a Large air, earth, fire or water elemental.

Outsider Traits: Darkvision 60', an outsider can not be raised, resurrected or reincarnated, a *limited wish, miracle, true resurrection,* or *wish* are need to bring them back from the dead.

Languages: Common, Auran, Sylvan.

8/5/4/3/2 Spells Known (6/6/7/7/5, save DC = 16 + spell level): 0 – Dancing lights, detect magic, ghost sound, light, mage hand, prestidigitation, ray of frost, read magic; 1st – Mage armor, magic missile, obscuring mist, ray of enfeeblement, shield; 2nd – Glitterdust, protection from arrows, scorching ray, touch of idiocy; 3rd – Dispel magic, slow, stinking cloud; 4th – Enervation, Lesser globe of invulnerability.

Possessions: None.

Description: Generally encountered while invisible, if the party manages to spot Zulaykha she is a small, beautiful woman with translucent, brightly colored wings. She wears a filmy dress of silk.

OPTIONAL ENCOUNTER

Rukanyr: Large aberration; CR 9; HD 7d8+49; hp 91; Init -2; Spd 40 ft., climb 20 ft.; AC 22, touch 7, flat-footed 22 (-1 size, -2 Dex, +15 natural); Base Atk/Grp: +5/+14; Atk +9 melee (3d6+5, slam); Full Atk Slam +9 melee (3d6+5) and 6 claws +7 melee (1d6+2) and 3 Bites +7 melee (1d8+2); SA Poison, stunning strike, sundering roar; SQ Darkvision 60 ft., fast healing 5, reflexive sunder, sonic immunity, stability; AL NE; SV Fort +9, Ref +0, Will +1; Str 21, Dex 7, Con 24, Int 15, Wis 2, Cha 2. *Fiend Folio*, page 144.

Skills & Feats: Climb +23, Listen +6, Search +12, Spot +6; Improved Sunder, Multiattack, Power Attack.

Poison (Ex): A rukanyr delivers its poison (Fort DC 20 negates) with each successful bite attack. Initial and secondary damage are the same (2d6 Dex). The save DC is Constitution based.

Stunning Strike (Ex): Anyone hit by a rukanyr's slam attack must make a Fortitude saving throw (DC 18) or be stunned for 1d4 rounds. The save DC is Constitution based.

Sundering Roar (Su): Once every 1d4 rounds, a rukanyr can emit a devastating roar from one of its mouths. All creatures within 60 ft. of a rukanyr must make Fortitude saves (DC 20) or be deafened for 2d6 rounds. Additionally, a rukanyr can target one creature or object within its range to be the focal point of this of this destructive attack. This creature or object takes 12d6 points of sonic damage (Reflex DC 20 for half). If a creature is targeted, this damage also applies to the armor worn and weapons carried by a creature. Both saves DC are Constitution based.

Fast Healing (Ex): A rukanyr regains lost hit points at the rate of 5 per round. Fast healing does not restore hit points lost from starvation, thirst, or suffocation, and it does not allow a rukanyr to regrow or reattach lost body parts.

Reflexive Sunder (Ex): The armor plates that cover a rukanyr shift and rub against each other in combat, creating a jarring sound like that of trees rubbing together in a high wind. Anyone who strikes a rukanyr with a slashing or piercing melee attack must make a Reflex save (DC 11) or the armor plates shift and crush the weapon, dealing 4d6+5 points of damage to the weapon and tearing it from the victim's grasp. The weapon lands at the attacker's feet if it is not broken by the damage. The save DC is Constitution based.

Stability (Ex): A rukanyr is incredibly stable and can not be tripped. It gains a +20 stability bonus on its Strength check to avoid being bull rushed.

Skills: Rukanyrs have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

Languages: Ancient Suel, Common, Elven.

Possessions: None.

Description: A rukanyr resembles an armor-plated, 15 ft. tall, leafless tree, with one thick branch emerging from the top that ends in a ball of spikes and jagged spines. The numerous smaller branches end in grasping claws. Three large, stalked maws filled with teeth are arrayed at the thing's base, amid a tangled mess of thick insectoid legs. One large, lidless black eye stares out from the thing's "front" side.

APPENDIX 2 – APL 2

ENCOUNTER 1

Sneaks (2), male/female tiefling Rog 1/War 1: Medium outsider (native); CR 1; HD 1d6+2 plus 1d8+2; hp 15; Init +3; Spd 30 ft.; AC 19, touch 13, flat-footed 16 (+3 Dex, +4 chain shirt, +2 shield); Base Atk/Grp: +1/+4; Atk +6 melee (1d6+3/15-20, *keened* masterwork rapier) or +4 ranged (1d8+3/x3, mighty +3 composite longbow); Full Atk +6 melee (1d6+3/15-20, *keened* masterwork rapier) or +4 ranged (1d8+3/x3, mighty +3 composite longbow); SA *darkness*, sneak attack +1d6; SQ Darkvision 60', resistance to cold, electricity, and fire 5, trap finding; AL NE; SV Fort +4, Ref +5, Will +0; Str 17, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

Skills & Feats: Bluff +3, Hide +10, Move Silently +4, Sleight of Hand +3, Tumble +8; Weapon Focus (Rapier).

Darkness (Sp): A tiefling can use *darkness* (as the spell) once per day (caster level equal to class levels).

Languages: Common, Elven, Infernal.

Possessions: Chain shirt, heavy steel shield, club, dagger, MW rapier, mighty +3 composite longbow, 10 normal arrows, 10 alchemical silver arrows, *Potion of Cure Moderate Wounds*, *Oil of Keen Edge* (used).

Description: These beings look like humans, but have a faintly disturbing demeanor about them and a wicked gleam in their eyes. Short horns sprout from their foreheads.

Toughs (3), male/female tiefling Fgt 1/War 1: Medium outsider (native); CR 1; HD 1d10+2 plus 1d8+2; hp 18; Init +3; Spd 30 ft.; AC 19, touch 13, flat-footed 16 (+3 Dex, +4 chain shirt, +2 shield); Base Atk/Grp: +2/+5; Atk +7 melee (1d6+3/15-20, *keened* masterwork rapier) or +5 ranged (1d8+3/x3, mighty +3 composite longbow); Full Atk +7 melee (1d6+3/15-20, *keened* masterwork rapier) or +5 ranged (1d8+3/x3, mighty +3 composite longbow); SA *darkness*; SQ Darkvision 60', resistance to cold, electricity, and fire 5; AL NE; SV Fort +6, Ref +3, Will +0; Str 17, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

Skills & Feats: Bluff +3, Hide +8, Move Silently +3, Sleight of Hand +3, Tumble +4; Blind-fighting, Weapon Focus (Rapier).

Darkness (Sp): A tiefling can use *darkness* (as the spell) once per day (caster level equal to class levels).

Languages: Common, Elven, Infernal.

Possessions: Chain shirt, heavy steel shield, club, dagger, MW rapier, mighty +3 composite longbow, 10 normal arrows, 10 alchemical silver arrows, *Potion of Cure Moderate Wounds*, *Oil of Keen Edge* (used).

Description: These beings look like humans, but have a faintly disturbing demeanor about them and a wicked gleam in their eyes. Short horns sprout from their foreheads.

ENCOUNTER 6

Snipers (2), Needlefolk: Medium plant; CR 2; HD 3d8+3; hp 21; Init +0; Spd 30 ft.; AC 14, touch 10, flat-footed 14 (+4 natural); Base Atk/Grp: +2/+3; Atk +2 ranged (1d12+1, needles) or +3 melee (1d4+1, claw); Full Atk +2 ranged (1d12+1, needles) or +3/+3 melee (1d4+1, 2 claws); SA Needles; SQ Elf sense, plant traits; AL N; SV Fort +4, Ref +1, Will +3; Str 12, Dex 10, Con 13, Int 6, Wis 15, Cha 5. *Monster Manual* II, page 158.

Skills & Feats: Hide +8*, Listen +4, Move Silently +2, Spot +4; Alertness, Stealthy.

Needles (Ex): Each round, a needlefolk can launch a cluster of needles from its body (range increment 20 feet, maximum range 200 feet).

Elf Sense (Su): The only thing that excites needlefolk is elves – they hate elves passionately. Needlefolk can sense the presence of an elf within 1500 feet. They are unable to pinpoint an elf that has concealment (such as from *invisibility*) and thus they still suffer from the mischance associated with the concealment. They always move to attack when one is detected. However, the monsters do possess enough intelligence and cunning not to commit suicide if they can see that the odds are against them. If badly outnumbered, a needlefolk may shadow the target elves until it can see that enough additional needlefolk have gathered.

Skills (Ex): *A needlefolk's coloration and needles give it excellent camouflage in the forest. While there it has a +16 racial bonus on Hide checks when stationary. This bonus drops to +8 if it moves at up to half-speed.

Plant Traits (Ex): Immunity to poison, sleep effects, paralysis, polymorphing, and stunning. Not subject to critical hits or mind-affecting effects. Has low-light vision.

Languages: Sylvan.

Possessions: None.

Description: Superficially resembling humanoids, a needlefolk is an emaciated, green, hairless bipedal creature whose body is covered with short, stiff bristles (actually needle-like thorns).

ENCOUNTER 7

Hunter, Male Kaorti Wmg 3: Medium outsider (evil, extraplanar); CR 4; HD 2d8+6 plus 3d6+9; hp 41; Init +3; Spd 30 ft.; AC 20, touch 14, flat-footed 17 (+3 Dex, +2 natural, +4 armor, +1 deflection); Base Atk/Grp: +3/+1; Atk +1 melee (1d6-2, bite) or +7 melee (1d4-2/x4, masterwork ribbon dagger) or +6 ranged touch (varies, spells); Full Atk +1 melee (1d6-2, bite) or +7 melee (1d4-

2/x4, masterwork ribbon dagger) or +6 ranged touch (varies, spells); SA Spells, spell-like abilities, vile transformation, warmage edge +3; SQ Advanced learning, armored mage (light), material vulnerability, outsider traits, poison immunity; AL NE; SV Fort +8, Ref +8, Will +7; Str 7, Dex 16, Con 16, Int 16, Wis 10, Cha 19. *Kaorti are from Fiend Folio*, page 108. *Warmage class is from the Complete Arcane*, page 10.

Skills & Feats: Concentration +11, Craft (alchemy) +8, Craft (resin-working) +8, Heal +13, Intimidate +12, Knowledge (arcana) +11, Knowledge (the planes) +8, Spellcraft +13 (+15 deciphering scrolls), Survival +5 (+7 on other planes), Use Magic Device +10 (+12 to use scrolls); Exotic Weapon Proficiency (ribbon dagger)(b), Sudden Empower[CA], Weapon Finesse.

Vile Transformation (Su): A kaorti can infuse any living creature with otherworldly essence from the Far Realm, permanently transforming the target into a mockery of its previous form. This process takes 8 hours, during which time the kaorti's jaws must be locked onto the victim, who must be either willing or helpless for the duration. After 8 hours, the victim must make a Fortitude save (DC 11). Failure indicates that victim transforms into a kaorti (if the victim is human), or into a kaorti thrall. If the victim succeeds at the save, the kaorti can attempt the transform again; each attempt to transform a victim increases the save DC by +1.

Creatures transformed into kaorti retain any class abilities and modify their ability scores as follows: Str –4, Dex +4, Int +4, Cha +6. They become neutral evil and embrace the racial ethos of the kaorti. They gain all of the other abilities and disadvantages of a standard kaorti. This transformation is the only way the kaorti can propagate their kind.

Material Vulnerability (Ex): The Material Plane is painful to an unprotected kaorti. An unprotected kaorti must make a Fortitude save each hour (DC 15, +1 per previous check) or take 1d6 points of nonlethal damage and become fatigued. This fatigued condition persists until the kaorti recovers all the nonlethal damage it took from its exposure to the Material Plane. Is a kaorti is rendered unconscious through the accumulation of nonlethal damage (from this ability or from any other source), the Material Plane environs begin to deal normal damage at the same rate (Fort save negates; save DC continues to increase per check as stated above). A kaorti wearing a resin suit, or a kaorti in a cyst, is protected from the effects of the Material Plane.

Skills: Kaorti have a +8 racial bonus on Heal checks.

Outsider Traits: Kaorti have darkvision (60-foot range), and they cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Languages: Ancient Suel, Common, Draconic, Infernal.

Spell-Like Abilities: 1/day – *disguise self, color spray, feather fall, ray of enfeeblement* (1d6+1), *reduce, spider climb*. Caster level 2nd; save DC 14+ spell level

Spells (6/7, save DC = 14 + spell level): *see DM's Aid 1 for spell list.*

0-level (cantrips): Acid Splash, Disrupt Undead, Light, Ray of Frost.

1st: *Accuracy, Chill Touch, Fist of Stone, Magic Missile, Orb of Acid, Lesser, Orb of Cold, Lesser, Orb of Electricity, Lesser, Orb of Fire, Lesser, Orb of Sound, Lesser, Shocking Grasp, True Strike.*

Possessions: Resin Suit[FF], masterwork ribbon dagger[FF], brooch of shielding, dust of tracelessness (x2), ring of protection +1, vest of resistance +1[CA].

Description: This creature appears to be an emaciated humanoid, over seven feet tall with elongated arms and legs. It is covered from head to toe in a thick resinous armor which completely hides its features. Its motions are slithery and undulant.

Pseudonatural Dire Badger: Medium outsider; CR 2; HD 3d8+15; hp 33; Init +3; Spd 30 ft., burrow 10 ft.; AC 16, touch 13, flat-footed 13 (+3 Dex, +3 natural); Base Atk/Grp: +2/+4; Atk +4 melee (1d4+2, claw); Full Atk +4/+4 melee (1d4+2, 2 claws) and -1 melee (1d6+1, bite); SA Rage, *truestrike*; SQ Alternate form, low-light vision, resistance to acid and electricity 5, scent, spell resistance 13; AL N; SV Fort +7, Ref +7, Will +4; Str 14, Dex 17, Con 19, Int 3, Wis 12, Cha 10. *Pseudonatural template from the Complete Arcane*, page 160 or *Lords of Madness*, page 161.

Skills & Feats: Listen +6, Spot +6; Alertness, Toughness, Track.

Rage (Ex): A dire badger that takes damage in combat flies into a berserk rage on its next turn, clawing and biting madly until either it or its opponent is dead. It gains +4 Strength, +4 Constitution, and -2 AC. The creature cannot end its rage voluntarily.

Truestrike (Su): Once per day, a pseudonatural creature can gain a +20 Insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack. **NOTE**—Due to a Hydra's unique physiology, a pseudonatural hydra makes five *truestrike* attacks, so long as the attacks are all in the same round.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass. Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Languages: None.

Possessions: None.

Description: This squat, muscular creature is covered in wild, mangy fur. Its stout legs end in clawed feet and its pointed snout has a wide, drooling mouth full of sharp teeth.

Raging Pseudonatural Dire Badger: Medium outsider; CR 2; HD 3d8+21; hp 39; Init +3; Spd 30 ft., burrow 10 ft.;

AC 14, touch 13, flat-footed 13 (+3 Dex, +3 natural, -2 rage); Base Atk/Grp: +2/+6; Atk +6 melee (1d4+4, claw); Full Atk +6/+6 melee (1d4+4, 2 claws) and +1 melee (1d6+2, bite); SA Rage, *truestrike*; SQ Alternate form, low-light vision, resistance to acid and electricity 5, scent, spell resistance 13; AL N; SV Fort +9, Ref +7, Will +4; Str 18, Dex 17, Con 23, Int 3, Wis 12, Cha 10.

APPENDIX 3 – APL 4

ENCOUNTER 1

Sneaks (2), male/female tiefling Rog 2/War 1: Medium outsider (native); CR 2; HD 2d6+4 plus 1d8+2; hp 21; Init +3; Spd 30 ft.; AC 22, touch 13, flat-footed 19 (+3 Dex, +3 *barkskin*, +4 chain shirt, +2 shield); Base Atk/Grp: +2/+5; Atk +7 melee (1d6+3/15-20, *keened* masterwork rapier) or +5 ranged (1d8+3/x3, mighty +3 composite longbow); Full Atk +7 melee (1d6+3/15-20, *keened* masterwork rapier) or +5 ranged (1d8+3/x3, mighty +3 composite longbow); SA *darkness*, sneak attack +1d6; SQ Darkvision 60', evasion, resistance to cold, electricity, and fire 5, trap finding; AL NE; SV Fort +4, Ref +6, Will +0; Str 17, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

Skills & Feats: Bluff +5, Hide +11, Move Silently +9, Sleight of Hand +3, Tumble +9; Dodge, Weapon Focus (Rapier).

Darkness (Sp): A tiefling can use *darkness* (as the spell) once per day (caster level equal to class levels).

Evasion (Ex): If a Sneak is exposed to any effect that normally allows her to attempt a Reflex saving throw for half damage, she takes no damage with a successful saving throw, she takes full damage on a failed save.

Languages: Common, Elven, Infernal.

Possessions: Chain shirt, heavy steel shield, club, dagger, MW rapier, mighty +3 composite longbow, 10 normal arrows, 10 alchemical silver arrows, *Potion of Barkskin* +3 (used), *Potion of Cure Moderate Wounds*, *Oil of Keen Edge* (used).

Description: These beings look like humans, but have a faintly disturbing demeanor about them and a wicked gleam in their eyes. Short horns sprout from their foreheads.

Toughs (2), male/female tiefling Fgt 2/War 1: Medium outsider (native); CR 2; HD 2d10+4 plus 1d8+2; hp 27; Init +3; Spd 30 ft.; AC 22, touch 13, flat-footed 19 (+3 Dex, +3 *barkskin*, +4 chain shirt, +2 shield); Base Atk/Grp: +3/+6; Atk +8 melee (1d6+3/15-20, *keened* masterwork rapier) or +6 ranged (1d8+3/x3, mighty +3 composite longbow); Full Atk +8 melee (1d6+3/15-20, *keened* masterwork rapier) or +6 ranged (1d8+3/x3, mighty +3 composite longbow); SA *darkness*; SQ Darkvision 60', resistance to cold, electricity, and fire 5; AL NE; SV Fort +7, Ref +3, Will +0; Str 17, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

Skills & Feats: Bluff +5, Hide +6, Move Silently +3, Sleight of Hand +3, Tumble +5; Blind-fighting, Dodge, Mobility, Weapon Focus (Rapier).

Darkness (Sp): A tiefling can use *darkness* (as the spell) once per day (caster level equal to class levels).

Languages: Common, Elven, Infernal.

Possessions: Chain shirt, heavy steel shield, club, dagger, MW rapier, mighty +3 composite longbow, 10 normal arrows, 10 alchemical silver arrows, *Potion of Barkskin* +3 (used), *Potion of Cure Moderate Wounds*, *Oil of Keen Edge* (used).

Description: These beings look like humans, but have a faintly disturbing demeanor about them and a wicked gleam in their eyes. Short horns sprout from their foreheads.

ENCOUNTER 6

Snipers (2), Advanced Needlefolk: Medium plant; CR 3; HD 7d8+7; hp 49; Init +0; Spd 30 ft.; AC 14, touch 10, flat-footed 14 (+4 natural); Base Atk/Grp: +5/+6; Atk +5 ranged (1d12+1, needles) or +6 melee (1d4+1, claw); Full Atk +5 ranged (1d12+1, needles) or +6/+6 melee (1d4+1, 2 claws); SA Needles; SQ Elf sense, plant traits; AL N; SV Fort +6, Ref +2, Will +5; Str 12, Dex 10, Con 13, Int 6, Wis 16, Cha 5. *Monster Manual* II, page 158.

Skills & Feats: Hide +12*, Listen +5, Move Silently +2, Spot +5; Alertness, Point Blank Shot, Stealthy.

Needles (Ex): Each round, a needlefolk can launch a cluster of needles from its body (range increment 20 feet, maximum range 200 feet).

Elf Sense (Su): The only thing that excites needlefolk is elves – they hate elves passionately. Needlefolk can sense the presence of an elf within 1500 feet. They are unable to pinpoint an elf that has concealment (such as from *invisibility*) and thus they still suffer from the mischance associated with the concealment. They always move to attack when one is detected. However, the monsters do possess enough intelligence and cunning not to commit suicide if they can see that the odds are against them. If badly outnumbered, a needlefolk may shadow the target elves until it can see that enough additional needlefolk have gathered.

Skills (Ex): *A needlefolk's coloration and needles give it excellent camouflage in the forest. While there it has a +16 racial bonus on Hide checks when stationary. This bonus drops to +8 if it moves at up to half-speed.

Plant Traits (Ex): Immunity to poison, sleep effects, paralysis, polymorphing, and stunning. Not subject to critical hits or mind-affecting effects. Has low-light vision.

Languages: Sylvan.

Possessions: None.

Description: Superficially resembling humanoids, a needlefolk is an emaciated, green, hairless bipedal creature whose body is covered with short, stiff bristles (actually needle-like thorns).

ENCOUNTER 7

Hunter, Male Kaorti Wmg 5: Medium outsider (evil, extraplanar); CR 6; HD 2d8+6 plus 5d6+15; hp 56; Init +3; Spd 30 ft.; AC 20, touch 14, flat-footed 17 (+3 Dex, +2 natural, +4 armor, +1 deflection); Base Atk/Grp: +4/+2; Atk +2 melee (1d6-2, bite) or +8 melee (1d4-2/x4, masterwork ribbon dagger) or +7 ranged touch (varies, spells); Full Atk +2 melee (1d6-2, bite) or +8 melee (1d4-2/x4, masterwork ribbon dagger) or +7 ranged touch (varies, spells); SA Spells, spell-like abilities, vile transformation, warmage edge +3; SQ Advanced learning, armored mage (light), material vulnerability, outsider traits, poison immunity; AL NE; SV Fort +8, Ref +8, Will +8; Str 7, Dex 16, Con 16, Int 16, Wis 10, Cha 21. *Kaorti are from Fiend Folio*, page 108. *Warmage class is from the Complete Arcane*, page 10.

Skills & Feats: Concentration +13, Craft (alchemy) +8, Craft (resin-working) +8, Heal +13, Intimidate +15, Knowledge (arcana) +13, Knowledge (the planes) +8, Spellcraft +15 (+17 deciphering scrolls), Survival +5 (+7 on other planes), Use Magic Device +13 (+15 to use scrolls); Exotic Weapon Proficiency (ribbon dagger)(b), Sudden Empower[CA], Sudden Silent[CA], Weapon Finesse.

Vile Transformation (Su): A kaorti can infuse any living creature with otherworldly essence from the Far Realm, permanently transforming the target into a mockery of its previous form. This process takes 8 hours, during which time the kaorti's jaws must be locked onto the victim, who must be either willing or helpless for the duration. After 8 hours, the victim must make a Fortitude save (DC 11). Failure indicates that victim transforms into a kaorti (if the victim is human), or into a kaorti thrall. If the victim succeeds at the save, the kaorti can attempt the transform again; each attempt to transform a victim increases the save DC by +1.

Creatures transformed into kaorti retain any class abilities and modify their ability scores as follows: Str –4, Dex +4, Int +4, Cha +6. They become neutral evil and embrace the racial ethos of the kaorti. They gain all of the other abilities and disadvantages of a standard kaorti. This transformation is the only way the kaorti can propagate their kind.

Material Vulnerability (Ex): The Material Plane is painful to an unprotected kaorti. An unprotected kaorti must make a Fortitude save each hour (DC 15, +1 per previous check) or take 1d6 points of nonlethal damage and become fatigued. This fatigued condition persists until the kaorti recovers all the nonlethal damage it took from its exposure to the Material Plane. Is a kaorti is rendered unconscious through the accumulation of nonlethal damage (from this ability or from any other source), the Material Plane environs begin to deal normal damage at the same rate (Fort save negates; save DC continues to increase per check as stated above). A kaorti wearing a resin suit, or a kaorti in a cyst, is protected from the effects of the Material Plane.

Skills: Kaorti have a +8 racial bonus on Heal checks.

Outsider Traits: Kaorti have darkvision (60-foot range), and they cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Languages: Ancient Suel, Common, Draconic, Infernal.

Spell-Like Abilities: 1/day – *disguise self, color spray, feather fall, ray of enfeeblement* (1d6+1), *reduce, spider climb*. Caster level 2nd; save DC 15+ spell level

Spells (6/8/6, save DC = 15 + spell level): *see DM's Aid 1for spell list.*

0-level (cantrips): Acid Splash, Disrupt Undead, Light, Ray of Frost.

1st: *Accuracy*, *Chill Touch*, *Fist of Stone*, *Magic Missile*, *Orb of Acid*, *Lesser*, *Orb of Cold*, *Lesser*, *Orb of Electricity*, *Lesser*, *Orb of Fire*, *Lesser*, *Orb of Sound*, *Lesser*, *Shocking Grasp*, *True Strike*.

2nd: *Blades of Fire*, *Continual Flame*, *Fire Trap*, *Fireburst*, *Flaming Sphere*, *Ice Knife*, *Melf's Acid Arrow*, *Pyrotechnics*, *Scorching Ray*, *Shatter*, *Whirling Blade*.

Possessions: Resin Suit[FF], masterwork ribbon dagger[FF], brooch of shielding, cloak of charisma +2, dust of tracelessness (x2), ring of protection +1, vest of resistance +1[CA].

Description: This creature appears to be an emaciated humanoid, over seven feet tall with elongated arms and legs. It is covered from head to toe in a thick resinous armor which completely hides its features. Its motions are slithery and undulant.

APPENDIX 4 – APL 6

ENCOUNTER 1

Sneaks (2), male/female tiefling Rog 2/War 3: Medium outsider (native); CR 3; HD 2d6+4 plus 3d8+6; hp 37; Init +3; Spd 30 ft.; AC 22, touch 13, flat-footed 19 (+3 Dex, +3 *barkskin*, +4 chain shirt, +2 shield); Base Atk/Grp: +4/+7; Atk +10 melee (1d6+5/15-20, *keened, greater magic weapon +1* masterwork rapier) or +7 ranged (1d8+4/x3, mighty +4 composite longbow); Full Atk +10 melee (1d6+5/15-20, *keened, greater magic weapon +1* masterwork rapier) or +7 ranged (1d8+4/x3, mighty +4 composite longbow); SA *darkness*, sneak attack +1d6; SQ Darkvision 60', evasion, resistance to cold, electricity, and fire 5, trap finding; AL NE; SV Fort +5, Ref +7, Will +1; Str 18, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

Skills & Feats: Bluff +5, Hide +13, Move Silently +11, Sleight of Hand +3, Tumble +10; Dodge, Weapon Focus (Rapier).

Darkness (Sp): A tiefling can use *darkness* (as the spell) once per day (caster level equal to class levels).

Evasion (Ex): If a Sneak is exposed to any effect that normally allows her to attempt a Reflex saving throw for half damage, she takes no damage with a successful saving throw, she takes full damage on a failed save.

Languages: Common, Elven, Infernal.

Possessions: Chain shirt, heavy steel shield, club, dagger, MW rapier, mighty +4 composite longbow, 10 normal arrows, 10 alchemical silver arrows, *Potion of Barkskin* +3 (used), *Potion of Cure Moderate Wounds*, *Oil of Greater Magic Weapon +1* (used), *Oil of Keen Edge* (used).

Description: These beings look like humans, but have a faintly disturbing demeanor about them and a wicked gleam in their eyes. Short horns sprout from their foreheads.

Toughs (2), male/female tiefling Fgt 2/War 3: Medium outsider (native); CR 3; HD 2d10+4 plus 3d8+6; hp 43; Init +3; Spd 30 ft.; AC 22, touch 13, flat-footed 19 (+3 Dex, +3 *barkskin*, +4 chain shirt, +2 shield); Base Atk/Grp: +5/+8; Atk +11 melee (1d6+5/15-20, *keened, greater magic weapon +1* masterwork rapier) or +8 ranged (1d8+4/x3, mighty +4 composite longbow); Full Atk +11 melee (1d6+5/15-20, *keened, greater magic weapon +1* masterwork rapier) or +8 ranged (1d8+4/x3, mighty +4 composite longbow); SA *darkness*; SQ Darkvision 60', resistance to cold, electricity, and fire 5; AL NE; SV Fort +8, Ref +4, Will +1; Str 18, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

Skills & Feats: Bluff +5, Hide +7, Move Silently +3, Sleight of Hand +3, Tumble +7; Blind-fighting, Dodge, Mobility, Weapon Focus (Rapier).

Darkness (Sp): A tiefling can use *darkness* (as the spell) once per day (caster level equal to class levels).

Languages: Common, Elven, Infernal.

Possessions: Chain shirt, heavy steel shield, club, dagger, MW rapier, mighty +4 composite longbow, 10 normal arrows, 10 alchemical silver arrows, *Potion of Barkskin* +3 (used), *Potion of Cure Moderate Wounds*, *Oil of Greater Magic Weapon +1* (used), *Oil of Keen Edge* (used).

Description: These beings look like humans, but have a faintly disturbing demeanor about them and a wicked gleam in their eyes. Short horns sprout from their foreheads.

"Biter", Pseudonatural Five-Headed Hydra: Huge Outsider (native); CR 5; HD 5d10+28; hp 66; Init +1; Spd 20 ft.; AC 15, touch 9, flat-footed 14 (-2 size, +1 Dex, +6 natural); Base Atk/Grp: +5/+16; Atk 5 bites +6 melee (1d10+3, bite); Full Atk 5 bites +6 melee (1d10+3, bite); Space/Reach 15 ft./10 ft.; SA *Truestrike*; SQ Alternate form, damage reduction 5/magic, darkvision 60 ft., fast healing 15, low-light vision, regrow heads, resistance to acid and electricity 5, scent, spell resistance 15; AL N; SV Fort +9, Ref +5, Will +3; Str 17, Dex 12, Con 20, Int 3, Wis 10, Cha 9. *Pseudonatural template from the Complete Arcane*, page 160 or *Lords of Madness*, page 161.

Skills & Feats: Listen +6, Spot +6, Swim +11; Combat Reflexes (b), Iron Will, Toughness.

Truestrike (Su): Once per day, a pseudonatural creature can gain a +20 Insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack. **NOTE**—Due to a Hydra's unique physiology, a pseudonatural hydra makes five *truestrike* attacks, so long as the attacks are all in the same round.

Fast Healing (Ex): Each round, a hydra heals damage equal to 10 plus five the number of original heads.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass. Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Regrow Heads (Su): A player may choose to Sunder the hydra's heads by causing 13 points of damage with a slashing weapon (this provokes an attack of opportunity if the character does not have the Improved Sunder feat). Two new heads grow from the stump of the severed head in 1d4 rounds, unless at least 5 points of fire or acid damage are applied to the stump. A hydra may not have more than double its original number of heads (ten in this case).

Feats (Ex): All of a hydra's heads may attack when an attack of opportunity is provoked with in its reach.

The Combat Reflexes feat allows this hydra two attacks of opportunity per head.

Languages: None.

Possessions: None.

Description: This beast vaguely resembles some great reptile with a veritable forest of heads on long, slender necks. Its body is covered in writhing tentacles, oozing pustules and disgusting tumors.

ENCOUNTER 6

Snipers (2), Advanced Needlefolk Rng 2: Medium plant; CR 5; HD 7d8+21 plus 2d8+6; hp 81; Init +2; Spd 30 ft.; AC 14, touch 10, flat-footed 14 (+4 natural); Base Atk/Grp: +7/+10; Atk +9 ranged (1d12+3, needles) or +10 melee (1d4+3, claw); Full Atk +7/+7 ranged (1d12+3, rapid shot needles) or +10/+10 melee (1d4+3, 2 claws); SA Favorite enemy (elf), needles; SQ Elf sense, plant traits, wild empathy (-1); AL N; SV Fort +11, Ref +4, Will +4; Str 16, Dex 14, Con 16, Int 8, Wis 14, Cha 5. *Monster Manual* II, page 158.

Skills & Feats: Hide +14*, Listen +4, Move Silently +14, Spot +4; Alertness, Point Blank Shot, Precise Shot, Rapid Shot(b), Stealthy, Track(b).

Needles (Ex): Each round, a needlefolk can launch a cluster of needles from its body (range increment 20 feet, maximum range 200 feet).

Elf Sense (Su): The only thing that excites needlefolk is elves – they hate elves passionately. Needlefolk can sense the presence of an elf within 1500 feet. They are unable to pinpoint an elf that has concealment (such as from *invisibility*) and thus they still suffer from the mischance associated with the concealment. They always move to attack when one is detected. However, the monsters do possess enough intelligence and cunning not to commit suicide if they can see that the odds are against them. If badly outnumbered, a needlefolk may shadow the target elves until it can see that enough additional needlefolk have gathered.

Skills (Ex): *A needlefolk's coloration and needles give it excellent camouflage in the forest. While there it has a +16 racial bonus on Hide checks when stationary. This bonus drops to +8 if it moves at up to half-speed.

Plant Traits (Ex): Immunity to poison, sleep effects, paralysis, polymorphing, and stunning. Not subject to critical hits or mind-affecting effects. Has low-light vision.

Languages: Sylvan.

Possessions: None.

Description: Superficially resembling humanoids, a needlefolk is an emaciated, green, hairless bipedal creature whose body is covered with short, stiff bristles (actually needle-like thorns).

ENCOUNTER 7

Hunter, Male Kaorti Wmg 7: Medium outsider (evil, extraplanar); CR 8; HD 2d8+6 plus 7d6+21; hp 71; Init +3; Spd 30 ft.; AC 21, touch 14, flat-footed 17 (+3 Dex, +2 natural, +4 armor, +1 enhancement, +1 deflection); Base Atk/Grp: +5/+3; Atk +3 melee (1d6-2, bite) or +9 melee (1d4-2/x4, masterwork ribbon dagger) or +8 ranged touch (varies, spells); Full Atk +3 melee (1d6-2, bite) or +9 melee (1d4-2/x4, masterwork ribbon dagger) or +8 ranged touch (varies, spells); SA Spells, spell-like abilities, vile transformation, warmage edge +5; SQ Advanced learning, armored mage (light), material vulnerability, outsider traits, poison immunity; AL NE; SV Fort +9, Ref +9, Will +9; Str 7, Dex 16, Con 16, Int 16, Wis 10, Cha 22. *Kaorti are from Fiend Folio*, page 108. *Warmage class is from the Complete Arcane*, page 10.

Skills & Feats: Concentration +15, Craft (alchemy) +8, Craft (resin-working) +8, Heal +13, Intimidate +17, Knowledge (arcana) +15, Knowledge (the planes) +8, Spellcraft +17 (+19 deciphering scrolls), Survival +5 (+7 on other planes), Use Magic Device +14 (+15 to use scrolls); Energy Substitution[CA] (electricity), Exotic Weapon Proficiency (ribbon dagger)(b), Extra Edge[CA], Sudden Empower[CA] (b), Sudden Silent[CA], Weapon Finesse.

Vile Transformation (Su): A kaorti can infuse any living creature with otherworldly essence from the Far Realm, permanently transforming the target into a mockery of its previous form. This process takes 8 hours, during which time the kaorti's jaws must be locked onto the victim, who must be either willing or helpless for the duration. After 8 hours, the victim must make a Fortitude save (DC 11). Failure indicates that victim transforms into a kaorti (if the victim is human), or into a kaorti thrall. If the victim succeeds at the save, the kaorti can attempt the transform again; each attempt to transform a victim increases the save DC by +1.

Creatures transformed into kaorti retain any class abilities and modify their ability scores as follows: Str –4, Dex +4, Int +4, Cha +6. They become neutral evil and embrace the racial ethos of the kaorti. They gain all of the other abilities and disadvantages of a standard kaorti. This transformation is the only way the kaorti can propagate their kind.

Material Vulnerability (Ex): The Material Plane is painful to an unprotected kaorti. An unprotected kaorti must make a Fortitude save each hour (DC 15, +1 per previous check) or take 1d6 points of nonlethal damage and become fatigued. This fatigued condition persists until the kaorti recovers all the nonlethal damage it took from its exposure to the Material Plane. Is a kaorti is rendered unconscious through the accumulation of nonlethal damage (from this ability or from any other source), the Material Plane environs begin to deal normal damage at the same rate (Fort save negates; save DC continues to increase per check as stated above). A kaorti wearing a resin suit, or a kaorti in a cyst, is protected from the effects of the Material Plane.

Skills: Kaorti have a +8 racial bonus on Heal checks.

Outsider Traits: Kaorti have darkvision (60-foot range), and they cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Languages: Ancient Suel, Common, Draconic, Infernal.

Spell-Like Abilities: 1/day – *disguise self, color spray, feather fall, ray of enfeeblement* (1d6+1), *reduce, spider climb*. Caster level 2nd; save DC 16+ spell level

Spells (6/8/8/5, save DC = 16 + spell level): *see DM's Aid 1 for spell list.*

0-level (cantrips): Acid Splash, Disrupt Undead, Light, Ray of Frost.

1st: *Accuracy, Chill Touch, Fist of Stone, Magic Missile, Orb of Acid, Lesser, Orb of Cold, Lesser, Orb of Electricity, Lesser, Orb of Fire, Lesser, Orb of Sound, Lesser, Shocking Grasp, True Strike.*

2nd: *Blades of Fire, Continual Flame, Fire Trap, Fireburst, Flaming Sphere, Ice Knife, Melf's Acid Arrow, Pyrotechnics, Scorching Ray, Shatter, Whirling Blade.*

3rd: *Fire Shield, Fireball, Gust of Wind, Ice Storm, Lightning Bolt, Poison, Ring of Blades, Sleet Storm, Stinking Cloud.*

Possessions: +1 Resin Suit[FF] , masterwork ribbon dagger[FF], brooch of shielding, cloak of charisma +2, dust of disappearance, dust of tracelessness (x2), ring of protection +1, scroll of cure serious wounds, scroll of fly, scroll of glitterdust x2, scroll of freedom of movement, vest of resistance +1[CA].

Description: This creature appears to be an emaciated humanoid, over seven feet tall with elongated arms and legs. It is covered from head to toe in a thick resinous armor which completely hides its features. Its motions are slithery and undulant.

APPENDIX 5 – APL 8

ENCOUNTER 1

Sneaks (3), male/female tiefling Rog 3/War 3: Medium outsider (native); CR 4; HD 3d6+6 plus 3d8+6; hp 44; Init +3; Spd 30 ft.; AC 22, touch 13, flat-footed 19 (+3 Dex, +3 *barkskin*, +4 chain shirt, +2 shield); Base Atk/Grp: +5/+8; Atk +13 melee (1d6+7/15-20, *keened, greater magic weapon +1* masterwork rapier) or +10 ranged (1d8+6/x3, mighty +4 composite longbow); Full Atk +13 melee (1d6+7/15-20, *keened, greater magic weapon +1* masterwork rapier) or +10 ranged (1d8+6/x3, mighty +4 composite longbow); SA *darkness*, sneak attack +2d6; SQ Darkvision 60', evasion, resistance to cold, electricity, and fire 5, trap finding; AL NE; SV Fort +8, Ref +9, Will +4; Str 18, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

Skills & Feats: Bluff +10, Hide +16, Move Silently +14, Sleight of Hand +7, Tumble +14; Blind-fighting, Dodge, Weapon Focus (Rapier).

Darkness (Sp): A tiefling can use *darkness* (as the spell) once per day (caster level equal to class levels).

Evasion (Ex): If a Sneak is exposed to any effect that normally allows her to attempt a Reflex saving throw for half damage, she takes no damage with a successful saving throw, she takes full damage on a failed save.

Languages: Common, Elven, Infernal.

Possessions: Chain shirt, heavy steel shield, club, dagger, MW rapier, mighty +4 composite longbow, 10 normal arrows, 10 alchemical silver arrows, *Potion of Barkskin* +3 (used), *Potion of Cure Moderate Wounds*, *Potion of Good Hope* (used), *Oil of Greater Magic Weapon +1* (used), *Oil of Keen Edge* (used).

Description: These beings look like humans, but have a faintly disturbing demeanor about them and a wicked gleam in their eyes. Short horns sprout from their foreheads.

Toughs (3), male/female tiefling Fgt 3/War 3: Medium outsider (native); CR 4; HD 3d10+6 plus 3d8+6; hp 53; Init +3; Spd 30 ft.; AC 22, touch 13, flat-footed 19 (+3 Dex, +3 *barkskin*, +4 chain shirt, +2 shield); Base Atk/Grp: +6/+9; Atk +14 melee (1d6+7/15-20, *keened, greater magic weapon +1* masterwork rapier) or +11 ranged (1d8+6/x3, mighty +4 composite longbow); Full Atk +14/+9 melee (1d6+7/15-20, *keened, greater magic weapon +1* masterwork rapier) or +11/+6 ranged (1d8+6/x3, mighty +4 composite longbow); SA *darkness*; SQ Darkvision 60', resistance to cold, electricity, and fire 5; AL NE; SV Fort +10, Ref +7, Will +4; Str 18, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

Skills & Feats: Bluff +7, Hide +9, Move Silently +5, Sleight of Hand +5, Tumble +10; Blind-fighting, Dodge, Mobility, Spring Attack, Weapon Focus (Rapier).

Darkness (Sp): A tiefling can use *darkness* (as the spell) once per day (caster level equal to class levels).

Languages: Common, Elven, Infernal.

Possessions: Chain shirt, heavy steel shield, club, dagger, MW rapier, mighty +4 composite longbow, 10 normal arrows, 10 alchemical silver arrows, *Potion of Barkskin* +3 (used), *Potion of Cure Moderate Wounds*, *Potion of Good Hope* (used), *Oil of Greater Magic Weapon +1* (used), *Oil of Keen Edge* (used).

Description: These beings look like humans, but have a faintly disturbing demeanor about them and a wicked gleam in their eyes. Short horns sprout from their foreheads.

"Biter", Pseudonatural Seven-Headed Hydra: Huge Outsider (native); CR 7; HD 7d10+38; hp 91; Init +1; Spd 20 ft.; AC 17, touch 9, flat-footed 16 (-2 size, +1 Dex, +8 natural); Base Atk/Grp: +7/+19; Atk 7 bites +10 melee (1d10+3, bite); Full Atk 7 bites +10 melee (1d10+3, bite); Space/Reach 15 ft./10 ft.; SA *Truestrike*; SQ Alternate form, damage reduction 5/magic, darkvision 60 ft., fast healing 17, low-light vision, regrow heads, resistance to acid and electricity 5, scent, spell resistance 17; AL N; SV Fort +10, Ref +6, Will +4; Str 19, Dex 12, Con 20, Int 3, Wis 10, Cha 9. *Pseudonatural template from the Complete Arcane*, page 160 or *Lords of Madness*, page 161.

Skills & Feats: Listen +7, Spot +7, Swim +12; Combat Reflexes (b), Iron Will, Toughness, Weapon Focus (bite).

Truestrike (Su): Once per day, a pseudonatural creature can gain a +20 Insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack. **NOTE**—Due to a Hydra's unique physiology, a pseudonatural hydra makes five *truestrike* attacks, so long as the attacks are all in the same round.

Fast Healing (Ex): Each round, a hydra heals damage equal to 10 plus seven the number of original heads.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass. Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Regrow Heads (Su): A player may choose to Sunder the hydra's heads by causing 13 points of damage with a slashing weapon (this provokes an

attack of opportunity if the character does not have the Improved Sunder feat). Two new heads grow from the stump of the severed head in 1d4 rounds, unless at least 5 points of fire or acid damage are applied to the stump. A hydra may not have more than double its original number of heads (ten in this case).

Feats (Ex): All of a hydra's heads may attack when an attack of opportunity is provoked with in its reach. The Combat Reflexes feat allows this hydra two attacks of opportunity per head.

Languages: None.

Possessions: None.

Description: This beast vaguely resembles some great reptile with a veritable forest of heads on long, slender necks. Its body is covered in writhing tentacles, oozing pustules and disgusting tumors.

ENCOUNTER 6

Snipers (2), Advanced Needlefolk Rng 2/War 4: Medium plant; CR 7; HD 9d8+27 plus 6d8+18; hp 147; Init +2; Spd 30 ft.; AC 14, touch 10, flat-footed 14 (+4 natural); Base Atk/Grp: +12/+15; Atk +15 ranged (1d12+3, needles) or +15 melee (1d4+3, claw); Full Atk +13/+13 ranged (1d12+3, rapid shot needles) or +15/+15 melee (1d4+3, 2 claws); SA Favorite enemy (elf), needles; SQ Elf sense, plant traits, wild empathy (-1); AL N; SV Fort +16, Ref +6, Will +8; Str 17, Dex 14, Con 16, Int 8, Wis 14, Cha 5. *Monster Manual* II, page 158.

Skills & Feats: Hide +14*, Listen +6, Move Silently +14, Spot +6; Alertness, Endurance, Iron Will, Point Blank Shot, Precise Shot, Rapid Shot(b), Stealthy, Track(b), Weapon Focus (needles).

Needles (Ex): Each round, a needlefolk can launch a cluster of needles from its body (range increment 20 feet, maximum range 200 feet).

Elf Sense (Su): The only thing that excites needlefolk is elves – they hate elves passionately. Needlefolk can sense the presence of an elf within 1500 feet. They are unable to pinpoint an elf that has concealment (such as from *invisibility*) and thus they still suffer from the mischance associated with the concealment. They always move to attack when one is detected. However, the monsters do possess enough intelligence and cunning not to commit suicide if they can see that the odds are against them. If badly outnumbered, a needlefolk may shadow the target elves until it can see that enough additional needlefolk have gathered.

Skills (Ex): *A needlefolk's coloration and needles give it excellent camouflage in the forest. While there it has a +16 racial bonus on Hide checks when stationary. This bonus drops to +8 if it moves at up to half-speed.

Plant Traits (Ex): Immunity to poison, sleep effects, paralysis, polymorphing, and stunning. Not subject to critical hits or mind-affecting effects. Has low-light vision.

Languages: Sylvan.

Possessions: None.

Description: Superficially resembling humanoids, a needlefolk is an emaciated, green, hairless bipedal creature whose body is covered with short, stiff bristles (actually needle-like thorns).

ENCOUNTER 7

Hunter, Male Kaorti Wmg 9: Medium outsider (evil, extraplanar); CR 10; HD 2d8+6 plus 9d6+27; hp 86; Init +3; Spd 30 ft.; AC 21, touch 14, flat-footed 17 (+3 Dex, +2 natural, +4 armor, +1 enhancement, +1 deflection); Base Atk/Grp: +6/+4; Atk +4 melee (1d6-1, bite) or +10 melee (1d4-1/x4, masterwork ribbon dagger) or +9 ranged touch (varies, spells); Full Atk +4 melee (1d6-1, bite) or +10 melee (1d4-1/x4, masterwork ribbon dagger) or +9 ranged touch (varies, spells); SA Spells, spell-like abilities, vile transformation, warmage edge +6; SQ Advanced learning, armored mage (medium), material vulnerability, outsider traits, poison immunity; AL NE; SV Fort +10, Ref +10, Will +10; Str 7, Dex 16, Con 16, Int 16, Wis 10, Cha 22. *Kaorti are from Fiend Folio*, page 108. *Warmage class is from the Complete Arcane*, page 10.

Skills & Feats: Concentration +17, Craft (alchemy) +8, Craft (resin-working) +8, Heal +13, Intimidate +19, Knowledge (arcana) +17, Knowledge (the planes) +8, Spellcraft +19 (+21 deciphering scrolls), Survival +5 (+7 on other planes), Use Magic Device +15 (+17 to use scrolls); Energy Substitution[CA] (electricity), Exotic Weapon Proficiency (ribbon dagger)(b), Extra Edge[CA], Sudden Empower[CA] (b), Sudden Silent[CA], Weapon Finesse.

Vile Transformation (Su): A kaorti can infuse any living creature with otherworldly essence from the Far Realm, permanently transforming the target into a mockery of its previous form. This process takes 8 hours, during which time the kaorti's jaws must be locked onto the victim, who must be either willing or helpless for the duration. After 8 hours, the victim must make a Fortitude save (DC 11). Failure indicates that victim transforms into a kaorti (if the victim is human), or into a kaorti thrall. If the victim succeeds at the save, the kaorti can attempt the transform again; each attempt to transform a victim increases the save DC by +1.

Creatures transformed into kaorti retain any class abilities and modify their ability scores as follows: Str –4, Dex +4, Int +4, Cha +6. They become neutral evil and embrace the racial ethos of the kaorti. They gain all of the other abilities and disadvantages of a standard kaorti. This transformation is the only way the kaorti can propagate their kind.

Material Vulnerability (Ex): The Material Plane is painful to an unprotected kaorti. An unprotected

kaorti must make a Fortitude save each hour (DC 15, +1 per previous check) or take 1d6 points of nonlethal damage and become fatigued. This fatigued condition persists until the kaorti recovers all the nonlethal damage it took from its exposure to the Material Plane. Is a kaorti is rendered unconscious through the accumulation of nonlethal damage (from this ability or from any other source), the Material Plane environs begin to deal normal damage at the same rate (Fort save negates; save DC continues to increase per check as stated above). A kaorti wearing a resin suit, or a kaorti in a cyst, is protected from the effects of the Material Plane.

Skills: Kaorti have a +8 racial bonus on Heal checks.

Outsider Traits: Kaorti have darkvision (60-foot range), and they cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Languages: Ancient Suel, Common, Draconic, Infernal.

Spell-Like Abilities: 1/day – *disguise self, color spray, feather fall, ray of enfeeblement* (1d6+1), *reduce, spider climb*. Caster level 2nd; save DC 16+ spell level

Spells (6/8/8/7/5, save DC = 16 + spell level): *see DM's Aid 1 for spell list.*

0-level (cantrips): Acid Splash, Disrupt Undead, Light, Ray of Frost.

1st: *Accuracy*, *Chill Touch*, *Fist of Stone*, *Magic Missile*, *Orb of Acid, Lesser*, *Orb of Cold, Lesser*, *Orb of Electricity, Lesser*, *Orb of Fire, Lesser*, *Orb of Sound, Lesser*, *Shocking Grasp*, *True Strike*.

2nd: *Blades of Fire*, *Continual Flame*, *Fire Trap*, *Fireburst*, *Flaming Sphere*, *Ice Knife*, *Melf's Acid Arrow*, *Pyrotechnics*, *Scorching Ray*, *Shatter*, *Whirling Blade*.

3rd: *Fire Shield*, *Fireball*, *Gust of Wind*, *Ice Storm*, *Lightning Bolt*, *Poison*, *Ring of Blades*, *Sleet Storm*, *Stinking Cloud*.

4th: *Blast of Flame*, *Evard's Black Tentacles*, *Orb of Acid*, *Orb of Cold*, *Orb of Electricity*, *Orb of Fire*, *Orb of Force*, *Orb of Sound*, *Phantasmal Killer*, *Shout*, *Wall of Fire*.

Possessions: +1 Resin Suit[FF] , masterwork ribbon dagger[FF], brooch of shielding, cloak of charisma +2, dust of disappearance, dust of tracelessness (x2), Heward's handy haversack, metamagic rod of lesser empower, ring of protection +1, scroll of cure serious wounds, scroll of fly, scroll of glitterdust (x2), scroll of freedom of movement, vest of resistance +1[CA].

Description: This creature appears to be an emaciated humanoid, over seven feet tall with elongated arms and legs. It is covered from head to toe in a thick resinous armor which completely hides its features. Its motions are slithery and undulant.

Elite, Advanced, Pseudonatural Shambling Mound: Large outsider; CR 8; HD 11d8+55; hp 121; Init +1; Spd 20 ft., swim 20 ft.; AC 20, touch 10, flat-footed 20 (-1 size, +1 Dex, +11 natural); Base Atk/Grp: +8/+19; Atk +16 melee (2d6+7, slam); Full Atk +16/+16 melee (2d6+7, 2 slams); Space/Reach 10 ft./10 ft., SA Improved grab, constrict 2d6+10, *truestrike*; SQ Alternate form, damage reduction 5/magic, darkvision 60 ft., immunity to electricity, low-light vision, plant traits, resistance to acid and fire 10, spell resistance 21; AL N; SV Fort +11, Ref +4, Will +6; Str 25, Dex 12, Con 19, Int 5, Wis 12, Cha 9. P*seudonatural template from the Complete Arcane*, page 160 or L*ords of Madness*, page 161.

Skills & Feats: Hide +4*, Listen +9, Move Silently +9; Blind-Fighting, Iron Will, Power Attack, Weapon Focus (slam).

Truestrike (Su): Once per day, a pseudonatural creature can gain a +20 Insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass. Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Improved Grab (Ex): To use this ability, a shambler must hit with both slam attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Constrict (Ex): A shambler deals 2d6+10 points of damage with a successful grapple check.

Immunity to Electricity (Ex): Shamblers take no damage from electricity. Instead, any electricity attack used against a shambler temporarily grants it 1d4 points of Constitution. The shambler loses these points at the rate of 1 per hour.

Skills: Shambling mounds have a +4 racial bonus to Hide, Listen, and Move Silently checks. *They have a +12 racial bonus on Hide checks when in a swampy or forested area.

Languages: None.

Possessions: None.

Description: This creature looks like a confusing mix of leaves and vines and fleshy tentacles and bulbous tumors. It has a generally human-like form, with a barrel-shaped body, ropey arms and stumpy legs. It does not seem to have a head.

DM AID: NEW RULES

NEW CLASS

WARMAGE (CA P10-14)

Some spellcasters care for only one thing: war. They dream of steel and mighty blasts of devastating magic, the march of troops, and the unleashed destruction found on battlefields everywhere. Graduates of special arcane war colleges, those known as warmages are drilled only and utterly in the casting of spells most useful for laying down destruction, confusing an enemy, or screening an allied action. The utilitarian spells used by wizards and sorcerers have little importance to a warmage's way of thinking. What are support casters for, after all? A warmage cares only fm success on the battlefield, or, in some cases, in the series of smaller campaigns favored by adventuring companies.

Adventures: Warmages sign up for stints with adventuring companies that require straightforward, military-style blasting magic. Warmages hone and develop their arts through action rather than study, so without prolonged use of their powers in combat they cannot reach the pinnacle of their profession. Good-aligned warmages are concerned with rebuffing the movements of warlike groups-who better to blast into smoking ruin than those who have it coming? Evil-aligned warmages feel no constraints on who might become the targets of their spells. They adventure to gain destructive power.

Characteristics: Warm ages access their magic peculiarly, at least compared to the way wizards, sorcerers, and clerics do. A warmage selects his spells from a limited pool of know 1edge that rarely changes. Early in their difficult training, warmage instill deep within themselves the knowledge of all the spells they will ever need. Warmages know fewer spells than wizards and even sorcerers, but the spells they do know are enhanced.

Warmages do not need to study spellbooks, but they do need to prepare their spells each day by pending time to call up the knowledge from their unconscious minds. Warmages do not specialize in schools of magic the way wizards can.

In their training, warmages also learn a few mundane warlike skills. They develop proficiency with some weapons and armor, learning to use such items without incurring a risk of arcane spell failure.

Alignment: Because all alignments must be prepared to fight for their causes, warmages might be found among virtually any army that use spellcasting as artillery on the battlefield.

Religion: Some warmages favor Boccob (deity of magic), while others follow Wee Jas (deity of death and magic). Many warmages revere no deity at all.

Background: Warmages are chosen (or apply) to attend special arcane war colleges. Such colleges are not for the weak of spirit. The rigors of both body and mind bear little resemblance to the apprenticeship undergone by regular wizards, or the self-taught fumbling of sorcerers. Warmage colleges are more similar to boot camp sponsored by large nation-states. Throughout their training, warmages are forced to wear ponderous garments (meant to familiarize their bodies with the limitations of movement in armor) while drilling constantly with spells, most of which are too high in level to be cast by the student. This vigorous drilling instills the spells in a warmage's unconscious mind, o that as he grow in power Later in life, those spells become available for his use without his needing a spellbook.

After their training, warmages share a deep feeling of camaraderie with their fellow students and continue to feel a slight affection for any well-run military outfit.

Races: Most warmages are humans or half-elves. But the toughness of spirit needed to survive a term at an arcane war college can manifest itself in any of the common races. It is rare for savage humanoids to be accepted into a war college, though some of the more organized societies might set up their own war colleges for arcane spellcasters.

Other classes: Warmages and they have little in common with sorcerers and wizards, who learn their' craft without the rigors or discipline of a warmage's apprenticeship. In fact, warmages are likely to be 'more comfortable with the regimented classes-those that appreciate military training - such as paladins, monks, and fighters.

Role: The warmage's spell selection is already determined. He is the ranged magical artillery that military troops rely on, or the center of a smaller adventuring company's offensive power. An adventuring company with a warmage should strongly consider including a second spellcaster, such as a bard, cleric, druid, or even a wizard, to complement the warmage's offensive focus with defensive and utilitarian abilities.

Game Rule Information

Warmages have the following game statistics.

Abilities: Charisma determines how powerful a spell a warmage can cast, how many spells a warm age can cast per day, and how hard those spells are to resist (see Spells, below). A warmage's Intelligence bonus is added to damage dealt by spells through his warmage edge ability. Like a sorcerer or wizard, a warmage benefits from high Dexterity and Constitution scores.

Alignment: Any.

Hit Die: d6.

Class Skills

The warmage's class skills (and the key ability for each skill) are Concentration (Can), Craft (Int), Intimidate (Cha), Knowledge (arcana) (Int), Knowledge (history) (Int), Profession (Wis), and Spellcraft (Int).

Skill Points at 1st Level: (2 + 1m modifier) X 4.

Skill Points at Each Additional Level: 2 + Int modifier.

Class Features

All the following are class features of the warmage.

Weapon and Armor Proficiency: Warmages are proficient with all simple weapons, light armor, and light shields. At 8th level, a warmage gains proficiency with medium armor (see Armored Mage, below).

Spells: A warmage casts arcane spells (the same type of spells available to sorcerers and wizards), which are drawn fro01 the warmage spell list given below. He can cast any spell he knows without preparing it ahead of time the way a cleric or wizard must. When a warmage gains access to a new level of spells, he automatically knows all the spells for that level listed on the warmage's spell list. Essentially, his spell list is the same as his spells known list. Warmages also have the option of adding to their existing spell list through their advanced learning ability as they increase in level (see below). See page 90 for the Warmage's spell list.

To cast a spell, a warmage must have a Charisma score of 10 + the spell's level (Cha 10 for 0-level spells, Cha 11 for 1st level spells, and so forth). The Difficulty Class for a saving throw against a warmage's spell is 10 + the spell's level + the warmage's Charisma modifier. Like other spellcasters, a warmage can cast only a certain number of spells of each spell level per day. His base daily spell allotment is given on Table 1-1: The Warmage. In addition, he receives bonus spells for a high Charisma score (see Table 1-1, page 8 of the *Player's Handbook*).

Unlike a cleric or a wizard, a warmage need not prepare his spells in advance. He can cast any spell he knows at any time, assuming he has not yet used up his spells per day for that spell level.

Armored Mage (Ex): Normally, armor of any type interferes with an arcane spel1caster's gestures, which can cause his spells to fail (if those spells have somatic components). A warmage's limited focus and specialized training, however, allows him to avoid arcane spell failure as long as he sticks to light armor and light shields. This training does not extend to medium or heavier armors, or to heavy shields. Nor does this ability apply to spells gained from a different spell casting class.

At 8th level, a warmage learns to use medium armor with no chance of arcane spell failure.

Warmage Edge (Ex): A warmage is specialized in dealing damage with his spells. Whenever a warmage casts a spell that deals hit point damage, he adds his Intelligence bonus (if any) to the amount of damage dealt. For instance, if a 1st-level warmage with 17 Intelligence casts magic missile, he deals ld4+1 points of damage normally, plus an extra 3 points of damage due to his Intelligence bonus. The bonus from the warmage edge special ability applies only to spells that he casts as a warmage, not to those he might have by virtue of levels in another class.

A single spell can never gain this extra damage more than once per casting. For instance, a fireball deals the extra damage to all creatures in the area it affects. However, if a 3rd-level warmage casts magic missile and produces two missiles, only one of them (of the warmage's choice) gains the extra damage, even if both missiles are directed at the same target. If a spell deals damage for more than 1 round, it deals this extra damage in each round.

Scrolls scribed by a warmage do not gain in any benefit from warmage edge. Scrolls activated by a warmage also gain no benefit from warmage edge. The same is true for most other magic items, such as wands and potions. However, staffs activated by a warmage use not only the warmage's caster level but also gain the benefits of the warmage edge, if applicable.

Advanced Learning (Ex): At 3d, 6th, 11th, and 16th level, a warmage can add a new spell to his list, representing the result of personal study and experimentation. The spell must be a wizard spell of the evocation school, and of a level no higher than that of the highest-level spell the warmage already knows. Once a new spell is selected, it is forever added to that warmage's spell list and can

be cast just like any other spell on the warmage's list.

Sudden Empower: At 7th level, a warmage gains Sudden Empower (described in Chapter 3) as a bonus feat. If he already has the feat, he can choose a different metamagic feat.

Sudden Enlarge: At 10th level, a warm age gains Sudden Enlarge (described in Chapter 3) as a bonus feat. If he already has the feat, he can choose a different metamagic feat.

Sudden Widen: At 15th level, a warmage gains Sudden Widen (described in Chapter 3) as a bonus feat. If he already has the feat, he can choose a different metamagic feat.

Sudden Maximize: At 20th level a warmage gains Sudden Maximize (described in Chapter 3) as a bonus feat. If he already has the feat, he can choose a different metamagic feat.

Warmage Spells

0-level (cantrips): Acid Splash, Disrupt Undead, Light, Ray of Frost.

1st: *Accuracy*, *Chill Touch*, *Fist of Stone*, *Magic Missile*, *Orb of Acid*, *Lesser*, *Orb of Cold*, *Lesser*, *Orb of Electricity*, *Lesser*, *Orb of Fire*, *Lesser*, *Orb of Sound*, *Lesser*, *Shocking Grasp*, *True Strike*.

2nd: *Blades of Fire*, *Continual Flame*, *Fire Trap*, *Fireburst*, *Flaming Sphere*, *Ice Knife*, *Melf's Acid Arrow*, *Pyrotechnics*, *Scorching Ray*, *Shatter*, *Whirling Blade*.

3rd: *Fire Shield*, *Fireball*, *Gust of Wind*, *Ice Storm*, *Lightning Bolt*, *Poison*, *Ring of Blades*, *Sleet Storm*, *Stinking Cloud*.

4th: *Blast of Flame*, *Evard's Black Tentacles*, *Orb of Acid*, *Orb of Cold*, *Orb of Electricity*, *Orb of Fire*, *Orb of Force*, *Orb of Sound*, *Phantasmal Killer*, *Shout*, *Wall of Fire*.

5th: *Arc of Lightning*, *Cloudkill*, *Cone of Cold*, *Fire Shield*, *Mass*, *Fireburst*, *Greater*, *Flame Strike*, *Prismatic Ray*.

6th: *Acid Fog*, *Blade Barrier*, *Circle of Death*, *Disintegrate*, *Fire Seeds*, *Otiluke's Freezing Sphere*, *Tenser's Transformation*.

7th: *Delayed Blast Fireball*, *Earthquake*, *Finger of Death*, *Fire Storm*, *Mordenkainen's Sword*, *Prismatic Spray*, *Sunbeam*, *Waves of Exhaustion*.

8th: *Horrid Wilting*, *Incendiary Cloud*, *Polar Ray*, *Prismatic wall*, *Scintillating Pattern*, *Shout*, *Greater*, *Sunburst*.

9th: *Elemental Swarm*, *Implosion*, *Meteor Swarm*, *Prismatic Sphere*, *Wail of the Banshee*, *Weird*.

Table 1-2: The Warmage

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day									
						0	1st	2nd	3rd	4th	5th	6th	7th	8th	9th
1st	+0	+0	+0	+2	Armored mage (light), warmage edge	5	3	–	–	–	–	–	–	–	–
2nd	+1	+0	+0	+3		6	4	–	–	–	–	–	–	–	–
3rd	+1	+1	+1	+3	Advanced learning	6	5	–	–	–	–	–	–	–	–
4th	+2	+1	+1	+4		6	6	3	–	–	–	–	–	–	–
5th	+2	+1	+1	+4		6	6	4	–	–	–	–	–	–	–
6th	+3	+2	+2	+5	Advanced learning	6	6	5	3	–	–	–	–	–	–
7th	+3	+2	+2	+5	Sudden Empower	6	6	6	4	–	–	–	–	–	–
8th	+4	+2	+2	+6	Armored mage (medium)	6	6	6	5	3	–	–	–	–	–
9th	+4	+3	+3	+6		6	6	6	6	4	–	–	–	–	–
10th	+5	+3	+3	+7	Sudden Enlarge	6	6	6	6	5	3	–	–	–	–
11th	+5	+3	+3	+7	Advanced learning	6	6	6	6	6	4	–	–	–	–
12th	+6/+1	+4	+4	+8		6	6	6	6	6	5	3	–	–	–
13th	+6/+1	+4	+4	+8		6	6	6	6	6	6	4	–	–	–
14th	+7/+2	+4	+4	+9		6	6	6	6	6	6	5	3	–	–
15th	+7/+2	+5	+5	+9	Sudden Widen	6	6	6	6	6	6	6	4	–	–
16th	+8/+3	+5	+5	+10	Advanced learning	6	6	6	6	6	6	6	5	3	–
17th	+8/+3	+5	+5	+10		6	6	6	6	6	6	6	6	4	–
18th	+9/+4	+6	+6	+11		6	6	6	6	6	6	6	6	5	3
19th	+9/+4	+6	+6	+11		6	6	6	6	6	6	6	6	6	4
20th	+10/+5	+6	+6	+12	Sudden Maximize	6	6	6	6	6	6	6	6	6	5

NEW MONSTERS

KAORTI (FF PP108-110)

Medium-Size Outsider (Evil, Extraplanar)

Hit Dice: 2d8 (9 hp)

Initiative: +2

Speed: 30 ft.

Armor Class: 18 (+2 Dex, +2 natural, +4 resin scale armor), touch 12, flat-footed 16

Base Attack/Grapple: +2/+0

Attack: Bite +1 melee, or ribbon dagger +4 melee, or darts +4 ranged

Full Attack: Bite +1 melee, or ribbon dagger +4 melee, or darts +4 ranged

Damage: Bite 1d6-2, ribbon dagger 1d4-2/x4, darts 1d4-2

Space/Reach: 5 ft./5 ft.

Special Attacks: Spell-like abilities, vile transformation

Special Qualities: Material vulnerability, outsider traits, poison immunity

Saves: Fort +3, Ref +5, Will +3

Abilities: Str 7, Dex 14, Con 11, Int 14, Wis 11, Cha 16

Skills: Concentration +5, Craft (any two) +7, Heal +13, Intimidate +8, Knowledge (arcana) +7, Knowledge (the Planes) +7, Spellcraft +9 (+11 decipher spells on scrolls), Survival +5 (+7 on other planes), Use Magic Device +7 (+9 scrolls)

Feats: Exotic Weapon Proficiency (ribbon dagger)B, Weapon Finesse

Environment: Any nocturnal (Far Realm)

Organization: Solitary, patrol (2-9), cyst pilgrimage (10-20 plus 1-3 kaorti thralls), or cyst (21-60 plus 10-20 thralls and 1 skybleeder per 15 kaorti)

Challenge Rating: 1

Treasure: Standard, items only

Alignment: Usually neutral evil

Advancement: By character class

Level Adjustment: +1

Ages ago, a group of curious wizards sought to pierce the boundaries of known existence and penetrate to a distant dimension on the other side of reality. This region, known to scholars as the Far Realm, is a realm of madness and nightmare. The explorers felt confident in their abilities and only intended to stay for a few hours. Unfortunately their confidence was misplaced. Not moments after their arrival in the Far Realm, they were absorbed by a nameless entity. The explorers transformed into terrible natives of the Far Realm, becoming the first kaortis.

The explorers went mad and forgot all they knew of the Material Plane. The gateway between the Far Realm and the Material Plane disturbed them. The newly formed kaortis acted without thought, traveling back through the portal to destroy it. Doing so removed the source of the pain in the Far Realm, but it stranded the kaortis on the Material Plane—a realm now deadly to the very fabric of their being. Many of the new kaortis succumbed before they succeeded in encysting themselves within the secluded wizards' school from which they had set out. From that first cyst, the kaortis have spread out to menace the world.

Humanoid in shape, a kaorti must dress in form-fitting armor made of thick resins and tissues grown and cultivated by kaorti alchemists whenever one ventured from its cyst. A kaorti in a resin suit looks like an emaciated human with elongated arms and legs. It has three fingers and a long thumb on each hand, and its motions are slithery and undulant. Its bulbous head is affixed to its body by a long neck. A kaorti's almost always remains hidden behind windings of resin.

Outside its resin suit, a kaorti is decidedly nonhuman in appearance. Its skin, brownish green in color swirled with livid pinks and reds and purples, seems to be almost transparent and liquid slithers and runs over the creature's visible entrails. A kaorti's fingers are little more than boneless tendrils. Its face looks like that of a melted spider. Its palms constantly secret a thick, green resin that can be crafted by kaorti "smiths" into weapons or armor or reinforcements for their lairs. The average kaorti is 7 feet tall and weighs 100 pounds.

Kaortis speak their own guttural language and have picked up smatterings of many other languages during their interrogations of prisoners. Most kaortis can speak Common and Sylvan.

Combat: Kaorti's prefer to use magic against their enemies, while their transformed minions and thugs engage in melee. When magic fails, a kaorti tries to fight with ranged weapons if it can; kaorti are proficient in all simple ranged weapons as well as shuriken. A kaorti caught in melee combat usually flees in an attempt to regain the needed distance for its spells and ranged attacks.

Kaorti can be summoned using a *summon monster* II spell.

Spell-Like Abilities: 1/day—*disguise self, color spray, feather fall, ray of enfeeblement, reduce, spider climb*. Caster level 2nd; save DC 14+ spell level.

Vile Transformation (Su): A kaorti can infuse any living creature with otherworldly essence from the Far Realm, permanently transforming the target into a mockery of its previous form. This process takes 8 hours, during which time the kaorti's jaws must be locked onto the victim, who must be either willing or helpless for the duration. After 8 hours, the victim must make a Fortitude save (DC 11). Failure indicates that victim transforms into a kaorti (if the victim is human), or into a kaorti thrall. If the victim succeeds at the save, the kaorti can attempt the transform again; each attempt to transform a victim increases the save DC by +1.

Creatures transformed into kaortis retain any class abilities and modify their ability scores as follows: Str –4, Dex +4, Int +4, Cha +6. They become neutral evil and embrace the racial ethos of the kaortis. They gain all of the other abilities and disadvantages of a standard kaorti. This transformation is the only way the kaorti can propagate their kind.

Material Vulnerability (Ex): The Material Plane is painful to an unprotected kaorti. An unprotected kaorti must make a Fortitude save each hour (DC 15, +1 per previous check) or take 1d6 points of non-lethal damage and become fatigued. This fatigued condition persists until the kaorti recovers all the non-lethal damage it took from its exposure to the Material Plane. Is a kaorti is rendered unconscious through the accumulation of non-lethal damage (from this ability or from any other source), the Material Plane environs begin to deal normal damage at the same rate (Fort save negates; save DC continues to increase per check as stated above). A kaorti

wearing a resin suit, or a kaorti in a cyst, is protected from the effects of the Material Plane.

Outsider Traits: Kaortis have darkvision (60-foot range), and they cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Skills: Kaortis have a +8 racial bonus on Heal checks.

Kaorti Society: Kaortis live in remote regions, dwelling in captured forts, monasteries, or mines. They quickly coat the entirety of their lairs with the same resin they build their weapons and armor from, protecting themselves from the deleterious influence of the Material Plane. These lairs are known as kaorti cysts.

Kaortis have little interest in idle pastimes. They are consumed with one overriding goal: to pervert the natural world and feed it into the Far Realm. The kaortis understand that realization of this goal is likely centuries away, and may well be impossible. Nevertheless, they are dedicated to this goal, transforming one creature at a time if that's what it takes.

Kaorti greatly respect and admire arcane magic. Sorcerers and wizards are often found as leaders in kaorti cysts. These leaders are charged with expanding the race's territories and making sure the cyst is well defended. This leaves the bulk of a kaorti cyst's population free to work on the transformation of creatures into kaorti or thralls. Non-humanoid victims that are transformed into thralls make up the bulk of a kaorti cyst's defenses.

When a cyst's population reaches about five dozen kaorti, approximately two dozen of them strike out into the world to seek a place to build a new cyst. A few old cysts have ceased to calve off pilgrimages; the kaorti of these cysts work to perfect new thrall races designed to function on the Material Plane without danger. The skybleeder and the rukanyr are perhaps the most successful of these creations so far.

Prisoners taken by kaortis are fed and make comfortable by their captors, but only as long as the kaortis think that their captives have vital information about the outer world to impart. Once a prisoner is deemed to have divulged all pertinent information, he is quickly scheduled for transformation.

Kaortis encountered outside a cyst are either pilgrims looking for a new cyst site, spies gathering information about neighboring lands, or a small band charged with seeking out new victims for transformation. Kaortis make full use of their *alter self* ability to infiltrate villages and cities.

Kaorti Items: Kaorti devices are made from resins secreted by the creatures' palms. The resin is shaped while fresh, and then (if appropriate) alchemically treated to maintain flexibility.

The principle use for kaorti resin is to create a cyst, a space enclosed by walls of resin. Within such a space, kaortis are protected from the harmful effects of the Material Plane. A kaorti can produce roughly 1 cubic foot of resin each day, enough to coat 10 square feet of surface to a depth of 1 inch. It takes a kaorti about 1 hour to produce and apply this much resin. The substance dries to a rigid covering 1 hour after being applied. Walls and doors encrusted with this resin have their hardness increased by 2.

Untreated kaorti resin lasts for only about 500 days before crumbling to shards, so kaortis constantly maintain the walls of their cysts. A single kaorti can keep a 40-foot-square room 10 feet high covered in resin by spending 1 hour a day maintaining its cyst.

Resin Suit: A kaorti resin suit consists of thin straps of alchemically treated resin that are wrapped around the body fully, similar to a mummy's bandages. A resin suit is light armor with the following properties: +4 armor bonus, +3 maximum Dex bonus, -4 armor check penalty, 25% arcane spell failure chance. Creatures other that kaorti can wear resin suits, but the resin causes most humanoids to break out in hives. In addition to its armor qualities, a kaorti resin suit protects a creature on the Material Plane from the effects of the environment.

Resin suits are costly and time-consuming to make; ordinary kaorti (those with 1 HD) are only rarely allowed to use them as a result.

Cost: 250gp. *Weight:* 20 lbs.

Ribbon Dagger: A ribbon dagger is a Small exotic weapon crafted from alchemically treated kaorti resin. It consists of a resin handle to which is affixed a 1-foot-long flexible strip of resin. This ribbon of resin is razor-sharp and deals 1d4 points of damage on a hit with a critical multiplier of x4. The ribbon can wrap around objects with ease; disarm attacks made with a ribbon dagger gain a +2 bonus.

Cost: 50gp. *Weight:* 1 lb.

Kaorti Characters: A small number of kaortis turn rogue and abandon their native cysts. These characters have resisted the psychological transformation into kaorti, and struggle to survive in a hostile world.

Kaortis have a natural predisposition to become sorcerers. Kaorti sorcerers generally

become the leaders of a kaorti cyst. Kaorti wizards do not keep ordinary spellbooks, they record their spells on long strips of resin that are hung from the ceiling in the kaorti's lair. Kaorti wizards or sorcerers never summon animal familiars. Most non-spellcasting kaortis are rogues, although fighters are not unheard of. Kaortis only rarely become barbarians, and no instance of divine spellcaster kaorti have been recorded.

Sorcerer is a kaorti's favored class. Because of its special abilities, a kaorti PC's effective character level (ECL) is equal to its class level +4. Thus, a 1st-level kaorti sorcerer has an ECL of 5 and is the equivalent of a 5th-level character.

PSEUDONATURAL CREATURE TEMPLATE (CA P160-161)

Past the timeless eons that lie between the stars, pseudonatural creatures dwell beyond the planes as we know them nestled in far realms of insanity. When summoned to the Material Plane they often take on the form and abilities of familiar creatures, though they are more gruesome in appearance than their earthly counterparts. Alternatively, they might appear in a manner more consistent with their origins, manifesting as masses of writhing tentacles or other even more terrible forms.

Creating a Pseudonatural Creature

"Pseudonatural" is an acquired template that can be added to any corporeal creature (referred to hereafter as the base creature). A pseudonatural creature uses all the base creature's statistics and abilities except as noted here. Even though the creature's type changes do not recalculate Hit Dice, base attack bonus, or skill points.

Size and Type: The creature's type changes to outsider. Size is unchanged.

Special Attacks: A pseudonatural creature retains all the special attacks of the base creature and also gains the following attack.

True Strike (Su): Once per day, the creature can make a normal attack with a +20 insight bonus on a single attack roll. In addition, the creature can attack a concealed target without suffering a miss chance with this attack.

Special Qualities: A pseudonatural creature retains all the special qualities of the base creature and also gains the following.

Resistance (Ex): A pseudonatural creature has resistance to acid and electricity based on the base creature's Hit Dice (see the table below).

Damage Reduction (Ex): A pseudonatural creature gains damage reduction based on the base creature's Hit Dice (see the table below).

Spell Resistance (Ex): A pseudonatural creature gains spell resistance equal to 10 + the base creature's HD (maximum 25).

Hit Dice	Electricity, Acid Resistance	Damage Reduction
1-3	5	–
4-7	5	5/magic
8-11	10	5/magic
12+	15	10/magic

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a –1 morale penalty on their attack rolls against pseudonatural creatures in this alternate form.

Abilities: Same as the base creature, but Intelligence is at least 3.

Environment: Any land and underground.

Challenge Rating: Up to 3 HD, as base creature; 4 HD to 11 HD, as base creature +1; 12+ HD, as base creature +2.

RUKANYR (FF PP144-145)

Large Aberration

Hit Dice: 7d8+49 (80 hp)

Initiative: -2

Speed: 40 ft., climb 20 ft.

Armor Class: 22 (-1 size, -2 Dex, +15 natural), touch 7, flat-footed 22

Base Attack/Grapple: +5/+14

Attack: Slam +9 melee (3d6+5)

Full Attack: Slam +9 melee (3d6+5) and 6 claws +7 melee (1d6+2) and 3 Bites +7 melee (1d8+2)

Space/Reach: 10 ft. /10 ft.

Special Attacks: Poison, stunning strike, sundering roar

Special Qualities: Darkvision 60 ft., fast healing 5, reflexive sunder, sonic immunity, stability

Saves: Fort +9, Ref +0, Will +1

Abilities: Str 21, Dex 7, Con 24, Int 15, Wis 2, Cha 2

Skills: Climb +23, Listen +6, Search +12, Spot +6

Feats: Improved Sunder, Multiattack, Power Attack

Environment: Any land or underground

Organization: Solitary, pair, or band (3-8)

Challenge Rating: 9

Treasure: -

Alignment: Usually neutral evil

Advancement: 8-14 HD (Large), 15-21 HD (Huge), 22-28 HD (Gargantuan), 29+HD (Colossal)

The rukanyr is an armored monster created by kaorti wizards for the express purpose of laying waste to regions the kaortis fear to enter.

A rukanyr resembles an armor-plated, 15 ft. tall, leafless tree, with one thick branch emerging from the top that ends in a ball of spikes and jagged spines. The numerous smaller branches end in grasping claws. Three large, stalked maws filled with teeth are arrayed at the thing's base, amid a tangled mess of thick insectoid legs. One large, lidless black eye stares out from the thing's "front" side.

It is thought that the kaortis created the first rukanyrs by exposing monstrous scorpions to energy from the Far Realm. In fact, the kaortis were a bit too successful with the rukanyr; the creatures are so destructive that the kaorti do not allow them in their enclaves. A rukanyr's ability to exist in natural settings makes it an ideal guard for the regions surrounding a kaorti enclave, though; a concentration of rukanyrs almost always means that just such an enclave is nearby.

Rukanyr can speak Common.

Combat: A rukanyr starts any combat with a sundering roar directed at the best equipped of its enemies, then quickly wades into the midst of melee and lashes out at any target within reach of its attacks.

Poison (Ex): A rukanyr delivers its poison (Fort DC 20 negates) with each successful bite attack. Initial and secondary damage are the same (2d6 Dex). The save DC is Constitution based.

Stunning Strike (Ex): Anyone hit by a rukanyr's slam attack must make a Fortitude saving throw (DC 18) or be stunned for 1d4 rounds. The save DC is Constitution based.

Sundering Roar (Su): Once every 1d4 rounds, a rukanyr can emit a devastating roar from one of its mouths. All creatures within 60 ft. of a rukanyr must make Fortitude saves (DC 20) or be deafened for 2d6 rounds. Additionally, a rukanyr can target one creature or object within its range to be the focal point of this of this destructive attack. This creature or object takes 12d6 points of sonic damage (Reflex DC 20 for half). If a creature is targeted, this damage also applies to the armor worn and weapons carried by a creature. Both saves DC are Constitution based.

Fast Healing (Ex): A rukanyr regains lost hit points at the rate of 5 per round. Fast healing does not restore hit points lost from starvation, thirst, or suffocation, and it does not allow a rukanyr to regrow or reattach lost body parts.

Reflexive Sunder (Ex): The armor plates that cover a rukanyr shift and rub against each other in combat, creating a jarring sound like that of trees rubbing together in a high wind. Anyone who strikes a rukanyr with a slashing or piercing melee attack must make a Reflex save (DC 11) or the armor plates shift and crush the weapon, dealing 4d6+5 points of damage to the weapon and tearing it from the victim's grasp. The weapon lands at the attacker's

feet if it is not broken by the damage. The save DC is Constitution based.

Stability (Ex): A rukanyr is incredibly stable and can not be tripped. It gains a +20 stability bonus on its Strength check to avoid being bull rushed.

Skills: Rukanyrs have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

NEW FEATS

Energy Substitution [METAMAGIC] (*Complete Arcane*)

Prerequisite: Knowledge (arcana) 5 ranks, any metamagic feat.

Benefit: Choose one type of energy (acid, cold, electricity, fire). You can then modify any spell with an energy descriptor to use the chosen type of energy instead. An energy substituted spell uses a spell slot of the spell's normal level. The spell's descriptor changes to the new energy type – for example, a *fireball* composed of cold energy is an evocation [cold] spell.

Special: You can gain this feat multiple times, choosing a different type of energy each time.

Extra Edge (*Complete Arcane*)

Prerequisite: Warmage 4th level.

Benefit: You gain a +1 bonus on your warmage edge, plus an additional +1 bonus per four warmage levels. For instance, an 8th level warmage with an 18 intelligence gets a +7 bonus on the damage dealt by any spell that deals hit point damage.

Sudden Empower [METAMAGIC] (*Complete Arcane*)

Prerequisite: Any metamagic feat.

Benefit: Once per day, you can apply the effect of the Empower Spell feat to any spell you cast without increasing the level of the spell or specially preparing it ahead of time. You can still use Empower Spell normally if you have it.

Sudden Enlarge [METAMAGIC] (*Complete Arcane*)

Benefit: Once per day, you can apply the effect of the Enlarge spell feat to any Spell you cast without increasing the level of the spell or specially preparing it ahead of time. You can still use Enlarge Spell normally if you have it.

Sudden Maximize [METAMAGIC] (*Complete Arcane*)

Prerequisite: Any metamagic feat.

Benefit: Once per day, you can apply the effect of the Maximize spell feat to any spell you cast without increasing the level of the spell or specially preparing it ahead of time. You can still use Maximize Spell normally if you have it.

Sudden Silent [METAMAGIC] (*Complete Arcane)*

Benefit: Once per day, you can apply the effect of the Silent Spell feat to any spell you cast without increasing the level of the spell or specially preparing it ahead of time. You can still use Silent Spell normally if you have it.

NEW ITEMS

Fey Arrow (Arms and Equipment)

This light, slender *+1 arrow* has a small point and brightly colored fletching. On a successful hit, a pale glow surrounds the target. The glow functions exactly like the *faerie fire* spell from a 5th level caster, preventing an outlined target from gaining the benefits of concealment caused by darkness, *blur*, displacement, invisibility, or similar effects.

Faint evocation; CL 5th; Craft Magic Arms and Armor, *faerie fire*; P*rice* 297 gp; Weight -.

Vest of Resistance (Complete Arcane)

These garments offer magic protection in the form of a +1 to +5 resistance bonus on all saving throws.

Faint abjuration; CL 5th; Craft Wondrous Item, *resistance,* caster's level must be at least three times the vest's bonus; P*rice* 1,000 gp (+1), 4,000 gp (+2), 9,000 gp (+3), 16,000 gp (+4), 25,000 gp (+5); Weight 1 lb.

NEW SPELLS

Accuracy (Complete Arcane)

Transmutation

Level: Wmg 1, wu jen 1

Components: V, S, M

Casting Time: 1 standard action

Range: Touch

Targets: One thrown weapon/level touched or one projectile weapon touched

Duration: 10 min./level

Saving Throw: Will negates (harmless, object)

Spell Resistance: Yes (harmless object)

When you cast this spell, you enhance one or more thrown weapons or one projectile weapon to improve its chance of hitting distant targets. For the duration of the spell, the range increment for the affected weapon or weapons is doubled.

Material Component: Ink used to scribe a mystical character on each weapon affected by the spell.

Arc of Lightning (Spell Compendium)

Conjuration (Creation) [Electricity]

Level: Druid 4, sorcerer/wizard 5, Warmage 5, wu jen 5

Components: V, S, M/DF

Casting Time: 1 standard action

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

Area: A line between two creatures

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: No

You create natural conductivity between two creatures, and a bolt of electricity arcs between them. This bolt deals ld6 points of electricity damage per caster level (maximum 15d6) to both creatures and to anything in the line between them.

Both creatures must be in range, and you must be able to target them (as if this spell had them as its targets). Draw the line from any corner in one creature's space to any corner in the other's space.

Arcane Material Component: Two small iron rods.

Blades of Fire (Spell Compendium)
Conjuration (Creation) [Fire]

Level: Ranger 1, sorcerer/wizard 1, warmage 1

Components: V

Casting Time: 1 swift action

Range: Touch

Targets: Up to two melee weapons you are wielding

Duration: 1 round

Saving Throw: None

Spell Resistance: No

Flames sheathe your melee weapons, harming neither you nor the weapons but possibly burning your opponents. Your melee weapons each deal an extra 1d6 points of fire damage. This damage stacks with any energy damage your weapons already deal.

Blast of Flame (Spell Compendium)
Conjuration (Creation) [Fire]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S, M

Casting Time: 1 Standard action

Range: 60 ft.

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 in the area that fails its saving throw.

Material Component: A bit of wick soaked in oil.

Fire Shield, Mass (Spell Compendium)
Evocation [Fire or Cold]

Level: Sorcerer/wizard 5, warmage 5

Components: V, S, M

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels) Targets: One or more allied creatures, no two of which can be more than 30 ft. apart

Duration: 1 round/level (D)

Save: Will negates (harmless) Spell Resistance: Yes (harmless)

This spell functions like fire shield (see page 230 of the Player's Handbook), except as noted above.

Fireburst (Spell Compendium)
Evocation [Fire)

Level: Sorcerer/wizard 2, warmage2

Components: V, S, M

Casting Time: 1 standard action

Range: 5 ft.

Effect: Burst of fire extending 5 ft. from you

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: Yes

Fireburst causes a powerful explosion of flame to burst from you, damaging anyone within 5 feet of you. All creatures and objects within that area, except for you and any creatures or objects that share your space, take 1d8 points of fire damage per caster level (maximum 5d8).

Material Component: A bit of sulfur.

Fireburst, Greater (Spell Compendium)
Evocation [Fire]

Level: Sorcerer/Wizard 5, warmage 5

Effect: Burst of fire extending 10 ft. from you

This spell functions like fireburst, except that it affects creatures within 10 feet of you and deals a maximum of 15d8 points of damage to each one.

Fist of Stone (Spell Compendium)

Transmutation [Earth]

Level: Sorcerer/wizard 1, warmage 1

Components: V, S, M

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 minute

You transform one of your hands into a mighty fist of living stone, gaining a +6 enhancement bonus to Strength for purposes of attacks, grapple checks, or breaking and crushing items. In addition, you gain the ability to make one natural slam attack as a standard action, dealing 1d6 points of damage plus your new Strength bonus (or 1-1/2 times your Strength bonus if you make no other attacks that round). au can make the slam attack as a natural secondary attack with the normal -5 penalty (or -2 penalty if you have the Multi-attack feat; See page 304 of the Monster Manual) as part of a full attack action. However, you cannot gain more than one slam attack per round with this spell due to a high base attack bonus (+6 or higher).

Your fist undergoes no change in size or form, remaining as flexible and responsive as it would normally be while under the spell's effect.

Material Component: A pebble inscribed with a stylized fist design.

Ice Knife (Spell Compendium)

Conjuration (Creation) [Cold]

Level: Assassin 2, Sorcerer/wizard 2, Wu Jen 2 (water), Warmage 2

Components: S, M

Casting Time: 1 standard action

Range: Long (400 ft. + 40 ft./level)

Effect: One icy missile

Duration: Instantaneous

Saving Throw: See text

Spell Resistance: Yes

A magical shard of ice blasts from your hand and speeds to its target. You must succeed on a normal ranged attack to hit (with a +2 bonus on the attack roll for every two caster levels). If it hits, an ice knife deal 2d8 points of cold damage plus 2 points of Dexterity damage (no Dexterity damage on a successful Fortitude save). Creatures that have immunity to cold damage also take no Dexterity damage automatically.

A knife that misses creates a shower of ice crystals in a 10-foot-radius burst (see Missing with a Thrown Weapon, page 158 of the player's Handbook, to determine where the shard hits). The icy burst deals ld8 points of cold damage to all creatures within the area of the effect (Reflex half).

Material Component: A drop of water or piece of ice.

Orb of Acid (Spell Compendium)

Conjuration (Creation) [Acid]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action

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

Effect: One orb of acid

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

An orb of acid about 3 inches across shoots from your palm at its target, dealing ld6 points of acid damage per caster level (maximum 15d6). You must succeed on a ranged touch attack to hit your target.

A creature struck by the orb take damage and becomes sickened by the acid's noxious fumes for 1 round. A successful Fortitude save negates the sickened effect but does not reduce the damage.

Orb of Acid, Lesser (Spell Compendium)

Conjuration (Creation) [Acid]

Level: Sorcerer/wizard 1, warmage 1

Components: V, S

Casting Time: 1 standard action

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

Effect: One orb of acid

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

An orb of acid about 2 inches across shoots from your palm at its target, dealing ld8 points of acid damage. You must succeed on a ranged touch attack to hit your target.

For every two caster levels beyond 1st, your orb deals an additional 1d8 points of damage: 2d8 at 3rd level, 3d8 at 5th level, 4d8 at 7th level, and the maximum of 5d8 at 9th level or higher.

Orb of Cold (Spell Compendium)
Conjuration (Creation) [Cold]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action Range: Close (25 ft. + 5 ft./2 levels)

Effect: One orb of cold

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

This spell functions like orb of acid, except that it deals cold damage. In addition, a creature struck by an orb of cold must make a Fortitude save or be blinded for 1 round instead of being sickened.

Orb of Cold, Lesser (Spell Compendium)
Conjuration (Creation) [Cold]

Level: Sorcerer/wizard 1, warmage 1

Effect: One orb of cold

This spell functions like lesser orb of acid, except that it deals cold damage.

Orb of Electricity (Spell Compendium)
Conjuration (Creation) [Electricity]

Level: Sorcerer/wizard 4, warmage4

Components: V, S

Casting Time: 1 standard action

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

Effect: One orb of electricity

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

This spell functions like orb of acid, except that it deals electricity damage. In addition, a creature wearing metal armor truck by an orb of electricity must make a Fortitude save or be entangled for 1 round instead of being sickened.

Orb of Electricity, Lesser (Spell Compendium)
Conjuration (Creation) [Electricity]

Level: Sorcerer/wizard 1, warmage 1

Effect: One orb of electricity

This spell functions like lesser orb of acid, except that it deals electricity damage.

Orb of Fire (Spell Compendium)
Conjuration (Creation) [Fire]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action

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

Effect: One orb of fire

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

This spell functions like orb of acid, except that it deals fire damage. In addition, a creature struck by an orb of fire must make a Fortitude save or be dazed for 1 round instead of being sickened.

Orb of Fire, Lesser (Spell Compendium)
Conjuration (Creation) [Fire]

Level: Sorcerer/wizard 1, warmage 1

Effect: One orb of fire

This spell functions like lesser orb of acid, except it deals fire damage.

Orb of Force (Spell Compendium)
Conjuration (Creation) [Force]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action

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

Effect: One orb of force

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

You create a globe of force 3 inches across, which streaks from your palm toward your target. You must succeed on a ranged touch attack to hit the target.

The orb deals a total of 1d6 points of damage per caster level (maximum 10d6).

Orb of Sound (Spell Compendium)
Conjuration (Creation) [Sonic] Level: Sorcerer/wizard 4, warmage4

Components: V, S

Casting Time: 1 standard action

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

Effect: One orb of Sound Energy

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

This spell functions like orb of acid, except that it deals 1d4 points of sonic damage per level (maximum 15d4). In addition, a creature struck by an orb of sound must make a Fortitude save or be deafened for 1 round instead of being sickened.

Orb of Sound, Lesser (Spell Compendium)
Conjuration (Creation) [Sonic]

Level: Sorcerer/wizard 1, warmage 1

Effect: One orb of sonic energy

This spell functions like lesser orb of acid, except it deals 1d6 points of sonic damage, plus an additional ld6 points of damage per two caster levels beyond 1st: 2d6 at 3rd level, 3d6 at 5th level, 4d6 at 7th level, and the maximum of 5d6 at 9th level or higher.

Prismatic Ray (Spell Compendium)
Evocation

Level: Sorcerer/wizard 5, warmage 5

Components: V, S

Casting Time: 1 standard action

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

Effect: Ray

Duration: Instantaneous

Saving Throw: See text

Spell Resistance: Yes

A single beam of brilliantly colored light shoots from your outstretched hand. On a successful ranged touch attack, creatures with 6 Hit Dice or fewer are blinded for 2d4 rounds by the prismatic ray in addition to suffering a randomly determined effect (see the accompanying table).

PRISMATIC RAY

	Color of	
1d6	Beam	Effect
1	Red	20 points fire damage (Reflex half)
2	Orange	40 points acid damage (Reflex half)
3	Yellow	80 points electricity damage (Reflex half)
4	Green	Poison (Kills; Fortitude partial, take ld6 Con damage instead)
5	Blue	Turned to stone (Fortitude negates)
6	Indigo	Insane, as insanity spell (Will negates)

Ring of Blades (Spell Compendium)
Conjuration (Creation)

Level: Cleric 3, warmage 3

Components: V, S, M

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 min./level

This spell conjures a horizontal ring of swirling metal blades around you. The ring extends 5 feet from you, into any squares adjacent to your space, and it moves with you as you move. Each round on your turn, starting when you cast the spell, the blades deal1d6 points of damage +1 point per caster level (maximum +10) to all creatures in the affected area.

The blades conjured by a lawful aligned cleric are cold iron, those conjured by a chaotic-aligned cleric are silver, and those conjured by a cleric who is neither lawful nor chaotic are steel.

Material Component: A small dagger.

Whirling Blade (Spell Compendium)
Transmutation

Level: Bard 2, sorcerer/wizard 2, warmage 2

Components: V, S, F

Casting Time: 1 standard action

Range: 60 ft.

Effect: 60-ft. line

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

As you cast this spell, you hurl a single slashing weapon at your foes, magically striking at all enemies along a line to the extent of the spell's range. You make a normal melee attack, just as if you attacked with the weapon in melee, against each foe in the weapon's path, but you can choose to substitute your Intelligence or Charisma modifier (as appropriate for your spellcasting class) for your Strength modifier on the weapon's attack rolls and damage rolls. Even if your base attack bonus would normally give you multiple attack rolls, a whirling blade gets only one attack (at your best attack bonus) against each target. The weapon deals damage just as if you had swung it in melee, including any bonuses you might have from ability scores or feats.

No matter how many targets your weapon hits or misses, it instantly and unerringly returns to your hand after attempting the last of its attacks.

Focus: A slashing melee weapon that the caster hurls.

DM AID #1 - PARTY COMPOSITION

NOTE: If you are running this adventure at a premiere, please hand in this page along with the Critical Events Summary

	- PC Name & Classes - PC Home Region & Deity - Metaorganizations? [INCLUDES non-Keoish]	List any non-coin items made of metal [incl. armor, weapons, magic items, jewelry, holy symbols, etc.]	9 Spot Checks	9 Listen Checks
1				
2				
3				
4				
5				
6				

DM AID #2 - QUICK REFERENCE GUIDE

A one page encapsulation of major NPC personalities and encounter instructions.

(aka: How to run this adventure "cold" at Midnight Madness!)

MAJOR NPCS (IN ORDER OF APPEARANCE):

Vayleran Moonchild (Rgr 8) (KEO1-06 Evil in the Woods, KEO2-03 Stuck in a Moment, KEO3-02 Predators and Prey and KEO4-01 Hope, Entwined, KEO6-1IS Forest of Iron): - arrives late and injured as usual. This high-elven ranger is well-known for both enforcing the Dreadwood border against trespassers and unsavory types, as well as for getting himself into unusually precarious and dangerous situations.

Dreadtrapper Kialla Skotti (former Princess and Knight of the Dispatch (Persistent Sparrow)) - Jadzia Dax-meets-Alias. A tall and athletic Suel, with long light-brown hair generally pulled back into a ponytail with an elven filigree barrette. Her eyes change from a mithral blue-grey to violet in this adventure. Personable and easygoing, but expects PCs to respect the boundary between themselves (commoners) and her (born a noble). Of his four daughters, Kialla resembles King Kimbertos the most in looks and actions, and she has spent most of her life trying to establish her own identity (which is why she became an archer instead of a two-weapon fighter). Her husband, a Knight of the Watch from the Grand March, was killed in the Battle of Bloody ridge. Her son remains with his father's family, far from the Dreadwood.

Nevarr (Drd 10) - Looks like a middle-aged "surfer dude" - tanned skin, wild blonde hair and scruffy beard. This Suel-Flan House druid to the Lizhals takes his duties seriously and "cleans up well" when he has to. He's generally gruff to non-nature types, and to anyone who doesn't treat Kialla with respect.

"**Tal**" - A grey elven noble with dark brown hair and filmed-over eyes [blind]. Charismatic in the "quiet and mysterious" kind of way. It should be obvious he is an ally to both the PCs and Kialla. The violet-eyed owl is this Bard/Seeker of the Song's familiar, and acts as his eyes.

Throion Na'nai (the Sage) - Yoda-meets-Grampa Simpson. Occasionally has his "senior moments", but is an excellent natural alchemist and knows his way around the Dreadwood, despite his limited mobility. He hates the Kaorti with a vengeance, and the resin-breaker he seeks to create may turn the tide of battle.

ENCOUNTERS:

INTRO - It's just an intro - find out who's at the table. Make sure players fill out the grid in DM Aid #1.

ENCOUNTER #1 - Classic caravan ambush. Tieflings fight intelligently and flee when down to 2 survivors and 1/4 hp. Don't forget the "pet" at APLs 6 and 8 [only if the tieflings need help]. Hydra fights to death.

ENCOUNTER #2 – Mood setter. "Dour"stone gets its name for a reason. This place is different from the rest of Keoland.

ENCOUNTER #3 - The Dreadwood is creepy [think the Amazon forest with hardwood trees instead of palm trees]. PCs should feel like something big is happening, and they're caught in the middle of it. They can find out if they make the right checks and ask the right people.

ENCOUNTER #4 - There's something funky about the bard [isn't there always?], but he gives you a chance to do something instead of sitting around waiting for Kialla.

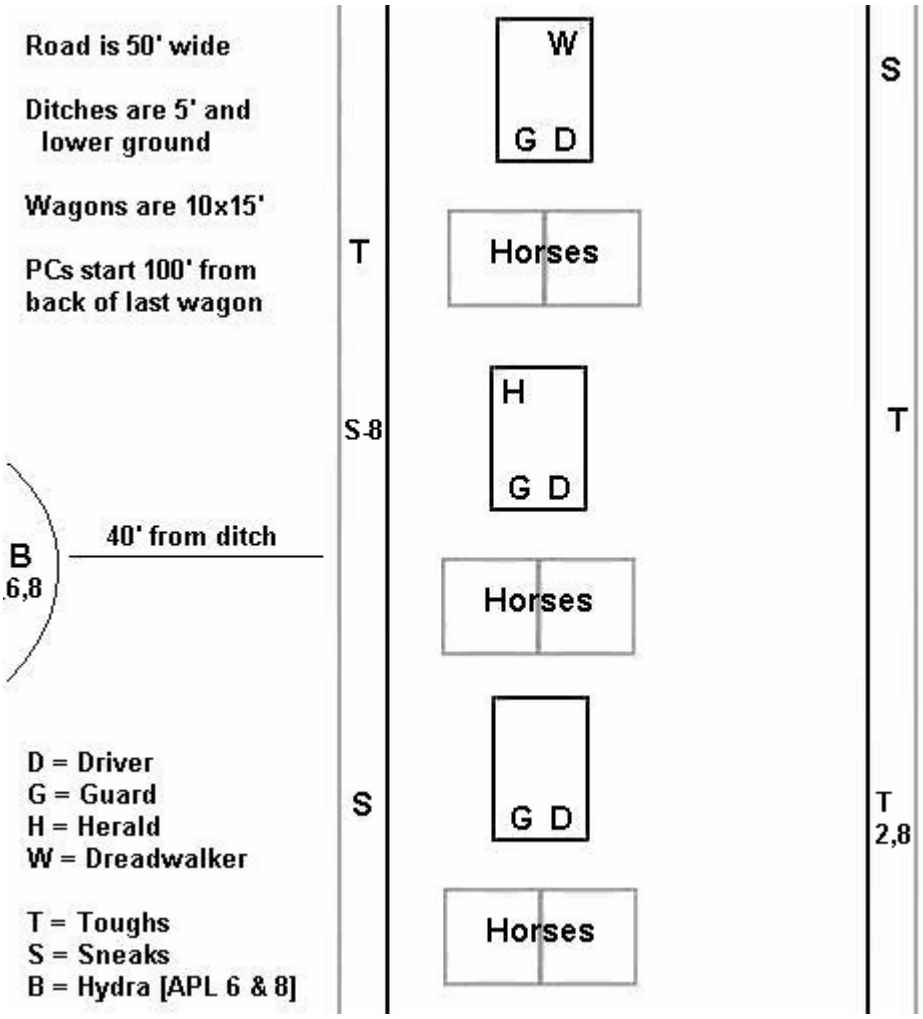
ENCOUNTER #5 - The sylph is curious. Go for the smallest and/or most unusual items first. Not meant to be a combat encounter, but she can pack a punch if PCs start the fight.

ENCOUNTER #6 - Pwn the elves. Needlefolk flee at 1/4 hp or when all elves are dead (-10 hp). Remember they can tell the difference between dead and dying elves.

ENCOUNTER #7 - Bring it! Both fight to the death. The sage will urge PCs to capture the Kaorti.

CONCLUSION - Total success is to keep the elven sage alive. Total failure is if the elven sage dies and PCs leave the body behind in the Dreadwood. Most PCs should wind up somewhere in between. PCs may be in trouble if he dies and they have no one to track the way back to the Dreadwalker outpost.

DM AID #3: MAP OF ENCOUNTER #1 [CARAVAN AMBUSH]



DM AID #4 - QUESTIONS FOR KIALLA (ENCOUNTER 3)

House Lizhal

- After the Rain of Colorless fire, the archmage Slerotin led twelve Suel tribes east across the barren wastelands and through the Crystalmist mountains. The Lerarans were sealed in the underground passages beneath the Crystalmists on the westernmost borders the Yeomanry. Two tribes settled into the fertile Sheldomar valley, others continued on [forming the 'Great Kingdom', etc.]. Following the advice of their diviners, the Neheli and their Linth allies settled in the lands north of the great forest, while the Rhola and their Lizhal allies followed the rivers and settled the lands and forests bordering the great Azure Sea to the south.
- Oeridians fleeing the Twin Cataclysms had settled into the plains lands to the north of the Dreadwood between the two Suel tribes, providing an extra buffer between the old rivals.
- Keoland was founded less than a hundred years later, in CY -342. The humanoids of the Good Hills and the elves of the Dreadwood (which, at the time, was a single stretch of forest that included the area now known as the Axewood) signed the Founding Charter of Keoland. These two major and two minor Suel tribes became the founding Houses of Keoland, and all of Keoland's rulers [except for The Oeridian] have been from these houses.

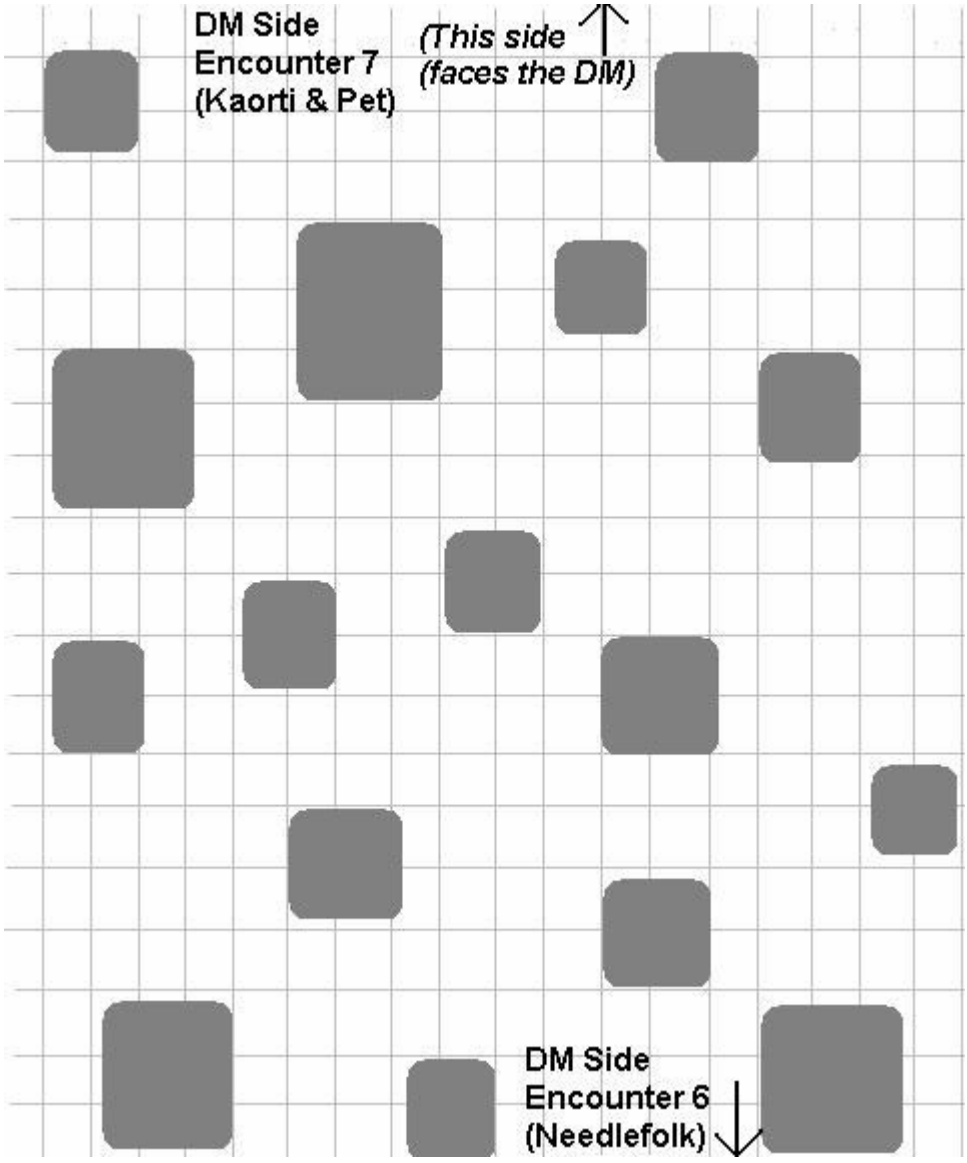
The Elven Kingdom

- Before the Suel and the Oeridians came, the elven kingdom of the Dreadwood known as the Oaken Heart lived in peace with the Flan humans.
- When the Suel tribes fought each other before the founding of Keoland, many elven communities were destroyed, causing the elves to consider their peace treaty violated. House Lizhal was then established as the protectors of the Dreadwood and the Oaken Heart and its allies. The hereditary sword of House Lizhal, Oathbinder, was given as a permanent and constant reminder of that duty.

Personal Questions

- What of Linth? ***Kialla shakes her head sadly. "It is difficult to watch such an ancient and noble house fall into decay, but the source of its corrosion must be found and dealt with."***
- What of the Knights of the Watch/Dispatch (non-Linth) and leaving the order [or of giving up her royal title of "princess"]? ***"Such was my chosen way for over half of my life. It is not truly my wish to abandon them, but the duties of my House supersede my oath to the Knighthood. My father had been king for over a decade when they accepted me; it was a known risk at the time they chose to accept. I cannot - will not - divide my attention between oaths. This is the path I have chosen, and, unlike my father, I will not stray from its course. My existence will be naught but devoted to returning the Dreadwood to its natural stage, without aberrations and invaders from the far realms that bleed through the portals that appear and disappear throughout the Dreadwood like bubbles upon a stagnant pond."***
- What of the Knights of the Watch/Dispatch and the situation in Hochoch? ***A distant look comes to Kialla's eyes. "A part of me will forever remain in Gyruff. It is some comfort to know that Morsbur's death at the hands of the giants was not in vain."*** Morsbur Doulonfon was her husband, a high-ranking Knight of the Watch and noble of the Gran March. Their son remains in his father's estates, far away from the dangers of the Dreadwood and the politics of Keoland.
- What of Jessa? ***Kialla turns away, not in shame, but in sorrow. "Jessa had always been the most ambitious of the four of us. Kharn's son was nearly triple her age when she married him, but that didn't seem to bother her in the slightest. She accepted the wedding for the political maneuver that it was, and made the most of it.***

DM AID #5: MAP OF ENCOUNTER #6/#7 [NEEDLEFOLK AND FINAL ENCOUNTER]



PLAYER HANDOUT #1 – SEEKER OF THE SONG

(To be given to any PCs with levels of bard in Encounter #4)

Any thoughts of gods or nature disappear as the chord seems to resonate in your mind. The notes of the harp seem to reach in, grabbing some hidden part of your consciousness. You can feel your heart interrupting its own beating as it tries to readjust to the rhythm of the music. Everything else seems to fade away; every other sight, every other sound, every other thought, every other emotion disappears as the music takes over. Something stirs within you, something.... primal.

Slowly, your senses return, and you notice the others staring at you, trying to get you to 'wake up'. A knowing smile creases wrinkles into the blind harper's eyes.

Congratulations. You have been touched by The Song and have met one of the requirements for the Seeker of the Song prestige class (Complete Arcane).

PLAYER HANDOUT #2 - WELCOME TO THE DREADWOOD

Things PCs need to know:

- Terrain in the Dreadwood is difficult ground at all times; everyone is at half movement and no 5' adjusts are possible unless the PC has Woodland Stride, Freedom of Movement or a Climb speed.
- Large (or larger) creatures are considered to be squeezing at all times. The Dreadwood recognizes its own, however, and large creatures (or larger) with Plant traits do not suffer this penalty.
- The first tier of canopy of the Dreadwood is 50' from the ground. Creatures larger than Tiny whose movement is otherwise restricted [see above] are unable to move through the canopy.
- Unless the entire party has darkvision, PCs are unable to see and must carry a light source at all times.
- Due to the shadows and the density of the Dreadwood, ranged attacks are *extremely* difficult in the Dreadwood. Treat anything within Point Blank range as normal. Attacks from 30'-60' suffer a 20% miss chance, and anything beyond 60' suffers a 50% miss chance.
- The sage weighs 75lbs. and has a carrying harness. Any medium-sized PC can strap the sage onto his back. He cannot be dropped as a free action. The harness can be cut free in two standard actions; otherwise removing him is the same as removing medium armor.
- The sage will not subject himself to a broom of flying; carpets, wings, boots, spells, etc are ok. Tenser's Floating disk is useable, but PCs must be able to maintain it for 16 hours per day. He is able to ride large creatures [wildshaped druids, mount scrolls, paladin mounts, etc.], but untrained creatures [i.e. mount spell] need to be controlled by someone in the party with animal handling. He has no ranks in ride, only his Dex modifier, but enterprising PCs can jury-rig the harness to serve as a makeshift saddle with the right equipment an appropriate skill check [use rope, disable device, crafts or professions, etc.]
- The PC carrying the sage may intentionally take all damage directed to the sage onto himself, even if flatfooted or otherwise denied his dexterity bonus. If the PC chooses to do so, any attack that would hit the sage's AC (+4 for cover) will hit the PC, *regardless of the* PC's AC. This is a chance for a PC to be heroic, though it may cost him.
- The sage has 25 lbs. of equipment that someone needs to schlep around for him.