

MIDNIGHT

HAND OF SHADOW™



Corruption and Redemption
in the Last Age



Hand of Shadow

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Introduction

Evil in MIDNIGHT is dark, brutal, unforgiving...and strangely attractive. Whether it is the raw ferocity of the orc soldier, the devious cunning of a goblin-kin mercenary, or the passionate devotion of a legate priest, many aspects of the dark god's servants seem interesting and enigmatic to those who play the heroes pitted against them. What drives these villains? Do they consider themselves evil, or are they simply doing what they believe in? Are they redeemable, or do they operate on such a different moral level that the idea is absurd? And perhaps most interesting to players and DMs alike, what would it be like to create characters based on them?

How to Use this Book

This volume offers players and DMs the tools to create and run something called a Shadow campaign. It's still a MIDNIGHT campaign, filled with all of the deviousness, despair, and danger you've come to expect. But it is MIDNIGHT turned on its head, with the players taking on the roles of, if not the villains, certainly not the heroes. The characters created using this book are either minions of the Shadow, spies among them, or mercenaries who are just as willing to work for Izrador as they are for the resistance or the fey. The tools and adventure hooks herein, meanwhile, could be used for everything from one-off adventures that allow your group to "dabble" in the dark side to extended campaigns that address issues like temptation, redemption, and the fate of Eredane itself.

Chapter One: Blood and Bone

This chapter presents the rules for creating Shadow characters of nearly any MIDNIGHT race and alignment, including those normally closed off to PCs, as well as the effects such choices have on a character's existence. Sample archetypes are also presented to aid those playing evil characters.

Chapter Two: Training and Treachery

Chapter Two offers insight into the role of the base MIDNIGHT classes in the Shadow's hierarchy. It also introduces the concept of allegiances, a roleplaying tool that guides Shadow characters in determining who or what they most fear, and which organizations they are more likely to betray.

Chapter Three: Power and Prestige

Chapter Three provides rules for advantages and drawbacks, an alternative system of balancing characters' power that allows for goblin slaves to adventure alongside oruk commandos and elite legates without simply adding on class levels. It also introduces rank, an essential factor when determining a Shadow character's ability to do anything from traveling to a different district to requisitioning troops to avoiding punishment for a botched mission.

Chapter Four: Prestige Classes

Specific duties breed specific trades and skills. Some of these prestige classes represent the Shadows' elite, while others are aberrations who have developed unique powers to survive in a world that despises them.

Chapter Five: Paths in Shadow

Chapter Five concludes this look into MIDNIGHT's dark side with suggestions of themes and conflicts appropriate to a Shadow adventure. It also includes several archetypes and adventure hooks for long-term Shadow campaigns.

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CHAPTER 1

Blood and Bone



*"What have you done?"
Amos screeched, his voice
pitching dangerously close to
insanity.*

*"He was a traitor. I've been telling
you for weeks. Don't trust gnomes," Kurlen
replied.*

*"But...no...Rory couldn't have...without him, we'd
never have gotten out of Baden's Bluff."*

*"Sorry, boy, but it's the truth. You'd better bring the
wood. He'll be twitching soon." Kurlen stood up from the
grisly heap of flesh. His serrated knife reflected the torchlight
in crimson. A string of gore slipped from the blade to spatter
onto the cold grey rock of the Corbron Isles. Kurlen's tunic
was a mess. The gnome's blood was everywhere. Vague hand-
prints on the rocks, ground, and the killer's clothes told the
sinister tale of his final moments. Kurlen's eyes were corrob-
orators, wide and dark.*

*Amos had always been a fool. His fear took hold. He
started talking before he could stop himself, "You're the traitor,
aren't you? The ambush at Erenhead. Solinel, poisoned.
I knew. I gods-be-damned knew!"*

*Kurlen smiled. "Boy, you could have joined me. The
Shadow has a place for folks like me. For folks like us, I used
to think. But now...now I just don't know." Kurlen flicked his
wrist, sending another splatter of blood from his knife. A
cruel smile spread on his face as he stepped toward the
younger man. "Don't struggle boyo. I'll make it quicker for
you than the others..."*

Izrador is nothing without his minions. They are his blood and bones, they are the hands that manifest his dark will. This chapter examines those who embrace the Shadow and the reasons they flee the light for the cold comfort of darkness.

Each race in this chapter lists a rank modifier, as well as appropriate classes and alignments. The closer a minion of the Shadow adheres to his race's norms, the higher his rank is likely to be within the Shadow's hierarchy. Rank is discussed in more detail in Chapter Three.

Common Minions

Bending a knee to the dark god is easier for some than it is for others. The failures of the orcs' and goblin-kin's forebears condemned their entire races to the cancer that is Izrador, and many humans choose corruption over starvation, poverty, and plague.

Goblins

Rank: -3

Appropriate Class: Rogue

Appropriate Class (sniffer): Wildlander

Appropriate Alignment: Any evil

Overview

Goblins are warped and malformed creatures, spawned from the almost mythical highland imps. Small and spindly, they have large eyes and broad mouths filled with tiny sharp teeth. What unifying traits that once defined them as a people have been scoured away by a regimen of breeding, magic, and hatred. But beneath their wretched exteriors work cunning minds, full of evil and foul plotting. As servants to the mighty, and despite (or perhaps because of) their meager status, goblins often overhear important plans, conspiratorial conversations, and similar secrets that others would pay mightily to learn.

Role & Rank

Goblins serve; it is their lot. They are the farmers, the miners, the servants, and the Shadow's slaves. They toil long hours in endless warrens, working to meet the impossible demands of their overseers. From the armor orcs wear to the rancid flesh they consume, much of the Shadow's resources comes from goblin bodies.

A rare few goblins escape these brutal lives to take service with the armies or temples. When attached to military units, some goblins continue to serve the orcs, acting as cooks, butchers, and smiths, while others, especially sniffers, function as scouts and trackers. Those who find their way into the temples have slightly better lives. While too weak and despised to be allowed to become legates, goblins are often used as menial servants: They clean and maintain temples of Shadow, assist priests in rituals and in daily chores, and make sure that future sacrifices remain alive long enough to feed the dreaded black mirrors.

Race Relations

Goblins are universally reviled. Orcs and oruks kill them for sport or torture them just to hear their squeals, and the other races treat them little better. Humans see them as vermin, elves and dwarves kill them on sight, and even halflings and gnomes are quick to snuff a lone goblin's life if the opportunity arises.

Goblin Characters

Goblins in MIDNIGHT are humanoids with the goblinoid subtype, and possess the following racial traits:

- -2 Strength, +2 Dexterity, -2 Intelligence, -2 Charisma.
- Small size: +1 bonus to Armor Class, +1 bonus on attack rolls, +4 bonus on Hide checks, -4 penalty on grapple checks, lifting and carrying limits 3/4 those of Medium characters.
- A goblin's base speed is 30 feet.
- Darkvision out to 60 feet.
- +2 racial bonus on Bluff, Move Silently, and Sleight of Hand checks, as well as +4 on one of the following skills: Ride, Sense Motive, or Use Rope.
- Goblin Scourge: Goblins begin with one -1 LM flaw (see pg. 29).
- Automatic Languages: Black Tongue (1), Trader's Tongue (1). Bonus Languages: Norther, Orcish, Sylvan.
- Level Modifier: -2.



Sniffer Goblin Characters

As above, except for the following:

- -4 Strength, +2 Dexterity, +2 Wisdom, -2 Charisma.
- Scent special ability.
- +2 racial bonus on Spot, Listen, and Survival checks.

Hobgoblins

Rank: -1

Appropriate Class: Fighter

Appropriate Alignment: Any lawful

Overview

Like the goblins, hobgoblins are unnatural creatures, creations of Izrador.

Rather than being descendants of the highland imps, they are the products of a terrifying breeding pogrom, blending the bloodlines of goblins with other, larger humanoids to produce skilled and hardy warriors. They would have been an ideal race of soldiers if not for three things: First, the Goblin Scourge kills half of them in the womb. Second, less than a quarter of hobgoblins are female, meaning that the race has a limited ability to breed new soldiers. Finally, hobgoblins are so analytical and regimented that they rarely demonstrate the thoughtless obedience, the unquenchable hate for all other races, and the religious devotion that make the orcs such a dangerous war horde.

Slightly shorter than Erenlanders, hobgoblins have muscular and sturdy bodies. They have the same ruddy skin as goblins, but thick wiry hair covers their heads and upper torsos. Most hobgoblins have gleaming red eyes, broad mouths filled with sharp teeth, and pointed ears.

Role & Rank

Hobgoblins have many natural advantages over their smaller kin, including a hardier constitution and larger size. Thus, they are more useful to the Shadow and enjoy a slightly better lot. Another asset that hobgoblins have over the other races that serve the Shadow is their discipline. While not as mindlessly devoted as the orcs, they are loyal and they take to military training easily. Their commanders are capable and flexible without demonstrating too much personal initiative, and the rank-and-file follow orders out of a sense of racial honor and pride. After all, they were bred and born by Izrador to be soldiers, and soldiers must do two things well: obey, and be willing to die. This is not only their duty, but their reason for existence. No matter how dedicated they are, however, and no matter how loyally they serve, they will never usurp the place of the orcs, and this reality fills many with a simmering bitterness.

Race Relations

Hobgoblins resent their lower status. If it weren't for the curse that hangs about them, they would supplant the orcs and take their rightful place as the principle agents of their master's dark will. This fact haunts every hobgoblin, and most are quick to vent their tempers at anyone they can, especially on the weaker goblins.

Though hobgoblins resent orcs, they respect them. There is disdain between the two races, but there is also a grudging acceptance. Orcs see hobgoblins as potential rivals, but also as dedicated allies. Hobgoblins view orcs as what they hope to become. Hobgoblins don't, however, work well with other races. Hobgoblins detest goblins for their weakness and bugbears for their erratic behavior. All others fail to live up to the hobgoblin's discipline and loyalty.

Hobgoblin Characters

Hobgoblins in MIDNIGHT are humanoids with the goblinoid subtype, and possess the following racial traits:

- +2 Dexterity, +2 Constitution.
- Medium size.
- A hobgoblin's base land speed is 30 feet.
- Darkvision out to 60 feet.
- +2 racial bonus to Climb, Jump, and Move Silently checks.
- Goblin Scourge: Hobgoblins begin with one -1 LM flaw (see pg. 29).
- Automatic Languages: Black Tongue (1), Trader's Tongue (2). Bonus Languages: Colonial, Norther, Orcish, Sylvan.
- Level Modifier: +0.

Humans

Rank: +1

Appropriate Classes: Any

Appropriate Alignment: Any

Overview

Dorns, Sarcosans, and the mixed-blood Erenlanders come to serve the Shadow for a variety of reasons. While not born to serve Izrador, and certainly not created by him, humans are susceptible to his wiles, easily seduced by the half-truths the god offers. Indeed, it seems the Shadow is interested in swaying humans to his cause, as most legates and two of the four Night Kings are (or were) human. Perhaps Izrador's special interest in the races of men stems from their free will, their ability to choose their own destinies and allegiances without the weight of ancient racial tendencies burdening their decisions. Those who come to him intentionally and of their own free will, perhaps, are all the more succulent to devour.

DM Note: Race Relations

Few of the races serving the Shadow work well with one another. Even those of the same race tend to see each other as obstacles, threats to their own ascent to power. This is only worse when characters of different races operate in the same groups. Humans fear orcs and goblin-kin, while orcs despise and resent humans. Corrupted fey despise every living thing, even themselves, while the brutes—ogres, bugbears, and oruks—see anything smaller than them as potential meat. As a result, groups that play true to the race relations described in this chapter are unlikely to survive overlong, and may descend into inter-party conflict that can abruptly end an adventure with a few rolls of the dice.

As a DM, the easiest way to circumvent the obvious challenges associated with mixed parties is to suggest that the majority of the characters be of the same race. One or two characters could still play some other race; it makes perfect sense for a group of orcs to have an ogre along for muscle, or for a human legate to lead a group of goblins. The outsiders should, in this case, either have indisputable authority, very useful skills, or some other defining characteristic that keeps the majority from turning on them.

Role & Rank

Humans occupy every level of Izrador's war machine, from the lowliest slave to the greatest legates of the Order of Shadow. The Traitor Princes who rule the southern territories vow allegiance to the dark god in exchange for longevity and power, and children are taken for everything from filling the food pots to being raised as the Shadow's priests. Regardless of how a human comes to serve the Shadow, those who watch their backs, bow and scrape before their betters, and are quick with knife and tongue can rise in status quickly.

Race Relations

Most humans possess a deep and abiding fear of the Shadow's creations. Even those who have sworn service to Izrador are still unsettled by the naked brutality of the orcs and oruks, by the vile repugnance of the goblin-kin. Each day of service brings new horror to a human collaborator's eyes, whether it be the harvesting of newborns for food or the torture of innocent slaves for amusement. Those who spend enough time among the Shadow's "children" eventually succumb to minor levels of insanity and neurosis, or worse, become like those they despise. Those who can do so prefer to distance themselves from the Shadow's non-human minions, cultivating the illusion of normalcy even in the face of the Shadow's depredations.

Orcs

Rank (male): +0

Rank (female): +1

Appropriate Classes (male): Barbarian, Fighter

Appropriate Classes (female): Channeler (charismatic or spiritual)

Appropriate Alignment: Chaotic Evil

Overview

Orcs are the staple troops of Izrador's legions. They are the most numerous, most savage, and most willing to spread the Shadow's dominion throughout Eredane. They are a war-like people whose culture and society exists for no other purpose than to produce more soldiers for the cause. But these people are more than just disposable grunts. Every aspect of their brutal society functions to glorify the Shadow, to revere Izrador in all his hideous glory. It is for this reason that the orcs are blessed, or some would say cursed, with the favor of the dark god.

Role & Rank

Orcs organize into large tribal groups wherein males receive early training to prepare them for battle. When they come of age, nearly all are recruited and added to the steady supply of fresh troops marching south to replenish the ranks of Jahzir's armies. Orcs usually defer to the more powerful

orkuks when it comes to command; while some orcs do rise in rank and status, whether amidst their own tribe or as part of Jahzir's military hierarchy, few live long enough to reap the rewards of their service.

Females remain behind and fulfill one of three roles: priestess, breeder, and midwife. Females are rarely seen outside of the breeding warrens of the north. The most likely circumstance for this would be an apprentice of one of the kurasatch udareen, the orcs' priestess matriarchs, being sent south on a mission for her mistress.

Race Relations

Orcs hold most other races in low esteem. They see humans as weak and treacherous fools, unduly elevated by the Shadow for reasons they cannot fathom. This is especially true among the few orc legates, who detest Sunulael and his cronies. Orc soldiers don't work well under non-orc or non-oruk commanders, and mutiny or outright murder of human superior officers is a common problem.

Though orcs can learn to tolerate goblin-kin and humans, they have nothing but absolute hatred for the fey. Everything from the dreams that Izrador sends them to the training and tales they receive since birth makes it clear that the fey are evil and must be destroyed; gnomes and halflings are the only exception, the first because they serve willingly, the latter because they are too harmless to be dangerous. An orc is even likely to attack elves and dwarves who are known servants of the Shadow unless a more powerful commander keeps him in check.

Common Minion Archetypes

The common races in service to the Shadow, despite their varying backgrounds, often share similar reasons for their allegiance. Some are hapless victims, drawn into the machinations of a sinister god's mad plotting, while others gleefully enter the ranks to settle an old score, seek glory or power, or maybe just to vent their sick and twisted desires. All of the following character archetypes are appropriate for humans, goblin-kin, and orcs.

The Bureaucrat

Probably a human, you are one of the many servants that ensures the Shadow's hold over the occupied territories. Collaborator, traitor, slave...the rest of your race calls you many things, but you have food, minor comfort, and relative safety, while they have nothing but the promise of the pyre or the gibbet. The Shadow will never be defeated, at least not by the likes of you, so you have set aside your misgivings and accepted your role.

The Champion

Glory, fame, and power are what drive you to fight for the Shadow. You crave the attention and adulations of other warriors, and so you go far beyond what's expected. You frequently seek out new foes to test your skills, calling out challenges to dwarven warriors, slaughtering elven scouts, and butchering the few humans who stand up to you. Each victory adds to your prestige, and one day you will gain the respect you deserve.

The Double Agent

On the surface, you are just another loyal agent of the Shadow. You follow orders, undertake dangerous missions, and even kill your own kind. But deep down, you hate Izrador. You despise him and his minions and you secretly work to undermine his efforts. One day, through your sacrifices, the Shadow will be overthrown. You must be careful, though...the farther undercover you go, the more difficult it is to tell what is an act and which depravities you truly enjoy.

The Fanatic

You are one of Izrador's chosen. The Shadow is your god and master, and he rewards your loyal service with his divine blessing. If you are an orc or goblin-kin, you were raised with faith as a guiding principle, and you enter battle with the hated fey while receiving ecstatic visions from the dark god. If you are a human, perhaps you were stolen from your crib by a Witch Taker, or you are a result of the legate breeding programs. Regardless, you love and worship the Shadow with all your heart.

The Grunt

You are a soldier, nothing more. You don't bother to think about why you fight...if you are an orc, it's all you've ever known. If you're a human or goblin-kin, you somehow weaseled your way into service in Jahzir's army and haven't been willing to give up the prerogatives, the freedom to carry arms and to kill at whim, that such a position grants. You don't bother to take initiative or strive against your fellows, having seen too many ambitious idiots fall due to overreaching. Whatever keeps you equipped with arms and armor, puts food and ale in your gut, and gets a woman in your bed, that's what commands your loyalty.

The Opportunist

You don't plan to wallow in the muck with the rest of your kind. You have big plans, and to achieve them you have to take every opportunity that presents itself. This may mean killing your brother, cozying up to a commander to replace him later, or even selling information to rivals. You're not sure what heights you can attain, but you know there's a better level of living than this one, and you're willing to do whatever it takes to get there.

The Spy

No one knows you exist, which is just the way you like it. You're small, insignificant, even pathetic...so they think. And thanks to the arrogance of the fools you supposedly serve, you are privy to all sorts of whispers. You watch and listen, all while playing the role of just another hapless servant. And when you get a juicy secret, you know best how to wring it dry for all the barter, food, or power you can. Blackmail and extortion are your tactics, and few come close to your expertise on the conspiracies infesting the Shadow's forces.

The Survivor

You serve the Shadow because you must, even though you hate doing so. You have neither love nor respect for the dark god, but you recognize that he is the only true power at the moment. To rebel means death, and life, such as it is, is too precious to throw away for some empty hope or unattainable future. You put your life, or that of your family, first. The legates don't take the ones who do good work, do they?

fey Minions

When a fey succumbs to the overtures of the Shadow, she becomes an abomination. The creatures collectively called the fey include dwarves, elves, gnomes, halflings, and their half-breed kin. Their fall is especially sweet to Izrador, since they must betray their inherently good natures to embrace the wickedness he peddles.

Dwarves

Rank: -2

Appropriate Classes: Barbarian, Fighter, Wildlander

Appropriate Alignment: Any evil

Overview

Orcs and dwarves share a common ancestor among the elthedar. Whereas the orcs eventually succumbed to the dark god's overtures, the dwarves clung to their morals and honor, something the fey might consider with pride if it hadn't merely brought them hardship and near-extinction. Each new assault by orcs and the goblin-kin bring the dwarven race closer to its end. Only doom awaits them.

Though famed for their perseverance against the Shadow, not all dwarves have staved off seduction. The entire clan known as the Black Bloods has embraced Izrador, and the few dwarves who are captured rather than killed are sometimes tortured and shaped into insane beasts. These retain their hatred of orcs and goblin-kin, but it is joined by a hatred of their own kind for their stubborn pride, and indeed of themselves for their failure to live up to that pride.

Elves

Rank: +2

Appropriate Classes: Channeler, Fighter, Wildlander

Appropriate Alignment: Any evil

Overview

The image of a corrupted elf is even more alien than that of a corrupted dwarf, and is an almost unheard-of reality. Elves who abandon their ties of faith and loyalty to their beloved Erethor tend to become cold, emotionless beings, capable channelers and warriors in the name of darkness. Whereas corrupted dwarves are broken, body and soul, corrupted elves seem rather to have been enlightened in some twisted but perfect way. They are shown the truth of the dark god's power and, having seen that there is no hope, give themselves up to him in despair.

Role & Rank

Elves who serve the dark god are as powerful as they are rare. Their knowledge of their homeland is used to guide the orc armies in their destruction, and their capable manipulation of Aryth's magic make them excellent tools for its destruction.

Race Relations

No right-minded servant of Shadow trusts a corrupted elf; not because they are unpredictable, like the dwarves, but rather because they are so powerful and inscrutable. They must, the other races think, have something up their sleeves, and it is all too clear to the "lesser" races that their goals will be attained, even if it means the deaths of everyone around them. Elves who serve the Shadow therefore live lonely existences, fraught with peril as enemies on both sides seek to settle old scores.

Gnomes

Rank: -1

Appropriate Classes: Channeler, Rogue, Wildlander

Appropriate Alignment: Any

Overview

The gnomes are known as collaborators, traitors, and opportunists, but they are also commonly accepted as the lifeline of the resistance, smuggling criminals out of the enemy's grasp while sneaking supplies and weapons to the hands of those who need them. But for every ten gnome smugglers and sympathizers of the resistance, one gnome embraces the only true cause worth fighting for: himself. He acts as a spy and informant, he plays both sides against one another...in truth, such a gnome seems to help the rebels as often as he helps the




Role & Rank

Dwarves rarely have real responsibility in the Shadow's hierarchy. Most corrupted dwarves are simply mad. Their insane genius can be used for the crafting of arms and armor, and their hatred for their own kind and their knowledge of the mountains make them useful guides, but they cannot be relied upon for leadership or even for rational communication. Dwarves have yet to find a place among the ranks of the legates; those who show some predilection for divine magic are almost always given to feed the mirrors. Corrupted dwarves therefore tend to be little more than slaves bound to the Shadow's forges. Those who escape such service may find places as scouts or sappers, but these individuals rarely live long enough to achieve any kind of notoriety.

Race Relations

No one trusts a dwarf who sides with the Shadow. To succumb to the will of a god who desires only genocide for your entire race is unthinkable; if the dwarf is willing to side with Izrador, other servants of the Shadow think, he must be willing to do anything, including slaughtering his fellows and feasting on their flesh simply for the novelty of the experience.



Shadow. His is a subtle evil, but it is one that assigns value only to material goods and never to intangibles like life, freedom, or happiness. These opportunists may seem to be less horrible than the legates and orcs they sometimes work for, but their friendly exteriors and occasional acts against the Shadow only make their ultimate betrayals against the resistance that much more devastating.

Role & Rank

Gnomes are servants in Izrador's lands, nothing more. Their reputations as traitors keep them from rising in rank, but it also means they are never fully invested in the Shadow's forces, so they have the freedom to switch sides if they choose. The most enterprising gnomes can find roles as spies and informers for legates, warlords, and Traitor Princes, but their authority is always as shadowy and ephemeral as their tasks.

Race Relations

Most orcs and goblin-kin are oblivious to gnome duplicity. This said, Izrador's children have little use for the "water rats," as they call them, and are quick to abuse what they see as easy targets. Other races have a keener understanding of gnomish nature, and are not so naïve as to trust or dismiss the river fey out of hand.

Halflings

Rank: -4

Appropriate Classes: Rogue, Wildlander

Appropriate Alignment: Any

Overview

Since the Shadow marched south, much of "the People," as halflings call themselves, have been wiped out. Farming communities, caravans, and even the nomads fell under the unrelenting blows of orc soldiers. Now, those few halflings who remain wander what's left of their lands, tending their herds and hiding from the enemies who move through their hunting grounds with impunity.

It seems Izrador has as little use for halflings as they have for him. Few have ever seen a halfling collaborator; those who exist are likely to be little more than broken, opportunistic survivors.

Role & Rank

Since halflings have no place in the Shadow's infrastructure, they never hold a position of substance. The orcs eat them, the goblin-kin torment them, and the legates feed them to their foul mirrors. Should a halfling slave somehow impress his masters, he might be "promoted" to a spy or given the opportunity to act as trap fodder.

Race Relations

Orcs regard halflings as food or labor, no different from the lame horses they butcher for food. Goblin-kin use them as slaves, and goblins themselves see halflings as the one people they can push around. Other races pity them, seeing them as a broken people on the verge of extinction. This said, corrupted halflings can be vicious, lashing out with a nearly feral rage at their tormentors. After all, these shackled people have nothing left to lose.

Half-breeds

Rank: As lowest-rank parent

Appropriate Classes: As combination of parents

Appropriate Alignment: Any

Overview

Dworgs, dwarrow, and elflings are already extremely rare in Eredane; the number who not only volunteer to aid the Shadow but also survive the attempt to offer their services are even rarer. Such individuals are allowed to continue to live due more to their novelty and exotic natures than because the Shadow sees any true use to them.

Role & Rank

The Shadow's ranks are no place for half-breeds. The few who exist are likely to be bodyguards, advisors, servants, and entertainers for the corrupt Traitor Princes and false saviors of Erenland, and even then are only allowed to live for as long as they amuse and distract their masters.

Race Relations

If a half-breed thinks he'll get a warmer welcome from the filthy masses of the Shadow's legions than from his own diffident parents, he's in for a terrible surprise. Dwarrow are likely to be mistaken for dwarves whenever they are away from their family boats, elflings are enslaved or eaten as if they were halflings, and dworgs are butchered if their dwarven blood is discovered. Traitor Princes are somewhat more accepting of half-breeds, seeing the unique assets these people bring; however, the fact that a half-breed has nowhere else to turn means that a human "friend" is likely to take advantage of him as much as possible.

fey Archetypes

It takes a lot to turn a fey traitor. Dwarves, elves, and halflings naturally have strong ties to their cultures, their families, and to Aryth herself. To betray any of them is unthinkable to a sane fey. Those who do are forever after cast out of their lands, forced to seek succor from the hordes that would destroy them. All of the following character archetypes are appropriate for dwarves, elves, halflings, gnomes, and fey half-breeds.



The Awakened

The master came to you in the night. He visited your dreams, offering power, wealth, comfort, or status. He may have worn a different guise than the horned skull you were taught to fear. At first you resisted, trying to drive the faint voice from your mind. But eventually the whispers began to make sense, proving their love with insight no one else could know, revealing terrible truths that cast the world in a different, somehow more perfect light. In time you came to yearn for these whispers. You left your family and your homeland, though even you are not sure whether you hope to serve the voice or to be liberated from it.

The Exile

It was a mistake, or so you say. You committed a terrible crime and you were cast out for it. Hunger and fatigue drove you to the Shadow; perhaps you informed on those who cast you out, gaining vengeance and some measure of respect amidst your new people. Or perhaps you simply threw yourself at your new masters' feet, doing whatever it took to be accepted and to survive. There's no going back now, not even if you wanted to.

The Misled

You were certain it would work. There was no doubt. Every record, every myth and tale said the same thing. That's why you had to find it. And find it you did. But instead of being the weapon, spell, or power needed to save your people, it devoured your soul. You were duped, fooled into thinking that you, fragile you, could somehow lead your people from death, fire, and suffering. How wrong you were. Now, you are that which you most despised: a creature of the Shadow.

The Shattered

Of course it is a darkening. What else would the whispers think? A keen axe, a well-strung bow, it's all the same on the riverfront. If only the masters would ask the rodents, they would see. If only the slaves would ask the grass, they would hear. But you know. Oh yes, you know. And as long as you keep listening, as long as you keep watching the visions dance on the edge of your sight, you won't have to see what you've become, you won't have to hear the screams of those people. Those people. Hmm. They look so familiar...

The Unbroken

You endured months of excruciating torture, endless interrogation, and backbreaking labor in the mines. You continue the fight, though, killing an overseer when you can, or



strangling a goblin with your chains, but the fact remains that you will die a slave. You grudgingly serve the Shadow, biding your time until you slip free from the shackles of tyranny and walk among your people once more•or die trying.

Brutish Minions

Brutes serve a single purpose: They are ruthless killers, butchers who rend their foes limb from limb. They are the spine of every strike force, the steel in the Shadow's sword as he hews those who stand against him and his nefarious purpose. Since they are little more than killing machines, the commanders sell these servants cheaply, using them as currency to purchase land held by entrenched foes.

Bugbears

Rank: -2

Appropriate Class: Defender, Rogue

Appropriate Alignment: Chaotic evil

Overview

Bugbears descend from the same ancestor race as goblins and hobgoblins, but where goblins are twisted and weak, and hobgoblins are almost too regimented, bugbears are savage killers. They are psychotic murderers who derive sick pleasure from the mewling cries of their victims. Their viciousness and caprice make them poor soldiers, since they are disruptive and unreliable. Unlike the orcs, they have neither a matriarchal hierarchy nor the voice of Izrador whispering in their dreams to guide them. They have no difficulty in slaughtering the weak, but they are quick to break before anything they perceive as tougher than they are.

Role & Rank

Since bugbears make poor soldiers, they are relegated to protecting territory already firmly in Izrador's grasp. In some ways, the low expectations held for them make them the most free of all the intelligent races in occupied lands. They roam where they will, being shunted from one place to another if they cause too much trouble but quickly learning to become useful or to stay out of the way. Most end up becoming slavers, as they prefer the nomadic lifestyle that accompanies the duty and they know that efforts to "recruit" new workers for the war machine are always welcomed by the powers that be. A few of those who prefer to stay in one place serve Devout legates as guards, but more often these brutes protect warehouses, docks, and prisons. Some bugbears chafe in their unimportant roles and branch out to form mercenary units.

Race Relations

Easily the most reviled race to serve the Shadow, bugbears have few, if any, allies. Orcs regard bugbears as potential threats, and prefer to face them with the advantage of numbers on their side. Bugbears are particularly cruel to their kin, and abuse and kill goblins and lone hobgoblins with startling regularity. Other races see them as little more than rabid beasts, fit only to fight as shock troops on the front lines where they can put their vicious talents to good use and absorb attacks meant for more valuable soldiers.

Bugbear Characters

Bugbears in MIDNIGHT are humanoids with the goblinoid subtype, and possess the following racial traits:

- +4 Strength, +2 Dexterity, +2 Constitution, -2 Charisma.
- Medium size.
- A bugbear's base land speed is 30 feet.
- Darkvision out to 60 feet.
- Racial Hit Dice: A bugbear begins with three levels of humanoid, which provide 3d8 Hit Dice, a base attack bonus of +2, and base saving throw bonuses of Fort +1, Ref +3, and Will +1.
- Racial Skills: A bugbear's humanoid levels give it skill points equal to $6 \times (2 + \text{Int modifier, minimum } 1)$. Its class skills are Climb, Hide, Listen, Move Silently, Search, and Spot.
- Racial Feats: A bugbear's humanoid levels give it two feats.
- Weapon and Armor Proficiency: A bugbear is automatically proficient with simple weapons, martial weapons, light and medium armor, and shields.
- +3 natural armor bonus.
- +4 racial bonus on Move Silently checks.
- Goblin Scourge: Bugbears gain one flaw.
- Automatic Languages: Black Tongue (1). Bonus Languages: Norther, Erenlander, Sylvan, Trader's Tongue.
- Level Modifier (including racial HD): +4.

Ogres

Rank: -4

Appropriate Class: Barbarian

Appropriate Alignment: Chaotic evil

Overview

Hailing from the far north, ogres are giant-kin, freakish descendants of corrupted elder fey. They are cruel, savage, primitive, and destructive. They have little culture of their own, and are more animal than intelligent being. They forge no lasting alliances, following whatever catches their interests at the moment...usually food.



Role & Rank

Ogres are unreliable and thoroughly unsuitable for service in occupied territory. Even on the battlefield, where they are most comfortable, they often kill as many of their allies as they do the enemy. Commanders use these giant-kin sparingly, and only in massive battles where they can be used to best effect...and where the enraged beasts are likely to be put down by the enemy before the Shadow's minions have to do it.

Race Relations

Since ogres are carnivores and they prefer feasting on sentient flesh rather than livestock, they have few allies. Like bugbears, they are wild and dangerous, and any good gained from their service is quickly overshadowed by the massive quantities of food they eat and the destruction and chaos they create.

Ogre Characters

Ogres in MIDNIGHT are giants with the following racial traits:

- +10 Strength, -2 Dexterity, +4 Constitution, -4 Intelligence, -4 Charisma.
- Large size: -1 penalty to Armor Class, -1 penalty on attack rolls, -4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying limits double those of Medium creatures.

- Space/Reach: 10 feet/10 feet.
- An ogre's base land speed is 40 feet.
- Darkvision out to 60 feet.
- Racial Hit Dice: An ogre begins with four levels of giant, which provide 4d8 Hit Dice, a base attack bonus of +3, and base saving throw bonuses of Fort +4, Ref +1, and Will +1.
- Racial Skills: An ogre's giant levels give it skill points equal to $7 \times (2 + \text{Int modifier, minimum } 1)$. Its class skills are Climb, Listen, and Spot.
- Racial Feats: An ogre's giant levels give it two feats.
- Weapon and Armor Proficiency: An ogre is automatically proficient with simple weapons, martial weapons, light and medium armor, and shields.
- +5 natural armor bonus.
- Automatic Languages: Black Tongue (1). Bonus Languages: Norther.
- Level Modifier (including racial HD): +6.

Oruks

Rank: +2

Appropriate Class: Fighter

Appropriate Alignment: Lawful evil

Overview

The greater orcs are the elite troops in Izrador's armies. Larger, stronger, and far more disciplined than standard orcs, yet still subject to Izrador's nightmarish exhortations and whispers, oruks are superior to orcs in almost every way. Oruks are a union of orc male and ogre female, and as such do not have their own culture. They are a super-soldier race, and were intended to be capable warriors that could lead lesser orcs to victory. Because of a strong racial identity, however, or perhaps merely an instinct accidentally bred into them, the first oruks resisted attempts to make them leaders and commanders. Whenever given leave to do so the oruks drifted toward their own kind, living and fighting exclusively among their fellows in almost functional impromptu families. After the Last Battle, their masters ceased forcing them into positions of command, instead letting them form oruk-only units that are used as shock troops, line breakers, and commandoes. Oruks maintain their gear and their encampments with pragmatism but orderliness, not quite at the level of the ironbound hobgoblins but far short of the bestial chaos of orcs. They follow orders, make suggestions and independent decisions when necessary, and are the first to engage in combat and the last to break, if they ever do.

Role & Rank

Oruks are valued for their tactical minds, combat capabilities, and discipline, and so they rise very quickly through the military ranks. While they might make acceptable legates, they're too valuable on the battlefield to waste in the temples, and so such characters are rare. Likewise, oruks are always used on the front lines rather than wasted in the occupied territories, and when in combat are surrounded by lesser troops to prevent their being picked off by snipers and ambushes.

Race Relations

Orcs are generally respectful of their larger kin, and somewhat in awe of the fact that they were not born of the mother wives of Izrador. The kurasatch udareen have very little power over them. Though the two races mingle amongst their tribes, they quickly separate when mustered for battle. Oruks have proven very capable and have acquired a reputation for efficiency, making the Shadow's other minions envy them and his enemies fear them.

Oruk Characters

Oruks are giants, but are also considered orcs for effects that specifically affect that race. They possess the following racial traits:

- +8 Strength, +4 Constitution, -2 Intelligence, -2 Charisma.
- Large size: -1 penalty to Armor Class, -1 penalty on attack rolls, -4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying limits double those of Medium

creatures.

- Space/Reach: 10 feet/10 feet.
- An oruk's base land speed is 30 feet.
- Darkvision out to 60 feet.
- Racial Hit Dice: An oruk begins with three levels of giant, which provide 3d8 Hit Dice, a base attack bonus of +2, and base saving throw bonuses of Fort +3, Ref +1, and Will +1.
- Racial Skills: An oruk's giant levels give it skill points equal to $6 \times (2 + \text{Int modifier, minimum } 1)$. Its class skills are Climb, Knowledge (northern reaches), Listen, Speak Language, and Spot.
- Racial Feats: An oruk's giant levels give it two feats.
- Weapon and Armor Proficiency: An oruk is automatically proficient with simple weapons, martial weapons, light and medium armor, and shields. Also, oruks have weapon familiarity with all vardatch variants.
- +2 natural armor bonus.
- Automatic Languages: Black Tongue (1) and Orcish.
- Bonus Languages: Any except restricted tongues.
- Favored Class: Fighter.
- Level Modifier (including racial HD): +5.

Brute Archetypes

Most brutes serve the Shadow because it gives them the chance to lord their might over others. Of the three described in this chapter, the oruk is the only one that serves out of loyalty to the dark god. The bugbear serves because his values mirror those of his master and he is afraid to defy him, while the ogre merely wants to eat, kill, and eat some more.

The Leader

You are an anomaly. You have a sharp mind (or at least, sharp compared to the rest of your race) and a good sense for tactics. You also have ambitions: You want to command, to lead, to gain glory, and rise in the esteem of your master.

The Savage

Some call you a beast, a rampaging animal that knows no discipline, no restraint. Maybe they're right. Maybe they're wrong. Maybe you'll just eat them and not worry about it.

The Soldier

You fight for your master, not because you think he's right or wrong, but because it's your job. You're not going to take any risks you don't have to, but if you're given an order, you'll do what's required.

The Thug

It's all about the power. Others have it and you want your share. You have the strength, the power to make others quail before you, so why not exploit it?

CHAPTER 2

Training and Treachery

He waited. It was dark in the alcove, and cold. Very cold. But every spot in Theros Obsidia was cold.

To pass the time, Abelard studied the knife in his hands. It was a simple blade, about eight inches long with a sturdy crossbar and long iron hilt wrapped in stained leather. He used the knife in his rituals, hence the stains on the grip. His master had given the weapon to him, and Abelard intended on returning it to him tonight.

He knew this was the only way, the only avenue for him to travel the path of power. He heard Salina's voice. "You don't stand a chance at promotion unless you eliminate the obstacle." His skin flushed with desire at the memory of her throaty whisper against his ear.

Footsteps. The acolyte crouched deeper in the shadows, clutching the dagger in a reverse grip like he was taught, his thoughts bending toward death.

"Just as I told you sir, in the shadows, there. An assassin," said a female voice. A familiar, throaty voice. In the span of just a few moments Abelard's heart had beat with first lust, then malevolence, then rage, then fear. And then, as his master completed the words of his spell, Abelard's heart ceased to beat at all.

There are great rewards for those who give themselves to the Shadow. Such service is not without risk, however. A would-be servant's success or failure depend on his ability to maneuver through the convoluted intrigues and conspiracies riddling every level of the Shadow's forces. This chapter describes the roles Izrador's servants can play in that hierarchy, whether they are savage barbarians used as shock troops or cunning legates who perfect the art of politics in the shadowy halls of Sunulael's demesne. Additionally, this chapter introduces a new system of allegiances that lends depth to an evil campaign and its characters, using shifting loyalties, ruthless ambitions, and moral ambiguity to spice things up for players and DMs alike.

Classes

The hands of the Shadow serve many purposes, from hacking apart the hated fey to preaching Izrador's message to the rabble, from rooting out subversive resistance elements to scouring the land for relics of the past. The choice of character class for Shadow characters determines not only their capabilities, but also their role and level of authority within the world.

Barbarian

Rank: +0

Background

Barbarians in general, and barbarian orcs in particular, are the devoted, hate-filled warriors that make up the strong arm of Izrador's armies. Whereas characters with warrior levels are the weak fodder used to spring ambushes and stand guard duty, the barbarians are the dangerous core of the military machine's assault teams. They are bestial, wild savages who know no restraint, and they exist only to spread death and destruction in the name of their dark master. Barbarians that are not in the army might be broken and insane dwarves, Northerners who drink away their shame and sell their swords for the highest bidder, or even feral halfling slaves.

Role & Rank

Since barbarians are often grunts, there is little opportunity for one to rise in rank and status outside of proving himself in battle. A barbarian who consistently survives combat after combat gains the respect and fear of his fellows. Few commanders can ignore such burgeoning loyalties for long, lest the soldiers prop up their hero as their leader. As a result, successful barbarians are given symbolic or small responsibilities as a reward for their fighting skills. But those with a canny mind and sense for tactics can easily outstrip their fighter counterparts.

Races

Most of Izrador's barbarians are orcs; the class is rare among his other races since hobgoblins and oruks are too disciplined, goblins too frail, and bugbears too cowardly. Barbarian humans are rare except among the Dorns. A combination of their fuming frustration over their people's defeat, their traditional appreciation for strength and force of arms, and a lack of formal training make barbarians more common than fighters among the Shadow's Norther minions.

Channeler

Rank: -2 (+1 for elves or female orcs)

Background

Izrador's agents systematically hunt down channelers, scouring the land for renegade spellcasters. Sweeping through communities, using their talents and the keen senses of their astiraxes, they root out any with even the smallest talent. The young ones are taken to the orphanages where all their old loyalties to family and friends are stripped away, to be replaced with an unflinching loyalty to the Shadow and the Order. Adult casters are given a choice: Serve the Shadow in life, or serve in death.

Ranks and Classes

Each combination of character class, race, and rank has a certain value to the Shadow. Generally, the further a member of a race deviates from his people's common roles, and the higher his station, the harder it is for him to gain the next plateau of authority or prestige. This ensures that individuals are more likely to advance along channels that make them useful to Izrador; if they do not, they are punished with ostracism, frustration, or even downright physical abuse until they prove themselves worthy or move back into line. This process is inefficient and rife with infighting, bitterness, and disobedience, but works surprisingly well considering that it is not overseen by any organized body.


Advancement through the hierarchies is also a matter of survival of the fittest. Soldiers who prove themselves in battle could ascend quickly through the ranks, but must always beware the blades of their underlings, even in the middle of combat with a common foe. Legates must master knowledge of the divine and of spellcasting, while still guarding against the betrayals and intrigues of their order. Rogues and wildlanders are less needed but still in demand, whether as scouts, emissaries, spies, or assassins. However, along with defenders and even channelers, these peripheral roles have fewer opportunities to advance, and thus have less influence among the Shadow's forces.

Just as with the races described in **Chapter One: Blood and Bone**, each class includes a rank entry. To determine the character's rank modifier, sum the rank entries for both race and class, and compare the result to **Table 3-6: Ranks**.

Role & Rank

Corrupted channelers tend to either be avoided if human or orc, feared if elven, or despised if any other race. Even the orcs, who usually only respect strength of arms, respect channelers for their power; it is similar, after all, to that of their own beloved mother-wives of Izrador, the kurasatch udareen. Corrupted channelers must constantly demonstrate both evil and loyalty to the Shadow if they are allowed to run free; far more are fed to Ardherin's prison in the Arteries (see *Sorcery and Shadow*) or sacrificed to a black mirror than are allowed to serve the dark god.

Despite their power and potential, channelers are therefore exceedingly rare among the Shadow's minions. Even if they were not so often hunted, imprisoned, or sacrificed, the



armies do not have the infrastructure to support them or the tactical knowledge to use them well. Likewise, the legates are jealous, and even fearful, of those who tap into a source other than Izrador, and bend those with even minor spellcasting potential toward the divine arts rather than the channeled.

Races

Of the sanctioned channelers, female orcs are by far the most numerous, but are also rarely seen south of the Northern Marches. They have incredible status within their tribes, being the current or future leaders of their people. Channeling is a female talent in the eyes of the orcs, and male orcs discovered to have some channeling ability are drowned or killed outright to preserve matriarchal dominance.

In the south, humans are the channelers most likely to be accepted by the Shadow. Some elf channelers become corrupted as well, betraying their kinsmen out of despair or through some twisted attempt to save their race; these believe that their race's magical lore is more important to preserve than the actual lives of their kin.

Defender

Rank: -3

Background

Traditional defenders don't work for the Shadow. If a defender happens to be fighting for Izrador, it's because he's been corrupted, forced by circumstance, or he's a double agent, working against the enemy from within. Far more common are slavers and bounty hunters who simply train to capture and subdue rather than kill; for them, fists and feet are more innocuous and less expensive than blades and bows.

Role & Rank

Some defenders who fight for the dark god are double agents. They insert themselves among their enemies to learn more about them. Some missions are short, intelligence-gathering affairs, while others necessitate a deeper commitment, forcing the defender to do things and act in ways he otherwise would not. These have whatever role and rank their cover identity would have.

Those who are truly corrupted, on the other hand, are simply seen as fools or weaklings. Without arms and armor to make a show of strength, the Shadow's more savage minions do not respect them. Meanwhile, the fact that they can fight without either sort of equipment makes the Shadow's more cunning minions distrust and suspect them.

Races

Fey defenders are unlikely to have survived amidst the Shadow forces long enough to be part of a Shadow campaign, and orcs have little reason to follow the path. Most defenders

in a Shadow campaign are therefore human spies and agents who have learned to work their evil without resorting to weapons, bugbears who appreciate the ability to inflict pain with their bare hands, and bounty hunters and slavers who see their targets as too valuable to harm.

Fighter

Rank: +1

Background

Whereas barbarians make up the core of Izrador's assault teams, it falls to his fighters to lead them. Fighters make more capable, if less respected, leaders, because they not only have formal training in the fighting arts, they also have the opportunity to adopt leadership skills or to pick up knowledge of tactics, siege equipment, and the like through their choice of the warrior's way (see *M2E*, p. 85). Throughout the occupied territories, Jahzir has established and reopened a number of fighting schools to train orcs, oruks, and a few selected men loyal to him to become not only effective combatants, but also to be skilled leaders. Since the resistance has no such institutions, Jahzir is cultivating a decided advantage over them: His ranks swell with skilled leaders and tacticians while his foes must learn their trade in trials by fire.

Role & Rank

Fighters are in high demand in Izrador's armies. Even an inexperienced fighter can find himself entrusted with an entire squad of barbarians or assigned to a special unit. While he may not have the raw destructive capabilities of those under his command, he has the tactical sense that enables him to take advantage of their strengths and minimize their weaknesses. Skilled fighters find a place as elite warriors, shock troops, and ranking officers. As elite soldiers they may undertake special missions, guide more expendable troops in engagements, or serve as special reinforcements to shore up a flagging line. The highest-level fighters gain significant commands, leading entire companies or battalions, sometimes even holding council with Jahzir himself.

Races

Most of Izrador's fighters are oruks. They may not be the most intelligent combatants, but they have the discipline to learn the fighting techniques of Jahzir's academies. On occasion orcs, hobgoblins, and humans are allowed to study there as well (though the hobgoblins' own racial upbringing tends to provide all the martial training they need). Human fighters are still rare, given that few among the occupied lands are granted the right to train and practice with armor and weapons. Among the other races, dwarves are the most likely to produce fighters.

Legate

Rank: +3

Background

The Order of Shadow has existed in one form or another for centuries, suffering setbacks with each of the dark god's defeats. But thanks to Sunulael's efforts, the Order of Shadow has finally grown mighty, spreading its wickedness to expand Izrador's message of obedience to the oppressed people of the occupied lands. The Order presents a unified face, seemingly a monolithic entity invulnerable to any attack. The truth, however, is that it is anything but united.

The Order is deeply divided, rent asunder by old grudges and affronts. A schism has formed, with one side, the Cabal, clinging to the old ways and resenting what they see as an imposter at the head their ancient cult. The other, the Devout, consists of the relatively new priests, those legates who follow the dreaded priest of Shadow, Sunulael. Divided by theological views as well as geographical ones, both sides jockey for control, fighting a secret war of intrigue and betrayals, creating countless fractures in Izrador's control within which the resistance can take root.

Role & Rank

For ambitious servants, the path of the legate is the surest means to power, but it could also be a quick path to death. Regardless of which faction a legate serves, there are opportunities aplenty for advancement within the dark church. The Order of Shadow has a rigid hierarchy divided generally between four tiers: lesser, temple, greater, and first (a position occupied by Sunulael himself). In addition, there are the soldier legates, who splinter off from the lesser legates. All of these levels are spread throughout the various sects within the Order, such as the Keepers of Obsidian, the Sisterhood of Tender Mercies, and the reviled Witch Takers.

Races

Humans, whether they be Dorns, Erenlanders, or Sarcosans, are by far the most common legates. A few rare orc males become legates; these are kept to a minimum because of the Order's distaste for these "savages" and because the orcs themselves are raised to believe that only females may commune directly with Izrador. Of the other races, it is unheard of for them to even have the ability to channel Izrador's divine magic, much less be accepted into the Order. A handful of aberrant goblinoid or fey legates may exist, but across all of Eredane their combined numbers would be in the single digits, and they would have learned their trade outside of the aegis of the Order.



Rogue

Rank: -2

Background

Though rogues never attain the status of fighters or legates, they are important figures in the occupied lands. A few take up with the Shadow after trying their hand at banditry or thievery in the cities. Once captured, they are given a choice: Serve or suffer. But most join the Shadow intentionally, lending their skills to Izrador's dominance of the land. Rogues may begin as spies and informants, but those who hone their fighting skills can find a place as an assassin or enforcer in the employ of a powerful master. Many a rogue now lives a life of comfort after having eliminated a few key Traitor Princes or sussars.

Role & Rank

Rogues are one of the most common character classes among those who serve the Shadow. Every Night King, legate, and traitor prince has use for these versatile characters, employing them as spies and assassins, and the high likelihood of death on their missions ensures that more will always be needed. Rogues are also essential to the war effort; when a squad of orcs considers entering a dangerous cavern

held by a force of doughty dwarves, a canny field commander sends a few rogues to scout the area, sabotage any traps and defenses they can, and eliminate commanders. The Order uses rogues to eliminate rivals, to spy on its peers, and to monitor rebellious trends in Shadow-held territories.

Races

A member of any race can serve the Shadow as a rogue, and the small folk of Eredane in particular tend toward that character class. Goblin “sneaks” are useful in both Erethor and the Kaladrans. Gnome rogues tend to be spies and collaborators, funneling information back to their masters. Halfling rogues are almost always assassins; even serving the Shadow, some part of them still delights in murdering Izrador’s servants.

Wildlander

Rank: –1

Background

Whereas the wildlanders of the resistance and the fey are courageous defenders and determined guerilla warriors, those who serve the Shadow are either trained military agents or self-taught survivalists who have come in from the wilds to sell their services. Some wildlanders walk the middle line, surviving on their own in the wild while avoiding Shadow and resistance forces alike. If apprehended, these solitary mercenaries would likely lend their services to whichever side offered them the best pay or threatened them with the more terrible fate.

Role & Rank

Wildlanders are far less common than barbarians, warriors, or rogues, but they can be formidable agents for the dark god. They are his cruel killers, relentless bounty hunters, and sinister scouts. They aid the legates in ferreting out channels and are instrumental in retrieving runaway slaves and locating hidden enclaves. Wildlanders are also used on the front lines against both the dwarves and elves to find ways around, under, and through their defenses.

Races

Corrupted wildlanders are traditionally humans, though there are occasional half-breed wildlanders as well. Goblinoids sometimes seek out training as wildlanders in order to advance their station in the Shadow’s hierarchy. Corrupted fey wildlanders are unheard of, given that their training usually comes with a strong racial loyalty and an

abiding respect for nature. Conceivably, however, a beleaguered fey wildlander could become so overwhelmed by her task and so focused on nature that she surrenders to the dark god, offering to ferret out resistance enclaves and hidden villages in return for the wilderness she so loves being spared the axe and the fire. Finally, a rare few wildlanders work as spies for the resistance, pretending to aid their sinister masters only to lead them into lethal ambushes.

Allegiances

Life as a servant of the dark god is full of peril. Shifting alliances, unexpected betrayals, and naked ambition can raise an individual to power just as swiftly as they can tear him down. Wise characters declare their loyalty to the mighty and influential, offering their allegiance in exchange for rapid ascent or to secure what they have attained from those who would take it for themselves.

To reflect these various factions, this chapter introduces an optional system of allegiances. While all (or most) characters in Shadow campaigns pledge service to Izrador, their more immediate loyalties may lie elsewhere, with some individual, some concept, or some faction within the dark god’s legions. Allegiances do not provide an in-game benefit, but rather act as a roleplaying tool, a device to help define characters and the relationship they have with other PCs and with NPCs.

When you first create a Shadow character, you should select three different allegiances from those listed below. If none match your character concept, work with your DM to find something suitable. Once you make your selections, rank them from 1 to 3, with 1 being the strongest allegiance and 3 being the weakest.

Changing Allegiances

Over the course of play, circumstances may conspire to change your character’s outlook towards his chosen allegiances. Characters who have been betrayed by the object of their allegiance may find their devotion start to flag and perhaps even dissolve completely. Attaining a new level is a good time for a character to revisit his allegiance priorities and rearrange the order or even replace some completely. As a rule of thumb, your lowest (third) allegiance should be the one you replace if you pick up a new allegiance due to anything other than a major betrayal or revelation.

Using Allegiances

Allegiances are roleplaying tools first and foremost. They help players prioritize what is most important to their characters, aiding them in making difficult choices when circumstances force them to choose between two undesirable courses of action. They can also act as plot hooks, motivating the PCs to perform certain actions or travel to certain desti-

nations. The PCs' common allegiances might even be the only reason they remain together. In theory, a character should consciously support and advance the aims of his first allegiance, while keeping in mind the needs of the second and third allegiances where possible.

Optional Rule: Allegiance Benefits

DMs may wish to offer some tangible benefit for PCs' choices of allegiance. As always, circumstance bonuses and penalties should be used as the DM sees fit, and are especially appropriate when a PC interacts with others who have either very strongly similar or diametrically opposed allegiances. As a rule of thumb, when characters that share one or more allegiances interact (and those shared allegiances are known), the characters gain a +2 bonus to Charisma-based checks. If one character has more authority than the other, his bonus increases by +1 per point by which his rank modifier exceeds the other character's.

What follows are the most common types of people, organizations, and concepts to which Shadow characters may bind themselves.

Church

There are two overarching factions within Izrador's church. The first is the Cabal, those legates who preceded Sunulael and control the north. The second is the Devout, which consists of Sunulael and his loyal followers. Within these groups are even more factions, each furthering their own interests, arguing over how best to bring low the opposing faction and jockeying for power within their own.

When you select the church as one of your allegiances, you should determine if your loyalties lie with the Order as a whole, with the Cabal, with the Devout, or with a sect like the Keepers of Obsidian or the Sisterhood of Tender Mercies.

Goals

All legates in the Order work for the same purpose: to expand the influence and power of Izrador. But the fact is that few of the factions agree on how to achieve this end. The Cabal sees Sunulael as an imposter, a wretched thing that attained his power through circumstance rather than merit. They believe that the Priest of Shadow is in fact a barrier to Izrador's realizing his true power. Of course, the Devout disagree. To them, the Cabal breeds treason, and the very actions of these self-righteous and jealous legates weaken Izrador's hold on Eredane. In short, both sides would see the other destroyed.

Punishment and Rewards

Characters that have the church as one of their allegiances benefit from increased mobility, better access to equipment, and the respect and fear the Order evokes from the common person. Those who serve the Order well ascend the ranks quickly, gaining freedom and influence. Should a

DM Note: Using Allegiances

Since most, if not all, characters in a Shadow campaign are evil, allegiances help establish salient motivations for characters to do what they do. Characters may choose to keep their allegiances hidden, working to advance their own goals, which may or may not be at odds with their mission. Such complications clearly reflect the weaknesses within the Shadow's agents, and helps underscore how and why the resistance has been able to continue its struggle to resist destruction.

character falter or fail one mission too many, however, he can lose this status just as quickly, and may join the countless slaves who are sacrificed to Izrador.

Allies and Enemies


The church has few allies. The military resents its presence and meddling, such that against the dwarves and elves, legates are relegated to an advisory capacity and shunted to the outer edge of the planning councils. But the church's true enemies are within. Old grudges and rivalries make life as a legate (or even as one of their servants) extremely dangerous. An assassin could lurk in any shadow, and poison could wait in any cup.

Military

The Shadow's military is massive, powerful, bolstered by seemingly innumerable soldiers...and it is also bloated and inefficient. Two orc conscripts replace every orc that falls in battle, but they fall with alarming regularity. For each army massacred, more troops muster in the north, waiting for their turn to fight for Izrador. Casualty rates are high, but despite the appalling losses, there is intense loyalty in the Shadow's armies. Such devotion may be to the entirety of the fighting forces, but it's more common to pledge allegiance to a single army or even company.

Goals

Those who are loyal to the military follow orders. The objectives may be simple—take that hill, explore that warren, kill all the humans in that village, and the like—but these mundane goals shape a soldier's existence. Interestingly, a soldier's loyalty to the war effort as a whole may outweigh his concern for a mission or a commander. In such instances,



veteran soldiers or commando units may rebel against pointless orders or replace (i.e., murder) an incompetent commander to preserve the integrity of their unit.

Punishment and Rewards

Jahzir and his commanders impose strict discipline on the soldiers who serve them. They expect their troops to advance as directed, never to retreat, and to die fighting. Those who follow orders well, who achieve victory despite disobeying them, or who arrange for the deaths of their superiors without being caught, advance in rank.

Allies and Enemies

Soldiers' first and foremost concerns are for one another. Some troops may have specific ties of loyalty to their tribe, to Jahzir, or to a traitor prince, but only a fellow soldier and a capable commander can be relied upon when on the field of battle. When conflicts arise from within, it is from those who try to manipulate the soldiers. The Order of Shadow infects the armies like a cancer, the legates sowing dissent and factionalism among the ranks. Ambitious Traitor Princes use orc soldiers as chess pieces to achieve their ends. Even the Night Kings exploit the armies, blaming them for their failures and driving them into the teeth of their enemies in hopes of achieving glory for Izrador.

Night Kings

Despite significant power and nearly unlimited authority, the Night Kings do not universally command the loyalty of all of Izrador's servants. Undoubtedly, many see these dark champions as demigods, beings of such incredible power that they must surely be Izrador's will given form. This perception cultivates a large following of servants who gladly give their lives for their immortal masters. Such allegiance is only ever bound to but a single Night King, however, since these masters are jealous of one another and plot and connive against their rivals to gain the favor and esteem of the dark god.

If you select a Night King as one of your allegiances, select Ardherin, Jahzir, or Sunulael. Zardrix has no mortal servants other than her kobold caretakers.

Ardherin

Ardherin is the traitorous ex-consort of the Witch Queen. Seduced by the Shadow into believing he could master demons, he was captured, corrupted, and twisted. Now, centuries later, Ardherin is a wretched thing, a tool of the Shadow, but a canny one...one whose goals may or may not coincide with those of his master.

Goals

Though compelled by Izrador to commit himself and his vast array of servants to destroying the elves, Ardherin is more than just an agent of destruction. Certainly, he works his magic to unravel the wards that protect the mighty forest, dispatching demons, elementals, and shadowspawn to support the orc armies while sowing destruction of their own. However, he is also tasked with locating power nexuses, binding spirits to Izrador's service, and uncovering ancient magical relics and artifacts. Those who serve him are expected to further whichever of his goals he sees fit. Ardherin is also keenly aware that his rivals have no love for him, and so he sometimes uses his minions to monitor the activities of Sunulael and Jahzir.

Punishment and Rewards

Of the three sentient Night Kings, Ardherin is probably the least volatile master. He is cruel, but almost mechanically so; why vent rage or frustration upon a pathetic servant who might still be of use? The Night King's appreciation for mortal diversions also allows him to better empathize with his servants, knowing what pleasures would best delight them. He readily uses these rewards to motivate his minions, doling out ample distractions to keep them loyal and useful. Thanks to Ardherin's work at uncovering power nexuses and magic items and retrieving them from the insatiable mirrors, his servants also have access to far more objects of power than those of most other factions.

Only in the face of betrayal, something that Ardherin remembers all too well from his mortal life, does the sorcerer's darker nature reveal itself. Those who intentionally betray him are handed over to his demons and subjected to much the same torments that he himself endured at Izrador's hands. The screams of the tortured sound for days, sending chills even through those who have the sorcerer's favor.

Allies and Enemies

No orc can shut out the images that Izrador sends him nightly, of elves slaughtering helpless orc women and defiling orcish warrens. These supposedly historical visions are then relived on a regular basis by troops assaulting Erethor, subjected as they are to the elves' cruel arrows and cunning blades. The Shadow's preferred soldiers therefore have no love of Ardherin, for they cannot see past his pointed ears and narrow features to the evil so like their own. Whispers of his unwillingness to embrace Izrador also permeate the Order, suggesting to many legates that Ardherin is an ally of circumstance, a fickle minion who could change sides at a moment's notice. Thus, few trust him or his servants.

On the other hand, Ardherin has made great strides in breeding and binding all manner of strange and terrifying creatures. Counted among his servants are elementals, devils, demons, true fey, and more. All are bound to him by magic and blood, and some are loyal as only those who have no will of their own can be.

Jahzir

The Sword of Shadow is the high general of all of Izrador's armies. A fearsome warrior of immense skill and terrifying capabilities on the battlefield, his name is reviled throughout occupied and free lands alike. As the master of the Shadow's legions, it is his task to crush the last of the dwarves and mount a successful invasion to destroy the elves. His inability to achieve these goals thus far has cast a pall over his past successes, and most wonder if Izrador grows weary with his excuses.

Goals

Jahzir is entrenched in a dangerous game. The Shadow's anger over his failures to finish off the last hold-outs shames and worries him. The Sword of Shadow moves swiftly in the east, hoping to crush the dwarves completely before turning his full attentions on the entrenched elves. The first task is monumental on its own, much less following it up with an assault on Erethor, but he has little choice. Sunulael gnaws at his flanks and sows discord in his ranks, so Jahzir does his utmost to intensify Sunulael's own troubles: those within the Order itself.

Punishment and Rewards

Given the pressures bearing down on him, Jahzir is rapidly losing patience with his legions. Failure after failure reflects poorly on him and suggests that his tactical mind and incredible power are not so terrible as the world believes. As a result, Jahzir has passed a series of brutal edicts among his armies, rewarding failure with humiliating public executions. Even minor infractions are punished by extensive torture to remind the wayward servants about the gravity of their mission and the value of duty. Since putting these measures in place, fear has spread through the ranks and most, if not all, throw themselves onto the axes and arrows of their enemies rather than face cruel punishment at Jahzir's hands.

Though an intimidating master, Jahzir is not stingy with rewards for those who show true merit. Those who serve him well rise quickly in station and esteem. He distributes the best weapons and accommodations to his best troops, though such attentions always mean more dangerous missions and graver consequences for failure.

Allies and Enemies

Jahzir's anger and power are legendary, earning him nearly universal respect and fear. This fear mingles with ambition to become the primary motivation of Jahzir's minions, whose struggle to outdo one another is fierce. However, these lieutenants and generals must often compete with one another from a distance, racing to win victories for their dark master.

A more significant enemy, however, are the Devout. These conspiring legates serve their undead master well, working to seed doubt and unrest in Jahzir's forces. When there is an assassination amongst the armies, many troopers cast red eyes at the legates before they bother to look for resistance operatives.

Jahzir's role as the king of Erenland has earned him no friends among the Traitor Princes, only terrified underlings. They follow his example, ruling through fear rather than respect, and each is hungry for his peers' power. Because Jahzir spends so much time in the field, he rarely has the chance to thwart these plans personally, and is forced to rely on spies and operatives to monitor his "loyal" subjects.

Sunulael

Though southern Erenland is governed by Jahzir and a bevy of Traitor Princes, the true master of the south is Sunulael, the Priest of Shadow. Charged by Izrador to construct temples to house more black mirrors, he has an expansive web of influence that he uses to monitor all activity in the occupied lands. A horror to behold, Sunulael is death incarnate, an undead monster born from the darkest nightmares. Some claim he is insane; if this is true, somewhere in his madness is a clarity of purpose that fulfills Izrador's dark wishes.



Goals

As the First Legate, it falls to Sunulael to spread the influence of Izrador, train new legates, found new temples, and construct armies of Fell to supplement the orcs and other soldiers of Shadow. While he fulfills his commands in earnest, Sunulael is easily distracted by other diversions. He detests the other Night Kings, seeing them as obstacles to his growing closer to the dark god, while at the same time resenting them, seeing them as an insult to his own power and influence. The Priest of Shadow therefore spends much of his time plotting and discrediting his rivals. He has made much progress to this end, but the fractures in the Order are weakening his power base. Agents of the Cabal infest his temples, working against the Devout and diminishing the priest's influence. Thus, Sunulael must divide his time between his god's commands, his own rivalries and ambitions, and the very real danger of mutiny from within his own church.

Punishment and Rewards

Sunulael sees little value in life, and the fact that most of his legates are alive at all is a concession to the will of his minions. But should his followers displease him, he is swift with his punishments, destroying them to feed his mirrors or murdering them so they can serve him more efficiently as undead. Ironically, this latter punishment is little different from Sunulael's favored reward, save that those who serve him effectively are allowed to take their own wills and memories with them into the long night of undeath. Having long forgotten what it's like to live, to feel the warmth of sun on his flesh or the comfort of food in his gut, Sunulael has little understanding of how else to motivate his minions. To the priest, there is nothing beyond Izrador, and those who serve him best should wish for nothing more than to become closer to the nature of the god.

Allies and Enemies

Though buttressed by the Devout, Sunulael faces enemies in every corner. His attempts to sabotage Jahzir's work have earned him the enmity of that Night King as well as that of his servants. Likewise, if Ardherin feared that Sunulael meant to move against him, or if he thought he could get away with it, the sorcerer would not hesitate to destroy his undead rival. Add to this the schism within the church, and Sunulael is left with few places to turn, save to his beloved Izrador... and the dark god is not one to offer aid to those who prove themselves so weak that they can't survive without it.

Race

It may be true that orcs are the "chosen of Izrador," and that oruks are the preferred shock troops of his generals, but they are not the only species who serve the dark god. All races have their own glorious histories and proud myths. Many strive to keep their race's reputation proud within the eyes of the dark god while others hope to one day earn that beloved gaze for their people.

When you select this allegiance, you should pick one race, preferably your own.

Goals

Your goals are simple. You must serve your people, and you must put their needs before all others. Even if you are not allied with the Shadow, such intense xenophobia can lead you to do terrible things, such as selling out criminals of another race or even attacking a group of refugees whose presence will most certainly bring down doom upon your own kind.

Punishment and Rewards

The greatest reward a character can hope to gain by giving allegiance to his race is to see his people thrive, to see them improve and carve a place for themselves in these uncertain times. There is no punishment for failing a people, aside from that race's inexorable slide toward extinction.

Allies and Enemies

Characters with an allegiance toward their race find their best allies amongst their kinsmen, who share the same ties of loyalty to their kind. However, selfishness, fear, and aspirations can turn even the closest families against one another. Conversely, these characters are often actively opposed by individuals who want the same glory for their own race. They too struggle for the favor of the dark god, and are more than happy to step over the bodies of their rivals.

The Resistance

The Shadow's final victory may appear imminent, but there are many who refuse to lay aside their hopes, to put down their weapons and submit to Izrador's terrible rule. Spread throughout the free and occupied territories alike are cells of resistance fighters who do their part to weaken the dark god's iron grip. They raid encampments, disrupt supply lines, murder legates, and destroy the Fell, all in the name of hope. Their efforts seem futile to some, but fighting is all they have left.

If you select the resistance as your first allegiance, select three others and rank them normally. You pretend to serve the factions of Izrador, but in truth you detest them and all that they stand for.

Goals

These brave or foolish individuals hope to dismantle Izrador's infrastructure by weakening key elements, sowing confusion, and inflaming rivalries and old grudges. The hope is that through careful manipulation, Izrador's fractious forces will do the resistance's work for them. Unfortunately, most double agents are found out and disappear. Even those who manage to remain hidden find their morality compromised as they struggle to maintain their disguises.

Punishment and Rewards

A double agent faces terrible punishments and gains few rewards. If discovered, he is beaten and tortured until the



interrogators wring every name, place, and plot from his body. The broken remains of the agent face an even worse end, depending on where she was caught. If among the armies, she might be eaten, assaulted, or crucified. Among the legates, such agents are given to the mirrors, or slain and raised as Fell. Traitor Princes may use more mundane but no less cruel forms of execution.

The rewards may seem meager: a few slain orcs, a raided supply train, a legate tricked into assassinating one of his own allies. They are small, but for those who have lost everything but their hate, they are enough.

Allies and Enemies

Characters in league with the resistance have enemies everywhere, and few friends. Their true allies are beyond reach most of the time, and if such friends came close, odds are that the double agent would be exposed. Thus, characters choosing the resistance as their first allegiance must use their other allegiances as cover to hide their true motives.

Self

Magic fails, friends die, allies betray, and races are exterminated. The only thing that a person in the Last Age can always rely on is himself. A mother might sell her own children for a warm meal and a comfortable bed. A townsman might choose his heritage over bonds of community or friendship. A commander might pay for his promotion with the blood of his own men. Characters with this allegiance trust no one and watch out for themselves.

Goals

Whether self is her primary, secondary, or tertiary allegiance, this character always considers her own survival, if not her profit and pleasure, when confronted with a situation. She thinks and acts in ways that improve her lot, even if it means circumventing orders or killing an ally. She may desire the sensual comforts of life more than any other reward, or she may simply want life itself, no matter how painful and pitiful.

Punishment and Rewards


Since their allegiances are to themselves, the only punishment these characters are likely to receive are when their cowardice, treachery, or self-interests run them afoul of others. This is particularly troublesome for soldiers and mercenaries who are expected to risk their lives on a regular basis.

Allies and Enemies

Most of Izrador's minions rank themselves somewhere within their top three allegiances. This means that enemies and allies are a matter of circumstance.

Traitor Princes

The Traitor Princes are all that remains of the old aristocracy that governed the Kingdom of Erenland. In exchange for power, wealth, and sometimes a dark magical taint that extends their lives, they betrayed their lands and loyalties. Throughout the south are lesser Traitor Princes known as false sussars, descendants of the old Sarcosan aristocracy.



These avaricious and petty nobles play games of political intrigue to expand their meager power base in a bid to climb in station and esteem. When taken as a whole, the Traitor Princes represent the very worst in humanity, the naked greed that enabled the Shadow to conquer the south.

When you select Traitor Prince as one of your allegiances, you should work with your DM to select a particular noble or puppet ruler set up by the Shadow.

Goals

Jahzir rules the Traitor Princes with an iron fist, having little patience for the treacherous serpents who govern his lands. But the call to war often keeps him from his seat of power, and as the battle for Erethor sinks deeper into a quagmire and the war in the Kaladrans picks up pace, Jahzir is absent more and more. The vacuum he leaves allows the Traitor Princes and false sussars to maneuver more freely, and in his absence, many wage secret wars with one another, using assassins and poison rather than berserkers and siege equipment. Minions are expected to protect their master, advance his cause, and if necessary eliminate rivals and other contestants to his position.

Punishment and Rewards

Traitor Princes keep their servants in line by offering them tantalizing rewards. They control the last of the luxuries and have access to the best foods and comforts. Servants who please their masters and earn their trust may sample these delights and could conceivably themselves gain access to the upper echelons of society. Those who fail or betray their masters face punishments that are less terrible than those dealt out by the Night Kings, legates, or orcs, but that are no less fatal. Branding, tattoos, and mutilations are common for minor offenses, while death by torture is assured for the worst offenders.

Allies and Enemies

Only in the rarest circumstances or most desperate times do Traitor Princes find common ground enough to unite. More often than not, they sell out their rivals in the hopes of sparing themselves from the worst of Jahzir's rages. Behind the court are nests of intrigues and conspiracies, with secret alliances constantly being made and broken. Assassins stalk the shadows, dishes are poisoned, and rumors spread like wildfire. Minions of a Traitor Prince sent out into the field may have a difficult time keeping up with who loves and who hates their master; as a rule, then, they do best to assume that everyone is an enemy.

Tribe

Most of Izrador's servants come from orc and goblin-kin tribes. They are taken from their people, compelled into military service or enslaved, and live and die by the fickle whims of their masters. It should come as no surprise that these minions might harbor a greater loyalty to their tribes and clans

than to their assigned commanders. Orcs show by far the most loyalty to their extended families, though ogres and goblin-kin have loose coalitions of warbands, families, and slave farms that they might think of as tribes.

Goals

Characters with an allegiance to a tribe fight to bring glory and honor to their people, seeking to spread their renown and improve their standing. They may take excessive risk and even sacrifice themselves in the name of the tribe.

Punishment and Rewards

Orc tribes are mostly concerned with their connection and placement in the convoluted hierarchy of orc society. Those who serve the tribe well gain better breeding rewards, fresh meat, and slaves, while those who consistently fail are sent back to their tribes to serve as overseers, or worse, as slaves. The tribes of other races have less power to reward or punish their scions, so those who further their peoples' causes do so with the hopes that they will have a chance to rise from anonymity and squalor along with them.

Allies and Enemies


Orcs who fight for the Shadow are expected to set aside their tribal affiliations in warfare. But despite the best efforts of the commanders, they still congregate in their tribal groups. Since there is a pecking order among the tribes, the orcs play out the struggles of the kurasatch udareen by tussling or even openly fighting. Duels occur with regularity, with each contest proving one tribe's strength over another. Of course, the results just drive the other orcs to distraction, creating more infighting and more unrest within their ranks.

Other

This chapter provides a foundation for developing your own allegiances, covering the most common ones available. But you may find that none really suit your character concept. Perhaps you'd rather hold yourself to an esoteric idea like justice, tyranny, evil, or conquest. You may devote yourself to your party, or maybe just a single person. The object of your allegiance could even be a place or an item. Regardless of your idea, it should work as long as it adds some depth to your character's personality and helps you make logical choices based on his interests. Be sure to work with your DM to determine those allegiances that best suit his campaign and the character concept you have in mind.

CHAPTER 3

Power and Privilege



Sordiza looked at her companions. It was an odd mix to be sure, but who knows the minds of the legates? An elf, a goblin, a halfling slave, and a bugbear: You'd think they'd be trying to kill each other. But the mission, the mission is always more important, and Sordiza was pleased with how well they set aside their differences. Of course, she wasn't so naïve as to think they weren't all secretly plotting some betrayal. Well, all but the bugbear, that is. She could hear its belly growling as she kneeled before their master.

The more she thought about it, the more it seemed that the legate wanted them to fail. The bugbear was so unbelievably stupid that on the last mission he had nearly given away their position to the resistance fighters so he could stand and scratch his privates. The goblin was obviously more comfortable on a worg than on his own two feet, but Sordiza had yet to see one of his mounts survive the first charge. And to jeopardize the mission by including an elf? It made no sense, but then, Sordiza's job was to get things done, not to question orders. Even if the legate was setting them up for the fall, the operative knew that Izrador was watching out for her. With the dark god's blessing, a little caution, and a lot of luck, they might prevail. And if they didn't? Well, the embrace of Izrador would be a pleasant thing, surely...

As shown in the first two chapters, a character's racial choice is a big part of determining his beginning capabilities. Bugbears and ogres have racial Hit Dice, while humans, dwarves, elves, and the rest have a number of racial features to give them edges when facing agents of the resistance. On the other hand, goblins are noticeably weaker than the other races, lacking the versatility, racial features, or raw power of their fellows. In some games such power imbalances may not be a concern (and may even be desired), but for sustained Shadow campaigns, some effort should be made to equalize characters of differing power levels.

This chapter describes several methods for balancing characters, providing guidelines for either adjusting a character's power using level modifiers (LMs) or adjusting his standing within the Shadow's forces using rank modifiers. These options should allow you to level the playing field so that players can use any character concept they like in service to the foul god of the north.

Advantages

Humans, elves, and orcs may all be on the same footing, but other races, like ogres and bugbears, are more powerful, while goblins are a great deal weaker. As described in the introduction, one way to balance the races is out is to use level modifiers. Simply let the players with the weaker races stack levels onto their characters until everyone is even, then start playing! You may find that the widely varying hit points and spellcasting ability that this traditional system espouses makes it difficult to provide an equal challenge to all members of a Shadow party, however. This method also forces an artificial starting level on your campaign that you might not have intended.

The following advantages are another, more fluid way to balance out the members of your Shadow party. Each advantage provides an LM that, while not actually increasing the character's level or HD, provides a minor or substantial in-game benefit. When choosing them, you need not just pick one method. A goblin character that needs to be on the same footing as an orc might benefit from an ability score increase as well as a rank increase. Work with your DM to determine the best suite of abilities to optimize your character for play alongside more powerful or weaker characters.

Beast Handler

In addition to the servitor races that sell their souls and lives to Izrador, the forces of Shadow make use of a variety of beasts. These creatures are used for scouting, tracking, and pulling down fugitives. The larger and deadlier beasts, though, are used for warfare.

The most common beasts employed are canines, since they are the easiest to train and the most loyal. Wolves and riding dogs are common among all races except orcs, who inherently see any smaller animal as meat. Some goblin-kin control breeding stock for more powerful and intelligent creatures, like worgs and krenshar. The first are most often seen in the care of goblins, though it is likely in this case that the worg is the true master and the goblin the "pet," even if the

goblin doesn't realize it. Krenshar, on the other hand, tend to travel with bugbears, while hobgoblins breed hell hounds as guard animals (treat as normal hell hounds, but their type is considered magical beast rather than outsider).

Beasts are completely loyal to their masters and never attack them unless magically compelled. Animals know a number of tricks equal to 3x their Intelligence score. It is assumed that the character has access to breeding stock to replace fallen beasts, such that a new creature will be available to replace a fallen one within 1d4 weeks, assuming the PC is in occupied territory; however, a character who makes a habit of getting his beasts killed may find his beast-breeding contact becoming surlier and surlier each time, eventually demanding payment, favors, or even refusing to supply a new beast at all.

The table below lists the effect of having a beast on a character's level modifier. Multiple beasts may be selected, adding the listed increase to the character's LM for each beast chosen. Beasts other than those described above may be trained and used, but since they are less common and less accepting of the Shadow's foul minions, they are more difficult to acquire.

Benefactor

From time to time, powerful servants of the Shadow acquire protégés. They use these lackeys to further their interests, train them to become more useful minions, and shelter them from the dangers inherent in serving the dark god. The benefactor might be a mid-rank legate or commander, or a significant power such as a Night King, powerful orc general, or traitor prince. The DM should work out all the details about the sponsor including the LM modifier, statistics, goals, and resources of the benefactor, as well as the reasons this figure took on the PC as an agent in the first place. If you're using the Allegiance system described in Chapter Two: Training and Treachery, the master should be one of the character's allegiances.

The character is subject to the commands of his master, undertaking a variety of missions on his behalf. The master likely has bigger plans for the minion, so these tasks will not be automatic suicide; those orders are best given to the PCs as a whole to test their mettle. Still, the agent's master will not in any way pamper or coddle him, exposing him to danger as much to test him as out of necessity. In exchange, the master protects his agent as best he can and provides what resources he thinks the agent might need. Should the agent be caught in possession of reading materials or illegal magics, for instance, the master might lessen the punishments he suffers, or if his home community is scheduled for a visit from a hungry orcish patrol looking to fill their cook pots with fresh flesh, the master would warn his agent to absent himself. Likewise, if the character needs a new sword, a special poison, access to another agent with specific skills or knowledge, or some other benefit within the power of the master, the character gets it.

Beasts

LM	Beast Gained
+1	Riding dog, wolf, or any unlisted CR ½ animal or magical beast
+2	Krenshar, worg, or any unlisted CR 1 animal or magical beast
+3	Hell hound or any unlisted CR 2 animal or magical beast

Table 3-1

Cavalry

Skilled cavalry have an immense advantage on the battlefield: Speed, mobility, and the advantages of height enable these warriors to rip through ranks of infantry. Of all the peoples of Eredane, the Sarcosans are the true masters of horseflesh. They are trained from birth to live, fight, and die in the saddle. Where possible, Jahzir has co-opted these riders, pulling them into his folds. Many have resisted, fighting a guerilla-style war in the plains, so a few units have taken to adopting Dorns, Erenlanders, and even hobgoblins into their ranks.

Human and hobgoblin characters can increase their LM in exchange for cavalry training and a free mount. For an LM increase of +1, the character gains Mounted Combat as a bonus feat and begins play with a light warhorse with light barding and tack. An LM increase of +2 grants the character Mounted Combat, a +2 competence bonus to Ride checks, and a Sarcosan-bred light warhorse (see *Star and Shadow*, p. 52) with a quirk of his choice and medium barding and tack. Finally, an LM increase of +3 grants the character Mounted Combat, a +4 competence bonus to Ride checks, and *either* a Sarcosan-bred heavy warhorse with a quirk of his choice, light barding, and tack *or* a standard heavy warhorse with medium barding and tack. If the character is a legate, he may exchange the benefits gained for a +2 LM increase to instead gain the service of a hadukar (see sidebar for details).

Connections

Who you know makes all the difference. A good contact can keep you in the know about the political undercurrents at work in Theros Obsidia, keep you abreast of battle plans, and even track developments in the resistance. A character who invests in connections has an established pool of informants and spies scattered throughout the region. For every +1 added to the character's LM, he gains one contact who acts as a spy, informant, or a dealer in hard-to-get goods. Each contact should be tied to a particular part of the Shadow's infrastructure, such as the Order of Shadow, military, or a traitor prince. The player and the DM should work together to define this character, coming up with a name, history, class, race, and role the NPC will play in the character's career. This contact should be a useful ally, providing the PC with a steady supply of good information that specifically benefits him rather than just acting as a plot hook or aiding the entire party. Mechanically, a character with a contact may add his class level to Gather Information and Knowledge (local) checks made in the area where the contact operates and pertaining to the contact's area of expertise. As well, the contact should provide some other benefits, such as procuring hard-to-acquire poisons and other equipment or to open doors for the character to access powerful NPCs.

The Hadukar

Animal handlers breed and train various types of creatures to house astiraxes, which accept the spirits' possession without resistance. Most legates employ wolves for their tracking and guarding abilities or ravens for their use as scouts, spies, and messengers. A few of the more martial or nomadic legates, however, take advantage of a special breed of horse known as the hadukar. These steeds are especially suited for housing astiraxes, are extremely easy to ride, and are known for their unflagging endurance and combat abilities. The only reason they are not more widely used is because of their scarcity. About eight of every ten born are twisted, malformed things, who scream for days before succumbing to the weight of their own corruption. Thus, gaining a hadukar is a distinct honor, something reserved for those legates with the most important missions or the best connections.

Creating a Hadukar

"Hadukar" is an inherited template that can be added to any horse. A hadukar uses all the base creature's statistics and special abilities except as noted here.

Hit Dice: Increase the base Hit Dice by 2d8. The increase to Hit Dice increases the base creature's base attack bonus, saves, and skill points.

Speed: Increase the base land speed by 10 feet.

AC: Natural armor increases by +1.

Attacks: The hadukar retains all the attacks of the base creature. If it does not already have a bite attack, it gains one as a secondary natural attack.

Damage: If the base creature gained a bite attack from this template, it deals 1d4 points of damage. If the base creature already had a bite attack, it increases the bite damage by one die type.

Special Qualities: The hadukar retains all the special qualities of the base creature. In addition, it gains all of the following.

Amenable: Hadukar are bred to be easy creatures to handle and ride. As a result, characters riding these animals gain a +4 competence bonus to Handle Animal and Ride checks.

Bonus Tricks: Hadukar begin play with three bonus tricks or one general purpose, in addition to its normal six tricks.

Vessel: The most important quality of these beasts is their willingness to accept an astirax. When threatened with possession by any spirit, a hadukar receives no saving throw.

Saves: Same as the base creature.

Abilities: Modify from the base creature as follows: Str +2, Con +4, Wis +2, Cha -4.

Skills: Same as the base creature. Note that the increase to Hit Dice grants hadukar additional skill points. These creature always invest these points in Listen and Spot.

Feats: Hadukar gain Alertness as a bonus feat.

Challenge Rating: Same as base creature +1.

Fell

Shortly after succumbing to injuries, the corpses twitch and writhe, their bodies filled with unfathomable wickedness. As they gain their bearings, they are aware of nagging hunger, a desperate craving for warm flesh. And thus, they shed the skin of their former mortality and walk the shadowy road of undeath, becoming an awful thing, a creature whose sole purpose is to feed on the living.

The Shadow makes extensive use of undead. If a soldier falls and then rises once more, is he not still useful? As a result, the armies of orcs and men are buttressed by legions of the walking dead—the Fell. For an LM increase of +2, a character may begin play with the ungral template. It's assumed the character has consumed enough flesh to keep him from sliding into the faengral template, but he must be vigilant in his feasting throughout play to prevent from degenerating into a ravaging beast. More than any other advantage, this one is a double-edged sword.

Rank Increase

Throughout the race and class descriptions are rank modifiers. As demonstrated later in this chapter, rank offers many benefits, including increased access to equipment, the ability to requisition troops, and to make key decisions that can shape the future of the world.



When increasing a character's LM through a rank increase, you should first consider the organization of which the character is a part. Obviously, legates would gain a religious rank increase, while fighters and barbarians would see a military rank increase. Others' authority depend entirely on their concept. For instance, a goblin rogue might have a civil rank or military one, though likely not a religious one. If he did, he'd be an anomaly, a unique servant who gained a place in the Order because of some special connection to the dark god, which is exactly the sort of thing that should set *Hand of Shadow* characters apart from the regular minions who serve Izrador. For every +2 increase to the character's rank modifier, his LM increases by +1.

Civil Rank

Though overshadowed by the religious and military hierarchies, the administrative branch is vital to the Shadow's plans. A strong and stable land allows the Night Kings to go about the tasks set before them. It falls to the Traitor Princes and false sussars to keep the population in check, using goblin-kin conscripts, human mercenaries, and a few orc troopers on loan from the military to ensure their continued control. Administrative characters who advance in rank become lesser bureaucrats or acquire petty noble titles.

Military Rank

Of all the branches of the Shadow, the military provides the easiest path to advancement. The more enemies one kills, the greater one's standing in the army. Characters starting out with a higher rank have circumvented the normal system of advancement, perhaps by saving the life of a commander on the battlefield or acting courageously in the face of almost certain death. Commanders watch for those who distinguish themselves since the demand for quality officers is always high—elven snipers pick off officers first.

Religious Rank

An increased rank in the religious arm of the Shadow's forces can occur through countless methods: a pure bloodline, prodigious talent, clever politicking, merciless assassination, or simply luck.

Spy

Espionage is a big part of how and why the resistance has managed to survive after centuries of brutal oppression. But as important as it is for the freedom fighters to monitor the activities of the Shadow, so too is it vital for the legates and the Traitor Princes to monitor what's going on under their noses. As such, every faction that fights for and against the Shadow uses spies to keep track of developments and look for opportunities to weaken their enemies.

If a character opts to play a spy, he must decide where his true loyalties lie, either with the Shadow or the resistance. The character might be a double agent, working as a spy for the resistance, but in truth really using his ties to the resistance to benefit his legate contact. In any event, this information should be kept from the other players to keep the character's identity a secret.

For each +1 to the character's LM, he gains a +4 bonus to any social skill check or Will saving throw that would force him to give away his true allegiance. For instance, the bonus would apply to a Shadow operative's Bluff or Disguise check when attempting to sneak into a resistance camp, or to a resistance spy's attempts to resist a zone of truth or detect thoughts spell cast by a spy-hunting legate. This bonus only applies when the character's loyalties are being questioned or his cover is at risk of being blown; for instance, it would never apply to a Hide or Move Silently check, nor to a Bluff check made while haggling or a Will save made to resist a mind-affecting spell during combat.

Disadvantages

Sometimes it's more advantageous to lower the LMs of a few more powerful characters, especially those with racial hit dice, than to increase the LMs of the rest of the party. In some situations, it may be possible to "buy" off drawbacks as indicated in the drawback's description. Whenever a character would gain a level, instead of advancing his statistics, he instead removes one -1 LM drawback. When all LM penalties from drawbacks are removed, the character is free to advance normally.

Flawed

Whether gained as a result of crossing an orc enforcer or simply from being on the wrong battlefield at the wrong time, characters with flaws are physically hampered by a permanent injury that did not properly heal. Alternatively, flaws may be caused by disease, malnutrition during childhood, or simply mundane birth defects. Goblin-kin characters that select this drawback may have multiple defects from the goblin scourge, or may "trade in" their racial -1 LM goblin scourge drawback for a -2 LM flaw.

Flaws marked with an * may be healed via the appropriate spell (*remove blindness*, *regenerate*, *heal*, etc.), but only after the character has completely "bought back" the LM of the flaw in levels, as described above.

LM -1

Clumsy: You are accident-prone. Take a -1 penalty to Reflex saves and a -2 penalty to all Dexterity checks and Dexterity-based skill checks.

Craven: You are a coward. Take a -4 penalty to all saving throws against fear effects.

Dim: You're not very smart, and you never will be, although you can pick up skills and learn languages anyway. Take a -8 penalty to all Intelligence checks and Intelligence-based skill checks.

Damaged Ear*: -2 penalty to Balance, Listen, and initiative checks.

Damaged Eye*: -2 penalty Search and Spot checks and -4 on ranged attacks.

Damaged Hand*: -2 penalty to Climb, Disable Device, Open Lock, Sleight of Hand, and Use Rope checks; -2 penalty to attack rolls with weapons in that hand, including weapons that require two hands to wield.

Foolish: You commonly make errors of judgment. Take a -1 penalty to Will saves and a -2 penalty to all Wisdom checks and Wisdom-based skill checks.

Frail: You lack the endurance to withstand hits. When determining your hit points for a class or racial level, reduce the Hit Die by one die type. For example, a frail channeler would gain 1d4 hit points per level instead of 1d6.

Hideous: Your face is a twisted mass of tissue. Your facial features are scattered about your head as if at random. You take a -8 penalty to all Charisma checks and Charisma-based skill checks.

Sickly: You are fragile and prone to sickness. You just barely survived whelping, the plague, or whatever it was that scarred you. Take a -1 racial penalty to all Fortitude saves and a -2 penalty to all Constitution and Constitution-based skill checks.

Unskilled: Regardless of natural intellect or athletic ability, damage to your brain makes it difficult to improve your abilities. All skills are always cross-class skills for you.

Weak: You are weak, although you've learned to use leverage and momentum to swing a weapon or wrestle. Take a -4 penalty to all Strength checks and Strength-based skill checks (including opposed bull rush rolls and opposed trip rolls, but not including melee attacks, grapple checks, opposed disarm rolls, and the like).

LM -2

Cataracts*: Your eyes are covered with a milky film or scar tissue, making it hard for you to see in light and making you blind in darkness. You lose any darkvision or lowlight vision you would normally have, automatically fail all Spot checks, and suffer a -8 penalty to Search checks and ranged attacks.

Deaf*: You suffer a -2 penalty to initiative checks, automatically fail all Listen checks, have a 20% chance to miscast any spells with verbal components, and obviously cannot hear what your allies are saying; on the positive side, you are immune to language-dependent effects.

Insane: Your madness manifests itself in stressful situations. Whenever you roll for initiative, you must also make a DC 10 Wisdom check. If you succeed, you act normally. If you fail, you act randomly as if under the effect of a *confusion* spell, substituting a random foe in place of the caster.

Curses

LM	Weakness	Ineptness	Madness
-1	-2 to one ability	-1 to all attacks, saves, and checks	10% chance to take no action each round in combat
-2	-4 to one ability	-2 to all attacks, saves, and checks	20% chance to take no action each round in combat
-3	-6 to one ability	-4 to all attacks, saves, and checks	50% chance to take no action each round in combat

Table 3-2

Your bout of madness ends when combat is over or after a number of rounds equal to the number by which you failed the check.

Lame*: A club foot or some other defect reduces your speed. You suffer a -2 penalty to Climb, Jump, Move Silently, Ride, Swim, and Tumble checks, a -2 to Reflex saves and Dexterity checks, and a -10 ft. penalty to base land speed.

Light Blindness: You are sensitive to light. Whenever you enter an area of bright light (such as sunlight or a *daylight* spell), you must make a DC 10 Constitution check. If you succeed, you are dazzled for as long as you remain in the area. If you fail, you are blind for a number of minutes equal to the number by which you failed the check.

Mute*: You cannot speak or cast spells with verbal components. You can only communicate using a sign language or via pantomiming (in which case you may only convey simple concepts, and characters trying to understand you must still succeed on DC 15 Sense Motive checks).

One-Armed*: One of your arms is either gone or completely useless. If you still have your second arm, you are nonetheless unable to carry anything with it or even use a shield with it; you also suffer a -4 penalty to Climb, Disable Device, Open Lock, Sleight of Hand, and Use Rope checks.

Oblivious: You don't pay attention to your surroundings. Take a -6 penalty to all Listen, Spot, and initiative checks.

Runt: You are small for your breed, forcing you to function in many ways as if you were one size category smaller. Whenever you are subject to a size modifier or special size modifier for an opposed check (such as during grapple checks, bull rush attempts, and trip attempts), you are treated as one size smaller if doing so is disadvantageous to you. You are also considered one size smaller when determining

whether a creature's special attacks based on size (such as improved grab or swallow whole) can affect you. Finally, you must use weapons and armor designed for a creature one size smaller.

Your space, reach, and carrying capacity remain those of a creature of your actual size.

LM -3

Blind*: You suffer a -2 penalty to Armor Class, are always considered flat-footed unless you have the uncanny dodge class ability, must move at half speed, and suffer -4 penalty on Search checks and on most Strength-based and Dexterity-based skill checks. All checks and activities that rely on vision (such as reading and Spot checks) automatically fail. All opponents are considered to have total concealment (50% miss chance) from you.

Head Trauma*: You suffer a -4 penalty on all attack rolls, saves, and skill checks.

Cursed

Those who cross a legate's path, if not killed outright, might be cursed as shown on Table 3-2: Curses. This both serves as a reminder of a master's or foe's displeasure, and also serves as walking, talking example of what happens to those who cross him. A character suffers either the weakness, ineptness, or madness for his LM reduction, not all three. However, levels of curses may be "mixed and matched," such that a LM -3 curse might cause a -4 to one ability and a 10% chance to take no action each round, or a -2 to three abilities, or a -4 to all attacks, saves, and checks.

These curses are inflicted via a secret ritual, unknown magic item, or other unique method; unlike normal curses, such as those caused by the *bestow curse* spell, a character cannot have the curse removed until he buys off the LM penalty. Every level sacrificed reduces the curse's intensity by one step, until the LM penalty is reduced to 0.

Enemy

Characters with the enemy drawback have a significant foe whose hatred may or may not be deserved. This enemy may be a rival or a superior. He would prefer not to act against the character openly, though if pushed, he will.

Enemies

LM	Enemy Strength
-1	Same level as character
-2	Character level +2
-3	Character level +4

Table 3-3

The DM should determine the particulars of the enemy, such as his statistics, motivations, possessions, and perhaps most importantly whether or not the PC knows his identity. The enemy becomes the character's foil, actively working to discredit the PC, lead him to harm, or even arrange to have him murdered. A character can remove the enemy by killing him (though such an act should have repercussions) or by diminishing the enemy's power through buying off the LM penalties.

Geas

Another technique to correct undesirable behavior is to saddle a character with a *geas/quest*. Legates make extensive use of this spell, especially when giving orders to minions whose loyalties are uncertain. The nature of the *geas* depends on the penalty. In all cases, the *geas/quest* spell is considered to have a caster level five more than the character's effective level, or the minimum level to cast the spell, whichever is higher. The particulars of the *geas* are up to the GM, but the restrictions imposed by the *geas* should grow in difficulty with the LM reduction. Examples include obedience to another character in the party, a commitment to a particular mission, or to secretly report to the caster with regularity about the group's activities. A *geas/quest* spell may be removed through normal means.

Obligation

A character may be entrusted with a powerful relic, terrible knowledge, or even an individual that, if it were to fall into enemy hands, could spell disaster for the character and those with whom he is aligned. For an obligation to warrant an LM reduction, there must be some significant consequence for failing to live up to its responsibilities. Suitable consequences could include being branded as an outlaw, receiving a crippling injury or curse, or even death.

Slave

In some sense, all of those who serve the Shadow are slaves: slaves to their own ambitions, to a life of paranoia and distrust, and to Izrador's corrupting will. But some characters' chains are more literal.

Characters who voluntarily become a slave can reduce their LM by 2 in exchange for being owned by another character. In theory, characters owned by NPCs are likely to be leant to other PCs, while those owned by PCs are bound to obey their wishes. The owner is free to respond to any act of disobedience in any way he likes, including having the slave killed, sold, or maimed. Such characters are broken things and take a -4 penalty to all Will saves, Charisma checks, and attempts to resist intimidation. Additionally, slaves effectively have no rank.



A character can escape slavery through normal means, such as by killing his master, running away, or being sold and released. However, doing so should be by no means easy, and the punishment for attempting the first two is slow torture and death. Most slaves have resigned themselves to a life of captivity, and think of it as better than living among the beasts in the wild or being hunted by their enemies. This disadvantage can obviously create intense conflict between characters, and should only be taken by players willing to roleplay their subservience and despair to the hilt. Attempts at escape or defiance should be an extremely rare event, and DMs may require a slave to make a check to resist intimidation any time he attempts to act against his master's wishes (even if his master is not present). Likewise, the player acting as the slave's master, whether permanent or temporary, should keep in mind that the slave is a valuable commodity who was difficult to acquire and is useful to have around. Realistically, he would not command the slave to risk his life at every opportunity, nor would he intentionally demean or provoke him if he ever plans to trust his life to the slave's in combat.

Even if a slave is released or escapes from his servitude, he retains the penalty to saves and checks until he buys off the LM reduction.

Rank

Status is everything in a Shadow campaign. This section examines how rank can play a part in your campaigns, as well as describing how race and class choices affect a character's place in Izrador's hordes. Starting characters determine their ranks using the following equation:

Race modifier + class modifier +1 per four levels in an appropriate class

Some characters may have a bonus to this number due to the "Rank Increase" advantage. Others may suffer a penalty to rank based on how their alignment and class levels compare to the norm for their race. For each step on the law-chaos axis by which a character's alignment differs from the preferred alignment for his race, he suffers a -1 penalty to rank. For each step on the good-evil axis by which a character's alignment differs from the preferred alignment for his race, he suffers a -2 penalty to rank.

Benefits of Rank

The Shadow is comprised of hundreds of unruly factions. It is no small task to unify them into cohesive groups, as old grudges, new rivalries, and simply the nature of evil itself threaten to tear Izrador's grand vision apart. Rank determines the ease with which a character can navigate this tempestuous sea of hatreds: what freedoms he enjoys, where he can go, who he can speak to, and what laws he is subject to. Higher

ranking characters also enjoy superior equipment, exert more influence over the troops, and have some flexibility and leeway when it comes to avoiding punishment or undesirable (or suicidal) missions.

Rank can be broken up into three overarching hierarchies: church, civil, and military. Characters who serve the Shadow must select one of these groups in which to apply their ranks, though they need not have allegiance to the group. Whenever a character must make a rank check within his hierarchy, he rolls 1d20 and adds his character level + his rank + any circumstance modifiers the DM deems appropriate.

Assignments

The higher a character's rank, the better chance he has at getting out of petty assignments within his hierarchy that are undesirable or overly dangerous. The character may be able to pass his assignments down the line so he doesn't have to deal with the matter directly, or he may simply be able to come up with a more important duty for himself. Of course, if the minion sent to do the job fails, or the character's sidestep is discovered, he may wish he had taken the mission. In order to weasel out of an assignment, a character must succeed on a rank check against a DC as shown on Table 3-4: Assignments. The significance column indicates the importance of the assignment, and is always determined by the DM.

Minor Assignment: This assignment includes simple tasks such as carrying minor messages, delivering packages, or patrolling a secured area.

Lesser Assignment: Slightly more important than minor assignments, these include delivering messages or supplies to minor officials or encampments, scouting an area within a day of reinforcements, or spying on a lesser suspected traitor.

Moderate Assignment: Most adventures qualify as at least moderate assignments. They can include scouting unexplored territory, guarding an important official or stronghold, or hunting for a known traitor.

Major Assignment: Major assignments are those that have significant impact on the Shadow's plans. They could include ambushing enemy supply lines, scouting dangerous territory, tracking down and capturing a dangerous traitor, siezing a village, or rooting out an average resistance cell.

Assignments			
Significance	Church	Military	Civil
Minor	15	20	25
Lesser	20	25	30
Moderate	25	30	35
Major	30	35	40
Vital	35	40	45

Table 3-4

Vital Assignment: These assignments are those that come from the Night Kings, generals, or Traitor Princes themselves. They include such things as assassinations, major offensives against elves or dwarves, destroying a dangerous resistance cell, and so on.

Authority

Another benefit of rank is authority. As a character gains levels and improves skills associated with his chosen faction, he can improve his status within his organization. A character's rank should be used as a requirement, but not automatic entry, to any particular level of authority. GMs should determine to what levels of authority a character is promoted based on his apparent success on his missions (if the character succeeds but credit is stolen by another, or he cannot prove that he succeeded, he might as well have failed). A sample of possible positions, along with minimum rank required, are provided in Table 3–5: Authority.

Characters can generally command those within their hierarchy who are of lesser rank and expect that such orders will be followed. For the purposes of attempting to command those in another hierarchy, a character's effective rank is halved.

Note that legate and orc positions, as described in *M2E*, have minimum required levels, skill ranks, and in the case of orcs kill quantities. Civil positions, meanwhile, list a total skill bonus (which might be in any relevant skill, ranging from Bluff to Profession). These are meant to be used as guidelines for NPCs, and are presented here for your convenience, but are not the final word on positions and rank in a Shadow campaign. The PCs in the campaign will likely have an opportunity to succeed (or fail) on a much grander scale than common legates or soldiers, and as such may be able to ignore the normal requirements.

Mobility

Even servants of Izrador are not free to pursue their own interests. Every minion has a place in the great engine, a duty to fulfill. Soldiers are expected to fight for the military, while collaborators are expected to monitor civilians. Outside of these tasks, there are few opportunities to undertake other adventures. However, characters with influence find ways to gain some measure of freedom to do things outside of their particular roles.

When attempting to gain authorization for a journey that is not necessary for a mission or assignment, characters must make rank checks against a DC as shown on Table 3–6: Mobility. The DC depends on how much time you need. Your DM may grant circumstance bonuses to the roll depending on the situation that calls you away from your duty, and almost

Authority

Church Authority

Rank	Title	Class Level	Skill Ranks in Knowledge (Shadow)
4	Lesser Legate*	1	2
8	Temple Legate	5	8
12	Greater Legate	16	19

* Soldier legates leave the normal hierarchy at 3rd level and advance no further in the mainstream Order.

Civil Authority

Rank	Title	Class Level	Skill Bonus
1	Clerk/Contact/Landowner	1	5
2	Functionary/Mole/Sycophant	2	10
4	Official/Operative/Courtier	4	15
6	Civil servant/Saboteur/Lord	8	20
8	Administrator/Spy/Count	12	25
10	Chancellor/Spymaster/ Traitor Prince	16	30

Military Authority

Rank	Title	Class Level	Kills	Skill Ranks in Profession (Soldier)
0	Recruit	1	0	1
2	Blooded	2	10	4
4	Trooper	4	30	5
6	Warrior	6	50	6
8	Champion	8	70	7
9	Commander	10	100	9
10	Warchief	15	150	12

Table 3–5

Mobility

Time for Journey	Church	Civil	Military
1–3 days	DC 10	DC 15	DC 5
1–3 weeks	DC 15	DC 20	DC 15
1–3 months	DC 25	DC 25	DC 35
1–3 years	DC 40	DC 30	DC 50

Table 3–6

certainly will inflict hefty penalties if you make requests too often. If you depart without authorization, or if you exceed the allotted time, you will face consequences when caught or upon your return—beatings, poor assignments, or worse. At the very least, this punishment includes the halving of your effective rank for an amount of time equal to twice your absence. If you have a good reason for your absence or at least offer a nice bribe, you stand a chance at avoiding punishment, but your effective rank is still halved.

Quarters

The minions of the Shadow have access to some of the finer things that remain in this ruined land. Aside from clothing, regular meals, and power, some of them can even claim reasonable quarters in which to live. These are scarce and hotly contested, with the best palaces and mansions going to the highest-ranking officials. The most the common minion can hope for is a tent in a muddy field or a mostly intact shack in a city's crumbling residential district, while those with influence snatch up the choicest bits of real estate, laying claim to larger and more impressive lairs as their rank increases.

All characters begin play with wretched quarters. At 1st level, you may immediately make a rank check to improve your lot. Compare the check result to Table 3-7: Quarters to find the quality of your residence. Every time you gain a new level, make a rank check again to see if you can acquire better living quarters.

Wretched: Wretched quarters offer a place to sleep (though not the bedding upon which to do so) and little more. For civil workers, this may be a large dormitory or the stables of a seized inn. Servants of the church are relegated to the floors of temple foyers and storage chambers, while soldiers get to fight over space in barracks tents.

Average: Conditions improve somewhat at the average level, such that civil administrators might be allowed to move from the stables into the common room and priests may be given cots and partitions. The quarters are likely warm in the winter and there is occasional opportunity for privacy.

Good: Good accommodations mean true privacy and the potential for comfort. Generally these are cells, small apartments, or tents equipped with basic furniture and a chamber pot. These quarters are often shared with one other person.

Fine: These coveted quarters are completely private, have locks on the doors or guards within view of the tent flap, and are suitable for one person. They may even have multiple rooms and come with decent furniture.

Excellent: These multi-room accommodations are often the heights of what a servant of Izrador can expect. They make take the form of a small house or large apartment, and could comfortably house a half dozen friends or family. The furniture and other comforts are quite nice and these quarters probably include one servant.

Lavish: Reserved for some of the most important officials, lavish quarters are small keeps, towers, or mansions. They have over a dozen rooms, all decorated with the finest artifacts of the land. They are fortified and protected by 1d4+2 1st-level warriors and served by a staff of 2d4+4 servants.

Decadent: The very best a Shadow servant can hope to achieve are decadent accommodations. These large castles or palaces are exquisitely adorned and feature scores of rooms. A company of 1d20+10 warriors of varying levels protects the place and a full staff of 2d12+6 servants see to the character's every need.

Quarters			
Quarters	Church	Civil	Military
Wretched	—	—	—
Average	DC 15	DC 10	DC 20
Good	DC 20	DC 15	DC 25
Fine	DC 25	DC 20	DC 30
Excellent	DC 30	DC 25	DC 35
Lavish	DC 35	DC 30	DC 40
Decadent	DC 40	DC 35	DC 45

Table 3-7

Requisitions

Shadow characters can requisition weapons, supplies, or even spellcasting services any time they're in a Shadow-controlled community. First roll 2d10 per point of your rank to determine the base vp value worth of supplies or services you may requisition. If your rank is 0 or less, roll 1d10. Next, make a rank check and compare the result to Table 3-8: Requisitions to determine the supply multiplier. Multiply the vase vp value of your requisition by the listed multiplier; the total is the amount of vp worth of supplies or services you acquire. Material supplies acquired in this way are subject to regional worth modifiers (see *M2E*, p. 158).

Spellcasting services cost 10 vp per spell level x caster level (or 5 vp x caster level for a 0-level spell). Expensive spell components must be paid for separately, as must 10% of the cost of a non-divine focus. Finally, if a spell has an XP component, it costs an additional 5 vp for each experience point expended. It is assumed that these services are provided by a divine spellcaster; if arcane spellcasting is specifically requested, all characters but those with an arcane spellcaster as a master suffer -20 to their rank check.

It is easier for a member of the church to acquire spellcasting services, of course, and military characters have easier access to arms and armor. To represent this, each hierarchy has a type of supplies or service considered "primary," while other supplies and services are "secondary."

Requisitions

Hierarchy	Primary Type	
Church	Spellcasting	
Civil	Supplies	
Military	Arms & Armor	

Check Result	Primary	Non-Primary
10 or less	×1	×0
11–15	×5	×1
16–20	×10	×5
21–25	×20	×10
26–30	×50	×20
31–40	×100	×50
41–50	×1,000	×100
51 or more	×5,000	×1,000

Table 3-8

Each time you requisition supplies or services in a 30-day period beyond the first, you take a cumulative –5 circumstance penalty to your rank check. If this ever results in a negative roll, reduce your effective rank by 1 for the next 30-day period.

Starting Equipment

While the Shadow's rank and file have very basic and simple gear, it is nonetheless better than that possessed by most resistance fighters and refugees. More importantly, however, they can more easily acquire arms, armor, and other items that are illegal for common folk to possess, and they may stockpile goods with less fear of them being stolen or taken as a tithe. These benefits are represented with bonus value points (vp) according to the character's rank. Simply roll starting vp as normal and multiply the result by the amount indicated on Table 3-9: Starting Equipment.

Starting Equipment

Rank	Starting Equipment
–5 or worse	×25% normal vp
–3 to –4	×50% normal vp
–1 to –2	×75% normal vp
0	Normal vp
+1 to +2	×150% normal vp
+3 to +4	×200% normal vp
+5 or better	×300% normal vp

Table 3-9

Troops

Just as supplies are available for those who need them, so too are troops. Shadow characters can make a rank check to gain troops for a short-term mission whenever they are in a Shadow-held community. The troops are ordered to view the character as their commander, but how closely and reliably they follow orders depends on the circumstances of the mission, its danger, and the amount of respect or fear they hold for him. Requisitioned troops are ordered to follow the PCs' instructions for a number of days equal to his rank or until the mission (adventure) is complete, whichever occurs first.

To requisition troops, make a rank check and compare the result with the DCs listed for the hierarchy in which your character has ranks. The number listed is the total number of HD worth of troops you gain. Use a troop's level modifier to determine its level for this purpose; if the troop's effective level is 0, it counts as one-half HD for this purpose. For instance, a level 1 bugbear fighter would count as 5 HD of troops, a level 1 bugbear warrior would count as 4 HD of troops (because NPC classes have a level modifier of –1), and two level 1 goblin rogues would count as one HD of troops. If your rank is 0 or less, you can't requisition troops.

Only one PC per hierarchy may bring troops for any given mission; in cases where multiple PCs from the same hierarchy want to bring troops on the same mission, the PC with the highest rank gains priority. Lower-ranked PCs within the same hierarchy may be given secondary command over the troops requested by the higher-level PC, at the DM's discretion. Note, however, that troops from several different hierarchies can end up accompanying a single party, leading to interesting power struggles. Such missions have the potential to become microcosms of the greater power struggles extant throughout the Shadow's ranks.

The DC to requisition troops increases by +10 for each additional time you attempt to requisition troops within a 30-day period. Each time you fail to requisition any troops, your effective rank decreases by 1 for the next 30 days.


Troops

Check Result	Civil	Church	Military
10 or less	—	—	—
11–15	—	½ HD	1 HD
16–20	½ HD	10 HD	5 HD
21–25	1 HD	20 HD	10 HD
26–30	5 HD	30 HD	20 HD
31–35	10 HD	40 HD	40 HD
36–40	15 HD	50 HD	80 HD
41–45	20 HD	60 HD	160 HD
46+	25 HD	70 HD	320 HD

Table 3-10

CHAPTER 4

Prestige Classes



It was a dark night, but that wasn't unusual. It's dark all the time these days. I like it, the dark. It comforts me. It almost clings to a person, when he spends so much time in it. I would even say it keeps me safe. Many a mission has it kept me alive. I stay near the darkness whenever I can, and I like to think it rewards me for my loyalty.

Not like Glavius. He'd turned his back on the darkness. Abandoned his faith. One too many bloody daggers in his dreams, I'd imagine. Not the sort of fellow you like to see among the brethren, but their ilk is all too common lately. There is a greater goal, but we don't all see the same way to it. Some of us, like Glavius, reject it. Among the Order, we say that such as he have "gone pale." Those are damned, and I pity their souls.

Even in this cold, forsaken village, I could literally smell Glavius above the reek of the dung and animal carcasses. He'd only been here a couple of hours, but it was long enough for me to pick up his scent. The smell of his betrayal was a mixture of his fear and the rotting of his immortal soul. The closer I came to it, the more acrid it became, the more unbearable. If the traitor had had to smell the stench that surrounded him, he might've taken his own life weeks ago.

I approached the small, ramshackle building that the locals referred to as a tavern, and slowly pushed the door open. The voices inside, tinged with Norther accents and slurred with cheap, sour beer, silenced as I entered. Fear was something I appreciated. Surely I deserved it from them, and surely they had all sinned in the eyes of Izrador. But I wasn't here for the lecherous barkeep or the farmer who'd only given a quarter of his required tithe of grain.

I was here for Glavius.

He was huddled near the back of the small room, his cloak pulled tight to ward off the cold that permeated the room. His eyes met mine, and for a brief instant he looked relieved to see a familiar face. His lips mouthed a single word: "Redemption."

I smiled to him mirthlessly and answered, "It's time to come home, Glavius."

There are many who serve the Shadow, all with different stories to tell and varied means of doing their part to ensure the continued domination of Eredane. Izrador is fully aware, however, that the priests, warriors, and other sundry experts who dedicate their lives to him have their own agendas in mind. It is this corrupting taint that makes them controllable, tractable, and easily manipulated. It is, perhaps, the Shadow of the North's most potent tool in the management of his living arsenal.

The Beast Tamer

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+2	+0	Beast bullying, beast slave
2nd	+1	+3	+3	+0	Master of beasts +2
3rd	+2	+3	+3	+1	Improved beast slave
4th	+3	+4	+4	+1	Feat Training
5th	+3	+4	+4	+1	Improved beast slave, master of beasts +4
6th	+4	+5	+5	+2	Sic 'em!
7th	+5	+5	+5	+2	Improved beast slave
8th	+6	+6	+6	+2	Master of beasts +6
9th	+6	+6	+6	+3	Improved beast slave
10th	+7	+7	+7	+3	Feat training

From the members of Izrador's priesthood to the orc warriors who fight his battles, from the human collaborators who betray their own brothers to the goblinoid slavers who prey upon them, all have a place within the Shadow's dominion. They are naught but pawns, one and all, though with varying degrees of usefulness and talent. The prestige classes presented here represent a broad cross-section of the beings who call the Shadow their rightful master, and each one is necessarily dark.

Beast Tamer

Beast tamers are individuals who dedicate themselves to molding animals and beasts, both domesticated and wild, to specific uses in the name of Izrador. Creatures that are trained by beast tamers, from the pitiful animals bred as hosts for astiraxes to the shadowspawn sent into dwarf clanholds beneath the Kaladrans, are no better than tools in the hands of their masters. The methods used by Izrador's beast tamers are often violent and brutal, cowing creatures into performing through intimidation, negative reinforcement, and deprivation.

Hit Die: d8.

Requirements

To qualify to become a beast tamer, a character must fulfill all the following criteria.

Base Attack Bonus: +4.

Skills: Handle Animal 8 ranks, Intimidate 8 ranks, Knowledge (nature) 2 ranks, Sense Motive 2 ranks.

Class Feature: Wild empathy.

Class Skills

The beast tamer's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Jump (Str), Knowledge (nature) (Int), Listen (Wis), Profession (Wis), Ride (Dex), Sense Motive (Wis), Spot (Wis), Survival (Wis), Swim (Str), and Use Rope (Dex).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are features of the beast tamer prestige class.

Beast Bullying (Ex): A 1st-level beast tamer loses his wild empathy ability, although levels of wildlander stack with levels of beast tamer for the purposes of the beast bullying ability. This ability is identical to wild empathy, except that instead of functioning just like a Diplomacy check useable against animals (or against magical beasts at -4), it instead functions just like an Intimidate check useable against animals (or against magical beasts and vermin at -4 and aberrations at -8). For more information on the nuances of using Diplomacy and Intimidate to change creatures' behavior, see the skills section of the *PHB*.

Beast Slave (Ex): At 1st level, beast tamers gain any number of animals with a combined CR of 1. Unlike an animal companion, this creature serves out of fear and intimidation rather than out of loyalty. If the beast tamer already has an animal companion, he may trade it in for one of the following: an additional beast slave of rank 1, a beast slave of one rank higher, or a total number of ranks worth of beast slaves equal to his current animal companion's worth of ranks +1.



Normally, a wildlander must use a move action to handle a single animal companion, or a full-round action to push it. So long as he is attempting to make each creature perform the same task, however, a beast tamer can command all of his beast slaves at once using the same action.

If one or more of his beast slaves are killed, the beast tamer may requisition a new beast using the troop requisition rules (see page 35). In order to calculate the DC to acquire a beast or combination of beasts, consider the beast to be 5 HD worth of troops per rank it is. A beast tamer cannot requisition ranks worth of beasts beyond those granted by his class level.

Master of Beasts (Ex): Beginning at 2nd level, the beast tamer gain a +2 competence bonus to Handle Animal checks and beast bullying checks. This bonus increases to +4 at 5th level and to +6 at 8th level.

Improved Beast Slave (Ex): Each time the beast tamer gains this ability (at 3rd, 5th, 7th, and 9th level), he may either improve his beast slaves (as shown on Table 4–1: Beast Slaves) or acquire another rank 1 beast slave or group of beast slaves. Bonus HD, ability score adjustments, and special abilities must be divided up among the beast tamer's slaves. For instance, a beast tamer with two badgers as his beast slaves could grant the bonus Hit Dice to one of them, and the ability score adjustments and bonus save to the other; alternatively, he could grant one bonus Hit Die to each, a +1 to Str and Con to each, and +1 to Fort saves to each.

If he wishes, instead of improving or adding to his existing beasts, a beast tamer may trade them in for new creatures of the listed CR and type. These beasts have an effective rank of 1 when they are first acquired, but they may be improved to the next higher rank each time this ability is gained.

Feat Training (Ex): At 4th level, beast tamers may train their beasts for optimal use in tracking, guarding, or combat. In addition to any bonus feats gained through Hit Die advancement, the beast tamer may give his beast one or more bonus feats by subtracting four tricks from the beast's maximum number of tricks known for each feat he wishes to teach it. While this may make the beast more dangerous, it also makes it more difficult to handle. Initially, the beast must meet all of the normal prerequisites (including Intelligence, BAB, skill ranks, and the like) in order to take the feat.

At 10th level a beast need only give up three tricks for each bonus feat. Additionally, the beast tamer has learned to train his slaves to perform even the most specialized fighting styles, and the beast need not fulfill any ability score, BAB, or skill rank prerequisites for its feats. It must still meet all other requirements for its feats, including feats known, race, alignment, spellcasting ability, and the like, and it is of course limited by its anatomy. For instance, a 10th-level beast tamer can train his beasts to use Combat Expertise despite their having an Intelligence lower than 13, Improved Critical despite their having a BAB lower than +8, and so on. On the other hand, he could not train his beasts to use channeling feats or Mounted Combat feats, grant them weapon proficiencies or Leadership, or train an animal in Armor Proficiency (medium) without first training it in Armor Proficiency (light).

Training a beast to use a feat requires a DC 20 Handle Animal check and takes as much time as it would to teach the number of tricks that were traded in.

Sic 'Em! (Ex): A 6th-level beast tamer can induce a rage-like fury in his beasts with a simple command. He may only use this ability on animals trained to attack, and an individual animal can only go into such a rage once per day.

Inducing a single beast to rage requires a DC 20 Handle Animal check as a full-round action, although it can be combined with a command to attack a foe within line of sight. The rage lasts for a number of rounds equal to the beast tamer's class level. When raging, the animal's Strength and Constitution scores are increased by +4 each, it gains a +2 morale bonus on Will saves, and its Armor Class is reduced by –2. Handle Animal, beast bullying, and wild empathy checks made against a raging beast suffer a –10 penalty. If the beast's first target falls, it attacks the nearest adjacent creature of a different race (including possibly the beast tamer himself or one of his other beast slaves). It continues to attack in this frenzied manner until successfully handled or until its rage ends. Once the rage ends, the beast is considered to be fatigued until it rests for one hour.

Binder of Blood

Although the members of the Umbral Catholicon are treated with disdain and derision by their fellow legates, the armies of the Shadow would be weakened if not for their cruel mercies. Part legate and part surgeon, the binders of blood are those who have given up all hope of advancing into another sect and instead revel in the exploration of their patients' inner workings. They follow in the wake of Izrador's forces, healing those who can be saved and sacrificing or experimenting upon those who cannot. There is little comfort to a binder of blood's touch, and the ministrations he performs are done with no thought given to the comfort of his patients. To a binder of blood, the end truly does justify the means, and a patient must ultimately serve the majesty of Izrador and appease the binder's curiosity regarding medicine and anatomy, whether or not he survives.

Hit Die: d8.

Requirements

To qualify to become a binder of blood, a character must fulfill all the following criteria.

Skills: Heal 8 ranks.

Special: Must be a legate of the Umbral Catholicon.

Class Skills

The binder of blood's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Heal (Wis), Knowledge (all skills, taken individually) (Int), Knowledge (Shadow) (Int), Profession (Wis), Sense Motive (Wis), Speak Language (n/a), Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

Beast Slaves

Rank	Bonus		Str/Con		Special	Alternative Beast Slave CRs
	HD	DR	Adj.			
1	+0	—	+0	Save bonus	—	
2	+2	1/—	+2	Ready	2 (animal); 1 (magical beast or vermin)	
3	+4	2/—	+4	Save bonus	3 (animal); 2 (magical beast or vermin); 1 (aberration)	
4	+6	3/—	+6	Ferocity	4 (animal); 3 (magical beast or vermin); 2 (aberration)	
5	+8	4/—	+8	Save bonus	5 (animal); 4 (magical beast or vermin); 3 (aberration)	

Beast Slave Basics

Use the base statistics for the creature but make the following changes.

Rank: This is a way of measuring the beast slave's relative power. Alternative beast slaves always start with a rank of 1.

Bonus HD: Extra Hit Dice that may be divided up among the beast slaves, each of which gains a Constitution modifier, as normal. Remember that extra Hit Dice improve the creatures' base attack and base save bonuses, and may grant extra skill points and feats. Beast slaves do not increase in size as they advance in HD.

Damage Reduction: This damage reduction is divided up among the beast slaves.

Str/Con Adj.: These ability score increases are divided up among the beast slaves.

Save Bonus (Ex): The beast tamer may designate a total bonus of +2 to saving throws of his choice, divided among his beast slaves as he sees fit.

Ready (Ex): The beast tamer may designate a total bonus of +4 to initiative checks, divided among his beast slaves as he sees fit.

Ferocity (Ex): Some or all of the beast slaves may now fight without penalty even while at a certain level of being disabled or dying. The beast tamer may designate a total of 10 hp as a negative hp threshold, divided up among his beast slaves as he sees fit. Once a beast slave reaches its negative hp threshold, it falls unconscious as normal. For instance, a beast tamer with three black bears might designate that two of them have negative hp thresholds of -5, while the third retains its normal negative hp threshold of 0. Creatures that already have ferocity, like boars and dire boars, may have the point at which they die increased beyond -10.

Alternative Beast Slaves: The creatures used as beast slaves may be aberrations, animals, dire animals, magical beasts, or vermin (including swarms). The GM has final approval on any beasts used. Beasts that would normally have an Intelligence higher than 2 (such as some magical beasts and all dire animals in the MIDNIGHT campaign setting) have been so brutalized and tortured that their Intelligence is permanently reduced to 2. They become, for all intents and purposes, simple and unintelligent beasts.

Table 4-1

The Binder of Blood

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Divine Spellcasting Class
1st	+0	+2	+0	+2	Tainted healing	—
2nd	+1	+3	+0	+3	Surgical insight	+1 level
3rd	+2	+3	+1	+3	Bonus feat, merciful stroke	—
4th	+3	+4	+1	+4	Shake it off	+1 level
5th	+3	+4	+1	+4	Final rights	—
6th	+4	+5	+2	+5	Bonus feat	+1 level
7th	+5	+5	+2	+5	Tainted stroke	—
8th	+6	+6	+2	+6	Improved surgical insight	+1 level
9th	+6	+6	+3	+6	Bonus feat	—
10th	+7	+7	+3	+7	Fell stroke	+1 level

Class Features

All of the following are features of the binder of blood prestige class.

Tainted Healing (Su): A 1st-level binder of blood has resigned himself to the practice of the healing arts, and Izrador mocks his vocation by removing his ability to spontaneously convert divine spells into *inflict* spells. Instead, the binder of blood gains the ability to spontaneously convert spells into *cure* spells as if he were a cleric who channeled positive energy (see *PHB*). However, perhaps as a result of the amount of negative energy laced within them, these spells cause excruciating pain and leave horrible scars in their wake. Living creatures that fail their Will save against these spells (or that do not resist them) must additionally make a Fortitude save at the same DC or be dazed by pain for a number of rounds equal to the number of dice rolled for the healing spell. Those who attempt the initial Will save but fail gain +4 bonus to this second saving throw.

This effect means that the binder of blood's spontaneously converted *cure* spells can be used offensively, but they have the drawback of allowing the foe two saving throws, first the Will and then the Fortitude, to resist the effects; they also, of course, have the unfortunate effect of healing foes.

This effect does not apply to *cure* spells prepared normally (including those granted by the Healing domain), nor does it affect the binder of blood's ability to command or rebuke undead. Spontaneously converted *cure* spells effect undead normally.

Surgical Insight (Ex): At 2nd level, after performing autopsies and studies on dozens of battlefield casualties, the binder of blood gains a disturbing level of insight into the workings and pain responses of the races he has studied. To gain surgical insight on a race, the binder of blood must spend

8 hours per racial HD of the base creature studying a live or dead member of that race. If the creature is living, it must make a DC 20 Fortitude save for every 8 hours it spends under the knife, or it dies. The DC increases by +1 for each Fortitude save after the first.

Once these studies and operations have been performed, the binder of blood thereafter gains a +1 insight bonus on all attack rolls, skill checks, caster level checks against creatures of that race, as well as saving throws against spells, effects, and special attacks by members of that race. Note that the creature must be the same race, not merely the same creature type. For each additional member of that species studied in this manner, the bonus increases by +1, to a maximum of +1 per two class levels (rounded down).

Bonus Feat (Ex): At 3rd, 6th, and 9th level, the binder of blood gains a bonus feat chosen from the following list: Diehard, Dodge, Endurance, Extra Turning, Improved Turning, Iron Will, Mobility, Quick Draw, Skill Focus (Heal), Toughness, or Tower Shield Proficiency. He must still meet all prerequisites for the bonus feat.

Merciful Stroke (Ex): It is often expedient to put the dying and grievously wounded to a quick end, both to prevent the damage that their screams cause to morale as well as to prevent the enemy from learning information from them if they are captured. At 3rd level, a binder of blood gains the ability to deliver a coup de grace as a standard action instead of as a full-round action.

Shake It Off (Ex): 4th-level binders of blood can use a combination of surgical technique and shadow essence to breathe a semblance of life into the dying. When he successfully uses the Heal skill to stabilize a dying creature, the binder of blood may expend one of his daily uses of the rebuke undead ability. The creature gains a number of temporary hit points equal to the amount rolled on the turning damage, which last for a number of minutes equal to the max-

imum HD of undead affected as rolled on the turning check. A creature cannot gain more temporary hit points via this method than its normal hit point maximum.

Legate and binder of blood levels stack for this and other binder of blood class abilities that use the rebuke undead ability, but not for normal uses of that ability.

Final Rights (Su): A 5th-level binder of blood learns to perform a ritual that will send the souls of the dead to an eternity of shadowy torment in Izrador's embrace. To do this, the binder of blood makes a rebuke undead attempt targeting any dead bodies within range that could rise as Fell. The creatures' HD while living is their effective HD for the purposes of this check. Any bodies that would be rebuked by this effect (those that had HD in life greater than half the binder of blood's class level) gain a +10 profane bonus to the saving throw made to resist rising as Fell. Any bodies that would be commanded by this effect (those that had HD in life less than or equal to half the binder of blood's class level) automatically succeed on the saving throw made to resist rising as Fell. This also prevents creatures in the latter category from ever rising as Lost; since they automatically succeed on their saves, they cannot roll a natural 1. Additionally, the souls of any creatures affected are bound to Izrador, and can thereafter only be brought back to life via divine spells granted by Izrador.

Performing this ritual takes one minute, and the effect is ruined if the ritual is interrupted.

Tainted Stroke (Su): At 7th level, the binder of blood's ability to quickly and efficiently kill a helpless foe improves. He may now deliver a coup de grace as a move action instead of as a standard action, and he does not provoke attacks of opportunity when doing so. However, he may also channel the fallen soldier's departing life force into a foul vigor that enhances nearby allies. To do so, he must use a full-round action to coup de grace a target while expending one of his daily uses of the rebuke undead ability. This coup de grace provokes attacks of opportunity as normal. If the target is killed by the coup de grace, a number of allies within 60 ft. equal to the maximum HD affected on his turning check gain the following benefits: +2 profane bonus to Strength, +2 profane bonus to Will saves, and temporary hit points equal to half his turning damage (round down). These benefits last for one minute per HD of the coup de graced target, after which the allies who benefited from the effect become fatigued. A creature can only benefit from one tainted stroke at a time; if a new tainted stroke is performed, the newer temporary hit points and duration replace those of the old tainted stroke.

Improved Surgical Insight (Ex): At 8th level, the binder of blood's insight into the species he has studied becomes inhumanly prescient. The insight bonus now also



applies to weapon and spell damage rolls made against members of the studied races, to the DCs of his spells that specifically target a member of the studied race, and to the binder of blood's AC against attacks made by members of the studied races. As an insight bonus to AC, this benefit only applies against attacks of which the binder of blood is aware.

Fell Stroke (Su): At 10th level, a binder of blood becomes a master of granting death as well as undeath. He may now deliver one coup de grace per round as a free action in addition to any coup de graces performed that round as move actions. However, he may also perform a ritual of castigation over a recently killed corpse, carving the symbol of the Shadow into its brow. The ritual takes 10 minutes, after which the binder of blood must use one of his daily uses of the rebuke undead ability, making a turning check. If the target's HD in life were less than or equal to the maximum HD affected on the binder of blood's turning check, it will awaken as an ungral Fell one hour later. The Fell automatically degrades to a faengral after a number of days equal to the binder of blood's turning damage, and after the same amount of time as a faengral degrades into a maelgral. Regardless of its current level of decay, however, the Fell is automatically considered rebuked by unholy symbols of Izrador within 60 feet, regardless of who (if anyone) wears the symbol.

The target creature gains no saving throw to resist this transformation, but for every 10 minutes that passed between the creature's death and the beginning of the ritual, the binder

of blood is considered one level lower for the purposes of his turning check and turning damage. This means that a creature that has been dead for more than a few hours is beyond even the most experienced binder of blood's power.

Dark Channeler

As greedy as Izrador is for the magical power of Aryth, he has been known to share it a few channelers other than the kurasatch udareen. Such folk are often twisted in spirit, channeling the power of the land around them for their own selfish reasons. They prowl, vampire-like, in search of other channelers to feed upon in the Shadow's name. Their very presence leeches the ambient magic from the land around them, and they are forever hungry for energy with which to power their dark enchantments.

Many dark channelers were once legates who have slowly and secretly nurtured their ability to channel magic in addition to learning their divine craft. Others are found at an early age by the witch takers and forced into a life of wickedness, using their talents for evil ends. And some otherwise free channelers choose this life of their own accord, tired of being hunted and preyed upon, instead choosing to serve the Shadow of the North.

Hit Die: d6.

Requirements

To qualify to become a dark channeler, a character must fulfill all the following criteria.

Skills: Knowledge (arcana) 8 ranks, Knowledge (Shadow) 5 ranks, Spellcraft 5 ranks.

Feats: Magecraft, one metamagic feat, one Spellcasting feat.

Spellcasting: Must know at least eight spells of 2nd level or higher

Class Skills

The dark channeler's class skills (and the key ability for each skill) are Bluff (Cha), Concentration (Con), Craft (Int), Decipher Script (Int), Handle Animal (Cha), Hide (Dex), Intimidate (Cha), Knowledge (arcana) (Int), Knowledge (Shadow) (Int), Move Silently (Dex), Profession (Wis), Search (Int), Speak Language (n/a), and Spellcraft (Int).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are features of the dark channeler prestige class.

Channeler Traits (Ex): Dark channeler levels stack with channeler levels for the purposes of the art of magic and bonus spell energy class features.

Izrador's Leave (Su): At 1st level, the increase in spell energy necessary for a dark channeler to cast channeled spells near a black mirror is reduced by 1 point. This increases to a 2-point reduction at 5th level, and tops out at a 3-point reduction at 9th level.

Sacrifice to Izrador (Su): Channeling magic in the name of the Shadow comes with a price. Each day, the number of spell energy points that the channeler begins with is reduced by one. Though the maximum amount of spell energy that she is capable of storing remains unchanged, she will always be 1 point shy of her maximum total unless she manages to steal the energy from another channeler.

Shadow Attuned (Su): Any spells that a dark channeler casts with the darkness descriptor are more potent than normal. At 2nd level, this grants dark channelers a +2 bonus to their caster levels whenever they cast spells with the darkness descriptor. This bonus increases to +4 at 5th level.

Steal Spell Energy (Su):

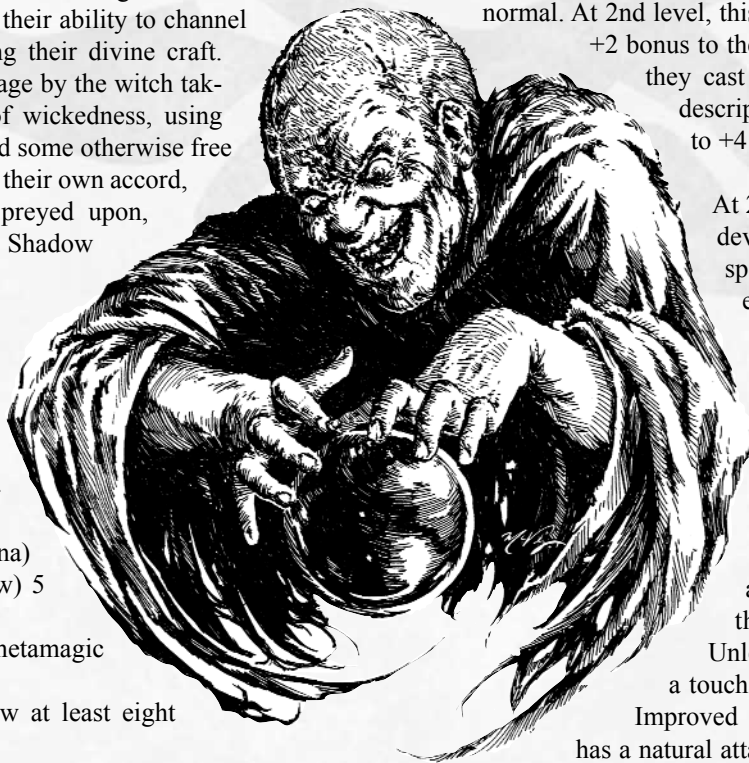
At 2nd level, dark channelers develop the ability to leech spell energy from other casters. This ability may be used a number of times per day equal to one-half the dark channeler's class level (round down).

Stealing spell energy requires a successful touch attack as a standard action against an enemy that uses spell energy.

Unless the dark channeler has a touch spell charged up, has the Improved Unarmed Strike feat, or has a natural attack, this touch attack provokes an attack of opportunity as normal. If the touch attack succeeds, the dark channeler robs her target of a

number of spell energy points equal to her spellcasting ability modifier. The target may succeed at a Will save (DC = 10 + 1/2 class level + spellcasting ability modifier) to halve the amount of spell energy stolen (round down). If a target would lose more spell energy than he has, he suffers Constitution damage as normal for casting too many spells.

Any spell energy stolen with this ability is added to the dark channeler's own total, but any energy in excess of her maximum amount disappears at a rate of 1 point per hour. If she has a familiar with which she delivers touch spells, or has access to the *spectral hand* spell, she may use either one to steal spell energy as if she were touching her target.



The Dark Channeler

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+0	+2	Channeler traits, Izrador's leave (1), sacrifice to Izrador
2nd	+1	+0	+0	+3	Shadow attuned +2, steal spell energy (touch)
3rd	+2	+1	+1	+3	Spellcasting
4th	+3	+1	+1	+4	Power magnet
5th	+3	+1	+1	+4	Izrador's leave (2), shadow attuned +4
6th	+4	+2	+2	+5	Steal spell energy (15 feet)
7th	+5	+2	+2	+5	Spellcasting
8th	+6	+2	+2	+6	Imbue darkness
9th	+6	+3	+3	+6	Izrador's leave (3)
10th	+7	+3	+3	+7	Steal spell energy (30 feet)

At 6th level the dark channeler gains the ability to siphon spell energy from other channelers at a range of up to 15 feet as a standard action that provokes attacks of opportunity, but this method of theft is easier to resist. Targets are still allowed a saving throw, but they lose no spell energy at all if their save succeeds. At 10th level, the range of this ability increases to 30 feet.

Spellcasting: Dark channelers gain Spellcasting as a bonus feat at 3rd and 7th level.

Power Magnet (Su): At 4th level, dark channelers begin to drink in the magic of the land around them, much like a small-scale version of a black mirror. The energy that is drawn to them does not power their spells, instead going to Izrador for his own uses. The effects of this are two-fold.

First, other channelers within 30 feet of the dark channeler must pay an additional point of spell energy in order to power their spells. Secondly, channeled magic items and ongoing spell effects that enter this 30-ft. radius crafted or cast by other channelers are suppressed as if targeted by *dispel magic*. The caster level of this *dispel magic* effect is equal to one-half the dark channeler's class level.

Imbue Darkness (Su): The dark channeler's attunement to the Shadow increases at 8th level, allowing her to grant dark attributes to the spells that she casts. By spending an extra two points of spell energy when she casts a spell, she can grant that spell the darkness descriptor. Spells cast in this way take on a dark and horrifying tone. They gain the +2 or +4 bonus to caster level from the shadow attuned ability, and good-aligned creatures suffer a -2 penalty to their saving

throws against such spells. Spells with the light descriptor cannot be imbued with darkness.

fey Turncoat

The Shadow enjoys nothing more than turning one of the fey against his own people, a joy for which no price is too high. It is far more effective to use an elf or dwarf against his own kind than to kill him outright. Thus, those fey who give themselves, body and soul, to Izrador are granted some measure of dark power for as long as they choose to serve him. The power comes with a price, however, and fey who sell their souls find that their bodies twist and change over time to reflect the presence of the Shadow within them.

Hit Die: d6.

Requirements

To qualify to become a fey turncoat, a character must fulfill all the following criteria.

Race: Dwarf, elf, or halfling.

Base Attack Bonus: +4.

Skills: Knowledge (Shadow) 4 ranks.

Alignment: Any evil.

Special: You must be in the Shadow's employ, working to further the aims of Izrador in his war against the fey races.

Class Skills

The fey turncoat's class skills (and the key ability for each skill) are Bluff (Cha), Climb (Str), Craft (Int), Disguise (Cha), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Listen (Wis), Move Silently (Dex), Profession (Wis), Search (Int), Sleight of Hand (Dex), Speak Language (n/a), and Spot (Wis).

Skill Points at Each Level: 4 + Int modifier.

The Fey Turncoat

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+2	+2	Liar, shadow brand, shadow aspect (1st)
2nd	+1	+0	+3	+3	Shadow aspect (2nd)
3rd	+2	+1	+3	+3	Shadow aspect (3rd)

Class Features

All of the following are features of the fey turncoat prestige class. Half-breeds who take this class must choose which parent race is affected by his shadow aspects.

Liar (Ex): You have betrayed your people to the Shadow, and you know that you will suffer at their hands if your duplicity is discovered. Thus you have learned to lie convincingly to your own people, be they dwarves, elves, or halflings. When interacting with members of your race, you gain a +2 competence bonus to Bluff, Disguise, Gather Information, and Sense Motive checks.

Shadow Brand (Su): When you become a servant of Izrador, you are marked with an invisible sign that brands you as property of the Shadow. Though invisible to the naked eye, this brand can be seen by astiraxes and anyone who is the

subject of a *true seeing* spell. When dealing with minions of the Shadow who know your true nature as a corrupt fey, you gain a +2 competence bonus to Diplomacy checks.

Shadow Aspects: Depending on your race, you begin to subtly change as your ties to Izrador become stronger. The corrupting influence of the Shadow permeates your being, bringing about significant benefits while at the same time weakening some of your innate racial traits.

First Shadow Aspect

Dwarf (Ex): Your self-hatred grants you a +1 morale bonus on attack and damage rolls against members of the other fey races, including other dwarves.

Elf (Su): As an elf in the service of the Shadow, you are affected less by nearby black mirrors. As such, the increased spell energy cost that you pay when casting channeled spells near a black mirror is reduced by 1.

Halfling (Ex): The small size and lithe agility of halflings make them valuable to Izrador as assassins. Upon betraying your people in the name of the Shadow of the North, you gain +1d6 sneak attack damage as the rogue ability of the same name. If you get a sneak attack bonus from another source, the bonuses on damage stack.

Second Shadow Aspect

Dwarf (Ex): Your ability to see in darkness improves as your connection to Izrador deepens. The range of your darkvision increases by 30 feet, and you can see even through magical darkness (it no longer provides concealment to targets), but you suffer a –8 penalty to Spot and Search checks when any light is present.

Elf (Sp): You become keenly aware of life, death, and magic in the world around you. You are constantly under the effects of the *deathwatch* and *detect magic* spells, with caster levels equal to your character level. These spells may be dispelled, but they automatically reactivate as a free action on your turn.

Halfling (Ex): You breathe more easily in shadow and darkness. You gain a +1 profane bonus to all d20 rolls when in dim or shadowy conditions, but suffer a –1 penalty to all d20 rolls when in brightly lit conditions.



The Goblin-kin Mercenary

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+2	+0	Extra class skills
2nd	+2	+3	+3	+0	Sneak attack +1d6
3rd	+3	+3	+3	+1	Money talks
4th	+4	+4	+4	+1	Bonus feat, uncanny dodge
5th	+5	+4	+4	+1	Armored stealth
6th	+6	+5	+5	+2	Sneak attack +2d6
7th	+7	+5	+5	+2	Ambush
8th	+8	+6	+6	+2	Bonus feat
9th	+9	+6	+6	+3	Improved uncanny dodge
10th	+10	+7	+7	+3	Sneak attack +3d6

Third Shadow Aspect

Dwarf (Ex): Your skin darkens, your eyes become predatory, and your canines are more prominent than they once were. You gain a +2 bonus to your Strength score and a bite as a secondary attack that deals 1d4 (+ 1/2 Strength) points of damage, but suffer extreme light sensitivity, suffering a -1 penalty on attack rolls in even dim light and a -2 penalty on attack rolls in bright sunlight or within the radius of a *daylight* spell.

Elf (Ex): Your elven features begin to take on an unhealthy cast. Your skin grows sallow, your eyes become sunken, and your demeanor becomes cruel and detached. You gain a +2 bonus to your Intelligence score and a +1 bonus to either ranged attacks or caster level checks (your choice), but you lose the Innate Magic feat.

Halfling (Ex): Your feral nature begins to surface. Your movements become more furtive, your gait becomes almost wolf-like, but you cease caring about your own survival. You gain a +2 bonus to your Dexterity score and your base land speed increases by 10 feet, but you lose your +1 racial bonus on all saving throws.

Goblin-kin Mercenary

The goblin-kin have long served Izrador and his minions, but their faults and fickle natures make them far less reliable than the orcs, the true children of the Shadow. The many goblinoid tribes employed by the Shadow's minions find it difficult to work with one another for any length of time before things come to blows. Though the goblins respect and fear Izrador's power, they are far too fractious to form a cohesive fighting force on any battlefield. Instead, they are better employed in smaller, homogeneous formations.

Additionally, the prospect of war for profit drives the goblin-kin much more effectively than fear or honor ever could, and this has created in them a mercenary streak that is

unmatched by any of Eredane's other races. Given the worthlessness of money in Eredane, goblinoid tribes more often fight for access to territory and a share in any spoils that result from their conquests. While hobgoblins form the bulk of hobgoblin mercenary companies, bugbears and goblins make valuable shock troops and scouts, respectively.

Hit Die: d8.

Requirements

To qualify to become a goblin-kin mercenary, a character must fulfill all the following criteria.

Race: Bugbear, goblin, or hobgoblin.

Base Attack Bonus: +4.

Skills: Move Silently 2 ranks, Spot 2 ranks, Survival 2 ranks.

Saves: Fort save +5.

Feats: Toughness and any one fighter bonus feat.

Class Skills

The goblin-kin mercenary's class skills (and the key ability for each skill) are Bluff (Cha), Climb (Str), Craft (Int), Hide (Dex), Jump (Str), Move Silently (Dex), Profession (Wis), Ride (Dex), Search (Int), Spot (Wis), and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are features of the goblin-kin mercenary prestige class.

Extra Class Skill (Ex): Depending on what breed of goblin-kin the mercenary is, he gains one or more additional class skills at 1st level. The wily goblins gain Escape Artist and Tumble as class skills, hobgoblins gain Speak Language and Survival as class skills, and bugbears gain Intimidate and Use Rope as additional class skills.

Sneak Attack (Ex): Goblin-kin fight dirty, taking advantage of an opponents' weaknesses in order to bring a speedy victory. This ability, gained at 2nd level, is exactly like the rogue ability of the same name. If the goblin-kin mercenary gains sneak attack damage from another source, such as rogue levels, the bonus damage stacks.

Money Talks (Ex): While money may be of little value in war-torn Eredane, goblin-kin mercenaries are highly motivated troops when they are being compensated in some way for their services. At 3rd level, so long as a goblin-kin mercenary is being paid for his services, whether in goods, services, or some other tangible way, he gains a +1 morale bonus on attack and damage rolls.

Bonus Feat (Ex): At 4th and 8th levels, the goblin-kin mercenary gains a bonus feat. This bonus feat must be chosen from the list of feats noted as fighter bonus feats. He must still meet all prerequisites for a bonus feat.

Uncanny Dodge (Ex): This ability, gained at 4th level, is exactly like the rogue ability of the same name. If a goblin-kin mercenary already has uncanny dodge from a different class, he automatically gains improved uncanny dodge instead.

Armored Stealth (Ex): Goblin-kin often attack at night, relying on stealth and darkvision to gain an advantage over their foes. Beginning at 5th level, goblin-kin mercenaries suffer only half the normal armor check penalty (rounded up) to Hide and Move Silently skill checks from armor.

Ambush (Ex): Attacking from ambush is a hallmark of goblin-kin mercenaries, who prefer to achieve victory without needing to risk their skins. Likewise, goblin-kin are always paranoid, ready to run if necessary. At 7th level a goblin-kin mercenary that acts during a surprise round may perform both a standard action and a move action, instead of a single standard or move action.

Improved Uncanny Dodge (Ex): This is exactly like the rogue ability of the same name. If a goblin-kin mercenary already has uncanny dodge from a different class, the levels from the class that grant uncanny dodge stack to determine the minimum rogue level required to flank the character.

Infiltrator

Despite his godhood, there are some things that are hidden from Izzador. The movements of rebel factions can be predicted, but nothing can be certain until it is too late. In response, the forces of the Shadow plant spies within local resistance cells in an attempt to destabilize them from within. These infiltrators can provide local legates with information on enemy activities and plans, but their primary function is to gain the trust of individual resistance cells so that they can eat away at them, cancer-like, from the inside out.

Infiltrators possess remarkably silver tongues, and many are so adept at diplomacy that they can sell water to gnomes. It is their gift of gab and inherently trustworthy faces that eventually allow them access to some of the most highly-

secured rebel groups in all of Eredane. Once they have secured a place within the hierarchy of the cell, they watch and wait for the proper moment to strike.

Hit Die: d6.

Requirements

To qualify to become an infiltrator, a character must fulfill all the following criteria.

Skills: Bluff 8 ranks, Disguise 5 ranks, Gather Information 8 ranks.

Feats: Inconspicuous (see *M2E*, p. 123).

Alignment: Any evil.

Special: The character must have contacts within the resistance movement, whether on a local or greater scale. Even good relations with a small cell of freedom fighters is sufficient, so long as they are connected to a larger resistance network.

Class Skills

The infiltrator's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Dex), Climb (Str), Decipher Script (Int), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Speak Language (n/a), Tumble (Dex), and Use Rope (Dex).

Skill Points at Each Level: 6 + Int modifier.

Class Features

All of the following are features of the infiltrator prestige class.

Aura of Trust (Ex): The distrust inherent within the resistance, especially for outsiders, prevents many of Izzador's agents from gaining a foothold within the disparate freedom-fighting cells throughout Eredane. Only agents who can project the proper air of honesty and trustworthiness can hope to infiltrate the organizations who oppose the Shadow.

Infiltrators know what to say to set the suspicions of those around them at ease. At 1st level, NPCs' attitudes toward an infiltrator are automatically one category better than they would be by default. Furthermore, infiltrators gain a competence bonus to Bluff and Diplomacy checks equal to one-half their infiltrator class level (round down).

Resistance Contacts (Ex): The infiltrator's assignment requires him to make friends and contacts within the resistance movement. He may know one or more resistance fighters, having met them in an alehouse; alternatively, he may have told a local resistance cell leader an elaborate story detailing how orcs killed his family, thereby gaining his sympathy and trust. Regardless of the specifics, his association with these rebels grants him several benefits at 1st level, such as favors and access to privileged information.

The Infiltrator

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+2	+2	Aura of trust, resistance contacts
2nd	+1	+0	+3	+3	Bonus feat
3rd	+2	+1	+3	+3	Sneak attack +1d6
4th	+3	+1	+4	+4	Rite of Hidden Intent
5th	+3	+1	+4	+4	Sneak attack +2d6
6th	+4	+2	+5	+5	Bonus feat
7th	+5	+2	+5	+5	Sneak attack +3d6
8th	+6	+2	+6	+6	Sweet betrayal
9th	+6	+3	+6	+6	Sneak attack +4d6
10th	+7	+3	+7	+7	Killing blow

In order to use this ability, the infiltrator must first attempt to make contact with someone that he knows, either directly or through association. After spending a full day attempting to make contact, he must make a Gather Information check. The DC for the check varies by the magnitude of the favor sought, as shown on Table 4–2: Resistance Contact. Of course, the DM may simply rule that no contact is available in his current location.

Once contact has been made, the infiltrator must still convince the contact to grant the desired favor. This can take the form of a bribe, a threat, or simple diplomacy, but success is never guaranteed. The DM should feel free to make things as difficult for the infiltrator as he wishes, but the DC for any skill check associated with getting the favor should rarely be higher than the Gather Information check needed to approach the contact in the first place.

Bonus Feat: At 2nd and 6th levels, the infiltrator gains a bonus feat chosen from the following list: Acrobatic, Agile, Alertness, Deceitful, Deft Hands, Drive It Deep, Improved Initiative, Investigator, Iron Will, Negotiator, Nimble Fingers, Persuasive, Quick Draw, or Stealthy. The infiltrator must still meet all prerequisites for a bonus feat.

Rite of Hidden Intent (Ex): At 4th level, infiltrators are trained in a mystic ritual that allows them to conceal their thoughts from those around them without provoking suspicion. The ritual, known as the Rite of Hidden Intent, requires that the infiltrator meditate quietly in a place devoid of all light for at least 10 minutes each day, uttering silent prayers to Izrador. An infiltrator that does not perform this meditation after 24 hours loses the benefits below until he performs it.

Once complete, the ritual causes the infiltrator's alignment on the good-evil axis to appear to magical divinations to be good. The infiltrator is still considered evil for the purposes of spells like *holy smite* and *unholy smite*, picking up and using holy or unholy weapons, etc. In addition, the infiltrator gains a +4 profane bonus to Will saves against any mind-

affecting spells that are cast with the intent of forcing him to reveal his true allegiances. This would included spells like *detect thoughts* and *zone of truth*, or even a *suggestion* that the infiltrator describe his true allegiances, but not a *confusion* or *dominate person* spell cast during combat.

Sneak Attack (Ex): At 3rd level, and again at every other level thereafter, the infiltrator gains 1d6 sneak attack damage. This ability is exactly like the rogue ability of the same name. If the infiltrator gains sneak attack damage from another source, such as rogue levels, the bonus damage stacks.

Sweet Betrayal (Ex): Infiltrators find it a simple matter to use the trust of their would-be allies against them. At 8th level, when making a melee attack against a character whose attitude towards him is helpful, the infiltrator automatically inflicts a critical hit (assuming he hits; the target is considered flat-footed against the infiltrator).

Killing Blow (Ex): A 10th-level infiltrator's ability to snuff out the lives of friends and foes alike is uncanny. When making a sneak attack against a flat-footed opponent, the threat range of any weapon that the infiltrator uses is doubled.

Resistance Contacts

DC	Level of Information Sought
20	Minor: Information on immediate plans, information on local weapons dealers
25	Major: Information on short-term plans, provide a safe-house from Shadow forces
30+	Incredible: Information on long-term plans, introduction to a powerful rebel leader

Table 4–2



This bonus does not stack with the Improved Critical feat or other effects that increase a weapon's threat range, like the *keen edge* spell.

Orc Commander

The orcs who lead their kind into battle are fearsome brutes who have perfected the art of controlling and commanding their fellows. In addition to being brutal and capable combatants in their own right, most of them also possess an animal cunning and a keen understanding of fear. Victory is all that matters to the commanders of the orcish legions, for failure is as good as death to one who serves the Shadow. An old warrior's proverb states, "It is better to die upon the spears of the enemy than upon the altars of the mother-wives."

An orcish commander who manages to achieve 5th level in this prestige class has earned the title of warchief. Only the strongest and most merciless orcs make it this far. As such, they have little trouble attracting loyal followers to their standards. It is only right that they are legends among their people, and that they are feared, respected, and envied by all who serve them.

Hit Die: d10.

Requirements

To qualify to become an orc commander, a character must fulfill all the following criteria.

Race: Orc.

Base Attack Bonus: +10.

Skills: Intimidate 10 ranks, Profession (soldier) 9 ranks.

Feats: Leadership.

Class Feature: Leader of Men (fighter 4th).

Special: Must be personally responsible for at least 100 slain enemies.

Class Skills

The orc commander's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Knowledge (Shadow), Profession (Soldier) (Wis), Ride (Dex), and Sense Motive (Wis).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are features of the orc commander prestige class.

Fearsome Authority (Ex): An orc commander must demand ultimate respect and obedience from his minions, and this is often accomplished by making sure that they know who is in charge. At 1st level, orc commanders may add one-half their ranks in the Intimidate skill (round down) to their Leadership scores.

The Orc Commander

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+2	Fearsome authority, loyalty
2nd	+2	+3	+1	+3	Making an example
3rd	+3	+3	+1	+3	Drink of the dead, loyalty
4th	+4	+4	+1	+4	Extra cohort
5th	+5	+4	+2	+4	Loyalty, warchief

Loyalty (Ex): An orc commander inspires intense loyalty and ferocity from his troops, at least in the midst of battle. At 1st level, the orc commander may select either the inspire confidence or inspire fury abilities as the charismatic channeler abilities of the same name (see *M2E*, p. 80). Once per day per class level, he may use this ability, but they only affect himself, his cohort, and his followers.

At 3rd level and 5th level the orc commander's ability to inspire confidence or fury advances to the next level of that ability, as described in the charismatic channeler description.

Making an Example (Ex): Failure is not tolerated in a warband. At 2nd level, orc commanders can single out individuals for special treatment in order to remind the rest of their subordinates that they will not settle for less than success on the battlefield. Special treatment of this kind typically involves summary execution, though flogging, torture, and maiming prior to execution are all acceptable alternatives to a speedy demise.

When an orc commander makes an example of an underling, he must be present for the punishment to be effective. Administering the punishment with his own two hands is preferable, though a cohort can also mete it out at your command. Once the appropriate reprimand has been handed out, all of the orc commander's followers receive a +1 insight bonus to attack rolls, saves, and skill checks for the following week.

Drink of the Dead (Ex): At 3rd level the orc commander learns to use ritual and rote to spur his troops to success in battle. He gathers his minions to him on the eve of a battle and makes an appropriate sacrifice to Izzador in an attempt to gain his favor in the conflict to come. The proper sacrifice is a captured enemy, and the orc commander must personally slay him before drinking deeply of his blood and uttering the proper prayers to the Shadow, a process that takes 10 minutes in its entirety.

By the time the ritual has been completed, the orc commander's troops will be in a state of barely-contained anticipation, itching for a fight. For the next 24 hours, they gain a +2 profane bonus to attack and damage rolls.

Extra Cohort (Ex): At 4th level, the orc commander may attract an additional cohort to his banner. This cohort is of a level appropriate to his Leadership Score. It is common

practice for an orcish commander with multiple cohorts serving below him to keep them at odds with one another, so that they are less likely to band together in an attempt to overthrow him later on.

Warchief (Ex): An orc commander of 5th level attains the moniker of warchief. This is the highest accepted rank amongst the orcish legions, and those who climb this high do so upon the corpses of their enemies. The number of followers that a 5th-level orcish commander may attract is doubled.

Orc Leadership

Orcish sensibilities, especially in regards to those they choose as their war leaders, differ a great deal from many of the other races. Orc commanders' reputation modifiers for "fairness and generosity" and "cruelty" are swapped, such that a reputation for fairness and generosity inflicts a -2 penalty to a Leadership Score, while a reputation for Cruelty provides a +1 bonus.

Redeemer

It is perhaps unthinkable that anyone of the dark faith would turn his back on the only god that remains in Aryth. Despite the preposterousness of such a concept, it does happen occasionally, and legates who forsake Izzador are said to have "gone pale" by their former brothers and sisters. The laws of the Shadow do not allow any who do so to survive; despite their renunciation of their faith, such apostates have previously given their souls to Izzador. Redeemers are those priests who have been selected by the dark god to retrieve the souls of these wayward legates and return them to the possession of their rightful master.

Redeemers are recruited from the ranks of the priesthood, and only the most zealous and cruel of Izzador's ser-

The Redeemer

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Divine Spellcasting Class
1st	+0	+2	+0	+2	—	+1 level
2nd	+1	+3	+0	+3	Sense the traitor	—
3rd	+2	+3	+1	+3	—	+1 level
4th	+3	+4	+1	+4	Scent of the traitor	—
5th	+3	+4	+1	+4	—	+1 level
6th	+4	+5	+2	+5	Discern the renegade	—
7th	+5	+5	+2	+5	—	+1 level
8th	+6	+6	+2	+6	Twist the pale soul	—
9th	+6	+6	+3	+6	—	+1 level
10th	+7	+7	+3	+7	Rapture	—

vants are permitted to join their number. They work alone, forsaking even an astirax companion, and carry much authority in the occupied lands of Eredane. In the years following the Shadow's victory, there were perhaps 20 redeemers all told. In the last decade, however, their ranks have swelled to at least 50. The reasons for such an increase are embarrassingly obvious, though most legates have the good sense to ignore the increase in the number of their brethren who have gone pale.

Hit Die: d8.

Requirements

To qualify to become a redeemer, a character must fulfill all the following criteria.

Skills: Knowledge (Shadow) 6 ranks.

Feats: Track.

Spellcasting: Able to cast 4th-level divine spells.

Class Skills

The redeemer's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Gather Information (Cha), Intimidate (Cha), Knowledge (geography) (Int), Knowledge (Shadow) (Int), Listen (Wis), Profession (Wis), Search (Int), Sense Motive (Wis), Speak Language (n/a), Spot (Wis), Survival (Wis), and Use Magic Device (Cha).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are features of the redeemer prestige class.

Sense the Traitor (Su): After first proving his efficacy with mundane methods of tracking and apprehension of traitors, the redeemer is gifted with the power to detect those

who have betrayed their faith in Izrador. In effect, the shadowy tendrils that cling to a traitor's soul begin to decay, and redeemers are able to "smell" this rot at a distance, depending on how strong the traitor's faith in Izrador once was.

This benefit functions just like an astirax's sense magic ability, except that it keys on the essence of shadow that clings to an ex-legate's spirit. The range at which redeemers can detect ex-legates is equal to one-half mile per the traitor's previous caster level. For instance, a redeemer can sense an 8th-level ex-legate at a range of 4 miles. As the redeemer advances, his ability to sense ex-legates increases by 1 mile for every two class levels after 2nd.

Scent of the Traitor (Su): At 4th level, when using Track in conjunction with the sense the traitor ability, redeemers are considered to have the scent ability, but only in regards to former legates. Wind has no effect on the smell of a traitor's decomposing soul, and the base range at which a redeemer can pinpoint a traitor's location by smell is 30 feet.

Discern the Renegade (Su): At 6th level the redeemer gains the power to look into the very mind of a nearby ex-legate. Not only does this allow him to speak with these turncoats telepathically to a range of 100 feet, but it allows him to read their surface thoughts and emotions as well. Any ex-legate that comes within 100 feet is subject to a *detect thoughts* effect with a DC of 10 + the redeemer's caster level + Wis modifier. Initiating and gaining information through this ability requires no action on the part of the redeemer.

Regardless of whether or not they make their Will saves, targets of this ability become like open books to the redeemer. He gains a +2 insight bonus to AC against their attacks, a +2 insight bonus to saves to resist their attacks or spells, and a +4 insight bonus to Spellcraft and caster level checks made to dispel or counterspell any spells cast by them. Finally, the redeemer gains a +4 insight bonus to Bluff, Diplomacy, and Sense Motive checks against the target.

Targets of this ability, regardless of whether or not they make their saves, do not realize that they have been subject to a mind-affecting ability.

Twist the Pale Soul (Su): At 8th level a redeemer gains the ability to attack his targets' very souls. By expending one of his daily turn attempts as a standard action, he can cause a former legate within 30 feet to suffer from a number of negative levels equal to the maximum HD affected minus the redeemer's class level (in other words, the number X in "cleric's level + X," as found on Table 8–9: Turning Undead in the *PHB*). Redeemer levels and legate levels stack for the purposes of determining the maximum HD affected by this check, though not for other purposes.

Targets of this ability may make a Will save (DC 10 + the redeemer's class level + Cha modifier) after 24 hours to remove the negative level. On a failure, the negative level goes away, but the target's level is reduced by one. A separate saving throw is required for each negative level.

Rapture (Su): Although imprisonment, torture, and death are all acceptable punishments for leaving the Order, the ultimate goal of a redeemer is to relieve renegade legates of their souls, which rightly belong to Izrador. This horrifying process is referred to as the rapture, and they gain the ability to inflict it upon former legates at 10th level.

To use rapture upon a former legate, a redeemer must make a successful touch attack and expend at least one of his daily turning attempts, as he commands the traitor's soul to literally rip itself free of its mortal shell and return to the bosom of Izrador. This inflicts 1d8 fire damage to the renegade legate for every level of the legate class he possesses or once possessed, plus an additional 1d8 for each turn attempt the redeemer chooses to expend past the first. The former legate can attempt a Will save (DC 10 + redeemer's class level + Cha modifier) to reduce the number of d8s rolled by one-half.

Should the unfortunate traitor survive the rapture, he still suffers a number of negative levels equal to the number of d8s rolled. If he dies, his soul violently emerges from his body, pouring forth like black smoke from all of his bodily orifices. As his body crumbles into a desiccated husk, his soul is pulled northward towards eternal damnation in Izrador's embrace.

Shadow Knight

The shadow knights are an elite cadre of fanatically loyal warriors who pledge themselves wholly to Izrador. They are recruited from amongst the ranks of the soldier legates, and only the most promising of these men and women are ever considered for induction. Each candidate must succeed in a series of trials and riddles, followed by a baptism of blood and shadow within the depths of his local temple. Failure in any of these trials results in the immediate sacrifice of the candidate to Izrador, for the dark god insists that nothing is wasted.



Shadow knights oftentimes lead small contingents of warriors and legates into battle. They are especially skilled in the hunting and slaying of the fey races, and their powers are in high demand anywhere that the Shadow's armies clash with the warriors of the elves or dwarves.

Hit Die: d10.

Requirements

To qualify to become a shadow knight, a character must fulfill all the following criteria.

Race: Human.

Base Attack Bonus: +8.

Feats: Warrior of Shadow (see *M2E*, p.125), Weapon Focus, Weapon Specialization.

Class Features: Sneak Attack +2d6, ability to channel negative energy and to cast divine spells granted by Izrador.

Special: Must be or must once have been a soldier legate.

Class Skills

The shadow knight's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Knowledge (Shadow) (Int), Profession (Wis), Ride (Dex), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

The Shadow Knight

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Divine Spellcasting Class
1st	+1	+2	+0	+2	Blade of shadow	+1 level
2nd	+2	+3	+0	+3	Smite fey 1/day	—
3rd	+3	+3	+1	+3	Bonus feat	—
4th	+4	+4	+1	+4	Low-light vision	+1 level
5th	+5	+4	+1	+4	Armor of shadow	—
6th	+6	+5	+2	+5	Bonus feat, smite fey 2/day	—
7th	+7	+5	+2	+5	Aura of shadow	+1 level
8th	+8	+6	+2	+6	Darkvision	—
9th	+9	+6	+3	+6	Bonus feat	—
10th	+10	+7	+3	+7	Body of shadow, smite fey 3/day	+1 level

Class Features

All of the following are features of the shadow knight prestige class.

Blade of Shadow (Su): A 1st-level shadow knight can channel Izrador's shadowy power into his chosen weapon; this is most often a longsword, but can be any melee weapon for which the shadow knight has the Weapon Specialization feat.

Using this power, which requires the expenditure of a daily turn attempt as a free action, causes the weapon to take on a shadowy, indistinct shape. The weapon ignores all armor and shield bonuses to AC, passing through it as if it did not exist, though magical armor of any kind negates this effect. In addition, while blade of shadow is affecting the weapon, all damage that it inflicts is considered to be cold damage. Once invoked, blade of shadow lasts for a number of rounds equal to the shadow knight's Charisma bonus (minimum 1).

Smite Fey (Su): This ability, gained at 2nd level, functions just like the paladin's smite evil ability, except that it only affects members of the fey races (dwarves, elves, gnomes, and halflings, as well as half-breed fey, such as dwarfrow, dworgs, and elflings). The shadow knight adds his Charisma bonus (if any) to his attack roll, and deals one extra point of damage per shadow knight level. If he should accidentally smite a creature that is not one of the fey races, the smite has no effect, but the ability is still used up for that day. The shadow knight gains an additional daily use of this ability at 6th level, and again at 10th level.

Bonus Feat (Ex): At 3rd, 6th, and 9th levels, the shadow knight gains a bonus feat. This bonus feat must be chosen from the list of feats noted as fighter bonus feats. The shadow knight must still meet all prerequisites for a bonus feat.

Low-light Vision (Su): At 4th level a shadow knight gains low-light vision, allowing him to see twice as far as a

human in starlight, moonlight, torchlight, and similar conditions. If he already possesses low-light vision, either as a racial trait or from another prestige class, the range of this ability is doubled, allowing him to see four times as far as a human in starlight, moonlight, etc.

Armor of Shadow (Su): A 5th-level shadow knight is gifted with the ability to imbue his armor with the essence of the Shadow. Using this power, which requires an expenditure of a daily turning attempt as a free action, surrounds the shadow knight with a haze of shadow and darkness that grants him partial concealment (20% miss chance) against attacks. Once invoked, armor of shadow lasts for a number of rounds equal to the shadow knight's Charisma bonus (minimum 1).

Aura of Shadow (Su): Starting at 7th level, a shadow knight begins to exude a shadowy aura fueled by negative energy that causes nearby sources of illumination to flicker erratically and grow dim. This aura also causes enemies to weaken in his presence. Any good-aligned creature that ventures within 10 feet of the shadow knight must succeed at a Fortitude save (DC 10 + 1/2 shadow knight level + Cha modifier) or take 1d6 points of Strength damage. Whether this saving throw succeeds or fails, a creature is immune to subsequent exposures to this ability for the next 24 hours.

Darkvision (Su): At 8th level the shadow knight no longer requires light to see clearly, as he is blessed by Izrador with the ability to see in complete darkness out to a range of 60 ft. If he already possesses darkvision, either as a racial trait or from another prestige class, the range of this ability is increased by +30 ft.

Body of Shadow (Su): At 10th level, at the height of a shadow knight's power, he can adopt the form of a living shadow, becoming that much closer to Izrador. Using this power, which requires an expenditure of a daily turning attempt as a free action, causes the shadow knight and all of his equipment up to a heavy load to become incorporeal, gain-

ing all the benefits and restrictions thereof. The shadow knight's physical attacks deal cold damage when in this form. Body of shadow lasts for a number of rounds equal to the shadow knight's Charisma modifier.

Shieldsplitter

At the forefront of each of Izrador's armies is an elite cadre of berserkers who are spoken of in hushed tones by their fellow warriors. Known as shieldsplitters, they lead enraged charges against formations of enemy pikes and spears. Though their mad rushes may seem reckless, they are anything but: Shieldsplitters have one of the highest survival rates of any of the soldiers that serve in the armies of the Shadow, which is due in large part to their extensive experience.

Hit Die: d12.

Requirements

To qualify to become a shieldsplitter, a character must fulfill all the following criteria.

Race: Bugbear, orc, or oruk.

Base Attack Bonus: +7.

Skills: Intimidate 8 ranks, Jump 6 ranks.

Feats: Improved Overrun, Improved Sunder, Power Attack.

Class Features: Damage reduction, rage or frenzy ability.

Class Skills

The shieldsplitter's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Intimidate (Cha), Jump (Str), and Profession (Wis).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are features of the shieldsplitter prestige class.

Sundering Charge (Ex): At 1st level, when charging a foe, a shieldsplitter may make a sunder attempt as a free action against either that foe's shield or his weapon. He may only make the sunder attempt against the foe's weapon if it is a spear or other polearm that has been set to receive his charge. This sunder attempt takes place before the attack action at the end of the charge, and may only be made against the charge's main target (not against any creatures being overrun, for instance, and only against the first creature attacked if the shieldsplitter gains multiple attacks during a charge). If a weapon that has been set to receive a charge is sundered, the defender's readied action is lost.



The Shieldsplitter

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+0	Sundering charge
2nd	+2	+3	+0	+0	Extended rage
3rd	+3	+3	+1	+1	Damage reduction 1/—
4th	+4	+4	+1	+1	Shield breaker
5th	+5	+4	+1	+1	Hewing rage
6th	+6	+5	+2	+2	Damage reduction 2/—
7th	+7	+5	+2	+2	Shatter the shield arm
8th	+8	+6	+2	+2	Additional rage
9th	+9	+6	+3	+3	Damage reduction 3/—
10th	+10	+7	+3	+3	Break the line

Extended Rage (Ex): Because shieldsplitters are reserved for the most important offensives, they are not concerned with the ability to rage more often; rather, it is essential to their survival that their rages last throughout each assault. This ability, gained at 2nd level, increases the duration of the shieldsplitter's rage and frenzy abilities by an additional 10 rounds.

Damage Reduction (Ex): Pain and injury do little to impede experienced shieldsplitters. This ability, gained at 3rd, 6th, and 9th level, is identical to the barbarian ability of the same name. If the shieldsplitter gains damage reduction from another class, the totals stack.

Shield Breaker (Ex): At 4th level, whenever a shieldsplitter successfully sunders an enemy's weapon or shield, he may use the Cleave or Great Cleave feats to immediately make a second sunder attempt against the same type of held item. For instance, if a shield was brought to 0 hp, the shieldsplitter may Cleave into another shield within reach; if a weapon was brought to 0 hp, the shieldsplitter may Cleave into another weapon within reach. If this ability is used in conjunction with a sundering charge that destroys a set-to-receive polearm, the Cleave may target any weapon within reach, not just polearms that have been set to receive a charge.

Hewing Rage (Ex): At 5th level the shieldsplitter can increase the power of his rage by taking time to chop and hack at fallen enemies, thereby feeding his insatiable blood lust. For each fallen enemy that is coup de graced or mutilated as a full-round action that provokes attacks of opportunity, the bonuses to the Shieldsplitter's Strength and Constitution while raging increase by +2.

Shatter the Shield Arm (Ex): At 7th level, if a shieldsplitter successfully reduces an opponent's shield to 0 hp with a sunder attempt, any leftover damage is automatically applied to the shield's wielder.

Additional Rage (Ex): At 8th level, the shieldsplitter gains another daily use of his rage or frenzy ability.

Break the Line (Ex): At 10th level, the shieldsplitter can plow through defensive lines, leaving havoc in his wake. He no longer provokes attacks of opportunity from those he attempts to overrun. Additionally, he may use his single free sunder attempt granted by the sundering charge ability against any shield or set-to-receive polearm within reach at any point during his overrun or charge, not just at its end.

Slaver

Many of those forced to serve the Shadow vent their frustrations by subjugating anyone who is weaker than they are. The practice of slavery has especially been a proud tradition in goblinoid society for hundreds of years, particularly among bugbears. Slavers view any creature as a potential for profit, given the proper circumstances.

Hit Die: d10.

Requirements

To qualify to become a slaver, a character must fulfill all the following criteria.

Base Attack Bonus: +5.

Skills: Intimidate 7 ranks, Use Rope 4 ranks.

Feats: Alertness, Improved Unarmed Strike.

Class Skills

The slaver's class skills (and the key ability for each skill) are Appraise (Int), Craft (Int), Escape Artist (Dex), Handle Animal (Wis), Heal (Wis), Intimidate (Cha), Knowledge (geography) (Int), Listen (Wis), Ride (Dex), Search (Int), Sense Motive (Wis), Speak Language (n/a), Spot (Wis), Survival (Wis), and Use Rope (Dex).

Skill Points at Each Level: 4 + Int modifier.

The Slaver

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+0	+0	Bully, flesh merchant, low blow
2nd	+1	+3	+0	+0	Tools of the trade
3rd	+2	+3	+1	+1	Bonus feat, keep 'em moving
4th	+3	+4	+1	+1	Tools of the trade
5th	+3	+4	+1	+1	Bonus feat, keep 'em working

Class Features

All of the following are features of the slaver prestige class.

Bully (Ex): Slavers are adept at using their bulk and strength to intimidate anyone smaller than themselves. A 1st-level slaver may opt to use his Strength modifier in addition to or instead of his Charisma modifier when making Intimidate checks.

Flesh Merchant (Ex): Slavers must know what to look for in the living merchandise that they procure and subsequently sell. At 1st level, a slaver gains a bonus to Appraise, Heal, and Sense Motive checks equal to twice his class level when determining the quality of slaves or potential slaves. In this way, he can determine how healthy a slave is, how much he will fetch at market, and how skittish or defiant he is likely to be.

Low Blow (Ex): Some potential slaves, as well as a handful of taken captives, are a little too squirrely for their own good. Being able to take them down with a single, well-placed blow can be of obvious benefit, especially when time is of the essence. Slavers' skill at landing powerful blows in an opponent's sensitive areas is therefore refined to almost scientific levels.

Starting at 1st level, once per day per class level, a slaver can make a low blow as an unarmed attack against a humanoid or monstrous humanoid wearing light or no armor. If the attack succeeds, the slaver inflicts an additional 1d6 points of nonlethal damage and his foe must succeed at a Fortitude save (DC = 10 + 1/2 the slaver's class level + Str modifier), or be nauseated for 1 round per class level of the slaver.

Tools of the Trade (Ex): Slavers require knowledge of special tools and weapons in order to maintain the integrity of their merchandise. At 2nd level, slavers may choose to gain proficiency in one of the following exotic or martial weapons: bola, net, sap, or whip.

At 4th level, the slaver may choose another weapon proficiency feat from the list or may take the Weapon Focus feat

in the weapon chosen at 2nd level.

Bonus Feat (Ex): At 3rd and 5th level, slavers gain a bonus feat that must be selected from the following list: Deft Hands, Die-Hard, Improved Grapple, Power Attack, Self-Sufficient, Stunning Fist, Toughness, or Track. Unlike most bonus feats, the slaver need not meet the prerequisites for a bonus feat, whether it is an ability score, an attack bonus minimum, or another feat.

Keep 'Em Moving (Ex): Moving slaves can be a tricky business, especially when they are sick, starving, or fatigued; a slave train is only as fast as its slowest captive. At 3rd level, a slaver learns to motivate slaves by threats and force of personality alone, an ability that can also be useful to keep yourself and allies going.

When the slaver, his captives, and his companions perform a forced march, the slaver may attempt a DC 15 Intimidate check every hour in order to keep the group moving. For each extra hour of forced march, the DC of this Intimidate check increases by +2. If the check is successful, everyone in the group gains a morale bonus equal to the number of ranks the slaver possesses in the Intimidate skill to any Constitution checks they make to avoid fatigue.

Keep 'Em Working (Ex): Slavers are also called upon to be overseers, and getting companions to fight back against spells is little different than forcing slaves to work under the whip. Five times per day, the slaver may use a full-round action to threaten, cajole, and batter any captives or allies that are under the sway of a mind-affecting effect. Each round that the slaver uses this ability, he may make an Intimidate check. Any creature within 30 feet (including himself) may use the Intimidate check result in place of its saving throw against a mind-affecting effect if, after the saving throw is rolled, the Intimidate check proves to be higher. If a creature within range of this ability is already under the effect of a non-instantaneous mind-affecting effect, it gains another saving throw against the effect each round it hears the slaver's cursing and cajoling, but it must use the slaver's Intimidate check result for the save. This ability has no effect against effects that don't allow slaves.

Paths in Shadow



I have done horrible things in the name of my god. The memories haunt me. Every face is etched into my mind's eye. Memories are nothing but scars, and they do not heal.

It was not always so. I was brought up to appreciate the power and majesty of the Dark God, to worship at His altar and provide my service for His innumerable desires. I learned too late that I would serve not only Izzador's will, but also those of the mortals who claimed to speak for Him. I once saw myself as a holy man, a conduit for the last remaining divinity to grace the undeserving lands of Aryth. In truth, I was little more than a pawn in the service of madmen.

With these words, penned in the blood-tinged ink of a temple legate, I begin the long and self-disparaging tale of one who has seen the errors of his ways. I cannot undo what I have done; blood has been spilled, and lives have been offered up. Were there other gods to pray to, to beg mercy from, I might yet stand some chance of redemption. But there are not. All I have left is the prospect of a quick death, followed by an eternity of torment in the chill heart of my god.

To my peers, take note of my words. They will likely be struck down and burned as a heretic's shameful diary. I make no apologies for my awakening, but I regret that it had not occurred earlier. I have emerged from the shadows, into a darkness which is made deeper still by the hopelessness of my plight.

Take these words to heart, if you still have one, lest you suffer the same torments that I do...

— The opening paragraphs of the diary of Glavius, former Temple Legate of Izzador

Running a Shadow campaign is a far cry from the typical MIDNIGHT scenario. This chapter offers insight, advice, and options for the players and DMs of Shadow campaigns, whether they are short, self-contained scenarios or part of a complex plot that might last for months or years.

Of Souls and Shadows

Shadow campaigns aren't about defeating the evil that pervades Eredane, they are about embracing it. This comes with several challenges, and isn't for everyone. Not every player enjoys putting himself in the shoes of a villain, and the



morality plays that are acted out in such campaigns can distress some. Tread lightly and make sure that everyone in your group is comfortable with the idea before beginning a Shadow campaign.

Morality, rather than victory, is the crux of most Shadow campaigns. Just because defeating evil is the standard by which most other plots are judged does not mean that defeating good is the goal of a Shadow campaign. *MIDNIGHT* is interesting because of the turning on its head of traditional fantasy roles, the desperation and despair through which the heroes fight. The villains have nearly all of the advantages, so taking on their roles takes away the feeling of the underdog, of the desperate fight, that makes playing Heroes in *MIDNIGHT* so unique.

Instead, a Shadow campaign's goal is to ask questions. Is everyone that serves beneath the Shadow inherently evil? Is following an order to kill an innocent just as bad as giving that order? Is there hope for redemption in even the darkest of hearts, and can even the most noble of heroes be tempted or corrupted?

This is not to say that Shadow campaigns do not involve conflict. The halls of the Order of Shadow teem with villainy and deceit. The pyramid-like structure of the Order suffers only so many to ascend to the highest ranks, leaving the ranks of the lesser legates to jockey for whatever positions of authority that they can manage. Likewise, orcish regiments and platoons are formed on the premise of might makes right; an orcish warlord only holds his position for as long as he can continue to defeat challenges to his authority. The strong-arm thugs of the Traitor Princes serve their duplicitous masters only as long as they gain some benefit from doing so, and those masters constantly struggle to maintain their own tenuous authority. Ironically, then, characters in a Shadow campaign fight many of the same foes as their heroic counterparts, except that Shadow characters do so out of competition rather than in defense.

The Price of Evil

Even in *MIDNIGHT*, evil can be said to be a matter of perception. To an orc, raised in the savage northlands and marched at length into the occupied territories of Southern Erenland, what is considered evil? Any who oppose his master are likely to be viewed as wicked. After all, Izrador, in his wisdom, has brought the orcs and their kin to heights of victory heretofore unseen in previous millennia. What is evil in that? Ask the same question of the conquered peoples of the south, and you shall likely hear a completely different answer.

Yet Aryth has its own morality, which is judged on the natural order of things. These laws were laid down long before Izrador fell, before the first Sarcosan looked up to the sky and saw the shapes of the gods laid out in twinkling constellations of stars, before the first of the elthedar gave form to immaterial magic.

Izrador's existence is anathema to that natural order. It is an abomination that pollutes Aryth. It rapes the world of its magical lifeblood, leaving desolation in its wake. As the ancient ley lines that tie the nexuses of Aryth together are sev-

ered and polluted, portions of the landscape become haunted by foul energies that warp anything that attempts to subsist upon it. The Shadow cares little for these casualties, for his unquenchable thirst is all that he cares to consider in his struggle for complete dominance of the world.

To serve the Shadow is to submit to this bleak entropy, and those who do so cannot help but be corrupted by it. This can be as accidental as Taint (see *Heart of Shadow*, p. 57), or as purposeful and irreversible as giving oneself over to undeath. Regardless, everyone who serves Izrador must eventually be consumed, whether in body or in spirit. These servant's bodies are consumed by malignant desires made flesh, their souls collected like tithes to feed Izrador's gluttonous hunger. This is the ultimate price of service to the Shadow, and to those who walk the path of darkness, it is unavoidable.

Or is it?


Temptation

Of the tools available to the Shadow, temptation is perhaps the most insidious. This weapon has many forms: temptations of wealth, temptations of power, temptations of the

DM Note: Alignment

As in most D&D games, alignment plays a key role in *MIDNIGHT*. Rather than being a guide for the players, however, alignment in a Shadow campaign is also a guide for you, the DM: It is your most valuable tool for keeping track of the PCs' ongoing corruption. Over time, they will almost certainly do things that will violate the tenets that their characters have sworn, consciously or unconsciously, to uphold. Sometimes these will be selfish and evil acts, while other times may see characters drifting toward merciful and benevolent behavior. You should seek to keep a quiet tally of these actions, and hold the characters to the consequences of their actions.

This is especially important if the player characters are actively attempting to infiltrate the enemy's ranks. Not only can a character often switch alignment just by performing the deeds necessary to maintain his cover, but spells that detect and affect alignment are fairly common. Paranoia is rampant on both sides of the fence, so it's reasonable for legates and channelers to occasionally test to see what kind of moral path the player characters are following...and the fact that a channeler reports that his *detect good* does, in fact, reveal a formerly evil character as being good-aligned can be a great way to make the character aware of the current state of his soul.



flesh, and temptations of vengeance are but a few. All these and more have preyed upon seemingly moral individuals, driving them over the brink of corruption. Temptation is a vitally important tool that should be used to test the PCs' resolve and to measure their values. Moral dilemmas are a staple of heroic fantasy, and the price that must be paid for an immoral act should not be forgotten.

In the best of all possible circumstances, the player characters in Shadow campaigns will never have good choices—just bad choices and worse ones.

Mundane temptations can be fairly easy for a player to resist; what does he care if his character never eats a good meal or tastes fine wine, if he does not have authority over his fellow legates or orcs? As long as the *player* is having fun, his *character's* desires will probably be secondary. Dramatic temptations are therefore more likely to strongly affect a player character in a Shadow campaign. The character may be forced at daggerpoint to betray his allies, or die. He might be granted powerful magical abilities or magic items, allowed to use and get used to them for a time, and then threatened with their removal. He might be offered not just the trappings of wealth but given the freedom to use it, shaping his home village into the community he has always wished it could be...all in exchange for performing a few lesser evils for his masters.

Redemption

As temptation's opposite, redemption is just as important a plot element in campaigns that focus on evil. It is a common misconception that evil folks run amok, indiscriminately killing and defiling everyone they meet. This isn't to say that such behavior *isn't* evil; yet it is a shallow view of evil, driven by preconceived notions and stereotypes. Evil is self-serving, merciless, and willing to make sacrifices in order to succeed, true. But it can also be subtle, insidious, and to many, inexplicable.

Despite all this, one thing evil need not be is irredeemable. Are the players in your game giving in to their consciences? Do they refrain from truly dark courses of action because they fear the consequences? Do they throw themselves into the evil mold with abandon, or do they do so in a reserved, almost shy, fashion? What seems to be *player* hesitation can be looked at as *character* self-doubt. Call them on their actions and ask them to explain themselves, either in out-of-character discussions or in-character inquests being run by their superiors.

On the other hand, it is occasionally important to offer your PC villains an out, a chance to embrace mercy and benevolence. Give them an opportunity to succeed in their mission without performing an irrevocably evil act, perhaps even accomplishing some good in the process. Do they take the bait? Or do they spit in the eye of morality and do what any self-respecting bad guy would do?

Stand-Alone Games

Because of the logistics and moral dilemmas inherent in any campaign that centers around villainous player characters, it is often more appropriate to plan short-term games than long-term ones. Players who might not normally enjoy a long-term scenario delving into evil may be more willing to participate if the game is only slated to last one or two sessions. Additionally, in the unfortunate event of players taking other players' in-game actions personally, a short-term game lets everyone forgive, forget, and move on. Finally, character loss and betrayal is less significant in short-term games, since the players have less of an investment in their characters.

The first thing to consider when running a one-shot Shadow scenario is whether characters should be provided for the players, or whether they should be allowed to create their characters themselves. Though generating characters is more work for you as the DM, doing so allows you to balance the party and, depending on your concept, provide in-game hooks that tie characters together in interesting ways or set them up for meaningful conflict. Additionally, players will be less attached to pre-generated characters, and are more likely to risk the characters' success and survival to play out their particular roleplaying quirks and faults.

Once you decide how the player characters will be created, you'll need to incorporate them into the plot. This requires that you do some basic write-ups that detail current events, give an overview of the characters' and region's history, and describe notable NPCs. For example, when writing a scenario in which the PCs are all legates in the Order of Shadow, you'll want to make sure that they know who their superiors are, who their enemies are, what sorts of authority they hold, and even what the latest rumored plots and plans are.

One thing you may consider doing is to write a separate sheet for each player, describing how his character feels about each of the other PCs as well as each of the major NPCs. Write these notes from the character's perspective. Keep them brief, since not everyone likes to read novels prior to playing a one-shot.

As to the plot, ensure that it is coherent and that each PC's goal is attainable. Some of these goals should support one another, while others directly conflict, creating interesting alliances and intrigue in the party. This increases the adventure's tension and allows the players to maneuver against one another if they are inclined to do so. Inter-party conflict is liable to take place, regardless of your feelings on the matter. After all, the players are portraying villains; even if you don't set up issues over which they should fight, they are likely to betray one another simply because that is what they believe that villains should do.

Finally, it pays to have a stack of back-up characters prepared so that a player isn't completely knocked out of the proceedings when his character is left for dead; because trust and benevolence will be rare or even frowned upon in the party, characters that find themselves in trouble are far more likely



to be left to suffer and die. As an example, a group of orcish PCs might be accompanied by a slew of goblin mercenaries. If one of the player characters is killed, you can hand him a goblin. Though his power level will likely be reduced, he will still be a part of the game, able to make choices and alliances with the remaining PCs.

Back-up characters should be given only to those players whose characters die early in the session or as a result of accidental death or lack of teamwork, but not to those whose PCs were killed later in the game by other PCs. Such a death is likely to have been the goal or means to an end of the character who did the killing, and as the party is picked off one by one, the roleplaying and conflict becomes more intense. Ideally, the interactions between the surviving PCs and NPCs during this endgame should be exciting and strange enough to keep the attention of even players without characters.

Long-Term Campaigns

The possibilities for Shadow campaigns are numerous; even though performing missions for the Shadow must play a part of many of these campaigns, it's not the only option. Legates and orcs on the front lines of Erethor may immediately spring to mind, but Shadow PCs can fill many other roles. Mercenaries, hired thugs, brigands, and petty criminals are only a few of the shadier options that are open to characters in Shadow campaigns. Several campaign archetypes,

both for official Shadow minions and for those on the periphery, are presented below.

Against the fey

Since the day that Izrador's armies emerged victorious at the end of the Third Age, the fey races have retreated ever farther into their ancestral lands. The elves are deeply entrenched in their forest kingdom, and they still strive to stem the tide of orcs and fire that steadily burn away Erethor's eastern borders. The dwarves, likewise, have long been on their own, fighting ceaselessly to defend their holdfasts against orcs, goblins, and other terrible servants of the enemy. Even the halflings who roam the plains of southern Erenland are subject to the depredations of the Shadow's minions.

In such a campaign, the player characters are soldiers on the front lines of the wars against the fey. Even though Izrador supposedly claimed victory 100 years ago, the violence and horror of full-scale war still floods the fey lands. The scope of the battles being fought may be smaller, but the stakes seem much higher, and the defending fey fight tooth and nail, sparing no mercy. They force Izrador's faithful to pay dearly for every inch of territory that they take, and in many ways the defenders have become more vicious and savage than those they fight.

Excellent character choices for such a campaign include orc soldiers, goblinoid mercenaries, and soldier legates. Small war parties might be tasked with reconnaissance or

security patrols, while elite groups of soldiers supported by Shadow priests might be sent on dangerous missions deep within elvish and dwarvish territory. The other side's soldiers aren't the only foes: These battlefronts have become infested with Fell, while the constant use of magic, despoiling of nature, and the taking of lives attracts spirits and beasts of many kinds to prey upon the unwary. Chaos and violence seem to become gods in themselves, and soldiers on either side expect that their next breath will be their last.

Adventure Hook

Elvish envoys have been caught in the foothills of the Kaladrin Mountains. It is suspected that they are attempting to make contact with the remaining dwarvish clans there, either to reinforce them or to open up other lines of communication. The players must investigate the motives of the elves and undermine their attempts to contact their stout cousins. Killing the messengers is less important than uncovering their goals, and perhaps corrupting them.

Born of Darkness

The chosen of Izrador, the orcs, are his favored servants. They above all others embody the hatred, spite, and venom that taints the Shadow's view of all things, and they serve him with unwavering loyalty and fanaticism. The conflicts and pride of the orcish tribes offer opportunities for extensive roleplaying and exploration of this brutal culture. They are

killing machines, true, but they have an impressive level of racial pride. They feel that the entire world will inevitably be theirs, but only if they prove themselves worthy and weed the weak from their race.

Though all orcs may seem the same to outsiders, a party formed from orcs can be both diverse and cohesive. Not only are orcs bound by their tribal affiliations, they are also tied by their universal faith in the world's only remaining god. Characters of all types are born to the orcs, from wily rogues to cunning wildlanders, raging barbarians to disciplined fighters, blighted channelers to priestesses of Shadow. Groups of such characters serve their tribes as well as their dark god, leading to interesting conflicts in priority. They seek to better themselves, as well, and war with competing tribes, human rebels, and wandering creatures to hone their combat skills. Prestige is most important of all, so they may seek fortune and fame by becoming leaders among their people, or they may volunteer for exceptionally dangerous missions.

Adventure Hook

The PCs' tribe has been chosen by Izrador to recover a valuable artifact before his enemies can find it. The catch is that other tribes from the surrounding area are assigned to the same task, and the spirit of orcish competitiveness has been ignited in them all. The first tribe to recover the artifact will gain substantial prestige amongst its peers and in the eyes of the Shadow.

Crush All Resistance

The war against resistance groups is a very different one than that against the fey. The true challenge in undermining the resistance is not to overcome it with force of arms, but rather with superior intelligence-gathering. These campaigns involve more spying and investigation than open hostilities, and when battles do take place, they are limited in scope and are resolved quickly. Intrigue is the name of the game, and the PCs in such a game might be bounty hunters, infiltrators, and other less official characters seeking to gain access to the jealously-guarded secrets of the heroes who stand in defiance of Izrador's rightful claim to Eredane.

While the battles against the fey take place on the far-flung frontiers of the Shadow's kingdom, campaigns against the resistance are likely to take place in major cities. The crush of oppressed humanity, whether in the metropolises of occupied Southern Erenland or in the ports along the shores of the Sea of Pelluria, offers a number of hiding places for those who wish to see the Shadow fail. In such an environment, the players are best served to pick their battles wisely, for the population itself might rise against them if given the opportunity.



Adventure Hook

Open rebellion has been seen in several southern villages and towns, and it has been brutally suppressed by local authorities. While these attempts to keep the rebels in line are commendable, there is some concern that the sussars who control these settlements are in league with the resistance movement. The player characters must travel south, investigate the nature of the rebellion, and ensure that it is destroyed, following it to the highest echelons of rank if necessary. How exactly they can do so when they are of low rank themselves is another matter.

The Ends Justify the Means

Not all who serve Izrador's shadowy whims are truly in his service, at least not in the depths of their hearts. Seemingly loyal minions may have more personal motivations or, in some extreme cases, selfless ones that reflect an appreciation for goodness and freedom. Such individuals form like-minded groups only with extreme caution and secrecy, for they are surrounded on all sides by their enemies. One false move can be fatal. It takes a marked amount of care to traverse the halls of the enemy without being discovered.

The PCs in this campaign model are secretly beholden to the rebellion against Izrador, and seek to strike their own blows against the Shadow by undermining the schemes of his loyal minions. By gaining positions of power within the Shadow's bureaucracy, be it civil, military, or religious, PCs can exert pressure on those below them in order to indirectly aid their counterparts in the resistance. So as to maintain their cover as servants loyal to the Shadow of the North, however, they will occasionally need to do terrible things that may haunt and scar them. The challenge before PCs in such a campaign lies in maintaining the secrecy of their allegiances without sacrificing the purity of their souls.

Alternatively, one or more PCs might be working as a spy in a party where the majority of their companions are loyal to Izrador. Such a setup should be a secret between the DM and the player, and either all players should have reason to pass notes and pull the DM aside on a regular basis, or a system of signals between the DM and the spy should be developed beforehand.

Adventure Hook

An important rebel leader has been captured, and the double-agent PCs must find some way to free him before he is executed, preferably without blowing their covers. Doing

so will require a great deal of care, since he is kept under heavy guard and has cultivated many powerful enemies within the Order of Shadow.

Explorers in Shadow

This archetype is the closest to RPG campaigns in other fantasy settings. The players portray roaming adventurers who are loyal to Izrador and devoted to the success of his dark empire. They wander the land, defeating the Shadow's enemies and searching for artifacts to claim, nexuses to violate, and rebel activity to quash. Though the characters may be nothing more than freelancers with a shadowy bent, it is helpful if they are somehow connected to Izrador's hierarchy.

While a normal MIDNIGHT campaign does not immediately lend itself to standard dungeon-crawling behavior, a Shadow campaign is perfect for it: The PCs are more likely to have the freedom to travel and to have a sponsor to supply their equipment and support needs. They also have an entire continent of conquered and abandoned locations to explore. Powerful creatures and spirits persist in many parts of the world, guarding hordes of artifacts and libraries of knowledge. The haunted ruins of an abandoned dwarven holdfast, fallen temples choked off by the Aruun Jungle, and the millennia-old vestiges of elthedar settlements are all interesting places to explore.




Adventure Hook

A religious artifact dating back to the days of the elthedar is rumored to be hidden within the sweltering depths of the Aruun Jungle. Your mission is to secure this powerful item for Izrador, although to do so you must face the vicious Danisil elves, the dire creatures, and the carnivorous plants that call the jungle their home.

The Good, the Bad, the Worse

This campaign archetype focuses less on what the characters do and more on the ambiguous morality and tough ethical choices they make while doing it. The PCs have been raised in a world of Shadow, where evil is second nature. Because of the moral vacuum in which they have always existed, they've never thought to behave differently. As they adventure, however, their eyes begin to open. Long-trusted allies could be found to be enemies, while enemies could



become allies of convenience from time to time. The characters may learn that there are benefits to helping others without expecting repayment, and may come to relish the feelings of trust and friendship. This campaign's goal is for the characters to reflect upon their behavior and actions, and eventually to doubt the purity of their endeavors. They may even see that they are on the wrong side, and seek to redeem themselves.

Such a campaign model should be discussed with players before the game starts, for one simple reason: Players who expect an evil-themed campaign might feel that they are being forced into the roles of traditional heroes if you expect them to redeem themselves. Such players may openly rebel by reveling in their vile acts and destroying all opposition instead of stopping to consider the consequences. This archetype, with its focus on redemption, is also heavily keyed to roleplaying and complex characterization. PCs will not only battle with their enemies and with one another, but also with themselves.

Adventure Hook

The PCs' master has been revealed as a traitor to the Shadow. Ordered to find and dispatch their former leader, the investigation eventually reveals that he has long been instrumental in keeping each of the PCs alive. Can he appeal to their better natures to let him live, or will they slay him out of hand despite his previous altruism on their behalves?

History Past

This campaign archetype takes the players back to the days when Izrador was but a whisper on the northern wind. They take on the mantles of cultists of Shadow who seek to undermine the humans and fey races. Not only must they cultivate new believers and religious adherents, but they must also survive their own sinister reputations, lest they bring down the wrath of local authorities upon themselves. The history of Eredane is rich, allowing for any number of adventures to take place in a time of relative peace. Even so, the threat of darkness is still pervasive, especially in the north, and depending on the timeline you choose to pursue, the average folk may or may not be aware of Izrador at all.

Compared to the normal campaign model used in *MIDNIGHT*, this is almost a direct reversal: Izrador's minions are the hunted, rather than the hunters, and the forces of good are all around. On the other hand, corruption is rife, especially in the later years of the Third Age. Agents of the Shadow roam the land, offering incentives to local lords in exchange for fealty or inaction. Conversely, the Second Age offers an even more challenging era for minions of Izrador. Campaigns that are set upon the cusp of two ages, such as between the Second and Third, might revolve around groups of characters who were once a part of Izrador's defeated armies, now hiding in the hopes of surviving their master's most recent defeat.

Adventure Hook

Izrador requires the blood and souls of innocents so that his malignancy can seep into the lands of Eredane. Set in the latter years of the Third Age, prior to the Last Battle, this scenario requires that the players construct a black mirror in secret to prepare for their master's final coming. Not only must they collect and assemble the materials required to build the zordrafin corith, but they must also sanctify it with innocent lives. Should they be discovered, no mercy will be shown them. Should they succeed, however, they will surely be rewarded when Izrador returns to claim that which is rightfully his.

Shades of Gray

Rather than directly serving the Shadow, the PCs in this campaign are independent criminals, such as bandits, mercenaries, thieves, brigands, and adventurers. While they swear no fealty to the Shadow, they do nothing to fight against it. On occasion their goals might correspond with those of Izrador's minions, yet they find themselves opposed by local legates as often as they find themselves aligned with them. In many respects, this campaign reflects challenges that are similar to those presented in a typical *MIDNIGHT* game. Possession of weapons is probably the biggest problem for characters who ply their trade outside of the Shadow's draconian laws, but it is not the only one.

In such a campaign, the PCs will likely try to profit from the occupation of Erenland and the eastern and western wars against the fey. This can be done in several different ways, though the most likely include preying on the weak, dealing in contraband, and performing the occasional odd job for either the resistance or the forces of Shadow. With the bare necessities of life being at a premium, profits can be made smuggling grain and the like under the noses of Izrador's legates. Cultivation of contacts within the ranks of these same legates, as well as bribes in all the right places, can make such business endeavors flow smoothly.

Adventure Hook

The resistance in White Cliff has put out word that it has need of a large number of weapons, and is offering a substantial amount of compensation for anyone who is willing to smuggle them in. Can the players gather enough weapons and successfully transport them to White Cliff's resistance, or is this merely one of the Shadow's ploys in an attempt to snare smugglers and rebels alike?

Sleeping with the Enemy

Instead of serving the Shadow directly, the PCs in this archetype work as mercenaries or enforcers for one or more Traitor Princes. In the service of these tainted warlords, the PCs will likely fight all manner of foes, from members of the resistance who operate in their masters' territory to legates and their orcish servants who enjoy throwing their own

weight around. Allies in this campaign model can quickly become enemies, and the tenuous authority held by the PCs is often overruled by that of the Shadow's true minions. Such a game can be flavored with a good deal of intrigue, as factions within the Traitor Princes' own kingdom battle with one another for his favor, as well as for the favor of Izrador.

The Traitor Prince who sponsors the characters may be just as feared and hated as his shadowy allies, or he might be a true friend or a respected leader. Perhaps he does all the wrong things for all the right reasons, seeking to placate the Shadow in order to keep his people relatively safe from tithes and orcish incursions. Likewise, the PCs may be able to use their dubious affiliation with the Shadow to accomplish an occasional good deed or two, though the long-term consequences of such endeavors are questionable. Traitor princes who persist in supporting such humanitarian activities, while popular with their subjects, are often viewed as being weak by their enemies, especially in a world where Izrador's leave is required to maintain any manner of legitimate power base.

While this campaign archetype is similar in many respects to "Shades of Gray," there is a sense of legitimacy and organization about the characters. Whereas the former incorporates bandits, criminals, and freelance troublemakers as central characters, this archetype requires that the PCs wear the uniform of a petty tyrant. They speak with some authority, even if it is superficial or restricted to a few square miles of oppressed civilization, and their actions, for good or ill, will have repercussions for their master.

Adventure Hook

The traitor prince that the PCs serve has been assassinated, and several local powers have arisen to fill the power vacuum. The PCs can serve one of the new powers, play both sides of the fence, or attempt to fill the power vacuum themselves.

The Unholy Order of Shadow

In this campaign archetype, the PCs are representative of the epitome of evil: They are members of the Order of Shadow, the very voices of Izrador himself. The structure of the Order is one of a rough-cut pyramid, with the high priests

near the pinnacle and the lesser legates scrabbling for scraps in the dirt below. Climbing this figurative pyramid, and thereby increasing one's status, often requires that legates use their peers as stepping stones and handholds. Alliances between legates are fleeting, and true friendship is almost unheard of. To make matters worse, the order is hardly united in common cause. Dozens of factions writhe like maggots beneath the surface, chief amongst these being the Devout and the Cabal.

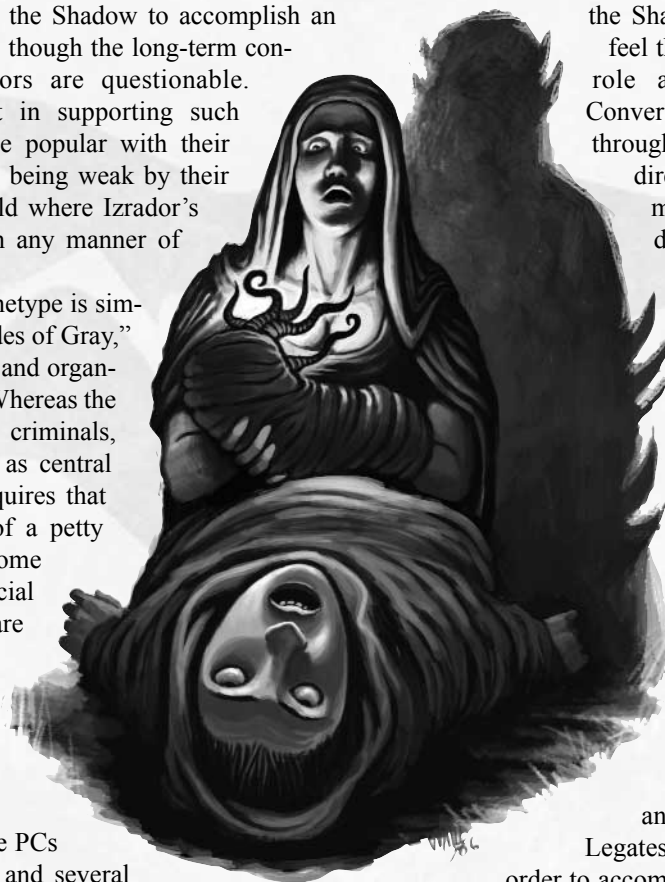
Whether they serve the Dark God from the sinister halls of Theros Obsidia or wander the lands as inquisitors and redeemers, the player characters are surrounded by enemies on all sides. The orcs and goblin-kin resent the Shadow's human servants, for they feel that the priests have usurped their role as Izrador's chosen children. Conversely, the many resistance cells throughout the land view the Order as a direct manifestation of Izrador's evil made flesh, and they will work diligently to see legates and their lackeys destroyed. Yet there is perhaps no greater threat to the PCs than that posed by the Order itself, for it is hardly a homogeneous and peaceful organization. The Order's external struggles are often dwarfed by the daily, albeit covert, warfare that permeates the entire organization.

In such a campaign, the PCs might be members of a single faction, or they may portray members of different factions who are thrown together for some greater purpose. In either case, in-fighting and intrigue will likely be rampant.

Legates who manage to work together in order to accomplish a common goal will have a good chance at success, but they will need to keep their factional loyalties in mind lest they alienate themselves from their superiors.

Adventure Hook

A series of murders has been committed within the very halls of Theros Obsidia, and Sunulael's lieutenant Albactrus has ordered an investigation. The PCs might be recruited to aid in the investigation, they may be witnesses, or they may even be suspects.



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The logo for the game 'Midnight' is written in a stylized, gothic font. The letters are white with a red outline and a dark shadow, giving it a three-dimensional appearance. The 'M' is particularly large and ornate.

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