



SHADOWS OF THE DREAD SPIRAL

A One-Round Dungeons & Dragons® Living
Greyhawk™
Core Special Adventure
High Level: Descent into Shadow

Version 1

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A tainted soul seeking redemption draws your attentions to the foreboding Yatil Mountains. Within its hidden recesses lies the Forgotten Temple of Tharizdun, and there, a terrible labor lost in time begins anew, as the veil between worlds grows thin, and a threat more perilous than all others reaches out to touch the other side. This adventure is divided up into two levels of play (low level and high level); each player may only participate in one of them. A challenging special adventure for characters levels 1-15 (APLs 2-16).

Resources for this adventure [and the authors of those works] include *Complete Arcane* [Richard Baker], *Complete Warrior* [Andy Collins, David Noonan, Ed Stark], *Draconomicon* [Andy Collins, Skip Williams, James Wyatt], *Spell Compendium* [Matthew Sernett], *Player's Handbook II* [David Noonan], *Fiendish Codex Hordes of the Abyss* [Ed Stark, James Jacobs, Erik Mona], *Libris Mortis* [Andy Collins and Bruce Cordell], *Dungeon Master's Guide II* [Jesse Decker, David Noonan, Chris Thomasson, James Jacobs, Robin Laws], *Heroes of Horror* [James Wyatt, Ari Marmell, C.A. Suleiman], *Tome of Magic* [Matthew Sernett, Ari Marmell, David Noonan, Robert Schwab], *Return to the Temple of Elemental Evil* [Monte Cook], and *WG4 The Forgotten Temple of Tharizdun* [Gary Gygax]

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

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RPGA® SANCTIONED PLAY

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

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

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

This adventure retires from RPGA-sanctioned play on November 20, 2006.

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

Players Read No Farther

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

Preparing for Play

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

Throughout this adventure, text in ***bold italics*** provides player information for you to paraphrase or read aloud when appropriate. Sidebars contain important information for you, including special instruction on running the adventure. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Full information on NPCs and monsters are given in Appendix 1. For your convenience, that appendix is split by APL

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

LIVING GREYHAWK LEVELS OF PLAY

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

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

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

3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

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

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

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

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

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

TIME UNITS AND UPKEEP

This is a special one-round Core adventure, set in the Yatil Mountains. All characters pay 2 Time Units per round.

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

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

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

ADVENTURE BACKGROUND

Hundreds of years ago, deep in the Yatil Mountains, a vile temple was built to venerate the dread god Tharizdun, the god of entropy, destruction, and eternal darkness. There is no god in the pantheon more feared and hated than he. It is said that Tharizdun craves nothing more than the unmaking of the universe, and as such, the other gods of Oerth imprisoned him away long ago, knowing that if he was to remain free, all that is would be no more. After the

god's imprisonment, his power on Oerth was broken, and the temple's worshipers scattered across the land.

Eventually, Tharizdun's cults began to reform in small numbers across the Flanaess, dedicated to finding a way to free their god from his prison and bring about the end of existence. The temple in the Yatils was once again occupied by Tharizdun's faithful, and it was through their efforts that a Black Cyst was discovered below the actual temple. A floating block of black rock was discovered, and a vague form could be glanced from within. No amount of prayer, magic, or logic could tell the cultists what was in the black rock – some thought it might be the form of Tharizdun himself. After a while, that notion took hold, and the cultists began to perform a ritual in the hopes that one day, the form would awaken, and either show itself as Tharizdun, or lead them to him. Sacrifices of the flesh and offerings of great wealth were presented before the indistinct form for generation upon generation.

After a time, the ritual became less and less important to the cultists, as nothing had ever transpired from their offerings. Eventually, the clerics that left the offerings began to steal from the vast hoard, replacing the choicest pieces of wealth with items of less value. Within a short time, the cultists had all left save one – a high priest that continued to perform the ritual alone. Some say this man, toward the end of his days, wandered off to his final resting place to leave the temple abandoned, and the ritual unpracticed. However, that is not the whole truth. While this high priest did indeed abandon the ritual toward the end of his days, he did so to seek out the secrets of lichdom, in order to continue his existence to seek out a way to free dread Tharizdun.

The temple itself fell into chaos, as various other creatures began to occupy it and use it for their own purposes. Those few sages and historians that knew of its existence named it the Forgotten Temple of Tharizdun. Then, about thirty years ago, a group of adventurers set foot in the temple and cleared it of the savage humanoids and other creatures that now lived there. The adventurers looted the place, and among the items they found, was a magical item called the Iron Horn of Tharizdun. It was eventually sold to a collector of antiquities in Greyhawk City, and then was lost when the collector went missing.

The high priest unearthed the secrets of becoming a lich, and renamed himself Darken Iyes. His wanderings and research brought him to the Plane of Shadow, where he encountered a shadow dragon named Srinthedul, a creature that claimed to know the secrets of the plane. Darken Iyes was told by the dragon that Tharizdun's prison was in an inaccessible place on the Plane of Shadow itself, and that by drawing forth the fabric of the plane onto Oerth, the bonds of his captivity would be weakened, and eventually would break. Darken Iyes believed Srinthedul's wisdom, as the dragon had been a native to the plane for much longer than he had existed, and found that the dragon's desires matched his own – to free Tharizdun from his prison and end existence.

To this end, Srinthedul also revealed to the lich necromancer a new form of magic that manipulated the energies of darkness and shadow. Called simply shadow

magic, the two came back to Oerth to once again inhabit the temple and train others in the use of this new magic. By manipulating this energy, small amounts of the Plane of Shadow would be drawn away and to Oerth with each casting. Thus, the spread of this new magic would help them achieve their goal of weakening the bonds of Tharizdun's imprisonment.

Darken Iyes' labor started anew at the temple, and within a few months, he and Srinthedul had subjugated and converted to Tharizdun a small enclave of troglodytes that lived in the temple area. The word began to spread to other Tharizdun worshipers that the temple had become inhabited once more. Other followers soon flocked to the reestablished temple, including a half-dragon spawn of Srinthedul. The shadow dragon even personally trained a few humans in the arts of shadow magic. Portals to the Plane of Shadow were opened, and the Iron Horn of Tharizdun was recovered. The lich and shadow dragon began their grand plans of pulling a large portion of the Plane of Shadow into Oerth, to finally break the bonds that held their dread god.

ADVENTURE SUMMARY

This is a free-flowing LG special. The DM is to use the encounters as a guide since the PCs can go wherever they wish to.

Introduction: The PCs travel underground inside the lost temple to search for any signs of life and why the native gnomes are restless about this place.

Encounter 1: The PCs encounter some strange garbled text written in stone. They may see a sentry patrolling the area and attack it.

Encounter 2: The PCs encounter a demon trapped in the room by the foul minions of the dread necromancer.

Encounter 3: This secret room is off of the demon room filled with shadow creatures making plans of when this area succumbs to the Plane of Shadow.

Encounter 4: This room glows and flickers with strange light. The PCs find out how to open the stairway below by blowing on the Iron Horn. This area houses some strange shadow elemental that is the sentry in encounter one.

Encounter 5: This secret room is where the Iron Horn is held by numerous shadow cultists of Tharizdun.

Encounter 6: The PCs encounter past adventurers who have gone mad and been tainted by the rotten fruit of the trees.

Encounter 7: The PCs enter the Black Cyst spiral area where the Plane of Shadow is now infringing upon it. **Encounter 8:** Tharizdun cultists attack the PCs.

Encounter 9: The PCs use the shadow teleport to transfer to the next room where creatures of the shadow dragon and undead wait for the PCs.

Encounter 10: The dread necromancer waits in this room ushering out his undead to attack the PCs that are attacking his cultists and the pulsing entity.

Encounter 11: The PCs blow the Iron Horn and the entity 'explodes' creating a bigger rift to the Plane of Shadow.

Encounter 12: The PCs are on the Plane of Shadow not knowing where to go. They are attacked by dark creatures.

Encounter 13: Srinthedul finally confronts the PCs in an epic battle.

Conclusion: The PCs travel back to the gnome village to rest and relax.

PREPARATION FOR PLAY

As this is a special event, running this adventure requires more preparation than a normal adventure. This is the high-level adventure for the Living Greyhawk GenCon Special, *Shadows of the Dread Spiral*. As such, some parties have extraordinary ways of getting out of situations. Adlib as best as you can in these situations with what's provided in the adventure. Since it is running only at certain conventions, you will be provided with a map and miniatures (see the list below) to play out the adventure. However, you will want to take the following to heart while preparing this adventure for play:

- Read this adventure over very thoroughly at least twice. Make notes to help you run more complex encounters.
- If you have it, read the *Tome of Magic* – in particular, the section on shadow magic. Shadow magic plays a big part in both the low-level adventure and the high-level one, and becoming familiar with the mechanics makes the adventure run much more smoothly (especially when the party has to deal with the The Unforgiving Darkness).
- A set of initiative cards with all the creatures listed on them (as well as many relevant combat statistics) may be available for use. It's a good idea to print those cards out beforehand, and use them when running the adventure. Combats will move much more quickly with them.
- You may wish to pre-roll about 10d20 (or randomly generate a series of d20 rolls), in case you want to make an opposed check in secret (like ambushers using a Hide check vs. the characters' Spot checks), so as not to let the characters know you're resolving something with dice rolls. Just check off each die roll in the order in which it's rolled. There are potentially quite a few encounters where Hide checks against Spot checks need to be made, due to the nature of the foes.
- Hand out initiative cards to the players, so they may put their characters' relevant information on them. Make certain they list their saving throws and the skills Hide, Listen, Move Silently, and Spot.
- While the players are filling out their initiative cards, ask each one of them to roll 6d20. Record the results for each character on a piece of paper, away from the eyes of the players. Whenever you need a roll from one of the players that should yield a secret result (such as Spot and

Listen checks before an ambush), mark off the first result from each character's roll, and add the appropriate modifier. In this way, the players won't know exactly what you're doing.

- This adventure is designed to run in 3.5 hours, but it does have more encounters in it than the PCs are likely to face. Keep the action moving along, and the pacing quick. The players will appreciate getting as far along as possible (given their own limitations, of course).
- Give the players a real challenge (but be fair). Let the dice fall where they may (you may want to make combat rolls right out in front of the players). The PCs may have to retreat from a fight, especially if they trigger more than one encounter at the same time. The best part about a special adventure is that it's high risk, high reward. Make them earn their XP, gold, and, magic items.
- If a party is having an easy time combine encounters (unless of course the PCs use means to mask or silence their fights all the time). Since the Plane of Shadow is starting to meld into the very fabric of Oerth via the entity in the lower chambers monsters may come out at any time. If a party is having an easy time throw various shadow monsters (the same ones located in encounter 1 and 12) that should be a sufficient challenge. Some areas note that if the PCs are being too loud they attract attention but the enemies are not dumb; they buff up beforehand (if they have the means) and then go after the party.
- If the party rests at any time inside the temple during this adventure they are attacked by undead sent by the Darken Iyes the dread necromancer. They will not have an opportunity to rest properly unless they travel to a different plane or leave the temple. If they leave the temple the Plane of Shadow consumes virtually the entire temple by the time they return (as the Srinthedul and dread necromancer have sped up their plans risking their own lives). The random shadow monsters have doubled in numbers inside the temple too.
- If the PCs want to take the time and *scry* on any of the monsters they may (Not sure how they would without prior knowledge). If they wish to divine about the location, their various gods will acknowledge that some great evil is wishing to be released, that shadow will cover Oerth, and that darkness may prevail if light is to cowardly to venture forth into the unknown.
- The whole area is tainted with evil so that anyone casting *detect evil* is assaulted by it. The idea is that the temple is falling into a shadowy dark fog that is blanketing it and protruding from every crack. In some areas it is very dangerous to touch the walls as this might cause an adventurer to go insane. Every wall is made

of hewn stone as the centuries of erosion and battles has made this complex a former of itself. The heights of the room are 15 feet high at least unless otherwise noted. The doors have the following statistics:

- **Stone Door:** 4 in. thick; hardness 8; hp 60; AC 5; Break DC 28.
- **Hewn Stone:** 3 ft. thick; hardness 8; hp 540; Break DC 50; Climb DC 22
- Tactics appear after each monster listing but if the DM feels there is something better they can do then please do so. This should be a challenge and do not feel that the tactics are set in stone as they are merely a guideline.
- With the dangers of the Temple lurking around every corner, be sure to tell the PCs before the adventure begins that they are to tell the DM who they are healing and when. This is because if the party has just defeated an encounter another one may start up a round later but they do not know this.
- Also in the Lost Temple there are various parts of magical items. These are listed in the encounter but do not mention it to the PCs that this is what they are for. There should be enough hints that they could do something with them but if they do not roleplay it out then so be it.

DUNGEONS & DRAGONS MINIATURES®

To run this adventure, it is recommended you use the following miniatures:

From the Archfiends™ set:

1 Erinyes (33/60) to represent the Lilitu

From the Deathkneel™ set:

1 Renegade Warlock (23/60) to represent the Unforgiving Darkness the Shadowcaster

1 Grim Necromancer (36/60) to represent Darken Iyes the Dread Necromancer

1 Mummy Lord (39/60) to represent the Fiendish Mummy Lord

2 Deathlocks (50/60) to represent the 2 created Mummies

From the Angelfire™ set:

2 Chraals (37/60) to represent the 2 Devourers

2 Werebears (13/60) to represent the 2 Werewolf Pack Lords

2 Stone Giants (8/60) to represent the 2 Dark Stone Giant Rogues

From the Giants of Legend™ set:

1 Redgar (12/72) to represent Elias the Fighter

3 Ghosts (49/72) to represent the Created Ghosts

2 Formorians (69/72) to represent the Greater Stone Golems

From the Underdark™ set:

- 2 Dark Nagas (33/60) to represent the Dark Nagas
- 3 Dolgaunt Monks (34/60) to represent the Morghs

From the War Drums™ set:

- 1 Warpriest of Moradin (14/60) to represent Broack the dwarven Cleric
- 2 Elemental Walls (6/60) to represent the Dread Wraiths
- 2 Zakya Rakshasa (43/60) to represent the 2 Rakshasas
- 1 Shuluth Mindflayer (38/60) to represent Yar'Fic
- 4 Sacred Watchers (8/60) to represent the Spectres and Wraiths

From the War of the Dragon Queen™ set:

- 2 Displacer Beast Pack Lords to represent the Displacer Beast Pack Lords
- 2 Huge Fire Elementals to represent the Shadow Elementals
- 1 Fang Dragon to represent the APLs 10/12/14 Shadow Dragon
- 1 Storm Archer to represent Relia Afterglow
- 1 Dracolich to represent the APL 16 shadow dragon

INTRODUCTION

The adventure begins with the PCs summoned to an old abandoned farm outside the City of Greyhawk. Each player's character is alone, unless often accompanied by some of the others at the table. Read the following when all the players are ready to begin:

While taking in the sights and sounds of Greyhawk City on a fine Goodmonth day, a note was brought to your attention, handed to you by your innkeep. It was unremarkably sealed with wax; when you opened it, the message was simple:

Meet me at Gilfrey's Old Farm on the 14th of this month. Go into the barn and wait until all who are assembled arrive. Tell no others of this message. This is a matter most urgent.

-V

Who is this "V"? What could be so urgent? Is this a trap? There's only one way to find out ... and you'd better begin soon, since it's already the afternoon of the 13th. Now, to find out where that farm is...

A simple ask about town, with an accompanying DC 10 Gather Information check, or a DC 15 Knowledge (local—Core) check will get a PC the information needed on the location of the farm. Nothing remarkable has occurred there; it's just an abandoned farm where a family used to sell some of the best tubers in the Domain. It is about a half-day's walk west of Greyhawk City, just south of River Road.

Each PC is currently unaware of who else may have received a letter such as this, unless two or more characters commonly travel together. They may spend

the rest of the day stocking up on provisions, and preparing for adventure.

THE OLD FARM

Read the following once the players are ready:

You have followed the instructions of the mysterious "V", and now find yourself in a dilapidated, moldering, old barn. The door is open to let the light of another sunny summer's day in, and the wind blows through the barn, causing unsettling creaking noises in the unstable-looking rafters.

You then notice that other adventurers are assembling here as well. Hopefully, they're not assassins sent by this "V". Or, perhaps, "V" has assembled you here to bring the barn down in upon your heads? You banish those dark thoughts and hail the strangers here with you in the barn.

At this point, have the players introduce their characters to one another. Once introductions have been made, read the following:

Your apprehensiveness about these strangers begins to fade away as you make your introductions and tell tales of your exploits with one another. After another hour or so, a brown-robed person approaches the barn. As the individual walks from the sunlight of the day outside into the shade of the barn, he pulls down the hood from the robe, revealing the scarred face of a male human, approximately 40 years of age.

"Good day, adventurers. I am Varachan, he who summoned you here. I apologize for the inconvenience of our meeting place, and the urgency by which I wrote. Greyhawk City is full of eyes and ears that might eavesdrop on our discussion and word of it might get back to those who can dismantle the whole mission before it has even began.

"I am familiar with all of you through my information network, but I know that none of you are familiar with me. However, I must ask for your trust here, before we begin talk of specifics. Will you each submit to a divination spell that allows me to discern truth from lie? There are a few questions I need to ask each one of you, to ensure that my message was received in the proper hands."

If the PCs agree, Varachan casts a *zone of truth* spell after gathering the party within its radius. He then proceeds to ask the following questions to each PC:

- *Are you the person to whom the message was addressed? Answer yes or no.*

- *Do you worship a deity of evil? Answer yes or no.*
- *Have you knowingly aided a minion of the Elder Elemental Eye or Tharizdun? Answer yes or no.*

Keep in mind that with submission to the *zone of truth* spell, any answer the PC speaks must be truthful. As long as the answer to the first question is “yes”, and the last two is “no”, Varachan is satisfied. If a PC gives a “no” answer to the first question, or a “yes” answer to the 2nd or 3rd questions, Varachan notes it, and completes his questioning of all the PCs. Once finished, he turns to the PC who failed his test, sighs and tells the PC that they cannot continue on this mission. He then casts one or more *teleport* spells (he has 3 in total) to bring the rest of the party to Gnome Vale. Varachan can bring along 4 other people per *teleport*, so 3 should do the trick. The PC that failed the line of questioning is then unable to participate in the adventure.

Development: If a player’s character fails the line of questioning, they may select another PC that would meet the criteria from those they have available, if possible. That character meets up with the group in Gnome Vale, and has already been screened by Varachan to ensure that he or she is acceptable for this mission.

☛ **Varachan:** male human cleric (Fharlanghn, formerly Tharizdun) 13 (NG; Bluff +9, Diplomacy +5, Intimidate +4).

THE MISSION

Once Varachan is satisfied with the PCs’ replies continue with the following information. In order to facilitate faster play, and to aid in comprehension, Varachan’s talk is reproduced in **Player Handout 1**. Give the players this handout, so that they may reference it when appropriate.

“I thank you for your willingness to accept my requests without rebuke. Now, I shall first tell you who I am, and then we’ll talk of what needs to be done.

“As you already know, I am Varachan, although in times past that name meant a servant of dread Tharizdun, rather than Fharlanghn as I am now. I was once a vile and despicable being, preying upon the suffering of others, hoping to find ways to bring down his prison and unleash his dark power upon all of Oerth. Then, one day, I felt something stir within me. It was a conscience, a feeling of regret and shame for what deeds I had done, and what I was. It was from that moment that I forsook my bondage to Tharizdun, and devoted myself to ensuring that he would forever remain imprisoned. I was in the Temple of All-Consumption at the time, near the Lortmil Mountains. After my work was done there, I

moved around with other groups of cultists, always working to foil their plans from within, or getting the word out to adventurers to take down the cults when I could not disrupt their plans. For many years now I have played the role of a faithful servant of Tharizdun, in order to stay close to those who seek ill upon the world.

“Thus, a dire threat to Oerth was recently brought to my attention. I cannot get involved, lest my true allegiance be discovered, but I did gather as much information as I could to provide to you to help squelch this new plot.

“A long time ago, in the Yatil Mountains, there was a temple devoted to Tharizdun, where cultists flocked like moths to the flame. Apparently, from what I was able to uncover, it was some sort of focal point for Tharizdun’s power, and the cultists there engaged in a ritual to draw him forth from his prison. As time went by, the ritual lost its original context, and the priests wavered in their commitments until only a single priest remained to conduct the ritual.

“Here is where what some know differs from what is known by the few in Tharizdun’s service. The story goes that the priest, tired and old, eventually went off to his final rest somewhere in the undertemple. However, the truth is that the priest abandoned the ritual to seek out the secrets of lichdom, so that he could remain in Tharizdun’s service for as long as necessary to free him from his prison.

“Eventually, he achieved his goal, and became a lich, renaming himself Darken Iyes. His research took him to the Plane of Shadow, where he encountered a powerful shadow dragon, who claimed to know the secrets of Tharizdun’s imprisonment. The dragon said that Tharizdun was imprisoned on an inaccessible part of the Plane of Shadow, and the only way to truly free him would be to draw forth the plane onto Oerth, to weaken his bonds. The dragon knew an insidious way of accomplishing this – a new form of magic known simply as shadow magic, which, with every casting, draws forth small bits of the Plane of Shadow into the caster’s world. Thus, every time shadow magic is employed, it weakens the bonds of the dread god a little more.

“The two of them came back to Oerth, and also began a plot to speed along the process of Tharizdun’s return. They returned to the old temple, which had been called the Forgotten Temple of Tharizdun since it had fallen out of use for such a long time, and subjugated the denizens there – troglodytes, I believe. In addition, the shadow dragon began to train a select few in the art of shadow magic, and he and the lich began a plot to draw forth a large

portion of the Plane of Shadow to Oerth through the focus deep in the undertemple.

"Thus, the current state of things; a situation most dire is upon us. My contact inside the temple has not reported to me in some time; I fear he is lost. I need you to travel to the temple and take out this Darken Iyes and close the portal to the Plane of Shadow forever! I will teleport you near the entrance to the lower temple for secrecy sake. Can you attempt this?"

If the PCs give their consent, then continue on. If a PC does not wish to attempt this task, then the adventure is over for that PC; the player may choose to bring another PC that is more suitable if they wish (in which case, the adventurers meet the PC in Gnome Vale on their way to the temple).

Read the following once the PCs have made their determinations:

"Good. Now, I have some more information for you, and some equipment that might aid you."

Varachan knows something about the temple, and can provide the PCs with the following information:

- The temple is located in the Yatil Mountains, up a winding pass in a very remote area. It is accessible by one trail that leads across a bridge to it, and it probably will not be guarded on the outside.
- I'm fairly certain that one of the shadowcasters (someone who employs shadow magic) is there as well. Beyond that, I do not know what else lies in wait.
- The temple is a focal point for Tharizdun's power, and as such, it would be wise for non-believers to avoid speaking his name while in it, lest you draw the attentions of his minions.

Read the following to the PCs:

"Now, I shall take you by magic to Gnome Vale, a small community near the Forgotten Temple of Tharizdun. The gnomes there know of your coming, and you can supply yourself with any foodstuffs and gear you might want for the journey."

When the PCs are ready, Varachan casts *teleport* to bring the PCs to Gnome Vale. He can take up to 4 per casting with him, and he has 3 *teleport* spells (one for a return once to the farm, and two to transport to Gnome Vale), so up to 8 Medium-size creatures can get there. If the PCs choose to bring a horse (a Large-sized creature), it counts as 2 PCs, so if there are a lot of animal companions, familiars, and mounts, some may need to be left behind.

GNOME VALE

Note: The brief stay in Gnome Vale has the potential to sap a lot of game time through roleplaying. As this is not the main focus of the adventure, try to move things along from here as quickly as reasonable.

A cool breeze touches your face as the rest of your senses come into focus. You are standing on a mountain trail, and before you a wooded valley is nestled amongst the craggy mountain peaks. Even from this distance, you can hear the sounds of livestock – sheep and goats – and can see gnomes moving to and fro between the thatch-and-stone buildings that dot the valley.

Varachan stands before you and proclaims, "This is Gnome Vale. The gnomes are friendly enough folk, and have recently taken a shining to adventurers after they dealt with a problem in the Lost Caverns of Tsojcanth last year. You can get your supplies, and find a guide to take you to the trail that leads to the temple."

After the PCs are done with the gnomes, Varachan teleports them to the entrance of the undertemple. The PCs are on the edge of Gnome Vale, a reclusive community of gnomes only a few days' journey from the Forgotten Temple of Tharizdun.

Gnome Vale is a community of about 800 gnomes who live in the relative peace and shelter of the Yatil Mountain Range. The Yatils stretch out eastward from the Dramidj Ocean, forming the southern border of the lands of the Tiger Nomads and Perrenland, the northern border of the Caliphate of Ekbir, Tusmit, and Ket, and halt at the Ververdyva and Fals Rivers, at the northern border of Veluna and the western border of Highfolk. This community, as the crow flies, is about 45 miles northeast of Plovor in Ket, and 60 miles northwest of Highfolk.

The community itself has a number of structures (a mill by a small stream, a smithy, numerous buildings to house animals), but the gnomes themselves tend to live in the cave complex home in the northeastern corner of the valley. The caves have been worked, and are sized comfortably for Small-sized creatures (the ceilings in many passages are only about 6 feet tall).

Occasionally, threats from the mountains come down into the village to steal livestock or the gnomes themselves. About half of the gnomes in the community are capable enough in a fight, and almost everyone learns how to wield a weapon at the tender age of 25. The typical gnome on patrol or sentry duty is a 1st-level warrior in studded leather, carrying a club and either a spear or short sword. Those that are posted near the trail entrance usually carry short bows as well, and hide themselves in the boughs of the trees.

The gnomes here live in a clannish structure, with the most powerful warrior taking the title of Clan Chief. For some time now, the chief has been the Laird Gwaylar, an 8th-level fighter who is quite wise and remarkably friendly to those adventurers that promote the cause of

good. He is served by Nelther of Garl Glittergold (the Chief Cleric of the clan) and Clegin (the Master Illusionist). Some characters have met these gnomes through play of the 2005 Gen Con Special, *CORS5-03 Secrets of Tsojcanth*.

The gnomes are able to provide the PCs with the following:

- ∞ Spellcasting services upon their return. The gnomes can provide up to 4th level spells, along with one *raise dead*. If the PC needing spellcasting upon them played *CORS5-03 Secrets of Tsojcanth*, they do not need to pay for the service of casting the spell (but must still pay for any expensive material component used). All others pay normal prices.

Once the characters are ready, continue on to the Forgotten Temple of Tharizdun. This is where the adventure truly begins for the high level PCs. The low-level adventurers veered off already taking on other creatures of the deep. The PCs should prepare as necessary before descending.

PART 1: THE UNDERTEMPLE

This lower area has not fallen to the Plane of Shadow yet and still has a few torches lit around it. Shadows abound and there seems to be an inky black fog that pervades everything but it is not thick enough to impede the PCs' sight (yet). A dark dust seems to hang on everything so describe that as such.

In addition, the entire level is noticeably cold. This can be seen on the crazed adventurers but it has no detrimental effect yet.

ENCOUNTER 1: ROOM ONE

A strange purple and green glow pulses softly out from the walls bathing the whole stairwell in a weak light.

Give the PCs a DC 10 Spot check to notice the strange markings above the last step. The shadow elementals in encounter 4 are inside the walls listening for intruders. Unless the PCs are all being stealthy they probably alert the elementals. Once the elementals are aware of the PCs they retreat to their lair in encounter 4 and prepare for the PCs.

Read the following to PCs noticing the strange markings on the last step:

You see various markings written in what seems to be an ancient dialect of Common scratched into the wall above the last step. Only certain letters and words are intact - many of them are defaced or have been worn away.

This is really more for atmosphere as the symbols and defaced words mean nothing now. The PCs can pick out various generalities of words such as shadow, prince, darkness but that is all.

It is up to the PCs which way they wish to proceed.

ENCOUNTER 2: ROOM TWO

If the PCs make a DC 20 Spot check read the following:

A faint but recognizable smell permeates from this room as you can barely make out various skulls, decaying bodies, and mundane items stacked up in the middle of the room. A soft whistling sound and some footsteps can be heard as two slender hands stack another skull onto the pile.

A softly glowing circle can be seen protruding out from the bodies and stained blood in the room.

This room has a lilitu bound inside, however she is transformed with her *disguise self* ability to look like a beautiful female elf. The dread necromancer trapped it here many years ago and he faithfully goes back and reestablishes the bindings. The demon has basically tried every trick in the book to get out but has not been successful and is losing her mind. Thus, she is stacking various decaying skulls and body parts on top of each other. These are from past intruders and bribes from the cultists sacrificing their own.

The actual circle of protection/binding is the room itself and not the false circle around the demon.

The demon does have one agenda made by the dread necromancer and that is to defend this room from good people. The demon may be losing her mind but she recognizes a party of do-gooders when she sees them but is not above diplomatically dealing with them.

A DC 25 Knowledge (the planes) recognizes that the circle has some minor flaws in it. A DC 35 Knowledge (the planes) reveals that the actual room itself is the binding area.

The PCs have a chance to realize that this is a bound demon and not go in. However, the demon has full cover behind the bodies and cannot be seen unless the PCs go into the room.

If the lilitu hears the PCs approach she casts *detect good* to check out the intruders. She then talks with them using her telepathy.

"Ahh welcome my good friends," a voice purrs in your head. "It is good such strong individuals have crept into the lair of shadow. Whatever are you doing here?"

She never strays around the blockage. Her goal is to manipulate the PCs and get free of the binding. She tries to lure one PC into the room to break the seal and offers information for her freedom. She tries to *detect thoughts*

during the process to see if the PCs are going to honor their word.

If the PCs truthfully honor their commitment she tells them of the dread necromancer, nagas, the crazy adventurers, and that she has seen numerous undead all the time. She does not know of the shadowcaster or the shadow dragon however.

If the PCs accept she continues:

“Excellent, now would any of you care to join me in celebration? I can offer a great gift that will help you immensely on your most dangerous mission...” she giggles at the latter and bats an eye. (Point at all the males) “Come now. You must be curious of the power I can give you...”

If a PC accepts, she gives her the lilitu's gift ability. Please read the notes on it in Appendix 2. If no one accepts, she is disappointed and leaves the PCs to their fate.

If the PCs at anytime threaten her or do not take her up on her offer she attacks them.

APL 10 (EL 12)

➔ **Lilitu:** hp 119; Appendix 1.

APL 12 (EL 14)

➔ **Lilitu:** cleric 2; hp 144; Appendix 1.

APL 14 (EL 16)

➔ **Lilitu:** cleric 4; hp 162; Appendix 1.

APL 16 (EL 18)

➔ **Lilitu:** cleric 6; hp 180; Appendix 1.

Tactics: If the PCs attack, remember that any spells such as *holy word*, *holy aura*, or the like heal/affect her as if she were good due to her shroud alignment ability. She has her long duration spells up already just to be on the safe side. If the PCs went to fight the elementals or crazed adventurers first she has precast spells with a duration of 1 minute or longer.

Treasure:

APL 10: Loot: 127 gp; Magic: +1 *glamered chain shirt* (329 gp), *pearl of power 3rd* (750 gp), *amulet of might fists +1* (500 gp), *elixir of truth* (42 gp)

APL 12: Loot: 127 gp; Magic: +2 *glamered chain shirt* (579 gp), *pearl of power 3rd* (750 gp), *amulet of might fists +1* (500 gp), *elixir of truth* (42 gp), *cloak of charisma +2* (333 gp), *ring of protection +2* (666 gp)

APL 14: Loot: 127 gp; Magic: +2 *glamered chain shirt* (579 gp), *pearl of power 3rd* (750 gp), *amulet of might fists +1* (500 gp), *elixir of truth* (42 gp), *cloak of charisma +4* (1333 gp), *ring of protection +2* (666 gp)

APL 16: Loot: 127 gp; C: 0 gp; M: +3 *glamered chain shirt* (995 gp), *pearl of power 3rd* (750 gp), *amulet of might fists +1* (500 gp), *elixir of truth* (42 gp), *cloak of charisma +4* (1333 gp), *ring of protection +3* (1500 gp)

Development: The PCs can find a secret room behind this room with a DC 30 Search check. A DC 15 Spot check also reveals that some of the fog drifts in and out of the cracks around the secret door more so than in any other part in the room.

Opening the secret door requires the PCs to simply take one of the skulls and smash it into the door. There are various skull fragments around the area to give them a hint.

SPECIAL NOTE: Only one PC can take one of the skulls that they didn't smash (there are only 4 special whole ones in the room) and, with the combination of other materials found in the dungeon, can create a superior item with the help of the gnomes. Roll 1d4 to determine what type of race the skull is. 1 is an elf, 2 is a halfling, 3 is a orc, and 4 is a goblin. More details on this are at the end of the adventure under special items.

On occasion, the skull comes to 'life' and begins speaking in its native tongue if the PC carrying it is the same race as the skull. It gives a bit of useful advice (like if the PCs are stuck in a room) but usually it just makes a snide comment and chuckles at the party for being dumb and getting themselves killed like it has done to itself.

ENCOUNTER 3: ROOM THREE

This secret room is off of the demon room filled with shadow creatures making plans of when this area succumbs to the Plane of Shadow.

The hallway is protected by a *diminutive guardian* spell trap located at the end of the hallway. It immediately goes off once a PC enters the hallway. It has the *true seeing* ability.

Once the trap is triggered read:

Suddenly a grotesque creature made of shadow emerges at the end of the hallway. Four dark tentacle spurts out of its mass as it sends forth a barrage of pain.

APL 10 (EL 8)

➔ **Guardian Spell Turret:** CR 7; Diminutive magic device; visual trigger (*true seeing*); automatic reset; four different spells cast one per round in set order; *power word blind*, *reverse gravity*, *prismatic ray*, *finger of death*; no spells cast every fifth round but spell turret self-repairs 4d8+20 hp; Search DC 32; Disable Device DC 32; level; Caster Level 14; AC 7; hardness 8; hp 200.

APL 12 (EL 9)

➔ **Guardian Spell Turret:** CR 9; Diminutive magic device; visual trigger (*true seeing*); automatic reset; four different spells cast one per round in set order; *maze*, *greater shout*, *Otto's irresistible dance*, *horrid wilting*; no spells cast every fifth round but spell turret self-repairs 4d8+20 hp; Search DC 33; Disable Device DC 33; level; Caster Level 16; AC 7; hardness 8; hp 200.

APL 14 (EL 10)

↗ **Guardian Spell Turret:** CR 10; Diminutive magic device; visual trigger (*true seeing*); automatic reset; four different spells cast one per round in set order; *wail of the banshee*, *weird*, *power word kill*, *energy drain*; no spells cast every fifth round but spell turret self-repairs 4d8+20 hp; Search DC 34; Disable Device DC 34; level; Caster Level 18; AC 7; hardness 8; hp 200.

APL 16 (EL 10)

↗ **Guardian Spell Turret:** CR 10; Diminutive magic device; visual trigger (*true seeing*); automatic reset; four different spells cast one per round in set order; *wail of the banshee*, *weird*, *power word kill*, *energy drain*; no spells cast every fifth round but spell turret self-repairs 4d8+20 hp; Search DC 34; Disable Device DC 34; level; Caster Level 18; AC 7; hardness 8; hp 200.

Development: Once the spell turret goes off the nagas become aware of the PCs and prepare accordingly.

APL 10 (EL 10)

➤ **Dark Nagas (2):** hp 58 each; *Monster Manual* page 191.

APL 12 (EL 12)

➤ **Dark Nagas (2):** sorcerer 2; hp 85 each; Appendix 1.

APL 14 (EL 14)

➤ **Dark Nagas (2):** sorcerer 4; hp 95 each; Appendix 1.

APL 16 (EL 16)

➤ **Dark Nagas (2):** sorcerer 6; hp 117 each; Appendix 1.

Tactics: The nagas do not negotiate as they are fanatical. They cast *greater invisibility* and *cat's grace* at APL 12. At APLs 14 and 16, they add *mirror image* and *lesser globe of invulnerability* and cast *cloudkill* in the room since they are immune to poison. They then hide in the room. (These spells are already reflected in their stat blocks). They use their most destructive spells as soon as they can and if low on hit points *dimension door* away.

If the nagas hear the PCs cry for help and they realize the situation they engage them while the spell turret is active as it has been told that they are not enemies.

Treasure:

APL 12: Magic: *amulet of health* +2 (333 gp), *cloak of charisma* +2 (333 gp)

APL 14: Magic: *amulet of health* +2 (333 gp), *cloak of charisma* +2 (333 gp)

APL 16: Magic: *amulet of health* +4 (1333 gp), *cloak of charisma* +4 (1333 gp)

Development: There is not much in this room other than a few parchments with scribbled words written in Infernal about how the Srinthedul and the dread

necromancer are planning on creating a pocket of the Plane of Shadow on Oerth.

ENCOUNTER 4: ROOM FOUR

Walking through the hazy blackness highlighted by the strange purple glow of the stone walls a room emerges. The stillness of the room is noticeable as a huge stone block made of solid black stone sits in the middle. Around the huge stone block stand numerous torches made of flesh with a skull at the top of each of them.

If the shadow elementals were successful and fled back to this room they will have cast their mystery *dusk and dawn* all over the room. This casts the room in shadowy illumination. They will also have alerted their master - 'the unforgiving darkness' - in the secret room to the PCs' presence.

APL 10 (EL 9)

➤ **Shadow Elemental:** hp 136; Appendix 1.

APL 12 (EL 11)

➤ **Shadow Elemental:** hp 178; Appendix 1.

APL 14 (EL 13)

➤ **Shadow Elemental:** hp 204; Appendix 1.

APL 16 (EL 15)

➤ **Shadow Elementals (2):** hp 204 each; Appendix 1.

Tactics: The elemental(s) are in the back of the room and waits for all the PCs to enter before striking. At APL 16 one of the elementals is behind the huge black stone.

There is a secret door in this room. A DC 20 Search check reveals it. It is very cold to the touch. Opening it is easy enough. If the PCs open it continue to encounter 5.

Development: If the battle lasts for more than 4 rounds the secret door connecting this room to encounter five opens and the stone giants creep out to attack the PCs using Hide and Move Silently. The shadowcaster casts his curtain of shadows in front of the horn to protect it and heads out one round later. If the battle with the elementals is short the enemies in encounter five just prepare for the PCs' assault.

Once all the enemies have been defeated, the PCs are free to inspect the black stone block. If a PC just touches the wall without saying that they first search the block it is trapped with a *word of chaos* spell.

Inspecting the mammoth black stone walls you notice that every once in a while a flash of purple 'fire' explodes then disappears without a trace. After a few more moments another

purple image vaguely appears in the shape of a skull then disappears.

A DC 25 Search check reveals that it appears to be a solid wall but that there appears to be ways for it to be moved (but by no means that the PCs have).

A DC 32 Search check reveals a nasty surprise to anyone who touches the block.

APLs 10-12 (EL 8)

↗ **Word of Chaos Trap:** CR 8; magic device; touch trigger; automatic reset; spell effect (*word of chaos*, 13th-level cleric); Search DC 32, Disable Device DC 32.

APLs 14-16 (EL 9)

↗ **Word of Chaos Trap:** CR 9; magic device; touch trigger; automatic reset; spell effect (*word of chaos*, 17th-level cleric); Search DC 32, Disable Device DC 32.

The PCs can try to smash the block or use various spells to bypass it but none work. It seems to repair itself or block their passage. The only way to trigger the block is to blow the Iron Horn (found in encounter 5) and set the skulls of Tharizdun on fire.

NOTE: Once the PCs have the iron horn (and use it) and light the torches read the following:

The horn first spews out frost and ice as a sickly sound begins to reverberate throughout the dungeon. The torches start to lean towards the sound as the huge stone block begins to melt away. Shadows still linger for a few moments as it becomes apparent that there are stairs leading downward further into this vile dungeon.

Assuming the PCs go down the steps continue:

Traveling down the steps you notice that green and purple lights are flashing all around you traveling along the walls. Looking closer it appears like the veins of a humanoid are imbedded into the wall and its blood are these colors.

Continue to Part 2.

ENCOUNTER 5: ROOM FIVE

Depending on if the enemies in this room have come out or not this encounter can change. The text below assumes they have stayed in the room prepping spells to fight the PCs.

A frigid breeze blows through the door as it opens. In front of you is a black wall of what appears to be made of shadows. A hideous sound of what assuredly is laughter echoes off the walls.

The shadowcaster has cast *curtain of shadows* 5 feet into the room upon hearing the PCs (At APL 12 and up only). (Refer to Appendix 2 about mysteries and dispelling them should the PCs enter). On the other side of the wall are the iron horn and its guardians - the stone giants and the shadowcaster.

NOTE: At higher APLs the shadowcasters mysteries are considered supernatural and thus cannot be dispelled. Once the PCs cross the wall read the following:

Standing before you is a figure that appears to be made of shadow. What little light there is makes his shadows dance around the walls in an uneven pattern. His face is nowhere to be seen underneath his cloak as he begins to gesture strangely calling forth some unknown power! Behind him sits a unique horn that is made of some kind of iron.

APL 10 (EL 12)

➤ **The Unforgiving Darkness:** male human shadowcaster 10; hp 70; Appendix 1.

➤ **Dark Stone Giants (2):** male giant; hp 140; Appendix 1.

APL 12 (EL 14)

➤ **The Unforgiving Darkness:** male human shadowcaster 12; hp 84; Appendix 1.

➤ **Dark Stone Giants (2):** male giant rogue 4; hp 177; Appendix 1.

APL 14 (EL 16)

➤ **The Unforgiving Darkness:** male human shadowcaster 14; hp 101; Appendix 1.

➤ **Dark Stone Giants (2):** male giant rogue 8; hp 241; Appendix 1.

APL 16 (EL 18)

➤ **The Unforgiving Darkness:** male human shadowcaster 16; hp 124; Appendix 1.

➤ **Dark Stone Giants (2):** male giant rogue 14; hp 321; Appendix 1.

Tactics: At all APLs the stone giants hide and wait for the best possible moment to strike the PCs. They se their hide in plain sight ability as much as they can to take advantage of their sneak attack. They also use Awesome Blow and Staggering Strike to knock the PCs back into the *curtain of shadows* so that they take more cold damage.

The shadowcaster if he has time casts various mysteries on himself and the stone giants beforehand. This is included in the stat blocks. During combat he uses his damage dealing spells to the best of their ability. He casts *shadow skin* as an immediate action to help with taking less damage.

Treasure:

APL 10: Loot: 3 gp; Magic: *amulet of health* +2 x3 (333 gp each), *cloak of charisma* +2 (333 gp) *vest of resistance* +2 x3 (333 gp each), *gloves of dexterity* +2 x3 (333 gp each), +1 *morningstar* (193 gp), *headband of intellect* +2 (333 gp), *orb of shadow* (apprentice 3rd) (375 gp), +1 *large mithral chain shirt* x2 (196 gp each), +1 *large greatclub* x2 (193 gp each)

APL 12: Loot: 3 gp; Magic: *amulet of health* +2 x3 (333 gp each), *cloak of charisma* +4 (1333 gp) *vest of resistance* +2 x3 (333 gp each), *gloves of dexterity* +2 x3 (333 gp each), +1 *morningstar* (193 gp), *headband of intellect* +2 (333 gp), *orb of shadow* (apprentice 3rd) (375 gp), *orb of shadow* (initiate 5th) (1041 gp)+1 *large mithral chain shirt* x2 (196 gp each), +1 *large greatclub* x2 (193 gp each), *boots of striding and springing* (458 gp), *boots of speed* x2 (1000 gp each)

APL 14: Loot: 3 gp; Magic: *amulet of health* +2 x3 (333 gp each), *cloak of charisma* +4 (1333 gp) *vest of resistance* +2 x3 (333 gp each), *gloves of dexterity* +2 x3 (333 gp each), +1 *morningstar* (193 gp), *headband of intellect* +4 (1333 gp), *orb of shadow* (apprentice 3rd) (375 gp), *orb of shadow* (initiate 6th) (1500 gp per character)+1 *large mithral chain shirt* x2 (196 gp each), +1 *large human bane greatclub* x2 (693 gp each), *boots of striding and springing* (458 gp) *boots of speed* x2 (1000 gp each), *ring of evasion* (2083 gp), *cape of the mountebank* x2 (840 gp each)

APL 16: Loot: 3 gp; Magic: *amulet of health* +2 x2 (333 gp each), *amulet of health* +4 (1333 gp per character), *cloak of charisma* +4 (1333 gp) *vest of resistance* +2 x3 (333 gp each), *gloves of dexterity* +2 x3 (333 gp each), +1 *morningstar* (193 gp), *headband of intellect* +4 (1333 gp per character), *orb of shadow* (apprentice 3rd) (375 gp), *orb of shadow* (initiate 6th) (1500 gp)+1 *large mithral chain shirt* x2 (196 gp each), +1 *large human bane greatclub* x2 (693 gp each), *boots of striding and springing* (458 gp), *boots of speed* x2 (1000 gp each), *ring of evasion* (2083 gp), *cape of the mountebank* x2 (840 gp each)

Development: Once these enemies are defeated the PCs are free to grab the Iron Horn of Tharizdun. A bit of frost covers the horn so anyone touching it without the aid of *endure elements* or similar spell takes 1 point of damage per round. The PCs have to light all the torches of Tharizdun in encounter 4 and blow this horn to proceed to Part 2.

The PCs also see that the room that held the Iron Horn has numerous tomes and books strewn about. A DC 15+APL Search check allows them to find a book that can help an arcane caster learn the knowledge of shadow magic. This PC receive the special certificate *Knowledge of Shadow*.

Once the book is picked up read the following:

After picking up a particular tome that seems to be seeping black shadow mist out of its covers you feel a cold chill run up your spine. Whatever this is its power seems to be quite potent.

ENCOUNTER 6: ROOM SIX

This room is home to three crazy adventurers who stumbled upon the dungeon long ago. They entered this area first and ate a few of the fruit from the trees before suffering a terrible fate. They have killed their companions because they believed they were stealing the fruit.

They fight together to protect their precious fruit from intruders. They have eaten so much of the fruit that their sanity is long gone and they cannot be healed unless a *miracle* or *wish* is used.

If the PCs have fought in any other rooms it is very likely these three will have heard it (their paranoid and all check down the hall to make sure no one is coming) and have prepared their spells. Also, Relia sneaks off to hide her fruit in a place the others do not know about which is down the hallway. From there she can spot the PCs and tells her compatriots that they have trouble.

Shadows dance off the walls as it appears that you have walked into the middle of a loud conversation.

"You keep to your side Relia or I'll gut you!" a gruff voice spurts out.

"Don't tempt me Broack or I'll tear you limb from limb to get your precious fruit," a female voice shouts back.

"Oh how I love for you to fight, I so hope that you come to battle that you may both kill yourself and thus I can have all the fruit to myself." A third voice laughs out. "Oh but it appears we may have visitors prepare yourself!"

APL 10 (EL 12)

➤ **Broack Hardstone:** male dwarf cleric 9; hp 74; Appendix 1.

➤ **Elias Yuli:** male human fighter 9; hp 90; Appendix 1.

➤ **Relia Afterglow:** female elf rogue 10; hp 53; Appendix 1.

APL 12 (EL 14)

➤ **Broack Hardstone:** male dwarf cleric 11; hp 91; Appendix 1.

➤ **Elias Yuli:** male human fighter 11; hp 110; Appendix 1.

➤ **Relia Afterglow:** female elf rogue 12; hp 63; Appendix 1.

APL 14 (EL 16)

➤ **Broack Hardstone:** male dwarf cleric 13; hp 108; Appendix 1.

➤ **Elias Yuli:** male human fighter 13; hp 153; Appendix 1.

➤ **Relia Afterglow:** female elf Rogue 14; hp 74; Appendix 1.

APL 16 (EL 18)

➤ **Broack Hardstone:** male dwarf cleric 15; hp 124; Appendix 1.

➤ **Elias Yuli:** male human fighter 15; hp 161; Appendix 1.

➤ **Relia Afterglow:** female elf rogue 16; hp 84; Appendix 1.

Tactics: Refer to the power up stat blocks in Appendix 1. The three adventurers fight together to protect the fruit and use their abilities the best they can. At APL 16, there is a *symbol of death* on the ground 10 feet away from the entrance to the room. Broack created it before they all went insane. All of them know the password. A DC 23 Spellcraft alerts the PCs to what this is. It is triggered to go off if anyone passes over it.

Treasure:

APL 10: Loot: 43 gp; Magic: +1 full plate (221 gp), +1 heavy steel shield (98 gp), +1 sudden stunning heavy mace (360 gp), cloak of resistance +1 x2 (83 gp each), ring of protection +1 x3 (167 gp each), periapt of wisdom +2 x2 (333 gp each), wand of mirror image (375 gp), +1 chain shirt x2 (104 gp each), +1 greatsword (196 gp), +1 amulet of natural armor (167 gp), +1 longbow (198 gp), gloves of dexterity +2 (333 gp), gauntlets of ogre power (333 gp), cloak of charisma +2 (333 gp), vest of resistance +1 (83 gp)

APL 12: Loot: 43 gp; Magic: +1 full plate (221 gp), +1 heavy steel shield (98 gp), +1 sudden stunning heavy mace (360 gp), cloak of resistance +1 x2 (83 gp each), ring of protection +1 x3 (167 gp each), periapt of wisdom +2 (333 gp), periapt of wisdom +4 (1333 gp), wand of slow (937 gp), +1 chain shirt (104 gp), +1 mithral chain shirt (188 gp), +1 flaming surge greatsword (359 gp), +1 amulet of natural armor (167 gp), +1 longbow (198 gp), gloves of dexterity +4 (1333 gp), belt of giant strength +4 (1333 gp), vest of resistance +1 (83 gp)

APL 14: Loot: 43 gp; Magic: +1 full plate (221 gp), +1 light fortification heavy steel shield (348 gp), +1 sudden stunning heavy mace (360 gp), cloak of resistance +1 x2 (83 gp each), ring of protection +1 x3 (167 gp each), periapt of wisdom +2 (333 gp), periapt of wisdom +4 (1333 gp), wand of slow (937 gp), wand of false life (15 charges) (222 gp), +2 mithral chain shirt (437 gp), +1 mithral breastplate (445 gp), +1 wounding flaming surge greatsword (1695 gp), +1 amulet of natural armor (167 gp), +1 keen longbow (698 gp), gloves of dexterity +4 x2 (1333 gp), belt of giant strength +4 (1333 gp), chime of interruption (1400 gp), +1 icy burst rapier (1525 gp), vest of resistance +1 (83 gp)

APL 16: Loot: 43 gp; Magic: +1 full plate (221 gp), +1 light fortification heavy steel shield (348 gp), +1 sudden stunning heavy mace (360 gp), cloak of resistance +3 x2 (1333 gp each), ring of protection +1 x3 (167 gp each), periapt of wisdom +2 (333 gp), periapt of wisdom +6 (3000 gp), wand of slow (937 gp), wand of false life (15 charges) (112 gp), +4 leafweave leather armor (1396 gp), +1 mithral breastplate (445 gp), +1 wounding flaming surge greatsword (1695 gp), +3 amulet of natural armor (1500 gp), +1 keen longbow (698 gp), gloves of dexterity +4 x2 (1333 gp), belt of giant strength +4 (1333 gp), chime of

interruption (1400 gp), +1 icy burst rapier (1525 gp), vest of resistance +1 (83 gp)

Development: Once the crazy adventures have been killed the PCs are free to roam the area. There are various decaying trees and fruits lying all about the area. Insects crawl over the fruit and the place smells bad. However, with a DC 10+APL Search check the PCs find one piece of fruit up in the trees that seems to be untainted.

It takes some time to get the fruit using normal means (like climbing) but there is no threat.

Once the PCs get the fruit ask what they do with it. If the PCs do nothing and store it in any way, it becomes rotted after 10 minutes even if stored in an extradimensional space.

If a PC eats it, roll 1d8 for the effect, which becomes permanent unless dispelled by means of a *miracle* or *wish*. The effect cannot be changed and the PC immediately gets the permanent benefit as if he gained a stat point upon levelling every 4 levels.

- 1 - +1 to Strength
- 2 - +1 to Dexterity
- 3 - +1 to Constitution
- 4 - +1 to Wisdom
- 5 - +1 to Intelligence
- 6 - +1 to Charisma
- 7 - -1 to any stat point (roll a 1d6)
- 8 - 10 + APL Will save or *Insanity*

Mark on the AR what effect the PC received.

PART 2: THE BLACK CYST

This area of the Lost Temple is shrouded more heavily in shadows and is on the verge of succumbing to the Plane of Shadow. If the PCs rest overnight this area is now considered part of the Plane of Shadow. Refer to *Dungeon Master's Guide* page 152 for details.

ENCOUNTER 7: ROOM SEVEN

There is only one danger here and that is if at any point a PC touches the walls (corporeal or non) they are subject to an *insanity* spell.

All APLs (EL 7)

➤ **Wall of Insanity:** CR 7; magic device; touch trigger; automatic reset; spell effect (*insanity*, 13th-level wizard, DC 21 Will save negates); Search DC 32, Disable Device DC 32.

The same strange purple and green light seems to be guiding you along this spiral. It never seems to end as sometimes the lights connect and an explosive spark erupts in the middle of the path painting a picture of some grotesque creature. Some of the explosions rip apart parts of the wall as the stones fall to the floor. The energy seems to be pulsing in the stone.

The PCs may pick up a green or purple stone that has been infused with this strange energy. The gnomes may be able to figure out a way to harness it if it isn't evil...

ENCOUNTER 8: ROOM EIGHT

This room contains various monsters summoned here by the shadow dragon as he promised them (lied) a piece of the new shadow realm. Also in the room is a shadow teleport leading to encounter 9.

APL 10 (EL 12)

➤ **Rakshasas (2):** hp 52 each; *Monster Manual* 211.

APL 12 (EL 14)

➤ **Displacer Beast Pack Lords (2):** hp 203 each; *Monster Manual* 66.

APL 14 (EL 16)

➤ **Werewolf Lords (2):** hp 132 each; *Monster Manual* 176.

APL 16 (EL 18)

➤ **Greater Stone Golems (2):** hp 271 each; *Monster Manual* 136.

Treasure:

APL 14: Magic: +2 bastard sword x2 (696 gp)

Development: The PCs can inspect the teleport in the corner of the room but it is harmless. Only living entities can use the teleport. Once the PCs enter, continue to encounter 9.

ENCOUNTER 9: ROOM NINE

Read the following:

Your guts and head feel like they are being ripped apart and sewn together with shadow as you freefall towards nothingness. The entire area is swirling all about you as you seemingly plummet to your death when all of a sudden you see a light and various red eyes staring back at you.

In the center of this room a sense of foreboding and evil resonates outward from a jet black altar 15 feet wide. Tendrils of shadow emerge from it groping the area searching for something.

Have the PCs make a DC 10+APL Reflex save not to begin this encounter prone. The undead were created by the dread necromancer who gathered them in this room.

They are the last defense against good, protecting the strange entity that the Plane of Shadow is feeding off.

The undead immediately attack the PCs when they see (or hear) them.

APL 10 (EL 11)

Created Ghasts (2): hp 44 each; Appendix 1

Morghs (3): hp 91 each; *Monster Manual* 189.

APL 12 (EL 13)

Created Ghasts (3): hp 44 each; Appendix 1

Devourers (2): hp 78 each; *Monster Manual* 58.

APL 14 (EL 15)

Created Wraiths (2): hp 50 each; Appendix 1

Created Mummy's (2): hp 81 each; Appendix 1.

Imbued Fiendish Mummy: monk 8; hp 152 each; Appendix 1.

Dread Wraiths (2): hp 104 each; *Monster Manual* 258.

APL 16 (EL 17)

Created Spectres (2): hp 70 each; Appendix 1.

Created Morghs (3): hp 140 each; Appendix 1.

Imbued Fiendish Mummy: monk 10; hp 172 each; Appendix 1.

Dread Wraiths (2): hp 104 each; *Monster Manual* 258.

Devourers (2): hp 78 each; *Monster Manual* 58.

Tactics: The undead are very simple minded (except the fiendish mummy). They just try to take down the PCs as fast as possible. Undead pour through the shadow door in the back every round starting in the third round. Describe the shadow door to the PCs once the first wave comes through.

Suddenly a spark of inkiness bursts forth in the back of the room as even more undead pour out of this 'door'.

All APLs

⚔ **Shadow Door:** No hardness; no hit points; no Open Locks; no Disable Device.

The door is made of pure shadow and when entered teleports users into the next room where the dread necromancer is waiting. His undead filter out of the shadow door and it blocks light so that PCs cannot see what is in the room. (Undead fighting the PCs are still controlled by the dread necromancer and they still feel his presence - they just can't see him).

Treasure:

APL 14: M: *cloak of resistance* +3 (750 gp), *periapt of wisdom* +4 (1333 gp), *gloves of dexterity* +4 (1333 gp), *monk's belt* (1084 gp).

APL 16: M: *cloak of resistance* +3 (750 gp), *periapt of wisdom* +4 (1333 gp), *gloves of dexterity* +4 (1333 gp), *monk's belt* (1084 gp), *boots of speed* (1000 gp)..

Development: A 15 ft. by 10 ft. pulsing 'entity' lies in the center of this room. If the PCs wish to blow the iron horn proceed to encounter 11. A DC 10+APL Knowledge (the planes) check reveals that this seems to be a portal to the Plane of Shadow and that the realm seems to be seeping into Oerth through this entity. There isn't a decisive way to figure out to destroy it however.

ENCOUNTER 10: ROOM TEN

As soon as your senses return, a voice greets you out of the darkness, "Welcome to my Plane of Shadow. It is a fitting place for your death you pathetic mortals!"

This room is protected by an *unhallow* spell that detects magic.

APL 10 (EL 12)

Darken Iyes: male human dread necromancer 12; hp 81; Appendix 1.

APL 12 (EL 14)

Darken Iyes: male human dread necromancer 14; hp 95; Appendix 1.

APL 14 (EL 16)

Darken Iyes: male human dread necromancer 16; hp 108; Appendix 1.

APL 16 (EL 18)

Darken Iyes: male human dread necromancer 18; hp 122; Appendix 1.

Tactics: The dread necromancer uses *harm*, *greater harm*, *mass harm*, *finger of death*, and *horrid wilting* frequently as he casts spells like a sorcerer. If near to death he casts *greater dispel magic* as an area effect to get rid of parties that have *death ward* up (for the dragon).

Treasure:

APL 10: Loot: 3 gp; Magic: *ring of nullification* (267 gp), *vest of resistance* +3 (750 gp), *ring of protection* +2 (666 gp), *cloak of charisma* +4 (1333 gp), +1 *battleaxe* (193 gp), +1 *chain shirt* (104 gp), *pink ioun stone* (666 gp), *collar of umbral metamorphosis* (900 gp)

APL 12: Loot: 3 gp; Magic: *ring of nullification* (267 gp), *vest of resistance* +3 (750 gp), *ring of protection* +2 (666 gp), *cloak of charisma* +4 (1333 gp), +1 *battleaxe* (193 gp), +1 *chain shirt* (104), *amulet of health* +2 (333 gp), *gauntlets of ogre power* (333 gp), *pink ioun stone* (666 gp), *collar of umbral metamorphosis* (900 gp)

APL 14: Loot: 3 gp; Magic: *ring of nullification* (267 gp), *vest of resistance* +3 (750 gp), *ring of protection* +2 (666 gp), *cloak of charisma* +4 (1333 gp), +1 *battleaxe* (193

gp), +1 *chain shirt* (104), *amulet of health* +2 (333 gp), *gauntlets of ogre power* (333 gp), *pink ioun stone* (666 gp), *collar of umbral metamorphosis* (900 gp)

APL 16: Loot: 3 gp; Magic: *ring of nullification* (267 gp), *vest of resistance* +3 (750 gp), *ring of protection* +2 (666 gp), *cloak of charisma* +6 (3000 gp), +1 *battleaxe* (193 gp), +1 *chain shirt* (104), *amulet of health* +2 (333 gp), *gauntlets of ogre power* (333 gp), *pink ioun stone* (666 gp), *collar of umbral metamorphosis* (900 gp)

ENCOUNTER 11: ROOM ELEVEN

After everything has been defeated the PCs need to blow the iron horn once more to open a portal large enough to the Plane of Shadow through the entity.

All other means to step inside the entity or destroy it fail. If a PC cast a divination spell to determine what to do it tells him in some form that the horn or music should be played in order to open the way to darkness.

However, this is also very dangerous because opening a larger portal allows more of the shadow plane to seep into Oerth and rapidly increase the change. However, this makes the entity highly unstable (this is why the dread necromancer and the shadow dragon did not do this).

A DC 20 Knowledge (the planes) check or a DC 30 Knowledge (arcana) check reveals that this is the portal to the Plane of Shadow.

Once a PC blows the horn read the following:

The ominous sound of the horn reverberates through the walls. The 'entity' begins to pulse even more rapidly as its tendrils thicken and start to wrap around your bodies. The tendrils then begin to pull you into its gaping maw as you are finally whisked away to the Plane of Shadow.

ENCOUNTER 12: ROAMING THROUGH THE PLANE OF SHADOW

Once the PCs are on the Plane of Shadow the shadow dragon notices their presence as he has been sent a message from the dread necromancer about what is going on.

The shadow dragon does not attack during this encounter instead flying overhead out of range and sight of the PCs taunting them and asking them to join him in his reign on Oerth.

Bursting forth from the entity's belly into the Plane of Shadow was an unpleasant experience. Stark black and white pillars dot the landscape. Shrines of about 10 to 15 feet tall seem to litter the area but there are no distinguishable marks as to whom they are for.

A few gusts of wind blow past you. There is no door behind you nor do you see an escape route. Then from some place beyond your vision a voice booms out.

"Welcome to my realm puny mortals! It is I, Srinthedul, the greatest shadow dragon in this realm. I am discouraged you have bested all my pitiful help but they are replaceable. You could join me if you wish..."

It is at this point that Yar'Fic attacks the PCs from one of the pillars.

APL 10 (EL 11)

Yar'fic: male mind flayer sorcerer 3; hp 93; Appendix 1.

APL 12 (EL 13)

Yar'fic: male mind flayer sorcerer 5; hp 107; Appendix 1.

APL 14 (EL 15)

Yar'fic: male mind flayer sorcerer 7; hp 118; Appendix 1.

APL 16 (EL 17)

Yar'fic: male mind flayer sorcerer 9; hp 130; *Monster Manual* 187.

Tactics: Yar'fic uses his mind blast as soon as possible. He then uses his most damage dealing spells to eliminate any PCs that saved against his mind blast. At APL 14 and up he has *mirror image* up already. At APL 16 he has cast *fire shield* and *see invisibility*.

Treasure:

APL 10: Magic: +1 *amulet of natural armor* (167 gp), *gloves of dexterity* +2 (333 gp), *cloak of charisma* +2 (333 gp), *wand of magic missiles* (7th) (437 gp), *vest of resistance* +2 (333 gp).

APL 12: Magic: +1 *amulet of natural armor* (167 gp), *gloves of dexterity* +2 (333 gp), *cloak of charisma* +4 (1333 gp), *wand of magic missiles* (9th) (562 gp), *vest of resistance* +2 (333 gp).

APL 14: Magic: +3 *amulet of natural armor* (1500 gp), *gloves of dexterity* +2 (333 gp), *cloak of charisma* +4 (1333 gp), *wand of magic missiles* (9th) (562 gp), *vest of resistance* +2 (333 gp).

APL 16: Magic: +3 *amulet of natural armor* (1500 gp), *gloves of dexterity* +2 (333 gp), *cloak of charisma* +6 (3000 gp), *wand of magic missiles* (9th) (562 gp), *vest of resistance* +2 (333 gp).

Development: Once they have defeated Yar'fic. Srin'Black again begins his taunting. Continue to encounter 13.

ENCOUNTER 13: THE MIGHTY DRAGON

The battle with Srinthedul begins for the right to see if Oerth is safe from the Plane of Shadow.

APL 10 (EL 13)

Srinthedul: male adult shadow dragon; hp 180; Appendix 1.

APL 12 (EL 15)

Srinthedul: male adult shadow dragon fighter 2; hp 270; Appendix 1.

APL 14 (EL 17)

Srinthedul: male mature adult shadow dragon fighter 1; hp 309; Appendix 1.

APL 16 (EL 19)

Srinthedul: male very old shadow dragon; hp 406; Appendix 1.

Tactics: At all APLs he uses his breath on the party first, catching as many of them as he can. (He uses *Heighten Breath* the first time he breaths). He use his excellent flying maneuverability the best he can. At all APLs he has cast *mirror image*, *shield*, and *see invisibility* on himself already (reflected in the stat blocks). He casts *wind wall* in front of an archer. If it's apparent that the party all have *death ward* up he casts an area *dispel magic* before his second use of breath weapon.

Development: Once Srinthedul is defeated, the whole area will be ready to collapse. The PCs have a chance to grab a shadow scale off him if they choose but they must hurry.

Srinthedul falls from the dark sky and collides into one of the pillars in a catastrophic collision. Then all of the shrines and pillars begin to shake and crumble as cracks in the foundation of the landscape begin forming.

A huge explosion erupts from behind you as thick shadow tendrils writhe out of the surface beckoning you to jump in.

If the PCs jump in, they are transport back to the beginning of the dungeon. From here they may go back to the gnome village. They have three rounds to get out; if they do not they are stuck on the Plane of Shadow and thus must find their own way out.

If the PCs are defeated go to Conclusion A. If they are successful go to Conclusion B.

Treasure:

APL 10: Magic: *ring of protection* +2 (666 gp), *amulet of natural armor* +2 (666 gp), *pale blue rhomboid ioun stone* (666 gp), *cloak of resistance* +2 (333 gp), *Daazzix's vest** (2083 gp).

APL 12: Magic: *ring of protection* +2 (666 gp), *amulet of natural armor* +2 (666 gp), *pale blue rhomboid ioun stone* (666 gp), *cloak of resistance* +2 (333 gp), *Daazzix's vest** (2083 gp).

APL 14: Magic: *ring of protection* +2 (666 gp), *amulet of natural armor* +2 (666 gp), *pale blue rhomboid ioun stone* (666 gp), *cloak of resistance* +2 (333 gp), *Daazzix's vest** (2083 gp).

APL 16: Magic: *ring of protection* +2 (666 gp), *amulet of natural armor* +2 (666 gp), *pale blue rhomboid ioun stone* (666 gp), *cloak of resistance* +2 (333 gp), *Daazzix's vest** (2083 gp).

Once the PCs tell them what happened the elders congratulate the PCs, wish them good fortune, and gladly identify the items they have retrieved offering to help them make new ones if they so choose.

All successful PCs receive the *Favor of Varachan*. For the rest of the special items refer to the Special Rewards section after the Treasure Summary.

The End

CONCLUSION

CONCLUSION A

Use this conclusion for PCs that were not successful in stopping the shadow dragon and/or the dread necromancer. They could still get some of the special materials from the lost temple however, the Plane of Shadow will consume this area of Oerth now.

The long walk back to the gnome village is a somber one as the darkness of the Plane of Shadow steadily creeps out over the Yatil Mountains consuming it.

The gnome village is a bustle of activity as many gnomes gather their supplies to flee their homes from the impending doom.

Many of the gnomes give you sad looks; some offer a smile to at least acknowledge that you tried to help.

A few of the elders come rushing up to you and ask what you saw and what happened.

After the PCs tell them what happened the gnome wizards inspect any items the PCs found and tell them what it is and if they can make them something of it. These gnomes are the last to leave the village and thus can take a few moments to try and help out the PCs. Continue to the special rewards part of the adventure.

CONCLUSION B

Use this conclusion if the PCs have successfully defeated the lost temple denizens (specifically the shadow dragon and the dread necromancer).

The long walk back to the gnome village is a tiresome one but the darkness that was seeping through the mountainside is now receding to whence it came.

The gnome village is a bustle of activity as many gnomes gather their party supplies to set up tents and food for the celebration that is in your honor.

Many of the gnomes give you pats on the back and holler your names as they run by jumping for joy. A few of the elders come rushing up to you to ask what you saw and what happened.

EXPERIENCE POINT SUMMARY

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

Encounter 2

Defeat the Lilitu

APL 10	360 XP
APL 12	420 XP
APL 14	480 XP
APL 16	540 XP

Encounter 3

Bypass the trap

APL 10	240 XP
APL 12	270 XP
APL 14	300 XP
APL 16	300 XP

Encounter 3

Defeat the nagas

APL 10	360 XP
APL 12	420 XP
APL 14	480 XP
APL 16	540 XP

Encounter 4

Defeat the shadow elemental

APL 10	270 XP
APL 12	330 XP
APL 14	390 XP
APL 16	450 XP

Encounter 4

Do not trigger the trap

APL 10	240 XP
APL 12	240 XP
APL 14	270 XP
APL 16	270 XP

Encounter 5

Defeat the stone giants and shadowcaster.

APL 10	360 XP
APL 12	420 XP
APL 14	480 XP
APL 16	540 XP

Encounter 6

Defeat the crazy adventurers.

APL 10	360 XP
APL 12	420 XP
APL 14	480 XP
APL 16	540 XP

Encounter 7

Defeat the wall trap

All APLs 210 XP

Encounter 8

Defeat the guardians of the lair

APL 10	360 XP
APL 12	420 XP
APL 14	480 XP
APL 16	540 XP

Encounter 9

Defeat the many undead

APL 10	330 XP
APL 12	390 XP
APL 14	450 XP
APL 16	510 XP

Encounter 10

Defeat the dreadnecromancer.

APL 10	360 XP
APL 12	420 XP
APL 14	480 XP
APL 16	540 XP

Encounter 12

Defeat the guardian mind flayer

APL 10	330 XP
APL 12	390 XP
APL 14	450 XP
APL 16	510 XP

Encounter 13

Defeat the shadow dragon.

APL 10	390 XP
APL 12	450 XP
APL 14	510 XP
APL 16	570 XP

Story award

Finding at least two of the special pieces and asking the gnomes to help make it for them.

APL 10	136 XP
APL 12	157 XP
APL 14	180 XP
APL 16	200 XP

Discretionary roleplaying award

APL 10	136 XP
APL 12	157 XP
APL 14	180 XP
APL 16	200 XP

Total possible experience:

APL 10	2,700 XP
APL 12	3,150 XP
APL 14	3,600 XP
APL 16	4,050 XP

TREASURE SUMMARY

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a "treasure" section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter's treasure.

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

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

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

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

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

Loot: Looted gear from enemy

C: Coin, Gems, Jewelry, and other valuables

M: Magic Items (sell value)

Encounter 2

APL 10: Loot: 127 gp; Magic: +1 *glamered chain shirt* (329 gp), *pearl of power 3rd* (750 gp), *amulet of might fists +1* (500 gp), *elixir of truth* (42 gp)

APL 12: Loot: 127 gp; Magic: +2 *glamered chain shirt* (579 gp), *pearl of power 3rd* (750 gp), *amulet of might fists +1* (500 gp), *elixir of truth* (42 gp), *cloak of charisma +2* (333 gp), *ring of protection +2* (666 gp)

APL 14: Loot: 127 gp; Magic: +2 *glamered chain shirt* (579 gp), *pearl of power 3rd* (750 gp), *amulet of*

might fists +1 (500 gp), *elixir of truth* (42 gp), *cloak of charisma +4* (1333 gp), *ring of protection +2* (666 gp)

APL 16: Loot: 127 gp; Magic: +3 *glamered chain shirt* (995 gp), *pearl of power 3rd* (750 gp), *amulet of might fists +1* (500 gp), *elixir of truth* (42 gp), *cloak of charisma +4* (1333 gp), *ring of protection +3* (1500 gp)

Encounter 3

APL 12: Magic: *amulet of health +2* (333 gp), *cloak of charisma +2* (333 gp)

APL 14: Magic: *amulet of health +2* (333 gp), *cloak of charisma +2* (333 gp)

APL 16: Magic: *amulet of health +4* (1333 gp), *cloak of charisma +4* (1333 gp)

Encounter 5

APL 10: Loot: 3 gp; Magic: *amulet of health +2* x3 (333 gp each), *cloak of charisma +2* (333 gp) *vest of resistance +2* x3 (333 gp each), *gloves of dexterity +2* x3 (333 gp each), +1 *morningstar* (193 gp), *headband of intellect +2* (333 gp), *orb of shadow* (apprentice 3rd) (375 gp), +1 *large mithral chain shirt* x2 (196 gp each), +1 *large greatclub* x2 (193 gp each)

APL 12: Loot: 3 gp; Magic: *amulet of health +2* x3 (333 gp each), *cloak of charisma +4* (1333 gp) *vest of resistance +2* x3 (333 gp each), *gloves of dexterity +2* x3 (333 gp each), +1 *morningstar* (193 gp), *headband of intellect +2* (333 gp), *orb of shadow* (apprentice 3rd) (375 gp), *orb of shadow* (initiate 5th) (1041 gp)+1 *large mithral chain shirt* x2 (196 gp each), +1 *large greatclub* x2 (193 gp each), *boots of striding and springing* (458 gp), *boots of speed* x2 (1000 gp each)

APL 14: Loot: 3 gp; Magic: *amulet of health +2* x3 (333 gp each), *cloak of charisma +4* (1333 gp) *vest of resistance +2* x3 (333 gp each), *gloves of dexterity +2* x3 (333 gp each), +1 *morningstar* (193 gp), *headband of intellect +4* (1333 gp), *orb of shadow* (apprentice 3rd) (375 gp), *orb of shadow* (initiate 6th) (1500 gp)+1 *large mithral chain shirt* x2 (196 gp each), +1 *large human bane greatclub* x2 (693 gp each), *boots of striding and springing* (458 gp), *boots of speed* x2 (1000 gp each), *ring of evasion* (2083 gp), *cape of the mounteback* x2 (840 gp each)

APL 16: Loot: 3 gp; Magic: *amulet of health +2* x2 (333 gp each), *amulet of health +4* (1333 gp), *cloak of charisma +4* (1333 gp) *vest of resistance +2* x3 (333 gp each), *gloves of dexterity +2* x3 (333 gp each), +1 *morningstar* (193 gp), *headband of intellect +4* (1333 gp), *orb of shadow* (apprentice 3rd) (375 gp), *orb of shadow* (initiate 6th) (1500 gp)+1 *large mithral chain shirt* x2 (196 gp each), +1 *large human bane greatclub* x2 (693 gp each), *boots of striding and springing* (458 gp), *boots of speed* x2 (1000 gp each), *ring of evasion* (2083 gp), *cape of the mounteback* x2 (840 gp each)

Encounter 6

APL 10: Loot: 43 gp; Magic: +1 *full plate* (221 gp), +1 *heavy steel shield* (98 gp), +1 *sudden stunning heavy mace* (360 gp), *cloak of resistance +1* x2 (83 gp each), *ring of protection +1* x3 (167 gp each), *periapt of wisdom +2*

x2(333 gp each), wand of mirror image (375 gp), +1 chain shirt x2 (104 gp each), +1 greatsword(196 gp), +1 amulet of natural armor(167 gp), +1 longbow(198 gp), gloves of dexterity +2 (333 gp), gauntlets of ogre power (333 gp), cloak of charisma +2(333 gp), vest of resistance +1 (83 gp)

APL 12: Loot: 43 gp: Magic: +1 full plate(221 gp), +1 heavy steel shield(98 gp), +1 sudden stunning heavy mace(360 gp), cloak of resistance +1 x2(83 gp each), ring of protection +1 x3(167 gp each), periapt of wisdom +2 (333 gp), periapt of wisdom +4 (1333 gp), wand of slow(937 gp), +1 chain shirt (104 gp), +1 mithral chain shirt (188 gp), +1 flaming surge greatsword(359 gp), +1 amulet of natural armor(167 gp), +1 longbow(198 gp), gloves of dexterity +4 (1333 gp), belt of giant strength +4 (1333 gp), vest of resistance +1 (83 gp)

APL 14: Loot: 43 gp: Magic: +1 full plate(221 gp), +1 light fortification heavy steel shield(348 gp), +1 sudden stunning heavy mace(360 gp), cloak of resistance +1 x2(83 gp each), ring of protection +1 x3(167 gp each), periapt of wisdom +2 (333 gp), periapt of wisdom +4 (1333 gp), wand of slow(937 gp), wand of false life (15 charges) (222 gp), +2 mithral chain shirt (437 gp), +1 mithral breastplate (445 gp), +1 wounding flaming surge greatsword(1695 gp), +1 amulet of natural armor(167 gp), +1 keen longbow(698 gp), gloves of dexterity +4 x2 (1333 gp), belt of giant strength +4 (1333 gp), chime of interruption (1400 gp), +1 icy burst rapier (1525 gp), vest of resistance +1 (83 gp)

APL 16: Loot: 43 gp: Magic: +1 full plate(221 gp), +1 light fortification heavy steel shield(348 gp), +1 sudden stunning heavy mace(360 gp), cloak of resistance +3 x2(1333 gp each), ring of protection +1 x3(167 gp each), periapt of wisdom +2 (333 gp), periapt of wisdom +6 (3000 gp), wand of slow(937 gp), wand of false life (15 charges) (112 gp), +4 leafweave leather armor (1396 gp), +1 mithral breastplate (445 gp), +1 wounding flaming surge greatsword(1695 gp), +3 amulet of natural armor(1500 gp), +1 keen longbow(698 gp), gloves of dexterity +4 x2 (1333 gp), belt of giant strength +4 (1333 gp), chime of interruption (1400 gp), +1 icy burst rapier (1525 gp), vest of resistance +1 (83 gp)

Encounter 8

APL 14: Magic: +2 bastard sword x2 (695 gp each)

Encounter 9

APL 14: Magic: cloak of resistance +3 (750 gp), periapt of wisdom +4 (1333 gp), gloves of dexterity +4 (1333 gp), monk's belt(1084 gp),

APL 16: Magic: cloak of resistance +3 (750 gp), periapt of wisdom +4 (1333 gp), gloves of dexterity +4 (1333 gp), monk's belt(1084 gp), boots of speed (1000 gp)

Encounter 10

APL 10: Loot: 3 gp: Magic: ring of nullification (267 gp), vest of resistance +3 (750 gp), ring of protection +2 (666 gp), cloak of charisma +4 (1333 gp), +1 battleaxe (193 gp), +1 chain shirt (104), pink ioun stone (666 gp), collar of umbral metamorphosis (900 gp)

APL 12: Loot: 3 gp: Magic: ring of nullification (267 gp), vest of resistance +3 (750 gp), ring of protection +2 (666 gp), cloak of charisma +4 (1333 gp), +1 battleaxe (193 gp), +1 chain shirt (104), amulet of health +2 (333 gp), gauntlets of ogre power (333 gp), pink ioun stone (666 gp), collar of umbral metamorphosis (900 gp)

APL 14: Loot: 3 gp: Magic: ring of nullification (267 gp), vest of resistance +3 (750 gp), ring of protection +2 (666 gp), cloak of charisma +4 (1333 gp), +1 battleaxe (193 gp), +1 chain shirt (104), amulet of health +2 (333 gp), gauntlets of ogre power (333 gp), pink ioun stone (666 gp), collar of umbral metamorphosis (900 gp)

APL 16: Loot: 3 gp: Magic: ring of nullification (267 gp), vest of resistance +3 (750 gp), ring of protection +2 (666 gp), cloak of charisma +6 (3000 gp), +1 battleaxe (193 gp), +1 chain shirt (104), amulet of health +2 (333 gp), gauntlets of ogre power (333 gp), pink ioun stone (666 gp), collar of umbral metamorphosis (900 gp)

Encounter 12

APL 10: Magic: +1 amulet of natural armor (167 gp), gloves of dexterity +2 (333 gp), cloak of charisma +2 (333 gp), wand of magic missiles (7th) (437 gp), vest of resistance +2 (333 gp)

APL 12: Magic: +1 amulet of natural armor (167 gp), gloves of dexterity +2 (333 gp), cloak of charisma +4 (1333 gp), wand of magic missiles (9th) (562 gp), vest of resistance +2 (333 gp)

APL 14: Magic: +3 amulet of natural armor (1500 gp), gloves of dexterity +2 (333 gp), cloak of charisma +4 (1333 gp), wand of magic missiles (9th) (562 gp), vest of resistance +2 (333 gp)

APL 16: Magic: +3 amulet of natural armor (1500 gp), gloves of dexterity +2 (333 gp), cloak of charisma +6 (3000 gp), wand of magic missiles (9th) (562 gp), vest of resistance +2 (333 gp)

Encounter 13

APL 10: Magic: ring of protection +2 (666 gp), amulet of natural armor +2 (666 gp), pale blue rhomboid ioun stone (666 gp), cloak of resistance +2 (333 gp), Daazzix's vest* (2083 gp)

APL 12: Magic: ring of protection +2 (666 gp), amulet of natural armor +2 (666 gp), pale blue rhomboid ioun stone (666 gp), cloak of resistance +2 (333 gp), Daazzix's vest* (2083 gp)

APL 14: Magic: ring of protection +2 (666 gp), amulet of natural armor +2 (666 gp), pale blue rhomboid ioun stone (666 gp), cloak of resistance +2 (333 gp), Daazzix's vest* (2083 gp)

APL 16: Magic: ring of protection +2 (666 gp), amulet of natural armor +2 (666 gp), pale blue rhomboid ioun stone (666 gp), cloak of resistance +2 (333 gp), Daazzix's vest* (2083 gp)

Total Possible Treasure

APL 10	4,600 gp
APL 12	6,600 gp
APL 14	13,200 gp
APL 16	19,800 gp

Adventure Certificates

These certificates are separate from the adventure record and are only awarded to PCs qualifying for them (as listed in the adventure text).

Knowledge of Shadow: Through Martela Thriel, an infiltrator in Tharizdun's cults that learned the secrets of shadow magic, you have learned fascinating but terrible secrets. It is said that Tharizdun's prison lies in an inaccessible place on the Plane of Shadow, and that his bonds are forged from the stuff of the plane itself. His essence has become a part of that plane, and through the knowledge of shadow magic, one can come to a greater understanding of the nature of Tharizdun's captivity, and possibly how to destroy him forever. However, using the dark secrets of shadow magic brings more of the essence of that plane to Oerth, thus weakening the dread god's prison on the Plane of Shadow. This terrible truth is now a burden for you to bear, and for those with good in their hearts, it is a constant gnawing at the edges of a sane mind – to bring Tharizdun closer to freedom in order to understand how to ultimately defeat him.

You have access to the shadowcaster class from Tome of Magic. Every time you gain a level in shadowcaster, you may choose to convert one existing arcane spellcasting class level into a level of shadowcaster, as detailed on page 115 ("A Creeping Darkness: Multiclass Shadowcasters"). You also have access to all feats and mysteries in the shadow magic section of Tome of Magic. In addition, you also have access to the following prestige classes: child of night, master of shadow, and noctumancer. Lastly, you can use the rule presented in the Living Greyhawk Campaign Sourcebook for pearls of power to craft orbs of shadow, provided you meet all the other prerequisites. This certificate does not grant you access to orbs of shadow; you must still find them in adventures as normal.

Most shadowcasters, especially those with this knowledge, are not good aligned. However, a precious few strong-willed souls attempt to practice the craft in the hopes that their knowledge will prove indispensable in the fight against Tharizdun. If you have a good alignment, the maddening paradigm of your situation brings you to the brink of insanity. At the beginning of every adventure, good-aligned characters must make a Will saving throw, DC 10 + their shadowcaster (or other mystery user) levels or begin play with 1d4 points of Wisdom damage. Show your DM this certificate at the beginning of each adventure; the DM rolls the damage.

Favor of Varachan: Varachan is grateful that you all have come back safely from your adventuring. He is disillusioned that so much about the dark arts was hidden away in the Lost Temple. A dark cloud still hangs over the Yatil Mountains even though the evil has been purged. Varachan believes that the Plane of Shadow may never leave this area, but it has, at least, been stopped from taking over the lands.

Varachan, through his many sources from around Oerth, can get you in contact with people that will train you in the following prestige classes: darkrunner (*Lords of Madness*), death delver (*Heroes of Horror*), duskblade class (*Player's Handbook II*). Additionally, he can arrange training in the alternate class features for barbarian, bard, and cleric listed in the *Player's Handbook II*. If you choose an alternate class ability, write the choice on the AR of the adventure you chose it. You cannot switch back to the core class ability at any point.

ITEMS FOR THE ADVENTURE RECORD

Special Items:

For the PC who picked up a special skull and returned it to the gnomes they can have the gnomes fuse it in ONE weapon, suit of armor or shield of their choosing. The skull fuses itself into that item. Circle to which skull the PC has access. Each skull has different abilities.

Each +1 enhancement bonus or +1 special ability of the item chosen adds 1 to the ego of the intelligent item so please fill that in on the AR and

The skull's base ego scores are:

Halfling: Ego 10

Elf: Ego 10

Half-Orc: Ego 13

Goblin: Ego 13

Hector the Halfling: AL LG; Int 10, Wis 16, Cha 16; Speech (Common, Halfling), 60 ft. darkvision and hearing. *Lesser powers:* deathwatch continually active, 10 ranks in Listen (total +13); *cure moderate wounds* (2d8+3) on wielder 3/day. Ego: ____; Cost 20,200 gp.

Ionia the Elf: AL CG; Int 16, Wis 10, Cha 16; Speech (Common, Elf, Dwarf, Halfling), 60 ft. darkvision and hearing. *Lesser powers:* 10 ranks Knowledge (arcane) (total +13), *detect magic* at will, 10 ranks in Spellcraft (total +13); Ego: ____; Cost 19,600 gp.

Teebor the Goblin: Int 17, Wis 10, Cha 17; Speech (Common, Draconic, Goblin, Halfling), telepathy, 120 ft. darkvision and hearing. *Lesser powers:* 10 ranks in Bluff (total +13), *invisibility* 1/day, *mirror image* 2/day; *greater powers:* haste 3/day; Ego ____; Total Cost 43,000 gp.

Grunks the Half-Orc: AL CN; Int 17, Wis 17, Cha 10; Speech (Common, Goblin, Halfling, Orc), telepathy, 120 ft. darkvision and hearing. *Lesser powers:* 10 ranks in Intimidate (total +13), *bear's endurance* 2/day, *rage* 2/day; *greater powers:* fly 1/day; Ego ____; Total Cost 37,000 gp.

If the PC also picked up one of the green or purple stones they may add those to the skulls (they go into the eye sockets). Their abilities also fuse into that item.

The purple stone can cast *insanity* 1/day using the PCs' level as the caster level. (Cost 7,500 gp)

The green stone casts *disintegrate* 1/day using the PCs' level as the caster level. (Cost 7,500 gp)

The PC must donate the market price of the upgrades to the gnomes.

◊ **Collar of Umbral Metamorphosis:** A command word both activates and deactivates the collar. This requires a standard action. A collar functions for up to 10 minutes per day, divided up as you see fit (but each use counts as 1 minute, minimum); This item transforms you into a being of shadow, bestowing the dark creature template; Moderate transmutation; CL 11th; Craft Wondrous Item, *shadow investiture*; 1 lb; Price: 10,800 gp.

ITEM ACCESS

APL 10

- ❖ *Vest of Resistance +3* (Adventure; CA)
- ❖ *Ring of Nullification* (Adventure; *Tome of Magic*)
- ❖ *+1 Sudden Stunning Heavy Mace* (Adventure; DMG2)
- ❖ *Pearl of Power 3rd* (Adventure; DMG)
- ❖ *Wand of Mirror Image* (Adventure; DMG)
- ❖ *Boots of Speed* (Adventure; DMG)
- ❖ *Pink Rhomboid Ioun Stone* (Adventure; DMG)
- ❖ *Collar of Umbral Metamorphosis* (Adventure; *Tome of Magic*)

APL 12 (all of APL 10 plus the following)

- ❖ *Wand of Slow* (Adventure; DMG)
- ❖ *Boots Of Striding And Springing* (Adventure; DMG)
- ❖ *+1 Flaming Surge Greatsword* (Adventure; DMG 2)

APL 14 (all of APLs 10-12 plus the following)

- ❖ *Chime Of Interruption* (Adventure; DMG)
- ❖ *Wand Of False Life (15 charges)* (Adventure; 1,350 gp)
- ❖ *+1 Heavy Steel Shield Light fortification* (Adventure; DMG)
- ❖ *Amulet Of Natural Armor +3* (Adventure; DMG)
- ❖ *Cape Of The Mountebank* (Adventure; DMG)
- ❖ *+1 Mithral Breastplate* (Adventure; DMG)
- ❖ *Ring of Evasion* (Adventure; DMG)
- ❖ *+1 Icy Burst Rapier* (Adventure; DMG)
- ❖ *+1 Keen Longbow* (Adventure; DMG)
- ❖ *+1 Wounding Flaming Surge Greatsword* (Adventure; DMG 2)

APL 16 (all of APLs 10-14 plus the following)

- ❖ *Cloak of Charisma +6* (Adventure; DMG)
- ❖ *Periapt Of Wisdom +6* (Adventure; DMG)
- ❖ *+4 Leafweave Leather Armor* (Adventure; *Races of Wild*)

Appendix 1: APL 10

ENCOUNTER 2

Lilitu*: CR 12; Medium outsider (chaotic, evil, extraplanar, tanar'ri); HD 14d8+56; hp 119; Init +8; Spd 40 ft; AC 31, touch 18, flat-footed 23; Base Atk +14; Grp +17; Atk +22 melee (1d4+3 plus poison, stinger) or +21 melee (1d6+2, claw); Full Atk +23/+18/+13 melee (1d6+3, masterwork light mace) or +22 melee (1d4+3 plus poison, 4 stingers) or +21 melee (1d6+2, 2 claws); Space/Reach 5ft./ 5ft (10 ft. with stinger); SA Lilitu's gift; SQ Tanar'ri traits, item use, mock divinity, darkvision 60 ft., telepathy 100 ft., resistance acid, cold, fire 10, SR 23, damage reduction 10/cold iron or good, immune to electricity and poison, shroud alignment; AL CE; SV Fort +13, Ref +17, Will +14; Str 17, Dex 26, Con 18, Int 19, Wis 20, Cha 30.

Skills and Feats: Bluff +29, Concentration +21, Diplomacy +31, Disguise +27 (+29 acting), Forgery +21, Heal +22, Intimidate +31, Knowledge (religion) +21, Listen +22, Perform (dance) +27, Sense Motive +22, Spot +22; Combat Reflexes, Persuasive, Quicken Spell-Like Ability (suggestion), Weapon Finesse, Spell Penetration

Spells Prepared: (6/7+1/7+1/5+1/5+1/3+1; save DC = 20 + Spell Level; 0th – cure minor wounds (4), detect magic, mending, 1st – command, cure light wounds (4), disguise self (D), divine favor, shield of faith; 2nd – cure moderate wounds (4), invisibility (D), sound burst, hold person, eagle's splendor, 3rd – bestow curse, cure serious wounds (2), dispel magic, searing light, magic vestment, nondetection (D); 4th – confusion (D), cure critical wounds (2), freedom of movement, death ward; 5th – lesser planar binding (D), flame strike, slay living, true seeing

Possessions: +1 glamered chain shirt, pearl of power 3rd, amulet of might fists +1, incense of meditation, masterwork light mace, fancy jewelry.

Spell-Like Abilities: (CL 14th): At will – charm monster (DC 24), detect good, detect thoughts (DC 22), disguise self (DC 21, no limit on duration), fly, suggestion (DC 23), greater teleport (self plus 50 pounds of objects only), sending, tongues; 1/day – dominate person (DC 25), Quicken suggestion (DC 23), symbol of persuasion (DC 26)

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – magic vestment, freedom of movement, true seeing, death ward): AC 32, touch 18, flat-footed 24;

Spells Prepared: (6/7+1/7+1/5+1/5+1/3+1; save DC = 20 + Spell Level; 0th – cure minor wounds (4), detect magic, mending, 1st – command, cure light wounds (4), disguise self (D), divine favor, shield of faith; 2nd – cure moderate wounds (4), invisibility (D), sound burst, hold person, eagle's splendor, 3rd – bestow curse, cure serious wounds (2), dispel magic, searing light, ~~magic vestment~~, nondetection (D); 4th – confusion (D), cure critical wounds (2), ~~freedom of movement, death ward~~; 5th – lesser planar binding (D), flame strike, slay living, ~~true seeing~~

ENCOUNTER 4

Shadow Elemental: CR 9; Huge elemental (extraplanar, incorporeal); HD 16d8+64; hp 136; Init +8; fly 40 ft (perfect); AC 13 (-2 size, +1 deflection, +4 Dex), touch 13, flat-footed 9; Base Atk +12; Grp +20; Atk +15 melee (2d6 plus 2d6 cold, incorporeal touch); Full Atk +15 melee (2d6 plus 2d6 cold, 2 incorporeal touches); Space/Reach 15ft./15 ft.; SA Shadow mastery, dusk and dawn; SQ Blindsight 60 ft., elemental traits, incorporeal traits; AL NE; SV Fort +9, Ref +16, Will +5; Str -, Dex 18, Con 18, Int 6, Wis 11, Cha 11.

Skills and Feats: Listen +11, Spot +12; Alertness, Combat Reflexes, Flyby Attack, Improved Initiative, Lightning Reflexes, Weapon Focus (incorporeal touch)

Shadow Mastery (Ex): A shadow elemental gains a +1 bonus on attack rolls and damage rolls if both it and its foe are in an area of darkness or shadowy illumination. While in an area of bright light (such as sunlight or that caused by a daylight spell), shadow elementals take a -4 penalty on attack rolls and damage rolls.

Dusk and Dawn* (Su): Three times per day, a shadow elemental can use dusk and dawn, as the mystery. It has a caster level equal to one-half its HD.

* see Appendix 2: New Rules Items

ENCOUNTER 5

The Unforgiving Darkness: male human shadowcaster 10; CR 10; Medium humanoid (human); HD 10d6+20; hp 70; Init +7; Spd 30 ft; AC 13, touch 13, flat-footed 10; Base Atk +5; Grp +4; Atk/Full Atk +5 melee (1d8, +1 morningstar) or +8 ranged (1d8, light crossbow); SA Fundamentals of shadows, apprentice mysteries, initiate mysteries; SQ See in darkness 30 ft., sustaining shadows; AL CE; SV Fort +11, Ref +8, Will +9; Str 8, Dex 16, Con 14, Int 16, Wis 10, Cha 18.

Skills and Feats: Concentration +15, Hide +10, Knowledge (arcane) +8, Knowledge (the planes) +8, Move Silently +8, Spellcraft +13, Spot +12; Shadow Cast*, Empower Mystery*, Quicken Mystery*, Improved Initiative, Improved Toughness*, Path Focus* (Veil of Shadows), Reach Mystery*, Still Mystery*

Mysteries and Fundamentals: Save DC = 14 + Fundamental/Mystery level; save DC = 15 + Veil of Shadows Mystery level; **Fundamentals (3/day each):** 0 – arrow of dusk*, caul of shadow*, mystic reflections*, shadow hood*, umbral hand*, **Apprentice paths: (act like spell-like abilities):** 1st – steel shadows* (2/day), dusk and dawn* (2/day), carpet of shadows* (2/day); 2nd – black fire* (2/day), shadow skin* (2/day); 3rd – dancing shadows* (2/day); **Initiate paths (act like spells):** 4th – shadows fade* (1/day), bolster* (1/day), shadow vision* (1/day); 5th – languor* (1/day)

Possessions: light crossbow, +1 morningstar, headband of intellect +2, amulet of health +2, vest of

resistance +2, cloak of charisma +2, orb of shadow (apprentice 3rd), gloves of dexterity +2*

Sustaining Shadow (Ex): The shadowcaster need eat only a single meal per week to maintain health and only needs 1 hour of sleep per night (but you must still rest for 8 hours to regain your mysteries for the next day).

Mysteries and Paths*: see Appendix 2 for explanation.

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – *caul of shadow, steel shadow, dancing shadows, bolster*): hp 120; AC 21, touch 15, flat-footed 18; Also has concealment based on *dancing shadows*

Mysteries and Fundamentals: Save DC = 14 + Fundamental/Mystery level; save DC = 15 + Veil of Shadows Mystery level; **Fundamentals (3/day each):** 0 – *arrow of dusk**, *caul of shadow*(2/day)*, *mystic reflections**, *shadow hood**, *umbral hand**; **Apprentice paths: (act like spell-like abilities):** 1st – *steel shadows** (1/day), *dusk and dawn*(2/day)*, *carpet of shadows*(2/day)*; 2nd – *black fire*(2/day)*, *shadow skin*(2/day)*; 3rd – *dancing shadows*(0/day)*; **Initiate paths (act like spells):** 4th – *shadows fade*(1/day)*, *bolster** (0/day), *shadow vision*(1/day)*; 5th – *languor*(1/day)*

Dark Stone Giants (2): CR 8; Large giant (earth, extraplanar); HD 14d8+56; hp 140; Init +5; Spd 50 ft; AC 30, touch 14, flat-footed 25; Base Atk +10; Grp +22; Atk +22 melee (2d8+16, +1 *large greatclub*) or +20 melee (1d4+9, slam) or +14 ranged (2d8+15, rock); Full Atk +22/+17 melee (2d8+16, +1 *large greatclub*) or +20 melee (1d4+9, 2 slams) or +14 ranged (2d8+15, rock); Space/Reach 10 ft./10ft.; SA Rock throwing; SQ Darkvision 60 ft., superior low-light vision, cold resistance 10, rock catching, hide in plain sight; AL NE; SV Fort +16, Ref +11, Will +10; Str 31, Dex 20, Con 21, Int 10, Wis 14, Cha 8.

Skills and Feats: Climb +15, Hide +23, Listen +12, Move Silently +11, Spot +11; Combat Reflexes, Iron Will, Weapon Focus (greatclub), Power Attack, Improved Toughness*

Possessions: +1 *large mithral chain shirt*, +1 *large greatclub*, *amulet of health +2*, *vest of resistance +2*, *gloves of dexterity +2*

Power-Up Suite (both have *dancing shadows cast on them*): Has concealment based on *dancing shadows*

ENCOUNTER 6

Broack Hardstone: male dwarf cleric 9; CR 9; Medium humanoid (dwarf); HD 9d8+27; hp 74; Init +4; Spd 20 ft; AC 23, touch 11, flat-footed 23; Base Atk +6; Grp +8; Atk +9 melee (1d8+2, +1 *heavy mace*) or +6 ranged (1d8, light crossbow); Full Atk +9/+4 melee (1d8+2, +1 *sudden stunning heavy mace*) or +6 ranged (1d8, light crossbow); AL CN; SV Fort +10, Ref +6, Will +11; Str 14, Dex 10, Con 16, Int 8, Wis 18, Cha 12.

Skills and Feats Concentration +13, Knowledge (Religion) +1, Spellcraft +3; Combat Casting, Lightning Reflexes, Improved Initiative, Skill Focus (concentration)

Spells Prepared (6/5+1/5+1/4+1/3+1/1+1; save DC = 14 + Spell Level; 0th – *create water, detect magic, light, mending, purify food and drink, detect poison*; 1st – *inflict light wounds, shield of faith, bless, bane, Nystul's magic aura***; 2nd – *bull's strength, calm emotions, sound burst, spiritual weapon, inflict moderate wounds, invisibility***; 3rd – *dispel magic***, *magic vestment (x2)*, *protection from energy, invisibility purge*; 4th – *death ward, divine power, freedom of movement, confusion***; 5th – *flame strike, spell resistance***

**Domains: Magic and Trickery

Possessions: +1 *full plate*, +1 *heavy steel shield*, +1 *sudden stunning heavy mace**, light crossbow, *vest of resistance +1*, *ring of protection +1*, *periapt of wisdom +2*, *wand of mirror image*, *cloak of charisma +2*

Power-Up Suite (Prepared – *divine power, magic vestment twice, freedom of movement, protection from energy, spell resistance, death ward*): hp 83; AC 27 (+11 armor, +5 shield, +1 deflection), touch 11, flat-footed 27; Atk +15 melee (1d8+6, +1 *heavy mace*) or +9 ranged (1d8, light crossbow); Full Atk +15/+10 melee (1d8+6, +1 *sudden stunning heavy mace*) or +9 ranged (1d8, light crossbow); SR 21, protection from electricity (108 hp); Str 20.

Spells Prepared (6/5+1/5+1/4+1/3+1/1+1; save DC = 14 + Spell Level; 0th – *create water, detect magic, light, mending, purify food and drink, detect poison*; 1st – *inflict light wounds, shield of faith, bless, bane, Nystul's magic aura***; 2nd – *bear's endurance, calm emotions, sound burst, spiritual weapon, inflict moderate wounds, invisibility***; 3rd – *dispel magic***, ~~*magic vestment (x2)*~~, ~~*protection from energy, invisibility purge*~~; 4th – ~~*death ward, divine power, freedom of movement*~~, *confusion***; 5th – *flame strike, spell resistance***

* see Appendix 2: New Rules Items

Elias Yuli: male human fighter 9; CR 9; Medium humanoid (human); HD 9d10+18; hp 90; Init +1; Spd 30 ft; AC 19, touch 12, flat-footed 17; Base Atk +9; Grp +13; Atk +17 melee (2d6+11, +1 *greatsword/17-20*) or +10 ranged (1d8, longbow); Full Atk +17/+12 melee (2d6+11, +1 *greatsword/17-20*) or +10/+5 ranged (1d8, longbow) Dex; AL CN; SV Fort +9, Ref +7, Will +7; Str 18, Dex 13, Con 15, Int 10, Wis 12, Cha 8.

Skills and Feats: Climb +10, Jump +10, Ride +12, Tumble +5; Weapon Focus (greatsword), Weapon Specialization (greatsword), Quick Draw, Lightning Reflexes, Power Attack, Iron Will, Lunging Strike*, Melee Weapon Mastery (slashing)*, Improved Toughness*, Improved Critical (greatsword)

Possessions: +1 *chain shirt*, +1 *greatsword*, longsword, falchion, longbow, *cloak of resistance +1*,

ring of protection +1, +1 amulet of natural armor, gauntlets of ogre power

* see Appendix 2: New Rules Items

Relia Afterglow: female elf rogue 10; CR 10; Medium humanoid (elf); HD 10d6+10; hp 53; Init +8; Spd 30 ft; AC 20, touch 15, flat-footed 16; Base Atk +7; Grp +7; Atk +13 melee (1d6, masterwork rapier) or +13 ranged (1d8+1, +1 longbow); Full Atk +13/+8 melee (1d6, masterwork rapier) or +13/+8 ranged (1d8+1, +1 longbow); SA Sneak attack +5d6, improved evasion, uncanny dodge, improved uncanny dodge, trapfinding, trap sense +3; AL CN; SV Fort +5, Ref +13, Will +4; Str 10, Dex 20, Con 12, Int 14, Wis 10, Cha 12.

Skills and Feats: Balance +9, Bluff +6, Decipher Script +7, Diplomacy +6, Disable Device +14, Escape Artist +16, Hide +16, Listen +13, Move Silently +16, Open Lock +11, Search +11, Sleight of Hand +7, Spot+13, Tumble +16, Use Magic Device +5; Weapon Finesse, Improved Initiative, Point Blank Shot, Precise Shot

Possessions: +1 chain shirt, masterwork rapier, longsword, +1 longbow, cloak of resistance +1, ring of protection +1, periapt of wisdom +2, gloves of dexterity +2

ENCOUNTER 9

Created Ghaists (2): CR 3; Medium undead; HD 4d12+11; hp 44; Init +5; Spd 30 ft; AC 19, touch 15, flat-footed 14; Base Atk +2; Grp +7; Atk +9 melee (1d8+7 plus 1d6 cold plus 2d6 to living creatures plus paralysis, bite); Full Atk +9 melee (1d8+7 plus 1d6 cold plus 2d6 to living creatures plus paralysis, bite) and +7 melee (1d4+4 plus 2d6 to living creatures plus 1d6 cold, 2 claws); SA Ghoul fever, paralysis, stench; SQ Darkvision 60ft. undead traits, +10 turn resistance; AL CE; SV Fort +1, Ref +6, Will +6; Str 21, Dex 21, Con -, Int 13, Wis 14, Cha 16.

Skills and Feats: Balance +9, Climb +11, Hide +10, Jump +11, Move Silently +10, Spot +8; Multiattack, Toughness

ENCOUNTER 10

Darken Iyes: male human dread necromancer 12*; CR 12; Medium humanoid (human); HD 12d6+36; hp 81; Init +1; Spd 40 ft; AC 18, touch 13, flat-footed 17; Base Atk +6; Grp +6; Atk +7 melee (1d8+1, +1 battleaxe) or +7 ranged (1d8, light crossbow); Full Atk +7/+2 melee (1d8+1, +1 battleaxe) or +7 ranged (1d8, light crossbow); SA Rebuke undead, charnel touch (1d8+3), negative energy burst, fear aura, scabrous touch (2/day), enervating touch; SQ Lich body DR 6/magic and bludgeoning, advanced learning, mental bastion (+2), summon familiar, undead mastery, negative energy resistance, light fortification(25%), darkvision 60 ft, hide in plain sight, cold resistance 10, superior low-light vision; AL CE; SV Fort +10, Ref +8, Will +12; Str 10, Dex 13, Con 16, Int 8, Wis 12, Cha 22.

Skills and Feats: Concentration +18, Decipher Script +1, Hide +9, Knowledge (Arcana) +1, Knowledge (Religion) +1, Spellcraft +6; Spell Penetration, Corpsecrafter*, Deadly Chill*, Bolster Resistance*, Necromantic Presence*, Necromantic Might*

Spells Known (8/4/6/6/6/2; save DC = 16 + Spell Level); 1st – bane, bestow wound*, cause fear, chill touch, detect magic, detect undead, doom, hide from undead, inflict light wounds, ray of enfeeblement, summon undead I*, undetectable alignment; 2nd – blindness/deafness, command undead, darkness, death knell, false life, gentle repose, ghoul touch, inflict moderate wounds, scare, spectral hand, summon swarm, summon undead II*, 3rd – crushing despair, halt undead, inflict serious wounds, ray of exhaustion, speak with dead, summon undead III*, undead torch*, vampiric touch; 4th – animate dead, bestow curse, contagion, death ward, dispel magic, enervation, Evard's black tentacles, fear, giant vermin, inflict critical wounds, phantasmal killer, poison, summon undead IV*; 5th – blight, cloudkill, fire in the blood*, greater dispel magic, insect plague, lesser planar binding, magic jar, mass inflict light wounds, nightmare, night's caress*, oath of blood*, slay living, summon undead V*, undeath to death, unhallow, waves of fatigue; 6th – acid fog, circle of death, create undead, eyebite, geas/quest, harm, mass inflict moderate wounds, planar binding, waves of exhaustion.

Possessions: +1 chain shirt, +1 battleaxe, light crossbow, cloak of charisma +4, vest of resistance +3, ring of nullification*, ring of protection +2, pink ioun stone (con +2), collar of umbral metamorphosis*

Negative Energy Burst (Su): 2/day; 12d4 damage Will save DC 22 half.

Fear Aura (Su): Beginning at 5th level, a dread necromancer radiates a 5 foot radius fear aura as a free action. Enemies in the area must succeed on a Will save (DC 22) or become shaken. A creature who successfully saves cannot be affected by that dread necromancer's fear aura for 24 hours.

Scabrous Touch (Su): This ability works like the contagion spell inflicting the disease of her choice immediately, with no incubation period, unless the target makes a successful Fortitude save (DC 22). The DC for subsequent saving throws to resist the effects of the disease depends on the disease inflicted. Activating this class feature is a swift action. The effect lasts until the dread necromancer makes a successful charnel touch attack. The spectral hand spell enables a dread necromancer to deliver a scabrous touch attack from a distance.

Enervating Touch (Su): Each day, she can bestow a total number of negative levels equal to one-half her class level, but no more than two negative levels with a single touch. The saving throw to remove the negative levels has a Fortitude save DC of 22.

Power-Up Suite (Prepared – false life, death ward, fire in the blood): hp 96

ENCOUNTER 12

Yar'Fic: mind flayer sorcerer 3; CR 11; Medium aberration; HD 8d8+3d4+33; hp 93; Init +8; Spd 30 ft; AC 22, touch 14, flat-footed 18; Base Atk +7; Grp +7; Atk +11 melee (1d4, tentacle); Full Atk +11 melee (1d4, 4 tentacles); SA Mind blast, psionics, improved grab, extract; SQ Darkvision 60 ft., SR 28, telepathy 100 ft.; AL CE; SV Fort +8, Ref +9, Will +15; Str 10, Dex 18, Con 16, Int 18, Wis 19, Cha 23.

Skills and Feats: Bluff +20, Concentration +17, Hide +15, Intimidate +16, Knowledge (arcane) +18, Knowledge (planes) +15, Listen +13, Move Silently +15, Spellcraft +18, Spot +16; Improved Initiative, Weapon Finesse, Dodge, Improved Toughness* **Spells**

Known (6/6; save DC = 16+ Spell Level; o – *acid splash, detect magic, mage hand, ray of frost, read magic*; 1st – *lesser acid orb**, *ray of enfeeblement, shield*;

Possessions: *cloak of charisma +2, vest of resistance +2, wand of magic missile (7th), amulet of natural armor +1, gloves of dexterity +2, piece of shadow entity*

Mind Blast (Sp): This psionic attack is a cone 60 feet long. Anyone caught in this cone must succeed on a DC 20 Will save or be stunned for 3d4 rounds.

Psionics (Sp): At will – *charm monster* (DC 20), *detect thoughts* (DC 18), *levitate, plane shift, suggestion* (DC 17). Effective caster level 10th.

* see Appendix 2: New Rules Items

ENCOUNTER 13

Srinthedul: Male adult shadow dragon; CR 13; Large dragon; HD 19d12+57; hp 180; Init +0; Spd 80 ft; fly 150 ft (average); AC 35, touch 11, flat-footed 35; Base Atk +19; Grp +28; Atk +23 melee (2d6+5, bite) or +21 melee (1d8+3, claw); Full Atk +23 melee (2d6+5, bite) and +21 melee (1d8+3, 2 claws) and +21 melee (1d6+3, 2 wings) and +21 melee (1d8+7, tail slap); Space/Reach 10ft./5 ft. (10ft. with bite); SA Breath weapon, frightful presence, *dimension door, mirror image, spells*; SQ Immunity to energy drain, paralysis, sleep, shadow blend, DR 5/magic, SR 27, blindsense 60 ft, darkvision 120 ft; AL CE; SV Fort +19, Ref +13, Will +23; Str 21, Dex 10, Con 17, Int 20, Wis 20, Cha 21.

Skills and Feats: Concentration +25, Diplomacy +27, Escape Artist +22, Intimidate +27, Knowledge (planes) +27, Knowledge (religion) +27, Listen +27, Search +27, Sense Motive +27, Spot +27, Use Magic Device +27; Multiattack, Hover, Wingover, Improved Maneuverability*, Adroit Flyby Attack*, Recover Breath*, Heighten Breath*

Possessions: *ring of protection +2, amulet of natural armor +2, cloak of resistance +2, pale blue rhomboid ioun stone, Daazzix's vest**

Breath Weapon (Su): 40 foot cone, damage 3 negative levels, Reflex save DC 24 half.

Spell-Like Abilities: 3/day *nondetection*; 2/day – *dimension door, mirror image*; 1/day – *shadow walk*

Frightful Presence (Ex): 180 ft. radius, 18 HD or less, Will DC 24 negates.

Shadow Blend (Su): In any condition of illumination other than full daylight, a very young or older shadow dragon can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however, does.

Spells: As 5th level sorcerer.

Sorcerer spells: (6/7/3; save DC = 15 + spell level): 0 – *detect magic, read magic, message, ray of frost, acid splash, touch of fatigue*; 1st – *shield, magic missile, ray of enfeeblement, grease*; 2nd – *see invisibility, glitterdust*.

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – *mirror image, shield, see invisibility*): AC 39, touch 11, flat-footed 39

APL 12

ENCOUNTER 2

Lilitu*: cleric 2; CR 14; Medium Outsider (chaotic, evil, extraplanar, tanar'ri); HD 16d8+64; hp 144; Init +8; Spd 40 ft; AC 34, touch 20, flat-footed 26; Base Atk +15; Grp +18; Atk +23 melee (1d4+4 plus poison, stinger) or +22 melee (1d6+2, claw); Full Atk +23 melee (1d4+4 plus poison, 4 stingers) or +22 melee (1d6+2, 2 claws); Space/Reach 5ft./ 5ft (10 ft. with stinger); SA Lilitu's gift; SQ Tanar'ri traits, item use, turn or rebuke undead, mock divinity, darkvision 60 ft., telepathy 100 ft., resistance acid, cold, fire 10, SR 23, damage reduction 10/cold iron or good, immune to electricity and poison, shroud alignment; AL CE; SV Fort +16, Ref +17, Will +17; Str 18, Dex 26, Con 18, Int 19, Wis 20, Cha 32.

Skills and Feats: Bluff +30, Concentration +23, Diplomacy +32, Disguise +28 (+30 acting), Forgery +21, Heal +24, Intimidate +32, Knowledge (religion) +21, Listen +22, Perform (dance) +28, Sense Motive +24, Spellcraft +8, Spot +22; Combat Reflexes, Persuasive, Quicken Spell-Like Ability (suggestion), Weapon Finesse, Spell Penetration, Combat Casting **Spells Prepared**: (6/8+1/7+1/7+1/6+1/4+1/3+1; save DC = 21 + Spell Level; CL 11th; 0th – *cure minor wounds* (4), *detect magic*, *mending*; 1st – *command*, *cure light wounds* (4), *death watch*, *disguise self* (D), *divine favor*, *shield of faith*; 2nd – *cure moderate wounds* (4), *invisibility* (D), *sound burst*, *hold person*, *eagle's splendor*; 3rd – *bestow curse*, *blindness/deafness*, *cure serious wounds* (2), *dispel magic*, *searing light* (2), *magic vestment*, *nondetection* (D); 4th – *confusion* (D), *cure critical wounds* (2), *freedom of movement*, *death ward*, *restoration*; 5th – *lesser planar binding* (D), *flame strike*, *greater command*, *slay living*, *true seeing*; 6th – *harm*, *heal*, *antilife shell*, *mislead* (D)

Possessions: +2 glamered chain shirt, masterwork mace, pearl of power 3rd, amulet of might fists +1, incense of meditation, elixir of truth, fancy jewelry, cloak of charisma +2, ring of protection +2

Spell-Like Abilities: (CL 14th): At will – *charm monster* (DC 24), *detect good*, *detect thoughts* (DC 22), *disguise self* (DC 21, no limit on duration), *fly*, *suggestion* (DC 23), *greater teleport* (self plus 50 pounds of objects only), *sending*, *tongues*; 1/day – *dominate person* (DC 25), *Quickened suggestion* (DC 23), *symbol of persuasion* (DC 26)

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – magic vestment, freedom of movement, true seeing, death ward): AC 35, touch 20, flat-footed 27;

Spells Prepared: (6/8+1/7+1/7+1/6+1/4+1/3+1; save DC = 21 + Spell Level; 0th – *cure minor wounds* (4), *detect magic*, *mending*; 1st – *command*, *cure light wounds* (4), *death watch*, *disguise self* (D), *divine favor*, *shield of faith*; 2nd – *cure moderate wounds* (4), *invisibility* (D), *sound burst*, *hold person*, *eagle's splendor*; 3rd – *bestow curse*, *blindness/deafness*, *cure serious wounds* (2), *dispel magic*, *searing light* (2), *magic vestment*, *nondetection* (D); 4th – *confusion* (D),

cure critical wounds (2), *freedom of movement*, *death ward*, *restoration*; 5th – *lesser planar binding* (D), *flame strike*, *greater command*, *slay living*, *true seeing*; 6th – *harm*, *heal*, *antilife shell*, *mislead* (D)

ENCOUNTER 4

Shadow Elemental, Greater: CR 11; Huge elemental (extraplanar, incorporeal); HD 21d8+84; hp 178; Init +9; fly 40 ft (perfect); AC 14 (-2 size, +1 deflection, +5 Dex), touch 14, flat-footed 9; Base Atk +15; Grp +23; Atk +19 melee (2d6 plus 4d6 cold, incorporeal touch); Full Atk +19 melee (2d6 plus 4d6 cold, 2 incorporeal touches); Space/Reach 15ft./15 ft.; SA Shadow mastery, *dusk and dawn*; SQ Blindsight 60 ft., elemental traits, incorporeal traits; AL NE; SV Fort +11, Ref +19, Will +7; Str -, Dex 20, Con 18, Int 8, Wis 11, Cha 11.

Skills and Feats: Listen +14, Spot +14; Alertness, Combat Reflexes, Dodge, Flyby Attack, Improved Initiative, Lightning Reflexes, Mobility, Weapon Focus (incorporeal touch)

Shadow Mastery (Ex): A shadow elemental gains a +1 bonus on attack rolls and damage rolls if both it and its foe are in an area of darkness or shadowy illumination. While in an area of bright light (such as sunlight or that caused by a *daylight* spell), shadow elementals take a -4 penalty on attack rolls and damage rolls.

Dusk and Dawn* (Su): Three times per day, a shadow elemental can use *dusk and dawn*, as the mystery. It has a caster level equal to one-half its HD.

* see Appendix 2: New Rules Items

ENCOUNTER 5

The Unforgiving Darkness: male human shadowcaster 12; CR 12; Medium humanoid (human); HD 12d6+24; hp 84; Init +7; Spd 40 ft; AC 13, touch 13, flat-footed 10; Base Atk +6; Grp +5; Atk +6 melee (1d8, +1 *morningstar*) or +9 ranged (1d8, light crossbow); Full Atk +6/+1 melee (1d8, +1 *morningstar*) or +9 ranged (1d8, light crossbow); SA Fundamentals of shadows, apprentice mysteries, initiate mysteries; SQ See in complete darkness (even magical darkness) 60 ft., sustaining shadows; AL CE; SV Fort +12, Ref +11, Will +10; Str 8, Dex 17, Con 14, Int 16, Wis 10, Cha 20.

Skills and Feats: Concentration +17, Hide +12, Knowledge (arcane) +8, Knowledge (the planes) +8, Move Silently +10, Spellcraft +13, Spot +16; Shadow Cast*, Empower Mystery*, Quicken Mystery*, Improved Initiative, Improved Toughness*, Path Focus* (Veil of Shadows), Reach Mystery*, Still Mystery*, Lightning Reflexes **Mysteries and Fundamentals**: Save DC = 15 + Fundamental/Mystery level; save DC = 16 + Veil of Shadows Mystery level; **Fundamentals (3/day each)**: 0 – *arrow of dusk**, *caul of shadow**, *mystic reflections**, *shadow hood**, *umbral hand**, *sight obscured**; **Apprentice paths: (act like spell-like abilities)**: 1st – *steel shadows**

(2/day) , *dusk and dawn**(2/day), *carpet of shadows**(2/day); 2nd – *black fire**(2/day), *shadow skin**(2/day); 3rd – *dancing shadows**(2/day); **Initiate paths (act like spells)**: 4th – *shadows fade**(1/day), *bolster** (1/day), *shadow vision**(1/day), *warp spell**(1/day); 5th – *languor**(1/day), *curtain of shadows** (0/day);

Possessions: light crossbow, +1 *morningstar*, *headband of intellect* +2, *amulet of health* +2, *vest of resistance* +2, *cloak of charisma* +4, *orb of shadow** (apprentice 3rd), *orb of shadow** (initiate 5th), *boots of striding and springing*, *gloves of dexterity* +2

Sustaining Shadow (Ex): The shadowcaster need eat only a single meal per week to maintain health and only needs 1 hour of sleep per night (but you must still rest for 8 hours to regain your mysteries for the next day).

Mysteries and Paths*: see Appendix 2 for explanation.

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – caul of shadow, steel shadow, dancing shadows, bolster): hp 144; AC 21, touch 15, flat-footed 18); Also has concealment based on *dancing shadows*.

Mysteries and Fundamentals: Save DC = 15 + Fundamental/Mystery level; save DC = 16 + Veil of Shadows Mystery level; **Fundamentals (3/day each)**: 0 – *arrow of dusk**, *caul of shadow**(2/day), *mystic reflections**, *shadow hood**, *umbral hand**, *sight obscured**(1/day); **Apprentice paths (act like spell-like abilities)**: 1st – *steel shadows** (2/day) , *dusk and dawn**(2/day), *carpet of shadows**(2/day); 2nd – *black fire**(2/day), *shadow skin**(2/day); 3rd – *dancing shadows**(0/day); **Initiate paths (act like spells)**: 4th – *shadows fade**(1/day), *bolster** (0/day), *shadow vision**(1/day), *warp spell**(1/day); 5th – *languor**(1/day), *curtain of shadows** (0/day);

Dark Stone Giants (2): rogue 4; CR 10; Large giant (earth, extraplanar); HD 14d8+4d6+76; hp 177; Init +5; Spd 50 ft; AC 30 , touch 14, flat-footed 25; Base Atk +13; Grp +26; Atk +25 melee (2d8+17, +1 *large greatclub*) or +23 melee (1d4+9, slam); Full Atk +25/+20/+15 melee (2d8+17, +1 *large greatclub*) or +23 melee (1d4+9, 2 slams) or +17 ranged (2d8+15, rock); Space/Reach 10 ft./10ft.; SA Sneak attack +2d6, rock throwing; SQ Darkvision 60 ft., superior low-light vision, evasion, uncanny dodge, trap sense +1, trapfinding, cold resistance 10, rock catching, hide in plain sight; AL NE; SV Fort +17, Ref +15, Will +11; Str 32, Dex 20, Con 21, Int 10, Wis 14, Cha 8.

Skills and Feats: Climb +16, Hide +34, Listen +13, Move Silently +11, Spot +21 , Tumble +15 ra; Combat Reflexes, Iron Will, Weapon Focus (greatclub), Power Attack, Improved Toughness*, Improved Bull Rush, Awesome Blow

Possessions: +1 *large mithral chain shirt*, +1 *large greatclub*, *amulet of health* +2, *vest of resistance* +2, *gloves of dexterity* +2, *boots of speed*

Power-Up Suite (both have dancing shadows and sight obscured cast on them): Has concealment based on *dancing shadows*. Hide +39

ENCOUNTER 6

Broack Hardstone: male dwarf cleric 11; CR 11; Medium humanoid (dwarf); HD 11d8+33; hp 91; Init +4; Spd 20 ft; AC 23, touch 11, flat-footed 23; Base Atk +8; Grp +10; Atk +11 melee (1d8+2, +1 *sudden stunning heavy mace*) or +8 ranged (1d8, light crossbow); Full Atk +11/+6 melee (1d8+2, +1 *sudden stunning heavy mace*) or +8 ranged (1d8, light crossbow); AL CN; SV Fort +11, Ref +6, Will +13; Str 14, Dex 10, Con 16, Int 8, Wis 20, Cha 12.

Skills and Feats: Concentration +14, Knowledge (Religion) +0, Spellcraft +4; Combat Casting , Lightning Reflexes, Improved Initiative, Skill Focus (concentration) **Spells Prepared** (6/7+1/5+1/5+1/4+1/3+1/1+1; save DC = 15 + Spell Level; 0th – *create water*, *detect magic*, *light*, *mending*, *purify food and drink*, *detect poison*; 1st – *inflict light wounds*, *detect undead*, *shield of faith*(x2), *bless*, *bane*, *Nystul's magic aura***; 2nd – *bears endurance*, *calm emotions*, *sound burst*, *spiritual weapon*, *inflict moderate wounds*, *invisibility***; 3rd – *dispel magic***, *magic vestment* (x3), *protection from energy*, *invisibility purge* ; 4th – *death ward*, *divine power*, *greater magic weapon*, *freedom of movement*, *confusion***; 5th – *flame strike* (x2), *spell resistance***, *true seeing*; 6th – *harm*, *antimagic field***

**Domains: Magic and Trickery

Possessions: +1 *full plate*, +1 *heavy steel shield*, +1 *sudden stunning heavy mace**, *light crossbow*, *vest of resistance* +1, *ring of protection* +1, *periapt of wisdom* +4, *wand of slow*, *cloak of charisma* +2

Power-Up Suite (Prepared – divine power, magic vestment twice, freedom of movement, protection from energy, spell resistance, death ward, true seeing): hp 85; AC 27 , touch 11, flat-footed 27; Atk +17 melee (1d8+6, +1 *heavy mace*) or +11 ranged (1d8, light crossbow); Full Atk +17/+12 melee (1d8+6, +1 *sudden stunning heavy mace*) or +11 ranged (1d8, light crossbow) ; SR 23, protection from electricity (120 hp); Str 20.

Spells Prepared (6/5+1/5+1/4+1/3+1/1+1; save DC = 14 + Spell Level; 0th – *create water*, *detect magic*, *light*, *mending*, *purify food and drink*, *detect poison*; 1st – *inflict light wounds*, *detect undead*, *shield of faith*(x2), *bless*, *bane*, *Nystul's magic aura***; 2nd – *bears endurance*, *calm emotions*, *sound burst*, *spiritual weapon*, *inflict moderate wounds*, *invisibility***; 3rd – *dispel magic***, ~~*magic vestment* (x3), *protection from energy*, *invisibility purge* ;~~ 4th – ~~*death ward*, *divine power*, *greater magic weapon*, *freedom of movement*, *confusion***;~~ 5th – *flame strike* (x2), ~~*spell resistance***~~, ~~*true seeing*~~; 6th – *harm*, *antimagic field***

* see Appendix 2: New Rules Items

Elias Yuli: male human fighter 11; CR 11; Medium humanoid (human); HD 11d10+22; hp 110; Init +1; Spd

30 ft; AC 19, touch 12, flat-footed 17; Base Atk +11; Grp +16; Atk +21 melee (2d6+12, *+1 flaming surge greatsword/17-20*) or +12 ranged (1d8, longbow); Full Atk +21/+16/+11 melee (2d6+12, *+1 flaming surge greatsword/17-20*) or +12/+7 ranged (1d8, longbow); AL CN; SV Fort +10, Ref +7, Will +7; Str 20, Dex 13, Con 15, Int 10, Wis 12, Cha 8.

Skills and Feats Climb +11, Jump +11, Ride +12, Tumble +6, Swim +9; Weapon Focus (greatsword), Weapon Specialization (greatsword), Quick Draw, Lightning Reflexes, Power Attack, Iron Will, Lunging Strike*, Melee Weapon Mastery (slashing)*, Improved Toughness*, Improved Critical (greatsword), Greater Weapon Focus (greatsword)

Possessions: *+1 chain shirt, +1 flaming surge greatsword*, longsword, falchion, longbow, cloak of resistance +1, ring of protection +1, +1 amulet of natural armor, belt of giant strength +4*

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared –magic vestment): AC 21, touch 11, flat-footed 19;

Relia Afterglow: female elf rogue 12; CR 12; Medium humanoid (elf); HD 12d6+12; hp 63; Init +9; Spd 30 ft; AC 22, touch 17, flat-footed 16; Base Atk +9; Grp +9; Atk +16 melee (1d6, masterwork rapier) or +16 ranged (1d8+1, *+1 longbow*); Full Atk +16/+11 melee (1d6, masterwork rapier) or +14/+14/+14 ranged (1d8+1, *+1 longbow*); SA Sneak attack +6d6, improved evasion, uncanny dodge, improved uncanny dodge, trapfinding, trap sense +4; AL CN; SV Fort +6, Ref +15, Will +5; Str 10, Dex 23, Con 12, Int 14, Wis 10, Cha 12.

Skills and Feats: Balance +12, Bluff +10, Decipher Script +7, Diplomacy +8, Disable Device +15, Escape Artist +21, Hide +21, Listen +15, Move Silently +21, Open Lock +11, Search +12, Sleight of Hand +10, Spot +15, Tumble +21, Use Magic Device +6; Weapon Finesse, Improved Initiative, Point Blank Shot, Precise Shot, Rapid Shot **Possessions:** *+1 mithral chain shirt, masterwork rapier, longsword, +1 longbow, cloak of resistance +1, ring of protection +1, periapt of wisdom +2, gloves of dexterity +4*

ENCOUNTER 9

Created Ghosts (3): CR 3; Medium undead; HD 4d12+11; hp 44; Init +5; Spd 30 ft; AC 19, touch 15, flat-footed 14; Base Atk +2; Grp +7; Atk +9 melee (1d8+7 plus 1d6 cold plus 2d6 to living creatures plus paralysis, bite); Full Atk +9 melee (1d8+7 plus 1d6 cold plus 2d6 to living creatures plus paralysis, bite) and +7 melee (1d4+4 plus 2d6 to living creatures plus 1d6 cold, 2 claws); SA Ghoul fever, paralysis, stench; SQ Darkvision 60ft. undead traits, +10 turn resistance; AL CE; SV Fort +1, Ref +6, Will +6; Str 21, Dex 21, Con -, Int 13, Wis 14, Cha 16.

Skills and Feats: Balance +9, Climb +11, Hide +10, Jump +11, Move Silently +10, Spot +8; Multiattack, Toughness

ENCOUNTER 10

Darken Iyes: male human dread necromancer 14*; CR 14; Medium humanoid (human); HD 14d6+42; hp 95; Init +1; Spd 40 ft; AC 18, touch 13, flat-footed 17; Base Atk +7; Grp +8; Atk +9 melee (1d8+2, *+1 battleaxe*) or +8 ranged (1d8, light crossbow); Full Atk +9/+4 melee (1d8+2, *+1 battleaxe*) or +8 ranged (1d8, light crossbow); SA Rebuke undead, charnel touch (1d8+3), negative energy burst, fear aura, scabrous touch (2/day), enervating touch; SQ Lich body DR 6/magic and bludgeoning, advanced learning, mental bastion (+4), summon familiar, undead mastery, negative energy resistance, light fortification(25%), darkvision 60 ft, superior low-light vision, cold resistance 10, hide in plain sight; AL CE; SV Fort +10, Ref +8, Will +13; Str 12, Dex 13, Con 16, Int 8, Wis 12, Cha 22.

Skills and Feats: Concentration +20, Decipher Script +1, Hide +9, Knowledge (Arcana) +1, Knowledge (Religion) +1, Spellcraft +8; Spell Penetration, Corpsecrafter*, Deadly Chill*, Bolster Resistance*, Necromantic Presence*, Necromantic Might*

Spells Known (7/6/4/6/6/4/3; save DC = 16 + Spell Level); 1st – *bane, bestow wound*, cause fear, chill touch, detect magic, detect undead, doom, hide from undead, inflict light wounds, ray of enfeeblement, summon undead I*, undetectable alignment*; 2nd – *blindness/deafness, command undead, darkness, death knell, false life, gentle repose, ghoul touch, inflict moderate wounds, scare, spectral hand, summon swarm, summon undead II*, 3rd – crushing despair, halt undead, inflict serious wounds, ray of exhaustion, speak with dead, summon undead III*, undead torch*, vampiric touch*; 4th – *animate dead, bestow curse, contagion, death ward, dispel magic, enervation, Evard's black tentacles, fear, giant vermin, inflict critical wounds, phantasmal killer, poison, summon undead IV**; 5th – *blight, cloudkill, fire in the blood*, greater dispel magic, insect plague, lesser planar binding, magic jar, mass inflict light wounds, nightmare, night's caress*, oath of blood*, slay living, summon undead V*, undeath to death, unhallow, waves of fatigue*; 6th – *acid fog, circle of death, create undead, eyebite, geas/quest, harm, mass inflict moderate wounds, planar binding, waves of exhaustion*; 7th – *control undead, finger of death, greater harm*, mass inflict serious wounds, song of discord, vile death**.

Possessions: *+1 chain shirt, +1 battleaxe, light crossbow, cloak of charisma +4, vest of resistance +3, ring of nullification*, ring of protection +2, gauntlets of ogre power, pink ioun stone (con +2), collar of umbral metamorphosis**

Negative Energy Burst (Su): 3/day; 14d4 damage Will save DC 23 half.

Fear Aura (Su): Beginning at 5th level, a dread necromancer radiates a 5 foot radius fear aura as a free action. Enemies in the area must succeed on a Will save (DC 23) or become shaken. A creature who successfully

saves cannot be affected by that dread necromancer's fear aura for 24 hours.

Scabrous Touch (Su): This ability works like the *contagion* spell inflicting the disease of her choice immediately, with no incubation period, unless the target makes a successful Fortitude save (DC 23). The DC for subsequent saving throws to resist the effects of the disease depends on the disease inflicted. Activating this class feature is a swift action. The effect lasts until the dread necromancer makes a successful charnel touch attack. The *spectral hand* spell enables a dread necromancer to deliver a scabrous touch attack from a distance.

Enervating Touch (Su): Each day, she can bestow a total number of negative levels equal to one-half her class level, but no more than two negative levels with a single touch. The saving throw to remove the negative levels has a Fortitude save DC of 23.

* see Appendix 2: New Rules Item

Power-Up Suite (Prepared – false life, death ward, fire in the blood, undetectable alignment): hp 110

ENCOUNTER 12

Yar'Fic: mind flayer sorcerer 5; CR 13; Medium aberration; HD 8d8+5d4+39; hp 107; Init +8; Spd 30 ft; AC 26, touch 14, flat-footed 22; Base Atk +8; Grp +8; Atk +12 melee (1d4, tentacle); Full Atk +12 melee (1d4, 4 tentacles); SA Mind blast, psionics, improved grab, extract; SQ Darkvision 60 ft., SR 28, telepathy 100 ft.; AL CE; SV Fort +8, Ref +9, Will +16; Str 10, Dex 18, Con 16, Int 18, Wis 19, Cha 26.

Skills and Feats: Bluff +22, Concentration +19, Hide +15, Intimidate +16, Knowledge (arcane) +20, Knowledge (planes) +19, Listen +13, Move Silently +15, Spellcraft +20, Spot +17; Improved Initiative, Weapon Finesse, Dodge, Improved Toughness*, Spell Penetration

Spells Known (6/6/6; save DC = 18+ Spell Level; 0 – acid splash, detect magic, touch of fatigue, mage hand, ray of frost, read magic; 1st – lesser acid orb*, ray of enfeeblement, shield, mage armor; 2nd – glitterdust, scorching ray.

Possessions: cloak of charisma +4, vest of resistance +2, wand of magic missile (9th), amulet of natural armor +1, gloves of dexterity +2, piece of shadow entity

Mind Blast (Sp): This psionic attack is a cone 60 feet long. Anyone caught in this cone must succeed on a DC 22 Will save or be stunned for 3d4 rounds.

Psionics (Sp): At will – charm monster (DC 22), detect thoughts (DC 20), levitate, plane shift, suggestion (DC 19). Effective caster level 10th.

* see Appendix 2: New Rules Items

ENCOUNTER 13

Srinthedul: male adult shadow dragon fighter 2; CR 15; Large dragon; HD 19d12+2d10+105; hp 270; Init +4; Spd 80 ft; fly 150 ft (average); AC 35, touch 11, flat-

footed 35; Base Atk +21; Grp +30; Atk +25 melee (2d6+5, bite) or +25 melee (1d8+2, claw); Full Atk +25 melee (2d6+5, bite) and +25 melee (1d8+2, 2 claws) and +25 melee (1d6+2, 2 wings) and +25 melee (1d8+7, tail slap); Space/Reach 10ft./5 ft. (10ft. with bite); SA Breath weapon, frightful presence, *dimension door*, *mirror image*, spells; SQ Immunity to energy drain, paralysis, sleep, shadow blend, DR 5/magic, SR 27, blindsense 60 ft, darkvision 120 ft; AL CE; SV Fort +23, Ref +13, Will +23; Str 21, Dex 10, Con 18, Int 20, Wis 20, Cha 21.

Skills and Feats: Climb +15, Concentration +27, Diplomacy +27, Escape Artist +22, Intimidate +29, Knowledge (planes) +27, Knowledge (religion) +27, Listen +27, Search +27, Sense Motive +27, Spot +27, Use Magic Device +27; Multiattack, Hover, Wingover, Improved Maneuverability*, Adroit Flyby Attack*, Recover Breath*, Heighten Breath*, Improved Toughness*, Improved Multiattack*, Improved Initiative

Possessions: ring of protection +2, amulet of natural armor +2, cloak of resistance +2, pale blue rhomboid ioun stone, Daazzix's vest*

Breath Weapon (Su): 40 foot cone, damage 3 negative levels, Reflex save DC 24 half.

Spell-Like Abilities: 3/day *nondetection*; 2/day – *dimension door*, *mirror image*; 1/day – *shadow walk*.

Frightful Presence (Ex): 180 ft. radius, 18 HD or less, Will DC 24 negates.

Shadow Blend (Su): In any condition of illumination other than full daylight, a very young or older shadow dragon can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however, does.

Spells: As 5th level sorcerer.

Sorcerer spells: (6/7/3; save DC = 15 + spell level): 0 – detect magic, read magic, message, ray of frost, acid splash, touch of fatigue; 1st – shield, magic missile, ray of enfeeblement, grease; 2nd – see invisibility, glitterdust.

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – mirror image, shield, see invisibility): AC 39, touch 11, flat-footed 39

APL 14

ENCOUNTER 2

Lilitu*: cleric 4 CR 16; Medium outsider (chaotic, evil, extraplanar, tanar'ri); HD 18d8+72; hp 162; Init +8; Spd 40 ft; AC 34, touch 20, flat-footed 26; Base Atk +17; Grp +20; Atk +25 melee (1d4+4 plus poison, stinger) or +24 melee (1d6+2, claw); Full Atk +25 melee (1d4+4 plus poison, 4 stingers) or +24 melee (1d6+2, 2 claws); Space/Reach 5ft./ 5ft (10 ft. with stinger); SA Lilitu's gift; SQ Tanar'ri traits, item use, turn or rebuke undead, mock divinity, darkvision 60 ft., telepathy 100 ft., resistance acid, cold, fire 10, SR 23, damage reduction 10/cold iron or good, immune to electricity and poison, shroud alignment; AL CE; SV Fort +17 Ref +18, Will +18;; Str 18, Dex 26, Con 18, Int 19, Wis 20, Cha 34.

Skills and Feats: Bluff +31, Concentration +25, Diplomacy +33, Disguise +28 (+30 acting), Forgery +21, Heal +26, Intimidate +33, Knowledge (religion) +21, Listen +22, Perform (dance) +29, Sense Motive +24, Spellcraft +14, Spot +23; Combat Reflexes, Persuasive, Quicken Spell-Like Ability (suggestion), Weapon Finesse, Spell Penetration, Combat Casting, Dodge

Spells Prepared: (6/8+1/8+1/7+1/7+1/5+1/4+1/3+1; save DC = 22 + Spell Level; CL 13th; 0th – *cure minor wounds* (4), *detect magic*, *mending*; 1st – *command*, *cure light wounds* (4), *death watch*, *disguise self* (D), *divine favor*, *shield of faith*; 2nd – *cure moderate wounds* (4), *invisibility* (D), *spiritual weapon*, *sound burst*, *hold person*, *eagle's splendor*; 3rd – *bestow curse*, *blindness/deafness*, *cure serious wounds* (2), *dispel magic*, *searing light* (2), *magic vestment*, *nondetection* (D); 4th – *confusion* (D), *cure critical wounds* (2), *dismissal*, *freedom of movement*, *death ward*, *restoration*; 5th – *lesser planar binding* (D), *flame strike*, *dispel good*, *greater command*, *slay living*, *true seeing*; 6th – *harm*, *heal*, *antilife shell*, *blade barrier*, *mislead* (D); 7th – *screen* (D), *holy star**, *repulsion*, *mass inflict serious wounds*

Possessions: +2 glamer chain shirt, masterwork mace, pearl of power 3rd, amulet of might fists +1, incense of meditation, elixir of truth, fancy jewelry, cloak of charisma +4, ring of protection +2

Spell-Like Abilities: (CL 14th): At will – *charm monster* (DC 24), *detect good*, *detect thoughts* (DC 22), *disguise self* (DC 21, no limit on duration), *fly*, *suggestion* (DC 23), *greater teleport* (self plus 50 pounds of objects only), *sending*, *tongues*; 1/day – *dominate person* (DC 25), *Quickened suggestion* (DC 23), *symbol of persuasion* (DC 26)

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – magic vestment, freedom of movement, true seeing, death ward): AC 35, touch 20, flat-footed 27;

Spells Prepared: (6/8+1/8+1/7+1/7+1/5+1/4+1/3+1; save DC = 22 + Spell Level; CL 13th; 0th – *cure minor wounds* (4), *detect magic*, *mending*; 1st – *command*, *cure light wounds* (4), *death watch*, *disguise self* (D), *divine favor*, *shield of faith*; 2nd – *cure moderate wounds* (4), *invisibility*

(D), *spiritual weapon*, *sound burst*, *hold person*, *eagle's splendor*; 3rd – *bestow curse*, *blindness/deafness*, *cure serious wounds* (2), *dispel magic*, *searing light* (2), *magic vestment*, *nondetection* (D); 4th – *confusion* (D), *cure critical wounds* (2), *dismissal*, *freedom of movement*, *death ward*, *restoration*; 5th – *lesser planar binding* (D), *flame strike*, *dispel good*, *greater command*, *slay living*, *true seeing*; 6th – *harm*, *heal*, *antilife shell*, *blade barrier*, *mislead* (D); 7th – *screen* (D), *holy star**, *repulsion*, *mass inflict serious wounds*

ENCOUNTER 4

Shadow Elemental, Elder: CR 13; Huge elemental (extraplanar, incorporeal); HD 24d8+96; hp 204; Init +10; fly 40 ft (perfect); AC 15 (-2 size, +1 deflection, +6 Dex), touch 15, flat-footed 9; Base Atk +18; Grp +26; Atk +23 melee (2d6 plus 6d6 cold, incorporeal touch); Full Atk +23 melee (2d6 plus 6d6 cold, 2 incorporeal touches); Space/Reach 15ft./15 ft.; SA Shadow mastery, *dusk and dawn*; SQ Blindsight 60 ft., elemental traits, incorporeal traits; AL NE; SV Fort +12, Ref +22, Will +10; Str -, Dex 22, Con 18, Int 10, Wis 11, Cha 11.

Skills and Feats: Listen +29, Spot +29; Alertness, Combat Reflexes, Dodge, Flyby Attack, Improved Initiative, Iron Will, Lightning Reflexes, Mobility, Weapon Focus (incorporeal touch)

Shadow Mastery (Ex): A shadow elemental gains a +1 bonus on attack rolls and damage rolls if both it and its foe are in an area of darkness or shadowy illumination. While in an area of bright light (such as sunlight or that caused by a *daylight* spell), shadow elementals take a -4 penalty on attack rolls and damage rolls.

Dusk and Dawn* (Su): Three times per day, a shadow elemental can use *dusk and dawn*, as the mystery. It has a caster level equal to one-half its HD.

* see Appendix 2: New Rules Items

ENCOUNTER 5

The Unforgiving Darkness: male human shadowcaster 14; CR 14; Medium humanoid (human); HD 14d6+32; hp 101; Init +8; Spd 40 ft; AC 14, touch 14, flat-footed 10; Base Atk +7; Grp +6; Atk +7 melee (1d8, +1 *morningstar*) or +11 ranged (1d8, light crossbow); Full Atk +7/+2 melee (1d8, +1 *morningstar*) or +11 ranged (1d8, light crossbow); SA Fundamentals of shadows (unlimited), apprentice mysteries (supernatural), initiate mysteries (spell-like), master mysteries; SQ See in complete darkness (even magical darkness) 60 ft., sustaining shadows, evasion; AL CE; SV Fort +13, Ref +12, Will +11; Str 8, Dex 19, Con 14, Int 18, Wis 10, Cha 20.

Skills and Feats: Concentration +19, Hide +14, Knowledge (arcane) +9, Knowledge (the planes) +10, Move Silently +12, Spellcraft +18, Spot +17; Shadow Cast*, Empower Mystery*, Quicken Mystery*,

Improved Initiative, Improved Toughness*), Path Focus* (Veil of Shadows), Reach Mystery*, Still Mystery*, Lightning Reflexes

Mysteries and Fundamentals: Save DC = 15 + Fundamental/Mystery level; save DC = 16 + Veil of Shadows Mystery level; **Fundamentals (Unlimited):** 0 – arrow of dusk*, caul of shadow*, mystic reflections*, shadow hood*, umbral hand*, sight obscured*, **Apprentice paths: (act like supernatural):** 1st – steel shadows* (3/day), dusk and dawn* (3/day), carpet of shadows* (3/day); 2nd – black fire* (3/day), shadow skin* (3/day); 3rd – dancing shadows* (3/day); **Initiate paths (act like spell-like abilities):** 4th – shadows fade* (2/day), bolster* (2/day), shadow vision* (2/day), warp spell* (2/day); 5th – languor* (2/day), curtain of shadows* (2/day); 6th – shadow investiture* (2/day); **Master path (act like spells):** 7th – prison of night* (1/day)

Possessions: light crossbow, +1 morningstar, headband of intellect +4, amulet of health +2, vest of resistance +2, cloak of charisma +4, orb of shadow* (apprentice 3rd), orb of shadow* (initiate 6th), ring of evasion, boots of striding and springing, gloves of dexterity +4

Sustaining Shadow (Ex): The shadowcaster need eat only a single meal per week to maintain health and only needs 1 hour of sleep per night (but you must still rest for 8 hours to regain your mysteries for the next day).

Mysteries and Paths*: see Appendix 2 for explanation.

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – caul of shadow, steel shadow, dancing shadows, bolster): hp 171; AC 23, touch 17, flat-footed 19; Also has concealment based on *dancing shadows*.

Mysteries and Fundamentals: Save DC = 15 + Fundamental/Mystery level; save DC = 16 + Veil of Shadows Mystery level; **Fundamentals (Unlimited):** 0 – arrow of dusk*, caul of shadow* (2/day), mystic reflections*, shadow hood*, umbral hand*, sight obscured* (1/day); **Apprentice paths: (act like supernatural):** 1st – steel shadows* (2/day), dusk and dawn* (3/day), carpet of shadows* (3/day); 2nd – black fire* (3/day), shadow skin* (3/day); 3rd – dancing shadows* (1/day); **Initiate paths (act like spell-like abilities):** 4th – shadows fade* (1/day), bolster* (0/day), shadow vision* (2/day), warp spell* (2/day); 5th – languor* (2/day), curtain of shadows* (1/day); 6th – unveil* (2/day); **Master path (act like spells):** 7th – prison of night* (1/day)

Dark Stone Giants (2): rogue 8; CR 12; Large giant (earth, extraplanar); HD 14d8+8d6+132; hp 241; Init +6; Spd 50 ft; AC 31, touch 15, flat-footed 26; Base Atk +16; Grp +29; Atk +28 melee (2d8+17 plus 2d6 to humans, +1 large bane (human) greatclub) or +26 melee (1d4+9, slam) or +21 ranged (2d8+15, rock); Full Atk +28/+23/+18/+13 melee (2d8+17 plus 2d6 to humans,

+1 large bane (human) greatclub) or +26 melee (1d4+9, 2 slams) or +21 ranged (2d8+15, rock); Space/Reach 10 ft./10ft.; SA Sneak attack +4d6, rock throwing; SQ Darkvision 60 ft., superior low-light vision, evasion, uncanny dodge, improved uncanny dodge, trap sense +2, trapfinding, cold resistance 10, rock catching, hide in plain sight; AL NE; SV Fort +19, Ref +18, Will +12; Str 32, Dex 22, Con 22, Int 10, Wis 14, Cha 8.

Skills and Feats: Climb +16, Hide +38, Intimidate +5, Listen +15, Move Silently +26, Spot +24, Tumble +19; Combat Reflexes, Iron Will, Weapon Focus (greatclub), Power Attack, Improved Toughness*, Improved Bull Rush, Awesome Blow, Dodge

Possessions: +1 large mithral chain shirt, +1 large bane (human) greatclub, amulet of health +2, vest of resistance +2, gloves of dexterity +4, boots of speed, cape of the mountebank

Power-Up Suite (both have dancing shadows and sight obscured cast on them; one has bolster): ONE has hp 316; Both have concealment based on *dancing shadows* and Hide +43

ENCOUNTER 6

Broack Hardstone: male dwarf cleric 13; CR 13; Medium humanoid (dwarf); HD 13d8+39; hp 108; Init +4; Spd 20 ft; AC 23, touch 11, flat-footed 23; Base Atk +9; Grp +11; Atk +12 melee (1d8+2, +1 sudden stunning heavy mace) or +9 ranged (1d8, light crossbow); Full Atk +12/+7 melee (1d8+2, +1 sudden stunning heavy mace) or +9 ranged (1d8, light crossbow); AL CN; SV Fort +12, Ref +7, Will +14; Str 14, Dex 10, Con 16, Int 8, Wis 21, Cha 12.

Skills and Feats: Concentration +16, Knowledge (Religion) +0, Spellcraft +4; Combat Casting, Lightning Reflexes, Improved Initiative, Skill Focus (concentration), Empower Spell

Spells Prepared (6/7+1/6+1/5+1/5+1/4+1/2+1/1+1; save DC = 15 + Spell Level; 0th – create water, detect magic, light, mending, purify food and drink, detect poison; 1st – inflict light wounds, detect undead, shield of faith(x2), bless, bane, Nystul's magic aura**, 2nd – bull's strength, calm emotions, sound burst, silence, spiritual weapon, inflict moderate wounds, invisibility**, 3rd – dispel magic**, magic vestment (x3), protection from energy, invisibility purge; 4th – death ward, divine power, greater magic weapon, freedom of movement(x2), confusion**, 5th – flame strike (x2), spell resistance**, Empowered searing light, true seeing; 6th – harm, antimagic field**, greater dispel magic; 7th – Empowered flame strike, spell turning**

**Domains: Magic and Trickery

Possessions: +1 full plate, +1 heavy steel shield light fortification, +1 sudden stunning heavy mace*, light crossbow, vest of resistance +1, ring of protection +1, periapt of wisdom +4, chime of interruption, wand of false life (15 charges), wand of slow, cloak of charisma +2

Power-Up Suite (Prepared – divine power, magic vestment twice, freedom of movement, protection from energy, spell resistance,

death ward, true seeing, spell turning): hp 121; AC 29, touch 11, flat-footed 29; Atk +19 melee (1d8+6, +1 heavy mace) or +13 ranged (1d8, light crossbow); Full Atk +19/+14 melee (1d8+6, +1 heavy mace) or +13 ranged (1d8, light crossbow); SR 25, protection from electricity (120 hp); Str 20.

Spells Prepared (6/5+1/5+1/4+1/3+1/1+1; save DC = 14 + Spell Level; 0th – *create water, detect magic, light, mending, purify food and drink, detect poison*; 1st – *inflict light wounds, detect undead, shield of faith*(x2), *bless, bane, Nystul's magic aura***; 2nd – *bears endurance, calm emotions, sound burst, silence, spiritual weapon, inflict moderate wounds, invisibility***; 3rd – *dispel magic***, *magic vestment*(x3), *protection from energy, invisibility purge*; 4th – *death ward, divine power, greater magic weapon, freedom of movement*(x2), *confusion***; 5th – *flame strike* (x2), *spell resistance***, *Empowered searing light, true seeing*; 6th – *harm, antimagic field***, *greater dispel magic*; 7th – *Empowered flame strike, spell turning***

* see Appendix 2: New Rules Items

Elias Yuli: male human fighter 13; CR 13; Medium humanoid (human); HD 13d10+39; hp 153; Init +3; Spd 30 ft; AC 21, touch 14, flat-footed 18; Base Atk +13; Grp +18; Atk +23 melee (2d6+14, +1 wounding flaming surge greatsword/17-20) or +16 ranged (1d8, longbow); Full Atk +23/+18/+13 melee (2d6+14, +1 wounding flaming surge greatsword/17-20) or +16/+11 ranged (1d8, longbow); AL CN; SV Fort +12, Ref +10, Will +8; Str 20, Dex 17, Con 16, Int 10, Wis 12, Cha 8.

Skills and Feats: Climb +12, Jump +12, Ride +14, Tumble +10, Swim +8; Weapon Focus (greatsword), Weapon Specialization (greatsword), Quick Draw, Lightning Reflexes, Power Attack, Iron Will, Lunging Strike*, Melee Weapon Mastery (slashing)*, Improved Toughness*, Improved Critical (greatsword), Greater Weapon Focus (greatsword), Dodge, Greater Weapon Specialization (greatsword)

Possessions: +1 mithral breastplate, +1 wounding flaming surge greatsword*, longsword, falchion, longbow, cloak of resistance +1, ring of protection +1, +1 amulet of natural armor, belt of giant strength +4, gloves of dexterity +4

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared –magic vestment, freedom of movement): AC 22, touch 11, flat-footed 20;

Relia Afterglow: female elf rogue 14; CR 14; Medium humanoid (elf); HD 14d6+14; hp 74; Init +9; Spd 30 ft; AC 23, touch 17, flat-footed 17; Base Atk +10; Grp +10; Atk +17 melee (1d6+1, +1 icy burst rapier) or +17 ranged (1d8+1, +1 keen longbow/19-20); Full Atk +17/+12 melee (1d6+1, +1 icy burst rapier) or +15/+15/+15 ranged (1d8+1, +1 keen longbow/19-20); SA Sneak attack +7d6, improved evasion, crippling strike, uncanny dodge, improved uncanny dodge, trapfinding, trap sense +4; AL CN; SV Fort +6, Ref +16, Will +5; Str 10, Dex 23, Con 12, Int 14, Wis 10, Cha 12.

Skills and Feats: Balance +12, Bluff +11, Decipher Script +10, Diplomacy +10, Disable Device +15, Escape Artist +23, Hide +23, Listen +17, Move Silently +23, Open Lock +11, Search +12, Sleight of Hand +10, Spot +17, Tumble +23, Use Magic Device +6; Weapon Finesse, Improved Initiative, Point Blank Shot, Precise Shot, Rapid Shot

Possessions: +2 mithral chain shirt, +1 icy burst rapier, longsword, +1 keen longbow, cloak of resistance +1, ring of protection +1, periapt of wisdom +2, gloves of dexterity +4

ENCOUNTER 9

Created Mummy's (2): CR 5; Medium undead; HD 8d12+19; hp 81; Init +2; Spd 20 ft; AC 22, touch 12, flat-footed 20; Base Atk +4; Grp +13; Atk +15 melee (1d6+15 plus 1d6 cold, plus mummy rot, slam); Full Atk +15 melee (1d8+15 plus 1d6 cold plus mummy rot, slam); SA Despair, mummy rot; SQ Darkvision 60ft. undead traits, damage reduction 5/-, +8 turn resistance, vulnerability to fire; AL LE; SV Fort +4, Ref +4, Will +10; Str 28, Dex 14, Con -, Int 6, Wis 14, Cha 15.

Skills and Feats: Hide +7, Listen +8, Move Silently +7, Spot +8; Alertness, Great Fortitude, Toughness

Created Wraiths (2): CR 5; Medium undead (incorporeal); HD 5d12+5; hp 50; Init +7; Spd fly 60 ft (good); AC 17, touch 17, flat-footed 15; Base Atk +2; Grp -; Atk/Full Atk +10 melee (1d4 plus 1d6 cold plus 1d6 Constitution drain, slam); SA Constitution drain, create spawn; SQ Darkvision 60ft., incorporeal traits, sunlight powerlessness, undead traits, unnatural aura, +8 turn resistance; AL LE; SV Fort +1, Ref +6, Will +6; Str -, Dex 20, Con -, Int 14, Wis 14, Cha 15.

Skills and Feats: Diplomacy +6, Hide +13, Intimidate +10, Listen +12, Search +10, Sense Motive +8, Spot +12, Survival +2 (+4 following tracks); Alertness, Blind-Fight, Combat Reflexes, Improved Initiative

Imbued Fiendish Mummy: monk 8; CR 13; Medium undead (extraplanar)HD 8d12+8d8+32; hp 152; Init +4; Spd 40 ft; AC 33, touch 23, flat-footed 22; Base Atk +10; Grp +17; Atk +19 melee (2d6+7 plus 1d6 cold plus 2d6 to living creatures plus mummy rot, unarmed); Full Atk +18/+18/+13 melee (2d6+7 plus 1d6 cold plus 2d6 to living creatures plus mummy rot (one time), unarmed); SA Despair, mummy rot, smite good (+16 to damage), flurry of blows, unarmed strike; SQ Darkvision 60ft. undead traits, damage reduction 5/-, +8 turn resistance, vulnerability to fire, still mind, evasion, ki strike (magic), slow fall 40 ft., purity of body; AL LE; SV Fort +11, Ref +15, Will +20; Str 26, Dex 19, Con -, Int 8, Wis 24, Cha 14.

Skills and Feats: Escape Artist +8, Hide +14, Listen +14, Move Silently +14, Spot +15, Tumble +9; Great Fortitude, Improved Unarmed Strike, Improved Grapple, Deflect Arrows, Improved Trip, Weapon Focus (unarmed strike), Blind-Fight, Dodge, Mobility, Stunning Fist

Possessions: cloak of resistance +3, monk's belt, periapt of wisdom +4, gloves of dexterity +4

ENCOUNTER 10

Darken Eyes: male human dread necromancer 16*; CR 16; Medium humanoid (human); HD 16d6+48; hp 108; Init +2; Spd 40 ft; AC 19, touch 14, flat-footed 17; Base Atk +8; Grp +9; Atk +10 melee (1d8+2, +1 battleaxe) or +10 ranged (1d8, light crossbow); Full Atk +10/+5 melee (1d8+2, +1 battleaxe) or +10 ranged (1d8, light crossbow); SA Rebuke undead, charnel touch (1d8+4), negative energy burst, fear aura, scabrous touch (3/day), enervating touch; SQ Lich body DR 8/magic and bludgeoning, advanced learning, mental bastion (+4), summon familiar, undead mastery, negative energy resistance, light fortification (25%) darkvision 60 ft, superior low-light vision, cold resistance 10, hide in plain sight; AL CE; SV Fort +11, Ref +10, Will +14; Str 12, Dex 14, Con 16, Int 8, Wis 12, Cha 22.

Skills and Feats: Concentration +22, Decipher Script +1, Hide +10, Knowledge (Arcana) +1, Knowledge (Religion) +1, Spellcraft +9; Spell Penetration, Corpsecaller*, Deadly Chill*, Bolster Resistance*, Necromantic Presence*, Necromantic Might*, Spell Focus (Necromancy)

Spells Known (7/6/6/6/6/5/4/3; save DC = 16 + Spell Level; DC = 17 + spell level if necromancy); 1st – *bane, bestow wound*, cause fear, chill touch, detect magic, detect undead, doom, hide from undead, inflict light wounds, ray of enfeeblement, summon undead I*, undetectable alignment*; 2nd – *blindness/deafness, command undead, darkness, death knell, false life, gentle repose, ghoul touch, inflict moderate wounds, scare, spectral hand, summon swarm, summon undead II**; 3rd – *crushing despair, halt undead, inflict serious wounds, ray of exhaustion, speak with dead, summon undead III*, undead torch*, vampiric touch*; 4th – *animate dead, bestow curse, contagion, death ward, dispel magic, enervation, Evard's black tentacles, fear, giant vermin, inflict critical wounds, phantasmal killer, poison, summon undead IV**; 5th – *blight, cloudkill, fire in the blood*, greater dispel magic, insect plague, lesser planar binding, magic jar, mass inflict light wounds, nightmare, night's caress*, oath of blood*, slay living, summon undead V*, undeath to death, unhallow, waves of fatigue*; 6th – *acid fog, circle of death, create undead, eyebite, geas/quest, harm, mass inflict moderate wounds, planar binding, ray of entropy*, waves of exhaustion*; 7th – *control undead, finger of death, greater harm*, mass inflict serious wounds, song of discord, vile death**; 8th – *create greater undead, horrid wilting, mass inflict critical wounds, symbol of death*.

Possessions: +1 chain shirt, +1 battleaxe, light crossbow, cloak of charisma +4, vest of resistance +3, ring of nullification*, ring of protection +2, gauntlets of ogre power, pink ioun stone (con +2), collar of umbral metamorphosis*

Negative Energy Burst (Su): 3/day; 16d4 damage Will save DC 24 half.

Fear Aura (Su): Beginning at 5th level, a dread necromancer radiates a 5 foot radius fear aura as a free action. Enemies in the area must succeed on a Will save (DC 24) or become shaken. A creature who successfully saves cannot be affected by that dread necromancer's fear aura for 24 hours.

Scabrous Touch (Su): This ability works like the *contagion* spell inflicting the disease of her choice immediately, with no incubation period, unless the target makes a successful Fortitude save (DC 24). The DC for subsequent saving throws to resist the effects of the disease depends on the disease inflicted. Activating this class feature is a swift action. The effect lasts until the dread necromancer makes a successful charnel touch attack. The *spectral hand* spell enables a dread necromancer to deliver a scabrous touch attack from a distance.

Enervating Touch (Su): Each day, she can bestow a total number of negative levels equal to one-half her class level, but no more than two negative levels with a single touch. The saving throw to remove the negative levels has a Fortitude save DC of 24.

* see Appendix 2: New Rules Item

Power-Up Suite (Prepared – false life, death ward, fire in the blood, undetectable alignment): hp 123

ENCOUNTER 12

Yar'Fic: mind flayer) sorcerer 7; CR 15; Medium aberration; HD 8d8+7d4+45; hp 118; Init +8; Spd 30 ft; AC 28, touch 14, flat-footed 24; Base Atk +9; Grp +9; Atk +13 melee (1d4, tentacle); Full Atk +13 melee (1d4, 4 tentacles); SA Mind blast, psionics, improved grab, extract; SQ Darkvision 60 ft., SR 28, telepathy 100 ft.; AL CE; SV Fort +9, Ref +10, Will +17; Str 10, Dex 18, Con 16, Int 18, Wis 19, Cha 26.

Skills and Feats: Bluff +22, Concentration +21, Hide +15, Intimidate +16, Knowledge (arcane) +22, Knowledge (planes) +21, Listen +13, Move Silently +15, Spellcraft +22, Spot +19; Improved Initiative, Weapon Finesse, Dodge, Improved Toughness*, Spell Penetration, Greater Spell Penetration *Spells Known* (6/6/8/6; save DC = 18+ Spell Level; o – *acid splash, detect magic, arcane mark, touch of fatigue, mage hand, ray of frost, read magic*; 1st – *lesser acid orb*, ray of enfeeblement, shield, grease, mage armor*; 2nd – *glitterdust, scorching ray, mirror image*; 3rd – *lightning bolt, dispel magic*.

Possessions: cloak of charisma +4, vest of resistance +2, wand of magic missile (9th), amulet of natural armor +3, gloves of dexterity +2, piece of shadow entity

Mind Blast (Sp): This psionic attack is a cone 60 feet long. Anyone caught in this cone must succeed on a DC 22 Will save or be stunned for 3d4 rounds.

Psionics (Sp): At will – *charm monster* (DC 22), *detect thoughts* (DC 20), *levitate, plane shift, suggestion* (DC 19). Effective caster level 10th.

* see Appendix 2: New Rules Items

ENCOUNTER 13

Srinthedul: male mature adult shadow dragon
Fighter 1; CR 17; Large dragon; HD 22d12+1d10+138;
hp 309; Init +0; Spd 80 ft; fly 150 ft (average); AC 38,
touch 11, flat-footed 38; Base Atk +23; Grp +34; Atk +29
melee (2d6+7, bite) or +29 melee (1d8+3, claw); Full Atk
+29 melee (2d6+7, bite) and +29 melee (1d8+3, 2 claws)
and +29 melee (1d6+3, 2 wings) and +29 melee
(1d8+10, tail slap); Space/Reach 10ft./5 ft. (10ft. with
bite); SA Breath weapon, frightful presence, *dimension
door*, *mirror image*, spells; SQ Immunity to energy
drain, paralysis, sleep, shadow blend, DR 10/magic, SR
30, blindsense 60 ft, darkvision 120 ft; AL CE; SV Fort
+26, Ref +15, Will +25; Str 25, Dex 10, Con 20, Int 20,
Wis 20, Cha 21.

Skills and Feats: Climb +10, Concentration +31,
Diplomacy +27, Escape Artist +22, Intimidate +31,
Knowledge (arcane) +9, Knowledge (planes) +31,
Knowledge (religion) +31, Listen +31, Search +27,
Sense Motive +31, Spot +31, Use Magic Device +31;
Multiattack, Hover, Wingover, Improved
Maneuverability*, Adroit Flyby Attack*, Recover
Breath*, Heighten Breath*, Improved Toughness*,
Improved Multiattack*

Possessions: *ring of protection +2*, *amulet of
natural armor +2*, *cloak of resistance +2*, *pale blue
rhomboid ioun stone*, *Daazzix's vest**

Breath Weapon (Su): 40 foot cone, damage 4
negative levels, Reflex save DC 26 half.

Spell-Like Abilities: 3/day *nondetection*;
2/day – *dimension door*, *mirror image*; 1/day – *shadow
walk*

Frightful Presence (Ex): 210 ft. radius, 22 HD
or less, Will DC 26 negates.

Shadow Blend (Su): In any condition of
illumination other than full daylight, a very young or
older shadow dragon can disappear into the shadows,
giving it total concealment. Artificial illumination,
even a *light* or *continual flame* spell, does not negate
this ability. A *daylight* spell, however, does.

Spells: As 7th level sorcerer.

Sorcerer spells: (6/6/5/3; save DC = 15 + spell
level): 0 – *detect magic*, *read magic*, *message*, *ray of
frost*, *acid splash*, *touch of fatigue*, *mage hand*; 1st –
shield, *magic missile*, *ray of enfeeblement*, *grease*,
mage armor; 2nd – *see invisibility*, *glitterdust*, *bear's
endurance*; 3rd – *displacement*, *wind wall*

* see Appendix 2: New Rules Items

**Power-Up Suite (Prepared – *bear's
endurance*, *mirror image*, *mage armor*, *shield*,
see invisibility, *displacement*):** hp 355; AC 46,
touch 11, flat-footed 46; Fort +28; Concentration +30.

APL 16

ENCOUNTER 2

Lilitu*: cleric 6; CR 18; Medium outsider (chaotic, evil, extraplanar, tanar'ri) HD 20d8+80; hp 180; Init +8; Spd 40 ft; AC 36, touch 21, flat-footed 28; Base Atk +18; Grp +21; Atk +26 melee (1d4+4 plus poison, stinger) or +25 melee (1d6+2, claw); Full Atk +26 melee (1d4+4 plus poison, 4 stingers) or +25 melee (1d6+2, 2 claws); Space/Reach 5ft./ 5ft (10 ft. with stinger); SA Lilitu's gift; SQ Tanar'ri traits, item use, turn or rebuke undead, mock divinity, darkvision 60 ft., telepathy 100 ft., resistance acid, cold, fire 10, SR 23, damage reduction 10/cold iron or good, immune to electricity and poison, shroud alignment; AL CE; SV Fort +18 Ref +19, Will +19; ; Str 18, Dex 26, Con 19, Int 19, Wis 20, Cha 34.

Skills and Feats: Bluff +31, Concentration +27, Diplomacy +33, Disguise +28 (+30 acting), Forgery +21, Heal +28, Intimidate +33, Knowledge (religion) +22, Listen +22, Perform (dance) +29, Sense Motive +24, Spellcraft +19, Spot +24; Combat Reflexes, Persuasive, Quicken Spell-Like Ability (suggestion), Weapon Finesse, Spell Penetration, Combat Casting, Dodge

Spells

Prepared:

(6/8+1/8+1/8+1/8+1/6+1/5+1/4+1/3+1; save DC = 22 + Spell Level; CL 15th; 0th – cure minor wounds (4), detect magic, mending; 1st – command, cure light wounds (4), death watch, disguise self (D), divine favor, shield of faith; 2nd – cure moderate wounds (4), invisibility (D), spiritual weapon, sound burst, hold person, eagle's splendor; 3rd – bestow curse, blindness/deafness, cure serious wounds (2), deeper darkness, dispel magic, searing light (2), magic vestment, nondetection (D); 4th – confusion (D), cure critical wounds (2), dimensional anchor, dismissal, freedom of movement, death ward, restoration; 5th – lesser planar binding (D), flame strike (2), dispel good, greater command, slay living, true seeing; 6th – harm, heal, antilife shell, greater dispel magic, blade barrier, mislead (D); 7th – screen (D), holy star*, repulsion, regenerate, mass inflict serious wounds; 8th – polymorph any object (D), greater spell immunity, heat drain*, cloak of chaos

Possessions: +3 glamer chain shirt, masterwork mace, pearl of power 3rd, amulet of might fists +1, incense of meditation, elixir of truth, fancy jewelry, cloak of charisma +4, ring of protection +3

Spell-Like Abilities: (CL 14th): At will – charm monster (DC 24), detect good, detect thoughts (DC 22), disguise self (DC 21, no limit on duration), fly, suggestion (DC 23), greater teleport (self plus 50 pounds of objects only), sending, tongues; 1/day – dominate person (DC 25), Quicken suggestion (DC 23), symbol of persuasion (DC 26)

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – magic vestment, freedom of movement, greater spell immunity, true seeing, death ward): AC 37,

touch 21, flat-footed 29; immune to maze, glitterdust, magic jar, holy word

Spells

Prepared:

(6/8+1/8+1/8+1/8+1/6+1/5+1/4+1/3+1; save DC = 22 + Spell Level; 0th – cure minor wounds (4), detect magic, mending; 1st – command, cure light wounds (4), death watch, disguise self (D), divine favor, shield of faith; 2nd – cure moderate wounds (4), invisibility (D), spiritual weapon, sound burst, hold person, eagle's splendor; 3rd – bestow curse, blindness/deafness, cure serious wounds (2), deeper darkness, dispel magic, searing light (2), ~~magic vestment~~, nondetection (D); 4th – confusion (D), cure critical wounds (2), dimensional anchor, dismissal, ~~freedom of movement~~, death ward, restoration; 5th – lesser planar binding (D), flame strike (2), dispel good, greater command, slay living, ~~true seeing~~; 6th – harm, heal, antilife shell, greater dispel magic, blade barrier, mislead (D); 7th – screen (D), holy star*, repulsion, regenerate, mass inflict serious wounds; 8th – polymorph any object (D), ~~greater spell immunity~~, heat drain*, cloak of chaos

ENCOUNTER 4

Shadow Elementals, Elder (2): CR 13; Huge elemental (extraplanar, incorporeal); HD 24d8+96; hp 204; Init +10; fly 40 ft (perfect); AC 15 (-2 size, +1 deflection, +6 Dex), touch 15, flat-footed 9; Base Atk +18; Grp +26; Atk +23 melee (2d6 plus 6d6 cold, incorporeal touch); Full Atk +23 melee (2d6 plus 6d6 cold, 2 incorporeal touches); Space/Reach 15ft./15 ft.; SA Shadow mastery, dusk and dawn; SQ Blindsight 60 ft., elemental traits, incorporeal traits; AL NE; SV Fort +12, Ref +22, Will +10; Str -, Dex 22, Con 18, Int 10, Wis 11, Cha 11.

Skills and Feats: Listen +29, Spot +29; Alertness, Combat Reflexes, Dodge, Flyby Attack, Improved Initiative, Iron Will, Lightning Reflexes, Mobility, Weapon Focus (incorporeal touch)

Shadow Mastery (Ex): A shadow elemental gains a +1 bonus on attack rolls and damage rolls if both it and its foe are in an area of darkness or shadowy illumination. While in an area of bright light (such as sunlight or that caused by a daylight spell), shadow elementals take a -4 penalty on attack rolls and damage rolls.

Dusk and Dawn* (Su): Three times per day, a shadow elemental can use dusk and dawn, as the mystery. It has a caster level equal to one-half its HD.

* see Appendix 2: New Rules Items

ENCOUNTER 5

The Unforgiving Darkness: male human shadowcaster 16; CR 16; Medium humanoid (human); HD 16d6+32; hp 124; Init +9; Spd 40 ft; AC 15, touch 15, flat-footed 10; Base Atk +8; Grp +7; Atk +8 melee (1d8, +1 morningstar) or +13 ranged (1d8, light

crossbow ; Full Atk +8/+3 melee (1d8, +1 *morningstar*) or +13 ranged (1d8, light crossbow); SA Fundamentals of shadows (unlimited), apprentice mysteries (supernatural), initiate mysteries (spell-like), master mysteries; SQ See in complete darkness (even magical darkness) 60 ft., sustaining shadows, evasion; AL CE; SV Fort +15, Ref +14, Will +12; Str 8, Dex 20, Con 16, Int 18, Wis 10, Cha 20.

Skills and Feats: Concentration +22, Hide +17, Knowledge (arcane) +9, Knowledge (the planes) +10, Move Silently +15, Spellcraft +20, Spot +19; Shadow Cast*, Empower Mystery* Quicken Mystery*, Improved Initiative, Improved Toughness*, Path Focus* (Veil of Shadows), Reach Mystery*, Still Mystery*, Lightning Reflexes, Path Focus* (Breath of Twilight), Spell Penetration

Mysteries and Fundamentals: Save DC = 15 + Fundamental/Mystery level; save DC = 16 + Veil of Shadows and Breath of Twilight Mystery levels; **Fundamentals (Unlimited):** 0 – *arrow of dusk**, *caul of shadow**, *liquid night**, *mystic reflections**, *shadow hood**, *umbral hand**, *sight obscured**; **Apprentice paths: (act like supernatural):** 1st – *steel shadows** (3/day), *dusk and dawn** (3/day), *carpet of shadows** (3/day); 2nd – *black fire** (3/day), *shadow skin** (3/day); 3rd – *dancing shadows** (3/day); **Initiate paths (act like spell-like abilities):** 4th – *shadows fade** (2/day), *bolster** (2/day), *shadow vision** (2/day), *warp spell** (2/day); 5th – *languor** (2/day), *curtain of shadows** (2/day); 6th – *unveil** (2/day); **Master path (act like spells):** 7th – *prison of night** (1/day), *greater life fades** (1/day); 8th- *greater flesh fails** (1/day)

Possessions: light crossbow, +1 *morningstar*, headband of intellect +4, amulet of health +4, vest of resistance +2, cloak of charisma +4, orb of shadow* (apprentice 3rd), orb of shadow* (initiate 6th), ring of evasion, boots of striding and springing, gloves of dexterity +4

Sustaining Shadow (Ex): The shadowcaster need eat only a single meal per week to maintain health and only needs 1 hour of sleep per night (but you must still rest for 8 hours to regain your mysteries for the next day). You are also immune to nonmagical diseases and poisons.

Mysteries and Paths*: see Appendix 2 for explanation.

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – *caul of shadow*, *steel shadow*, *dancing shadows*, *bolster*): hp 199; AC 24, touch 18, flat-footed 19; Also has concealment based on *dancing shadows*.

Mysteries and Fundamentals: Save DC = 15 + Fundamental/Mystery level; save DC = 16 + Veil of Shadows and Breath of Twilight Mystery levels; **Fundamentals (Unlimited):** 0 – *arrow of dusk**, *caul of shadow**, *liquid night**, *mystic reflections**, *shadow hood**, *umbral hand**, *sight obscured**; **Apprentice paths: (act like supernatural):** 1st – *steel shadows** (2/day), *dusk and dawn** (3/day), *carpet of shadows** (3/day); 2nd – *black fire** (3/day), *shadow*

*skin** (3/day); 3rd – *dancing shadows** (2/day); **Initiate paths (act like spell-like abilities):** 4th – *shadows fade** (1/day), *bolster** (0/day), *shadow vision** (2/day), *warp spell** (2/day); 5th – *languor** (2/day), *curtain of shadows** (1/day); 6th – *unveil** (2/day); **Master path (act like spells):** 7th – *prison of night** (1/day), *greater life fades** (1/day); 8th- *greater flesh fails** (1/day)

Dark Stone Giants (2): rog ue 14; CR 16; Large giant (earth, extraplanar) HD 14d8+16d6+180; hp 321; Init +6; Spd 50 ft; AC 31, touch 15, flat-footed 26; Base Atk +20; Grp +34; Atk +33 melee (2d8+19 plus 2d6 to humans, +1 *large bane (human) greatclub*) or +31 melee (1d4+11, slam) or +25 ranged (2d8+15, rock); Full Atk +33/+28/+23/+18 melee (2d8+19 plus 2d6 to humans, +1 *large bane (human) greatclub*) or +31 melee (1d4+11, 2 slams) or +25 ranged (2d8+15, rock); Space/Reach 10 ft./10ft.; SA Sneak attack +7d6, rock throwing; SQ Darkvision 60 ft., superior low-light vision, evasion, improved evasion, opportunist, uncanny dodge, improved uncanny dodge, trap sense +4, trapfinding, cold resistance 10, rock catching, hide in plain sight; AL NE; SV Fort +21, Ref +21, Will +14; Str 34, Dex 22, Con 22, Int 10, Wis 14, Cha 8.

Skills and Feats: Climb +17, Hide +46, Intimidate +9, Listen +15, Move Silently +44, Spot +35, Tumble +38; Combat Reflexes, Iron Will, Weapon Focus (greatclub), Power Attack, Improved Toughness*, Improved Bull Rush, Awesome Blow, Dodge, Mobility, Deft Opportunist*, Staggering Strike*

Possessions: +1 *large mithral chain shirt*, +1 *large bane (human) greatclub*, amulet of health +2, vest of resistance +2, gloves of dexterity +4, boots of speed, cape of the mountebank

Power-Up Suite (both have *dancing shadows* and *sight obscured* cast on them; one has *bolster*): ONE has hp 396; Both have concealment based on *dancing shadows* and Hide +51

ENCOUNTER 6

Broack Hardstone: male dwarf cleric 15; CR 15; Medium humanoid (dwarf); HD 15d8+45; hp 124; Init +4; Spd 20 ft; AC 23, touch 11, flat-footed 23; Base Atk +11; Grp +13; Atk +14 melee (1d8+2, +1 *sudden stunning heavy mace*) or +11 ranged (1d8, light crossbow); Full Atk +14/+9/+4 melee (1d8+2, +1 *sudden stunning heavy mace*) or +11 ranged (1d8, light crossbow); AL CN; SV Fort +15, Ref +10, Will +18; Str 14, Dex 10, Con 16, Int 8, Wis 23, Cha 12.

Skills and Feats: Concentration +18, Knowledge (Religion) +0, Spellcraft +4; Combat Casting, Lightning Reflexes, Improved Initiative, Skill Focus (concentration), Empower Spell, Silent Spell

Spells

Prepared (6/7+1/7+1/6+1/5+1/5+1/4+1/2+1/1+1; save DC = 16 + Spell Level; 0th – *create water*, *detect magic*, *light*, *mending*, *purify food and drink*, *detect poison*; 1st – *inflict light wounds*, *detect undead*, *shield of faith*(x2), *bless*, *bane*, *Nystul's magic aura**; 2nd – *bull's strength*,

bears endurance, calm emotions, sound burst, silence, spiritual weapon, inflict moderate wounds, invisibility**, 3rd – dispel magic**, magic vestment (x3), protection from energy, searing light, invisibility purge; 4th – death ward, divine power, greater magic weapon, freedom of movement(x2), confusion**; 5th – flame strike (x2), spell resistance**, spell resistance, Empowered searing light, true seeing; 6th – harm, heal, antimagic field**, Silent freedom of movement, greater dispel magic; 7th – Empowered flame strike, spell turning**, word of chaos; 8th – symbol of death, protection from spells**

**Domains: Magic and Trickery

Possessions: +1 full plate, +1 heavy steel shield light fortification, +1 sudden stunning heavy mace*, light crossbow, vest of resistance +3, ring of protection +1, periapt of wisdom +6, chime of interruption, wand of false life (15 charges), wand of slow, cloak of charisma +2

Power-Up Suite (Prepared – divine power, magic vestment twice, freedom of movement, protection from energy, spell resistance, death ward, true seeing, spell turning): hp 139; AC 29, touch 11, flat-footed 29; Atk +21 melee (1d8+6, +1 sudden stunning heavy mace) or +15 ranged (1d8, light crossbow); Full Atk +21/+16 melee (1d8+6, +1 sudden stunning heavy mace) or +15 ranged (1d8, light crossbow); SR 27, protection from electricity (120 hp); Str 20.

Spells Prepared (6/5+1/5+1/4+1/3+1/1+1; save DC = 14 + Spell Level; 0th – create water, detect magic, light, mending, purify food and drink, detect poison; 1st – inflict light wounds, detect undead, shield of faith(x2), bless, bane, Nystul's magic aura**; 2nd – bears endurance, calm emotions, sound burst x2, silence, spiritual weapon, inflict moderate wounds, invisibility**, 3rd – dispel magic**, ~~magic vestment (x3), protection from energy~~, searing light, invisibility purge; 4th – ~~death ward, divine power~~, greater magic weapon, ~~freedom of movement(x2), confusion**~~; 5th – flame strike (x2), ~~spell resistance**~~, Empowered searing light x2, ~~true seeing~~; 6th – harm, heal, antimagic field**, Silent flame strike, greater dispel magic; 7th – Empowered flame strike, ~~spell turning**~~, word of chaos; 8th – ~~symbol of death~~, protection from spells**

* see Appendix 2: New Rules Items

Elias Yuli: male human fighter 15; CR 15; Medium humanoid (human); HD 15d10+45; hp 161; Init +7; Spd 30 ft; AC 23, touch 14, flat-footed 20; Base Atk +15; Grp +20; Atk +25 melee (2d6+14, +1 wounding flaming surge greatsword/17-20) or +18 ranged (1d8, longbow); Full Atk +25/+20/+15 melee (2d6+14, +1 wounding flaming surge greatsword/17-20) or +18/+13 ranged (1d8, longbow); AL CN; SV Fort +15, Ref +13, Will +11; Str 20, Dex 17, Con 16, Int 10, Wis 12, Cha 8.

Skills and Feats: Climb +12, Jump +13, Ride +15, Tumble +11, Swim +10; Weapon Focus (greatsword), Weapon Specialization (greatsword), Quick Draw,

Lightning Reflexes, Power Attack, Iron Will, Lunging Strike*, Melee Weapon Mastery (slashing)*, Improved Toughness*, Improved Critical (greatsword), Greater Weapon Focus (greatsword), Dodge, Greater Weapon Specialization (greatsword), Improved Initiative, Prone Attack*

Possessions: +1 mithral breastplate, +1 wounding flaming surge greatsword*, longsword, falchion, longbow, cloak of resistance +3, ring of protection +1, +3 amulet of natural armor, belt of giant strength +4, gloves of dexterity +4

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared –magic vestment, freedom of movement): AC 26, touch 14, flat-footed 23

Relia Afterglow: female elf rogue 16; CR 16; Medium humanoid (elf); HD 16d6+16; hp 84; Init +10; Spd 30 ft; AC 24, touch 18, flat-footed 17; Base Atk +12; Grp +12; Atk +20 melee (1d6+1, +1 icy burst rapier) or +21 ranged (1d8+1, +1 keen longbow/19-20); Full Atk +20/+15 melee (1d6+1, +1 icy burst rapier) or +19/+19/+19 ranged (1d8+1, +1 keen longbow/19-20); SA Sneak attack +8d6, improved evasion, crippling strike, uncanny dodge, opportunist, improved uncanny dodge, trapfinding, trap sense +5; AL CN; SV Fort +9, Ref +20, Will +8; Str 10, Dex 24, Con 12, Int 14, Wis 10, Cha 12.

Skills and Feats: Balance +13, Bluff +11, Decipher Script +10, Diplomacy +10, Disable Device +16, Escape Artist +26, Hide +26, Listen +19, Move Silently +26, Open Lock +12, Search +14, Sense Motive +6, Sleight of Hand +11, Spot +19, Tumble +26, Use Magic Device +6; Weapon Finesse, Improved Initiative, Point Blank Shot, Precise Shot, Rapid Shot, Weapon Focus (longbow)

Possessions: +4 leafweave leather armor*, +1 icy burst rapier, longsword, +1 keen longbow, cloak of resistance +3, ring of protection +1, periapt of wisdom +2, gloves of dexterity +4

ENCOUNTER 9

Created Spectres (2): CR 7; Medium undead (incorporeal); HD 7d12+7; hp 70; Init +7; Spd 40 ft., fly 80 ft (good); AC 17, touch 17, flat-footed 13; Base Atk +3; Grp -; Atk/Full Atk +10 melee (1d8 plus 1d6 cold plus energy drain, incorporeal touch); SA Energy drain, create spawn; SQ Darkvision 60ft., incorporeal traits, sunlight powerlessness, undead traits, unnatural aura, +8 turn resistance; AL LE; SV Fort +2, Ref +7, Will +7; Str -, Dex 20, Con -, Int 14, Wis 14, Cha 15.

Skills and Feats: Hide +15, Intimidate +12, Knowledge (religion) +12, Listen +14, Search +12, Spot +14, Survival +2 (+4 following tracks); Alertness, Blind-Fight, Improved Initiative

Created Morgh's (2): CR 8; Medium undead; HD 14d12+14; hp 140; Init +10; Spd 30 ft; AC 25, touch 16, flat-footed 14; Base Atk +7; Grp +12; Atk/Full Atk +16 melee (1d6+10 plus 1d6 cold, slam) or +16 melee touch

(paralysis, tongue); SA Improved grab, paralyzing touch, create spawn; SQ Darkvision 60ft. undead traits, +2 turn resistance; AL LE; SV Fort +4, Ref +12, Will +9; Str 25, Dex 23, Con -, Int 11, Wis 10, Cha 10.

Skills and Feats: Climb +15, Hide +23, Listen +11, Move Silently +23, Spot +15, Swim +11; Alertness, Dodge, Improved Initiative, Lightning Reflexes, Mobility

Fiendish Mummy: monk 10; CR 15; Medium undead (extraplanar); HD 8d12+10d8+40; hp 172; Init +4; Spd 50 ft; AC 34, touch 24, flat-footed 23; Base Atk +11; Grp +18; Atk +20 melee (2d6+7 plus 1d6 cold plus mummy rot, unarmed); Full Atk +20/+20/+15 melee (2d6+7 plus 1d6 cold plus 2d6 to living creatures plus 2d6 to living creatures plus mummy rot (one time), unarmed); SA Despair, mummy rot, flurry of blows, unarmed strike; SQ Darkvision 60ft. undead traits, damage reduction 5/-, +8 turn resistance, vulnerability to fire, still mind, evasion, improved evasion, ki strike (magic, lawful), slow fall 50 ft., purity of body; AL LE; SV Fort +12, Ref +16, Will +21; Str 26, Dex 19, Con -, Int 8, Wis 24, Cha 14.

Skills and Feats: Escape Artist +8, Hide +14, Listen +14, Move Silently +14, Spot +16, Tumble +14; Great Fortitude, Improved Unarmed Strike Improved Grapple, Deflect Arrows, Improved Trip, Weapon Focus (unarmed strike), Blind-Fight, Dodge, Mobility, Stunning Fist, Fiery Fist*

Possessions: cloak of resistance +3, monk's belt, periapt of wisdom +4, gloves of dexterity +4, boots of speed

ENCOUNTER 10

Darken Eyes: male human dread necromancer 18*; CR 18; Medium humanoid (human); HD 18d6+55; hp 122; Init +2; Spd 40 ft; AC 19, touch 14, flat-footed 17; Base Atk +9; Grp +10; Atk +11 melee (1d8+2, +1 battleaxe) or +11 ranged (1d8, light crossbow); Full Atk +11/+6 melee (1d8+2, +1 battleaxe) or +11 ranged (1d8, light crossbow); SA Rebuke undead, charnel touch (1d8+4), negative energy burst, fear aura, scabrous touch (3/day), enervating touch; SQ Lich body DR 8/magic and bludgeoning, advanced learning, mental bastion (+4), summon familiar, undead mastery, negative energy resistance, light fortification (50%) darkvision 60 ft, superior low-light vision, cold resistance 10, hide in plain sight; AL CE; SV Fort +12, Ref +11, Will +15; Str 12, Dex 14, Con 16, Int 8, Wis 12, Cha 24.

Skills and Feats: Concentration +24, Decipher Script +1, Hide +10, Knowledge (Arcana) +1, Knowledge (Religion) +1, Spellcraft +11; Spell Penetration, Corpsecraft*, Deadly Chill*, Bolster Resistance*, Necromantic Presence*, Necromantic Might*, Spell Focus (Necromancy), Greater Spell Focus (Necromancy)

Spells Known (7/7/6/6/6/5/5/4/3; save DC = 17 + Spell Level; DC = 19 + spell level if necromancy); 1st – bane, bestow wound*, cause fear, chill touch, detect

magic, detect undead, doom, hide from undead, inflict light wounds, ray of enfeeblement, summon undead I*; undetectable alignment; 2nd – blindness/deafness, command undead, darkness, death knell, false life, gentle repose, ghoul touch, inflict moderate wounds, scare, spectral hand, summon swarm, summon undead II*; 3rd – crushing despair, halt undead, inflict serious wounds, ray of exhaustion, speak with dead, summon undead III*, undead torch*, vampiric touch; 4th – animate dead, bestow curse, contagion, death ward, dispel magic, enervation, Evard's black tentacles, fear, giant vermin, inflict critical wounds, phantasmal killer, poison, summon undead IV*; 5th – blight, cloudkill, fire in the blood*, greater dispel magic, insect plague, lesser planar binding, magic jar, mass inflict light wounds, nightmare, night's caress*, oath of blood*, slay living, summon undead V*, undeath to death, unhallow, waves of fatigue; 6th – acid fog, circle of death, create undead, eyebite, geas/quest, harm, mass inflict moderate wounds, planar binding, ray of entropy*, waves of exhaustion; 7th – control undead, finger of death, greater harm*, mass inflict serious wounds, song of discord, vile death*; 8th – create greater undead, horrid wilting, mass inflict critical wounds, symbol of death; 9th – energy drain, imprison soul*, mass harm*, plague of undead*, wail of the banshee.

Possessions: +1 chain shirt, +1 battleaxe, light crossbow, cloak of charisma +6, vest of resistance +3, ring of nullification*, ring of protection +2, gauntlets of ogre power, pink ioun stone (con +2), collar of umbral metamorphosis*

Negative Energy Burst (Su): 4/day; 18d4 damage Will save DC 26 half.

Fear Aura (Su): Beginning at 5th level, a dread necromancer radiates a 5 foot radius fear aura as a free action. Enemies in the area must succeed on a Will save (DC 26) or become shaken. A creature who successfully saves cannot be affected by that dread necromancer's fear aura for 24 hours.

Scabrous Touch (Su): This ability works like the contagion spell inflicting the disease of her choice immediately, with no incubation period, unless the target makes a successful Fortitude save (DC 26). The DC for subsequent saving throws to resist the effects of the disease depends on the disease inflicted. Activating this class feature is a swift action. The effect lasts until the dread necromancer makes a successful charnel touch attack. The spectral hand spell enables a dread necromancer to deliver a scabrous touch attack from a distance.

Enervating Touch (Su): Each day, she can bestow a total number of negative levels equal to her class level, but no more than two negative levels with a single touch. The saving throw to remove the negative levels has a Fortitude save DC of 26.

* see Appendix 2: New Rules Item

Power-Up Suite (Prepared – false life, death ward, fire in the blood, undetectable alignment): hp 137

ENCOUNTER 12

Yar'Fic: mind flayer sorcerer 9; CR 17; Medium aberration; HD 8d8+9d4+51; hp 130; Init +8; Spd 30 ft; AC 28, touch 14, flat-footed 24; Base Atk +10; Grp +10; Atk +14 melee (1d4, tentacle); Full Atk +14 melee (1d4, 4 tentacles); SA Mind blast, psionics, improved grab, extract; SQ Darkvision 60 ft., SR 28, telepathy 100 ft.; AL CE; SV Fort +10, Ref +11, Will +19; Str 10, Dex 18, Con 16, Int 18, Wis 20, Cha 28.

Skills and Feats: Bluff +23, Concentration +23, Hide +16, Intimidate +16, Knowledge (arcane) +24, Knowledge (planes) +23, Listen +13, Move Silently +16, Spellcraft +24, Spot +20; Improved Initiative, Weapon Finesse, Dodge, Improved Toughness*, Spell Penetration, Greater Spell Penetration

Spells Known (6/6/8/8/6; save DC = 19+ Spell Level; o – *acid splash, detect magic, arcane mark, touch of fatigue, mage hand, ray of frost, resistance, read magic, 1st – lesser acid orb*, magic missile, ray of enfeeblement, shield, grease, mage armor; 2nd – glitterdust, scorching ray, see invisibility, mirror image; 3rd – lightning bolt, dispel magic, fireball; 4th – Evard's black tentacles, fire shield*

Possessions: *cloak of charisma +6, vest of resistance +2, amulet of natural armor +3, gloves of dexterity +2, piece of shadow entity*

Mind Blast (Sp): This psionic attack is a cone 60 feet long. Anyone caught in this cone must succeed on a DC 23 Will save or be stunned for 3d4 rounds.

Psionics (Sp): At will – *charm monster* (DC 23), *detect thoughts* (DC 21), *levitate, plane shift, suggestion* (DC 20). Effective caster level 10th.

* see Appendix 2: New Rules Items

ENCOUNTER 13

Srinthedul: male very old adult shadow dragon; CR 19; Huge dragon; HD 28d12+196; hp 406; Init +4; Spd 80 ft; fly 150 ft (average); AC 43, touch 10, flat-footed 43; Base Atk +28; Grp +47; Atk +38 melee (2d8+10, bite) or +38 melee (2d6+5, claw); Full Atk +38 melee (2d8+10, bite) and +38 melee (2d6+5, 2 claws) and +38 melee (1d8+5, 2 wings) and +38 melee (2d6+15, tail slap); Space/Reach 15ft./10 ft. (15ft. with bite); SA Breath weapon, crush, frightful presence, *dimension door, mirror image, spells*; SQ Immunity to energy drain, paralysis, sleep, shadow blend, DR 15/magic, SR 33, blindsense 60 ft, *nondetection*, darkvision 120 ft; AL CE; SV Fort +29, Ref +18, Will +34; Str 31, Dex 10, Con 22, Int 26, Wis 26, Cha 27.

Skills and Feats: Concentration +37, Diplomacy +37, Escape Artist +26, Intimidate +26, Knowledge (arcane) +32, Knowledge (planes) +34, Knowledge (religion) +39, Listen +39, Search +30, Sense Motive +39, Spot +39, Use Magic Device +39; Multiattack, Hover, Wingover, Improved Maneuverability*, Adroit Flyby Attack*, Recover Breath*, Heighten Breath*, Improved Toughness*, Improved Multiattack*, Improved Initiative

Possessions: *ring of protection +2, amulet of natural armor +2, cloak of resistance +2, pale blue rhomboid ioun stone, Daazzix's vest**

Breath Weapon (Su): 50 foot cone, damage 5 negative levels, Reflex save DC 32 half.

Crush (Ex): Creatures in area must make a Reflex DC 32 or be pinned and take 2d8+15 damage.

Spell-Like Abilities: 3/day *nondetection*; 2/day – *dimension door, mirror image*; 1/day – *shadow walk*

Frightful Presence (Ex): 270 ft. radius, 28 HD or less, Will DC 32 negates.

Shadow Blend (Su): In any condition of illumination other than full daylight, a very young or older shadow dragon can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however, does.

Spells: As 11th level sorcerer.

Sorcerer spells: (6/6/5/6/8/5; save DC = 18 + spell level): 0 – *detect magic, detect poison, ghost sound, read magic, message, ray of frost, acid splash, touch of fatigue, mage hand*; 1st – *shield, magic missile, ray of enfeeblement, grease, mage armor*; 2nd – *see invisibility, invisibility, protection from arrows, glitterdust, bear's endurance*; 3rd – *displacement, wind wall, haste, dispel magic*; 4th – *fire shield, enervation, phantasmal killer*; 5th – *shadow evocation, wall of force*

* see Appendix 2: New Rules Items

Power-Up Suite (Prepared – bear's endurance, mirror image, mage armor, shield, protection from arrows, see invisibility, displacement): hp 462; AC 51, touch 10, flat-footed 51; Fort +31; Concentration +39.

APPENDIX 2: NEW RULES ITEMS

FEATS

Mysteries and Paths as presented in *Tome of Magic*

All mysteries have the following characteristics, unless otherwise noted in a specific description.

- ∞ Can be cast once per day if functioning as an arcane spell, two times per day if functioning as a spell-like ability, and three times per day if functioning as a supernatural ability.
- ∞ Can be dismissed at will by the mystery user if it has a duration longer than instantaneous
- ∞ Functions in darkness or any sort of ambient light, even if the mystery describes the mystery user manipulating his or the subject's shadow. The mystery user's connection to the Plane of Shadow is so strong that he can manipulate a subject's "spiritual shadow" even where shadows cannot normally exist.
- ∞ Requires a standard action to cast
- ∞ Requires somatic components if cast as an arcane spell.
- ∞ Is subject to the same stacking rules as spells
- ∞ Does not easily interact with spells. Any attempt to use a mystery (such as shadows fade) to dispel a spell, or to use a spell (such as dispel magic) to dispel a mystery, takes a -4 penalty.
- ∞ Can be identified with a Spellcraft check, but requires a different understanding of that skill. A mystery user with no levels in a spellcasting class takes a -4 penalty on Spellcraft checks made to identify spells. A spellcaster with no levels in a mystery-using class takes a -4 penalty on Spellcraft checks made to identify mysteries.
- ∞ Cannot benefit from feats that enhance spells, such as metamagic feats, Ability Focus, or Empower Spell-Like Abilities. Instead mysteries benefit from metashadow feats.

Apprentice mysteries cast as supernatural abilities are not subject to spell resistance, regardless of what might appear on the spell resistance line of a mystery description. Spell-Like abilities cannot be counterspells nor can supernatural.

Adroit Flyby Attack [General]

Libris Mortis

You can make flyby attacks and get out of reach quickly.

Prerequisites: Fly speed 90, Flyby Attack, Hover, or Wingover

Benefits: When flying and making an attack action, you can move both before and after the attack, provided that the total distance moved is not greater than your fly speed. Your flying movement does not provoke attacks of opportunity from the creatures you attack during the round when you use this feat.

Corpsecrafter [General]

Libris Mortis

Undead you raise or create are tougher than normal.

Benefits: Each undead you raise or create with any necromancy spell gains a +4 enhancement bonus to Strength and +2 hit points per Hit Die.

Bolster Resistance [General]

Libris Mortis

Undead you raise or create are tougher than normal.

Prerequisites: Corpsecrafter

Benefits: Each undead you raise or create with any necromancy spell gains +4 turn resistance.

Deadly Chill [General]

Libris Mortis

Undead you raise or create deal more damage than normal.

Prerequisites: Corpsecrafter

Benefits: Each corporeal undead you raise or create with any necromancy spell deals an extra 1d6 points of cold damage with its natural weapons.

Necromantic Presence [General]

Libris Mortis

Undead you control are harder to turn when they are near you

Benefits: Whenever undead you control are within 60 feet of you, they gain a +4 bonus to their turn resistance.

Necromantic Might [General]

Libris Mortis

Undead you control gain benefits when they are near you.

Prerequisites: Necromantic Presence

Benefit: Whenever undead you control are within 60 feet of you, they are physically inspired by your necromantic aura, and gain a +2 enhancement bonus on their attack rolls and saving throws.

Heighten Breath

Draconomicon

Your breath weapon is even more deadly than normal.

Prerequisites: Con 13, breath weapon

Benefit: You can increase the save DC of your breath weapon by any number up to a maximum equal to your Constitution bonus.

For each point by which you increase the save DC, add +1 to the number of rounds you must wait before using your breath weapon again.

Improved Toughness

Complete Warrior

You are significantly tougher than normal.

Prerequisite: Base Fortitude Save bonus +2

Benefit: You gain a number of hit points equal to your current Hit Dice. Each time you gain a HD (such as by gaining a level), you gain 1 additional hit point. If

you lose a HD (such as by losing a level), you lose 1 hit point permanently.

Special: A fighter may select Improved Toughness as one of his fighter bonus feats.

Improved Multiattack

Draconomicon

You are particularly adept at using all your natural weapons at once.

Prerequisite: Three or more natural weapons, Multiattack

Benefit: Your secondary attacks with natural weapons have no penalty on the attack roll. You still add only ½ your Strength bonus, if any, to damage dealt.

Normal: Without this feat, your secondary natural attacks are made at a -5 penalty (or a -2 penalty if you have the Multiattack feat)

Deft Opportunist

Complete Adventurer

You can deliver a wound that hampers an opponent's movement.

Prerequisite: Base attack bonus +6, sneak attack

Benefit: If you deal damage with a melee sneak attack, you can also deliver a wound that limits your foe's mobility. For 1 round (or until the target is the beneficiary of a DC 15 Heal check or any magical healing that restores at least 1 hit point, whichever comes first), your target is treated as if it were staggered, even if its nonlethal damage doesn't exactly equal its current hit points. A target can resist this effect by making a successful Fortitude save (DC equal to damage dealt). Multiple staggering strikes on the same creature do not stack. This feat has no effect on creatures not subject to sneak attack damage.

Staggering Strike

Complete Adventurer

You are prepared for the unexpected.

Prerequisite: Dex 15, Combat Reflexes

Benefit: You get a +4 bonus on attack rolls when making attacks of opportunity.

Lunging Strike

Player's Handbook II

You make a single attack against a foe who stands just beyond your reach.

Prerequisite: Base attack bonus +6

Benefit: As a full-round action, you can make a single strike with a 5-foot bonus to your attack's reach. This benefit applies to both armed and unarmed attacks, including touch attacks made to deliver spells.

Special: A fighter may select Lunging Strike as one of his fighter bonus feats.

Fiery Fist

Player's Handbook II

By channeling your *Ki* energy, you sheathe your limbs in magical fire. Your unarmed strikes deal extra fire damage.

Prerequisite: Dex 13, Wis 13, Improved Unarmed Strike, Stunning Fist, base attack bonus +8

Benefit: As a swift action, you can expend one of your uses of the Stunning Fist feat to surround your fists and feet in flame. For the rest of your turn, you gain an extra 1d6 points of fire damage on your unarmed strikes.

When you select this feat, you gain an additional daily use of Stunning Fist.

Special: A fighter may select Fiery Fist as one of his fighter bonus feats. A monk with the Stunning Fist feat can select Fiery Fist as her bonus feat at 2nd level, even if she does not meet the other prerequisites.

Melee Weapon Mastery

Player's Handbook II

Prerequisite: Proficiency with selected weapon, Weapon Focus with selected weapon, Weapon Specialization with selected weapon, base attack bonus +8

Benefit: When you select this feat, choose bludgeoning, piercing, or slashing. You must have Weapon Focus and Weapon Specialization with a melee weapon that deals this type of damage. When using any melee weapon that has the damage type you selected, you gain a +2 bonus on attack rolls and a +2 bonus on damage rolls.

Special: You can select this feat more than once. Each time, you can select a new damage type.

A fighter may select Melee Weapon Mastery as one of his fighter bonus feats.

Prone Attack

Complete Warrior

You can attack from a prone position without penalty.

Prerequisites: Dex 15, Lightning Reflexes, base attack bonus +2

Benefits: You can make an attack from the prone position and take no penalty on your attack roll. If your attack roll is successful, you may regain your feet immediately as a free action. Opponents gain no bonus on melee attacks against you while you are prone.

Special: A fighter may select Prone Attack as one of his fighter bonus feats.

Improved Maneuverability

Draconomicon

Your maneuverability in flight improves.

Prerequisites: Fly speed 150 feet, Hover or Wingover

Benefit: Your maneuverability improves by one category, from clumsy to poor, poor to average, or average to good (see Tactical Aerial Movement, page 20 of the *Dungeon Master's Guide*).

Special: You can take this feat multiple times. Each time you take the feat, your maneuverability

improves by one category (but never becomes better than good).

Recover Breath

Draconomicon

You wait less time before being able to use your breath weapon again.

Prerequisites: Con 17, breath weapon

Benefit: You reduce the interval between uses of your breath weapon. You wait 1 round less than usual before breathing again, but always at least 1 round. The feat stacks with the effects of metabreath feats, reducing the total time you must wait to use your breath weapon again by 1 round.

Special: If you have multiple heads with breath weapons, all breath weapons use the reduced interval.

Shadow Cast

Tome of Magic

Your shadow shimmers as you cast a spell and you seem to cast your mysteries from elsewhere.

Prerequisites: Concentration 5 ranks, shadowcaster level 1st.

Benefit: Designate a square adjacent to you. If no one threatens that square, you do not provoke an attack of opportunity when you cast a spell or use a spell-like ability.

Empower Mystery

Tome of Magic

You can cast mysteries to greater effect.

Prerequisites: Any metashadow feat.

Benefit: Once per day, you can apply the effect of the Empower Spell feat to any mystery you cast. All variable numeric effects of an empowered mystery increase by one-half.

Casting an empowered mystery is a full-round action. a square adjacent to you.

Special: You can take this feat multiple times.

Quicken Mystery

Tome of Magic

You can cast a mystery with a moment's thought.

Prerequisites: Any three metashadow feats.

Benefit: Once per day, you can cast a mystery as a swift action. This feat functions in most respects as the Quicken Spell feat.

Special: You can take this feat up to three times. To take it a second time, you must have seven metashadow feats. To take it a third time, you must have eleven metashadow feats.

Still Mystery

Tome of Magic

You can cast a mystery without gestures.

Benefit: A stilled mystery can be cast with no somatic components. This also prevents your shadow from making gestures that differs from your own during casting. Because mysteries activated as spell-like and supernatural abilities have no somatic components,

this feat is useful only with mysteries cast as arcane spells.

Reach Mystery

Tome of Magic

You can cast touch range mysteries without touching the target.

Prerequisites: Any metashadow feat.

Benefit: Once per day, you can cast a mystery that normally has a range of touch at any target within 30 feet. The mystery effectively becomes a ray, so you must succeed on a ranged touch attack to bestow the mystery upon the recipient.

Special: You can take this feat multiple times.

Path Focus

Tome of Magic

Choose a path of shadow magic, such as Touch of Twilight. Your mysteries of that path are more potent than normal.

Benefit: You function at +1 caster level when casting mysteries of this path. Additionally, add +1 to the DC of all saving throws against mysteries from this path.

Special: You can gain this feat multiple times. Its effects do not stack. Each time you take the feat, it applies to a new path.

Greater Path Focus

Tome of Magic

Choose a path of shadow magic to which you have already applied the Path Focus feat. Your mysteries of that path are now even more potent.

Prerequisites: Path Focus.

Benefit: You function at +1 caster level when casting mysteries you select. Additionally, add +1 to the Difficulty Class of all saving throws against mysteries from that path. These bonuses stack with those granted by Path Focus.

Special: You can gain this feat multiple times. Its effects do not stack. Each time you take the feat, it applies to a new path to which you have applied the Path Focus feat.

SPELLS AND MYSTERIES

Bestow Wound

Heroes of Horror

Transmutation

Level: Dread Necromancer 1, sorcerer/wizard 1, Spite 1

Components: V, S, M

Casting Time: 1 immediate action

Range: Touch

Area: Living creature touched

Duration: Instantaneous

Saving Throw: Fortitude half

Spell Resistance: Yes

If wounded, you can cast this spell and touch a living creature. The target takes damage equal to your wounds at the rate of 1 point of damage per your caster level, or

the amount needed to bring you up to your maximum hit points, whichever is less. At the same time, you heal that much damage, as if a *cure* spell had been cast on you.

Material Component: A small eye agate worth at least 10 gp.

Summon Undead

Spell Compendium

Conjuration (Summoning) [Evil]

Level: Blackguard 1, cleric 1, dread necromancer 1, sorcerer/wizard 1

Components: V, S, F, DF

Casting Time: 1 round

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

Effect: One summoned creature

Duration: 1 round/level

Saving Throw: None

Spell Resistance: No

This spell functions like *summon monster I* (see page 285 of the *Player's Handbook*), except that you summon an undead creature.

Summon undead I conjures one of the creatures from the 1st level list in the Summon Undead table at right. You choose which creature to summon, and you can change that choice each time you cast the spell. Summoned undead do not count toward the total Hit Dice of undead that you can control with *animate dead*, *plague of undead*, or other command undead abilities., no undead creature you summon can have more Hit Dice than your caster level +1.

Focus: A tiny Bag, a small candle not lit, and a carved bone from any humanoid.

Note: The descriptions of the *summon undead* spells presented here supersede earlier published descriptions.

Summon Undead

1st level

Human warrior skeleton

Kobold zombie

2nd level

Owlbear skeleton

Bugbear zombie

3rd level

Ghoul

Troll skeleton

Ogre zombie

4th level

Allip

Ghast

Wyvern zombie

5th level

Mummy

Shadow

Vampire spawn

Wight

Fire in the Blood

Heroes of Horror

Transmutation

Level: Dread Necromancer 5, cleric 5, Spite 5

Components: V, S, M

Casting Time: 1 standard action

Range: Personal

Area: You

Duration: 1 minute/level

Saving Throw: None

Spell Resistance: No

This unsettling spell enables you to make deadly weapons of your own arteries and veins. Once the spell is cast, your blood takes on a mystical potency that makes it more corrosive than the strongest acid to anyone who draws it from you. From then on, until the spell's duration has elapsed anyone who deals slashing or piercing melee damage on you is sprayed with your blood in retribution. The blood deals a cumulative 1d6 points of damage per attack upon your attacker, with no save or spell resistance applicable, up to a maximum of 5d6. Thus, the first time a foe hits you with a slashing or piercing weapon, he instantly takes 1d6 points of damage from the sanguinary backlash. The second time that same foe strikes you, he takes 2d6 points of damage. As soon as any single foe has taken 5d6 points of damage in a single spray from your corrosive blood, the spell ends.

Opponents striking you with magical attacks that do not manifest in a slashing or piercing manner, or those striking you with only bludgeoning weapons, do not trigger the retributive blood spray.

The arc and direction of the blood spray is magical in nature, and the spray does not splatter adjacent squares or parties, no matter how close together they might be. Each spray strikes only the one responsible for the wound.

Material Component: A drop of your own blood.

Holy Star

Spell Compendium

Abjuration

Level: Cleric 7

Components: V, S

Casting Time: 1 standard action

Range: 0 ft.

Effect: Protective star of energy

Duration: 3 rounds (D)

You create a glowing mote of energy that stays near your shoulder, providing light equal to that of a candle. This star has the following three functions, you can designate which function to activate as a free action on your turn.

Spell Turning: A *holy star* can turn a total of four to seven (1d4+3) spell levels, as the *spell turning* spell (*PH* 282). Any turning potential depleted through this use remains so for the duration of the spell; the *holy star* does not return to full capacity every time you chose this function. If its entire spell turning capacity

is expended, this function no longer works, but the others do.

Protection: A *holy star* gives you a +6 circumstance bonus to AC.

Fire Bolt: A *holy star* lashes out with a beam of energy as a ranged touch attack against a creature (you choose the target) up to 90 feet away (no range increment). This attack uses your attack bonus and deals fire damage equal to 1d6 points per two caster levels (maximum 10d6)

Ray of Entropy

Spell Compendium

Necromancy

Level: Sorcerer/wizard 6 (dread necromancer advanced learning spell)

Components: V, S

Casting Time: 1 standard action

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

Effect: Ray

Duration: 1 minute/level

Saving Throw: None

Spell Resistance: Yes

When you cast this spell, you unleash a ray of negative energy that consumes the life energy of the subject. You must succeed on a ranged touch attack with the ray to strike a target. If your attack is successful against a living creature, the ray makes the subject weaker, slower, and less healthy. The subject takes a -4 penalty to Strength, Constitution, and Dexterity for the duration of the spell.

Heat Drain

Spell Compendium

Necromancy

Level: Cleric 8

Components: V, S, DF

Casting Time: 1 standard action

Range: 20 ft.

Effect: 20-ft.-radius burst centered on you

Duration: Instantaneous

Saving Throw: Fortitude negates

Spell Resistance: Yes

You drain the heat from all living creatures within the affected area except you. This influx of warmth heals and empowers you. All affected living creatures take 1d6 points of cold damage per caster level (maximum 20d6). For every living creature that takes damage from this spell, you gain 2 temporary hit points. The temporary hit points last for up to 1 minute per level.

Lesser Acid Orb

Spell Compendium

Conjuration (Creation) [Acid]

Level: Sorcerer/wizard 1

Components: V, S

Casting Time: 1 standard action

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

Effect: One orb of acid

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

An orb of acid about 2 inches across shoots from your palm at its target, dealing 1d8 points of acid damage. You must succeed on a ranged touch attack to hit your target.

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

Electric Loop

Spell Compendium

Evocation [Electricity]

Level: Sorcerer/wizard 2

Components: V, S, M

Casting Time: 1 standard action

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

Area: One creature/3 levels, each of which is adjacent to another target

Duration: Instantaneous

Saving Throw: Reflex half; see text

Spell Resistance: Yes

You create one small stroke of lightning that targets one creature per three caster levels you possess (maximum four creatures). Each target must be in a square adjacent to another target. The spell deals 1d6 points of electricity damage per two caster levels (maximum 5d6) to each target. A creature that fails its Reflex save must make a successful Will save or be stunned for 1 round.

Material Component: A loop of copper wire and a magnet.

Acid Storm

Spell Compendium

Conjuration (Creation) [Acid]

Level: Sorcerer/wizard 6

Components: V, S, M

Casting Time: 1 standard action

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

Area: Cylinder (20-ft. radius, 20 ft. high)

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: No

Acid rain deals 1d6 points of acid damage per caster level (maximum 15d6) to each creature in the area.

Material Component: A flask of acid (10 gp).

Oath of Blood

Heroes of Horror

Necromancy

Level: Dread Necromancer 5, cleric 5, sorcerer/wizard 5

Components: V, S, M, DF

Casting Time: 1 minute

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

Effect: One living creature

Duration: See below

Saving Throw: None

Spell Resistance: Yes

Oath of blood functions only when cast on a creature that has recently been subject to a *geas* or similar spell. It extends the reach of the *geas* beyond death. If the individual subject to the *geas* dies before completing the task, *oath of blood* animates him as an undead creature in order that he might continue his quest. The nature of the undead creature is determined by the caster level of this spell, as per *create undead* (see page 215 of the *Player's Handbook*). Once the task is complete or the original *geas* (or similar spell) expires, the magic animating the subject ends and he returns to death.

Material Component: Grave dirt mixed with powdered onyx worth at least 40 gp per HD of the target.

Vile Death

Heroes of Horror

Conjuration (Calling) [Evil]

Level: Dread Necromancer 7, cleric 9, sorcerer/wizard 9

Components: V, S, M, XP

Casting Time: 1 hour

Range: Touch

Effect: One corporeal undead creature

Duration: Permanent (D)

Saving Throw: None

Spell Resistance: Yes

You summon the spirit of a fiend from the depths of Hell or the Abyss and bind it into the body of a corporeal undead creature.

Binding the fiend applies the fiendish template (see page 108 of the *Monster Manual*) to the undead creature. The resulting creature is independent of you and can act on its own. Its initial attitude toward you is indifferent.

Material Component: A bit of brimstone and a bloodstone worth at least 500 gp.

XP Cost: 100 xp.

Imprison Soul

Heroes of Horror

Necromancy [Evil]

Level: Dread Necromancer 9, cleric 9, Spite 9

Components: V, S, M, F

Casting Time: 1 standard action; see text

Range: Touch

Target: Creature Touched

Saving Throw: Will negates

Spell Resistance: Yes

By casting *imprison soul*, you place the subject's soul in a receptacle, such as a gem, ring, or some other miniscule object, leaving the body lifeless. While trapped, the subject takes 1d4 points of Constitution damage per day until dead or freed. The rituals to prepare the receptacle require three days. Destroying or opening the receptacle ends the spell, releasing the soul.

To cast the spell, you must know the name of the target. The receptacle must be within spell range and you must know where it is.

Material Component: A portion of the target's body (a fingernail, a strand of hair, or some other small part).

Focus: A Tiny or smaller object to be the receptacle for the subject's soul.

Note: This updated version of this spell supersedes earlier published descriptions.

Greater Harm

Heroes of Horror

Necromancy

Level: Dread Necromancer 7, cleric 7

Components: V, S

Casting Time: 1 standard action

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

Target: One creature

Saving Throw: Will half, see text

Spell Resistance: Yes

As *harm* (see page 239 of the *Player's Handbook*), except as noted above and in that this spell deals 1d12 points of damage per caster level, to a maximum of 20d12 at 20th level.

Mass Harm

Heroes of Horror

Necromancy

Level: Dread Necromancer 9

Components: V, S

Casting Time: 1 standard action

Range: 20 ft.

Area: 20-ft.-radius burst centered on caster

Target: All creatures except the caster in the area

Saving Throw: Will half, see text

Spell Resistance: Yes

As *greater harm*, except as noted above.

Plague of Undead

Heroes of Horror

Necromancy [Evil]

Level: Dread Necromancer 9, cleric 9, sorcerer/wizard 9

Components: V, S, M

Casting Time: 1 standard action

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

Target: One or more corpses within range

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

This spell unleashes great necromantic power, raising a host of undead creatures. Plague of undead turns the bones or bodies of dead creatures within the spell's range into undead skeletons or zombies with maximum hit points for their Hit Dice. The undead remain animated until destroyed. (A destroyed skeleton or zombie can't be animated again.)

Regardless of the specific numbers or kinds of undead created with this spell, a single casting of

plague of undead can't create more HD of undead than four times your caster level.

The undead you create remain under your control indefinitely and follow your spoken commands. However, no matter how many times you use this spell or *animate dead* (see page 198 of the Player's Handbook), you can only control 4 HD worth of undead creatures per caster level; creatures you animate with either spell count against this limit. If you exceed this number, newly created creatures fall under your control and any excess undead from previous castings of this spell or *animate dead* become uncontrolled. Anytime this limit causes you to release some of the undead you control through this spell or *animate dead*, you choose which undead are released.

The bones and bodies required for this spell follow the same restrictions as *animate dead*. All the material to be animated by this spell must be within range when the spell is cast.

Material Component: A black sapphire worth 100 gp or several black sapphires with total value of 100 gp.

Night's Caress

Spell Compendium

Necromancy [Evil]

Level: Dread Necromancer 5, sorcerer/wizard 5,

Components: V, S

Casting Time: 1 standard action

Range: Touch

Effect: Creature touched

Duration: Instantaneous

Saving Throw: Fortitude partial; see text

Spell Resistance: Yes

Your touch deals 1d6 points of damage per caster level (maximum 15d6) and 1d6+2 points of Constitution damage. (A successful Fortitude saving throw negates the Constitution damage).

The spell has a special effect on an undead creature. An undead touched by you takes no damage or Constitution loss, but it must make a successful Will saving throw or flee as if panicked for 1d4 rounds +1 round per caster level.

Undead Torch

Spell Compendium

Necromancy

Level: Dread Necromancer 3, sorcerer/wizard 3

Components: V, S, M

Casting Time: 1 standard action

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

Effect: One corporeal undead/level, no two of which are more than 30 ft. apart

Duration: 1 round/level

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

The subject creature deals an extra 2d6 points of damage on melee attacks against living creatures. If an attacked creature has spell resistance, the resistance is checked the first time the undead subject attacks it. If

your caster level check fails, the creature is unaffected by that casting of the *undead torch*.

If the undead creature is destroyed the *undead torch* continues to burn at the location of its destruction until the duration ends, and living creatures that pass through that area take 2d6 points of damage. If the undead creature assumes a nonphysical state (such as a vampire assuming gaseous form), the spell disperses harmlessly.

Material Component: A living or dead firefly or glow worm.

Dusk and Dawn

Tome of Magic

Apprentice, Shutters and Clouds

Level/School: 1st/Evocation

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

Area: 20-ft.-radius emanation centered on a point in space

Duration: 10 minutes/level

Saving Throw: None

Spell Resistance: No

You make a dark area lighter or light area darker, blanketing the affected area in shadowy illumination. Creatures with darkvision can see through this area normally.

Steelshadows

Tome of Magic

Apprentice, Cloak of Shadows

Level/School: 1st/Abjuration

Range: Personal

Target: You

Duration: 10 minutes/level

Steel shadows grants you a +3 armor bonus and a +3 shield bonus to AC, but without weight, armor check penalty, arcane spell failure chance, or speed reduction. The effect is not a force effect, and attacks from incorporeal creatures ignore it.

Shadow Skin

Tome of Magic

Apprentice, Shutters and Clouds

Level/School: 2nd/Abjuration

Range: Personal

Target: You

Duration: 1 round or less; see text

You can cast this mystery as an immediate action. You gain damage reduction according to your caster level (see table below). This DR lasts until the beginning of your next turn.

Caster Level	DR
Up to 4th	5/magic
5th-9th	10/magic
10th-14th	10/silver
15th-19th	15/silver
20th	15/-

Dancing Shadows

Tome of Magic

Apprentice, Shutters and Clouds

Level/School: 3rd/Illusion

Range: Touch

Target: One creature/5 levels

Duration: 1 round/level (D)

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

You grant subjects concealment. If you cast this mystery on a single subject, the shadows are thicker, and the subject gains total concealment. The spell *see invisibility* and the mystery *piercing sight* do not negate these miss chances, but the spell *true seeing* and the *mystery truth* revealed do.

Carpet of Shadows

Tome of Magic

Apprentice, Dark Terrain

Level/School: 1st/Conjuration (Creation)

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

Area: One 5-ft. square/level (S)

Duration: 1 minute/level (D)

Saving Throw: None

Spell Resistance: No

You cloak the ground with an uneven and hard to traverse surface. The terrain becomes difficult, meaning that each 5-foot square within the area costs double to move into. For instance, each light undergrowth square (normally costing 2 squares of movement to move into) now costs 4 squares of movement to move into. If you cast this mystery a second time on the same area (or apportion of the same area) while the first casting is still active the second casting does not worsen the terrain further (although it would extend the duration of the effect on that area).

Black Fire

Tome of Magic

Apprentice, Dark Terrain

Level/School: 2nd/Evocation

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

Area: One 5-ft. square/level (S)

Duration: 1 round/level (D)

Saving Throw: Reflex negates; see text

Spell Resistance: Yes

You create a shapeable shadowy curtain of black flame that covers the affected squares. The fire deals 1d6 points of cold damage per two caster levels to any creature standing in an affected square at the beginning of each of your turns until the effect ends. In addition, the flame deals damage to any creature entering or passing through an affected square. *Black fire* burns only a few feet tall, so a creature can avoid the effect of the mystery by jumping or flying over the area.

Shadows Fade

Tome of Magic

Initiate, Unbinding Shade

Level/School: 4th/Abjuration

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

Area: One creature or object; or 20-ft. radius burst

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

This mystery functions like the spell *dispel magic*.

Bolster

Tome of Magic

Initiate, Body and Soul

Level/School: 4th/Transmutation

Range: Touch

Target: Creature touched

Duration: 10 minutes/level or until discharged (D)

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

You grant the subject temporary hit points for each of its Hit Dice (maximum 75). For the duration of the effect, the subject's shadow grows larger than normal, and its movements are very slightly uncoordinated with those of the subject. An observer can notice this characteristic by making a DC 20 Spot check. concealment. If you cast this mystery on a single subject, the shadows are thicker, and the subject gains total concealment. The spell *see invisibility* and the mystery *piercing sight* do not negate these miss chances, but the spell *true seeing* and the *mystery truth* revealed do.

Step Into Shadows

Tome of Magic

Initiate, Ebon Roads

Level/School: 4th/Conjuration (Teleportation)

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

Target: You and touched objects or other touched willing creatures

Duration: Instantaneous

Saving Throw: None and Will negates (object)

Spell Resistance: No and Yes (harmless)

This mystery functions like the spell *dimension door*.

Languor

Tome of Magic

Initiate, Body and Soul

Level/School: 5th/Enchantment (Compulsion)

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

Target: One creature or one creature/level, no two of which are more than 30 ft. apart; see text

Duration: 1 round/2 levels (D)

Saving Throw: Will negates

Spell Resistance: Yes

Languor functions like either the spell *slow* or the spell *hold monster*. You choose which version you want before the effect begins. If you choose *hold monster*, the mystery can affect only one subject.

Unveil

Tome of Magic

Initiate, Veil of Shadows

Level/School: 6th/Divination

Range: Touch

Area: Creature touched

Duration: Instantaneous

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

This mystery immediately ends any of the following adverse conditions: ability damage, blinded, confused, dazed, dazzled, deafened, diseased, exhausted, fatigued, immobilized, insanity, nauseated, sickened, stunned, and poisoned. In addition, it negates the effects of the mysteries *mesmerizing shade*, *shadow hood*, and *shadow between*, and cancels curses as the spell *remove curse*.

Warp Spell

Tome of Magic

Initiate, Black Magic

Level/School: 4th/Abjuration

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

Target: A spell or mystery cast by someone else

Duration: Instantaneous

Saving Throw: Will negates; see text

Spell Resistance: No

You can cast this mystery as an immediate action to warp another caster's spell or mystery. In this case, warp spell must be used at the moment of the other caster's casting. To be successful, you must beat the other caster on an opposed caster level check (1d20 + caster level). If you do not, you have failed to take control of his spell or mystery, and it manifests normally.

If you succeed on the opposed check, the other caster's mystery or spell is countered, as if you had used the counter spell action successfully, and you gain one additional use of an apprentice path mystery that you know. You can keep this additional use until a later turn (requiring a standard action to activate), but it must be used within 1 hour or it is lost. You can also combine the activation of the additional spell or mystery with the immediate action required for the warp spell mystery itself, allowing you to cast the apprentice path mystery out of turn.

Pass Into Shadow

Tome of Magic

Initiate, Ebon Roads

Level/School: 5th/Conjuration (Teleportation)

Range: Touch

Effect: Creature touched, or up to eight willing creatures joining hands

Duration: Instantaneous

Saving Throw: Will negates

Spell Resistance: Yes

This mystery functions like the spell *plane shift*, except that your destination or origination must be the Plane of Shadow.

Prison of Night

Tome of Magic

Master, Ebon Walls

Level/School: 7th/Conjuration (Creation)

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

Target: One Huge or smaller creature

Duration: 1 round /level (D)

Saving Throw: Fortitude negates; see text

Spell Resistance: Yes

This mystery immobilizes the subject in a prison of shadowstuff. This prison blocks both line of effect and line of sight to the creature inside it, and is impenetrable from the outside. The creature inside the prison takes 1d6 points of cold damage at the beginning of each round that it remains inside the prison.

Once each round as a standard action, a creature caught in the prison can attempt a Fortitude saving throw against the spell's original DC to break out of the prison. Success means that the creature can move out of the prison, and it fades to nothingness. Failure means that the creature take 1d4 points of Constitution damage and remains trapped.

Life Fades, Greater

Tome of Magic

Master, Breath of Twilight

Level/School: 7th/Necromancy

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

Target: One living creature/level in a 20-ft. radius spread

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: Yes

Your touch deals 1d6 points of nonlethal damage per caster level (maximum 20d6) and causes the subject to become exhausted for 1 round per caster level (a Fortitude save reduces the damage by half and decreases the exhaustion to fatigue). This mystery does not stack with itself, so a creature fatigued by saving against one casting does not become exhausted by saving against a second casting.

Flesh Fails, Greater

Tome of Magic

Master, Breath of Twilight

Level/School: 8th/Necromancy

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

Target: One living creature/level in a 20-ft. radius spread

Duration: Instantaneous

Saving Throw: None

Spell Resistance: Yes

This mystery functions like the mystery *flesh fails*, except that you can affect multiple subjects, and you deal either 6 points of Strength damage, 6 points of Dexterity damage, or 4 points of Constitution damage. You must deal the same kind of ability damage to all subjects touch deals 1d6 points of nonlethal damage per caster level (maximum 20d6) and causes the subject to become exhausted for 1 round per caster level (a Fortitude save reduces the damage by half and decreases the exhaustion to fatigue). This mystery does not stack with itself, so a creature fatigued by saving

against one casting does not become exhausted by saving against a second casting.

Caul of Shadow

Tome of Magic

Fundamental

Level/School: 1st/Abjuration

Range: Personal

Target: You

Duration: 1 Minute/level (D)

Caul of shadow faintly darkens your form, but does not provide any bonuses on Hide checks or similar efforts. You gain a + 1 deflection bonus to AC, with an additional +1 for every six caster levels (maximum bonus +4)

Arrow of Dusk

Tome of Magic

Fundamental

Level/School: 1st/Invocation

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

Effect: Ray

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

You must succeed on a ranged touch attack to deal 2d4 points of nonlethal damage to the target. If you score a critical hit, triple the damage.

Mystic Reflections

Tome of Magic

Fundamental

Level/School: 0/Divination

Range: Personal

Target: You

Duration: 1 round/level (D)

This mystery functions like the spell detect magic, except as noted above. You can detect magic up to 30 feet away.

Shadow Hood

Tome of Magic

Fundamental

Level/School: 0/Invocation

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

Target: One creature

Duration: 1 round/level (D)

Saving Throw: Will negates

Spell Resistance: No

Swirling tendrils and bursts of mystic shadow distract the subject. It takes a -1 penalty on attack rolls and Dexterity based checks.

Umbral Hand

Tome of Magic

Fundamental

Level/School: 1st/Transmutation

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

Target: One unattended object weighing up to 5 lb./level

Duration: 1 round/level (D)

Saving Throw: Will negates (object)

Spell Resistance: No

This mystery functions like the spell mage hand, except you can manipulate heavier objects and magic items. Magic items are allowed a saving throw to negate the effect. You need not concentrate on the effect, but you must direct it with your thoughts once each round (a free action), or the effect ends.

Sight Obscured

Tome of Magic

Fundamental

Level/School: 0/Illusion

Range: Touch

Target: Creature touched

Duration: 1 round/level (D)

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

This mystery grants a +5 circumstance bonus on Hide checks, Sleight of Hand checks and any other checks that involve concealing the subject's actions or gestures.

Liquid Night

Tome of Magic

Fundamental

Level/School: 1st/Conjuration (Creation)

Range: Touch

Effect: A small quantity of ink

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

You create a quantity of ink great enough for you to write approximately one page of text. It is not of sufficient quality to scribe spells. In darkness or shadowy illumination, the ink glows with red or yellow light that has the brightness of a candle. Water splashed on the ink causes it to wash away and cease glowing, but otherwise the ink continues to glow indefinitely.

NEW CREATURES

Lilitu

Fiendish Codex I: Hordes of the Abyss

Medium Outsider (Chaotic, Evil, Extraplanar, Tanar'ri)

Hit Dice: 14d8+56 (119 hp)

Initiative: +8

Speed: 40 ft. (8 squares)

AC: 26 (+8 Dex, +8 Natural), touch 18, flatfooted 18

Base Attack/Grapple: +14/+17

Full Attack: 4 stingers +22 melee (1d4+3) and 2 claws +20 melee (1d6+1)

Space/Reach: 5ft./5ft. (10 ft. with stinger)

Special Attacks: Poison, Lilitu's gift

Special Qualities: Damage reduction 10/cold iron or good, darkvision 60 ft., immunity to electricity and poison, resistance to fire, cold, acid 10, SR 23, item use,

mock divinity, shroud alignment, tanar'ri traits, telepathy 100 ft.

Saves: Fort +13, Ref +17, Will +14

Abilities: Str 17, Dex 26, Con 18, Int 19, Wis 20, Cha 30

Skills: Bluff +29, Concentration +21, Diplomacy +31, Disguise +27 (+29 acting), Forgery +21, Heal +22, Intimidate +31, Knowledge (religion) +21, Listen +22, Perform (dance) +27, Sense Motive +22, Spot +22;

Feats: Combat Reflexes, Persuasive, Quicken Spell-Like Ability (suggestion), Weapon Finesse, Dark Speech*

Challenge Rating: 12

Alignment: Always chaotic evil

Advancement: by character class

Cleric Spells Prepared (CL 9th):

5th – *lesser planar binding* (D), *mass cure light wounds*, *plane shift*, *raise dead*.

4th – *confusion* (D), *cure critical wounds* (2), *freedom of movement*, *imbue with spell ability*

3rd – *bestow curse*, *cure serious wounds* (3), *dispel magic*, *nondetection* (D)

2nd – *cure moderate wounds* (4), *another spell*, *enthrall*, *hold person*, *silence*

1st – *command*, *cure light wounds* (4), *another spell*, *divine favor*, *shield of faith*

0th – *cure minor wounds* (4), *detect magic*, *mending*

D: Domain spell. Domains: Demonic and Trickery

Spell-Like Abilities: (CL 14th):

At will – *charm monster* (DC 24), *detect good*, *detect thoughts* (DC 22), *disguise self* (DC 21, no limit on duration), *fly*, *suggestion* (DC 23), *greater teleport* (self plus 50 pounds of objects only), *sending*, *tongues*

1/day – *dominate person* (DC 25), *Quickened suggestion* (DC 23), *symbol of persuasion* (DC 26)

Item Use (Ex) A lilitu can use any magic item as though she had successfully used the Use Magic Device skill

Lilitu's Gift (Su) Once per day, a lilitu can embrace a willing or helpless living creature as a standard action and grant it a +2 profane bonus to Charisma and a +2 profane bonus on saving throws. The effect persists for 24 hours or until the target creature is affected by a *dispel chaos*. Until the gift expires or is removed, the affected creature radiates chaos as if his alignment were chaotic. Moreover, its natural weapons, as well as any weapons it wields, are treated as chaotic-aligned for the purpose of bypassing damage reduction.

As long as the character possesses the gift, the lilitu's name (written in abyssal) appears as a tattoo somewhere on the character's body. Most lilitu take pains to place this mark somewhere that's easily hidden. The recipient of a lilitu's gift cannot see his own tattoo. As long as the gift remains active, the lilitu can monitor the character's condition and location as if she had placed a status spell on that character. She can communicate telepathically with the character at all times, despite any intervening distance (even across planes), and by concentrating can observe the world around the character as if she were there in his place.

Lilitus often use this ability to influence and trick a character into performing chaotic or evil acts. Accepting a lilitu's gift is a chaotic act and could have repercussions on the recipient's alignment.

Mock Divinity (Ex) A lilitu casts spells as a 9th-level cleric, except that she uses her Charisma score to determine bonus spells per day and spell saving throw DCs. She has access to the spheres of Demonic and Trickery. She cannot spontaneously cast *cure* or *inflict* spells, nor can she turn or rebuke undead.

Poison (Su) Stinger – Injury, Fortitude DC 21, 2d6 Wis/1d4 negative levels. The save DC is Constitution based.

Shroud Alignment (Ex) Spells and spell-like abilities that have the good descriptor treat a lilitu as if her alignment was good. Magic items are similarly fooled.

Vulnerable to Divine Magic (Ex) A lilitu's heretical nature renders her particularly susceptible to divine magic. She makes all saving throws against divine magic at a -2 penalty, and checks to overcome her spell resistance with a divine spell gain a +4 sacred bonus.

Demonic Domain: You gain a +1 profane bonus on attack and damage rolls for unarmed strikes and attacks with natural weapons.

The spells she cast from this domain are *Player's Handbook* spells.

CORE CLASS

Dread Necromancer

Heroes of Horror

CLASS FEATURES

Spellcasting is your greatest strength, although your rate of spell acquisition is closer to that of a sorcerer than a wizard. You make up for slower spellcasting progression with a wide array of special abilities, including a touch attack that uses negative energy to harm your foes. This attack increases in strength and gains additional effects as you gain levels. Because many of your abilities rely on your entering melee, you are proficient with light armor and have the ability to cast your spells while wearing light armor. You also gain a resilience to damage that wizards or sorcerers do not possess.

Weapon and Armor Proficiency: A dread necromancer is proficient with all simple weapons and with one martial weapon of her choice. Her choice of martial weapon is made when the character takes her first level of dread necromancer and cannot be changed. Dread necromancers are also proficient with light armor, but not with shields. The somatic components required for dread necromancer spells are simple, so members of this class can cast dread necromancer spells while wearing light armor without incurring the normal arcane spell failure chance. She still incurs the normal arcane spell failure chance for arcane spells derived from other classes. In addition, if a dread necromancer wears medium or heavy armor, or

uses a shield, she incurs the same chance of arcane spell failure as any other arcane caster if the spell in question has a somatic component (and most do).

Table 5-2: The Dread Necromancer

Hit Die: d6

Spellcasting: A dread necromancer casts arcane spells, which are drawn from the dread necromancer's spell list. Like a sorcerer, she can cast any spell she knows without preparing it ahead of time. When a dread necromancer gains access to a new level of spells, she automatically knows all the spells for that level given the dread necromancer's spell list. Dread necromancers also have the option of adding to their existing spell list through their advanced learning ability as they increase in level.

To cast a spell, a dread necromancer must have a Charisma score of 10 + the spell's level. The Difficulty Class for a saving throw against a dread necromancer's spell is 10 + the spell's level + her Charisma modifier. Like other spellcasters, a dread necromancer can cast only a certain number of spells of each spell level per day. Her base daily spell allotment is given in the table above. In addition, she receives bonus spells for a high Charisma score.

Charnel Touch (Su): Negative energy flows through a dread necromancer's body, concentrating in her hands. At will, but no more than once per round, she can make a melee touch attack against a living foe that deals 1d8 points of damage, +1 per four class levels. This touch heals undead creatures, restoring 1 hit point per touch, +1 per four class levels. A dread necromancer can use the *spectral hand* spell to deliver this attack from a distance.

Lich Body: Starting at 2nd level, a dread necromancer begins her journey into undeath. The first symptom is her body's increased resilience to physical harm. She gains DR 2/bludgeoning and magic. As the dread necromancer increases in level, this DR increases in effectiveness, to DR 4 at 7th level, DR 6 at 11th level, and DR 8 at 15th level.

Negative Energy Burst (Su): at 3rd level, a dread necromancer gains the ability to emit a burst of negative energy from her body harming living creatures within 5 feet of her. This burst deals 1d4 points of damage per class level. A successful Will save (DC 10 + $\frac{1}{2}$ class levels + Cha modifier) reduces the damage by half. Undead creature within this burst are healed the same amount of hit points as the damage she deals to living creatures. A dread necromancer can use this ability once per day at 3rd level, and one additional time per day for every five levels she attains beyond 3rd (2/day at 8th level, 3/day at 13th level, and 4/day at 18th level)

Advanced Learning (Ex): At 4th level, a dread necromancer can add a new spell to her list, representing the result of personal study and experimentation. The spell must be a cleric or wizard spell of the necromancy school, and of a level no higher than that of the highest-level spell the dread necromancer already knows. Once a new spell is selected, it is added to that dread necromancer's spell

list and can be cast just like any other spell she knows. If a spell is both a cleric spell and a wizard spell, use the lower of the two spell levels (when different) to determine what level the spell is for a dread necromancer. She gains an additional spell at 8th, 12th, 16th, and 20th level.

Mental Bastion: Starting at 4th level, a dread necromancer gains a +2 bonus on saving throws made to resist, *sleep*, stunning, paralysis, poison, or disease. This bonus increases to +4 at 14th level.

Fear Aura (Su): Beginning at 5th level, a dread necromancer radiates a 5 foot radius fear aura as a free action. Enemies in the area must succeed on a Will save (DC 10 + $\frac{1}{2}$ class levels + Cha modifier) or become shaken. A creature who successfully saves cannot be affected by that dread necromancer's fear aura for 24 hours.

Scabrous Touch (Su): Starting at 6th level, once per day a dread necromancer can use her charnel touch to inflict disease on a creature she touches. This ability works like the *contagion* spell inflicting the disease of her choice immediately, with no incubation period, unless the target makes a successful Fortitude save (DC 10 + $\frac{1}{2}$ class level + Cha modifier). The DC for subsequent saving throws to resist the effects of the disease depends on the disease inflicted. Activating this class feature is a swift action. The effect lasts until the dread necromancer makes a successful charnel touch attack. The *spectral hand* spell enables a dread necromancer to deliver a scabrous touch attack from a distance.

A dread necromancer can use this ability once per day at 6th level, twice per day at 11th level, and three times per day at 16th level.

Undead Mastery: All undead creatures created by a dread necromancer who has reached 8th level or higher gain a +4 enhancement bonus to Strength and Dexterity and 2 additional hit points per Hit Die.

In addition, when a dread necromancer uses the animate dead spell to create undead, she can control 4 + her Charisma bonus HD worth of undead creatures per class level (rather than the 4 HD per level normally granted by the spell)

Similarly, when a dread necromancer casts the control undead spell, the spell targets up to (2 + her Cha bonus) HD/level of undead creatures, rather than the 2HD/level normally granted by the spell.

Negative Energy Resistance: Beginning at 9th level, a dread necromancer gains a +4 bonus on saving throws made to resist negative energy effects, including energy drain, some ability drain, and inflict spells.

Enervating Touch (Su): When a dread necromancer reaches a 12th level, she gains the ability to bestow negative levels when she uses her charnel touch attack. Each day, she can bestow a total number of negative levels equal to one-half her class level, but no more than two negative levels with a single touch. The saving throw to remove the negative levels has a DC of 10 + $\frac{1}{2}$ her class level + her Charisma modifier.

Activating this class feature is a swift action. The effect lasts until she makes a successful charnel touch attack. A dread necromancer can use the *spectral hand* spell to deliver this attack from a distance.

NEW MAGIC ITEMS

Ring of Nullification

Tome of Magic

Activation: At any time, you can specify the type of attack against which the ring will protect you. Doing this requires a standard action. The ring then activates instantly and automatically should you be targeted by that sort of attack.

Effect: Once per day, the ring nullifies a single attack against you. You must have declared ahead of time what sort of attack will activate the ring. You can specify a type of damage ("the next time I take fire damage" or "the next time I take strength damage") or a method of attack ("the next time someone strikes me with a weapon" or "the next time someone casts a damage spell on me"). The ring negates 20 points of hit point damage (or 2 points of ability damage) from the next specified attack. It then goes dormant for 24 hours.

Aura/Caster Level: Moderate abjuration. CL 10th.

Construction: Forge Ring, *aura of shade*, *shadow skin*, 1,600 gp, 128 xp, 4 days.

Price: 3,200 gp.

Orb of Shadow

Tome of Magic

Activation: Once per day, you can speak a command word as a standard action to activate an orb. You must have the orb in your hand; drawing it out as a move action.

Effect: Like a pearl of power, this item allows a single extra use of a mystery, regardless of whether that mystery functions as a spell, spell-like ability, or supernatural ability. The mystery must be of a particular level, depending on the orb. Different orbs exist for recalling one mystery per day of each level from 1st through 9th and for the recall of two mysteries per day (each of a different level, 6th or lower).

Aura/Caster Level: Strong transmutation. CL 17th.

Construction: Craft Wondrous Item, creator must be able to cast mysteries of the mystery level to be recalled; 500 gp, 40 xp, 1 day (1st); 2,000 gp, 160 xp, 4 days(2nd); 4,500 gp, 360 xp, 9 days (3rd); 8,000 gp, 640 xp, 16 days (4th); 12,500 gp, 1,000 xp, 25 days (5th); 18,000 gp, 1,440 xp, 36 days (6th)

Weight: --

Price: 1,000 gp (1st), 4,000 gp(2nd), 9,000 gp (3rd), 16,000 gp (4th), 25,000 gp (5th), 36,000 gp (6th).

Flaming Surge

DMG 2

Activation: Activating a weapon with this ability is a swift action that must occur immediately after the wielder makes a successful melee attack.

Effect: On a successful melee attack, the wielder can cause the weapon to burst into flames, which deal an extra 2d6 points of fire damage to the target. This fire does not harm the wielder. This ability is usable a number of times per day equal to the wielder's Constitution bonus.

Aura/Caster Level: Moderate evocation; CL 5th.

Construction: Craft Magic Arms and Armor plus flame *blade*, *flame strike*, or *fireball*.

Price: +2,000 gp

Sudden Stunning

DMG 2

Activation: Activating a weapon with this ability is a swift action that must occur immediately after the wielder makes a successful melee attack.

Effect: On a successful melee attack, the wielder causes the weapon to emit a surge of magical energy. Unless the target succeeds on a Reflex save (DC 10 + ½ wielder's level + wielder's Cha modifier), it is stunned for 1d4+1 rounds. This ability is usable a number of times per day equal to the wielder's Charisma bonus.

Aura/Caster Level: Moderate enchantment; CL 9th.

Construction: Craft Magic Arms and Armor, *hold monster*.

Price: +2,000 gp

Leafweave Armor

Races of Wild

As the name suggests, leafweave armor is made from forest leaves, which are then treated with a special alchemical process that makes them as tough and flexible as leather, with considerably less weight and encumbrance.

The arcane spell failure chance for leafweave armor is reduced by 5% compared to ordinary armor of the same sort, due to its increased flexibility. The armor's maximum Dexterity bonus is increased by +1, and its armor check penalty (if any) is lessened by 2. leafweave versions of padded, leather, studded leather, and hide armor exist; leafweave studded leather typically incorporates darkwood studs to make it druid friendly.

Creating leafweave armor requires a single successful DC 25 Craft (alchemy) check in addition to the normal Craft (armorsmithing) checks.

Leafweave armor costs 740 gp more than ordinary armor of the same sort. It has hardness 2 and 5 hit points per inch of thickness.

Collar of Umbral Metamorphosis

Tome of Magic

Activation: A command word, such as "fade" or "darken," both activates and deactivates the collar. This requires a standard action. A collar functions for up to

10 minutes per day, divided up as you see fit (but each use counts as 1 minute, minimum).

Effect: This item transforms you into a being of shadow, bestowing the dark creature template.

Aura/Caster Level: Moderate transmutation. CL 11th.

Construction: Craft Wondrous Item, *shadow investiture*, 5,400 gp, 432 xp, 11 days.

Weight: 1 lb.

Price: 10,800 gp

Daazzix's Vest

Dungeon Master's Guide II

Activation: *Daazzix's vest* functions only for a creature that already possesses spell resistance, either from an innate ability (such as drow have) or from another magic item (such as a *mantle of spell resistance*). Once it is donned by such a creature, the vest is always active. If the wearer loses his other source of spell resistance (for example, if his *mantle of spell resistance* is destroyed or suppressed), he immediately loses the benefit of *Daazzix's vest* as well. **Effect:**

Daazzix's vest increases the wearer's existing spell resistance by 5.

Aura/Caster Level: Moderate abjuration. CL 9th.

Construction: Craft Wondrous Item, *spell resistance*, 12,500 gp, 1,000 xp, 25 days.

Weight: 1 lb.

Price: 25,000 gp

PLAYER HANDOUT 1: VALACHAN'S SPEECH

"I thank you for your willingness to accept my requests without rebuke. Now, I shall first tell you who I am, and then we'll talk of what needs to be done.

"As you already know, I am Varachan, although in times past that name meant a servant of dread Tharizdun, rather than Fharlanghn as I am now. I was once a vile and despicable being, preying upon the suffering of others, hoping to find ways to bring down his prison and unleash his dark power upon all of Oerth. Then, one day, I felt something stir within me. It was a conscience, a feeling of regret and shame for what deeds I had done, and what I was. It was from that moment that I forsook my bondage to Tharizdun, and devoted myself to ensuring that he would forever remain imprisoned. I was in the Temple of All-Consumption at the time, near the Lortmil Mountains. After my work was done there, I moved around with other groups of cultists, always working to foil their plans from within, or getting the word out to adventurers to take down the cults when I could not disrupt their plans. For many years now I have played the role of a faithful servant of Tharizdun, in order to stay close to those who seek ill upon the world.

"Thus, a dire threat to Oerth was recently brought to my attention. I cannot get involved, lest my true allegiance be discovered, but I did gather as much information as I could to provide to you to help squelch this new plot.

"A long time ago, in the Yatil Mountains, there was a temple devoted to Tharizdun, where cultists flocked like moths to the flame. Apparently, from what I was able to uncover, it was some sort of focal point for Tharizdun's power, and the cultists there engaged in a ritual to draw him forth from his prison. As time went by, the ritual lost its original context, and the priests wavered in their commitments until only a single priest remained to conduct the ritual.

"Here is where what some know differs from what is known by the few in Tharizdun's service. The story goes that the priest, tired and old, eventually went off to his final rest somewhere in the undertemple. However, the truth is that the priest abandoned the ritual to seek out the secrets of lichdom, so that he could remain in Tharizdun's service for as long as necessary to free him from his prison.

"Eventually, he achieved his goal, and became a lich, renaming himself Darken Iyes. His research took him to the Plane of Shadow, where he encountered a powerful shadow dragon, who claimed to know the secrets of Tharizdun's imprisonment. The dragon said that Tharizdun was imprisoned on an inaccessible part of the Plane of Shadow, and the only way to truly free him would be to draw forth the plane onto Oerth, to weaken his bonds. The dragon knew an insidious way of accomplishing this – a new form of magic known simply as shadow magic, which, with every casting, draws forth small bits of the Plane of Shadow into the caster's world. Thus, every time shadow magic is employed, it weakens the bonds of the dread god a little more.

"The two of them came back to Oerth, and began a plot to speed along the process of Tharizdun's return. They returned to the old temple, which had been called the Forgotten Temple of Tharizdun since it had fallen out of use for such a long time, and subjugated the denizens there – troglodytes, I believe. In addition, the shadow dragon began to train a select few in the art of shadow magic, and he and the lich began a plot to draw forth a large portion of the Plane of Shadow to Oerth through the focus deep in the undertemple.

"Thus, the current state of things; a situation most dire is upon us. My contact inside the temple has not reported to me in some time; I fear he is lost. I need you to travel to the temple, clear out as many cultists and their allies as possible, close any portals to the Plane of Shadow you locate, and keep the denizens of the temple occupied while I send another group of more powerful adventurers in to deal directly with the lich and the dragon. Can you attempt this?"