

SWORD & SORCERY

MITHRIL

CITY OF THE GOLEM



A SOURCEBOOK FOR 3RD EDITION FANTASY ROLEPLAYING

SCARRED LANDS

MITHRIL

CITY OF THE GOLEM

Credits

Authors:

Deirdre Brooks, Ben Lam and Anthony Pryor

Developers:

Anthony Pryor with Stephan Wieck and Stewart Wieck

Editor:

Ed McKeogh

Art Director:

Richard Thomas

Layout and Typesetting:

Aaron Voss

Cover Artist:

William O'Connor

Interior Artists:

Brian Leblanc, Jim Nelson, Tom Biondolillo

Front & Back Cover Design:

Matt Milberger

Map Design:

Conan Venus



Check out upcoming Sword and Sorcery Studio™ products online at <http://www.swordandmagic.com>



©2001 White Wolf Publishing, Inc. All rights reserved. Reproduction without the written permission of the publisher is expressly forbidden, except short excerpts for the purpose of reviews.

Sword and Sorcery, Sword and Sorcery Studios and Scarred Lands are trademarks of White Wolf Publishing, Inc. All rights reserved.

The mention of or reference to any company or product in these pages is not a challenge to the trademark or copyright concerned.

Distributed for Sword and Sorcery Studio by White Wolf Publishing, Inc.

This printing of *Mithril: City of the Golem* is done under version 1.0 and/or draft versions of the Open Game License, the D20 System Trademark License, D20 System Trademark Logo Guide and System Reference Document by permission from Wizards of the Coast. Subsequent printings of this book will incorporate final versions of the license, guide and document.

Designation of Product Identity: The following items are hereby designated as Product Identity in accordance with Section 1(e) of the Open Game License, version 1.0: Any and all Sword and Sorcery Studio logos and identifying marks and trade dress, including all Sword and Sorcery Studio Product and Product Line names including but not limited to Creature Collection, Creature Collection 2: Dark Menagerie and Relics & Rituals, the Scarred Lands and the Scarred Lands logo; all text under the "Description" header of any creature, spell, true ritual, magic item,

artifact, or NPC's listing; any elements of the Scarred Lands setting, including but not limited to capitalized names, names of artifacts, characters, countries, creatures, geographic locations, gods, historic events, magic items, organizations, spells or titans; and any and all stories, storylines, plots, thematic elements, and dialogue; and all artwork, symbols, designs, depictions, illustrations, maps and cartography, likenesses, poses, logos, symbols, or graphic designs, except such elements that already appear in the d20 System Reference Document (e.g. Nystul or Bigby) and are already OGC by virtue of appearing there. The above Product Identity is not Open Game Content.

Designation of Open Game Content: Subject to the Product Identity designation above, the following portions of *Mithril: City of the Golem* are designated as Open Game Content: all creature and NPC statistic templates, (i.e. from **Size Type** (e.g., **Small Undead**) down to **Advancement Range**); all skills, feats, special attacks (SA) and special qualities (SQ); prestige classes; all text under the "Powers" section of magic items or artifacts; all text under the "Spell Effect" section of spells and true rituals; all text under the "Combat" section of a creature's listing; and anything else contained herein which is already Open Game Content by virtue of appearing in the System Reference Document or some other OGC source.

Some of the portions of this book which are delineated OGC originate from the System Reference Document and are ©1999, 2000, 2001 Wizards of the Coast, Inc. The remainder of these OGC portions of this book are hereby added to Open Game Content and if so used, should bear the COPYRIGHT NOTICE "Mithril: City of the Golem Copyright 2001, White Wolf Publishing, Inc."

All contents of this book, regardless of designation, are copyrighted year 2001 by White Wolf Publishing, Inc. All rights reserved. Reproduction or use without the written permission of the publisher is expressly forbidden, except for the purpose of review or use of OGC consistent with the OGL.

Mithril: City of the Golem, Scarred Lands, the Scarred Lands logo, Sword and Sorcery, Sword and Sorcery Studio, the Sword and Sorcery logo, Creature Collection, Creature Collection 2: Dark Menagerie and Relics & Rituals are trademarks of White Wolf Publishing, Inc. All rights reserved.

The mention of or reference to any company or product in these pages is not a challenge to the trademark or copyright concerned.

'd20 System' and the 'd20 System' logo are Trademarks owned by Wizards of the Coast and are used according to the terms of the d20 System License version 1.0. A copy of this License can be found at www.wizards.com.

"Dungeons & Dragons® and Wizards of the Coast® are Registered Trademarks of Wizards of the Coast, and are used with Permission."

PRINTED IN THE UNITED STATES.

Table of Contents

Preface	3
Introduction	4
Chapter 1: The Divided City	6
Chapter 2: History	14
Chapter 3: The City	19
Chapter 4: Beyond Mithril	55
Chapter 5: Adventures	70
Chapter 6: Characters in Mithril	85
Chapter 7: Personages in Mithril	91
Appendix	109

Preface



Welcome to Mithril: *City of the Golem*, the first regional sourcebook for the Scarred Lands (or whatever campaign world into which you drop it). Since the early days of fantasy roleplaying, there has been an allure to cities that serve as something of a "keep on the borderlands" — bastions of civilization set in enemy territory. The kind of place where trouble finds you; there's little need to go looking for it. Why, a hero barely has the time to kick back, prop his feet on the table and enjoy a tall, cold one when another shady character, complete with hooded robe and purse full of gold, emerges from the tavern's darkest corner to make a proposition that can't be refused. Mithril is just such a city-state, brimming with enough adventures to keep a whole campaign running.

The Golem itself is something of a plot device: a passive *deus ex machina* that explains how this divine race city, set in titanspawn lands on the coast of a sea tainted by a titan's blood, could endure in the midst of such animosity. Don't you ores from Lede try anything; you wouldn't want to wake up the big guy, would you? At the same time, for the city to grow beyond a few clerics huddled in a temple at the Golem's feet, someone must forgo the Golem's protection and sally forth, setting matters right and pressing the city's enemies back.

Mithril is an ideal starting point for campaigns, especially for groups that contain paladins, rangers/vigilants or good-aligned clerics, though characters of all races and classes will easily find a reason to make Mithril their home. Characters beginning their careers elsewhere and traveling to Mithril will find the journey fraught with danger — a prelude to the quests laid at their feet once they arrive at Corean's blessed, but beleaguered, city-state.

So enjoy your stay in Mithril, and don't eat the fish!

Sword & Sorcery Studio

Introduction

Long ago, the legends say, a great metal warrior descended from the heavens — a machine of nigh-unbreakable mithril,...

In those days, the titans' implacable force pushed the divine races to the brink, and many fell prey to despair, convinced that the legions of darkness would inevitably triumph. The titans were ferocious and terrifying, but none more than Kadum the Mountainshaker.

The coming of the great Mithril Golem changed everything. Titanic and terrifying, imbued with the strength of Corean and of the other good gods, it joined the battle and set the enemy to flight, killing hundreds with a single blow and scattering entire armies in a dramatic, physical display of divine justice and vengeance.

Some stories claim that the Golem aided in the defeat and imprisonment of Kadum, holding the titan's tail while the gods gutted their foe and bound him in chains, imprisoning him in the oceans' depths — his blood discoloring and polluting the waters around him. In the chaos of the Titanswar, myth and legend intermingled with truth, the boundaries between them became indistinguishable — perhaps the mighty automaton *did* help defeat Kadum. None but the most devout is certain.

What is certain is that, in the war's aftermath, the divine armies discovered the giant twisted and damaged from some colossal struggle. It stood motionless on the heights above the crashing surf of blood-tinted waters, apparently lifeless — its mission, perhaps, completed.



Now, a century and a half later, the Golem yet endures — an immovable monument to the divine race's victory and the titans' ignominious defeat. A great city has grown in the giant's shadow: a place called Mithril, founded in honor of the spirit of law and the merciful justice of Corean.

But Mithril is more than a mere city. Mithril is an island of stability and security amid a sea of disorder and violence, a shining inspiration to those who yet fight titanspawn evil and an ever-vigilant beacon standing guard against the titans' return. Under the leadership of Corean's paladins and clerics, Mithril has transformed itself from a wilderness outpost into a crowded and thriving metropolis and bastion against the monstrous evils presented by neighboring Lede, Kelder and the Blood Sea.

As the Scarred Lands crawl back toward the light and away from the horrors of the Titanswar, Mithril finds itself at a crossroads. Its resources stretched to their limits, the city is now a place of sometimes-tragic contrast — between the haves of Temple City and the have-nots of Harbor City, between paladin and commoner, law and chaos, light and shadow.

The Golem — warrior, savior and sigil — towers over Mithril's growing civil unrest, and many citizens wonder whether its presence is a blessing or a curse. Is its inactivity proof that the gods have abandoned the city? Is the Golem itself is a god, requiring only sufficient faith and devotion to once more return ponderously to life and deliver its people from the scourge of darkness? Corean's priests and paladins continue to tend to the mighty automaton, confident that, should it ever be needed, their god will once more reach out his hand and imbue the Golem with divine power.

Only time will tell who is right. For now, the Golem silently watches Mithril. Whether it is a symbol of past hopes long dead or the promise of a future full of victory and prosperity, none can say.

Chapter One:

The

Divided City

Mithril, as a city, sports two very different faces. Above, clustered around the sheltering bulk of the Golem itself, are the complexes and neighborhoods collectively known as Temple City, where pure white buildings gleam in the sun and Corean's faithful solemnly devote themselves to their god. Below, where the crimson tides of the Blood Sea rise and fall, is the untidy sprawl of buildings known as Harbor City. Each aspect of the city has its own character and ideology, and as the years have passed, the two have grown further and further apart.

Temple City

Mithril's oldest quarter was literally built around the Mithril Golem, and Corean's Temple was constructed near it. The hope that the Golem might one day reactivate and the presence of Corean's clerics and mithril knights provided the city's founders a sense of safety in an otherwise dangerous region.

Against all odds, Temple City grew prodigiously, eventually expanding to include the harbor, which handled the stream of trade that had become one of the city's main sources of wealth. However, Temple City's character contrasted greatly with the seedier elements of the harbor. The Corean priesthood worked hard to maintain Temple City, sometimes at the expense of the harbor population's standard of living.

Today, the city retains its status as a place of sacred wonder: from the Coreanic Temple's aesthetic confines and shining white marble walls to Mithril University's sleek and modern lines and the Golem's towering majesty. Residents dwell in splendid estates and multistory houses and pay homage to Corean and the other gods through elaborate and ancient rituals, overseen by priests and paladins.

The high priest and his champions also dwell here, overseeing the city's defense and maintenance. Some in the town's common sections, beneath the Golem's watchful gaze, claim that High Priest Emili Derigesh and Knight Champion Barconius have lived in splendor too long and that their lofty perch blinds them to what transpires at their very feet. For their part, Derigesh and Barconius trust in their unshakeable dedication to Corean and remain certain that the glory and splendor of Temple City will one day be duplicated below.

Harbor City

Mithril's bustling port district mirrors both Mithril's promise and its failure to deliver on that promise — an uncomfortable mix of success and failure. Watchful officials oversee commerce and the comings-and-goings of thousands of people each day, while wealthy merchants discretely scheme to grow richer, ignoring Corean's decrees that the rich defend the poor and the strong protect the weak. The Behjurian Vigil guards and protects the city, while agents of Calastia, the League of Hydros and the mysterious Penumbra plot Mithril's downfall. The mansions of the wealthy overshadow the shacks of the poor, and Corean's faithful gaze out across a sea discolored by the blood of their god's hated foe.

Temple City predates Harbor City by several years. A few small seaside settlements sprang up, providing supplies and lodgings for sailors bringing cargo to Mithril. Within a few years, the harbor towns merged into a single settlement, which was quickly annexed by Temple City. As the years stretched into decades, Harbor City spread and encompassed the peninsula's entire northern coast.

Today, Harbor City is a lawless sprawl. Weathered wood-and-stone buildings crowd the waterfront, and vessels from across the Blood Sea line its piers. Narrow streets crisscross the residential areas, some of which are paved and some not. Most commoners' homes, built of wood, have multiple stories as a concession to the city's severely limited space. Building standards vary wildly; some homes are solid and well constructed, while others teeter on the verge of collapsing.

Harbor City's western half, unimaginatively called "Westside" or "Leaside," constitutes the wealthier, less-dangerous neighborhoods. Westside features wealthy merchant's mansions; the middle class' neat, well-tended homes; and warehouses, dockside inns and taverns, and facilities for caravans that travel overland to Mullis Town. All in all, the authorities find Leaside relatively pleasant, though they sometimes express concern over the proliferation of drinking establishments and brothels that enliven this portion of the city.

Variouly known as "Eastside," "Stormside" and "Pirate Town," the eastern docks definitely comprise Mithril's low-rent district. Exposed to foul weather and teeming with the poor and unfortunate, this region is

infrequently patrolled; some paladins secretly hope that if they ignore the place long enough, it will quietly disappear.

Despite its dangers, there are advantages to living Stormside: docking fees are low, monitors and customs inspectors are notoriously lax (or in some cases entirely absent) and law enforcement is usually left to low-end, easily bribed mercenaries. Like the rest of Mithril, though the best intentions fueled the eastern docks' inception, the area degenerated into poverty and violence, where outlaws can vanish, smugglers ply their trade and criminals operate with little or no fear of capture.

Government

Corean's high priest functions as the near-absolute leader of Mithril's theocracy. While there are checks in place that limit the high priest's power, in general his position as the Avenger's supreme representative means that people quickly and respectfully obey his decrees. The current high priest, Emili Derigesh, has devoted most of his life to serving both Corean and Mithril, and although he is increasingly vulnerable, he remains a potent and vital leader.

Six clerics and three paladins serve on the Shining Council, which sits just below the high priest in the Temple's power structure. The council handles those important matters that the high priest doesn't have time to attend to and stands ready to challenge the high priest's authority in the event of corruption, affliction with a curse that changes his behavior, or conduct unbecoming Corean's high priest. In practice, the high priest can override any councilor's decision for good reason; similarly, a six to three council majority can override the high priest's decisions.

Economy

Trade fuels Mithril's economy. Though produce and livestock arrive at the city from nearby regions such as Denev's Triangle and via the Cordrada Corridor from Mullis Town, the vast majority of the city's needs are delivered by ship. Vessels from all over Ghelspad and beyond make port at Mithril, offloading a wide range of goods for trade within the city and in Mullis Town.

The city derives considerable income from ship traffic, levying dock charges of one gold piece per foot on all incoming vessels. Ships arrive at and leave the port guided by a member of Mithril's pilot guild, and customs inspectors board vessels on arrival. Traders must supply detailed manifests to inspectors, who levy a further tax, ranging from 1% to 10% of a cargo's assessed value.

The Blood Sea

The Blood Sea's crimson waters lap against Harbor City's waterfront warehouses and piers. Though diluted by seawater, Kadum's blood carries sickness with it, and

although fishermen harvest vast quantities of fish from the sea, they occasionally net or reel in a monstrous mutation. There are also cautionary tales featuring fisherfolk who sailed too far from the city or who stayed out too long and returned changed, exhibiting the evil qualities of the titan Kadum — his strength, anger and violent behavior. In the dark corners of waterfront inns and taverns, other whispered stories tell of frightening creatures that resemble no other living things and that emerge from the sea to wreck havoc before escaping or being slain by paladins, who discourage all talk of such monsters.

When prepared through complex alchemical processes, Kadum's blood can be transformed into a powerful potion that allows its imbiber to inflict terrible wounds on his opponent. In its pure form, however, the blood is deadly, and even the highly diluted blood that flows past Mithril can cause disasters. Mithril's Monitors seek out the taint of Kadum's blood and destroy any fish or sea produce that contains it. Nevertheless, contaminated products slip through, especially in poverty-stricken Eastside, where Monitors often accept bribes or smugglers slip their cargoes past the authorities.

Those persons consuming contaminated fish run a terrible risk. Blood fever, a fearsome disease (see the sidebar), has occasionally broken out in Mithril, leading to widespread suffering and death and to the occasional violent rampage of a disease victim driven mad. Even more horrifying are the effects of eating seriously contaminated food or consuming Kadum's blood in an unaltered form. First, the blood acts as an ingested, DC 18 poison, with initial damage of 2d6 Con and secondary damage of 1d6 Con — enough to kill the hardest victim. Those who survive the initial symptoms must then make a Fortitude saving throw (DC 16) or be transformed into a Blood Sea mutant (see *Creature Collection II*). Blood Sea mutations thusly incurred can be cured with a *remove disease*, *heal* or *remove curse* spell.

Weather

Summer, relatively balmy and pleasant in this part of Ghelspad, rapidly turns unpleasant in the fall and winter. High winds and ferocious storms batter the city during these months, but the most fearsome phenomena are the springtime bloodwinds, when heavy ocean currents and widely varying temperatures propel gigantic waves of blood-red water against Stormside docks. Bloodwinds get their name from the fact that the seas contain a higher than the normal concentration of Kadum's blood, leading to the spawning of various monsters and greater activity by titanspawn such as the pisceans. Due to the higher concentration of Kadum's blood, people voluntarily suspend their fishing activities until the bloodwinds have passed.

The deadliest Blood Sea phenomenon occurred in 112 AV; a storm, called the "Blood Monsoon," ravaged eastern Ghelspad. Savage winds wrecked docks and

Blood Fever

Anyone consuming food contaminated by Kadum's blood must make a Fortitude saving throw at DC 20 or suffer the effects of the ailment known as blood fever. Blood fever's incubation period is 6d4 hours. When the incubation is complete, the victim takes 1d3 points of temporary Constitution damage and begins to tremble or convulse, literally sweating blood. The victim also hallucinates disturbing visions of violence and death — images from Kadum's memories and the horrors of the Titanswar. The victim must make a Will saving throw at DC 18 or experience a change in alignment to chaotic evil for the disease's duration. Once per day thereafter, the victim must make a successful Fortitude saving throw to avoid repeated damage. Three successful saving throws in a row indicate that the victim has fought off the disease and recovered, taking no more damage and returning to his original alignment.

Once the victim has changed alignment, an additional Will saving throw at DC 16 must be made each day. If the roll fails, the victim, seized by a homicidal rage, will savagely attack anyone around him. This maddened state persists for the duration of the illness, and enraged victims are often restrained to prevent further injury to themselves or to others. Once the victim has recovered, the rage disappears and his alignment reverts to normal.

Anyone who comes into physical contact with a victim of blood fever risks catching the disease as well, though the Fortitude saving throw against contracting blood fever in this manner is DC 12.

port facilities, smashed ships and flooded the streets of Harbor City. Numerous titanspawn races emerged from the sea and attacked the weakened city. Mithril eventually survived the ordeal, because the orcs of Lede and the Kelder Steppes nomads could not exploit the disaster to their advantage, being as hard-pressed by the storm as Mithril's leaders.

Further inland from Mithril, climatic conditions have deteriorated. In the southern half of the Plains of Lede, a manmade feature called the Wind Spires keeps the foul weather at bay. But in the north and central plains, the ferocious weather patterns of old have begun to return. Ancient records indicate that frequent windstorms, freak downpours and flash flooding buffeted the wild plains. "May you drown in the plains" was a well-known curse and is still heard on occasion in the less savory corners of Mithril.



Law Enforcement

The Order of Mithril originally policed the city, but now the city guard has assumed those responsibilities. Yet, as Mithril's population, particularly that of Stormside, swells to unmanageable levels, even this force is proving inadequate. Today, the Order of Mithril relies more and more on outside aid — mercenaries, freelancers, short-term contractors and the like — to enforce its laws. As the city grows larger and more chaotic, however, that aid becomes less reliable.

In Temple City, the Order of Mithril originally created the city guard as its auxiliary force. The Order discovered, over time, that it did not have the manpower to deal with civil law enforcement, so it began hiring mercenaries to help do the job. Soon, the city guard evolved, becoming an entirely independent entity. Today, many less-qualified applicants, who fail in their bids to become paladins or to join the Behjurian Vigil, instead apply for training and work with the city guard.

Temple City's guard, a highly professional and independent organization, rarely employs mercenaries, as it suffers no shortage of high-caliber applicants.

In Harbor City, the guard has considerably less influence. The Leaside guard is relatively competent, but sometimes works with outside contractors and mercenaries to enforce the law and arrest lawbreakers. As one travels east, however, the quality of law enforcement and patrols declines markedly. The best-

known mercenary groups are listed below, under "Defense."

Stormside guards are usually underpaid, minimally skilled and open to bribes to look the other way or ignore blatantly criminal acts. Some guards supplement their meager incomes through smuggling or maintaining private protection rackets. Eastside mercenary groups come and go; those few that persist hang onto their identity and personnel in hopes of someday gaining better, more influential assignments.

In Shacktown, there is little if any "official" authority — just thugs subcontracted by low-end mercenaries and charged with keeping the slums' disorder from spilling out into Mithril proper. These containment duties are accomplished simply and expediently by cracking in the heads of suspicious-looking folks, demolishing homes, back-alley brawling and extorting coppers from the poor. The city guard sometimes makes sweeps through Shacktown, hoping to catch lawbreakers in the act or criminals on the lam, but these operations occur less frequently lately.

Defense

Mithril, situated far from any other civilized land — isolated and surrounded by hostile forces — requires well-trained defenders available on a moment's notice. The orcs of Lede, the Kelder Steppes nomads, the corsairs of the Blood Sea, the penumbral lords and

others lust after the riches of Mithril, seeking to drive those they consider foreign invaders into the sea. Though the city remains strong, its overtaxed and once-impregnable defenses have begun to weaken, which Mithril's enemies will unhesitatingly exploit.

The Paladins

Mithril's staunchest and most unwavering defenders, the paladins number around 900 strong. Though their primary function is martial, paladins often command city guard units, lead patrols and sweeps within the city, guard caravans and venture beyond Mithril in small groups or with Corean clerics and Behjurian vigilants to reconnoiter and, if necessary, combat Mithril's foes. Traveling paladins might embark on religious quests, assist Mithril's allies in battle and, more rarely, serve as Mithril's diplomats. In large-scale battles, such as the defense of Mithril itself should the city come under siege, the paladins lead the larger units such as the citizens militia, the Crimson Legion and the other local mercenary units.

The Order of Mithril

Of the city's 900 paladins, roughly 100 belong to the elite Order of Mithril. Under the direct command of Barconius, the Order serves as the highly disciplined core of the city's armed forces. The Order's official duties include bodyguarding the high priest, manning the Beacon Towers, leading patrols and military expeditions and escorting visiting dignitaries. The mithril knights are considered "the chosen of the chosen," and their devotion to Corean is unquestioned.

The Behjurian Vigil

The Behjurian Vigil is the oldest and most prestigious of all the Veshian Vigils. Though ultimately loyal to the nation of Vesh, the Behjurian Vigil was assigned to Mithril to bolster the city's defenses early in the city's history; it has become as much a part of the city as the paladins and mithril knights. Vigilants patrol the Plains of Lede and reinforce the Order's patrols when necessary — a useful ally during the incessant conflicts with the titanspawn that surround Mithril. About 200 vigilants serve in Mithril: an elite defensive force dedicated to the safety of the city and its inhabitants.

Behjurian commanders Lemses Behjur and Iliata Blacktree foresee troubles ahead that may strain the city to the breaking point. Dar'Tan's penumbral fortress remains intact, and parties unknown recently assassinated the Hedradan high priest. Behjur and Blacktree are turning their attention inward, trying to anticipate and counter subversive threats within the city, as well as continuing their normal patrols and scouting out titanspawn threats in the wilds around Mithril.

Mercenaries

Even the mighty Behjurian Vigil and Corean's paladins have their limits. The elite nature of these forces means having insufficient numbers of men to perform all of Mithril's defense and civic enforcement work. Mithril thus employs other warriors to help defend Mithril from its enemies' growing might. Mercenaries in Mithril serve two main functions: they assist the city guard (and in some places replace it entirely), and they man the walls as professional soldiers, bolstering the green and unreliable units of the citizen army.

The Legion of Crimson

Chief among the mercenary groups in Mithril, the Legion of Crimson (mercenaries from Darakeene) maintains a company of around 750 legionnaires in Mithril. Of average-to-good skill-at-arms and usually professional in conduct, Crimson Legionnaires serve primarily on the walls or in citadels, though they sometimes assist in maintaining public order.

The Company of the Peacock

A band of Madriel worshippers, the Peacocks — one of the better units in the city — divides its time between performing law-enforcement duties and aiding the Vigil and the Legion in a purely military capacity. Veshian knight *Lady Kamali Ocheas (human female ftr9, NG)* commands Peacock Company, and women constitute about 60% of membership. Based at Titanslayer Citadel, it patrols the Leaside.

The Crows

Named for their black tunics with the silhouette of a flying crow on the shoulders picked out in silver thread, the Crows provide security in the region encompassing the catacomb entrances and the old Penumbral Pentagon ruins. Led by the grim, one-eyed mercenary captain *Galius Joker (hum male ftr8/rog6, CG)*, the Crows, mostly fighters, count among their number some rogues and rangers, three wizards and a number of clerics of Hedrada and Tanil, who provide healing services and defenses against undead that threaten the unit.

The Wardogs

As tough and ruthless as their namesake, the Wardogs — fighters and rogues — serve the eastern docks on Stormside. Rather than patrolling in force, the Wardogs, led by commander *Davius the Mastiff (hum male ftr13, CN)*, usually operate in groups of two or three, lurking in the shadows and searching for brawlers, criminals and miscreants. The Wardogs generally save the paladins the trouble and expense of trials by punishing lawbreakers on the spot before shaking them down for any cash on hand. Though violent and grim, the Wardogs, mostly of chaotic good or neutral alignment, administer justice fairly.

Chay's Company

The golden-haired *Chay Caronus* (see Chapter 7) leads this respected unit. Originally a displaced noblewoman, Chay proved herself a competent mercenary commander and created a unit to help patrol Mithril and serve in its defense in times of crisis. Chay's Company, mostly fighters, includes a few southern barbarians as extra muscle. The unit serves mostly in northeastern Mithril, keeping order in the waterfront and residential sections of the city.

The Grey Guard

A disreputable group of ex-pirates, thugs and reformed criminals, the Grey Guard lacks a formal commander and is managed by consensus. Not that the group needs much organization. Its members are generally paid individually, usually by members of other mercenary groups who don't want to patrol Shacktown or the other rundown sections of Mithril. The guard is nothing more than a small criminal cabal that derives money extorting the poor and shaking down those whom they accuse of crimes. Some paladins have called for the Grey Guard's disbandment and the imprisonment of some members, but no action has thus far been taken.

Militia

Every able-bodied citizen of Mithril — young or old, male or female, shopkeeper or sailor — is expected to take up arms and defend the city if attacked. By mandate, citizens spend one day per month in training, while a stern member of the Order of Mithril puts them through their paces in the training grounds of Temple City. No one believes this minimal training will create seasoned warriors; the paladins simply want the citizenry to know which end of the spear to stick into an enemy. As each of its residents is familiar with at least basic combat techniques, Mithril's walls are that much harder to storm. If reinforced by more experienced forces, Mithril's militia can probably hold its own long enough for the paladins to marshal their regular forces and muster a real defense.

The Holy Fleet and Foes from the Sea

At sea, Mithril's small navy shares patrol duties with mercenary vessels, manned by seamen who have themselves sailed as corsairs in other parts of the Blood Sea. Authorities tend to turn a blind eye to a mercenary ship's past, so long as it committed no atrocities against Mithril or its citizens. Mithril's official navy consists of 24 fast, well-armed ships, of which the schooner *Vigilant* (see Chapter 3, location 22) is typical. Mercenary ships range from small sloops to massive galleons, with crews given a portion of the taxes from the ships they escort. Because mercenary ships may keep half of all booty taken from known pirate ships, privateering has become a popular pursuit.

Creatures spawned by concentrations of Kadum's blood often force the Mithril navy to sail on monster hunts, the best-known being the epic hunt for the

infamous "Demon Whale," a dire beast whose skeleton currently accents the Blood Sea Museum (see Chapter 3, location 26). Recently, the *Vigilant* and its crew struggled against a deadly, blood-maddened dire shark, and popular tales of the vessel's perils and its sailors' bravery have spread throughout the city's inns and taverns. The Coreanic Troupe (see Chapter 3, location 36) is, in fact, working on an epic play about the incident, with elaborate undersea sets and a full-sized mock-up of the *Vigilant's* sharp-toothed foe. As always, the troupe has gone deeply into debt to pay for the show. Intelligent foes lurk in the waters of the Blood Sea, the most dangerous and persistent of which are the pisceans. Substantial numbers of this fishlike titanspawn live in the seas near Mithril. Major battles raged both at sea and at the gates of Mithril itself during the terrible Blood Monsoon of 112 AV, when the pisceans launched a concentrated assault on the city and its shipping lanes. Though harried, Mithril survived and drove the fish-folk back. Now, when severe bloodstorms lash the city, emboldened pisceans sometimes reemerge to raid or harass ships at sea and infrequently even wade ashore to wreck havoc along Mithril's waterfront. Stormside's denizens feel particularly vulnerable to such attacks; their whispered stories describe piscean bands that enter the city and drag innocents away to suffer horrible fates in the depths. While the city's official policy prohibits merchant vessels traveling into and out of Mithril's harbors from paying the extortion tolls that pisceans command from ship traffic around Ghelspad's coastal waters, many merchants prefer to pay the pisceans off rather than risk losing their vessels to attack.

City of Faith

Mithril is, perhaps more than any other city in Ghelspad, a city of the gods. More accurately: the city *of a god* — Corean the Champion, shining master of all that is lawful and good. The people believe the Golem is itself a literal extension of Corean's power and glory. Some even believe it to be an avatar of the Champion himself, a somewhat heretical belief that led to the Cult of the Golem's creation.

While the people properly honor the other gods, no one questions that Mithril is Corean's city. Corean's paladins defend Mithril, and his clerics see to the citizenry's spiritual well-being. The god's stern justice and unbending lawfulness form the core of paladin and cleric training. His name is invoked at nearly every ceremony and event, major or minor — from the solemn formalities of Divinity's Day to Corday supper services. All citizens are expected to at least acknowledge the Champion's supremacy and the critical role he played in the titans' defeat.

Schism

Despite the intentions of Temple life and training, not all of Corean's representatives believe that Mithril's

leadership acts appropriately. The priest Lindoros criticizes both Derigesh and Barconius for what he perceives is their overly conservative policies and strategies in making war upon titanspawn. Specifically, he fears that Corean will withdraw his favor if the Mithril priests and knights do not step forward and take the war to the titanspawn. Currently, Lindoros' open opposition has not moved beyond simple debate; he waits for Derigesh to step down or to make an error that will force the Shining Council to seek his resignation.

Lindoros' message has captured the hearts of many younger paladins and clerics who are champing at the bit to crusade against the titanspawn, thus opening trade routes to more neighboring city-states and kingdoms and ensuring safer travel between Vesh and Mithril.

Older and wiser heads gently downplay Lindoros' assertions, suggesting that he does not fully grasp the larger picture. Their counterarguments bluntly state that, were it possible to cleanse the Plains of Lede and the Kelder Steppes of titanspawn, Barconius would lead the charge immediately. Patience, they counsel, will bring victory. Forge a sword too quickly, they warn, and it will shatter. Moreso a nation.

Other Faiths

In the Scarred Lands, one does not shirk making offerings to *all* the major gods, for fear of offending them and suffering their retribution. This obligation is no different in Mithril than anywhere else, although some deities fare better than do others.

Madriel

Madriel is perhaps the closest in power of all the gods to Corean, and her temple is Mithril's second largest. Her clerics are accepted as near-equals to Coreanists, while her healers are arguably the city's best. The temple maintains a hospital where the healers study diseases and injuries and develop further healing magics to aid those people wounded in battle.

The highest-ranking priestess, *Alia Vensir* (see Chapter 7), presides over the springtime fertility and autumnal harvest festivals. Madrid's priests also work tirelessly to expand the acreage of Mithril's arable land to feed an ever-growing population and to protect the crops from the encroaching titanspawn.

Tanil

Because Vesh and Mithril are allied, the city honors Tanil as well. Tanil's priests work with the Behjuran Vigil and are nominally under Lemses Behjur's command. Tanil's hierarchy is not nearly as codified as Corean's, and relationships among the ranks are a bit more informal.

Tanil's high priest, *Tandis* (see Chapter 7), works with Behjur and the Vigil at every opportunity and

frequently acts as an impromptu ambassador for Vesh when Behjur is patrolling the surrounding wilderness.

Hedrada

Hedrada's representatives in Mithril operate in parallel to their Tanil counterparts; namely, they bolster the city's defense against those who would tear it down. Additionally, Hedrad gains eyes and ears on the frontier, a vantage from which it can more easily monitor the movements of titanspawn and other forces that oppose civilization and the godly races.

Denev

Denev's druids inhabit the wilderness environs surrounding Mithril. They *do* maintain civil relations with the city, most often through the Behjuran Vigil, but only venture into the city in times of crisis. The city's only temple dedicated to the titaness can be found on God Street in Harbor City; the druidess *Nyealla* (see Chapter 7) oversees the temple and acts as an advocate for and representative of her people.

Enkili

The Enkili priesthood is seemingly disorganized and scattered. They aren't necessarily out of communication with each other. Nor do they lack a sense of hierarchy. They simply operate within a wide range of personal latitude. Accepted within Mithril as Enkili's worshipers are generally accepted — as a necessary "evil" — they do provide entertainment, intelligence and support to the city ... except when they find the city's lawful nature chafing their free spirits.

The Tolerated

No temples to Chardun, Belsameth and Vangal exist within Mithril, at least openly. However, Corean acolytes meticulously and conscientiously maintain three shrines, one dedicated to each of these three gods. Paladins keep a close watch on the shrines to ensure they are not tampered with or disturbed — or used with diabolical intent.

It's an open secret within the city that, if the Coreanists could remove the shrines without incurring the dark gods' wrath, they would do so in a heartbeat. The consequences are potentially dire: the city might be cursed with pestilence, violence, nightmares, madness and worse. The choice — allowing token shrines and the occasional offering or ignoring and offending the dark gods — is a simple one. The shrines remain open and intact.

Open worship, however, is a different matter; the Corean priests ban it completely. The Behjuran Vigil and the Order of Mithril remain alert for any signs of cult activity devoted to the evil gods. The Vigil and Order will root out cultists and expel them from the city or punish them for any crimes they've committed during the course of their worship.

The Cult of the Golem

Derigesh's and Barconius' patient faith and reassurance do little to satisfy their most fanatical critics and the upstart Lindoros' supporters. Lindoros' agenda runs far deeper than what he advances at Corean's Temple. Through his ascendancy in the Cult of the Golem, he hopes to force Derigesh to resign soon by demonstrating that he is simply too old to handle his responsibilities as Corean's high priest.

The Cult believes that the older generation of paladins, knights and priests have grown soft and already failed Corean. The proof, they claim, is the fact that the Mithril Golem does not awaken to strike at the titanspawn. They argue that, if Corean truly wished to preserve Mithril as it now exists, he would animate the Golem and bid it destroy the titans' servants.

The Cult began innocently enough: some worshipers believed the Golem to be not a simple tool created by the gods, but an actual physical avatar of Corean — a material vessel for the god's immortal power. Then, some people claimed it embodied *all* the gods. Today, zealots now commit the ultimate heresy, believing the Golem to be a god itself. Laborer-turned-priest *Mirt Thassel* (see Chapter 7) now leads a substantial faction of these true believers in Shacktown. Lindoros sees Thassel as little more than a pawn, but his self-assurance may be misplaced, as Thassel consistently proves himself a dynamic leader.

In recent years, titanspawn raids have grown more frequent and struck more closely to Mithril than ever before. Cultists argue that the titanspawn are testing the Golem; will it move to defend the city? Suspecting it will not, titanspawn boldly strike ever closer. Very soon, cultists claim, the slitheren, orcs and spider-eye goblins will break down the gates and massacre Mithril's people within the city's very walls.

The cult has been growing in size and importance lately, as the city's difficulties deepen. The Coreanic priests' assurances that Corean will intervene seem less and less reassuring. Some outsiders, particularly the Penumbra Pentagon and its evil leader, Dar"Tan, toy with the notion of manipulating the cult to their own ends, causing chaos and disorder in the city, thus diverting the paladins' attentions.

Barconius and the paladins, alarmed by the Cult's growing popularity, have begun to crack down on the Stormside cult. Mercenaries, often led by Behjurian Vigil officers, have raided services and arrested those whom they claim to be leaders of the Cult, charging them with blasphemy and conspiracy and sentencing them to long prison terms. Yet the Cult grows, fueled by the despair and disenfranchisement of those forced to live in Eastside poverty. Lindoros' involvement with the cult remains a closely guarded secret, and he remains above suspicion.



Chapter Two:

History

In many ways, Scarn is a new world, reborn from the chaos of the divine war fought a mere 150 years ago. Mithril stands as a symbol of this new divine era, highlighting its conflicts and dangers. Mithril's complex and violent history entwines both tragedy and triumph, and anyone hoping to understand the forces at work across Scarn today need look no further than the tumultuous story of Mithril.

Before the Beginning

The region now under Mithril's influence once played home to a mysterious civilization whose very name has since been lost. Known today only as the "Ancients," Mithril's former inhabitants mastered a fantastic civilization of high magic and erudite craftsmanship — its reputation and influence spanning the Plains of Lede and the Kelder Steppes, reaching almost to the borders of modern-day Vesh.

Scholarly research suggests that the Ancients created magnificent cities, some suspended in the air above vast artificial lakes stocked with otherworldly creatures, summoned and tamed by the Ancients to serve as aides and companions. Vast colonnades of enchanted stone functioned as highways that crisscrossed the sky, and massive vessels of preternatural construction sailed the air much as merchant vessels sail the oceans today. How such potent peoples met their end remained a mystery for many decades, with only a few tantalizing clues uncovered by adventurous scholars.

Record fragments suggest that, at the height of their civilization, the Ancients perfected tattoo magic as a powerful



runic art. Not only could they scribe emblems on themselves, but they could do the same to inanimate objects as well, creating tapestries of arcane patterns that contained power beyond the capabilities of any single symbol. This process allowed the Ancients to create the flying ships and floating colonnades of which some ancient histories speak.

Eventually every building and inhabitant became linked by the tattoos, transformed by magic into a single, joined, living entity. But their greatest achievement created a surprising vulnerability.

Insidiously, a "dark thing" infiltrated their design, thus spreading throughout the Ancient's civilization. Using networks of runes, it spread to every aspect of the Ancients' world, corrupting everything it contacted.

The end came quickly. The identity of the Ancients' killer remains a mystery, fearfully hinted at in the surviving record fragments. Whatever it was fed ravenously upon the Ancients' life force and vampirically drained their magical energies. The Ancients staved off their extinction for nearly a century, but in the end were overcome.

All that remains of that mysterious race are the great pillars that dot the countryside. Local folklore maintains that the Ancients' underground cities remain preserved beneath the Plains of Lede. Perhaps with new archeological expertise devoted to this endeavor, the world may once again know the true name of Mithril's predecessors.

The Foundation

After the Ancients' passing, the region remained wild and untamed for many generations. In the aftermath of the Titanswar, the region teemed with the divine races' armies. Encountering the motionless Golem, many people saw it as a sign from the gods. Rallying around their deities' great, motionless instrument, the divine armies debated their future. Under the leadership of the paladin Illura of Hornsaw and her sister Tanar, the divine armies set themselves the difficult task of creating a new home.

With few supplies remaining, Illura commanded her troops to lay foundations for a permanent settlement around the Golem. Meanwhile, Tanar — once a farmer, but by that time a cleric of Corean — converted excess weapons into agricultural tools. The threat posed by the surviving titan races kept the humans on high alert, but life's basic needs took precedence.

The fledgling settlement faced many obstacles in those days, but in the end the humans and their allies persevered. On the last day of Corer, 1 AV, they completed the first permanent wall around the base of Golem. Mithril was born. That event has been memorialized as Founding Day and since then has been one of the most important holidays celebrated in Mithril.

Subsequent years saw many new challenges. Plagues and diseases spread by countless corpses left over from the war forced the creation of an underground labyrinth of catacombs. The first of the great penumbral lords, Zaxan Vul, led an army of demons against the new city and suffered defeat through the brave actions of Illura and her fellow paladins. The warrior-priest Aregian defeated a champion of the proud in single combat, averting yet another invasion. A conspiracy by the coastal hags to corrupt the priesthood was uncovered and destroyed.

As the city grew, the need for quality building material grew as well. Temples and training grounds dedicated to Corean required something grander than dull-gray limestone and soft wood. The founders discovered their solution on Thalien, one of the nearby Toe Islands. Traveling deep inland, Mithril expeditions uncovered vast quantities of pure-white marble. With this in hand, the founders' dream of Mithril took shape, and the first Coreanic shrine was completed in 16 AV. Mithril began attracting a civilian population.

Within another decade, the city became so crowded that settlements began to spring up across the Plains of Lede. The plains' ferocious weather prevented further expansion, so the rulers of Mithril, along with those from surrounding settlements, pooled their magical and engineering resources and tamed nature's fury.

Over the course of five years, between 36 AV to 41 AV, craftsmen from the Bridged City, Vesh and Burok Torn labored beside Mithril's greatest clerics and erected a series of magical ward towers across the plains. Collectively known as Wind Spires, these simple, cylindrical forts used a combination of elemental and divine magic to calm the otherwise intractable weather. The project was a great success, and the plains were transformed from barren wastes to an arable stronghold in mere weeks.

To this day, the spires work their magic and protect many of the plains' inhabitants. In the shattered Northern Protectorate, the spires have fallen; the fearful storms have returned there and at the hag-held North Shore, which had never been transformed. Elsewhere, the spires hold the storms at bay. Those who journey far from settled lands once again assume grave risks.

As decades passed, Mithril grew and prospered. Spires and domes reached into the sky, house-lined streets spread across the land and, below, newly dug burial chambers gave sanctuary to the departed. Below the heights where the Golem rested, small fishing and shipping settlements sprang up, eventually merging into what is known today as Harbor City. In all directions the city grew. And grew. ... And grew.

The Birth of the Pirates

In 32 AV, as Temple City neared completion and the ramshackle settlements of Harbor City continued to spread, quarrying on Thalien also reached its peak.

Mining settlements sprang up across the islands, and surveyors set out to locate new sources of food and water. During one such survey, laborers discovered rich deposits of gems and gold on the Toe Islands of Cyri and Roh Ahnon.

The subsequent flood of miners and immigrants rapidly overwhelmed the islands' small settlements. Unable to oversee the territories, Mithril stood by as greedy crime lords and corrupt merchants extracted backbreaking taxes from the islands' populace. By the time the gems and gold ran out in 36 AV, the Toes were a place of starvation and poverty. Worst among the offenders: the infamous trade house Asuras, which owned many of the islands' largest and richest quarries.

The islanders who survived these years became tough and self-reliant. In 37 AV, angry at Mithril's neglect, disgruntled islanders seized the main quarry at Thalien and took its Asuras administrators hostage. Ignoring calls for restraint from Mithril's priests and paladins, House Asuras hired a mercenary fleet to forcefully remove the islanders.

Though officially exiled from Mithril for its defiance, Asuras pressed on. The islanders responded in kind, gathering their few vessels into a small fleet. Harried, overconfident and disorganized, the Asuras' fleet withdrew, but not before burning several coastal settlements to the ground and killing or enslaving their inhabitants.

The enraged islanders retaliated; they slaughtered their hostages, flooding the quarry with blood. In a heartbeat, the sky grew dark and the ground split open, revealing a rock that has become known as the Weeping Maiden of Thalien. From that day onward, every vessel of war sent by Mithril toward Thalien has gone to a watery grave.

The Quarry's Slaughter, as the massacre came to be called, ended all mining on Thalien. Chaotic and divided into rival groups, the Toe Islanders nonetheless realized the advantages of superior seamanship and fast ships. Thus, the first generation of Toe Island pirates was born.

The Hag War

The peace that the threat of the Golem's reawakening provided grew increasingly uneasy as time passed. When a rush of immigrants settled the storm-ravaged North Shore, its resident hags finally struck back. In 56 AV, the settlement of Belot was destroyed, its inhabitants slain by summoned elemental creatures, hordes of orcs and other minions of the hags. Within days, the entire North Shore was aflame as coven after coven rose up against the humans.

For a time it seemed that Mithril and her allies were doomed. At the battle of the Bryndor Hills on Vangalot 16, Mithril forces were broken and faced slaughter. They escaped only as a result of cleric Antaides' actions; she called upon Corean, bartering her own life to ensure her peoples' escape. Antaides perished, but large numbers of



the pursuing army turned instantly to stone, allowing Mithril forces to flee. The event was declared a miracle, and Antaides was declared one of Corean's true chosen. The slaughter and ritual left Bryndor Hills a wasteland roiling in all kinds of dark energies. In the months that followed, reports of grotesque beings and evil spirits began to spread. Even mentioning Bryndor Hills was considered bad luck, and the area was declared off limits by Corean's high clerics.

In the end, enraged by the slaughter and devastation wrought by the hags, the incarnates of Norslan and the druids of Lowyn abandoned their passive stance and struck full force against the hags. Unprepared, Mormo's daughters lost every encounter, and the North Shore ran black with the tainted blood of the hags' minions.

The final chapter of the conflict was written in 58 AV with the assemblage of the divine fleet. By this time, forces from Vesh and even ships from Hetanu had arrived to aid Mithril. While the incarnates, druids and Mithril's army attacked over land, the paladins commanded Mithril's fleet in a daring amphibious assault. Assailed from both sides, the last of the hags died or fled.

In the aftermath of that war, the titan Denev was accorded a special honor for her timely aid, while Mithril, Vesh and Hetanu signed an accord of mutual protection. The hags' defeat lurked ominously in the surviving titanspawns' psyche for years, securing the divine races nearly a century of relative peace.

The Rise and Decline of the Northern Protectorate

During the period of frenzied growth that followed the hags' defeat, Mithril established many villages in the Plains of Lede and northern estuaries of the Hornswythe River. Drawn by rich farmlands and buoyed by an unshakeable confidence that the titanspawns were in decline, farmers, artisans and missionaries took to the plains with an almost religious fervor. In 64 AV, the Northern Protectorate was formed, with its capital at the citadel of Highfort. Over the following years, the region was progressively pacified and the proud pushed back, its military capacity shattered.

In 65 AV, construction began on the Cordera Corridor, named for the paladin Cordera, who served as the first beacon knight and originally conceived the secure route to Mullis Town. Completed in 87 AV, the Corridor linked Mithril to Mullis Town and beyond, allowing faster communication and travel to and from Vesh. Upon the Corridor's completion, Cordera himself oversaw the Beacon Towers' construction and took up residence in the first of them, where he remained on near-constant duty until his death 20 years later.

Heavily patrolled and garrisoned, the Corridor reduced the threat of the orcish tribal raids, and the region soon prospered. Sleepy hamlets became bustling frontier towns virtually overnight. Landover, Agrin, Corradin and especially Mullis Town became centers of

trade and learning, with Norslan Rise bursting at the seams with hopeful newcomers.

By 100 AV, the Northern Protectorate had become a wealthy, populous region, attracting settlers from across the continent. With the attendant increase in commerce, Mithril's merchant houses became firmly established, and the exiled Asuras clan reentered the city.

All seemed well, but in Belsamer of 110 AV, reports surfaced of unusual events near the town of Misthome. Large creatures had been sighted, burrowing into farmers' fields and devouring their livestock. Over the next week, the attacks' frequency increased and ranged ever closer to the heavily settled lands around Misthome itself. Then, to everyone's horror, the creatures attacked the town en masse.

To this day, no one knows why these invaders, known as vengauraks, had strayed so far from their native territories or why they had abandoned their normally solitary nature. Whatever the cause, the effect was disastrous. Within months, the vengauraks had attacked and destroyed virtually every divine settlement in the plains. Those spared by the vermin found themselves assaulted by the proud, thirsty for vengeance. Only Lown Haven and a few coastal forts survived, and even they suffered heavily. Many heroic deeds were performed, and hopeful hearts swelled with bravery and nobility during those heated battles to save the north. But by the winter of 111 AV, the Northern Protectorate was broken.

Even as Mithril reeled from this unprecedented disaster, another terrible event descended upon the people of the Golem. The terrible storm, which became known as the Blood Monsoon, struck the city in the winter of 112 AV, lashing Mithril with bitter waves of concentrated titan blood. A horde of Blood Sea mutants, pisceans and other foul creatures threw itself at the city, but was driven back, though Mithril's defenders suffered great losses. Ravaged by the vengauraks then inundated by the Blood Monsoon, the Northern Protectorate was no more.

Shadows Gather

Within a few years of the Protectorate's destruction, the coastal hags renewed their activities. Though many called for a new campaign against the foul creatures, the priests and paladins were distracted by a more immediate threat.

No one knows exactly when the Penumbra Pentagon took up residence in Mithril's catacombs; by the time it was discovered it was almost too late. Undetected, the Pentagon had spent years cultivating its power, insinuating itself among the city's elite while its minions skimmed "commissions" from merchants. The penumbral lords took command of all criminal, smuggling and vice activity within Mithril. The Pentagon's ranks grew rapidly — as it turned out, too rapidly for its own good.

In 121 AV, engineers discovered tunnels not detailed on any known map. When exploratory crews did not return, the paladins took notice and initiated their own

investigations. To their horror they found dank rooms where forbidden magic had been practiced and foul sacrifices performed. Clearly, though, the chambers had only recently been vacated.

A young paladin named Barconius led a team to map the hidden tunnels and locate their occupants. Overconfident, the penumbral lords ambushed Barconius and his companions. The ensuing battle was fierce, but Barconius survived and returned with an army of paladins.

The battle beneath Mithril's streets lasted for weeks as the paladins fought the penumbral lords' minions. In the end, Barconius' tactical genius turned the tide in paladins' favor. During the final battle, the shadow lords themselves entered the fray, felling seasoned warriors with ease. Outnumbered, though, they were at last overwhelmed. Barconius himself fought the Pentagon's leader, cutting off the mage's left arm. Only DarTan and one other shadow mage escaped during the battle. Mithril had broken the Penumbra Pentagon.

Few were willing to believe, however, that DarTan had been permanently vanquished. As if confirming those suspicions, in 129 AV, a series of unusual tremors shook the land near the Bridged City. Investigations uncovered that a true ritual of great power had caused the quakes, which originated somewhere deep in the Kelder Mountains. Corean's priests discovered that some intelligence had reshaped an entire mountain using energies drawn from the shadow planes. The paladins held little doubt that the event signaled the penumbral lords' return.

Vesh and Mithril dispatched several expeditions to locate and destroy the new "Shadow Fortress" carved into the heart of the Kelders, but all met with tragedy and failure. Both nations lost many fine warriors and scholars to the endeavor and abandoned the vendetta. A new generation of heroes must rise to the challenge and hunt down the last of the penumbral lords.

Uncertain Future

Today, Mithril faces challenges as dangerous as in the days of its foundation and as turbulent as the many battles fought thereafter. The penumbral lords, hags and proud have returned; raiding orc tribes are ready for war; and the pirates are as strong as ever. Old allies, though ready and willing, are far removed, across wide oceans and vast plains. Within her walls, Mithril staggers under the weight of her own people, who in some places have forgotten the dream of a "Divine City."

All the while, the Golem sits in a silent vigil, watching over the city that bears its name. Perhaps it is sad? Or angry? Then again, perhaps *it* is waiting for Mithril's people to come to life.

Chapter Three:

The

City

An uneasy combination of the divine and the profane, of the noble and the common, Mithril's dichotomous elements coexist uneasily. The lower reaches of the city, where tenements, taverns and shops crowd together along narrow streets, are the domain of commoners, merchants, sailors, laborers, beggars and the like. In the higher quarters, the priests, paladins and nobles gaze down nervously, unsure how to relate to their fellow citizens. Launching their careers from the fleshpots of Harbor City, adventurers' enjoying success and notoriety may elicit an invitation to Temple City, where they might rub elbows with the elite.

Mithril's noteworthy inhabitants are presented in one of three formats. A single line of statistics details minor characters, revealing their race, gender, class and level, and alignment (e.g., *hum male pal5, LG*). More significant characters receive a brief boxed description and a full block of statistics. Finally, major characters likely to exert significant influence on adventurers are fully described in Chapter 7, "Personages in Mithril."

Common abbreviations are as follows: *adp/adept, ari/aristocrat, bbn/barbarian, brd/bard, bwt/blood witch, eld/crypt lord, clr/cleric, com/commoner, drd/druid, exp/expert, ftr/fighter, inc/incarnate, mkt/mithril knight, mnk/monk, pal/paladin, pen/penumbral lord, rng/ranger, rog/rogue, sor/sorcerer, sum/summoner, swt/sea witch, vig/vigilant, war/warrior, wiz/wizard.*

Harbor City Locations

See city map on page 35

1. Blood Point

At the northernmost reach of the city, a forlorn pile of talus and broken rock comprises Blood Point, which looks out across the upper reaches of the Blood Sea and to the headlands of Lede, often visible in the distance. Storms can also be observed from this place, gathering their dark fury out at sea before crashing into Mithril.

Recently, some people have spoken of strange green, blue and yellow lights far out at sea on nights when the moon Merketh is dark. High Priest Derigesh has officially forbidden anyone from venturing onto Blood Point on such nights, explaining that the members of the Behjurian I Vigil who occupy Titanslayer Citadel are fully capable of seeing and dealing with any such phenomenon. However, no member of the Vigil has yet reported seeing the lights, so adventurous citizens continue to sneak out to Blood Point on dark nights.

2. Leeward Wall

While the Mithril Peninsula's geography itself offers some protection from storms, a sturdy stone wall enclosing the entire harbor offers further defense. Raised through a combination of magic and skilled labor, this wall — along with its counterpart, the Windward Wall, on the other side of the peninsula — is constructed of massive blocks, up to 50 feet on a side, cunningly fitted together without seams or mortar. The crenellations atop the wall offer shelter from the elements to pedestrian and watch traffic. The people consider the wall, like the city it protects, a gift of Corean. Teams of workers scrupulously maintain it, and Behjurian Vigil units patrol it, walking the lengths between the wall's citadels in all but the most inclement weather.

3. Windward Wall

Storms that blow in off the Blood Sea regularly pound the city's eastern, or "windward," side, but the sea wall defending it has remained sturdy and solid since the city's founding. Like the Leeward Wall, regular patrols monitor the Windward Wall. However, during the fall and winter when storms are at their worst, lashing winds and thundering surf force these patrols to a minimum. The Windward Wall, thicker than that of the leeward side, has several chambers built into it, accessible through trap doors on the upper surface. These chambers offer shelter to patrols caught in sudden storms and serve as armories in times of war. Its thicker construction and crenellations make the Windward Wall a potent defensive perimeter, should any foe attack the city from the sea.

Some months ago a growth of blood barnacles (see *Creature Collection II*) on the Windward Wall afflicted a patrol of city guard and a paladin taking shelter in one of the wall's chambers while they waited out a sudden storm. In the morning after both the storm and barnacle-induced rage had subsided, only the paladin *Kirdin Josekil*

(*hum male pal 3, CG*) had survived the homicidal mania and ensuing carnage within the refuge. The dead guards were buried, and the barnacles promptly cleared from the wall. Yet, some of Josekil's fellow knights fear he has not fully recovered from the incident. Stories suggesting that the spirits of the dead guardsmen now haunt the Windward Wall where Josekil still patrols only heighten those concerns.

4. Lunar Tower

Painted dark blue and decorated with silver stars and the moon Merketh's phases, the Lunar Tower normally houses a garrison of eight mercenaries, though it can accommodate up to 30 warriors if necessary, and is equipped with a heavy ballista. The ballista fires normal bolts and can be equipped with magical anti-shipping missiles (see sidebar) created by the Guild of the Shadow. Paladin *Ulrin Vasach* (*hum male pal6, LG*) currently oversees the tower.

5. Sky Tower

Sky Tower, a defensive citadel on the west harbor, is built of various shades of blue rock, arranged from dark blue at the base to pale blue at the crown. Like Lunar Tower, this citadel normally houses eight warriors and can accommodate up to 30 in times of conflict. A heavy ballista stands on the tower's roof. Paladin *Thymaea Sa'Corea* (*hum fem pal7, LG*) commands this tower.

6. Solar Tower

Named for the elaborate sun mosaics covering its exterior, the Solar Tower is a seaward bastion that helps defend Mithril's harbor. Grafted from lapis, pearl and topaz, the mosaics gleam brightly in daylight, and the tower is considered one of Harbor City's most beautiful sights. Forty-five feet high (containing four floors) and capped with a crenellated roof, the tower normally houses a 12-member Behjurian Vigil garrison, but can accommodate up to 50 soldiers or militia when necessary.

The ground floor houses weapons, armor and other supplies. Two vigil members normally patrol outside, and two remain on duty inside. A dozen anti-shipping ballista bolts are included among normal supplies.

The second floor contains the garrison's living and dining areas.

The third floor features long arrow slits for both observation and defense. Soldiers can keep an eye on the surrounding sea and on conditions back in town. The garrison chaplain maintains this floor's Coreanic shrine. Soldiers say their daily prayers here and receive blessings at the beginning and end of their shifts.

The tower's commander, *Chovae Talahar* (see below), resides on the fourth floor in a spare chamber. She has furnished the area with a bed, chest, table and chairs, writing desk and two small shrines (Corean and Madriel).

On the roof, four guardsmen man two heavy ballistae, under a paladin's command. In times of crisis, the roof can support up to 20 defenders, armed with bows, crossbows and other missile weapons.

Enchanted Ballista Bolts

Mithril equips its citadels with powerful ballistae made more potent by various magical bolts designed for use against ships, personnel or especially tough monsters. These bolts are reserved for use by Mithril's armed forces, and trade in such items is highly illegal, punishable by 2 to 12 years' imprisonment. Nonetheless, these items sometimes become available on the black market, at twice the listed market price.

The Solar Tower — as are most of the other citadels and towers around Mithril — is equipped with powerful ballistae firing potent, magical anti-shipping bolts. These bolts inflict 6d6 points of damage and x3 damage on a critical. During crises, explosive ballista bolts are also used; they have the same effect as a fireball cast at 8th level. All of these bolts hit and inflict damage as per normal ballista bolts (see *core rulebook II*, p. 151), but each also has an additional magical effect for which the target has a saving throw.

Explosive Bolt

Description: Antipersonnel weapons used against large concentrations of enemy troops or ships' crews, explosive bolts are painted red to distinguish them from ordinary bolts.

Powers: Explosive bolts do not need to hit a target to be effective; when they strike any object, including the ground, these bolts explode — the equivalent of a *fireball* cast by an 8th level wizard. The target receives all saving throws normally associated with the *fireball* spell (DC 17).

Caster Level: 10th

Prerequisites: Craft Magic Arms and Armor, *delayed blast fireball*

Market Price: 1,750 gp

Cost to Create: 875 gp + 70 XP

Weight: 5 lb.

Anti-shipping Bolt

Description: These bolts are most often used against attacking enemy vessels. They are painted blue to distinguish them from ordinary ballista bolts and are stored in the armories of Mithril's citadels.

Powers: Anti-shipping bolts inflict 6d6 additional points of piercing damage against their target. Living targets that make a successful Reflex saving throw (DC15) take half damage.

Caster Level: 9th

Prerequisites: Craft Magic Arms and Armor, *greater magic weapon*

Market Price: 675 gp

Cost to Create: 338 gp + 27 XP

Weight: 5 lb.

Armor-piercing Bolt

Description: Mithril sometimes comes under attack from especially tough monsters or enemy vessels with armored hulls. These bolts, painted white to distinguish them from normal ammunition, are quite potent against such foes.

Powers: These bolts strike a foe as a ranged touch attack, ignoring the target's armor, shield and natural armor bonuses. The target's size modifier, Dexterity modifier and deflection bonus (if any) all apply normally. It inflicts no additional damage, but strikes for the normal 3d6. The target can halve this damage with a successful Reflex saving throw (DC 15).

Caster Level: 12th

Prerequisites: Craft Magic Arms and Armor, *inflict critical* wounds

Market Price: 1,200 gp

Cost to Create: 600 gp + 48 XP

Weight: 5 lb.

7. Sunset Tower

So named because the sun appears to set directly behind it on the summer solstice, this tower is the western twin of the Solar Tower. Painted plain white, it reflects the colors of the setting and rising sun, seemingly aglow with rich red, orange and golden hues at dusk and dawn. It is otherwise identical in construction and armament to the Solar Tower and is kept well supplied and garrisoned; foes are as likely to attack the city from the west as the east, given the vastness of Mithril Bay.

8. Captain's House

The trading house Asuras maintains this tidy, comfortable house for use by its captains when they are in port. Pleasant, fully furnished and maintained by a permanent staff of servants, the Captain's House provides a magnificent view of the Blood Sea and areas north. The top-floor cupola, outfitted with a large overstuffed chair, small table and a large brass telescope, makes the view even more commanding.

Though a pleasant addition to Mithril's waterfront, the Captain's House is rumored to have a dark past. Allegedly, long ago, sailors were lured here with the

promise of liquor or companionship, then drugged and dragged off to serve on ships by unscrupulous captains or owners. Rumors suggest that several murders occurred here and that a former owner, who went mad, hid a fortune in gold and gems somewhere on the premises. House Asuras laughs at such tales, saying that the house has always been for captains or mariners and that stories about its past are just that. Still, adventurous citizens sometimes sneak into the house and excavate the basement or disassemble walls in hopes of finding the remains of murder victims or a fortune in treasure.

Chovae Talahar

A quiet and contemplative woman with a peaceful, fine-boned face and mild gray eyes commands the tower. Very devout, Talahar, a paladin of Corean, pays homage to Madriel and Tanil. Talahar's religious convictions sometimes cause problems, for she is more pious than are most paladins and relates all of her actions and conduct to the ideals described by the gods. She constantly reminds her fellows of their duties and has even found fault with Barconius' behavior; while she admires his achievements, she feels he is too preoccupied with worldly matters.

Chovae Talahar, Commander of the Solar Tower, Female Human, Pal10/Mkt2: CR 11; SZ Medium Humanoid (5 ft., 3 in. tall); HD 12dl0+12; hp 80; Init +3 (+3 Dex); Spd 20 ft.; AC 22 (+3 Dex, +5 breastplate, +2 shield, +2 ring); Attack +16/+11/+6 melee (battleaxe 1d8+4), or +15/+10/+5 ranged; SA Smite evil, turn undead; SQ Aura of courage, detect evil, divine grace, divine health, lay on hands, remove disease (3/week); SV Fort +9, Ref +7, Will +5; AL LG; Str 18, Dex 16, Con 12, Int 12, Wis 13, Cha 15 (+2).

Skills: Diplomacy +11, Handle Animal +9, Hide +3, Listen +1, Move Silently +3, Profession +8, Ride +11, Spot +1.

Feats: Combat Reflexes, Craft Magical Arms and Armor, Improved Critical (battleaxe), Leadership, Power Attack, Sunder, Toughness.

Possessions: Breastplate, large steel shield, ring of protection +2.

Paladin Spells Per Day: 2/1/1.

9. Titanslayer Citadel

Informal headquarters of the Behjurian Vigil in Harbor City, Titanslayer Citadel, a grim, multistoried tower, looks out across the unsettled reaches of the Blood Sea and is surrounded by barracks and other attendant structures. With a garrison of nearly a 100 vigilants and 200 mercenaries, Titanslayer represents a major obstacle to any attackers, who would have to contend with its

numerous defenses, both martial and magical, to gain entry into the city.

Titanslayer's main gates are crafted from heavy hardwood, magically fused into single-piece units by Corean's priests and a circle of powerful wizards. Bound with black iron, the gates open only to a magical password that is changed daily. Fortified brattices bracket the gate, each capable of holding a squad of guards, who can rain arrows, bolts or other missiles upon attackers. Once through the gates, an attacker must then deal with a series of murder holes through which missiles, hot sand and boiling water can be poured.

Five stories high, the citadel houses a garrison 100 strong, the rest of the citadel's forces living in nearby barracks. In battle situations, the citadel can hold a force of 200 to 300. Each floor is equipped with sleeping and living quarters for its garrison, and three heavy ballistae are mounted on the roof, equipped with explosive and anti-shipping bolts.

Jherin Urgan

Tall, blonde and green-eyed, Jherin Urgan commands the Sunset Tower and is in most ways the quintessential paladin. Good, just and kind, usually with a kind word for all, he places his devotion to Corean and the Coreanic cause above all other things in life. Before assuming his current position, he served aboard several Veshian naval vessels, pursuing pirates, oceanic titanspawn and smugglers. He thus has an innate knowledge of the sea and often discerns weather conditions days in advance.

Jherin Urgan, Commander of the Sunset Tower, Male Human, Pal9/Mkt4: CR 12; SZ Medium Humanoid (5 ft., 10 in. tall); HD 13d10+39; hp 111; Init +0; Spd 30ft.; AC 23 (+11 full plate, +2 shield); Attack +17/+12/+7 melee (warhammer 1d8+4), or +13/+8/+3 ranged; SA Smite evil (2/day), turn outsiders, turn undead; SQ Aura of courage, detect evil, divine grace, divine health, lay on hands, remove disease (3/ week); SV Fort +11, Ref +4, Will +7; AL LG; Str 18, Dex 11, Con 16, Int 10, Wis 17, Cha 17.

Skills: Concentration +16, Diplomacy +13, Hide +0, Listen +3, Move Silently +0, Profession +13, Ride +15, Spot +3.

Feats: Craft Magical Arms and Armor, Empower Spell, Leadership, Power Attack, Quicken Spell, Still Spell, Toughness, Weapon Focus (warhammer).

Possessions: Full plate +3, large steel shield, amulet of ghost armor.



The wizard *Skalus* (see Chapter 7) uses the citadel's fourth floor as a workshop, where he brews potions and creates magical items for the garrison. While he spends much of his time here, his output of items has declined lately. Reports have surfaced that the wizard is drinking or partaking of other exotic intoxicants, and much of his workshop time is spent in a foggy, mental haze. If true, the magical items and potions he produces may not work or, worse, may malfunction disastrously.

Master ranger *Joharus Kend* (see Chapter 7) is the sub-commander of the Vigil in Mithril and the official leader of Harbor City's vigilants. He lives in a small, spartan suite on the citadel's fifth floor. Skilled, experienced and almost beatifically good-hearted, Kend is unfailingly loyal to his commander, *Lemses Behjur* (see Chapter 7). Promoted to this position after several successful campaigns against the proud and the orcs of Lede, Kend now sees Mithril as a shining ray of light in a region beset by darkness, and he will gladly sacrifice himself in the city's defense. Some complain that he has turned a blind eye to *Skalus*' dereliction of duty, but no one is sure why this normally efficient and demanding commander is so blind to incompetence.

Though garrisoned at Titanslayer Citadel, Kend and the vigilants are not the citadel's primary defense force. More often, they use Mithril's navy to drop patrols along the Blood Sea coast or on outlying islands so that they can more easily traverse and patrol the coastal regions around Mithril, scouting for titanspawn's presence.

10. Wine Merchant

A sign with bright brass grapes and twisting vines reads "Fine Wines and Spirits." Inside, proprietor *Belegaus Thassim* (*hum male com5*, NG) endeavors to keep things pleasant, warm, and friendly. He can afford to! The cheapest bottle of wine in his shop, a domestic gold made from grapes grown in a vineyard near Mithril, fetches a hefty 25 gp, while more expensive items such as Veshian violet and Darakeene bloodwine can run as high as 1,000 gp for a single bottle. Thassim's prize possession, however, is a dusty, nondescript container that he claims dates from before the Titanswar — a distillation by one of the finest winemakers in the ancient lands. How it survived the cataclysms that shattered Scarn is anyone's guess, but Thassim swears it was handed down to him from his great-great grandfather, a pre-war wineseller and merchant. Thassim demands 100,000 gp for a single bottle, but says that even if offered such a princely sum, he might not relinquish it. So far, few believe his claims, and of those who do, none has squandered his hard-earned gold on such an uncertain prize. The paladins, particularly Barconius, are openly contemptuous of Thassim and his crass materialism, but no one has prohibited him from selling the wine.

11. Pier

The piers of the eastern harbor are kept in good repair; their planks and pilings are regularly tarred or replaced. Activity invariably swarms the piers — merchants, cargo haulers, fishermen, dockworkers, sailors and more, moving to and from the many vessels that



dock here. Everything from small fishing boats to massive trade galleons can be found secured here, hailing from every imaginable nation.

Recently, several area residents — mostly vagrants, drunkards, prostitutes and those who have reason to visit the waterfront at night — claim to have seen strange figures clambering up onto the piers at night — hunched, gangly figures with fishlike heads and deadly looking claws. Listeners dismiss the reports as drunken ravings and authorities hurriedly suppress the rumors, but the tales persist, often accompanied by reports of strange murders or kidnappings. Wanting to keep the entire affair secret, paladins contemplate hiring freelancers to investigate the rumors and, if necessary, eliminate the creatures.

12. *The Ghost Maid*

A frequent visitor to Mithril, the Maid is crewed almost entirely by forsaken elves. More isolated from their communities and heritage than most forsaken elves, the Maid's crew lives for the sea, shipping cargo between Mithril and the ports of the Blood Sea for ridiculously low prices, taking only sufficient profit to keep themselves alive and their ship in good repair.

Though most believe that *Ghost Maid* is merely the ship's name, few know that it is also the name of the vessel's figurehead, which is carved in the shape of a willowy, pale-skinned, sad-eyed elf woman in diaphanous garments. This latter Ghost Maid is enchanted and capable of speech, sometimes conversing with crewmen about arcane or philosophical subjects, other times warning of storms or potential enemies. Captain Khemaitas and the crew do not speak of the Maid's abilities, for fear someone might want to steal her, but all consider her a friendly member of the crew. None can say who she is or why she speaks, but she is their shipmate nonetheless.

Captain Ith'laen Khemaitas (see Chapter 7), a pragmatist, obeys the strict laws of Mithril and maintains good relations with city officials despite his chaotic and somewhat amoral nature.

He knows that trade is his people's lifeline and that violation of Mithril's laws will result in arrest or, worse, exile. His crew is therefore under strict order to behave while in port — or at least misbehave in a fashion that the humans can accept and understand. Kidnapping human children is, of course, forbidden, as is the open worship of their slain and nameless demi-god. All the same, where the crew of the *Ghost Maid* goes, trouble inevitably follows. Many among the crew have checkedered pasts, leading to occasional careful scrutiny by the authorities. So far, Khemaitas has kept his crew safe from Corean's justice and maintains a low profile, staying as far away from the authorities as possible.

Tales have reached Khemaitas and his crew of a fanatical sect of humans new to Mithril that intends to seek out and capture forsaken elves, hoping to obtain information on kidnapped humans and stolen children. No one has yet confirmed these rumors, which suggest that the humans ruthlessly torturing their captives, but Khemaitas has cautioned his crew to remain on alert nonetheless.

13. Customs House

Derigesh and his officials maintain tight control over what enters and leaves Mithril, and the Customs House represents the nerve center of that operation. Customs inspectors search every incoming and outgoing ship — no one can unload cargo or depart Mithril without their approval. Each ship must submit an extensive manifest detailing its cargo, which must be approved with the Mithril Harbormaster's official seal. In typical lawful fashion, the customs officials, under the leadership of harbormaster *Thael Madran* (*hum male exp11, LN*), have cataloged every shipment that has entered and departed Mithril for the past century. Of course, this activity has generated a massive amount of paperwork, and many chambers of this sprawling structure contain nothing but reams and reams of parchment. Some younger officials have suggested revising and destroying records older than 40 years, but Madran and his more conservative bureaucrats bitterly oppose this "revisionism."

The building's north wing, referred to as the Counting House, contains the offices of accountants, scribes, clerks and other functionaries. Its small rooms usually house multiple occupants. Employees try to keep the place relatively free of papers, because there's so little room, and a steady parade of assistants ferry records to and from the wing. In the central main hall, inspectors and their superiors occupy dozens of cramped offices, often alongside piles of unfiled manifests and other documents. Paladins and clerics of Corean regularly cast fireproofing spells to prevent mishaps, but should a fire ever start here and evade immediate control, it would be disastrous for Mithril.

Once used as office space like the north wing, the south wing was converted to storage and is now crammed with papers, books, files, documents, manifests,

correspondence and similar oddments. Like the central hall, fireproofing spells are cast regularly, and ratcatchers hired from Shacktown keep vermin populations down. Recently, a pair of ratcatchers sent into the south wing's document labyrinth has not returned, causing considerable alarm. Some accountants claim to have seen rats of unnatural size and glimpsed a ratlike creature walking upright, but Madran and his bureaucrats have dismissed such tales as fantasy and issued stern warnings against drinking on the job.

14. Contraband

This warehouse contains items seized by customs inspectors as contraband — ranging from undeclared mundane cargoes to weapons, drugs, liquor and magical items. Dangerous or illegal items are cataloged then destroyed, while mundane and legal items are auctioned off to known legitimate merchants. Break-ins are common: thieves trying to steal the rare items in storage or smugglers attempting to retrieve their goods. So paladins, clerics and mercenaries guard the warehouse, a large force under the command of veteran *Sharia Jescal* (*hum fem pal7, LG*). When the warehouse holds a large or valuable cargo, Jescal may hire outside contractors to augment her staff.

15. The Monitor's House

The blood of the titan Kadum stains the waters around Mithril, but fortunately for Mithril's inhabitants, Kadum's taint is relatively weak here. Unlike the Bay of Tears' foul water, far to the south, Mithril's sea yields a bounty of fish, crabs, lobsters, squid, octopi, shellfish and more, and most of these can be consumed without fear. However, Kadum's blood can still cause problems: fish from distant parts of the ocean may carry high concentrations of the poisonous substance, and sailors who spend too much time at sea may develop a range of deadly illnesses or, worse, murderous dementia. In addition, the blood can sometimes mutate ordinary sea creatures, changing them into horrific monstrosities that crawl ashore to kill and destroy.

This facility houses one of Mithril's most important organizations: the Monitors, a group answerable to Barconius and his senior paladins. Though well-paid civil servants, the Monitors are commanded by the paladin *Hyras Urae* (*hum male pal8/Mkt2, LG*). Urae, who is stern, businesslike and absolutely incorruptible, demands these same qualities from his employees. Slacking, lateness and inattentiveness meet with instant dismissal, while any inspectors caught taking bribes or engaging in similar lawlessness receive prison terms, exile or worse.

Everything entering Mithril from the Blood Sea must be inspected: a fisherman's catch or a haul of crabs, oysters or abalone — any product of the sea. Fishermen and others who dwell in Mithril must submit to an examination once each month, and their boats must be regularly inspected and blessed by Corean priests.

Incoming ship's crews must likewise be examined for signs of taint. Monitors have complete access to any vessel docked at Mithril and often work in concert with customs inspectors.

Despite Urae's strictness, the Monitor system is far from perfect. Some Stormside Monitors have been known to accept bribes to overlook certain catches or to skim a little from the cargoes they pass as "clean." Urae remains unaware of these transgressions, stubbornly believing and insisting that all his employees are incorruptible. If any contaminated fish have slipped through on Stormside, their effects have yet to appear. As corruption and laxity spread, disaster seems inevitable.

16. The House of the Sea Queen

Games of chance are forbidden in Temple City, but in Pirate Town such conduct is tolerated, mostly because it cannot really be expunged. The House of the Sea Queen, Mithril's best-known gambling den, decorated in sea motifs and images of the great Mithril Golem, is a source of constant irritation to Corean's priests. Minas Sixtos (*hum male exp6, N*) claims that his house is the most honest and generous in all of Mithril, but many who have lost fortunes there disagree.

The House serves as more than just a gaming house; it provides food and alcohol at reduced rates to seduce patrons to gamble more and features (as Sixtos claims, at any rate) the most beautiful performers in Mithril. Both male and female dancers, jugglers, tumblers and courtesans entertain patrons here and, as with food and drink, charge exceptionally low rates for private entertainment in exchange for a cut of each day's gaming profits. Rooms are available for brief assignations of up to an hour for 2 sp; for longer stays, 2 gp per night. Meals, a mere 3 sp, are of high quality. Guests who do not wager are not encouraged to stay and partake of these inexpensive hospitalities.

17. Mariners' Guild

The fish-and-anchor sigil of the guild is carved into the front wall of this sturdy, plain-looking structure. The guild expects every active mariner in Mithril to register and obtain a small metal medallion, emblazoned with the guild's sigil, to signify his membership. Some mariners forgo the medallion and instead receive an official guild tattoo. The system is sloppy, of course; many unscrupulous sailors carry counterfeit medallions or wear forged tattoos.

The current guildmaster *Theus Garshai* (*hum male exp12, LN*) is a retired sea captain determined to clean up the guild and track down imposters. Authorities, sympathetic to his plans, arrest anyone with forged medallions or false credentials and take them to the House of Justice for judgment. Guild membership offers several privileges, including a grievance council, where sailors can complain about excessively cruel treatment, and a standard wage (currently fixed at 2 sp per day for common sailors and more for officers and specialists such as fishermen, navigators, bosuns, etc.).

18. Supplies

Divan Horvas (*hum male com5, NG*) and his wife Floria (*hum fem com4, NG*) sell dried fish, fruit, bread and fresh water by the box, bag or barrel. They do a brisk business with Mithril's mariners and, to a lesser extent, caravan masters. Horvas also sells empty containers at decent rates.

Several captains have recently claimed that the quality of the Horvas' supplies is declining, and some accuse the Horvas' of poisoning their crews with shoddy or spoiled goods. The Horvas have traced the tainted supplies to contacts in Mullis Town and believe that the items are being contaminated on the overland route to Mithril. Currently, the Horvas are shopping for freelance adventurers to safeguard the supplies and if possible discover the saboteur's identity and purpose.

19. The Silver Couch

Mithril's most exclusive bordello, the Couch remains open at Barconius and his fellow paladins' whim, who collectively disapprove of its existence but know that there will be trouble if the place is ever shut down. With the Couch open, officials have a place to look and make sure that nothing excessively illegal or immoral takes place. The proprietress, a curvaceous, pale-skinned, black-haired beauty named *Lady Raela* (*hum fem rog12, CG*), is a sharp businesswoman who makes sure that her customers never have cause to complain. A relatively kind employer who seems to enjoy her work, Raela makes sure that all of her employees are well compensated for their labors.

The Couch features special themes for each day of the week. Corday features performers dressed as warriors, knights and maidens. On Madraday, the decor resembles a tropical forest, and dancers dress like exotic birds, especially peacocks. On Taniday, the Couch resembles a deep forest, and employees dress in wild animal costumes. Hedraday sees stern gray walls and plain food, and performers dress in somber robes (Hedraday is not the Couch's favorite day). Wildday is, unsurprisingly, chaotic, featuring wild decorations and bizarre, colorful costumes (Wildday, logically, is the Couch's busiest day). Charday is a day marked by dark decor, black costumes and masks depicting evil, armored warriors or stern witch-queens. On Belsaday, the dark decor persists, with images of moons and stars on the walls and ceilings; dancers wear torn, revealing costumes and paint their faces like demons and beasts. The sheer unmitigated evil of Vangal is too extreme for the management, so the decor on Vanday is usually potluck, with costumes and decorations from the rest of the week thrown together in random designs.

Intricately carved images of sylphs, mermaids and exotic sea creatures decorate the doors. A pair of oversized statues in the form of two beautiful nude women flank the doors, which are normally thrown open, inviting passersby to enter. This welcoming effect is illusory, as anyone who approaches will encounter the doorman — a thin, inoffensive man named *Ritaes* (*hum male com6*,



N) — who will charge 10 gp admission per person. Anyone who refuses to pay is firmly asked to leave; anyone who refuses to leave or who attempts to enter triggers the two statues, which are actually cunningly crafted copper golems. Intruders are rarely killed; instead, they are roughed up by the automata and thrown unceremoniously into the street.

Inside, the main dining hall features large tables, comfortable chairs, private booths and a large stage where the evening's performers entertain diners. The exact layout, appearance and entertainment content depend on the night's theme, but attractive dancers of both sexes who remove most or all of their clothing are almost always on the venue. Food is expensive, a basic meal costing 10 gp, along with wine that ranges from 1 gp to 30 gp per glass or up to 200 gp per bottle. More elaborate meals cost even more, with prices easily exceeding 500gp per person. Raela's waitstaff is invariably efficient, courteous and attractive and available for private events as well as personal "entertainment."

Adjoining the dining hall, the salon is dimly lit, and the air is usually filled with the scent of incense and inhaled narcotics. Couches, cushions and comfortable chairs are spread about the room in no particular order. Drinks are served, and quiet conversation is the norm. Lady Raela strives to protect her customers' privacy, so spellcasting is strictly forbidden, and her mercenary guards turn the other way unless violence or arguments break out. The salon is a popular spot for romantic assignations, secret meetings or simple relaxation. Each hour, Raela displays the evening's employees, courtesans

of both sexes and several different races, and customers take their pick, escorting their new companions to private chambers upstairs.

Lodging in private chambers ranges from 1 sp per night for a cramped "sleeping room" (where little if any sleeping actually takes place) to 25 gp per night for luxurious suites with elaborate bedrooms, small dining rooms and private baths with spacious marble tubs. The centerpiece of the house, however, is the luxurious chamber known as the Royal Lounge. Equipped with long couches, comfortable leather chairs, rich tapestries on floors and walls, tall shelves packed with books and four adjoining bedchambers with private baths, Raela reserves the lounge for special guests. Renting this hall costs a whopping 500 gp per night, but Raela sometimes allows particularly wealthy or influential customers to entertain here for free.

20. Sailor's Inn

A large, weathered structure, this building has been home to visiting sailors for over a century. The sign over the door portrays the Mithril Golem calming the seas and directing a ship safely into port; most mariners believe that a stay at the inn brings good luck, and the place is almost always fully booked.

Innkeeper *Idina Hezarrab* (*hum fem com5, NG*), over 50 years old, has worked here most of her life. She serves fish stew each night in the common room for a copper per bowl, bread and cheese for free. A roaring fire warms the room during the winter, and sailors from across the Blood Sea gather here to sing, drink and share stories.

Room sizes and costs vary. Common dormitories hold up to a dozen sailors and run 1 cp per night. Shared rooms with twin beds run 1 sp. Cramped private rooms cost 5 sp, while larger rooms run 1 gp. However, the luxurious captain's cabin — a suite of three rooms with a large bed, full table and two meals a day delivered by the staff — costs 10 gp per night.

Nightmares and illness have troubled Hezarrab's guests of late, leading her to suspect that she is the victim of an inn-wight. She has, accordingly, started distributing bags of salt to guests ("a precaution," she tells them) and has discretely inquired into professional spirit-hunters to find the creature and rid her of it.

Copper Golem: CR 6; SZ Large (Tall) Construct; HD12d12+6 0; hp 138; Init-1 (Dex); Spd 20 ft; AC 20 (-1 size, -1 Dex, +12 natural); Atk +17 melee (2d10+6 fist); SA Electrical conduction; SQ Construct, DR 20/+1, SR 24; AL N; SV Fort +13, Ref +3, Will +4; Str 23, Dex 8, Con 20, Int -, Wis 10, Cha 1.

Skills: Hide +4, Spot +5.

Feats: None.

SA — *Electrical conduction (Ex):* Electrical attacks heal one point of damage to the golem for every four points inflicted. Once the golem has recovered its maximum hit points, it stores electrical energy and discharges it on opponents when it strikes, discharging up to 10 points of stored electrical damage with each blow in addition to its normal crushing damage. The golem can store no more than half its maximum hit points in this fashion, and any energy not discharged within 10 minutes dissipates without effect.

SQ — *Construct:* Immune to critical hits, subdual damage, death from massive damage, poisons, diseases, blinding, deafness, drowning and spells or attacks that affect respiration or living physiology. Cannot be stunned. Unaffected by attacks of a mind-altering nature or by spells based on healing/harming. Fire and acid attacks inflict half normal damage.

21. The Demon Whale

A former warehouse converted to a tavern/sailors' rooming house, this structure also serves as the unofficial headquarters of the Reapers, Mithril's leading underground criminal organization. The Reaper's boss, *Shatannius Modriam*, lives in a Temple City mansion but spends considerable time here in a suite of pleasant, well-guarded rooms maintained for his use. Normally, he holds court daily, with Reaper officers visiting him to deliver reports, request assistance and receive instructions.

Named for a legendary sea monster (whose bones currently grace the Museum of the Blood Sea at location 26), the Whale provides rooms at reasonable rates (4 sp per night for common lodging) and serves decent fare at 2 sp per meal. Each Wildday, entertainment is provided, usually dancers from the Silver Couch and other, similar establishments. Also on Wildday, ale and wine are discounted, leading to rowdy behavior — loud arguments, fights and even pitched battles between the crews of rival vessels. This uproar, overseen by innkeeper *lum Fazdriam* (*hum male rog8, CE*), actually serves the Reapers well: the authorities focus their attention on the violent and disruptive behavior of the tavern's patrons, rather than the more nefarious activities transpiring within. Fazdriam acts the incompetent barkeep well, but in reality is one of Modriam's most trusted lieutenants, managing much of the vice and crime along the West Docks.

Shatannius Modriam

Cunning and intelligent with a knack for survival, Modriam runs the Reapers with an iron hand. Dark-haired and green-eyed, with a lantern jaw and oversized nose, he is not a handsome man, but the force of his personality more than compensates for his aesthetic deficiencies. He expects obedience and honesty from his subordinates, and any Reapers who skim a few gold from their weekly take will find themselves bloated and pale, washed up beside an Eastside dock, should their transgressions come to light. Two keffiz named Render and Ripper serve Modriam — gifts from his patron, a priest of Chardun. Their diet consists of unfaithful minions and other unfortunates, thrown into their kennels beneath Modriam's mansion.

Shatannius Modriam, Boss of the Reapers, Male Human, Rog10: CR 9; SZ Medium Humanoid (5 ft, 0 in. tall); HD 10d6; hp 28; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft.; AC 13 (+3 Dex); Attack +8/+3 melee (scimitar 1d8+1), or +10/+5 ranged (shortbow 1d6); SA Crippling strike, sneak attack +5d6; SD Evasion, uncanny dodge; SV Fort +3, Ref +10, Will +5; AL LE; Str 12, Dex 17/20 (+3/+5 *gloves of dexterity*), Con 10, Int 13, Wis 14, Cha 14 (+2).

Skills: Appraise +10, Forgery +14, Hide +14, Intimidate +14, Intuit Direction +11, Jump +16, Listen +4, Move Silently +18, Profession +13, Read Lips +13, Spot +4, Tumble +16, Use Magic Device +10, Use Rope +15.

Feats: Alertness, Combat Reflexes, Dodge, Improved Initiative, Quick Draw.

Possessions: Mask of the skull, gloves of dexterity +3.

22. The Vigilant

Mithril maintains a small fleet of fast, maneuverable military vessels to chase down pirates, harass attackers and patrol the sea-lanes. The *Vigilant* is typical of such ships: a fast, three-masted, fore-and-aft-rigged schooner, equipped with two light ballistae and two light catapults. Normally boasting a crew of 15, the *Vigilant* can also carry a contingent of a dozen marines and often goes to sea with an elemental wizard or sea witch on board. Designed to outmaneuver rather than outfight opponents, the *Vigilant* is fast and nimble, with propulsion augmented by its onboard spellcaster. The ballistae are equipped with a wide range of magical missiles, including anti-shipping and explosive bolts.

Captain LARUS Rhaemer (hum male ftr10, LG), a no-nonsense officer who performs his duties with maximum efficiency and minimum instruction, commands the *Vigilant*. Rhaemer is popular with city officials, who point to his recent victories over the Toe Island corsairs and the *Vigilant's* successful run-in with a Blood Sea-born dire shark that had been preying on Mithril's merchant fleet. But some officials question his methods and wonder whether he pushes his crew too far. He and his crew are famous now, due to the Coreanic Troupe's latest play, *Captain Rhaemer and the Demon Shark* — an expensive and highly romanticized reenactment of the *Vigilant's* battle with the beast.

23. House Bloodhawk

An up-and-coming trade concern, House Bloodhawk's banner, a crimson hawk silhouette against a silver background, has become more and more common in and around Mithril. Though House Asuras continues to be the most influential trading group in the region, nearly a quarter of all caravans between Mithril and Mullis Town now travel under the Bloodhawk banner, and House Asuras has begun to notice its young and aggressive rival.

House Bloodhawk's headquarters in Mithril is a comfortable sandstone building surrounded by lush greenery. Stealthy Darakeene assassins, who specialize in not being seen, guard the structure. Inside, *Neuth Haila*, master of House Bloodhawk, spends most of his time consulting with his associates and planning trade ventures. His wife Dykara and three children also live here, but due to his fears about House Asuras, they are forbidden to leave the compound without a substantial escort. Haila himself has fewer qualms and has been known to sneak out late at night with few or no escorts. Some claim he has a mistress somewhere in Temple City; others think he spends most of his time at the Silver Couch. Either way an enemy might exploit such a weakness.

Neuth Haila

An experienced merchant, Haila is well versed in the intrigue and double-dealing that accompanies trade. That he has survived competition from House Asuras and the other major trade factions proves his skill and intelligence. Unassuming in appearance, he has sandy hair and small dark eyes. He doesn't talk much, but when he does he expects immediate action.

Conflict with House Asuras takes up much of Haila's time. Determined to obtain as much information about his rivals as possible, he has sent agents to follow the disreputable Viando Asuras, hoping to persuade him to part with secrets in exchange for gold, women or liquor. So far, Viando's conscience prevails, but as Viando's fortunes decline, Haila hopes the Asuras will crack.

Neuth Haila, Leader and Founder of House Bloodhawk, Male Human, Expl3: CR 10; SZ Medium Humanoid (5 ft., 6 in. tall); HD 13d6+39; hp 81; Init +8 (+4 Dex, +4 Improved Initiative); Spd 30 ft.; AC 21 (+4 Dex, +3 leather armor, +3 *amulet*); Attack +10/+5 melee (longsword 1d8+6), or +13/+8 ranged; SV Fort +7, Ref +10, Will +11; AL LN; Str 12, Dex 19, Con 16, Int 16, Wis 16, Cha 16 (+3).

Skills: Bluff +19, Forgery +18, Gather Information +4, Heal +4, Hide +4, Intimidate +21, Intuit Direction +18, Knowledge +19, Listen +3, Move Silently +4, Perform +19, Profession +19, Ride +6, Sense Motive +4, Spot +8, Swim +8.5, Tumble +21.

Feats: Ambidexterity, Combat Reflexes, Improved Initiative, Lightning Reflexes, Skill Focus (swim), Skill Focus (intimidate).

Possessions: +5 longsword, amulet of natural armor +3.

24. Shrine of the Lost

As a major maritime city, Mithril has suffered its share of tragedies. In addition to the Blood Sea's unpredictable nature, the corsairs and unnatural hazards make passage to Mithril even more deadly. Officially dedicated to the nature goddess Denev, this shrine lists the names of all mariners who have perished on the way to or from Mithril, each painstakingly carved in black marble by the three priest/craftsmen who live here. The inscriptions list a sailor's name, his vessel, the date of his death and the cause, if known. As many ships do not carry complete crew lists or crewmen choose anonymity, many inscriptions simply list an "unknown mariner." There are thousands upon thousands of names here, and the inner walls of the shrine are almost two-thirds full.

Many tales speak of a mysterious black-clad figure who visits the shrine at night, leaving behind a single red rose. Attempts to intercept and identify the cloaked



figure have been unsuccessful, as the figure has an almost supernatural ability to avoid pursuers and slip into the shrine unseen. Curious but concerned that the figure might be a restless spirit or ghost seeking solace, the druidess Nyaella (see location 35A) is investigating the matter, hoping to learn the figure's true nature and origin and, if possible, help end its wandering.

25. Warehouse

House Asuras owns this warehouse and rents space to other trade houses. Currently, only House Bloodhawk is forbidden from renting space here, but it does so through proxies — other trading houses or entirely fictional concerns. The well-guarded warehouse is often used to store particularly valuable cargoes. Should Asuras learn that its chief rival is using the warehouse, Khelarian Asuras might hire outsiders to break in and sabotage Bloodhawk's goods.

26. Museum of the Blood Sea

Nadia Tredi (hum fem exp9, LG) is the proprietress of this sprawling structure, supervising two dozen assistants who carefully catalog, maintain and guard the museum's many exhibits and possessions. Founded nearly 80 years ago, the museum contains a wide range of artifacts, images, models and displays about the Blood Sea and its environs. Chief among its possessions is the full skeleton of a legendary fiendish whale (aka the "Demon Whale") that ravaged shipping 30 years ago. The Demon Whale was finally slain by Mithril's fleet, aided by an infamous pirate captain known only as the Crimson Sword. The

skeleton, mounted along the roof ridge of the main hall, measures nearly 100 feet in length.

Other museum displays include the following: models of various seagoing vessels; artifacts such as pottery, weapons and art from the vanished empire that once occupied the region; famous mariners' uniforms; the journals and memoirs of seafarers, from captains to common sailors; and a magically preserved dire shark corpse that washed up near Mithril eight years ago. A small aquarium wing contains examples of local fish species.

Museum admission is free, though Tredi and her staff request a small donation if patrons can afford it. The museum receives a small stipend from Corean's church in order to preserve records of the city's past and the natural history of the Blood Sea. Though small, the stipend helps keep the museum open and free.

Though funds remain scarce, the museum frequently sponsors research in the area and tries to pay a living wage to those adventurers or explorers who wish to expand the institution's fund of knowledge. Expeditions to investigate the Plains of Lede, the Kelder Mountains or the Blood Sea and its environs are encouraged, and adventurers may usually keep anything they find that is not of immediate scientific or scholarly significance. Tredi maintains a list of many mysteries and unexplained phenomena that she would like to have investigated, and those adventurers in search of a real challenge are welcome to discuss their plans.

27. Fish Market

Great baskets of silver fish lay scattered around this structure where Mithril's citizens gather each day. Owner *Faenalia Sharikan* (*hum fem com3, NG*) buys directly from the fisherfolk each morning and offers their catch for sale throughout the day. As the fish grows rank, Sharikan's prices drop; by nightfall she and her helpers pass her unsold stock to the city for 1 cp per 10 pounds. Mithril ships the spoiled fish to outlying farms for use as fertilizer.

Though all fish catches are supposed to be officially inspected and cleared, a Monitor visits the market each morning before Sharikan opens for business to make absolutely certain that the fish is completely clean. As a major fish supplier in this part of the city, Sharikan's market is vital; should an outside agent contaminate the fish with Kadum's blood or other poisonous agent, a citywide epidemic could result.

28. Rare Books

Chel Azatan (*hum male exp9, CN*), a Calastian expatriate, keeps this small shop crammed with books of all descriptions. Visitors find histories, novels, plays, instructional manuals and more here, jumbled together in no particular order. Every wall boasts floor-to-ceiling shelves, filled to overflowing. Books are stacked in tottering piles on tables, on the stairs, on the floor and in the single bedroom. Azatan lives alone with nine cats, each named for one of the gods with a temperament to match. Azatan does not speak much of his life before Mithril, but rumor has it that he was driven from his homeland for unpopular political views.

Azatan loves all his books like children and only reluctantly parts with them. He will sell them, however, and asks at least 1 gp per volume. Particularly old works, such as Jelaman's *Histories of the Titans and Their Foul Deeds*, carry prices of 500 gp or more. Though his house more resembles a chaotic mass of books piled without order or reason, Azatan knows the title of every volume and its exact location. He also knows many of them by heart and is a valuable source of information on a wide range of subjects. Azatan dearly loves to chat and serves his guests tea and bread while expounding on every topic under the sun. Not everyone is fond of Azatan's eccentricities; many consider him a lunatic, but a few understand his love of knowledge and utilize his skills at research when investigating mysteries in and around Mithril.

If a visitor wins Azatan's trust, he confides a disturbing experience. Recently, a dark-haired man with a disturbing manner approached him, offering a large sum for one of his books: an ancient tome written entirely in an unknown and, to Azatan, undecipherable language. Something about the man disturbed Azatan deeply, and he refused to sell the book. The man then offered more and, when Azatan again refused, grew angry. Fearful that the man was a Penumbra Pentagon agent or representative of

another dangerous group, Azatan seeks both protection and information about the book and its strange writing.

29. House Asuras

Ghelspad's most powerful trading house values Mithril enormously and maintains a substantial presence here. Determined to maintain the appearance of lawfulness, economy and humility after its exile a century ago, House Asuras chooses to make its home among the common folk in the lower city, rather than on the heights above. This move impressed the paladins and clerics, many of whom openly agree that House Asuras has learned its lesson and that its constituents have become model citizens.

This sizeable mansion serves as the household's central headquarters and as residence to its three major representatives: the experienced *Khelarian* Asuras (see Chapter 7), son of house patriarch Telos Asuras; the cunning *Telinya Asuras* (see Chapter 7), daughter of Telos' sister, Nymia; and the disreputable *Viando* Asuras (see Chapter 7), son of Telos' brother Khasis. Numerous minor relatives and functionaries also live and work here, maintaining the Asuras' extensive interests, guarded by high-paid mercenary guards of the Crimson Legion. The manse is the site of frequent lavish entertainments at which the wealthy and powerful of Mithril gather at House Asuras' expense. In recognition of Corean and the faith of the city's founders, Khelarian allows the mansion grounds and facilities to be used for religious ceremonies and sacred holiday services.

Other trading houses, particularly the upstart House Bloodhawk, would pay dearly for information on the Asuras and often troll the waterfront bars and lower-class sections of Mithril, hiring operatives to break into the manse and steal paperwork, ledgers or anything else of value. So far, these schemes have enjoyed little success. Embarrassingly, a small band of hired burglars was once caught during an official banquet for High Priest Emili Derigesh.

30. Warehouse

Ostensibly one of many warehouses maintained by a mercantile organization in Mithril, this structure is instead owned by one Halano Mithrol. Mithrol, it turns out, is a resident of Shacktown and enjoys a reputation for consuming enormous quantities of inexpensive liquor. While "his" warehouse is rented to merchants and usually holds cargo, it really functions as the secret headquarters of the Nighthounds — one of the most violent and dangerous criminal groups in Mithril.

While the main floor of the warehouse is as it should be, the top floor — well hidden behind secret doors, stairways and traps — contains the luxurious living quarters of houndmistress *Thebwyn Karametis* (see Chapter 7), current leader of the Nighthounds. The upper floors also conceal a large meeting room, storage, guestrooms and small chambers used to hide contraband and suspects on the run from the authorities. The Hounds gather to

drink and carouse in a series of chambers below ground. The houndmistress' favorite place, the fighting pit, is also situated below ground; there she watches combatants battle to the death and sometimes enters the fray herself to punish faithless subordinates.

31. Caravansary

The West Gate is the major departure point of caravans bound for Mullis Town. The Mithril Caravansary, a sprawling structure, contains facilities for incoming and outgoing caravans — stables, dormitories, storage space, baths and a hiring hall for caravan guards. It also houses a crack team of customs inspectors who inspect and approve all goods entering or leaving the city. As with ships, caravans must provide detailed manifests, listing all cargoes. Spot inspections keep caravan masters honest, and heavy fines or imprisonment await those merchants whose manifests do not match their actual goods.

Many different trading houses utilize the facilities here; city officials insist that they be shared equally, with no favoritism toward any merchant. This policy naturally does not sit well with rival Houses Asuras and Bloodhawk, and tension between the two Houses mounts. Once, the Houses prepared simultaneous departures of large caravans bound for Mullis Town, a "coincidence" that instigated several brawls and attempts at sabotage. Overwhelmed, authorities now hire freelance adventurers to bolster security and keep the two groups separate — at least as long as they are in Mithril.

32. West Gate

This massive structure is the main portal into and out of Mithril. Heavily fortified and garrisoned, the West Gate can hold off a massive force should the city come under attack. The garrison normally consists of 50 mercenaries, Behjurian vigilants and low-ranking paladins, who can be reinforced by another 100. The twin towers are equipped with heavy ballistae and iron cauldrons for boiling water, oil or hot sand. Gate commander Otharia Mastrianus knows that her forces are Mithril's first line of defense and demands constant vigilance from the garrison.

The main gates, three feet thick, are built of interlocked layers of hardwood and bound with black iron. Normally left open, the gate is manned by a dozen fighters who monitor all traffic into and out of the city. The West Gate is busy day and night, with caravans and travelers moving continuously in both directions.

33. Public Square

A statue of Corean the Avenger stands in the center of this flagstoned open space, where common Mithril citizens gather each day. The square primarily functions as a market and meeting place, and even in the storm-ravaged winter months, a few hardy souls, wrapped in cloaks against the fierce winds, can be seen walking, conversing or even trading goods here.

In pleasant weather, the square is usually packed. Citizens sit and read, walk together, talk or stand in quiet contemplation of the heroic statue of Corean the Avenger. Peddlers and small-time merchants sell merchandise from carts, booths or blankets spread on the ground.

34. Pilots' Guild

Every ship entering Mithril Harbor must be guided by a member of this guild. The wood-and-stone building features decorative images of ships and heroically proportioned pilots guiding them safely to port. Artisans carved a stylized ship's wheel — the guild's insignia — into the stone lintel over the doors, and ship's wheel banners fly at each corner of the structure.

Sanctioned and supported by the Corean priesthood, the guild's pilots also serve as informants, inspecting vessels and reporting anything suspicious to the customs inspectors. The pilots charge a small fee, ranging from 5 sp for small vessels to 10 gp for large cargo ships. During the spring and summer, when the weather is good and breezes are favorable, dozens of ships are forced to anchor outside Mithril's seawalls while awaiting their pilots, who row out to meet them in small skiffs.

Applicants seek guild apprenticeship during the winter, when traffic is slow. During the cold months, applicants receive basic pilot training: the layout of Mithril's harbor, the different vessel types and their handling characteristics, well-known captains and trading houses and so on. In the spring and summer, apprentices accompany journeyman pilots on board ships to observe and assist. After two years, apprentices graduate to journeyman status and can pilot unsupervised. Journeymen are promoted to master status after 10 years' service and with the other masters' approval. The guildmaster serves for life and is chosen by secret ballot of all master pilots.

The current guildmaster *Unado Farsian (hum male exp10, LN)* is nearly 80 and considering retirement. As might be expected of such a prosperous guild, competition for his replacement is intense, with the various masters plotting against each other, paying bribes, looking for blackmail material, praising fellow masters to their faces while spreading rumors behind their backs and so on.

Several observers think that the candidates have actually gone mad, hiring rogues to shadow each other, sending operatives to steal incriminating evidence, having rivals beaten and the like. Word of these antics has reached Derigesh, who wants to stop the excesses without offending the powerful guild. To this end, he has called upon citizens and neutral parties to discourage the competition — guarding candidates' homes and persons, finding out who has been breaking the law in pursuit of the guildmaster's position and reporting on their excesses so that Derigesh can quietly dispense justice without disturbing the proceedings. Some masters object to this and use outright violence against those they see disrupting their campaigns.

Otharia Mastrianus

Mastrianus is a rarity in Mithril: a paladin with the inherent spellcasting abilities of a sorcerer. A valued asset, she commands one of the most important approaches to the city: the West Gate. Silver-haired and violet-eyed, she is one of the most striking of Mithril's paladins and almost always wears her shining, enchanted plate armor. Corean's compass rose of longswords graces her helm and breastplate, as well as the pommel of her sword, Titansbane.

Despite her devotion to the city and her god, Mastrianus maintains a discreet and, so far, chaste relationship with the ranger Maxar, an officer of the Behjurian Vigil. Both know that their romance cannot interfere with their important duties, but as time passes and their importance to one another grows, the lovers grow more conflicted. The Penumbra's agents have discovered the romance, and DarTan wonders if he can use this knowledge to his advantage.

Otharia Mastrianus, Commander of the West Gate, Female Human, Pal10/Sor5: CR 14; SZ Medium Humanoid (4ft., 9 in. tall); HD 10d10-20 + 5d4-10; hp 51; Init 0 (0 Dex); Spd 20 ft.; AC 26 (+ 13 armor, +3 shield); Attack +15/+10/+5 melee (falchion 2d4+3), or +11/+6/+1 ranged; SA Smite evil, turn undead; SQ Aura of courage, detect evil, divine grace, divine health, lay on hands, remove disease (3/week); SV Fort +6, Ref +5, Will +9; AL LG; Str 17, Dex 10, Con 11, Int 13, Wis 15, Cha 19.

Skills: Alchemy +7, Concentration +4, Craft +15, Diplomacy +17, Heal +8, Knowledge (arcana) +9, Listen +2, Profession +12, Ride +3, Scry +8, Speak Language +2, Spot +2, Wilderness Lore +5.

Feats: Combat Reflexes, Craft Wand, Empower Spell, Expertise, Extend Spell, Lightning Reflexes, Mounted Combat, Power Attack.

Possessions: *Ananya's Plate, targe steel shield +1.*

*Paladin Spells Per Day:*2/2.

Sorcerer Spells Known (6/3/2):

0 — detect magic, ghost sound, prestidigitation, ray of frost, read magic, resistance.

1st — charm person, comprehend languages, identify, spider climb.

2nd — bull's strength, ghoul touch.

Ananya's Plate: This is a suit of +5 full plate armor, but when worn by a multiclassed paladin/wizard or paladin/sorcerer, its chance of arcane spell failure drops to 10%. The heroine Ananya, who like Mastrianus was a paladin/sorceress, originally wore this armor.

35. God Street (aka the Sacred Path)

While Corean worship dominates Mithril, Scarn is a world where the gods are a very real and substantial aspect of daily life; as such, none can be totally ignored, even the wicked ones. The priests and paladins grudgingly acknowledge this condition and maintain this area, dedicated to deities both friendly and hostile to Corean's vision. The temples here are more modest versions of the magnificent structures maintained on the heights in Temple City. These temples are kept in good repair and are well attended to. However, paladins and Coreanic priests who patrol the region and keep the peace watch for worship of the gods of evil alignment. While the three evil gods are not represented on God Street, the priests have no choice but to acknowledge them and have dedicated three modest shrines to them in Temple City (see location 84).

A. Madriel

A white-painted, vine-covered iron fence surrounds the Angel of Mercy's house, the most beautiful temple on God Street. In spring and summer, the colorful blooms cover the vines, making the entire temple seem like a lush garden. Above the gate are twin, crossed spears, with a spray of enameled peacock feathers fixed at their juncture. Inside, the grounds are pleasant and green, maintained by the priestess *Uthiel Madriella* (see Chapter 7) and her two *acolytes* (*hum male clr2, NG*). Two sacred peacocks wander the grounds, occasionally startling passers-by with their ear-splitting shrieks. The white marble temple accommodates up to 20 worshipers and includes small but comfortable living quarters for Madriella and the two young acolytes. Services take place each Madraday, with solemn memorials on Divinity's Day.

Occasionally, a skyquill will land on the temple's roof, stay for a time then depart — a sign that Madriel continues to watch over her flock. Seeing one of these wondrous creatures is considered a great blessing by the worshipers of Madriel and other good-aligned gods.

The paladins and priests of Corean consider Madriel and her worshipers their key allies in the city, though they feel that the goddess' neutral alignment encourages some to treat the law with less seriousness than necessary. All the same, the priests, champions and worshipers of the two deities are strongly linked and will defend one another in times of crisis.

B. Tanil

Tanil's temple space is also green, but far more wild and unkempt than that of her sister Madriel. No manmade structure stands here; the main temple area consists of a dense patch of verdant growth surrounded by the intertwined branches of aspen and silverleaf trees. These branches part by themselves when the faithful approach, and the goddess' chaotic good followers worship her in their own ways, without formal clerical observation or fixed ceremony. High priest *Tandis* (see Chapter 7) oversees the temple's maintenance and periodically sends



acolytes to conduct services on holy days and to make sure that the place remains in good condition. Otherwise, worship of the goddess is left to her followers, who treat her temple with respect and love.

Tanil's worshipers, especially many of the vigilants stationed in Mithril, are welcome in city, though paladins and priests of Corean view their religion as wild, undisciplined and immature. The vigilants' aid in times of crisis is invaluable, however, and Corean's followers regard Tanil with an indulgent smile or patronizing chuckle. The Huntress' followers take all of this in stride

and have little concern for the good opinion of others. They are quick to defend others of good alignment, however; if Mithril is threatened, the goddess' faithful will come together as a powerful, if undisciplined, force.

C. Hedrada

A stern and dispassionate deity, Hedrada is highly respected in Mithril, though not near as popular as the good-aligned gods. No wall surrounds his temple: a single, unadorned box of dark stone, with the Lawgiver's sigil, the hammer, inscribed on its double doors. The priestess *Therra Steelheart* (*hum fem clr7, LN*) is a



powerful, grim, dark-eyed woman who wears her somber gray robes of office with quiet dignity. Both she and high priestess *Vanya Stonefist* (see Chapter 7) often serve as judges in especially difficult criminal cases or adjudicate civil disputes — duties that they discharge mercilessly and with absolute neutrality.

D. Denev

The status of the lone titan who took the gods' side in the Titanswar is more uncertain in Mithril than elsewhere. Derigesh and his priests consider the titan's neutral status troubling, yet know that she deserves respect and even, under the right conditions, worship. Attempting to keep everyone happy, the priests allowed construction of a small but elegant temple here, a building crafted of dark marble and surrounded by lush vegetation. This edifice is the only officially sanctioned place for worshipping Denev; she is unrepresented in Temple City. Few citizens of Mithril openly worship the Earth Mother, but many sailors, merchants and other visitors hold her sacred and attend regular services here. Perhaps a dozen Denevites can occupy the small temple at one time, under the guidance of druid *Nyaella* (see Chapter 7), who normally lives in a small apartment adjoining the temple. Though she reveres Denev, *Nyaella* attracts as little attention as possible, realizing that in worshipping a titan her status in Mithril is somewhat precarious.

Paladins and others who follow a lawful path are usually at a loss when dealing with the Trickster. His activities in the Titanswar, aiding one side then the other, made him unreliable in the extreme, but his capricious and dangerous nature proved instrumental in defeating several titans. Mithril's founders knew that a temple dedicated to Enkili was sure to cause trouble, but were equally certain that its absence would invite chaos. No official priest oversees this temple, though high priestess *Kallista Stormwind* (see Chapter 7) often spends her time here.

Enkili's "temple" more resembles a public park at which visitors are encouraged to add decorations in their own fashion. A few trees share the landscape with impromptu sculptures, comical topiary, random flower arrangements, miscellaneous and often bizarre offerings, discarded clothing and weapons, the remains of picnics and more. The only indication that the park is Enkili's sacred space is a statue of the god, bearing a great flail and grinning madly from his lightning-streaked mask.

Worship is whatever Enkili's followers want it to be, from quiet meditation to wild dancing, spouting of nonsensical gibberish, brawls or wild revelry in which participants drink and cavort, flinging off their clothing. The paladins generally sigh, shrug and privately wonder what they are expected to do with Enkili and his followers, while Corean's priests do their best to ignore the Trickster's existence and influence.

Skyquill: CR 6; SZ Medium-size fey; HD 10d6; hp 35; Init +10 (+6 Dex, +4 Improved Initiative); Spd 30, fly 100 ft; AC 16 (Dex); Atk +9/+9 melee (1d3 hand); SA Quills, spray colors; SQ Adhesive glands, cause fog, create cloud, create rain, darkvision (80 ft.), voice of the butterfly; AL NG; SV Fort +3, Ref +15, Will +8; Str 8, Dex 22, Con 10, Int 11, Wis 12, Cha 22.

Skills: Animal Empathy +13, Escape Artist +12, Move Silently +10.

Feats: Improved Initiative, Lightning Reflexes.

SA — *Quills (Su):* By flapping its wings and releasing its quills, the skyquill showers its opponent with a 15-foot cone of rainbow-colored needles. Targets must make a Reflex save (DC 16) or be struck by 1d3 random needles. *Red:* Target overcome with love for the nearest creature of the appropriate sex and similar (not identical) race/species for 2d4 minutes. *Orange:* Victim must make DC 15 Fortitude save or be overwhelmed by hunger for 2d4 minutes. *Yellow:* As orange, but victim is overcome by thirst. *Green:* Target must make DC 15 Will save or is overcome with curiosity about her surroundings for 3d6 minutes. *Blue:* Target must make DC 15 Will save or be overcome by feelings of peace and contentment for 2d4 rounds. *Violet:* Target must make DC 15 Will save or sleep for 2d4 hours.

SA — *Spray Colors (Sp):* The skyquill can shoot a 20-foot cone of rainbow colors. Anyone struck must make a DC 15 Fortitude save or be blinded for 1d8 rounds.

SQ — *Adhesive Glands (Ex):* The palms of the skyquill's hands and the bottoms of its feet exude an adhesive that allows it to cling to surfaces and hang upside-down.

SQ — *Cause Fog (Sp):* The skyquill can create a magical fog once per day that covers a 40-foot radius and obscures all forms of vision for 2d4 minutes.

SQ — *Create Cloud (Sp):* Skyquills can create 10 cubic feet of clouds per round.

SQ — *Create Rain (Su):* The skyquill can, in combination with its create cloud ability, generate gentle showers for 1d6 hours.

SQ — *Voice of the Butterfly (Ex):* Skyquills can speak with and understand butterflies.

and aging stagemaster *Leod Calagh*, the Troupe presents a wide range of productions: solemn religious processions and recreations of Coreanic legend like "The Defeat and Inglorious Death of the Titan Golthagga, Called the Shaper, by the Just and Mighty Hand of Great Corean"; heroic tales of past glory like "The Famed Exploits of Sir Grifos, Beloved of Corean and Implacable Foe of Vangal the Cursed"; tragic romances like "The Doomed Love of Chelea and Parbian"; and comedies like "The Pirate, the Wizard and the Orcish Courtesan." Currently, Calagh has written and produced a grand adventure play about the battle between the *Vigilant's* crew and a dire shark. He hopes that this will mark a turn in the Troupe's fortunes, but he's already deeply in debt and unlikely to earn it all back — even if the play is a hit.

Leod Calagh

Calagh is loud and bombastic and endlessly boasts that his next show will be his grandest and most successful. He lacks any refined business skills, though, and his Troupe remains in debt, despite the success of various shows. Despite Calagh's limited financial acumen, he is a masterful producer, overseeing the creation of marvelous sets, costumes and stage magic, which is perhaps the problem. These excessive production values cost the Troupe a great deal. Calagh will never compromise, insisting that every production be given his best personal attention.

Leod Calagh, Stagemaster of the Coreanic Troupe (formerly the Ghelspad Players), Male Human, Exp17: CR 12; SZ Medium Humanoid (5 ft., 1 in. tall); HD 17d6+34; hp 102; Init +5 (+5 Dex); Spd 30ft.; AC 15 (+5 Dex); Attack +13/+8/+3 melee (rapier 1d6+1), or +17/+12/+7 ranged; SV Fort +7, Ref +10, Will +14; AL CG; Str 12, Dex 20, Con 15, Int 13, Wis 14, Cha 12.

Skills: Bluff +10, Diplomacy +8, Disguise +19, Escape Artist +6, Forgery +15, Gather Information +9, Hide +5, Intimidate +5, Intuit Direction +20, Knowledge (history) +21, Knowledge (religion) +17, Listen +4, Move Silently +5, Profession (acting) +21, Ride +12, Speak Language +2, Spot +4, Swim +3, Tumble +6.

Feats: Alertness, Iron Will, Martial Weapon Proficiency (rapier), Toughness, Skill Focus (Profession/acting), Skill Focus (diplomacy).

36. The Champion's Playhouse

A knockabout theatrical troupe, the grandly named Ghelspad Players, found itself stranded in Mithril and nearly broke. Pooling their resources and changing their name to the Coreanic Troupe, they bought this ramshackle building and transformed it into their permanent home. Under the guidance of their irascible

As a rule, the Troupe's plays are well attended, especially those with lots of swordplay, blood and illicit romance. Derigesh and Barconius occasionally attend the more serious productions, particularly those of a religious nature. Despite this success, the theater remains in disrepair, and the actors forever grumble about their minimal pay. Calagh's limited business acumen leads him to spend far too much on props, sets, costumes and bad playwrights; to hire incompetent contractors; and to

otherwise mismanage the Troupe's funds. Still, Calagh is an outstanding director, and most of the actors remain begrudgingly loyal to him.

Plays are enacted on one of three stages: the Grand Stage, which seats 500; the Lesser Stage, which seats 200; and the Least Stage, which seats 100. Admission ranges from a copper for standing room to 50 gp for the Grand Stage's royal box seats.

Many claim the theater is haunted. The spirits of old actors reportedly wander the place, acting out roles from forgotten plays. Normally, the novelty attracts patrons hoping to catch a glimpse of the restless spirits, but recent stories center around mysterious attacks by a scythe-wielding phantasm. Calagh is torn; he sometimes feeds the rumors adding embellishments of his own to attract the curious, but is afraid that the spectre is real and might one day actually kill a patron.

37. Boats

Boatwright and master craftswoman *Amia Severia* (*hum fem com5, LG*) has built boats of all sizes for nearly 50 years. She specializes in the small, single-masted fishing boats called feluccas that dominate Mithril's fishing fleet. Severia's top-of-the-line felucca costs 7,500 gp, but these vessels are rightfully known as the best of their kind. Less-expensive models are available, and Severia is willing to work with customers, allowing them to purchase a fine vessel in exchange for a cut of future profits. Consequently, Amia has become quite affluent, though she seems less interested in riches than in perfecting her craft and making even better, sturdier and more durable vessels.

38. Fishmonger

Known contemptuously as "The Admiral" by his neighbors, *Dru Melsh* (*hum male brd2, CN*) is a source of many tall tales about the sea, can sing a decent shanty and offers a fair price for fish. He lives alone with his one-eyed cat Kraken. His home adjoins his open-air fish market and smells of his wares. Nevertheless, Melsh keeps the place scrupulously tidy and has gathered an interesting collection of flotsam, jetsam and objects hauled in by fishermen. He claims that a golden mermaid statue, worth at least 500 gp, is an artifact from the ancient, nameless empire that once ruled this region. The remnants of a Calastian admiral's uniform, a corroded helmet of unknown design and a number of small statues (possibly of titans) are also prominently displayed on Melsh's walls.

In reality, Melsh was a flotilla commander of the Calastian Navy and almost drowned in the Blood Sea after a disastrous battle with a corsair fleet. He washed ashore near Mithril and was taken in by the paladins, but his memory of his old life was gone, replaced by vague recollections of life as a common mariner. His tales and sea songs are remnants of his adventures as a sea captain, and many of them are true if somewhat exaggerated or distorted. Adventurers may derive valuable clues to

treasure, lost civilizations and the secrets of the Blood Sea from the Admiral, or they may discover his true identity and help him recover his lost memories. Melsh's true name and statistics are left to GMs, but he was a living legend among his fellow Calastians. It is also entirely possible that he is wanted by the Veshians, who are allied with Mithril against Calastia.

39. Sailmaker

The seamstress *Rhema Faen* (*hum fem com1, CG*) has been Grafting canvas sails for as long as anyone can remember. Though a wizened old woman, blind in one eye and almost completely deaf (she hears with the aid of an ear trumpet, but even this is failing her), she continues with her trade, as it is all she knows.

Faen supplements her income by taking in boarders. Her granddaughter *Maricha* (*hum fem com2, CG*) takes care of the place and cooks for guests. Quiet and unassuming, Maricha aids Faen with her sewing, but has little interest in taking over the trade when her grandmother finally dies.

Faen is a source of endless tales, rumors and legends of Mithril, the Blood Sea and the Titanswar. She claims to be over a 100 years old and remembers her childhood in the chaotic decades following the war's end. She has heard stories of lost treasure, monsters, ancient kingdoms and mythical mariners — some of which may actually be true. She has a soft spot in her heart for mariners and adventurers, for she has loved many over her long life. Such individuals pay as little as 2 sp per night for spare if comfortable rooms and Maricha's fare, which is simple but satisfying. Faen's granddaughter has proved another lure for adventurers, for she is pretty and yearns for adventure beyond her grandmother's world of labor and memories.

40. Hiring Hall

The Mariners' Guild (see location 17) is one of the most influential groups in Harbor City, as it controls access to common sailors, navigators and other crewmen. Guild rules state that any captain in need of crewmen must obtain them at the Hiring Hall, though some cash-strapped owners often hire directly from waterfront inns and rooming houses. Circumventing the Guild is hazardous, as it can declare certain ships, owners or captains off-limits and prevent them from hiring Guild members. The current guildmaster is the veteran sea captain *Hydoram Skysail* (*hum male exp13, CG*).

The Hall is a large, busy structure, with all kinds of mariners coming and going and around-the-clock activity as captains, merchants and ship-owners seek to fill out crews or replace missing personnel.

41. Clocks, Chronometers, Spyglasses, Sextants

Clockmaker *Uli Gearhammer* (*dwarf male exp16, CN*) stowed away on an Ankilan merchantman several years ago, hiding from a jealous husband (the identity of

his lover remains a tightly guarded secret). He was discovered and ejected from the ship in Mithril, where he settled, turning his somewhat demented mind and mechanical expertise to the production of items useful to mariners and navigators.

Gearhammer's designs are eccentric, with elaborate flourishes and decorations, engravings and runic inscriptions. They are, however, sturdy and reliable, and his work fetches high prices. That his items randomly and inconsistently reveal unusual properties, well beyond what they were designed for, betrays Gearhammer's strange genius. Gearhammer's spyglasses sometimes see all the way to other continents or planes, for example, or enable their users to see through walls. Sextants not only help determine a ship's location, but also magically plot a ship's course. One tale speaks of a spring-wound clock created by Gearhammer that actually had the power to reverse or advance time by a small amount, and this attribute has gained the attention of Darakeene's chronomancers.

Gearhammer is widely thought to be somewhat mad. His eyes are wild. His beard is elaborately braided with gemstones, gears, lenses and small tools, which he plucks free as he needs them when working. He speaks with great erudition and knows several languages, but has been seen wandering the streets, waving his arms and muttering to invisible companions. Gearhammer considers himself a great lothario, but as there are few other dwarves in Mithril, he lavishes his attention on various human women; because he prefers those who resemble dwarves themselves, most of his inamorata are happy for the attention.

42. Public Market

Each day, rain or shine, in weather fair or foul, Mithril peddlers and small merchants set up shop in this square. A number of permanent booths exist and can be rented from the city for 1 sp per day. Almost any staple can be purchased here: food, clothing, equipment and even low-quality weapons or armor. The place is almost always packed with patrons, more now that Mithril's economy has begun to falter and commoners are forced to purchase essentials at reduced prices. It is, of course, a pickpocket's paradise, and although mercenary guards constantly patrol the place, petty criminals abound. Some peddlers are actually fences, in fact, trafficking in "lost" or "used" items. From time to time a visitor may find that an item stolen only moments before on sale at a nearby table.

43. The Flayed Corsair

A very colorful example of Mithril's waterfront bars, the Corsair entertains a wide assortment of clients, from ordinary sailors and dockworkers to colorfully clad adventurers and exotic visitors in wild, foreign garb. Nonhumans are a common sight here, as some dwarven and even elven merchant vessels dock on Stormside.

The Corsair's interior is dark and friendly, with mementos and artifacts hanging from the ceiling or displayed on the walls: fragments of wrecked vessels, anchors, ship's wheels and rudders, bits of net, floats, mounted fish, pictures of famous corsairs and sailors, weapons and the like. Ale is cheap (a copper per mug) and abundant, as much of the Corsair's stock is skimmed from the cargoes of incoming vessels by their crews, who give it to tavernkeeper *Howan Treath* (*hum male com4, CG*) in lieu of payment for their meals and drinks.

44. Shacktown

This slum reveals the darkerface of Mithril. Located along the city's eastern shoreline, Shacktown is exposed to the elements and unprotected by the Windward Wall. A mixture of old and unstable buildings, impromptu shelters, lean-tos and camps built on the ruins of old structures, Shacktown see few patrols, leaving its residents to keep order as best they can. The Golem's protection means little to these people, who are forced to make their living through alms, odd jobs, trade and petty crime.

Several gangs contend for control in Shacktown: the Bloody Hand, a group of toughs under the leadership of blind ex-pirate Dailus Brun (see location 46); the Miser Jackals, a loose confederacy of small-time thugs; and the Creepers, who specialize in extortion and violent murder. The paladins, of course, despise the gangs and constantly call for charity toward Shacktowners, but Mithril's growing population makes this difficult. City guards periodically sweep the place, but most residents keep mum about the gangs and their members, fearing reprisals, for the gangs return as soon as the authorities depart.

45. The Bawdy Wench

Shacktown has its taverns and public houses just like the rest of Mithril, but Shacktown's establishments lack safety and coziness. The Wench, one of the more popular dives in Shacktown, has relocated several times over the past decade, as old addresses collapsed, burned or suffered impromptu demolition. Innkeeper *Dar Venyos* (*hum male com6, CG*) simply removes his sign — a risqué image of an unclothed, well-endowed woman serving ale — attaches it to a new location and opens for business. The Wench has called this thatch-roofed building home for the past six years — the longest in its history. Inside, Venyos, his son and two daughters endeavor to keep the place clean, furnishing it with cast-off chairs and tables. They buy cheap alcohol from merchants in town and serve food that ranges from gamehens (in prosperous times) to rats (in lean times). Most often, fish stew with black bread constitute the day's meals — simple but filling for 1 cp per bowl. Alcohol served here is almost always bad, though the residents of Shacktown don't care too much as long as it renders them insensate

46. Dailus Brun

Far removed from his days as a successful pirate, *Dailus Brun* (*hum male war10, LE*) today oversees the activities of the Bloody Hand from this small stone keep, one of the few remaining structures from Shacktown's early days. Several elite Hands guard the keep. Naklium the Cutlass, who once served as Brun's first mate on the pirate barque, the *Plunderer*, commands the men. Brun, now over 60 and completely blind, rarely leaves the keep, remaining inside, bundled in blankets beside a roaring fire (even in summer), issuing orders to members of the Hand and counting his money (he can tell the difference between metals by touch alone).

Brun does not consider himself a cruel man and feels that the poor of Shacktown would fare better under his direct control. His thugs provide what he believes are legitimate need-based services: protection, vice and the provision of illegal items and services. If other gangs get in the way, the Hand is obligated to defend itself. He is well aware of how far his fortunes have declined, but he is pragmatic, feeling that a human must provide for himself and not depend upon the gods. He is therefore agnostic, which is an unusual philosophy in a world where gods live.

47. East Gate

Rising above the slums of Shacktown, the East Gate was once a magnificent portal, allowing the passage of traffic into and out of the city and protecting Mithril against attacks along the coast. Though somewhat rundown and neglected, it still stands astride a major defensive position. Its wall, cunningly fitted gray stone, stretches from the gate to the heights of Temple City and is regularly patrolled, but as is true about most of Stormside, the quality of those patrols is questionable.

Twin towers flank the gates, which are usually left open, day and night. About 100 low-quality mercenaries serve here, and duty is not pleasant. The gate itself boasts two heavy ballistae and sufficient ammunition to hold its own for several days, but the engines are in poor repair and may malfunction at inopportune moments.

Authorities are not unaware of the problems on this end of the city, but other concerns have higher priority. Thus, improvements to the East Gate are constantly postponed. Barconius is determined to eventually attend to the problems of the gate himself — and of Eastside in general — but his good intentions have yet to manifest action.

48. Mirt Thassel

Ostensibly the ordinary and somewhat rundown home of laborer Mirt *Thassel* (see Chapter 7) and his wife *Sharna* (*hum fem com7, CN*), this building actually serves as the nerve center for the growing Cult of the Golem. While expanding his basement two years ago, Thassel accidentally opened a long-sealed chamber, wherein he discovered ancient murals of the Mithril Golem in battle with the titans Gaurak and Kadum. Most amazing of all,

he found a statue of the Golem itself in a standing posture, nearly twice the height of a man.

Since that day, Thassel has taken it upon himself to spread what he considers the True Word. He proclaims that, far from being a mere tool of the gods, the Mithril Golem is actually a god itself, slumbering on the heights of the city, ready to awaken and defend its chosen people should evil again threaten. Joining with others of similar faith, Thassel transformed the chamber below his house into a temple dedicated to his new god.

This god has no name save "Golem," and the ranks of its followers have swollen over the past two years. Thassel's temple has become an important gathering place for the faithful, and Thassel himself has been proclaimed a high priest of the cult. In the badly patrolled and lawless environment of Shacktown, the cult flourishes, and Derigesh is unaware of the existence of Thassel's temple. Each Corday (the new god's sacred day, despite its being named for one of the so-called "old gods") an hour before midnight, dozens of cultists enter the house and troop into the underground chamber. There, solemnly intoning their devotion to the new god, they receive wisdom from Thassel, whose oratorical skills and authority have grown enormously.

On other days, Thassel walks the streets of Shacktown, cloaked and bearing a staff carved with the image of Golem. His speaking voice is loud and impossible to avoid, and he has been whipping up crowds of followers with his vivid speeches. Several small riots have resulted from Thassel's exhortations, but so far the paladins have been unable to identify him positively, and no one has made a connection between the charismatic firebrand and the quiet laborer Mirt Thassel.

No one, that is, save the priest Lindoros, who secretly pulls the strings of the Cult of the Golem in Mithril. Supremely arrogant, Lindoros believes that Thassel is a mindless dupe and is perfectly willing to use him and his followers to destroy the Shining Council and take power in Mithril for himself. Thassel is made of sterner stuff, however, and will not take well to being exploited by an unbeliever.

Is Thassel truly a cleric or a charlatan? Is the Golem truly a god, or are the cultists all deluded? If Thassel possesses powers, where do they come from? While it is possible that the Golem has become a true deity, it is also possible that another god, most likely the trickster Enkili, grants Thassel powers as a joke, hoping to sow mayhem and chaos throughout a city dedicated to a lord of law. Lindoros cares only that Thassel serves his purpose.

49. Mykis the Enforcer

The Goblin Bears' gang leader, Mykis the Enforcer, is in reality far more than a mere petty thug; he is the penumbral lord *Shan Thoz* (see Chapter 7), one of Dar'Tan's most trusted operatives. Stinging from his bitter rebuke at the hands of High Priest Derigesh, Champion Barconius and their allies, Dar'Tan constantly

plots revenge against the city that drove him out, and his agents remain active, particularly in Stormside's lawless regions. The Goblin Bears themselves are a minor gang; they hire out as enforcement for other gangs, accept bribes from mercenary guards and shake down peasants for coppers and silvers. Thoz himself could not care less for his followers, but plays the role of a brutish gang leader with relish.

This home, a medium-size, whitewashed, thatched-roofed cottage, conceals a hidden underground chamber, where Thoz performs secret rituals and communicates with his master through scrying stones. He has almost completed a summoning circle that he intends to use to call upon servitor spirits and demons to wreck havoc in Mithril. He has also placed several high-level minions at various levels of Mithril society and is ready to oversee whatever mischief his master commands. So far, Dar'Tan is content to gather information on the city's weaknesses, but he is preparing to strike soon, intent on weakening Derigesh's hold on the city, preparing Mithril for his vengeance. When that happens, Shan Thoz and his followers will be at the forefront.

50. Coffee and Tea

Mild-mannered, polite *Varaeth Simanus* (*hum male com5, LG*) sells all sorts of teas and concoctions from distant lands. Highly desirable in luxury-starved Mithril, these items fetch high prices (teas cost from 2 sp to 10 gp per pound), but Simanus never lacks for business. A recent addition, coffee from Termana, has proved enormously popular, with several major paladins buying large quantities and growing both nervous and cranky should Simanus ever be out of stock. Some more conservative Coreanists have condemned coffee as being another vice like strong drink, but so far Mithril society seems to look favorably upon the beverage, and some claim it is a gift from Corean to keep the faithful awake and alert. Those who condemn coffee take the opposite view, that it is a curse sent by Vangal to disrupt the holy city, but this particular view remains unpopular.

The new beverage's popularity has not gone unnoticed by such criminal organizations as the Bloody Hand. Simanus' latest shipment, several hundred pounds of beans, vanished from its warehouse. His current stock almost depleted, he has been forced to charge high rates to meet expenses. Suddenly, coffee appeared on the black market, severely undercutting Simanus and threatening his business. He justifiably suspects that the new coffee is actually his stolen shipment and calls upon adventurers to find out where his coffee is hidden and who is responsible for the theft.

51. Illura's Gate

Named for the most famous of Mithril's founding paladins, Illura's Gate controls access from Harbor City to Temple City. It was constructed of a single mass of pure white marble, raised in a mighty ritual led by Illura herself, along with several high-ranking clerics of Corean.

As access between the two halves of the city is normally unrestricted, its massive oak-and-iron gates remain open, guarded by a squad of low-ranking paladins.

Illura gained fame by holding the divine armies together after the war and becoming the first Champion of Mithril. She personally led a raid against the penumbral lord Zaxan Vul, destroying the crystal that controlled the wizard's demon legions, resulting in Vul's death at the hands of his own minions.

52. Sage

This neat, well-maintained structure is home to *Kabla Tythorius* (*hum male exp11, NG*), a Veshian scholar living in semi-retirement and studying the history of the Coreanic faith and its role in the Titanswar. He has accumulated thousands of books, scrolls and parchments and keeps them carefully sorted and cataloged. Because Tythorius is one of the leading historians in the city, many consult him on numerous subjects—from humble travelers looking for maps or information on local customs to Derigesh seeking details on the Toe Island Pirates, the orc tribes of Lede and Mithril's other enemies. Tythorius does not charge for this information, but is very hard to meet without an appointment — and he's booked up for nearly a year.

53. Mithril Lake

This small but deep lake has existed since before Mithril's founding and is unpolluted by the waters of the Blood Sea. It provides much of Mithril's fresh water and appears to be fed by an underground river. A squad of guards keeps watch over the lake; should the lake be poisoned or fouled by an enemy, the results would be devastating. The shores of the lake are popular with Mithril's citizens, who visit the lake to relax, picnic or court romance.

Several stories circulating around taverns claim that several young lovers who visited the lake at night have vanished without a trace, sparking rumors of monstrous creatures emerging from the water and carrying off victims. Magically aided divers have investigated the lake but discovered nothing, though its extreme depths prohibit a complete exploration.

54. Nabila Silverheart

The most powerful sorcerer in the city, the mysterious *Nabila Silverheart* (see Chapter 7) currently serves as List Mistress of the Guild of the Shadow, Mithril's official organization of spellcasters. Unlike guild mistress Danye Blackburn, an elitist wizard with a known prejudice against sorcerers, Silverheart prefers to live in the crowded and teeming quarters of Harbor City. Her tower, slender and crafted of white and blue marble, rises gracefully above the labyrinthine streets to a height of almost a 100 feet.

Silverheart's tower seems undefended. It rises directly from the street, and its main door is located atop a short staircase that winds to a landing a few feet above the

ground. As with most things wizardly, however, appearances are deceiving. The door is not really a door at all, but a facade intended to deceive thieves. Anyone who steps onto the landing triggers a *magic mouth* spell that says, "You have not been invited. You have to the count of three to leave, before you are killed." Most unwanted visitors depart before "one" is uttered. Those who stay, however, encounter a 10d8 *fireball*. Anyone who survives this attack and persistently or foolishly attempts to tamper with the fake door then triggers a 15d8 lightning *bolt*.

The real entrance is elsewhere and magically concealed. No one save Derigesh and several influential priests, paladins and leaders of the Guild have seen the interior. Silverheart tends to keep to herself, remaining in the tower and doing her research. Sometimes a blue nimbus of lightning dances around the tower or strange lights flash at its windows, but most citizens steer clear of the place, knowing of Silverheart's powers and being somewhat fearful of her unknown past and half-elven heritage.

55. Entrance to the Catacombs

One of the first problems faced by Mithril's founders was, quite simply, what to do with the dead. The confines of Mithril's peninsula were such that extensive cemeteries were not practical. Cremation was greeted with suspicion; because primitive tribes practiced it, many considered it somewhat savage and backward. Burial at sea was unthinkable; the blood of Kadum discolored nearby waters, and the Coreanic priests refused to dispose of bodies in such a foul and unholy substance.

Eventually, when the accumulation of corpses began to threaten public health, Mithril began construction of a vast network of catacombs. The work was gruesome. Motivated by both the threat of contagion and their respect for deceased comrades, the founders created the first of the catacomb networks that were to grow with the city. Until their later defilement at the hands of the penumbral lords, the catacombs were a place of tranquil repose and hallowed rest.

For generations the catacombs served their original purpose as a place of final rest for the city's inhabitants. The catacombs were peaceful; carefully designed light shafts and magical flames kept the hallways bright and fresh. Rainwater catchments and fungal gardens functioned as small alcoves where weary visitors could rest. Students often journeyed there to collect their thoughts or find a quiet place to study. All in all the tunnels were almost a second city (one that would later have new "residents"). Illura, Aregian, Razian and other heroes were all interred here, and their tombs marked places of solemn worship and contemplation.

The Penumbral Pentagon changed the catacombs' status as a place of rest. In a long, bloody battle, a young Barconius drove the Pentagon from the city, but the conflict shattered vast stretches of the tunnels, caved-in

and cut off many areas, and rendered some regions unsafe and uninhabitable. Many people still shun and avoid those portions of the catacombs, now known as the Penumbral Pentagon Ruins (see location 56).

Today, Mithril still uses the catacombs for burials, but the catacombs' old status has been lost forever. New tunnels are periodically excavated, but engineers are running out of room. Only the wealthy and influential are interred here now. Other citizens of Mithril must resort to the once-shunned practice of cremation.

56. Penumbral Pentagon Ruins

The Penumbral Pentagon used this section of the catacombs as its base of operations until Barconius led an assault to drive them out and killed three of the five penumbral lords.

Mithril sealed the entrance to the ruins and posted a regular guard. Until the past year, mithril knights and vigilants were assigned, but they were rotated off the duty. The Crows now watch the area.

Stories about shadows flitting around the entrance and strange sounds coming from beneath the city are common, but so far no solid evidence of supernatural or undead activity has emerged. Crisis-minded authorities in the city claim that trouble is brewing and have demand that the Behjurian Vigil and Order of Mithril cleanse the ruins while there's time.

The ruins themselves are extensive, encompassing nearly one-third of the old catacomb complex. The Crows, typically a squad of five 3rd level warriors, warn away anyone who approaches too closely.

57. Aregian's Gate

Named for another of the city's founders, this gate was raised as a single mass of green marble. A garrison of a dozen low-level paladins serves here, keeping an eye on traffic between the two sides of the city. Its great green-painted doors normally remain open. Aregian himself was famous for defeating the champion of the proud in single combat, back when that race had threatened to wipe out the fledgling settlement of Mithril.

58. Fortuneteller

Tyrisa Badina (*hum fem adp8*, CG), an exotic, raven-haired Ubuntu woman, foretells her customers' destinies using cards, dice, bones and the traditional crystal ball. Many citizens, including wealthy merchants, seek her advice, and most speak highly of her powers. She has since prospered, even surviving an accusation by the paladin Intarus, who claimed she was a witch in league with dark powers. After passing all tests demanded by the priests, Badina returned to her business — her reputation only enhanced by the controversy.

Badina has suffered disturbing visions lately — foreseeing the unpleasant deaths of several clients. Unfortunately, as these predictions have proven all too true, she begins to doubt and fear her own powers. Having now seen her own death in the cards, a desperate

Badina seeks a band of outsiders seen in a vision, whom another casting suggested might be able to help her.

59. Razian's Gate

Razian was a low-level paladin who, during the Titanswar, slew the woodwrack dragon Xax with a single blow. Though Razian also perished during the deed, the people proclaimed his feat a Coreanic miracle and elevated him to heroic status, naming this black marble gate his honor. Like the other gates between the two halves of the city, a squad of paladins mans the always-open gate.

60. Charms and Talismans

Kashia *the Sea Witch* (*hum fem wiz8/swt4, N*) sells a wide range of amulets, charms, brooches, necklaces, rings and other gewgaws — from simple charms to aid fishermen and sailors to potent magical devices that confer bonuses to saving throws, armor class, attack rolls and so on. A talented artificer, she crafts many of the items herself. Prices range from a few silvers for nonmagical charms to hundreds of gold pieces for the real thing.

Kashia typically purchases small objects, bits of flotsam and junk that wash up on the beach, from beachcombers and urchins. A few weeks ago, one such collection yielded something unusual: inside a ball of corroded rusted metal, she discovered an amulet crafted from some kind of silvery metal. Her own examination of the item showed it to be quite magical, but she was unable to determine its exact powers. A few days later, Kashia killed a batlike creature that had entered her shop and tried to fly away with the amulet, so she now wonders exactly what the item is and who wants it so badly.

61. Netmaker

Baselus Seaharvester (*hum male exp7, NG*) crafts the finest fishing nets in Mithril. He sells them at quite reasonable rates and makes a comfortable living. Those who fish using Seaharvester's nets claim that their catches are bigger, and the Monitors who carefully measure and weigh hauls of fish have confirmed this boast. No one is certain why this happens, but the netmaker continues to enjoy a brisk trade and prospers. Seaharvester claims that his success comes from understanding the trade, for he periodically goes fishing himself, invariably returning with a full load, which he distributes free to the poor. Though some of the authorities have questioned his methods — going so far as to suggest that he has unknown magical abilities — Seaharvester's charitable works keep the paladins and Coreanic clerics happy.

Seaharvester's success is not entirely due to the quality of his wares; he *is* a skilled netmaker, true, but he does indeed have supernatural help. His trips to sea serve the dual purpose of gathering fish for the poor (Seaharvester truly is a kind-hearted man) and meeting a beautiful sea witch whom he rescued from another fisherman's nets years ago. In return, the ethereal creature took Seaharvester as her lover and taught him spells with which to enchant his nets. He carefully keeps his passion

hidden, for Corean's priests are sure to disapprove, especially if they knew that magic was involved. The sea witch's nature and species are not entirely certain — she is beautiful, with pale green skin and sea-green hair, and seems to live beneath the waves. She may be exactly as she seems, but she might also be an imposter — a brine hag or similar foul creature, whose love is false and whose spells are actually leading Seaharvester to damnation. Adventurers or investigators may one day learn the truth, but if so, Seaharvester's great love might end in tragedy.

Seaharvester's nets detect as magical and provide a +5 bonus to all Profession rolls associated with fishing.

62. Ratcatcher

The crowded eastern docks require a broad range of services, not least among them exterminators and ratcatchers. *Vekk Ratskin* (*hum male rog7, CG*), one of the best, is a common sight on this side of town. Hunched, sharp-faced and black-eyed, he resembles his quarry in many ways, especially when he wears his cloak, crafted from dozens of ratskins, his rat-hide tunic and leggings. He charges clients a copper per rat and keeps the bodies, selling their components in the form of rat meat, rat hides, teeth, skulls and so on. Vekk also crafts ratskin tunics, cloaks and hoods, providing them to the poor of Mithril at minimal cost. Vekk notes that the rats in Shacktown have been getting larger and more aggressive, and he thinks he might have seen a few that were especially large, walking on their hind legs. Accordingly, he has asked for a little backup on his nightly rounds, even though he can't afford to pay much.

63. Temple of Drendari

Though the paladins cannot outlaw the worship of the major gods for fear of reprisal, they feel few qualms about suppressing the followers of lesser deities, such as the Mistress of Shadows. This faith, officially forbidden, flourishes among Mithril's criminal class, and the worshipers of Enkili's daughter have a number of hidden shrines where they pay homage to their mistress. This small building, ostensibly home to *Riatan Sharmel* (*hum male clr9, CN*), seller of pens and inks, parchment and blank tomes, fronts for such a temple. The carefully concealed shrine holds a maximum of 10 worshipers at a time and features a crude statue of the Mistress of Shadows and an offering bowl where a portion of each rogue's take is left as an offering to the goddess. Sharmel, actually a cleric of Drendari, distributes the offerings among the poor of Mithril or bribes guards and other city officials — all activities of which Drendari herself would heartily approve.

64. Dainiara Citadel

The most important defensive structure in Harbor City, this citadel bears the name of one of the Coreanic legends' great heroes. Dainiara, said to have found Corean wounded and dying from a battle with the titans, used her

paladin's powers to heal him. The citadel is a grim, ugly structure that is nevertheless vital to Mithril's defense. Two hundred Crimson Legionnaires are stationed here, along with 100 paladins and 50 Behjurian vigilants. This garrison can double in size during crises.

The imposing Dainiara Citadel also serves as barracks for several of the mercenary guard units in the city. The famous Company of the Peacock and the Undeclared, a grandly named but relatively new unit (some wags claim they are called the Undeclared because they've never fought any battles), both lodge here and use it as a base when patrolling both the east and west sides of Harbor City.

65. The Crows

The solemn, black-clad mercenary group headquarters here, at a central location that permits them easy access to both halves of Harbor City. A former mansion, the structure was refurbished into a fortified barracks, complete with drilling yard, stables and a mess hall. Presently, it houses about 60 Crows; most are fighters and rogues, but there are also several clerics and wizards, their powers geared toward combating undead and similar supernatural creatures.

66. Blacksmith

Tybo Hazan (hum male exp9, CG) is a massive, brooding man with a grim expression. He wears his long, gray-black hair in a long braid bound with leather thongs. He says little, smiles rarely and never laughs, but he produces some of the most marvelous tools, armor, weapons and implements in all of Mithril. Hazan's expertise enables him to produce masterwork items for the prices listed in *core rulebook I*.

Currently, Hazan seems to have crafted a huge battleaxe that displays real magical properties. This side effect puzzles him; although his weapons are always of the highest quality, they are most assuredly mundane. Though the axe's origin eludes him, Hazan will sell the item.

In reality, some of the metal Hazan used to forge the axe came from a powerful artifact destroyed during the Titanswar. The weapon's original owner was a champion of Vangal the Ravager, the most evil and dangerous of the new gods. Anyone using the axe will be influenced by the god's dark power, growing more chaotic and evil for as long as it is carried. Such a character becomes filthy, his hair grows long and matted and his eyes burn red. Eventually, the victim will fall entirely under Vangal's influence and go on a vicious killing spree. The victim's companions will have to find a way to break the curse before the paladins intervene and eliminate the threat to Mithril's safety.

67. Observatory

Self-styled "celestialist" *Arvil Tannanas (hum male exp6, NG)* is obsessed with the heavens. So obsessed that he turned his home into a private observatory, crammed with dozens of spyglasses of various sizes and designs. These lenses he trains on the night sky, constantly

mapping, measuring and studying its various features. Tannanas is most fascinated by the Nameless Orb, the dark moon that Corean's faithful are instructed to ignore. Tannanas' magnum opus, "A Study of the Celestial Body Known as the Nameless Orb: Its Phases, Trajectory, Nature and Appearance," is currently nearly 2,000 pages long and shows no sign of being completed anytime soon.

Metolian

The paladin Metolian commands the citadel and the defense of lower Mithril. He is so totally dedicated to his god that some wonder if he has any life beyond worshiping Corean and preparing for war. Metolian never married and has no children, and no one is sure what he did before becoming a paladin. His command of the citadel is absolute, but he is no tyrant; serving here is considered an enormous honor, and Metolian's style of command is stern but fair. In addition to serving as commander of the citadel, Metolian sits on the Shining Council. He continues to decline invitations to join the Order of Mithril, claiming that he prefers serving as an ordinary paladin.

Metolian, Paladin of Corean, Master of the Citadel, Male Human Pal19: CR 18; SZ Medium Humanoid (5 ft., 10 in. tall); HD 19d10; hp 108; Init +1 (+1 Dex); Spd 20 ft.; AC 25 (+1 Dex, +9 half plate, +5 large shield); Attack +23/+18/+13/ +8 melee (longsword 1d8+4), or +20/+15/+10/+5 ranged (longbow 1d8); SA Smite evil, turn undead; SQ Aura of courage, detect evil, divine grace, divine health, lay on hands, remove disease (6/ week); SV Fort +13, Ref +7, Will +8; AL LG; Str 18, Dex 12, Con 10, Int 12, Wis 14, Cha 18.

Skills: Concentration +17, Craft +20, Hide +1, Listen +2, Move Silently +1, Profession +19, Ride +20, Speak Language +5, Spot +2, Use Rope +7.

Feats: Cleave, Combat Reflexes, Endurance, Great Fortitude, Leadership, Mounted Combat, Power Attack, Weapon Focus (longsword).

Possessions: *Brightsteel*, half plate +2, large steel shield+3.

Brightsteel: Metolian's enchanted longsword, *Brightsteel* is a +4 holy bane weapon whose designated foes are titanspawn. *Brightsteel* thus is +6 and inflicts +2d6 damage on titanspawn, and an additional +2d6 damage against titanspawn of evil alignment (which is, of course, almost all of them), making Metolian one of the most potent slayers of titanspawn in the region.

Paladin Spells Per Day: 4/4/3/2.

Despite the fact that he is committing an act that borders on heresy, Tannanas remains a loyal Coreanist and always trains at least one of his spyglasses on the Mithril Golem itself. He catalogs its appearance and lack

of activity with almost the same zeal he reserves for the Nameless Orb, and he treasures a sketchbook filled with drawings of the Golem from various angles and magnifications.

One night while observing the Golem in the moonlight, Tannanas thought he saw a flock of dark, flapping things descend, apparently from the Nameless Orb, into the slums of Shacktown. Since then he has continued to see strange things in the sky over Shacktown and some of the dark shapes even flapping around the Golem, as if investigating it. Even more puzzling is the fact that only Tannanas can see the creatures; anyone else who looks through his telescopes sees only darkness. The creatures may or may not truly exist, or they may be malevolent beings from another plane. If the latter proves true, then Tannanas, as the only man in Mithril who can see them, may be in dire peril.

68. Tattooist

Qureena (hum fem exp8, CN) is a foreigner, though no one knows for certain where she came from. Dusky-skinned and dark-eyed, Qureena communicates only with hand signals. Generally, she doesn't need to speak; her customers usually describe the tattoos they want in great detail, and she responds with a price written on a wax tablet. These prices are not negotiable, and the quality of the images she creates is remarkable. Some patrons even claim that her tattoos move by themselves or shift to different parts of the body.

Qureena is probably the only person in Mithril who knows the secret of inscribing magical tattoos. She keeps this ability to herself, only letting her most trusted customers know about it. Her silence represents a pledge made to the ancient crone who taught her magical tattooing in her homeland. Recently, someone whispered Qureena's secret in the wrong ear, for her supply of enchanted ink has been stolen and must be found lest its powers be misused.

69. Endia's Gate

This green-marble gate is named for another Coreanic hero, the ranger Endia. Armed only with her longbow, she delayed an army of ferals long enough for Corean's faithful to escape from the besieged city of Nodius. A garrison of eight paladins guards the gate, which is usually left open.

70. Matorius' Gate

Built of white-veined black marble, this gate is named for a paladin who gave up war to heal the sick and care for the poor. He died of the red plague over a century ago (having used his paladin's ability to *cure disease* on the poor rather than himself), but most citizens believe that he continues to serve Corean in death. Many paladins and priests carry small images of him, inscribed on a silver disc. As with the other gates, a garrison of eight low-ranking paladins guards Matorius' portal, which is normally left open.

Temple City Locations

Above Harbor City, literally at the feet of the mighty Mithril Golem, Temple City shines like a white-marble beacon. Its buildings are flawless, its avenues broad, its people devout and unyielding in their devotion. At least that's how the high priest and his champion would like to see it. In reality, Temple City is as divided and riddled with intrigue as Harbor City below, but its darker side is better hidden.

71. Inner Walls

The inner walls are among the oldest portions of the city, and their completion marked the official founding of Mithril. They remain strong and are well maintained to this day, crafted of solid Thalien granite, set with small towers and equipped with various siege engines. Paladins and knights normally guard the walls, but higher-quality mercenaries and militia supplement these defenses. They have not come under attack in decades, and today they serve as Mithril's last line of defense.

72. Beacon Towers

These towers, situated on Mithril's outer wall, bear enchantments that enhance the efficacy and visibility range for mithril knights set to watch for holy beacons (see *Relics & Rituals*, pp. 81 -3). The three towers are Cordrada Tower (A), set to watch over the Cordrada Corridor; Titanswatch Tower (B), set to watch over the Plains of Lede; and the Tower of Blood (C), set to watch over the Blood Sea. Each rises three stories above the wall.

Characters situated in the towers with the spell *holy beacon's answer* prepared can see a *holy beacon* from double the normal distance. Additionally, nothing blocks line of sight to see the beacon. These effects were established by a 15th level cleric. The towers themselves were planned and their construction overseen by the first Beacon Knight, Cordrada, for whom the Corridor is named.

Typically, at least two mithril knights capable of casting *holy beacon's answer* are stationed in each tower at all times, along with at least six more knights prepared to respond to any call for assistance at a moment's notice. One or two squads of the city guard, who are prepared to defend the towers from attack, also man the towers.

73. Watchtowers

Dwarfed by the Beacon Towers and the Behjuran Vigil's headquarters, the watchtowers situated along the city walls nevertheless serve as an important part of the city's defense. Any given tower is manned by mithril knights, vigilants or members of the city guard, depending on a rotating schedule changed on a weekly basis to avoid creating a pattern that enemies might exploit. Each tower has three ballistae mounted on top, with other siege engines supplementing their firepower. The towers are also supplied with large quantities of alchemical fire and other, more mundane armaments to deter a besieging army.



Connecting the towers are underground tunnels leading to other parts of the city and the Behjurian network, making redeployment easy and painless in even the worst of times. Unfortunately, the Penumbra Pentagon's destruction rendered some of these tunnels useless and currently dangerous to enter, but they still retain a great deal of utility.

The city walls provide a more direct route from tower to tower, as well as the city's first line of defense. Soldiers patrol the wall at all times, but unlike the towers, these soldiers are always drawn from the city guard.

74. Corean's Temple

Corean's Temple, overlooking the Blood Sea and dominated by the Mithril Golem standing at its center, is arguably the most important structure in Mithril — the city's heart and soul in both a theological and literal sense.

The City of Mithril would not exist without the Golem, and the Golem would not exist without Corean's blessing. After grappling with Kadum long enough to imprison the titan at the ocean's floor, the Golem came to rest on a spot that Corean's priests ordered be transformed into a bastion and fortress from which to protect humankind from surviving titanspawn. In the years following, the divine armies built Corean's Temple to exacting standards, the construction overseen by the high priest. The need to bring in supplies, building materials and construction workers guaranteed that a

settlement would grow around the nascent temple, thus creating the city.

The Temple is built around a large central courtyard, the Golem standing at its center. Priests conduct worship services in a hall set on the far side of the courtyard, across from the Temple's main entrance; thus, supplicants must walk in the Golem's presence. Few find the sight anything but awe-inspiring, given the construct's size and obvious strength.

Officially, the Temple is the domain of High Priest *Emili Derigesh* (see Chapter 7), who also maintains his residence here: a modest two-story manse near the fallen phalange. Responsibility for the temple's day-to-day operations falls to two individuals: the patriarch of the Temple and the high healer. The current patriarch is *Theodilus de Bronis* (*hum male clr13, LG*), a cousin of Champion Barconius. As devoted to the Avenger as his relative, de Bronis is a big, boisterous man who enjoys large meals and great quantities of wine, though neither seems to dampen his enthusiasm for serving Corean. High Healer *Ihara Macenon* (*hum fem clr12, LG*) is a quiet individual who rarely speaks above a whisper and never turns away a request for aid or healing.

The temple's main entrance is a huge gate large enough for the Mithril Golem to pass through. The gates remain open at all times, unless the city walls have been breached. In such a case, the gates are sealed against invader attacks.

Denev's druids donated the gates to the construction effort; the druids made the wooden structures as strong as steel after they were crafted.

Ingunn

The paladin charged with overseeing the Beacon Towers and their occupants is known as the Master (or Mistress) of the Beacons. The tough but kind-hearted Ingunn, a woman of enormous personal courage and considerable experience, currently holds the position. Her devotion to Corean and the city is so absolute that when no other paladins are available, she will spend days alone in a Beacon Tower, forgoing meals and sleep.

Ingunn, Mistress of the Beacons, Female Human Pal12/Mkn4: CR 15; Size Medium Humanoid (5 ft., 0 in. tall); HD 16d10; hp 90; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20 ft.; AC 22 (+1 Dex, +11 *plate armor of lightning reflection*); Attack +24/+19/+14/+9 (1d8+7 *mighty cleaving longsword*) melee, or +17/+12/+7/+2 ranged; SA Smite evil, turn outsiders, turn undead; SQ Aura of courage, detect evil, divine grace, divine health, lay on hands, remove disease (4/week); SV Fort +10, Ref +6, Will +8; AL LG; Str 15, Dex 13, Con 10, Int 12, Wis 16, Cha 18.

Skills: Craft +11, Heal +17, Hide +1, Listen +3, Move Silently +1, Profession +20, Spot +3.

Feats: Blind-Fight, Craft Magic Arms and Armor, Endurance, Improved Initiative, Leadership, Run, Toughness, Weapon Focus (long sword).

Possessions: +5 *mighty cleaving longsword*, +3 *plate armor of lightning reflection*.

Paladin Spells Per Day: 3/3/2/1.

75. The Mithril Golem

At the physical and spiritual center of the city stands the near-divine automaton, motionless and, to all appearances, lifeless. It is not the gleaming, flawless machine that it once was; after all, legends say it actually pinned a titan down long enough for the gods to defeat him. Its condition seems to confirm the tales of its climatic battle with Kadum. Great dents mar its surface; its skin is rent, melted, burnt and tarnished. Its left shoulder bears a series of indentations in the form of fingers, as though a vast fist clutched at the Golem and tried to rip it apart.

Since its discovery, the Golem has not moved, though the leaders of Mithril assure their people that, should danger threaten the sacred city, it will once more come ponderously to life and bring the power of the gods to bear against the enemy. Some are not so certain; they claim that the Golem is simply so badly damaged that not

fallen phalange (see location 76) as proof that the automaton no longer functions. Derigesh and his priests consider such a notion borderline heresy and strongly discouraged such thinking.

76. The Fallen Phalange

In the year 32 AV, a minor earth tremor rumbled through Mithril. No one thought much of it; tremors are usually thought to result from Kadum's desperate attempts to escape his confinement. In this case, however, the disturbance had an unanticipated effect: it caused the little finger on the Golem's left hand to break loose and fall to the ground.

No one was hurt during the incident, but it shook the faith of many citizens. High Priestess Tabaena's announcement that the finger's fall was the will of the Corean restored order and faith in Corean. She ordered that the mithril in the finger be used to create weapons for the faithful, and from that day, the mithril knights have incorporated some quantity of the finger into their swords. Because the finger is so enormous, this tradition has barely affected the total amount of mithril available, so the practice will likely continue for the foreseeable future.

77. Mithril Keep

Located near Corean's Temple, Mithril Keep serves as the central headquarters and training academy for paladins serving Corean. The headquarters includes barracks to hold the current crop of candidates for paladinhood and housing for the Order of Mithril's current membership.

An enclosed courtyard comprises the training field, where young paladins-in-training spend hours honing their martial skills under their instructors' watchful eyes. Inside the buildings are several classrooms wherein candidates learn about Mithril's history, the Titanswar and the like. Corean is a forge god, so his paladins are expected to maintain their gear. For this reason, the paladins maintain a smithy on the premises, where candidates are trained not only to repair and maintain their arms and armor, but also to craft new items.

Those paladins who have earned a place in the Order of Mithril are initiated in the chapel. Typically, many paladins and mithril knights attend new initiations to congratulate the new inductees and maintain the camaraderie the Order cultivates. This ceremony also marks the time when mithril knights, who have earned the right to forge and wield a mithril sword, receive the mithril with which to construct their weapons.

Mithril Keep can house and maintain up to 150 paladins at any time — twice that number during a crisis. Barconius tries to maintain at least 100 paladins and knights at all times, but has to rotate many out for patrols and other duties. *Champion Barconius* (see Chapter 7) personally commands the Keep and spends most of his time here, living in rather spartan quarters beside the chapel.

78. The Shining Palace

Mithril's governing body, the Shining Council, meets here daily. Built of black-veined white Thalien marble, surrounded by tall fluted columns, the Palace houses the grand Council Chambers. A vast marble room with a high ceiling and broad skylights, the Council Chambers are where the city's leaders meet each day, discussing the state of the city and making decisions about its life and future. High Priest Emili Derigesh is the near-absolute ruler of the city, and the Council almost always respects his decisions. But such mundane matters as trade, alliances, tariffs, diplomacy and related matters are generally left to the Council. Members of the public may observe Council meetings, but only after receiving special permission from the office of the high priest. This permission usually takes a month or so to obtain, so those with a burning wish to see Mithril's government in action must be patient.

The remainder of the Palace is devoted to small offices, storage rooms and private chambers where Council members meet with outside delegations or discuss matters in private.

Currently, three paladins sit on the Council: Champion Barconius, Citadel Master Metolian (see location 64) and *Danyara Careanus* (*hum fem pal8/mkt7, LG*), who at 90 is the oldest paladin in Mithril. Six clerics round out the council: Patriarch deBronis (see location 74); High Healer Maceno (see location 74); *Tyrin Wheatshaeaf* (*hum male clr15, LG*), who is responsible for maintaining and cataloging Mithril's food supplies; *Galgean Sham* (*hum male clr13, LG*), an influential scribe and chronicler of Coreanic history; *Linnea Uriath* (*hum fem clr1 2, LG*), a senior professor of theology at Mithril University; and *Tosis Danir* (*hum fem clr11, LG*), the overseer of the priests who minister to outsiders, especially those on the Plains of Lede.

79. Madriel's Temple

Madriel's many-pillared temple is largely open to the sky, letting sunlight in during the day and promoting a sense of openness. The central tower does have a roof and is protected from the elements. The tower and the dormitories at its base serve as shelter for the priests when storms blow in from the Blood Sea. High priestess *Alia Vensir* (see Chapter 7) makes her home here and performs regular services.

While most people receive medical attention in their homes, the three-story hospital attached to Madriel's Temple can accommodate 100 injured and ill at a time. Only the worst cases, such as those patients who require recuperation beyond what healing spells can provide, are kept within the hospital for any length of time. Mithril's citizens often visit the hospital to receive treatments for illnesses and injuries in exchange for offerings to Madriel.

80. Tanil's Temple

Tanil's temple in Mithril is a part of the Behjurian Citadel. The temple's architecture has a rustic feel, though it sports obvious wealth: nearly every metal fixture is silver (or silver-plated), at least in the areas of open worship. Worshipers will find *High Priest Tandis* (see Chapter 7) and a dozen or so lesser clerics here.

Surrounding the temple and citadel is relatively open parkland maintained by the priests in Tanil's name. The Behjurian Vigil uses this parkland for training exercises, but it doubles as a popular site for recreational activities by Mithril's wealthier residents.

81. Behjurian Citadel

Raised at the same time as Titanslayer Citadel and in much the same manner, the Behjurian Citadel is second only to Mithril Keep in terms of its durability and defensibility. The Behjurian Vigil maintains a force of 200 vigilants under the direct command of *Lenses Behjur* (see Chapter 7), leader of the Vigil in Mithril.

The Vigil conducts constant training exercises to keep its vigilants in fighting trim, but most exercises occur outside the city walls.

The tower stands at 100 feet — a full 50 feet above the city walls. Vigilants man the tower's heights at all hours, using the vantage and magic to scan the surrounding territory for incursions from bandits, titanspawn, Dar'Tan's shadow armies or anything else that may pose a threat to the city or its security.

Below the tower, a honeycomb of tunnels allows vigilants easy entrance and egress without betraying visible signs of such movement. The Vigil may thus move entire units without notice in times of crisis.

82. Hedrada Temple

The grand Hedrada temple is open for public worship during daylight hours, and its priests are available for merchants and others who seek unbiased counsel in resolving conflicts. High Priestess *Vanya Stonefist* (see Chapter 7) and her bodyguard *Odran Waykeeper* (see Chapter 7) are usually found here.

The temple is a very orderly, bureaucratic place. Supplicants must follow proper etiquette to get the assistance they require within. This is not to say it is *difficult*; attendants will answer questions as needed, but violating proper form is the surest way to get ejected from the temple with nothing to show for it.

83. Enkili Temple

The Enkili Temple is the only gambling house within Temple City's walls. Not because gambling is forbidden, necessarily — although the Corean priesthood frowns upon such antics — but because competing with Enkili's Chosen tends to fail. Harbor City is another matter, but at least it confines such practices to one area.

Those less fortunate seeking to change their luck visit to make an offering to Enkili. Offerings are made

through games of chance, however, and Enkili's favor is not always guaranteed. It's not uncommon to see a merchant trying to lose his tunic to earn good fortune for his business through the coming year, but no one ever said Enkili was easy to understand.

Enkili's priests and priestesses have extensive contacts throughout Harbor City and with the criminal groups that operate in the area. They also coordinate such activities in Temple City and try to keep them to a dull roar so that the mithril knights won't catch on and raid the temple in search of stolen merchandise. Rumors say that thieves who act without the blessing of Enkili in Temple City are cursed to fail. Of course, it's also said that Enkili's daughter, Drendari, sometimes favors those who defy her father's will, but it would take a truly exceptional burglar to catch her attention in such a way.

The Trickster's official representative in the city is Priestess *Kallista Stormwind* (see Chapter 7), but she is as often in Harbor City or in the wilds beyond Mithril as she is in the temple.

84. Shrines of the Dark Gods

These three shrines are situated together in an alley off the normal thoroughfares in Temple City. Only someone utterly lost or deliberately exploring every nook and cranny would find this alley. Geographically near the Mithril Temple, the priests prefer not to attract or focus too much attention on this necessary eyesore.

The shrines are in a single-story building, each in its own room. Additionally, cleric and acolytes are assigned to tend to the shrines, thus ensuring the dark gods are not angered by neglect.

Chardun's shrine is dominated by a blood-soaked golden scepter set behind the altar intended for the Slaver. Only animals are sacrificed to Chardun, but the fact that the sacrifices must be slow and painful greatly disturbs the attendants, necessitating frequent staff rotations.

A black banner with a thin silver circle in the middle constitutes the shrine to Belsameth. Every dark of the moon, the attendants burn mind-altering incense to appease Belsameth and divert her wrath from the city.

A cracked shield marks Vangal's shrine. The attendants must watch this shrine most closely, since the sacrifices made to it defy an identifiable schedule. When the time comes, the shield drips blood. Only a live sacrifice — an animal — will stop the bleeding.

When Mithril was first founded, Corean's priests adamantly opposed any attempt to honor the dark gods, stating that their evil must not be nurtured or tolerated. Within the month, the city suffered plagues of locusts, nightmares and disease. Consultation with Corean revealed that all gods are owed their due. The Corean priests respect this, but offer the absolute minimum.

85. Houses of Justice

Though Corean is merciful, his justice is swift and often harsh. This grim, forbidding structure sits directly beneath the towering figure of the Golem, usually in its shadow, which symbolizes the purpose that the place serves for Derigesh and his priests. Champion Barconius oversees activities at the Houses of Justice and sometimes sits in judgment himself.

The Houses of Justice play dual roles: those of courthouse and jail. Corean's appointed magistrates sit in judgment over those persons accused of crimes. They treat prisoners with absolute impartiality, allowing them to speak and call witnesses in their own defense. All the same, magistrates — often Corean's priests or paladins — are empowered to find defendants guilty and deliver appropriate sentences. Because of their strict lawful neutrality, priests and followers of the grim god Hedrada sometimes serve as magistrates in especially delicate or difficult cases.

On the main floor, guards hold prisoners awaiting trial in windowless cells. Most crimes are adjudicated in the Chambers of Lesser Judgment. The Behjuran vigilant, paladin or arresting mercenary usually describes the accused's alleged crimes and presents evidence. Unfortunately for the accused, magistrates grant these prosecutors far more credibility than that granted common citizens, so most cases end with a conviction.

Kalivas

A single priest oversees the dark gods' shrines, and it is not a popular job. The current Keeper of the Shrines, Kalivas, is relatively young for his duties. He keeps track of the gods' holy days and makes proper sacrifices to satisfy them while maintaining the acceptable limits of public acknowledgment of the three inimical gods. Kalivas does not care much for the duty and wants to pass the office on to someone else, but has thus far been unsuccessful.

Kalivas, Keeper of the Shrines, Male Human, Clr7: CR 7; SZ Medium Humanoid (5 ft., 9 in. tall); HD 7d8+7; hp 39; Init +4; Spd 20ft.; AC 10/17 (Dex/with +5 armor, +2 shield); Atk +7 melee (1d8+1, +1 *longsword*); SA Turn undead; AL NG; SV Fort +6, Ref +2, Will +7; Str 11, Dex 10, Con 12, Int 13, Wis 15, Cha 12.

Skills: Craft (weaponsmithing) +4, Diplomacy + 10, Heal +6, Knowledge (religion) +8, Scry +6, Spellcraft +6.

Feats: Extra Turning, Improved Initiative, Power Attack, Skill Focus: Knowledge (religion), Weapon Focus (*longsword*).

Domains: Good, War.

Possessions: Robes, +2 *chain mail*, +1 *longsword*, large wooden shield.

Innocent prisoners, released immediately, sometimes receive a small bag of silver to compensate them for their trouble. Those defendants found guilty — the majority of suspects — are immediately incarcerated or, in the case of more serious offenses, executed.

Champion Barconius himself often serves in the grim hall known as the Chamber of Greater Justice, where light weakly pokes through high, narrow windows and the judge sits atop a high seat, well above prisoners and litigators. High crimes are tried here — murder, treason, use of evil magic, consorting with titanspawn and crimes that threaten Mithril's security. Recently, numerous members of the Cult of the Golem have appeared here and received harsh sentences.

Criminals serve out their sentences in one of three cell levels.

First-level cells are just slightly below ground level, their half-sunk windows allowing in precious little light on sunny days. Kept whitewashed, each cell contains a cot, chest, desk and wash basin. The toilet bucket is changed daily. Inmates receive three meals a day. Common criminals usually serve their sentences here.

Further down, things get less pleasant. Mid-level cells house more dangerous criminals. Because the cells are dark, most prisoners receive a candle each day. As crime increases in Mithril, these cells have become overcrowded and now house some common criminals. So a petty thief may find himself sharing a cell with a ruthless killer.

Totally dark, with heavy barred doors and armored guards, the lower-level cells are reserved for the most dangerous prisoners — wizards, monsters, titanspawn — anything with powers that threaten Mithril itself. Presently, no prisoners of this type reside here, so the overflow of common criminals spills onto this level too.

86. DeBronis Estate

The deBronis manse is situated on the city's western side, near the wall. A house guard and a wall surrounding the estate itself protect the property. The manse comfortably houses over a dozen members of the deBronis family and up to 20 servants and guards at any given time. Currently, the estate's primary occupant, Barconius, uses it as a retreat when he needs to relax from his duties.

Numerous rumors refer to a cache of magical items hidden on the estate — items taken in various skirmishes with titanspawn or received as rewards over the manse's 150-year history. Every year or so, one or more ambitious thieves decide to brave Barconius' home to penetrate the tabled vaults, but the burglars inevitably find only themselves imprisoned.

87. Falconer Estate

This prestigious Veshian family maintains an estate in the city of Mithril, separate from the Behjurian Vigil's holdings.

Of the family members residing in Mithril, most are vigilants and the backbone of the Vigil's local leadership.

Of the remainder, three live at the estate — Lord Ambrosio Falconer; his wife, Lady Natalya Falconer; and their oldest (and eligible) daughter, Natia. Natia, approaching "that" age, wants no part of marriage. Her parents wish her to serve the family and forge an alliance through marriage. She wants to join the Behjurian Vigil. It doesn't take an oracle to see the strife these conflicting expectations will generate in the near future.

88. Derigesh Estate

The Derigesh clan is among Mithril's most prestigious families and not because Emili Derigesh is Corean's high priest. The family has been involved with Mithril since the beginning (providing significant resources for the city's construction). The Derigesh family runs caravans across Ghelspad, transporting myriad goods from one end of the continent to the other, and is renowned for providing the best security possible.

The Derigesh family, however, avoids shipping, thinking sea trade beneath them. Of course, the family *hires* ships as needed, but it will not operate one.

89. Guild of the Shadow

Mithril Law requires that wizards and sorcerers register with the Guild of the Shadow so that the city authorities know them. This policy isn't enforced heavily in Harbor City, but it's generally best to comply in Temple City.

Thanks to the efforts of *Danye* Blackburn (see Chapter 7), the Guild has expanded its role beyond being a clearinghouse for information on arcane spellcasters. Many merchants turn to the Guild when seeking wizards to defend their caravans, and the city guard turns to it when in need of a spellcaster. Wizards may also acquire scrolls for study from a limited library maintained here. A wizard with the right skills and some ambition can make quite a killing using the Guild's services.

The Guild house is a three-story, stone-and-wood structure reinforced with magical protections to keep unwanted intruders away. Ground floor offices remain open to the public for contract and registration purposes. The upper levels include the library and Blackburn's "public" living space.

Protecting the third floor are a variety of defensive spells — their number and type changed frequently to maintain Blackburn's personal security and deter unauthorized entry. Blackburn maintains her real home elsewhere; she keeps this apartment to have easy access to the Guild's resources.

90. Inn of the Golem

A well-appointed inn located in the good part of town, the Inn of the Golem is the place where those with ample discretionary funds stay, in lieu of the accommodations available in Harbor City.

The Inn is owned and managed by *Lizette Firebrand* (*hum fern wiz10, CG*), a wizard and former adventurer who purchased the property with funds accumulated

during her more exciting days. Unfortunately, the Inn hasn't been as profitable as she had hoped, and she's been forced to take a few loans to maintain operations in the hopes that the slump will end soon.

Firebrand offers private dining and meeting rooms, bedrooms, a common dining area, nightly entertainment and "the best food and drink in all of Mithril." *Iliata Blacktree* (see Chapter 7) often performs at the inn, which serves to draw crowds, given *Iliata's* popularity as an entertainer.

91. Aerie Guardian

Primarily a banking and lending house, Aerie Guardian also provides highly trained specialists for a variety of jobs, usually related to keeping money safe from thieves and brigands. A group of Hedrada merchants who sought their fortunes on the wild frontier, away from the regimented lifestyle of their home nation, manages Aerie Guardian.

Aerie Guardian offers secure storage facilities for those people needing to keep valuables someplace safe. Adventurers also find it a good source of work, as the firm often needs combat-capable people for a wide variety of jobs, from retrieving stolen items or kidnap victims to protecting people or valuables from those who would harm or steal them.

One of the original founders of Aerie Guardian, *Gar Siah*, left the business after his partners discovered just how far the situation had deteriorated under his management and how many contracts his incompetence had cost them. Though his whereabouts are currently unknown, rumors occasionally surface suggesting his location or plots to regain control of "his" business. The news concerns current manager, veteran businessman *Jeford Lungol* (*hum male exp9, LG*), the most competent of *Siah's* former partners.

Aerie Guardian sponsors parties of adventurers on treasure-hunting expeditions and funds research into the location of caches of magic or money to which they can dispatch plunderers. They won't hire just anyone, and those adventurers hired are sworn to secrecy regarding the nature of Aerie Guardian's operations. Some observers believe a resident wizard casts *geas* on their agents to maintain this veil. What this veil of secrecy conceals is not known, but most people believe it isn't good.

92. Aegis

This three-story building headquarters the city guards, their barracks situated on either side. The guard jealously maintains this territory and resents the fact that the Order of Mithril and Behjurian Vigil have access to more resources, better equipment and better training. While the city guard is reputed to attend to its duties with an almost fanatical devotion, this reputation is perhaps undeserved.

The current captain of the guard, *Alana Myrtlewood* (*hum fem fir12, CG*), is under constant observation by *Dar'Tan's* spies — many of whom have risen to

prominence within the militia. While *Myrtlewood* herself is blameless, *Dar'Tan* has thoroughly compromised her assistants. When *Dar'Tan* finally makes his move, he hopes to have the city guard's aid. However, the main body of the militia remains loyal to Mithril.

Aegis itself and the surrounding buildings are utilitarian structures, lacking decoration, and include the headquarters itself, the barracks (housing up to 300 guards), the armory and the training area, although much of the training occurs outside the city during "maneuvers." Typically, *Myrtlewood* schedules training maneuvers to coincide with increasing nearby titanspawn activity, believing actual combat experience makes for a more efficient city guard.

93. Residential District

Mithril's elite, wealthy families live in this part of Temple City, finding Harbor City too vulgar for their sensibilities (if not their business). The area's primary inhabitants include wealthy merchant families, landed nobility and prestigious priests of Mithril. Members of the Shining Council make their homes here, where they can live in the luxury they feel they've earned through their service to Corean.

While the rulers of Mithril living thusly are disconnected from the realities of the city's operation, most honestly consider Mithril the bastion of good, law and nobility that it presents itself to be, so they tune out the elements that contradict this impression. Those few leaders who do acknowledge Harbor City see it as a necessary evil: if you keep the riff-raff close by, you can at least keep it under control should such a situation become necessary.

The houses in this area consume considerable real estate; they are each at least two or three stories high and surrounded by hills that roll through the district, giving residents an aerial view of the city. A wall surrounds each estate, and mercenaries almost always stand guard, though members of the Vigil or the Order of Mithril will guard the house of civic officials and priests, depending on circumstance and need. The city guard carefully keeps the "undesirable elements" out of this part of the city, fearing burglary attempts and worse.

94. Bardic College

This relatively small school serves as a center of news and information in Temple City and provides training in the bardic arts. Mithril established the college at the behest of Veshian bards who didn't want to see potential wasted for lack of travel opportunities. Though the college is Veshian, its students primarily come from Mithril and the surrounding area. No more than a dozen students attend the college, as its three instructors have very particular acceptance criteria.

Barconius lends the college his direct patronage, but is concerned that the bards are not as respectful of law and order as he would prefer. He tries to set an example, rather than forcing them to conform.



Unfortunately, the students have a remarkable tendency to get themselves into mischief at the slightest provocation. It's not that they're irresponsible; it's that they're *irrepressible*.

The bardic college also serves as a source of tutors in history, geography and other subjects for the children of the wealthy and the noble. The bards tutor the children at their homes, not at the college.

This college owns an extensive collection of historical works, maps and other informative documents — many of which are unique or difficult to obtain elsewhere. The college also maintains the only current copy of a work-in-progress called "The Song of Barconius." Barconius often absents himself when any bard performs this work — not out of embarrassment, but because he feels conspicuous and a bit out-of-place when an epic song relates his exploits.

95. Agora

The Agora is an open field close to Temple City's center, where traveling merchants gather to hawk their wares, while their customers socialize and gossip. Milling crowds fill the area all day long, buying and selling among the vendors or just watching the various entertainers — lards and theatrical, musical and/or acrobatic performers — who put on their shows for the crowds. (For those bards and performers without patron inns or taverns, public performances generate their primary source of income.)

Allegedly, being in Temple City assures that the Agora is relatively free of thieves and scoundrels. This belief is far from true. Because the city guard diligently and tirelessly patrols the Agora, pickpockets and those of a dishonest bent must simply be more careful, more skilled and twice as cunning while under watchful eyes.

96. Corean's Victory Gallery

This art gallery displays paintings, sculpture and other art depicting famous battles of the Titanswar and its aftermath — especially those showing Corean's chosen (and usually victorious) heroes in battle against the forces of evil and destruction. The gallery's current centerpiece is a sculpture carved from a single block of marble depicting Barconius' youthful victory over the Penumbral Pentagon: the knight standing tall with sword prominently displayed, three of the penumbral lords lying at his feet and two cowardly retreating from Corean's champion. The famed Veshian sculptor, Dade Swiftwater, spent five years capturing his subject's personality in stone, making such work look easy.

The gallery's owner, *Marcia deBronis* (*hum fem ari10, LG*), feels that her investment in the best mercenaries she can hire is well worth the money. They've repelled no fewer than five break-in attempts since the sculpture went on display. No doubt Dar'Tan seeks to deface or destroy the latest artistic insult to his own visage and legacy.

Therodannus

The bardic college's elvish master has quite a reputation. He has performed in numerous cities throughout Ghelspad and claims to have entertained King Virduk of Calastia. (In private, he also claims that he romanced Queen Geleeda and stole her necklace, but few if any believe him.) Therodannus' descriptions of the Jack of Tears' court in the Blood Bayou send shivers down the spine of even the sternest paladin, and no one disputes that he is a master of the harp, lute and mandolin. Therodannus also has a choice collection of odd magical items from across Ghelspad. He shuns magical weapons and armor, however, preferring more outre forms of protection.

Therodannus, Master of the Mithril Bardic College, Male Elf Brd15: CR 12; SZ Medium Humanoid (5 ft., 7 in. tall); HD 15d6; hp 60; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft.; AC 12 (+2 Dex); Attack +13/+8/+3 melee (rapier 1d6+2), or +13/+8/+3 ranged (longbow 1d8); SQ Bardic music, bardic knowledge; SV Fort +3, Ref +11, Will +9; SR 15 (*scarab of protection*); AL CG; Str 15, Dex 14, Con 11, Int 16, Wis 13, Cha 18/22 (+4/+6).

Skills: Climb +16, Diplomacy +18, Hide +2, Listen +2, Move Silently +2, Perform +21, Profession +18, Scry +17, Search +3, Spellcraft +14, Spot +2.

Feats: Brew Potion, Combat Casting, Combat Reflexes, Dodge, Improved Initiative, Scribe Scroll.

Possessions: Cloak of charisma +4, iron flask, mask of desire, Murlynd's spoon, *scarab of protection*.

Bard Spells Known (6/4/4/4/3):

0 — detect magic, flare, ghost sound, mage hand, open/close, prestidigitation.

1st — charm person, cure light wounds, identify, quick sober.

2nd — cure moderate wounds, misdirection, see invisibility, song of heroes.

3rd — cure serious wounds, dispel magic, sculpt sound, wind wall.

4th — detect scrying, dimension door, hold monster, song of the gods.

5th — contact other plane, dream, persistent image.

97. Heroes' Memorial

This modest-size park features a large tomb at its heart. Individual monuments of varying styles, dedicated to the men and women who have fallen in Mithril's defense, are scattered throughout the park. Each monument may be dedicated to as many as a hundred

fallen, with poignant epitaphs composed by the best of Mithril's bards.

The Hall of Memory, at the heart of the park, is dedicated to the mithril knights. All who join the Order of Mithril know that their commitment likely means an early and violent death. This tomb — more of a museum, really — commemorates those who have made the ultimate sacrifice in Corean's name. Hall after hall of memorials to the paladins fill this three-story building. Each memorial displays, when available, the knight's sword (and mithril knights exert great effort to recover a fallen knight's sword) and a bas-relief depicting the knight during life.

The knights' remains are not entombed here, but instead in the catacombs. Yet, visitors can feel the knights' spirits. Few find the strength to raise their voice above a whisper when visiting this monument to the blood that was shed to keep Mithril alive.

98. The Green Lady

This distinctive manor is the property of *Dame Anjelika Briannus (hum fem ari8, NG)*, a woman from a merchant family of mild distinction who found a prominent social niche by fulfilling a social necessity. The social season in Mithril runs nearly year-round, with parties, grand cotillions, balls and other gatherings that encourage people of class to mingle. Fortunately for mithril knights and those whose responsibilities make finding time for gentler pursuits difficult, Dame Briannus maintains a staff of highly trained, attractive, youthful men and women who can mingle in society with nary a slip, who converse intelligently and interestingly and who possess an awareness of current events.

The Green Lady is something of a social center, as clients can enter the manor and find the conversation and companionship they seek onsite. Most of Briannus' business centers on this casual variety; formal escorts are reserved for social events.

Dame Briannus charges only a moderate fee for this service, and her people are second to none. Of course unknown to most of Mithril, these men and women double as her spies. They attend to *everything* and report what they see and hear to their employer. Thus, Dame Briannus is perhaps more aware of what is going on in Mithril than anyone else is — except perhaps Kallista Stormwind.

As a free agent, Dame Briannus is bound to no one. Her secondary occupation as a spy mistress is known to the powers-that-be in the city. She sells most of her information to the Corean priesthood, although she's done considerable business with the Hedradan priestess of late.

The Green Lady is most emphatically not a house of prostitution, but Dame Briannus acknowledges that her agents are adults and that "things happen"; she does not prohibit such activities, but she discourages pregnancies. Apparently, she engages the Madriel priesthood for contraceptive magic.



99. The University

Sprawling across a tenth of Temple City's area, this relatively new establishment offers a more organized, more *orderly* education than that of the Bardic College. While the faculty roster is impressive, the library and other facilities have yet to match those offered by the smaller Bardic College, although scribes work night and day transcribing available manuscripts for the university's use. While the bards teach only a handful of students, the university expects to handle 10 times that number. With a planned curriculum and endowments from Mithril's wealthiest families, the university should grow into a prestigious institution of learning within a decade.

The University draws most of its faculty from the upper ranks of the Corean, Hedradan and Madriel priesthoods in Mithril. A few bards lend their talents, and a few of the city's better tutors, seduced by the possibility of more stable (if not quite as lucrative) employment, supplement their more prestigious careers. The University's headmaster is the Hedradan priest Savrius *Deando* (*hum male clr12, LN*).

The University primarily trains the children of noble and wealthy merchant families while building a solid social network across each generation strongly devoted to the University and Mithril. Training for the clergy, paladins, and wizards as sanctioned by the Guild will continue in their respective venues. The University will focus on aristocrats, warriors and experts.

100. Rising Sun Trading House

This mercantile establishment carries anything and everything. If Rising Sun doesn't have it, it can usually get it. Agents of the trading house come and go at all times, traveling across Ghelspad to gather wares for sale elsewhere. Three brothers own the trading house: *Lindor* (*hum male exp7, N*), *Saphar* (*hum male exp6, CN*) and *Hannis Tuition* (*hum male exp8, CN*). They inherited the business from their father, who died while crossing the Plains of Lede, and each son devotes himself to both gathering as much wealth and power as possible and eliminating his two brothers by any means necessary. They restrict their spectacular infighting to the trading house's labyrinthine hierarchy, so it rarely spills into the light of day.

Levin (see Chapter 7), one of the more competent and respected clerks in the trading house, "manages" this infighting. He has been playing the brothers off against each other for years, starting just minutes after their father's funeral. In actuality, Levin's summoned nightmare beasts murdered the brothers' father; should the brothers discover this, they would unhesitatingly unite against Levin. Unfortunately, the undercover priest has covered his tracks well.

The three brothers most often travel with their respective caravans, avoiding each other's direct presence unless propriety demands the presence of more than one at a location. Each suspects the others of their father's

death and has evidence (carefully placed into their hands and whispered into their ears) that proves the others' wrongdoings. Even if they do unite against Levin, the damage he's inflicted upon their trust for one another may never heal.

101. The Mithril Archives

Also known as Corean's Library, this sprawling structure contains books and documents of all kinds, with a special emphasis on histories, theological works and biographies of prominent Coreanist priests, knights and paladins. Chief Librarian *Latano Escalan* (*hum male exp14, LG*) is nearly 90, but appears to retain full possession of his faculties. He supervises a staff of two dozen assistants who keep the interior spotless and the books in perfect order.

The library's collection is cataloged on thousands of individual parchments, which are kept in a vast underground catalog room. Serving the archives, dozens of summoned spirits painstakingly copy information

onto parchments, file and organize the collection and fetch information for Escalan and his staff. Though criticized for employing spirits, Escalan insists that his system is superior to any that relies upon error-prone humans. The spirits — summoned by spellcasters from the Guild of the Shadow — are entirely benign, he claims, and far from being slaves or indentured servants, they seem to love their work. Some say that this is all an illusion and that it is only a matter of time before the spirits start to rebel, refusing to work or vandalizing the Archives' holdings.

102. Militia Training Grounds

Surrounded on three sides by tile-roofed barracks, this vast stone-flagged expanse is always crowded with citizens doing their monthly day of service. Red-faced instructors — paladins, mercenaries and ordinary fighters — put the citizens through their paces and teach the basics of combat to shopkeepers, fisherfolk, merchants and craftsmen.

Chapter Four:

Beyond

Mithril

The vast hinterland of Mithril extends from the North Shore to the Kelder Mountains and stretches along the Hornswythe River. Though sparsely populated, the land is not without its landmarks — and perils to entice and titillate adventurous souls. Though large portions of the wilderness were once settled and developed by Mithril-based colonists, these once-tamed lands reverted to their wild nature and drove the colonists back, pressuring them with the proud, the hags and the vengaurak. Many of the Wind Spires, which once tamed the Plains of Lede's fierce weather, have fallen, thus unfettering the ferocious elements and further isolating the region from Mithril. In the Kelder Mountains, the survivors of the Penumbraal Pentagon plot against their enemies, while out to sea the Toe Island pirates grow in strength and influence — a constant threat to Mithril's security.

The Cordrada Corridor and Mullis Town

Originally carved out of the wilderness as a trading post by its first leader, Lamal Arl, Mullis Town has grown substantially in recent years. While retaining much of its wild nature, Mullis Town is evolving into a major trade city, complete with all the problems and advantages thereof.

Becoming a critical trade link between Mithril and Vesh, Mullis Town's importance and prosperity has likewise increased as caravans, travelers, pilgrims, merchants and even scholars from Mithril University visit the booming settlement. Even the

once-hostile Gravelfist orcs have made peaceful overtures, occasionally venturing into the city for trade goods. The town's growth and prosperity have not gone unnoticed by hostile forces in the region; hostile orc tribes, gorgons and other parties have cast greedy eyes upon Mullis Town — a settlement that has yet to test its defenses against a determined opponent.

Originally populated by people of mostly Veshian ancestry, Mullis Town has since grown more racially diversified with the arrival of immigrants and traders from distant lands. A substantial dwarven population, immigrants from Burok Torn and the Kelder Mountains, forms the bulk of Mullis Town's miners. Relations between Mullis Town and Vesh are close, and Vesh based a permanent contingent of vigilants here.

Mullis Town's large half-ore population has aided the rapprochement between city dwellers and the Gravelfists, but the half-breeds remain the town's lower class — accepted by both sides, but fully trusted by neither.

1. The Cordrada Corridor

A magnificent paved road, the Corridor stretches uninterrupted between Mithril and Mullis Town. Wide enough to accommodate two horse-drawn carriages in both directions at once, the Corridor boasts more traffic than all other roads in the region combined. Indeed, it is the artery through which the economic lifeblood of Mithril flows. Due to the Corridor's strategic importance, Mithril's citizen army and troops of Veshian Vigil heavily patrol its entire length. Even so, travelers' safety cannot be guaranteed, as the road is too long and spans far too dangerous an area. Titanspawn frequently raid the area, but the Corridor and its accompanying patrols have dramatically reduced the danger of and losses associated with traveling southwest from Mithril.

2. Traders' Town

Merchants and small trade houses have set up shop here, close enough to gain military protection from Mullis Town, but not so close as to warrant close scrutiny from King Jaren's tax collectors. Traders' Town has expanded considerably in recent years and constitutes an unofficial trading post where outsiders such as the Gravelfist orcs may conduct business. Many of the shops specialize in supplies and equipment for adventurers and travelers, and inexpensive rooming houses provide basic food and shelter for as little as 1 sp per night.

3. Vigil Quarters

Built directly into the gatehouse through which the Cordrada Corridor passes is the local base of the Mullis Town Vigil. Built of black basalt and limestone, the Quarters stand out against the simple wood-and-brick buildings of Mullis Town. The Vigil's local commanders reside within its walls, and honorable travelers seeking respite are made welcome, as the

vigilants enjoy hearing reports from abroad. Though no inn, the Quarters have nonetheless accommodated several notable explorers in their short history and garnered a reputation as a meetingplace for honorable bounty hunters, explorers and adventurous souls embarking on missions into the wilds. Whether meeting Vigil officials or looking for hardy adventurers, the Vigil Quarters are the best place to start.

Veslii Whitehand

Soft-spoken and pleasant despite the demands of his position, Veslii Whitehand commands the Mullis Town Vigil. A good friend to King Jaren, Whitehand takes an active role in the city's social and religious life. He has accompanied his vigilants and rangers on patrol along the Cordrada Corridor, into the Kelder Steppes or into the Moanscars, and he considers Mullis Town his home and will defend it as bravely as he would his Veshian homeland. Lately, the large number of reports referring to gorgons and their minions sighted within Mullis Town's vicinity concern him.

Veslii Whitehand, Commander of the Mullis Town Vigil, Male Half-Elf Rgr8/Vig4: CR 5; Medium Humanoid (5 ft., 9 in. tall); HD 10d8+8/4d12+4; hp 86; Init +3 (+3 Dex); Spd 30 ft.; AC 13/19 (Dex/with +3 *studded leather armor*); Attack +12/+7/+2 melee (1d6+4, +2 scimitar), or +13/+8/+3 ranged (1d8+3, mighty composite longbow); SA Ferocity; SQ Sprint, tireless; SV Fort +10, Ref +6, Will +4; AL LG; Str 15, Dex 17, Con 12, Int 14, Wis 13, Cha 13.

Skills: Climb +13, Hide +3, Jump +14, Listen +15, Move Silently +3, Ride +11, Search +3, Spellcraft +6, Spot +12, Swim +13, Wilderness lore +11.

Feats: Alertness, Great Fortitude, Improved Critical (longbow), Mounted Combat, Toughness, Track, Trample.

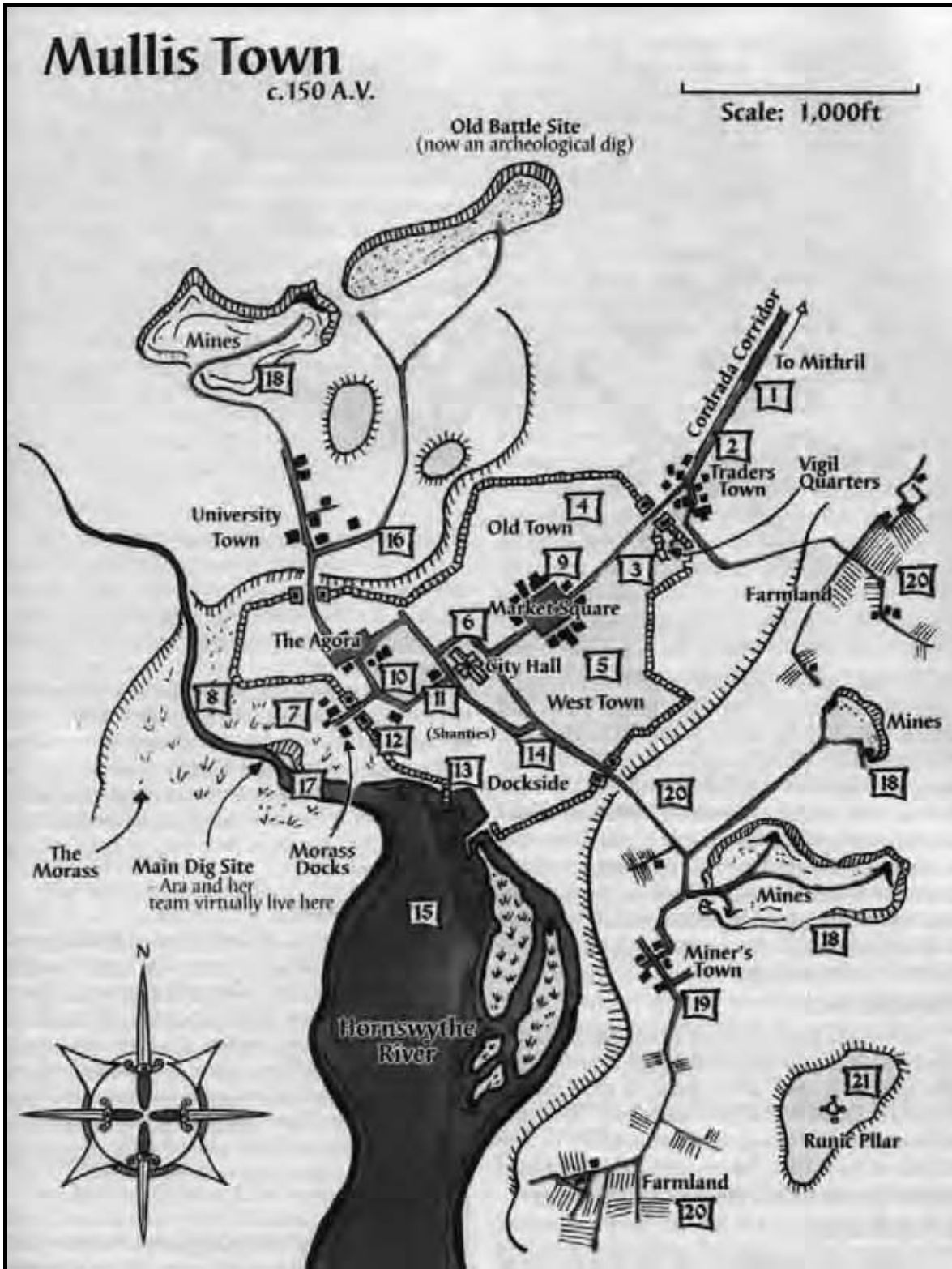
Favored Enemies: Goblinoids, aberrations, humanoid titanspawn.

Possessions: +3 *studded leather armor*, +2 *scimitar*, mighty composite longbow, *medallion of adamantite*.

Ranger Spells Per Day: 2/1.

4. Old Town

Mullis Town is unofficially divided into four major areas: Old Town, West Town, the Agora and Dockside. Old Town unsurprisingly comprises the oldest sections, where many of the town's original log buildings still stand. The poorer part of town, Old Town plays home to most of the settlement's half-ores. Human laborers and miners live in relative peace with the half-ores, but brawls between the two groups are not uncommon and



sometimes require the intervention of King Jared's city guard. Numerous inns, taverns and small shops selling staples and basic supplies round out the neighborhood.

5. West Town

Home to more affluent humans and dwarves, West Town contains newer, better-constructed residences

and quality inns and shops. Half-ores seen here work as day laborers.

6. City Hall

Mullis Town's City Hall, constructed of the same white stone that constitutes Mithril's sacred buildings, stands like a glowing beacon in the heart of the city. Within its halls resides *King Jaren (hum male exp7, LG)*.



Other rooms contain endless shelves of census data and construction blueprints for both Mullis Town and Mithril, including the layout of Mithril's catacombs. The first steward of Mullis obtained the latter document owing to his eccentric penchant for collecting all kinds of trivia. Jaren, a highly successful Darakeene merchant, actually purchased the right to rule Mullis Town after its founder, Arl, passed away. An open-minded if somewhat wealth-obsessed individual, Jaren's most controversial move has been bestowing full citizenship to Mullis Town's half-ores, a group that is tolerated but not loved by the city's residents.

7. Morass Docks

Just outside the Agora Gate stands a small huddle of buildings known as the Morass Docks. Home to a few pubs and low-budget stores geared to scholars, the Docks host a small fleet of rafts (see below). These rafts hold one to three passengers and are available for hire at a rate of 1 sp per day. Adventurers and archeologists rely on them regularly to reach sites along the river.

8. The Morass

Gloomy and treacherous, the silt beds known as the Morass stretch beyond Mullis Town's eastern walls and line the banks of the Hornswythe River as it changes from a narrow, fast-flowing stream to a broad river. The water ranges anywhere from a few inches to a few feet deep and can only be navigated by small, flat-bottomed rafts, maintained by the inhabitants of the Docks. The Morass' dangers are mostly mundane — quicksand, drowning undertows, poisonous snakes and

stinging insects, but occasionally something worse creeps in. Several miredwellers were killed here several years ago, and a raft pilot recently swore he saw creatures that could only be asaatthi. For his part, King Jared joked that the only place that a raft pilot ever saw asaatthi was at the bottom of a gin bottle, but the archaeologists at the nearby dig have taken the report seriously and are on their guard.

9. Market Square

Market Square is the busiest spot in Mullis Town, where merchants offer the wares that they transport through the Corridor. Merchants here have a tradition: they set aside a fraction of their goods, offering them free for the taking to anyone who can pilfer them without detection. Thieves love this district for good reason, but despite this admirable tradition, goods not designated for theft have disappeared from time to time. All the same, the merchants claim that the rate of theft is better than it would otherwise have been.

10. The Agora

This upscale neighborhood is named after its central, open-air market. Though its prices are prohibitively expensive, the Agora boasts the finest selection of upper-class goods anywhere in town. Theft has been on the increase lately, and despite additional guards patrolling the district, items continue to disappear from merchants' shops.

The remainder of the district consists of large, pleasant residences where the town's wealthiest citizens live — usually merchants, though a few especially

fortunate adventurers have been successful enough to retire here.

11. Temple of Tanil

Tanil remains the primary deity of Mullis Town, though new residents and visitors bring with them the worship of other gods and goddesses. Tanil's temple, though small, is one of the few stone buildings in town, constructed of white marble quarried in the Toe Islands and hauled along the Cordrada Corridor from Mithril.

The small temple can hold only a few dozen worshippers, so regular services take place outside, under a white canvas awning in foul weather and beneath an open sky in fair weather. Taniday is a day of rest and worship for Mullis Towners, and on the Carnival of Flowers, the entire city is decorated with garlands and vines, taverns overflow with revelers and the priest *Andalus* (*hum male chr7*, CG) leads joyful ceremonies filled with song and dance throughout the day.

12. Shrines

As the only ranking priest permanently living in Mullis Town, Andalus unenviably maintains shrines to the other gods. He has no problem with the marble statues of the relatively benevolent deities — Madriel, Hedrada, Denev and especially Corean, who is second in popularity only to Tanil in Mullis Town. Andalus doesn't even mind keeping Enkili's image tidy, despite the fact that worshippers hang humorous signs on the statue or decorate it with impertinent graffiti. But keeping the small altars and statues dedicated to Chardun, Belsameth and Vangal scrupulously neat is not a task Andalus relishes.

13. The Shanties

The Shanties represent the poorest district within Mullis Town's walls. Home to destitute migrants, the Shanties are havens for ne'er-do-wells and criminals of all sorts. Those half-ores too poor to live even in Old Town scrape out a living here, where they constitute a quarter of the population. Many itinerant adventurers find the area's low prices and lack of aristocratic posturing greatly refreshing. An eclectic neighborhood, visitors need follow but three simple rules: be honest, stay low and mind your own business.

14. Dockside

Mullis Town's bustling business district lies between West Town and the river. This area, the last navigable point on the Hornswythe River, sees a great deal of traffic, with large river vessels loading and unloading cargo, disgorging visitors or laying up to resupply. Smaller seagoing ships can navigate this far, bringing goods from distant ports. Major trading houses maintain their headquarters, warehouses and administrative offices here. Among them are the rivals Bloodhawk and Asuras, who engage in intrigue and the occasional open conflict, with their supporters brawling or vandalizing their rival's property.

15. Hornswythe River

The main avenue of trade and communication with Vesh and points south, the Hornswythe River widens at Mullis Town as water feeds it, flowing down from the cliffs above town. Mullis Town is the farthest point that large vessels can reach, making the city an even more critical location for commerce. Beyond the city, only smaller boats can make their way south from Blood Basin, and frequent visitors from the north carry smaller amounts of cargo.

The Hornswythe is not an entirely reliable route, however. It occasionally and unpredictably reverses its flow, sending blood-tainted water surging north, toward Blood Basin. This phenomenon remains unexplained, though religious-minded scholars suggest it coincides with Kadum shifting or testing his bonds. The search for a more mundane explanation continues. These flows occur anywhere from once to four times per year.

The reverse-flow phenomenon is unnatural in many ways: the red-stained waters actually flow uphill, past the heights, and in the process swamp the Morass, the docks and many surrounding areas. On the positive side, the upwelling displaces silt and river-bottom mud to Mullis Town's farmlands, enriching the soil and improving agricultural yields. In addition, during a reverse flow, ships are carried north far faster, accelerating trade with the south. The currents prevent those vessels docked in Mullis Town from sailing south, however, so their crews take refuge in local inns until the phenomenon ends, usually after a week or so.

16. University Town

The many scholars and archaeologists who have come to Mullis Town from Mithril University have set up an informal settlement here, consisting of tents and temporary wooden buildings. Its population fluctuates from a dozen during the dismal winter months to over a 100 during the summer digging season. The town enjoys a sort of friendly anarchy, with individuals deriving status and respect from their relative skill and knowledge of the region and its history. Currently, the archaeologist *Am Koska Tabir* (see "Last Hold of the Fallen" below) is the settlement's informal leader and spokesperson.

17. The Dig

Located in the middle of the Morass, Mithril University's main dig site is accessible only by flat-bottomed swamp-rafts. The dig would be an unpleasant and grim place if not for the overwhelming enthusiasm of its researchers. Each day, anywhere from 5 to 50 scholars painstakingly excavate the site, heedless of the foul and filthy conditions, the occasional flood and rare but dangerous cave-ins. So far, the archaeologists have uncovered numerous artifacts from the lost civilization that predates Mullis Town. Ordinary household items, such as pottery, tools and furniture fragments, are the

most common find, but the occasional treasure is discovered, including stone tablets chronicling the history of the region, statues and religious objects.

18. Mines

Originally a mining settlement, Mullis Town derives a substantial portion of its wealth from this industry. To the north, an exhausted tin mine, long since abandoned, allegedly plays home to a tribe of coal goblins (if rumors are to be believed). To the south dwarf and human miners extract iron and copper ore. The mines are old and could play out any time, but the work continues, and Mullis Town remains a major exporter of ore. As Mithril has few refineries, miners ship the ore south to Vesh for smelting, after which it returns to Mullis Town in the form of finished metals.

19. Miners' Town

Most of Mullis Town's dwarves live in this dirty settlement of wood-and-stone buildings. The dwarves tolerate humans, but the size and shape of the structures and the black ales and mushroom stews served at its inns tell visitors that this is first and foremost a dwarven settlement. Miners' Town is a rowdy place; lanterns burn at all hours, and its buildings reverberate with raucous dwarven laughter and song.

20. Farms

Mullis Town attained self-sufficiency several decades ago, and since then its farms have grown larger and more prosperous. It exports those crops it doesn't need, such as excess wheat, oats, barley and hops (for brewing). Farms are pleasant places, though occasionally flooded when the Hornswythe River rises or reverses its flow. Built of wood and stone, farmhouses feature attached barns and stables. Farmers, being a friendly sort, usually welcome visitors gladly. Given the recent influx of wealth that Mullis Town and its farms enjoy, many consider that the farmers can afford to be magnanimous.

21. Runic Pillar

One of the few visible remnants of the Ancients' civilization in the region, this weathered pillar is covered in faint runic inscriptions in a language far too worn and obscure to be deciphered. (However, what no one knows is that splashing the pillar with blood causes the runes to glow. Some of the writing will become readable with a successful Decipher Script, Spellcraft or similar skill check [DC 20]. Even thusly enhanced, the only words visible read "Beware the sunkiller, who shall — The remainder of the inscription remains indecipherable.)

The Kelder Mountains

The Kelders' majestic summits frame the western horizon of Mithril. Mithril has had little contact with this region since the fall of Highfort. At present scattered communities of goblinoids, orcs and the proud make



their homes here. Several wrack dragons also lurk in these foreboding peaks, but they never venture into the Plains of Lede below, held back by the greater power of Akentaron, the woodwrack dragon.

The Laboratory of Gest Ganest

The ancient sorcerer-sage Ganest's lab is actually a network of magic towers, linked by the clever use of dimensional gates. Always the eccentric, Ganest fashioned each tower after a different extraplanar realm. Though the occasional tremor topples a tower, the majority stands and remains fully functional. Still protected by Ganest's enchantments (and in some cases summoned beings that have not yet returned home), these towers represent lucrative, though highly hazardous, targets for would-be thieves, scholars and adventurers.

Rumors suggest that, after gaining access to Ganest's laboratories within the towers, adventurers would discover all kinds of magical treasures. Ganest was famous for his work crafting arcane spells — many of which have never been observed and seem to exist only in stories told by Ganest himself. Those few persons allowed to visit Ganest's labs when he lived reported that dozens of half-finished magical wonders littered his laboratories. Mainly known among arcane historians for constructing automaton creatures and for his prowess as a summoner of spirits, Ganest's lab surely holds many such secrets, as well as many such guardians unaffected by the passage of time since Ganest's death. Uli Gearhammer (location 41), Nabila Silverheart (location 54) and the Guild of the Shadow (location 89) all have an interest in funding expeditions to Ganest's towers and might even accompany such expeditions.

The Howling Valley

A natural wind tunnel, the Howling Valley is clear of the mists that blanket much of the Kelders. The only known ways of accessing the valley are by a treacherous overland pass from the eastern foothills and by air. Most divine races stay clear of this area, as the howling reminds them of the titans buried beneath the face of the Scarred Lands. Still, it is a magnificent sight to behold — one of the few truly "peaceful" places left in the world, unspoiled by hands either mortal or divine. Yet some speculate that, like the Canyon of Souls, the smaller Howling Valley also contains ruins from the ancient slarecians. A number of wealthy patrons and Mithril University have organized expeditions to investigate the area further, but crossing the Plains of Lede would be a perilous undertaking, and no explorers have yet stepped forward to take part in such expeditions.

The Shadow Fortress

Somewhere within the Kelders stands the stronghold of Dar'Tan. None has seen the fortress and lived to tell the tale, so the Shadow Fortress' location remains a mystery. The fortress is allegedly hidden

within the heart of a mountain — within the very rock from which it was hewn, according to the rumors. Determining the Shadow Fortress' location has been a great concern since it was discovered that the penumbral lords had reestablished themselves in the Kelders. Some speculate that Dar'Tan may have discovered the remains of the legendary aerial fortress known as Sky Keep within the Kelders and cannibalized some of the floating fortress' components.

The Plains of Lede

The vast wilderness northwest of Mithril has at times been the city's greatest threat and at others its greatest resource. In the beginning, the plains were little more than a wasteland inhabited by various titanspawn races. Golem or no, the possibility of attack always existed, especially by the proud, hags and orcs. Later, with the construction of the Wind Spires and the Northern Protectorate's establishment, Lede became Mithril's breadbasket, supplying agrarian goods that fed the growing populace and filled the municipal coffers. Most recently, the plains have degenerated into a forbidding neutral territory. As the storms return, titanspawn activity surges and the penumbral lords' threat intensifies, the Lede settlers' morale has sunk to an all-time low.

The Northern Perimeter

Established in the wake of the Northern Protectorate's demise, the Perimeter stretches from Agrin in the south to the northern outpost of Artese. Though the anchor forts are heavily garrisoned, Mithril simply does not have the troops to patrol the length of the highway that joins them, so proud raids are on the increase. As if that weren't enough, the Vengaurak Front has reached the outpost of Maridon. Even with new defensive measures in place, Maridon might be taken; if it falls, the entire Perimeter may disintegrate as well.

Denev's Triangle

Bordered by the towns of Landover, Agrin and Corradin, the Triangle is the only settled area outside of Mithril that remains unattacked by titanspawn. Overcrowding is the greatest threat to the Triangle's continued prosperity. Most of the farmers that fled the Northern Protectorate flooded into the Triangle. The farmers have overworked the soil, and crop yields decrease with every harvest.

Norslan

A community of druids and incarnates live in and defend the groves of Norslan. They occasionally invite respectful settlers to remain here. Norslan Rise, a village established in 12 AV, is one of the oldest settlements in the area outside of Mithril. Recent gorgon appearances in the Hornsby the Valley have alarmed Norslan, though up until now, Denev's followers have had little trouble



keeping Mormo's children at bay. Ironically, the incarnates' success has created new problems. Settlers from the overcrowded lands to the east, reassured by the defenders' ability to halt enemy attacks, have relocated into the area without the druids' permission, straining the alliance between Norslan and Mithril.

The Pillars

Great stone monoliths dot the countryside. Their construction suggests the work of magic, though no magical energy remains. Instead, they stand and maintain a silent vigil over Lede's vastness, guarding ancient secrets within the complex network of runes carved



upon their surface. Recently, fragments of ancient documents suggest that the legendary Ancients created the pillars. Though these findings have the support of the Mithril Archives (location 101), some skeptics question the truth of it and seek other explanations.

The Wind Spires

Dozens of these short, cylindrical forts once dotted the Plains of Lede. Infused with both elemental and divine magics by an alliance of spellcasters from Mithril, Vesh, the Bridged City and Burok Torn, the spires once tamed the plains' ferocious weather. Now, many of these spires lie ruined, smashed by the vengaurak and the proud, so the lands that once comprised the Northern Protectorate are again at the mercy of Lede's monstrous weather. Mercenaries or small groups of paladin-led Mithril troops garrison the intact spires that continue to hold the storms at bay. The fallen towers retain some of their old magic, and travelers taking shelter within the spires' old confines can avoid the effects of Lede storms (see inset).

The Vengaurak Labyrinth

The vengauraks recent arrival created a vast network of subterranean tunnels. Though many tunnels are unstable, a few have been mapped out and deemed safe. Few journey willingly into this dark place, but as the titans return, some travelers have found the labyrinth's shelter a lifesaver — even though the vengaurak remain active within the tunnels. Why the vermin have strayed so far from their native lands and

what caused them to grow so large remain unanswered questions. Somewhere within the labyrinth's bowels lies the answer, though none seeking it have ever been seen again.

Blood Basin

A legacy of the 112 AV Blood Monsoon, Blood Basin, once a blight, now supports many agrarian communities. The Kelder Horsemen range in the south; for the first time in their history they have reliable access to fresh water. The orcish tribes to the north, for the first time in their history, are not constantly at war with the Horsemen. Recently, the Basin's waterline has begun to drop, causing panic on both sides and threatening the idyllic peace between the two factions. Most Horsemen believe that the orcs are conducting some sort of foul ritual and that the draining of the basin is a prelude to darker days.

Mesogen Rain: Named for the titan Mesos, the *Mesogen* are more nuisance than danger. The orc tribes claim that the titan's blood taints the rain's water, explaining the unusual results it has on magic (a theory scoffed at by scholars of the divine war; they know that Mesos was disintegrated so the titan's blood could scarcely be in the rain). However, strange tales circulate about travelers who, after exhausting their own provisions, were forced to drink *Mesogen* water. The rain is insidious; the faint honey smell belies its supernatural nature.

Weather on Lede

Condition	Skill Penalty*	Subdual Damage**	Attack Penalties
Mesogen Rain	-2	1 per hour (DC 10/+0, negates)	-5 range
Fateful Rain	-7	1d4 per hour (DC 10/+1, negates)	-10 range
Titansrain	-15	1d6 per half hour (DC 15/+2, halves)	-2 melee, range impossible
Assassin Wind	-1	none	none
Titanswind	-25	3d6 per minute (DC 15/+1, halves)	-7 melee, range impossible

* Skills penalized by rains include Spot, Search, Listen and Wilderness Lore (for tracking only). Assassin winds penalize only Listen. Titanswinds penalize all skills.

** Subdual damage is halved or negated on a successful Fortitude saving throw. Rolls must be made every interval specified and increase in difficulty each subsequent interval by the amount listed after the DC. Creatures adequately sheltered take no damage from the storms

Combat: Supernatural abilities have a 20% chance of failing, and spells and spell-like abilities have a 30% chance of failing in *Mesogen* rain. All saving throws to resist spells, spell-like abilities and supernatural abilities suffer a -2 penalty.

Fateful Rain: Beyond being a real danger in and of itself, the *fateful* rains are said to precede portentous events. People met after such storms are said to become lifelong friends... or enemies.

Combat: This particularly heavy rain creates temporary patches of quicksandlike earth. Characters crossing such soaking ground must make a Dexterity check (DC 10 - size modifier) or become stuck. They cannot move and lose their Dexterity bonus to AC until they break free, which requires a successful Strength or Escape Artist check (DC 15).

Titansrain: The curse, "May you drown on the Plains," originated with these deadly storms. Legend holds that *titansrains* are evoked by acts of unspeakable evil; that is, when the sins of the people outweigh the will of the land, the *titansrains* will come.

Combat: As difficult as it is to breathe at rest in a *titansrain*, combat makes the strain nearly unbearable. Every round, characters with no means of breathing in water or avoiding the rain (such as with the *water breathing* spell or a clever umbrella) take 1d4 points of subdual damage (Fortitude save negates, DC 12).

Assassin Winds: Survivors of "the airy killer" say that one can hear singing just before the winds begin tearing flesh. This terrifying phenomenon is otherwise undetectable, hiding within anything from a gale to a soft breeze. The winds' exact cause is unknown, though there are long tracts of the plains where the winds are most frequently encountered.

Combat: Treat the wind as an attack with a +6 attack modifier, causing 1d4 normal and 1d4 subdual damage on a successful strike. The wind "attacks" all creatures in the vicinity as it passes through. Victims must succeed in a Listen check (DC 14) to avoid being caught flatfooted by the wind's attack. Those with at least 5 ranks of Wilderness Lore gain a +5 synergy bonus to this check.

Titanswind: The titans wind remains the most feared of the plains' weather. As walls of air, debris and sonic energy, the greatest of these storms can pulverize stone walls in seconds. The sky momentarily blackens as the wind approaches — the only warning that the storm is coming. Although skill and combat penalties are given for *titanswinds*, most sensible beings drop whatever they are doing and flee. Even the most vicious *titanspawn* halt their attacks and seek shelter.

Combat: Every round they are caught in the storm, victims must succeed on a Fortitude saving throw (DC 10) or be stunned for the remainder of the round. The effects are identical to those inflicted by a monk's Stunning Attack ability (see *core rulebook I*, p. 39).

The Orcish Tribes

At the end of the divine war, the *orcish* tribes of Lede presented the single greatest threat to Mithril. Although their population had been devastated by the war, the ferocious orcs were bent on revenge. They fell upon Corean's meager forces tirelessly while rapidly replenishing their numbers. Still, the divine races' dogged resistance kept the orcs at bay, and in time the orcs' advance stalled, and they fell to fighting among themselves once their populations rebounded sufficiently. Civil war shattered the *orcish* nation and might very well have signaled its extinction had it not been for a serendipitous act by the divine races.

When the Wind Spires went into operation in the fall of 41 AV, they abruptly muffled the terrible weather of the Plains of Lede, and the land blossomed as never before. The orcs were awestruck; for the first time, some of them considered a way of life beyond warfare and looting.

Saving Enemies from Themselves

The divine races were, in turn, awed by this *orcish* conversion and thought to further convert the orcs from their worship of the dead and defeated titans. The priests of Mithril felt that *orcish* worship of even one of the darker gods was an improvement over titan worship. Besides, what hope was there really (at least in the short term) of converting the orcs to the worship of Corean?



That some orcs began to worship Denev was seen as a small step in the right direction. Research into this abrupt transformation revealed that these savages saw taming the winds as erasing the last remnants of the titans, thus spawning a great, unshakable racial ennui.

What followed was a miraculous 70-year period with an astonishingly low frequency of orcish raids. The orcs could not completely desert their old patterns, after all. They continued to raid the overland trade routes, for they had mouths to feed; despite the best efforts of some druids and other divine missionaries, the orcs did not, in general, readily adapt to the agricultural sciences.

In retrospect, the divine races surrounding the Plains of Lede must curse the lost opportunity: if the winds had not been tamed around 41 AV, the orcs might well have annihilated themselves. Instead, they found peace for many years, during which time their populations steadily increased.

Do Not Deny the Blood

In 112 AV, the Blood Monsoon crushed eastern Ghelspad. Whatever the storm's actual explanation, the orcs knew the true culprits: themselves. They had grown soft tilling the land, and the titans, who surely still watched over their children — whether from the ocean's depth, the earth bowels or some other prison — sent the great storm to punish their wayward spawn.

Grislick Threethumb, a shaman among the Scorchskulls, became the voice calling for a return to the old ways. He called upon the tribes to spurn the gifts and ignore the honeyed words of the divine races among

them. In the name of the titans, Threethumb demanded action. Whether it was the fury of the storm, the passion behind Threethumb's oration or the hatred that smoldered deep in the orcish breast, the tribes responded.

Fortunately for the settlements around the plains, the orcish fervor permitted little coordination among the tribes and sometimes even less within them, so no great war resulted. But there was raiding and pillaging aplenty. Most important to the orcs and to Threethumb, who still lives among the Scorchskulls, these titanspawn reclaimed their spirit.

The Scorchskull Tribe

The Scorchskull orcs are every bit the marauding, pillaging fiends that bedtime stories in Mithril paint them to be. Yes, paladins have struck down innumerable quantities of these foul titanspawn, but the orcs have recovered from the divine war and are prolific breeders; there are always 100 orcs to replace the 50 slain. But the Scorchskulls do not fall easily in battle. Other orc tribes fear this ferocious clan. The other residents of the Plains of Lede — divine and titanspawn alike — know it is in their best interests to avoid areas where sun-bleached skulls are piled high. Intruders merely contribute another skull to the mess. The Scorchskull are thus far entirely indifferent to the peaceful entreaties from *anyone* else (even and perhaps especially other orcs). Old Scorchskull warriors will die before setting down their arms, and young orcs, already prideful and overbearing, dream of conquering more than their predecessors.

Contemplation itself is seen infrequently among these beasts, let alone dreams of peace.

The Thornhide Tribe

While not as rabid for warfare as their Scorchskull brothers, Thornhides are nonetheless fearsome warriors. As intently as the Scorchskulls roam the plains searching for prey, the Thornhide tribe protects its own lands. Mere proximity to Thornhide territory can incite thunderous raids, while actually trespassing on Thornhide lands (accidentally or otherwise) instantly mobilizes all orcs of both sexes capable of swinging a weapon.

The Thornhide tribe calls the forests of the plains its home, in particular those forests in the foothills of the Kelders, though some orcs populate the other woodlands across the plains. Interested observers, like the Riders of Mansk, carefully record and monitor these areas.

The Thornhides will occasionally stray from their homes in search of prey or loot. Such bands are not as unruly as a similar group of Scorchskull would be; any business that takes these orcs from their lands is business that must be tended to quickly to ensure a speedy return home.

Because of this tribe's isolationistic and independent tendencies, there are some among the Thornhides who wish to hear more of what Prophet Gortak has to say. There are a handful of elders who recall the times before the Blood Monsoon and remain unconvinced that the storm was a warning from the titans. These elders' stories recall a time when there was less threat to the Thornhide homelands.

The Gravelfist Tribe

A high priest of Corean once called the ancient and unfathomable Gravelfist tribe "orcs with souls." These orcs keep the tribes' heritage very much alive. Time has proven the Coreanic priest correct, as one very prominent orc, the Prophet Gortak, has risen from the Gravelfist shaman ranks. The Gravelfist, widely regarded as wise in most things, have few warriors and lead cloistered lives. However, the Gravelfist are outcasts from the larger orc community because of their willingness to consider peace, like the time before the Blood Monsoon. This "weakness" and a mysterious illness that is currently afflicting the Gravelfist (interpreted as condemnation by the titans, as was the Blood Monsoon) have further dampened the respect given this tribe.

However, the Gravelfist persevere in their consideration of peace while hardly losing the barbaric qualities that define an orc in the minds of the divine races. In fact, Gravelfist warriors, compensating for their tribe's reputation as impotent followers of the Prophet, seem intent on dispelling the perception that the tribe is rotting from within. Their reputation as the most destructive orcs of Lede grows, based on attacks

that are not the most effective or fearful, but instead wild and frenzied.

The Other Titanspawn of Lede

Other forces threaten Mithril's security — some ancient foes, others relative newcomers.

The Proud

The proud are by far the most numerous titanspawn race threatening the safety of Mithril and the region's inhabitants. Tenacious and ruthless, their raids have limited the Plains of Lede's settlement since the end of the divine war. As Mithril struggles with other pressing matters, the proud have once again fallen into their routine of attacking when Mithril isn't looking. Recently, the creatures leveled a Wind Spire just west of Lown Haven, apparently unaware of the foolhardiness of such actions.

The Vengauraks

These vermin spawn of Gaurak destroyed the Northern Protectorate. Current reports indicate that their tunnels extend toward the Northern Perimeter, though a few even threaten the southern farmlands.

A few daring adventurers have explored the tunnels, returning with tales of huge "elder" vengauraks that appear to be at the heart of this crisis. Much larger and more intelligent than the common variety, the elders appear to be spearheading the advance of the cavern networks. There are also rumors of a western vengaurak tunnel that leads into the Kelder Mountains.

The Spider-eye Goblins

The goblins appeared shortly after the fall of the Northern Protectorate villages. The goblins have taken advantage of the vengaurak tunnels to establish a permanent settlement within the plains. Because the tunnels stretch for such immense distances, it is impossible to accurately assess the goblin population's size (though various estimates agree on a minimum of seven, medium-size tribes).

At present, the goblins are little more than a nuisance. However, they function as a de facto "rear guard" to the vengaurak advance. As long as the goblins inhabit the older and now abandoned tunnel networks, striking at the vengaurak nests from the rear seems impossible.

The Gorgons

A new threat to the region, gorgons have recently been sighted in and around the northern tributaries of the Hornswythe River. Though their range is limited, the gorgons' recent attacks on Norslan Rise and Landover suggest they are preparing to launch a more comprehensive campaign of destruction. Only low gorgons have been identified so far, but the scope of their actions strongly suggests the presence of high gorgons. Champion Barconius and the other paladins

plan to dispatch scouts and launch a campaign before the newcomers grow too bold or too powerful.

The Hags

Except for their initial machinations and their abortive campaign of terror 20 years ago, the North Shore hags have kept to themselves. The forts at Artese and Lovitz have not reported any openly hostile activity for some years now. The greater part of the hags' power was lost in the Hag War, and wolves now overrun their empty cavern strongholds. Still, tales continue to circulate of a resurgence in hag activity, and creatures traditionally used as minions by the hags — trolls, goblins and blight wolves — have been increasing in number, feeding speculation that Mithril's ancient enemies may be preparing to once more unleash their wrath upon the city.

The Toe Islands

The five islands east of Mithril, the Toe Islands, are frightful dens of danger. The islands' pirate bands are well known, as are the many bestial natives whose sharp teeth, serrated claws and poisonous kisses send men to early graves. Yet against this backdrop is a landscape shrouded in ancient mystery and majestic beauty.

Algos

Perpetually covered in a thick blanket of mist, Algos is the greatest bastion of pirate ships outside of Nephantaros' empire. These pirate bands, too small or weak to go up against the more elite crews, lurk unseen in this island's many coves and inlets until they are ready to raid again. A labyrinth of natural reefs around the island ensures its safety, and pirate navigators jealously guard the secret sequence of maneuvers needed to reach their particular safe havens.

Cyri

As if compensating for being the smallest island, Cyri is the most violent. Its shores are a deathtrap of obsidian shards and basalt spires. At the island's heart stands the only active volcano in the Toes, constantly belching lava that slowly builds up the island. Periodic earthquakes shake the island, sending huge, jagged chunks of it into the ocean. Once submerged, the debris sits like an unclaimed cornucopia of rare metals and crusted jewels. Merchant divers sometimes venture into the waters around Cyri for this very reason, hoping to take some of the treasures of a "fire bloom" home for themselves.

Mori

A lush jungle covers Mori, and all manner of odd life forms inhabit it. Ships generally stay clear of its shores, as Blood Sea mutations and pisceans infest the nearby waters. Sea tales also tell of a race of humans that lives on this island, people known as the water runners — fierce tribesmen with the magical ability to literally

walk on water and who attack ships that venture too close. The water runners' existence cannot be confirmed, as most captains avoid this island. Most folk attribute lost vessels to storms, sea creatures and the pisceans. The Museum of the Blood Sea has for several years been trying to organize an expedition to this wilderness isle to investigate the legends, but has not been able to secure funding or adventurers willing to approach such an ominous place.

Roh Ahnon

The stronghold of the Empire of the Sea, Roh Ahnon's rich northern soil and mineral-rich southern shores make it an advantageous stronghold, exploited by every pirate faction to have held supremacy in the Toes over the last century. The island's name means "broken blade" in the ancient dwarven tongue and has its origins in the island's shape, which loosely resembles a chipped dagger.

The Empire's potential recruits are sent into the southern lands, where they must survive the many predators that lurk there. Candidates are left on the island with only the clothes on their backs; the pirates deprive spellcasters of their books, warriors of their arms and armor and clerics of their divine focus.

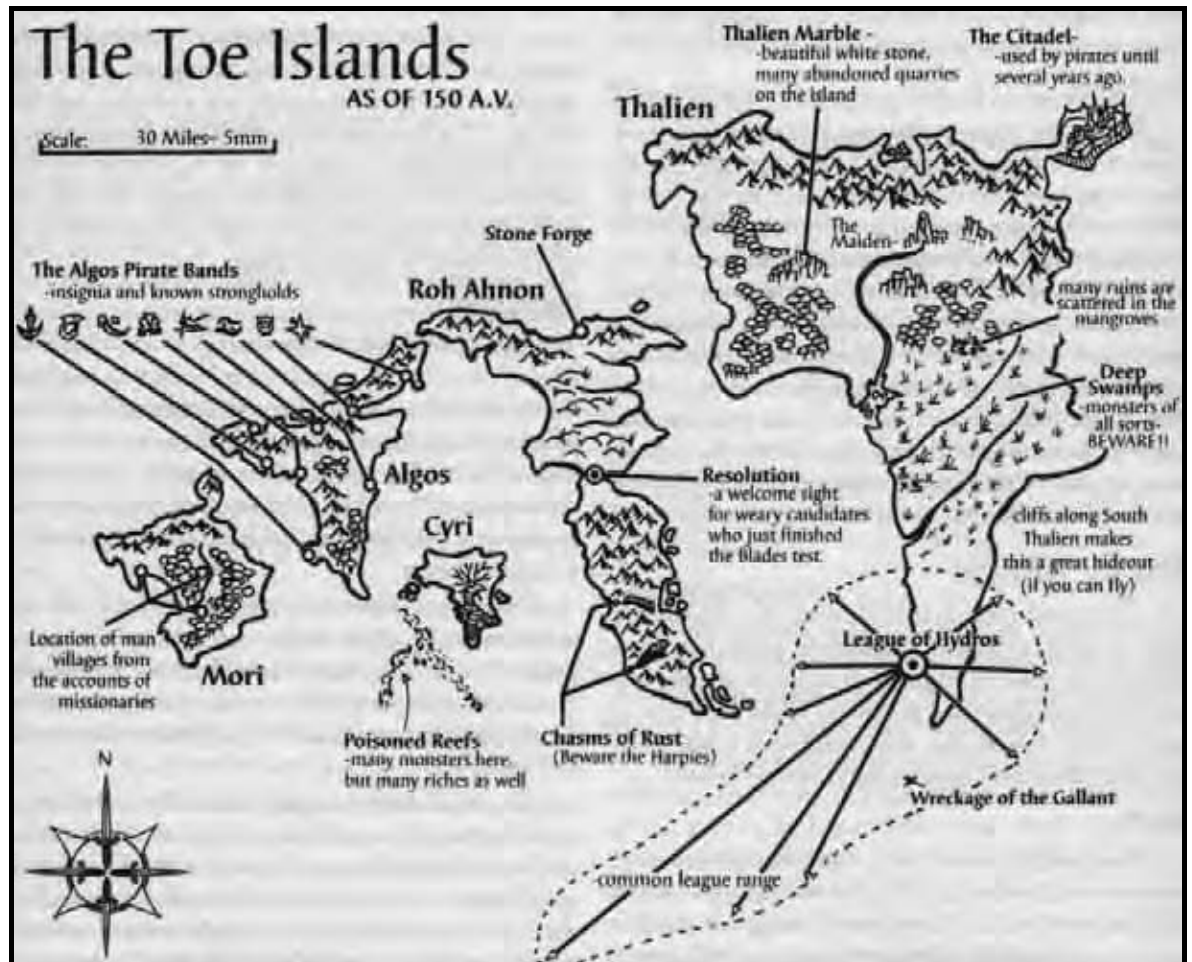
The trial, known as the Blade's Test, challenges even the toughest candidate. Only those surviving the perilous, 15-mile journey to the settlement of Resolution are allowed to join the Empire. Even pirates outside of the Roh Ahnon band acknowledge the skill and strength needed to endure such a challenge. Kariosa Nephantaros, the Empire's leader, personally welcomes those who succeed into her "family." Those who fail are never heard from again, though new candidates occasionally find small collections of items left behind after their predecessors' corpses have long since rotted away.

Thalien

It was on Thalien that Mithril's founders discovered marble suited to the construction of a god's city. The founders also discovered ruins in the island's northeast quadrant, which the quarrymen dubbed "the Citadel." None knows who constructed it, though speculation leans toward dwarves, elves, djinns and even the Ancients of Lede. For some time, the Citadel served as a pirate staging ground until all activity abruptly ceased just over five years ago.

Near the center of the island stands the stone formation known as the Weeping Maiden. Legend holds that the Maiden emerged from the torrent of blood unleashed by the Quarry's Slaughter. She bears an unnerving resemblance to a humanoid female, and the natural spring that lies directly beneath the rock contributes to the illusion that the Maiden is crying.

The League of Hydros and their dread sky-ships lair in southern Thalien. Perched on a high cliff, the League's vessels stand ready for merchant vessels to pass within the League's sphere of influence. Though Mithril has considered more than one plan to eradicate the League,



surmounting the League's defensive position has proved problematic.

The Toe Island Pirates

The Toe Island pirates have come a long way from their modest beginnings as thieves and cutthroats aboard rickety ships long considered obsolete for even mercantile service. Though their leaders have called themselves "princes" for nearly a century, only the last two generations of pirates have seen captains worthy of that appellation. Today's pirates sail vessels of unequaled design, manned with crews that can best nearly any they meet. Elite and efficient, the pirate fleets have grown to match the merchant trade upon which they prey.

Princes and Petty Thieves

While it is true that most captains and their crews are little more than common criminals, many pirates choose this life for reasons beyond simple greed. The thrill of adventure lures many a young sailor to join the pirates' ranks, as does a certain (overly) romanticized notion of life on the sea.

The pirate bands of Algos best fit the profile of the bloodthirsty cutthroat. Most bands have only one ship, and they tend to be older, slower vessels with relatively

green crews. They limit themselves to raiding poorly defended convoys and are the bane of small merchants. Some speculate that the Algos bands have contacts among Harbor City crime lords and that the two groups work in collusion to carry out raids and divide the spoils. Mithril has focused its anti-piracy efforts on curtailing this group's activities, but for every raider ship they capture, another seems to take its place.

The Broken Blade's Empire

Lead by their captivating "empress," Kariosa Nephantaros, the raiders of Roh Ahnon — also known by their self-aggrandizing monicker, the Empire of the Sea — are the most impressive band to ever rule the Toes' throne island. With nearly a dozen ships and over 300 sailors, the Empire's fleet is unmatched. Several attempts to end Nephantaros' activities have ended in disasters, with considerable losses of both lives and ships. In fact, many of the vessels in the Empire's flotilla were captured during these attacks.

Until recently, Nephantaros limited herself to plundering only the wealthiest merchant vessels, and it has long been known that she takes particular delight in destroying the most powerful and arrogant traders. Furthermore, she forbids the unnecessary taking of lives (after all, terrified survivors' stories only enhance her



notoriety). All this changed when House Asuras hatched a plot to assassinate several of Nephantaros' favored lieutenants. Since then, the pirate queen has waged a personal war that has escalated to unprecedented proportions. Trade through the sea-lanes has slowed to a near-halt, and even the Asuras are starting to feel the pinch. As for Mithril: it can ill afford this latest blow to its slender maritime supply lines.

Farthest Shore, Greatest Threat

The mysterious isle of Thalien has long been home to those elite pirate bands outside Roh Ahnon's control. Though no less ruthless and criminal than the bands of Algos, Thalien's pirates have always had better ships and better crews. In recent years, this superiority has advanced to an entirely new level with the emergence of the League of Hydros.

Unlike the bands before it, the League is especially feared for its extensive use of magic. No one knows where they came from, but they were obviously enticed to the Toes by the trade of magical goods between Mithril and Asherak. With members from virtually every race on the face of Scarn, the League is an eclectic mix of peoples — titanspawn and divine. The lure of gold and power seems to transcend even heaven's mandate.

The most potent weapon in the League's arsenal is its small but spectacular sky-ship fleet. These vessels, bonded through magical rituals to their crews, have the unsettling ability to perform major feats of magic. Reports have variously described these ships flying, melting into the waves, disappearing from plain sight and vanishing in a blinding flash of light only to reappear moments later many miles away. So far, four such vessels have been identified, each bearing a unique set of arcane symbols upon her sails. However, given the size of Thalien and the ships' uncanny ability to remain undetected, the actual number could be much higher.

Chapter Five:

Adventures

The following stories focus on Mithril. Multiple stories have been assembled into related episodes, which allows characters to participate in Mithril's metaplots. However, each episode is independent. GMs should not feel compelled to run all of them; just introduce events from earlier episodes as background, and let the characters take it from there. The episodes individually constitute a mini-campaign framework, leaving specifics to GMs. Details on monsters, events and so forth have been generalized to allow GMs latitude when tailoring the adventures to their parties' abilities and power levels.

Concluding most stories is a section that briefly describes the wider ramifications of the adventure's events. If rewards are involved (usually in the form of a heroic reputation), they should only be awarded if the characters completed all the associated episodes.

Although GMs can run the stories in any order, they have been presented in a sequence that makes the most sense. Also, certain arcs of the same episode are interchangeable. For instance, GMs might want to relocate the cure for the Gravelfist plague from the island of Thalien to Gest Ganest's laboratory. In this case, simply switch the episodes and transpose the appropriate details.

Dance of the Dark Lord

One of Dar'Tan's covert plots to sow disorder within Mithril's elite provides the framework for these stories. His approach is simple: uncover existing antagonisms, choose one and exploit it to cause a conflict. He will then sabotage the authorities' attempts to defuse the situation, making Mithril's paladins and clerics appear incompetent and ineffectual and tarnishing their reputation as infallible crusaders. Obviously a single incident won't shatter the people's loyalty or respect, but Dar'Tan hopes it will be a nudge down the slippery slope of ruination.

Episode 1: Welcome to the Higher Levels

One of their contacts invites the characters to a grand ball, held at the deBronis Estate in Temple City. There they meet and mingle with the city's elite. The ball is a good place to introduce (superficially) any NPCs that GMs may later wish to use. Alternately, the characters might rescue one of the major NPCs from an ambush in Mithril's less-savory districts before the ball, thus gaining a contact who might effect introductions to other NPCs.

It is critical that GMs introduce Dar'Tan here. Disguised as a minor lord from a distant kingdom, he acts weak, insecure and a little socially inept. He uses this strategy to gauge the various figures of the city. The ball presents an excellent opportunity to demonstrate the mentality of different NPCs to the players, as they observe (along with Dar'Tan) how various nobles, merchants and mercenary commanders react to the dark lord's ruse.

Note that the ball is a Divinity's Day celebration, and Corean's paladins are milling about in their finest livery. Around midnight, the host and/or hostess summons guests outside to pray to Corean and the other good gods. However, just as Merketh is suppose to reach its zenith, at which time the clerics must perform a holy rite, the Nameless Orb appears from behind ghost-white clouds — at a place and time it should not appear! The Nameless Orb remains there for the rest of the campaign until the party resolves several of the key crises that will beset Mithril. Until then, the Nameless Orb hangs over Mithril, an omen of great evil, even eclipsing the sun every day at high noon.

Episode 2: Ambush and Accusations

Two days after the ball, word reaches Mithril that a caravan has been ambushed while on the Cordrada Corridor. While not a particularly unusual occurrence, it is suspicious in this case because the caravan was supposedly unimportant; only a few people knew that it conveyed a valuable cargo hidden among mundane items. After all, it is a proven though risky strategy: hiding valuable items in a small, minimally protected caravan attracts less attention from raiding titanspawn.

The fact that this small, seemingly inconsequential caravan was specifically targeted makes suspects of a few

very powerful merchant houses, one or two of the better-connected mercenary corps and the ruling caste of Mithril itself. GMs may choose which suspected group is at the top of the list, branded by the rumor mill as the true culprit. After all, who would dare openly accuse any of the suspected parties? GMs should designate one of the existing trade houses (Asuras or Bloodhawk) or a newly created one as the victim of the attack (who will later become the party's ally) and determine the true accomplice's identity (who will later become the party's enemy). Ill will festers and tensions build until the party uncovers the real reason behind the ambush. There are several clues:

1 The attack occurred at night, but not when it was darkest. In fact, Belsameth's moon was especially bright, casting long shadows with its soft light.

2 The attackers were completely silent and unseen.

3 The slain defenders' armor bears no signs of damage, but the bodies within the armor were severely injured.

4 Some pack animals survive. If anyone who can communicate with animals asks them what happened, they will report that "dark shapes" attacked the caravan.

Although Dar'Tan is the true mastermind behind the attack, there were other conspirators. Dar'Tan progressed as far as he did because some of Mithril's elite had placed their own gain before the welfare of others. How the characters choose to handle this diplomatic morass is their call, but Mithril's Shining Council strongly opposes openly revealing the penumbral lord's involvement.

Episode 3: Minions of Shadow

This episode pits the party against Dar'Tan servants. These are Dar'Tan's weakest minions and a good way to introduce the characters to future adversaries.

The party discovers, either through the course of its investigations or a contact (perhaps an employer), the location of a hideout just off the Corridor where the ambushers are believed to be hiding. Due to the delicate situation created by the fallout from episode 2, the ruling council has decided that a small, unaffiliated party should intervene. The party is asked to attack the base (a ruined fort from the time of the divine war) and uncover as much information as possible about the attackers (who at this point are believed to be simple brigands).

The base contains a variety of creatures that Dar'Tan has recruited to help him attack caravans. These will include orcs, goblins, shadows and shadow mastiffs (see *core rulebook III*). If the party is powerful enough, a low-level crypt lord or penumbral lord (see *Relics & Rituals*) allied to Dar'Tan may command the fortress. After defeating the enemy, the party may find documents implicating Dar'Tan and the Penumbral Pentagon in the raids.

Conclusions

If they stop the raids and expose the involvement of Dar'Tan and the Penumbra Pentagon, the party will gain a number of allies and contacts on whom they can rely in later adventures, including Barconius and Emili Derigesh, the individual or group that was falsely accused of the raids and/or the owners of the caravan, especially if the party recovers the items stolen from the caravan.

Beware the Seafood

The Blood Sea, though a source of great wealth, presents endless threats to Mithril's safety. A recent change in the Blood Sea's waters has created a new peril. This turn of events, combined with the activities of Harbor City's less-noble denizens, has created a crisis that calls for heroic action.

Episode 1: A Fishy Trail

The party, enjoying a meal at a Harbor City eatery, see several patrons suddenly grow ill, literally sweating blood (see the rules for "Blood Fever," Chapter 1). Most onlookers immediately flee. Upon investigation, the party discovers that the fish are clearly tainted.

Following the fish's trail, the party discovers that fishermen have been taking catches in a questionable manner and evading the Mithril Monitors, selling their catches directly to one of the Stormside criminal gangs. If the party decides to confront the fishermen and the crime syndicates directly about it, they might be able to solve the problem.

Episode 2: Blood Waters Rising

The party discovers that illegal fishing has been occurring for quite some time, but it doesn't explain the sudden outbreak of blood fever. The characters soon discover that a new chasm has formed just off the shores of Mithril, spewing forth sickening torrents of concentrated Kadum's blood. The party must somehow seal the chasm; otherwise, the titan's blood will continue to flow until Mithril's shores become tainted and twisted beyond recognition.

Though powerful acts of magic are one option, not all parties have this capability. Other ideas include causing a controlled underwater cave-in to bury the chasm or sinking several old ships to plug it. Regardless of how they do it, the dread pisceans (see *Creature Collection II*) will oppose the characters. Indeed, these titanspawn created the chasm in the first place.

Conclusions

Though many fishermen will resent that the party interfered with their lives and/or livelihood, most will be grateful that it sealed the chasm beneath the Blood Sea. The city will certainly be grateful if the party eliminates, exposes or otherwise compromises one or more of Harbor City's crime rings.

The Orcs of Lede

Alone among the titanspawn of Lede, the orcish tribes have begun to show signs of softening their attitudes toward the divine races and their city of Mithril. Though the voices calling for peace remain few and center on a Gravelfist orc named Prophet Gortak, there is hope that the orcs and Mithril might soon coexist in peaceful detente, as they did until 40 years ago. These story events revolve around the progression toward such a peace, but unless the characters help, that peace may end before it begins.

Episode 1: Swords of the Sacred Sky

The party is asked to investigate strange occurrences in the northern reaches. In the process, it is ambushed by orcs. These are normal orcs (see *core rulebook III*, p. 146) but will attack in sufficient numbers to threaten the party. Just before the first fatality occurs, a second wave of orcish soldiers appears (also standard orcs, but better disciplined, including some higher-level warriors and fighters). They quickly subdue the other orcs and defend against the characters without striking back. One of these new orcs, mounted on a black-furred dire wolf and armed with a massive falchion, steps forwards and introduces himself as Donnangar. He informs the characters that they are trespassing on orcish lands and invites them to follow him (in a tone that broaches no dissention). His directive can be reinforced by force if necessary.

The orcs lead the characters to an orcish village. Before the party can be questioned, the proud (see *Creature Collection*, p. 148) attack the orcs. Unprepared, the orc villagers suffer heavy casualties. In the confusion, the party may simply choose to leave, though if it stays to help the orcs (who do not register as evil through magic; they are chaotic neutral), the orcs will later regard the characters with grudging respect. Donnangar, a willing conciliator, offers the adventurers dinner and a place to stay (not a bad idea, he points out, seeing as night is about to fall and the proud are likely not far away).

Episode 2: The Plague of the Gravelfist

The Gravelfist orcs ask the party to find the cause of a deadly plague decimating their population. Preliminary investigations prompt the party to travel to Mullis Town, where it discovers that the mining operation there is at fault. Diggers have inadvertently exposed a long dormant fungus deadly to orcs. Upon learning this fact, the Scorchskull tribe claims this outbreak is a deliberate human attack and plans a counteroffensive against Mullis Town. Before an attack can be launched, however, Prophet Gortak steps in.

Gortak proclaims that this event is a test for both the orcs and divine races of Lede. He prophesies that only through divine intervention will this plague be lifted. Of course, this proclamation meets with much scorn and



disbelief; most orcs believe the plague is their punishment for abandoning their titan forebears and as such cannot be averted by the new gods.

If the characters helped save the orc village from the proud in episode 1, Gortak, through Donnangar, extends the characters an invitation to meet with him. Donnangar might seek out the party on the plains and directly convey the message or use a half-orc ally of the Gravelfist when the characters are in Mullis Town or some other Lede-based community. If the characters meet with Gortak (a great roleplaying opportunity), he will discuss their role in ending this plague. Gortak readily agrees that it is unlikely the miners will cease their activities, so he asks the characters to assist Donnangar recover a potent healing plant from the Toe Islands (specifically, the island of Thalien).

Episode 3: To Seek the Cure

Donnangar and the party must travel to Thalien in the Toe Islands to find the cure to the Gravelfist plague. First, the party must gain access to Mithril's great libraries and ask its clerics for help. Though Donnangar knows in general what to look for, the characters must consult the Archives to narrow down the list of candidate herbs. The subsequent journey to Thalien involves several challenges:

1. Finding a ship willing to take on an orc.
2. Surviving a piscean attack.
3. Surviving a League of Hydros attack while on Thalien itself.

While on Thalien, the party discovers ancient ruins. While exploring, Donnangar realizes that the inscriptions on several surviving walls resemble very closely his people's language. On a successful Spot check (DC 13), a character familiar with the orcish language will notice a rune that roughly translates as "eternal life." Revealing this rune to Donnangar startles him; he speaks a command word at the tablet. The tablet crumbles, revealing a handful of seeds — one of which falls from its pouch and instantly sprouts into a hardy plant. Characters with an appropriate skill, such as Lore (nature), or who are druids will realize that the plant might survive and thrive in the harsh soils of northwestern Lede (the vestiges of orcish lands). The implications for the famine-stricken orcs are staggering.

Conclusions

Donnangar and the party return with the cure, averting war in the south. The discovery of a crop that can survive in the orcs' harsh lands gains the characters the trust of this otherwise bitter and resentful race. Prophet Gortak accepts both these gifts himself, generating much excitement about his prophetic words. Though mere good deeds and seeds are not enough to change the ways of orcs like the Scorchskull, this series of events greatly increases reverence for Gortak and represents a concrete step toward the ends he desires.

Last Hold of the Fallen

These adventures revolve around elder civilizations and arcane riddles. As such, parties with adequate magic

Ara Koska Tabir

Tabir is a relatively petite woman who nevertheless has an authoritative presence. Her face seems forever youthful, no matter how much grime it accumulates on the job. Dressed in simple, dun-colored cloths, Tabir has never cared for fashion, preferring utility to aesthetics. Because of her petite stature, a rarity given her Albadian heritage, and the dust and grit that perpetually darkens her otherwise fair complexion, few recognize her as native from Albadia unless they are skilled in the dialects of Ghelspad and recognize her accented Common.

Though never an adventurer, Tabir's journeys have taken her far across the battered face of Scarn. If she's learned one thing during those treks, it is not to judge things by first appearances. Always open-minded, Tabir frequently revises her opinion of others. The perennial optimist, she gives strangers the benefit of the doubt. Many people who have met her only once have described her as a "friendly younger sister."

Far from her Albadian homeland, Tabir has begun making a name for herself as one of Ghelspad's leading archeologists. In an era when everyone seems eager to bury the past and embrace the future, she stands among those few who believe that the land itself holds the key to its own salvation. However, her driven nature is partly born of desperation, though she rarely shares this fact. Tabir's only brother is dying — the result of a traumatic birth that left his spine badly damaged. Only the gift of a "living artifact," given to him at birth by an unknown benefactor, saved him. But the artifact is losing its potency, and it is only a matter of time before it stops working altogether and her brother dies. Perhaps, if she could just recover another copy of the artifact, she could prevent that event from occurring.

Tabir's current focus is a dig site at the Mullis River's mouth. Working out of Mullis Town, her drive and reputation have attracted a cadre of like-minded scholars, creating a "university town" almost overnight. King Jaren is only too happy to see this happen and hopes that this will herald a new era of academic leadership for Mullis Town. As such, he has devoted considerable resources to her project, going so far as to section off a new district upon which to construct a new university.

Ara Koska Tabir, Chartered Archaeologist, Fellow of the Mithril Archives, Female Human, Exp6: CR 2; SZ Medium Humanoid (5 ft., 2 in. tall); HD 6d6-6; hp 20; Init +0; Spd 30 ft.; AC 10; Attack +3 (+4 Base, -1 Str) melee, or +4 (+4 Base) ranged; SV Fort +1, Ref +2, Will +6; AL LG; Str 8 (-1), Dex 11, Con 9 (-1), Int 17, Wis 12, Cha 12.

Skills: Craft +9, Decipher Script +10, Diplomacy +1.5, Escape Artist +3, Heal +8, Hide +1, Knowledge (local history) +13, Knowledge (arcana) +5, Knowledge (nature) +4, Listen +3, Move Silently +2, Profession +3, Ride +11, Scry +3, Speak Language +1, Spot +6, Use Rope +9.

Feats: Alertness, Improved Unarmed Strike, Skill Focus (ride), Skill Focus (knowledge).

support or riddle-minded players will find them challenging. The party might even gain a solid reputation among the people of Mullis Town, upon which they can build by addressing "The Gorgons' Gambit" (see that scenario, below). Otherwise, the rewards mainly take the form of magical treasure.

Episode 1: The Necromancer and the Scholar

While in Mullis Town, the party confronts a spellcaster out to prove his superiority. He attacks while they are in the open, surrounded by many witnesses and bystanders. A terrified child gasps, "It's the Reaper! Run for your — !" before he is interrupted by the wizard, who says, "Die, insect!" The wizard immediately hurls a *lightning bolt*. The party is positioned such that it can intervene if it chooses. Assume that all characters can take one full action before the spell hits.

The wizard flees to the Runic Pillar south of town. If the characters pursue, they realize too late that it's a trap; the wizard's undead minions attack from hiding. Assume that the spellcaster is a necromancer two levels higher than the party; his minions will be undead suitable

to the party's level. After the fight, the party realizes that the pillar is glowing. Any Spellcraft check (DC 15) indicates that it reacted to the shedding of blood (see "Mullis Town," location 21 for details).

Suddenly, a voice congratulates the party for its skill in battle and ability to decipher such an old and unusual script. When the characters turn around, they see Ara Tabir.

Episode 2: Mystery of the Ancients

Tabir invites the party to spend the night at her camp (the least she can do, she explains, for ridding the area of a much hated villain). If the party has a Small male, she is especially friendly to him. If the characters are polite, she'll offer to hire them for a special job and as payment will give them small artifacts she's recovered from the dig (of which she already has several other copies).

If the party accepts, she explains that for the past few weeks, progress at the site has stalled. Some idiot accidentally read an old tablet aloud and triggered its magical guardians. Now, when someone approaches the

dig, automatons materialize out of the air and attack the archeologists. She knows how to reverse the ward (theoretically), but she needs strong fighters to distract or overcome the constructs so that she can reach the tablet. The guardians may be golems, thunder orbs (see *Creature Collection*, p. 197) or similar automata, with numbers and powers adjusted to the party's level.

If the party succeeds, Tabir will reward it with small magical items from her collection. She will now also be an ally and contact. She tells the party about the Ancients' civilization and their underground cities that supposedly lie buried somewhere in the vast wilderness around Mithril. She tells the characters that she is searching for the location of the Halls of Dunai, a complex of underground tunnels rumored to be a treasure trove of archaeological data and ancient magical secrets and items. If the party seems interested, she will show it her copy of Gest Ganest's translation of the *Legend of the Hydra* (see sidebar). The party can try to solve the metaphors in the legend, if it chooses. Tabir will also

help the party decipher the mystery and point it in the right direction if it is stumped.

Episode 3: The Chambers of the Ancients

Eventually, with Tabir's help, the party learns the location of the Halls of Dunai's entrance. As hinted in the legend, the three gates are heads of a metaphorical hydra, and each a geographical formation. References to the various heads may be found in other ancient texts or inscriptions, as might be found in the Museum of the Blood Sea (Chapter 3, location 26), known by bookseller Chel Azatan (location 28) or learned from sage Kabla Tythorius (location 52).

The island of Cyri contains one entrance: a cavern at the base of the volcano resembles an open jaw. The dig site at Mullis Town represents another entrance: an underwater cave that spews out the mud forming the Morass. The final entrance "head" is a cavern in the Kelder Mountains, near Gest Ganest's sanctum, in what is called the Howling Valley

The Legend of the Hydra

Tamar Rowydd recovered the following document near Gest Ganest's laboratory and traded it to the Mithril Archives for services rendered. The document contains Ganest's translation of a tablet fragment he found on the Plains of Lede. The original tablet, written in the ancient Asatthi dialect known as Da'enta, has since gone missing; as such, the accuracy of Ganest's translation cannot be verified. However, given the repute of its source, the peculiarity of the subject matter and the apparent completeness of the fragment (which includes Ganest's original notes), it is the opinion of this scholar that the article is of sufficient quality to be included in the Archives.

— Fovahn dalan Kir, Principle Archivist, Enkilot 16, 138 AV.

..and breathed its last. So fell the final guardian[1] of Dunai[2], its many heads strewn across the battleground of its slaughter. Yet the guardian had done its duty, breaking the blade of the Invader[3] so that the Halls of Dunai remained inviolate. Strong was the magic of that age, that the lifeless beast retained potency even beyond the grave[4]. Its former charges now took care to restore[5] the better part of its form, and so the many heads[6] of the guardian protect the Halls of Dunai still. To this day, the severed heads mark the entrances to the ancient citadel — the Burning Head, the Drowned Head, the Howling Head.. [7]

[1] Rough translation from thon'lohd, which means "great protector" or "honored protector." The one expert on the Asatthi language with whom I was able to consult suggested that thon'lohd is akin to a title and can only be given to those beings the author would have himself respected. Given asaatthi xenophobic tendencies, I would wager that such a being must have been at least in part reptilian.

[2] References to the Halls of Dunai recur in several other accounts that have been recovered from Lede. Tales tell of a vast realm of magnificence beyond words, whose inhabitants were reputedly masters of the arcane. The halls' contents are supposedly both wondrous and deadly, and they converge upon a location that was of vital importance to the Ancients. Its exact nature remains a mystery, though some legends hint that its nature in some way aided the Ancients in observing and governing their realm.

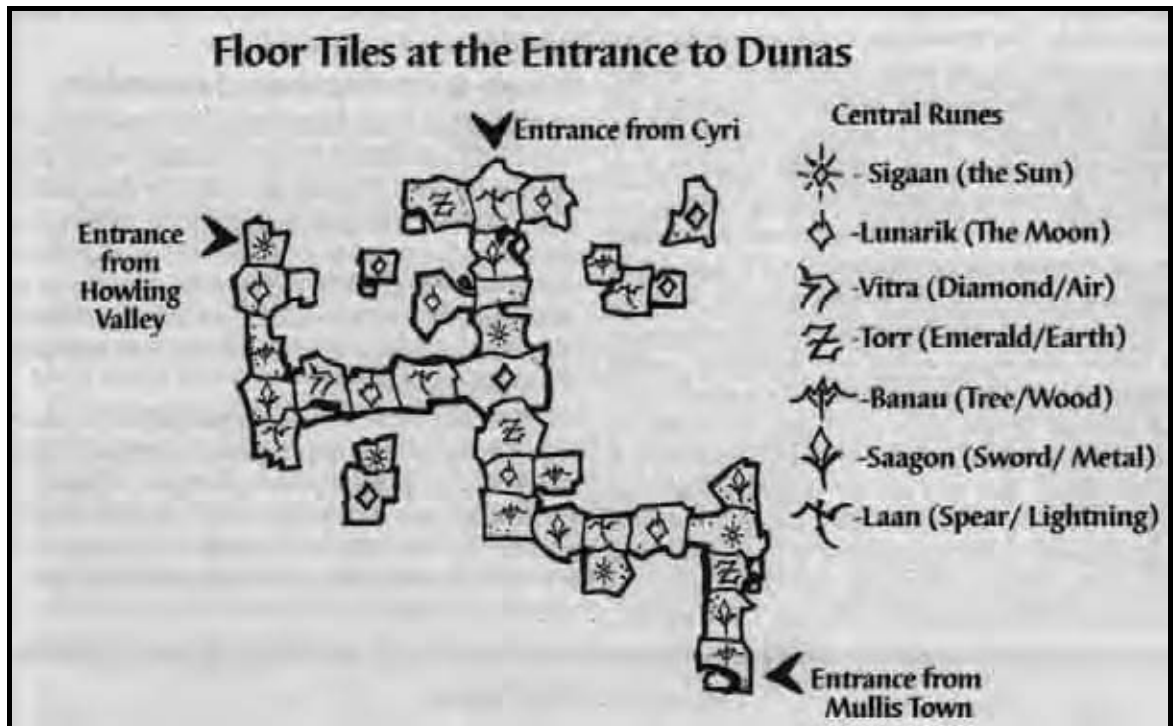
[3] The original word *Go'yinthak* (dark marauder) has no equivalent in the modern Asatthi dialects, though its components bear superficial resemblance to *gu'yak* (sunset), *gu'hin* (veil) and *thuk* (dagger). The use of uppercase is unusual.

[4] Alas! Would that I had such a familiar!

[5] From the original *nahar*. The action implied is as much "reconstruction" as "repair." It can alternatively be translated as to remake, refashion or resummon.

[6] A scratch on the tablet makes an exact translation impossible. The darn thing could very well be describing the actual head or some part of it (such as the eyes, noses or mouths) or possibly even an object that simply resembles an anatomical area.

[7] The "heads" may be natural formations, deemed the remains of ancient monsters by superstitious savages. I have found references to a "Howling Cave," supposedly located in the Kelder Mountains.



Each head has an associated "key" riddle, which may be learned through research. The characters open the gates by fulfilling a suitable condition as hinted at in the respective riddles.

1. *Cyri*: "The burning head shall aid the one who eases its pain." (The characters must splash water on the head.)

2. *Mullis Town*: "The drowned head shall aid the one who brings it the breath of life." (The characters must bring air to the head.)

3. *Howling Valley*: "The howling head shall aid the one who brings the song of the winds and turns its pain to joy." (The character must place an instrument that will play in the wind [such as chimes] beside the head and let it play.)

Once inside, the characters see before them an arrangement of tiles upon the floor. Many slabs are broken, but those intact remain quite legible. The symbols resemble the orcish runic language and are identical to the symbols found on the Runic Pillar south of Mullis Town and the pillars on the Plains of Lede. A huge archway spans a poorly lit corridor upon which can still be seen the impression of long-unread runic inscriptions.

See the map of floor tiles. The map portrays a complex of artificial caverns that lead to the lost city. Each tile represents a cavern hundreds of yards across, and the associated rune (see the map key) governs the creature and/or treasure that can be found there:

1. Sigaan (the sun): Fire elementals (*core rulebook III*, p. 81), fire-drakes (*Creature Collection*, p. 75), pyres (*Creature Collection*, p. 149), red dragons (*core rulebook III*, p. 67), salamanders (*core rulebook III*, p. 159) or other

fire-based creatures. Treasure should include items that use or provide defense against heat or fire.

2. Lunarik (the moon): Black dragons (*core rulebook III*, p. 63), moon hags (*Creature Collection*, p. 98), night hags (*core rulebook III*, p. 140), night tyrants (*Creature Collection*, p. 144), nightshades (*core rulebook III*, p. 141), or other night- or shadow-based creatures. Treasure should include items that provide concealment, help detect hidden items or use shadows and darkness in some fashion.

3. Vitra (diamond/air): Air elementals (*core rulebook III*, p. 81), harpies (*core rulebook III*, p. 117), murdersprites (*Creature Collection*, p. 139) or other air-based or flying creatures. Treasure should include items that allow users to fly, survive without air or defend against air-based attacks.

4. Torr (emerald/earth): Delves (*core rulebook III*, p. 39), earth elementals (*core rulebook III*, p. 81), stone golems (*core rulebook III*, p. 108), slarecian gargoyles (*Creature Collection*, p. 175), vengaurak (*Creature Collection*, p. 210) or other earth-based creatures. Treasures should include items that protect against, cast or aid in casting earth-based elemental spells.

5. Banau (tree/wood): Stick giants (*Creature Collection*, p. 192), tendriculos (*core rulebook III*, p. 175), treants (*core rulebook III*, p. 178), wood golems (*Creature Collection*, p. 86) or other wood-/tree-based creatures. Treasure should include nature-based items or items that cast, aid or protect against druidic or nature-based spells. Wooden weapons and shields can also be included.

6. Saagon (sword/metal): Iron golems (*core rulebook III*, p. 109), shield guardians (*core rulebook III*,

p. 163), steel beetles (*Creature Collection*, p. 189), steel giants (*Creature Collection*, p. 190) or similar metallic creatures or constructs. Treasure should include metal weapons and armor.

7. Laan (spear/lightning): Blue dragons (*core rulebook III*, p. 65), copper golems (*Creature Collection*, p. 82), shocker lizards (*core rulebook III*, p. 164), thunder orbs (*Creature Collection*, p.197) or other creatures with electrical attacks. Treasures should include items that cast, aid or protect against electrical-based attacks or spearlike weapons.

GMs should adjust the number and power of the encounters to challenge the party's level. Some caverns will be empty — their guardians destroyed and treasure lost. Eventually, the caverns converge on the Halls of Dunai, a great cavern that contains a single, vast structure apparently created through a true ritual, perhaps a more potent version of the *build the temple* true ritual.

The structure contains various chambers, each equipped with huge scrying crystals and enchanted archways. Each crystal allows users to observe events in a distant region. The view is fixed but from a vantage point that gives a good image of the surrounding area. Suggested locations include the Kelder Mountains near the Sky Keep ruins, the Plains of Lede, the shores of the Blood Sea, Vesh, the Bleak Savannah and Irontooth Pass. Many of the crystals no longer function as their respective endpoints were destroyed, flooded or otherwise devastated during the divine war.

The archways are one-way portals to the locations observed through the scrying crystal. They function only when the proper command word is spoken, which is the Ancients' name for the endpoint location. Each has an identifying rune carved above it; these may be used to figure out the proper name, utilizing Tabir or Donnangar's knowledge of ancient languages, passing an appropriate Knowledge skill check or doing research back in Mithril.

Attempting to go through a portal associated with a nonfunctional crystal is potentially disastrous. At best, travelers will be deposited in a random location somewhere on Ghelspad. At worst, they materialize in solid rock or at the bottom of the Blood Sea.

Conclusions

The characters discover a potentially important aid for their future adventures and information useful to Mithril's leaders. The scrying crystals can be used to keep watch on important areas, such as nearby plains and mountains. Once deciphered, the portals can be used to transport troops, scouts or adventurers to critical locations. As the portals allow only one-way travel, adventurers must make the return journey on their own. But the ability to quickly reach distant places will prove invaluable.

Discriminating observers might be able to see important events - ship and troop movements by Mithril's foes, approaching weather formations, natural disasters

and, if they are especially lucky, supposedly hidden locations like the Penumbra Pentagon's new lair. If the adventurers tell Derigesh or the other Mithril leaders about the Halls of Dunai, it's likely that a small garrison of paladins will always be on duty here, keeping watch on the surrounding lands. As the discoverers of the site, however, the characters will be allowed free use of the place, should they desire.

For the Glory of Corean

This adventure pits youthful hope against a dark-hearted agenda. The episode is best presented after the party has established a reputation and complements "The Orcs of Lede" above.

Episode 1: The Young Recruit

Lothen, a young half-ore, aspires to become a paladin of Mithril, but his mixed ancestry and poor eyesight have prevented him from attaining his dream. Most Temple City instructors, especially a vocal paladin named Garrett, have rejected the half-ore's application. While most of the arguments against Lothen's enrollment express compassion, one cannot help but sense the instructors' underlying distrust and fear of inviting a half-titanspawn into their midst. Only one instructor believes that Lothen deserves an opportunity to prove himself. Lothen's sole supporter, the armsmistress *Lizetta* (*hum fem pal8, LG*), asks the characters for help. She believes that only their good name and influence can help the young half-ore escape the destiny fate has dealt him and secure him a place on the roster.

While emphasizing roleplaying and the interpersonal skills of the characters, this episode should include a pivotal event that decides Lothen's fate. During a discussion among Barconius, several other senior commanders of Mithril's paladins and the characters, an overhead support beam starts to break (a random structural defect or act of deliberate sabotage?). Lothen alone notices this, as his ears have grown keen to compensate for his poor eyesight, and shouts a warning. Lizetta reacts too slowly and is about to be crushed when Lothen suddenly pushes her out of the way. Now Lothen will die, crushed to death, unless the party saves him.

If the party averts Lothen's death, he will have proven both his worth and integrity. Barconius will personally sanction his petition for training as a paladin of Mithril, eventually leading to a Mithril Initiation ritual, in which the young half-ore will be made a true paladin.

Episode 2: Hunter in the Fold

Mithril Keep, the paladins' nerve center in the city, is besieged by an unknown murderer. Several students are dead, and a comatose Lizetta receives treatment at the infirmary.

Lothen, implicated by the initial investigation, appeals to the adventurers for help. Things look grim for the young, would-be paladin, as the evidence against

him is strong, but further investigations reveal some potentially exculpatory facts:

1. The murderer committed the crimes in an old, underground storage area without using light, suggesting that the murderer either could see in the dark or didn't need to see at all.

2. The area is so old that the floor is on the verge of collapse. The scene of the crimes features several broken planks and collapsed sections. Lothen, however, is too small and light to have caused these breaks. Whoever committed the murders was probably a large human or comparable-size creature.

3. The murder weapon was a trainee's practice sword. Lothen had access to such a weapon. (The practice swords are dull and not designed to kill. A boy of Lothen's size may have been able to *strike* a killing blow, but a *blind* boy could not have made such clean, well-aimed *stab* wounds.)

4. Orcish hair was found at the scene, and other evidence at the site suggests that a struggle had taken place. (The party will find hair from an unidentified individual: silver-gray human hair.)

The students, under Lizetta's supervision, were moving some old, surplus training equipment to the storage facility. Careful questioning of the survivors reveals that the assailant surprised them and first snuffed their torch. They cannot accurately describe the murderer; they could only hear the floorboards snapping as it moved. It felled the students quickly, but Lizetta must have held out long enough for them to escape and seek help. In the end, the characters discover that the instructor Garrett is the murderer, supported by the following clues:

1. He has the same silver-gray hair the party found at one of the crime scenes.

2. Garrett is unusually large and could have caused the planks to collapse and crack.

3. His specialty is blind-fighting.

4. Garrett had applied for the position that was instead awarded to Lizetta. Further inquiries reveal that this is not the first time Garrett has failed to advance in rank or lost a promotion.

Convincing the paladins at the Keep that one of their own might be responsible for the murders will strain the characters' credibility. Garrett further clouds the issue by loudly asserting Lothen's innocence after the half-ore has been implicated. He explains his attitude's apparent reversal by explaining that it is one thing to reject an application for good cause, but another thing entirely to accuse a boy of murder. Eventually, the paladins summon Temple Patriarch Theodilus deBronis (see Chapter 3, location 74), and he will ask to see Garrett personally. Guards dispatched to find the paladin instead discover that he has disappeared, leaving a bloody practice sword hidden among his belongings.

Episode 3: In Every Good Heart...

With the murderer's identity known, the party is given an opportunity to hunt him down. He has, the party discovers, fled into the catacombs. As the party prepares to pursue the traitor, Lothen joins them, seeking vengeance for his slain comrades.

The characters can follow Garrett's trail with successful use of the Track feat or by good Spot rolls. When they finally confront Garrett, he rises from a kneeling posture; his hands are wrapped around the pommel of his paladin's sword, which is wedged into the ground before him. Tears — of madness or sorrow? — streak his face.

When the party appears, Garrett attacks. No statistics are given for Garrett so that GMs can balance him to the party's abilities, but he must of course have the Blind-Fight feat.

There are several possible outcomes to this encounter. The party may simply kill the paladin and return his body to the Keep, telling deBronis that he was indeed the murderer. Garrett may flee deeper into the catacombs and be lost, returning later as a fallen paladin or blackguard (see *core rulebook 11*, p. 30). Garrett may surrender and throw himself on the characters' mercy. Or — possibly the best outcome — Lothen intervenes, insisting that Garrett be captured and taken back to face justice.

Regardless of the outcome, Garrett will confess, outlining the details of his actions, either as a prelude to the fight or after his defeat. Enraged at being passed over yet again for promotion, he committed his crimes to discredit his fellow paladins, particularly Lizetta, whom he had intended to frame for the students' murders after killing her. Later, after the paladins had posthumously convicted Lizetta of the crimes, despite Garrett's passionate assertion of her innocence, he would plant the murder weapon among Lothen's belongings and "discover" previously overlooked evidence (orc hairs planted by Garrett himself) at the scene of the crime. Thus, Garrett would simultaneously frame the half-ore, culling the half-titanspawn from Corean's holy ranks, and elevate himself among his paladin peers as Lizetta's champion and true justice's tireless servant.

But the plan had fallen apart. Upon hearing the underground watch approach (alerted by the students' shouting and ever ready for a Penumbra Pentagon incursion), Garrett panicked and fled, leaving Lizetta unconscious in an expanding pool of blood but forgetting to set the crime scene to frame her. Aghast at the horror of his own depraved actions, Garrett desperately sought to abort his scheme. Learning that Lizetta had survived, he cautiously returned to the crime scene and planted orc hairs clipped from a battle trophy. He hoped that the hairs, coupled with Lizetta's vague description of a large, brutish assailant, would convince the paladins that she and the students had exposed and frightened off an orc spy. When Lothen was instead implicated, Garrett's

tortured conscience unhinged him, and the overwhelming guilt drove him to proclaim the half-ore's innocence. Yet he still had an opportunity to achieve his goals. If his peers convicted Lothen, Garrett would insist on clemency and see Lothen exiled and later advance evidence implicating a titanspawn spy or some other vague foe — twin actions that would assure his status as a compassionate crusader for truth and defender of the innocent.

Though he had committed plainly heinous acts, Garrett's conscience teetered between his pride and his guilt, and he had not yet fully crossed the line into an evil alignment. This inner conflict thus shielded him from his fellow paladins' detect evil abilities. By the time the characters confront him, though, has Garrett crossed that line and become a blackguard? Or can he redeem his guilt-ridden soul in Corean's eyes?

Conclusions

If Garrett is slain or escapes, the party's report clears Lothen of the murder charges. If Garrett returns for trial, the party must testify against him. Because his crimes are of such a high magnitude, he faces the Shining Council itself. By this time, the enormity of his misdeeds weighs heavily upon him, profoundly affecting him, and he accepts the judgment of Barconius and the Council without protest. He may be sentenced to death or imprisonment, but the Shining Council will more likely strip away his paladin status and exile him. In the future, Garrett may return as a blackguard (as suggested above), as a broken refugee or as a fighter (or member of another character class), attempting to atone for his crimes. Garrett's fate is left to GMs.

Lothen graduates with accolades amid much fanfare. The characters, now his closest friends, are invited to the ritual that ensures his paladinhood. The episode renews faith in Corean, as Lothen's success, despite his heritage and impairment, prove the god's beneficence and wisdom.

The Gorgons' Gambit

Mullis Town has only recently become Mithril's ally, so relations between the two communities are still in their infancy. Mithril has had too many of its own problems to devote time to Mullis Town, and Mullis Town has reservations about entering an alliance that may limit its autonomy. Events in these stories bring the issue to the fore, and they will have to decide just how this tale of two city-states will end.

Episode 1: Framed

The party arrives in Mullis Town with an important message from Mithril, requesting that the magistrate consider a formal alliance to deal with increasing gorgon activity along the Mullis River. As though underscoring the point, a band of gorgons attacks the party while it is en route. Arriving in Mullis Town at night, one or two days later, the party is again attacked by dark shapes. After felling its enemies, the party discovers that it has killed miners and peasants. Screams quickly fill the

streets, and the locals rally to arrest the party. Apparently, for the last few nights (coinciding with the night the party was first attacked), there have been murders in Mullis Town. The weapons used are identical to those used by the party. Held at the Vigil Quarters, the characters have a chance to talk to the Vigil commanders and plead their case — a good opportunity to introduce the characters to the Mullis Town Vigil.

Episode 2: Temporary Reprieve

The party finds itself free; it was released on bail (if the characters are good negotiators), staged a jailbreak, or was helped by Tabir (see "The Last Hold of the Fallen"), who is smart enough to suspect something's amiss. In any event, they rendezvous with Tabir, who has been shadowing them. She tells them that she thinks she knows who is behind the murders, but needs the party's help to take them down.

Shortly after the murders began, someone found one of her close friends dead beside the Morass docks. Her own investigations were fruitless; no one — including the city guards — saw anyone suspicious in the area that night. She finds this fact odd, since rich estates fill the area (and have guards on alert), and nighttime social spots for the scholars were crowded with potential witnesses.

In actuality, gorgons committed the murders then fled back into the swamp after their attack. Several clues may lead to this conclusion:

1. One member of the party accidentally steps on a snake while Tabir is with them. She notes that they've been "getting underfoot" a lot lately. "Odd that; winter is coming, and this is the time they start heading for their dens," she remarks.

2. A successful Spot check (DC 15) alerts a character to an unusual scrape mark on a log next to the Morass Docks. A successful Wilderness Lore check (DC 20) indicates the mark was left by something sliding past the log. A successful Search check (DC 15) finds scales too large for any normal reptile.

3. While investigating the dock area, the characters see a besotted man stumble out of a store. The party hears the following conversation between two onlookers:

Speaker 1: Poor fella. I hear something scared him awful bad the other night.

Speaker 2 (nodding): What with them critters and gods-know-what else running about. Shouldn't be out at night, nope.

The speakers see the party, recognize it as the suspects in the recent murders and turn to leave (not impolitely, just fearfully). If the party helps the besotted man recover his senses, they will have a witness to one of the murders and a description of the villain. The man doesn't run away from the party, but seems confused and frightened (at just about everything) and periodically

breaks down. He has been badly wounded and needs healing.

Once his injuries are seen to, the man remembers what happened and recalls witnessing an attack by creatures that a successful Knowledge (nature) or similar skill roll (DC 12) reveals to be high and low gorgons. He was attacked as well, but somehow managed to survive, staggering away from the scene before the patrols arrived.

If the party wants to personally handle the gorgons, Tabir has a plan.

Episode 3: Token of the Serpent Mother

In her collection, Tabir has a Mormo figurine. She believes the gorgons will be drawn to anyone wearing it and volunteers to be the party's bait. She also arranges for members of the city guard and the Mullis Town Vigil to be on hand to witness the truth.

The plan works, but the gorgons are far stronger than anyone realized. Gorgons attack the city guards and vigilants the very moment the party springs its ambush. The gorgons seem to have known what was happening all along and turned the characters' plot into a trap of their own. The fight triggers a massive battle, as a large number of gorgons (see *Creature Collection*, pp. 88-90) attacks Mullis Town. Only by presenting a unified stance can the defenders prevail.

Conclusion

The characters, now heroes in Mullis Town's eyes, easily convince the city of its need for defenses against titanspawn. The party garners great prestige, and Mullis Town holds a festival in its honor. King Jaren himself will speak to the characters, as will everyone of importance in the city.

The Dragon of the Sun

This adventure involves the woodracker dragon Akentaron and hints at several major events in Mithril's future. The most complex and far-reaching of this chapter's adventures, the story involves allies and information gained in previous adventures. What starts as a simple rescue operation ultimately reveals what happens when people tamper with nature heedless of the consequences. Further, the characters have an opportunity to make an ally of unimaginable power.

Episode 1: The Fires of Lede

Witnesses report flash fires in the vicinity of the outpost of Artese. Though no lives have been lost, substantial damage has deprived villagers of supplies needed to endure the approaching winter. Mithril is sending a caravan to resupply Artese, but recent increases in titanspawn activity (mainly the proud and blight wolves) put the operation at risk. Mithril recruits the now-famous party to oversee the transport. Either the paladins or the caravan company commissioned to transport the supplies (coincidentally, the same company whose shipment was attacked in "Dance of the Dark

Lord") contacts the party. Raids by titanspawn during the trip are optional.

When the party is two days from Artese, it may notice a red glow just over the hills to the west (Spot check DC 12). If the party investigates, it will discover a raging fire that extends for miles. Someone should notice a small village in the fire's path. Use the following scenario if the party attempts a rescue:

1. There are five villagers for each character; all of them need rescuing.

2. Characters must complete the rescue in 20 rounds. After the 10th round, characters still in the danger area must succeed on a Fortitude saving throw (DC 18) or become weakened by the smoke (1d4 temporary Str damage). NPCs failing this roll become unconscious. If characters remain in the danger area after the 15th round, they must succeed on a Reflex save (DC 18) or be struck by burning debris (1d6 damage).

3. The distance between the village and the road is 300 feet.

4. One of the villagers is a young boy on crutches. He has a base speed of five feet.

5. Two panicked villagers are frozen in fear. They will not move on their own unless someone can calm them down or ease their apprehension.

There are no other impediments to reaching Artese. Once there, the characters can tend to their injuries. The local garrison includes a number of paladins and clerics more than willing to help the characters in appreciation for their protecting the caravan.

Episode 2: A Disturbance in the Plains

While recuperating, the characters learn that the fires are worse than the reports suggest. The episodes have become more frequent, and the size of the fires is increasing with each outbreak. The garrison worries; what would happen if the outpost itself, made largely of wood, were in the path of such a fire?

The characters may begin investigating the fires' source based solely on episode 1's events and uncover the following facts:

1. The fires have occurred most heavily west of Artese; consulting the correct scholars reveals that Akentaron lairs somewhere in that region.

2. While it is a dry year, it does not account for the spontaneous ignition of so many fires.

3. Some survivors noticed titanspawn (the proud and orcs, mostly) also fleeing the fire.

4. Artese's clerics have failed to determine whether the fires have a magical source. While the clerics detect a growing nexus of mystical force in the west, it does not account for the fires. Reviewing the clerics' notes, requiring a Spellcraft or Lore (arcana) check DC 25, reveals that the energies are consistent with fire and light elemental magics, but the clerics find no evidence of an actual spell.

Alternately, just before the party leaves, the garrison commander entrusts it with his alarming explanation for the fires. He tells the party about Akentarion, the ancient woodwreck dragon that lairs to the west of Artese. Since legends link the dragon's power to the sun and most of the fires originated from that area, he fears that the conflagrations signal Akentarion's reawakening and presage a disaster. He cannot spare troops to investigate, as they must be prepared to help evacuate the region if or when necessary, so he must ask the characters for their help.

Episode 3: The Lair of Akentarion

Regardless of how they reach the conclusion, getting definitive answers means visiting the lair of the long-dormant Akentarion. Scholarly characters or those who do research in Artese's library (a small but serviceable collection) will know the information presented in the dragon's profile.

The characters' allies and friends from previous adventures may help shed light on the dragon, his history and the location of his lair. Donnangar and his orcs know of Akentarion's existence and might provide guides to find his lair. Tabir the scholar will also have documents and information about the dragon and might want to accompany the party on this journey. Mithril's scholars, sages and rare book dealers who were previously consulted might provide further assistance. GMs should emphasize Akentarion's power and wisdom, as well as the mysterious conditions surrounding his self-imposed exile.

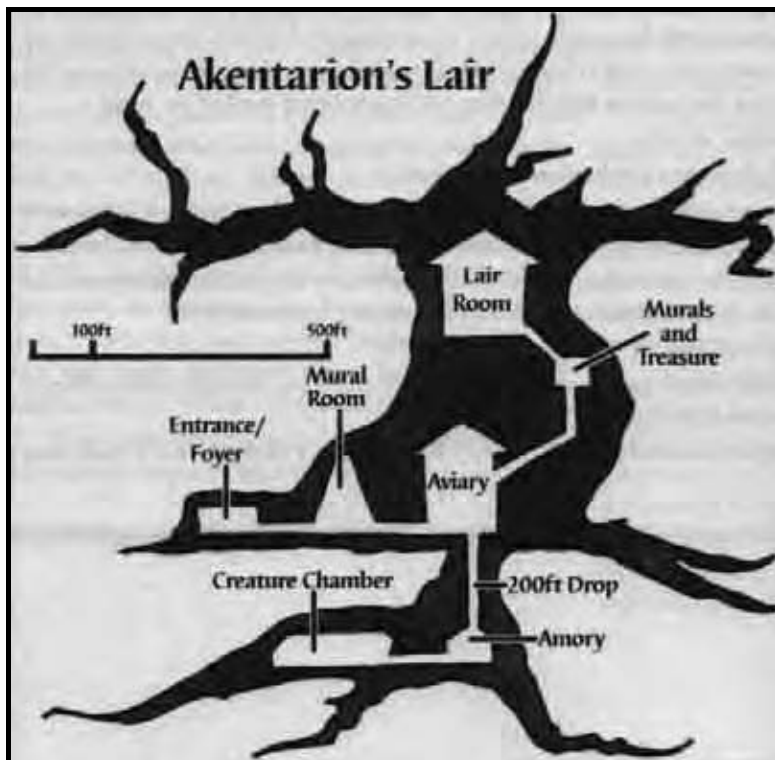
When the party arrives at the lair, they see before them a huge tree rising nearly 1,000 feet into the sky. Its branches are bare and possess an almost haunted look.

Surrounding the tree is a morass of hot, bubbling mud, a dome of which has crusted over into large plates in some areas. Characters with no other means of crossing the lavalike field must hop from plate to plate to reach the lair itself (DC 15). A failed Jump roll indicates that the character falls into the mud and takes 1d6 points of damage per round until he succeeds at an Escape Artist roll (DC 13).

Once inside the lair, the characters encounter a vast atrium of murals depicting the Divine War. Nothing else occurs until they enter an enormous, cylindrical room (see "The Aviary of Stones" sidebar). They must pass the Aviary to reach Akentarion's chamber. Except for the Aviary, characters can wander the entire lair without being molested. The layout and contents of the lair are up to GMs, but the Aviary and Akentarion's lair are the only two areas critical to the adventure.

Once the characters escape the Aviary, they ascend a sloping corridor to Akentarion's vast lair. Artisans long ago carved bas-relief images of Scarn's past on the lair's walls. Akentarion himself has a large and rich horde of treasure — gold, gems, magical items and the like. Characters probably will not be able to take any of this treasure; it functions mostly as window-dressing. Akentarion might relent, allowing the characters to take some minor items, but only as compensation for their troubles or if it can help them during the remainder of the adventure.

GMs can handle Akentarion in several ways during this fateful encounter. For a traditional, straightforward dragon-slaying scenario, make Akentarion the actual source of all the fires. Only by destroying him can the characters ensure the safety of Artese and the Northern Perimeter villages.



An alternative resolution, which is both preferable and consistent with the other adventure arcs, unfolds when the party discovers that Akentarion is not the source of the fires. If pressed, he will fight the characters, but as a test, hoping that the party notices that he is holding back. Akentarion does not use his full complement of spells, limits himself to low-level effects and pulls damage on his physical attacks — he's more intent on gauging characters' reactions than killing them! Discerning this fact produces the same effect as defeating Akentarion: he will immediately stop fighting when confronted with this observation.

The dragon rewards the party by explaining the true cause of the mysterious fires, but the revelation might surprise them. While Akentarion is not the source of the

Aviary of Stones

Description: The room is a 200-foot-high, 100-foot-wide cylinder. Hidden in shadows and difficult to see (Spot roll, DC 20) is a 20-foot-wide, arched opening about 150 feet off the ground. The walls are made of magically fortified stone, painted and /or carved with innumerable magical glyphs (though many are now faded). The brightly colored floor tiles are arranged in a huge mosaic that vaguely resembles a flower or starburst pattern.

Some tiles bear a rune similar to those seen in the "Orcs of Lede" adventure. Characters familiar with the orcish language can attempt to read them (DC 13); if successful, they will note that the runes resemble the orcish symbol for "air" or "flight."

If a character steps onto one of the rune-marked tiles, he will find himself pushed slowly into the air by the spontaneously levitating tile. By shifting his weight, he makes the tile drift slowly forward. If its occupant crouches, the tile will slowly settle back to its original spot on the floor.

Set within the walls are two dozen alcoves. Utter darkness makes it impossible to determine their contents. Someone carved a large (10 ft. x 10 ft.) dragon's face into the wall 100 feet up, and a ring of stone figures depicting armored warriors stands at the edge of the room (there are as many statues as characters). These "decorations" do the following:

- *Dragon's face:* Releases murdersprites (*Creature Collection*, p. 139) or stirges (*core rulebook III*, p. 173) when any character on a levistone reaches an altitude of 100 feet.
- *Akoves:* Release gargoyles (*core rulebook III*, p. 94) or thunder orbs (*Creature Collection*, p. 197) if entered or if the murdersprites are released from the dragon's face.
- *Stone figures:* Animate to become copper (*Creature Collection*, p. 82), clay (*core rulebook III*, p. 108), lead (*Creature Collection*, p. 83), silver (*Creature Collection*, p. 85) or stone (*core rulebook III*, p. 108) golems when any character first steps onto a levistone.

GMs should adjust the number and type of creatures to fit the party's level and capabilities. During the inevitable fight, the creatures' tactics are as follows: murdersprites distract and attack the adventurers, flying beasts attack and knock the adventurers back and golems keep the characters from leaving the ground, attacking them should they ever be forced back to ground level by the aerial troops.

Combat Maneuvers: The flying floor tiles, called levistones, were created centuries ago to facilitate transport and security. Levistones react to the rider's shifting weight and can sluggishly "surf" through the air. The characters must get past the guards to reach the ledge outside the arched opening at the top of the room. The archway, ornately carved with snakes and dragons, allows the characters safe passage into Akentaron's lair. The levistones do not function outside the Aviary.

The characters do not have to destroy all the guards. In fact, those characters able to detect alignment will be surprised by the lack of evil within the room (though GMs shouldn't make this fact too obvious; let the characters suspect something is up and assume that the true evil is just being masked by magic).

The guards can attempt four major actions:

1. **Attack:** Try to knock out characters (perhaps even kill them).
2. **Harry:** Halt the characters' progress by preventing them from concentrating on their levistones.
3. **Knock-back:** Strike at the characters' levistones to force them back to the ground.
4. **Knock-off:** Strike the characters, intending to knock them off their levistones. Damage results mainly from the fall, rather than the strike. Character loses all progress and must start fresh. The characters can attempt two actions:
 1. **Attack:** Characters can only attack guards at their respective altitudes. Moving higher takes a standard action, which makes it impossible to attack.
 2. **Move:** Concentrating characters can move up 10 to 40 (1d4 x 10) feet or forward 6 to 24 (6d4) feet per round.



fires, he knows what is: the Wind Spires. He explains: Lede is unlike other regions; it is a natural nexus of the elemental planes of light and fire, which is why he built his lair here. The Ancients (if the party knows about them) also knew this and tapped its energy to power their floating cities. However, this bounty exacts a terrible price, because the same energies that make it magically rich threaten to completely destroy the region. The extreme weather once commonplace on the plains was intentionally set there by Denev to prevent such a disaster. When the divine races tamed the storms, the process disrupted the balance, making the plains dangerously dry. If nothing changes, a raging inferno will consume the entire plains; it's just a matter of time.

"Did Denev not warn you?" the woodwreck dragon asks. "Maybe she's testing you or maybe she's distracted. Or, maybe, she *has* told you, and you have chosen not to listen." With that gentle rebuke hanging in the air, he asks the party to leave. "You have gained the enlightenment you seek. Now let me rest," he concludes.

If the characters refuse to leave and cause a ruckus, Akentaron teleports them to the mud pools outside. If

they leave voluntarily without causing further problems, they exit the lair without incident. Additionally, if they handled themselves well during the encounter, they discover magical items waiting for them at the lair's exit. The items levitate into the characters' hands, and they hear Akentaron's voice in their heads: "Take these trinkets, would-be heroes! You will need them. Take care, and beware the Sunkiller." With that, a pathway rises from the mud pools, leading them home.

Conclusions

The characters now face the dilemma of whether or not to believe Akentaron and, more practically, what to do if he's telling the truth. Mithril and the Northern Perimeter towns will adamantly oppose calls to dismantle the Wind Spires. More radical officials will even oppose adjusting the Spires to allow more rain, arguing that taking a woodwreck dragon's suggestion seriously is tantamount to colluding with titanspawn.

Should the party develop and implement a strategy, its success hinges on the party's reputation in the eyes of Mithril and her people, as established during the other adventure arcs. Even if the characters cannot immediately persuade all the divine races of future dangers, Artese will temporarily adjust its Wind Spire — a final token of good will and an expression of gratitude for the party's good deeds in the earlier stages of this adventure.

Akentarion

This ancient woodwrack dragon is the oldest living thing in the Plains of Lede. Akentarion embodies all the qualities of a dragon; he is wise, experienced and immensely powerful. He is peculiar in that he can harness the power of the sun and store it for later use. When fighting under an open sky at high noon, he is virtually invincible.

Little is known about the temperament of this woodwrack dragon, one of the last birthed before the end of the divine war. Though plentiful records detail the exploits of other wrack dragons from the war, Akentarion's action went unrecorded. Either the records were lost, or he never fought a battle. The only description of Akentarion stems from an ink drawing made shortly before his disappearance. It depicts a creature of intertwining branches and brambles, with thick emerald plates along its underside. Compared to other wrack dragons, Akentarion's bearing is almost regal, projecting an air of sagacity unusual to wrack beings.

Even before the end of the divine war, Akentarion entered into a protracted slumber. With the destruction of his lord and creator, Mesos, the dragon lost all interest in fighting. He gathered those forces he had at his command and disappeared into the Plains of Lede. After placing a suspension spell on his followers, Akentarion erected potent magical wards around his lair. Thus protected from discovery and harm, he fell asleep.

Recently, something caused the dragon to stir. He is not fully awake and still rests on the edge of consciousness, but the signs of his awakening are apparent. Storms, a rare occurrence in the central plains, have begun to pelt the region with increasing frequency. Stranger still, some witnesses claim that, even in the fiercest gales, the sun shines through the clouds, as if the heavens were directed by some unseen hand to let light through.

Concerned by these reports, the North Perimeter town of Lown Haven dispatched a joint taskforce from Mithril and Vesh. Several weeks later, a lone survivor returned with a terrifying tale of ambush and slaughter. But the expedition had achieved its goal: the location of Akentarion's lair.

Armed with this information, the authorities are divided about what to do. Some preach patience, hoping that the dragon's recent wakefulness is a passing phase. Others take a more aggressive view and wish to amass all the forces at Mithril's disposal to destroy the creature while he remains vulnerable. Only a quiet group of moderates has had the courage to act. They seek a modest party of adventurers who can match the dragon's wisdom, experience and power. They hope that such a party of heroes might reach Akentarion's lair, discover why the dragon has awakened and neutralize the threat — either by coaxing him back to sleep or slaying the beast.

No statistics are given for Akentarion; he is potent beyond the ken of mortals and should be considered more a plot device than a true adversary. For those GMs wanting to run a dragon-slaying story, assume he is equivalent to a woodwrack dragon advanced to 24 HD (see *Creature Collection*, p. 56). To run Akentarion's combat in stories where the goal isn't his death, use the following guidelines:

- 1 He always hits.
- 2 He deals any amount of damage he desires from 1 to 30 points.
- 3 The damage he deals can be normal, subdual or electric.
- 4 He has enough attacks to hit each character once per round.
- 5 His claws are equivalent to magical weapons with a +5 modifier.
- 6 He can cast any spell from the sorcerer/wizard or druid lists.
- 7 He can forgo all offensive actions and force all adversaries not immune to fear to cower before him. There is no save for this; a character wishing to break free from the dragon's intimidating mien must roleplay his way out.
- 8 He can forgo casting spells during any round of combat and instead summon any creature with a challenge rating equal to or less than the level of the party as his spell action; only one such creature can be present at a time.

These guidelines should facilitate free-flowing play. Combat should be interesting, but the characters should realize sooner or later that there's a hidden agenda to the dragon's tactics (which doesn't include killing them).

Chapter Six:

Characters

in Mithril

As the city of Corean, Mithril has more than its share of the Champion's faithful. Corean's paladins keep constant watch against invasion and defend the city against its enemies. Priests provide for the spiritual well being of the city's citizens. Elite knights of the Order of Mithril act as the highest and most skilled military force in the realm. This section describes the priests, paladins and knights of Corean and provides rules for joining these distinguished orders.

The Priesthood

The Mithril priesthood is a hierarchical system based primarily on merit and competence. The priests who best serve Corean and his worshipers are promoted to higher positions of responsibility and duty. Note that the priests *serve* Corean, while the priesthood — and by extension, High Priest Emili Derigesh, the Lord Speaker for Corean — rules the city.

Clergy

Coreanist clerics are part military officer, part civic leader and part spiritual counselor for the people of Mithril. Most low-ranking clerics are fairly idealistic about the new powers they gain in Corean's service and the uses to which they're expected to put them. Many grow cynical over the years; Harbor City's less-than-upstanding character exhausts their efforts to improve people's lives, and repelling frequent titanspawn attempts to topple their government from within and without diverts them from truly spiritual work.

Corean Cleric Starting Package

Armor: Scale mail +4 AC, large wooden shield +2 AC, armor check penalty -6, speed 20 ft., 40 lb.

Weapons: Longsword (1d8, crit 19-20/x2, 4 lb., Medium, Slashing).

Light crossbow (1d8, crit 19-20/x2, 80 ft., 6 lb., Small, Piercing).

Skill Selection: Pick a number of skills equal to 3 + Int modifier.

Skill	Ranks	Ability	Armor
Spellcraft	4	Int	
Concentration	4	Con	
Diplomacy	4	Cha	
Knowledge (religion)	4	Int	
Craft (weaponsmithing)	4	Int	

Feat: Improved Initiative.

Bonus Feat: Combat Casting.

Domains: Protection and War.

Gear: Backpack with waterskin, one day's trail rations, bedroll, sack and flint and steel. Case with 10 crossbow bolts. Steel holy symbol: four longswords forming a compass rose. Three torches.

Gold: 1d4 gp.

Acolytes

The acolytes are not yet fully initiated into Corean's mysteries and thus not fully a part of the priesthood. Acolytes are typically accepted into training before 12 years of age, often at the behest of their families. Not all children presented for training as acolytes are accepted: some show signs of an incorrigible immoral character, and others simply lack the discipline necessary to study the arts of war and the forge.

Acolytes serve the temple as messengers, maintain the temple grounds, assist in meal preparation and perform other relatively menial tasks. It is during this period that acolytes learn what aspects of Corean they serve (that is, which domains they select) and learn to use orisons.

Acolytes are treated as apprentice-level characters (see *core rulebook 11*, pp. 40-1), but are not dual classed.

Initiates

Acolytes who remain in Corean's service are initiated into the clergy at age 17, but some are nearly 30 before they are initiated as full priests of Corean. Initiates are the temple functionaries, performing needed duties. Many initiates assist higher-ranking priests or are assigned to patrols in and around Mithril to give them real combat experience.

Initiates are typically 1st through 6^{* level} clerics, although a promotion can happen sooner or later, depending upon how impressive an initiate's actions are in her superior's eyes.

Defenders

Clerics achieving 7th through 12th level are classified as defenders, having proven their devotion to Corean. These clerics are most likely found traveling the countryside, escorting caravans or doing work dependent upon need. They're equivalent in rank to journeymen, if viewed from a guild perspective. A defender's life is a busy one, but one that will get attention if she excels at her duties.

Masters

Clerics reaching 13th level and beyond become masters. Depending upon their chosen domains, they could be Blademasters (War), Forgemasters (Fire), Lawmasters (Law), Shieldmasters (Protection), Compassionate Masters (Good) or Itinerant Masters (Missionary). Each master has two titles, depending on his two chosen domains, and is at liberty to determine his duties as he sees fit. The Shining Council sometimes assigns duties to masters as needed, but this occurs rarely.

Corean Paladin Starting Package

Armor: Scale mail +4 AC, large wooden shield +2 AC, armor check penalty -6, speed 20 ft., 40 lb.

Weapons: Longsword (1d8, crit 19-20/x2, 4 lb., Medium, Slashing).

Shortbow (1d6, crit x3, 60 ft., 2 lb., Medium, Piercing).

Skill Selection: Pick a number of skills equal to 3 + Int modifier.

Skill	Ranks	Ability	Armor
Ride	4	Dex	
Craft (weaponsmithing)	4	Int	
Diplomacy	4	Cha	
Knowledge (religion)	4	Int	
Spot (cc)	2	Wis	
Listen (cc)	2	Wis	
Climb (cc)	2	Str	
Search (cc)	2	Int	

Feat: Weapon Focus (longsword).

Bonus Feat: Alertness.

Gear: Backpack with waterskin, one day's trail rations, bedroll, sack, flint and steel, hooded lantern, three pints of oil, quiver with 20 arrows, steel holy symbol: four longswords forming a compass rose.

Paladins

The people of Mithril unashamedly romanticize their paladins. This hero worship is especially prevalent among the young, who dream of the glory and fame that

they might someday gain, battling the hordes of titanspawn that routinely threaten Mithril's existence.

Mithril Knights

The elite Order of Mithril Knights is a step above paladinhood when it comes to Corean's holy warriors. Selected from among the most skilled and experienced paladins, the knights form the military leadership of Corean's temple, paralleling the clerical leadership and supplementing it when necessary. Both factions administer to the needs of the faithful and defend the faith as necessary, but the knights are considered the first line of defense against titanspawn and other threats.

The knights maintain a sharp fighting edge by proactively venturing into surrounding territories to root out and destroy titanspawn incursions. Others patrol the city in search of DarTan and his followers and to address other potential problems. On occasion, they serve as bodyguards for the high priest or visiting dignitaries. The life of a mithril knight is not peaceful, but having sworn himself into Corean's service as his warrior, a mithril knight does not question or shirk his duties.

The Order of Mithril formed during the Titanswar, and the first mithril knights battled titanspawn beside the Mithril Golem when it battled Kadum. The Order's surviving members then defended the priests of Corean, who coordinated the construction of the temple around the Golem, and protected those who came to construct the city of Mithril afterward.

The knights risk a great deal, but reap great rewards. Knights who prove themselves worthy receive enough mithril from the Golem's finger to forge into their holy sword. A knight's reputation is such that few would refuse her food or shelter, and fewer still would offer insult without cause.

Mithril knights typically attract followers who want to aid the knight in her battles, to enjoy the glory such an association is bound to bring or to seek their fortunes. Whatever the reason, a mithril knight often has quite a few allies to assist her when needed. Rare is the knight who lacks such an entourage.

The mithril knight is a prestige class open primarily to paladins. While there are no specific class restrictions regarding mithril knighthood, the requirement that a character possess the *smite evil* ability fundamentally limits the class to paladins. Those characters of other classes who have obtained the ability through a magical anomaly, gift of the gods, *wish* spell and so on can join the Order if they qualify in all other respects.

Hit Die: d10.

Requirements

To become a mithril knight, a character must fulfill all of the following qualifications:

Base Attack Bonus: +6

Alignment: Lawful Good

Feats: Weapon Focus (longsword)

Craft (weaponsmithing): 8 ranks

Diplomacy: 5 ranks

Knowledge (religion): 5 ranks

Special: Must have the supernatural ability "Smite Evil."

Mithril knights must also be ordained through a true ritual cast by clerics of Corean (see Mithril Initiation, below), during which they must swear an oath to uphold Corean's ideals at all times and defend the people against those who would do them harm.

Paladins, Corean and Multiclassing

Paladins of Corean may freely multiclass between cleric and paladin. Yet, while a paladin who takes up the mithril knight prestige class may take levels in paladin and mithril knight without restriction, taking further levels in any other class (including cleric) means she may not take any more levels in the mithril knight class.

Class Skills

The mithril knight's class skills (and associated key abilities) are as follows: Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Knowledge (geography; Int), Knowledge (history; Int), Knowledge (local; Int), Knowledge (nobility and royalty; Int), Knowledge (religion; Int), Profession (Wis) and Ride (Dex). See "Chapter 4: Skills" in *core rulebook I* for skill descriptions.

Skill Points at Each Level: 2 + Int Modifier.

Class Features

The following class features pertain to the mithril knight prestige class.

Weapon and Armor Proficiency: Mithril knights enjoy proficiency with all simple and martial weapons, all types of armor (heavy, medium and light) and shields. Note that armor check penalties for armor heavier than leather apply to the Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket and Tumble skills. Also, Swim checks suffer a -1 penalty for every 5 pounds of armor and equipment carried.

Lay on Hands: Mithril knights lay on hands as a paladin of a level equal to her paladin + mithril knight levels.

Mount: If the mithril knight has a paladin's mount, she adds her paladin and mithril knight levels to determine its capabilities, per *core rulebook I*, p. 43. If the mithril knight does not have a mount, she does not gain one upon initiation into the Order of Mithril.

Paladin Levels: For any spell or ability dependent upon paladin levels (such as *holy beacon*), add mithril knight and paladin levels to determine the effect.

Smite Evil: Mithril knights smite evil at a level equal to their paladin + mithril knight levels. Additionally, at 3rd level, the mithril knight may smite evil twice per day. At 6th level, she may smite evil 3/day. At 9* level, she may smite evil 4/day.

Turn Undead: Add the character's mithril knight and paladin or cleric levels to determine effective turning level (see "Turn and Rebuke Undead," *core rulebook I*, p. 139).

At 4th level, mithril knights can turn evil outsiders in the same manner that they turn undead. At 8th level, mithril knights can turn titanspawn races. Upon reaching

10th level, mithril knights can turn characters and monsters of evil alignment as long as that character's levels or hit dice do not exceed half the mithril knight's turning level.

When turning any creature or character that is not an outsider or undead, the target is turned normally. When turning outsiders, if the mithril knight's turning level is twice the target's hit dice, he banishes the target to its home plane as if it had been killed on the material plane.

Extra Turning: As a feat, a mithril knight may take Extra Turning. This feat allows the mithril knight to turn

Mithril Holy Sword

Powers: Upon attaining her 5th level in the mithril knight prestige class, the character receives, from the Order of Mithril, enough mithril from the Golem's finger to craft a single holy sword (see *Creature Collection*, p. 84). While the mithril holy sword is a magical weapon, it is not a magical weapon in the same sense as a *holy avenger* or even a +3 *longsword*. The sword's power derives from Corean, channeled through the Mithril Golem. Thus, the mithril knight need not spend any experience points to craft the sword. But if she loses her mithril knight status, her sword ceases to function as anything but a masterwork longsword crafted from mithril. If her alignment changes to chaotic, evil or both she may even suffer negative levels if she wields it.

In the hands of a mithril knight in good standing, the sword becomes a powerful weapon for law and good.

Mithril Knight Level	Attack Bonus	Special Abilities
5-6	+3	Holy(+1d6 damage vs. evil targets), holy symbol
7	+3	<i>Flaming burst</i> , spell resistance
8-9	+4	<i>Dispel magic</i> , <i>summon sword</i>
10	+5	Lawful (+1d6 dam. vs. chaotic targets), touch attack

Mithril Knight Level: The class level of the mithril knight.

Attack Bonus: The bonus added to the mithril knight's attack and damage rolls. At 5th through 7th levels the bonus is +3, at 8* and 9th levels +4 and at 10th level +5. As with other magical weapons, this bonus determines the effect of strikes against creatures with the *damage reduction* special quality.

Holy: The sword deals +1d6 bonus *holy* (good) damage against foes of evil alignment. If anyone of evil alignment picks up the sword while the mithril knight lives, it bestows one negative level that vanishes when the weapon is no longer wielded. If the mithril knight shifts to an evil alignment, she suffers two negative levels (taken from her mithril knight class levels) if she attempts to wield her own weapon.

Holy Symbol: The sword serves as the mithril knight's divine focus.

Flaming Burst: See *core rulebook II*, p. 186. Unlike standard *flaming burst* weapons, the mithril sword is not considered a *flaming* weapon; it merely delivers the *flaming burst* effect, dealing + 1d10 fire damage on a critical hit.

Spell Resistance: The sword provides SR 10 + mithril knight levels in a 15-foot radius as long as the knight wields it. For the purposes of this power, mithril knight and paladin levels are not added together.

Dispel Magic: While the sword is wielded, the mithril knight may cast *dispel magic* every round as a standard action in a 5-foot radius at the total class levels of paladin plus mithril knight. Only this area dispel effect is possible, not the counterspell or targeted dispel version of dispel magic.

Summon Sword: Once per day, as a move-equivalent action, a mithril knight can summon her sword to herself as an act of will. If the sword is in an outsider's possession or in an area warded against teleportation or planar travel, this ability fails.

Lawful: The sword deals +1d6 bonus lawful damage to foes of chaotic alignment. If anyone of chaotic alignment wields the sword, it bestows a single negative level that vanishes when the sword is no longer wielded. As with *holy*, if the mithril knight changes to chaotic alignment, she suffers two negative levels whenever she wields the sword (taken from her mithril knight class levels). If her alignment changes to chaotic evil, she suffers *four* negative levels.

Touch Attacks: Whenever the paladin uses *smite evil* while attacking with her holy sword, treat the attack as a touch attack and ignore any armor or natural armor bonuses for the strike

The Mithril Knight

Class	Base Attack	Fort	Ref	Will	Special
Level	Bonus	save	Save	Save	
1st	+1	+2	+0	+0	Lay on hands, smite evil, turn undead
2nd	+2	+3	+0	+0	Craft magic arms/armor level bonus
3rd	+3	+3	+1	+1	Leadership, smite evil 2/day
4th	+4	+4	+1	+1	Turn outsiders
5th	+5	+4	+1	+1	Mithril sword
6th	+6	+5	+2	+2	Smite evil 3/day
7th	+7	+5	+2	+2	Righteous aura
8th	+8	+6	+2	+2	Turn titanspawn races
9th	+9	+6	+3	+3	Smite evil 4/day
10th	+10	+7	+3	+3	Turn evil

undead four more times each day. A mithril knight can take this feat multiple times, gaining four extra daily turning attempts each time.

Craft Magic Arms and Armor: As Corean is a forge god, his mithril knights must know not only how to maintain their mundane equipment, but also how to craft magical equipment. For the purposes of this feat, the mithril knight's caster level is equal to her paladin + mithril knight levels, not half her levels as is normal.

Leadership: Mithril knights, renowned as leaders in war, often attract followers and cohorts who wish to attach their fortunes to hers. At 3rd level, mithril knights receive this feat for free.

Spells: Mithril knights continue to advance in spellcasting ability as a paladin at a level equal to the total of her paladin + mithril knight levels.

Righteous Aura: At 7th level, the mithril knight becomes a shining beacon of righteousness, law and good. The knight receives a +2 sacred bonus to AC and saves against evil creatures, mental control and summoned or conjured creatures. In addition, her *holy beacons* have double their normal range, and the chances that other paladins and mithril knights will see it through poor visibility is doubled (20% at 10th level, and 20% higher for each level beyond 10th).

Code of Conduct: The mithril knight's code of conduct is identical to a paladin's (see *core rulebook I*, p. 43). Additionally, mithril knights swear an oath to aid other members of the Order of Mithril and keep evil titanspawn away from Mithril (or any other good settlement or city they happen to be near).

Associates: This feature adheres to paladin guidelines (see *core rulebook I*, p. 43).

Mithril Sword: When the mithril knight reaches 5th level, the Order gives her a quantity of mithril (taken from the Golem's fallen finger; see Chapter 3, location 76) that she must forge into a sword to use in Corean's service. This sword's magical capabilities are powered by Corean through the Mithril Golem. This enchantment does not cost the knight experience points.

Once the sword is completed, the Order confirms the knight's accomplishment with a ceremony that binds the sword to the knight's soul.

When a knight dies, her sword loses its enchantment and becomes a mundane mithril longsword. It still bestows negative levels on chaotic or evil aligned characters or monsters that try to wield it, but otherwise has no power. The Order tries to recover all such swords so that they can be melted down and forged into new swords.

The sword's powers work only for the mithril knight — no one else. A bard or rogue can attempt Use Magic Device at DC 35, but only if he knows the mithril knight well enough to emulate her.

Ex-Knights

Mithril knights who take levels in any class other than paladin cannot advance further in the mithril knight prestige class.

A mithril knight who ceases to be lawful good, who willfully commits an evil act or who grossly violates the code of conduct loses all special abilities and spells, including the mithril sword's powers. She may not progress as a mithril knight. She regains her abilities only if she atones for her violations.

Mithril Knight Spell List

Mithril knights draw spells from the standard paladin list.

Fists of Mithril

The Fists of Mithril, a very small order, has no more than three dozen members or so. This monastic order's focus compels its members to develop their bodies to uphold Corean's virtues. The Corean hierarchy doesn't take the order very seriously, because its members tend to be fanatical about their service, so many gravitate to Lindoros' faction or even the Cult of the Golem.

Many of the Fists, knowing that the mainstream temple does not take them seriously, set out to prove themselves, occasionally with tragic results.



Coreanist Monks

The Fists of Mithril are slightly different from monks as presented in *core rulebook 1*. Instead of the proficiencies described for the generic monk class, Fists receive Proficiency: simple weapons and Proficiency: longsword. Corean monks of at least medium size may also use their unarmed base attack bonus and iterative attacks with the longsword, dagger and quarterstaff. They do not receive proficiencies in kama, nunchaku, shuriken or siangham.

Mithril Initiation

Allows a character to become a paladin or mithril knight.

- Level:** True Ritual — Clr 2
- Components:** V, S, M, DF, XP
- Casters Required:** 3
- Proxy:** No
- Casting Time:** 1 hour
- Range:** Close (25 ft. + 5 ft./2 levels)
- Target:** One creature
- Duration:** Instantaneous
- Saving Throw:** None
- Spell Resistance:** No

Description

For those who prove themselves worthy, this spell initiates a paladin into Corean's service. For those who qualify for the Order of Mithril, this true ritual initiates them into the Order.

Spell Effect

Any creature worthy to be a paladin in Corean's service gains the ability to join that class. If the character already has character levels, he can multiclass into the paladin class. If the character has no character levels, he becomes a 1st level paladin.

Any creature that satisfies the requirements of the mithril knight prestige class gains the privilege of joining that class, which allows her to multiclass to mithril knight.

In either case, only clerics of Corean can cast this spell.

Material Components: An offering of food and incense worth 100 gp.

XP Cost: 10 XP each caster. *Special:* the new paladin or knight can pay the experience cost for the casters.

Chapter Seven:

Personages

in Mithril

Mithril's eclectic culture has created a varied population, from penniless beggars to sacred priest to invincible knights. This chapter presents best-known individuals in Mithril, across a wide spectrum of economic and social backgrounds, and information regarding the most powerful and important groups in the city.

Nobility

Three noble families maintain manses within Temple City's limits. They all hold fiefs nearby, and their representatives assist Emili Derigesh govern Mithril. The nobility receives privileges above and beyond that permitted a common person in Mithril; in exchange they provide military and monetary support that bolsters the Order of Mithril's and Behjurian Vigil's efforts.

Falconer

The Falconer family originated in Vesh, and several Falconer family members currently serve in the Vigil. The Falconer branch in Mithril came to establish new holdings in the area, hoping that the increased risk would lead to a commensurate increased profit.

DeBronis

The deBronis family has been in Mithril almost since its inception. This wealthy family helped the Corean priesthood build the city and guide it into its current form. The family is as much a part of the city as the temple. The deBronis family produced not

only Champion Barconius, but many other famed mithril knights in the city's history.

Derigesh

The Derigesh family is currently the most powerful family in Mithril, likely because one of their own is the high priest. Emili tries not to give his family special favor because of his position, but other factions in the city do give the family this regard. Over half of the household has trained as Corean clergy, with the rest following more secular pursuits.

The Guild of the Shadow

Mithril law requires that arcane spellcasters register with the guild and make themselves available to defend the city. In truth, an undercurrent of distrust motivated this law. Many people view arcane magic (as opposed to divine magic) as deriving from the titans, which warrants surveillance. However, the Corean clergy cannot arrest or otherwise punish wizards and sorcerers for crimes they *haven't* committed; after all, many spellcasters have been very good allies to the city.

To better coordinate arcane spellcasters and provide protection against the discrimination that some have endured, Danye Blackburn proposed a guild for spellcasters. She established the Guild of the Shadow (referring to the Golem's shadow) to help wizards find training, to protect them from discrimination and to keep track of them, should the city's authorities need to deal with any legal problems.

The Guild of the Shadow officially legitimizes wizards' and sorcerers' activities. Though not on par with the Order of Mithril or the Behjuran Vigil, mages are becoming a political force in the city. However, Blackburn is something of an elitist and looks down upon her sorcerous cousins. So far, she and her fellow wizard-supremacists have avoided openly splitting from the sorcerers, but subtle internecine prejudice continues.

The guild suffered its worst setback after the battle with the Penumbra Pentagon. While many wizards helped turn the tide of battle at several points and contained some of the devastation, someone leaked information that said two of the penumbral lords were long-time Guild members, formerly in good standing. Worse, they had used the guild's resources to their own ends. The guild tightened security and now scrutinizes its membership more carefully.

House Asuras

This ancient trading house has always had a dark reputation; rumors suggest it grew wealthy trading with both sides during the Titanswar. Originally an important faction during Mithril's early history, the city officially exiled Asuras when the family disobeyed the high priest's orders and recruited a mercenary fleet to quell the Toe Islands rebellion. Later, as the city grew prosperous, Asuras returned, bringing its considerable resources to

bear and helping to feed the growing population. Today, Asuras remains scrupulously well behaved (at least publicly) and is once again one of Mithril's elite families.

The Penumbra Pentagon

Barconius and the Order of Mithril broke the Penumbra Pentagon several years ago, when the five penumbral lords acted too openly. The Order of Mithril swept in, destroyed their shadow servitors and killed three of the five lords. The two survivors disappeared and have not been seen since (at least undisguised). DarTan remains active.

Mithril's ranking leaders worry most about a resurgence of the Penumbra Pentagon or something like it. The thought that sinister forces are working to undermine the city from within is disturbing and not easily dismissed.

Temple City Personages

Like every city, Mithril has its share of movers and shakers. These personages are most frequently encountered in Temple City, but some like Barconius often venture beyond the city's walls. Characters are presented in a standard format, but only extraordinary items are listed under Possessions; assume that they have a selection of mundane items appropriate to their social status.

Alia Vensir: Vensir, a native of Harbor City, came to Madrid's temple as a six-year-old orphan — her parents killed by a marauding band of spider-eye goblins. She hardly remembers her parents, but does recall the cause of her bereavement. She has come to terms with it, but harbors little love for the titanspawn who rampage across Mithril's surrounding countryside. Vensir began studying for the Madriel priesthood at a very young age; at 35, she is the youngest cleric to serve as a high priest in the Mithril temple. She harbors an unrequited love for Barconius, but her responsibilities and his devotion to his duties make it nearly impossible to establish or maintain a relationship. Vensir is a slight woman with dark skin; short, kinky, black hair; and brown eyes. She has stronger features than may be considered attractive in a woman, but the force of her personality is nearly unstoppable.

Alia Vensir, High Priestess of Madriel, Female Human, Clr14: CR 14; SZ Medium Humanoid (5 ft., 6 in. tall); HD 14d8+28; hp 88; Init +1; Spd 20ft.; AC 11/24 (Dex/with +9 armor, +4 shield); Atk +15/+10 melee (1d6+5, +4 *heavy mace*); SA Turn undead; AL NG; SV Fort +11, Ref +5, Will +13; Str 13, Dex 12, Con 15, Int 13, Wis 19, Cha 17.

Skills: Concentration +10, Diplomacy +12, Heal +12, Knowledge (arcana) +6, Knowledge (religion) +12, Scry +8, Spellcraft +8.

Feats: Brew Potion, Craft Staff, Extra Turning, Maximize Spell, Skill Focus (diplomacy), Spell Focus (conjunction).

Domains: Healing, Sun.

Possessions: +3 banded mail, +2 large metal shield, +4 heavy mace of disruption.

Cleric Spells per Day: 6/6+1/6+1/5+1/5+1/3+1/3+1/2+1.



Barconius: At 43 years of age, Barconius both leads the Mithril Knights and commands Mithril's military forces. Physically imposing, he strongly contrasts his clerical counterpart, Emili Derigesh — as far as appearances are concerned. He towers over most men, cutting a heroic figure that most paladins and mithril knights in Corean's service seek to emulate or exceed. Barconius' dark-olive skin and curly brown hair make him quite the eligible bachelor, as well.

In the 14 years since Barconius assumed command of the Order of Mithril, he and Derigesh have become the best of friends. Barconius' exploits range from battling Calastia beside the dwarves of Burok Torn; to clashing with innumerable titanspawn armies across the Plains of Lede, during which Barconius is said to have slain hundreds of titanspawn single-handedly; to confronting penumbral lord Dar'Tan time and again. Most recently, Barconius has initiated a quest to gather the shattered pieces of Agamar the Just's soul after Veroth scattered them across the continent of Ghelspad (see *Relics & Rituals*, p. 112). Barconius will on occasion take a leave of absence from his official duties when information about Agamar's soul shards comes to light. If events in Mithril preempt his quest, he will send other knights or trusted questers in his stead to investigate news of Agamar.

Barconius, Leader of the Order of Mithril, Champion of Corean, Male Human, Pal9/Mkn10: CR 19; SZ Medium Humanoid (6 ft., 4 in. tall); HD 19d10+57;

hp 157; Init +6 (+2 Dex, +4 Improved Initiative); Spd 20 ft.; AC 17/37 (with +5 ring, +2 dex/+5 full plate, +5 large shield); Atk +29/+24/+19/+14 melee (1d8+9, +5 holy mithril sword) melee; SA Smite evil (4/day), turn evil, turn outsiders, turn titanspawn races, turn undead; SQ Aura of courage, detect evil, divine grace, divine health, lay on hands, righteous aura, remove disease (3/week); AL LG; SV Fort +17, Ref +8, Will +9; Str 18, Dex 14, Con 16, Int 14, Wis 16, Cha 20.

Skills: Concentration +14, Craft (weaponsmithing) +12, Diplomacy +13, Handle Animal +13, Heal +3, Knowledge (geography) +4, Knowledge (history) +2, Knowledge (local) +5, Knowledge (nobility and royalty) +2, Knowledge (religion) +8, Ride +15.

Feats: Cleave, Craft Magic Arms and Armor, Great Cleave, Leadership, Mounted Combat, Power Attack, Ride-By Attack, Weapon Focus (longsword).

Possessions: +5 fullplate of heavy fortification (mithril), +5 large mithril shield of reflection, +5 holy mithril sword, paladin's mount, +5 ring of protection, scabbard of keen edges.

Paladin Spells per Day: 4/4/4/2.



Ferocitas: Barconius' mount, Ferocitas, has accompanied him since before his Order of Mithril initiation. As a paladin's warhorse, Ferocitas is more intelligent and dangerous than is any mundane steed. He has built an incredible reputation of his own, fighting alongside Barconius in battle after battle, acquitting himself admirably in every case. He stands some 20 hands high and has a black coat; his gaze has quailed ogres in their tracks.

Ferocitas, Barconius' Mount: CR 8; SZ Large Animal (6ft., 8 in. tall); HD 12d8+36; hp 84; Init +1; Spd 100 ft/70 ft.; AC 20/31 (+10 natural, +1 Dex, -1 size/with +3 full plate barding); Atk +18 melee (1d6+9, 2 hooves, +3 horseshoes) +10 melee (1d4+3, bite); AL LG; SV Fort +15, Ref +13, Will +7; Str 22, Dex 13, Con 17, Int 9, Wis 13, Cha 6.

Skills: Listen +7, Spot +7.

Feats: Command Horses, Empathic Link, Improved Evasion, Share Saving Throws, Share Spells, Spell Resistance 24.

Possessions: +3 horseshoes of striding and springing, saddle of the master riders, +3 full plate barding.

Danye Blackburn: Danye Blackburn, perhaps the most powerful wizard in Mithril (aside from DarTan), turned her considerable talents and intelligence to making the city as safe as possible for herself, which is why she proposed and built the Guild of the Shadow. The authority and autonomy this grants her makes it possible for her to continue her studies and research without harassment from city authorities or other wizards. She would prefer to disallow membership to sorcerers with their innate magical talents, but the city authorities would never agree to such a prohibition, and she lacks the strength to prevail. She accepted Nabila Silverheart as List Mistress as a concession to Emili Derigesh and Barconius, who insisted that the two spellcaster groups work together. Blackburn has little love for the sorceress, but knows better than to let her dislike boil over into open contempt.

Blackburn is a striking figure of a woman, with black hair, pale skin and dark eyes. She wears robes over her lighter "working" garments to appease her own sense of modesty. She appears to be in her mid-20s, but is actually nearly a century old. She reputedly takes lovers on a regular basis, but breaks up within a month or two to look for someone new who can provide the novelty she hungers for.

Danye Blackburn, Archmage of Mithril, Female Human, Wiz17: CR 17; SZ Medium Humanoid (5 ft., 4



in. tall); HD 17d4+34; hp 70; Init +2; Spd 30 ft.; AC 25 (+5 ring, +8 bracer, Dex); Atk +12/+7 melee (1d6+5, +5 quarterstaff); AL N; SV Fort +7, Ref +7, Will +12; Str 9, Dex 14, Con 14, Int 21, Wis 15, Cha 15.

Skills: Alchemy +18, Concentration +15, Knowledge (arcana) +15, Knowledge (geography) +8,

Knowledge (history) +8, Knowledge (local) +12, Knowledge (nobility and royalty) +8, Knowledge (the planes) +6, Knowledge (religion) +6, Scry +20, Spellcraft +20.

Feats: Craft Rod, Craft Staff, Craft Wand, Craft Wondrous Item, Empower Spell, Forge Ring, Maximize Spell, Scribe Scroll, Spell Focus (evocation), Spell Mastery.

School: Evocation. *Prohibited School:* Conjunction.

Possessions: Mirror of mental prowess, +8 bracers of armor, +5 ring of protection, +5 quarterstaff of flaming, frost and shock, a selection of wondrous items.

Wizard Spells Known (4/6/5/5/5/4/3/2/1):

0 — arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance.

1st — burning hands, feather/ad, identify, mage armor, Salamar's quiet contemplation, sleep, summon monster I.

2nd — alter self, blazing shield, bull's strength, ghoul touch, invisibility, Melf's acid arrow, mirror image, see invisibility, summon monster II, web.

3rd — blink, dispel magic, flame arrow, fly, gentle repose, halt undead, haste, hold person, invisibility sphere, rune of fire, rune of sleep, summon monster III.

4th — dimension door, fire shield, fire trap, improved invisibility, lesser geas, polymorph other, polymorph self, shadow shield, summon monster IV, wall of fire.

5th — cone of cold, hold monster, summon monster V, teleport, wall of iron.

6th — analyze dweomer, chain lightning, flesh to stone, summon monster VI.

7th — daggers of Vaul, ethereal jaunt, finger of death, mass invisibility, plane shift, teleport without error.

8th — horrid wilting, incendiary cloud, mass charm, summon monster VIII.

9th — Bigby's crushing hand, gate, meteor swarm, wish.

Emili Derigesh: Derigesh strikes a slight but imposing figure among Corean's priesthood. He's still vigorous at age 65, and many younger clerics believe Corean preserves him, keeping him from suffering the unkindness of age. Derigesh has been the high priest for over 20 years; during that time, he has both guided the clerics and ruled Mithril with a kind, just hand. Though under pressure from the Shining Council, he has not yet chosen a successor. Derigesh tries to balance his duty to the temple and Corean with his own sense of compassion. He hates to see suffering and wants to find a way to improve conditions in Harbor City, but he understands there are limits to the temple's (and his own) reach.

Emili Derigesh, High Priest of Corean, Protector of the Faithful, Male Human, Clr18: CR 18; SZ Medium Humanoid (5 ft., 7 in. tall); HD 18d8+36; hp 112; Init +3; Spd 20 ft.; AC 13/38 (Dex/with +5 amulet, +5 armor, +5 shield); Atk +21 melee (1d8+7, +5 holy, lawful longsword); SA Turn undead; AL LG; SV Fort

+ 13, Ref +9, Will +16; Str 14, Dex 16, Con 15, Int 17, Wis 21, Cha 18.

Skills: Concentration + 16, Craft (weaponsmithing) +6, Diplomacy +15, Heal +8, Knowledge (arcana) +5, Knowledge (local) +6, Knowledge (religion) +15, Stry +12, Sense Motive +5, Spellcraft +16, Spot +3.

Feats: Combat Casting, Leadership, Martial Weapon Proficiency (longsword), Power Attack, Skill Focus (diplomacy), Spell Focus (evocation), Spell Penetration, Weapon Focus (longsword).

Domains: Law and Protection

Possessions: *Amulet of natural armor* +5, robes, +5 *full plate*, +5 *large metal shield*, +5 *holy lawful longsword*, *vestments of faith* (5+5 damage reduction).

Cleric Spells per Day: 6/7+1/6+1/6+1/6+1/5+1/4+1/3+1/3+1/2+1.

Iliata Blacktree: Blacktree serves as the Behjurian Vigil's primary diplomatic agent, presenting the Vigil's



needs to its home nation of Vesh and/or Mithril's leaders; she also serves as the ranking envoy to any group with whom the Vigil works. Lemses Behjur and Blacktree worked together for years before they both joined the Vigil, at roughly the same time. The pair has an on-again/off-again love affair that's most often disrupted when one of them gets the urge to wander around the wilderness. They try to time their excursions so that one of them is at the Behjurian headquarters at all times.

Blacktree is a deeply tanned, short, slender woman of 33; she wears her shoulder-length dark hair in a ponytail to keep it out of her brown eyes. She proudly wears her scars from her travels across the Plains of Ledé and other hazardous locales in and far from Ghelspad.

Iliata Blacktree, Adjutant of the Behjurian Vigil, Ambassador to Mithril, Female Human, Brd6/Rgr2/ Vig4: CR 12; SZ Medium Humanoid (5 ft., 5 in. tall); HD 6d6+2d10+4dl2+39; hp 94; Init +4; Spd 30 ft.; AC 17/ 22 (+3 ring, Dex/with +3 armor); Atk +15 melee (1d6+5,

+3 *rapier*) ranged +16 (1d8+2, +2 *composite longbow*); SA Ferocity; SQ Bardic music, bardic knowledge, sprint, tireless; AL NG; SV Fort +14, Ref + 10, Will +8; Str 14, Dex 18, Con 16, Int 14, Wis 15, Cha 17.

Skills: Appraise +6, Balance +6, Bluff +6, Climb +4, Concentration +5, Decipher Script +5, Diplomacy +5, Gather Information +5, Handle Animal +5, Intuit Direction +6, Jump +4, Knowledge (geography) +6, Knowledge (history) +6, Knowledge (local) +6, Perform +9, Pick Pocket, Ride +2, Sense Motive +6, Use Magic Device +9, Wilderness Lore +9.

Feats: Combat Casting, Dodge, Endurance, Expertise, Great Fortitude, Mobility, Skill Focus (perform), Toughness, Tracking.

Favored Enemies: Aberrations, undead, vengaurak

Possessions: +3 *leather armor*, +3 *rapier*, +3 *ring of protection*, +2 *composite longbow*, *hornsaw flute*, *medallion of the conifer*.

Bard Spells per Day: 6/5/4.

Vigilant Spells per Day: 2/1.

Kallista Stormwind: Stormwind's serious demeanor belies her reputation as a trickster. People meeting her for the first time get the impression that she is a businesslike woman who brooks no nonsense, but that doesn't come close to describing the woman who helped Lemses Behjur plan and stage some very impressive and unexpected ambushes against titanspawn forces in recent years. Stormwind is neither a practical joker nor madwoman, but she delights in the chaos and winds of chance that her god promotes. When not defending Mithril from marauders that would tear it down, she maintains a spy network throughout the Temple and Harbor Cities and uses the information to keep Mithril's powerful people on their toes while ferreting out those interlopers who wish to do the same. She frequently attends the wild debauches sponsored at Enkili's chaotic Harbor City temple, but Barconius and Derigesh pointedly ignore such antics, realizing what a valuable asset Stormwind is.

Stormwind keeps Mithril safe so that she can live her life in relative peace. She's on good terms with the other temples most of the time, although she often strains relations with Hedrada's clerics to the limit. She knows how far she can go and doesn't push an inch further ... unless the gain is worth the risk.

Kallista Stormwind, High Priestess of Enkili, Female Human, Clr10/Rog4: CR 14; SZ Medium Humanoid (5 ft., 6 in. tall); HD 10d8+4d6; hp 55; Init 0; Spd 30 ft.; AC 12/19 (+1 ring, Dex/with +5 armor, +2 *shield*); Atk +16/+11 melee (1d6+3, +3 *shortsword*) melee +12 (1d4+2, +2 *dagger*); SA Sneak attack +2d6, turn undead; SD Evasion, uncanny dodge; AL CN; SV Fort +10, Ref +10, Will +11; Str 10, Dex 16, Con 11, Int 15, Wis 17, Cha 15.

Skills: Bluff +7, Concentration +8, Decipher Script +7, Diplomacy +17, Disable Device +7, Disguise +7, Gather Information +7, Heal +6, Innuendo +7,



Intimidate +7, Knowledge (arcana) +6, Knowledge (religion) +10, Listen +7, Perform +7, Scry +10, Sense Motive +7.

Feats: Ambidexterity, Combat Casting, Craft Wondrous Item, Great Fortitude, Two-Weapon Fighting, Weapon Finesse (shortsword).

Domains: Luck, Trickery.

Possessions: +2 leather armor, +3 short sword, +2 dagger, defending, +3 ring of protection.

Clerk Spells per Day: 6/5+1/5+1/4+1/3+1/2+1.

Lemeses Behjur: At 36, this wiry ranger heads the Behjurian Vigil in Mithril. The Corean priesthood and mithril knights regard him well, and Behjur works closely with them and the city guard when matters require his attention. Much more relaxed about matters of protocol and etiquette than his Corean counterparts, Behjur inadvertently strains their relationship at times. Fortunately, he doesn't push the issue too far.

Behjur unflinchingly puts his vigilants into impossible situations and expects them to not only survive but also successfully perform their mission. While the Behjurian Vigil's ongoing training regimen is as harsh as ever, Lemses — never harsh or authoritarian with his troops — can be almost paternal in his coaching of young vigilants. He commands his troops' loyalty through the personal bond he forms with each of his vigilants.

Behjur worked his way up through the Vigil's ranks though burdened by his family name. His superiors made it clear that the Vigils were no place for "lines of royalty." Enlisting in the Vigil named for his ancestor's heroism made life hard on young Lemses. Officer after officer made every step of Behjur's vigilante career difficult, thus demonstrating to his peers that no special favors were extended to anyone based on their heritage or connections. Ironically, those vigilants who witnessed Behjur's harsh treatment and irrepressible leadership developed a

deep respect for him. So no one looked askance upon Behjur's eventual promotion to lead the Behjurian Vigil.

Lemeses Behjur, Master of the Behjurian Vigil, Human Male, Rgr7/Vig8: CR 15; SZ Medium Humanoid (5 ft., 9 in. tall); HD 7d10+8d12+66; hp 154; Init 0; Spd 30 ft.; AC 16/22 (Dex with +3 ring of protection/



with +4 studded leather); Atk +21 melee (1d6+6/1d6+4, +3 quarterstaff) ranged +18 (1d8+5, +2 composite longbow); SA Ferocity; SD Resist massive damage; SQ Sprint, tireless; AL CG; SV Fort +17, Ref +9, Will +9; Str 16, Dex 16, Con 18, Int 13, Wis 16, Cha 15.

Skills: Animal Empathy +6, Climb +2, Concentration +4, Decipher Script +7, Diplomacy +5, Disguise +6, Escape Artist +5, Gather Information +7, Handle Animal +5, Hide +5, Intuit Direction +4, Knowledge (nature) +4, Listen +5, Move Silently +5, Ride +3, Search +5, Sense Motive +5, Spot +5, Swim +5, Wilderness Lore +7.

Feats: Endurance, Far Shot, Great Fortitude, Iron Will, Lightning Reflexes, Point Blank Shot, Precise Shot, Quick Draw, Rapid Shot, Toughness x2, Tracking, Weapon Focus (composite longbow)

Favored Enemies: Giants, vermin, proud

Possessions: Bracers of archery, glows of arrow snaring, +4 studded leather of shadow and silent moves, +2 giantbane mighty (+3) composite longbow of distance, +3 defending quarterstaff, +3 ring of protection, 50 each: +1 flaming arrows, +1 frost arrows, medallion of the conifer.

Ranger Spells per Day: 2.

Vigilant Spells per Day: 2/2/2.

Levin: Levin is a young-looking, unassuming man who serves Belsameth, goddess of deception, darkness, death, nightmares and other equally unpleasant spheres of influence. Levin maintains a cover identity in Mithril as a clerk for the Rising Sun trading house. As the center of Belsameth's influence in Mithril, Levin guides her plans within the city to fruition. Levin assassinated the

previous high priest or Hedrada and is in regular contact with penumbral lord Dar'Tan. His other projects include corrupting shrine-keeper Kalivas and manipulating the Cult of the Golem to meet Belsameth's needs. His schemes create as a regular source of employment for ruffians and scoundrels in Harbor City, but the focus of his work is on Temple City itself.

Levin's staff allows him to summon a variety of fiendish outsiders to assist him in his work. He prefers to call upon subtle, deceptive creatures instead of more blatantly violent beasts, but if the need arises, he will.



Levin, Agent of Belsameth, Male Human, Clr 11:

CR 11; SZ Medium Humanoid (6 ft., 2 in. tall); HD 11d8+11; hp 59; Init 0; Spd 30 ft.; AC 12/19 (+1 ring, Dex/with +5 armor, +2 shield); Atk +11/+6 melee

Staff of the Summoner

Description: This staff was created for Belsameth's mortal agents to enable them to summon help, but only when necessary. Her agents, who generally work alone, cannot abuse this tool; the staff is a failsafe, useful only when no other options are available. Clerics who rely on it as their primary tool find its charges stripped when they need it most. Perhaps a dozen of these staffs exist at any given time.

Powers: The staff has the following powers, which can only be used to summon fiendish (evil-aligned) outsiders:

- Summon Monster III (1 charge per use)
- Summon Monster VI (2 charges per use)

sustained at her husband's hands.

(1d8+3, +3 *unholy heavy mace*); SA Rebuke undead; AL NE; SV Fort +8, Ref +5, Will +10/+12; Str 10, Dex 15, Con 12, Int 16, Wis 17/21, Cha 16.

Skills: Bluff +11, Concentration +5, Craft (calligraphy) +6, Diplomacy +5, Disguise +11, Hide +6,

Knowledge (arcana) +6, Knowledge (religion) +10, Profession (scribe) +6, Scry +8, Spellcraft +6.

Feats: Scribe Scroll, Skill Focus (bluff), Skill Focus (disguise), Spell Focus (enchantment).

Domains: Magic, Trickery.

Possessions: *Staff of the summoner*, *hat of disguise*, +3 *unholy heavy mace*, +4 *ring of protection*, +3 *chain shirt*, +4 *periapt of wisdom*.

Cleric Spells per Day: 6/7+1/5+1/5+1/4+1/3+1/1+1.

Chay Caronus, Commander of Chay's Company, Female Human, Ftr7: CR 7; SZ Medium Humanoid (5 ft., 5 in. tall); HD 7d10+7; hp 65; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20 ft.; AC 22 (+1 Dex, +9 plate, +2 shield); Attack +10/+5 melee (heavy flail 1d10+3, whip 1d2+5), or +8/+3 ranged; SV Fort +6, Ref +3, Will +5; AL CG; Str 16, Dex 12, Con 12, Int 12, Wis 12, Cha 11.

Skills: Appraise +5, Concentration +2.5, Craft +11, Diplomacy +4.5, Hide +1, Intimidate +1, Listen +3, Move Silently +1, Perform +2, Pick Pocket +1.5, Spot +3, Tumble +5.

Feats: Alertness, Blind-Fight, Combat Reflexes, Exotic Weapon Proficiency (whip), Improved Initiative, Iron Will, Weapon Focus (flail, heavy), Weapon Specialization (flail, heavy).

Possessions: *Full plate* +1, +2 *whip*, large wooden shield.

Ith'laen Khemaitas: Pale, slender and black-eyed, Khemaitas captains the Ghost Maid, and as a forsaken elf is something of a ghost himself. He dresses in elaborate, expensive clothes — velvet cloaks, silk doublets, gold-braided waistcoats and high boots — and wears an ancient, enchanted longsword that is said can compel ghosts and spirits to tell their secrets. Khemaitas is infamous for his mercurial behavior — gregarious and likable one moment, distant and cold the next — so he is not all that different from others of his race. But to the citizens of Mithril, unfamiliar with the forsaken elves, he is both exotic and dangerous.

Captain Khemaitas demands lawful behavior from his crew while in Mithril, but seems to acknowledge no law outside the city. Khemaitas and his crew have engaged in virtually every activity, legal and otherwise, during their careers — from simple cargo hauling to smuggling to outright pirating. True to their chaotic natures, the Maid's captain and crew change their conduct on a daily basis — raiding commerce one day, honestly transporting goods the next.

Just the same, Khemaitas evinces a strange and almost alien sense of fair play. While engaging in piracy, for example, he preys only on targets that will, in his words, "Restore balance to the cosmos." If evil and chaos are ascendant, he acts as an agent of law and justice, attacking other pirates and titanspawn with ruthless efficiency. If evil declines and the defenders of good rule the seas, Khemaitas becomes a merciless corsair, raiding

and plundering — even occasionally attacking coastal cities. Such behavior usually occurs far from Mithril, however; Khemaitas knows how important the city is to him and his crew, and he avoids acts of piracy that directly affect the city.

Khemaitas bears the *forsaken queen's rapier*, a +4 weapon with both *dancing* and *wounding* special abilities.

Captain Ith'laen Khemaitas, Captain of the Ghost Maid, Male Forsaken Elf, Rog12: CR 12; SZ Medium Humanoid (4 ft., 8 in. tall); HD 1d8 + 12d6; hp 52; Init +4 (+4Dex); Spd20ft.; AC 21 (+4Dex, +7breastplate);



Attack +10/+5 melee (rapier 1d6+4), or +14/+9 ranged (light crossbow 1d8); SA Opportunist, sneak attack +6d6, SD Evasion, uncanny dodge; SV Fort +6, Ref +12, Will +9; AL CN; Str 10, Dex 18, Con 11, Int 16, Wis 17, Cha 13.

Skills: Appraise +17, Climb +12, Craft + 14, Disable Device +15, Disguise +15, Escape Artist +13, Forgery +13, Gather Information +15, Hide +6, Innuendo +18, Jump +13, Listen +9, Move Silently +18, Search +7, Spot +23, Swim +9, Wilderness lore +6.

Feats: Alertness, Dodge, Improved Unarmed Strike, Iron Will, Point Blank Shot, Precise Shot, Shield Proficiency.

Possessions: Light crossbow of speed, breastplate of the sea monarchs, forsaken queen's rapier.

Joharus Kend: Lemses Behjur's second-in-command, master ranger Joharus Kend leads the Behjurian Vigil in Harbor City. His size is deceiving; at first glance, he seems somewhat rotund, but in reality, solidly muscular, he moves with amazing speed and grace for an individual of his size. He's a good-natured man, often seen at social gatherings and enjoying the camaraderie of other rangers and paladins.

Kend transforms himself into a no-nonsense soldier in times of crisis, though, and brooks no interference nor tolerates hesitation from his subordinates. However, some paladins and rangers think he has a blindspot when

it comes to the wizard Skalus, who they feel has been derelict in his duties lately, spending more time hiding in a bottle of brandy than working in his laboratory.

Kend says he has far more important matters to which he must attend. Responsible for monitoring the Blood Sea and coast for titanspawn threats and pirate activity, the talented Kend is kept busy.

Master Ranger Joharus Kend, Sub-Commander of the Behjurian Vigil in Mithril, Male Human, Rgr9/ Vig3: CR 12; SZ Medium Humanoid (6 ft., 4 in. tall); HD 12d10+12; hp 70; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft.; AC 18 (+2 Dex, +6 *studded leather armor* +3); Attack +17/+12/+7 melee (1d10+5, *bastard sword* +2) or + 15/+10/+5 ranged (longbow 1d8); SA Ferocity; SQ Sprint, tireless; SV Fort +9, Ref +6, Will +5; AL NG; Str 17, Dex 15, Con 12, Int 13, Wis 12, Cha 10.

Skills: Balance +4, Climb +15, Diplomacy +5, Disguise +6, Escape Artist +4, Gather Information +5, Handle Animal +7, Hide +2, Intuit Direction +11,



Listen +16, Move Silently +2, Search +14, Spot +3, Wilderness Lore +12.

Feats: Alertness, Dodge, Endurance, Improved Initiative, Toughness, Track, Weapon Focus (bastard sword), Weapon Focus (longbow).

Favored Enemies: Goblinoids, hags, green pisceans.

Possessions: Madriel's Light tattoo, circlet of the iron mind, cloak of elvenkind, studded leather armor +3, bastard sword +2, potion of water breathing.

Ranger Spells per Day: 2/1.

Vigilant Spells per Day: 2.

Khelarian Asuras: Stern and hard-faced, his black hair shot with white, his large jaw sporting a small, neat beard, Khelarian is very much his father's son. He dresses well, but never excessively; eats and drinks in moderation; and never seems to miss a thing, casting about his piercing brown eyes.

As one of the most senior and powerful members of House Asuras, Khelarian knows how to be ruthless and, like his father, lets nothing stand in the way of the family's drive to obtain power and wealth. Before his assignment to Mithril, Khelarian oversaw caravan traffic between Darakeene and Shelzar, where some say he traded freely in slaves, paid tribute to titanspawn tribes and sent assassins against other houses' caravan masters. Today, Khelarian laughs at such allegations and points to his displays of charity and generosity since coming to Mithril.

High Priest Derigesh and the paladins, highly suspicious of Khelarian and House Asuras, made sure he knew that his house's strict adherence to the law is a requirement for doing business in Mithril. The Asuras did not grow so powerful by being stupid, so pragmatism rules. Khelarian knows which way the wind of Corean blows. Asuras' operatives in Mithril are honest, cooperative and professional. Bills of lading and ship manifests are scrupulously accurate. Khelarian carefully *overpays* any fees that his traders are assessed, and his generous contributions to the Temple and to Mithril's poor have earned him Derigesh's gratitude and even grudging admiration.

Though his true nature is as amoral and merciless as the rest of the family, Khelarian has done a good job of reinventing himself and making himself popular among Mithril's citizens. Which is more than can be said for the other two Asuras representatives in Mithril.

Khelarian Asuras, Master Trade Representative for House Asuras, Male Human, Exp19: CR 8; SZ Medium Humanoid (5 ft., 7 in. tall); HD 19d6+19; hp 88; Init +8 (+4 Dex, +4 Improved Initiative); Spd 30 ft.;



AC 14 (+4 Dex); Attack +12/+7/+2 melee, (dagger 1d4-2) or +18/+13/+8 ranged (light crossbow 1d8); SV Fort +7, Ref +10, Will +15; AL CN; Str 6 (-2), Dex 19, Con 12, Int 16, Wis 15, Cha 17.

Skills: Appraise +18, Bluff +10, Disguise +5, Gather information +14, Handle Animal +8, Hide +4, Innuendo

+8, Intuit Direction +5, Knowledge (geography) +8, Listen +6, Move Silently +4, Perform +3, Profession (bookkeeper) +4, Read Lips +11, Ride +9, Sense M +15, Spot +2.

Feats: Dodge, Improved Initiative, Iron Will, Leadership, Quick Draw, Skill Focus (sense motive), Skill Focus (appraise).

Possessions: Oathbreaker's bracelet, *pearl of strife*, *book of knowledge*.

Mirt Thassel: Mirt Thassel is a burly, middle-aged man with black, thinning hair and an intense gaze. His arms are huge from a life of hard labor, and although he is not terribly intelligent, Thassel's followers find his words and manner both comforting and reassuring.

Once a poor laborer, Thassel's life changed when he discovered a miniature replica of the Mithril Golem in an ancient shrine beneath his home. In a fit of religious ecstasy, Thassel became convinced that the Golem had itself become a god. With his wife Sharna, he now leads one of the largest Cult of the Golem factions from his small house in Shacktown, conducting services and discussing the new god's goals and powers. But Thassel recently made an amazing discovery: he could cast clerical spells.

Seizing upon his new powers as proof-positive of the Golem's divinity, Thassel redoubled his efforts to attract followers, and his congregation now numbers nearly 50. Utterly devoted to Golem, he now contemplates building his congregation into an army of worshipers, who will



march on Temple City and reawaken their god. What happens later is not clear to Thassel, but he claims to have had visions: the entire city of Mithril rejecting the failed "old gods" and embracing the Mithril Golem.

No one can confidently explain the origins of Thassel's powers. It is possible that, as the Golem's worshipers believe, the great automaton has truly become a god. Equally possible is that Thassel's clerical abilities originate from a different source, such as a malevolent or mischievous god seeking to disrupt life in Mithril. A god

like Enkili the trickster, whose perverse sense of humor would be tickled by the ensuing chaos.

None of this matters to Lindoros, who secretly leads the Cult of the Golem. He sees Thassel and his new powers as another means of whipping up dissent against Derigesh, Barconius and the rest of Corean's followers. Thassel remains something of an innocent in all this, convinced that the Golem chose Lindoros and that the great automaton is a god. Lindoros may have underestimated the commoner, though; if Thassel believes his new faith has been betrayed, he may well turn the force of his followers against his betrayer.

Mirt Thassel, High Priest of the Golem, Male Human, Clr2/Com3: CR 3; SZ Medium Humanoid (5 ft., 10 in. tall); HD 2d8+4 + 3d4+6; hp 30; Init +1 (+1 * Dex); Spd 30 ft.; AC 11 (+1 Dex); Attack +8 melee (greatclub 1d10+4), or +3 ranged; SA Turn undead; SV Fort +6, Ref +2, Will +6; AL LN; Str 18, Dex 12, Con 15, Int 7, Wis 16, Cha 18.

Skills: Climb +9, Diplomacy +5, Handle Animal +6, Hide +1, Knowledge (religion) +4, Listen +3, Move Silently +1, Perform +5, Spellcraft +1, Spot +5.

Feats: Combat Reflexes, Skill Focus (handle animal), Skill Focus (climb), Skill Focus (spot), Weapon Focus (greatclub).

Domains: Law, Protection.

Cleric Spells per Day: 4/3+1.

Shan Thoz (aka Mykis the Enforcer):

Known to the world as the chief of the Goblin Bears, a ragtag band of thugs that terrorize Shacktown, Shan Thoz is actually a powerful penumbral lord, gathering intelligence and spreading mischief on behalf of his master, Dar'Tan. Thoz is a tall, thin, saturnine man with a gloomy face and deep-set black eyes. He characteristically wears his long silver hair in a braid behind him and habitually dresses in black or gray. He is everything a good penumbral lord should be: crafty, intelligent, wicked and sadistic. He enjoys lording it over the Goblin Bears, who obey him instantly, knowing that he has magical powers but unaware of their extent or nature.

Shan Thoz, aka Mykis the Enforcer, Leader of the Goblin Bears, Male Human, Wiz8/Pen8: CR 16; SZ Medium Humanoid (6 ft., 3 in. tall); HD 16d4+2; hp 85; Init +3; Spd 30 ft.; AC 13 (+3 Dex); Atk +8/+3 melee (1d6, quarterstaff); SQ Improved darkvision, shadow strength, shadowcast III, shadowcat form, shadowraven form; AL CE; SV Fort +12, Ref +12, Will +18; Str 10, Dex 17, Con 16/18(with ioun stone) (+3/+4), Int 19, Wis 12, Cha 18.

Skills: Alchemy +10, Concentration + 15, Decipher Script +10, Hide +10, Knowledge (arcana) +14, Move Silently +6, Scry +11, Spellcraft +16.

Feats: Brew Potion, Dodge, Extend Spell, Lightning Reflexes, Maximize Spell, Scribe Scroll, Silent Spell, Still Spell.



Possessions: Rod of blasphemy, dragon tattoo (8th level caster), cloak of resistance +5, ioun stone (pink).

Wizard Spells per Day: 4/5/4/4/3.

Penumbral lord Spells per Day: 5/6/4/4/3/2/2/1.

Spells Known:

0 — *arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, distort shadow, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance.*

1st — *burning hands, chill touch, gloom, identify, magic missile, magic weapon, penumbral trap, shade's sight, summon monster I.*

2nd — *animate shadow, Dar'Tan's shadow bolt, hypnotic pattern, invisibility, knock, Leomund's trap, minor shadow conjuration, mirror image, scare, web.*

3rd — *Wink, dispel magic, fly, haste, hold person, lightning bolt, minor shadow evocation, shadow form of Lyrand, shadow strike, slow, summon monster III.*

4th — *arcane eye, charm monster, polymorph other, polymorph self, shadow conjuration, shadow shield.*

5th — *curtain of darkness, shadow evocation, shadow weapon.*

6th — *shades, shadow smash.*

7th — *shadow walk.*

Nabila Silverheart: Daughter of a human mother and a forsaken elf father, Nabila Silverheart has fought prejudice and discrimination for most of her life, eventually rising to prominence as one of the leading sorcerers in Mithril and serving as List Mistress of the Guild of the Shadow. Silverheart is responsible for maintaining the Guild's membership rolls and, as such, is the most important spellcaster in Mithril after Danye Blackburn. Because she is more companionable and friendlier than Blackburn, city officials preferentially seek her out, and she frequently acts as Mithril's unofficial ambassador during negotiations with foreign powers.



Silverheart's almost supernatural beautiful reflects her elvish heritage — milk-white skin; long, silver hair; deep violet eyes. She usually keeps her slightly pointed ears hidden, a holdover from her past when she needed to conceal her ancestry. She usually dresses in robes of muted colors. She rarely raises her voice and is never rude or demanding. All the same a potent leader, Silverheart has aided Mithril in many crises. Unwilling to draw attention to herself or the Guild, Silverheart rarely uses her louder and more violent spells and only then in self-defense or defense of the city. She stores numerous magical items in her tower; she most frequently carries those listed below.

Nabila Silverheart, List Mistress of the Guild of the Shadow, Female Half-Elf, Sor18: CR 18; SZ Medium Humanoid (5 ft., 7 in. tall); HD 18d4+18; hp 69; Init +0; Spd 30 ft.; AC 17 (+1 Dex due to *gloves of dexterity*, +2 *amulet of natural armor*, +4 *bracers of armor*); Attack +7/+2 melee (quarterstaff 1d6-2), or +9/+4 ranged; SV Fort +7, Ref +6, Will +13; AL NG; Str 7 (-2), Dex 10 (0)/12 (+1 w/*gloves of dexterity*), Con 13, Int 17, Wis 14, Cha 20.

Skills: Alchemy +20, Bluff +4, Concentration +20, Handle Animal +9, Hide +1, Knowledge (arcana) +20, Listen +3, Move Silently +1, Scry +21, Search +4, Spellcraft +20, Spot +3.

Feats: Craft Wondrous Item, Extend Spell, Forge Ring, Maximize Spell, Quicken Spell, Scribe Scroll, Spell Penetration.

Possessions: *Wand of magic missiles*, *wand of stonesskin*, *amulet of natural armor* +2, *bracers of armor* +4, *gloves of dexterity* +2, *bead of force* x3, *circlet of the iron mind*.

Sorcerer Spells per Day: 6/8/7/7/7/6/6/5/3.

Sorcerer Spells Known:

0 — *dancing lights*, *detect magic*, *disrupt undead*, *ghost sound*, *light*, *mage hand*, *ray of frost*, *read magic*, *resistance*.

1st — *charm person*, *mage armor*, *magic missile*, *protection from evil*, *sleep*.

2nd — *blur*, *Ganest's far strike*, *knock*, *levitate*, *web*.

3rd — *fly*, *haste*, *invisibility sphere*, *lightning bolt*.

4th — *bestow curse*, *charm monster*, *Tevikk's creeping eye*, *wall of ice*.

5th — *dominate person*, *greater shadow conjuration*, *pillar of attraction/repulsion*, *wall of iron*.

6th — *chain lightning*, *control weather*, *Rie's dance of seduction*.

7th — *control undead*, *daggers of Vaul*, *power word*, *stun*.

8th — *etherealness*, *horrid wilting*.

9th — *summon monster IX*.

Nyaella: The titan Denev's druidess in Mithril realizes that she is in a precarious position. As the only titan siding with the gods in the great war, Denev earned a place in Seam's official pantheon. Yet, being a titan. Denev's followers are rarely trusted and often feared. Nyaella walks this fine line with skill, providing aid and advice to Emili Derigesh and Barconius, helping those Denev worshipers who visit Mithril and in general being a model citizen. Nyaella's small but elegant temple in Harbor City represents the only official site where Denev can be worshiped; the Earth Mother is not represented within the confines of Temple City.

In keeping with her goddess' character, Nyaella is a wild-looking woman: unkempt red hair, intense green eyes and a somewhat uncivilized manner. Depending on the weather, Nyaella wears no clothes within the confines



of Denev's temple grounds; otherwise, she wears rough green robes, strings numerous charms on leather thongs around her neck and bears a *staff of the woodlands*. Derigesh grudgingly respects Nyaella, and the druidess maintains a real friendship with Uthiel Madriella, Madriel's high priestess in Mithril. On several occasions, when the two goddess' interests converged, Nyaella accompanied Uthiel on a secret quest on Madrid's

behalf. Nyaella bears one of the original lesser rings of Kyel.

Nyaella, Druidess of Denev, Female Human, Drd16: CR 16; SZ Medium Humanoid (5 ft., 2 in. tall); HD 16d8+16; hp81; Init +3(+3Dex); Spd 30ft.; AC 19 (+3 Dex, +3 *amulet of protection*, +3 *lesser ring of Kyel*); Attack +14/+9/+4 melee (quarterstaff, 1d6+2), or +15/ + 10/+5 ranged (shortbow 1d6); SQ A thousand faces, nature sense, resist nature's lure, timeless body, trackless step, venom immunity, wildshape (5/day) (huge; elemental I/day); woodland stride; SV Fort +11, Ref +8, Will +14; AL N; Str 15, Dex 16, Con 13, Int 12, Wis 19, Cha 14.

Skills: Animal Empathy +13, Bluff +2, Concentration +12, Diplomacy +6, Gather Information +5, Heal +10, Hide +6, Intuit Direction +8, Listen +4, Move Silently +3, Sense Motive +3, Spellcraft +15, Spot +15, Wilderness Lore +15.

Feats: Blind-Fight, Combat Casting, Craft Staff, Craft Wondrous Item, Dodge, Maximize Spell, Silent Spell.

Possessions: Staff of the woodlands, amulet of protection +3, lesser ring of Kyel.

Druid Spells Per Day: 6/6/6/6/5/4/3/3/2.

Skalus: Looking surprisingly young for a wizard of his experience, Skalus is black-haired, bearded and handsome, though his personality annoys many. Vain, arrogant and self-serving, he expects high pay and considerable luxury as compensation for serving the Vigil. He recently began neglecting his work at Titanslayer Citadel, spending his time entertaining young women and drinking expensive intoxicants. He possesses a potent weapon, a staff of divine flame, for which he has a special dispensation from both High Priest Derigesh and the Temple of Corean, but some people feel that his current inappropriate behavior warrants its reconsideration. While Skalus stores numerous magical items in his laboratory, those he most often carries are listed below.

Skalus, Freelance Wizard Serving the Behjurian Vigil, Male Human, Wiz17: CR 17; SZ Medium Humanoid (5 ft., 9 in. tall); HD 17d4+17; hp 57; Init +0; Spd 30 ft.; AC 15 (+3 *ring of protection*, +2 *amulet of natural armor*); Attack +9/+4 melee (1d6+3, quarterstaff), or +8/+3 ranged; SV Fort +6, Ref +5, Will +12; AL CN; Str 13, Dex 11, Con 13, Int 19, Wis 11, Cha 8.

Skills: Alchemy +16, Bluff +5, Concentration +13, Diplomacy +2, Innuendo +3, Intimidate +4, Knowledge (arcana) +15, Scry +20, Spellcraft +20.

Feats: Brew Potion, Craft Magic Arms and Armor, Craft Rod, Craft Staff, Craft Wand, Iron Will, Maximize Spell, Quicken Spell, Scribe Scroll, Still Spell.

Possessions: Robe of scintillating colors, staff of divine flame, iron flask, ring of protection +3, amulet of natural armor +2.

Wizard Spells Known (4/5/5/5/5/4/4/3/2/1):



0 — *arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance.*

1st — *charm person, chill touch, disappear, flame bolt, identify, jump, mage armor, shield, shocking grasp, sleep.*

2nd — *blur, dark flames, ghoul touch, knock, levitate, summon monster II, web.*

3rd — *dispel magic, dragon's breath, fireball, fly, haste, hold person, invisibility sphere, lightning bolt, sleet storm, slow, stinking cloud, touch of the eel, monster summoning III*

4th — *charm monster, improved invisibility, lesser geas, minor globe of invulnerability, Otiluke's resilient sphere, polymorph self, shadow shield, wall of fire, wall of ice.*

5th — *animate dead, cone of cold, doomwail, permanency, wall of iron, wall of stone.*

6th — *acid fog, chain lightning, death blade, eyebite, flesh to stone, guards and wards, mass haste, summon monster VI.*

7th — *mass invisibility, Mord's magnificent mansion, power word, stun, teleport without error.*

8th — *horrid wilting, incendiary cloud, mass charm, protection from spells.*

9th — *power word, kill, teleportation circle.*

Telinya Asuras: Telinya Asuras is her cousin's total opposite. Her manipulations are quiet, sober and subtle. She drinks in moderation and avoids gambling. She has lovers of both sexes, but carefully selects highly discrete companions. Though beautiful and extremely intelligent, she dresses modestly, rarely drawing attention to herself. Her draws her long black hair up in a braid or a bun and downcasts her expressive violet eyes. She rarely enhances her olive skin with cosmetics.

Telinya's modesty, like Khelarian's charity, masks her true intentions. Her goals are ambitious: to replace her cousin as chief Asuras operative in Mithril and

eventually supplant her uncle as head of House Asuras. Though motivated by greed and ambition, she also deep resents the rest of the family. The Asuras shoved her mother aside based only on her sex, refusing to grant her more power and influence in the family while favoring Telos and his brother, Khasis' horde of children and grandchildren.

Her first target is the family's weakest link: cousin Viando. The younger Asuras dismisses Telinya as a quiet and obedient tool of her mother and little suspects that many of his recent troubles are her doing. Telinya's letter triggered the reduction in Viando's allowance, and she arranged for him to lose at the gaming tables while also managing the blackmail scheme. In addition, she leaked information to Neuth Haila, chief of House Bloodhawk, alerting him to Viando's excesses. Telinya stands ready to pounce should Viando, in desperation, sell trade house secrets for gold.

Such an event would be a bonanza for the ambitious Telinya. House Asuras would exile and disown Viando, the authorities would catch House Bloodhawk scheming against Asuras and her disgraced cousin Khelarian would be replaced with someone more reliable. By exposing the scandal, Telinya will have proven herself Khelarian's worthy successor.

Telinya has recently acquired a small collection of *Nomari candles*. Though currently undecided, once she puts them to use, her relatives' downfall will be assured.

Telinya Asuras, Senior Trade Representative for House Asuras, Female Human, Exp10: CR 5; SZ Medium Humanoid (5 ft., 7 in. tall); HD 10d6+10; hp 53; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft.; AC 13 (+3 Dex); Attack +7/+2 melee (dagger 1d4), or +10/+5 ranged; SV Fort +4, Ref +6, Will +8; AL CN; Str 10, Dex 17, Con 12, Int 16, Wis 12, Cha 11.

Skills: Alchemy +9.5, Appraise +9, Climb +2, Craft +6, Decipher Script +7.5, Diplomacy +1, Disable Device +9, Forgery +4, Hide +5, Innuendo +6.5, Intimidate +6.5, Jump +12, Knowledge (nature) +4, Listen +1, Move Silently +3, Open Lock +4, Perform +7, Search +8.5, Sense Motive +5, Spot +4, Tumble +4.5, Wilderness Lore +2.

Feats: Improved Initiative, Run, Skill Focus (perform), Skill Focus (intimidate), Skill Focus (spot).

Possessions: *Mask of desire*, *pearl of agony*, *candle of sleep* x3, *candle of paralysis* x2, *candle of death*.

Thelwyn Karametis: Pale-skinned, with rich, dark-violet hair and black eyes, houndmistress Karametis' appearance suggests at least some elvish ancestry. Her greed and cruelty, however, are all too human, and her Nighthounds are one of Mithril's most dangerous criminal groups. Always a step ahead of the law, the hounds control much of Stormside's smuggling, prostitution, gambling and petty criminal operations.

Originally a slave sold into prostitution in Calastia, Karametis rapidly proved her skill and cunning, buying

her own freedom and founding a criminal underground in the city of Vashon. When she refused to pay bribery money to city officials, they arrested Karametis and ordered her execution. She escaped by seducing then murdering one of her guards.

Fleeing to Mithril, she joined the Nighthounds as a low-level operative. Once again, she proved her worth, rising through the ranks and becoming houndmaster Ulo Iuthax's lover. When Iuthax died unexpectedly, his will passed the Nighthound's leadership to his lover, much to



the chagrin of his twin sons, Robi and Narax. A brief but furious civil war ensued, the twins trying to regain control of their father's criminal empire. Karametis won handily, and the twins found themselves in a gladiatorial pit fighting one another for survival. No one knows who won the fight, but most hounds believe he's alive — a blind, legless beggar somewhere on Mithril's eastside.

Firmly established as houndmistress, Karametis expanded the Nighthound's power; today, she controls many interests and enjoys numerous sources of income, both in Mithril and beyond. She is known for her singing, dancing and storytelling abilities and her voracious appetite for lovers, who often do not survive more than a few months with her. Despite the risk of death, there is never a shortage of men and women who want to enjoy the houndmistress' company. She takes considerable pleasure in pit fighting, betting on bloody battles in the dark corners of Mithril, and occasionally joins the fight herself, wielding her twin enchanted axes. Captives, turncoats and informants are sometimes offered their freedom if they can defeat the houndmistress in single combat; so far, no one has won the prize. The hounds know that Karametis possesses an amazing ring that enables her to hear others' thoughts; it grants its wearer the effects of the *detect thoughts* spell at all times when worn.

Outside of the Nighthounds, few know about the houndmistress' secret *wraithblade*, with which she turns her foes into wights under her control. So far, the *wraithblade* has drained 275 points of Constitution; when it reaches 400, the wraith bound inside will attempt its escape and kill the houndmistress. Karametis doesn't know this.

Houndmistress Thelwyn Karametis, Female Human, Rog10/Brd5: CR 15; SZ Medium Humanoid (5 ft., 3 in. tall); HD 10d6+20 + 5d6+10; hp 84; Init +9 (+5 Dex, +4 Improved Initiative); Spd 30 ft.; SA Crippling strike, sneak attack +6d6, SD Evasion; AC 19 (+5 Dex, +4 masterwork chain shirt); Attack + 10/+5 melee (+3 *wraithblade* 1d8+3, dagger 1d4); SA SV Fort +6, Ref +18, Will +9; AL CE; Str 10, Dex 20, Con 14, Int 16, Wis 10, Cha 14.

Skills: Balance +15, Bluff +14, Craft +14, Decipher Script +13, Disguise +12, Handle Animal +3, Hide +5, Intimidate + 18, Intuit Direction +15, Knowledge (local) +5, Knowledge (nature) +5, Listen +14, Move Silently



+9, Perform +12, Scry +8, Sense Motive +3, Spot +0, Swim +11, Use Rope +17.

Feats: Ambidexterity, Combat Reflexes, Dodge, Improved Initiative, Iron Will, Lightning Reflexes, Two-Weapon Fighting.

Possessions: *Wraithblade*, *ring of thought detection*, *masterwork chain shirt*.

Bard Spells per Day (3/4/2):

0 — *detect magic*, *flare*, *ghost sound*, *mage hand*, *mending*, *prestidigitation*.

1st — *charm person*, *cure light wounds*, *identify*, *message*.

2nd — *cure moderate wounds*, *levitate*, *see invisibility*.

Uthiel Madriella: The goddess Madrid's Harbor City representative is a woman of average appearance, save for her striking pale-blue eyes. She dwells in modest quarters near her deity's temple on God Street. She wears pale blue robes and a silver circlet with a fan of enameled



peacock feathers in the center. She dons a cloak of real peacock feathers for ceremonial events and daily services, but is normally an austere and modest woman.

Madriella works closely with high priestess Alia Vensir in Temple City. Being a priestess in the more violent and dangerous Harbor City, Madriella tends to be more active and adventurous than her sister priestess. Though naturally peaceful and gentle, Madriella dwells in a world that sometimes demands violence, so has honed her combat skills to a fine edge. She dislikes taking lives, even those of titanspawn, but will do so without hesitation to defend her temple or the city of Mithril. She prefers quick, decisive combat, using her sacred spear to dispatch foes painlessly.

Priestess Madriella spends the remainder of her time quietly contemplating life, reading sacred texts, speaking with Madrid's worshipers on matters of faith or reporting the state of spiritual affairs in Harbor City to Vensir. Madriella occasionally disappears from Mithril, sometimes for days, leaving daily affairs to her acolytes. Madrid sometimes calls on the priestess to perform tasks or undertake holy quests. When needed, Madrid dispatches a skyquill to Mithril; Madriella rides the wondrous creature to wherever the goddess decrees. On her most recent adventure, Madriella fought a band of charduni and Chardun-slain seeking to sack and despoil Madrid's temple in the Gleaming Valley.

Uthiel Madriella, Priestess of Madrid, Female Human, Clr12: CR 12; SZ Medium Humanoid (5 ft., 3 in. tall); HD 12d8+12; hp 70; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft.; AC 19 (+1 Dex, +4 *chain shirt of invulnerability*, *ring of protection* +3); Attack + 14/+9 melee (*holy long spear* +2 1d6+3), or +10/+5 ranged; SA Turn undead; SR 5/+1 (*chain shirt of invulnerability*); SV Fort +9, Ref +5, Will +10; AL NG; Str 13, Dex 13, Con 13, Int 12, Wis 15, Cha 17.

Skills: Craft +9, Diplomacy + 18, Heal + 17, Hide + 1, Listen +2, Move Silently +1, Profession +9, Spellcraft + 16, Spot +2.

Feats: Dodge, Enlarge Spell, Extra Turning, Improved Initiative, Martial Weapon Proficiency (longspear), Maximize Spell

Domains: Healing, Good

Possessions: Ring of protection +3, chain shirt of invulnerability, holy longspear +2.

Cleric Spells per Day: 6/6+1/5+1/4+1/3+1/3+1.

Viando Asuras: At 20, Viando is handsome, blonde haired and square-jawed, but somewhat vapid-looking. Narcissistic and hot-blooded, he has an excessive fondness for gambling, spirits and loose women. Despite his duties to the trade house, Viando can frequently be found gorging himself or drinking at expensive Westside inns or whoring at places like the Silver Couch. Viando's cousin Khelarian frowns upon such conduct, and uncle Telos become apoplectic reading Telinya's letter that described her cousin's antics. Viando's father Khasis insists that his son remain in Mithril to "learn civilized behavior," but at his nephew Khelarian's urging, he has drastically reduced young Viando's allowance.

As his relatives' patience grows thin, Viando has launched a new scheme: hiring others to do his work



while he carouses or sleeps off his binges. He also fights duels and has escaped serious harm only by using his +1 rapier and bribing his foes to keep them from killing or maiming him. So far, Khelarian thinks Viando has turned over a new leaf and even praised the younger man in letters to Asuras headquarters in Darakeene.

Still, Viando cannot maintain the charade forever. His reduced allowance left him deep in debt to the Reapers (his wagers did not shrink in proportion to his income), and one of his "employees" is blackmailing him, threatening to expose his duplicity to his uncle. To meet his obligations, Viando has borrowed heavily and been approached by House Bloodhawk representatives, who have offered him

generous bribes in exchange for Asuras secrets. His desperation growing, Viando has begun to seriously consider Bloodhawk's offer.

Viando Asuras, Trade Representative for House Asuras, Male Human, Nob3: CR 2; SZ Medium Humanoid (5 ft., 8 in. tall); HD 3d8; hp 15; Init +2 (+2 Dex); Spd 30 ft.; AC 12 (+2 Dex); Attack +1 melee (rapier 1d6), or +4 ranged; SV Fort +1, Ref +3, Will +3; AL CN; Str 8 (-1), Dex 15, Con 10, Int 8 (-1), Wis 10, Cha 10.

Skills: Gather Information +5, Hide +2, Intuit Direction +1, Knowledge +0, Listen +8, Move Silently +2, Sense Motive +6, Spot +7, Tumble +3.

Feats: Alertness, Quick draw, Skill focus (Sense Motive).

Possessions: +1 rapier.

Personages beyond Mithril

The plains, mountains and seas that surround Mithril harbor important individuals. Some are Mithril's ferocious enemies, some are its friends and others remain mysterious, their motivations uncertain. These people, as much as anyone within its walls, will shape Mithril's future — either helping it survive or destroying it piecemeal.

Dar'Tan: Like a scary story told to frighten naughty children, Dar'Tan's threat is more imagined than real these days. He has not been seen in years — since his epic battle with Barconius that cost him his left arm. The ruined Penumbra Pentagon's fortress remains buried under Mithril, but few adventurers dare to enter it seeking abandoned treasure, and fewer still have returned from such a quest. Many people believe that the evil wizard died years ago, but a few — Barconius in particular — believe that Dar'Tan simply bides his time, waiting for the proper moment to overrun Mithril with an army of shadow creatures, dragging the city into eternal night.

Dar'Tan is a dark elf with perpetually shadowed features. Scholars and researchers enhance his mystique by claiming that dark elves are extinct, or nothing more than frightening legends or (at best) confined to their subterranean city Dier Drendal. Dar'Tan's existence proves them wrong, but modern authorities, far removed from the past and the ferocious battle fought beneath Mithril, continue to deny Dar'Tan's heritage and suggest that those who fought him were mistaken. Dar'Tan has only one arm of his own flesh; he replaced the one Barconius severed with a shadowy equivalent, made from a shade spirit that he has bound to his body.

Dar'Tan has, through intermediaries, incited Lindoros and other Cult of the Golem followers to greater heresy; he would like nothing better than to destroy the Corean temple from within, and the Cult presents him just such an opportunity. Dar'Tan's need for revenge against Barconius, who broke the Penumbra Pentagon, coincides with Lindoros' desire to be Corean's new high priest. Of course, should Lindoros place himself

in the seat of Corean's anointed, removing him would be equally simple.

Since the disaster in the catacombs, the penumbral lord has relocated his operations outside Mithril to a new Shadow Fortress hidden in the Kelders. He has recruited a new Penumbral Pentagon, though its members are spread across Ghespad. Dar'Gartal, a dark elven sorcerer and vampire, is closest in proximity to Dar'Tan, and given Dar'Gartal's hatred of Barconius, the vampire eagerly works with Dar'Tan to destroy Mithril.

Dar'Tan's Shadow Fortress is riddled with permanent shadow mazes and filled with servants — living, shadow and golem — for his defense and comfort. His plans for the future remain unclear to his enemies, and while many in Mithril today deny his existence, the self-styled "Prince of Shadows" lurks in his mountain fortress, concocting elaborate and inscrutable plans to crush Mithril and hatching grand schemes that will affect all of Ghelspad.



Dar'Tan, Penumbral Lord and Master of the Shadow Fortress, Male Dark Elf, Wiz10/Pen10: CR20; SZ Medium Humanoid (5 ft., 2 in. tall); HD 20d4+40; hp 82; Init +3; Spd 30 ft.; AC 30/31-35 (with Dex, +8 bracers, +5 ring, +5 amulet/with bonuses from +5 rapier of defending); SA Shade arm; SQ Improved darkvision, dark elven traits, shadow home, shadow strength, shadowcast IV, shadowcat form, shadowraven form, Atk +15 melee (1d6+5, +5 dancing rapier of defending); AL LE; SV Fort +8, Ref +9, Will +16/18 (vs. spells and spell-like abilities); Str 10, Dex 17, Con 14, Int 22, Wis 14, Cha 12.

Skills: Alchemy +5, Concentration +19, Decipher Script +15, Hide +12, Knowledge (arcana) +20, Knowledge (geography) +12, Knowledge (history) +12, Knowledge (the planes) +12, Listen +16*, Move Silently +6, Scry +20, Search +5*, Spellcraft +22, Spot +11*.

Feats: Combat Casting, Forge Ring, Quicken Spell, Silent Spell, Scribe Scroll, Spell Focus (illusion), Weapon Proficiency (rapier).

Possessions: Robes, bracers of armor +8, ring of protection +5, amulet of natural armor +5, +5 dancing, defending rapier, cloak and boots of elvenkind, plus a variety of items he either constructs or has obtained. Some items he lends — sparingly — to useful servants for specific tasks, mostly for stealth, disguise and so on.

Wizard Spells per Day: 4/6/6/4/3.

Penumbral Lord Spells per Day: 5/7/6/5/3/3/3/2/1/1.

Spells: Dar'Tan has had centuries to compile arcane lore and thus has access to all penumbral lord spells (*Relics & Rituals* p. 17), all illusion school wizard spells of 5th level or lower, and the majority of other wizard spells of 5th level or lower. As such, listing his spell book here effectively duplicates the *Relics & Rituals* sorcerer/wizard spell list (p. 40-4).

Shade Arm (Ex): A greater shade, summoned and bound into service by Dar'Tan, functions as his left arm. Most of the time, the arm acts as a normal arm under Dar'Tan's mental control. However, in combat and under other rare circumstances, the penumbral lord allows the shade spirit to act or attack on its own. Dar'Tan is quite proficient at casting spells requiring somatic components using only his natural, right arm, leaving his shade arm free to act on its own accord. Dar'Tan can deliver touch attack spells through the shade arm.

Greater Shade: CR 8; SZ Small Outsider; HD 8d8; hp36; Init +3; Spd 0ft.; AC 30/31-35 (same as Dar'Tan); SA Strength damage (2d4 per melee touch); SQ Darkvision (60ft.), malleable form, Atk +18 (controlled by Dar'Tan) +12 (self-controlled attacks) melee; Dam 1d6 and Strength damage; AL CE; SV Fort +6, Ref +9, Will +6; Str 17, Dex 17, Con 10, Int 8, Wis 10, Cha 11.

Skills: Knowledge (the planes) +4, Listen +8, Spot +2.

Feats: Cleave, Power Attack.

Malleable Form (Ex): The shade arm may extend or shrink its length, having a reach in combat of up to 15 feet. It can grow larger or smaller and fit through cracks and crevices as though it was a thick liquid. Whatever its form or shape, it retains its solidity and its strength. The arm may form itself into a shield and provide one-half cover and concealment for Dar'Tan, but the arm can take no other actions while shielding. While providing concealment, any blow that would have hit Dar'Tan and instead misses due to the shade's 20% concealment "miss chance" (see *core rulebook I*, p. 133), hits the shade instead.

Donnangar: Well built and stocky like the rest of his kin, Donnangar has a joviality incongruous with his imposing figure. He seems more like an older brother than like a thug, and his deep voice is soothing, almost harmonic. A student and child of war, Donnangar is

never without his falchion and his armor, but he doesn't flaunt them as some of his peers do. They are simply a part of him and do not represent pride, wealth or power. In battle, he rides a great dire wolf named Plainsrunner.

The most visionary among the Gravelfist war-leaders, Donnangar has never loved war. Though the lust for battle is his blood, he keeps those temptations tightly controlled. Donnangar sees the unending conflict between the Gravelfist and Mithril as the source of their current misery. The orcs would not be starving and homeless, he reasons, if they weren't fighting Mithril in the first place. In these regards, he has allied himself with the orc known as Prophet Gortak. Gortak evidently trusts Donnangar as well, as he charges the warrior with many tasks and responsibilities.

Though Donnangar's apparent pacifism has garnered him some enemies, his courageous (and highly effective) actions in combat have won him the respect of his people and the unflinching loyalty of his troops. Now he seeks some tangible evidence that Gortak might use to convince the orcs, or at least the Gravelfist (and even Donnangar himself!), to abandon their ceaseless fighting and, in doing so, shed the dark fate of constant hunger that is their birthright.



Donnangar is well aware of the troubles brewing in Mithril. Secretly, he hopes that the conflict will present him the opportunity he has looked for, to demonstrate to his people the virtues of peace. His peers, however, especially the Scorchskull tribe, see Mithril's apparently weak position as an open invitation to escalate their raids against the divine races' settlements. Donnangar has considered intervening in such attacks and preventing his kinsmen from making a permanent enemy of Mithril, but such an action would likely instigate a civil war, an outcome that he finds completely unacceptable.

Donnangar, Warchief of the Gravelfist, Male Orc
Rgr14: CR 14; SZ Medium Humanoid (6 ft., 2 in. tall); HD 14d10; hp 80; Init +6 (+2 Dex, +4 Improved

Initiative); Spd 20 ft.; AC 21 (+2 Dex, +5 breastplate, +1 small steel shield, *ring of protection* +3); Attack +21/+16/+11/+21 melee (2d4+6, *falchion of speed* +3), or +18/+13/+8 ranged (1d6, masterwork composite shortbow); SV Fort +9, Ref +6, Will +5; AL CN; Str 17, Dex 15, Con 10, Int 15, Wis 16, Cha 18.

Skills: Animal Empathy +16, Appraise +4, Forgery +4, Hide +2, Innuendo +4, Intuit Direction +10, Listen +3, Move Silently +2, Spot +3, Wilderness Lore +15.

Feats: Combat Reflexes, Improved Critical (shortbow, composite), Improved Initiative, Toughness, Track, Weapon Focus (falchion).

Favored Enemies: Humans, proud, goblinoids

Possessions: Amulet of ghost armor, *falchion of speed* +3, *ring of protection* +3, masterwork composite shortbow, breastplate, small steel shield.

Ranger Spells per Day: 3/1.

Plainsrunner, Dire Wolf: CR 3; SZ Large Animal; HD 6d8+18; hp 56; Init +2 (Dex); Spd 50 ft.; AC 14 (-1 size, +2 Dex, +3 natural); Atk +10 melee (1d8+10, bite); SA Trip; SQ Scent; AL N; SV Fort +8, Ref +7, Will +6; Str 25, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

Skills: Hide +5, Listen +6, Move Silently +5, Spot +6, Wilderness Lore +1*, Spot +5.

Feats: Power attack.

SA — Trip (Ex): A dire wolf that hits with a bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to the dire wolf.

Skills: A dire wolf receives a +1 racial bonus to Listen, Move Silently and Spot checks and a +2 racial bonus to Hide checks. *Plainsrunner also receives a +4 racial bonus to Wilderness Lore checks when tracking by scent.

Feats: Plainsrunner, a highly experienced and well-trained warwolf, has learned the Power Attack feat.

Kariosa Nephantaros: The Empress of the Sea would be a beautiful woman if she smiled. But her face doesn't seem to support anything more than a blank expression. When she manages a grin, the levity never reaches her eyes, which seem to forever shoot daggers from an icy blue stare. The pirate queen guards her feelings carefully; her every utterance is an order, and she deflects questions with questions.

Nephantaros herself would rather forget the story of the Empire of the Sea's dreaded pirate queen. The need to fight and to plunder did not always consume her heart. Long ago, the only thing she needed to make her happy was seeing her lord's manner clean and his pantry well stocked. But her youthful beauty and vigor attracted her master's attention in a way that is never right. When Nephantaros refused his advances, he injured her in a fit of rage and scarred forever her otherwise flawless face. (Incidentally, this same lord betrayed Chay Caronus, and Caronus and Nephantaros were friends before they

left his domain.) For some time after, Nephantaros lingered in that dreary castle, which no longer held any joy for her. Her lord's eyes filled with fury and revulsion when he bothered to look at her, and her peers kept their distance, fearful that associating with a servant in disfavor might jeopardize their own safety.

When she could take it no more, Nephantaros left her lord's service, her heart a void. Over time, a new entity entered that wasteland. At first simple distrust and sadness, it later grew into hatred and vengeance. She saw all nobles as fat vermin abusing those beneath them for their own betterment. This disgust turned into hatred for anyone with power or wealth. Never one to be idle, Nephantaros turned her hatred into a keen blade and hewed herself a life as a mercenary. By the time she reached Mithril, she was adept at living outside the law. The then-reigning Blood Shark pirate prince made the mistake of abducting her. Before his blood had dried on deck, Nephantaros had seized control of that pirate faction and renamed it the "Empire of the Sea." Her hunger for vengeance stronger than ever, she intends to use her new power to satisfy its call.

Kariosa Nephantaros, Female Human
Ftr5/Rog5: CR 10; SZ Medium Humanoid (5 ft., 11 in. tall); HD 5d10+5 plus 5d6+5; hp 50; Init +3 (+3 Dex); Spd 30 ft.; AC 19 (+6 armor, +3 Dex); Atk +11/+6 melee (1d6/crit 18-20, +1 *rapier*); or +11/+6 ranged (1d4, darts); SA Sneak attack +3d6; SD Evasion, uncanny dodge; AL CN; SV Fort +6, Ref +8, Will +2; Str 11, Dex 16, Con 12, Int 14, Wis 11, Cha 17.



Skills: Balance +13, Bluff +13, Climb +7, Gather Information +7, Innuendo +7, Intimidate +13, Jump +10, Sense Motive +7, Swim +13, Tumble +10.

Feats: Blind-Fighting, Dodge, Expertise, Improved Initiative, Iron Will, Leadership, Weapon Finesse, Weapon Focus (rapier).

Possessions: +1 *rapier*, +2 *chain shirt*, 10 darts, silk scarf (worth 50 gp).

Appendix

OPEN GAME LICENSE Version 1.0

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. **Definitions:** (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. **The License:** This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. **Offer and Acceptance:** By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. **Grant and Consideration:** In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. **Representation of Authority to Contribute:** If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. **Notice of License Copyright:** You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

7. **Use of Product Identity:** You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. **Identification:** If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. **Updating the License:** Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

10. **Copy of this License:** You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

11. **Use of Contributor Credits:** You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12. **Inability to Comply:** If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13. **Termination:** This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14. **Reformation:** If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15 COPYRIGHT NOTICE

Open Game License v 1.0 Copyright 2000, Wizards of the Coast, Inc.

System Reference Document (draft and final versions) Copyright 1999,2000, 2001 Wizards of the Coast, Inc.

Creature Collection Copyright 2000, Clark Peterson

Relics & Rituals Copyright 2001, Clark Peterson

Creature Collection 2: Dark Menagerie Copyright 2001, White Wolf Publishing, Inc.

Mithril: City of the Golem Copyright 2001, White Wolf Publishing, Inc.



MITHRIL™

CITY OF THE GOLEM

REQUIRES THE USE OF THE
DUNGEONS & DRAGONS® PLAYER'S
HANDBOOK, THIRD EDITION,
PUBLISHED BY WIZARDS OF THE COAST®.

Sword and Sorcery™ books are published under the Open Gaming License and are 100% compatible with 3rd edition rules.

IN THE SHADOW OF THE GOLEM

The city-state of Mithril: a pocket of civilization carved out of the wilderness between the Blood Sea's tainted waters and the perilous Kelder Mountains. Corean's priests and paladins built a city around their god's colossal Mithril Golem — a city that now serves as a bastion against the titanspawn races that would reclaim their ancestral lands and as a port-of-call for those mariners bravely sailing the Blood Sea. Add to these natural perils the return of dark-elven shadow wizard Dar'Tan and heretical conspiracies brewing within Mithril itself, and you have a city-state in dire need of heroes!



ISBN 1-58846-162-9 WW832I \$17.95 U.S.



www.swordandsorcery.com