

KEO6-02

FOREST OF RIBBONS

A One-Round D&D[®] LIVING GREYHAWK[™]

Keoland Regional Adventure

Version 1.01

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For many years the Dreadwood has housed secrets beyond compare, secrets kept by a small cabal of militants called the Dreadwalkers. Secrets that would be deadly should they ever stir to life and erupt from the care of their warders. The forces of unrest are legion and the Dreadwalkers dwindle season by season. Pushed to the breaking point, a desperate gamble is taken to develop a new weapon against Keoland’s biggest secret...and Keoland’s most vicious enemy.

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

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

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ADVENTURE BACKGROUND

- The Dreadwood covers approximately 20,000 square miles, or about one-sixth of the total area of Keoland.
- The general area approximately 25 miles from any edge of the Dreadwood (both deeper within the forest and extending outward into the surrounding lands) is known as the "Dreadverge".
- It is effectively a rain forest that also contains hardwood and unusual [ironwood, darkwood, etc.] trees, some of which outdate Keoland itself.
- The depths of the Dreadwood are generally unknown and unexplored, and is considered "primeval".
- There are strange creatures that roam the Dreadwood that are not normally seen elsewhere.
- The Dreadwalkers are a specially-trained group of people (primarily druids, rangers, and elves) devoted to dealing with the 'uniqueness' of the Dreadwood.
- The Dreadwalkers tend to chase folks out who are curious about the 'uniqueness' of the Dreadwood (since curiosity tends to breed all kinds of trouble).
- The Dreadwalkers seem to have generally unfriendly relations with most of the rest of the surrounding regions. The most notable exceptions to this are the Barony of Greyhill (presumably because the King of Keoland, Kimbertos Skotti of House Lizhal, was himself a Dreadwalker), and the Viscounty of Nume Eor (the Viscount Richart Jorgos was a cousin of Kimbertos' through marriage).
- It is known that there is an elven kingdom within the Dreadwood, though they are reclusive and generally don't contact the outside world except to kick trespassers off of their land. The exceptions to this rule seem to be the demihumans and Flan of the Good Hills [also a Protectorate of Keoland] and druidic/Old Faith types.

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

ADVENTURE SUMMARY

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

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

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

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

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

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

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

Encounter 5: The PCs travel for half a day until they cross the boundary between elven-controlled

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

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

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

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

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

PREPARATION FOR PLAY

- Make sure players fill out DM Aid #1, which includes pre-rolled spot and listen checks, a list of shiny, pretty, "stealable" items, as well as PC names, classes, and metaorgs.
- This module is designed to be easier if there are Dreadwalkers in the party. If you're not sure, err *for* Dreadwalkers and *against* other PCs.

- This module has a 'natural' break just before Encounter 5 begins. Allow PCs time to figure out how to protect the sage and prepare tactics for the Dreadwood encounters.

INTRODUCTION: FROM THE SHORES TO THE HILLS

The Great High Road is the largest paved road in the entire Sheldomar valley. From its origins at the port city of Gradsul's western gate, it stretches for nearly a thousand miles, passing through or forming the border of fully half of Keoland's twenty-seven provinces until it turns near Fortress Ravonnar and crosses the Javan river far to the northwest. Its fifty-foot width and drainage ditches are well-maintained by the Royal Guild of Highways and Byways, making travel easy and the road a favorite for merchants and adventurers alike.

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

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

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

ENCOUNTER 1: DARK RAIDERS ATTACKED US

As always, there are tales to be told and exaggerations to be exchanged, and coin to be earned if you have talent (or won, if you have luck). You and your traveling companions have gained ground and overtaken three slow-moving caravans already, and as you slowly advance on the fourth, you hear at least some of them comment that luckily their adventuring career has proven fruitful enough that they no

longer have to depend on caravan guard duty to pay their way.

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

The heroes are traveling with another half-dozen NPCs in a fairly jovial pack. The ones that are backing up are NPCs who are not combat capable; hopefully the PCs will be heroic and act!

APL2 (EL 4)

Tiefling War1/Ftr1 (2) and Tiefling War1/Rog1 (3) - See Appendix Two

APL4 (EL 6)

Tiefling War1/Ftr2 (2) and Tiefling War1/Rog2 (2) - See Appendix Three

APL6 (EL 8)

Tiefling War1/Ftr2 (4) and Tiefling War1/Rog2 (3) and 5-Headed Hydra, Pseudonatural - See Appendix Four

APL8 (EL 10)

Tiefling War1/Ftr2 (3) and Tiefling War1/Rog2 (3) and 6-Headed Hydra, Pseudonatural - See Appendix Five

See Map #1

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

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

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

At APL 6 & 8, the Pseudonatural Pyrohydra is hiding in the nearby copse of trees. Any of the Tieflings can call for him as a move-equivalent action, but will only do so if it looks like the PCs are gaining the upper hand. As well, should all the Tieflings go down, the Hydra will roar out of the treeline.

On the third round of combat, Perceptive PCs [DC 20 on listen check #1, see DM's Aid] will notice the sound of area spell effects in the nearby Dreadwood.

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

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

ENCOUNTER 2: TO HER SIDE NOW I MUST GO

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

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

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

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

After the PCs agree...

Outgrown caravan duty, indeed....

The journey would be idyllic if not for the ever-present loom of the Dreadwood. Like much of central Keoland [also called the "breadbasket of the Sheldomar"] grain is the largest export of Greyhill, and the ever-present farms are

diligently tended. However, something seems to be out-of-place. It takes a while for you to put your finger on it, but then you realize what it is - you haven't seen any farmhouses.

If the PCs point this out to Vayleran, he motions off towards a squat, bunker-like structure.

"The locals call them "tows" - for "little towers". These safehouses are much more defensible than farmhouses.

It is nearly noon when Dourstone keep rises into view from a dip in the road. The flag flying above the great fortress is the same one that adorns the caravan wagons - a gold sword, pointing downward, against a black oak tree on a field of green. The words "Eternal Vigilance" are written below it in Ancient Suel.

Unlike many other castles in Keoland, Dourstone is built to withstand a siege. The towers are crenellated and evenly spaced, the entryway is covered and probably switchbacked, and the walls are seemingly built of a single piece of granite.

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

Behind her are fifteen other warhorses. One lieutenant stands at the ready, and a young fresh-faced recruit bears a pennant with the Lizhal heraldic crest that could double as a lance if necessary. Only the clean-pressed tabards the guards wear gives any indication of a formal ceremony; all wear armor and are armed with live steel - mostly opposing blades.

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

"We ran into another raiding party, Princess." The woman frowns, and the elven ranger cleared his throat. "Forgive me, milady. We lost Soralyynn this time," he motions to the wagon where the elves are removing the body of the dead elven wizard. It seems another waylaid the relief supply caravan, but there were some brave of heart and strong of character enough to fend them off."

The woman the elf called "princess" oddly enough, does not appear to be wearing any items designating her rank, but there is a definite authoritative ring to her voice. "I thank you for safeguarding our supplies - they are sorely needed.

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

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

Once PCs have introduced themselves, she asks for a description of the battle. If PCs faced the Pseudonatural Pyrohydra, she will turn to Vayleran and exchange a knowing glance. A **Sense motive 10+APL** can translate the look into a combination of "why is everything hitting the fan today?! and "That really, *really*, isn't good..."]

Once PCs are done describing the battle if there are any PCs that have influence:

"You have proven yourself trustworthy in the past. Will you vouch for these others?"

If none of the PCs have any influence:

She studies you carefully for a moment, then seems to come to a decision as she speaks:

Either way, read the following:

"You have already proven yourselves an asset to our House; I would ask of you to do so

again. Ride with me. We do not expect trouble on our journey, but I would not further deepen the wounds already borne in my name," Kialla says as she motions to Vayleran and the injured elves.

If there are PCs who do not have any mounts, she directs Vayleran to have appropriate-sized ones supplied for the PCs, and will wait

Once you are ready, Kialla wheels her mount with practiced ease and leads the entourage through the courtyard of the donjon and past the inner walls.

ENCOUNTER 3: RIDE NOW AND GO UNAFRAID

Like other villages and towns in Keoland, overly productive fields of grain surround Dourstone. As you pass through the massive ironwood gates and the outer wall, one thing stands out - the fact that there are no farmhouses. Anyone who wants to wake up in the morning sleeps within the protection of the battlements. A wide strip of open grassland separates the farms from the forest, and provides a work area for the small groups of loggers concentrated around specially-marked trees.

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

You are barely half an hour's ride down the path when around you, various guards open up bags to light bull's-eye lanterns and set them into various holders in the saddlebags, and soon you understand why. It has become darker the further into the Dreadwood you have ridden, and the canopy has thickened overhead to the point where almost no light penetrates from the sky above. Kialla strikes a single sunrod. "To keep track of time," Kialla

explains. "Though it always appears to be night, the denizens can tell when the sun has truly set." Kialla's druid dismounts and moves to each of the horses, who seem to settle down. In a moment, you start up again, following his lead.

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

PCs who wish to talk to the Druid, Nevarr, will find him very laid back, and willing to talk about nature.

He seems to be a senior member of Kialla's household [a fact which he will confirm]. He will inform PCs that the Lizhals are allied with the elven kingdom within the Dreadwood, and that the elves felt that the oath was violated when an elven town fell and no help came. One of the princes arrived at Dourstone yesterday and demanded that the situation be remedied. Kialla is going to Aridul [elven for "Grey Hill"] the site where the original treaty was signed between the two houses, to try to 'smooth the ruffled feathers'. If they ask him for further details, he will inform PCs that it is not his place to say, and suggests they talk to Kialla directly.

Allow PCs who wish to edge their horse up next to Kialla at some point during the trip to ask a question or two. Determine whether more questions are directed towards the history of the elves or the history of House Lizhal. Read that section from DM AID #4 first, then allow the PCs interact with other NPCs at the Hollows and rest [uneventfully, as long as PCs don't do anything stupid], then read the other section the next morning so that they have the information before they arrive at Aridul.

If anyone asks Kialla a question from the "personal" list, she answers it immediately. She appears to be comfortable with the eeriness of the Dreadwood, but the PCs may realize as they speak with her that it is something she grew up in and was accustomed to.

PCs who are overly rude or nosy get their mounts pushed aside by Nevarr on his horse.

If the PCs don't make the attempt to chat with Kialla, she will appear quiet and withdrawn, and will barely notice when they arrive at the Hollows.

"Come," she beckons to you as she leads you through a carefully concealed opening in the unnaturally thick growth of foliage, and you enter a small, wooden-walled compound. "Welcome to the Hollows - safest place outside

of Dourstone's walls in all of Greyhill." "The Hollows" seems to be little more than a dent in the side of the road, a semi-circular clearing 60' in diameter with a few platforms built into nearby trees manned by pairs of vigilant wood-elf archers. "Make yourselves comfortable, and don't do anything to make them shoot at you," she motions to the Dreadwalkers in the trees, "not all of them speak Common." She, like her soldiers, dismounts and begins to take care of her own horse.

There seems to be only a large inn-type structure, a supply shed, and a cleared area that could easily be training grounds. The common area of the barracks is nearly filled by your numbers, but several soldiers follow the lieutenant back into what is obviously the kitchen. The fare is simple; a hearty stew, bread, and honeyed mead. The first mug gets passed to Bevin, the young standard bearer.

If PCs did not speak to Kialla on the ride in, they may do so [with the same results] now.

Kialla's honor guard, like the Dreadwalkers stationed here, is heavily mixed between elves, half-elves, and humans. The half-breed animosity so highly evident throughout the rest of Keoland is conspicuously absent here; they are treated as equals [as are PC half-breeds, including half-orcs, as long as they 'behave' appropriately]. Nor would it be possible to pick out a single pure-blooded human, either; nearly everyone has a noticeable Flan or Oeridian trait. Strangely enough for Keoland, it does not seem to foster any animosity amongst them.

Gather Info or **Diplomacy** is DC **10+APL** for Dreadwalkers, Greyhill military, and anyone paying standard lifestyle, (or DC **20+APL** for anyone paying high or luxury lifestyle): Give circumstance bonuses for PCs finding someone of their own 'type'.

People they can chat with:

The Guards - Apparently an elven noble went to Dourstone to accuse Kialla of not keeping her oath. They are absolutely furious at his treatment of Kialla, but are trained enough to know that taking matters into their own hands would only make the situation worse.

Bevin, the standard-bearer is barely a teenager. He is a young Suel-Oeridian who feels a bit overwhelmed by being in the Dreadwood and by being in an honor guard for his first assignment. He tells them of the 'initiation' he went through -

camping out in the clearing, and spending the night not realizing the compound was hidden a few dozen feet away all along. It was scary - you can hear the "screaming trees". He doesn't know what they look like [nor does he want to get close enough to find out], but says they sound like a rusty door creaking on hinges followed by the sound of thunder.

After PCs have the time to chat for a while:

Nevarr enters the barracks and moves to Kialla's side. The boisterous soldiers suddenly grow very quiet. Kialla stands and asks, with a deep sigh, "How many?" She steadies herself for the answer. "Eight," the druid replies. "The Dreadtrapper says since they are all human, the choice is yours to make." She is handed a tankard from somewhere down table. With barely a glance drains it, and then follows the druid back through the door.

Not even Reporting-for-Duty PCs will be allowed to follow her, and the NPCs will block the way if they make the attempt. [If PCs push it and try to force or sneak their way in, they earn Unfavorable notice the mod is over for them.]

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

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

If there are any bards or performer-types in the party, Bevin will quietly make his way over to them and ask if they could sing a song to cheer her up. He doesn't have any recommendations. If the player decides to do so, note what type/style of song they come up with on the Critical Event Summary [if applicable]. The DC is **13+APL**. If they succeed, they can gain whatever information from DM Aid #4 they have not already gained as Kialla becomes more talkative.

There is movement from the front of the column, and in moments the group comes to a complete stop. Looking ahead, you can see why; the path simply ends as a heavy growth

of trees similar to what lies on either side of you blocks your way. Without speaking a word, Kialla rides to the front of the column. A metallic ring of steel on steel reverberates loudly in the silence as Oathbinder is drawn. She reverses the sword, presenting the hilt as she slides the flat of the blade across her arm and the tip at her own throat as she closes her eyes. Perhaps it is part of a ritual, or perhaps she speaks to one whom only she can hear; but suddenly the very trees part before her, and your way ahead is clear. You move forward, and, for the first time in nearly a day, see sunlight before you.

ENCOUNTER 4: EYES OF FROST

It is easy to understand how Grayhill got its name; there is a natural clearing in the forest here. Its edges are lined with all manner of sturdy trees, from oak to ironwood, banyan to darkwood. At its centre is a large circle of standing stones; two circles would be more accurate. One set seems to be almost impossibly old, cracked and broken and fallen to large boulders. The stones and centre altar that are still standing seemed to be made of petrified wood. Both sets have been carved with various symbols.

PCs who speak the appropriate languages can identify elven, suel, flan, and sylvan, one language on each side of the stones. Druids, rangers and nature-type clerics automatically recognize the symbols as various symbols of power, as well as stylized holy symbols of various gods of nature, elven and otherwise; it is an active Standing Stone Circle. This group also gets a sudden, dizzying rush when they cross to the circle's interior. Druids are fairly certain that there is a great intersection of multiple powerful ley lines beneath the circle; clerics are fairly certain they are on consecrated, hallowed ground. Chaotic neutral PCs feel "creeped out" by the place, as though suddenly disconnected from their deity.

The procession climbs the hill and Kialla holds up her sword just as you step within the first ring of standing stones, calling the entourage to a halt. Within the circle of stones stand nearly fifty elves, each wielding a sword and wearing a tabard with a golden oak tree upon a field of green. She dismounts with practiced ease, and yet, for the first time, you see

hesitation in her movements, doubt playing across her face. "Nevarr?"

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

Allow PCs to make whatever preparations for combat that they wish; components can be drawn, weapons may be loosed, actions may be readied, etc. Nevarr will notice and shake his head for them to 'stand down'.

If the PCs attack the elven host, the mod is over. They are quickly overcome and are slain, unless they have escape magics or surrender. Any member of the party that surrenders is ejected from the Dreadwood.

Kialla squares her shoulders and barely begins to move forward when one of the elves, wearing a crown, steps forward and wrests the sword from her hands. "You haven't earned this yet," he sneers as he pulls Oathbinder from her grasp. "And you were supposed to come alone."

Kialla's eyes blaze in defiance, then her gaze shifts to a spot behind the elven prince, and the tension eases from her shoulders. At the top of one of the standing stones a great horned owl with amethyst-colored eyes peers at the gathering. The prince's expression changes from one of anger to one of extreme annoyance, as he realizes that he seems to have lost this battle of wills. With a curt gesture, he motions towards his guards, and they fall in behind Kialla as he leaves the circle and walks towards a large wooden structure built into a nearby row of ironwood trees.

Nevarr will guide the PCs along with the remaining honor guard to one of the oaken treehouses.

"Our job here is done," the druid informs you. "Now, we wait. Do not go exploring - you are Kialla's guests, but you have not been recognized by the elves."

PCs will not be able to go exploring without having elven arrows pointed at their hearts. Inform players that several hours pass, with no word from either the druid or Kialla. The rest of her guard seems content to stay put, very much afraid of doing anything wrong and making Kialla look bad.

Give players a chance to roleplay their PCs' frustrations, and then pull aside any PCs who have bird familiars (or if there is a druid who

wildshapes into a bird form and tries to explore incognito) and read them the following:

You notice an owl with large violet eyes in the tree overhead studying you intently in a way that makes you fairly certain it's not "just another owl". That suspicion is confirmed when your familiar sends back a sense of urgency and of going somewhere"

or, if the PC is high enough level to speak with the familiar:

"Uh, boss, purple-eyes here says he wants you to get everyone together and follow him,"

If PCs have no bird familiars, go next to druids or rangers with any animal companions; otherwise have PCs roll spot checks and give the following to the player with the highest check:

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

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

The owl with the purple eyes circles above your heads several times once you are all together, then flies off out of the treeline and into the clearing towards a menhir. An elf in elegant green and gold shirt, vest, and breeches sits on one of the great standing stones, a small lap harp perched easily on his knee. As you approach, you can hear the words of a wistful melody drifting out towards you.

***"O, the king's youngest daughter
was ravishing fair;
bright blue were her eyes
and bright golden was her hair;
and the king's second daughter
had eyes like the sky
with hair of soft midnight***

that made courtiers sigh...."

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

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

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

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

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

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

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

PCs may choose not to accept the task; they will simply remain in Aridul for a week, then return with Kialla to Dourstone. If so, their Notice of House Lizhal AR item shifts from "Favorable" to "Recognition", as the elves are considered allies. Assuming that PCs accept the responsibility:

The harper nods. "Thank you for your assistance. You will have two days to prepare for your journey. You are free to move about Aridul in the meantime, as long as you respect our wishes and remain within the diplomatic areas."

If any PCs have large animal companions or brought their own horses:

“One more thing,” he adds. “I’m afraid your large animals will be unable to accompany you. If you wish to bring another along, ask someone with such a companion to assist you in finding one nearby.”

If they agree, PCs will have time to choose a small or medium-sized animal companion appropriate to be found in a forest and advanced to their appropriate druidic level.

Note: If there are any large PCs [ie Centaurs], he notifies them that will cost them an extra 480gp to have an elven mage polymorph it into an elf for the duration of the spell. When they are ready to return, it will cost the same to cast the spell a second time.

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

PCs need to make a Fortitude save (DC 25). PCs who fail are momentarily stunned; those who save are merely dazed. Any PCs who follow a god will feel his/her influence at that moment - feel Pelor’s light, hear Olidamarra’s laughter, feel the good solid earth of Moradin beneath their feet, etc. PCs who don’t follow a god feel nothing.

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

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

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

To prep for their journey, PCs can obtain any non-magical standard PHB equipment they wish, with the exception of alchemist’s fire. Each Reporting-for-Duty PC may purchase a core-access scroll or potion equal to half the APL in hundreds of gold pieces (100gp-400gp) as long as it is something that they themselves may use [no buying and handing off to other party members.] Although the harper will not offer it, if a PC bard seeks him out

and specifically asks, they will be able to get a scroll [using the guidelines above] as well.

Note: PCs who make a serious attempt at trying to get into places they’re not supposed to will get caught and will not be able to participate in the remainder of the module, except to get escorted back to Dourstone with a very angry Kialla.

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

ALL APLs:

Throion Na’nai, Elven Sage: Ancient Male elf, Wiz3/Exp7 - see Appendix One.

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

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

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

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

The elf in the scruffy hide armor next to her has such a sour disposition that it shows. He steps into the room, takes a look around, points to <any PCs with any metal armor on, including mithril bucklers> and says “No.” The blind elf turns his head slightly away, as if ready to listen to your response.

Behaving in town was the harper's first test of the PCs; this is the second. If PCs are polite and try to be reasonable [how are we supposed to defend him without any weapons? It got me killed, but I finally made enough gold, I just bought this last mod, etc] then ask them what their diplomacy modifier is and roll it in secret. Regardless of the roll, any PC who makes a compelling argument for why they should be allowed to keep their gear will succeed, possibly for the entire party if they are eloquent enough.

If they go about it all wrong [who do you think you are, telling me what armor I can and can't wear], then no amount of diplomacy will sway him. The elven druid will only take the sage, animal companions, and any unarmored or non-metal armored PCs. If there are more than four metallicly-armored PCs, the group must decide which of the PCs will have to remove ALL metal from their person and give it to one of the four PCs the half-elf will carry. [Note: This is just the druid testing the PCs. The elder sage is very important to the community and a test of their spirit is in order - PCs will have time to re-equip after the spell has been completed.]

Once things are settled:

The blind elf turns back in your direction. "I am glad things are decided. The learned one's searches have been fruitless so far, but success would give us an advantage in this war. Keep him safe, and bring him back to us with his quest fulfilled," he says before he leaves. The half-elven woman turns to you. "Hold hands," she instructs as her companion places his hands on the sage's shoulder. Once the chains are complete, she nods, and with a word of magic, each druid puts a hand onto the trunk of the ironwood tree at the center of the room. With a sardonic grin, the druids pull you into the trees.

PCs make may a **Spellcraft DC:21** to recognize a Transport Via Plant spell has just been cast by each druid.

One step later you arrive at a location that seems to be almost identical to the one you left; a battle platform surrounding a large ironwood tree in the heart of the Dreadwood. Continual light spells that enable you to see are almost swallowed by the ancient forest.

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

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

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

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

ENCOUNTER 5: THEY'VE STOLEN OUR TREASURE

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

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

- Terrain in the Dreadwood is difficult ground at all times; everyone is at half movement and no 5' adjusts are possible unless the PC has Woodland Stride, Freedom of Movement or a Climb speed.
- Large (or larger) creatures are considered to be squeezing at all times. The Dreadwood recognizes its own, however, and large creatures (or larger) with Plant traits do not suffer this penalty.
- The first tier of canopy of the Dreadwood is 50' from the ground.
- Unless the entire party has darkvision, PCs are unable to see and must carry a light source at all times.
- Due to the shadows and the density of the Dreadwood, ranged attacks are *extremely* difficult in the Dreadwood. Treat anything within 30' as normal. Attacks from 30'-60' suffer a 20% miss chance, and anything beyond 60' suffers a 50% miss chance.

- The sage weighs 75lbs and has a carrying harness. Any medium-sized PC can strap the sage onto his back. He cannot be dropped as a free action. The harness can be cut free in two move actions; otherwise removing him is the same as removing light armor.
- The sage will not subject himself to a broom of flying; carpets, wings, boots, spells, etc are ok. Tenser's Floating disk is useable, but PCs must be able to maintain it for 16 hours per day. He is able to ride large creatures [wildshaped druids, mount scrolls, paladin mounts, etc.], but untrained creatures [ie mount spell] need to be controlled by someone in the party with animal handling. He has no ranks in ride, only his dex modifier, but enterprising PCs can jury-rig the harness to serve as a makeshift saddle with the right equipment an appropriate skill check [use rope, disable device, crafts or professions, etc.]
- The PC carrying the sage may intentionally take all damage directed to the sage onto himself, even if flatfooted or otherwise denied his dexterity bonus. If the PC chooses to do so, any attack that would hit the sage's AC (+4 for cover) will hit the PC, *regardless of the PC's AC*. This is a chance for a PC to be heroic, though it may cost him.
- The sage has 25 lbs. of equipment that someone needs to carry around for him.

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

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

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

Other PCs may make a spot check [DC 15 + APL] to notice it. Nature-ish PCs that belong to any metaorg [Keoish or otherwise] that would likely use trail markers will recognize it for what it is, though they will not be able to discern its actual meaning.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Note: the Optional Encounter in Appendix 1, the Rukanyr, will attack Any PC who stays outside the Rope Trick. This encounter will likely lead to the death of any PC foolish enough to stay outside the Rope Trick. Furthermore, the Rukanyr is worth no XP and has no treasure. The PCs are not

rewarded for foolishness. Any PC who dies this way is considered recoverable, as long as the remainder of the PCs don’t mind picking up the pieces (literally).

ALL APLS (EL 9)

Rukanyr -hp 91; see *Appendix One*

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

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

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

The elf insists on a warm breakfast, and soon a large pot of oatmeal and honey is bubbling over a renewed fire as you go about your normal morning routine. “I see that look,”

The sage starts again, pointing to a random PC.

“Don’t tell me that adventuring without breakfast is a good idea - it’s the most important meal of the day. Sticks to your ribs, it does - it’ll help you fill out that armor (robes). Seen someone shrivel up into nothing ‘cuz they didn’t have breakfast, I did; didn’t believe it myself at first....” True or not, the old guy certainly has his share of stories.

ALL APLS (EL 7)

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

Tactics: Use the Spot and Listen checks. From DM Aid #1. She is collecting “pretties”, one PC at a time. PCs may either hear her hummingbird-type wings, or see an item disappear from

another. Her reaction depends on the PCs actions, although she will stay completely still and let the heroes react for one round before she takes any action:

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

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

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

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

ENCOUNTER 6: TO SEARCH ALL THE WOODS

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

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

swear the old sage's consists entirely of oatmeal and prunes.

Travel begins in an hour after the sage eats.

Remember that there are no trails or paths, so PCs may spread out as they travel. **Use DM Aid 5** for this combat, placing the PCs at one end and the Needlefolk at the other. .

APL2 (EL 2)

Needlefolk (1) - hp 24; see *Appendix Two*

APL4 (EL 4)

Needlefolk (2) - Advanced 5HD, hp 40; see *Appendix Two*

APL6 (EL 6)

Needlefolk (2) - Advanced 7HD, Rng1, hp 72; see *Appendix Two*

APL8 (EL 8)

Needlefolk (2) - Advanced 9HD, Rng3, hp 108; see *Appendix Two*

Tactics: The needlefolk have 'taken 10' to hide, and PCs are traveling slowly enough that the needlefolk have keyed into the correct position to attack. Allow the heroes to make a **Spot** or **Listen** check.

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

Success allows that PC to act in the surprise round. The needlefolk will randomly concentrate on any elves or half-elves in the party, beginning the attack once the party comes within 30', unless they are detected before that.

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

THE SAGE: If he gets a chance, the sage will cast *Protection from Arrows* as his first spell to protect himself against their needles.

The needlefolk will concentrate their attacks and attempt to kill all elves and half-elves until they are dead (-10 hp), not just unconscious - they can

sense the difference. They will either fight until one is dead and the other is at 25% of its original hit points or, once all elves are dead, the needlefolk will continue to attack, but will flee once they drop below 1/2 hit points.

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

Treasure: None.

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

ENCOUNTER 7: TRUST IN THE SPELL AND THE BLADE

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

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

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

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

If the PCs were unable to keep the sage alive, they may spend the remainder of the day looking for it. Finding it requires a series of **Knowledge: Nature** checks. PCs with five or more ranks of Survival or Knowledge: Nature may assist, but may not then make their own roll to find the plant. The PCs must succeed on a trio of checks consecutively of **DC 18+APL**, **22+APL** and

26+APL. Failure on any check means that PC is unable to find the plant.

PCs who think to rifle through the sage's bags will find his notes and, if they choose to skim through, will gain a +2 circumstance bonus to their roll. Up to two PCs may assist (as above). Note that Locate Object spells will be unsuccessful, as PCs have never seen the plant before, nor are the sage's sketches accurate enough.

If PCs attacked the sylph, they receive no warning. Combat begins with a regular initiative roll.

Note: If PCs either befriended Zulaykha or never spotted her, the sylph flies across their path. She becomes temporarily visible to warn them of impending danger. It is obvious she is fleeing from *something*, and is equally obvious she isn't staying around to watch whatever happens next. Because of her warning, all PCs get a free surprise round.

Use **DM Aid 5** for this combat, placing the PCs at one end and the Kaorti at the other..

APL2 (EL 5)

Kaorti Wmg4 (CR4) and Pseudonatural Badger (CR2); see *Appendix Two*

APL4 (EL 7)

Kaorti Wmg6 (CR6) see *Appendix Three* and Barghest - MM (p.22)

APL6 (EL 9)

Kaorti Wmg8 (CR8) see *Appendix Four* and Greater Barghest - MM (p.22)

APL8 (EL 11)

Kaorti Wmg10 (CR10) and Pseudonatural Shambling Mound (CR8); see *Appendix Five*

Tactics: The Kaorti has several spells already in effect, depending upon APL, but is always at least invisible while it is traveling. The only visible target at the beginning of the encounter should be the "pet".

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

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

Curiously enough, he repeats it in Ancient Suel.

The warmage and “pet” will always fight to the death. If it is a pseudonatural creature [APLs 2 & 8], be sure to describe it with the stereotypical oozing and pussing and extra tentacle action. It’s more than just gross; it has resistances.

Proceed to the appropriate conclusion(s).

CONCLUSION A: YOU’VE PASSED ALL OUR TESTS

If PCs keep the sage alive :

As you cross back into the elven-controlled lands, you notice a violet-eyed owl circling overhead, as if noting your location - or guiding you back to the outpost. A different pair of druids await to return you to the elven town. When you arrive at Aridul, you notice that conversation once again stops at your approach, but this time it is a silence of respect rather than disdain. No sooner do you set foot into the clearing than Throion is off and running [or what passes for such, at his age]. You come upon the menhir where you last saw the blind elven harper who sent you on this journey, and he is there still. The harper smiles as he listens to the fading footsteps of the sage. “You have enabled him to nearly complete his life’s quest of the past half of a century. Should he complete it, it will bring us something which we have not known for quite some time: Hope.” Before you can question him further, he asks you to recount your adventure.

Assuming the PCs do so: ***He nods. “You will understand, then. The creature you fought at the end, the humanoids that infest these woods - they cannot survive without their armor. Noble Throion’s research has discovered a way to create an alchemical agent which will dissolve their armor. If we were to possess this, we would gain an ability to send them back to where they came from - if only temporarily - until they weave another cocoon of armor.” He holds up his hand, silencing both himself and further questions from you as his head tilts to one side. “Things have... changed... since you left here as well,” he says with a gentle smile as he stands up and turns towards the treeline. You turn to see the guards from House Lizhal emerge from***

the Warrens and begin to ascend the stairs around the largest of the ironwood trees. The bard shoulders his harp and motions for you to follow as he unerringly negotiates the root tangles and leads you up into a spacious room where the soldiers have rejoined their liege. That Kialla has changed is evident; her light-brown hair is shot through with grey, and eyes once the color of mithril now burn with the amethyst of elven magic. Whatever other changes the ceremony has placed upon her you are not yet sure.

Kialla notices your arrival, and understanding reflects across her face. “I see you have done well; you would likely not have made it this far otherwise. We have accomplished all that which we are able to during this visit; it is time we return to Dourstone.” Her last comment seems to be directed at both you and the harper, and it elicits a knowing smile. “The Oaken Heart is forever open to you, Guardian,” he replies. Kialla addresses you once again. “I thank you adventurers; the path was difficult, and I have only just begun to travel it, but your companionship has made my journey that much easier. Feel free to return at any time.” It is only after you bid her goodbye and turn to leave that you notice the elven harper leaning against the wall, violet-eyed owl perched on his shoulder....

THE END

CONCLUSION B: RIDE OFF WITH MY BLESSINGS

If PCs are unable to keep the elf alive (and have the body), and may or may not discover the plant:

As you near the elven outpost, you notice a violet-eyed owl circling overhead, as if noting your location. Whatever occupied the elves before you left appears to have been completed, considering the many almond-shaped eyes upon you as you return. The looks you receive are exactly what you’d expect; anger, disdain, and that smug “we knew you couldn’t handle it” look of knowing superiority. You make your way to the last place you saw the one remotely-friendly face, by the standing stones, and, indeed, it almost seems as if the blind harper elf never left. His

hands go flat against the strings, silencing them as you approach. "Such is the way of the Dreadwood," he adds softly as his hands pluck out a sorrowful chord. "He has tried for nearly half a century to attain his life's quest. The druids will come, and if his will is stronger than his body, he will continue his work.

If PCs made the appropriate checks and were able to find and gather the plants, or if the sage found the plant before dying, add the following:

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

Note: Read Conclusion C also if it applies.

CONCLUSION C: A TROOP OF HIS OWN ELVEN GUARD

The elven sage is dead, and there are no Reporting for Duty PCs in the party, no PCs have the Track feat, and no one thought to mark their trail:

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

These PCs are docked an additional 4TUs, and in addition become *shaken* as per the PHB description any time they encounter Kaorti, Rukanyr or Pseudonatural creatures of any type. [See AR item]

Note: Read Conclusion D also if it applies.

CONCLUSION D: CRITICAL FAILURE

If the elven sage dies and the PCs do NOT return with the body:

You notice the violet-eyed owl circling overhead as you desperately try to find your way back towards the outpost. Thankfully, its purpose seems to be to guide you there. You are barely inside the elven boundary when you glance up into the trees to see that the owl has rested on the shoulder of the blind elven harper sitting on a branch about ten feet in the

air. "The Dreadwalkers have a motto: None Left Behind. An ally claimed by the Dreadwood is more dangerous than any creature born an adversary. There will be nothing I can do to protect you if you were to return to the outpost." He motions to the two druids that have come up behind you who originally transported you here. "Go. You will arrive outside of Dourstone. The baroness will know what has transpired. Do not expect to stay long once you arrive there, either."

PCs who do not go with the druids and have no way of returning on their own will simply wander the Dreadwood until it claims them [ie, they are dead in boxed text]. They will not receive any Influence and will gain Unfavorable notice from the Dreadwalkers. It is possible for Reporting for Duty PCs to gain Unfavorable notice.

The End

TREASURE SUMMARY

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

Reporting For Duty: Dreadwalkers, Dreadwalker Reservists, Greyhill Militia and Grayhill Royal Standards gain Regional access to items marked with an (*) below.

Influence with the Dreadwalkers: For going on the sage's quest. Spend this influence and 4TUs to have reincarnate cast upon you for only the material component cost. Spend two Dreadwalker influences to have reincarnate cast upon another character at the table, but at LGCS cost, instead of the normal Keoland cost.

Elven Earring: grants a +5 competence bonus on Listen checks. This item may not be crafted. (Faint Div., CL3, Special, 5,000 gp).

Treeciller! - You cut down a tree in the Dreadwood. Plant-type creatures automatically make you their primary target in the next Dreadwood module.

APPENDIX 1 – ALL APLS

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

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

Languages: Common.

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

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

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

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

Languages: Common.

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

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

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

+3, Ref +4, Will +1; Str 14, Dex 15, Con 12, Int 8, Wis 13, Cha 10.

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

Languages: Common.

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

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

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

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

Languages: Common, Keoish, and Suel.

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

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

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

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

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

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

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

Spellbook: 0 – *Daze*, *Detect Magic*, *Detect Poison*, *Mage Hand*, *Message*, *Prestidigitation*, *Read Magic*, *Resistance*; 1st – *Alarm*, *Comprehend Languages*, *Expeditious Retreat*, *Feather Fall*, *Mage Armor*, *Obscuring Mist*, *Shield*, *Sleep*; 2nd – *Darkvision*, *Locate Object*, *Mirror Image*, *Protection from Arrows*, *Rope Trick*, *See Invisibility*.

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

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

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

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

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

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

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

Languages: Common, Auran, Sylvan.

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

Possessions: None.

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

OPTIONAL ENCOUNTER

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

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

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

Stunning Strike (Ex): Anyone hit by a rukanyr's slam attack must make a Fortitude

saving throw (DC 18) or be stunned for 1d4 rounds. The save DC is Constitution based.

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

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

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

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

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

Languages: Ancient Suel, Common, Elven.

Possessions: None.

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

APPENDIX 2 – APL 2

ENCOUNTER 1

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

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

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

Languages: Common, Elven, Infernal.

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

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

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

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

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

Languages: Common, Elven, Infernal.

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

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

ENCOUNTER 6

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

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

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

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

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

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

Languages: Sylvan.

Possessions: None.

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

ENCOUNTER 7

Hunter, Male Kaorti Wmg 4: Medium outsider (evil, extraplanar); CR 4; HD 2d8+4 plus 4d6+8; hp 42; Init +3; Spd 30 ft.; AC 20, touch 14, flat-footed 17 (+3 Dex, +2 natural, +4 armor, +1 deflection); Base Atk/Grp: +4/+2; Atk +2 melee (1d6-2, bite) or +8 melee (1d4-2/x4, masterwork ribbon dagger) or +7 ranged touch (varies, spells); Full Atk +2 melee (1d6-2, bite) or +8 melee (1d4-2/x4, masterwork ribbon dagger) or +7 ranged touch (varies, spells); SA Spells, spell-like abilities, vile transformation, warmage edge +3; SQ Advanced learning, armored mage (light), material vulnerability, outsider traits, poison immunity; AL NE; SV Fort +7, Ref +8, Will +8; Str 7, Dex 16, Con 15, Int 16, Wis 10, Cha 20. *Kaorti are from Fiend Folio, page 108. Warmage class is from the Complete Arcane, page 10.*

Skills & Feats: Concentration +11, Craft (alchemy) +8, Craft (resin-working) +8, Heal +13, Intimidate +13, Knowledge (arcana) +12, Knowledge (the planes) +8, Spellcraft +14 (+16 deciphering scrolls), Survival +5 (+7 on other planes), Use Magic Device +12 (+14 to use scrolls); Exotic Weapon Proficiency (ribbondagger)(b), Sudden Empower^{CA}, Sudden Silent^{CA}, Weapon Finesse.

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

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

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

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

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

Languages: Ancient Suel, Common, Draconic, Infernal.

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

Spells (6/8/4, save DC = 15 + spell level): see *Appendix 5 for spell list*.

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

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

Pseudonatural Dire Badger: Medium outsider; CR 2; HD 3d8+15; hp 33; Init +3; Spd 30 ft., burrow 10 ft.; AC 16, touch 13, flat-footed 13 (+3 Dex, +3 natural); Base Atk/Grp: +2/+4; Atk +4 melee (1d4+2, claw); Full Atk +4/+4 melee

(1d4+2, 2 claws) and -1 melee (1d6+1, bite); SA Rage, *truestrike*; SQ Alternate form, low-light vision, resistance to acid and electricity 5, scent, spell resistance 13; AL N; SV Fort +7, Ref +7, Will +4; Str 14, Dex 17, Con 19, Int 3, Wis 12, Cha 10. *Pseudonatural template from the Complete Arcane*, page 160 or *Lords of Madness*, page 161.

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

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

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

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

Languages: None.

Possessions: None.

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

Raging Pseudonatural Dire Badger: Medium outsider; CR 2; HD 3d8+21; hp 39; Init +3; Spd 30 ft., burrow 10 ft.; AC 14, touch 13, flat-footed 13 (+3 Dex, +3 natural, -2 rage); Base Atk/Grp: +2/+6; Atk +6 melee (1d4+4, claw); Full Atk +6/+6 melee (1d4+4, 2 claws) and +1 melee (1d6+2, bite); SA Rage, *truestrike*; SQ Alternate form, low-light vision, resistance to acid and electricity 5, scent, spell resistance 13; AL N; SV Fort +9, Ref +7, Will +4; Str 18, Dex 17, Con 23, Int 3, Wis 12, Cha 10.

APPENDIX 3 – APL 4

ENCOUNTER 1

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

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

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

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

Languages: Common, Elven, Infernal.

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

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

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

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

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

Languages: Common, Elven, Infernal.

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

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

ENCOUNTER 6

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

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

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

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

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

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

Languages: Sylvan.

Possessions: None.

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

ENCOUNTER 7

Hunter, Male Kaorti Wmg 6: Medium outsider (evil, extraplanar); CR 6; HD 2d8+6 plus 6d6+18; hp 63; Init +3; Spd 30 ft.; AC 20, touch 14, flat-footed 17 (+3 Dex, +2 natural, +4 armor, +1 deflection); Base Atk/Grp: +5/+3; Atk +3 melee (1d6-2, bite) or +9 melee (1d4-2/x4, masterwork ribbon dagger) or +8 ranged touch (varies, spells); Full Atk +3 melee (1d6-2, bite) or +9 melee (1d4-2/x4, masterwork ribbon dagger) or +8 ranged touch (varies, spells); SA Spells, spell-like abilities, vile transformation, warmage edge +3; SQ Advanced learning, armored mage (light), material vulnerability, outsider traits, poison immunity; AL NE; SV Fort +9, Ref +9, Will +9; Str 7, Dex 16, Con 16, Int 16, Wis 10, Cha 22. *Kaorti are from Fiend Folio*, page 108. *Warmage class is from the Complete Arcane*, page 10.

Skills & Feats: Concentration +14, Craft (alchemy) +8, Craft (resin-working) +8, Heal +13, Intimidate +16, Knowledge (arcana) +14, Knowledge (the planes) +8, Spellcraft +16 (+18 deciphering scrolls), Survival +5 (+7 on other planes), Use Magic Device +14 (+16 to use scrolls); Exotic Weapon Proficiency (ribbondagger)(b), Sudden Empower^{CA}, Sudden Silent^{CA}, Weapon Finesse.

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

into a kaorti thrall. If the victim succeeds at the save, the kaorti can attempt the transform again; each attempt to transform a victim increases the save DC by +1.

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

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

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

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

Languages: Ancient Suel, Common, Draconic, Infernal.

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

Spells (6/8/7/4, save DC = 16 + spell level): see *Appendix 5 for spell list*.

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

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

APPENDIX 4 – APL 6

ENCOUNTER 1

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

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

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

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

Languages: Common, Elven, Infernal.

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

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

Toughs (2), male/female tiefling Fgt 2/War 3: Medium outsider (native); CR 3; HD 2d10+4 plus 3d8+6; hp 43; Init +3; Spd 30 ft.; AC 22, touch 13, flat-footed 19 (+3 Dex, +3 *barkskin*, +4 chain shirt, +2 shield); Base Atk/Grp: +5/+8; Atk +11 melee (1d6+5/15-20, *keen*, *greater magic weapon* +1 masterwork rapier) or +8 ranged (1d8+4/x3, mighty +4 composite longbow); Full Atk +11 melee (1d6+5/15-20, *keen*, *greater magic weapon* +1 masterwork rapier) or +8 ranged (1d8+4/x3,

mighty +4 composite longbow); SA *darkness*; SQ Darkvision 60', resistance to cold, electricity, and fire 5; AL NE; SV Fort +8, Ref +4, Will +1; Str 18, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

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

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

Languages: Common, Elven, Infernal.

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

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

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

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

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

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

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

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

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

Languages: None.

Possessions: None.

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

ENCOUNTER 6

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

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

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

Elf Sense (Su): The only thing that excites needlefolk is elves – they hate elves passionately. Needlefolk can sense the presence of an elf within 1500 feet. They are unable to pinpoint an elf that has concealment (such as from *invisibility*)

and thus they still suffer from the mischance associated with the concealment. They always move to attack when one is detected. However, the monsters do possess enough intelligence and cunning not to commit suicide if they can see that the odds are against them. If badly outnumbered, a needlefolk may shadow the target elves until it can see that enough additional needlefolk have gathered.

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

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

Languages: Sylvan.

Possessions: None.

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

ENCOUNTER 7

Hunter, Male Kaorti Wmg 8: Medium outsider (evil, extraplanar); CR 8; HD 2d8+6 plus 8d6+24; hp 78; Init +3; Spd 30 ft.; AC 21, touch 14, flat-footed 17 (+3 Dex, +2 natural, +4 armor, +1 enhancement, +1 deflection); Base Atk/Grp: +6/+4; Atk +4 melee (1d6-2, bite) or +10 melee (1d4-2/x4, masterwork ribbon dagger) or +9 ranged touch (varies, spells); Full Atk +4 melee (1d6-2, bite) or +10 melee (1d4-2/x4, masterwork ribbon dagger) or +9 ranged touch (varies, spells); SA Spells, spell-like abilities, vile transformation, warmage edge +6; SQ Advanced learning, armored mage (medium), material vulnerability, outsider traits, poison immunity; AL NE; SV Fort +9, Ref +9, Will +10; Str 7, Dex 16, Con 16, Int 16, Wis 10, Cha 22. *Kaorti are from Fiend Folio*, page 108. *Warmage class is from the Complete Arcane*, page 10.

Skills & Feats: Concentration +16, Craft (alchemy) +8, Craft (resin-working) +8, Heal +13, Intimidate +18, Knowledge (arcana) +16, Knowledge (the planes) +8, Spellcraft +18 (+20 deciphering scrolls), Survival +5 (+7 on other planes), Use Magic Device +15 (+16 to use scrolls); Energy Substitution^{CA} (electricity), Exotic Weapon Proficiency (ribbondagger)(b), Extra

Edge^{CA}, Sudden Empower^{CA} (b), Sudden Silent^{CA}, Weapon Finesse.

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

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

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

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

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

Languages: Ancient Suel, Common, Draconic, Infernal.

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

Spells (6/8/8/6/4, save DC = 16 + spell level): see Appendix 5 for spell list.

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

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

APPENDIX 5 – APL 8

ENCOUNTER 1

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

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

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

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

Languages: Common, Elven, Infernal.

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

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

Toughs (3), male/female tiefling Fgt 3/War 3: Medium outsider (native); CR 4; HD 3d10+6 plus 3d8+6; hp 53; Init +3; Spd 30 ft.; AC 22, touch 13, flat-footed 19 (+3 Dex, +3 *barkskin*, +4 chain shirt, +2 shield); Base Atk/Grp: +6/+9; Atk +14 melee (1d6+7/15-20, *keen*, *greater magic weapon* +1 masterwork rapier) or +11 ranged (1d8+6/x3, mighty +4 composite longbow); Full

Atk +14/+9 melee (1d6+7/15-20, *keen*, *greater magic weapon* +1 masterwork rapier) or +11/+6 ranged (1d8+6/x3, mighty +4 composite longbow); SA *darkness*; SQ Darkvision 60', resistance to cold, electricity, and fire 5; AL NE; SV Fort +10, Ref +7, Will +4; Str 18, Dex 17, Con 14, Int 12, Wis 11, Cha 4.

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

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

Languages: Common, Elven, Infernal.

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

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

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

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

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

making this attack. **NOTE**—Due to a Hydra's unique physiology, a pseudonatural hydra makes five *truestrike* attacks, so long as the attacks are all in the same round.

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

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

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

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

Languages: None.

Possessions: None.

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

ENCOUNTER 6

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

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

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

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

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

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

Languages: Sylvan.

Possessions: None.

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

ENCOUNTER 7

Hunter, Male Kaorti Wmg 10: Medium outsider (evil, extraplanar); CR 10; HD 2d8+6 plus 10d6+30; hp 93; Init +3; Spd 30 ft.; AC 21, touch 14, flat-footed 17 (+3 Dex, +2 natural, +4 armor, +1 enhancement, +1 deflection); Base Atk/Grp: +7/+6; Atk +6 melee (1d6-1, bite) or +11 melee (1d4-1/x4, masterwork ribbon dagger) or +10 ranged touch (varies, spells); Full Atk +6 melee (1d6-1, bite) or +11 melee (1d4-1/x4, masterwork ribbon dagger) or +10 ranged touch (varies, spells); SA Spells, spell-like abilities, vile transformation, warmage edge

+6; SQ Advanced learning, armored mage (medium), material vulnerability, outsider traits, poison immunity; AL NE; SV Fort +10, Ref +10, Will +11; Str 8, Dex 16, Con 16, Int 16, Wis 10, Cha 22. *Kaorti are from Fiend Folio*, page 108. *Warmage class is from the Complete Arcane*, page 10.

Skills & Feats: Concentration +18, Craft (alchemy) +8, Craft (resin-working) +8, Heal +13, Intimidate +20, Knowledge (arcana) +18, Knowledge (the planes) +8, Spellcraft +20 (+22 deciphering scrolls), Survival +5 (+7 on other planes), Use Magic Device +16 (+17 to use scrolls); Energy Substitution^{CA} (electricity), Exotic Weapon Proficiency (ribbon dagger)(b), Extra Edge^{CA}, Sudden Empower^{CA} (b), Sudden Enlarge^{CA} (b), Sudden Maximize^{CA}, Sudden Silent^{CA}, Weapon Finesse.

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

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

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

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

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

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

Languages: Ancient Suel, Common, Draconic, Infernal.

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

Spells (6/8/8/7/6/4, save DC = 16 + spell level): see *Appendix 5 for spell list*.

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

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

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

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

Truestrike (Su): Once per day, a pseudonatural creature can gain a +20 Insight

bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

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

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

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

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

Skills: Shambling mounds have a +4 racial bonus to Hide, Listen, and Move Silently checks.

*They have a +12 racial bonus on Hide checks when in a swampy or forested area.

Languages: None.

Possessions: None.

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

APPENDIX 5 – NEW ITEMS

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

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

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

Resin Suit: A kaorti resin suit consists of thin straps of alchemically treated resin that are wrapped around the body fully, similar to a mummy's bandages. A resin suit is light armor with the following properties: +4 armor bonus, +3 maximum Dex bonus, -4 armor check penalty, 25% arcane spell

failure chance. Creatures other than kaorti can wear resin suits, but the resin causes most humanoids to break out in hives. In addition to its armor qualities, a kaorti resin suit protects a creature on the Material Plane from the effects of the environment.

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

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

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

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

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

Kaortis have a natural predisposition to become sorcerers. Kaorti sorcerers generally become the leaders of a kaorti cyst. Kaorti wizards do not keep ordinary spellbooks, they record their spells on long

strips of resin that are hung from the ceiling in the kaorti's lair. Kaorti wizards or sorcerers never summon animal familiars. Most non-spellcasting kaortis are rogues, although fighters are not unheard of. Kaortis only rarely become barbarians, and no instance of divine spellcaster kaorti have been recorded.

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

DM AID #2 - QUICK REFERENCE GUIDE

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

(aka: How to run this module “cold” at Midnight Madness!)

MAJOR NPCS (IN ORDER OF APPEARANCE):

Vayleran Moonchild (Rgr 8) - arrives late and injured as usual. This high-elven ranger is well-known for both enforcing the Dreadwood border against trespassers and unsavory types, as well as for getting himself into unusually precarious and otherwise dangerous situations.

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

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

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

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

ENCOUNTERS:

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

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

ENCOUNTER #2 - Moodsetter. “Dour”stone gets its name for a reason. This place is different from the rest of Keoland.

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

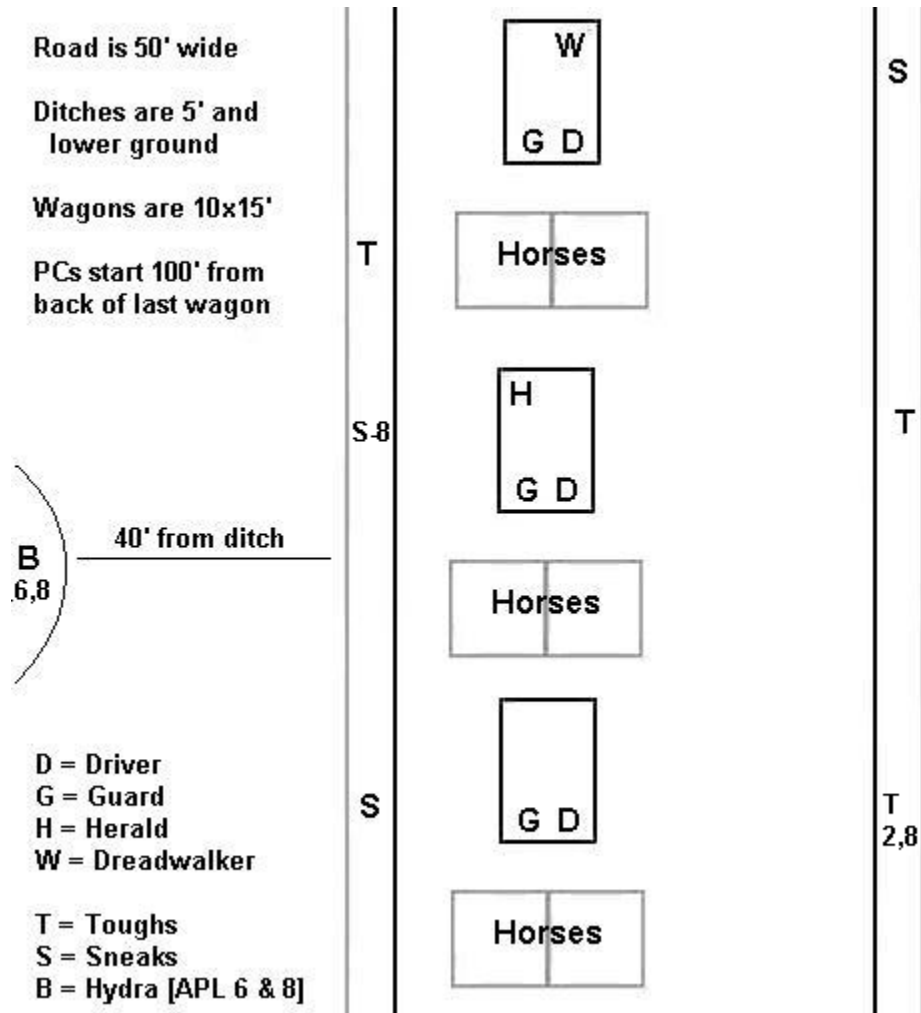
ENCOUNTER #4 - There's something funky about the bard [isn't there always?], but he gives you a chance to do something instead of sitting around waiting for Kialla.

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

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

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

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



DM AID #4 - QUESTIONS FOR KIALLA

(answerable in either Encounter #2 or #3)

As the PCs are traveling, if they strike up polite conversation with Kialla, she will volunteer the following information:

House Lizhal

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

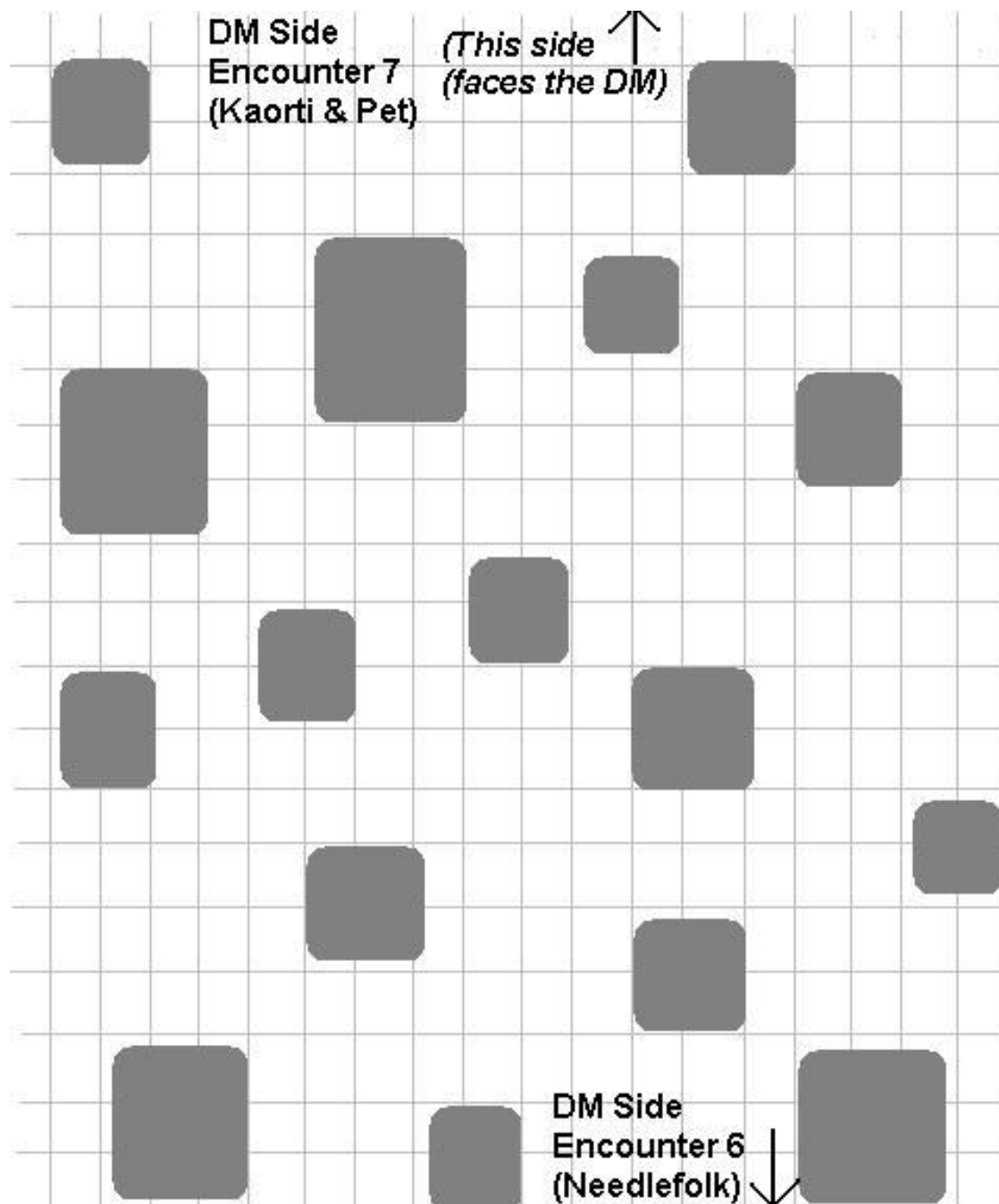
The Elven Kingdom

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

Personal Questions

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

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



PLAYER HANDOUT #1 – SEEKER OF THE SONG

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

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

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

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

PLAYER HANDOUT #2 - WELCOME TO THE DREADWOOD

Things PCs need to know:

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