

APL 6

INTRODUCTION: THE REAR GUARD

HALMADAR RAIDER

CR 5

Male Khaasta Barbarian 2

CE Medium Monstrous Humanoid

Init +2; **Senses** Listen +6, Spot +6

Languages Common, Draconic

AC 24, touch 14, flat-footed 24

(+2 Dex, +2 Deflection, +8 Natural Armor, +6 greater mage armor, -4 Reckless Rage)

hp 77(5 HD)

Fort +13, **Ref** +5, **Will** +5

Speed 30 ft. (6 squares)

Melee +1 Falchion +17 (2d4+30/18-20)* or +1 Falchion +17 (2d4+30/18-20) and bite +9 (1d6+19)*

* Includes 4 point power attack

Ranged Javelin (1d6+15)

Base Atk +5; **Grp** +17

Atk Options Power attack, Reckless Rage

Combat Gear +1 Falchion, Javelins

Pre-cast Spells: *barkskin* (CL3, factored into these stats), *bull's strength* (CL3, factored into these stats) *bear's endurance* (CL3, factored into these stats), *greater mage armor* (CL 5, factored into these stats), *inspirational boost and inspire courage* (factored into these stats), *protection from evil* (CL3, factored into these stats)

Abilities Str 34, Dex 15, Con 28, Int 14, Wis 10, Cha 11

SQ Uncanny Dodge, Fast Movement

Feats Power Attack, Reckless Rage

Skills Climb+18, Jump +22, Knowledge (the planes) +6, Listen +6, Spot +6

Possessions: combat gear plus *potion of bear's endurance*, *potion of barkskin* +2, *potion of bull's strength*, *potion of haste*.

Reckless Rage (Ex) When not raging, the hired muscle statistics change as follows:

AC 28, touch 12, flat-footed 26

(+2 Dex, +2 deflection, +6 greater mage armor, +8 natural armor); uncanny dodge

hp 62

Fort +10, **Will** +3

Melee +1 Falchion +18 (2d4+17/18-20) or +1 Falchion +18 (2d4+17/18-20) and bite +12 (1d6+16)

Grp +14

Abilities Str 28, Con 22

Skills Jump +19

PHASE I: BLACK ROSE SCAVENGER HUNT

SHIVS MACKENZIE

CR 7

Male gnome Monk 5/Drunken Master 2

LN Medium Humanoid (gnome)

Init +2; **Senses** low-light vision; Listen +2, Spot +2

Languages Common, Gnome

AC 17, touch 17, flat-footed 14

(+1 size, +2 Dex, +3 class, +1 deflection, +1 Dodge)

hp 52 (7 HD)

Fort +11, **Ref** +9, **Will** +5

Speed 30 ft. (6 squares), base movement 30 ft., climb 20 ft. (spider climb)

Melee unarmed strike +6 (1d8+1)

Melee improvised weapon +6 (1d8+1 plus 1d4)

Base Atk +4; **Grp** +5

Combat Gear *slippers of spider climbing*

Abilities Str 12, Dex 14, Con 14, Int 10, Wis 14, Cha 10

SQ evasion, Fast Movement, Still Mind, Ki Strike, Slow Fall, Purity of Body, Drink Like a Demon, Improved Weapon

Feats Combat Reflexes, Dodge, Great Fortitude, Improved Grapple, Improved Unarmed Strike, Stunning Fist

Skills Balance +9, Bluff +8, Jump +13, Sense Motive +3, Tumble +14

Possessions *ring of protection* +1

Drink Like a Demon (Ex) You can drink the equivalent of a large tankard of ale as a move equivalent action. Each drink consumed during combat reduces your Int and Wis by 2 points but increases your Str or Con by 2 points (your choice). You can benefit from 2 drinks. The duration of the drink's effects is five rounds.

Improved Weapon (Ex) You can use nearby objects as improvised weapons. Improvised weapons do the same damage as your unarmed strike plus an extra 1d4 points. Whenever you roll a natural 1 on an attack roll with an improvised weapon, the weapon breaks apart and becomes useless.

Stagger (Ex) By tripping, stumbling, and staggering you can make a charge attack that surprises your opponents. The charge need not be in a straight line, even though you can move up to twice your speed. When staggering, you can make a DC 15 Tumble check before beginning a charge, movement through threatened squares provokes no attacks of opportunity.

GNARLEY FOREST ANARCHIST

CR 3

Male wood elf barbarian 2/fighter 1

CN Medium humanoid (elf)

Init +2; **Senses** low-light vision; Listen +8, Spot +3

Languages Common, Elven

AC 13, touch 8, flat-footed 13

(+2 Dex, +4 armor, +1 shield, -4 rage); uncanny dodge

hp 37 (3 HD)

Fort +9, **Ref** +2, **Will** +3 (+5 vs enchantment effects)

Speed 40 ft. (8 squares)

Ranged *bow of the wintermoon* +7 (1d6+7/x3) within 30 feet

Ranged *bow of the wintermoon* +6 (1d6+6/x3) outside of 30 feet

Melee spiked gauntlet +9 (1d4+6)

Base Atk +3; **Grp** +9

Atk Options rage 1/day

Abilities Str 22, Dex 15, Con 19, Int 6, Wis 12, Cha 10

Feats Point Blank Shot, Precise Shot, Weapon Focus (longbow)

Skills Jump +10, Listen +8, Search +0, Spot +3, Survival +6

Possessions *bow of the wintermoon*, spiked gauntlet, masterwork chain shirt, masterwork buckler, holy symbol of Corellon Larethian

Rage (Ex) When not raging, the Gnarley Forest Anarchist's statistics change as follows:

AC 17, touch 12, flat-footed 17
(+2 Dex, +4 armor, +1 shield); uncanny dodge

hp 28

Fort +6, **Will** +1

Ranged *bow of the wintermoon* +7 (1d6+4/x3) within 30 feet

Ranged *bow of the wintermoon* +6 (1d6+3/x3) outside of 30 feet

Melee spiked gauntlet +6 (1d4+3)

Grp +6

Abilities Str 16, Con 13

Skills Jump +7

PHASE I: ELEVEN ENCLAVE ERRAND

THRONG OF GNOMES

CR 5

CN Huge humanoid (throng of Small gnomes)

Init +5; **Senses** Listen +4, Spot +4

Languages Common, Gnome

AC 9, touch 9, flat-footed 9

(+1 Dex, -2 size)

hp 70 (17 HD)

Fort +5, **Ref** +13, **Will** +6

Speed 20 ft. (4 squares)

Melee swarm (3d6)

Space 15; **Reach** 0

Base Atk +15; **Grp** +22

Atk Options expert grappler, trample 2d6

Abilities Str 7, Dex 12, Con 11, Int 10, Wis 10, Cha 10

SQ mob anatomy

Feats Improved Initiative, Improved Bull Rush, Improved Overrun

Skills Listen +4, Spot +4

Attack Throngs have no reach. In order to attack, the swarm moves into an opponent's space, provoking an attack of opportunity. It can occupy the same space as a creature, since it tramples over and moves around its victim. A throng can move through squares occupied by enemies, and vice versa, without impediment, although it provokes attacks of opportunity if it does so. A throng can move through openings large enough for its component creatures.

A throng of gnomes deals 5d6 points of bludgeoning damage to any creature whose space it occupies at the end of its move, with no attack roll needed. Its attacks ignore concealment and cover. Damage reduction applies to throng attacks.

Expert Grappler (Ex) A throng can maintain a grapple without penalty and still make attacks against other targets (normally, attacking other targets while grappling imposes a -20 on grapple checks). A throng is never considered flat-footed while grappling.

Trample (Ex) A throng that simply moves over a creature and doesn't end its movement with that creature in one of its occupied squares can trample the creature. A trampled creature takes damage equal to 2d6 points +1-½ times the throng's Strength modifier. The victim can either make an attack of opportunity against the throng or attempt a Reflex save (DC 25 + the throng's Strength modifier) to take half damage.

Mob anatomy (Ex) A throng has no clear front or back and no discernable anatomy, so it is not subject to extra damage from critical hits or sneak attacks. A mob cannot be flanked, tripped, grappled, or bull rushed.

Unlike standard swarms, mobs are made up of relatively small numbers of individual creatures, so spells that target specific numbers of creatures can have an effect on a mob. Each specific creature that is slain, disabled or otherwise incapacitated by spells or effects that target specific creatures bestows two negative levels on the throng. A throng that gains negative levels equal to its Hit Dice breaks up as if reduced to 0 hit points. Negative levels gained in this manner are not the result of negative energy (and thus cannot be blocked by *death ward* or removed by *restoration*), but never result in permanent level loss. A throng takes half again as much damage (+50%) from spells or effects that affect an area, such as splash weapons and evocation spells.

PHASE I: BLACK SHEEP IN THE FAMILY

HALFLING FUGITIVE

CR 6

Male halfling Rogue 2/Scout 4

CN Small Humanoid (halfling)

Init +10; **Senses** Listen +11, Spot +9

Languages Common, Halfling

AC 27, touch 20, flat-footed 26

(+1 size, +5 Dex, +3 armor, +3 natural, +4 deflection)

Miss chance 20%

Resist evasion

hp 51 (6 HD)

Fort +7, **Ref** +13, **Will** +2

Speed 30 ft. (6 squares); base move 20 ft. plus fast movement

Melee masterwork short sword +6 (1d4, 19-20/x2)

Ranged +1 *shortbow* +11 (1d4+1 20/x3)

Base Atk +4; **Grp** +0

Atk Options sneak attack +1d6, skirmish +1d6, Point Blank Shot, Rapid Shot (+1 *shortbow* +9/+9 (1d4+1, 20/x3))

Combat Gear *potion of cure moderate wounds*, tanglefoot bag

Abilities Str 10, Dex 17 (21), Con 14 (18), Int 10, Wis 10, Cha

SQ trapfinding, evasion, battle fortitude, uncanny dodge, fast movement +10 ft., trackless step

Feats Improved Initiative, Point Blank Shot, Precise Shot, Rapid Shot

Skills Bluff +4, Climb+10, Disguise +2, Escape Artist +14, Hide +18, Listen +11, Move Silently +16, Spot +9, Survival +4, Tumble +14

Possessions: combat gear plus *potion of barkskin* +3, *potion of bear's endurance*, *potion of blur*, *potion of cat's grace*, *potion of shield of faith*, masterwork studded leather armor, masterwork short sword, +1 shortbow

Skirmish (Ex) A scout deals an extra 1d6 points of damage on all attacks he makes during any round in which he moves at least 10 feet. At 3rd level, a scout gains a +1 competence bonus to AC during any round in which he moves at least 10 feet.

Battle Fortitude (Ex) At 2nd level, a scout gains a +1 competence bonus on Fort saves and initiative checks.

Fast Movement (Ex) Starting at 3rd level, a scout gains a +10 ft. enhancement bonus to his base land speed.

BONDSMAN RECRUIT

CR 1

Male or female human fighter 1

LG Medium humanoid (human)

Init +4; **Senses** Listen +0, Spot +1

Languages Common

AC 15, touch 10, flat-footed 15

(+4 armor, +1 shield)

hp 11 (1 HD)

Fort +3, **Ref** +0, **Will** +0

Speed 20 ft. (4 squares)

Melee longsword +3 (1d8+1/19-20)

Ranged shortbow +1 (1d6/x3)

Base Atk +1; **Grp** +2

Combat Gear acid flask

Abilities Str 13, Dex 10, Con 12, Int 10, Wis 10, Cha 8

Feats Improved Initiative, Quick Draw, Weapon Focus (longsword)

Skills Climb -2, Handle Animal +2, Intimidate +2, Jump -2, Ride +2, Spot +1

Possessions longsword, shortbow, 20 blunt arrows, 20 arrows, tabard of Estival.

PHASE I: THE BEST MINERS IN GNOME BERG

KENKU TOUGHS

CR 3

Male Kenku Ranger 1/Rogue 2

NE Medium humanoid (Kenku)

Init +9; **Senses** low-light vision; Listen +7, Spot +7

Languages Common, Kenku

AC 19, touch 15, flat-footed 14

(+5 Dex, +3 armor, +1 shield)

hp 25 (3 HD)

Resist evasion

Fort +6, **Ref** +10, **Will** +1

Speed 30 ft. (6 squares)

Melee mwk short sword +8 (1d6, 19-20/x2) or

Claw +7 (1d3, 20/x3) or 2 claws +7 (1d3, 20/x3)

Ranged mwk shortbow +8 (1d6, 20/x3)

Base Atk +2; **Grp** +2

Atk Options sneak attack +1d6, great ally +4 to hit when flanking, favored enemy (human) +2, quickfrost weapon capsules +1d6 cold damage.

Combat Gear *potion of cat's grace*, *potion of bear's endurance*, tanglefoot bag, thunderstone, triple weapon capsule retainer, 3 quickfrost alchemical capsules, 2 flash pellets

Abilities Str 10, Dex 15 (19), Con 14 (18), Int 13, Wis 12, Cha 8

SQ wild empathy, evasion, favored enemy (human) +2, sneak attack +1d6, trapfinding, great ally, mimicry

Feats Improved Initiative, Track, Weapon Finesse

Skills Bluff +4, Climb +5, Disguise +4, Escape Artist +10, Hide +13, Listen +7, Move Silently +13, Spot +7, Survival +4, Tumble +10

Possessions combat gear plus mwk studded leather armor, mwk buckler, mwk short sword, mwk shortbow, thieves' tools, holy symbol of Vecna, 165 gp.

Great Ally (Ex) Kenku work exceptionally well with their allies. When successfully aided on a skill check or attack roll by an ally, or when aiding another, a kenku applies or gains a +3 on its check or attack roll (instead of the normal +2 bonus). Furthermore, a kenku gains a +4 bonus on attack rolls against an opponent flanked by an ally (instead of the normal +3 bonus).

Mimicry (Ex) A kenku can perfectly mimic familiar sounds, voices, and accents. This ability does not enable the kenku to speak languages it can't normally speak. To duplicate a specific individual's voice, a kenku makes a Bluff check; a listener familiar with the voice being imitated must succeed on an opposed Sense Motive check to discern that the voice is not genuine.

PHASE II: OPERATION: STORM TOWER

VERBOBONC MILITIA

CR 1/2

Male human Warrior 1

LN Medium humanoid (human)

Init +1; **Senses** Listen -1, Spot -1

Languages Common

AC 14, touch 11, flat-footed 13

(+1 Dex, +3 armor)

hp 8 (1 HD)

Fort +2, **Ref** +1, **Will** +1

Speed 30 ft. (6 squares)

Melee longsword +2 (1d8+1)

Ranged longbow +2 (1d8/19-20)

Base Atk +1; **Grp** +2

Combat Gear acid flask, tanglefoot bag

Abilities Str 12, Dex 13, Con 11, Int 8, Wis 9, Cha 10

Feats Iron Will, Toughness

Skills Intimidate +4, Sense Motive +1

Possessions combat gear plus studded leather armor, longsword, sap, longbow, 20 blunt arrows (nonlethal damage), 20 dragonsbreath arrows (+1 fire damage and Ref DC 15 or catch on fire), holy symbol of St. Cuthbert, tabard of House Estival

GREYFIST MAGE

CR 3

Male human Wizard 3

LG Medium humanoid (human)

Init +5; **Senses** Listen +3, Spot +3

Languages Common, Draconic, Elven

AC 21, touch 13, flat-footed 18

(+3 Dex, +4 *mage armor*, +4 *shield*)

hp 19 (3 HD + Toughness)

Fort +6, **Ref** +4, **Will** +4 (+2 to Fort from rat familiar, +1 to all from *resistance*)

Speed 30 ft. (6 squares); fly (perfect) 60 ft.

Melee spiked gauntlet +2 (1d4+1)

Ranged ranged touch +5

Base Atk +1; **Grp** +2

Atk Options activate *piercer cloak* (swift, 3/day)

Combat Gear wand of magic missiles (9th level, 5 charges), ~~pot~~ of fly, ~~pot~~ of cure light wounds, ~~scroll~~ of cat's grace, tanglefoot bag

Wizard Spells Prepared (CL 3rd):

2nd—scorching ray (x2)

1st—~~mage armor~~, ray of enfeeblement, ~~shield~~

0—acid splash, ray of frost, ~~resistance~~, touch of fatigue

spells cast have been incorporated in statistics

Abilities Str 12, Dex 17 (13 + *cat's grace*), Con 14, Int 15, Wis 10, Cha 8

Feats Scribe Scroll, Improved Initiative, Toughness, Weapon Focus (ranged touch)

Skills Concentration +8, Listen +3, Spellcraft +8, Spot +3, Tumble +6

Possessions combat gear plus *universal solvent*, spiked gauntlet, spell component pouch (x2), tabard of Estival, arcane thesis notes, rat familiar.

PHASE II: OPERATION: SHADOW WALK

VERBOBONC MILITIA

CR 1/2

Male human Warrior 1

LN Medium humanoid (human)

Init +1; **Senses** Listen -1, Spot -1

Languages Common

AC 14, touch 11, flat-footed 13

(+1 Dex, +3 armor)

hp 8 (1 HD)

Fort +2, **Ref** +1, **Will** +1

Speed 30 ft. (6 squares)

Melee longsword +2 (1d8+1)

Ranged longbow +2 (1d8/19-20)

Base Atk +1; **Grp** +2

Combat Gear acid flask, tanglefoot bag

Abilities Str 12, Dex 13, Con 11, Int 8, Wis 9, Cha 10

Feats Iron Will, Toughness

Skills Intimidate +4, Sense Motive +1

Possessions combat gear plus studded leather armor, longsword, sap, longbow, 20 blunt arrows (nonlethal damage), 20 dragonsbreath arrows (+1 fire damage and Ref DC 15 or catch on fire), holy symbol of St. Cuthbert, tabard of House Estival

GREYFIST MAGE

CR 3

Male human Wizard 3

LG Medium humanoid (human)

Init +5; **Senses** Listen +3, Spot +3

Languages Common, Draconic, Elven

AC 21, touch 13, flat-footed 18

(+3 Dex, +4 *mage armor*, +4 *shield*)

hp 19 (3 HD + Toughness)

Fort +6, **Ref** +4, **Will** +4 (+2 to Fort from rat familiar, +1 to all from *resistance*)

Speed 30 ft. (6 squares); fly (perfect) 60 ft.

Melee spiked gauntlet +2 (1d4+1)

Ranged ranged touch +5

Base Atk +1; **Grp** +2

Atk Options activate *piercer cloak* (swift, 3/day)

Combat Gear wand of magic missiles (9th level, 5 charges), ~~pot~~ of fly, ~~pot~~ of cure light wounds, ~~scroll~~ of cat's grace, tanglefoot bag

Wizard Spells Prepared (CL 3rd):

2nd—scorching ray (x2)

1st—~~mage armor~~, ray of enfeeblement, ~~shield~~

0—acid splash, ray of frost, ~~resistance~~, touch of fatigue

spells cast have been incorporated in statistics

Abilities Str 12, Dex 17 (13 + *cat's grace*), Con 14, Int 15, Wis 10, Cha 8

Feats Scribe Scroll, Improved Initiative, Toughness, Weapon Focus (ranged touch)

Skills Concentration +8, Listen +3, Spellcraft +8, Spot +3, Tumble +6

Possessions combat gear plus *universal solvent*, spiked gauntlet, spell component pouch (x2), tabard of Estival, arcane thesis notes, rat familiar.

PHASE II: OPERATION: EARTHEN GRASP

PYUSS OF THE CULT OF VECNA

CR 6

Male human Sorcerer 6

NE Medium humanoid (human)

Init +6; **Senses** Listen +3, Spot +3

Languages Common, Elven, Goblin

AC 20, touch 12, flat-footed 17

(+2 Dex, +4 *mage armor*, +4 *shield*)

hp 24 (6 HD); 36 with *false life*
SR 16

Immune poison

Fort +4, **Ref** +7, **Will** +7

Speed 30 ft. (6 squares)

Melee dagger +4 (1d4/19-20)

Ranged dagger +7 (1d4/19-20)

Base Atk +3; **Grp** +2

Atk Options *mass suggestion* (DC 23; 3/day, as 20th level caster), *goblinoid polymorph* (DC 23; 3/day, as *baleful polymorph* (goblin form only) cast by 20th level caster)

Combat Gear *The Crown of Kurotha*, *bands of blood rage*, ~~*scroll of shield*~~

Sorcerer Spells Known (CL 6th):

3rd (4/day)—*unluck* (DC 17)

2nd (5/day)—*false life**, *Tasha's hideous laughter* (DC 15)

1st (6/day)—*charm person* (DC 14), *grease* (DC 14), *mage armor**, *magic missile*

0 (6/day)—*daze* (DC 13), *detect magic*, *detect poison*, *light*, *message*, *prestidigitation*, *ray of frost* (+7 ranged touch)

* already cast prior to combat

Abilities Str 8, Dex 14, Con 13, Int 8, Wis 12, Cha 16

SQ familiar (weasel), command all goblinoid creatures within 300 feet, as *dominate person*

Feats Improved Initiative, Spell Focus (divination), Skill Focus (Concentration)

Skills Climb +1, Concentration +13, Jump +1, Hide +3, Listen +3, Move Silently +5, Spot +3

Possessions combat gear plus daggers (2), spell component pouch (2), traveler's outfit, holy symbol of Vecna

GOBLIN SCROUNGER

CR 3

Male human (goblin form) Rogue 3

LE Small humanoid (goblin)

Init +7; **Senses** darkvision 60'; Listen +6, Spot +6

Languages Common, Goblin

AC 18, touch 14, flat-footed 15

(+1 size, +3 Dex +2 armor)

hp 19 (3 HD)

Resist evasion

Fort +4, **Ref** +7, **Will** +1

Speed 30 ft. (6 squares)

Melee short sword +45 (1d6+2/19-20)

Ranged crossbow, light +5 (1d8/19-20)

Base Atk +2; **Grp** -1

Atk Options sneak attack +2d6

Combat Gear tanglefoot bag (x2), acid flask (x2)

Abilities Str 14, Dex 16, Con 12, Int 12, Wis 10, Cha 8

Feats Improved Initiative, Weapon Finesse

Skills Disable Device +6, Escape Artist +11, Hide +14, Listen +7, Move Silently +10, Open Lock +9, Spot +7, Tumble +9, Use Rope +9

Possessions combat gear plus short sword, light crossbow, studded leather armor, tunic of the Battirovka Merchant Family.

PHASE II: OPERATION TRUE STRIKE

RAOAN PALADIN

CR 5

Male half-orc paladin 5

LG Medium humanoid (orc)

Init +0; **Senses** darkvision 60 ft.; Listen +1, Spot +1

Aura courage, good

Languages Common, Orc

AC 19, touch 10, flat-footed 19

(+0 Dex, +8 armor, +1 shield)

hp 49 (5 HD)

Immune fear, disease

Fort +8, **Ref** +2, **Will** +5

Speed 20 ft. (4 squares)

Melee masterwork bastard sword +8 (1d10+2/19-20)

Base Atk +5; **Grp** +7

Atk Options smite evil (+1 to hit, +5 damage) 2/day, turn undead (as Cleric 2nd) 4/day, lay on hands 5 hp/day

Combat Gear *potion of cure light wounds*, tanglefoot bag

Paladin Spells Prepared (CL 2nd):

1st—*divine sacrifice*

Abilities Str 15, Dex 10, Con 16, Int 6, Wis 12, Cha 12

SQ *detect evil* at will, summon mount

Feats Exotic Weapon Proficiency (bastard sword), Iron Will

Skills Diplomacy +6, Spellcraft +0

Possessions combat gear plus masterwork bastard sword, full plate, masterwork light steel shield, holy symbol of Rao, dagger, javelin, spell component pouch

PHASE III: WAVE 1

PLAGUE WALKER

CR 3

CE Medium undead

Init -2; **Senses** darkvision 60 ft.; Listen +10, Spot +1

Languages understands creator's orders

AC 12, touch 8, flat-footed 12

(-2 Dex, +4 natural)

hp 42 (6 HD)

Immune undead immunities

Fort +2, **Ref** +0, **Will** +6

Speed 20 ft. (4 squares)

Melee 2 claws +8 each (1d6+4 plus diseased touch)

Base Atk +3; **Grp** +7

Atk Options diseased touch

Special Actions putrid burst

Abilities Str 18, Dex 6, Con —, Int 4, Wis 13, Cha 3

SQ bloated target, undead traits

Feats Skill Focus (Listen, Toughness, Weapon Focus (claws))

Skills Climb +7, Listen +10, Spot +1

Diseased Touch (Su) Any living creature struck by a plague walker's claws must succeed on a DC 13 Fortitude save or be overcome with wracking pain and nausea, causing that creature to become sickened for 1 minute. The save DC is

Constitution-based. Creatures that have immunity to disease are not affected by this ability.

Putrid Burst (Ex) When reduced to one-quarter of its starting hit points or fewer, a plague walker can use a swift action to explode. This burst has a 30-foot radius and deals 3d6 points of damage to everything in the area. All living creatures in the area are nauseated for 1 round; a DC 15 Reflex save halves the damage and negates the nauseated effect. The save DC is Constitution-based and includes a +2 racial bonus.

If reduced to 0 hit points before it can activate its putrid burst, a plague walker simply dissolves into a pile of rotting flesh.

Bloated Target (Ex) The -4 penalty for firing into melee does not apply to ranged attacks made against a plague walker. This penalty does, however, apply to other creatures in melee with it.

Description *Staggering forward with an uneven gait, this moving corpse is a large sphere of bloated, rotting flesh. Its bloodshot eyes dart back and forth, and a gurgling sound issues from deep in its throat.*

PHASE III: WAVE 2

CORRUPTOR OF FATE

CR 5

NE Medium outsider (evil, extraplanar, yugoloth)

Init +5; **Senses** darkvision 60 ft.; Listen +10, Spot +10

Languages Abyssal, Draconic, Infernal; telepathy 100 ft.

AC 18, touch 14, flat-footed 14; **Dodge** (+4 Dex, +4 armor)

hp 52 (7 HD)

Immune acid, energy drain, necromantic effects, negative energy effects, poison

Resist cold 10, fire 10, electricity 10; **SR** 14

Fort +8, **Ref** +9, **Will** +5

Speed 30 ft. (6 squares)

Melee mwk short sword +12/+7 (1d6+2/19-20 plus bestow curse)

Base Atk +7; **Grp** +9

Attack Options aligned strike (evil), bestow curse

Abilities Str 15, Dex 19, Con 17, Int 10, Wis 10, Cha 10

SQ unluck, yugoloth traits

Feats Dodge, Improved Initiative, Weapon Finesse

Skills Balance +6, Disguise +10, Escape Artist +14, Hide +14, Jump +4, Listen +10, Move Silently +14, Slight of Hand +14, Spot +10, Tumble +14, Use Rope +4 (+6 involving bindings)

Possessions +1 studded leather armor, masterwork short sword, composite shortbow with 20 arrows

Bestow Curse (Su) As the *bestow curse* spell; at will; Will DC 16; caster level 7th.

This ability affects those touching or touched by a corruptor of fate or its weapons. A cursed subject must roll percentile dice each turn. On a roll of 01-50, it can take no action. On a roll of 51-100, it can act normally. This is a necromantic effect. Undead are unaffected by a corruptor

of fate's bestow curse ability. The save DC is Constitution-based.

Corrupting Gaze (Su) A corruptor of fate can blast its enemies with a glance, at a range of up to 30 feet. Creatures that meet the corruptor's gaze must succeed on a DC 13 Fortitude save or take 1d6 points of damage and a -1 penalty on attack rolls, skill checks, and saving throws for 1 minute. The save DC is Charisma-based.

Unluck (Su) Roll twice for attacks and damage against a corruptor of fate; the attacker must use the lower result. This is a mind-affecting necromantic effect.

Description *A corpulent creature with sickly yellow skin wears black studded leather armor. It is armed with a short sword and shortbow. As it attacks, a smell of brimstone emanates from its body and the faint sound of rolling dice can be heard.*

DREAD GUARD

CR 2

N Medium Construct

Init +0; **Senses** darkvision 60 ft.; Listen +1, Spot +1

Languages understands commands in Common

AC 17, touch 10, flat-footed 17 (+4 Dex, +6 armor, +1 shield)

hp 27 (5 HD)

Immune construct immunities

Resist cold 10, fire 10

Fort +1, **Ref** +1, **Will** +2

Speed 20 ft. (4 squares)

Melee mwk longsword +7 (1d8+3/19-20)

Base Atk +5; **Grp** +8

Abilities Str 17, Dex 11, Con —, Int 6, Wis 13, Cha 2

SQ construct traits

Feats —

Skills —

Possessions masterwork banded mail, masterwork small steel shield, masterwork longsword

Description *This figure is clad in black banded mail and bears a small steel shield and longsword. Two scarlet eyes peer out from the darkness within its empty helm. Silently, it moves to attack.*

GLOOM GOLEM

CR 7

NE Large Construct

Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

Languages —

AC 22, touch 11, flat-footed 20 (-1 size, +2 Dex, +11 natural)

hp 74 (8 HD); **DR** 10/good

Immune magic that allows SR

Fort +2, **Ref** +4, **Will** +2

Speed 30 ft. (6 squares)

Melee 2 claws +9 each (1d8+4 plus 1d6 Cha)

Melee spiked chain +9/+4 (2d6+6 plus 1d6 Cha)

Space 10 ft.; **Reach** 10 ft. (20 ft. with spiked chain)

Base Atk +6; **Grp** +14

Atk Options aligned strike (evil), touch of woe

Special Actions crushing despair

Abilities Str 18, Dex 15, Con —, Int —, Wis 11, Cha 15

SQ construct traits

Feats —

Skills Move Silently -8

Crushing Despair (Su) Creatures within 30 feet of a gloom golem who hear its incessant howl must succeed on a DC 16 Will save or take a -2 penalty on attack rolls, saving throws, skill checks, ability checks, and weapon damage rolls. The penalties last until the golem is destroyed, for only then is the victim's despair lifted. A *good hope* spell counters this mind-affecting compulsion. The save DC is Charisma based.

Touch of Woe (Ex) A creature wounded by a gloom golem must succeed on a DC 16 Will save or take 1d6 points of Charisma drain. As the creature loses Charisma, it becomes more miserable and withdrawn until, at 0 Charisma, it collapses into a nightmare-filled coma. The save DC is Charisma-based.

Skills Due to its incessant howling, a gloom golem takes a -10 penalty on Move Silently checks.

Description *This misshapen ogre-like brute has taut flesh with a claylike texture. Howls of pain issue from the gaping black orifice where its face should be. Tormented visages press out from beneath its membranous skin, as though other creatures trapped inside it were clamoring for release.*

NPC STATISTICS: APL 8

INTRODUCTION: THE REAR GUARD

HALMADAR RAIDER CR 5

Male Khaasta Barbarian 2

CE Medium Monstrous Humanoid

Init +2; **Senses** Listen +6, Spot +6

Languages Common, Draconic

AC 24, touch 14, flat-footed 24

(+2 Dex, +2 Deflection, +8 Natural Armor, +6 greater mage armor, -4 Reckless Rage)

hp 77(5 HD)

Fort +13, **Ref** +5, **Will** +5

Speed 30 ft. (6 squares)

Melee +1 Falchion +17 (2d4+30/18-20)* or +1 Falchion +17 (2d4+30/18-20) and bite +9 (1d6+19)*

* Includes 4 point power attack

Ranged Javelin (1d6+15)

Base Atk +5; **Grp** +17

Atk Options Power attack, Reckless Rage

Combat Gear +1 Falchion, Javelins

Pre-cast Spells: *barkskin* (CL3, factored into these stats), *bull's strength* (CL3, factored into these stats) *bear's endurance* (CL3, factored into these stats), *greater mage armor* (CL 5, factored into these stats), *inspirational boost and inspire courage* (factored into these stats), *protection from evil* (CL3, factored into these stats)

Abilities Str 34, Dex 15, Con 28, Int 14, Wis 10, Cha 11

SQ Uncanny Dodge, Fast Movement

Feats Power Attack, Reckless Rage

Skills Climb+18, Jump +22, Knowledge (the planes) +6, Listen +6, Spot +6

Possessions: combat gear plus *potion of bear's endurance*, *potion of barkskin* +2, *potion of bull's strength*, *potion of haste*.

Reckless Rage (Ex) When not raging, the hired muscle statistics change as follows:

AC 28, touch 12, flat-footed 26

(+2 Dex, +2 deflection, +6 greater mage armor, +8 natural armor); uncanny dodge

hp 62

Fort +10, **Will** +3

Melee +1 Falchion +18 (2d4+17/18-20) or +1 Falchion +18 (2d4+17/18-20) and bite +12 (1d6+16)

Grp +14

Abilities Str 28, Con 22

Skills Jump +19

PHASE I: BLACK ROSE SCAVENGER HUNT

SHIVS MACKENZIE CR 7

Male gnome Monk 5/Drunken Master 2

LN Medium Humanoid (gnome)

Init +2; **Senses** low-light vision; Listen +2, Spot +2

Languages Common, Gnome

AC 17, touch 17, flat-footed 14

(+1 size, +2 Dex, +3 class, +1 deflection, +1 Dodge)

hp 52 (7 HD)

Fort +11, **Ref** +9, **Will** +5

Speed 30 ft. (6 squares), base movement 30 ft., climb 20 ft. (spider climb)

Melee unarmed strike +6 (1d8+1)

Melee improvised weapon +6 (1d8+1 plus 1d4)

Base Atk +4; **Grp** +5

Combat Gear *slippers of spider climbing*

Abilities Str 12, Dex 14, Con 14, Int 10, Wis 14, Cha 10

SQ evasion, Fast Movement, Still Mind, Ki Strike, Slow Fall, Purity of Body, Drink Like a Demon, Improved Weapon

Feats Combat Reflexes, Dodge, Great Fortitude, Improved Grapple, Improved Unarmed Strike, Stunning Fist

Skills Balance +9, Bluff +8, Jump +13, Sense Motive +3, Tumble +14

Possessions *ring of protection* +1

Drink Like a Demon (Ex) You can drink the equivalent of a large tankard of ale as a move equivalent action. Each drink consumed during combat reduces your Int and Wis by 2 points but increases your Str or Con by 2 points (your choice). You can benefit from 2 drinks. The duration of the drink's effects is five rounds.

Improved Weapon (Ex) You can use nearby objects as improvised weapons. Improvised weapons do the same damage as your unarmed strike plus an extra 1d4 points. Whenever you roll a natural 1 on an attack roll with an improvised weapon, the weapon breaks apart and becomes useless.

Stagger (Ex) By tripping, stumbling, and staggering you can make a charge attack that surprises your opponents. The charge need not be in a straight line, even though you can move up to twice your speed. When staggering, you can make a DC 15 Tumble check before beginning a charge, movement through threatened squares provokes no attacks of opportunity.

GNARLEY FOREST ANARCHIST CR 5

Male wood elf barbarian 2/fighter 2/ranger 1

NG Medium humanoid (elf)

Init +3; **Senses** low-light vision; Listen +11, Spot +4

Languages Common, Elven

AC 14, touch 9, flat-footed 14

(+3 Dex, +4 armor, +1 shield, -4 rage); uncanny dodge

hp 56 (5 HD)

Fort +12, **Ref** +5, **Will** +3 (+5 vs enchantment effects)

Speed 40 ft. (8 squares)

Ranged *bow of the wintermoon* +9/+9 (1d6+7/x3 plus 1d6 electricity) or *bow of the wintermoon* +11 (1d6+7/x3 plus 1d6 electricity) within 30 feet

Ranged *bow of the wintermoon* +8/+8 (1d6+6/x3 plus 1d6 electricity) or *bow of the wintermoon* +10 (1d6+6/x3 plus 1d6 electricity) outside of 30 feet

Melee spiked gauntlet +11 (1d4+6)
Base Atk +5; **Grp** +11
Atk Options favored enemy (dwarves +2), rage 1/day

Abilities Str 22, Dex 16, Con 19, Int 6, Wis 12, Cha 10
SQ wild empathy +1
Feats Point Blank Shot, Precise Shot, Rapid Shot, Reckless Rage, Track, Weapon Focus (longbow)
Skills Jump +11, Listen +11, Search +0, Spot +4, Survival +6
Possessions bow of the wintermoon with crystal of energy assault (lesser, electricity), spiked gauntlet, masterwork chain shirt, masterwork buckler, holy symbol of Corellon Larethian

Rage (Ex) When not raging, the Ganrley Forest Anarchist's statistics change as follows:
AC 18, touch 13, flat-footed 18 (+3 Dex, +4 armor, +1 shield); uncanny dodge
hp 41
Fort +9, **Will** +1
Ranged bow of the wintermoon +9/+9 (1d6+4/x3 plus 1d6 electricity) or bow of the wintermoon +11 (1d6+4/x3 plus 1d6 electricity) within 30 feet
Ranged bow of the wintermoon +8/+8 (1d6+3/x3 plus 1d6 electricity) or bow of the wintermoon +10 (1d6+3/x3 plus 1d6 electricity) outside of 30 feet
Melee spiked gauntlet +8 (1d4+3)
Grp +8
Abilities Str 16, Con 13
Skills Jump +8

CLERIC OF VECNA **CR 5**
Male human cleric 5
NE Medium humanoid (human)
Init +6; **Senses** Listen +3, Spot +3
Languages Common

AC 21, touch 14, flat-footed 19 (+5 armor, +2 Dex, +2 shield, +2 deflection *shield of faith*)
hp 42 (5 HD);
Fort +5, **Ref** +3, **Will** +7

Speed 20 ft. (4 squares)
Melee heavy mace +4 (1d8+1)
Ranged light crossbow +5 (1d8/19-20)
Base Atk +3; **Grp** +4
Atk Options spells, rebuke undead
Combat Gear wand of magic missile (CL 9th, 5 charges), wand of cure light wounds (5 charges)
Cleric Spells Prepared (CL 5th, DC 13 + spell level):
3rd—*dispel magic**, *bestow curse*
2nd—*invisibility**, *hold person*, *sound burst*, *silence*
1st—*disguise self**, *bles*, *cure light wounds*, *protection from good*, *shield of faith*,
0—*cure minor wounds* (x2), *guidance* (x2), *resistance*

*Domain spell. Deity: Vecna. Domains: Trickery, Magic

Abilities Str 12, Dex 14, Con 12, Int 10, Wis 16, Cha 12
SQ Aura of evil (Ex), spontaneous casting, restricted spells, rebuke undead (Su)
Feats Combat Casting, Improved Initiative, Improved Toughness

Skills Concentration +9, Knowledge (religion) +8, Spellcraft +8
Possessions combat gear plus heavy mace, light crossbow, quiver, 20 bolts, masterwork dagger, breastplate, heavy wooden shield, crumpled hat, ruby starburst (holy symbol of St. Cuthbert), small onyx hand with a silver eye etched in the palm (holy symbol to Vecna)

PHASE I: ELEVEN ENCLAVE ERRAND

THRONG OF GNOMES **CR 5**
CN Huge humanoid (throng of Small gnomes)
Init +5; **Senses** Listen +4, Spot +4
Languages Common, Gnome

AC 9, touch 9, flat-footed 9 (+1 Dex, -2 size)
hp 70 (17 HD)
Fort +5, **Ref** +13, **Will** +6

Speed 20 ft. (4 squares)
Melee swarm (3d6)
Space 15; **Reach** 0
Base Atk +15; **Grp** +22
Atk Options expert grappler, trample 2d6

Abilities Str 7, Dex 12, Con 11, Int 10, Wis 10, Cha 10
SQ mob anatomy
Feats Improved Initiative, Improved Bull Rush, Improved Overrun
Skills Listen +4, Spot +4

Attack Throngs have no reach. In order to attack, the swarm moves into an opponent's space, provoking an attack of opportunity. It can occupy the same space as a creature, since it tramples over and moves around its victim. A throng can move through squares occupied by enemies, and vice versa, without impediment, although it provokes attacks of opportunity if it does so. A throng can move through openings large enough for its component creatures.
A throng of gnomes deals 5d6 points of bludgeoning damage to any creature whose space it occupies at the end of its move, with no attack roll needed. Its attacks ignore concealment and cover. Damage reduction applies to throng attacks.

Expert Grappler (Ex) A throng can maintain a grapple without penalty and still make attacks against other targets (normally, attacking other targets while grappling imposes a -20 on grapple checks). A throng is never considered flat-footed while grappling.

Trample (Ex) A throng that simply moves over a creature and doesn't end its movement with that creature in one of its occupied squares can trample the creature. A trampled creature takes damage equal to 2d6 points +1-½ times the throng's Strength modifier. The victim can either make an attack of opportunity against the throng or attempt a Reflex save (DC 25 + the throng's Strength modifier) to take half damage.

Mob anatomy (Ex) A throng has no clear front or back and no discernable anatomy, so it is not subject to extra

damage from critical hits or sneak attacks. A mob cannot be flanked, tripped, grappled, or bull rushed.

Unlike standard swarms, mobs are made up of relatively small numbers of individual creatures, so spells that target specific numbers of creatures can have an effect on a mob. Each specific creature that is slain, disabled or otherwise incapacitated by spells or effects that target specific creatures bestows two negative levels on the throng. A throng that gains negative levels equal to its Hit Dice breaks up as if reduced to 0 hit points. Negative levels gained in this manner are not the result of negative energy (and thus cannot be blocked by *death ward* or removed by *restoration*), but never result in permanent level loss. A throng takes half again as much damage (+50%) from spells or effects that affect an area, such as splash weapons and evocation spells.

PHASE I: BLACK SHEEP IN THE FAMILY

HALFLING FUGITIVE

CR 6

Male halfling Rogue 2/Scout 4

CN Small Humanoid (halfling)

Init +10; **Senses** Listen +11, Spot +9

Languages Common, Halfling

AC 27, touch 20, flat-footed 26

(+1 size, +5 Dex, +3 armor, +3 natural, +4 deflection)

Miss chance 20%

Resist evasion

hp 51 (6 HD)

Fort +7, **Ref** +13, **Will** +2

Speed 30 ft. (6 squares); base move 20 ft. plus fast movement

Melee masterwork short sword +6 (1d4, 19-20/x2)

Ranged +1 shortbow +11 (1d4+1 20/x3)

Base Atk +4; **Grp** +0

Atk Options sneak attack +1d6, skirmish +1d6, Point Blank Shot, Rapid Shot (+1 shortbow +9/+9 (1d4+1, 20/x3))

Combat Gear *potion of cure moderate wounds*, tanglefoot bag

Abilities Str 10, Dex 17 (21), Con 14 (18), Int 10, Wis 10, Cha 10

SQ trapfinding, evasion, battle fortitude, uncanny dodge, fast movement +10 ft., trackless step

Feats Improved Initiative, Point Blank Shot, Precise Shot, Rapid Shot

Skills Bluff +4, Climb+10, Disguise +2, Escape Artist +14, Hide +18, Listen +11, Move Silently +16, Spot +9, Survival +4, Tumble +14

Possessions: combat gear plus *potion of barkskin* +3, *potion of bear's endurance*, *potion of blur*, *potion of cat's grace*, *potion of shield of faith*, masterwork studded leather armor, masterwork short sword, +1 shortbow

Skirmish (Ex) A scout deals an extra 1d6 points of damage on all attacks he makes during any round in which he moves at least 10 feet. At 3rd level, a scout gains a +1 competence bonus to AC during any round in which he moves at least 10 feet.

Battle Fortitude (Ex) At 2nd level, a scout gains a +1 competence bonus on Fort saves and initiative checks.

Fast Movement (Ex) Starting at 3rd level, a scout gains a +10 ft. enhancement bonus to his base land speed.

BONDSMAN RECRUIT

CR 1

Male or female human fighter 1

LG Medium humanoid (human)

Init +4; **Senses** Listen +0, Spot +1

Languages Common

AC 15, touch 10, flat-footed 15

(+4 armor, +1 shield)

hp 11 (1 HD)

Fort +3, **Ref** +0, **Will** +0

Speed 20 ft. (4 squares)

Melee longsword +3 (1d8+1/19-20)

Ranged shortbow +1 (1d6/x3)

Base Atk +1; **Grp** +2

Combat Gear acid flask

Abilities Str 13, Dex 10, Con 12, Int 10, Wis 10, Cha 8

Feats Improved Initiative, Quick Draw, Weapon Focus (longsword)

Skills Climb -2, Handle Animal +2, Intimidate +2, Jump -2, Ride +2, Spot +1

Possessions longsword, shortbow, 20 blunt arrows, 20 arrows, tabard of Estival.

CLERIC OF ST. CUTHBERT

CR 5

Male human cleric 5

LN Medium humanoid (human)

Init +6; **Senses** Listen +3, Spot +3

Languages Common

AC 21, touch 14, flat-footed 19

(+5 armor, +2 Dex, +2 shield, +2 deflection *shield of faith*)

hp 42 (5 HD);

Fort +5, **Ref** +3, **Will** +7

Speed 20 ft. (4 squares)

Melee heavy mace +4 (1d8+1)

Ranged light crossbow +5 (1d8/19-20)

Base Atk +3; **Grp** +4

Atk Options spells, turn undead

Combat Gear

Cleric Spells Prepared (CL 5th, DC 13 + spell level):

3rd—*magic circle against chaos**, *bestow curse*

2nd—*calm emotions**, *deific vengeance*, *sound burst*, *spiritual weapon*

1st—*sanctuary**, *bles*, *doom*, *shield of faith*

0—*cure minor wounds* (x3), *guidance* (x2)

*Domain spell. Deity: St. Cuthbert. Domains: Law, Protection

Abilities Str 12, Dex 14, Con 12, Int 10, Wis 16, Cha 12

SQ Aura of good (Ex), Spontaneous casting, Restricted spells, Turn undead (Su)

Feats Combat Casting, Improved Initiative, Improved Toughness

Skills Concentration +9, Knowledge (religion) +8, Spellcraft +8

Possessions combat gear plus heavy mace, light crossbow, quiver, 20 bolts, dagger, breastplate, heavy wooden shield, crumpled hat, holy symbol of St. Cuthbert.

PHASE I: THE BEST MINERS IN GNOMEBERG

KENKU TOUGHS

CR 3

Male Kenku Ranger 1/Rogue 2
NE Medium humanoid (Kenku)
Init +9; **Senses** low-light vision; Listen +7, Spot +7
Languages Common, Kenku

AC 19, touch 15, flat-footed 14
(+5 Dex, +3 armor, +1 shield)

hp 25 (3 HD)

Resist evasion

Fort +6, **Ref** +10, **Will** +1

Speed 30 ft. (6 squares)

Melee mwk short sword +8 (1d6, 19-20/x2) or
Claw +7 (1d3, 20/x3) or 2 claws +7 (1d3, 20/x3)

Ranged mwk shortbow +8 (1d6, 20/x3)

Base Atk +2; **Grp** +2

Atk Options sneak attack +1d6, great ally +4 to hit when flanking, favored enemy (human) +2, quickfrost weapon capsules +1d6 cold damage.

Combat Gear ~~potion of cat's grace~~, ~~potion of bear's endurance~~, tanglefoot bag, thunderstone, triple weapon capsule retainer, 3 quickfrost alchemical capsules, 2 flash pellets

Abilities Str 10, Dex 15 (19), Con 14 (18), Int 13, Wis 12, Cha 8

SQ wild empathy, evasion, favored enemy (human) +2, sneak attack +1d6, trapfinding, great ally, mimicry

Feats Improved Initiative, Track, Weapon Finesse

Skills Bluff +4, Climb +5, Disguise +4, Escape Artist +10, Hide +13, Listen +7, Move Silently +13, Spot +7, Survival +4, Tumble +10

Possessions combat gear plus mwk studded leather armor, mwk buckler, mwk short sword, mwk shortbow, thieves' tools, holy symbol of Vecna, 165 gp.

Great Ally (Ex) Kenku work exceptionally well with their allies. When successfully aided on a skill check or attack roll by an ally, or when aiding another, a kenku applies or gains a +3 on its check or attack roll (instead of the normal +2 bonus). Furthermore, a kenku gains a +4 bonus on attack rolls against an opponent flanked by an ally (instead of the normal +3 bonus).

Mimicry (Ex) A kenku can perfectly mimic familiar sounds, voices, and accents. This ability does not enable the kenku to speak languages it can't normally speak. To duplicate a specific individual's voice, a kenku makes a Bluff check; a listener familiar with the voice being imitated must succeed on an opposed Sense Motive check to discern that the voice is not genuine.

VECNA WIZARD

CR 5

Female human Wizard 5
NE Medium humanoid (human)

Init +5; **Senses** Listen +4, Spot +4

Languages Common, Draconic, Elven

AC 21, touch 13, flat-footed 18

(+3 Dex, +4 *mage armor*, +4 *shield*)

hp 39 (5 HD + *bear's endurance*, Toughness)

Fort +6, **Ref** +4, **Will** +5 (+2 to Fort from rat familiar, +1 to all from *resistance*)

Speed 30 ft. (6 squares); fly (perfect) 60 ft.

Melee spiked gauntlet +3 (1d4+1)

Ranged ranged touch +6

Base Atk +2; **Grp** +3

Atk Options activate *piercer cloak*

Combat Gear ~~healing belt~~, ~~potion of fly~~, ~~scroll of cat's grace~~, ~~scroll of bear's endurance~~, ~~scroll of mirror image~~, ~~scroll of shield~~, tanglefoot bag (x2), wand of magic missiles (7th level, 10 charges)

Wizard Spells Prepared (CL 5):

2nd—*scorching ray*, *glitterdust* (DC 18)

1st—*grease* (DC 16), ~~*mage armor*~~, *ray of enfeeblement* (x2)

0—*acid splash*, *ray of frost*, ~~*resistance*~~, *touch of fatigue*

spells cast have been incorporated in statistics

Abilities Str 12, Dex 13 (17), Con 14 (18), Int 16 (20), Wis 10, Cha 8

Feats Combat Casting, Scribe Scroll, Empower Spell, Improved Initiative, Toughness, Weapon Focus (ranged touch)

Skills Concentration +10 (+14 casting defensively), Listen +4, Spellcraft +10, Spot +4 Tumble +7

Possessions combat gear plus *universal solvent*, spiked gauntlet, spell component pouch (x2), holy symbol of Vecna, rat familiar.

PHASE II: OPERATION: STORM TOWER

ELF LOYALIST

CR 3

Male wood elf barbarian 2/fighter 1

NG Medium humanoid (elf)

Init +2; **Senses** low-light vision; Listen +8, Spot +3

Languages Common, Elven

AC 13, touch 8, flat-footed 13

(+2 Dex, +4 armor, +1 shield, -4 rage); uncanny dodge

hp 37 (3 HD)

Fort +9, **Ref** +2, **Will** +3 (+5 vs enchantment effects)

Speed 40 ft. (8 squares)

Ranged *bow of the wintermoon* +7 (1d6+7/x3) within 30 feet

Ranged *bow of the wintermoon* +6 (1d6+6/x3) outside of 30 feet

Melee spiked gauntlet +9 (1d4+6)

Base Atk +3; **Grp** +9

Atk Options rage 1/day

Abilities Str 22, Dex 15, Con 19, Int 6, Wis 12, Cha 10

Feats Point Blank Shot, Precise Shot, Weapon Focus (longbow)

Skills Jump +10, Listen +8, Search +0, Spot +3, Survival +6
Possessions *bow of the wintermoon*, spiked gauntlet, masterwork chain shirt, masterwork buckler, holy symbol of Corellon Larethian

Rage (Ex) When not raging, the elf's statistics change as follows:

AC 17, touch 12, flat-footed 17
(+2 Dex, +4 armor, +1 shield); uncanny dodge
hp 28
Fort +6, **Will** +1
Ranged *bow of the wintermoon* +7 (1d6+4/x3) within 30 feet
Ranged *bow of the wintermoon* +6 (1d6+3/x3) outside of 30 feet
Melee spiked gauntlet +6 (1d4+3)
Grp +6
Abilities Str 16, Con 13
Skills Jump +7

GREYFIST MAGE CR 5

Male human Wizard 5
LG Medium humanoid (human)
Init +5; **Senses** Listen +4, Spot +4
Languages Common, Draconic, Elven

AC 21, touch 13, flat-footed 18
(+3 Dex, +4 *mage armor*, +4 *shield*)
hp 39 (5 HD + *bear's endurance*, Toughness)
Fort +6, **Ref** +4, **Will** +5 (+2 to Fort from rat familiar, +1 to all from *resistance*)

Speed 30 ft. (6 squares); fly (perfect) 60 ft.
Melee spiked gauntlet +3 (1d4+1)
Ranged ranged touch +6
Base Atk +2; **Grp** +3
Atk Options activate *piercer cloak*
Combat Gear *healing belt*, *potion of fly*, *scroll of cat's grace*, *scroll of bear's endurance*, *tanglefoot bag* (x2), *wand of magic missiles* (9th level, 10 charges)

Wizard Spells Prepared (CL 5):
2nd—*scorching ray* (x2)
1st—*grease* (DC 16), *mage armor*, *ray of enfeeblement*, *shield*
0—*acid splash*, *ray of frost*, *resistance*, *touch of fatigue*
spells cast have been incorporated in statistics

Abilities Str 12, Dex 17 (13 + *cat's grace*), Con 18 (14 + *bear's endurance*), Int 20 (16 + *fox's cunning*), Wis 10, Cha 8
Feats Combat Casting, Scribe Scroll, Empower Spell, Improved Initiative, Toughness, Weapon Focus (ranged touch)
Skills Concentration +10 (+14 casting defensively), Listen +4, Spellcraft +10, Spot +4 Tumble +7
Possessions combat gear plus *universal solvent*, spiked gauntlet, spell component pouch (x2), tabard of Estival, arcane thesis notes, rat familiar.

PHASE II: OPERATION: EARTHEN GRASP

PYUSS OF THE CULT OF VECNA CR 8

Male human Sorcerer 8
NE Medium humanoid (human)
Init +6; **Senses** Listen +3, Spot +3
Languages Common, Elven, Goblin

AC 20, touch 12, flat-footed 17
(+2 Dex, +4 *mage armor*, +4 *shield*)(+2 vs. good)
hp 40 (8 HD); 51 with *false life*
SR 18
Immune poison
Fort +5, **Ref** +8, **Will** +8 (+2 vs. good)

Speed 30 ft. (6 squares); fly (perfect) 60 ft. (12 squares)
Melee dagger +4 (1d4-1/19-20)
Ranged dagger +7 (1d4-1/19-20)
Base Atk +4; **Grp** +3
Atk Options *mass suggestion* (DC 24; 3/day, as 20th level caster), *goblinoid polymorph* (DC 24; 3/day, as *baleful polymorph* (goblin form only) cast by 20th level caster)

Combat Gear *The Crown of Kurotha*, *bands of blood rage*, *potion of fly*, *potion of remove blindness/deafness*, *scroll of shield*

Sorcerer Spells Known (CL 8th):
4th (3/day)—*greater invisibility*
3rd (6/day)—*lighting bolt* (DC 17), *unluck* (DC 18)
2nd (6/day)—*false life**, *scorching ray* (+8 ranged touch), *Tasha's hideous laughter* (DC 16)
1st (6/day)—*charm person* (DC 15), *grease* (DC 14), *mage armor**, *magic missile*, *protection from good**
0 (6/day)—*daze* (DC 14), *detect magic*, *detect poison*, *flare* (DC 14), *light*, *message*, *prestidigitation*, *ray of frost* (+8 ranged touch)

* already cast prior to combat

Abilities Str 8, Dex 14, Con 14, Int 8, Wis 12, Cha 18
SQ familiar (weasel), command all goblinoid creatures within 300 feet, as *dominate person*
Feats Improved Initiative, Spell Focus (divination), Skill Focus (Concentration)
Skills Climb +1, Concentration +15, Jump +1, Hide +3, Listen +3, Move Silently +5, Spot +3
Possessions combat gear plus daggers (2), spell component pouch (2), *cloak of charisma* +2, traveler's outfit, holy symbol of Vecna

GOBLIN PROPHET OF VECNA CR 5

Male goblin cleric 5
NE Small humanoid (goblinoid)
Init +2; **Senses** darkvision 60'; Listen +1, Spot +1
Languages Common, Goblin

AC 22, touch 15, flat-footed 20
(+1 size, +5 armor, +2 Dex, +2 shield, +2 deflection *shield of faith*)(+2 vs. good)
hp 43 (5 HD);
Fort +6, **Ref** +3, **Will** +4 (+2 vs. good)

Speed 30 ft. (6 squares)
Melee light mace +3 (1d6+1)
Ranged light crossbow +4 (1d8/19-20)
Base Atk +3; **Grp** +0
Atk Options spells, turn undead

Combat Gear ~~potions of owl's wisdom~~, *potions of cure light wounds*, *wand of magic missile* (3rd level, 5 charges)

Cleric Spells Prepared (CL 5th, DC 13 + spell level):

3rd—*dispel magic**, *bestow curse*

2nd—*invisibility**, *hold person*, *sound burst*, *silence*

1st—*disguise self**, *bleed*, *cure light wounds*, ~~*protection from good*, *shield of faith*~~

0—*cure minor wounds* (x2), *guidance* (x2), ~~*resistance*~~

*Domain spell. Deity: Vecna. Domains: Trickery, Magic

Abilities Str 12, Dex 14, Con 12, Int 12, Wis 15, Cha 12

SQ Aura of evil (Ex), Spontaneous casting, Restricted spells, Rebuke undead (Su)

Feats Greater Spell Focus (enchantment), Spell Focus (enchantment), Improved Toughness

Skills Concentration +9, Hide +6, Listen +1, Move Silently +2, Spellcraft +9, Spot +1

Possessions combat gear plus light mace, light crossbow, quiver, 20 bolts, dagger, breastplate, heavy wooden shield, crumpled hat, holy symbol of St. Cuthbert, small onyx hand with a silver eye etched in the palm (100 gp holy symbol to Vecna)

GOBLIN SCROUNGER

CR 3

Male human (goblin form) Rogue 3

LE Small humanoid (goblin)

Init +7; **Senses** darkvision 60'; Listen +6, Spot +6

Languages Common, Goblin

AC 18, touch 14, flat-footed 15

(+1 size, +3 Dex +2 armor)

hp 19 (3 HD)

Resist evasion

Fort +4, **Ref** +7, **Will** +1

Speed 30 ft. (6 squares)

Melee short sword +45 (1d6+2/19-20)

Ranged crossbow, light +5 (1d8/19-20)

Base Atk +2; **Grp** -1

Atk Options sneak attack +2d6

Combat Gear tanglefoot bag (x2), acid flask (x2)

Abilities Str 14, Dex 16, Con 12, Int 12, Wis 10, Cha 8

Feats Improved Initiative, Weapon Finesse

Skills Disable Device +6, Escape Artist +11, Hide +14, Listen +7, Move Silently +10, Open Lock +9, Spot +7, Tumble +9, Use Rope +9

Possessions combat gear plus short sword, light crossbow, studded leather armor, tunic of the Battirovka Merchant Family.

PHASE II: OPERATION: TRUE STRIKE

RAOAN PALADIN

CR 5

Male half-orc paladin 5

LG Medium humanoid (orc)

Init +0; **Senses** darkvision 60 ft.; Listen +1, Spot +1

Aura courage, good

Languages Common, Orc

AC 19, touch 10, flat-footed 19

(+0 Dex, +8 armor, +1 shield)

hp 49 (5 HD)

Immune fear, disease

Fort +8, **Ref** +2, **Will** +5

Speed 20 ft. (4 squares)

Melee masterwork bastard sword +8 (1d10+2/19-20)

Base Atk +5; **Grp** +7

Atk Options smite evil (+1 to hit, +5 damage) 2/day, turn undead (as Cleric 2nd) 4/day, lay on hands 5 hp/day

Combat Gear *potions of cure light wounds*, tanglefoot bag

Paladin Spells Prepared (CL 2nd):

1st—*divine sacrifice*

Abilities Str 15, Dex 10, Con 16, Int 6, Wis 12, Cha 12

SQ *detect evil* at will, summon mount

Feats Exotic Weapon Proficiency (bastard sword), Iron Will

Skills Diplomacy +6, Spellcraft +0

Possessions combat gear plus masterwork bastard sword, full plate, masterwork light steel shield, holy symbol of Rao, dagger, javelin, spell component pouch

KNIGHT OF LUNA

CR 7

Male Human Cleric (Heironeous) 4 / Ordained Champion 3

LG Medium Humanoid (Human)

Init +0; **Senses** Listen +1, Spot +1

Auras good (faint)

Languages Common

AC 22, touch 13, flat-footed 18; (-0Dex, +9 armor, +3 deflection)

hp 66 +14 temporary (7 HD)

Fort +11, **Ref** +2, **Will** +8

Speed 30 ft. (6 squares) in full plate; base 30 ft.

Melee +1 lance +15 (1d8+10/x3; 10 ft. reach) or lance +14

(1d8+9; 10ft. reach) or longsword +15 (1d8+5/19-20)

Melee Charge +1 lance +17 (3d8+30/x3; 10 ft. reach)

Melee Charge with Smite +1 lance +20 (3d8+51/x3; 10 ft. reach)

Ranged light crossbow +6 (1d8/19-20; 80 ft./x10; 20 bolts) or *spiritual weapon* +7 (1d8+2/19-20)

Base Atk +6; **Grp** +11

Special Actions spontaneous casting (*war domain* spells), turn undead 6/day (+5, 2d6+10, 6th; smite)

Combat gear *potions of cure light wounds* (2), *potions of cure moderate wounds* (1), extra lance longsword

Pre-cast Spells: *bull's strength* (CL3, factored into these stats) *bear's endurance* (CL3, factored into these stats), *bleed* (CL6, factored into these stats), *divine favor* (CL6, factored into these stats) *eagle's splendor* (CL3, factored into these stats) *protection from evil* (CL 6, factored into these stats)

Spells prepared Cleric (CL 6, +6 ranged touch, DC 11 + spell level)

~ 3rd - *prayer*, *protection from energy*; *searing light*, ~~*magic vestment*~~*

~ 2nd - *silence*, *spiritual weapon**; *cure moderate wounds* (X2)

~ 1st - *bleed*, *divine favor*, ~~*protection from evil*~~*; *cure light wounds*

(X2)

~ 0 - *detect magic* (2), *detect poison*, *guidance*, *light*

*Domain Spell

Domains Law, Good, War

Abilities Str 20, Dex 11, Con 18, Int 10, Wis 13, Cha 16

Feats Diehard, Martial Weapon Proficiency (Longsword², Lance), Mounted Combat, Ride-By Attack, Spirited Charge, Power Attack, Weapon Focus (Longsword), Divine Vigor (factored into these stats)

Skills Concentration +13, Diplomacy +4, Heal +1, Knowledge (religion) +7, Ride +10, Listen +1, Spot +1

Possessions combat gear plus +1 *full plate armor*, spell component pouch, standard adventurer's kit, wooden holy symbol (Heironeous), 12 gp

Modified Spontaneous Casting (Ex): If you have cleric levels, you lose the ability to spontaneously cast cure or inflict spells. Instead, you can swap out previously prepared cleric spells for any spells of equal or lower level from the War domain. This alteration applies even to levels you gain as a cleric after becoming an ordained champion. If you are not a cleric, modified spontaneous casting does not apply to you, even if you can spontaneously cast some other kind of spell, such as summon nature's ally.

Smite (Su): At 2nd level, you can spend one daily use of your turn/rebuke undead ability as a swift action to turn your next melee attack into a smite. You gain a bonus equal to your Charisma modifier on attack rolls, and you deal extra damage equal to your total effective turning or rebuking level. Your smite attack is not limited by alignment or race; you can attempt to smite any foe.

Channel Spell (Sp): You can channel any spell you have available to cast into your melee weapon. Doing so requires a move action and uses up a prepared spell or spell slot just as if you had cast the spell. The channeled spell affects the next target you successfully attack with that weapon, though saving throws and spell resistance still apply normally. Even if the spell normally affects an area or is a ray, it still affects only the target in this case. On a successful hit, the spell is discharged from the weapon, which can then hold another spell. You can channel your spells into only one weapon at a time. A spell channeled into a weapon is lost if not used within 8 hours.

Divine Bulwark (Sp): You can sacrifice a prepared spell or spell slot as a swift action to gain damage reduction. The value of the damage reduction equals 1 + spell level sacrificed, and it can be overcome by a chaotic-aligned strike.

HEAVY WARHORSE CR 2

always N Large animal

Init +1; Senses low-light vision; Listen +5, Spot +4

Languages --

AC 14, touch 10, flat-footed 13

(-1 size, +1 Dex, +4 natural)

hp 30 (4 HD)

Fort +7, Ref +5, Will +2

Speed 50 ft. (10 squares); Run

Melee 2 hooves +6 (1d6+4) and

bite +1 (1d4+2)

Space 10 ft; Reach 5 ft.

Base Atk +3; Grp +11

Abilities Str 18, Dex 13, Con 17, Int 2, Wis 13, Cha 6

Feats Endurance, Run

Skills Listen +5, Spot +4

Advancement --

PHASE III: WAVE 1

BANE WRAITH

CR 8

NE Medium Undead (Incorporeal)

Init +7; Senses darkvision 60 ft., Listen +13, Spot +13

Languages Common

AC 17, touch 13, flat-footed 14

(+3 Dex, +4 deflection) Incorporeal miss chance 50%

hp 52 (8 HD)

Resist +4 turn resistance

Fort +2, Ref +5, Will +8

Speed 40 ft. (8 squares); fly (perfect) 80 ft.

Melee Incorporeal touch +8 (1d4 Str or 1d4 Wis drain)

Base Atk +4; Grp --

Abilities Str --, Dex 17, Con --, Int 16, Wis 14, Cha 18

SQ empathic sense, false substance, incorporeal traits, undead traits

Feats Blind-Fight, Improved Initiative, Weapon Focus (incorporeal touch)

Skills Disguise +25, Gather Information +10, Hide +14, Intimidate +15, Listen +13, Search +14, Spot +13, Survival +7 (+9 following tracks)

Possessions none

Ability Drain (Su) A bane wraith can drain either Strength or Wisdom with a touch. It must decide which ability it is draining before rolling its attack. While the effects of the bane wraith's Strength drain are immediately noticeable, its Wisdom-draining attack is more subtle. If the target does not realize he has been attacked -- if for instance the bane wraith brushes against him in a crowd, or attacks from concealment -- he must make a DC 18 Wisdom check (with his new, reduced Wisdom score) to realize that anything untoward has occurred.

If a bane wraith continues to use its Strength drain on a target it has already reduced to 0 Strength, it deals Constitution drain instead.

Create Spawn (Su) Any humanoid slain by a bane wraith becomes a standard wraith in 1d4 rounds. Spawn are under the control of the bane wraith that created them

and remain enslaved until its destruction. They do not possess any of the abilities they had in life, though they do physically resemble their former selves.

Empathic sense (Ex) When a bane wraith draws within 30 feet of any sentient being, it immediately and instinctively knows the name and appearance of every one of that individual's friends and loved ones. Furthermore, it gains a general sense of where the individual believes her loved ones to be, although this information may not be accurate. This ability allows no save, but spells or abilities that make the subject immune to mind-reading or telepathy block this power.

False Substance (Ex) A bane wraith looks more solid than most incorporeal creatures. In anything other than direct lighting, observers must make a DC 18 Spot check to notice that a bane wraith is incorporeal.

Spell-like abilities (Sp) At will – detect thoughts (DC 16), disguise self (+10 bonus already included in statistics above). CL 8. The save DCs are Charisma-based.

Description *This individual appears normal, albeit livid with rage. Only closer examination (DC 18 Spot check) reveals that his form is slightly translucent, and that he floats an inch above the earth.*

MAGERIPPER SWARM

CR 6

CN Tiny aberration (swarm)

Init +4; **Senses** blind, blindsense 30 ft., sense magic 30 ft.; Listen +12

Languages —

AC 18, touch 16, flat-footed 14
(+2 size, +4 Dex, +2 natural)

hp 55 (10 HD)

SR 21

Resist half damage from piercing and slashing weapons

Immune gaze attacks, illusions, visual effects; swarm immunities

Fort +4, **Ref** +7, **Will** +8

Speed 20 ft. (4 squares), climb 10 ft.

Melee swarm (2d6 plus magic leech)

Base Atk +7; **Grp** —

Atk Options distraction, magic leech

Abilities Str 4, Dex 19, Con 12, Int 6, Wis 12, Cha 15

SQ swarm traits

Feats Ability Focus (magic leech), Skill Focus (Listen), Stealthy, Track

Skills Climb +5, Listen +12, Move Silently +6, Survival +6

Sense Magic (Su) A mageripper swarm automatically detects magic auras within 30 feet, and it knows the strength and location of each. It can also detect creatures that possess the ability to cast spells or use spell-like abilities.

Dispelling Aura (Su) At the end of each of a mageripper swarm's turns, it can attempt a dispel check against one randomly selected ongoing spell or spell-like effect on each creature in its space. This works like the areadispel effect of the *dispel magic* spell, with the following differences. The dispelled spell is selected randomly from those currently active on an affected creature, rather than

being the one with the highest caster level. This ability has no effect on permanent magic items.

For each spell dispelled by its aura, a mageripper swarm gains temporary hit points equal to 2 x that spell's level. These temporary hit points last for up to 24 hours, and a swarm can gain a maximum number of temporary hit points equal to its full normal hit point total. A mageripper swarm that gains the maximum number of temporary hit points and retains them for the full 24 hours advances 1 Hit Die at the end of this period, increasing its capabilities as normal for advancement.

Magic Leech (Su) In addition to dealing damage to creatures whose space it occupies, a mageripper swarm drains away the ability to use spells and spell-like abilities, feeding on the magical energy.

At the end of a mageripper swarm's turn, each creature in its space must succeed on a DC 19 Will save or lose one prepared spell or spell slot of the highest level available. The save DC is Charisma-based. A creature with a spell-like ability that fails its saving throw loses one daily use of its highest-level ability. If this spell-like ability is usable at will, the creature is unable to use it for 1 minute. If the target has no spells prepared, no remaining spell slots, and no uses of spell-like abilities remaining, this ability has no effect. A mageripper swarm cannot choose which spell to drain; determine this randomly.

For each spell drained in this way, a swarm gains temporary hit points equal to 5 x the spell's level. These temporary hit points function as described in the dispelling aura ability.

Distraction (Ex) Fortitude DC 16, nauseated 1 round. The save DC is Constitution-based.

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

Description *A writhing mass of bizarre little creatures swarms across the floor, myriad tentacles waving like antennae. They are eyeless, their bodies little more than gaping jaws filled with teeth, yet they move unerringly toward you.*

PHASE III: WAVE 2

YUGOLOTH, MEZZOLOTH

CR 6

Medium Outsider (Evil, Extraplanar, Yugoloth)

Neutral Evil

Init +5; **Senses** Listen +13, Spot +13

Languages: Abyssal, Draconic, and Infernal, telepathy 100 ft.

AC 21, touch 11, flat-footed 20

(+6 armor, +1 Dex, +2 shield, +8 natural)

SR 22

Resist: immunity to poison and acid, resistance to cold 10, fire 10, and electricity 10

hp 95 (10 HD); **DR:** 10/good

Fort +12, **Ref** +8, **Will** +7

Speed 40 ft. (8 squares)

Melee Claw +13 melee (1d4+3) or +1 *trident* +15 melee (1d8+4/19–20) or 2 claws +13 melee (1d4+3) or +1 *trident* +15/+10 melee (1d8+4/19–20)

Ranged +13 +1 *trident* (1d8+4/19–20)

Base Atk +10; **Grp** +13

Atk Options spell like abilities

Spell-Like Abilities: At will—cause fear (DC 13), darkness, desecrate, produce flame, see invisibility; 2/day—cloudkill (DC 17), dispel magic. Caster level 10th. Twice per day, a mezzoloth can use *greater teleport* (self plus 50 pounds of objects only), as the spell cast by a 14th level sorcerer.

Summon Yugoloth (Ex): Once per day, a mezzoloth can attempt to summon another mezzoloth with a 40% chance of success.

Combat Gear +1 *trident*

Abilities Str 16, Dex 12, Con 21, Int 7, Wis 10, Cha 14

SQ

Feats Improved Critical (*trident*), Improved Initiative, Power Attack, Weapon Focus (*trident*)

Skills Hide +14, Intimidate +15, Knowledge (the planes) +11, Listen +13, Move Silently +14, Spot +13

Description *This six-limbed insectoid horror stares ahead unblinkingly through glowing red eyes. It holds a long trident in its claws. Mezzoloths are the most common foot soldiers in the yugoloth armies. They understand little beyond combat, but their skill in battle is fearsome. When they aren't fighting, they're imagining new ways to hurt their enemies and practicing their martial skills.*