

DUNGEONS & DRAGONS[®]

DRAGON[™] MAGAZINE ANNUAL



ROLEPLAYING GAME SUPPLEMENT

Edited by Torah Cottrill, Miranda Horner, and Chris Youngs

DUNGEONS & DRAGONS[®]

DRAGON[™] MAGAZINE ANNUAL
The Best of D&D Insider[™]





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DRAGON MAGAZINE ANNUAL

Welcome to the first 4th Edition *Dragon*[™] *Magazine Annual* compilation! The work in this supplement represents the best content produced in nearly the first full year of *Dragon Magazine* on *D&D Insider*[™]. We took a hard look at everything we did from June 2008 through March 2009, and picked the best of the best.

Coming up with the list of articles for this book was a challenge. In fact, the first storyboard I built for the *Dragon Magazine Annual* had far more content that we could fit in the book. Trimming the list was tough, but I'm thrilled that not only is the concept of a *Dragon* "best-of" compilation back, it's stockpiled with innovative content that's better balanced and more polished than ever before.

Dragon[™] has long been the place where we dig deep into the heart of the D&D[®] game. It's where we take a brief mention of some location or villain in a print product and expand on it. It's where we dive into the game world, and where we try to give you the best possible ways to run your characters and your campaigns. It's also where we experiment, pushing the rules to their limits to try new mechanical and story concepts.

Dragon still pushes for these goals each month, bringing a balanced blend of crunch and story, support for print product, and brand-new concepts. But we know that many of our most dedicated players still aren't aware that *Dragon* is such a tremendous resource, that it's still capable of making you sit up and say, "Wow!" So here we are, ready to continue the tradition of past *Dragon Magazine Annual* supplements. We will show you exactly what makes *D&D Insider* worth checking out each week. We will show you ways to use the other D&D supplements in your library in unique and creative ways. And we'll give you more resources to elevate your characters, your adventures, and your worlds.

Dragon represents the best of what the fans have to offer the game. Certainly, you'll see many familiar names in its pages. But these designers who work on this and other products are fans, first and foremost—fans like you and me. Enjoy it, and if you feel inspired, send us your own article idea at submissions@wizards.com. Who knows? Maybe the next *Dragon Magazine Annual* will have your name in it. . . .

—Chris Youngs

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DEMONOMICON OF IGGWILV: YEENOGHU

Demon Prince of Gnolls

by Robert J. Schwalb

There is nothing unique about the wanton violence of the Destroyer. All demons hunger for slaughter, and they all seek the end of all things. They all want to tear down the works of the gods and reduce all things to ruin. Where Yeenoghu differs, however, is in his ability to turn the business of killing into a breathtaking spectacle. With him, it is a form of art—if you can stomach the screams and noxious odors issuing from the dead. Yeenoghu is special because he embodies killing. He has few ambitions beyond the visceral thrill of rending the soft flesh of his enemies and drinking deep the hot blood from their bodies.

He craves nothing more than the utter defeat of all those who stand against him and is relentless in his pursuit of feeding the emptiness of his existence with the frantic screams of those he slays. Butchery is the provender of Yeenoghu, and his single-minded pursuit of annihilation makes him a dangerous force in the infinite layers of the Abyss.

On a throne of bone, in the dim light of smoke-filled hall, surrounded by the sounds of screams and the endless grinding of the wheels far below, sits the Beast of Butchery. Yeenoghu is a demon prince of the Abyss. As patron of the gnolls, he is worshiped



as a god. As kindred to other fiends who carve out their own kingdoms in the Abyss, he is a terrifying scourge, a force of destruction, and a liability to the designs and ambitions of his rivals. Few aside from other more powerful demon lords dare challenge him or the reckless legions clambering to his banners because his forces are nigh unstoppable, and if Yeenoghu's forces could maintain coherency for more than a single campaign, he might have emerged long ago as the true master of the Abyss. As history has shown, though, Yeenoghu is his own worst enemy, and he is frequently the cause of his own undoing.

DESCRIPTION

Yeenoghu combines the worst features of a gnoll and a demon in one immense form. Standing 12 feet tall, his body is gaunt and lanky, and patches of yellow fur stained with brown spots cover him. Leprous gray skin and suppurating wounds mar his body, revealing the corruption of his flesh and spirit. His head is a large, anthropomorphic hyena's, with glowing red eyes and a toothy maw from which spill strings of drool.

Always suspicious of treachery, Yeenoghu wears armor assembled from the pieces he scavenges on the battlefield, with bits of mail and plate held together by strips of flesh collected from his victims. His pride is *Triple Flail*, an evil weapon constructed from the bones of a god he slew during the ancient wars between the deities and the primordials. The handle is a thighbone wrapped in the god's torn flesh. Three chains extend from the top of the handle, each ending in a rusty, barbed head. When used in combat, the weapon bleeds divine ichors, splashing the field with the tears and blood of the fallen deity.

YEENOGHU TACTICS

A figure of incomprehensible power and possessed of an almost unmatched capacity for violence, the Demon Prince of Gnolls flings himself into every battle. He uses *Triple Flail* to tear the flesh from his enemies, and he leaves mounds of the dead in his wake for his scavengers and hangers-on.

Yeenoghu begins his fights by charging his enemies and lashing them with his nasty weapon. He delights in the mayhem he creates as his weapon flays not only the flesh but also the mind, since the weapon's touch rends his enemies' courage and resolve. Yeenoghu never stays in place for long; he's always moving and attacking, and he barks through it all. If faced with several opponents at once, he spews a *filthy curse* in Dark Speech to unman his enemies and leave them vulnerable to his assault.

Yeenoghu might lack the means of flight, but his evil will can deflect aerial attackers. If he faces airborne enemies, he pauses just long enough to wrap his opponent in bands of crushing force and then

flings the foe away. The Destroyer retreats when he is injured, imprisoned, or otherwise trapped. Like his rivals, he uses teleportation to escape—but retreat causes him to brood and plot. When he is ready, he draws up his vast armies to mount a new assault augmented by overwhelming numbers of demons, savage gnolls, and other bestial fiends.

Yeenoghu		Level 28 Solo Skirmisher
Large elemental humanoid (demon)		XP 65,000
Initiative +24	Senses Perception +22; darkvision, low-light vision	
Fetid Cloud (Poison) aura 5; each enemy that starts its turn in the aura take 10 poison damage and is slowed until the start of his or her next turn.		
HP 1,032; Bloodied 516		
AC 42; Fortitude 44, Reflex 42, Will 39		
Immune disease, poison; Resist 10 variable (2/encounter)		
Saving Throws +5		
Speed 7		
Action Points 2		
⊕ Triple Flail (standard; at-will) ♦ Weapon Reach 2; +33 vs. AC; 3d8 + 10 damage, and the target is immobilized (save ends). <i>Aftereffect</i> : 15 damage.		
⊕ Bite (minor; at-will against a target hit by Yeenoghu's <i>Triple Flail</i> attack this turn) Reach 2; +33 vs. AC; 1d8 + 10 damage, and ongoing 5 damage (save ends).		
† Ribbons of Flesh (standard; at-will) ♦ Fear Reach 2; Yeenoghu makes two melee basic attacks against two different targets. Each target that is hit takes a -4 penalty to all attack rolls (save ends).		
✱ Crushing Grasp (minor; recharge ⓂⓂⓂⓂ) ♦ Force Area burst 2 within 20; +31 vs. Reflex; 3d10 + 10 force damage, and the target is immobilized until the end of Yeenoghu's next turn. <i>Miss</i> : Half damage and the target is pushed 10 squares.		
◀ Filthy Curse (minor; at-will) ♦ Psychic, Necrotic Close blast 5; +31 vs. Will; 1d8 + 5 psychic damage, and the target takes ongoing 10 necrotic damage (save ends) and is stunned until the end of its next turn.		
Feint (move; at-will) Yeenoghu shifts 3 squares, and any creature he ends this shift adjacent to grants combat advantage to him until the end of his next turn.		
Hyena Strike If Yeenoghu moves at least 3 squares from where he began his turn, his attacks deal 3d6 extra damage.		
Threatening Reach (requires <i>Triple Flail</i>) Yeenoghu can make opportunity attacks against all creature within his reach (2 squares).		
Teleport (move; recharge ⓂⓂⓂⓂ) ♦ Teleportation Yeenoghu teleports 12 squares.		
Alignment Chaotic evil Languages Abyssal, Common		
Skills Athletics +29, Insight +22, Intimidate +24, Nature +22, Stealth +27		
Str 31 (+24)	Dex 26 (+22)	Wis 16 (+17)
Con 26 (+22)	Int 21 (+19)	Cha 21 (+19)
Equipment piecemeal armor, <i>Triple Flail</i> (flail)		

YEENOGHU LORE

Arcana DC 15: Yeenoghu has many names, and each one reflects another facet of his cruel and savage nature. Most know him as the Demon Prince of Gnolls, but among the gnolls, he is called the Destroyer, and in certain circles and writings, he has been called the Beast of Butchery and the Ruler of Ruin. Yeenoghu is the undisputed master of the gnolls, and through them, he works his evil in the natural world.

Arcana DC 20: As a demon lord, Yeenoghu is a vehicle of destruction. Like many demon lords, Yeenoghu was once a primordial, one of the shapers of creation, but was transformed and awakened by the mysterious Chained God believed to lurk at the bottom of the Abyss. As with other demons, Yeenoghu hungers for carnage, but also craves power over his rivals and the gods themselves. To this end, he goads his mortal servants into performing appalling acts of evil in his name throughout the lands. He admonishes his servants to show no mercy in their perpetual war—they must kill all creatures they encounter and take prisoners when the beings can serve as useful thralls.

Arcana DC 25: The seat of Yeenoghu's power is a nameless layer deep in the Abyss. Known as Yeenoghu's Realm, it is a wasteland. Much of the area is parched savannah covered in brittle brown grass punctuated by semimobile plants with poisonous barbs and choking tendrils. The skies are a sickening shade of green, and the sun is a bloody red wound spreading its crimson stain across the horizon. Bounding this perilous realm is a vast jungle of gnarled trees with jaundiced leaves and toxic fauna. To the north runs a barren range of brown mountains, which are pocked with mines where the Destroyer's servants struggle to pull priceless ore from the monster-filled deeps. The mountains tumble into a vast sea clogged with flotillas and wreckage. Infested by ghouls, the sea also has cannibals and exiles, who have been driven mad by their isolation and by the horrors living in the murky water's deeps. In all, Yeenoghu's Realm is a nightmare world of want and suffering, which makes it a place suited to its vile and bestial master.

YEENOGHU AND D&D

Yeenoghu, like Graz'zt, was one of the creations of the late Gary Gygax for the *DUNGEONS & DRAGONS*® game, making him one of the first demon lords mentioned in 1st Edition. From the start, Yeenoghu was an important figure, who was described as being "one of the most powerful and feared" of the demon princes. Part of his power stemmed from the fact that, in addition to the worship of the gnolls, he also enjoyed the support and homage of the King of Ghouls. Jeff Grubb, in the *Manual of the Planes*, implied the demon prince controlled far more than one layer in the Abyss. Of particular note, this book gave us the first look at Yeenoghu's Realm, a barren salt-waste through which Yeenoghu roamed inside his rolling fortress city pulled by legions of slaves under the watchful eyes of gnoll overseers.

Yeenoghu faded from the game for a time during the early years of 2nd Edition. In 1992 he returned to the game in Carl Sargent's *Monster Mythology*. Here, Yeenoghu remained a demon (tanar'ri) lord, but he was also a full-fledged god and a member of the "giantish" pantheon. Deemed an interloper god, he was not originally part of the pantheon, but he joined it later when he subverted the gnolls from their god Gorellik. Yeenoghu remained a part of the giant pantheon, but he cared nothing for the giants themselves—he just sought the power he could steal from them as he had from fallen Gorellik.

With 3rd Edition, Yeenoghu's significance began to fade. Although he was still favored by the gnolls, he was

no longer their principal god. The coup de grace, so to speak, for Yeenoghu was the loss of Doresain, the King of Ghouls. *Libris Mortis*™, by Andy Collins and Bruce Cordell, revealed that Yeenoghu had lost the ability to command Doresain, implying either that the King of Ghouls had ascended to true godhood (which his rank as demigod supported) or that Yeenoghu had lost so much power he was fast becoming irrelevant. *Fiendish Codex I: Hordes of the Abyss*™, by Ed Stark, James Jacobs, and Erik Mona, confirms the latter explanation, describing the Destroyer as a "lesser demon lord" with few ambitions beyond seeing his chosen servants thrive in the world. Even Wolfgang Baur's and Gwendolyn F.M. Kestrel's *Expedition to the Demonweb Pits*™ portrays Yeenoghu as a minor player in the demonic conclave, his presence diminished by his peers.

In the 4th Edition rules, Yeenoghu is again one of the few demon lords mentioned in the *Monster Manual*®. The Beast of Butchery is the sole master of the gnolls, and packs of these feral creatures roam the world in search of raid, plunder, and victims to sacrifice on their bloody altars. Yeenoghu is still a savage and bestial figure, but he has reclaimed his place among the mighty demon lords. It's just a matter of time before the Beast of Butchery stirs in his fetid realm and brings horrific war to the planes once more.

Arcana DC 30: Yeenoghu surveys his realm from atop his fortress city. Mounted on hundreds of stone wheels and pulled by an army of demons, the enormous citadel makes its circuit of the layer, running with streams of blood and filth, and leaving in its wake the crushed carcasses that fell in its path.

ASPECT OF YEENOGHU

RATHER THAN STIRRING UP TROUBLE in the middle world, Yeenoghu sends his aspect to deal with his mortal servants. The aspect can appear at the Destroyer's behest, serving as the demon prince's herald or messenger. As well, a select few cultists possess a foul ritual to summon the aspect and bend it, for a time, to their will. Yeenoghu is loath to bestow this power onto mortals and entrusts it only to the most powerful and worthy of his servants.

DESCRIPTION

The aspect of Yeenoghu is a 7-foot-tall demonic gnoll that wears rusted chainmail and wields a three-headed flail, similar to the demon prince's *Triple Flail*. The aspect has the same glowing red eyes and patchy yellow fur, though where his flesh is exposed, he oozes a foul-smelling ochre slime.

BEHIND THE CURTAIN: BIG SHOES, SMALL FEET?

I don't think we can talk about the Demonomicon of Iggwilv without acknowledging where the series comes from and the key architect and innovator behind it. James Jacobs was the feverish mind behind the Demonomicon. Every month or so, Jacobs would treat readers to a new look at the game's most popular villains, exploring chaotic evil's different expressions in his tour de force through the Abyss. These articles weren't just expansions to the *Monster Manual*®, they were complete packages: establishing a demon lord's place in D&D's cosmology, unveiling its history, and providing complete mechanical support for the demon lord, new demons, and cultists. With this information, the demon lord was more than an epic encounter; it became a campaign villain. So when Chris Youngs offered me the first Demonomicon installment for the new online magazines, I accepted knowing that I had big shoes to fill. I found myself going back to James's articles for inspiration and insight, hoping I might follow in his footsteps and honor the damn good work he did in 3rd Edition. I won't say it was easy, but James left a good roadmap in his articles. By following his directions, I found my way to an entry I can only hope lives up to those that came before. James, this one is for you, sir.

—Robert J. Schwalb

Aspect of Yeenoghu	Level 22 Elite Skirmisher
Large elemental humanoid (demon)	XP 8,300
Initiative +20 Senses Perception +19; darkvision	
Fetid Cloud aura 3; each enemy inside the aura takes a -2 penalty to attack rolls.	
HP 424; Bloodied 212; also see <i>demonic wrath</i>	
AC 36; Fortitude 36, Reflex 34, Will 35	
Resist 20 variable (3/encounter)	
Saving Throws +2	
Speed 8	
Action Points 1	
① Three-Headed Flail (standard; at-will) ♦ Weapon Reach 2; +27 vs. AC; 2d6 + 9 damage.	
① Bite (minor; at-will against target hit by three-headed flail) Reach 2; +27 vs. AC; 1d6 + 9 damage, and ongoing 5 damage (save ends).	
◀ Fetid Breath (standard; recharges when the aspect reduces an enemy to 0 or fewer hit points) ♦ Poison Close blast 5; +25 vs. Fortitude; 2d6 + 9 poison damage, and the target is pushed 1 square and takes ongoing 10 poison damage (save ends).	
Threatening Reach (requires three-headed flail) The aspect of Yeenoghu can make opportunity attacks against all creatures within its reach (2 squares).	
Feint (move; at-will) The aspect of Yeenoghu can shift 3 squares. Until the end of the aspect's turn, any target it ends its move adjacent to grants combat advantage to the aspect.	
Hyena Strike If an aspect of Yeenoghu moves at least 3 squares from where it began its turn, its attacks deal 2d6 extra damage.	
Demonic Wrath When bloodied, an aspect of Yeenoghu gains a +2 bonus to attack rolls.	
Alignment Chaotic evil	Languages Abyssal, Common
Skills Athletics +24, Insight +24, Intimidate +22, Nature +24, Stealth +23	
Str 26 (+19)	Dex 24 (+18)
Con 28 (+20)	Int 20 (+16)
	Wis 26 (+19)
	Cha 22 (+17)
Equipment three-headed flail	

ASPECT OF YEENOGHU TACTICS

Yeenoghu's aspect leads the vanguard into every battle, charging ahead of the gnolls and filling them with religious frenzy with his ferocity and viciousness. The aspect weaves through its enemies, whipping its flail about to inflict as many injuries as it can.

ASPECT OF YEENOGHU LORE

Arcana DC 25: As a reward for constant and loyal service, Yeenoghu can bestow knowledge of a dark ritual to summon his aspect.

Arcana DC 30: The aspect is a sliver of Yeenoghu and possesses many of his personality traits and physical characteristics. It is, however, a separate entity and for as long as it exists, it can pursue its own agenda. An aspect is bound to serve the priest who summoned it and must abide by any commands given. An aspect can resist if the orders are in some way opposed to Yeenoghu's nature, and when it does, the resulting violence is spectacular.

YEENOGHU'S AMBITION

In the centuries after the war with the gods, the Ruler of Ruin has amassed his armies. His people in the natural world feed his layer with a steady supply of slaves and victims, and his altars run red with the blood of fresh sacrifices. He hungers for vengeance against those who have defeated or thwarted him in the past, craving the chance to destroy his enemies, but the centuries of warfare taught him the value of cunning. Rather than spend his servants in a useless bid to seize the Abyss, Yeenoghu turns his attention to his servants in the natural world. There, he works to empower the gnolls, giving them the strength they need to conquer the whole of the civilized lands and make the world his own. Such a conquest would make him more powerful than any god and thus enable him to mount an unstoppable assault against his enemies, the whole of the Abyss, and, one day, the entire cosmos.

NEZREBE, EXARCH OF YEENOGHU

LIKE MOST DEMON PRINCES, Yeenoghu has a stable of exarchs to support his efforts on his own layer and see to his interests beyond it. Few exarchs remain for long, since their carcasses are crushed beneath the rolling wheels of his fortress when they invariably fail him. One exarch, though, is the exception to the rule of short-lived servants: Nezrebe, the White Knight.

DESCRIPTION

Nezrebe stands 9 feet tall, and he has a straight back, a muscled frame, and bright crimson eyes. This gnoll is an albino, with sickening white-yellow fur about his face and covering much of body. It darkens to a filthy brown at his armpits and groin.

Nezrebe disdains most armor, relying on his thick hide and inability to feel pain of any kind to carry him through battle. He wears a few pieces, which he has claimed from creatures he has slain. He wields a mighty bastard sword named *Winnower*, a grotesque weapon sporting the nicks and dings of Nezrebe's many battles, but somehow as razor sharp as a fresh-forged weapon. From *Winnower's* hilt hang a series of rotating charms—trophies Nezrebe has claimed from those opponents he has vanquished recently who were the most difficult to slay.

Although a powerful combatant, Nezrebe fights off a foul consumption that causes him to cough up bloody chunks of his lungs. His master's will allows him to survive—a fact that drives the exarch to greater and more appalling acts of violence to ensure he keeps Yeenoghu's favor.

NEZREBE TACTICS

The White Knight surrounds himself with demons and gnoll thralls, using their bodies and strength to enhance his own assets in battle. He surges forward, his host in tow, hammering at his foes with *Winnower*. When damaged, he flies into a rage, using *rending assault* to punish the enemy. He disdains cowards and spits wads of caustic phlegm at wizards, archers, and other ranged attackers.

NEZREBE LORE

History DC 25: Nezrebe is Yeenoghu's favored exarch. He has a special hatred for elves and spends his time hunting elves that have been dragged onto his master's layer. Inside Yeenoghu's fortress, Nezrebe has special chambers set aside for tormenting captive elves.

History DC 30: When not attending his master, Nezrebe sees to extending Yeenoghu's Realm into the Seeping Wood, a vast forest of foul flora and toxic fauna the Destroyer once ruled. There, Nezrebe leads forays into the wilderness, ousting minor demon lords who would carve out their petty kingdoms, while also dealing with spies and agents of his master's rivals. To warn off trespassers, Nezrebe crucifies elf slaves to mark lands under his control and to warn what will happen if he is crossed.

Nezrebe	Level 25 Elite Soldier (Leader)
Large natural humanoid	XP 14,000
Initiative +20	Senses Perception +24; low-light vision
Bloodlust aura 3; each ally within the aura gains a +2 bonus to attack rolls.	
HP 462; Bloodied 231; see <i>savage frenzy</i>	
AC 41; Fortitude 39, Reflex 36, Will 38	
Immune fear; Resist 15 acid, 10 variable (1/encounter)	
Saving Throws +2	
Speed 7	
Action Points 1	
⊕ Winnower (standard; at-will) ♦ Weapon	Reach 2; +32 vs. AC; 2d8 + 9 damage, and the target is marked until the end of Nezrebe's next turn.
⌘ Bloody Phlegm (standard; at-will) ♦ Acid	Ranged 10; +30 vs. Reflex; 1d8 + 6 acid damage, and the target is blinded (save ends).
+ Savage Bite (minor, when Nezrebe hits with <i>Winnower</i> ; recharges when Nezrebe makes a critical hit)	+30 vs. Reflex; 1d12 + 9 damage, and ongoing 10 damage (save ends). <i>Aftersave</i> : The target is dazed (save ends).
+ Rending Assault (standard; requires <i>Winnower</i> ; recharges when Nezrebe is first bloodied or makes a critical hit) ♦ Weapon	+30 vs. AC; 4d8 + 9 damage, and the target takes ongoing 5 damage (save ends) and is marked until the end of Nezrebe's next turn.
Savage Frenzy (free action; when first bloodied)	Nezrebe makes a melee basic attack against each adjacent enemy.
Alignment Chaotic evil	Languages Abyssal
Skills Endurance +23, Intimidate +23, Nature +24	
Str 29 (+21)	Dex 23 (+18) Wis 25 (+19)
Con 23 (+18)	Int 21 (+17) Cha 22 (+18)
Equipment <i>Winnower</i> (bastard sword)	

YEENOGHU'S MINIONS

Yeenoghu's Realm is filled with despicable creatures, such as packs of feral demonic gnolls, a bevy of cackling demons, and bestial fiends. From the remnant ghouls infesting his mountains to the noxious creepers lurking in the depths of the Seeping Woods, Yeenoghu's Realm is unique in its ability to spawn new embodiments of cruel and savage monsters.

By far, the most numerous of Yeenoghu's minions are those gnolls who abandoned the middle world to find new lives serving Yeenoghu. The gnoll packs are ubiquitous throughout the Dun Savannah, thinning near the shores of the Curseswallow, though they dwell near any shrines or temples to their evil master.

Demons, in all their forms and shapes, make up a close second to the gnolls, though the most monstrous and unpredictable of demonkind call this layer home. Hordes of evistros claw and fight with each other and anything else they encounter, while bargura demons move across the plains, smashing and killing as they go. Vrocks roost in the mountain peaks or circle the twisted towers of the few permanent settlements on the layer.

Although Doresain is no longer subject to Yeenoghu's rule, ghouls and abyssal ghouls still lurk in the defiles and slopes of the Screaming Peaks. The ghouls aren't loyal to Yeenoghu; they have severed themselves from the King of Ghouls, making them an unpredictable lot. From time to time, Yeenoghu has had success in routing these undead servants, but more often than not, the demonic ghouls prey on the Destroyer's other minions after descending from their mountain lairs in a white-painted tide to crash upon the gnoll tribes.

While most gnolls find their lives cut astonishingly short fighting for the Beast of Butchery, a few claw their way to the top of his armies. Just a handful of gnoll champions ever fight their way free from the sea of violence to gain positions as commanders and advisors. In addition, Yeenoghu keeps a number of courtesans to ravish, kill, and sometimes eat. His insatiable lover and stalwart servant, a filthy gnoll named Rekla, lords over the mix of races and creatures.

Yeenoghu has few allies in the Abyss. None of his peers trust him, and few respect him. Yeenoghu does have his uses, however, and Graz'zt has maneuvered the Beast of Butchery into terrible battles with surgical precision and great cost to Yeenoghu's own forces. Whether Yeenoghu realizes he's being used or not isn't certain, but it doesn't matter since the Prince of Gnolls needs little excuse to kill.

Yeenoghu deals with lesser fiends, forming alliances when doing so suits his moods. Such arrangements last only as long as Yeenoghu can stomach his allies, and they end in bloody murder, with his ally's entrails spilling to the floor of the Destroyer's

BEHIND THE CURTAIN: FORTUITOUS ACCIDENT

One of my favorite sections in this article might never have made it had I not stumbled across a passage in *Worlds and Monsters* after I had turned over my final draft. I had spent so much time looking backward for information on Yeenoghu that I completely overlooked the Ruler of Ruin's role in Nerath's fall. One panicked email later, I got my chance to add a bit to Nerath's lore and also to demonstrate Yeenoghu's involvement in the natural world.

—Robert J. Schwalb

palace. In spite of the risks, ambitious fiends seek out the Ruler of Ruin to enlist in his service, some in the hopes of gaining power and status, others plotting to overthrow the savage demon lord and claim his demesne for themselves. Such demons might be selected to serve as exarchs for a time, but rare is the demon that can escape the dark one's wrath.

YEENOGHU'S CULT

The greatest number of Yeenoghu's mortal servants come from the gnoll tribes in the world. To them, Yeenoghu is their god and master. The Beast of Butchery was not always worshiped by the gnolls, for long ago these disparate tribes paid homage to a now almost forgotten god named Gorellik, their maker and the patron of hunting, beasts, and the wild. After murdering Gorellik during the ancient wars between the primordials and the gods, Yeenoghu absorbed the fallen god's essence and laid claim to his children, forever after staining the race with his own foul corruption.

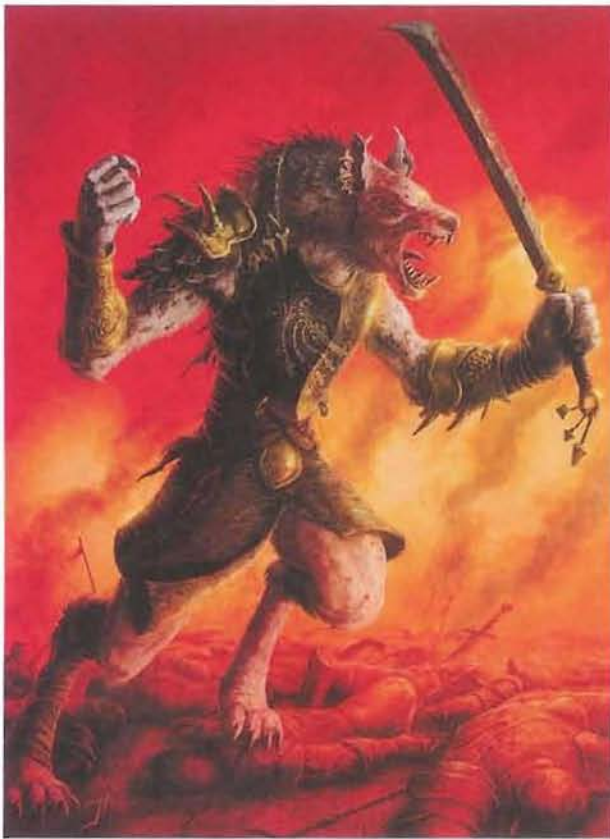
Not all Yeenoghu's worshipers are gnolls, however. Any creature capable of embracing the beast within and that exults in killing, butchery, and slaughter can find a common purpose with this terrifying patron. Most nongnoll servants operate alone, performing obscene rituals in the light of the moon and eating the flesh of their living victims raw. A group of like-minded lunatics might gather and establish a small cult, but they soon draw attention, since their violent crimes escalate when they gather in groups.

Yeenoghu is never selective about those he accepts into his cult and has, at best, a mild interest in his servants' affairs. Indeed, many of his servants do not even realize whom they worship. The ceremonies are the same, involving the slow torture of their victims culminating in devouring their living flesh, regular blood sacrifices in moonlight, and an unflinching commitment to slaughtering one's enemies.

Among the gnoll tribes, worship follows certain customs and practices that vary from tribe to tribe. As with the solitary servants, the cultists scour the lands for fresh victims, dragging them back to hidden altars where they are strapped down and mutilated with sharp knives. The blood is collected and distributed among Yeenoghu's high priests, which then mix the blood with hallucinogenic herbs and consume it with relish.

Another common element is the refusal of cleanliness. Any follower of the demon prince must never bathe and must bask in his own odors, rubbing excrement, blood, and filth into his hide and vestments until he becomes a reeking heap crawling with maggots and disease. The more pungent the stench, the greater the cultist's influence.

Yeenoghu's cults are a chaotic mess. At their cores are cabals of vicious, treacherous leaders who gain their positions by murdering their predecessors in spectacular and gruesome ways. These leaders must contend with rising stars within their own ranks, butchering those showing too much promise and ambition. Thus, the actual number of leaders is small, with the rest of the cultists rounded out by the tribe, who are warriors for the most part.

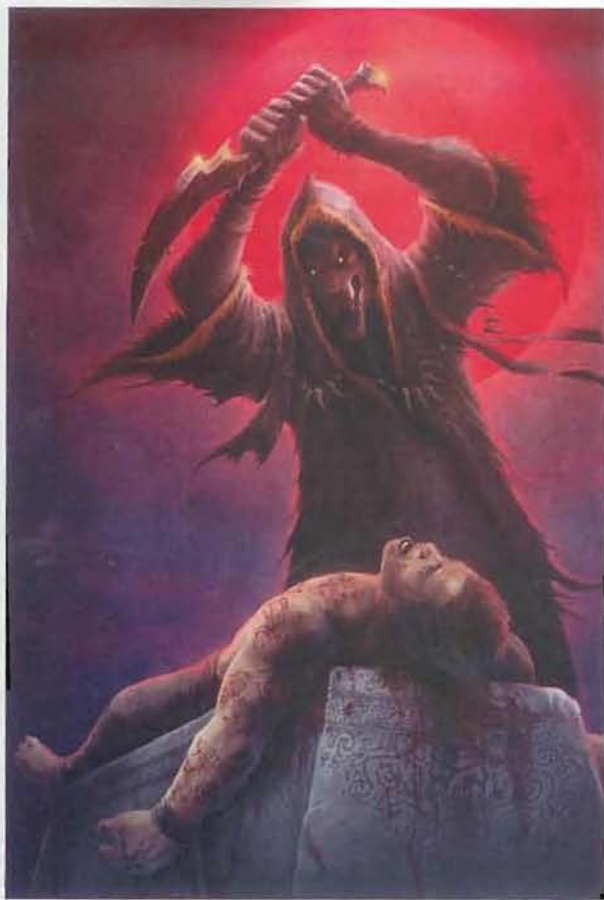


Yeenoghu has a presence in the world, but has few shrines and fewer temples. His "holy" sites are blood-stained rocks in dark corners of the wilderness. Some include a single, jagged chunk of rock thrusting from the ground and scrawled with crude paintings and blistering curses smeared in blood and feces. When the cult performs a sacrifice, they hold the victim down on the altar while the leader carves off bits of flesh to give to the gathered host of warriors, which produces an incredible frenzy as the gnolls fight and claw to receive the sacrament of their master. The cultists save the viscera for last. Within these dripping organs, they believe they can see visions of the future and commandments from Yeenoghu, so they are careful to inspect each glistening chunk for the secrets it contains.

In Yeenoghu's Realm, the Beast of Butchery enjoys a more formalized following. Each group works in one of the three fortified cities marking the boundaries of his layer. These groups center their activities around grand temples of crimson stone—massive, six-tiered, five-sided ziggurats, darkened by the profusion of flies hovering above the sites. On each side, a broad staircase climbs to the zenith, while the tiers themselves hold gardens of screaming and weeping victims, each tortured and left to die a slow death. The wreckage of all races can be found here: orcs nailed to X-shaped frames, halflings dangling from hooked chains, and wicked cages fitted with long barbs facing inward to penetrate the flesh of dwarves, humans, and gnolls inside.

Each day, sometime after dawn, Yeenoghu's cultist leaders select a victim from those on display. They draw forth their prey from the contraptions, drag the creature up the stairs to the bloody altar at the top, and promptly butcher it, tossing the bits of meat to rain down on the victims waiting for their turn at the top.

Cultists of the Ruler of Ruin haven't always been relegated to the fringes of civilization and the filthy reaches of Yeenoghu's Realm. Once, not long ago, they united long enough to mount a credible threat to the established nations in the world. During the height of the last human empire, Nerath, a mortal gnoll known as the White Ruin came to power in his tribe after butchering the chieftain and all the chieftain's sons in one horrific combat. With the warriors cowed, the gnoll champion swiftly turned to the other tribes stalking the forests and hills, seeking them out one by one to challenge their chieftains. Those who fought him died, and those who didn't vowed their service, cementing their alliance with the blood of their firstborn sons. The White Ruin accumulated a horde of gnolls, hyenas, goblins, orcs, and dread demons summoned from the Abyss, and in the name of his wicked master, turned hungry eyes to the lands of humans.



At this time, King Elidyr, a wise and just monarch, ruled the lands of Nerath. When word reached him of the approaching storm, he gathered his glittering knights and allies to meet the demonic host. His forces, although numerous, could not compare to the ravenous beasts under Yeenoghu's banners. Elidyr struck and fell back a dozen times, each loss finding his diminishing army deeper in his own lands, and the gnolls scouring the earth of castle, town, and city. His numerous forays bled the host, racking up appalling numbers of dead, but nothing Elidyr did could halt the tide's progress.

It wasn't until the Battle of Nine Sons, when much of Nerath drowned in its own blood, that Elidyr finally triumphed over the invaders. He and his sons, each a bold knight and a great champion in his own right, formed a wedge and rode their magnificent chargers through the unruly ranks, driving deep to reach its monstrous heart. As they rode, their armies hit the horde from both sides, sacrificing themselves in one final attempt to halt the enemy's progress. Elidyr and his sons fought through the press, each taking grievous wounds and vanishing in the sea of blades, claws, and teeth, until only the king remained, dripping with the blood of his eldest and most beloved son. It was then that the White Ruin sought out this courageous warrior and challenged him to single combat.

For nine days and nights, while the armies fought around them, Elidyr and the White Ruin fought, hacking and chopping at each other, neither willing to surrender. On and on they battled until the dawn of the tenth day, when the roiling dark clouds broke and the light of the gods shone down upon the embattled forces. The White Ruin, unaccustomed to the wholesome power of the enraged gods, shielded his eyes, giving Elidyr the chance he needed to drive home his shining sword in the black heart of the terrible monster. Just as he struggled to withdraw the blade, the White Ruin loosed a tremendous screech and was pulled, along with the noble king, into the Abyss.

The victory won at the cost of a king and his sons proved bitter, for the destruction the kingdom suffered was too much and its people were too scattered to rebuild. In time, Nerath crumbled like the gnoll host, until it too passed into history. Some whisper, though, that Elidyr is not dead and lives on, fighting Yeenoghu in the Abyss. They feel that one day he will defeat the Beast of Butchery and return to the mortal world, bringing with him a new age of justice and peace as he drives back the darkness overtaking the world.

ZAI DEN

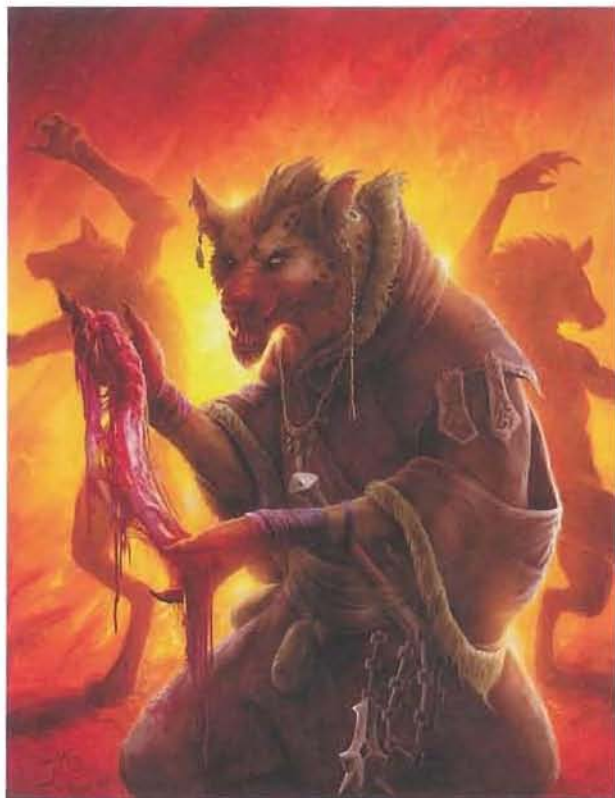
"His demands are simple: kill. Follow his commands and you shall know blessings beyond your dreams."

—Zaiden

ZAI DEN EXEMPLIFIES THE SORT OF GNOLL that seeks control over more than one gnoll pack. An individual with great ambition and capable of unspeakable evil, she cleaves to a simple reading of Yeenoghu's doctrine and commits herself to tearing down the works of civilization and painting the world crimson with the blood of her enemies. Her success has established an unmatched bond with the Destroyer, enabling her to tap into the raw stuff of the Abyss and bend it to her will. A paragon of the Yeenoghu's evil nature, she is a force of chaos and evil in the land, and many adventurers have met bloody ends at her hands.

OCCUPATION AND HISTORY

As the leader of Yeenoghu's largest gnoll pack, Zaiden is fast becoming the mortal face of all that Yeenoghu exemplifies. Her path was set soon after she was born, when she murdered her siblings and devoured the soft flesh of their innards. When she came of age, she butchered her mother as a sacrifice and took her father as her mate until she tired of him; after his execution, she read his innards for the portents they contained. Thereafter, Zaiden eliminated any other cultist seeking to usurp her position until the only ones left were those she personally had instructed in the vile ceremonies and practices of Yeenoghu's blasphemous church.



DESCRIPTION

Zaiden is a large female gnoll who stands just under 7 feet tall and is possessed of a frame that's nearly all muscle. Stinking yellow fur covers her, except around her mouth and small blue eyes, where the fur darkens to black. She wears filthy brown robes trimmed in yellow fur on the sleeves and around the fringe of the hood covering her head. Cured leather padding covers the shoulders of her robes. All her clothing bears the tell-tale signs of her work—they are spotted with dark blood and reeking of decay, body odors, and excrement.

ATTRIBUTES AND SKILLS

Zaiden has no better understandings of the intricacies of Yeenoghu's cult than does any other follower in his service, but what she does have is an animal magnetism—a powerful presence that allows her to cow her lessers. When her charisma fails, she's not above using her fanged flail to instruct her followers in the virtues of obedience—often a fatal lesson. Her greatest asset is her arsenal of terrifying magical powers. Calling upon the will of Yeenoghu, she can break demons she binds and rip apart her foes with terrible curses.

VALUES AND MOTIVATIONS

Born into madness and evil, Zaiden has known nothing other than the bloodlust and carnage her master demands. She sees herself as the mortal extension of Yeenoghu's will and exults in her status.

even if it is only imagined. She demands absolute obedience from her minions and is quick to kill any who disappoint her.

DISTINGUISHING FEATURES

Zaiden has a detached manner and a measure of self-control not found in most gnolls. When she's hard-pressed in combat, she reveals the beast within as she drools and barks with insane bloodlust. Ropes of her stinking spittle froth from her lips and broken teeth to spill onto her robes, darkening her already befouled vestments.

Zaiden		Level 20 Elite Controller (Leader)
Medium natural humanoid		XP 5,600
Initiative +14	Senses Perception +11; low-light vision	
Fear and Loathing aura 5; each enemy within the aura takes a -2 penalty to damage rolls.		
HP 364; Bloodied 182		
AC 34; Fortitude 33, Reflex 32, Will 34		
Resist 10 psychic		
Saving Throws +2		
Speed 8		
Action Points 1		
⊕ Cruel Barbs (standard; at-will) ♦ Weapon +25 vs. AC; 2d10 + 5 damage, and the target is dazed (save ends).		
⚡ Dark Utterance (standard; at-will) ♦ Fear, Psychic Close burst 6; targets enemies; +24 vs. Will; 4d6 + 6 psychic damage, and the target is pushed 5 squares. Miss: Half damage, and the target is pushed 2 squares.		
✦ Whirlwind of Teeth (standard; recharge [E]) Area burst 5 within 20; targets enemies; +24 vs. Reflex; 3d8 + 6 damage, and ongoing 10 damage (save ends).		
⚡ Yeenoghu's Claws (minor; encounter) Close burst 3; all allies in the burst gain a +2 bonus to attack rolls and damage rolls until the end of the encounter.		
Dark Portents (immediate reaction, when hit by an attack; recharges when first bloodied) Zaiden gains a +4 bonus to AC and all defenses until the end of her next turn.		
Alignment Chaotic evil		Languages Abyssal, Common
Skills Intimidate +21, Religion +17		
Str 20 (+15)	Dex 18 (+14)	Wis 13 (+11)
Con 14 (+12)	Int 15 (+12)	Cha 23 (+16)
Equipment flail		

USING THIS VILLAIN

Zaiden could be responsible for any number of plots and developments related to the Destroyer. She craves attention from her master and so she embarks on all sorts of depraved missions to catch Yeenoghu's eye. Although she doesn't want for power or influence, she has yet to receive a visitation from the demon lord, and until she does, she hatches more and more disgusting acts of utter depravity. One day, she's certain Yeenoghu will take her as his bride and she will rule by his side.

CROCOTTA

CROCOTTAS ARE UNIQUE TO YEENOGHU'S REALM, and they fill a niche similar to that of the hyena in the natural world. These beasts are scavengers that have a brutish cunning and an insatiable lust for killing.

DESCRIPTION

This predator blends the features of a wild boar and a hyena. Black-spotted brown fur covers its head. Large, brown, pitted tusks emerge from its canine jaw. The rest of its body is hairless and covered with hideous, crusty sores. It has a long, ratlike tail.

Crocotta		Level 9 Skirmisher
Medium elemental beast (demon)		XP 400
Initiative +9	Senses Perception +11; darkvision	
HP 94; Bloodied 47		
AC 23; Fortitude 22, Reflex 21, Will 20		
Resist 5 variable (1/encounter)		
Speed 8		
Ⓛ Gore (standard; at-will)		
+14 vs. AC; 2d6 + 4 damage.		
Ⓛ Haunting Laughter (standard; encounter) ♦ Fear, Psychic		
Close burst 3; +12 vs. Will; 2d10 + 6 damage, and the crocotta slides the target 1 square. Miss: The crocotta slides the target 1 square.		
Ⓛ Morphic Visage (minor; recharge Ⓜ; Ⓜ; Ⓜ) ♦ Illusion		
Close blast 3; +12 vs. Will; the target grants combat advantage to the crocotta until the end of the crocotta's next turn.		
Craven (immediate reaction, when targeted by a power with the fear keyword; at-will)		
Whenever a crocotta is the target of an attack with the fear keyword, it shifts 4 squares away from the source of the attack.		
Feint		
If a crocotta shifts at least 1 square during its turn, its melee attacks deal 1d6 extra damage.		
Alignment Chaotic evil		Languages –
Skills Stealth +12		
Str 19 (+8)	Dex 17 (+7)	Wis 15 (+6)
Con 14 (+6)	Int 5 (+1)	Cha 11 (+4)

CROCOTTA TACTICS

Crocottas use pack tactics when hunting their prey. They then use *haunting laughter* to put their opponent into harm's way, slashing with their vicious tusks, only to dart away if their foe returns with an attack of its own. The sound of their queer laughter causes the target to move unbidden, so each crocotta has a chance to tear into the enemy before closing in for the kill.

CROCOTTA LORE

Arcana DC 15: Crocottas are demons of the Abyss found throughout Yeenoghu's Realm. There, they hunt escaped slaves and explorers alike, killing whatever they encounter.

Arcana DC 20: The crocotta is a perverse reflection of the natural hyena and employs many of the same tactics. These demons possess a curious bark that sounds like disturbed laughter. Those who hear it move against their will. In addition, crocottas can also twist their features in grotesque forms to shock and frighten their foes.

Arcana DC 25: Crocottas are natural cowards and flee any kind of stiff resistance. However, driving off a pack of crocottas doesn't mean that they've given up. Their hunger and hatred win out over their fear, and they are sure to return until their victim is dead.

ENCOUNTER GROUPS

Most crocottas operate in small packs. A few demons can break them of their natural independence and use them as guardians and warriors.

Level 9 Encounter (XP 1,950)

- ♦ 1 gnoll demonic scourge (level 8 brute, MM 132)
- ♦ 4 crocottas (level 9 skirmisher)

Level 11 Encounter (XP 3,000)

- ♦ 1 mezzodemon (level 11 soldier, MM 58)
- ♦ 6 crocottas (level 9 skirmisher)



YEENOGHU'S REALM

Yeenoghu's Realm is a dire place that has all the nastiest elements of the Abyss combined into one region of depthless evil, cruelty, and wanton destruction. For all the creatures dwelling in the Realm, the layer feels empty. Great stretches of savannah lay undisturbed except for the hot wind blowing from the Curseswallow to the east. The mountains are still and quiet until pierced by the occasional shriek of the dying. Even in the vibrant forest of the Seeping Woods,

BEHIND THE CURTAIN: OLD AND NEW

Yeenoghu's been around for a long time, so this article stands on the shoulders of many other writers who tackled the challenge of defining the demon lord and his place in the game. I definitely wanted to leave my own stamp on the Prince of Gnolls, but I was mindful of what has come before. Where possible, I wanted to preserve the best ideas. Unless there's a significant shift in the story, a new edition doesn't make a brilliant stroke any less brilliant, and by honoring the past, you show your respect for the canon and lore.

In my research for this article, I found plenty to mine from books that go all the way back to the beginning of the game, and I was amazed by how much Yeenoghu's fortunes have fallen since his appearance in the first *Monster Manual*. I cover this in pretty good detail in the "Yeenoghu and D&D" sidebar, and it wasn't too tough to combine the sometimes-contradictory elements into a complete story that would work with the game's points-of-light setting.

D&D lore has Yeenoghu on the losing side more often than not. The resentment such constant defeat would undoubtedly create became central to the character's psychology. Yeenoghu had his butt kicked by both Baphomet and Orcus, so he's not about to push his luck and lose his layer of the Abyss completely by mounting another invasion. Instead, the Ruler of Ruin is all about ascendancy, circumventing the normal way of things in the Abyss by taking a hand in the mortal world, seducing and corrupting the gnolls and becoming their god (so to speak). Furthermore, keeping Yeenoghu's gaze fixed squarely on the mortal world echoes what Carl Sargent did in *Monster Mythology*, where he made the "ta'nari" lord a usurper god, thus keeping the Demon Prince in the canon as master over the gnolls, while keeping his demonic origins buried (as 2nd Edition was wont to do).

—Robert J. Schwalb

nothing stirs. At night, the layer comes alive, when the hunters emerge from hidden grottos and filthy encampments. The screams of the slain, wet tearing noises, and the grunts and clashes of combat sound out, and the layer is pregnant with the coppery smell of spilled blood.

Yeenoghu's Realm consists of five broad regions, and all are more or less ruled by the Destroyer. By far the largest is the Dun Savannah, an endless sea of dead grasses punctuated with isolated stands of gnarled trees and dimpled with pools of brackish water. Here the gnolls run the wildest.

The savannah extends north to the foothills of the Screaming Peaks, a jagged range of mountains clawing at the leprous skies. Little more than sharp rocks, slides, and scree, the mountains were once home to the realm controlled by the King of Ghouls. Even in his absence, it remains a dangerous place due to the undead dwelling here still.

The mountains give way to a great expanse of salt-wastes stretching as far as the eye can see. Little lives in these lands, though packs of ravenous ghouls or twisted demonic constructs can survive in these inhospitable wastes. Rumors hold that this barren landscape marks the fall of a powerful champion of the gods. In the deepest depths, in a black sea of death, rest the remains of the murdered champion and the salt of the lands are in fact the dried tears of the deities who mourned his passing.

The eastern extent of Yeenoghu's Realm is a yellow sea known as the Curseswallow. Since the waters are poisonous, few gnolls roam its shores and many, in fact, keep their distance because all sorts of terrible creatures lurk just beneath the surface of the ochre water. The Curseswallow is a haven of sorts for those who escape the Beast of Butchery. Flotillas of refugees, exiles, and rebels sail the seas. Foremost of these fleets is the one commanded by the Cannibal King, a ruthless human rogue who captains the *Harvester*. He and his crew press-gang sailors to replace their fallen comrades and to serve as food for when their stores grow thin. The Cannibal King seems content to remain on the Curseswallow, but when he does brave the deeper waters, his fleet returns swollen with a fresh crop of rotting hulks choked with depraved sailors.

Finally, to the west lies the Seeping Woods. By many accounts, this forest is infinite and spreads beyond Yeenoghu's layer. Here, the gnarled trees grow tall, blotting out the sun with a tangled canopy of vines and yellow leaves. The splitting bark drips green sap stinking of rot. Crawling through the shadows are armies of toxic insects, slithering serpents, and poisonous plants. The Seeping Woods is nominally under the control of Yeenoghu, but the Destroyer has had little luck in maintaining a presence here because the forest rebels at intrusions and gobbles up those who linger overlong.

Yeenoghu's Realm is mostly untamed and savage wilderness, but a few settlements have survived in spite of the near-constant violence. Tiny logging settlements are scattered throughout the Seeping Woods, each harvesting wood and other materials to supply Yeenoghu's war machine. These encampments never last for long and vanish soon after they are first established. The cost in terms of life and labor is high, but as the sole source of timber on the layer, new settlements arise each month.

Three permanent cities are also in Yeenoghu's Realm. Least of these is Vujak-Riln. A small city compared to the others, it serves as a mustering place to mount new expeditions into the Seeping Woods. Gnoll and demon overseers round up "volunteers" and dispatch them into the forest armed with axes and dire threats. As long as timber comes out of the woods, their masters care nothing for what goes on in these darkened lands.

Vujak-Sesco controls the northern extent of the realm. Behind its 300-foot-tall walls, gnolls, humans, and a bevy of other races toil for Yeenoghu, mining the mountains for iron and other metals with which they fashion the weapons of war. Corpses litter the streets, left where they are fallen to be worried by the jackals and hyenas brazenly stalking the streets.

Vujak-Kesk is the seat of Yeenoghu's cult. Here, his most fervid followers gather to perform awful rites and ceremonies in the name of their master. In the blood pits, new champions are pitted against blooded gnolls, ogres, and others, so that the weak are winnowed out and the strong are tempered. Vujak-Kesk is also the point where Yeenoghu gathers his armies to march through the western Gathering Gate, a strange anomaly tying the Realm to numerous other worlds and planes.

Yeenoghu disdains these cities, preferring instead to relax in the stinking throne room of his rolling fortress. Over 600 feet tall, ringed by a half-dozen walls, and packed with buildings separated by tiny, narrow streets, the entire structure weeps blood, and effluvia from its gutters and a pall of smoke swirl about it. Demons and slaves labor to pull the monstrosity, while vrockcs circle above, cackling as they drop to feast on those crushed beneath its wheels. The fortress makes a circuit through the plane each year to remind the denizens of the realm just who rules here.





CREATURE INCARNATIONS: KOBOLDS

by Mike Mearls

SHIFTY LITTLE BUGGERS!

The kobold's shifty ability might not seem too useful at first, but after running a few games you should start to notice its utility. Shifting twice in one round is a powerful tool, especially in close quarters. In addition, keep in mind that shifting as a minor action is essentially a +1 bonus to speed. A kobold can move up to its full speed and then shift into an attack position.

Kobolds should almost always use one or two shifts to move into a flanking position. They remain in place only if they absolutely must stand their ground, such as to protect a spellcaster from harm.

Wizards and paladins hate fighting kobolds. A kobold under the effects of *paladin's challenge* can attack the paladin, shift, and then move away, forcing the paladin to chase the kobold or allow his *challenge* to end.

Wizards have a hard time targeting kobolds with area spells, as they can shift around fighters and slip into the party's midst. Kobold minions, in particular, should use *shifty* to move apart, only bunching up when they can ensure that any area attack also includes a player character.

TRAPS AND TERRAIN

Kobolds build their lairs to help repel attackers. They love small, cramped spaces that force their enemies to split up or stumble directly into the traps they set. Here are ten common kobold tactics:

1. Narrow Passages, Wide Rooms: Kobolds like 5-foot-wide corridors because they force intruders to bunch up and make it hard to avoid traps. On the other hand, wide rooms allow the more numerous kobolds to surround characters.

2. Aim High: Kobolds prefer to build traps that they can ignore, such as scything blades that whistle harmless over a Small creature's head, but impale Medium or larger foes. Kobolds don't build all their traps this way, as they are useless against gnomes and halflings, but they prefer them in cramped areas or places where the kobolds expect to stand and fight.

3. Secret Doors: Kobolds love secret doors, especially ones in odd places. They don't mind crawling through hidden passages, and they like building entrances and exits in the ceiling or at the base or the top of a wall.

4. Small Doors: A door sized for a Small creature slows down bigger foes, as do gates with bars far enough apart for Small creatures to move through, but too narrow for bigger ones. Treat these doors as difficult terrain for Medium or bigger foes; the gates require actions (to bend bars or open doors) or force Medium creatures to squeeze through them. The best part about such areas is that kobolds can use *shifty* to slip through them, while enemies waste their precious actions.

5. Delayed Traps: Many kobold trapsmiths build snares with a safety switch. Until the switch is pulled, the trap remains deactivated. Kobolds like to use spy holes to watch a party move through a room, then activate the traps behind them. When the characters move through the "safe" area, the traps activate.

6. Arrow Slits: Kobolds like nothing more than a one-sided fight. They sow their lairs with holes through which they can fire arrows or crossbow bolts from the safety of the opposite side of a wall.

7. Escape Routes: Kobolds live by the maxim that an embarrassing retreat is better than a noble death. They riddle their lairs with secret passages for quick escapes, and it is the rare kobold chief who doesn't have a well-rehearsed escape plan handy.

8. Secrecy is a Shield: In dungeon environments where kobolds must compete with bigger monsters, they prefer to keep the exact location of their lair secret. Kobolds prefer to protect important rooms in their complexes with secret doors, trapdoors, and other hidden passages. When faced with a tough foe, they hide rather than fight.

9. Ambush: Kobolds attack with surprise whenever possible. They like to leave distractions that lure the unwary into traps and ambushes, like small piles of coins, shiny rocks and gems, or weird statues and other features.

10. Guerrilla Tactics: Fight, run, and fight some more are the basic principles of kobold tactics. *Shifty* allows them to attack, shift, and run, a combination kobolds love to use to lure enemies into traps and ambushes. Kobolds hate decisive, drag-out brawls. Instead, they nip away at the foe and fight to the death only when cornered.

The Kobold Victory Chart

Kobolds are prone to victorious outbursts when they finally defeat a foe. When a kobold reduces a character to zero or fewer hit points, roll a d20 and consult the following table if you want to inject some random craziness into your game:

1-10. No effect.

The kobold lacks the imagination to do anything interesting. It might chitter or giggle, but it really doesn't know what to do when it defeats something.

11. Kill things, take their stuff!

The kobold picks an item off the fallen adventurer as its trophy. It spends a minor action next round dancing in celebration before running off to hide its treasure.

12. Ask not what you can do for the tribe!

The kobold spends a round standing on the fallen adventurer's body, delivering a victory speech. All kobolds within 5 squares heal 5 hit points.

13. I attribute my success solely to luck!

The kobold immediately hides in its victim's backpack or under his or her unconscious/dead form.

14. Whoa! That's never happened before!

The kobold is stunned until the end of its next turn, shocked by its own success.

15. Come get some!

The kobold spends a round taunting the nearest PC.

16. Victory!

The kobold lets out an inspiring whoop that grants all kobolds within 5 squares +1 on attacks for the rest of the fight.

17. You're next!

The kobold gains an action point.

18. This will only anger them!

The kobold drops its weapon and runs away in fear of retribution. It comes back to the fight in 1d4 rounds.

19. I'm only getting started!

The kobold regains hit points up to its bloodied value if bloodied, or up to its maximum value if it is not bloodied.

20. FEAR ME!

The kobold gains +2 to attack rolls and damage rolls and +1 to all defenses until the end of the encounter.

Kobold Chieftain Level 5 Soldier (Leader)
Medium natural humanoid XP 200

Initiative +5 **Senses** Perception +8; darkvision
HP 65; **Bloodied** 32
AC 21; **Fortitude** 18, **Reflex** 15, **Will** 17; see also *trap sense*
Speed 5

⚔ **Battle Axe** (standard; at-will) ♦ **Weapon**
+12 vs. AC; 1d8 + 5, and the target is marked until the end of the chieftain's next turn.

⚡ **Fight On, You Slugs!** (minor; recharge [2])
Close burst 2; each kobold ally in the burst gains a +4 bonus to its next attack roll.

⚔ **Knee Splitter** (standard; encounter) ♦ **Weapon**
+12 vs. AC; 2d8 + 5 damage, and the target is immobilized (save ends). *Aftersave*: The target is slowed (save ends).

⚡ **Cheap Shot** (minor; recharge [2])
+10 vs. Fortitude; 1d8 damage, and the target is stunned (save ends).

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Trap Sense
A kobold gains a +2 bonus to all defenses against traps.

Alignment Evil **Languages** Common, Draconic
Skills Diplomacy +10, Intimidate +10

Str 18 (+6) **Dex** 13 (+3) **Wis** 12 (+3)
Con 17 (+5) **Int** 12 (+3) **Cha** 17 (+5)

Equipment plate armor, battleaxe, sling

KOBOLD CHIEFTAIN TACTICS

Occasionally, a kobold is born who grows to an astounding height for his folk. These specimens invariably become chieftains, combining a kobold's

low cunning with the strength and toughness of a dwarf. In combat, a chieftain fights dirty. He makes low blows and does whatever it takes to win. Chieftains lead from the front, but they are never shy about using *shifty* combined with a double move to escape a difficult situation.

KOBOLD WILD MAGE TACTICS

Kobold wild mages practice a dangerous, rudimentary form of arcane magic taught to them in ages past by their dragon masters. The kobolds received incomplete training, and their dangerous, arcane techniques still survive to this day. While kobolds can and do train as wizards, warlocks, and other casters, some kobolds see the use of wild magic as a badge of honor. The risks they take, and the power they wield, draw the respect of the tribe.

In combat, kobold wild mages use a simple strategy. They stand behind their allies and blast away with their *wild magic* attack, pouring energy into their enemies in an effort to overwhelm them with raw power. Wild mages pay particular attention to enemy wizards and other casters.

In battle, wild mages surge with arcane power. It rumbles just beneath their skin, and sometimes manifests as belches of fire from their mouths, miniature lightning strokes from their eyes, or a patina of frost beneath their feet. They are jumpy, easily startled, and prone to stuttering, mild seizures, and random muscle spasms.

(Left to right) kobold rat master, vermin handler, and wild mage



Kobold Wild Mage **Level 5 Controller**

Small natural humanoid

XP 200

Initiative +4 **Senses** Perception +4; darkvision
HP 62; **Bloodied** 31; see also *wild blast*
AC 17; **Fortitude** 16, **Reflex** 17, **Will** 18; see also *trap sense*
Speed 6

⊕ **Dagger** (standard; at-will) ♦ **Weapon**
 +7 vs. AC; 1d4 + 2 damage.

⊙ **Wild Surge** (standard; at-will) ♦ **Implement**
 Ranged 10; +9 vs. Reflex; 1d6 + 4 damage, and the wild mage slides the target 2 squares.

↗ **Wild Magic** (standard; at-will) ♦ **Implement; Varies**
 Ranged 10; +9 vs. Reflex; on a hit, roll a d4 to determine the effect:
 1—**Flame Bolt (Fire)**: 1d8 + 4 fire damage, and ongoing 5 fire damage (save ends).
 2—**Frost Bolt (Cold)**: 1d6 + 4 cold damage, and the target is immobilized (save ends).
 3—**Lightning Arc (Lightning)**: 1d8 + 4 lightning damage, and the target is dazed (save ends).
 4—**Venom Bolt (Poison)**: 1d6 + 4 poison damage, and the target takes ongoing 5 poison damage and is slowed (save ends both).

Wild Teleport (immediate reaction, when the wild mage is damaged; encounter) ♦ **Teleportation**
 The kobold wild mage teleports 1d6 squares.

↖ **Wild Blast** (when reduced to 0 hit points)
 Close burst 2; +10 vs. Reflex; 2d6 + 4 fire, cold, and lightning damage.

Shifty (minor; at-will)

A kobold can shift 1 square as a minor action.

Trap Sense

A kobold gains a +2 bonus to all defenses against traps.

Alignment Evil **Languages** Draconic

Skills Arcana +10, Stealth +11

Str 11 (+2) **Dex** 15 (+4) **Wis** 15 (+4)

Con 14 (+4) **Int** 16 (+5) **Cha** 16 (+5)

Equipment dagger, wand, robes

Kobold Pike **Level 2 Brute**

Small natural humanoid

XP 125

Initiative +2 **Senses** Perception +7; darkvision
HP 42; **Bloodied** 21
AC 15; **Fortitude** 15, **Reflex** 14, **Will** 14; see also *trap sense*
Speed 6

⊕ **Kobold Pike** (standard; at-will) ♦ **Weapon**
 +5 vs. AC; 1d10 + 3 damage.

Piker Tactics

If a piker readies an action to make a basic melee attack against a foe that enters a square adjacent to it, it gains +4 to damage rolls on that attack.

† **Warding Strike** (standard; recharge [⊕][⊕]) ♦ **Weapon**
 +5 vs. Fortitude, with a +1 bonus per ally adjacent to the target; 1d10 + 3 damage, and the target is pushed 1 square.

Shifty (minor; at-will)

A kobold can shift 1 square as a minor action.

Trap Sense

A kobold gains a +2 bonus to all defenses against traps.

Alignment Evil **Languages** Draconic

Skills Athletics +8, Stealth +9

Str 15 (+3) **Dex** 13 (+2) **Wis** 12 (+2)

Con 12 (+2) **Int** 7 (-1) **Cha** 10 (+1)

Equipment hide armor, pike

KOBOLD PIKER TACTICS

Pikers are the biggest and dumbest kobolds, the ones willing to man the front line against an invading force. While pikers are dull for their kind, they still possess the low cunning typical of all kobolds.

Pikers form a rough line to block their opponents' advance. They prefer to ready an attack to skewer a foe who draws near, using their strength and the foe's momentum to stab him with a deadly attack. Once a piker is engaged by a foe, it uses *shifty* to move back 2 squares and then readies an action to make a basic attack against a foe that draws near. While the kobolds slowly yield ground to their advancing enemies, their *piker tactics* ability allows them to slowly and steadily wear down the enemies' strength.

A piker saves its *warding strike* ability as a last resort measure. As the pikers fall back, they eventually must stand their ground. *Warding strike* allows them to push their foes away, either creating a gap in the enemy formation that they can shift through or buying a moment to run away.

Pikers make deadly use of traps by attacking and falling back, luring enemies ahead to step on pressure plates, trip wires, and other triggers. *Warding strike* also lets them slam a foe into a trap.

Kobold Spiker **Level 3 Controller**

Small natural humanoid

XP 150

Initiative +4 **Senses** Perception +3; darkvision
HP 44; **Bloodied** 22
AC 17; **Fortitude** 14, **Reflex** 15, **Will** 14; see also *trap sense*
Speed 6

⊕ **Short Sword** (standard; at-will) ♦ **Weapon**
 +7 vs. AC; 1d6 + 3 damage.

⊙ **Sling** (standard; at-will) ♦ **Weapon**
 Ranged 10/20; +7 vs. AC; 1d6 + 3 damage.

↖ **Foot Spikes** (minor; encounter) ♦ **Trap**

As a minor action, a kobold spiker can drop caltrops in an adjacent square. Whenever any Medium or larger creature enters a square containing caltrops, the caltrops make the following attack: +10 vs. Reflex; 2d4 + 4 damage, and the target is slowed (save ends). Once caltrops hit with an attack, they are crushed and destroyed. A spiker carries enough caltrops to fill 1 square.

↗ **Knee Shot** (standard; at-will) ♦ **Weapon**

Ranged 10/20; +7 vs. AC; 1d6 + 3 damage, and the target is pushed 1 square. If a creature is attacked by a trap due to this forced movement, the creature grants combat advantage to the trap.

Shifty (minor; at-will)

A kobold can shift 1 square as a minor action.

Trap Sense

A kobold gains a +2 bonus to all defenses against traps.

Alignment Evil **Languages** Draconic

Skills Dungeoneering +8, Stealth +11, Thievery +11

Str 11 (+1) **Dex** 16 (+4) **Wis** 14 (+3)

Con 12 (+2) **Int** 11 (+1) **Cha** 11 (+1)

Equipment leather armor, sling, short sword, foot spikes (caltrops)

KOBOLD SPIKER TACTICS

Kobold spikers are expert trapsmiths and tinkers. They help construct the snares, deadfalls, and other traps that ring a kobold lair, and in combat they use foot spikes—small, improvised traps, to force their enemies into their traps or block a foe's advance.

Spikers are so named for the foot spikes they carry, wood and stone caltrops that shatter when a creature steps on them. Spikers scatter these on the floor before an advancing enemy before dodging back behind a line of waiting pikers. The foot spikes force an enemy to make a difficult choice: either risk a hobbling attack from the spikes or gamble on whether the open path through the spikes is riddled with traps.

After spikers drop their foot spikes, they use carefully aimed shots from their slings to knock foes backward into their traps. Through careful timing, good aim, and a near intuitive sense of how traps work, a spiker leaves his opponent vulnerable to a trap's subsequent attack.

Kobold Vermin Handler		Level 3 Artillery
Small natural humanoid		XP 150
Initiative +4	Senses Perception +2; darkvision	
HP 38; Bloodied 19		
AC 16; Fortitude 13, Reflex 14, Will 13; see also <i>trap sense</i>		
Speed 6		
⊕ Hand Axe (standard; at-will) ♦ Weapon	+7 vs. AC; 1d6 + 3 damage.	
⊕ Sling (standard; at-will) ♦ Weapon	Range 10/20; +10 vs. AC; 2d6 + 3 damage.	
↗ Vermin Cage (standard; encounter) ♦ Poison, Weapon	Range 5; +8 vs. Reflex; 1d8 + 2 damage, and the target takes ongoing 5 poison damage and is dazed (save ends both). Miss: Half damage, and the target takes ongoing 2 poison damage and is slowed (save ends both).	
Shifty (minor; at-will) A kobold can shift 1 square as a minor action.		
Trap Sense A kobold gains a +2 bonus to all defenses against traps.		
Alignment Evil	Languages Draconic	
Skills Acrobatics +9, Stealth +11, Thievery +11		
Str 11 (+1)	Dex 17 (+4)	Wis 12 (+2)
Con 14 (+3)	Int 10 (+1)	Cha 10 (+1)
Equipment leather armor, hand axe, sling, vermin cage		

KOBOLD VERMIN HANDLER TACTICS

A kobold vermin handler tends to the tribe's insect pets and herd animals. Some kobold tribes raise beetles, spiders, and scorpions as food. The vermin handlers provide these vermin with food, take care of their nests, and harvest them to feed the tribe.

The vermin handlers spend almost all their time with their charges. While other creatures would face a multitude of poisonous bites from these creatures, vermin handlers can handle them with ease.

When the tribe faces a threat, the vermin handlers gather the most poisonous of their charges, load them into rickety, wooden cages, and rush to the front lines of the battle. In combat, the vermin handlers hurl these cages at their enemies. The cage splinters on impact, covering the target in a small swarm of angry, biting insects.

After throwing their cages, the handlers fall back to fire their slings. They have excellent aim because they practice by shooting fleeing insects out of the air, allowing them to land deadly shots.

Kobold Rat Master		Level 4 Elite Soldier
Small natural humanoid		XP 350
Initiative +6	Senses Perception +3; darkvision	
Rat Horde aura 1; each enemy that begins its turns within the aura takes 5 damage. Enemies treat squares in the aura as difficult terrain. See also <i>devouring horde</i> .		
HP 114; Bloodied 57		
AC 20; Fortitude 18, Reflex 17, Will 16; see also <i>trap sense</i>		
Speed 6		
⊕ Whip (standard; at-will) ♦ Weapon	Reach 2; +11 vs. AC; 1d4 + 2 damage, and the target is pulled 1 square.	
↖ Gnawing Rats (standard; at-will)	Close burst 2; +9 vs. Fortitude; 1d6 + 2 damage and ongoing 5 damage (save ends). See also <i>devouring horde</i> .	
↗ Devouring Horde (standard; encounter)	Ranged 5; +9 vs. Fortitude; 1d6 + 3 damage, and the target is stunned (save ends); until the target saves, the rat master loses its <i>rat horde</i> aura and the use of its <i>gnawing rats</i> attack.	
↖ Rat Frenzy (standard; encounter)	Close burst 1; +9 vs. Reflex; 2d6 + 3 damage.	
Shifty (minor; at-will) A kobold can shift 1 square as a minor action.		
Trap Sense A kobold gains a +2 bonus to all defenses against traps.		
Alignment Evil	Languages Draconic	
Skills Nature +8		
Str 14 (+4)	Dex 15 (+4)	Wis 12 (+3)
Con 17 (+5)	Int 12 (+3)	Cha 13 (+3)
Equipment hide armor, whip		

KOBOLD RAT MASTER TACTICS

The rat master is one of the most respected and powerful kobolds within a clan. Many tribes keep dire rats as a combination of war beasts, pack animals, and food source. The strongest rats fight alongside the clan, while the weakest and sickliest are destined for the butcher's chopping block.

Rat masters are continually surround by a swarm of small, ferocious rats. These vermin crawl over the rat master and attack the master's enemies. They are a sea of gnawing teeth around the master, devouring his enemies at his command.

Rat masters rely on the damage inflicted by their auras to bring down their enemies. In particular, they use *shifty* to slip between their enemies. Once a rat master engages the enemy, it shifts twice per turn using two minor actions.

Kobold Horde		Level 6 Skirmisher	
Medium natural humanoid (swarm)		XP 250	
Initiative +6	Senses Perception +2; darkvision		
HP 67; Bloodied 33			
AC 19; Fortitude 18, Reflex 18, Will 16; see also <i>trap sense</i>			
Resist half damage from melee and ranged attacks;			
Vulnerable 10 against close and area attacks			
Speed 6			
⚔ Horde of Knives (standard; at-will) ♦ Weapon			
+11 vs. AC; 1d8 + 5 damage.			
⚡ Overwhelming Surge (standard; recharge ☞ ☞) ♦ Weapon			
Close burst 1; +9 vs. Fortitude; 1d8 + 5 damage, and the target is knocked prone.			
⚔ Swarm the Fallen (minor; recharge ☞ ☞) ♦ Weapon			
Targets prone enemies; +13 vs. AC; 1d10 + 6 damage.			
Shifty (minor; at-will)			
A kobold can shift 1 square as a minor action.			
Trap Sense			
A kobold gains a +2 bonus to all defenses against traps.			
Alignment Evil		Languages Draconic	
Skills Stealth +9			
Str 13 (+4)	Dex 13 (+4)	Wis 9 (+2)	
Con 11 (+3)	Int 7 (+1)	Cha 8 (+2)	
Equipment daggers			

KOBOLD HORDE TACTICS

A kobold horde is a tightly packed mob of kobolds whipped into a frenzy and unleashed against the enemy. Sometimes, the common laborers within a tribe mob together in a desperate, panicked attempt to overwhelm the enemy. Other times, a hobgoblin warlord gathers kobold prisoners together, starves them half to death, and then unleashes the desperate mob on the enemy.

Kobold hordes fight with simple tactics. They use the weight of their numbers to pull an enemy to the ground and rend him or her to death with their knives and claws. Their *shifty* ability makes them particularly deadly, as they can slip through defensive lines to surround and slay individual warriors.

Kobold War Priest		Level 5 Controller	
Small natural humanoid		XP 200	
Initiative +3	Senses Perception +5; darkvision		
HP 65; Bloodied 32			
AC 19; Fortitude 18, Reflex 16, Will 19; see also <i>trap sense</i>			
Speed 5			
⚔ Mace (standard; at-will) ♦ Weapon			
+10 vs. AC; 1d6 + 5 damage.			
☞ Venomous Sting (standard; at-will) ♦ Implement, Poison			
Range 5; +9 vs. Fortitude; 1d6 + 2 poison damage and ongoing 5 poison damage (save ends).			
⚡ Surge of Terror (standard; recharge ☞ ☞) ♦ Fear, Implement			
Close burst 2; +9 vs. Will; 1d6 + 2 psychic damage, and the target is pushed 3 squares and dazed (save ends).			
☞ Devouring Stone (standard; encounter) ♦ Implement			
Ranged 10; +9 vs. Reflex; 2d6 + 3 damage, and the target is immobilized (save ends). Each time the target fails to save against this effect, it takes 1d6 damage.			
Shifty (minor; at-will)			
A kobold can shift 1 square as a minor action.			
Trap Sense			
A kobold gains a +2 bonus to all defenses against traps.			
Alignment Evil		Languages Common, Draconic	
Skills Intimidate +10, Religion +10			
Str 14 (+5)	Dex 13 (+3)	Wis 17 (+5)	
Con 17 (+6)	Int 14 (+4)	Cha 16 (+5)	
Equipment scale armor, mace, holy symbol			

KOBOLD WAR PRIEST TACTICS

War priests lead the faithful into battle. They advise kobold chieftains, sometimes even rising to that position themselves. In battle, they lurk just behind the ranks of kobold warriors, using their *surge of terror* and *devouring stone* spells to isolate the enemy and allow the tribe to surround and slay adventurers one by one.



THE ASHEN COVENANT

by Ari Marmell

The majority of cults dedicated to Orcus are, in a way, predictable evils. They seek destruction for its own sake, they collect innocent blood to slake their lord's thirst, and they possess his hatred for all life. Horrible, yes. Vile, absolutely. But these are localized evils, which are manageable in their own way. Once such a hidden cult has been unearthed, their goals and their methods can be anticipated. Others among the Prince of the Undead's cults are not so predictable, nor randomly wanton, in their violence. Focused and driven, they spread pain, violence, and undeath not out of sheer joy of carnage, but for purposes far darker. Of these, one of the worst is dubbed the Ashen Covenant.

Spearheaded by the zealous Elder Arantham, the Ashen Covenant is not a sect unto itself, but a movement growing in numbers throughout Orcus's cults. Followers of the Covenant—also called Grave-Speakers, Ash-Bearers, and Disciples of the Hollowed Grave—are driven by a single goal: to aid the ascension of their prince to the throne of the Raven Queen, and to help him gain sovereignty over all dead souls.

Through ancient magic and theologies, the Ashen Covenant seeks to fundamentally change the cycle of life. Undeath will no longer be an abomination, requiring the working of terrible necromancies, but the natural consequence of life. *Everyone* who dies will rise once more into a shambling undead existence. Orcus will supplant the Raven Queen because undeath will have supplanted death.

HISTORY OF THE COVENANT

Little is known about Elder Arantham, founder of the Ashen Covenant movement. His followers know he was once a high priest in Bahamut's Church, and that he turned to Orcus after a crisis of faith, but beyond that, none can say.

BLESSED OF ORCUS

Elder Arantham's notoriety began when he set out to uncover a copy of the ancient ritual that transforms apostate priests into foul undead creatures called huecuvras. In a ceremony witnessed by his fellow cultists, Arantham shed the last of his humanity—and, as he proclaimed, “the last lingering stench of my prior misguided beliefs.” Word of the priest's zealous embrace of undeath spread in whispers and hidden messages throughout Orcus's sects, and his cult swelled with new worshipers, their souls stirred by Elder Arantham's powerful sermons on Orcus's dark glory.

It was then that Arantham began first to focus his sermons less on Orcus and undeath in general, and more on the notion of Orcus's eventual and inevitable rise to the Raven Queen's throne—though he pursued the issue with less fervor than he would later display as part of the Ashen Covenant movement. Yet his ascension to undeath was the first of Arantham's tributes to the Blood Lord. As his cult grew, the foul huecuva returned to the temple of Bahamut where he once served. There, in a bloodbath of mythic proportions, he not only massacred the entire priesthood but also raised them as shambling zombies, whom he then set loose upon the surrounding city.

Arantham's following tripled within the year. However, his efforts drew down the wrath of the city government and various religious orders, which put aside their differences to hunt the destroyer of Bahamut's temple. Several of Arantham's followers were captured, but none revealed their hidden shrine or the identity of their leader.

Arantham's actions also drew the attention of Holchwier, an undead glabrezu and exarch of Orcus. Appearing in a burst of fire before Arantham's cultists, Holchwier berated the priest, insisting that his activities were too overt and too great a threat to the survival of what was supposed to be a *hidden* cult.

Elder Arantham listened quietly and then, calm and polite as ever, invited the exarch to discuss the situation in a more private setting.

None can say what occurred behind those closed doors. And every cultist present watched, eyes wide, as Elder Arantham emerged from the meeting, his desiccated fingers coated in demonic blood. Holchwier, he proclaimed loudly, was a coward, unfit

to serve the Prince of the Undead—and he, Elder Arantham, would take Holchwier's place as exarch.

The cultists waited for the wrath of Orcus to strike down their leader. When it never came, the notoriety of Elder Arantham, self-proclaimed exarch, grew further still, as did the size of his following.

BEHIND THE CURTAIN: DEMONIC SCHEMES

You know, it's funny. I like Orcus, as a DM; I always have. But there have always been fiends I like better. Demogorgon, Anthraxus, Juiblex, and Mephistopheles, for example, if we go all the way back to 1st Edition; or Dagon and Obox-Ob, from 3E. Yet despite that fact, I've always found it easier to come up with plots and adventures that involve Orcus than any of the others.

I'm not entirely certain why that is, but I suspect it has to do with goals. As far back as 2nd Edition, if not earlier, Orcus has always had some pretty clearly defined goals, for a demon, and they've usually involved ascending to divinity in some form or another.

So when 4th Edition came along, and I saw that one of Orcus's goals was to overthrow the Raven Queen and take her throne as the god of death, the wheels began turning pretty quickly.

The first questions it sparked in my mind were these. First, just how would Orcus go about arranging this? Somehow, just facing off against a major goddess in the boxing ring didn't really seem likely. What sorts of complex and intricate schemes would go into something as major as replacing the Raven Queen?

And second, just what sorts of sickos (albeit powerful sickos) would be interested in helping him accomplish this? What would they gain out of it, and how could they assist? It was those thoughts that first put me on the path that ended with the creation of the Ashen Covenant.

—Ari Marmell

THE COVENANT IS BORN

Having received inspiration from Orcus in dreams that came to him in the dark of night—despite the fact that undead do not sleep—Elder Arantham redoubled his focus on aiding the demon's ascent to the Raven Queen's throne. He preached long and eloquently about every worshiper's duty to aid in that goal, and he claimed that this should become the defining effort of all Orcus's cults.

Naturally, when word reached them, the leaders of other cults disagreed. But many of their followers were convinced, enough for Arantham's ideals to become the basis of a movement that would spread throughout the cults of Orcus. This was the birth of the Ashen Covenant—a compact, Arantham claimed, between Orcus and his followers that would change the natural order of the world.

THE COMING SCHISMS

Today, the Ashen Covenant is one of the largest unified movements among Orcus's worshipers. It still lacks sufficient cohesion to break off into its own global sect—partly because its members are geographically scattered between the various cults, and partly because the various factions within the movement cannot agree on how best to accomplish their goals. But as more worshipers flock to Arantham's words, placing adherence to his teachings over loyalty to their own cult leaders, it can only be a matter of time before the Ashen Covenant becomes a world-spanning entity all its own.

Yet even as it borders on independence, the Covenant faces a potential schism of its own. The undead warlord Mauglurien, leader of the Ebon Riders, has grown dissatisfied with Elder Arantham's leadership. Though not so powerful or charismatic as the huecuva, the death knight has followers of his own—and as his philosophies gain more support, his faction grows ever nearer the day when it must split from the Ashen Covenant. When that happens, none can say if the differences between the two factions will erupt in sectarian warfare—but given the chaotic and bloodthirsty nature of those involved, it seems likely indeed.

THE COVENANT'S GOALS

The Covenant seeks to elevate Orcus to the Raven Queen's throne by changing the natural order of the world itself. In Elder Arantham's vision, undeath is the natural end to life. All creatures that die would rise again—not due to necromantic rituals, or planar conjunction with the Shadowfell, but naturally.

It's a lofty goal, if a demented one, and not easy to achieve. In fact, the Ashen Covenant is split into numerous subjects along philosophical lines, as its members argue over what method might best accomplish this objective. Elder Arantham has yet to choose one particular means as the Covenant's focus, instead allowing each faction to try to prove that their philosophy is most likely to succeed. Each philosophy is, perforce, based heavily on theology, speculation, and guesswork—though their adherents are only too happy to conduct whatever experiments are necessary to prove their point.



DIVINE REANIMATION

One of the largest factions believes that they need slay the Raven Queen and reanimate her as an undead god. This, they claim, will allow undeath to replace death in the natural order—and even should it not, it would place the Raven Queen under Orcus's dominion.

Others argue that even if the Covenant had the power to do this, undeath is no guarantee that a god must bow to Orcus. Witness Vecna, they say. Yet those who believe seem convinced that, if slain and reanimated by disciples of the Blood Lord, the Raven Queen would prove a different case.

The loudest proponent of this theory is the dwarf death knight Mauglurien, leader of the Ebon Riders, whose anger that Arantham has not adopted this philosophy grows daily.

PLANAR ANNEXATION

This theory suggests that Orcus would control all dead souls and replace death with undeath in the natural cycle, if he could annex the Shadowfell into his own Abyssal realm. They point out that numerous planes already overlap the natural world; if those “extrusions” could be stretched *through* the world, allowing the Elemental Chaos to form stronger bonds with the Shadowfell, then Orcus could flood the realm of the dead with his own undead and demons. Eventually, they claim, the sheer weight of Abyssal energy would drag the Shadowfell into permanent conjunction with Thanatos.

The spokesperson for those who adhere to this view is Khavra Akti, a female eladrin wizard with an unhealthy fascination for all things related to death and necromancy.

NEW GENESIS

A minority—and a growing one—of Covenant members maintains that, as the gods only *shaped* the world, the Ash-Bearers must turn to the power of those who *created* it. They believe that only the primordials have the power to so fundamentally change the world, and that the Covenant should be seeking primordial-created magic from the dawn of time, or else hunting for means to manipulate the surviving primordials themselves. With such power at their fingertips, even the gods could not stop them from reshaping reality as they see fit.

The leading voice for this philosophy is Shonvurru, an undead marilith who is possibly the only member of the Covenant with power on par with Elder Arantham.

EXTORTION

Many Grave-Speakers believe that the simplest path is to find something that even the gods fear and *force* them to change the world. This movement has not grown since its inception, since its members cannot agree on what, exactly, would strike such terror into the gods. Nevertheless, the idea continues to thrive.

Sithas Tyrr, a human paladin of the Blood Lord, spearheads the followers of this philosophy.

WEIGHT OF NUMBERS

Perhaps the most straightforward of the Covenant's competing philosophies is based on the notion that the best way to change the world is, well, to change the world. They believe that if the undead ever outnumber the truly dead, the “weight of reality” will tip, with undeath replacing death.

Straightforward, perhaps, but hardly easy. None can honestly say how many sentient beings have lived and died since the dawn of history; it might be an impossible task, by the numbers. Nevertheless, the faction focuses their efforts on animating undead in unprecedented numbers.

By far the most outspoken proponent of this theory is the “Mad Animator” Kielno Varim, a tiefling warlock.

BEHIND THE CURTAIN: THE FIRST COVENANT

The organization that became the Ashen Covenant was created primarily for 4th Edition. But the name “Ashen Covenant” and certain aspects of the sect actually come from back in early 3rd Edition.

In 2002 (or thereabouts), I ran a campaign in a homebrew setting, and one of the recurring adversaries the PCs ran into was a group called the Ashen Covenant. It wasn't a cult of Orcus in that campaign; rather, it was a band of undead mercenaries, devoted to a death god specific to that setting. They're what became the Ebon Riders sect of the Ashen Covenant as described in this article, though in that campaign they were the entirety of the group, not a portion of it.

At that time, the undead dwarven warlord Mauglurien wasn't a death knight. He and his lieutenants were vampires, all of whom rode in the daylight wearing heavy suits of full plate with darkness spells cast inside them. I gave some serious thought to keeping him that way in the article, but ultimately the 4th Edition version of the death knight just fit him and his persona so much better that I wound up going that way. Still, I love the notion of vampires with “inner darkness” armor, and I may revisit the notion in some future project.

—Ari Marmell

QUESTS AND ADVENTURE HOOKS

The following adventure hooks serve to introduce the Ashen Covenant to a campaign, and showcase the sorts of ways the different factions go about attempting to achieve their philosophical goals.

The Plague of Empty Graves (Minor Quest, Suggested Level 4): During the chaos and tumult of the battle, the PCs must ensure that a specific person is safe and alive over the course of the bloody night.

Hook: One of the PCs has friends or relatives in the town.

Starting the Quest: The adventure begins when the PCs spend the night in a small village. Not long after nightfall, a strange mist rises. Screams draw the PCs outside, where they find skeletons and zombies attacking the townsfolk. Although the PCs can save some, they quickly realize that the undead number far too many to be defeated; the town's *entire graveyard* has awakened. Even worse, every individual slain rises again in a matter of moments to join the murderous horde. The PCs must attempt to survive the night, for the undead all depart come morning.

Possible Outcomes: After the battle, the PCs may choose to follow up on discovering the source of the necromantic mist (see below). If not, as they travel, they may run into other towns that have been destroyed by undead creatures.

The Necromantic Mist (Major Quest, Suggested Level 4): Destroy the source of the necromantic mist.

Hook: If the PCs do not choose to follow up on the Plague of Empty Graves quest, one of the town's survivors—a priest, perhaps, or local elder—begs them to ensure that this effect does not repeat itself, and that no other towns are destroyed in this fashion. He even offers to seek support from the churches in the nearest major community (a few days distant) in raising a reward for them to do so.

Starting the Quest: The PCs can choose to follow the tracks of the undead who have shambled out of the town, or perhaps they discover that one of the surviving townsfolk is a cultist here to observe how the mist works.

Possible Outcomes: Upon deciding to follow up on the necromantic mist, PCs can eventually learn that a small cadre of Orcus worshipers is behind these events. Members of Kielno Varim's faction of the Ashen Covenant have developed a necromantic mist that causes all corpses within to rise. The PCs must discover the magic used to create this mist and destroy it. Otherwise, the cult continues to wipe out village after village in their never-ending quest to expand the range and effectiveness of the mist.

The Flood of Shadows (Minor Quest, Suggested Level 8): Discover what form of magic or curse plagues the coastal city and find out where several missing people have gone.

Hook: The PCs doubtless have attained a measure of local fame by this level. Representatives of the community seek them out, begging them to help figure out why the community is experiencing such trouble recently.

Starting the Quest: A coastal community is experiencing a multitude of problems. A terrible storm has blown in from the coast, and it has been pounding the community with battering rains, fearsome winds, and deafening thunder for several days. Even stranger, and far more disturbing, is the fact that people have been noting a number of disappearances. Some locals have vanished in the middle of performing their daily activities (or what daily activities are still possible within the storm). Many others who have *not* vanished have reported strange, eerie sensations to the town's guards and the local churches. They claim that they walked through areas of soul-numbing cold, worse than that caused by the storm. In them, they say, the community has strangely shifted; buildings move or do not exist at all, streets lead to places they should not, and even the storm is absent in these areas.

What's happening is that Khavra Akti's faction of the Covenant is taking advantage of a rare planar phenomenon to test some theories. The intense storm is the result of a conjunction between the real world and the Elemental Chaos. Using weather control rituals, the Grave-Speakers have directed it here, where the borders between the world and the Shadowfell lightly touch. By empowering the tie with a ritual, they hope to create a better link to Tempest.

Possible Outcomes: The PCs might prevent Khavra Akti's current scheme from coming to full fruition by disrupting the long ritual and dealing with those she had sent to accomplish this goal. Additionally, while the PCs investigate the missing PC aspect, they can find out that these people are in the Shadowfell. In this latter case, see *Beyond the Storm* below.

Beyond the Storm (Major Quest, Suggested Level 8): Go after the missing people and return them to their homes.

Hook: In the course of their other activities here, an ally begs the PCs to locate a particular missing person. Their earlier investigation into the storm (see *The Flood of Shadows* above) allowed them to discover that the missing people are in the Shadowfell, so now the PCs must enter the Shadowfell and search the haunted lands to find those who have disappeared. Only a few survivors remain, hiding from the dangers of this dark plane. The PCs must locate them and escort them back.

Possible Outcomes: Once the PCs bring back the survivors, they are rewarded with the gratitude of the community and the relatives of those they bring back. If not, the community deals with the loss as best it can.

Beneath the Skin of Earth (Major Quest, Suggested Level 15): Win the duke's contest.

Hook: An eccentric duke, known for his collection of historical relics, has announced a great contest. For centuries, legends have told of an ancient treasure hidden in the caves beneath the volcanic Mt. Phyros. The team that succeeds in locating it will receive a 18,000-gp reward and full access to the duke's private collection and library. (You can work this into an ongoing campaign by placing a piece of information for which the PCs have been hunting into the duke's collected writings.)

Starting the Quest: After entering the contest, the PCs delve into the volcanic caves, dealing with natural hazards, native monsters—with a strong elemental bent—and rival teams, some of whom are not above sabotage or assassination.

Possible Outcomes: When they finally reach the conclusion of their trek, the PCs discover a great humanoid form, bent back in an agonized posture and entombed in solid and red-hot rock. Right then, they are attacked by a band of Ashen Covenant assassins, who have been following the teams, waiting for one to succeed so that they might kill them for the prize.

This entire contest was set up by Shonvurru's faction, who enticed the duke's daughter into joining them and then threatened her life to ensure his cooperation. They believe that the figure beneath Mt. Phyros is one of the great primordials. (Whether this is the case is entirely up to the needs of your campaign.) They used others—including the PCs—to face the dangers of reaching him, and now they intend to free him in exchange for his aid. The PCs can learn this by questioning the assassins, or by returning to the surface and investigating the duke's apparent double-cross (see *The Motives of Others* below).

The Motives of Others (Minor Quest, Suggested Level 15): Figure out why the duke set up the contest and follow through on any discoveries made.

Hook: Even if the PCs themselves aren't curious (and vindictive) enough to investigate who betrayed them, some of their rivals—not those who sabotaged the PCs, but a more honorable team—ask the PCs' help in avenging their fallen members.

Starting the Quest: If the PCs confront the duke, he breaks down and admits the plight of his daughter. He begs the PCs to rescue her, promising to make good on the contest reward if they do so.

Possible Outcomes: If the PCs rescue the duke's daughter, she unfortunately isn't exactly happy about it since she still believes in Shonvurru's cause, but the duke follows through on any promises he made regarding both the contest and the return of his daughter. If not, he honors the terms of the contest, and thanks the PCs for attempting to help him. The daughter isn't happy with Shonvurru, either, and she may be a good source of information to the PCs regarding Shonvurru's faction in the future.

OTHER QUESTS

For higher-level uses of the Covenant, consider the following possibilities. These are presented in abbreviated form both for space reasons and because they work best when tailored specifically for your campaigns, with bits of these storylines appearing amid and between other adventures.

Dead Kings (Major Quest, Suggested Level 20): The Ashen Covenant has dispatched over a dozen "assassination and animation" teams. Each is assigned a powerful and knowledgeable target—a high priest, a mayor, a sage, and even a king. Their objective is to slay and reanimate the target as an undead under their control. They know that they must be discovered eventually, but hope in the interim to use their pawns' authority and resources to locate useful tomes, rituals, and artifacts. Their efforts might place untold power in the hands of the cult, and send the region spiraling into chaos when the rulers' deaths are discovered.

Words of Power (Major Quest, Suggested Level 23): Orcus once possessed the Last Word, an ancient utterance powerful enough to slay even deities. Although the gods eventually rendered the power of the Last Word null, legend states that the Blood Lord found other magic, nearly as powerful, in the ruins where he found the Last Word. The PCs might engage operatives of either Mauglurien's or Sithas Tyrr's faction, across numerous wastelands and through multiple planes, on their hunt for this powerful magic.

PREPARED LOCATION AND RETURN TO SANCTUM

By way of a special ritual that Elder Arantham keeps secret, he can create a special prepared area for his *return to sanctum* power. Elder Arantham can only have one sanctum active at a time (when he creates a new one, the old one loses its connection to Elder Arantham), and he can only use the power when he is bloodied, but does not hesitate to do so if he is in danger.

THE COVENANT'S LEADERS

The Ashen Covenant doesn't have an internal ranking structure, since it has yet to claim its own identity as an independent entity. Rather, its members wield whatever authority their ranks and positions in their own cults provide them. Several members, however, wield great power, and are held in great esteem by all who follow the Grave-Speakers' teachings.

ELDER ARANTHAM

THE FOUNDER OF THE ASHEN COVENANT MOVEMENT, as well as the high priest of his own Orcus cult, Elder Arantham is a figure of grotesque mystery. A passionate and charismatic speaker, he can stoke the fires of fanaticism in his followers to a conflagration of unprecedented levels. Everyone in the Covenant acknowledges his claim to the title of exarch, for he does indeed appear to commune with the Blood Lord.

If Doesain represents the cannibalistic and consumptive side of undeath, and Vermiturge the connection between undeath and plague, then this newest exarch represents the eternal patience of the undead, who have a true eternity to achieve even the most intricate of long-term goals.



Elder Arantham Level 25 Elite Controller (Leader)

Medium natural humanoid (undead) XP 14,000

Initiative +15 **Senses** Perception +18; darkvision
Deathless Fanaticism aura 10; each ally within the aura that drops to 0 hit points immediately makes a melee basic attack with a +5 bonus to the attack roll and damage roll.

HP 448; **Bloodied** 224

Regeneration 5 (damage from silver weapons negates Arantham's regeneration until the end of his next turn)

AC 39; **Fortitude** 37, **Reflex** 38, **Will** 40

Immune disease; **Resist** 15 necrotic

Saving Throws +2

Speed 6

Action Points 1

- ④ **Unholy Touch** (standard; at-will) ♦ **Necrotic**
 +28 vs. Reflex; 1d10 + 6 necrotic damage and ongoing 10 necrotic damage, and when the target of this attack takes ongoing necrotic damage, all adjacent creatures take 5 necrotic damage (save ends both).
- ③ **Unholy Glare** (minor; at-will) ♦ **Gaze, Necrotic**
 Ranged 10; +28 vs. Reflex; 1d10 + 6 necrotic damage and ongoing 10 necrotic damage, and when the target of this attack takes ongoing necrotic damage, all adjacent creatures take 5 necrotic damage (save ends both).
- ⚡ **Killing in the Name** (standard; at-will)
 Close burst 5; up to three allies in the burst make a melee basic attack with a +2 bonus. Each attack deals 2d6 extra damage.
- Dying for the Cause** (immediate interrupt, when Elder Arantham takes damage; requires an adjacent allied minion; encounter)
 The ally is reduced to 0 hit points. Arantham takes no damage from the triggering attack.
- Return to Sanctum** (standard action; usable only while bloodied; daily) ♦ **Teleportation**
 Arantham teleports himself and one ally within 5 squares to a prepared location within 1 mile.
- Second Wind** (standard; encounter) ♦ **Healing**
 Arantham spends a healing surge and regains 112 hit points. Arantham gains a +2 bonus to all defenses until the start of his next turn.
- Alignment** Chaotic evil **Languages** Abyssal, Common, Primordial
- Skills** Arcana +21, Diplomacy +20, History +21, Insight +23, Religion +21
- Str** 17 (+15) **Dex** 16 (+15) **Wis** 22 (+18)
Con 16 (+15) **Int** 19 (+16) **Cha** 17 (+15)
- Equipment** scale armor, +6 holy symbol

ELDER ARANTHAM TACTICS

Elder Arantham prefers to fight from a distance, using his *unholy glare* to smite and divide the foes of Orcus while he urges his allies with *killing in the name*. That said, if a foe particularly angers him, or if he feels confident in his supremacy, the desiccated priest enjoys the feel of mortal flesh withering beneath his touch. Arantham is careful to keep weaker allies near him, to take advantage of the control his touch and glare offer and to keep him alive through *dying for the cause*.

Arantham and one ally within 5 squares of him can escape through teleportation to a prepared location within 1 mile, which he uses if outmatched. Though he rarely shows overt anger, even when thwarted, the huecuva holds his grudges eternally. Anyone who forces him to experience the shame of defeat can expect repercussions to come.

Elder Arantham is a master of rituals. Assume that he has access to any common ritual necessary for whatever schemes he undertakes.

DESCRIPTION

Arantham appears tall from a distance, but this is due to his slender build and skeletal form; he's of roughly average height. The priest is entirely skeletal, with barely a trace of flesh remaining on his body. He still has hair atop his head that is a stiff and faded gray somewhere between the hair of a dying person and a clump of moss. His eye sockets gleam with an inner gray-green light; his bones have the faintest sickly green tinge to them, and his teeth are perfectly white.

Elder Arantham wears a ceremonial robe of snowy white hue, trimmed in the traditional black and red of Orcus. When going into battle, he wears a shirt of scale atop it. An amulet of black wrought iron, bent into the shape of a horned skull, hangs from his neck.

ROLEPLAYING ELDER ARANTHAM

Arantham is absolutely ruthless when attempting to achieve his goals. He lacks anything remotely approaching a sense of empathy; the suffering of others is meaningless to him—it is neither good nor bad, but necessary. There is no act he will not undertake, no evil he will not commit, if doing so brings him one step nearer to his goals, or advances the cause of Orcus and the Ashen Covenant.

He is a devout believer in Orcus's teachings and the superiority of the undead over the living. He revels in his undead state and his lack of humanity, and he looks forward to the day when he can finally change the natural order, and share this gift with all living creatures. Nothing is more important to him than the ultimate achievement of the Covenant's goals.

Yet for all that, he sees himself as a true religious and community leader, with a responsibility to his flock. To other undead, and to the living beings who are part of his cult and his movement, he can be patient, even kind. He makes time to meet with them, to advise them on their problems, to celebrate their victories. He would turn on any of them in an instant if his goals mandated it or if they proved themselves unworthy, but he does see them as his wards and not just his pawns.

He almost never loses his temper—at least overtly. He might be seething inside, and he shares the capacity for violent rage with his demonic lord, but it hardly ever shows in his voice or what's left of his face. He appears calm and controlled, even when he is not.

ELDER ARANTHAM LORE

Religion DC 25: Elder Arantham is an undead priest of Orcus, held in high esteem by worshipers throughout many of the demon lord's different cults. He is said to be an exarch of the Blood Lord, and he is taking steps to coordinate and direct the actions of many of his formerly disorganized worshipers.

Religion DC 30: Elder Arantham is a rare form of divinely empowered undead known as a huecuva.

Religion DC 35: Everything presented in the History of the Covenant section that starts on page 23, except for the parts about the growing schism with Mauglurien's Ebon Riders, is known.

BEHIND THE CURTAIN: REVERED ELDER

I knew from the beginning that I wanted the sect's leader to be a clerical undead of some sort. I honestly don't remember if I wanted to make him a huecuva from the get-go, or if I went that way only after deciding that neither the lich nor the mummy lord templates really accomplished what I wanted for him. However I got there, I'm rather glad that I did. And I love the idea of this hideous, rotting monstrosity that—when dealing with his own faithful—can actually be kindly and even grandfatherly. That's just creepy to think about.

(Incidentally, the character's name in my initial draft was "Amaranth," which is the name of a legendary flower that never dies. I thought it was grotesquely appropriate. On the other hand, it's also a term very heavily associated with a certain other undead-heavy roleplaying game, so in hindsight, it's just as well that Chris changed it.)

The huecuva template, and the eye of fear and flame (renamed the "flameharrow," presumably to avoid confusion with the eye of flame beholder) were two of my earlier attempts at 4th Edition monster creation. I might do things a tad differently if I were to recreate them today, but I'm still quite happy with how they turned out. More importantly, I'm thrilled—perhaps even just a tiny bit honored—to have been the one to bring two of the more peculiar "classic" undead into the game's current edition.

—Ari Marmell



MAUGLURIEN, THE BLACK DRAGON

NAMED FOR HIS DARK BEARD, dark armor, and dark temperament, the so-called “Black Dragon” is a war-leader in the service of Orcus, and the master of a mercenary company known as the Ebon Riders. In truth, the Ebon Riders are a cult of the Blood Lord, using their position as soldiers-for-hire as an excuse to shed blood in Orcus’s name and to earn a bit of coin in the process. The true nature of the Ebon Riders is a well-kept secret, allowing the company to serve in conflicts where worshipers of Orcus would be eschewed by both sides.

Mauglurien and the Ebon Riders can function even in a campaign or adventure not focused on the Ashen Covenant. Their practice of taking mercenary contracts allows them to show up in any conflict you choose, regardless of its connections—or lack thereof—to Orcus or his cults. Similarly, conflict with the Ebon Riders is a good way to slowly introduce other aspects of the Ashen Covenant into the campaign, as the PCs learn more about their foe.

Mauglurien	Level 23 Elite Soldier (Leader)
Medium natural humanoid (undead)	XP 5,600
Initiative +14	Senses Perception +13; darkvision
Undead Warlord aura 10; each ally within the aura gains a +5 bonus to initiative.	
HP 422; Bloodied 211	
AC 39; Fortitude 35, Reflex 31, Will 34	
Immune disease, poison; Resist 15 necrotic; Vulnerable 10 radiant	
Saving Throws +2	
Speed 5	
Action Points 1	
⊕ Boneshredder (standard; at will) ♦ Necrotic, Weapon +30 vs. AC; 2d10 + 10 necrotic damage (crit 5d12 + 30).	
† Black Anvil (standard; requires <i>Boneshredder</i> ; at will) ♦ Necrotic, Weapon +30 vs. AC; 2d10 + 10 necrotic damage (crit 5d12 + 30), and an ally adjacent to the target makes a melee basic attack against the target as a free action with a +5 damage bonus.	
↵ Unholy Flames (standard; recharge ☹️ ☹️) ♦ Fire, Necrotic Close burst 2 or close blast 5; +26 vs. Reflex; 6d8 + 4 necrotic and fire damage to all living creatures; undead creatures within the burst (including Mauglurien) deal 2d6 extra fire damage with melee attacks until the end of Mauglurien’s next turn.	
↵ Ebon Rider Banner (standard; encounter) ♦ Healing Close burst 5; each ally in the burst regains 20 hit points and gains a +4 bonus to its next attack roll.	
Shadow Weapon (minor; recharges when first bloodied) Mauglurien’s melee attacks target Reflex instead of AC until the start of his next turn.	
Alignment Evil	Languages Abyssal, Common, Dwarven
Skills Athletics +22, Endurance +18, Intimidate +23	
Str 27 (+19)	Dex 13 (+12) Wis 14 (+13)
Con 19 (+15)	Int 18 (+15) Cha 24 (+18)
Equipment +4 plate armor, light shield, <i>Boneshredder</i> (+5 vicious battleaxe, soul weapon), Ebon Rider battle standard	

MAUGLURIEN TACTICS

The Black Dragon’s tactics are straightforward enough: charge into combat and stay there until the only remnants left of his foes are bits of flesh, blood, and bone on the ground.

This doesn’t mean that Mauglurien is a mindless combatant, though many dead warriors made the mistake of thinking so. The death knight is a canny fighter and a master tactician; he prefers direct confrontation to all other forms of interaction. He fights with allies at his side, giving them openings with *black anvil*, giving their attacks greater weight with *unholy flames*, and keeping them in the battle with *Ebon Rider Banner*.

Mauglurien prefers to fight mounted. In battle, he rides a massive warhorse with hair as black as his armor, and he takes advantage of its capabilities as a mount. Rumor holds that the horse is demonic, an idea reinforced by the fact that the beast is carnivorous and sweats blood. Mauglurien has also been known to ride a specially trained fell wyvern.

DESCRIPTION

Mauglurien has a traditional dwarf build: broad-shouldered and stocky. His hair and beard are a midnight black; the former is tied tightly back in a tail, but he allows the beard to hang wild. His armor is as dark as his hair and etched with draconic motifs. He never goes anywhere, or even so much as crosses a room, without the brutally jagged axe *Boneshredder* by his side.

The Black Dragon looks more alive than most death knights. Although his flesh has sunken around his bones, grown cracked and leathery, his undead nature is not blatant from a distance. The gleam in his eyes is a dull violet, invisible in even moderate lighting, and his beard hides the worst of the decay on his face. With only a bit of preparation and makeup, Mauglurien can pass as a living dwarf—albeit one who has clearly led a rough life—as long as he doesn't permit a detailed inspection.

ROLEPLAYING MAUGLURIEN

He lives for battle and bloodshed. For a time, he offered his allegiance other martial gods—first to Kord, then to Gruumsh. But none slaked his lust for both violence and power as did the unbridled ferocity of Orcus's cult. Now, he has developed a zealous devotion to Orcus that goes beyond his love of violence. He has truly come to believe in the demon- and undead-dominated world Orcus offers, a belief that grew only stronger still with his transformation into a death knight.

Although his devotion to Orcus is deep and sincere, he does not frequently make overt displays of his faith. To those who don't know him, he acts like a typical (if powerful) warrior for hire, whose faith is of less importance than the opportunity to shed blood and earn gold. He is a big believer in organized combat, and he prefers fighting alongside warriors he knows he can count on to standing on his own.

He has a fierce temper and lashes out viciously at those who anger him. He does not believe in any such thing as a "minor insult." Someone is either on his good side or is his enemy. Although he greatly respects Elder Arantham's objectives, Arantham's refusal to see the wisdom in Mauglurien's philosophies is slowly but surely moving the priest toward the status of "enemy." The time might come when the Ebon Riders—and all other Grave-Speakers that support Mauglurien's methods—might have to break away from Arantham's grasp.

MAUGLURIEN LORE

History DC 20: Mauglurien, called the Black Dragon, is a powerful dwarf warlord. He leads a mercenary company called the Ebon Riders, a cadre of heavily armored soldiers willing to fight for anyone if the gold is sufficient.

History DC 25: Whispered rumor tells that many of the inner circle of the Ebon Riders are undead—possibly even Mauglurien.

History DC 30: Mauglurien is a death knight, and many of his lieutenants are death knights, wights, or vampires. Mauglurien and the Riders are dedicated not to one of the martial gods, but to the demon Orcus.

NEW MAGIC ITEMS

Some of the following items were created by the Ashen Covenant or by other worshippers of Orcus. Others have no direct connection to the sect, but the Grave-Speakers collect them, either to make use of their abilities or to prevent others from using them.

Disrupting Weapon

Level 8+

Created in ancient days by priests of Pelor, this weapon is the bane of undead everywhere.

Lvl 8	+2	3,400 gp	Lvl 23	+5	425,000 gp
Lvl 13	+3	17,000 gp	Lvl 28	+6	2,125,000 gp
Lvl 18	+4	85,000 gp			

Weapon: Flail, hammer, mace

Enhancement: Attack rolls and damage rolls

Critical: +1d6 radiant damage per plus, or +1d10 radiant damage per plus against undead

Property: This weapon can be used as a holy symbol. It adds its enhancement bonus to attack rolls and damage rolls, and attacks can be augmented by this weapon's power when it is used as an implement. You do not gain your weapon proficiency to an attack roll when using a *disrupting weapon* as an implement.

Power (Daily ♦ Radiant): Free Action. Use this power when you hit an undead creature with this weapon. Deal +1d10 radiant damage per plus.

Wraithblade

Level 10+

The first of these weapons was built from the shattered blade of a sword wraith, although other techniques now work just as well.

Lvl 10	+2	5,000 gp	Lvl 25	+5	625,000 gp
Lvl 15	+3	25,000 gp	Lvl 30	+6	3,125,000 gp
Lvl 20	+4	125,000 gp			

Weapon: Light blade

Enhancement: Attack rolls and damage rolls

Critical: +1d6 damage per plus, and if you have the Sneak Attack class feature (whether granted by class or multiclass feat) you may apply your bonus Sneak Attack damage even if you have already done so this round or this encounter. Gaining Sneak Attack damage in this way does not count toward its use restriction.

Symbol of Turning

Level 4+

Clerics use this potent weapon to battle the undead.

Lvl 4	+1	840 gp	Lvl 19	+4	105,000 gp
Lvl 9	+2	4,200 gp	Lvl 24	+5	525,000 gp
Lvl 14	+3	21,000 gp	Lvl 29	+6	2,625,000 gp

Implement (Holy Symbol)

Enhancement: Attack rolls and damage rolls

Critical: +1d6 radiant damage per plus

Power (Daily): Standard Action. You must have the Channel Divinity class feature to use this power. Use the Channel Divinity power *turn undead*, even if you've already used Channel Divinity in this encounter.

Staff of the Lich

Level 13+

The pale wood of this staff resembles polished bone.

Lvl 13	+2	17,000 gp	Lvl 23	+4	425,000 gp
Lvl 18	+3	85,000 gp	Lvl 28	+5	2,125,000 gp

Implement (Staff)

Enhancement: Attack rolls and damage rolls

Critical: +1d6 necrotic damage per plus

Power (Encounter): Free Action. Use this power when using a power that has the necrotic keyword. After you resolve the power's effect, choose a single target of the power. That target is immobilized until the end of your next turn.

Skull Helm

Level 12+

The face of this iron helm resembles a screaming skull.

Lvl 12 13,000 gp

Item Slot: Head

Property: You gain a +2 item bonus to Intimidate and Endurance checks.

Power (Daily): Immediate Interrupt. You can use this power when an enemy makes an attack against your Will defense. Gain a +2 item bonus to Will until the end of your next turn. If the attack targeting you has the fear keyword, gain a +4 item bonus instead.

Ring of Invigoration

Level 14

This dull iron ring is engraved with what appears to be a dire bear's paw print.

Item Slot: Ring 13,000 gp

Property: Gain a +2 item bonus to Endurance checks.

Power (Daily + Healing): Free Action. When you're reduced to 0 hit points, you can spend a healing surge.

Pouch of Ghost-Grounding Dust

Level 15

This pouch never runs low on ghost-grounding dust.

Wondrous Item 25,000 gp

Power (Daily): Standard Action. Pull a handful of dust from the pouch and throw it into the air (close blast 3). Creatures in the blast lose insubstantial and phasing (save ends).

NEW MONSTERS

Although the Ashen Covenant did not create these foul undead, all are present amid Orcus's cults, and some are among the ranks (or tools) of the Covenant.

HUECUVA

HUECUVAS ARE FOUL UNDEAD that are created by an ancient divine curse. Originally intended as punishment for a priest who horribly violates his vows and responsibilities, the rite is occasionally used by evil churches as a means of empowering their clerics. Those who suffer the curse as punishment lose most of their original personality and memories, living an exiled existence fraught with insanity, paranoia, and unrelenting self-doubt. Those who willingly accept the rite suffer no memory loss and gain unholy power, but their personalities shift even further toward evil and depravity.

Huecuva is a template you can apply to humanoid NPCs or monsters, though it works best with controllers and leaders. The huecuva is strongly divine in flavor, so it best fits NPC clerics or paladins. Though both are intended for divine characters, this template focuses more on divine powers than the mummy template, allowing them to coexist while creating different NPCs.

Prerequisite: Level 11, humanoid, Wisdom 13

Huecuva

(undead)

Elite Controller or Soldier

XP Elite

Senses Darkvision

Immune disease

Resist 10 necrotic at 11th level, 15 necrotic at 21st level

Saving Throws +2

Action Point 1

Hit Points +8 per level + Constitution score

Regeneration 10 (damage from silver weapons negates a huecuva's regeneration until the end of its next turn)

POWERS

Deathless Fanaticism aura 10

When reduced to 0 hit points, each ally within the aura makes a melee basic attack with a +2 attack bonus.

+ Unholy Touch (standard; at-will) **Necrotic**

Level + 3 vs. Reflex; 1d6 + Charisma modifier necrotic damage, and ongoing 10 necrotic damage (save ends).

When the target takes necrotic damage, all adjacent living creatures take 5 necrotic damage.

ASHGAUNT

APPEARING ONLY RECENTLY in the dark corners of the world, the ashgaunt is an abomination that exists not merely to drain life—a hunger it shares with other wights—but also to raise other undead to create further havoc.

Ashgaunts are recent creations of the Ashen Covenant. Although disappointed in the ashgaunt initially—they'd wanted to create a creature capable of spawning multiple types of undead and were disheartened when the ashgaunt maintained its creations for brief periods of time—they have since begun using the ashgaunts as soldiers and assassins. They continue to refine the process that created the ashgaunt, hoping to birth a similar creature that can animate permanent allies.

DESCRIPTION

This creature resembles other wights: a desiccated corpse with dark nails, shriveled features, and evil gleaming in its eyes. The ashgaunt's flesh is paler than that of its kinfolk, and it is often blotched with black, diseased patches. Careful examination reveals necromantic runes carved on the underside of its nails and scarred into the flesh of its tongue.

Ashgaunt		Level 7 Soldier (Leader)	
Medium natural humanoid (undead)		XP 300	
Initiative +7	Senses Perception +4; darkvision		
Grave Master aura 5; each undead ally within the aura gains a +2 bonus to attack rolls and to all defenses, +4 if the ashgaunt created the creature with its <i>wake the dead</i> ability.			
HP 82; Bloodied 41			
AC 25; Fortitude 24, Reflex 20, Will 20			
Immune disease, poison; Resist 15 necrotic; Vulnerable 5 radiant			
Speed 6			
☞ Claw (standard; at will) ♦ Necrotic +14 vs. AC; 1d6 + 5 necrotic damage and target is marked until the end of the ashgaunt's next turn.			
☞ Life Drain (standard; at-will) ♦ Healing, Necrotic +12 vs. Fortitude; 2d6 + 5 necrotic damage; if the target is marked, it also loses 1 healing surge and is immobilized (save ends). If the target has no healing surges, the attack does extra damage equal to half the target's bloodied total. On a hit, the ashgaunt regains 5 hit points.			
☞ Wake the Dead (minor action; recharge ☞ ☞) ♦ Necrotic Ranged 20; targets up to 4 destroyed undead creatures reduced to 0 hit points within range; the targets become zombie rotters (see <i>Monster Manual</i> 274), which fight on the behest of the ashgaunt until the end of the encounter or for 5 minutes, whichever comes first. The zombie rotters rise as a free action, and act after the ashgaunt in the initiative order.			
Alignment Chaotic evil	Languages Abyssal, Common		
Str 20 (+8)	Dex 15 (+5)	Wis 12 (+4)	
Con 18 (+7)	Int 16 (+6)	Cha 20 (+8)	

ASHGAUNT TACTICS

The ashgaunt prefers to aid its allies with its aura, and it raises undead and positions them tactically based on the terrain and on the nature of its foes. Once it chooses to close with its foes, it has its allies clear a path to those who appear vulnerable to its melee attacks (such as wizards or lightly armored strikers).

ASHGAUNT LORE

Religion DC 15: In addition to draining life, ashgaunts are capable of raising destroyed undead to fight for them.

Religion DC 20: These foul creatures were created by a faction of Orcus worshipers called the Ashen Covenant, some of whom are focused on finding new ways to spread undeath.

ENCOUNTER GROUPS

Ashgaunts work alongside other undead beyond those they can summon, and often enlist the aid of human cultists, that can serve the fight anew when awakened from the dead.

Level 8 Encounter (XP 1,850)

- ♦ 1 ashgaunt (level 7 soldier)
- ♦ 8 human lackeys (level 7 minion, MM 162)
- ♦ 1 mad wraith (level 6 controller, MM 266)
- ♦ 2 zombie hulks (level 8 brute, MM 275)

FLAMEHARROW

A RARE FORM OF UNDEAD often mistaken for a lich or a skeleton, the flameharrow (sometimes referred to as an "eye of fear and flame") is an agent of utter chaos and wanton destruction. Although capable of intricate schemes and patient evil, it is most satisfied when wreaking pain and terror for the sheer joy of it.

DESCRIPTION

A flameharrow initially appears as little more than an emaciated figure in a tattered cloak, its face obscured by a ragged hood. Only when it enters combat, or when it seeks to terrify its victims, does it sweep back its hood with a bony hand to reveal a bare skull. A gleaming gem is set into each eye socket—one black, one red.

FLAMEHARROW TACTICS

A flameharrow approaches its prey while hooded and demands that one of those present perform a hideous, evil act. The nature of the demand varies, and it often involves a form of betrayal. For instance, upon encountering an adventuring party, it might demand that the group slay one of its own members, threatening to kill them all if they do not comply. If the victims comply, the flameharrow departs, content to leave them to wallow in their guilt. If they do not, it sweeps back its hood and attempts to destroy the lot of them.

Once in combat, the flameharrow makes every effort to fight from a distance. It makes claw attacks only if circumstances demand it, and retreats from melee at the first opportunity. If a fight turns against it, it flees; it has no interest in dying for its actions.



FLAMEHARROW LORE

Religion DC 15: A flameharrow is a rare undead creature, which has a red jewel in one eye socket and a black jewel in the other. It possesses several fire- and fear-based powers.

Religion DC 20: Flameharrows enjoy forcing people to do evil. Only if a victim refuses its commands does it attack. The jewels in the skull lose their magic properties when removed or when the creature dies, but they are still valuable.

Religion DC 25: Flameharrows are created by powers of vile chaos—some say Orcus—to spread pain and misery. The animating spirit of the creature is smelted from the soul of a homicidal madman.

ENCOUNTER GROUPS

Flameharrows are normally lone predators. On occasion, however, one might take command of, or covertly follow, a group of lesser undead, hoping that they'll weaken potential prey enough that the victims won't dare disobey the flameharrow's demands.

Level 9 Encounter (XP 2,475)

- ◆ 1 flameharrow (level 12 elite controller)
- ◆ 2 mummy guardians (level 8 brute, MM 192)
- ◆ 3 vampire spawn bloodhunters (level 10 minion, MM 259)

Flameharrow		Level 12 Elite Controller (Leader)	
Medium natural humanoid (undead)		XP 1,400	
Initiative +9	Senses Perception +13; darkvision		
Spiritual Inferno aura 5; each undead ally within the aura gains resist 10 fire and deals ongoing 5 necrotic damage (save ends) in addition to the normal damage from its attacks.			
HP 244; Bloodied 122			
AC 26; Fortitude 24, Reflex 25, Will 26			
Immune disease, poison; Resist 10 necrotic, 15 fire; Vulnerable 10 radiant			
Saving Throws +2			
Speed 6, teleport 3			
Action Points 1			
Ⓢ	Flameharrow Claw (standard; at-will) ◆ Fire, Necrotic +17 vs. AC; 1d10 + 5 fire damage, and the target can't spend healing surges until the end of the flameharrow's next turn.		
⚡	Harrowing Gaze (minor 1/round; at-will) ◆ Fear, Gaze, Psychic Close blast 10; targets one enemy; +16 vs. Will; 1d8 + 5 psychic damage, and target is pushed 4 squares. The target is dazed until the end of the flameharrow's next turn.		
⚡	Deadfire Gaze (minor 1/round; at-will) ◆ Fire, Gaze, Necrotic Close blast 5; +16 vs. Reflex; 1d8 + 6 necrotic damage, and the target takes ongoing 5 fire damage and is immobilized (save ends both).		
↻	Death's Salvation (immediate interrupt, when an undead ally is reduced to 0 hit points; recharge ⓂⓂⓂ) ◆ Healing Range 10; the triggering ally regains 15 hit points.		
Alignment Chaotic evil		Languages Abyssal, Common	
Str 15 (+8)	Dex 16 (+9)	Wis 15 (+8)	
Con 17 (+9)	Int 18 (+10)	Cha 21 (+11)	

Level 10 Encounter (XP 2,900)

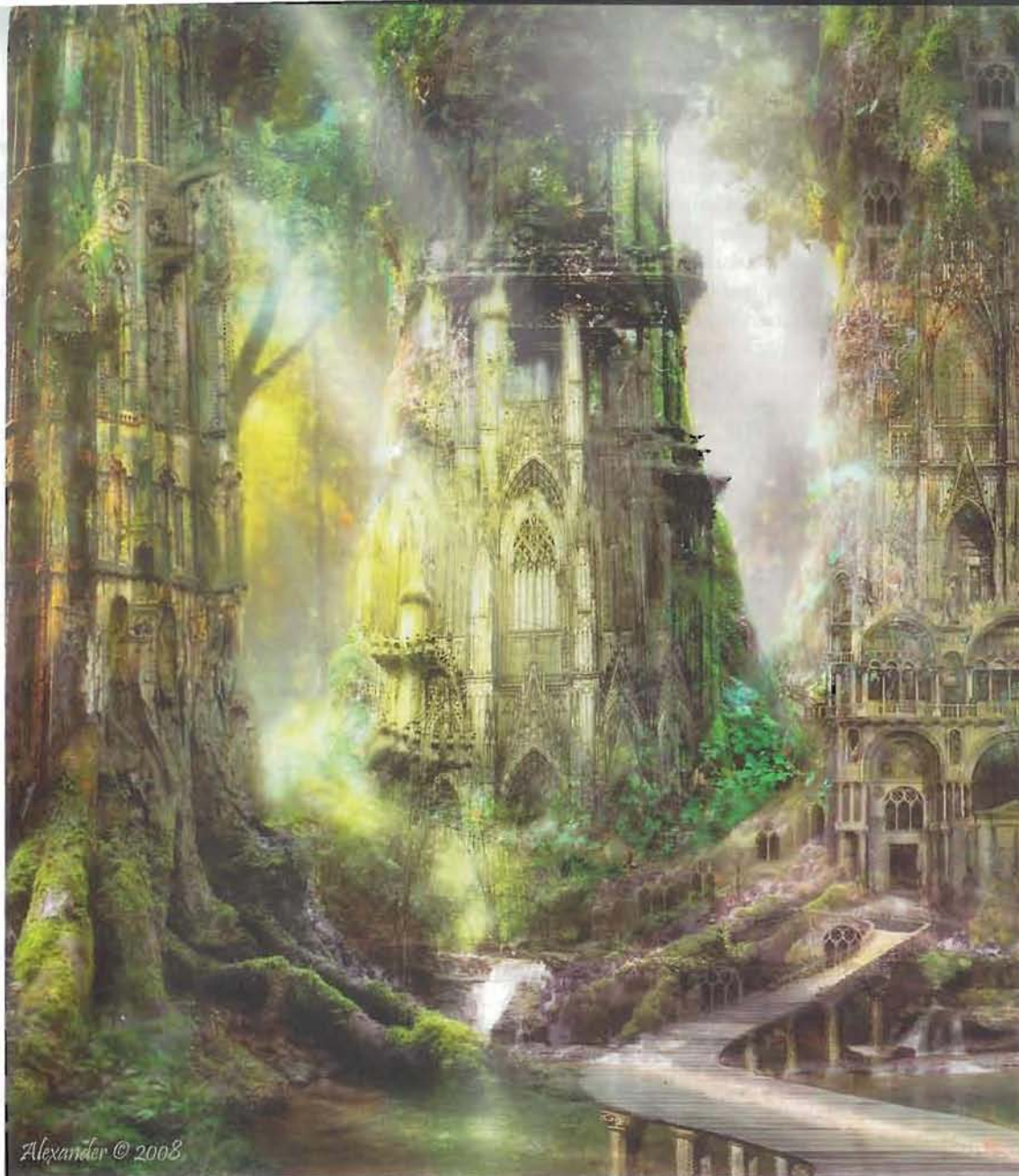
- ◆ 1 flameharrow (level 12 elite controller)
- ◆ 2 flameskulls (level 8 artillery, MM 109)
- ◆ 2 foulspawn berserkers (level 9 soldier, MM 112)

Level 12 Encounter (XP 3,600)

- ◆ 3 battle wights (level 9 soldier, MM 262)
- ◆ 1 flameharrow (level 12 elite controller)
- ◆ 2 skeletal tomb guardians (level 10 brute, MM 235)

Level 13 Encounter (XP 4,300)

- ◆ 1 flameharrow (level 12 elite controller)
- ◆ 1 flesh golem (level 12 elite brute, MM 142)
- ◆ 3 skeletal tomb guardians (level 10 brute, MM 235)



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MITHRENDAIN, CITADEL OF THE FEYWILD

by Rodney Thompson

Deep in the Feywild, beyond the swirling *residium* storms of the Plains of Valdrennai, stands one of the most magnificent cities ever constructed by the eladrin: Mithrendain. The city's name is derived from the elf phrase "wall of the fortress," but the word has become synonymous with the beauty and longevity of the eladrin. Home to nearly 40,000 people, almost all of them eladrin, Mithrendain is a beautiful city resplendent with soaring towers and graceful architecture. In addition to its proper name, Mithrendain

is often referred to as the Autumn City, since most of its towers are colored like autumn leaves, with yellow, gold, and bronze being common.

Mithrendain was founded several hundred years ago in the waning days of the eladrin empire. During a particularly brutal campaign against the forces of the fomorian kings, a contingent of eladrin soldiers discovered a place in the Feywild where the fomorians had carved a path from their deep kingdoms to the surface, creating a large hole that allowed

thousands of vile beings to flow upward from the Underdark each day. After a bloody battle between the eladrin soldiers and the fomorians, the surface forces pushed their enemies back through the opening and into the Underdark once more. With the help of powerful wizards, the eladrin sealed the hole to the Underdark, shutting off one of the fomorians' main avenues to the surface. Unwilling to trust that the massive opening would stay closed on its own, the soldiers founded a fortress on the spot, building the main citadel up around the barrier to guarantee that it could not be used to escape the Underdark without the eladrin being aware of it.

At first, the fortress stood vigilant over the barrier, with soldiers guarding the passage to make sure nothing would disturb it. Over time, secrecy surrounding the barrier (for the builders of Mithrendain did not want its existence to become common knowledge) caused knowledge of the true purpose of the fortress to fade from the minds of subsequent generations. Soldiers brought their families to live in the fortress with them, and children were born in Mithrendain with no knowledge of the barrier at the center of the citadel. Within a few decades, the small fortress was bursting with families, and these families built homes for themselves outside the walls of the fortress. With no attacks on the fortress, and no attempts by the denizens of the Underdark to shatter the barrier under Mithrendain, the fortress became a village, then a town, and within a few more decades the sprawl had become a city.

Years came and went, and the original generation of soldiers who founded the fortress moved on to the next life. As the centuries passed, the secret beneath the Citadel Arcanum (as the original fortress came to be called) was forgotten by all but a handful of city leaders, who then passed the secret knowledge of the barrier down to their successors. With no more threats from the Underdark (at least, no more than any other eladrin city), Mithrendain flourished and prospered. Eventually, the influence of soldiers waned and scholars, artists, and artisans became the new lords of the city. As the golden towers of Mithrendain grew ever taller, the militant origins of the city faded into history.

In modern times, Mithrendain retains little that would suggest it was once a military outpost guarding the surface from encroaching forces of the Underdark. Soaring towers of burnished bronze and shining gold reach for the clouds, and the streets of the city are filled with eladrin who have no idea that at the heart of their city is one of the largest passageways into the Underdark in all the Feywild.

THE CITY

Visitors to the Autumn City from the world are likely to be struck by both how beautiful and how alien the city is. Mithrendain is built in the middle of a great forest, seeming to spring up from the ground just like the trees throughout the city. In fact, many tall, broad trees are larger than several of the city's eladrin-built towers, giving the impression that the towers are merely natural growths within the forest. Unlike the Citadel at its heart, the city of Mithrendain has no walls, meaning that entering the city is a matter of walking wherever a gap can be found between the buildings and great trees. Hundreds of streets flow outward from the city center, allowing visitors to enter wherever is convenient upon arrival; similarly, leaving the city is a matter of finding the shortest route to the edge of the buildings. A city filled with citizens that can teleport, even over short distances, has little need for large walls to protect it.

The streets, loosely paved with an extremely smooth sandy yellow stone, wind their way through the city in a rather haphazard fashion. The buildings in Mithrendain are not built into city blocks, but rather cluster together in groups of three to five towers; the roads flow around them, and no dead-end streets exist in the city. Every street connects with another, or another branch of itself, and the buildings allow those looking in any direction to see for great distances with little obstruction. Though there are many buildings in the city, each cluster of towers does not block line of sight over long stretches. While walking through the streets of the city, one might suspect that Mithrendain is an unplanned, haphazard city due to the organic nature of its layout, though this couldn't be further from the truth; the city's leaders carefully approve of every new building, making sure that it still leaves enough space for unobstructed views of distant places in the city. Additionally, the city has parks with small patches of grass and streams that feed into placid pools, which is where eladrin can gather outside their homes. The eladrin make sure that Mithrendain is constantly filled with gardens, streams, and small lakes, which gives the impression that the city and the forest surrounding it grew up at the same time.

Those who have not lived in the Autumn City for long notice a constant, low-pitched hum that permeates the entire city. Most eladrin living in the city no longer hear it; it is the thrum of arcane magic flowing through the city, interacting with its defenses and with magic on the inside (and outside) of every building in the city. The air pulses with unseen energy, but this is just a matter of course for the eladrin who live in Mithrendain. Another sign of the Feywild's magical influence is the *residuum* that collects on the buildings and streets of the city. The essence of magic,

residuum coats much of the city like dust does in other settlements. The city's rulers pay to have the *residuum* collected and brought to the Citadel Arcanum, using it to reinforce the wards and magic sensors throughout the city. Unauthorized collecting and keeping *residuum* that has gathered on surfaces throughout the city is a crime, since this gathered *residuum* is absolutely vital not only to the maintenance of the wards around the city but also to reinforce the barrier over the tunnel into the Underdark found beneath the Citadel. Some greedy citizens have been known to keep *residuum* for themselves, but aside from being illegal, this practice is also seen as a societal faux pas since it puts one's own personal gain over the safety of all Mithrendain.

Mithrendain is ruled by a council of seven respected members of the community. Each of the councilors is considered to be among the best in his or her field, and has earned the admiration of the rest of the city. Each of the seven councilors also holds a symbol of office; unknown to the inhabitants of the Autumn City, these symbols are also keys that can deactivate or destroy the seals on the barrier to the Underdark. When a member of the council dies, the other members of the council select a new councilor from the most deserving members of society, making sure to select a councilor that the people accept as a good choice. The councilors take great care in their choice, since each councilor must also hold a significant responsibility for the welfare of the barrier.

Walking through the streets of Mithrendain can be, for newcomers, like stepping into a timeless realm of alien design. There are no clocks, no sundials, and no other method of keeping time to be found anywhere throughout the Autumn City, and it can be easy for those unaccustomed to this quirk to lose track of the time or even the date. As a result of the organic layout of the city's streets and the lack of timekeeping, visitors to Mithrendain are often frustrated by both directions and descriptions of time given by the locals. "Meet me in Southeastern, near the sculpture garden, sometime after midday" is a perfectly reasonable appointment for the inhabitants of Mithrendain, though the vagueness can sometimes confuse outsiders.

Like any other city, Mithrendain is broken down into a series of districts and zones. Most of these districts are identified solely by their directional relationship. Neighborhoods typically have names such as "Southeastern" or "Below the North End," though a few exceptions exist. The Citadel Arcanum is the sole remaining structure of the original fortress, and the Old Battery is a less savory side of town that includes some of the oldest homes and settlements in the city. Likewise, the Outskirts covers all the homes and villages outside Mithrendain proper, beyond which the light of civilization does not shine as brightly. Unlike most major cities, Mithrendain does not have a merchant district or a bazaar; rather,

specialty shops serve customers throughout the city, usually on the bottom floors of the homes of individual citizens. Thanks to their longevity, eladrin learn more than one trade (and the basics of many more), and the need for specialization is less common. Most eladrin learn to make their own clothing, repair their own homes, and perform the basics of several other trades.

DEFENSES

Though Mithrendain might appear to be a harmonious place, the keepers of the eladrin city must be constantly vigilant for many dangers. The city was built above a massive passageway into the Underdark, and many of the city's defenses were put in place to warn of intrusion from below. However, threats from the Underdark are not the only things that worry the city's defenders; the Feywild is full of mischievous and malicious creatures, many of which could do great harm to the city.

The primary defenders of Mithrendain are the members of the city guard. The city guard consists of volunteers who patrol the streets day and night, vigilant for the presence of anyone attempting to disturb the peace. Lurking in the shadows of Mithrendain are also the Watchers of the Night, a secret police force that is tasked with rooting out anyone, or anything, that might pose a threat to the safety of the city from outside. See the section on Laws and Enforcement below for more about each of these organizations.

As mentioned before, Mithrendain has no outer walls, and the buildings most distant from the Citadel Arcanum are without protection against anything coming from the forest. The inhabitants of these buildings take their defense into their own hands, though, and outlying buildings are full of surprises to ward off invaders from the outside. In many cases, those that dwell on the outskirts of Mithrendain keep a bow or a spear close to the door, and those that can afford it have magical wards placed on their homes. Buildings on the outskirts also have arrow slits carved into the walls on the upper floors of those sections of the building facing the edge of the city, allowing their owners to fire upon intruders from the relative safety of their homes. As one approaches the center of the city, the buildings have fewer defenses raised by their owners, and the city's own defenses become more prominent.

Mithrendain's two primary defense mechanisms come in the form of revelation spheres and tremor wards.

Revelation Spheres: Invented well after the city grew beyond the bounds of the original fortress, revelation spheres are solid marble spheres roughly 8 feet in diameter set into indentations in the ground. Each revelation sphere is covered in glowing runes that pulse with arcane energy; these runes cause the

spheres to give off waves of magical energy that disrupt illusions, including invisibility. In the Feywild, invisible threats pose an extreme danger, since they could otherwise walk directly to the center of the city; given the number of creatures in the Feywild capable of turning invisible, it is no wonder the city's leaders ensured that revelation spheres were placed at intervals throughout the city, their zones of influence overlapping to cover almost the entire city.

Revelation spheres take up an entire square as blocking terrain. Each revelation sphere radiates a continual 20-square close burst. Powers with the illusion keyword can't be used within the burst and powers with the illusion keyword end upon entering the area of the burst.

Tremor Wards: Consisting of elaborate runes placed on enchanted stones set into the ground, tremor wards detect major disturbances in the ground that indicate a breach large enough to let enemies through.

A tremor ward takes up an entire square. Each tremor ward radiates a continual 20-square close burst that flows into the earth. Though these wards are attuned to ignore natural burrowing animals, they can detect any break in the ground large enough to let a Small creature pass through it. When a tremor ward detects a break in the ground, a path of runes leading from the Citadel Arcanum to the site of the breach glows brightly, allowing members of the city guard to follow the shortest path to the breach. The tremor wards can be deactivated by special request, such as when a new tower is to be built and ground needs to be broken, but most inhabitants of Mithrendain know better than to go digging within the reach of the tremor wards.

THE CITADEL ARCANUM

Where the original fortress of Mithrendain once stood is now the towering Citadel Arcanum. After the population of the fortress began to grow beyond its capacity, major sections of the original fortress were torn down, rebuilt, torn down again, and rebuilt to better accommodate the fledgling city's expansion. At the point when Mithrendain could no longer be referred to as a town, the leaders of the city organized a massive reconstruction effort for the original fortress. The entire original fortress was rebuilt around a single, looming tower that stands above all other buildings in Mithrendain. This tower is the central structure of the Citadel Arcanum, and it serves as the central building of government and defense in Mithrendain.

The Citadel's design was influenced by human architecture, which at the time was deemed worthy of study due to the human propensity for defending their cities against invasion. However, the eladrin builders used their own techniques to produce a magnificent structure unrivaled in its beauty. Despite



its artistic appearance, the Citadel Arcanum is extremely functional as a defensible structure. Walls surround the main grounds of the Citadel (clearly a sign of human influence), and the tower is guarded at all times, inside and out.

The Citadel Arcanum not only serves as the first and last line of defense of the barrier to the Underdark, it also is the central meeting place for the city's ruling council. Within the Citadel are the offices and (in some cases) living quarters of the seven council members, and the Citadel also serves as a barracks and gathering place for the city guard. Moreover, the Citadel Arcanum serves as a base of operations for the city's secret police force, known as the Watchers of the Night.

USING THE CITADEL ARCANUM

The Citadel Arcanum is an excellent setting for adventures set in Mithrendain. The Citadel is heavily guarded, but adventurers could spend days or weeks exploring the catacombs and the secret passages leading into and out of the Citadel. The catacombs are large enough to house multiple dungeon complexes, and the Citadel can act as a stand-in for nearly any large castle or keep.

The interior of the Citadel is well appointed, and even the most utilitarian parts of the Citadel have some amount of decoration and beauty to them. The Citadel also has a number of meeting chambers, training areas, and even a banquet hall. The Citadel Arcanum is the one building in the city that resembles the castles and keeps built by humans, though eladrin consider the Citadel far superior to any human creation.

THE MITHRENDAIN BARRIER

At the center of the Citadel Arcanum rests the barrier over the opening into the Underdark, known only to those privileged few as the Mithrendain Barrier. The barrier's existence is a secret, though the most powerful members of Mithrendain's society know of its existence. The barrier lies at the heart of the Citadel in a vast chamber where only members of the city's ruling council and their guests can go. Highly trained elite guards, known as barrier sentinels, guard the barrier's chamber from threats from without as well as from within the area. Barrier sentinels must remain ever vigilant for the possibility of a breach in the barrier, though none has occurred thus far.

Barrier Sentinel	Level 9 Elite Soldier
Medium fey humanoid, eladrin	XP 800
Initiative +11 Senses Perception +12; low-light vision	
HP 196; Bloodied 98	
AC 25; Fortitude 21, Reflex 22, Will 21	
Saving Throws +2	
Speed 6	
Action Points 1	
Ⓢ Longsword (standard; at-will) ♦ Weapon	
+16 vs. AC; 1d8 + 7 damage, and the target is marked until the end of the barrier sentinel's next turn.	
Ⓢ Drive Back (standard; recharge Ⓜ Ⓜ) ♦ Weapon	
+16 vs. AC; 2d8 + 7 damage, and the target is pushed 3 squares.	
Ⓢ Shield Riposte (immediate interrupt, when hit by a melee attack; requires shield; at-will)	
+14 vs. Fortitude; 1d6 + 5 damage, and the barrier sentinel gains a +2 bonus to its AC and Reflex until the end of its next turn.	
Fey Step (move; encounter) ♦ Teleportation	
The barrier sentinel can teleport 5 squares.	
Sentinel Step (immediate reaction, when an enemy moves into a position flanking the barrier sentinel; encounter)	
The barrier sentinel can teleport 5 squares.	
Alignment Unaligned	Languages Common, Elven
Skills Arcana +7, History +7	
Str 16 (+7)	Dex 20 (+9) Wis 16 (+7)
Con 18 (+8)	Int 12 (+5) Cha 11 (+4)
Equipment chainmail, heavy shield, longsword	

The resting place of the Mithrendain Barrier is a tall, cylindrical chamber with a ceiling roughly 50 feet tall. The barrier is a thick stone slab about 130 feet in diameter, set into the ground and carved with elaborate runes around the rim and stretching into its center. Thick, crimson curtains cover the

walls of the chamber and elaborate torch sconces and a fine hanging chandelier light the room. Though such accoutrements might seem out of place above a barrier to the Underdark, the city's ruling council uses the chamber for its meetings, and each of the seven council members has a small throne that permanently rests within the barrier chamber.

THE SEVEN SEAL CHAMBERS

The Mithrendain Barrier is far more than an enchanted slab of stone; it is in fact a magical barrier that prevents denizens of the Underdark from breaking through into the Citadel. The barrier is maintained and reinforced by seven magical seals, each one found somewhere in the Citadel Arcanum. These seals are magic circles carved into 10-foot-wide stretches of the Citadel's floor. Each seal provides a different kind of magical protection to the Mithrendain Barrier, and each seal rests within its own chamber. These seven seals are the key to protecting Mithrendain from below, and only when these seals are broken can the barrier be destroyed. Like the barrier chamber, each of the seal chambers is guarded by barrier sentinels at all times.

THE CATACOMBS

Much to the chagrin of the Citadel's guards, the constant rebuilding of the Citadel Arcanum over the centuries has resulted in a number of secret passages both within and below the massive structure. Known collectively as the catacombs, the barrier sentinel corps has discovered over twenty secret passages leading from rooms within the Citadel into a warren of underground tunnels below the Citadel. Though none of these tunnels come anywhere close to the passageway to the Underdark, much of the catacombs is a subterranean maze.

Despite efforts to close or collapse these secret passages, passageways into the catacombs yet remain. Several Lords Marshal of the Watchers of the Night have used the catacombs as secret meeting places, fearing the eyes and ears of evil within the Citadel. Some of the secret passages merely lead to other rooms within the Citadel (a disconcerting fact that explains why most of the councilors prefer to sleep in their own estates), while others descend into secret structures that can reach several hundred feet into the ground. Beneath the Citadel Arcanum lie enough secret chambers and tunnels that barrier sentinels refer to it as the underground city, and it is a constant struggle to keep these passageways sealed. The darkest rumors hold that more passages have been forgotten over the years, just waiting to be rediscovered, and that the full extent of the catacombs stretches out beneath the entire city of Mithrendain.

THE OLD BATTERY

Just to the northwest of the Citadel Arcanum is the section of Mithrendain referred to as the Old Battery. The oldest part of Mithrendain, the Old Battery is the first section of the city founded when the population of the original fortress outgrew it. Named for a line of towers that once stood in its place, the Old Battery is as close as the city of Mithrendain gets to a bad part of town. As the oldest section of the city besides the Citadel, many of the towers of the Old Battery are older than any living eladrin in the city. Though most are kept in fair repair, few of the inhabitants of the Old Battery are what one would consider wealthy.

The Old Battery has a somewhat notorious reputation primarily due to the fact that many of its inhabitants are the families of exiles. Being exiled from Mithrendain is a severe punishment not only for the offender but also for the offender's family; having a family member exiled is like having a black mark placed on your family's reputation. Most such families are forced to move to the Old Battery by societal pressure, and while some suffer the disgrace in silence just as many more bear a grudge either against their exiled family member or against those who decided to send the relative into exile.

The Old Battery is full of history, but that history is overshadowed by its reputation. Although most inhabitants of Mithrendain would hesitate to call this section of the city dangerous, many would agree that an unwise person enters the Old Battery alone. Criminals and outcasts flock to the Old Battery, and many would look to take advantage of unwary visitors. Inhabitants of the Old Battery are usually normal people just trying to get by, but there is no doubt that this section of Mithrendain is a breeding ground for dissent and chaos.

THE OUTSKIRTS

Several settlements exist outside the city proper. Scattered for several miles in every direction, these small towns and farming communities are collectively known as the Outskirts. Most of the food for the city is brought in from farms in the Outskirts. Like Mithrendain, the farms of the Outskirts are somewhat unconventional in their methods and appearance. Most of the farms appear to be little more than homes built at random in the deep forest. Farmers in the Outskirts take extra care in the planting of certain trees, and their ground-grown crops appear to sprout up at random throughout the forest. The authority of the city guard rarely stretches to the Outskirts, though the small towns in the area have seen the occasional Watcher in the Night.

Farmers from the Outskirts harvest their crops year-round and in careful rotation. Every few weeks, an eladrin farmer brings a portion of his or her harvest to the city to sell to city-dwellers. The carts of these farmers dot the street corners throughout Mithrendain at all times, and inhabitants of Mithrendain have favorite farmers that they prefer to buy from whenever possible.

ARCHITECTURE

No city better exemplifies eladrin architecture than Mithrendain. Taking a look at the various buildings throughout the city, it becomes easy to feel like you are walking through a place built by beings with a different outlook on the world. Buildings in Mithrendain expand vertically; there are no sprawling estates in the city, and when more space is needed the owner of a building adds on another floor. Most buildings in Mithrendain are at least 30 feet tall, and almost all of them are circular towers with doors on the ground floor and stairs spiraling upward around the walls on the inside of the building. Eladrin buildings almost never have windows on the ground floor; it is too easy for an eladrin to teleport, and eladrin value their privacy. On the upper floors, well out of the range of a *fey step*, buildings have windows that are made of reflective glass, allowing those on the inside to see out but keeping those on the outside from seeing into the room. Wealthy eladrin pay to have disc-shaped platforms enchanted to hover near buildings they own, allowing an eladrin to *fey step* out of the upper floors of a building directly onto a platform and then descend to the ground by stairs without having to leave through their own front door.

Eladrin keep their private chambers on the upper floors of their building, leaving a large, open common area on the ground floors. Eladrin homes do not have bedrooms, but instead have cozy, soundproof meditation chambers where the eladrin spend their resting time. Proper meditation is extremely valuable to the eladrin of Mithrendain, and maintaining a small but plush meditation room is a matter of pride for most eladrin. Unfortunately, this means that inns in Mithrendain often have no bedrooms; those few that do (designed to cater to outsiders) have bedrooms constructed with a uniquely eladrin viewpoint. Normally, these bedrooms are small rooms with one bed and little room for anything else.

The common areas of eladrin homes are lined with bookshelves, since reading is highly valued in Mithrendain's society. Eladrin store their valuables in small, underground vaults, accessed by secret doors. These vaults exist to keep others from teleporting into them, and the vault floors are lined with thick metal and stone to prevent anything from breaking into the building from below.

LAWS AND ENFORCEMENT

The Autumn City has a code of laws similar to those found in most civilized areas. Theft, murder, and trespassing are all just as illegal in Mithrendain as they are elsewhere. However, what distinguishes Mithrendain from other cities is the code of punishments that accompanies its laws. Imprisonment is not an option for punishment in eladrin cities, since keeping an eladrin prisoner is extremely difficult. Though many of the guard stations throughout the city have small holding areas for detaining a prisoner temporarily, no real prisons exist in Mithrendain.

If a crime calls for punishment beyond simple restitution, that punishment comes in the form of disfigurement. For some crimes, a symbol is branded on the offender's face, not only to rob the offender of a clean appearance but also to warn others that he or she is a criminal. In more severe cases, crimes call for one of the offender's hands to be maimed beyond use, or sometimes twisted with magic to uselessness. The most extreme form of punishment, at least to the inhabitants of the Autumn City, is exile. When an offender is banished from Mithrendain, it signifies his or her complete removal from eladrin society. The exile and family are forever shamed, and the offender is forbidden from ever entering Mithrendain again. Many bitter exiles have fled into the Underdark, and some exiles make their treason complete by serving as agents of the fomorian kings there.

THE CITY GUARD

The Mithrendain city guards are the primary keepers of the peace in the Autumn City. Unlike those in human cities, the guards in Mithrendain are mostly lightly armored, nimble sword-wielders who rely on their speed and dexterity to take down their opponents. They wear armor made of small overlapping plates, larger than scales but offering the flexibility and mobility of most leather armors. The city guard is headquartered in the Citadel Arcanum, but smaller guard posts exist throughout the Autumn City, which allows the guard to react quickly to any disturbance. The city guard is made up of paid volunteers, most of whom are young people without families of their own. City guards serve for as long as they wish, though there is little upward mobility in the Guard. Promising members of the city guard are given the chance to train as barrier sentinels in the Citadel Arcanum, but few have the skill and experience to make the jump to the elite corps of defenders.

Mithrendain Guard		Level 2 Soldier
Medium fey humanoid, eladrin		XP 125
Initiative +6	Senses Perception +8; low-light vision	
HP 38; Bloodied 19		
AC 18; Fortitude 14, Reflex 15, Will 14		
Speed 6		
⊕ Longsword (standard; at-will) ♦ Weapon		
+9 vs. AC; 1d8 + 2 damage.		
† Protective Swing (standard; recharge ⓧⓧⓧ) ♦ Weapon		
+9 vs. AC; 2d8 + 5 damage, and the target is marked until the end of the Mithrendain guard's next turn.		
Fey Step (move; encounter) ♦ Teleportation		
The Mithrendain guard can teleport 5 squares.		
Alignment Unaligned		Languages Common, Elven
Skills Arcana +4, History +4		
Str 11 (+1)	Dex 17 (+4)	Wis 14 (+3)
Con 14 (+3)	Int 12 (+2)	Cha 10 (+1)
Equipment scale armor, longsword		

Mithrendain Guard Captain		Level 5 Soldier (Leader)
Medium fey humanoid, eladrin		XP 200
Initiative +8	Senses Perception +10; low-light vision	
Eladrin Courage aura 5; any eladrin ally within the aura that succeeds on a saving throw gains 5 temporary hit points.		
HP 63; Bloodied 31		
AC 21; Fortitude 17, Reflex 18, Will 17		
Speed 6		
⊕ Longsword (standard; at-will) ♦ Weapon		
+12 vs. AC; 1d8 + 3 damage.		
† Protective Swing (standard; recharge ⓧⓧⓧ) ♦ Weapon		
+12 vs. AC; 3d8 + 5 damage, and the target is marked until the end of the Mithrendain guard captain's next turn.		
↩ Guard Captain's Poise (minor; at-will)		
Close burst 10; targets one eladrin ally within burst; the target makes an immediate saving throw against one effect that a save can end.		
Fey Step (move; encounter) ♦ Teleportation		
The Mithrendain guard captain can teleport 5 squares.		
Alignment Unaligned		Languages Common, Elven
Skills Arcana +5, History +5		
Str 12 (+3)	Dex 18 (+6)	Wis 16 (+5)
Con 15 (+4)	Int 13 (+3)	Cha 13 (+3)
Equipment scale armor, longsword		

THE WATCHERS OF THE NIGHT

The Watchers of the Night is a secret police force within Mithrendain responsible for keeping a wary eye out for anyone or anything endangering the city. Originally established as a group of spies charged with rooting out anyone within the Citadel Arcanum that sought to destroy or bypass the barrier, the Watchers of the Night slowly expanded its jurisdiction to cover the entire city and the surrounding Outskirts. Despite its humble origins, the Watchers has become an influential organization in the Autumn City.

Each Watcher is given a signet ring that allows him or her to ignore the city's defenses. Watchers of the Night can become invisible and use illusion spells as normal, even within the range of the revelation

spheres, and as a result they spend their time watching the day-to-day activities of citizens throughout Mithrendain. The Watchers are mostly unobtrusive, but many feel uncomfortable with the secret observation of the Watchers. In fact, the Watchers' own name has something of a double meaning; on the one hand, they are vigilant against threats from the eternal night of the Underdark, but by the same token they are observers that peer at the people of Mithrendain from the shadows.

The Watchers are rarely seen, and few people in Mithrendain have ever encountered one; those who do usually keep quiet about the fact. Though no Watcher has ever revealed how he or she became a Watcher of the Night, many suspect that the Watchers are culled from the ranks of exceptionally talented criminals who know how to move about the Autumn City unseen. Watchers wear leather armor that has been dyed pitch black, and they carry ornate daggers given to them when their training is complete.



Watcher of the Night Level 12 Elite Lurker

Medium fey humanoid, eladrin

XP 1,400

Initiative +16 **Senses** Perception +15; low-light vision

HP 194; **Bloodied** 97

AC 26; **Fortitude** 24, **Reflex** 26, **Will** 24

Saving Throws +2

Speed 6

Action Points 1

⊕ **Dagger** (standard; at-will) ♦ **Weapon**
+17 vs. AC; 3d4 + 5 damage.

‡ **Double Attack** (standard; at-will) ♦ **Weapon**
The Watcher of the Night makes two dagger attacks.

‡ **Arcane Blade** (standard action; encounter) ♦ **Weapon; Varies**
+15 vs. Reflex; 4d4 + 10 damage; the Watcher of the Night can choose to do normal damage with this attack, or have the attack deal cold, fire, lightning, or thunder damage instead.

⚡ **No More Secrets** (minor; encounter)
Close burst 10; targets one creature; the target gains 10 vulnerability to cold, fire, lightning, or thunder (Watcher of the Night's choice) until the end of the Watcher's next turn.

Fey Step (move; encounter) ♦ **Teleportation**
The Watcher of the Night can teleport 5 squares.

Watcher's Signet (minor; encounter)
The Watcher of the Night gains a +5 bonus to Stealth checks until the end of its next turn.

Night's Embrace (immediate reaction, when hit or missed by a melee attack; recharge Ⓜ; Ⓜ) ♦ **Illusion**
The Watcher of the Night gains total concealment from the attacking creature until the end of the Watcher's next turn. The Watcher of the Night can use this power even in the radius of a revelation sphere and this power does not end when the Watcher of the Night enters the radius of a revelation sphere.

Combat Advantage
A Watcher of the Night deals 2d6 extra damage against any target granting combat advantage to it.

Alignment Unaligned **Languages** Common, Elven

Skills Arcana +10, History +10, Stealth +17

Str 14 (+8) **Dex** 22 (+12) **Wis** 19 (+10)

Con 19 (+10) **Int** 14 (+8) **Cha** 13 (+7)

Equipment leather armor, dagger, Watcher's signet

CITIZENS AND DENIZENS

Mithrendain is populated almost entirely by eladrin, and most of the inhabitants are happy to keep it that way. Mithrendain's population is mostly peaceful, and society moves at its own pace. The denizens of the Autumn City take their time with everything, and they rarely are in any kind of hurry. To the long-lived eladrin, each day can be taken at one's own pace. Two eladrin might agree to meet "after lunch," which could mean that their meeting is any time from right after lunch to just at sunset. Since most artisans work from their homes, there are no business hours; if the artisan is in, the shop is open for business. Everything takes place at a casual pace, which can be frustrating to outsiders. Many a visitor has commissioned an eladrin-made

sword, only to find that the blacksmith's definition of "soon" and his own are different. As a result, inhabitants of Mithrendain see outsiders as too tightly wound, and prefer not to deal with the exasperating, impatient visitors.

Outsiders visiting Mithrendain might find themselves taken aback by aspects of the Autumn City's society. The eladrin inhabitants frequently consider outsiders to be novelties or curiosities. In a society obsessed with beauty, a race that doesn't share their smooth aesthetics is practically hideous, and many eladrin cannot help but gawk at visitors from the world. The eladrin of Mithrendain operate on their own schedules and yet seem obsessed with maintaining the beauty of their society and their city, two aspects that can combine to frustrate visitors to the Autumn City who need something from one or more of its inhabitants.

NOTABLE INHABITANTS

The following notable inhabitants of Mithrendain are suitable for use in any D&D campaign.

AMON BASSIRI

THE COMMANDING OFFICER of the Watchers of the Night is a slender eladrin male named Amon Bassiri. Though little is known of his past (the same goes for all the Watchers), Amon holds the rank of Lord Marshal. He not only commands the Watchers but is also a member of the city's ruling council. Unlike other city rulers, Amon lives in his apartments in the Citadel Arcanum, and it is said that he spends his nights exploring the secret passages beneath the Citadel—and keeping the secrets he finds from the city guard. Amon is a wiry male with ever-moving eyes, long black hair, and pale skin; though he puts on an air of friendliness, his smile is oily and one can sense that the Lord Marshal is weighing every word being spoken carefully for any hint of treason.

VYNDRA SYSVANI

ANOTHER PROMINENT MEMBER of the city's ruling council, Vyndra Sysvani is a female eladrin diplomat who has reputedly spent more time outside the Feywild than any other inhabitant of Mithrendain. Vyndra made a name for herself as a liaison between Mithrendain and the human cities outside the Feywild. After years abroad, Vyndra moved back to Mithrendain to serve on the city's ruling council, but she is still extremely knowledgeable about the world and its inhabitants. Vyndra is friendly to outsiders, and eager to hear news of the places she once visited. She can be a valuable ally to anyone visiting Mithrendain, especially given the way humans, dwarves, and many other races are treated in the Autumn City. Vyndra is an

Amon Bassiri		Level 17 Elite Lurker (Leader)
Medium fey humanoid, eladrin		XP 3,200
Initiative +19	Senses Perception +18; low-light vision	
HP 246; Bloodied 123		
AC 31; Fortitude 29, Reflex 32, Will 29		
Saving Throws +2		
Speed 6		
Action Points 1		
⊕	Dagger (standard; at-will) ♦ Weapon +22 vs. AC; 4d4 + 6 damage.	
†	Double Attack (standard; at-will) ♦ Weapon Amon Bassiri makes two dagger attacks.	
†	Arcane Blade (standard action; encounter) ♦ Weapon; Varies +20 vs. Reflex; 6d4 + 10 damage; Amon Bassiri can choose to do normal damage with this attack, or have the attack deal cold, fire, lightning, or thunder damage instead.	
†	Rush to Action (standard action; ☞☞☞) ♦ Weapon +22 vs. AC; 4d4 + 17 damage; Amon Bassiri can shift 2 squares both before and after making this attack.	
◀	No More Secrets (minor; encounter) Close burst 10; targets one creature; the target gains 10 vulnerability to cold, fire, lightning, or thunder (Amon's choice) until the end of Amon's next turn.	
	Fey Step (move; encounter) ♦ Teleportation Amon Bassiri can teleport 5 squares.	
	Swift Watcher (minor 1/round; at-will) One eladrin ally within 5 squares of Amon (and in his line of sight) can shift 2 squares as a free action.	
	Watcher's Signet (minor; encounter) Amon Bassiri gains a +5 bonus to Stealth checks until the end of his next turn.	
	Night's Embrace (immediate reaction, when hit or missed by a melee attack; recharge ☞☞☞) ♦ Illusion Amon Bassiri gains total concealment from the attacking creature until the end of the creature's next turn. Amon can use this power even in the radius of a revelation sphere and this power does not end when Amon enters the radius of a revelation sphere.	
	Combat Advantage Amon Bassiri deals 3d6 extra damage against any target granting combat advantage to him.	
	Alignment Unaligned	Languages Common, Elven
	Skills Arcana +13, Bluff +15, History +13, Stealth +20, Thievery +20	
Str 20 (+13)	Dex 24 (+15)	Wis 21 (+13)
Con 15 (+10)	Int 16 (+11)	Cha 14 (+10)
Equipment leather armor, dagger, Watcher's signet		

eladrin female in her later years whose beauty has not been diminished with the years. She wears her long blonde hair tied back at the nape of her neck, and she is extremely diplomatic even in the most troubling situations.

Vyndra Sysvani	Level 8 Elite Artillery
Medium fey humanoid, eladrin	XP 800
Initiative +7 Senses Perception +8; low-light vision	
HP 139; Bloodied 69	
AC 20; Fortitude 19, Reflex 21, Will 22	
Saving Throws +2	
Speed 6	
Action Points 1	
⊕ Dagger (standard; at-will) +13 vs. AC; 2d4 + 4 damage.	
⚡ Reactive Blast (immediate interrupt, when targeted by a melee attack; at-will) ♦ Arcane, Fire Close blast 3; +12 vs. Reflex; 2d6 + 4 fire damage.	
⚡ Fire Burst (standard; encounter) ♦ Fire Area burst 2 within 20; +12 vs. Reflex; 3d6 + 4 fire damage.	
⚡ Bloodied Burst (free, when first bloodied; recharge Ⓜ) ♦ Fire Vyndra Sysvani's fire burst recharges, and she uses it.	
Fey Step (move, encounter) ♦ Teleportation Vyndra Sysvani can teleport 5 squares.	
Alignment Good	Languages Common, Draconic, Dwarven, Elven
Skills Arcana +15, Diplomacy +14, History +15	
Str 11 (+4)	Dex 16 (+7) Wis 19 (+8)
Con 14 (+6)	Int 18 (+8) Cha 20 (+9)
Equipment fine clothes, dagger	

KAGEN THE BLACKKNIFE

A TRULY ODD SIGHT IN MITHRENDAIN, Kagen the Blackknife is a drow innkeeper who runs one of the only genuinely outsider-friendly inns in Mithrendain, a place called the Waystop in the Old Battery. Kagen is well known throughout the entire city as a smiling drow who tells some of the wildest stories. Though many eladrin regard him as an oddity—a drow that is not a bloodthirsty killer—few truly know him well enough to make much of a judgment. Kagen's nickname, the Blackknife, comes from one of his incredible tales about a dagger he once owned that had a pitch-black blade that crumbled to ash when he came up to the surface. Few believe Kagen's tales, and most see them as little more than fanciful stories designed to entertain his patrons and keep them in the inn for a little while longer. Despite his friendly exterior, Kagen keeps all his patrons at arm's length at all times. He might seem friendly, but no one really knows about his past, and Kagen would like to keep it that way.

HEROES OF MITHRENDAIN

The following section includes new mechanics for player characters related to Mithrendain. Although a character need not be from Mithrendain to take or use any of these mechanics, the DM might wish to restrict the availability of powers or magic items to those who originate, or have at least visited, the Autumn City.

Kagen the Blackknife	Level 6 Elite Skirmisher
Medium fey humanoid, drow	XP 500
Initiative +9 Senses Perception +5; darkvision	
HP 138; Bloodied 69	
AC 20; Fortitude 18, Reflex 19, Will 17	
Speed 6	
⊕ Short Sword (standard; at-will) ♦ Weapon +11 vs. AC; 1d6 + 6 damage.	
⊕ Hand Crossbow (standard; at-will) ♦ Weapon Ranged 10/20; +11 vs. AC; 1d6 + 6 damage.	
⚡ Clear the Bar (standard; at-will) Ranged 10/20; Kagen the Blackknife makes two hand crossbow attacks.	
⚡ Deal with the Rabble (immediate reaction, when missed by a melee attack; at-will) ♦ Weapon Kagen the Blackknife can shift up to 2 squares and make a hand crossbow attack.	
⚡ Cloud of Darkness (minor; encounter) Close burst 1; the burst creates a zone of darkness that lasts until the end of Kagen the Blackknife's next turn. This cloud blocks line of sight for all creatures except Kagen the Blackknife. Any creature (except Kagen the Blackknife) is blinded while it is entirely within the cloud.	
Alignment Unaligned	Languages Common, Elven
Skills Bluff +9, Intimidate +11, Stealth +14	
Str 16 (+6)	Dex 19 (+7) Wis 15 (+5)
Con 13 (+4)	Int 11 (+3) Cha 12 (+4)
Equipment short sword, hand crossbow	

FIGHTER POWERS

The following new powers belong to the fighter class and can be taken any time a character would normally take a power of that level provided he or she meets the power's prerequisites. These particular powers are available to all fighters, but eladrin fighters commonly take these powers (and powers like them) to take advantage of their inherent Dexterity bonus.

Hesitation Slash

Fighter Attack 3

You flick your weapon one way, then the next, slashing your opponent and making it uncertain from which direction your next attack will come.

Encounter ♦ **Martial, Weapon**

Standard Action **Melee weapon**

Target: One creature

Attack: Strength vs. AC

Weapon: If you're wielding a light blade, a heavy blade, or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 2[W] + Strength modifier damage, and the target grants combat advantage to you until the end of your next turn.

Nimble Bladestorm

Fighter Attack 5

Your weapon becomes a whirlwind around you, striking so fast that your enemies have little chance to dodge.

Daily ♦ **Martial, Weapon**

Standard Action **Close burst 1**

Target: All enemies in burst

Attack: Strength vs. AC

Weapon: If you're wielding a light blade, a heavy blade, or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 2[W] + Strength modifier damage.

Blades from All Angles Fighter Attack 13

Your weapon appears to come from all angles at once, making escape impossible.

Encounter ♦ **Martial, Weapon**

Standard Action Melee weapon

Target: One creature

Attack: Strength vs. AC

Hit: 3[W] + Strength modifier damage, and the target is knocked prone.

Weapon: If you're wielding a light blade, a heavy blade, or a spear, you gain a bonus to the damage roll equal to your Dexterity modifier.

Unerring Blow Fighter Attack 15

You position your attack so that your enemy has no chance to avoid it.

Daily ♦ **Martial, Weapon**

Standard Action Melee weapon

Target: One creature

Attack: Strength vs. Reflex

Weapon: If you're wielding a light blade, a heavy blade, or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 3[W] + Strength modifier damage.

Miss: Half damage.

Maneuvering Assault Fighter Attack 23

Your weapon flashes quickly, letting you move your opponent exactly where you want it as it tries to dodge your attacks.

Encounter ♦ **Martial, Weapon**

Standard Action Melee weapon

Target: One creature

Attack: Strength vs. AC

Weapon: If you're wielding a light blade, a heavy blade, or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 3[W] + Strength modifier damage, and you slide the target a number of squares equal to your Dexterity modifier (minimum 1 square). In addition, the target is immobilized until the end of your next turn.

Pinpoint Cyclone Fighter Attack 25

Your weapon strikes nearby enemies with uncanny precision, inciting chaos while attacking with order.

Daily ♦ **Martial, Weapon**

Standard Action Close burst 1

Target: All enemies in burst

Attack: Strength vs. Reflex

Weapon: If you're wielding a light blade, a heavy blade, or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 3[W] + Strength modifier damage.

Effect: The target grants combat advantage to you (save ends).

WIZARD POWERS

The following new powers belong to the wizard class, and they can be taken any time a character would normally take a power of that level provided he or she meets the power's prerequisites.

Arcane Insight Wizard Utility 2

You call upon the knowledge of your ancestors, summoning the collective arcane wisdom of millennia of eladrin history.

Encounter ♦ **Arcane**

Free Action Personal

Prerequisites: You must be trained in Arcana.

Trigger: You make an Arcana check and dislike the result

Effect: Reroll the Arcana check, keeping the better of the two results.

Feywild Spell Surge Wizard Utility 10

You reach into the Feywild, drawing forth a torrent of the plane's inherent arcane energy to fuel your spells.

Daily ♦ **Arcane**

Free Action Personal

Trigger: You miss with an arcane attack

Effect: Reroll the missed attack roll and use the second result.

Special: If you are an eladrin, you gain a +2 bonus to the reroll.

Shunt Between Worlds Wizard Attack 15

You blast your foes with the same arcane energy you use to pass between worlds, shunting them into the Feywild and back again.

Daily ♦ **Arcane, Implement, Psychic, Teleportation**

Standard Action Close burst 2

Target: All enemies within the area of the burst

Attack: Intelligence vs. Will

Hit: 4d6 + Intelligence modifier psychic damage, and you teleport the target 5 squares. The destination must be on solid ground.

Miss: Half damage.

NEW PARAGON TIER FEATS

Any feat in the following section is available to a character of 11th level or higher who meets the prerequisites.

FEY STEP TRAILBLAZER

Prerequisite: Eladrin

Benefit: When you use your *fey step* power, you can also teleport one adjacent willing creature that is your size or smaller with you at the same time. When you arrive at your destination, place the creature that traveled with you in any square adjacent to you.

REACTIVE FEY STEP

Prerequisite: Eladrin

Benefit: When you are the target of a push, pull, slide, or other form of forced movement, you can use your *fey step* power as an immediate interrupt. You negate the forced movement, but you do not teleport.

PARAGON PATH: WATCHER OF THE NIGHT

"You have no secrets from me."

Prerequisite: Eladrin, rogue class

You know the secrets that people try to keep behind closed doors. With the threat of the Underdark lurking behind every corner, your vigilance is all that stands between a peaceful life for your people and their total annihilation.

WATCHER OF THE NIGHT PATH FEATURES

Watcher of the Night's Action (11th level):

When you spend an action point to take an extra action, you also gain a +5 power bonus to Stealth and Perception checks (including passive Perception checks) until the end of your next turn.

Against the Shadows (11th level): You ignore concealment when attacking adjacent creatures.

Shadowslayer (16th level): While you have concealment or total concealment and your target grants combat advantage to you, you can apply your sneak attack damage to your opportunity attacks, even if you have already applied your sneak attack damage during that round.

WATCHER OF THE NIGHT EXPLOITS

Arcane Blade Watcher of the Night Attack 11

You snatch arcane power from the Feywild, wreathing your dagger in energy.

Encounter ♦ Arcane, Martial, Weapon; Varies

Standard Action Melee weapon

Requirement: You must be wielding a light blade.

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 3[W] + Dexterity modifier damage.

Special: Until the end of the encounter, each time you make an attack with this weapon, you can choose to have this weapon deal normal damage or damage of one of the following types: cold, fire, lightning, or thunder.

No More Secrets Watcher of the Night Utility 12

You find the weak point in an enemy's defenses and exploit it.

Daily ♦ Martial

Minor Action Close burst 10

Target: One enemy in burst

Effect: The target gains vulnerable 10 cold, vulnerable 10 fire, vulnerable 10 lightning, or vulnerable 10 thunder (your choice) until the end of your next turn.

Glaring Wound Watcher of the Night Attack 20

Your blade cuts deep, leaving a gaping wound.

Daily ♦ Martial, Weapon

Standard Action Melee or Ranged weapon

Requirement: You must be wielding a crossbow, a light blade, or a sling.

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 3[W] + Dexterity modifier damage, and the target is slowed and takes ongoing 10 damage (save ends both).

Miss: Half damage.

Effect: The target gains vulnerable 10 to attacks with the weapon keyword (save ends).

NEW MAGIC ITEMS

The following new magic items either originate in Mithrendain or are commonly found in the possession of the city's residents.

Mithrendain Steel Weapon Level 8+

This weapon is infused with the Feywild's inherent arcane energy.

Lvl 8 +2 3,400 gp Lvl 23 +5 425,000 gp

Lvl 13 +3 17,000 gp Lvl 28 +6 2,125,000 gp

Lvl 18 +4 85,000 gp

Weapon: Heavy blade, light blade

Enhancement: Attack rolls and damage rolls

Critical: +1d6 damage per plus

Property: Add 1 square to the distance of any teleport you make.

Power (Daily ♦ Teleportation): Free Action. Use this power when you hit with the weapon. You teleport the target 2 squares.

Eldritch Serpent Armor Level 4+

The overlapping scales of this armor are taken from magical serpents.

Lvl 4 +1 840 gp Lvl 19 +4 105,000 gp

Lvl 9 +2 4,200 gp Lvl 24 +5 525,000 gp

Lvl 14 +3 21,000 gp Lvl 29 +6 2,625,000 gp

Armor: Scale

Enhancement: AC

Property: You take no penalty to speed while wearing this armor.

Power (Daily): Minor Action. Until the end of your turn, your attacks using the arcane keyword gain a bonus to damage rolls equal to the armor's enhancement bonus.

Shield of the Barrier Sentinels Level 9+

This ornate shield is awarded to members of the Barrier Sentinels.

Lvl 9 4,200 gp Lvl 29 2,625,000 gp

Lvl 19 105,000 gp

Item Slot: Arms

Property: You gain a +1 bonus to AC and Reflex while you are flanked.

Level 19: +2 bonus to AC and Reflex.

Level 29: +3 bonus to AC and Reflex.

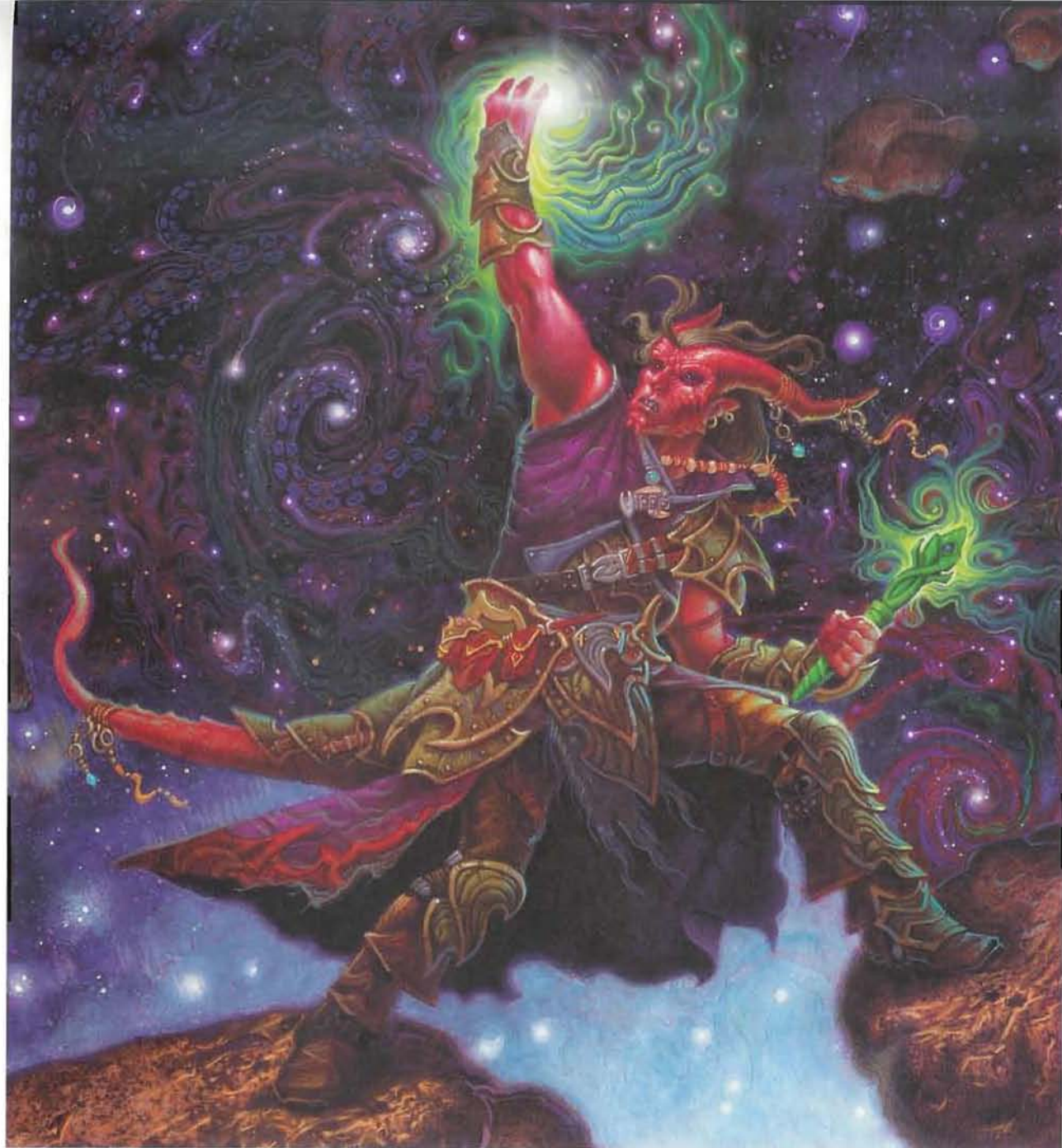
Watcher's Signet Level 11

This white gold ring takes the shape of a dagger that curls around the wearer's finger.

Item Slot: Ring 9,000 gp

Property: You can use illusion powers within the radius of a revelation sphere, and your illusion powers do not end when you enter the radius of a revelation sphere.

Power (Encounter ♦ Illusion): Minor Action. Gain a +5 power bonus to Stealth checks until the end of your next turn.



WISH UPON A STAR

by Bruce R. Cordell

Warlocks sometimes seize arcane power by swearing pacts to questionable entities beyond the world. Such shortcuts are sometimes judged foolhardy by lore-wise wizards who spend years studying their way to mastery.

Naysayers are especially suspicious of a warlock sworn to the star pact, which connects its follower to what many believe are simple stars, though others describe them as horrific monsters. Do star pact warlocks swear their oaths to unfathomable entities of the Far Realm? For that matter, what is a

"simple star" if it is more than a distant prick of light in a larger shroud of darkness? Not even star pact warlocks know for certain, but this dearth of understanding doesn't deter them from wielding the power bequeathed from the pitiless points of light that shine unchanging beyond night's void.

When you wish upon a star, sometimes horrifying dreams follow.

STAR PACT

Those with a passing knowledge of the lights speckling the night sky can point out constellations and the names of interesting or distant stars. However, those who swear the warlock star pact eventually discover new truths about what they might have earlier mistaken for mundane stars. Such devout scholars learn the secret names for common stars, and indeed, they discover constellations of alien lamps too far away for most eyes to discern unaided.

Star pact warlocks scour foes with icy banes and mouth curses given them in dreams born beyond the night sky and—though few enough admit the possibility—perhaps from the Far Realm. How is it that warlocks gain their connection to this aberrant, unknowable region outside time by way of the stars?

The truth might be that some stars have come under the influence of Far Realm entities. Such creatures use stars (some without conscious thought, but others with intention aforethought) as windows on the world. Warlocks draw influence from these creatures through the star for which each is named.

It seems unlikely that every star in the sky is associated with a mind-shattering monster (though some star pact warlocks wake from nightmares where every light in the night sky simultaneously blinks open, revealing eyes . . .). But a few stars are definitely so associated, and these connections are scribed in a spidery, shaking hand on a parchment titled *Revelations of Melech*.

PLAYING A STAR PACT WARLOCK

If the worst fears of naysayers somehow prove true, what does it mean if you draw your arcane power from the Far Realm and other horrors of the cosmos?

EGOTISTIC

"The stars don't influence me; if anything, I influence them!"

You could be a star pact warlock with an immense ego. Sure, you've learned aberrant creatures are associated with the innocent-seeming stars. Yes, strange visions of maddening landscapes have begun to infiltrate your nights. Granted, you sometimes hear strange atonal music when no one else can. But it's all manageable. You know you are up to the task of retaining hold of your sanity. You know the signs to watch. Too much star-gazing. Too much talking to yourself. Too much fantasizing about what Gibbeth *really* looks like despite the warnings in that dusty old tome not to dwell overmuch, even in thought, on this enigmatic entity. A lesser mind could falter and crack under the truths to which you are privy and under the strains of temptation you forego. But you are master of your own mind. You are confident that you can make use of the power the stars grant without falling victim to the madness that lurks behind their radiant light.

REVELATIONS OF MELECH

The scroll called *Revelations of Melech* is wound inside a narrow obsidian cylinder whose exterior is scribed with strange star constellations. The protective obsidian cylinder acts as a *rod of harvest*.

The following names and associated qualities are scribed on the manuscript inside the cylinder.

Acamar: Acamar is a corpse star whose motions and behemoth size send celestial objects that draw too close spiraling to their doom.

Caiphon: This purple star is usually on the horizon. It has the guise of a helpful guide star, but sometimes betrays those who rely upon it.

Delban: An ice-white star often visible only during winter, Delban might surprise the star-gazer with an impromptu flare during any season.

Gibbeth: Better not to write or think overlong on this greenish point in the sky.

Hadar: Hadar is the extinguished cinder of a star lurking within the cloaking nebula of Ithbar.

Ithbar: A dark nebula between stars, Ithbar is slowly expanding and eating the light of neighboring constellations.

Khirad: A piercing blue star, Khirad's radiance sometimes reveals secrets and gruesome insights.

Nihal: Nihal is a reddish star that writhes around the position it should hold in the heavens.

Ulban: Ulban's blue-white light disrupts cognition and the ability to recognize danger.

Zhudun: Another corpse star, Zhudun is historically described as shining a baleful light over the Ruined Realm of Cendriane in the Feywild before its fall.

NAÏVE

"Oh, you're quite the jester! I think I would have noticed if a great eye opened in the moon and blinked when I performed the ritual!"

You might play a star pact warlock who is merely naïve. Perhaps you are too fresh from the swearing of your pacts to have noticed anything particularly aberrant in the power that begins to flow into your hands. If strange dreams sometimes trouble your rest, what of it? Who hasn't had a nightmare or two, especially after a day spent rousing undead and other monsters from their lairs? The stars are distant points of light with strange names, and if invoking their names transfers powers, why worry overmuch about the source of that power? True, some of your spells have horrific-sounding names and frightening effects, but then, are not many wizard spells hardly less ominous? Isn't it true spell names and flashy magical

effects are meant to impress foes? Unless and until a pseudopod bursts from an unexpected wall or ritual book and pulls you shrieking into the earth, you're happy to retain your view of reality.

MAD

"Get away from me! I said, get away! Oh. Sorry. I thought I saw... well, never mind."

Perhaps you really have begun to lose your reason. Feelings that started out merely as mild discomfort grew into avid dislike, and finally graduated to fits of rabid fear; you know that when you react so strongly merely to the sight of, say, fish, something is probably not quite right in your head. But despite this realization, you forge ahead. You can fake it well enough to get by, despite some episodes of screaming into your bedroll at night. Your friends might suspect that your sleep is disturbed from your red eyes, but how will they ever know you dreamed last night of red stars? Crimson points swirling and flocking through the skies like birds, alternately merging together and breaking apart in a hideous dance that slowly but surely traced the outline of a tear in space. A hole in the very air through which an amorphous mass lurked, a shape composed of countless tiny worms who, from tiny putrid mouths, called out your name. Your friends won't know, of course. But sometimes they ask you to stop laughing, because you're starting to act like a crazy person.

UTILITARIAN

"The stars are just a road to power—same as any other. The pact has its risks, sure, but by my lights, seeking wisdom among the stars is better than believing a devil's lies, or plucking out your eye to use a crazy artifact."

You might be a star pact warlock who believes it's all so much hype. You know full well there could be eventual repercussions for learning too much—possibly even eventual madness. But no one said the life of an adventurer was easy. You might be up to holding onto your sanity, or you might not, but you're not naïve about the shocking, true nature of night's gaudy coat of stars. Your ego isn't so overweening that you are certain you can avoid doing the bidding of an aberrant monstrosity, but heroes of previous ages, whether they swore pacts or not, have always risked the same. No, you know the risks and accept them in return for all the potent spells you gain. You accept with open arms what these alien entities can teach you, knowing that you can turn the spells to your own ends. You're not stupid, so you don't willingly risk the lives of your acquaintances if a strange dream urges you to, or if one of your spells tries to squirm out of your control.



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WARLOCK FEATS

Warlocks can choose from the following new feats. These feats are not restricted to star pact warlocks.

HEROIC TIER

Any feat in the following section is available to a warlock character who meets the prerequisites.

SACRIFICE TO CAIPHON

Prerequisites: Con 13, warlock

Benefit: When you attack with an encounter power that has targets and you miss all targets, then you can deal damage to yourself equal to the level of the power. If you do, you immediately recover the power.

STARFIRE WOMB

Prerequisites: Cha 13, warlock

Benefit: When you deal damage with a power that has the radiant or the fear keyword, immediately roll a saving throw to relieve a condition of your choice from which you are suffering.

SHADOW'S ECLIPSE

Prerequisites: Int 13, warlock

Benefit: While you have concealment, you also have resist radiant equal to 5 + one-half your level.

PARAGON TIER

Any feat in the following section is available to a warlock character of 11th or higher level who meets the prerequisites.

TWOFOLD PACT

Prerequisites: 11th level, Eldritch Pact class feature

Benefit: You gain a second Eldritch Pact. You gain the at-will spell and pact boon of both pacts. You can use only one of your pact boon benefits at a time, however.

BAEL TURATH BORN

Prerequisites: 11th level, tiefling, warlock

Benefit: Your fire resistance improves; you now have resist fire equal to 8 + your level.

EPIC TIER

The following feat is available to a warlock character of 21st or higher level who meets the prerequisites.

STUDENT OF THE ATHANAEUM

Prerequisites: 21st level, Int 15, warlock

Benefit: Once per day when you use a daily power, you regain the use of that daily power at the end of the encounter.

WARLOCK POWERS

Warlocks can choose from the following new powers.

LEVEL 1 ENCOUNTER SPELLS

Glow of Ulban Warlock (Star) Attack 1

You call upon Ulban, whose blue-white light pierces the mind and interrupts the instinct for self-preservation in those caught in its otherworldly glow.

Encounter ♦ Arcane, Implement, Radiant
Standard Action Ranged 5

Target: One creature

Attack: Charisma vs. Will

Hit: 2d8 + Charisma modifier radiant damage.

Star Pact: If this attack hits, the target takes a -2 penalty to the next saving throw it makes before the end of the encounter.

LEVEL 1 DAILY SPELLS

Crown of Stars Warlock (Star) Attack 1

Flaring points of star-bright light encircle your head. With each gesture, a painful point of blue-white light leaps away in a halo of choking smoke toward one foe.

Daily ♦ Arcane, Implement, Radiant
Standard Action Ranged 10

Target: One creature

Attack: Charisma vs. Reflex

Hit: 2d12 + Charisma modifier radiant damage. If the target is bloodied, it is also blinded until the end of your next turn.

Sustain Minor: Make a Charisma vs. Will attack against any target in range. On a hit, deal radiant damage equal to your Charisma modifier.

Prophecy of Zhudun Warlock (Star) Attack 1

You whisper snatches of prophecy glimpsed in the blank face of dead Zhudun. A vision flashes into your foe's mind that is so horrifying that it loses track of its surroundings.

Daily ♦ Arcane, Fear, Implement, Psychic
Standard Action Ranged 10

Target: One creature

Attack: Charisma vs. Will

Hit: 2d8 + Charisma modifier psychic damage, and the target is dazed (save ends). The target treats all its enemies as if they are concealed until it saves from its dazed condition.

Miss: Half damage.



LEVEL 2 UTILITY SPELL

Fevered Certainty of Caiphon *Warlock (Star) Utility 2*

You send your thoughts to Caiphon, the Dream Whisperer, whose direction lies beyond the farthest void and is normally unknowable. Flush with the eldritch vision, a mad certainty floods your body and mind.

Daily ♦ Arcane, Implement

Minor Action Personal

Effect: Until the end of your next turn, you gain a +5 power bonus to all skill checks, but you take a -2 penalty to Will.

LEVEL 3 ENCOUNTER SPELL

Hands of Ihbar *Warlock (Star) Attack 3*

Inky black, frigid tendrils emerge as if from your foe's own body. The tendrils curl and wind around their parent so tightly that blood flow and movements are hampered.

Encounter ♦ Arcane, Cold, Implement

Standard Action Ranged 10

Target: One creature

Attack: Charisma vs. Will

Hit: 2d12 + Charisma modifier cold damage, and the target is slowed until the end of your next turn.

Star Pact: If the target has cold resistance, it is reduced by a number of points equal to your level (save ends).

LEVEL 5 DAILY SPELLS

Fury of Gibbeth *Warlock (Star) Attack 5*

You revive the memory of ancient Gibbeth the Endless, slain before the primordial's forge fires burned. Though formless, even the imperfect recollection of Gibbeth strikes out with all-too-real limbs of hate before you hastily forget it.

Daily ♦ Arcane, Fear, Force, Implement

Standard Action Ranged 10

Target: One creature

Attack: Intelligence +2 vs. Reflex

Hit: 3d10 + Intelligence modifier damage, and the target must succeed on an Acrobatics check that has a DC equal to 10 + your Charisma modifier + one-half your level or fall prone. At the start of its turn, the target must succeed on another Acrobatics check (DC as above) or fall prone again (save ends).

Miss: Half damage, and the target must make an Acrobatics check or fall prone.

LEVEL 6 UTILITY SPELLS

Red Leeches of Nihal Warlock (Star) Utility 6

Wriggling scarlet worms writhe suddenly across your foe's body before dissolving just as quickly into odious vapor. When their rank odor stings your nostrils, stolen energy shudders through you.

Daily ♦ Arcane, Implement

Immediate Interrupt Ranged 10

Trigger: One target in range spends an action point or a healing surge

Effect: You gain a number of temporary hit points equal to your second wind value.

Rending Fear of Khirad Warlock (Star) Utility 6

A pale blue flame springs up from your brow as you incant the apocalypses over which Khirad has burned, thus hoping to frighten your foe into an admission.

Daily ♦ Arcane, Charm, Fear, Implement

Standard Action Close touch

Target: One helpless intelligent enemy

Effect: You demand that the target answer one question. If you share a language, your helpless target provides the answer to the best of its knowledge, without distortion. Each round, ask a new question if your target remains helpless, up to a number of questions equal to 1 + your Charisma modifier.

LEVEL 7 ENCOUNTER SPELLS

Far Realm Phantasm Warlock (Star) Attack 7

You give brief life to the image of the creature you periodically see in visions hungrily whispering your name. Though your breath comes quicker, your target is caught unprepared for the mind-wrenching vision.

Encounter ♦ Arcane, Fear, Implement, Psychic

Standard Action Ranged 10

Target: One creature

Attack: Charisma vs. Will

Hit: 1d6 + Charisma modifier psychic damage, and the target spends its next standard action making a basic attack against the empty air.

Star Pact: The target takes a -2 penalty to its Will until the end of your next turn.

Influence of Acamar Warlock (Star) Attack 7

Crackling black energy shrouds your body as you briefly take on the least aspect of Acamar, a dark and distant star. Your closest foe is struck by a stray bolt and is pulled toward you.

Encounter ♦ Arcane, Implement, Necrotic

Standard Action Ranged 10

Target: One enemy closest to you

Attack: Charisma vs. Reflex

Hit: 3d8 + Charisma modifier necrotic damage, and you pull the target a number of squares equal to your Charisma modifier.

Star Pact: This spell's range is 20 instead of 10.

LEVEL 9 DAILY SPELL

Brood of Hadar Warlock (Star) Attack 9

You call upon Hadar the Ebon Hunger. Your foe screams, clutches its head, and falls. Flying, fluttering, fanged shadows pour from your foe's open eyes, mouth, and ears, and descend upon one of your foe's allies.

Daily ♦ Arcane, Implement, Necrotic

Standard Action Ranged 10

Target: One creature

Attack: Constitution +2 vs. Fortitude

Hit: 3d10 + Constitution modifier necrotic damage. If this damage is enough to reduce the target to 0 hit points, make a secondary attack.

Secondary Target: One enemy within 3 squares of the primary target

Secondary Attack: Charisma vs. Fortitude

Hit: 2d10 + Charisma modifier necrotic damage.

Miss: Half damage, and no secondary attack even if the target is reduced to 0 hit points.

LEVEL 10 UTILITY SPELL

Troublesome Aid of Caiphon Warlock (Star) Utility 10

When an ally grants you the grace of renewed health, you leverage your knowledge of Caiphon's healing lore to gain even greater advantage than was offered—but at what price?

Encounter ♦ Arcane, Implement

Immediate Interrupt Ranged 10

Trigger: One ally in range grants you the use of a healing surge

Effect: In addition to the normal number of hit points you regain, you regain a number of hit points equal to your healing surge value. However, until the end of the encounter, you die after failing your second, rather than third, death saving throw.

LEVEL 13 ENCOUNTER SPELL

Blaze of Ulban Warlock (Star) Attack 13

You channel the blue-white fire of Ulban, whose burning glory captivates mortal minds even as it consumes them.

Encounter ♦ Arcane, Implement, Radiant

Standard Action Ranged 10

Target: One creature

Attack: Charisma vs. Will

Hit: 2d8 + Charisma modifier radiant damage, and slide one enemy within 5 squares of the target 2 squares.

Star Pact: If this attack hits, the target takes a -2 penalty to its next saving throw.

LEVEL 15 DAILY SPELLS

Far Realm Glimpse Warlock (Star) Attack 15

You call up a vision of a space inhabited by vast entities whose vile, miles-long limbs churn an amoebic sea to bloody froth. Your foe screams and scrambles to get away.

Daily ♦ Arcane, Fear, Implement, Psychic
Standard Action Ranged 10

Target: One creature

Attack: Charisma +2 vs. Fortitude

Hit: 3d8 + Charisma modifier psychic damage and the target is dazed (save ends). A target that does not move its full speed away from you on its next turn takes 2d8 + Charisma modifier damage and is dazed (save ends).

Visage of Zhudun Warlock (Star) Attack 15

You manifest an aspect of the blank face of dead Zhudan, creating a zone of horror that hammers at the sanity of those caught within it.

Daily ♦ Arcane, Fear, Implement, Psychic, Zone
Standard Action Area burst 1 within 10 squares

Effect: The burst creates a zone containing the semblance of a monstrous face, blocking line of sight. The zone lasts until the end of your next turn. Creatures that enter the zone or start their turns there take 3d10 psychic damage.

Sustain Minor: When you sustain the power, you make a secondary attack.

Secondary Target: Each creature within the zone

Secondary Attack: Charisma vs. Will

Hit: 1d10 + Charisma modifier psychic damage, and the target is slowed until the end of your next turn.

LEVEL 16 UTILITY SPELL

Caiphon's Disquieting Liberty Warlock (Star) Utility 16

You call out to Caiphon, the Dream Whisperer, an entity who is both unimaginably far and worryingly close. Caiphon gives you your liberty, but sips a bit of your life in return.

Encounter ♦ Arcane, Implement
Minor Action Personal

Effect: Choose one of the following conditions that you currently suffer: immobilized, restrained, or slowed. That condition immediately ends. However, you also take 5 damage.

LEVEL 17 ENCOUNTER SPELL

Delban's Eye Warlock (Star) Attack 17

A slanting shaft of frigid starlight shines down and illuminates your foe, revealing it in a spasm of chill agony. Your foe realizes you've turned the dire attention of a fell entity upon it.

Encounter ♦ Arcane, Cold, Implement
Standard Action Ranged 10

Target: One creature

Attack: Charisma vs. Fortitude

Hit: 3d10 + Charisma modifier cold damage, and the target is marked until the end of your next turn. The target loses concealment and total concealment while marked.

Star Pact: All attacks against the target deal 1d6 + your Charisma modifier extra cold damage while the target is marked by this power.

LEVEL 19 DAILY SPELL

Dark Side of the Moon Warlock (Star) Attack 19

The moon, waning gibbous, swims into view overhead, but something is wrong. Its craters host eyes larger than seas, and the fracture lines writhe and crawl, revealing themselves as continent-sized tentacles.

Daily ♦ Arcane, Fear, Implement, Psychic
Standard Action Ranged 10

Target: One creature

Attack: Charisma +2 vs. Will

Hit: 4d10 + Charisma modifier psychic damage, and the target is slowed and restricted to making basic attacks until the end of your next turn.

Miss: Half damage.

BEHIND THE CURTAIN: PERK OF THE JOB

When I approach staff around the office to write for *D&D Insider*, I always start with a simple question: "What are you playing?" You see, I learned quickly that in a department full of game designers, I could get people excited about a topic—above and beyond the enthusiasm they bring each day—if they could design something for the character they're currently playing in a campaign.

Bruce was no different. Okay, maybe a little. I may have heard he was also playing a star pact warlock. I may have been a little self-serving in approaching him to write some new star pact powers. But if there's one perk to working on *D&D*, it's that you can sometimes get exactly what you need for your character into print.

But heck, that's what makes writing for *D&D Insider* so awesome: Anyone can do it. If you have an idea that would be perfect for your dragonborn fighter, odds are good it would be perfect for someone else's, so you should craft a proposal and send it in to dndinsider@wizards.com.

—Chris Youngs

LEVEL 22 UTILITY SPELL

Ulban's Shining Cloak Warlock (Star) Utility 22

The blue-white fire of Ulban sears your flesh with a flash of otherworldly light, but grants you an extra measure of protection against the attacks of distant foes.

Daily ♦ Arcane, Implement, Radiant
Immediate Interrupt **Personal**

Trigger: You are hit by a ranged attack

Effect: You gain a power bonus to the defense targeted by the attack equal to your Intelligence modifier. If the triggering attack misses you because of this bonus, the target of the attack changes from you to the attacker. The attacker rolls the attack again to determine it hits itself.

BEHIND THE CURTAIN: WISH FOR WARLOCK POWERS

Chris Youngs approached me to write an article about warlocks quite a while ago, before *Complete Arcane*™ was designed and before any other sources contained additional powers beyond those appearing in the *Player's Handbook*®. Of course, he had an ulterior motive. Turns out both he and I were playing warlocks. Tiedling warlocks. Tiedling star pact warlocks! (And both in games run by Chris Perkins, no less!) After he suggested I write the article, we looked at each other for a few seconds, and then we both laughed maniacally.

Oh yes, this was going to be an article I enjoyed writing. Not merely because it would directly benefit my own character (heh), but also because I have a particular affinity for the star pact, at least when it swerves towards the Far Realm. So I got busy writing story text, pulling all the star names of powers that appeared in *Player's Handbook* and adding several new ones of my own. I tried to profile each star and the entity associated with it. Once all the stars had "personalities" of their own, writing powers themed to those particular stars seemed to flow naturally. It certainly made writing the power story text a kick, too!

And now, when all is said and done, my character Melech, and presumably Chris's character Deimos, both enjoy a little extra star pact goodness. Where "goodness" really means "cosmic horror from beyond the sky."

—Bruce R. Cordell

LEVEL 23 ENCOUNTER SPELL

Starless Void Warlock (Star) Attack 23

A shadow from the wintry void between stars falls upon your foe, shrouding it with a layer of celestial frost that hinders its ability to defend itself.

Encounter ♦ Arcane, Cold, Fear, Implement
Standard Action **Ranged 10**

Target: One creature

Attack: Constitution vs. Fortitude

Hit: 4d8 + Constitution modifier cold damage, and the target grants combat advantage to your allies until the end of your next turn.

Star Pact: If this attack hits, the target takes a penalty to AC equal to your Intelligence modifier until the end of your next turn.

LEVEL 25 DAILY SPELL

Gibbeth's Embrace Warlock (Star) Attack 25

Pressed and desperate, a stray recollection of Gibbeth the Endless occurs to you. You hastily force the memory upon your foe, who is embraced in a clasp of palpable hate.

Daily ♦ Arcane, Fear, Force, Implement
Standard Action **Ranged 10**

Target: One creature

Attack: Intelligence vs. Reflex

Hit: 5d10 + Intelligence modifier force damage, and ongoing 10 force damage (save ends).

Miss: Half damage.

LEVEL 27 ENCOUNTER SPELL

Envoy of Nihal Warlock (Star) Attack 27

You call beyond the boundaries of matter, space, and perhaps even sanity. Nihal answers by sending a humanoid-shaped hole in reality filled with writhing red worms, which fall upon your foe.

Encounter ♦ Acid, Arcane, Fear, Healing, Implement
Standard Action **Ranged 10**

Target: One creature

Attack: Charisma vs. Reflex

Hit: 4d10 + Charisma modifier acid damage. If the target takes damage from this attack, you can spend a healing surge.

Star Pact: Add double your Charisma modifier to the hit points regained from the healing surge.

LEVEL 29 DAILY SPELL

Caiphon's Abominable Melody

Warlock (Star) Attack 29

The atonal song of Caiphon, the Dream Whisperer, pierces the fabric between worlds. Your foe covers its ears, closes its eyes, and begins to shriek. Even so, notes of the horrible tune are still faintly audible above the screaming.

Daily ♦ Arcane, Fear, Implement, Psychic
Standard Action Ranged 10

Target: One creature

Attack: Charisma +2 vs. Fortitude

Hit: 6d8 + Charisma modifier psychic damage, and the target is deafened (save ends), blinded (save ends), and slowed (save ends); a separate save is required to relieve each condition. At the beginning of the target's turn, if it is still suffering from any one of the conditions you inflicted upon it, it takes another 1d6 + Charisma modifier psychic damage, and you can slide the target a number of spaces equal to your Charisma modifier. Until the end of the encounter, any time you take damage, roll a d20. If you roll 10 or higher, reduce the damage to 0.

Special: Each round a target is still affected by this spell, the ally (or you) closest to the target hears an echo of the abominable melody and takes 1d10 psychic damage.

PARAGON PATH

STUDENT OF CAIPHON

"The Dream Whisperer pays more attention to the world than any other of its ilk. It might have a plan and a part to play in the world's final destiny."

Prerequisites: Warlock class, star pact

You studied the limitless abysses and the bright points of enigmatic light that hang between them. You listened to the baffling disordered sounds that emerged from the simple astronomical lenses you used for your study. You learned that the stars were not the innocent lamps above the world that most assumed. Despite this unsettling knowledge, you continued your study, eventually narrowing your concentration to just one star—a star named Caiphon. That's when the dreams began.

You dreamed of a fitful star of purple fire. You walked in its light to the edge of a slime-lined pit that pulsed and heaved like a living maw, eager to consume. You hurled yourself into the cavity as the purple star flared. You fell into an amoebic sea, where you were digested over the course of a thousand years, or perhaps just one night.

When you woke, your eyes were opalescent purple orbs, and Caiphon began whispering—*whispering*—into your ear. Even though you could hear only the merest fragments of Caiphon's never-ending instructions and insights, a knowing smile stitched itself across your face.

STUDENT OF CAIPHON PATH FEATURES

Star Bright (11th level): When you spend an action point to take an extra action, if you use your action to make an attack that hits, that hit deals ongoing 5 radiant damage (save ends). Such powers are considered to have the radiant keyword.

Caiphon's Guidance (11th level): You score a critical hit with fear and radiant powers on a roll of 18–20.

Caiphon's Intercession (16th level): You can choose to use Caiphon's Intercession in place of your Fate of the Void pact boon when an enemy under your Warlock's Curse drops to 0 hit points or fewer. One ally of your choice within 10 squares of you can make an immediate melee basic attack against a target you choose; if the attack hits, it deals ongoing 5 radiant damage (save ends) in addition to normal damage. If your ally makes the attack, Caiphon takes its due and deals 5 damage to your ally. If your ally refuses to accept Caiphon's Intercession, you take 5 damage (despite the fact no attack was made); in such an instance, you retain the use of Fate of the Void.

STUDENT OF CAIPHON SPELLS

Trust in the Guide Star Student of Caiphon Attack 11

You squeeze tight your eyes and call upon the Purple Star to grasp your mind and guide your strike.

Encounter ♦ Arcane, Implement, Radiant
Standard Action Ranged 10

Target: One creature

Attack: Charisma vs. Will

Special: You ignore penalties for cover (but not superior cover), concealment, and total concealment. You can attack an invisible target as if it were not invisible.

Hit: 2d10 + Charisma modifier radiant damage.

Steps on the Purple Stair Student of Caiphon Utility 12

At Caiphon's bidding, you take a half step into a temporary echo plane where wind shrieks like the screams of tortured lunatics and where indescribable colors squirm across your skin. Something shudders on the horizon, but you step fully back into the world before its identity resolves.

Encounter ♦ Arcane
Minor Action Personal

Effect: You gain invisibility and a fly speed equal to your speed until the start of your next turn. On your next turn you take ongoing 3 psychic damage (save ends).

Caiphon's Hungry Mercy Student of Caiphon Utility 20

Your guide star offers all who heed your sudden rant to "Trust in Caiphon!" a boon of renewed power. Your lord requires only a sip of life from each ally who partakes. So little in return for so much!

Daily ♦ Arcane
Minor Action Close burst 10

Target: You and all allies in burst

Effect: You and each ally in burst can spend a healing surge to recover a power. Each of you choosing to do so rolls a d6. On a roll of 1–5, the power recovered is an encounter power. On a roll of 6, the power recovered is a daily power.

RADIANT ONE

The world and its echoes are but motes in the eye of a far grander, if more terrifyingly incomprehensible, vista. You are unafraid, nay eager, to risk even madness unending, if only you can learn the underlying truth of existence.

Prerequisite: 21st level

Lesser souls have been overwhelmed by their study of the uncaring stars. Instead of commanding their own fate, they were transformed into mere pawns and cultists. With features shadowed under voluminous hoods, they toppled glare-eyed and drool-speckled into the clutch of mad entities. That is not to be your fate. You've divined a different truth in the cold pin-pricks in night's endless void. Instead of a pawn, you intend to be the master. You plan to have your force of will shine, burning forever. Unlike other stars that serve as windows, perhaps, to monstrous entities of an impossibly distant realm, your radiance is merely your own cognizance spreading ever outward.

The unschooled believe a radiant one is nothing more than a servitor to the vast enigmatic creatures you court. True, others who have traveled your path have burned out, unleashing cataclysms that killed allies, corrupted monarchs, and even laid waste to kingdoms (and, some whisper, to previous ages of the world). You know these cautionary tales, and so forewarned you are forearmed should any of the powers from whom you draw your strength seek to suborn your will. Your allies have nothing to fear from you—if you are careful.

IMMORTALITY

Ultimate knowledge, bereft of all filters, easy illusions, and misleading metaphors is what you seek. Soon enough, it will all be yours.

First Light: When you complete your final quest, the last pieces of the puzzle of reality begin to fall into place. The stars themselves begin to sing to you, their sibling. You begin to gleam, as if your skin is but a shell covering a mighty lamp. Upon putting your affairs in order, you travel to a far place. Finally, you ignite in an explosion of stellar glory. Like a demigod, you ascend into the night sky, becoming finally a star yourself—one associated with eldritch wisdom. Or, perhaps, madness. Either way, your name takes its rightful place among the constellations.

PROPHECY OF DEIMOS

"The world doesn't end with water, fire, or cold. I've divined the coming apocalypse. It ends with tentacles!"

RADIANT ONE DESTINY FEATURES

All radiant ones have the following features.

Starborn (21st level): You gain resistance to fire damage and radiant damage equal to 10 + your level. Whenever you deal damage to a target that is granting combat advantage to you, you deal extra fire and radiant damage to the target equal to your Intelligence modifier.

Starburst (24th level): The first time you are reduced to 0 hit points or fewer each day, you gain the immediate use of a healing surge and deal radiant and fire damage of equal value to all enemies within 3 squares of you.

Starry Rift (30th level): Your dawning understanding of reality and the façadelike nature of time and space allows you to take "shortcuts" through time itself. Once per day you can tell the DM that your turn has come up again. Treat this action as if you had chosen to take the delay action (even if you took your last turn normally without delaying).

RADIANT ONE POWER

Star Flesh

Radiant One Utility 26

With a flare of starfire, you ignite with eye-searing flame. Your foes find it difficult to target you, and your starfire burns away many attacks that otherwise would have found you.

Daily ♦ Arcane, Fire, Implement, Radiant
Standard Action **Personal**

Effect: All spaces within 20 squares of you are lit with bright light. You gain a bonus equal to your Intelligence modifier to all defenses.

If a ranged, area, or close attack hits you, roll a saving throw. If you succeed, the radiance and fire of your form incinerate the attack, and you are unharmed.

Your *star flesh* lasts until the end of the encounter.



THE BLOODGHOST SYNDICATE

by Mike Mearls

The word "goblin" brings forth images of shrieking goblin warriors descending upon a village in the dead of night, long columns of armored hobgoblins marching in precise formation, and cunning bugbears waiting in ambush along a forest track. The Bloodghost Syndicate likes to keep it that way. From their hidden lairs in cities across the world, they engage in extortion, assassination, robbery, and even the occasional legitimate business venture. Spurred on by a combination of boundless greed and shrewd cunning, the Bloodghost Syndicate has built an empire of crime beneath the noses of those sworn to defend civilization from goblinoid incursions.

HISTORY

The syndicate traces its humble beginnings to one bugbear, Graala Bloodghost. Graala served as a warrior aboard a pirate galleon under the command of a hobgoblin captain. She and her bugbear kin were shock troops and marines, tasked with leading the charge on any boarding action.

Graala worked her way up the ranks, and in time she became a personal bodyguard to her captain. She saw firsthand how the captain turned plundered cargo into cash by dealing with human, tiefling, and dwarf smugglers, fences, and merchants of flexible morality. It fascinated her that the humans would expend so much effort to track down her kin in the

wilds, while within their cities lurked bugbears who posed just as much of a threat.

Graala's assignment also gave her insight into the fabulous wealth that the captain and his coterie enjoyed, while she and the bugbear marines survived on a few coins from each raid. The hobgoblins never led the charge, and they never risked a mariner's trident through the gut or a swarm of crossbow bolts. The next time she accompanied the captain on a secret rendezvous with a smuggler on the docks of a human city, her bugbear compatriots killed the hobgoblin officers left aboard, waited in ambush for the captain's return, and killed him. Graala then led the survivors ashore and into the city, but not before arranging for the smuggler to collect on a bounty placed on the captain's head. Graala claimed half the share, and with the cash liberated from the ship, she founded the Bloodghost Syndicate.

CURRENT STATUS

Graala founded the syndicate nearly 30 years ago. Today, she still takes an active hand in the syndicate's affairs, but her age and infirmity have pushed her son Rathos to take command.

The syndicate dabbles in a variety of criminal enterprises, including gambling, protection rackets, assassinations, and money lending. The Bloodghosts carved their niche in the underworld through a combination of brute force, cash, and access to monstrous allies outside the city who are eager to do business with forces within the city: orc mercenaries seeking service with an evil lord, cultists in search of a safe dungeon lair or illegal reagents for their foul rituals, and outlaws (whether monstrous or humanoid) eager to turn the goods and coin plundered from their victims into material comforts and fine goods. After all, a few hundred coins stashed in a chest beneath an ogre chief's bed are worthless unless he can do something with them.

The Bloodghosts found willing allies on both sides of the supply chain. Their emissaries buy luxury goods, usually expensive ales and other liquors, and deliver them to humanoid chieftains at outrageous mark-ups. The humans they deal with inside cities are too intimidated to ask for better rates, while the savage orcs, goblins, and ogres are too ignorant to question the exorbitant prices the Bloodghosts demand.

LIFE IN THE CITY

The Bloodghosts employ a number of criminal schemes to supplement the profits they make in trading goods between human and dwarf merchants and the savage, humanoid tribes that lurk at the edge of civilization.

Loan Sharking: The Bloodghosts invest their profits in short-term loans, using a pair of halfling twin brothers named Murro and Kegan Galliwell as front men. Murro and Kegan approach adventurers who need a few more silver coins to buy or create a magic item, merchants who need just a few hundred gold coins to keep their businesses afloat, and others whose desperation and greed can cloud their common sense. The twins have short, blond hair, pale skin, and blue eyes. They muddle negotiations by claiming that any promises or deals struck were made with the other twin, sometimes shaking down the same target twice. The Bloodghosts become involved in collecting the loans when words and threats fail to extract payment.

Assassination: Bugbears are good at killing, a talent that the Bloodghosts are more than happy to sell to the highest bidder. To avoid drawing unwanted attention from the city guard, the Bloodghosts work exclusively for humanoid tribes and cults outside the city, targeting adventurers and others who visit the city for a short time. By avoiding long-term residents and other fixtures in the city, the Bloodghosts can use bribes and coercion to ensure that their actions are dismissed as robberies gone bad, the results of feuds or duels, or one of the other dangers of the adventurers' profession.

Urban Banditry: As outsiders in the city, the Bloodghosts are acutely aware of the strict divisions within urban society. The poor, outcasts, and dwellers at society's edges are easy victims of muggings, ambushes, and raids. In particular, adventurers and other explorers make ripe targets. They carry plenty of cash and magic items, and the local constabulary has more pressing issues to deal with than the complaints generated by heavily armed, dangerous, and unpredictable travelers. The Bloodghosts set up ambushes near taverns frequented by explorers, knocking their targets unconscious and carrying off any valuables they find on them. The Bloodghosts take care to avoid murdering their victims, since they know there are certain lines they cannot cross without drawing attention. When they do kill a victim, such as for an assassination, they take care to ensure that the victim is of the type whose death fails to draw much attention.

NOTABLE PERSONALITIES

The syndicate, as befits an organization bent on murder, profit, and power, is filled with a number of notable villains and criminals.

Rathos Bloodghost: This fat, yet still menacing, bugbear developed a love of the finer things in life as the syndicate's profits ballooned. An inveterate gambler, he has in the past staked debts owed to the syndicate, the lives of potential assassination victims,

and even the freedom of a paladin captured in the Bloodghost's hideout on a game of cards. He has yet to lose one of these wagers. Rathos speaks with measured, deliberate tones, and he detests direct, physical confrontation. Why fight when a game of chance, accompanied by a platter of fine cheese and dwarven ale, can bring about an equally decisive result?

If forced to fight, Rathos is a ferocious opponent. His beer belly hides a skilled fighter who uses great strength and speed to overcome his foes. Rathos is a brawler who uses simple wrestling techniques and brute force to pound his enemies into the dirt.

Rathos's Entourage: Rathos keeps a pair of displacer beasts (level 9 skirmisher, *Monster Manual*, page 70) as pets. In addition, a high priestess of Asmodeus granted him a bearded devil (*Monster Manual*, page 60) as a guardian. As a free action once per week, Rathos can summon the devil to any square within 5 squares of him. The devil remains and serves him for 1 hour.

Rathos Bloodghost		Level 10 Elite Controller	
Medium natural humanoid, bugbear		XP 1,000	
Initiative +8	Senses Perception +12, low-light vision		
HP 212; Bloodied 106			
AC 24; Fortitude 24, Reflex 23, Will 22			
Saving Throws +2			
Speed 6			
Action Points 1			
⚔ Daggers (standard; at-will) ♦ Weapon Two attacks; +15 vs. AC; 1d4 + 6 damage.			
⚡ Flick of the Wrist (minor; at-will) ♦ Weapon Ranged 6/12; +16 vs. AC; 1d4 + 6 damage.			
✊ Crushing Grasp (standard; at-will) +14 vs. Reflex; 1d4 + 6 damage, and the target is grabbed.			
✊ Strangle (standard; at-will) Targets a creature grabbed by Rathos; +14 vs. Fortitude; 2d8 + 5 damage. Miss: Half damage.			
✊ Choke and Throw (standard; recharge ☞ ☞) +14 vs. Reflex; 2d4 + 6 damage, Rathos slides the target 3 squares, and the target is knocked prone and is stunned until the end of Rathos's next turn.			
✊ Quick Counter (immediate reaction, when an enemy misses Rathos with a melee attack; at-will) ♦ Weapon Targets the triggering enemy; +15 vs. AC; 1d4 + 6 damage.			
Predatory Eye (minor; encounter) Rathos deals 1d6 extra damage against the next target that grants combat advantage to him.			
Quick Draw Rathos can draw a weapon as a free action.			
Alignment Unaligned		Languages Common, Goblin	
Skills Diplomacy +12, Insight +12, Intimidate +14, Stealth +14, Thievery +12			
Str 19 (+9)	Dex 17 (+8)	Wis 14 (+7)	
Con 18 (+9)	Int 12 (+6)	Cha 15 (+7)	
Equipment hide armor, 12 daggers			

Jarmaag Fireseer		Level 8 Artillery	
Small natural humanoid, kobold		XP 350	
Initiative +5	Senses Perception +11		
HP 72; Bloodied 36			
AC 20; Fortitude 19, Reflex 20, Will 21			
Speed 6			
⚔ Dagger (standard; at-will) ♦ Weapon +13 vs. AC; 1d4 damage.			
⚡ Black Shard (standard; at-will) ♦ Implement, Necrotic +11 vs. Reflex; 1d6 + 4 necrotic damage, and the target is slowed until the end of Jarmaag's next turn.			
⚡ Lightning Arc (standard; at-will) ♦ Implement, Lightning Ranged 10; targets one, two, or three creatures; +11 vs. Reflex; 1d8 + 4 lightning damage.			
✊ Wind Burst (standard; recharge ☞ ☞) ♦ Implement Area burst 1 within 10; +11 vs. Reflex; 2d6 + 4 damage, and Jarmaag slides the target 2 squares.			
✊ Acid Storm (standard; encounter) ♦ Acid, Implement Area burst 2 within 10; +11 vs. Fortitude; 1d10 + 6 acid damage. Miss: Half damage.			
Knife in the Back If Jarmaag includes at least one ally in an area attack, he deals 1d6 extra damage to all targets of that attack.			
Shifty (minor; at-will) Jarmaag shifts 1 square.			
Alignment Evil		Languages Common, Draconic, Goblin	
Skills Arcana +14, Diplomacy +12, Insight +11, Stealth +12, Thievery +12			
Str 11 (+4)	Dex 13 (+5)	Wis 14 (+6)	
Con 18 (+8)	Int 20 (+9)	Cha 17 (+7)	
Equipment robes, dagger, wand			

Jarmaag Fireseer: This kobold was adopted into the syndicate for his uncanny ability to peer into the future. Several times, his prognostications allowed the syndicate to reap tremendous profits and avoid unwanted entanglements. A powerful wizard, he now seeks to unseat Rathos as head of the organization. He considers the bugbear weak and ineffectual, and gathers freelance thieves, humanoid tribes eager for discounts on fine goods, devils supplied by a cult of Asmodeus, and even a clan of sahuagin lurking in the city's harbor to his side.

Jarmaag's Entourage: Jarmaag is paranoid, as befits his secret plots against the city's most powerful crime lord. His personal bodyguard is Druel Spikefist (dragonborn gladiator, level 10 soldier, *Monster Manual*, page 86). He always travels with Galaria, his supposed concubine but in truth a succubus (level 9 controller, *Monster Manual*, page 67) dispatched by the cult of Asmodeus as a counselor and, unknown to Jarmaag, a spy. Galaria betrays Jarmaag as soon as the situation turns against her in an attempt to worm her way into his enemies' good graces. Druel is a mute who suffered a severe head wound long ago. He grunts and howls like an animal and fights to the death on his master's behalf.

Graala Bloodghost: Though unable to leave bed due to a variety of physical ailments, Graala still maintains a death grip over the syndicate. Rathos might run the day-to-day operations, but she dictates

the group's long-term goals. She believes her son is too soft to remain in control and quietly supports the machinations of Jarmaag, his second in command. By her reasoning, if a revolt does not kill Rathos, it could leave him stronger for the experience. If he dies, then Jarmaag was meant to lead.

Graala is too old and withered to fight. However, she is a canny negotiator. She has a +16 bonus to Bluff, Diplomacy, and Intimidate checks, and a +14 bonus to Insight.

With the proceeds of a lifetime of crime, Graala has made as secure a home as she can afford. She lives in a fortified mansion outside the city. A group of a dozen warforged soldiers (level 4 soldier, *Monster Manual*, page 261) leads packs of iron defenders (level 3 soldier, *Monster Manual*, page 156) in regular patrols of the grounds. The warforged refuse to talk to outsiders, and none of them have ever been in the house. They enter the place only to attack intruders, but thus far no one that they know of has broken into the place. Only Rathos and Jarmaag are given private audiences, and they visit here only by night.

Within the house, three skeletal tomb guardians (level 10 brute, *Monster Manual*, page 235) and two mezzodemons (level 11 soldier, *Monster Manual*, page 58) stand guard on the first floor and second floor. The mezzodemons are bound within a pair of paintings, one in each floor's hallway. When an

intruder passes either painting, the demon within appears and attacks. The skeletons lurk within curtained alcoves: two on the first floor, one on the second floor.

Graala rarely receives visitors other than her son. Rumors abound that her mansion also serves as the home of an elderly warlock who went insane over 30 years ago. She was placed in the home by her friends, powerful adventurers who also recruited the warforged guards, after a disastrous expedition to the Feywild. Magical wards bind her inside the mansion. The story claims that she is too dangerous to walk the city, and that her madness was the price of a ritual she conducted to allow her and her friends to escape the Feywild. The few freelance thieves who have tried to enter the mansion disappeared, lending credence to this tale. Adventurers who break into the mansion in search of the "mad warlock's" treasure might soon find the city's most powerful crime syndicate gunning for them.



Tolg Longshanks, Doppelganger Level 5 Skirmisher		
Medium natural humanoid (shapechanger)		XP 200
Initiative +6	Senses Perception +4	
HP 61; Bloodied 30		
AC 19; Fortitude 16, Reflex 17, Will 17		
Speed 6		
⊕ Dagger (standard; at-will) ⊕ Weapon		
Tolg moves 2 squares before the attack and does not provoke opportunity attacks by moving; +12 vs. AC; 1d4 + 6 damage.		
⊕ Thread the Needle (standard; at-will) ⊕ Weapon		
Ranged 5/10; +15 vs. AC; 1d4 + 2 damage.		
⊕ Tumbling Attack (standard; recharge ⓂⓂⓂⓂ) ⊕ Weapon		
Tolg shifts 3 squares before or after the attack; +12 vs. AC; 1d4 + 6 damage.		
Combat Advantage		
Tolg deals 1d6 extra damage against every target granting combat advantage to him.		
Change Shape (minor; at-will) ⊕ Polymorph		
Tolg can alter his physical form to take on the appearance of any Medium humanoid, including a unique individual (see Change Shape, <i>Monster Manual</i> , page 280).		
Alignment Evil		Languages Common, Goblin
Skills Athletics +8, Bluff +12, Insight +4, Stealth +11, Streetwise +10		
Str 12 (+3)	Dex 18 (+6)	Wis 11 (+2)
Con 13 (+3)	Int 13 (+3)	Cha 16 (+5)
Equipment leather armor, 4 daggers		

Tolg Longshanks: Tolg is one of several doppelgangers who work for the syndicate. A petty fence who frequents taverns by the docks, he scouts adventurers, deals in stolen goods for the Bloodghosts, and keeps an ear out for promising targets. Tolg might strike up a conversation with adventurers under the pretense of hiring them for a mission, usually one that involves finding a criminal who has hidden in the sewers. The "mission" is in truth a trap—an ambush arranged by the Bloodghosts to beat their victims senseless and strip them of everything of value.

Tolg's Ambush: Tolg works with several mercenaries who have dubbed themselves the Press Gang. The gang includes Rolf Oresplitter (dwarf hammerer, level 5 soldier, *Monster Manual*, page 97), Zarrag (dragon-born soldier, level 5 soldier, *Monster Manual*, page 86), Del Laursten (human mage, level 4 artillery, *Monster Manual*, page 163), and Twelgar (bugbear strangler, level 6 lurker, *Monster Manual*, page 136). Twelgar is Tolg's contact with the syndicate.

BEHIND THE CURTAIN: MONSTERS IN PRACTICE

As a player and a DM, I'm a big fan of articles that show concepts in action. You can tell me all day that dragons are greedy or that demons foment chaos, but if you show me a dragon demanding tribute or a demon cult actively trying to unravel the world, I'm much more likely to put it in my game. It's not that I'm lazy, it's just . . . okay, I'm lazy.

In any event, Mike and I had a conversation way, way back in the day about the different types of evil in D&D. You have your militant, tyrannical, Bane evil. You have your mindless, feral, orc-horde evil. And you have the back alley, mafia, "I'll break your legs" kind of evil of the bugbears. I'm a big fan of *The Sopranos*, and when Mike pitched an article featuring a clan of bugbear crimelords, I was sold.

I also love the intrigue and adventure possibilities implied by the setting. We don't show urban monsters in action often enough, and I was extremely pleased with the execution of the Bloodghost Syndicate.

—Chris Youngs

STORY IDEAS

The following story ideas draw on the sample setting and adventure in the *Dungeon Master's Guide*®. Substitute NPCs and locations from your own campaign if you prefer.

The Compass: Szartharax and the Skull Kicker kobolds from *Kobold Hall* are recent recruits of Jarmaag's rogue branch of the syndicate. They steal items and sell them to a contact in town. As luck would have it, when the PCs defeat the dragon, they find a strange device that is similar to a compass but lacking a needle, amid the treasure. This item is the *compass of the depths*. When brought into the Underdark, a glowing arrow appears within it that points the way to the drow settlement of Phaervorul, a drow enclave detailed in *P2: Demon Queen's Enclave*. Jarmaag, eager to ally with the drow, turns the might of the syndicate against the PCs to recover the compass. Not only does he want it back, but he worries that Rathos might learn of his treachery if he somehow learns of the PCs' discovery.

The Feywild Wanderer: Tallwyn Longstrider is a shifter scout and ranger who knows the regions around Nentir Vale better than almost anyone. Rumor has it that he also has memorized the twisting route through the Harken Forest that leads to the Feywild. Unfortunately, Tallwyn is also a drunk and a gambler. He racked up a deep debt to the Bloodghost Syndicate and is now in their prison. If the PCs want to free him, and thereby learn how to journey to the Feywild, they must do the gang a favor or perhaps defeat Rathos in a game of chance.

Tracking the Item: Amara Azaer, a scion of the tiefling merchant house Azaer, agrees to sell stolen magic items for the Bloodghost Syndicate. She does her business in Fallcrest, and the huge profits her sales have generated have placed her on a fast track to rise in the family's ranks. Unfortunately, the next time the PCs buy an item from her it turns out to be stolen from a slain cleric of Kord named Bodos Hammerfall. Bodos's friends, a small group of fighters and rangers, seek to track down the items and return them to his family.

The Kidnapping: Armos Kamroth, a wealthy landowner in Fallcrest, hires the Bloodghosts to kidnap the youngest son of Lord Markelhay, ruler of Fallcrest, and pin the blame on a tribe of lizardfolk who dwell in the nearby Witchlight Fens. Armos hopes that Markelhay's soldiers, or adventurers in his employ, annihilate the innocent, peaceful tribe. Their lair sits atop a forgotten shrine to Tiamat that Armos (a secret worshiper of the dragon queen) wants to recover and rededicate to his goddess.

The Heist: The Bloodghosts hire a number of agents to provoke a riot in the marketplace to cover up a major heist. The PCs are in town to rest or buy supplies. Perhaps they are in hot pursuit of a hated foe when the riot begins. In any case, the characters spot the robbery in progress, and if they intervene they must deal with the bugbear robbers and the angry, rioting crowd that surrounds them.

Stolen Merchandise: While fighting a band of evil humanoids, the characters uncover several crates of fine foods and ale. The crates are marked with the symbol of a merchant house based in the city. If the PCs return the goods, they learn that the crates were stolen from a warehouse inside the city. The merchants want to know how they ended up in a distant dungeon, which sets the PCs on the Bloodghosts' trail.

The Invasion: The Bloodghosts learn of an orc warlord who plans to invade the city. Unwilling to give up their cushy existence, yet too cautious to blow their cover, the Bloodghosts use messengers and discreet drop offs to tip off the characters to the threat. If the PCs learn the source of the information, the lord of the city considers the very real threat a simple ruse engineered by a goblinoid conspiracy to trick the city into wasting time and resources.

BLOODGHOST WARRIORS

The syndicate employs a number of thugs, cat burglars, and assassins as part of its operations. Here are a few sample groupings of the gang's members.

Ambush Party (Level 6, XP 1,150): This group represents the typical strike force assembled by the Bloodghosts.

- ◆ 2 bugbear stranglers (level 6 lurker, *Monster Manual*, page 136)
- ◆ 1 tiefling heretic (level 6 artillery, *Monster Manual*, page 250)
- ◆ 2 bugbear warriors (level 5 brute, *Monster Manual*, page 135)

This group likes to fight in close quarters, such as garbage-strewn alleys and the tight quarters of the slum district's side streets. The heretic and the warriors emerge from a side street to attack their victims, while the stranglers hide in a building adjacent to the ambush point, just inside a broken window or doorway. As the ambushers attack, the stranglers reach from their hiding place to grab and choke any PC who backs up against the building in which they hide.

If the heretic is bloodied, she uses her *cloak of escape* power to teleport atop a nearby building. From this vantage point, she continues to rain spells upon the party.

Should the battle turn against the Bloodghosts, they scatter and run down different alleys. They hope to force the PCs to split up or to chase only one of them. Several beggars, paid to watch the gang's escape routes, stand ready to open hidden boltholes for the fleeing attackers. The characters might see a bugbear run around a corner, only to find no sign of their quarry and several drunken, passed-out beggars snoozing amid empty wine bottles and other trash. The beggars take care to hide a crate covering the tunnel that the bugbear leaped through to escape.

Hit Squad (Level 8, XP 1,650): The Bloodghosts dispatch this group to handle incorruptible city administrators, witnesses too willing to tell their stories, or troublesome adventurers.

- ◆ 1 bugbear assassin (level 7 elite skirmisher)
- ◆ 1 doppelganger assassin (level 8 lurker, *Monster Manual*, page 71)
- ◆ 2 bloodghost hunters (level 8 soldier)

The hit squad works as two separate teams to take down its prey. The doppelganger shadows the victim or, if it can adopt an appropriate disguise, gets close enough to check on its target's defenses. It then tries one of two ruses. It uses a cover story that preys on the target's known weaknesses to get the person alone. The doppelganger might disguise itself as an attractive member of the opposite sex, or it could propose a business deal that requires private negotiations. In any case, the doppelganger attempts to

lure the target to a prearranged ambush point. The Bloodghosts, through a combination of bribes and threats, have set up several booths and private rooms in taverns and inns in town as killing spots. These places are warded with *mistweave curtains* and *thieves' doors* (both described below) and honeycombed with trapdoors and secret passages from which the bugbears can launch their attack.

Bugbear Assassin

Level 7 Elite Skirmisher

Medium natural humanoid

XP 600

Initiative +9

Senses Perception +10; low-light vision

HP 168; Bloodied 84

AC 21; Fortitude 21, Reflex 20, Will 18

Saving Throws +2

Speed 6

Action Points 1

Ⓛ Longsword (standard; at-will) ◆ Weapon
+12 vs. AC; 2d8 + 4 damage (crit +1d8).

Ⓢ Crossbow (standard; at-will) ◆ Weapon
+12 vs. AC; 2d8 + 4 damage.

Double Attack (standard; at will) ◆ Weapon

The bugbear assassin makes two longsword or two crossbow attacks.

⚡ Acid Vial (standard; encounter) ◆ Acid

Ranged 5; +10 vs. Reflex; 2d6 + 4 acid damage, and the target is blinded (save ends).

Combat Advantage

A bugbear assassin's attack deals 1d10 extra damage to any target granting combat advantage to it.

Assassin's Step (move; at-will)

The bugbear assassin shifts 2 squares.

Assassin's Rebuke (immediate reaction, when hit by a melee attack; at-will)

The bugbear assassin shifts 1 square and makes an attack against the triggering creature; +10 vs. Will; on a hit, any marks placed on the assassin by the triggering creature are removed and the triggering creature grants combat advantage to the assassin.

Poison Blade (minor; special) ◆ Poison

As a minor action, the assassin can apply one of the following three poisons to its weapons. Once it applies the poison, it gains a secondary attack against the next target it damages with that weapon. The assassin can use only one poison on a weapon at a time. If it applies another poison before damaging an enemy with its first poison, the initial poison is wasted.

Mindfire Poison

Secondary Attack: +10 vs. Will; the target is blinded (save ends).

Ghoul Blood

Secondary Attack: +10 vs. Fortitude; the target is immobilized (save ends).

Scorpion Venom

Secondary Attack: +10 vs. Fortitude; the target takes ongoing 5 damage and is slowed (save ends both).

Predatory Eye (minor; encounter)

The assassin deals 1d6 extra damage against the next target granting combat advantage to it.

Alignment Evil

Languages Common, Giant

Skills Bluff +10, Stealth +12, Thievery +12

Str 17 (+6)

Dex 19 (+7)

Wis 15 (+5)

Con 20 (+8)

Int 12 (+4)

Cha 14 (+5)

Equipment leather armor, longsword, crossbow, 10 bolts, dagger

BUGBEAR ASSASSIN TACTICS

The bugbear assassin applies its *mindfire poison* before the fight begins. If it hits a foe, it then uses a minor action to apply its *ghoul blood* and then uses its action point to attack again. It hopes to both blind and immobilize its foe, setting the target up for a swift death.

Bugbear Bloodghost Hunter Level 8 Skirmisher

Medium natural humanoid XP 350

Initiative +9 **Senses** Perception +6; low-light vision

HP 85; **Bloodied** 42

AC 22; **Fortitude** 21, **Reflex** 20, **Will** 19

Speed 7

Ⓢ **Greataxe** (standard; at-will) ♦ **Weapon**
+13 vs. AC; 1d12 + 5 damage (crit 1d12 + 17).

† **Slayer's Assault** (standard; encounter) ♦ **Weapon**
The bloodghost hunter moves 7 squares before the attack and does not provoke opportunity attacks by moving; +15 vs. AC; 1d12 + 5 damage (crit 1d12 + 17).
Effect: The bloodghost hunter shifts 3 squares after the attack.

† **Blur of Movement** (move; recharge ☒ ☒)
The bloodghost hunter shifts 3 squares.

Shadow Ghost (minor; encounter)
If the bloodghost hunter has cover or concealment, it can make a Stealth check with a +2 bonus to become hidden.

Predatory Eye (minor; encounter)
The hunter deals 1d6 extra damage against the next target granting combat advantage to it.

Alignment Evil **Languages** Common
Skills Acrobatics +12, Athletics +12, Intimidate +6, Stealth +14

Str 16 (+7) **Dex** 17 (+7) **Wis** 14 (+6)

Con 13 (+5) **Int** 10 (+4) **Cha** 11 (+4)

Equipment hide armor, greataxe

BUGBEAR BLOODGHOST HUNTER TACTICS

A bloodghost hunter relies on *slayer's assault* to begin a battle, then uses *blur of movement* to slip past its foes and attack wizards, clerics, and others who are less skilled at melee fighting.

Raiding Party (Level 5, XP 1,000): A Bloodghost raiding party gathers to steal a valuable object or to make a quick strike to rough up troublesome enemies and perhaps steal a few of their items.

- ♦ 3 bugbear shadow walkers (level 5 lurker)
- ♦ 2 bugbear warriors (level 5 brute, *Monster Manual*, page 135)

The warriors serve as look-outs and muscle if the group requires a show of force. Otherwise, they stay out of the way while the shadow walkers, adepts skilled in spells drawn from the Shadowfell, sweep in to attack or grab valuables. With their superior speed and ability to become invisible, the shadow walkers can strike and flee without suffering any attacks.

Bugbear Shadow Walker Level 5 Lurker

Medium natural humanoid XP 200

Initiative +9 **Senses** Perception +3; low-light vision

HP 49; **Bloodied** 24

AC 19; **Fortitude** 17, **Reflex** 17, **Will** 16

Speed 7

Action Points 1
Ⓢ **Short Sword** (standard; at-will) ♦ **Weapon**
+10 vs. AC; 2d6 + 3 damage.

† **Blur of Movement** (standard; recharge ☒ ☒)
The shadow walker shifts up to 8 squares, and can make 2 short sword attacks at any point during the move. The shadow walker must attack two different targets. On a hit, the shadow walker slides the target 3 squares.

Shadow Walk ♦ **Illusion**
When a shadow walker moves 3 or more squares on its turn, it becomes invisible until the end of its next turn or until it attacks.

Predatory Eye (minor; encounter)
The shadow walker deals 1d6 extra damage against the next target granting combat advantage to it.

Alignment Evil **Languages** Common, Goblin

Skills Acrobatics +9, Athletics +9, Stealth +12, Thievery +10

Str 14 (+4) **Dex** 17 (+5) **Wis** 12 (+3)

Con 13 (+3) **Int** 13 (+3) **Cha** 11 (+2)

Equipment leather armor, short sword

BUGBEAR SHADOW WALKER TACTICS

The shadow walker uses its superior speed and *shadow walk* ability to evade detection. It strikes then moves away to turn invisible and prepare for its next attack. It uses its action point if pressed to attack, shift, and move far enough to become invisible.

TOOLS OF THE TRADE

With access to plenty of cash and spellcasters who are willing to look the other way when dealing with criminals, the Bloodghosts have commissioned a number of unique magic items to aid in their enterprises. Although the typical goblinoid chieftain might seek out magic weapons and armor, the Bloodghosts know that magic objects that allow them to work in peace are far more valuable. The Bloodghosts custom-build these magic devices, making their purchase almost impossible.

Mistweave Curtains: Although these thick drapes look like normal, worn curtains, they are crafted with illusion magic to shield those behind them from observation. When *mistweave curtains* are closed, they produce two magical effects. Creatures on the outside see a normal set of thick curtains. Creatures on the inside can see through the curtains, since they become transparent. In addition, the curtains muffle sound that originates from their interior side. Creatures outside the curtains take a -10 penalty to Perception checks against creatures inside of them. The curtains function only when hung and stretched out to their fullest extent.

The Bloodghosts hang these curtains in several taverns and inns in town. Their spies use them to watch for potential victims in secrecy and to meet with business partners. If necessary, a *mistweave curtain* can muffle the sounds of an assassination performed in the middle of a bustling tavern.

Thieves' Door: A *thieves' door* is enchanted to create a portal to a distant spot when it is opened with a specific key. Otherwise, it opens to the room beyond.

When the door is opened with its key, the door creates a portal to a spot up to 100 miles away. Anyone who looks into the door sees the distant location, and a character using the door arrives at that spot through a duplicate of the *thieves' door* at the destination. The doors allow for two-way travel as long as they remain open, and the same key opens the teleportation effect at both doors. If it is closed and then opened without the proper key, the effect ends.

A *thieves' door* cannot function if the door at its destination end is left open. When one door is opened with its teleportation key, both doors open and allow teleportation in either direction.

The Bloodghosts use these doors to enter and leave the city without fear of interference from the guard. They also trap victims using them, with the target unwittingly going through a teleporting door to a distant spot far from his bodyguards and other allies. With the door closed behind him, the victim is stranded miles away from aid.

BLOODGHOST HIDEOUT

The Bloodghosts have a number of hidden lairs secreted throughout the city. One of their more important ones rests within the city's graveyard, just inside of a large crypt. The Bloodghosts bought the crypt with the help of a bribed priest of the Raven Queen, allowing them to set up their lair without fear of unwanted attention.

Crypts: The crypts in this place hold the remains of several of the Bloodghosts' victims. The corpses rest within stone sarcophagi, and each one is buried with a few gold pieces and silver trinkets. The Bloodghosts hope that any thieves who unwittingly break into this place are happy to steal a few pieces of cheap jewelry before leaving. An empty niche has a secret door (DC 25 Perception) while the secret door to the south requires a DC 30 Perception check to find.

Trap Room: The Bloodghosts use this room to capture anyone who seeks them out. An informer paid by the syndicate tips off troublemakers to the secret door hidden in the empty niche. The area marked with a T is a trigger (DC 21 Perception, DC 22 Thievery disarms). When a character steps on it, the secret door to the crypt closes and locks, while the cage in the northwest corner opens to unleash four gricks (level 7 brutes, *Monster Manual*, page 145). The bugbears in the barracks rush from the secret doors to the south to finish what the gricks start.

Barracks: This chamber serves as a place where the syndicate's hit squads rest before and after assignments. Curtains divide the main chamber from the entrance from the crypt. A large fire pit provides both warmth and a place for the bugbears to cook. Four bugbear warriors (level 5 brute, *Monster Manual*, page 135) rest here.

Sergeant's Room: A bugbear strangler (level 6 lurker, *Monster Manual*, page 136) rests here. He is responsible for organizing the guards and questioning anyone who comes to this place.

Dart Room: If someone avoids the trap room, the bugbears use this chamber as a second line of defense. If an intruder's story proves suspicious, the bugbears ask the person to enter this room and wait for an emissary of the syndicate to arrive. They then close the door, trapping the person, and activate six poison dart wall traps (*Dungeon Master's Guide*, page 89). When the traps activate, both doors to this chamber lock (DC 25 Strength or Thievery check to open).

The Pit: The bugbears keep four needlegang drake swarms (level 2 soldier, *Monster Manual*, page 90) to devour the remains of their victims. The drakes eat every last scrap of a corpse, including its bones, to thwart any attempts to investigate the gang's crimes. Even in the world of D&D, it is difficult to prove a murder without having a body to show.

Torturer: Sometimes the Bloodghosts have to resort to more direct methods to learn information, or they need to enforce a contract with an unwilling business partner. The torturer is an oni night haunter named Kralldar (level 8 elite controller, *Monster Manual*, page 200). He relishes the opportunity to attack any intruders to add them to his current list of "clients."

Cells: If the PCs run afoul of the syndicate, they or their friends might end up here. Two bugbear warriors guard the cells. The locks used to secure the cell doors are of high quality (DC 25 Thievery to pick).

Meeting Room and Spy Room: The meeting room found here serves as a convenient place for Rathos to meet with representatives from humanoid tribes and other gangs. The spy room has several peepholes that allow Rathos's guards to watch any meetings in progress, both to ensure they respond quickly if their leader comes under attack and to rush the room and attack visitors at Rathos's command.

A DC 28 Perception check allows a character in the meeting room to spot the peepholes that allow guards in the spy room to watch the place.

Warehouse: The syndicate keeps stolen goods here until it can find a fence or other buyer for them. Several such chambers are scattered in the gang's lairs across the city. The characters might find a stolen item they seek in this place.

Bar: Rathos, as a lover of the finer things in life, keeps several of his largest hideouts well stocked with expensive wines and ales. He relaxes here with his lieutenants, and he sometimes hosts meetings with trusted or high-ranking members of tribes or gangs in

this place. An invitation to drink with Rathos is perhaps the highest sign of respect that the Bloodghosts can extend to both outsiders and rank-and-file gang members.

Gameroom: Rathos loves gambling, and each of the hideouts (such as this one) that have bars also feature finely appointed rooms perfect for card and dice games. Rathos has been known to gamble with powerful individuals who need something from the syndicate. The winner earns one favor from the loser.

Rathos's Room: Rathos maintains several bedchambers in the city. He moves around often both to foil attackers and to keep a close eye on the syndicate's business. This place features a fine bed, expensive furniture, and an armoire well stocked with clothing sized for a bugbear.





INTELLIGENT ITEMS: SMART SWORDS

by Logan Bonner

A magic item with a will and personality of its own is called an intelligent item. Through a powerful, unknown ritual or a bizarre twist of fate, an item might trap a creature's mind or become sentient over time. These items are scattered throughout the world, still possessed by their creators or lost to history and waiting to be found by intrepid (or lucky) explorers.

Introducing an intelligent item to your game is much like adding an NPC, and they can serve many of the same functions (though the item doesn't provide another swordarm on the battlefield). This

article will give you some ideas for ways to help out your PCs with intelligent items, and how to develop a personality for an intelligent item that is interesting and unique.

If you want your PCs to find an intelligent item, you can create it yourself or use one of the samples. It's very difficult to imbue the spark of sentience in an intelligent item, and a PC should make one only at high level, and then only with your permission.

WHY USE INTELLIGENT ITEMS?

There are two reasons to introduce intelligent items into your game. One is to use them as plot devices and have them convey information like an NPC would.

The other reason is to engage a player who likes having a buddy. Players who like familiars and animal companions might like intelligent items, too. An object can work better for a martial character or for anyone who might feel silly having an animal following along during combat. The storyteller is the ideal player type to give an intelligent item to. If you've got one in your group, consider dropping an intelligent item of a type that the player wants to carry.

CREATING AN INTELLIGENT ITEM

There are five steps to create an intelligent item:

- ◆ Choose a **persona** for the item.
- ◆ Choose the base magic item.
- ◆ Choose the **senses** that the item possesses.
- ◆ Choose how the item **communicates**.
- ◆ Add bonuses to **skills** (optional).

INTELLIGENT ITEM APPEARANCE/QUIRKS

d20	Detail
1	Old owner cut a notch after killing a monster.
2	Condensation forms when the item is nervous.
3	Repainted many times to conceal appearance.
4	Scorched after encounter with a fire monster.
5	Illusory rust forms when item is bored.
6	Image of a face engraved into it.
7	Twitches when it wants you to do something.
8	Changes color to blend with its environment.
9	An eye sometimes opens and looks around.
10	When set on ground, plants grow in its place.
11	Pattern forms on wielder/wearer's skin.
12	Always looks like shadows are passing over it.
13	Shows illusory image of last person you killed.
14	When wielder misses, item changes color.
15	Always stays the same temperature.
16	Adorned with bones of small animals.
17	Causes a brief prickly sensation when picked up.
18	Item's shadow is an odd color.
19	Is one color at day and another at night.
20	Has an insignia that indicates its origin.

PERSONA

Start off by determining an item's persona, since that's what makes the item interesting. The personality and mannerism guidelines from the *Player's Handbook* (pages 23-24) and the random NPC mannerisms and quirks from the *Dungeon Master's Guide* (page 186) are good tools for developing an intelligent item's persona.

INTELLIGENT ITEM OR ARTIFACT?

In many ways, artifacts are similar to intelligent items. They both possess a spark of sentience and have their own personalities. So how do you figure out when to use an artifact and when to use an intelligent item?

Artifacts can be incredibly important in a campaign, and they have strong desires and agendas. If a player character has an artifact, that artifact isn't really under the PC's control—it has a strong will of its own. If you need a centerpiece to wrap the events of your campaign around, use an artifact.

Intelligent items are less significant. They don't have powers like artifacts do, so you don't need to closely monitor the power level of an intelligent item. You can use an intelligent item to give subtle hints or to serve as a sort of mentor. An intelligent item is more like a character's sidekick than a powerful force in its own right. If you just want to give a PC a sword that talks, use an intelligent item.

Alignment: An item is usually aligned like the person who created it. It might have conflicts with a wielder of a different alignment. Most items are unaligned.

Deities: Unless created by a divine crafter, items don't usually worship deities. Items that decide on their own to worship deities gravitate toward Corellon, Ioun, or Moradin. Items that carry the trapped consciousness of a creature usually worship whoever that creature worshiped in life.

Personality: The questions in the *Player's Handbook* can guide you in creating a personality. You might instead choose an archetype. An intelligent item might be motherly, childlike, or sadistic. Keep your players in mind, and make the item's personality fit in with some of them and conflict a bit with others, just like a party member's personality would.

Mannerisms: Choose a few quirky speech patterns or phobias for the item. If the item has a catchphrase or is scared of goblins, it is more memorable.

Appearance: The design and condition of the item can tell a lot about its history. Wear and tear can show that the item has been used heavily, and its construction and style can show whether it's elven, human, dwarven, and so on. The table has random quirks to help you.

Background: Decide who created the item, where it was made, and when. It gives the item a weightier history. The item can name-drop the great heroes who once carried it and the fantastic places it has been. It can make the wielder feel like part of that great tradition . . . or berate him or her for not living up to it.

BEHIND THE CURTAIN: REMOVING MECHANICS

As originally written, each intelligent item had an extra power beyond the item it was based on, and each item had its own ability scores and trained skills. This is one of the cases where, in development, they realized the system would work better if the mechanics were simpler. Removing that level of complication made it easier (and quicker) for a DM to create an intelligent item, and kept the focus on developing the item's personality.

When you're designing a mechanic, there's always the temptation to make it as complex and unique as possible. The trick is remembering how big a part of a character's arsenal that mechanic should be, and not requiring more brain power from the player or DM than that item deserves.

—Logan Bonner

BASE MAGIC ITEM

Choose any magic item of a level appropriate to your PCs. It can be an item you think works well with the item's personality, or an item you know a PC wants. Try to match up the PCs and item's personalities for a good fit or a fun tension.

The magic item has all the normal properties and powers of a magic item of that type.

SENSES

Items sense the environment around them just like characters do. However, they don't have Perception bonuses. Usually, the item perceives whatever its wielder does, but you can have the item notice something if it's useful to your story.

COMMUNICATION

Choose any number of communication modes (usually 2-3) that an intelligent item possesses.

Speech (Default): Most items can speak aloud. Assign one to three languages. If the item has multiple languages, consider giving it languages no one in the party has, so it can translate or communicate with creatures the party can't.

Touch Telepathy: The wielder and this item can communicate mentally. The two do not need to speak the same language to understand one another. This can let them communicate in secret, but the item should probably still have speech, too.

Full Telepathy: The item can communicate mentally with anyone nearby (usually within 20 squares of it). The beings do not have to share a language. This is a good way to make an item seem powerful or to allow secret communication by an entire party. Use this sparingly.

Glyphic: Using symbols or images, this item can relay messages. This is nice scenery for an item, but an item with only this mode isn't that useful as an NPC. Like touch telepathy, it can be useful if the item likes to speak to its wielder in secret. Glyphic communication comes in the form of glowing runes that appear across the surface of the item. Some items use full, readable script, and others use cryptic symbols.

SKILL MODIFIERS

You can add some skill check bonuses to make your item useful, to help flesh out plot hooks, and to give the item more of a backstory. An item doesn't need these; they're entirely optional. If you want to use skill check bonuses, follow these steps.

Narrow Categories: Bonuses to skill checks cover narrow fields of expertise, usually related to the item's history or to a type of creature with which the item is closely associated. For example, an item that was created in the empire of Bael Turath and has a tiefling's personality might give bonuses to skill checks related to that empire and to the tiefling race. Don't give out a flat bonus to a skill! An item shouldn't give +2 bonus to Perception at all times, for instance (unless that's part of the magic item the intelligence is within, of course).

Not Tied to Specific Skills: You don't have to say a bonus applies only to History checks. In the example above, the item might give a bonus to Nature

DRAWING INTEREST

One of the tricks to making an intelligent item successful is by tying it to your PC's story. Here are some hooks that can involve PCs.

- ◆ The item holds the mind of someone close to the PC, such as an ancestor or a mentor.
- ◆ The item has a similar personality to that of a PC. If the PC is one who doesn't always get along with the rest of the party, the item agrees with that PC and thinks his or her plans are brilliant, even if everybody else knows better. The item and PC finish each others' sentences, have the same maniacal laugh, and can't stand to be apart.
- ◆ The PC and the item share a similar goal. If the PC vowed revenge on the minions of Demogorgon, include an intelligent item with a similar hatred.
- ◆ The mechanical benefits appeal to the PC, or perhaps the item is a higher level than the PC's other items. This is perhaps the bluntest approach, but if the item helps the PC achieve good results in combat, the PC will want to keep it around. This also helps keep "odd couple" pairings together, when the PC and the item have personalities that clash.

checks to forage near ruins of Bael Turath or to Perception to notice architectural decorations made during that empire's rule.

+2 Bonus: Limit the bonus to +2. Mechanically, act like the item is using the aid another action, giving a +2 bonus to the type of skill check you have selected. If the skill check is related something the item knows all about, like its previous owner, don't bother making a check. The item just tells what it knows.

INTELLIGENT ITEMS IN PLAY

Once the players "meet" an intelligent item, they'll be dealing with another personality in the party.

ASSISTING THE PCs

The effect the item has on play can be based on the item's personality. Balance the different purposes of items based on how you want the item to behave and the purpose it can serve for you in running the game.

An intelligent item might have been "alive" longer than the players. It could have been sitting in a treasure hoard for centuries. There are many things it knows more about than the PCs do.

Drop Plot Points: The item, especially when it's first introduced, can provide adventure hooks. It might talk about how its owner lived in a town in a location the PCs believe is entirely barren, hinting at a lost adventure site. The item might also have a rightful owner, and the PCs can have a quest to return the item.

Give Advice: You can use the item to feed the players information or remind them of details. If your players gloss over the name of an NPC they meet, the item might say, "Barlon? Isn't that the guy the

king's guard was looking for?" When the fighter pulls out a flaming axe, his intelligent amulet might say, "Are you crazy? That's a red dragon! Put those damn flames out!"

Give Skill Modifiers: The skill modifiers you gave the intelligent items can assist the PCs in certain circumstances.

Don't Overdo It: It's fine to use an intelligent item to assist the PCs once in a while, but don't treat it like it's your character, and don't let it steal the spotlight. An intelligent magic item should only help out once or twice per game session, and PCs shouldn't come to rely on its help.

ITEM ATTITUDE

An intelligent item should be helpful to PCs, but this doesn't mean every item has a good attitude. One might be like a happy dog, always willing to assist its master, but another item could assist only grudgingly because what the PCs are doing helps it travel to a place it needs to go.

Angry Items: Intelligent items should be fun for players, so only rarely should an item work against them. If it does, it might make noise when the PCs are trying to be stealthy, or refuse to help with skill checks. You can use an item's attitude to indicate courses of action that are dangerous to the PCs, but let them decide for themselves whether to take that course of action or not. The item will get over it (or be picked up by whoever finds the bodies). If an item causes too much grief for the PCs, it's going to once again be left in a dank dungeon to sit until the next fools who wander in find it.



INTRODUCING ITEMS

When you plan to bring in an intelligent item, first consider how you want the PCs to find it. You could place it in a treasure hoard (as part of the standard treasure—you don't need to adjust its gp value), have it given or lent to the party by an important NPC, or, rarely, let a PC create it.

PCs can identify an intelligent item quickly. Intelligent items can recognize powerful adventurers, and communicate with them.

Consider in advance which PC you expect to have the item most of the time. See the Drawing Interest sidebar for advice on this.

Decide whether you want this to be an item the party has for a long time or one that lasts for just one adventure. If it's the latter, give the item an agenda that takes it away from the PCs. It should be clear that the item is intent on this task, so the PCs should only accept the item if they're willing to take on the task. This is one instance where the item might refuse to assist the PCs, so let your players know that in advance. Consider making the item a little more powerful when it's fully active, since it's more temperamental. You can make the item about as powerful as a similar item the PCs receive permanently at the end of the adventure. For example, if you give an intelligent 17th-level item to a 12th-level party, that can be exciting, but they'll be high enough in level by the end of the adventure that they can find a good replacement.

DISENCHANTING

An intelligent item can't be disenchanting and turned into *residuum* like other magic items can, but it can be transformed into another item in the same category using the Transfer Enchantment ritual (*Adventurer's Vault*[™], page 199).

The PCs normally can't change the type of item an intelligence is applied to (changing Sven the Bold from a *thundering greatsword* to a *holy avenger greatsword*, for example). However, as DM it's your call if you want to create an event or a cheap ritual that does so to make your players happy.

A great way to keep the intelligent item (or, really, any item) around is by upgrading it to keep up with the PCs. Use the "Item Levels as Treasure" guidelines from *Adventurer's Vault* (pages 197–198), or use the "Level Scaling" rules from the same section and start with a high-level version of your intelligent item and reduce its power to fit your PCs.

SAMPLE INTELLIGENT ITEMS

These entries start with the item's history and provide a hook to use in your game. The rest of the information is appropriate to give to your players and includes the normal magic item description and a

brief rundown of the item's personality. The description of the magic item is more specific so that it can indicate peculiarities of the unique intelligent item described. Some items also have higher minimum levels than the regular version of the item, or more restrictive requirements on the type of item to which they can be applied.

MRTOK, OGRE CHIEF

Once in command of numerous ogre and orc tribes, Mrtok felt strong. He had conquered the goblins and the orcs within many miles. But then he decided it was time to beat the puny wizard in his fancy white tower. Now, Mrtok is imprisoned in a pair of magic gauntlets. He has had plenty of time to think, and has grown more sensible.

Mrtok, Ogre Chief Level 5 (Gauntlets of Ogre Power) Player's Handbook 247

Crafted of thick plates of iron, these gauntlets are clearly very old and more than a little rusted. Designs are painted on them: a sadistic grin on one and beady eyes on the other.

These gauntlets chuckle quietly to themselves.

Item Slot: Hands

Property: Gain a +1 item bonus to Athletics checks and Strength ability checks (but not Strength attacks).

Power (Daily): Free Action. Use this power when you hit with a melee attack. Add a +5 power bonus to the damage roll.

Communication Speech

Persona Mrtok is gruff and, while intelligent by ogre standards, has a poor grasp of language. He loves battle and chortles with glee when the person wearing him scores a good hit.

Alignment Unaligned **Languages** Common, Giant

Skills Mrtok grants a +2 bonus to skill checks related to ogres and orcs.

Adventure Hook

- ◆ Mrtok was there when the wizard Bellessus ran from his white tower, disappearing into the night and leaving most of his magic books and items behind. Mrtok isn't sure what scared Bellessus so, but it might still be guarding the place.

SHIVLI, WHITE WYRMLING

The spirit of a white dragon wyrmling resides inside an ancient spear. Long ago, a traveling warrior came across a hurt baby dragon and tried to nurse it back to health. Nothing worked, and when the dragon was close to death, the warrior had a ritual cast to bind the dragon's spirit into her weapon. After the warrior's death, the spear traveled from person to person, eventually ending up where the PCs found it.

Shivli is a spear by default, but you can change her to any weapon you choose.

Shivli, White Wyrmling (Frost Weapon)

Level 8+
Player's Handbook 234

This spear is cold to the touch. Occasionally, blue lokharic runes appear across its surface, but the composition is never the same.

Weapon: Spear

Enhancement: Attack rolls and damage rolls

Critical: +1d6 cold damage per plus

Power (At-Will ♦ Cold): Free Action. All damage dealt by this weapon is cold damage. Another free action returns the damage to normal.

Power (Daily ♦ Cold): Free Action. Use this power when you hit with the weapon. The target takes 1d8 extra cold damage and is slowed until the end of your next turn.

Level 13 or 18: 2d8 cold damage.

Level 23 or 28: 3d8 cold damage.

Communication Glyphic, speech

Persona Shivli died when she was young, and she's still naïve. Most comments she makes are pretty obvious. She's familiar with how white dragons work, but not with much else, so she often comments that the temperature's too hot or asks a walking PC why he or she doesn't just fly to the intended destination.

Her glyphic communication uses lokharic runes.

Alignment Unaligned **Languages** –

Skills Shivli grants a +2 bonus to skill checks related to dragons, and to checks made to traverse cold environments (including navigation, detecting ice hazards, and enduring the cold).

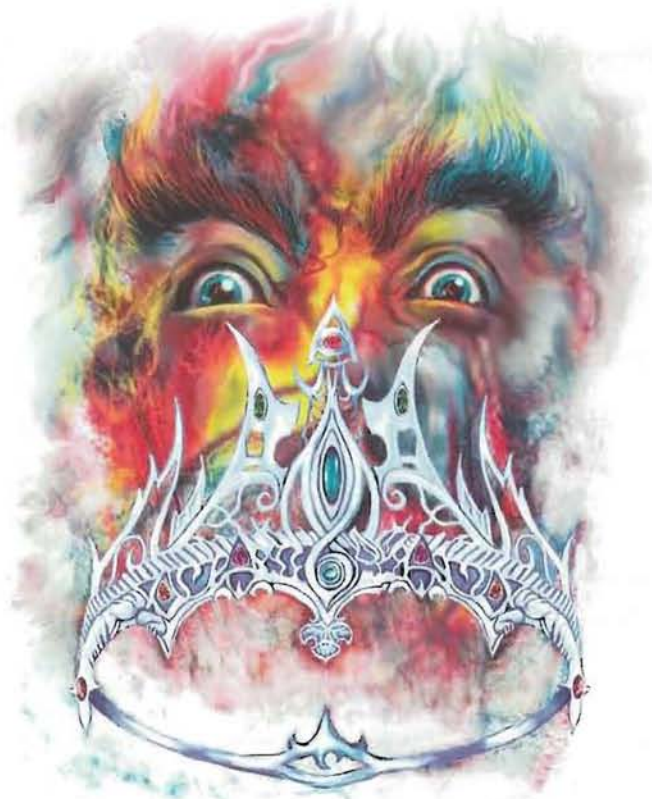
Adventure Hook

- ♦ Shivli vaguely recalls the names of her parents. Her father, Gramasha, is now an adult white dragon living in an underground vault, ruling over the people of a small town, who bring him food and treasure to keep him appeased. A powerful elder white dragon named Aliarge is Shivli's mother, and she has a citadel in a ruined dwarven stronghold near the summit of an icy mountain to the west. Great treasures lie within, guarded jealously by this sinister beast.

KARRAK-DUR, THE OVERMIND

Once a master of psionics, the man known as Karrak-dur traveled the land, engaging in contests of will, often against unwitting opponents. His bravado and arrogance became well known. Eventually, he discovered a town under the control of a powerful mind flayer named Shankahram and impetuously challenged the creature. Their mental duel was brief, and it ended in Karrak-dur's utter defeat. After casually eating Karrak-dur's brains, the mind flayer trapped the man's mind in a silver circlet and set it on display in his trophy room.

That was many centuries ago, and in that time the circlet was stolen, lost, bought, and sold many times over.



Karrak-dur, the Overmind (Circlet of Mental Onslaught)

Level 11+
Adventurer's Vault 139

Your mental attacks strike more true while you wear this slender circlet.

A thundering, haughty voice fills your head as you approach this item, calling itself Karrak-dur, the Overmind.

Item Slot: Head 9,000 gp

Property: Gain a +1 bonus to Will.

Power (Daily): Minor Action. Gain a +1 power bonus to attack rolls and damage rolls when making Wisdom, Intelligence, and Charisma attacks until the end of the encounter.

Communication Speech, telepathy 20

Persona An egomaniacal force, Karrak-dur talks often about his mental prowess and mastery over other, smaller minds. He laments the loss of his body and believes that he could have ruled the world if it weren't for ill fate. He likes using his skill modifiers to prove the power of his mind. If a check fails, he's quick to blame anyone else.

Alignment Unaligned **Languages** Common, Deep Speech, Draconic, Elven

Skills Karrak-dur grants a +2 bonus to skill checks related to mind flayers.

Adventure Hook

- ♦ Karrak-dur is certain that Shankahram is still alive and claims he recognizes many clues that lead to the illithid's lair. Shankahram ruled over many places, and has vast hoards of gold and gems protected by his thralls.

STONESIGN, SHIELD OF ORTHORN

Created by expert dwarf artisans in the halls of Morrach Kadem, *Stonesign* was carried by Orthorn, a legendary dwarf cleric of Moradin. It was crafted to serve Orthorn loyally and provide him with protection and guidance. The shield was lost in a great battle, and Orthorn wore no shield for the rest of his days.

This shield has runes on its surface, and anyone who can read Dwarven script can understand them. They read: "Loyalty," "Valor," "Protection," "Community," and "Worship."

Stonesign, Dwarf Guardian (Shield of Warding)

Level 14+

Player's Handbook 245

The hallmarks of dwarven craftsmanship and style are all present in this shield, and Dwarven runes decorate it.

When you're near this shield, you get a faint inkling that it wants you to pick it up.

Lvl 14 21,000 gp

Lvl 24 525,000 gp

Item Slot: Arms

Power (Daily): Immediate Interrupt. You can use this power when an adjacent ally is hit by an attack. That ally gains resist 15 to any damage from the attack.

Level 24: Resist 20 to any damage from the attack.

Communication Speech, touch telepathy

Persona *Stonesign* is even-tempered and steadfast, with a calm, deep voice. He is helpful and especially enjoys using his skill modifiers to assist. *Stonesign* has a strong affinity for divine characters. *Stonesign* worships Moradin.

Alignment Lawful good **Languages** Common, Dwarven

Skills *Stonesign* grants a +2 bonus to skill checks related to dwarves, to the god Moradin, and to checks made to traverse mountain environments (including climbing, navigation, and detecting hazards).

Adventure Hook

- ◆ *Stonesign* was created in Morrach Kadem, and anyone he chooses to carry him will be greeted as a friend there. The dwarves have fought a long war against creatures from the Underdark there, and powerful creatures such as ropers and mind flayers sometimes come from below.

REMOVING INTELLIGENT ITEMS

You might introduce an item, then regret it later. Maybe the personality that seemed fascinating to you never caught on. Perhaps the story that involved it is over and everybody lost interest in the item.

If you want to remove an intelligent item from your game, here are some ways to do so. Only remove an item if the PCs don't care about it or actively don't want it. Don't pull an item just because its usefulness to your story is done if the players still like it! If the item just isn't good enough mechanically anymore, you can upgrade or otherwise change the item (see "Disenchanting").

- ◆ A villain destroys the item or the persona within the item. This also shows that the villain is someone to be reckoned with.
- ◆ The item achieves an important goal and wants to pass on to the afterlife (if it was once alive), or sees its purpose as finished.
- ◆ The magical energy that sustains the intelligence can no longer hold it together, and its sentience dissipates.
- ◆ The PCs come across a trap or danger that can be circumvented if the intelligent item destroys itself.
- ◆ The item grows tired of mortal affairs and ceases to communicate. It still can't be disenchanting, but it can be sold.

MALAEURA, THE EMERALD-EYED

Living in an ancient underground crypt, the medusa queen Malaeura discovered ancient tomes that held the secrets of eternal life. She secured this boon for herself, but got more than she bargained for. A rakshasa rival fashioned a bow in Malaeura's image, duplicating her green eyes with fine emeralds. He slew her mate, Gormaugraj, and coated an arrow with his blood. This arrow slew Malaeura's body and trapped her soul in the bow. She vowed revenge on all rakshasa for their cruelty.

Malaeura is a longbow by default, but can be any type of bow or crossbow instead.

Malaeura, the Emerald-Eyed (Poisoned Weapon)

Level 15+
Adventurer's Vault 75

This wooden blow is covered with a pattern resembling a snake's scales. Two staring eyes are carved near the hand grip, and the pupils are set with emeralds. The emeralds flash with a spark of sentience.

Lvl 15 +3 25,000 gp Lvl 25 +5 625,000 gp
Lvl 20 +4 125,000 gp Lvl 30 +6 3,125,000 gp

Weapon: Longbow

Enhancement: Attack rolls and damage rolls

Critical: +1d6 poison damage per plus

Power (Daily ♦ Poison): Free Action. Use this power when you hit with the weapon. The target takes ongoing 10 poison damage and is weakened (save ends both).
Level 25 or 30: Ongoing 15 poison damage and is weakened (save ends both).

Communication Speech, touch telepathy

Persona Malaeura loves battle and bloodshed. She feels great pride when an arrow fired from her finds its mark. Her speech is peppered with references to eyes, sight, stone, and snakes. She harbors a burning hatred toward rakshasas.

Alignment Unaligned **Languages** Common

Skills Malaeura grants a +2 bonus to skill checks related to medusas, poisons, and rakshasas.

Adventure Hook

- ♦ Malaeura's old residence, a crypt for medusas and other monstrous races, lies deep within a wild jungle. She knows the way to reach it, but yuan-ti and rakshasa also make the jungle their home, and they're sworn enemies of Malaeura and all trespassers.



EREMANN, SPEAKER OF THE DEAD



These gloves are crafted from the hand bones of a devotee of the Raven Queen named Eremann, who had the ability to peer beyond the vale of death. He died an elderly man and found his power worked in reverse: He had the ability to peer back into the world of the living. Eremann's apprentice sewed the old man's bones onto a pair of gloves, then bent Eremann's power for evil means. In time, Eremann controlled his powers enough to fight back, and

the apprentice discarded the gloves where he thought they'd never be found.

Eremann, Speaker of the Dead (Shadowfell Gloves)

Level 16+
Player's Handbook 247

These supple black gloves, woven with Shadowfell thread, are adorned with the bones of a humanoid's hand, which are stitched onto the backs of the gloves with red thread.

When you look at the gloves, they beckon you.

Lvl 16 45,000 gp Lvl 26 1,125,000 gp

Item Slot: Hands

Power (Daily ♦ Necrotic): Minor Action. Change the damage type dealt by the next arcane power you use to necrotic damage. Add 2d6 to the damage dealt by that power (if any).

Level 26: Add 3d6 to the damage dealt.

Communication Glyphic, speech

Persona Too much time spent speaking to the dead left Eremann moody and grim, though he is still dedicated to doing good works. His personality has an air of melancholy, or occasionally anger when someone talks about evil necromancers or disrespects the dead. Eremann worships the Raven Queen.

His glyphic communication uses lokharic runes.

Alignment Good **Languages** Common, Supernal
Skills Eremann grants a +2 bonus to skill checks related to undead and to the Raven Queen, and to checks made to traverse the Shadowfell (including navigation and detecting hazards).

Adventure Hook

- ♦ Eremann's former apprentice long ago became a lich, and he sends out dark minions to influence the courts in many of the good settlements scattered throughout the world. His citadel is in the frozen north. Eremann remembers the places his apprentice visited and loved while alive, and suspects the lich's phylactery is hidden in one of them.

MOONLIGHT, FIRST BLADE OF NIGHT

A thin, elegant dagger, Moonlight claims that she was the original *blade of night* and all others are pale imitations. She also claims that she wasn't intelligent when first created. She was owned by rogues and assassins, and with each kill she gained a fragment of the victim's mind. Given her personality, this might be true. Now, she's with a new owner and looking forward to claiming a few more snippets of psyches.

Adventure Hook

- ♦ Moonlight once belonged to Fanas, the master of a thieves' guild that grew in size and power to become the largest and most dangerous in the world. But Moonlight knows the location of Fanas's stronghold. It won't be easy to get in—the thieves have strong magic.

Moonlight, First Blade of Night
(Blade of Night)

Level 22+

Adventurer's Vault 65

*Tiny, bright lights shine within this black metal blade.**The hilt is coated in black lacquer, with a round, perfect moonstone set where hilt meets blade.**You feel a sense of smug superiority emanating from the weapon.*

Lvl 22 +5 325,000 gp Lvl 27 +6 1,625,000 gp

Weapon: Light blade**Enhancement:** Attack rolls and damage rolls**Critical:** The target is blinded until the end of your next turn**Power (Daily ♦ Zone):** Minor Action. Use this power to create a zone in a close burst 2. The zone blocks line of sight and lasts until the end of your next turn.**Communication** Speech**Persona** Moonlight is smug and a little unpredictable. She's ruled by her emotions, and they're especially chaotic. She gets bored easily, so she likes goading people into combat and tricking people in general. Moonlight worships Sehanine.**Alignment** Unaligned **Languages** Common**Skills** Moonlight grants a +2 bonus to skill checks related to methods of assassination. dventurer's**BEHIND THE CURTAIN:
ITEM PECULIARITIES**

I wrote *Karrak-dur, the Overmind*, to be over the top, so I asked for the art to be "ostentatious and overdramatic," and included a photo of a wild-eyed Salvador Dalí for reference. David Griffith really captured the personality of the item.

Moonlight, First Blade of Night, reversed the process most items followed. First, I had the idea for a "first of its kind" item, then came up with the mechanics for the item itself. The intelligent items were originally designed for *Adventurer's Vault* (we moved them because we wanted *Adventurer's Vault* to be all player content), so the blade of night ended up appearing first anyway!

The *Scrolls of Ummanabora* staff was created to be an implement example (and another epic item). The scope of its backstory and its esoteric personality both reflect the way the game changes in epic play. In general, the items' personalities get more sophisticated at higher levels. Just compare *Mrtok* to the *Scrolls of Ummanabora*!

—Logan Bonner

THE SCROLLS OF UMMANABORA

Devoted to the pursuit of knowledge, the city-state of Ummanabora discovered the secrets of the world and time, filling thousands upon thousands of scrolls with historical and metaphysical lore. The city-state was raided by devils intent on stealing its knowledge, but they found all the scrolls blank—mere parchment. The Ummanaborans had a fail-safe to protect their libraries. A staff held by the loremaster contained all the text of the scrolls, and only when it was present could they be read. The loremaster and her assistants had disappeared before the devils arrived. The devils razed the city out of spite and flung it into the far reaches of the Astral Sea.

This staff holds the combined knowledge of an entire society of sages, and one who carries it can unlock small snippets of that knowledge.

Adventure Hook

- ♦ One who finds *Ummanabora* and returns the staff unlocks one of the greatest stores of knowledge across all the planes. A few devils were bound to eternally guard the ruins, and many bizarre creatures from the distant reaches of the Astral Sea (and emigrants from the Far Realm) have come to live within the ruins.

PCs on a quest to destroy a powerful demon lord, deity, or (especially) archdevil might find secrets here that could help with such a mission.

The Scrolls of Ummanabora
(Mnemonic Staff)

Level 27

Adventurer's Vault 104

*Thousands of lines of runic text spiral around the entire length of this staff.**You feel the presence of great knowledge when you are near the object.*

Lvl 27 +6 1,625,000 gp

Implement (Staff)**Enhancement:** Attack rolls and damage rolls**Critical:** +1d6 damage per plus**Property:** Gain a +2 item bonus to any monster knowledge skill check.**Power (Daily):** Minor Action. Swap a power you've prepared for another power in your spellbook of equal or lower level. Each power must also be of equal or lower level than the level of the staff.**Communication** Speech, touch telepathy**Persona** The staff has little in the way of a personality, and they approach everything analytically. The staff does not offer information that is not requested. The intelligence of the staff is essentially an interface between the wielder and the information therein, not an organic consciousness.**Alignment** Unaligned **Languages** All**Skills** The staff grants a +2 bonus to checks made when doing research from books or other documents.

FIGHT!

by Robert J. Schwalb

The shadows fled as Loren stepped into the punishing light to the mob's deafening roar. Screaming faces, thirsty for blood, chanted his name. They loved him today, but they were fickle, like the gods. One misstep, and favor wilts to scorn. He would find no mercy if he disappointed them, but Loren never failed. This was his house. He raised his spear in one brutal acknowledgement of their favor, sending the crowds howling louder.

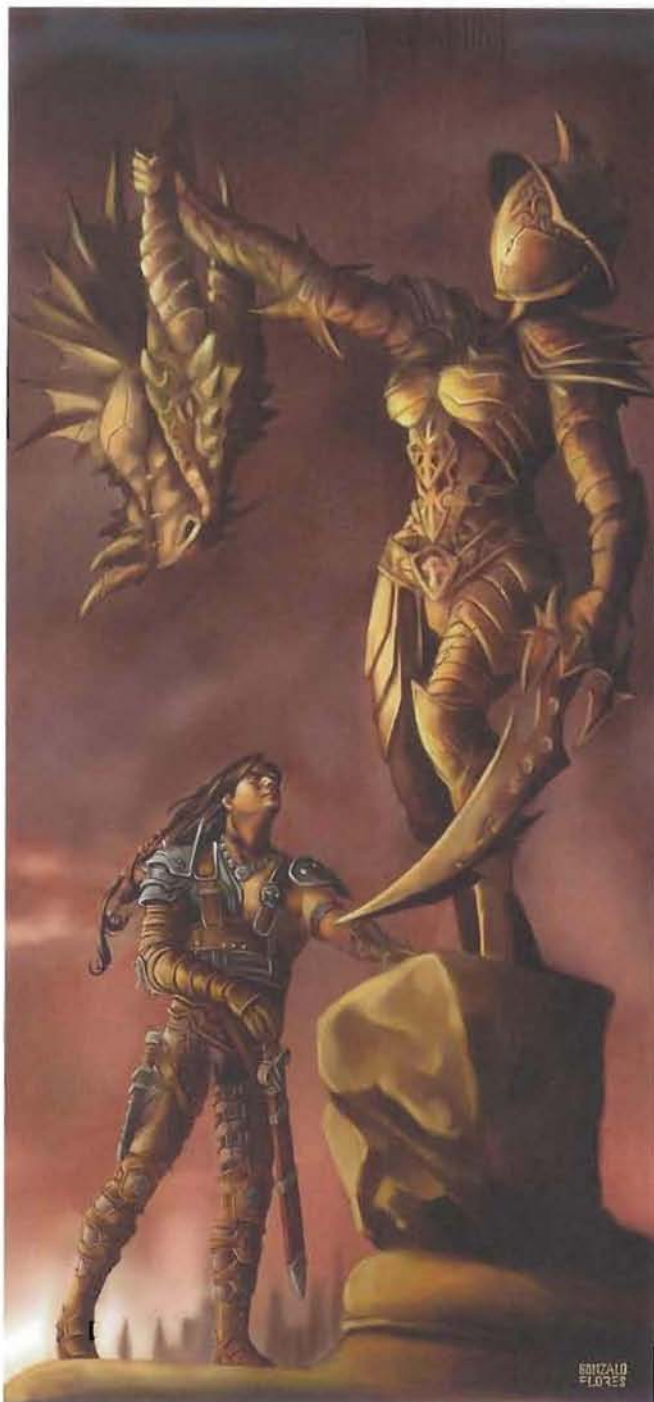
It was time. Let them come. The gates before him shrieked, spilling red dust as they climbed into the stands. From the yawning black pit, he could hear a slobbering, gasping, grunting noise. Then it appeared—all bulbous eyes and teeth. The crowd gasped as one, but Loren just smiled. All things die. Even monsters. He hurled his spear at the horror and swept his steel from the sheath on his back, and the black blade glinted in the unforgiving light. With an insane smile, he threw himself forward to meet his destiny and send this abomination back to hell...

The chanting of the crowds, the stench of sweat, blood, and fear, and the howls of the dying fill the arenas of the DUNGEONS & DRAGONS world. Those with the courage to step on the field can find fame and fortune or brutal defeat. Death looks on in hunger, waiting to snatch another soul from the crimson sands to feed to its dark mistress. In the face

BEHIND THE CURTAIN: WHO'S LOREN?

Game designers can't help slipping their favorite characters into their work, and I'm just as guilty as anyone. The character featured in the introductory story text is none other than my old DARK SUN® character. A human gladiator, he not only managed to survive but founded a tribe, built a base near the Tablelands, and recovered the *Silencer of Bodach*. With two gladiator-fighting articles on my desk, I just couldn't pass up the chance to bring Loren out of retirement, even if it was only for the opening paragraphs.

—Robert J. Schwalb



of doom, the gladiators fight, time and again, to test their might against their rivals and against terrible beasts thirsty for the spray of hot blood. Such contests are the stuff of legend, worthy of bold adventurers and fortune-seekers. This article explores the gladiatorial match from behind the screen, giving you everything you need to send your player characters into the arena to claim the prize of victory.

ARENA COMPETITIONS

A combat in an arena is still a combat. One or more characters square off against a foe or foes. Both sides roll initiative, and both sides take turns using good tactics and spectacular powers to defeat the enemy. Yet, important differences exist, too. An arena encounter is a controlled environment. It doesn't (usually) spill beyond the battlefield's parameters. Since most characters fighting in an arena aren't likely to have more than one match in a single day, the arena combat can and does eat up more resources than does a normal combat encounter. Add to this the presence of the crowd, the sheer variety of opponents, and the rewards of fame, gold, and baubles, and the gladiatorial contest evolves into something more than a simple fight between good and bad. It becomes a contest of blood and glory.

ARENA ENCOUNTERS

A match in an arena might be nothing more than a single encounter, or the fight could represent a single step toward the story's conclusion. The match might open a larger adventure by setting in motion a chain of events that spill beyond its contents. It could be a single encounter site in a fantastic dungeon, or it might stand as the conclusion—a breathtaking duel between the heroes and the villain. In any case, a battle in an arena sets it apart from the rest of the encounters in the adventure, and when run properly, the players aren't likely to forget the experience.

An arena encounter falls into one of three basic arrangements, though you could come up with different sorts of set-ups for the combat. The following encounter templates help set the stage for the combat, so select one that best fits your needs.

DUELS

A duel pits one opponent against another. It can occur in any venue, from fighting pits to a coliseum, and any hazards or traps threaten both foes. The larger the venue, the more important the duel needs to be to attract a crowd. Duels in large venues feature famous gladiators, terrifying monsters, interesting gimmicks, or a combination of these.

Since only two combatants are involved, only one player gets to participate. Unless the other players are patient, there's not much for them to do while the two fight. Guidelines presented later in this article discuss options for ways to entertain nonparticipants, but characters could be engaged in just about any kind of skill challenge. The other PCs might use the distraction of the fight to eliminate a dangerous foe, foil another plot, gather information, engage in a negotiation with a powerful noble, or find themselves fighting for their lives somewhere close by.

BEHIND THE CURTAIN: ROLES IN THE ARENA

Arena fighting is a challenging theme, since D&D is a team-oriented game in which player characters combine their abilities to overcome the threats the DM throws at them. As the duel is the most elementary arena match, pitting one character against one enemy, I had to consider how such encounters would change game play and devise mechanics to compensate for these changes.

Character roles and monster roles were a big part of my thinking. In a one-on-one fight, the defender's mark is meaningless since the opponent's attention is on the character anyway. Some strikers become too good, focusing their attacks against one opponent without the threat of interference from other enemies, while other strikers saw their effectiveness diminished as circumstances limit how and when they deal striker damage.

Characters need appropriate opponents based on their capabilities. A defender can eliminate artillery or a lurker with little trouble, but a controller may find a high-defense soldier or brute with high hit points too tough to face alone. Having appropriate foes keeps the duel interesting without making it too dangerous for the PC.

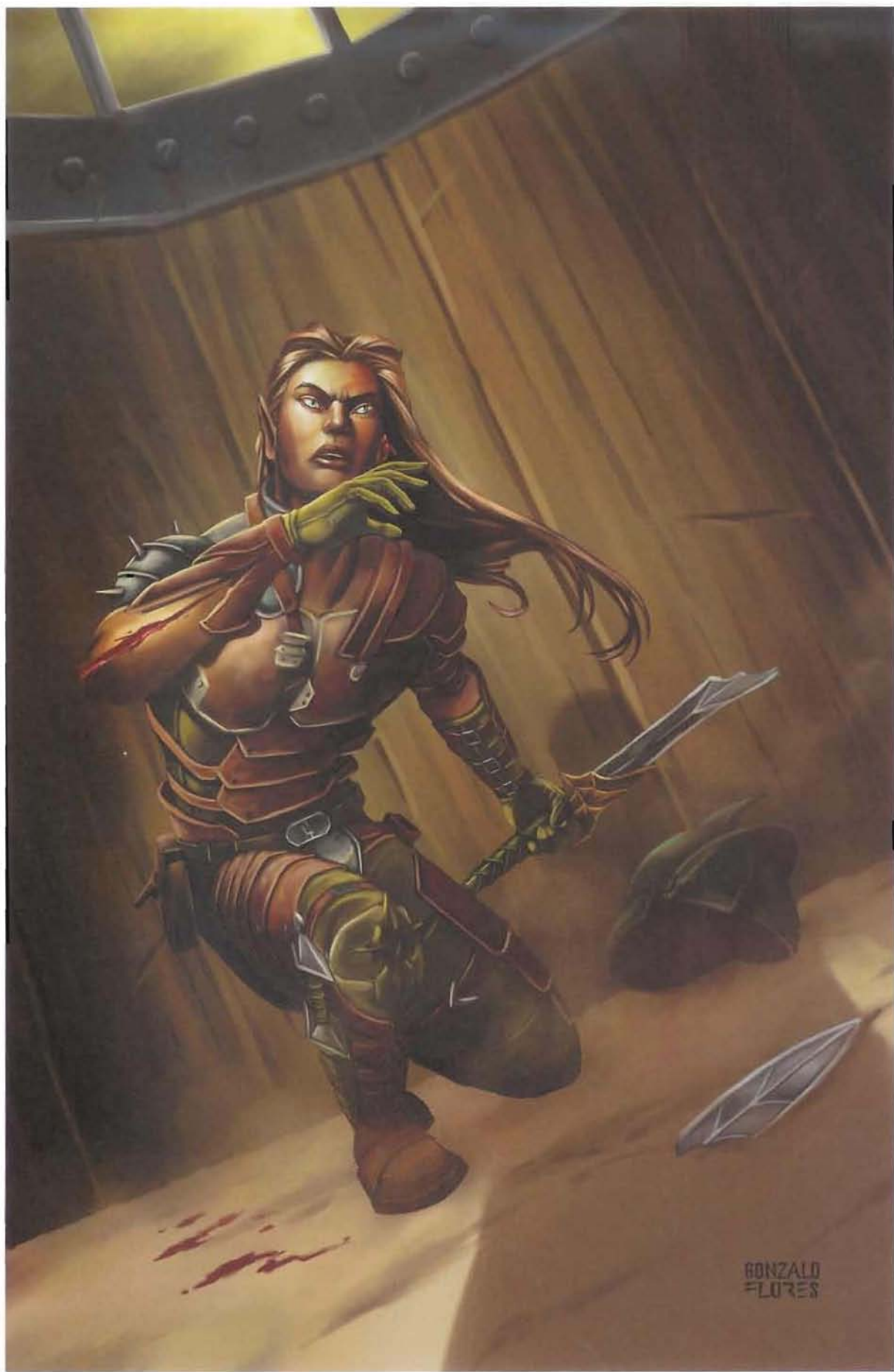
Victory conditions other than death are critical. Slaughter is fine, but between a PC and a monster, it often comes down to dice rolling. Placing achievable objectives in the arena creates drama and tension beyond power selection and encourages players to seek different solutions to overcome their opponents.

Finally, set dressing expands what's possible in the arena. Hidden traps, cool terrain features and the like can enable skill checks and provide opportunities to use utility powers in interesting ways.

—Robert J. Schwalb

When creating a duel encounter, the foe is important. Keep the dueling PC's capabilities in mind when picking or creating this adversary. Also be aware of the capabilities a monster's role offers. A rogue who can't attain combat advantage is underpowered, and a leader relies on companions for optimum performance. Conversely, the higher AC a soldier has could make it a tougher adversary than you might expect for a single PC. A minion is not a good foe for any duel.

The following table provides suggested adversary roles based on the PC's role. An ideal role for an opponent normally produces the best challenge.



GONZALO FLORES

GONZALO
FLORES

Fight!

Roles	
PC ROLE	OPPONENT ROLE
Controller	Artillery*, Controller, Skirmisher
Defender	Brute, Skirmisher*, Soldier
Leader	Controller, Skirmisher*, Soldier
Striker	Brute, Skirmisher*, Soldier

*Ideal role

Equally important is the opponent's level. By using the guidelines in the *Dungeon Master's Guide* (page 56), we see an easy encounter is a level or two under the party's level, a standard encounter is equal to or one level above, and a hard encounter is two to four levels above that of the party. Since this encounter takes place between one character and one opponent, the character doesn't have the benefit of allies to balance out the combat with a broad mix of roles. A mismatched foe or an enemy of a higher level can have disastrous consequences. The following table presents suggested levels based on the fight's desired difficulty. The "n" equals the character's level.

Target Level	IDEAL FOE	NOT IDEAL FOE
Easy	n	n - 1
Average	n + 2	n + 1
Hard	n + 4	n + 3

Only if you have a specific purpose in mind should you use an elite opponent. The combination of extra actions and double normal hit points makes an elite foe very dangerous for a single PC to face. If you do employ an elite, use the level guidelines above, but reduce the opponent's level by 2 or even 3.

Finally, if this is the only encounter the PC expects to face during the game day, you can increase the opponent's level by 1. (Do so for an elite only after careful consideration.) This compensates for the PC's use of daily powers and action points during the fight.

Experience Awards: For most duels, a single player resolves the conflict's outcome, so the rest of the player characters are not directly affecting or even participating in the encounter. Furthermore, the encounter features only a single opponent, and thus its defeat grants only XP for its level.

The easiest way to deal with XP is to treat the duel as the character's minor quest. This way, the other characters have a chance to resolve their own minor quests, which makes the XP distribution balanced.

The duel might be part of a skill challenge (see "Crowds"). A duel, in this case, accounts for one-fifth (or two-fifths for an elite foe) of an encounter, while the skill challenge makes up the rest, being complexity 4 (or 3 for an elite opponent). Players who aren't participating in the duel have something to do (the skill challenge), and the entire event counts as one encounter.

Finally, the party might engage in multiple duels, with each player character fighting in his or her own match. If so, you should run one match for each player character, all at the same level. Regardless of whether a character wins a match or loses, all participants earn XP for the encounter once all the duels have been resolved, as they would in any other combat encounter.

Optional Rule: To reflect the ebb and flow of the gladiator duel, consider rolling for initiative at the start of each combat round. This adds a layer of complexity to what might otherwise be a quick exchange of blows.

TEAMS

Team contests feature groups of gladiators fighting against each other. These are the best solutions for adventuring parties since the encounter allows the group to take advantage of teamwork tactics, and it allows for far more interesting encounters. Before you set out to build the encounter, consider how it fits into the larger adventure. If the encounter is the only combat the characters are likely to face in the day, make it hard. Or if this encounter is one of many matches, you might make it average or even easy.

The battlefield is usually a fixed environment and confined to a single area with the same terrain features and traps for each contest. Magical arenas might change the terrain to adapt to the contest's theme and opponents, but such environments are confined to the paragon and epic tiers.

In most competitions in the same day, the characters should find out most if not all of the battlefield's tricks by the end of the first encounter, and be able to avoid them or to use them against their foes. This is okay, since for several encounters the characters aren't likely going to have the time for an extended rest. Giving the PCs an edge against future encounters in the arena helps improve their chances to survive.

Use the standard rules for encounter building as described in the *Dungeon Master's Guide*, placing the easier encounters up front and getting steadily harder until the characters face their last match. The Dragon's Den, Wolf Pack, and Battlefield Control templates work best.

GRAND MELEE

The grand melee is a variation on the team contest. In this event, the PCs are part of a large number of combatants, and each character fights against other characters. Short-term alliances might form to bring down the bigger foes, but in the end, it's everyone against everyone. Considering that the player characters are on the same side, these contests can see the PCs fighting against one another. However, since a

player can choose to knock out an enemy reduced to 0 hit points instead of killing it, PCs can participate without players fearing the loss of their cherished adventurers.

For a grand melee to work, you need lots of combatants. Use low-level minions to fill out the encounter. Unless you want the battle to boil down to a fight between the PCs, you need to sprinkle in a few nonminion adversaries as well. The opponents fight each other as much as they fight the PCs, so each moves and attacks the closest creature each round.

Grand Melee Combatants	
Easy	4 brutes of level $n - 2$
	11 minions of level $n - 4$
Standard	2 soldiers of level $n - 1$
	4 brutes of level $n - 2$
Hard	12 minions of level $n - 4$
	2 soldiers of level n
	4 brutes of level $n - 1$
	17 minions of level $n - 2$

VICTORY CONDITIONS

Arena competitions end after one side is dead or dying, but this need not always be the case. Arenas feature all sorts of competitions, such as races, fights to the first blood, and the tried-and-true death matches. The following victory conditions map out the basic sorts of objectives for common competitions.

CAPTURE THE FLAG

Literally or figuratively, the capture the flag scenario establishes an objective other than wanton slaughter. In these competitions, the participants work against their adversaries to claim a particular object, bring down a nasty monster, or survive a gauntlet. Combat still occurs, but usually along the way toward the goal.

In addition to the other competitors, these contests have traps, hazards, and plenty of obstacles to make the event interesting. Matches can occur in massive mazes, up mounds of earth filled with biting insects, through gauntlets of traps, and so on. The more terrain features and obstacles presented, the more interesting the contest.

Certain obstacles might require skill checks (Acrobatics, Athletics, Stealth, and Thievery being the most common), but some might require skill challenges, which some characters can deal with while allies keep the enemies at bay.

FIRST BLOOD

Though many competitions end in death, those found in more civilized lands end at first blood. In duels, the first opponent to become bloodied loses. In teams, each contestant becoming bloodied is eliminated until one side loses or yields. Sometimes first blood contests spill into death matches, and while exciting for the spectators, it's generally deemed dishonorable. The gladiator who breaks the rules faces severe consequences if he or she survives.

Death: Death matches are uncommon in civilized lands, but they occur. Some death matches allow for yielding, in which case the opponent surrenders, but not all matches have this happen. In particularly bloodthirsty venues, it's good form to gain the blessing of the highest-ranking spectator (king, emperor, warlord) to determine the defeated foe's fate.

Restricted: A restricted match is one in which certain acts are forbidden. Examples include restricted weapons such as only unarmed fighting, no magic items, spears only, limited armor (no heavy armor, no shields), and restrictions on power sources (no arcane, divine, or other more magical sources, for example). Such restrictions can create gross imbalances between competitors—a wizard prevented from casting spells in a duel is as good as dead, so if you place restrictions on a match, make sure they are fair and appropriate.

DEATH RACE

Like capture the flag, the death race has a victory condition: Cross the finish line. The contestants ride their horses (or other beasts), drive chariots, or run to the end. Along the way, they smash their rivals with weapons and collide with each other, all in a brutal display to feed the fans' bloodlust. Since everything moves in squares, and often at the same or similar rates, deciding who wins involves a bit more work than comparing speeds.

A death race can be resolved with a skill challenge. Races follow the standard rules for running skill challenges, but with one exception. When assembling the skill check DCs, keep in mind the stiffness of the competition. If the PCs are the best competitors on the field, the DCs ought to be easy. On the other hand, against a tough and notorious opponent, some of the DCs might be hard. As well, the skill challenge's complexity should reflect the number of contestants. A small and short race might be complexity 1, while a huge race with hundreds might be complexity 4 or even 5.

The following skill challenge is designed for a chariot race, but you can adapt it easily to account for horse races, footraces, and other races by swapping out the skills as needed.

Level: Varies.

Complexity: Varies with contest's size, though 3 is common (requires 8 successes before 3 failures).

Primary Skills: Athletics, Bluff, Endurance, Insight, Intimidate, History, Nature, Perception. Any of these skills can be used as often as desired, except as otherwise noted below.

Athletics (DC moderate): The character hangs on while the chariot speeds across the track. A character cannot make this skill check twice in a row.

Bluff (DC moderate): The character feints to the side and causes the enemy ahead to veer. As the enemy moves, the character shoots forward, slipping ahead. A failed check indicates the stunt didn't work, and the character either loses a healing surge or suffers two failures.

Endurance (DC moderate): The character shakes off the effects of strenuous activity. A character must make at least one Endurance check during the skill challenge. A successful check means the PC soldiers on, but a failed check means the PC takes a nasty hit and loses a healing surge.

Insight (DC hard): The character watches opponents to find an opening. A successful check grants the character 2 successes in the skill challenge. A failed check closes off further Insight checks for this challenge.

Intimidate (DC moderate): The character barks a terrible threat at a nearby opponent, causing the opponent to falter. A successful check indicates the enemy drops back. A failed check closes off further Intimidate checks for this challenge.

History (DC moderate): The character recalls a useful fact about another competitor. A successful check gives the character a +2 bonus to Bluff, Insight, and Intimidate checks for the duration of the challenge. This skill can be used to gain only 1 success in this challenge.

Nature (DC moderate): The character expertly guides the beast drawing the chariot around obstacles and other riders. A character cannot make this skill check twice in a row.

Nature (DC hard): The character coaxes the steed to move faster. A successful check grants the character 2 successes in the skill challenge. A failed check counts as 2 failures in the skill challenge.

Perception (DC moderate): The character notices an obstacle in the track and veers out of the way. This skill can be used to gain only 1 success in this challenge, and this check can be attempted only once.

Special: For races featuring two or more PCs competing against one another, characters can try to remove successes from each other during the race by making Athletics checks against their opponent's Reflex defense. A success indicates that the opponent loses 1 success in the skill challenge and one healing

surge. A character reduced to 0 healing surges is knocked out of the race.

Success: The character or characters win the race.

Failure: The character or characters lose the race.

ARENA ADVENTURES

Arena encounters can be exciting for standalone events, but the arena can play a bigger part in your games, becoming the centerpiece of an entire adventure. Building an adventure around an arena involves all the same sorts of tips and guidelines as described under "Arena Encounters," but with more flexibility in encounter design and complexity. When building arena adventures, it's a good idea to keep some of the following elements in mind.

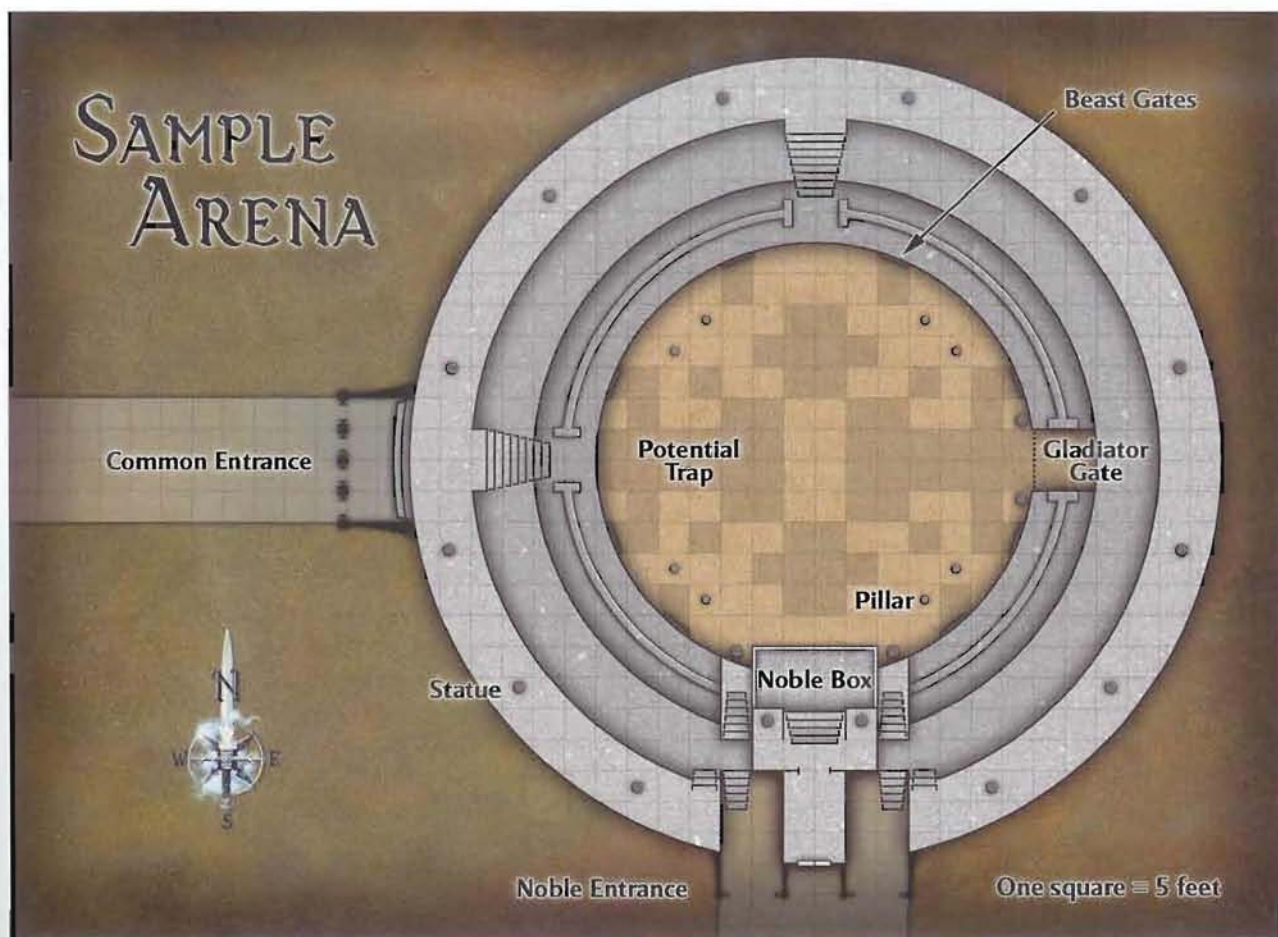
VENUE

Smaller venues can be interesting for a few encounters, but it's harder to string several encounters together in one small fighting ring. Larger locations, though, can serve as microcosms within a larger community, giving you a broad selection of characters and motivations to explore. A coliseum is bound to have other gladiators, trainers, animal handlers, servants, investors, bettors, criminals, and all the other people with a stake in the contests. You also have a larger audience with an even wider range of people: nobles, commoners, priests, mages, thieves, killers, spies, and more.

The venue's size can also affect the adventure's tone. One set in a fighting ring means that most of the adventure is likely to take place in the ring or outside in the larger community. Larger venues can contain an entire adventure, since there are apartments and cells for the warriors and servants, offices, vendors and peddlers, the stands, the nobles' box, and other locations as needed. Using a larger arena expands the types of environments for the encounters, helping to mix up the fights to keep the players engaged. Although fighting might be a centerpiece, there's still room for investigation, intrigue, negotiation, and combats that take place beyond the realm of the crowds.

BUILDING THE ADVENTURE

Instead of a dungeon, ruined temple, or castle, combats likely occur in the arena with the adventurers squaring off against all sorts of foes. Negotiations and intrigues can occur between matches or after a long day's fighting, with the PCs collecting clues to unravel a conspiracy, a threat, a danger, or a plot against themselves or an ally. The adventure flows more or less like a standard adventure in a normal dungeon environment, with just a few exceptions.



Encounters: Battles taking place in the arena are confined to one environment and last until the victory conditions are met. Should a fight go south, there's nowhere for the characters to run, so an overmatched group is bound to meet a messy end in a death match. To avoid a "TPK" (total party kill), choose your encounters wisely, preserving the easy fights for the ones in the arena. Avoid loading up a single game day with more than a few fights—otherwise the characters run out of resources too quickly. Finally, be sure to stock the battlefield with traps and hazards that are dangerous both to the PCs and their opponents to even the odds.

Healing and Rest: Gladiators expected to fight in several matches take short rests between engagements, but they don't have the luxury of extended rests. To keep PCs fresh, you can have priests armed with curative magic to repair their injuries without the PCs having to blow through their healing surges. Gladiators rarely fight more than one or two times per day and those forced to fight more than once don't fight two matches in a row, so there should always be an opportunity for PCs to at least have their encounter powers back.

Treasure: Defeated foes in the arena don't cough up treasure at the end. Spectators might throw coins to gladiators along with flowers and keys to bedrooms, but magic items don't arrive by way of a commoner's hand. To award magic items in the adventure,

distribute them as gifts from sponsors or as item levels as described in the *Adventurer's Vault*. Gifts can come at any time while the characters take an extended rest, but usually not during a short rest between matches.

Milestones: If you're dead set on keeping the characters fighting throughout a game day, you can give the characters a slight edge by treating each match as attaining a milestone. This grants the characters an action point and an extra daily use of a magic item, which are critical edges for surviving a chain of brutal combats.

QUESTS

As with any adventure, those centered on arenas should have a quest to involve the entire party. Unless you use a heavy hand and force the adventurers to fight for their freedom, arena adventures have a hard time keeping the characters involved. Thus, building quests for your players requires finding ways to keep them invested in the outcomes of particular duels and matches until the situation is resolved. What follows are several quest seeds for use in building an adventure's plot.

Cheating: The characters might investigate a particular venue to follow up on suspicions of cheating. Gladiators might throw the fight or use poisoned weapons or spoiled food to weaken their foes. The adventurers might infiltrate the arena to uncover the culprits.

Cover: The arena might conceal a sinister enterprise involving cultists, criminals, or possibly a political uprising. The characters could investigate the arena to sort out the rumors and find the bad guys before their plans reach fruition.

Missing: People are disappearing all over the town, never to be seen again. Looking into these vanishings, the adventurers discover that a criminal outfit snatches innocent people and drags them to a distant town where they fight in death matches. When an allied NPC goes missing, the characters set out to rescue their friend.

Murder: Each day, for several days, gladiators turn up dead—and not from fighting in the pits. The sponsors fear their stables are going to be wiped out, so they turn to the adventurers for help. The PCs must infiltrate the organization to catch the killer in the act.

Subversives: The gladiators in the arena are prisoners, criminals, or slaves, and they've had enough. The PCs might be among them, helping to break free or even leading the uprising, or the adventurers might be called to face the leaders in the ring and silence them.

CAMPAIGN

You can take the arena a step further and use these sorts of engagements as the basis of an entire campaign. Rather than the characters descending into dungeons to fight monsters and wicked cultists, the characters might be professional gladiators, who are fighting for a living for gold and the adoration of the crowds. With each success, the characters might move to bigger venues, until word of their exploits reaches across the lands and possibly to other planes. Characters could venture out of the world to test their techniques against champions from the Shadowfell, the Abyss, or anywhere else you can imagine. Each arena comes with its own troubles, which the PCs must sort out before moving on to their next venue, while contending with sponsors, old enemies, and so on.

FAME

Not all the rewards characters earn by participating in arena matches can be counted in coin and magic items. Victories in the arena grant titles, favors, sponsorship, and other rewards. The most precious award for long-term competitors is fame.

Fame is an “intangible” reward—one that doesn't count as treasure. Like other intangibles, it doesn't provide combat bonuses, at least not directly, but it does provide benefits when dealing with NPCs who have heard of you.

Gaining Fame: Fame, for these purposes, comes from participating in gladiatorial matches. The amount of fame acquired depends on how you performed,

whether you won or lost, and how you dealt with the crowd. Your fame cannot exceed your level, and fame in excess of your level is lost. Your fame increases or decreases based on the following circumstances:

Fame	
CIRCUMSTANCE	FAME
The crowd is helpful at the end of the match	+2
The crowd is friendly at the end of the match	+1
You win the match	+1
You defeat a foe using a daily attack	+1
You improve the crowd's disposition to helpful	+1
You lose a match	-1
You defeat a foe using a basic attack	-1
The crowd's disposition toward you is unfriendly or worse	-1
Per month since the last bout	-1

The Fame Check: At the start of a match, make a fame check for the character or party participating in the match. The fame check is 1d20 + the character's fame modifier (or the character in the group with the greatest fame modifier) + any circumstantial modifiers. If the check equals or beats a DC 25, the crowd recognizes the gladiator, granting the character (or characters) a +2 bonus to all Bluff, Diplomacy, and Intimidate checks made to interact with the crowd (see page 85).

THE BATTLEFIELD

Venues for gladiatorial contests come in many sizes and shapes. A venue needs to be large enough to accommodate the contest, but small enough to keep the combatants engaged. The following venues represent some of the most common sorts one might find in the D&D world.

THE FIGHTING PIT

The lowliest of the fighting venues is the fighting pit. Most are pits dug 10 or more feet into the ground. Gladiators descend by climbing down the walls, jumping, or being lowered by ropes. These are nasty places to fight, and most contests last until only one creature stands. Typical contests include duels between two gladiators, monstrous fights between two beasts, or gladiator and beast fights. Spectators crowd around the top of the pit and scream advice or insults while placing bets on their favored champion.

Size: A fighting pit usually covers a 4-by-4 area.

Walls: Earthen walls (DC 15 Athletics) are common to fighting pits, but some have brick walls (DC 20 Athletics); in some pits, the walls are coated with grease to prevent contestants from climbing out (DC +5). The typical fighting pit is 10 to 20 feet deep.

SAMPLE FIGHTING PIT: THE HOLE

When Vadalis banned pit fighting, the death matches moved to the underworld. One of the more notorious sites is the Hole, a place whose existence is kept secret. Arked Fastoud runs the show, recruiting street toughs and bravos with the promise of quick cash if they fight. The Hole sits beneath an old abandoned temple of Erathis, which was shut down after rats settled in. The Hole is in the center of the cellar. It's a wide pit, about 4 squares by 4 squares, and about 20 feet deep. Strong people lower the combatants inside and don't pull them up until there's only one gladiator (or beast) standing. The Hole's walls are brick and covered in blood and thick grease (DC 25 Athletics).

THE FIGHTING RING

A fighting ring is a small area used for two combatants. Crude fighting rings might use natural features or stones to sketch out the boundaries, while superior fighting rings can take place on raised platforms, magical surfaces hovering in the air, or areas hedged in with invisible barriers. For simple rings, the competitors access the ring by stepping inside. Fantastic fighting might require leaping over a barrier or performing another stunt (see "Acrobatics," *Player's Handbook*, page 180) to get inside. Fighting rings rarely see death matches; to end the fight, a contestant has to step outside the ring. Naturally, this is made more difficult when the crowd doesn't want the match to end, since they can form a living wall and shove to keep the gladiator in until the end.

Size: A fighting pit usually covers a 6-by-6 area.

Walls: Most fighting rings don't have walls and instead mark out the parameters using stones, trees, or other terrain features. Rings suspended in the air rely on gravity to keep the combatants inside the area.

SAMPLE FIGHTING RING: THE PEDESTAL

Destaed Irongrip learned to fight in the pits of Sulfard during the ten long years of his enslavement. When he escaped to Sunndi, he realized he had no way to provide for himself. He had no trade and no skills. So, he turned to what he did know and arranged a ring of stones on the edge of Pitchfield, his new home, and bet young toughs to take him on.

After a few years, Destaed picked up and moved north to Kalstrand. He had a raised platform built with the gold he earned in Sunndi and called the fighting ring the Pedestal. There, he and other fighters would climb up the ropes and fight for gold, silver, or whatever else was for the taking. The Pedestal is fast becoming famous in Ahlissa, and people from all over the countryside come to seek fortune and fame in this bloodstained ring.

The Pedestal stands 15 feet above the street. A creature that falls from the pedestal takes 1d10 damage upon landing.

THE ARENA

The arena is the largest venue for gladiatorial contests. An arena is usually surrounded by a wall, above which rise the stands. Seats closest to the field are the most expensive, and a noble or an important official might have a covered box for a good view. Arenas are large enough to accommodate contests of just about any size and scale. Fights between gladiators, gladiators and beasts, beasts and beasts, and terrifying creatures can all be found here. As well, unusual types of contests might also find a place here. Examples include races, spell duels, magical and fantastic terrain, reenacted wars, and naval battles.

The arena and the stands are but parts of the environment. Below the arena, corridors allow engineers to install traps, plus they contain cages for beasts, cells and apartments for the gladiators, offices for organizers, armories, smithies, kitchens, and so on.

Floor: Most arenas have stone or wooden floors, with passages underneath to install traps or release unexpected opponents. Sand, straw, or loose gravel covers the floor to improve the footing.

Size: An arena has a fighting space of at least 10 squares by 10 squares, but many are far larger.

Walls: A steep wall pierced by gates surrounds the fighting field. It stands at least 10 feet tall, but it might be taller depending on the size of the arena. The walls are brick, sometimes greased (or trapped). Above them rise the stands. These are made from wood or stone and can accommodate hundreds of people.

SAMPLE ARENA: THE GARDEN OF BLOOD

The bloodiest and most startling arena in the civilized world is the Garden of Blood, which rises from the center of Reen, a powerful port known for its aggressive trade and dubious morality. The Garden is a massive coliseum, and each week thousands come to watch the blood sports. Traps and hidden dangers litter the field, perfect for shocking the audience and taking the gladiators by surprise. Once a year, the Garden hosts a spectacular event to honor Bane, the port's patron deity. These events vary a great deal, but one of the more famous ones featured a water battle, complete with a flooded field, ships, and vicious sharks. The Wizards' Guild sponsors the Gardens and provides security to ensure that nothing too terrible arises, but accidents happen.

Gladiators are a mix of slaves and professionals, many of whom were once slaves but won their freedom through their deeds on the field. In addition, professional warriors come to Reen to pit their fighting skills against the port's famed warriors to gain fortunes and fame.

CROWDS

Aside from the dangers gladiators face in the ring, there are dangers outside the ring, too. A crowd in the throes of bloodlust can be every bit as rough as a wild beast, and, if angered, they might fling rubbish onto the field, distract gladiators with insults, or pluck an unwary warrior off the field and rip him apart in the stands.

Gladiators learn that appeasing the crowd is as important as fighting well, because a crowd won over can be a useful ally if things go bad. Gladiators who make their livings fighting in the arenas need to become famous and loved by the people, because by doing so, they receive better pay, better gear, and better treatment when they're injured.

Any time a gladiatorial duel occurs in front of a crowd of 50 or more people, the crowd has the potential to become a factor in the match. Use the following guidelines to determine whether a crowd becomes involved and what happens when they do.

DISPOSITION

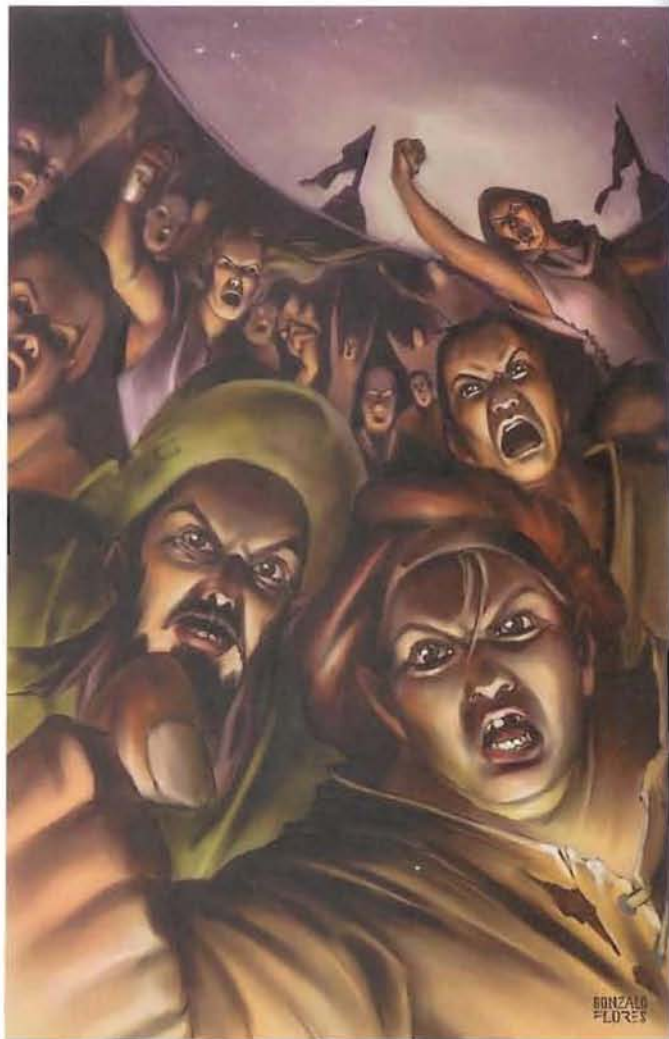
At the start of match, after you make the fame check for the character(s), determine how the crowd is disposed to the player characters. Five dispositions are discussed below. A crowd that's friendly to the PCs is considered unfriendly to their opponents and vice versa. Likewise, a crowd helpful to the PCs is hostile to their opponents. The only time a crowd's disposition is the same for both PCs and opponents is when it's indifferent.

Use your best judgment when setting the initial disposition, keeping in mind whether the adventurers have fought in previous matches, their achievements in the region, and any other factors that you find relevant. Avoid setting the starting disposition to helpful or hostile, unless, of course, it's integral to the adventure's plot.

Helpful: A helpful crowd wants the gladiator to win and takes an active roll in making this happen. When a crowd's disposition reaches helpful, the crowd becomes a hazard. You can't improve a crowd's disposition above helpful.

Friendly: A friendly crowd is positively disposed toward the gladiator and cheers for the character in the match. Veteran gladiators who have fought in the same arena several times find the crowds friendly. The DCs to interact with friendly crowds are easy.

Indifferent: An indifferent crowd doesn't care who wins. Most crowds begin at this disposition. The DCs to interact with an indifferent crowd are moderate.



Unfriendly: The crowd roots against the gladiator, cheering for the opponent. PC gladiators fighting against local heroes usually find the crowds unfriendly. The DCs to interact with an indifferent crowd are hard.

Hostile: The crowd despises the gladiator and actively works against the character(s). When a crowd's disposition reaches hostile, the crowd becomes a hazard. The DCs to interact with a hostile crowd are hard.

WORKING THE CROWD

Once the match begins, the player characters, those on the field or those in the stands, can work to modify the crowd's disposition. Remember, once the crowd's disposition reaches helpful or hostile, it becomes a hazard and can directly affect the match's outcome.

To modify a crowd's disposition, the PCs must succeed on a skill challenge. DCs depend on the crowd's disposition, described above.

Level: Equal to party level (XP varies).

Complexity: 1 (4 successes before 3 failures). Large crowds might increase the complexity.

Primary Skills: Acrobatics, Bluff, Diplomacy, Insight, Intimidate. Any of these skills can be used as often as desired, except as otherwise noted below.

Acrobatics (DC varies): The character performs a stunt to impress the crowd. This check can be attempted only by a gladiator. A failed check, in addition to counting as a failure in the challenge, closes off further Acrobatics checks for this skill challenge.

Bluff (DC varies): The character or his or her allies mock the enemy, perhaps imitating a distinctive feature or mannerism in a way to make the crowd laugh. A failed check, in addition to counting as a failure in the challenge, closes off further Bluff checks for this skill challenge.

Diplomacy (DC varies): The character's allies sing the praises of the character, or the character addresses the crowd directly and asks for favors or puts on a good show for the people. A failed check, in addition to counting as a failure in the challenge, imposes a -2 penalty to Diplomacy checks for 1 round.

Insight (DC varies): The character has an instinctive sense of what the crowd wants, gauging its disposition and the general mood of the arena. This skill can be used to gain only 1 success in this challenge, and this check can be attempted only once. A successful check also grants the PC a +2 bonus to Diplomacy checks for the duration of the challenge. A failed check, in addition to counting as a failure in this challenge, also imposes a -2 penalty to Bluff checks and Diplomacy checks for the duration of the challenge.

Intimidate (DC varies): The character displays ferocity with a roar, a weapon maneuver, or another act to strike fear in the hearts of the crowd. A failed check, in addition to counting as a failure in this challenge, closes off further Intimidate checks for this challenge until the PC hits an opponent with an attack.

Success: The crowd's disposition improves by one step. If this improvement changes the crowd's disposition to helpful, the crowd becomes a hazard against the PCs' opponent.

Failure: The crowd's disposition worsens by one step. If this worsening changes the crowd's disposition to hostile, the crowd becomes a hazard against the PCs.

Angry Crowd

Hazard

Level (Party's Level)

XP Varies

The crowd becomes a seething mass of rage.

Hazard: Each square occupied by the crowd becomes difficult terrain.

Perception

No check is required to see the crowd.

Initiative +0

Trigger

When the crowd's disposition becomes helpful or hostile to the player characters, the crowd rolls for initiative and attacks.

Attack

Standard Action

Target: Helpful crowds target the enemy gladiator, while hostile crowds target the PC or PCs.

Effect: Roll a d20 to see what the crowd does on its turn.

- | | |
|-------|---|
| 1 | An angry fan jumps out of the stands and joins the fight, attacking the target: level vs. AC; 3 damage, plus 1 damage per tier. The fan occupies a space adjacent to the target and is slain when it takes at least 1 damage. |
| 2-3 | The crowd grabs the target whenever the target enters an adjacent space: level vs. Fortitude or Reflex; the target is immobilized (save ends). |
| 4-5 | The crowd shoves the target back into the fight. Any time the target enters a square adjacent to the crowd, the crowd makes an attack: level vs. Fortitude; the target is pushed 1d4 squares. |
| 6-7 | The crowd reaches out and grabs at the target. All squares adjacent to the crowd become difficult terrain until the start of the crowd's next turn. |
| 8-9 | Someone hurls a vicious insult at the target: level vs. Will; the target takes a -2 penalty to attacks until the end of its next turn. |
| 10-11 | The crowd's noise imposes a -5 penalty to all Perception checks. |
| 12-13 | The crowd closes in or descends from the stands, thus reducing the size of the battlefield by 1 square on each side. |
| 14-15 | Someone from the crowd hurls an object at the target: level vs. Reflex; the target loses one healing surge. |
| 16-17 | When the target enters a space adjacent to the crowd, the crowd attacks: level vs. Fortitude; the crowd slides the target 1d4 squares (enemy's choice). |
| 18-19 | When the target enters a space adjacent to the crowd, the crowd attacks: level vs. AC; 5 damage, plus 5 damage per tier. |
| 20 | A mob descends from the stands bent on killing the target. See page 86 for statistics for an angry mob. |

Countermeasures

A character can engage in a skill challenge to improve the crowd's disposition as described above. Improving the crowd's disposition above hostile ends the hazard.

Angry Mob		Level 5 Brute	
Gargantuan natural humanoid (swarm)		XP 200	
Initiative +3	Senses Perception +1		
Swarm Attack aura 1; the angry mob makes a basic attack as a free action against each enemy that begins its turn within the aura.			
HP 74; Bloodied 37			
AC 17; Fortitude 19, Reflex 17, Will 16			
Resist half damage from melee and ranged attacks;			
Vulnerable 10 against close and area attacks			
Speed 5			
Ⓢ Savage Mob (standard; at-will)			
+8 vs. AC; 2d6 + 4 damage, and the target is knocked prone.			
Crushing Press			
An angry mob deals 2d6 extra damage to prone creatures.			
Alignment Unaligned		Languages –	
Str 18 (+6)	Dex 15 (+3)	Wis 8 (+1)	
Con 14 (+4)	Int 8 (+1)	Cha 12 (+3)	

TRICKS AND TRAPS

The following traps and hazards supplement those in the *Dungeon Master's Guide*.

Forest of Stone		Level 1 Obstacle	
Trap		XP 100	
<i>A stone column rises from the ground with astonishing force.</i>			
Trap: Four squares scattered across the battlefield conceal a magic pressure plate.			
Perception			
◆ DC 10: The character notices a pressure plate.			
Additional Skill: Arcana			
◆ DC 15: The character senses the presence of magic.			
Trigger			
The trap attacks when a creature enters one of the trap's 4 squares.			
Attack			
Opportunity Action		Melee	
Target: The creature that triggered the trap			
Attack: +4 vs. Reflex			
Hit: 1d6 + 3 damage, the trap slides the target 1 square, and the target falls prone.			
Miss: The target returns to the last square it occupied and its move action ends immediately.			
Effect: Each trapped square fills with a 20-foot tall column of stone. The column blocks movement, but can be climbed with a DC 15 Athletics check. The columns grant cover and last until the end of the triggering creature's next turn, when the trap resets.			
Countermeasures			
◆ An adjacent character can trigger the trap with a DC 10 Thievery check (standard action). The columns appear in each trapped square.			
◆ An adjacent character can disable the trap with a DC 15 Thievery check (standard action). The square no longer triggers or launches a stone column.			
◆ A character who makes an Athletics check (DC 6, or DC 11 without a running start) can jump over a trapped square.			
Upgrade to Elite (200 XP)			
◆ Increase the Perception and Thievery DCs by 2, double the number of trapped squares, and a character who triggers the trap takes 1d10 + 5 damage, slides 2 squares, and falls prone.			

Razor Spores		Level 1 Lurker	
Hazard		XP 100	
<i>A putrid green boulder shudders and explodes, spreading razor shards across the battlefield.</i>			
Hazard: A boulder filling 1 square makes a burst 3 attack and creates a zone of difficult terrain.			
Perception			
No check is required to see the stone.			
Additional Skill: Arcana			
◆ DC 15: The character recognizes the stone's nature.			
Initiative +5			
Trigger			
When a creature moves adjacent to the stone, it rolls initiative and attacks.			
Attack			
Standard Action		Close burst 3	
Targets: All creatures in burst			
Attack: +4 vs. Reflex			
Hit: 1d8 + 3 damage.			
Effect: The burst creates a zone of difficult terrain that lasts until the end of the encounter.			
Countermeasures			
◆ A character can attack the stone (AC 20, other defenses 15; hp 20; resist 5 all). When reduced to 0 hit points, the stone explodes in a close burst 3, as above.			
Upgrade to Elite (200 XP)			
◆ Increase the burst to 5 and the damage to 1d12 + 3.			

Glittermist		Level 2 Warder	
Hazard		XP 125	
<i>A cloud of scintillating golden motes hovers in the air, floating on an intangible current toward the closest creature.</i>			
Hazard: A cloud of glittermist, filling 1 square, drifts toward creatures, foiling concealment and making them vulnerable to enemies' attacks.			
Perception			
No check is required to see the glittermist.			
Additional Skill: Arcana			
◆ DC 15: The character recognizes the mist's nature.			
Initiative +4			
Trigger			
The glittermist rolls initiative at the start of the encounter.			
Attack			
Standard Action		Melee special	
Special: Each round, on its turn, the glittermist moves up to 4 squares toward the nearest creature, ending its movement in that closest creature's space if possible.			
Target: One creature			
Attack: +5 vs. Reflex			
Hit: The target gains no benefit from being invisible or having concealment and grants combat advantage to all enemies until the start of its next turn.			
Miss: The glittermist moves into the last square it occupied.			
Countermeasures			
◆ A character can attack the mist with close or area attacks (AC 20, other defenses 15; hp 25). When reduced to 0 hit points, the mist vanishes.			
◆ A character attacked by the mist can make a DC 17 Acrobatics check as an immediate reaction to cause the mist's attack to automatically miss.			

Vicious Animal

Hazard

Level 3 Warder

XP 150

A savage beast strains against a chain, snapping at anyone that draws near.

Hazard: A vicious animal is chained to an iron spike. It can move up to 3 squares from the iron spike and make an attack.

Perception

No check is required to see the vicious animal.

Initiative +4**Trigger**

A vicious animal rolls initiative whenever a character comes within 3 squares of it. Henceforth, the vicious animal makes an attack against any creature it can reach.

Attack**Standard Action** **Melee**

Special: The vicious animal can move up to 3 squares before the attack.

Target: One creature**Attack:** +8 vs. AC**Hit:** 1d8 + 3 damage, and the target is knocked prone.

Effect: Each round on its turn, the vicious animal attacks the closest creature it can reach.

Countermeasures

- ◆ A character can engage in a skill challenge to handle the vicious animal and disable it. DC 15 Nature. Complexity 1 (4 successes before 3 failures). Success calms the animal down so it no longer attacks. Failure causes the animal to attack, as above.
- ◆ A character can attack the vicious animal (AC 15, other defenses 11; hp 15). When reduced to 0 hit points, the vicious animal dies, ending the hazard.
- ◆ A character can break or destroy the chain by moving to the iron spike restricting the animal's movement (break DC 30 Strength; AC 5, Fortitude 10; hp 60). Releasing the animal from the chain allows it to move freely. Each round thereafter, the animal can move up to 8 squares to attack the closest creature, as above.

Upgrade to Elite (300 XP)

- ◆ Add a second vicious animal. Both animals attack when one is triggered.

Pyrotechnics Trap

Trap

Level 4 Lurker

XP 175

A fountain of blinding flames erupts from a cunningly concealed nozzle set in the ground.

Trap: Pressure on any of the 6 squares around the nozzle causes the contraption to unleash a fountain of blinding flames into the air, attacking all creatures in a close burst 5.

Perception

- ◆ DC 12: The character notices the nozzle.
- ◆ DC 17: The character notices the pressure plates that activate the trap.

Initiative +6**Trigger**

The trap rolls initiative when a creature enters one of the squares surrounding the square containing the nozzle.

Attack**Standard Action** **Close burst 3****Targets:** All creatures in burst**Attack:** +7 vs. Fortitude**Hit:** 1d4 + 4 fire damage, and the target is blinded until the end of its next turn.**Miss:** Half damage.**Countermeasures**

- ◆ A character adjacent to a pressure plate can trigger the trap with a DC 12 Thievery check (standard action). The trap attacks, as above.
- ◆ A character adjacent to a pressure plate can disable the trap with a DC 17 Thievery check (standard action). The trap does not activate when a creature enters a square containing a pressure plate.
- ◆ A character can attack the nozzle (AC 21, other defenses 19; hp 10). Destroying the nozzle disables the trap.

Upgrade to Elite or Solo (see the *Dungeon Master's Guide*, page 56, for the new XP total)

- ◆ Increase the range to close burst 5.
- ◆ Increase the Perception and Thievery DCs by 2.

Leg Breaker Trap

Trap

Level 5 Lurker

XP 200

Steel jaws clamp shut on the victim's leg, ripping through flesh and rending the bone.

Trap: A concealed animal trap attacks whenever a creature enters its square.

Perception

- ◆ DC 17: The character notices the animal trap.

Trigger

The trap attacks the first creature that enters its space.

Attack**Immediate Reaction** **Melee****Target:** The creature that triggered the trap**Attack:** +8 vs. Reflex**Hit:** 1d10 + 4 damage, and ongoing 5 damage and the target is slowed (save ends both).**Countermeasures**

- ◆ A character adjacent to a pressure plate can disable the trap with a DC 17 Thievery check (standard action). The trap does not activate when a creature enters its square.

Upgrade to Elite (400 XP)

- ◆ Increase the area to 2-by-2 squares.
- ◆ Increase the Perception and Thievery DCs by 2.

Gravity Sphere**Level 7 Obstacle**

Trap

XP 300

Sand and dust tumble across the ground toward a pulsing gray sphere.

Trap: The gravity sphere disrupts ranged attacks and pulls creatures that come close to it.

Perception

No check is necessary to notice the gravity sphere.

Additional Skill: Arcana

◆ DC 14: The character identifies the object as a gravity sphere.

Initiative +5**Trigger**

The trap rolls for initiative at the start of the encounter, and attacks on its turn.

Attack**Standard Action** Close burst 5**Targets:** All creatures in burst**Attack:** +10 vs. Fortitude**Hit:** The target is pulled 4 squares and slowed.

Effect: The burst creates a magical zone, imposing a -2 penalty to ranged attacks made inside the area, until the start of the trap's next turn.

Countermeasures

- ◆ A character can reduce the distance pulled by 1 square with a successful DC 19 Strength check (immediate reaction).
- ◆ A character can attack the sphere (AC 23, other defenses 11; hp 50). Destroying the sphere causes it to explode in a close burst 5: +10 vs. Reflex; 2d10 + 5 damage, and the target is pushed 2 squares.

Upgrade to Elite (600 XP)

- ◆ Increase the Strength DC by 2. On a hit, the sphere also knocks the target prone. Worsen the penalty to ranged attacks to -4.

Madness Gas**Level 9 Lurker**

Hazard

XP 400

Fumes fill the air.

Trap: Four nozzles concealed throughout the area dispense a noxious, madness-inducing poison. Each nozzle creates a cloud of gas in a 4-by-4 square area.

Perception

- ◆ DC 14: The character notices the air is filled with vapor.
- ◆ DC 19: The character notices the four nozzles spewing the gas into the battlefield.

Additional Skill: Nature

◆ DC 19: The character identifies the vapor as madness gas.

Initiative +5**Trigger**

The trap rolls for initiative at the start of the encounter, and attacks any creature in a cloud each round on its turn.

Attack Poison**Standard** **Special****Targets:** All creatures within a cloud of gas**Attack:** +12 vs. Fortitude

Hit: 1d6 + 5 poison damage, and the target makes a melee basic attack against a random adjacent creature as a free action.

Countermeasures

- ◆ A character can hold his or her breath to avoid the attack, but if the character takes damage, the character must succeed on a DC 19 Endurance check or be unable to hold his or her breath until the start of his or her next turn.
- ◆ A character can disable a nozzle with a DC 19 Thievery check. Once all four nozzles are disabled, the gas clears after its next action.

Fighter-Flinger**Level 10 Lurker**

Trap

XP 500

The ground lurches, flinging the hapless victim through the air.

Trap: A spring-loaded platform concealed under the sand explodes with violent force, sending a creature sailing through the air.

Perception

◆ DC 21: The character notices the trap.

Trigger

The trap triggers when a creature enters its space.

Attack**Opportunity Action** **Melee****Target:** The creature that triggered the trap**Attack:** +13 vs. Reflex

Hit: The target flies 2d6 squares in a random direction. It takes 2d8 + 5 damage, and lands prone at the end of its movement.

Miss: The target falls prone in a space adjacent to the trap.

Countermeasures

- ◆ An adjacent character can trigger the trap with a DC 16 Thievery check (standard action).
- ◆ An adjacent character can disable the trap with a DC 21 Thievery check (standard action). The square becomes safe.
- ◆ A character who makes an Athletics check (DC 5, or DC 11 without a running start) can jump over the trap.

Upgrade to Elite (1,000 XP)

- ◆ Increase the Perception and Thievery DCs by 2. When triggered, the trap attacks the triggering creature and all adjacent creatures.

Spinning Column of Death **Level 15 Elite Blaster**

Trap

XP 1,200

A 10-foot tall column spins in place as jagged wheels spin, blades lash out, and bludgeons smash the ground.

Trap: A column filling a 2-by-2 square area comes to life once activated, attacking all creatures within its reach.

Perception

◆ No check is necessary to notice the spinning column of death.

Initiative +5**Trigger**

The trap rolls initiative at the start of the encounter. It attacks on its turn.

Attack**Standard Action** Close burst 2**Targets:** All creatures in burst**Attack:** +20 vs. AC

Hit: 2d8 + 8 damage (crit 1d8 + 24), and push the target 1 square.

Miss: Half damage, and the target is not pushed.

Countermeasures

- ◆ A character can attack the trap (AC 29, other defenses 17; hp 100). Destroying the spinning column of death disables the trap.

- ◆ An adjacent character can engage in a skill challenge to disable the trap. DC 23 Thievery. Complexity 1 (4 successes before 3 failures). Success disables the trap. Failure causes the trap to make a close burst 2 attack as an immediate reaction.

Bouncing Barrage Level 20 Elite Blaster Trap XP 5,600

A fist-sized ball leaps up into the air, unleashing a hail of poisoned darts before landing and bouncing in a random direction.

Trap: Six pressure plates are hidden throughout the battlefield. When a creature steps on a pressure plate, a hidden mechanism fires a small ball into the air. When it reaches its maximum height, the ball fires a hail of poisoned needles. Upon landing, it bounces, moving in a random direction and firing again each round until neutralized.

Perception

- ◆ DC 22: The character notices the firing mechanism.
- ◆ DC 27: The character notices a pressure plate.

Initiative +9

Trigger

The trap rolls initiative when a creature enters a square containing a pressure plate.

Attack Poison

Standard Action Close burst 2

Targets: All creatures in burst

Attack: +23 vs. Reflex

Hit: 1d6 + 8 damage, and ongoing 10 poison damage (save ends).

Effect: The trap moves 1d6 squares in a random direction.

Countermeasures

- ◆ An adjacent character can trigger the trap with a DC 22 Thievery check (standard action).
- ◆ An adjacent character can disable the trap with a DC 27 Thievery check (standard action). The square containing the pressure plate becomes safe, but the other squares remain active.
- ◆ A character can attack the ball (AC 36, other defenses 32; hp 50). Destroying the ball disables the trap.

THE OPPOSITION

A gladiatorial match can feature just about any creature you like: natural beasts, undead, horrific aberrant creatures, or deadly demons. Before building the encounter, think about what's appropriate for the venue; the people running the show aren't likely to risk their audience by dropping a beholder in the ring unless they have some safeguards in place first.

Most combats, however, feature other gladiators. These might be named NPCs, maybe with class templates, or just built from scratch. The following gladiators are stock creatures for matches of any level of play. Most of these gladiators are human, but with a little work, you can adjust their statistics to accommodate gladiators of any race.

Grand Melee Gladiator Level 2 Minion

Medium natural humanoid, human XP 31

Initiative +5 **Senses** Perception +1

HP 1; a missed attack never damages a minion.

AC 16; **Fortitude** 16, **Reflex** 15, **Will** 13

Speed 6

⊕ **Short Sword** (standard; at-will) ⊕ **Weapon**
+7 vs. AC; 3 damage (5 damage with combat advantage).

Dirty Tactics

A target that is adjacent to one or more creatures grants combat advantage to a grand melee gladiator.

Alignment Any

Languages Common

Str 16 (+4) **Dex** 14 (+3) **Wis** 9 (+1)

Con 12 (+2) **Int** 10 (+2) **Cha** 8 (+1)

Equipment leather armor, light shield, short sword, javelin

GRAND MELEE GLADIATORS TACTICS

Swarming around their foes, these warriors fight a desperate battle, knowing they are unlikely to see the day's end.

Common Gladiator Level 3 Skirmisher

Medium natural humanoid, human XP 150

Initiative +5 **Senses** Perception +1

HP 45; **Bloodied** 22

AC 17; **Fortitude** 16, **Reflex** 15, **Will** 13

Speed 6

⊕ **Short Sword** (standard; at-will) ⊕ **Weapon**
+8 vs. AC; 1d6 + 5 damage, and the gladiator shifts 1 square.

⊕ **Deep Cut** (standard; encounter) ⊕ **Weapon**
+8 vs. AC; 2d6 + 3 damage, ongoing 3 damage (save ends), and the gladiator shifts 1 square.

⊕ **Double Slash** (standard; requires two weapons; at-will) ⊕ **Weapon**
Two attacks; +8 vs. AC; 1d6 + 1 damage per attack. If both attacks hit the same target, the gladiator pushes the target 1 square.

Alignment Any

Languages Common

Skills Intimidate +6

Str 17 (+4) **Dex** 14 (+3) **Wis** 11 (+1)

Con 13 (+2) **Int** 11 (+1) **Cha** 10 (+1)

Equipment hide armor, 2 short swords

COMMON GLADIATOR TACTICS

Gladiators master common fighting maneuvers to help draw out the fight.

Veteran Gladiator		Level 6 Soldier
Medium natural humanoid, human		
		XP 500
Initiative +7	Senses Perception +9	
HP 70; Bloodied 35		
AC 22; Fortitude 20, Reflex 18, Will 17		
Speed 5		
⊕ Trident (standard; at-will) ♦ Weapon		
+13 vs. AC; 1d8 + 5 damage, and the target is marked until the end of the veteran gladiator's next turn.		
† Entangling Net (standard; encounter) ♦ Weapon		
Reach 2; +11 vs. Reflex; 1d6 + 2 damage, and the target is grabbed.		
† Pinning Strike (standard; encounter) ♦ Weapon		
+13 vs. AC; 1d8 + 4 damage, and the target is marked, immobilized, and takes ongoing 5 damage (save ends all). The gladiator cannot make trident attacks while the target remains immobilized.		
Alignment Any		Languages Common
Skills Bluff +8, Diplomacy +8, Intimidate +8		
Str 19 (+7)	Dex 15 (+5)	Wis 12 (+4)
Con 14 (+5)	Int 11 (+3)	Cha 10 (+3)
Equipment scale armor, trident, net		

VETERAN GLADIATOR TACTICS

The veteran gladiator uses weapons to keep enemies pinned down and punishes them for trying to escape, usually by opening with *pinning strike* and then using *entangling net* on his or her next turn.

Arena-Trained Ogre		Level 14 Brute
Large natural humanoid, ogre		
		XP 1,000
Initiative +9	Senses Perception +10	
HP 173; Bloodied 86		
AC 26; Fortitude 27, Reflex 25, Will 24		
Speed 8		
⊕ Greataxe (standard; at-will) ♦ Weapon		
Reach 2; +17 vs. AC; 4d6 + 5 damage.		
† Vorpal Sweep (standard; recharge [⊕]) ♦ Weapon		
Close burst 2; +17 vs. AC; 2d6 + 5 damage, and ongoing 10 damage (save ends).		
Alignment Chaotic evil		Languages Common, Giant
Skills Intimidate +10		
Str 23 (+13)	Dex 19 (+11)	Wis 17 (+10)
Con 23 (+13)	Int 8 (+6)	Cha 6 (+5)
Equipment hide armor, greataxe		

ARENA TRAINED OGRE TACTICS

The arena-trained ogre wades into the battle, lopping the heads off those in its way.

Arena Champion		Level 11 Elite Skirmisher
Medium natural humanoid, human		
		XP 1,200
Initiative +12	Senses Perception +11	
HP 228; Bloodied 114		
AC 25; Fortitude 24, Reflex 23, Will 21		
Saving Throws +2		
Speed 6		
Action Points 1		
⊕ Scimitar (standard; at-will) ♦ Weapon		
+16 vs. AC; 2d8 + 4 damage (crit 1d8 + 20).		
† Reaping Blades (standard; at-will)		
The arena champion makes two scimitar attacks.		
† Treacherous Move (minor; encounter) ♦ Charm		
+14 vs. Will; the target grants combat advantage to the arena champion until the end of the champion's next turn.		
† Finishing Cut (standard; recharge [⊕]) ♦ Weapon		
Targets bloodied creatures; +16 vs. AC, two attacks; 2d8 + 4 damage (crit 1d8 + 20), and ongoing 5 damage (save ends).		
Combat Advantage		
The arena champion's scimitar attacks deal 3d6 extra damage to targets granting combat advantage to it.		
Deft Escape (move; at-will)		
If the arena champion is marked, that condition ends. In addition, the arena champion shifts 3 squares.		
Alignment Any		Languages Common
Skills Acrobatics +14, Athletics +16, Bluff +13, Diplomacy +13, Intimidate +13		
Str 23 (+11)	Dex 20 (+10)	Wis 12 (+6)
Con 18 (+9)	Int 15 (+7)	Cha 17 (+8)
Equipment hide armor, two scimitars		

ARENA CHAMPION TACTICS

The arena champion uses *treacherous move* to deal extra damage to an opponent, hoping to bloody it so that the champion can move in for *finishing cut*.

BEHIND THE CURTAIN: PLUNDERING THE ARENA

Although the article showcases a specific environment and provides rules support for incorporating its themes into game play, there are a lot of ideas in the article that you can steal for games outside the arena. The "Working the Crowd" skill challenge can be used anywhere the PCs have an audience. In a fight unfolding on a city street, the characters could get help from onlookers and whip up angry mobs to turn the tide. A "Vicious Animal" hazard might guard a goblin chieftain's throne room, while a "Death Race" could cover a cool chase scene across the countryside or through a crowded city.

—Robert J. Schwalb



WE WHO ARE ABOUT TO DIE... D&D GLADIATORS

by Robert J. Schwalb

One of the most thrilling aspects of the DUNGEONS & DRAGONS game is combat. Each character has a broad range of options to best dispatch the enemy. Whether blasting foes with *lightning bolt* or sweeping through them with *giant's wake*, all PCs can contribute to a battle's outcome in exciting ways.

In the D&D world, finding foes to oppose is rarely a problem. Whether in dungeons or dark forests, foul denizens are plentiful. Although taking

the battle to such enemies is what the game is all about, only rarely do you have the opportunity to unleash all your capabilities.

You have to carefully husband your resources so you don't come up short at the wrong moment. Managing those resources is part of what makes the game challenging and fun. But, from time to time, it's more fun to just go all out. Going all out is where gladiatorial contests come in.

This article explores the gladiatorial realm through the lens of the D&D game. Certain elements here might derive from real-world examples, but all are adapted to fit within the game's high-fantasy needs and mechanical expectations. The character concepts, new feats, new paragon path, new multi-class options, and new gear herein will help you bring the arena to your character and game table.

GLADIATOR CONCEPTS

From the grand coliseums of respectable cities to the claustrophobic death rings of seedy settlements, arenas present opportunities for warriors to test their mettle and hone their talents. Some are cruel affairs, designed to put victims in impossible situations from which they have little hope of escape. Others are centers of sport, where strength and honor are more important than bloodletting. Whatever the environment, the arena draws a variety of combatants to delight and horrify gathered crowds. This section offers a range of motivations and backgrounds to help you visualize your unique gladiatorial champion.

CRIMINAL

"Fighting on the streets got me here. One day, a hard fight in the arena will win me free."

Some cultures consign criminals to the fighting pits as punishment. In the arena, a criminal can fight for freedom and even prove innocence with a trial by combat. Such a fate is rarely heroic, however. Most convicted warriors find their lives cut short in one-sided bouts against professional gladiators, where the criminals wear decorative armor and use dull weapons. Others face hideous monsters or unspeakable traps. Those who survive lose their innocence, if they ever had it, and learn to do what they must to see another day.

ENTHUSIAST

"I thrive on it. Fighting and winning in there lets you know you're alive."

Fool or would-be hero, the enthusiast is drawn to the arena for the love of the sport, as a test of strength or worth, or from the desire to achieve something else by surviving a fight in the ring. Enthusiasts can be found among all sorts, from primitive warriors in a right of passage to professional soldiers in nonlethal tournaments. Some fight to settle disputes with rivals. Others engage in the contests for the thrill of legalized killing. Whatever the case might be, such participants are not likely to make a career out of this sort of combat. Numerous warriors who get a taste of the fighting pits find them difficult to sample again.

BEHIND THE CURTAIN: ARENA FIGHTING FEATS

I wish I could take sole credit for the arena fighting style feats, but I can't. I could never have done it without Peter Schaefer. I took a few stabs at designing some way to customize gladiators based on their styles, but none seemed quite right. The article moved into development and into Schaefer's hands, and he soon after pinged me with a cool idea. Basically, we'd create feats that would modify small sets of powers from different classes. Since we did something similar in *Divine Power*[™], we decided to restrict the feats to martial classes. A few hours later, the arena fighting style feats were born and would later serve as the foundation for all sorts of power modification feats that have appeared in the magazines and in the upcoming *Martial Power*[™] 2.

—Robert J. Schwalb

INDEBTED

"They say you can't squeeze gold out of empty pockets. I'm proof you can wring out some blood."

Debt is ugly. Owing anyone anything can come back to bite you, even if you come by the debt honestly. An indebted gladiator is one who is making amends, working to pay off obligations, or keeping an extortionist at bay. Some might fight to remove a stain on their reputation or to earn enough coin to free loved ones from captivity. Depending on the circumstances, the gladiator might be reckless, having little left to live for, or careful, with everything to lose. Indebtedness rarely lasts forever, though, unless you make another unwise bargain or you owe someone dishonest who just doesn't want to lose good gladiator.

PROFESSIONAL

"It pays well, and it lets me give the bad guys a little taste of justice."

Professional gladiators fight for the income, sometimes as part entertainer and part executioner. Practiced veterans of numerous engagements, these warriors know their way around an arena. They know just what maneuvers to use, what weapons to employ, and how to gain the crowd's approval. The more the audience likes a gladiator, the better the pay, so the professional works to give the masses a good show. A good strategy is dragging out the fight a little longer than necessary, toying with a foe to heighten the tension. Ending the fight in a brutal display of violence is another, giving the people exactly the carnage they came to see.

REVENGE

"Blood is bound to flow this day. I warrant it will be yours!"

A rare few gladiators enter the arena to right a wrong. As unusual as it sounds, sometimes getting down and dirty in the fighting pits is just what's needed to get back at the people who have crossed you. To such a gladiator, fighting in an arena is a means to an end. The target of hatred might be another pit fighter, someone who works the games, a patron who keeps a stable of gladiators, or a raving fan of the sport. A gladiator driven by vengeance might resolve a dispute after a single bloody match. Another might ravage the enemy financially or emotionally first, perhaps defeating the target's personal champions one by one. Such a careful plotter only faces the real foe once everything else has been taken from that foe.

SLAVE

"I fight for freedom. I won't stop until all our chains are broken."

Only a corrupt and decadent society makes a sport of pitting slaves against the odds of the arena. Savage races—orcs, goblins, and troglodytes for example—regularly have such spectacles. A slave gladiator who does well can bring fame and fortune to his or her master. As the master's lot improves so might the slave's. Most slave gladiators are unwilling combatants, but a few actually take pleasure in the fight, exulting in the rewards of their successes. Those who enjoy this sort of grisly work are likely to become professional gladiators when given a chance at freedom. For the rest, each bout is a dance with death. Such warriors split their time between honing their talents in contests and searching for a way to escape. Those who fail eventually meet a bloody end, while those who succeed might just get that chance at freedom, vengeance, or both.

GLADIATOR OPTIONS

Any character who has the courage can go into the arena and test his or her mettle, but it takes training and experience to make a real gladiator. The following feats are for characters pursuing a gladiatorial fighting style.

HEROIC TIER FEATS

Any feat in the following section is available to a character of any level who meets the prerequisites.

BLOODTHIRSTY MIEN

Prerequisite: Cha 15 or trained in Intimidate

Benefit: Whenever you score a critical hit, you gain a +5 bonus to Intimidate checks until the end of the encounter.

DEFT FOOTWORK

Prerequisite: Dex 13, any martial class

Benefit: Whenever an opponent provokes an opportunity attack from you, you can shift 1 square as an opportunity action instead of making a melee basic attack.

DIVINE RAGE [DIVINITY]

Prerequisite: Channel Divinity class feature

Benefit: You can invoke the power of your deity to use *divine rage*.

Channel Divinity: Divine Rage Feat Power

You welcome the wrath of the divine into your body, becoming a vessel of spiritual power.

Encounter ♦ **Divine, Implement**

Minor Action **Close burst 1**

Target: Each enemy in burst

Attack: Wisdom vs. Will

Hit: You push the target 1 square, and the target takes a -2 penalty to attack rolls until the end of your next turn.

Miss: You push the target 1 square.

Special: You must take the Divine Rage feat to use this power.

DOUBLE TEAM

Prerequisite: Warlord

Benefit: When making a melee attack, you can take a -2 penalty to the attack roll. If the attack hits, another ally adjacent to the target gains a +3 bonus to damage rolls against the target until the end of your next turn.

FEARLESS MIND

Prerequisite: Wis 15, any martial class

Benefit: You gain a +2 feat bonus to saving throws against charm and fear effects, and a +1 feat bonus to Will against charm and fear effects.

HEROIC TIER FEATS

Name	Prerequisites	Benefit
Bloodthirsty Mien	Cha 15 or trained in Intimidate	+5 to Intimidate for the encounter on a crit
Deft Footwork	Dex 13, any martial class	Shift 1 instead of opportunity attack
Divine Rage	Channel Divinity class feature	Use Channel Divinity to invoke <i>divine rage</i>
Double Team	Warlord	-2 attack, grant ally +3 damage
Fearless Mind	Wis 15, any martial class	+2 to saving throws and +1 to Will vs. charm and fear
Feign Injury	Trained in Bluff	Slide target 1 with successful Bluff to gain combat advantage
Grim Promise	Trained in Intimidate	Enemy you crit takes -2 to attack rolls
Pin Down	Str 17, fighter	Prone, grabbed target can't stand until escape
Shield Fighting	Dex 15, proficient with a shield	Forgo shield bonus to gain +1 damage
Sickening Finish	Trained in Intimidate	Drop foe to gain +1 to defenses
Staff Fighting	Wis 13, proficient with a quarterstaff	Treat quarterstaff as double weapon
Underhanded Tactics	Rogue, Sneak Attack class feature	Foe takes -2 to attack instead of 1 die of sneak attack damage

PARAGON TIER FEATS

Name	Prerequisites	Benefit
Brutal Finish	Cha 17 or trained in Intimidate	Drop foe to grant adjacent enemies -2 to Will
Called Shot	Prime Shot class feature	+5 damage against Prime Shot targets
Serpent Strike	Str 17, Dex 17,	Armed with spear and flail, opportunity attacks grant -2
Fighting	Two-Weapon Fighting	penalty to AC
Two-Weapon Ambush	Dex 17, Two-Weapon Fighting	Wielding two weapons against foe granting combat advantage, primary weapon gains the brutal 1 property

EPIC TIER FEATS

Name	Prerequisites	Benefit
Crushing Grab	Str 19, fighter	Sustain grab to damage target
Tactical Action	Int 19, warlord, Tactical Presence class feature	Ally spends action point to attack and misses, makes basic attack as free action

FEIGN INJURY

Prerequisite: Trained in Bluff

Benefit: Whenever you make a successful Bluff check in combat to gain combat advantage while you are bloodied, you can also slide the target 1 square.

GRIM PROMISE

Prerequisite: Trained in Intimidate

Benefit: Whenever you score a critical hit against an enemy, that enemy takes a -2 penalty to attack rolls until the end of your next turn.

PIN DOWN

Prerequisite: Str 17, fighter

Benefit: A prone target you are grabbing can't stand until you end the grab or until it escapes.

SHIELD FIGHTING

Prerequisite: Dex 15, proficient with a shield

Benefit: Until the start of your next turn, you can forgo the shield bonus to AC and Reflex granted by a shield you wield. If you do, you gain a +1 bonus to damage rolls.

SICKENING FINISH

Prerequisite: Trained in Intimidate

Benefit: Whenever you reduce an enemy to 0 hit points, you gain a +1 feat bonus to all defenses until the end of your next turn.

STAFF FIGHTING

Prerequisite: Wis 13, proficient with a quarterstaff

Benefit: You can treat the quarterstaff as a double weapon. As a double weapon, the staff deals 1d8/1d8 damage and gains the defensive and off-hand properties. For more on double weapons, see *Adventurer's Vault*, page 10.

UNDERHANDED TACTICS

Prerequisite: Rogue, Sneak Attack class feature

Benefit: Whenever you deal Sneak Attack damage, you can forgo rolling one die of that damage to impose a -2 penalty to the target's attack rolls until the end of your next turn.

PARAGON TIER FEATS

Any feat in the following section is available to a character of 11th level or higher who meets the prerequisites.

BRUTAL FINISH

Prerequisite: Cha 17 or trained in Intimidate

Benefit: Whenever you reduce an enemy to 0 hit points by using an encounter or a daily attack power, each adjacent enemy takes a -2 penalty to Will until the end of your next turn.

CALLED SHOT

Prerequisite: Prime Shot class feature

Benefit: Whenever you successfully hit a target against whom you received your Prime Shot bonus, your attack deals 5 extra damage.

SERPENT STRIKE FIGHTING

Prerequisite: Str 17, Dex 17, Two-Weapon Fighting

Benefit: While you hold a spear in one hand and a flail in the other, targets hit by your opportunity attacks take a -2 penalty to AC until the end of your next turn.

TWO-WEAPON AMBUSH

Prerequisite: Dex 17, Two-Weapon Fighting

Benefit: While you wield two weapons and attack foes that grant you combat advantage, your primary weapon gains the brutal 1 property (see *Adventurer's Vault*, page 8).

EPIC TIER FEATS

Any feat in the following section is available to a character of 21st level or higher who meets the prerequisites.

CRUSHING GRAB

Prerequisite: Str 19, fighter

Benefit: Each round you sustain a grab on your turn, the target of the grab takes damage equal to 5 + your Strength modifier.

TACTICAL ACTION

Prerequisite: Int 19, warlord, Tactical Presence class feature

Benefit: Whenever an ally you can see spends an action point to make an extra attack and misses on that attack, that ally can make a basic attack against the same target as a free action.

ARENA FIGHTING FEATS

Competitive fighting in the arena breeds a wide range of fighting styles, combat techniques suited for contests scrutinized by countless bloodthirsty spectators. Arena fighting feats help individualize the different forms and tactics gladiators use. Each feat is open to martial characters and provides modifications to at-will exploits. The exploits are associated with the page on which they appear in the *Player's Handbook (PH)* or *Martial Power™ (MP)*.

ARENA SPECIALIST

[ARENA FIGHTING]

Prerequisites: Int 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Circling Strike (ranger, MP 43): Before and after the attack with this exploit, your beast companion can shift 1 square.

Disheartening Strike (rogue, MP 73): If you hit with this exploit and are trained in Intimidate, one enemy adjacent to your target takes a -2 penalty to attack rolls until the end of your next turn.

Opening Shove (warlord, MP 103): If the ally shifts and ends its movement in a space adjacent to you or your target, that ally gains a +1 power bonus to AC until the end of your next turn.

Reaping Strike (fighter, PH 77): If you miss with this exploit, you can deal damage to the target or one enemy adjacent to the target.

ARKHOSIAN HIGH STYLE

[ARENA FIGHTING]

Prerequisites: Cha 13 or dragonborn, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Commander's Strike (warlord, PH 145): If the ally hits, you can shift 1 square.

Piercing Strike (rogue, PH 118): If you score a critical hit with this exploit, the target takes a -2 penalty to AC until the end of your next turn.

Reaping Strike (fighter, PH 77): If you are a dragonborn, in lieu of dealing damage on a miss, you can instead use your *dragon breath* racial power, if available, as a free action.

ARENA FIGHTING FEATS

Name	Prerequisites	Benefit
Arena Specialist	Int 13, any martial class	Augment at-will exploits
Arkhosian High Style	Cha 13 or dragonborn, any martial class	Augment at-will exploits
Battle-Scarred Veteran	Con 13, any martial class	Augment at-will exploits
Binding Style	Dex 13, Two-Weapon Fighting, any martial class	Augment at-will exploits
Catspaw Style	Cha 13, any martial class	Augment at-will exploits
Daring Performer	Cha 13, any martial class	Augment at-will exploits
Deft Hurler Style	Dex 13 or halfling, any martial class	Augment at-will exploits
Exotic Fighting Style	Any martial class, proficiency with a superior weapon	Augment at-will exploits
Expert Charioteer	Dex 13, any martial class	Augment at-will exploits
Fluttering Leaf Style	Wis 13 or elf, any martial class	Augment at-will exploits
Grudge Style	Wis 13 or dwarf, any martial class	Augment at-will exploits
Hunting Spider Style	Dex 13 or drow, any martial class	Augment at-will exploits
Menacing Brute Style	Con 13 or Cha 13, any martial class	Augment at-will exploits
Mocking Knave Style	Cha 13, any martial class	Augment at-will exploits
Nerathi Vanguard Style	Con 13 or human, any martial class	Augment at-will exploits
Spear and Shield Style	Int 13, any martial class, proficiency with a shield	Augment at-will exploits
Spirited Rider	Wis 13, Mounted Combat, any martial class	Augment at-will exploits
Starlight Duelist Style	Dex 13 or eladrin, any martial class	Augment at-will exploits
Swift Blade Style	Dex 13, Two-Weapon Fighting, any martial class	Augment at-will exploits
Trickster's Blade Style	Cha 13, any martial class	Augment at-will exploits
True Arrow Style	Dex 13, any martial class	Augment at-will exploits
Turathi Assault Style	Int 13 or tiefling, any martial class	Augment at-will exploits
Untamed Berserker Style	Con 13, any martial class	Augment at-will exploits
Warborn Fury Style	Con 13 or warforged, any martial class	Augment at-will exploits
Warding Shield Style	Int 13, any martial class, proficient with a shield	Augment at-will exploits

BATTLE-SCARRED VETERAN [ARENA FIGHTING]

Prerequisites: Con 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Crushing Surge (fighter, MP 7): If you have no temporary hit points when you use this exploit, you gain a +1 bonus to the attack roll.

Deft Strike (rogue, PH 118): If you take damage from an opportunity attack provoked by the movement this exploit grants, reduce that damage by your Constitution modifier.

Nimble Strike (ranger, PH 105): If you shift before the attack and you hit, you can also shift 1 square after the attack.

Viper's Strike (warlord, PH 145): If the target provokes an opportunity attack from your ally and that attack hits, it deals extra damage equal to your Constitution modifier.

BINDING STYLE [ARENA FIGHTING]

Prerequisites: Dex 13, Two-Weapon Fighting, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Dual Strike (fighter, MP 7): While you wield a spear and a flail, if both attacks hit, you can immobilize the target until the end of your next turn instead of dealing damage to it.

Twin Strike (Ranger, PH 105): While you wield a spear and a flail, if you hit one creature with both attacks, you can slide that target 1 square.

CATSPAW STYLE [ARENA FIGHTING]

Prerequisites: Cha 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Footwork Lure (fighter, MP 7): If you hit with this exploit, you can forgo shifting and instead slide the target 1 square to any space adjacent to you.

Predator Strike (ranger, MP 43): If your beast companion has combat advantage against the target and you hit with this exploit, you knock the target prone.

Sly Flourish (rogue, PH 118): If you score a critical hit with this exploit, the next ally that hits the target before the end of your next turn deals extra damage equal to your Charisma modifier.

Wolf Pack Tactics (warlord, PH 145): If you score a critical hit with this exploit, an ally adjacent to you or to the target can shift 1 square.

DARING PERFORMER

[ARENA FIGHTING]

Prerequisites: Cha 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Brash Assault (warlord, MP 103): Whenever the enemy's granted attack is a critical hit, your ally's successful granted basic attack is also a critical hit.

Deft Strike (rogue, PH 118): You can choose not to move 2 squares before the attack to instead make a Bluff check to gain combat advantage against the target as a free action. You can use Bluff in this way only once per encounter.

DEFT HURLER STYLE

[ARENA FIGHTING]

Prerequisites: Dex 13 or halfling, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Cleave (fighter, PH 77): You can forgo dealing damage to the adjacent enemy to instead make a ranged basic attack with a heavy thrown weapon. This ranged basic attack does not provoke opportunity attacks.

Sly Flourish (rogue, PH 118): If you are a halfling and use *second chance* to change an attack from a hit to a miss, you can use this exploit to make a ranged attack as a free action.

Twin Strike (ranger, PH 105): If you are wielding two light thrown weapons and both attacks miss, you can shift 1 square after the attack.

EXOTIC FIGHTING STYLE

[ARENA FIGHTING]

Prerequisites: Any martial class, proficiency with a superior weapon

Benefit: You gain a benefit with any of the following exploits you possess.

Brash Assault (warlord, MP 103): If you are wielding a superior weapon and you hit with this exploit, the target does not have combat advantage against you if it makes the granted basic attack.

Disheartening Strike (rogue, MP 73): If you are wielding a superior weapon and hit with this exploit, you can push the target 1 square.

Sure Strike (fighter, PH 77): If you are wielding a superior weapon and hit with this exploit, you can add the weapon's proficiency bonus to the damage roll.

Twin Strike (ranger, PH 105): If you are wielding a double weapon, you can shift 1 square after the first attack.

EXPERT CHARIOTEER

[ARENA FIGHTING]

Prerequisites: Dex 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Careful Attack (ranger, PH 105): If you are in a moving vehicle and you hit with this exploit, you gain cover against the next attack that targets you until the end of your next turn.

Commander's Strike (warlord, PH 145): If you are in a moving vehicle, the ally can shift 1 square after the granted attack as a free action.

Reaping Strike (fighter, PH 77): If you are in a moving vehicle and you hit with this exploit, you gain a bonus to the damage roll equal to your Dexterity modifier.

FLUTTERING LEAF STYLE

[ARENA FIGHTING]

Prerequisites: Wis 13 or elf, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Deft Strike (rogue, PH 118): You can move 3 squares before the attack instead of 2.

Footwork Lure (fighter, MP 7): You can shift 2 squares instead of 1, but you must end the shift adjacent to the target.

Hit and Run (ranger, PH 105): If you move after the attack, you can move up to your speed + 2.

Nimble Strike (ranger, PH 105): If you are an elf and you miss with this attack, and you use your *elfen accuracy* racial power to reroll, you can add a +2 bonus to the reroll.

Viper's Strike (warlord, PH 145): If the target shifts before the end of your next turn, you can also shift 1 square to a space adjacent to the target.

GRUDGE STYLE [ARENA FIGHTING]

Prerequisites: Wis 13 or dwarf, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Careful Attack (ranger, PH 105): If the target dealt you damage since the end of your last turn, you deal extra damage with this exploit equal to your Wisdom modifier.

Furious Smash (warlord, PH 145): If the target dealt you damage since the end of your last turn, you gain a +2 bonus to the attack roll with this exploit.

Riposte Strike (rogue, PH 118): If you hit with the immediate interrupt attack this exploit grants, the target takes a -2 penalty to AC and Reflex until the end of your next turn.

Sure Strike (fighter, PH 77): If the target dealt you damage since the end of your last turn, you deal extra damage with this exploit equal to your Wisdom modifier.

HUNTING SPIDER STYLE [ARENA FIGHTING]

Prerequisites: Dex 13 or drow, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Dual Strike (fighter, MP 7): Against a target that cannot see you, you can reroll one attack roll for this exploit, but you must use the second result.

Predator Strike (ranger, MP 43): If you and your beast companion are flanking the target, you can shift 1 square after the attack.

Viper's Strike (warlord, PH 145): If the target shifts before the end of your next turn and your ally hits, the target also grants combat advantage until the end of your next turn.

MENACING BRUTE STYLE [ARENA FIGHTING]

Prerequisites: Con 13 or Cha 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Brash Assault (warlord, MP 103): If the target makes a melee basic attack against you, it grants combat advantage to one of your allies within 5 squares of you until the end of your next turn.

Brash Strike (fighter, MP 7): If you hit with this exploit, the target also takes a -1 penalty to Will until the end of your next turn.

Circling Strike (ranger, MP 43): If you hit with this exploit and the target moves or shifts before the end of your next turn, your beast companion can shift 1 square as a free action.

MOCKING KNAVE STYLE [ARENA FIGHTING]

Prerequisites: Cha 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Opening Shove (warlord, MP 103): If your ally scores a critical hit against the target with the granted melee basic attack, that ally can also push the target 1 square.

Sly Flourish (rogue, PH 118): If you score a critical hit with this exploit, the target also takes a penalty to attack rolls equal to one-half your Charisma modifier (minimum 1) until the end of your next turn.

Tide of Iron (fighter, PH 77): If you hit with this exploit, you can forgo pushing the target to instead pull one ally you can see 1 square and shift 1 square.

NERATHI VANGUARD STYLE [ARENA FIGHTING]

Prerequisites: Con 13 or human, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Commander's Strike (warlord, PH 145): If you are wielding a shield when you use this exploit, one ally adjacent to you gains a +1 shield bonus to AC until the end of your next turn.

Riposte Strike (rogue, PH 118): If the enemy attacks you before the start of your next turn, you can gain a +3 bonus to AC against that attack instead of taking the immediate interrupt attack this exploit grants.

Sure Strike (fighter, PH 77): If you are wielding a shield and you hit with this exploit, you gain a +1 feat bonus to AC until the end of your next turn.

Twin Strike (ranger, PH 105): If you're wielding two melee weapons and both attacks miss, you gain a +2 shield bonus to AC against the target or targets of your attacks until the end of your next turn.

SPEAR AND SHIELD STYLE [ARENA FIGHTING]

Prerequisites: Int 13, any martial class, proficiency with a shield

Benefit: You gain a benefit with any of the following exploits you possess.

Opening Shove (warlord, MP 103): While armed with a spear and a shield, you can shift into the space the target vacated after your attack.

Tide of Iron (fighter, PH 77): While armed with a spear and a shield, your reach extends by 1 square for using this exploit.

SPIRITED RIDER [ARENA FIGHTING]

Prerequisites: Wis 13, Mounted Combat, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Cleave (fighter, PH 77): If you charge while mounted, you can use *cleave* in place of a melee basic attack.

Commander's Strike (warlord, PH 145): If you are mounted, your mount can make the melee basic attack this power grants. If that attack hits, the target is pushed 1 square.



STARLIGHT DUELIST STYLE [ARENA FIGHTING]

Prerequisites: Dex 13 or eladrin, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Dual Strike (fighter, PH 7): If both attacks hit, you can shift 1 square to a square adjacent to the target.

Hit and Run (ranger, PH 105): If you are an eladrin, you can use your *fey step* racial power, if it is available, as a free action after this attack.

Riposte Strike (rogue, PH 118): If you are an eladrin, rather than make an attack as an immediate interrupt, you can use your *fey step* racial power, if it is available, as an immediate reaction.

SWIFT BLADE STYLE [ARENA FIGHTING]

Prerequisites: Dex 13, Two-Weapon Fighting, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Dual Strike (fighter, MP 7): If both attacks hit and you are wielding a light blade in each hand, you gain a +2 feat bonus to attack rolls and damage rolls with opportunity attacks until the start of your next turn.

Twin Strike (ranger, PH 105): If both attacks hit and you are wielding a light blade in each hand, you deal extra damage equal to your Dexterity modifier to one of your targets.

TRICKSTER'S BLADE STYLE [ARENA FIGHTING]

Prerequisites: Cha 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Deft Strike (rogue, PH 118): If you score a critical hit with this exploit, you can shift 1 square after the attack.

Footwork Lure (fighter, MP 7): You can shift 1 square before the attack.

Nimble Strike (ranger, PH 105): If you shift after the attack, one ally adjacent to you can shift 1 square as a free action. The ally's shift must end in a square adjacent to the target.

Viper's Strike (warlord, PH 145): If the target is granting you combat advantage and you hit with this exploit, one ally adjacent to you can shift 1 square.

TRUE ARROW STYLE [ARENA FIGHTING]

Prerequisites: Dex 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Careful Attack (ranger, PH 105): If you are wielding a ranged weapon and this attack misses, you can grant combat advantage to all enemies until the start of your next turn to make a ranged basic attack against the same target as a free action.

Sly Flourish (rogue, PH 118): With this exploit, you take no penalty to your attack roll for attacking targets at long range.

TURATHI ASSAULT STYLE [ARENA FIGHTING]

Prerequisites: Int 13 or tiefling, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Crushing Surge (fighter, MP 7): If you hit with this exploit, you gain a +1 feat bonus to Fortitude until the start of your next turn.

Furious Smash (warlord, PH 145): If you score a critical hit with this exploit, the target takes extra damage equal to your Constitution modifier and grants combat advantage to the next one of your allies to attack it.

Twin Strike (ranger, PH 105): If your first attack with this exploit hits, you gain a +1 feat bonus to the second attack's attack roll.

UNTAMED BERSERKER STYLE [ARENA FIGHTING]

Prerequisites: Con 13, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Brash Assault (warlord, MP 103): If your ally hits the target with the granted basic attack, you gain temporary hit points equal to your Constitution modifier.

Cleave (fighter, PH 77): You can forgo dealing damage to an adjacent enemy to instead gain temporary hit points equal to your Constitution modifier.

Disheartening Attack (rogue, MP 73): If you hit with this exploit, you can add your Strength modifier as a feat bonus to Intimidate checks until the end of the encounter.

Predator Strike (ranger, MP 43): Your beast companion can shift 1 square before the attack.

WARBORN FURY STYLE [ARENA FIGHTING]

Prerequisites: Con 13 or warforged, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Commander's Strike (warlord, PH 145): If your ally hits with the granted melee basic attack, one ally adjacent to the target can shift 1 square.

Nimble Strike (ranger, PH 105): If you forgo shifting before or after the attack, then if the target moves or shifts before the end of your next turn, you can shift 1 square as a free action.

Reaping Strike (fighter, PH 77): If you're wielding a two-handed weapon and you miss with this exploit, you deal damage equal to your Strength modifier +2.

Riposte Strike (rogue, PH 118): If you hit with the granted immediate interrupt attack, the target takes a -3 penalty to its attack roll with the triggering attack.

WARDING SHIELD STYLE [ARENA FIGHTING]

Prerequisites: Int 13, any martial class, proficient with a shield

Benefit: You gain a benefit with any of the following exploits you possess.

Opening Shove (warlord, MP 103): If you are wielding a shield, you can add your shield bonus as a feat bonus to your attack roll.

Tide of Iron (fighter, PH 77): If you hit with this exploit, an ally adjacent to the target gains a +1 shield bonus to AC until the end of your next turn or until the target leaves its square—whichever comes first.

ARENA CHAMPION

"One hundred battles have I fought, and each time I have emerged victorious. The crowds shall drown you with their cries. Thirsty sands shall drink your blood. Make peace with your gods, for I intend to speed you to them."

Prerequisites: Trained in Intimidate, at least one Arena Fighting feat, any martial class

Forged in battle, tempered by cheers, and quenched in the blood of countless foes, you are an arena champion. Your lot is to fight for the favor of the crowds, to entertain them with the violence you know all too well. You have faced vicious beasts and battled scores of savage brutes plucked from the untamed frontiers. It makes no difference to you. Your job is to dispatch each one with flair and skill, to please onlookers with your showmanship. You are their champion, and you aim to make sure your name lives on in the hearts and minds of those who adore you.

ARENA CHAMPION PATH FEATURES

Awing Action (11th level): When you spend an action point, each enemy you hit this turn takes a -2 penalty to all defenses until the end of your next turn.

Study Foe (11th level): Whenever you take the total defense action, you gain a bonus to your next attack roll equal to half your Charisma modifier or half your Wisdom modifier until the end of your next turn.

Seize Opening (16th level): Whenever you successfully use Bluff to gain combat advantage in combat, you can make a basic attack against that target as a free action.

ARENA CHAMPION POWERS

Taxing Strike Arena Champion Attack 11

You know where to strike a foe to rob it of its strength.

Encounter ♦ Weapon

Standard Action Melee or Ranged weapon

Effect: Make a basic attack with your weapon. On a hit, the target is also weakened until the end of your next turn.

Hidden Reserves Arena Champion Utility 12

Faced with defeat, you draw upon your implacable endurance for one last chance at victory.

Daily ♦ Healing

No Action Personal

Trigger: You are reduced to 0 or fewer hit points

Effect: Spend a healing surge.

Bloodletting Strike Arena Champion Attack 20

Your savaging unleashes a fountain of blood, putting your adversary on the defensive.

Daily ♦ Reliable, Weapon

Standard Action Melee or Ranged weapon

Effect: Make a basic attack with your weapon. On a hit, the attack deals 2[W] extra damage, and the target takes ongoing 10 damage and a -2 penalty to all defenses against you (save ends both).



GLADIATORS' ARSENAL

Equipment is everything to a warrior. Good weapons and armor ensure you survive to fight another day. The following items can be useful to any gladiator.

ARMOR

Protection is the name of the gladiatorial game. But a gladiator has to use armor that is stylish, distinctive, and more effective than it might look. Such armor is the only way to keep up appearances while hedging against wounds.

Battle Harness Level 4+

Attack first, have your weapons ready, keep your vitals safe—this armor does it all.

Lvl 4	+1	840 gp	Lvl 19	+4	105,000 gp
Lvl 9	+2	4,200 gp	Lvl 24	+5	525,000 gp
Lvl 14	+3	21,000 gp	Lvl 29	+6	2,625,000 gp

Armor: Cloth, leather, hide

Enhancement: AC

Property: As a free action, you can draw a sheathed weapon or retrieve a stowed item.

Property: You gain a power bonus to initiative equal to the item's enhancement bonus.

Piecemeal Armor Level 5+

This armor, assembled from pieces of chain or scale, falsely seems to emphasize style over protection.

Lvl 5	+1	1,000 gp	Lvl 20	+4	125,000 gp
Lvl 10	+2	5,000 gp	Lvl 25	+5	625,000 gp
Lvl 15	+3	25,000 gp	Lvl 30	+6	3,125,000 gp

Armor: Chain, scale

Enhancement: AC

Power (Encounter): Immediate Interrupt. You can use this power when an enemy hits you. You gain a +2 power bonus to AC against the triggering attack.

Savage Armor Level 2+

Grotesque faces contort on this armor's surface, howling with glee as the battle rages.

Lvl 2	+1	520 gp	Lvl 17	+4	65,000 gp
Lvl 7	+2	2,600 gp	Lvl 22	+5	325,000 gp
Lvl 12	+3	13,000 gp	Lvl 27	+6	1,625,000 gp

Armor: Scale, plate

Enhancement: AC

Property: You gain an item bonus to Intimidate checks equal to the armor's enhancement bonus.

Power (Daily): Minor Action. You shriek and your armor howls with you, pushing all adjacent enemies 1 square.

MELEE WEAPONS

SUPERIOR MELEE WEAPONS

One-Handed

Weapon	Prof	Damage	Range	Price	Weight	Group	Properties
Net	+2	d6	2/5	20 gp	6 lb.	Flail	Off-hand, heavy thrown
Whip	+3	d4	—	1 gp	2 lb.	Flail	Off-hand, reach

RANGED WEAPONS

SUPERIOR RANGED WEAPONS

One-Handed

Weapon	Prof	Damage	Range	Price	Weight	Group	Properties
Bola	+3	d4	4/8	5 gp	2 lb.	Flail	Light thrown

Stanching Armor

Level 3+

This form-fitting armor clings to you as if it were a second skin, sealing your wounds.

Lvl 3	+1	680 gp	Lvl 18	+4	85,000 gp
Lvl 8	+2	3,400 gp	Lvl 23	+5	425,000 gp
Lvl 13	+3	17,000 gp	Lvl 28	+6	2,125,000 gp

Armor: Cloth, leather

Enhancement: AC

Property: You gain an item bonus to saving throws against ongoing untyped damage equal to the armor's enhancement bonus.

Power (Daily + Healing): Minor Action. You spend a healing surge and regain hit points equal to your surge value + the armor's enhancement bonus.

Vitality Armor

Level 7+

When you take a serious wound while wearing this armor, it feeds you back a bit of your lost vigor.

Lvl 7	+2	2,600 gp	Lvl 22	+5	325,000 gp
Lvl 12	+3	13,000 gp	Lvl 27	+6	1,625,000 gp
Lvl 17	+4	65,000 gp			

Armor: Scale, plate

Enhancement: AC

Property: When an enemy scores a critical hit against you, you gain temporary hit points equal to 5 + the armor's enhancement bonus at the start of your next turn.

WEAPONS

Fighting in the arena is more than simply butchering your opponent. To have success, at least in the eyes of the audience, a gladiator must draw out the fight to make the entertainment last, employ weapons capable of producing spectacular results, and end the bout before interest wanes. Since battle is the means through which contests are solved, your choice of arms is integral to victory.

Bola: Consisting of two or three weighted spheres connected by cord, a bola tangles up opponents, but its spheres are also heavy enough to inflict injuries.

Net: This web of cords is fitted with heavy weights. A trailing cord enables the wielder to control entangled opponents.

Whip: Although it is an impractical weapon in most hands, the whip can sting an opponent into making mistakes.

MAGIC WEAPONS

Flensing Weapon

Level 5+

Nasty serrations extend from this weapon, perfect for tearing flesh.

Lvl 5	+1	1,000 gp	Lvl 20	+4	125,000 gp
Lvl 10	+2	5,000 gp	Lvl 25	+5	625,000 gp
Lvl 15	+3	25,000 gp	Lvl 30	+6	3,125,000 gp

Weapon: Axe, light blade, heavy blade, spear

Enhancement: Attack rolls and damage rolls

Critical: +1d6 damage per plus, or +1d8 damage per plus against bloodied targets

Power (Daily): Free Action. Use this power when you hit with the weapon. The target takes ongoing 5 damage and is considered bloodied even if it has more hit points than its bloodied value (save ends both).

Level 15 or 20: Ongoing 10 damage.

Level 25 or 30: Ongoing 15 damage.

Savage Weapon

Level 13+

Cruelly shaped, this weapon fuels your courage and your alacrity.

Lvl 13	+3	17,000 gp	Lvl 23	+5	425,000 gp
Lvl 18	+4	85,000 gp	Lvl 28	+6	2,125,000 gp

Weapon: Flail, hammer, mace

Enhancement: Attack rolls and damage rolls

Critical: +1d6 damage per plus

Property: You gain an item bonus to saving throws against fear effects equal to the weapon's enhancement bonus.

Power (Daily): Free Action. Use this power when you successfully hit with this weapon. You can shift 1 square and make a melee basic attack with this weapon.

Singing Weapon

Level 9+

As you go about your bloody work, this elegant blade sings your praises.

Lvl 9	+2	4,200 gp	Lvl 24	+5	525,000 gp
Lvl 14	+3	21,000 gp	Lvl 29	+6	2,625,000 gp
Lvl 19	+4	105,000 gp			

Weapon: Heavy blade, light blade

Enhancement: Attack rolls and damage rolls

Critical: +1d6 thunder damage per plus, and the target is deafened until the end of your next turn

Property: You gain an item bonus to Diplomacy checks equal to the weapon's enhancement bonus.

Power (Daily ♦ Thunder): Free Action. Use this power when you hit with the weapon. Deal 1d6 extra thunder damage, and the target is dazed until the end of your next turn.

Victory Flash Weapon

Level 8+

You strike your enemy down with dazzling flare, and this weapon responds in kind.

Lvl 8	+2	3,400 gp	Lvl 23	+5	425,000 gp
Lvl 13	+3	17,000 gp	Lvl 28	+6	2,125,000 gp
Lvl 18	+4	85,000 gp			

Weapon: Any melee

Enhancement: Attack rolls and damage rolls

Critical: +1d6 damage per plus

Power (Daily): Free Action. Use this power when you reduce an enemy to 0 hit points with this weapon. Make a secondary attack. *Secondary Attack:* Close burst 1; targets enemies; Strength vs. Will; the target is blinded until the end of your next turn.

These feats provide you with advanced tactics and expand your capabilities with power swap feats that require the initial class-specific multiclass feat. As with other class-specific multiclass feats, once you take one, you can't take another class-specific multiclass feat for a different "class" unless another rule allows you to do so.

READING A POWER

Level Swap: This entry tells you how a power changes if you swap a power of the indicated level or higher for it. You cannot have a power of the same name at two different levels.

BOLA TRAINING [MULTICLASS BOLA]

Prerequisites: Dex 13

Benefit: You gain proficiency with the bola.

When you hit a target with your bola, you can forgo dealing damage in order to immobilize the target until the end of your next turn. On a critical hit, the target is also knocked prone.

BOLA NOVICE

Prerequisites: 4th level, Bola Training

Benefit: You can swap one 3rd-level or higher encounter attack power you know for the *binding bola* power.

WEAPON MASTERY FEATS

An arena match is a spectacle, so gladiators employ unusual weapons to impress spectators. Some gladiators devote extra time and training to learning exotic maneuvers and tactics with these weapons. To gain such specialized proficiency in one of these weapons, you must select the relevant weapon mastery feat (see below). Although the weapon mastery feats are not true classes, each initial multiclass feat—such as Bola Training—is considered to be a class-specific multiclass feat, with the named weapon acting as the specific class.

WEAPON MASTERY FEATS

Name	Prerequisites	Benefit
Bola Training	Dex 13	Improved proficiency with a bola
Bola Novice	Bola Training, 4th level	Swap one encounter attack power for <i>binding bola</i>
Bola Expert	Bola Training, 8th level	Swap one utility power for <i>bola recovery</i>
Bola Specialist	Bola Training, 10th level	Swap one daily attack power for <i>falling bola</i>
Net Training	Str 13	Improved proficiency with a net
Net Novice	Net Training, 4th level	Swap one encounter attack power for <i>net sweep</i>
Net Expert	Net Training, 8th level	Swap one utility power for <i>net shield</i>
Net Specialist	Net Training, 10th level	Swap one daily attack power for <i>net trap</i>
Whip Training	Dex 13	Improved proficiency with a whip
Whip Novice	Whip Training, 4th level	Swap one encounter attack power for <i>whip snare</i>
Whip Expert	Whip Training, 8th level	Swap one utility power for <i>whip crack</i>
Whip Specialist	Whip Training, 10th level	Swap one daily attack power for <i>entangling whip</i>

Binding Bola

Bola Attack 3

The weights entwine the cords around your target, wrapping it so tightly so that it cannot maintain its momentum.

Encounter ♦ Weapon

Standard Action Ranged weapon

Requirement: You must be wielding a bola.

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 2[W] + Dexterity modifier damage, and the target is immobilized until the end of your next turn. On a critical hit, the target is also knocked prone.

Level 13 Swap: 4[W] + Dexterity modifier damage.

Level 23 Swap: 6[W] + Dexterity modifier damage.

BOLA EXPERT

Prerequisites: 8th level, Bola Training

Benefit: You can swap one 6th-level or higher utility power you know for the *bola recovery* power.

Bola Recovery

Bola Utility 6

With the bola back in hand, you ready it for another precise throw.

Encounter

Minor Action

Personal

Effect: Regain the use of the *binding bola* power.

BOLA SPECIALIST

Prerequisites: 10th level, Bola Training

Benefit: You can swap one 9th-level or higher daily attack power you know for the *felling bola* power.

Felling Bola

Bola Attack 9

Such is the force of your throw that you tangle up the enemy and knock it from its feet.

Daily ♦ Weapon

Standard Action

Ranged weapon

Requirement: You must be wielding a bola.

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 2[W] + Dexterity modifier + Strength modifier damage, and the target is knocked prone and cannot stand (save ends).

Level 19 Swap: 4[W] + Dexterity modifier + Strength modifier damage.

Level 29 Swap: 6[W] + Dexterity modifier + Strength modifier damage.

Miss: Half damage, and the target is knocked prone and cannot stand until the end of your next turn.

NET TRAINING [MULTICLASS NET]

Prerequisites: Str 13

Benefit: You gain proficiency with the net. When you hit a target with your net, the target is slowed until the end of your next turn.

NET NOVICE

Prerequisites: 4th level, Net Training

Benefit: You can swap one 3rd-level or higher encounter attack power you know for the *net sweep* power.

Net Sweep

Net Attack 3

You sweep your net around, smashing your foes and battering down their weapons.

Encounter ♦ Weapon

Standard Action

Close burst 1

Requirement: You must be wielding a net.

Targets: Each creature in burst

Attack: Strength vs. Fortitude

Hit: 1[W] + Strength modifier damage, and the target is slowed and takes a -2 penalty to attack rolls until the end of your next turn.

Level 13 Swap: 2[W] + Strength modifier damage.

Level 23 Swap: 3[W] + Strength modifier damage.

NET EXPERT

Prerequisites: 8th level, Net Training

Benefit: You can swap one 6th-level or higher utility power you know for the *net shield* power.

BEHIND THE CURTAIN: NEW WEAPONS

The standard arsenal described in *Player's Handbook* and *Adventurer's Vault* provides plenty of options for gladiator characters, but some classic weapons are missing, with the net being the most conspicuous absence where gladiators are concerned. From the start, I wanted to bring the net, the whip, and the bolas into the game to support the idea that not all duels needed to be lethal matches. However, these weapons didn't fit with the rest: They just didn't deal damage as other weapons do. Instead, they are all about interfering with enemies' movements. If the weapons dealt no damage, how would they work with other powers? What categories would they fit into? And should we let characters immobilize enemies with basic attacks?

Again, Peter Schaefer and I concocted a cool scheme that would avoid introducing new weapon qualities while at the same time capturing what's cool about these weapons in the first place. So distinctive are these

weapons and so unique are their capabilities, spending a single feat to access their full assets seemed a bit too good. Multiclass feats provided a good framework, since they are, basically, the inheritors of the feat tree concept from 3rd Edition. Taking the root feat, Net Training, gives you proficiency with the weapon and the ability to emulate the weapon's main function, which in this case slows the opponent. The power-swap feats reflect intensified training, offering new methods and improved benefits for using the weapons in battle. I felt, however, that it was important for these powers to retain their usefulness throughout a character's life, and thus their damage and effects scaled up as the character gained levels. In the end, I think weapon mastery feats provide an attractive way to help characters distinguish themselves from others by offering ways to master unique and flavorful fighting techniques.

—Robert J. Schwalb

Net Shield

Net Utility 6

*You spin the net in front of you to foil your enemies' attacks.***Encounter ♦ Weapon****Minor Action** Personal**Requirement:** You must be wielding a net.**Effect:** Until the start of your next turn, you gain a +2 power bonus to AC and Reflex.**NET SPECIALIST****Prerequisites:** 10th level, Net Training**Benefit:** You can swap one 9th-level or higher daily attack power you know for the *net trap* power.**Net Trap**

Net Attack 9

*You fling the net so that it falls over your enemy. The more the foe struggles, the tighter the net's grasp becomes.***Daily ♦ Weapon****Standard Action** Melee 5**Requirement:** You must be wielding a net.**Special:** This attack has a reach of 5 regardless of the weapon's actual reach.**Target:** One creature**Attack:** Strength vs. Reflex**Hit:** 1[W] + Strength modifier damage, and the target is grabbed. While you have the target grabbed this way, it takes a -5 penalty to attack rolls and rolls made to escape this grab. Until this grab ends, you cannot make attacks with the net you are using to grab the target. You can sustain this grab only as long as the target remains within 5 squares of you. When the target escapes, it is slowed until the end of your next turn.*Level 19 Swap:* 3[W] + Strength modifier damage.*Level 29 Swap:* 5[W] + Strength modifier damage.**Miss:** Half damage, and the target is immobilized until the end of your next turn.**Aftereffect:** The target is slowed until the end of your next turn.**WHIP TRAINING**
[MULTICLASS WHIP]**Prerequisites:** Dex 13**Benefit:** You gain proficiency with the whip. Once per round when you hit a target with your whip, the power you use imposes a -2 penalty to the target's attack rolls against a target of your choice until the end of your next turn.**WHIP NOVICE****Prerequisites:** 4th level, Whip Training**Benefit:** You can swap one 3rd-level or higher encounter attack power you know for the *whip snare* power.**Whip Snare**

Whip Attack 3

*With a deft flick of the wrist, you coil your whip around your foe's limb, giving you some control of where that enemy goes—down or toward you.***Encounter ♦ Weapon****Standard Action** Melee weapon**Requirement:** You must be wielding a whip.**Target:** One creature**Attack:** Dexterity vs. Reflex**Hit:** 3[W] + Dexterity modifier damage, and you pull the target 1 square or knock it prone.*Level 13 Swap:* 4[W] + Dexterity modifier damage.*Level 23 Swap:* 6[W] + Dexterity modifier damage.**WHIP EXPERT****Prerequisites:** 8th level, Whip Training**Benefit:** You can swap one 6th-level or higher utility power you know for the *whip crack* power.**Whip Crack**

Whip Utility 6

*You snap your whip, warning your enemy not to move carelessly.***Encounter ♦ Weapon****Minor Action** Personal**Requirement:** You must be wielding a whip.**Effect:** Until the start of your next turn, you gain threatening reach (2 squares) with the whip.**WHIP SPECIALIST****Prerequisites:** 10th level, Whip Training,**Benefit:** You can swap one 9th-level or higher daily attack power you know for the *entangling whip* power.**Entangling Whip**

Whip Attack 9

*Your whip is like an extension of you, coiling around your enemy so you can drag that foe wherever you like.***Daily ♦ Weapon****Standard Action** Melee weapon**Requirement:** You must be wielding a whip.**Target:** One creature**Attack:** Dexterity vs. Reflex**Hit:** 2[W] + Dexterity modifier damage.*Level 19 Swap:* 4[W] + Dexterity modifier damage.*Level 29 Swap:* 6[W] + Dexterity modifier damage.**Effect:** The target is grabbed (the target takes a -5 penalty to escape if the attack hits) and is knocked prone. While you have the target grabbed this way, you can pull it 1 square as a minor action. Until this grab ends, you cannot make attacks with the whip you are using to grab the target. You can sustain this grab only as long as the target remains within 2 squares of you.



THE LONGEST NIGHT

by Chris Sims

Red dragons are the most powerful of the chromatic dragons, and they know this. Such is their strength that they seem born to arrogance, belligerence, fearlessness, greed, and cruelty. Most red dragons believe that a creature's right to wealth is equal to its ability to defend and keep those riches. Further, few are brave enough to face a dragon. Fewer still are willing to match wit, sword, and spell against a dragon that is burning wrath incarnate. Lack of opposition leaves a red dragon able to exploit weaker creatures.

For most red dragons, this freedom means the ability to act without regard for others. It means the power to take what is wanted, and even destroy the rest. Few red dragons go beyond raiding for food, slaves, sport, and treasure.

But what if a red dragon did go beyond this simple rogue lifestyle? How about if it required regular tribute, which it collected in an organized and consistent manner? If it terrorized a small, poorly defended community or set of communities, it could be very successful. Only the bold and mighty would dare to oppose the beast. Even so, such stalwarts would have to be careful. Simply injuring or offending the dragon is the surest way to horrific suffering among its "subjects."

This scenario is intended for 11th-level PCs. It should give the PCs a chance to rid Nentir Vale (*Dungeon Master's Guide*, page 206; setting of the H series of D&D adventures) of a significant threat. The heroes might also gain an artifact and a base of operations to call their own.

HARKENWOLD

The Barony of Harkenwold, in southeastern Nentir Vale, is a set of villages situated near the White River along a little-used branch of the Kings Road from the days of Nerath. The elderly Baron Stockmer Harken rules this realm, which is nestled on rich farmland between the Harken Forest and the Dawnforge Mountains. Although Baron Stockmer is a just ruler and was a decent warrior in his day, he has no heir. His lands are in decline, because Harkenwold has a dragon problem.

HARKENWOLD VILLAGE

A wilderness of rolling plains surrounds this rugged settlement.

Population: Approximately 700; another 1,500 live in five smaller villages situated about a day's travel on foot from Harkenwold Village. Humans, halflings, dwarves, and elves are common in the area.

Government: Baron Stockmer Harken cut Harkenwold from the wilderness in his youth. Although he's elderly, he still runs the government and the court from his seat in Castle Harken.

Defense: The baron keeps twenty-five warriors as an active guard, and each smaller village has about ten guards. He can muster 200 militia for war.

Commerce: Farming, woodcutting, wood goods.

Boarding House: Nanse's House.

Supplies: Harken Goods.

Temple: None—Cazakk killed the priests and burned the temple, which was a shrine to Pelor, Erathis, and Kord. He forces Harkenwold to maintain a shrine to Tiamat.

CAZAKK THE BLESSED

Born in a faraway land, Cazakk came to the Nentir Vale only a few years ago. Raised among dragons that venerate Tiamat, the red dragon brought with him a piety and a drive unusual among dragons. He sees himself as a crusader for Tiamat, and he enforces conversion with fire, fang, and claw.

Considering all he can survey from his mountain home, including the lowlands of Harkenwold, to be his demesne, Cazakk acts as a tyrant. He demands tribute, and he tolerates no public religion other than the veneration of Tiamat. His faith worsens his inborn greed, viciousness, and arrogance.

Among the citizens of Harkenwold, as well as the elves and goblins of Harken Forest, the dragon takes the title "the Blessed." He requires this honorific based on his piety and service to Tiamat, which he forces all his subjects to share.

Cazakk flies over Harkenwold and Harken Forest at irregular intervals. He keeps an eye out for any sign of rebellion. If he finds any such indications, he makes severe examples of anyone involved. He rewards informers, but few are willing to give their fellow citizens over to the merciless dragon. Even though Cazakk has severely punished those who said an informer "simply died" one season, would-be informers fear reprisal from other people.

Having placed Harkenwold under his influence, Cazakk has now set his sights on the wider valley.

SOLSTICE IN HARKENWOLD

Although Cazakk can appear at any time to collect tribute or food, his cruelest custom is to fly over Harkenwold and Harken Forest on the eve of the winter solstice. During the darkness of this longest night of the year, he soars from village to village, collecting all the tribute he can carry. Anyone who offends or fails to offer something

up to Tiamat's blessed representative dies. Cazakk often includes whole families accountable for the transgressions of one member. When morning comes, at least a few homes are reduced to ashes, along with their inhabitants. The folk of Harkenwold are left to suffer for the rest of the winter, often short on supplies. Rather than a celebration of the ascent to spring, the traditional Winter Festival is a bitter time for all the citizens of Harkenwold.

FELLING CAZAKK

Having heard of the PCs' great deeds, Baron Harken sends for them before the winter solstice. Together with Lady Jelenn of the Woodsinger Clan, Baron Harken begs the PCs to put Cazakk the Blessed to the sword. As a reward, the baron offers no less than to make the PCs his heirs. (If that's too much or undesirable, he can offer money equal to a parcel you assign.) Lady Jelenn offers the lasting military support of her clan to Harkenwold, as well as a treaty to help the folk of Harkenwold utilize the Harken Forest—which the elves call the Windsong Forest—in a balanced way.

Through captured goblins, Jelenn also knows where the dragon lairs. If the PCs surprise Cazakk on the solstice, but the dragon flees, Jelenn can help them track Cazakk back to his abode. Doing so is a must, because Cazakk's revenge will be terrible indeed if he is allowed to recover and return. Jelenn can also tell the PCs where to find the lair so successful dragon slayers can recover the beast's hoard. She warns that the dragon sometimes flies with "Tiamat's fiends"—abishai—at its side. Cazakk's lair is not uninhabited even if the dragon is dead.

Major Quest: Removing the dragon as a threat and clearing his lair, as well as returning stolen goods to Harkenwold, are a major quest for the party.

DAGGERBURG GOBLINS

The Daggerburg goblins (see *Dungeon Master's Guide*, page 207) are enemies of the Woodsinger Clan, as well as a threat to Harkenwold and other parts of the Nentir Vale. They are, however, of little danger to the PCs. Cazakk visited them a year ago and allied with them, becoming their de facto chief. He takes tribute from the goblins each year, but his presence has emboldened the goblins to act against the Woodsinger Clan. You might use this fact as fodder for lower-level adventures in the Harkenwold area. When the dragon is dead, the goblins are diminished considerably, and the Woodsinger elves can focus on driving the foul creatures westward.

ENCOUNTERING CAZAKK

Cazakk flies out of the mountains early in the day to start collecting tribute early, timing his arrival in Harkenwold Village for midnight as always. Villagers are supposed to be collecting in the town square for the tribute gathering. If they're not present, Cazakk starts to burn the settlement. On the other hand, the PCs can surprise Cazakk by hiding among the gathered peasants and revealing themselves at the last minute. If the PCs gather with the peasants, they can also talk to Cazakk if they wish.

Finding armed strangers in Harkenwold Village gives Cazakk pause. He'll listen to talk for a moment or two. After that, unless the characters convince him otherwise, he's likely to demand they too give him tribute. Unless the PCs plan to pay the dragon, the best they can hope for then is to stall Cazakk long enough for the villagers to move away from the dragon so they can flee when the battle begins.

ROLEPLAYING CAZAKK

Cazakk is talkative, but he's rude and provocative. He thinks humanoids such as the PCs are beneath him and are destined to serve him. When speaking, he indicates he is Tiamat's consort and sings his goddess's praises. If he is somehow impressed with the PCs before a battle occurs, he might offer them positions as his heralds to the Nentir Vale.

In battle, he mocks the PCs, and he laughs at their pain. He is especially amused at any death he causes. The dragon prays to Tiamat, and he speaks of the horrors he will visit upon Harkenwold once the PCs are slain. He swears to find everyone and everything the PCs care about and "put it to the flame." The thing is, he isn't kidding. Those who allow an offended Cazakk to survive gain a lifelong enemy.

CAZAKK'S TACTICS

Cazakk is a typical red dragon in many respects (see *Monster Manual*, page 82), but his claims of Tiamat's blessing aren't exaggerated. He does snatch someone with his quick claws if he can before his turn. Knowing full well that his foes are likely to think him fire resistant, he uses *glacial armor* right away. (A successful DC 25 Nature or Arcana check identifies the unusual power, its effects, and that Cazakk has no fire resistance while it's active. A subsequent successful DC 30 check tells the PCs that Cazakk is likely to have inborn cold resistance.) Then he bites (at the snatch target, preferably). Counting on *glacial armor* to protect him from marks and opportunity attacks, he flies aloft and spends an action point to catch as many enemies as possible in his breath weapon. Cazakk prefers to remain in the air during the fight, but he doesn't let that stop him from making melee attacks. He saves his last action point for when he is

Cazakk the Blessed Level 11 Solo Soldier

Large natural magical beast (dragon), red dragon XP 3,000

Initiative +11 **Senses** Perception +12; darkvision
HP 464; **Bloodied** 232
AC 27; **Fortitude** 25, **Reflex** 23, **Will** 22; see also *glacial armor*

Resist 10 fire, 5 cold

Saving Throws +5

Speed 6, fly 8 (hover), overland flight 12

Action Points 2

⊕ **Bite** (standard; at-will) ♦ **Fire**

Reach 2; +18 vs. AC; 2d6 + 6 plus 3d6 fire damage.

⊕ **Claw** (standard; at-will)

Reach 2; +18 vs. AC; 2d6 + 6 damage.

† **Double Attack** (standard; at-will)

The dragon makes two claw attacks.

† **Snatch** (immediate interrupt; usable when an enemy moves into a square adjacent to Cazakk; at-will)

+16 vs. Reflex; 2d6 + 6 damage, and the target is grabbed. *First Failed Escape Attempt*: Cazakk automatically hits the target with his bite attack.

↖ **Breath Weapon** (standard; recharge ☒ ☐) ♦ **Fire**

Close blast 5; +16 vs. Reflex; 2d10 + 5 fire damage. *Miss*: Half damage.

↖ **Glorify of Tiamat** (standard; while bloodied; encounter)

Close burst 5; +16 vs. Will; Cazakk pushes the target 3 squares and the target is knocked prone and dazed (save ends).

Glacial Armor (minor; encounter) ♦ **Cold**

Cazakk gains 33 temporary hit points and a +2 bonus to AC, but his fire resistance goes down to 0. These effects last until the temporary hit points this power grants are gone.

Alignment Evil

Languages Common, Draconic

Skills Arcana +12, Bluff +13, Insight +12, Intimidate +18

Str 23 (+11) **Dex** 18 (+9) **Wis** 15 (+7)

Con 20 (+10) **Int** 15 (+7) **Cha** 17 (+8)

bloodied and has his breath weapon charged. At that point, he makes an array of melee attacks and uses his breath weapon during the same turn.

While faced with veteran adventurers, the dragon isn't foolish enough to waste attacks by directing them at villagers. However, Cazakk creates as much havoc and collateral damage as he can during the fight. If he can catch villagers or buildings in his breath weapon, he does so.

When reduced to 70 or fewer hit points, Cazakk rears back with a roar and unleashes *glory of Tiamat* to cow his foes so he can make one last attack and then flee. If he escapes, he flies to his lair to nurse his wounds. If the PCs encounter him again during the same day, he has used his two healing surges, regaining 145 hp for each one. Otherwise, Cazakk returns to Harkenwold fully healed on the next day, and he does his best to raze all the villages in his path. He also hunts the PCs during this time.

In Cazakk's Lair: In his lair, Cazakk first attacks the PCs in a 5-foot-wide passage treated with the Easy Passage ritual. Due to the ritual, Cazakk can move and fight in this corridor without squeezing. The passage is 8 squares long and has a platinum

hand (100 gp) embedded in the floor. The hand (defenses 5; 75 hp) is a focus for the ritual, and destroying it ends the effect (and reduces its value to 25 gp). Doing so forces Cazakk to flee to his gallery (see "Cazakk's Lair").

In his wide gallery, Cazakk fights much as described above, but he has help. See "Encounters" under "Cazakk's Lair" below.

CAZAKK'S LAIR

An ancient dwarf watchpost in the southern Dawnforge Mountains serves as Cazakk's lair, and it's left for you to design the details. Within are chambers for Cazakk's servants, as well as a large, two-tiered room designed to serve as a festival hall as well as a crossbow gallery. When the place was a dwarf stronghold, dwarves could drive invaders to the room and enter, through hidden tunnels, the upper tier to shoot into the room below. Cazakk uses this room as his personal chamber because it affords him space to fly. The tunnels that lead to the upper tier are guarded and trapped.

ENCOUNTERS

The lair has at least three other encounters. The following encounters are designed to work with the assumption that Cazakk is not present in the lair. If he is, the abishai from the Cazakk's Hoard encounter is part of the Infernal Advisors encounter. Cazakk is part of the Cazakk's Hoard encounter.

IN THE FORGOTTEN REALMS SETTING

In the FORGOTTEN REALMS® setting, Cazakk could emerge from the Graypeak Mountains to threaten Loudwater and Secomber. This could bring the heroes back to their roots to save a beloved area before going on to bigger tasks.

SCALES OF WAR

You can add Cazakk to your Scales of War adventure path campaign. Instead of the Harkenwold area, Cazakk threatens the dwarves of the Hammerfist Holds. The heroes can deal with the dragon and thereby gain the dwarves of these holds as allies in the war. Previous dealings with the Hammerfist dwarves in "The Lost Mines of Karak" adventure might complicate this scenario. Then again, the dwarves in that adventure might have been rogue members of the Hammerfist clans.

INFERNAL ADVISORS

Level 11 Encounter (XP 3,000)

- ◆ 3 inferno abishais (advanced to level 10 elite soldier, *Draconomicon*™, page 211)

CHAMBERLAIN

Level 11 Encounter (XP 3,300)

- ◆ 1 dragonborn fire adept (reduced to level 12 controller, *Draconomicon*, page 215)
- ◆ 2 firelashers (level 11 skirmisher, *Monster Manual*, page 104)
- ◆ 2 redspawn firebelchers (level 12 artillery, *Monster Manual*, page 88)

CAZAKK'S HOARD

Level 10 Encounter (XP 2,700)

- ◆ 1 inferno abishai (advanced to level 11 elite soldier, *Draconomicon*, page 211)
- ◆ 1 dragonborn gladiator (level 10 soldier, *Monster Manual*, page 86)
- ◆ 2 hoard scarab swarms (level 10 skirmisher, see below)

Hoard Scarab Swarm	Level 10 Lurker
Large natural beast (swarm)	XP 500

Initiative +14 **Senses** Perception +15; tremorsense 4

Swarm Attack aura 1; the hoard scarab swarm makes a *grasping swarm* attack as a free action against each enemy that starts its turn within the aura. This aura deactivates while the hoard scarab swarm is hidden.

HP 85; **Bloodied** 42

AC 22; **Fortitude** 21, **Reflex** 23, **Will** 22

Resist half damage from melee and ranged attacks;

Vulnerable 5 against close and area attacks

Speed 8, burrow 4, fly 6 (maximum altitude 3)

⊕ **Grasping Swarm** (standard; at-will)

+14 vs. Reflex; 1d8 + 1 damage, and the target takes ongoing 5 damage and is grabbed.

Coin Meld (standard; at-will)

Can be used only while at least 1 square in the hoard scarab swarm's space contains gold coins or similar material. The hoard scarab swarm gains total concealment from all enemies as long as it remains within the same space as gold coins or similar material, and it can make an immediate Stealth check to hide.

Combat Advantage

A hoard scarab swarm's attack deals 2d8 extra damage to any target granting combat advantage to it.

Alignment Unaligned

Languages –

Skills Stealth +15 (+20 amid gold coins or similar material)

Str 12 (+6)

Dex 21 (+10)

Wis 20 (+10)

Con 19 (+9)

Int 1 (+0)

Cha 9 (+4)

TACTICS

A hoard scarab swarm emerges from a dragon's coins to ambush those who disturb the constituent scarabs. With many grasping pincers, the swarm holds its prey immobile and tears the unfortunate creature apart. When not grabbing prey, the swarm sometimes reenters a treasure pile to gain protection and a sneaky advantage from blending in with the coins. These scarabs learn to identify certain creatures as "allies," and they become agitated when such allies are angered or under attack.

TREASURE

The hoard within Cazakk's lair contains parcels 2, 3, 5, 9, and 10 from level 11 (*Dungeon Master's Guide*, page 127), as well as an artifact. It contains a little extra money (149 gp). This list includes only the valuable elements of the hoard—Cazakk has collected a lot of odd junk through his extortion. Add some customized treasure to the hoard so the PCs can return some of this wealth to Harkenwold, especially the trade goods.

- ◆ One paragon artifact of your choice (its magic aura is hidden; see below). This is likely to be an item that is a threat to dragons, such as the *Spear of Urrok the Brave* or a similar item.
- ◆ One level 14 magic item of your choice.
- ◆ One level 13 magic item of your choice.
- ◆ 1,103 gp, 10,228 sp, and 28,401 cp.
- ◆ A shrine to Tiamat with a stone statue of the Queen of Evil Dragons. The statue has 10 garnet eyes (100 gp each). Heaped around its base are the blackened bones of Cazakk's numerous victims.
- ◆ A fire opal (1,000 gp) known as the *Eye of Pelor* sits on the shrine before the Tiamat statue. It might belong to the burned temple in Harkenwold Village, and its return to Pelor's faithful might garner the PCs another reward.
- ◆ A brass urn (20 gp) depicting humans in a wedding celebration also sits on the shrine. It contains 10 ornate silver rings of various sizes (50 gp each).
- ◆ A bejeweled gold eye wrapped in red silk (100 gp). This is a focus for the Aura Mask ritual protecting the artifact. While it is within 20 squares of the artifact, a DC 27 Arcana check is required to see through the Aura Mask to tell the artifact is magical at all.
- ◆ Bookcase with various books and scrolls. It holds a ritual book containing Aura Mask (250 gp, *Draconomicon*, page 83) and Easy Passage (360 gp, *Draconomicon*, page 85).

- ◆ A darkwood box (30 gp) containing *residuum* (500 gp).
- ◆ Trade goods worth 2,000 gp. This includes a lot of fine food and drink, as well as other goods the greedy dragon took to deprive his victims.

AFTERMATH

Successful PCs probably end up as successful dragonslayers. Baron Harken and Lady Jelenn give the rewards they offered. The PCs are hailed as great heroes of the vale, having quelled a great threat to its long-term safety.

RUNNING HARKENWOLD

If the PCs ever inherit Harkenwold, they can use it as a base of operations. Occasionally DMs can set up a skill challenge to see if the PCs successfully rule the realm. A monetary reward can be assigned to the challenge to represent tax income for successfully running the barony. As they move on to greater challenges, the characters can have a steward rule and face the skill challenge in their stead. If the PCs or their steward ever fail a challenge, something bad might happen in the area. Regardless, ruling Harkenwold should be interesting for a while.

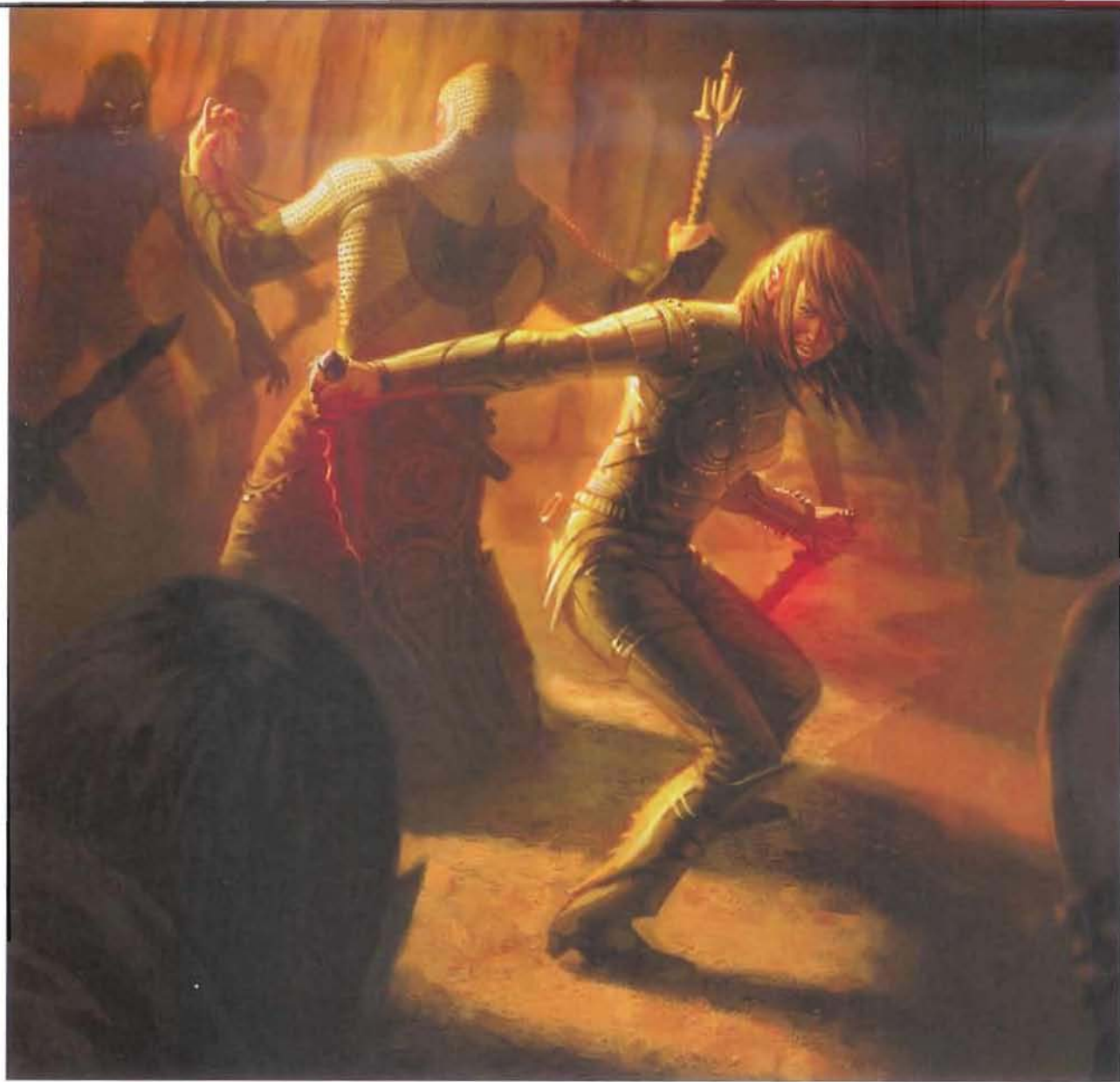
BEHIND THE CURTAIN: YES, WE HAVE A SENSE OF HUMOR

I know, it's hard to believe. Maybe less so now that we've done those cartoons. (Who among you hasn't belted out "Rawr, I'm a monster!" at a game table in the past year? That's right, you know who you are.)

Chris came to me wanting to write this article late in the process for the December 2008 issue. I was skeptical because I wasn't sure how fans would react to a Santa Dragon, and, like I say, it was late in the process. So we kicked the idea around a bit at a team meeting, and everyone, myself included, got psyched by the idea.

This isn't the type of article we'll do all the time, but there's a place for themed content. We'll do more stuff like this on *D&D Insider* when the time and the idea are right.

—Chris Youngs



PLAYING DHAMPYR

by Brian R. James

Decades before, a conflagration left the Abbey of Turv in ruins. Only the hidden catacombs remained, buried and forgotten beneath charred timber and smoldering ash. Yet even when bloodied and lost in the labyrinthine corridors beneath the monastery, the Order of the Dawn Covenant held strong to their faith in the Risen Sun.

Grim determination etched on their faces, the warrior-priests formed a tight phalanx and pressed through the throng of vampire spawn, their shields repelling wicked claws and poisoned daggers. First to fall was pious young Dianne. Even Master Leon was cut down, and his signature morningstar clanged against the stone floor before coming to rest near the corpse of Elder Coley.

With nary a hint of desperation, two remaining clerics fought on, with maces held high and deft prayers on their lips. Just as endurance threatened to fail them where their

zeal had not, Brother Barnes and Sister Fillenia burst into a damp natural chamber flooded with sunlight—the lowest reaches of a well shaft tapping a long-forgotten cistern.

Welcoming the sanctuary from the pursuing vampires, the young priests were startled to discover they were not alone. Gazing at the two of them with piercing green eyes was a young woman who rested at the pool's edge. Mesmerized, Sister Fillenia never saw the first woman's twin enter the chamber. The young priest was dead before she felt the fatal thrust of the other woman's serrated dagger.

Only then did a cry of anguish escape the lips of the last priest standing. Brother Barnes knew only doom stood before him, yet he quickly composed himself. Drawing in a steady breath and raising his mace in salute, he dared the dhampyrs to approach.

—Chronicler unknown

DHAMPYR

A creature between the worlds of the living and the dead, the dhampyr is shrouded in secrecy and harbors a fierce bloodlust.

A rare crossbreed with several of the powers of a vampire and none of the weaknesses, a dhampyr is thought to be born of the union of a vampire male and a mortal female. The truth is that such hybrids are far more common than many folk think. A dhampyr can result from a vampire biting a pregnant female, as well as through more mundane means. Some offspring carry the spark of immortality in their veins for years, until the kindling of fate gives the spark a place to catch.

Play a dhampyr if you want . . .

- ◆ a character of a usual race but with a secret twist.
- ◆ to play a hero a lot like a vampire.
- ◆ to have access to supernatural powers like those of a vampire.

PHYSICAL QUALITIES

A dhampyr, whatever his or her base race, can be mistaken for some sort of fey creature due to pale skin, willowy features, unnatural charisma, and slightly pointed ears. Closer inspection, however, reveals subtle traits inherited from the vampire parent. A dhampyr has pronounced canines that extend when the dhampyr is enduring stress, feeding on blood, or experiencing other sorts of excitement. However, a dhampyr's eyes—pale orbs with splashes of red around piercing black pupils—often give away the creature's true heritage.

Despite these characteristics, a dhampyr frequently adopts the culture in which he or she is raised. From this culture, or in rebellion against it, the dhampyr takes habits of personal decoration and manner. For instance, a dwarf dhampyr looks and acts much like normal dwarves.

Immortal heritage greatly extends a dhampyr's life expectancy. Barring inadvertent death, a dhampyr can expect to live an additional century without experiencing the serious infirmities of old age.

Male vampires do father a few dhampyrs, but this occurrence is rare. Others are the offspring of one or two dhampyr parents, since the supernatural force of the vampire blood is strong enough to influence new generations. Dhampyrs can also have normal offspring. The age at which dhampyr abilities manifest varies with each dhampyr.

PLAYING A DHAMPYR

The image of the dhampyr is that of a mysterious outsider swathed in shadow—a lonesome antihero seldom at peace with society or self. Dhampyrs are mortal. They have no exceptional vulnerability to sunlight or radiant damage. Because of this, true vampires sometimes refer to dhampyrs as “daywalkers.”

Life for a dhampyr might be more difficult or easier than it is for another child. The difficulty depends entirely on how others in the child's surroundings view dhampyr heritage. A dhampyr raised among accepting (or merely unknowing) people could have a normal childhood. Another might face severe prejudice, while yet another might be raised to believe in his or her natural superiority. A few dhampyrs are raised among vampires, who treat them as special but lesser creatures.

As might be expected, dhampyrs aware of their true heritage sometimes develop a morbid fascination with death, shadow, and undead. This leads to quirks other living mortals find disconcerting, including blood drinking, macabre fashion sense, gallows humor, extreme bloodlust, and other dark behaviors. Dhampyr villains can have habits that are much more disturbing.

Some dhampyrs have a preternatural resistance to a vampire's signature attack: *blood drain*. Coupled with the ability to recognize those of vampire blood, dhampyr make effective vampire slayers. These avenging heroes, however, seldom limit themselves to hunting solely vampires. They are equally adept at tracking and slaying several forms of undead, as well as demons and other infernal beings.

Dhampyr Characteristics: Attractive, guarded, methodical, nimble, obsessive, patient, reticent, somber, vengeful, vigilant

Dhampyr Names: A dhampyr is named in accordance with the culture in which he or she is born and raised. Notable exceptions include the rare dhampyr children raised by vampires—see the Clan Vampires sidebar.

HALF-BLOOD

A dhampyr is not a true race like those presented in the *Player's Handbook*. If you wish to play a dhampyr, choose another race as normal, and then select the Vampiric Heritage feat to gain dhampyr abilities. If you do not select the Vampiric Heritage feat at 1st level, your Dungeon Master might require you to explain how your character manifested dhampyr powers. Likewise, your Dungeon Master can rule you cannot retrain bloodline feats without an explanation of how your character loses such heritage when retraining.

DHAMPYR ADVENTURERS

Three sample dhampyr adventurers are described below.

Lucia is a human dhampyr ranger. Like most daywalkers raised in a vampire clan, Lucia is the product of purposeful breeding between vampires and humans. Since a young age, she has trained diligently, honing herself into an unparalleled tracker and a deadly killer. At seventeen, Lucia completed her training and fled into the world to escape the oppressive society of the undead. With clan loyalists hunting her, Lucia has joined with other adventurers for protection. She uses her skills to protect her new "clan."

Jufrum is a half-orc barbarian whose latent vampiric heritage has surfaced only recently, after a trip to the Shadowfell. Secretly, he has focused on his tainted blood to increase his strength and ferocity. As his power grows, he plans to tap his undead nature to surprise his enemies and, for a time, his companions. Jufrum has no emotional or societal connection to the undead, and he sees his dark bloodline as a blessing.

Nedda is a halfling dhampyr rogue with vengeance seething in her heart. Although her halfling clan accepted her, Nedda was never allowed to forget that her halfling father and several others died defending her mother from the vampire who made Nedda what she is. Nedda has fully committed her life to the eradication of vampires. After discovering her vampire forebear was a member of an extended bloodsucking family, the halfling dhampyr has decided to hunt and slay them all. She has gathered a group of likeminded slayers, and they wander from town to town ferreting out the undead.

CLAN VAMPIRES

Vampires sometimes form extended alliances that include several vampires, who are sometimes related by blood. They call these families "clans." Such clans develop networks of servants, mortal and otherwise. Clan vampires especially prize dhampyr servants, whom they exalt as beings favored over normal mortals. The dhampyrs are afforded special privileges in vampire society, and they are given names honoring ancient or legendary vampires.

Male Clan Names: Aponan, Ctenmiir, Drakuul, Emerus, Gulthias, Kas, Israfel, Lasudael, Marius, Orbak, Radu, Strahd, Viktor, Zandriel

Female Clan Names: Akasha, Bathori, Carmilla, Celene, Eshar, Kalaes, Lucia, Mariam, Nemeah, Ophelia, Ruthven, Sibella, Tanith, Vestra, Zeleska

FEATS

Being a dhampyr means having the Vampiric Heritage feat. Dhampyrs also have racial feats that expand on their vampire nature. A number of these feats are power-swap feats. If you use retraining to replace a power-swap feat with another feat, you lose any power gained from the power-swap feat and regain a power of the same level from your primary class.

The Vampiric Heritage and other dhampyr feats are part of a new classification of feat known as bloodline feats. All bloodline feats are noted as such in the feat's name. You can have bloodline feats of only one type; thus, if you choose the Vampiric Heritage feat, you can have only Vampire Bloodline feats.

VAMPIRIC HERITAGE [VAMPIRE BLOODLINE]

Prerequisite: Living humanoid race

Benefit: You gain *blood drain* as an encounter power. Additionally, you gain a +2 bonus to Perception and Insight checks to sense and recognize dhampyrs and undead.

Special: You are considered a vampire for the purpose of effects that relate to vampires.

Blood Drain

Feat Power

Vigor rushes through your body as you drain life energy from your victim.

Encounter ♦ **Healing**

Standard Action

Melee touch

Target: One living creature you have grabbed

Attack: Strength +2 vs. Fortitude, Constitution +2 vs. Fortitude, or Dexterity +2 vs. Fortitude

Hit: 1d4 + Constitution modifier damage, and you can spend a healing surge.

Level 11: +4 bonus and 2d4 + Constitution modifier damage.

Level 21: +6 bonus and 3d4 + Constitution modifier damage.

Special: When you select the Vampiric Heritage feat, you determine whether you use Strength, Constitution, or Dexterity to attack with this power.

HEROIC TIER FEATS

Any feat in the following section is available to any dhampyr character of any level who meets the prerequisites.

VAMPIRE ALACRITY [VAMPIRE BLOODLINE]

Prerequisite: Vampiric Heritage feat

Benefit: You gain a +1 feat bonus to your speed.

MIST FORM [VAMPIRE BLOODLINE]

Prerequisites: 10th level, Vampiric Heritage feat

Benefit: You can swap one 10th-level or higher utility power you know for *mist form*.

Mist Form

Feat Power

*Your form dissolves into an eerie, billowing mist.***Daily** ♦ Polymorph

Standard Action

Personal

Effect: You become insubstantial and gain a fly speed of 8 (hover), but you cannot make any attacks. This lasts until the end of your next turn.**Sustain Minor:** Your mist form persists.**NIGHT'S SIGHT****[VAMPIRE BLOODLINE]****Prerequisite:** Vampiric Heritage feat**Benefit:** You gain low-light vision.**BEHIND THE CURTAIN:
BLOODLINE FEATS**

Coming off my assignment on *Open Grave*™, I was eager to design an undead-themed race for player characters. Of all the undead presented in the D&D universe, few are more sympathetic or alluring than the vampire. With their inherent mystique, vampires are at once savage and chivalrous. Playing a character who struggles daily to control his or her bloodthirsty urges is chock full of roleplaying potential.

It was decided early on that allowing PCs to run a half-vampire, or dhampyr, would minimize the social stigma and mechanical drawbacks of playing a true undead character. Yet, I didn't want dhampyr to be a race of its own. I felt the game had room for a half-breed race that wasn't half human—that would work, in fact, with any base race you wanted.

I needed a design framework that would allow an eladrin dhampyr coercer to exist alongside a blood-crazed dwarven dhampyr. The 4th Edition rules didn't yet provide a mechanism for this, but multiclass feats were an intriguing possibility. What I needed was a "multi-race" feat—something to allow a primary race to dabble in the traits and abilities of another. This ultimately led to the bloodline feats presented in this article.

This mechanic was fantastic not only because it allowed dhampyr to have many varied powers, but because it also reintroduced racial templates to player characters that could be built upon in future articles and sourcebooks. We now had a simple mechanic for other fan-favorite concepts.

—Brian James

**PARAGON TIER FEATS**

Any feat in the following section is available to a dhampyr character of 11th level or higher who meets the prerequisites.

**BLOODIED REGENERATION
[VAMPIRE BLOODLINE]****Prerequisites:** 11th level, Vampiric Heritage feat**Benefit:** You can swap one 10th-level or higher utility power you know for *bloodied regeneration*.**Bloodied Regeneration**

Feat Power

*Your wounds call to your immortal blood, which surges to repair your body.***Daily** ♦ Healing

Minor Action

Personal

Requirement: You must be bloodied.**Effect:** You gain regeneration 5 until the end of the encounter or until you are no longer bloodied, whichever comes first.**DOMINATING GAZE****[VAMPIRE BLOODLINE]****Prerequisites:** 15th level, Vampiric Heritage feat**Benefit:** You can swap one 15th-level or higher daily attack power you know for *dominating gaze*.

Dominating Gaze

Feat Power

The authority in your piercing gaze demands utter submission.

Daily ♦ Charm

Minor Action Ranged 5

Target: One creature

Attack: Intelligence +4 vs. Will, Wisdom +4 vs. Will, or Charisma +4 vs. Will
Level 21: +6 bonus.

Hit: The target is dominated (save ends). *Aftereffect:* The target is dazed (save ends).

Miss: The target is dazed (save ends).

Special: When you select the Dominating Gaze feat, you determine whether you use Intelligence, Wisdom, or Charisma to attack with this power.

Savage Bite [Vampire Bloodline]

Prerequisites: 11th level, Vampiric Heritage feat

Benefit: You can use your blood drain power on a target granting you combat advantage without having that target grabbed.

Epic Tier Feat

The feat in the following section is available to a dhampyr character of 21st level or higher who meets the prerequisites.

Scent of Blood

[Vampire Bloodline]

Prerequisites: 21st level, Vampire Bloodline feat

Benefit: Living, bloodied enemies grant you combat advantage.

Paragon Paths

The following paragon paths work well with dhampyr characters.

Bloodknight

"Despite the depravity of my upbringing, I have become a hero to people I was raised to view as mere cattle."

Prerequisites: Defender role, Vampiric Heritage feat

Your vampire heritage has served only to make you a stronger warrior. It could be that you grew up in a vampire clan and were shaped and honed into a perfect weapon for their aims. Several like you have such a history. Or maybe you've listened to your blood's whispers, gaining supernatural talents as a reward for your efforts. The blood of your enemies cries out to your own. You sense those you have marked for death like a wolf smells fear in the hunted. Your adversaries are your prey, to be driven where you wish and ultimately struck down to supplement your strength.

Bloodknight Features

Blood-Calling Action (11th level): When you spend an action point to make an extra attack, you also mark all enemies within close burst 2 until the end of your next turn.

Taste for Blood (11th level): Whenever you reduce a bloodied enemy you have marked to 0 hit points, you recharge your *blood drain* power and can use it again during this encounter.

Marked Blood (16th level): Whenever you grab a target you have marked, you can use your *blood drain* power on that target immediately as a free action.

Bloodknight Powers

Bloodseeking Strike

Bloodknight Attack 11

You strike hard enough to crumple armor and hew the toughest hide, leaving your enemy open to further attack.

Encounter ♦ Weapon

Standard Action Melee weapon

Target: One creature

Attack: Strength vs. AC

Hit: 2[W] + Strength modifier damage, and you grab the target. Until the end of your next turn, you gain a +2 power bonus to Fortitude and Reflex against attempts to break your grab.

Mistblood Form

Bloodknight Utility 12

You draw upon your vampire nature so that you can step between life and death to slay body and spirit.

Daily ♦ Stance

Minor Action Personal

Effect: You gain phasing and deal full damage to insubstantial creatures.

Dance of Blood

Bloodknight Attack 20

Your enemies stagger under your imposing gaze and line up for slaughter.

Daily ♦ Stance

Minor Action Personal

Effect: At the start of your turn, you can slide one adjacent enemy 1 square. You can then make a melee basic attack against that enemy as a free action provided that enemy is within your reach.

Deadstalker

"Immortality is at an end, parasite."

Prerequisite: Vampiric Heritage feat

With the innate ability to sniff out the undead, you have dedicated your life to the stalking and slaying of such abominations. Perhaps the calling of this vocation was passed down from your parents as a macabre tradition. Maybe vengeance has motivated you to slay the unliving. Perhaps you've turned your birthright into an asset that allows you to protect those weaker than you. You have channeled your sharp perception into deadly accuracy and slippery maneuverability—both of which also serve you against the living.

DEADSTALKER PATH FEATURES

Deadstalker's Action (11th level): When you spend an action point to take an extra action, you do not grant combat advantage to any enemy for any reason and cannot be grabbed until the end of your next turn.

Indomitable Blood (11th level): You gain a +2 bonus to saving throws against charm and fear effects.

Deadeye (16th level): Once per round you gain a +5 bonus to damage rolls against a single undead target you hit with an attack.

DEADSTALKER POWERS

For your attack powers, you choose Strength or Dexterity for the attack, as appropriate for your class, fighting style, and weapon. You use the chosen ability to determine your attack roll bonus and damage roll bonus.

Impaling Blow

Deadstalker Attack 11

Your precise blow transfixes your enemy.

Encounter ♦ Weapon

Standard Action Melee or Ranged weapon

Special: You can shift 2 squares before making this attack.

Target: One creature

Attack: Strength vs. AC or Dexterity vs. AC

Hit: 3[W] + Strength or Dexterity modifier damage, and the target is immobilized until the end of your next turn.

Instant Escape

Deadstalker Utility 12

You know how to slip out of an unwanted embrace.

Encounter

Immediate Interrupt Personal

Trigger: You are grabbed

Effect: You escape the grab and shift 2 squares.

Deadeye Strike

Deadstalker Attack 20

With careful aim, you strike a decisive blow at your enemy's weakest spot.

Daily ♦ Weapon

Standard Action Melee or Ranged weapon

Target: One creature

Attack: Strength vs. AC or Dexterity vs. AC

Special: When using this power, you score a critical hit on a natural attack roll of 18 or higher.

Hit: 4[W] + Strength or Dexterity modifier damage.

Miss: Half damage.

NEW MONSTERS

Seemingly ordinary humanoids, dhampyrs have terrifying powers gained from their relation to vampires. This combination of normalcy and hidden power makes a dhampyr a formidable predator.

Bloodcrazed Duergar Dhampyr Level 8 Elite Brute

Medium natural humanoid (devil, vampire) XP 700

Initiative +7 Senses Perception +11; darkvision

HP 214; Bloodied 107

AC 20; Fortitude 21, Reflex 19, Will 18

Resist 5 fire, 5 poison

Saving Throws +2

Speed 6

Action Points 1

⊕ **Claw** (standard; at-will)
+10 vs. AC; 1d12 + 5 damage, and ongoing 5 damage (save ends).

† **Blood Frenzy** (standard; at-will)
The bloodcrazed duergar dhampyr makes two claw attacks. If the first claw attack hits a target, the dhampyr can attempt to grab that target instead of making the second claw attack.

† **Blood Letting** (standard; requires a grabbed target; encounter) ♦ **Healing**
+9 vs. Fortitude; 1d8 + 5 damage, and ongoing 5 damage (save ends), and the bloodcrazed duergar dhampyr regains 25 hit points.

✂ **Quills** (minor; encounter) ♦ **Poison**
Ranged 3; +10 vs. AC; 2d8 + 8 damage, and the target takes ongoing 5 poison damage and a -2 penalty to attack rolls (save ends both).

Alignment Evil Languages Common, Deep Speech, Dwarven

Skills Dungeoneering +11, Stealth +12

Str 20 (+9) Dex 17 (+7) Wis 15 (+6)

Con 17 (+7) Int 9 (+3) Cha 10 (+4)

BLOODCRAZED DUERGAR DHAMPYR TACTICS

A cunning hunter, a bloodcrazed duergar dhampyr stalks its prey to attack at an opportune moment. If doing so is tactically sound, the dhampyr picks its target and uses *quills* on that foe first. It then throws itself among its prey, scything away with its claws. Once bloodied, the dhampyr uses *blood letting* to drain a victim of blood and heal itself.

DHAMPYR ASSASSIN TACTICS

A dhampyr assassin initiates combat from hiding with *strike from the shadows*. It then employs *blood run* with an eye toward combat advantage.

DHAMPYR COERCER TACTICS

A dhampyr coercer opens combat with *luring gaze*. If the coercer has multiple enemies nearby, it uses *repelling gaze* to drive them away. The coercer employs *blood dance* to further isolate one foe or to take on two enemies at once. If surrounded by foes, the dhampyr might spend an action point to use *repelling gaze*.



Dhampyr Assassin Level 13 Elite Lurker

Medium natural humanoid, human (vampire) XP 1,600

Initiative +16 **Senses** Perception +12; low-light vision

HP 198; **Bloodied** 99

AC 27; **Fortitude** 26, **Reflex** 28, **Will** 26

Saving Throws +2

Speed 6

Action Points 1

⊕ **Kukri** (standard; at-will) ♦ **Weapon**
+18 vs. AC; 1d6 + 8 damage (reroll any damage die result of 1).

⊕ **Blood Run** (standard; at-will) ♦ **Weapon**
The dhampyr assassin moves 6 squares and makes two melee basic attacks at any point during that movement. It does not provoke opportunity attacks when moving away from the targets of these attacks.

⊕ **Tear the Vein** (standard; requires combat advantage; encounter) ♦ **Healing**
+16 vs. Fortitude; 2d8 + 6 damage, and the dhampyr assassin regains 25 hit points.

Misty Step (standard; at-will)
The dhampyr assassin gains insubstantial, phasing, and concealment until the end of its next turn or until it attacks, whichever comes first.

Combat Advantage
A dhampyr assassin's attack deals 3d6 extra damage to any target granting combat advantage to it.

Strike from the Shadows
If the dhampyr assassin misses with an attack while hidden, it remains hidden.

Alignment Evil **Languages** Common
Skills Acrobatics +17, Athletics +15, Stealth +17
Str 18 (+10) **Dex** 22 (+12) **Wis** 12 (+7)
Con 15 (+8) **Int** 15 (+8) **Cha** 19 (+10)
Equipment leather armor, 2 kukris

Dhampyr Coercer Level 17 Elite Controller

Medium natural humanoid, eladrin (vampire) XP 3,200

Initiative +13 **Senses** Perception +15; low-light vision

HP 324; **Bloodied** 162

AC 31; **Fortitude** 29, **Reflex** 30, **Will** 32

Saving Throws +2

Speed 6

Action Points 1

⊕ **Katar** (standard; at-will) ♦ **Weapon**
+22 vs. AC; 2d6 + 7 damage (crit 4d6 + 19 damage).

⊕ **Blood Dance** (standard; at-will) ♦ **Weapon**
The dhampyr coercer makes two melee basic attacks. Each hit also slides the target 1 square.

⊕ **Tear the Vein** (standard; requires combat advantage; encounter) ♦ **Healing**
+19 vs. Fortitude; 2d8 + 6 damage, and the dhampyr coercer regains 40 hit points.

↗ **Luring Gaze** (minor 1/round; at-will) ♦ **Charm, Gaze**
Ranged 5; +20 vs. Will; the coercer pulls the target 3 squares and the target is dazed (save ends). This attack does not provoke opportunity attacks.

↖ **Repelling Gaze** (standard; at-will) ♦ **Fear, Gaze**
Close burst 3; targets enemies; +19 vs. Will; 1d8 + 7 psychic damage, and the coercer pushes the target 3 squares.

Bloody Fey Step (move; encounter)
The dhampyr coercer teleports 5 squares. Any target that the coercer ends its teleport adjacent to grants combat advantage to it.

Alignment Unaligned **Languages** Common, Elven
Skills Bluff +20, Stealth +15
Str 12 (+9) **Dex** 21 (+13) **Wis** 15 (+10)
Con 18 (+12) **Int** 16 (+11) **Cha** 24 (+15)
Equipment leather armor, katar

DHAMPYR LORE

Nature or Religion DC 15: A dhampyr is a humanoid with blood tainted by vampire forebears. Such a creature is typically the result of a union between a normal mortal and a dhampyr.

Nature or Religion DC 20: Despite the powers they can share in common with vampires, dhampyrs are not undead. As such, they possess no vulnerability to sunlight and radiant attacks. Vampires sometimes employ dhampyrs as mortal assassins, guardians, and soldiers.



MASTERS OF THE PLANES

by Robert J. Schwalb

The planes are home to staggering vistas, astonishing beauty, and unHINGING hideousness. Liquid lightning geysers erupt in the shifting fields of elemental earth. Brilliant radiance bathes Mount Celestia and its immortal inhabitants. Sigil is a labyrinth of twisting streets and countless doorways. A stinking bog surrounds Gloomwrought in the Shadowfell. Most mortals find the planes beyond their reach, places of legend or myth, but for adventurers, a journey into the Feywild or the Shadowfell is just a portal trip away. Those with the courage to step beyond the bounds of their reality find wonders aplenty, evil beyond description, and adventure enough to consume a lifetime.

Provided they have the means, nothing prevents adventurers of any tier from exploring the planes' many wonders, but some regions are too dangerous and too awful for any but the greatest heroes to brave. Epic adventurers have little to fear from the Nine Hells or Celestia, and they can prowl the Darklands of the Shadowfell with impunity, attend the archfey's courts in the Feywild, and even descend into the Abyss to do battle with demon princes and thwart their hideous machinations. Many epic heroes regard such ventures as steps on the way to a destiny unrelated to the planes. A few see the planes as ends in their own right and one day hope to claim a place among their most powerful denizens.

To this end, this article presents a selection of epic destinies related to the planes, so that epic heroes with an interest in planar exploration have new fates from which to choose. With these destinies, a hero might forge an Astral dominion, serve as the gods' hand of vengeance, rule the Shadowfell as a Darklord, or transcend his or her mortal roots and transform into a terrible primordial entity. As with other epic destinies, the fulfillment of the final quest acts as the necessary catalyst to transition the character from being a mortal hero to something more. Although many epic destinies move characters into the realm of legend, their names whispered forever after for their accomplishments and adventures, planar epic destinies preserve these characters and their place in the campaign setting, so they can continue to interact with the larger cosmos, becoming terrible nemeses or great allies to the next generation of planar travelers.

DARKLORD

The Shadowfell wraps you in its chilling embrace, welcoming you as a lord and master of any realm you choose.

Prerequisite: 21st level

Some say that the Shadowfell reflects darkly the mortal world and is an imperfect echo of that realm, suspended in reality's heart. Where others fear the unexpected twists, the deep shadows, and the scuttling creatures that emerge from hiding only in the darkest of nights, you embrace it all, feeling at home in the plane's pervasive chill and gloomy ambience. Perhaps your comfort grows from familiarity; you might have been born in the Shadowfell, perhaps as a shadar-kai or as a member of another race who settled here, and, as a result, you come to see other worlds as being too bright and too garish to trust completely. Or, you might find the Shadowfell mirroring your own dark and brooding nature, especially if you are obsessed with death and dark magic. Regardless of the reasons for your unhealthy obsession with shadow, the kinship you experience blossoms into something more as the Shadowfell reciprocates your affection and blesses you with its power.

The Shadowfell isn't free with its gifts and only gradually infuses you based on your achievements and successes. As you prove your worth, you find yourself changing, embracing the cool darkness and rejecting the bright radiance of the sun. You become withdrawn and cold, even to your closest comrades, while your connections to the Shadowfell strengthen. Dark impulses might breed darker acts, but there is nothing to fear: The Shadowfell chose you to become its steward, and should you accept, your immortality is ensured.

Although the Darklord is available to characters of any class, strikers and controllers are best suited to its features and power.

IMMORTALITY

You claim your place as master of the Shadowfell, a dark and mysterious figure of uncertain loyalties commanding a region in the Shadowfell as absolute ruler, monarch of night, and prince of darkness.

Shadow's Price: Your interests in the Shadowfell have only grown over your long career and in return, you learn to tap into its grim power to augment your other capabilities. Dabbling in dark forces exacts a dread price from you, for you have paled and grown thin—the cost of embracing the darkness.

During the last conflict with your enemy, you pulled out all the stops, using every tool at your disposal to win the day, but in doing so, you cemented the Shadowfell's hold over your soul. When the battle ends, as your achievements begin to sink in, mist wells up from the ground around you in silvery tendrils, wrapping chill fingers around your legs, crawling up your torso until it shrouds you completely. As quickly as the mists appeared, though, so do they vanish and when they do, they take you with them.

The Shadowfell's price is to stake a claim on your soul and to demand you spend eternity as a Darklord, a ruler of the gloomy plane. The plane manifests a realm suited to your accomplishments and failures, producing a darkly twisted realm that for you is both frightening and comforting, and that reflects all that you have done as a mortal and laying the foundation for what you will do as an immortal. Thus you spend the remainder of your days as an architect of good or evil, as you decide.

DARKLORD FEATURES

Stand in Two Worlds (21st level): Once per day, you can use either the Planar Portal ritual or the Shadow Walk ritual without expending components, even if you do not have the Ritual Caster feat. If you use the Planar Portal ritual, you must travel to the Shadowfell, or back to the natural world if you are already in the Shadowfell.

Return from the Shadowfell (24th level): Once per day, when you die, your spirit can freely cross the veil from the Shadowfell and return to life with the blessings of the Raven Queen. At the start of your next turn, you manifest a new body (destroying your corpse, if it is still present) with all the items that were on your corpse, and appear standing in the space where you died. You immediately heal to full hit points and can continue fighting as normal.

The Shadowfell clings to your new body for a short while as well. You gain concealment from all targets and gain the phasing quality. At the end of the encounter, you lose the last remnants of the Shadowfell clinging to your body, no longer gaining concealment or phasing as a result of this ability.

Thrall in Death (30th level): Such is your mastery over the Shadowfell that whenever you kill a foe you can cause that enemy to rise from death. Whenever you reduce a target to 0 or fewer hit points, at the start of your next turn, the enemy automatically stands in the square in which it died with 1 hit point. The target is dominated by you until the end of the encounter, at which point it is destroyed.

DARKLORD POWER

Shadow Stride

Darklord Utility 26

Shadows envelop you, spiriting you off to another location.

Daily ♦ Illusion, Shadow, Teleportation

Move Action Personal

Effect: You can teleport 20 squares. When you appear in your destination square, you are invisible until the end of the encounter or until you are hit by an attack.

KEYBEARER

You hold the keys to reality, and with them, you can go anywhere you desire.

Prerequisite: 21st level

The universe is yours to explore. You are a master of travel who can slip through the planes and cross through time and space to traverse vast distances in the blink of an eye. No locks can stop you and no barrier can block you, for you have reality's keys. With them, you can go anywhere you like as often as you wish.

The keys are a metaphor for your unique insight into reality's architecture. Your keen insight allows you to identify holes in the fabric of the cosmos and with slight concentration, you can step through them to bypass obstacles, appear miles away, or emerge in an entirely different plane. Your first breakthrough might have come early in your career, when you first used a Linked Portal ritual or another travel ritual. Or it could have arisen from your experimentation with spells, prayers, or other powers you have mastered. These revelations laid the foundation for the evolving abilities you come to master, but also instilled a powerful urge to travel and explore, to visit new realms, to explore distant planes, and to meet peoples and societies alien from your own.

IMMORTALITY

The cosmos opens its doors to you, inviting you into the remotest corners of reality. It's not a question of how or when you travel, but where do you want to go?

Master of Time and Space: Yours has been a life of exploration, traveling to the farthest reaches of reality and back again. You've beheld wondrous vistas, watched *residuum* storms raging across the Feywild, explored the gleaming streets of the City of Brass, and wandered through Sigil's innumerable portals. Each time you embarked on a new journey, you began to realize that the mechanisms and arcane formulae used in travel rituals were imperfect methods for movement, overly complex systems that exacted an unnecessary price. These potent rituals only touched the possibilities for travel, providing the crudest and most direct means to reach your destination. Through refinement and exploiting the pathways worming through reality, you could speed up the process and make it more elegant so that you could go anywhere you liked.

This understanding proved instrumental in your victory over your final adversary. With the enemy brought low and your quest completed, you are free to devote your full time and attention to exploring the planes, and not long after, you say your goodbyes and put your knowledge to the test. As you refine your techniques, you find you no longer need the complexities of ritual magic to facilitate your exploration; you can simply go where you want, when you want. Eventually, you discover the very threads of time, and this knowledge allows you to move into the future and into the past.

Being able to traverse the currents of time means you can effectively live forever, journeying to all times and places. You might race backward into history to witness the rise and fall of Bael Turath, or go further to behold the horrors of creation's war between the gods and primordials. Or, you might move ahead, stepping into the uncertain future to see the repercussions of your mortal actions, the ascent of new champions, new wars, new innovations, and more until the world you left behind becomes a dim memory. If you drift into the past, will you seek to change it or to preserve it from other Keybearers? If you go into the future, will you return to the present to change it? As master of time and space, only you can decide.

KEYBEARER FEATURES

Portal Mastery (21st level): Once per day, you can use either the Linked Portal ritual or the Planar Portal ritual without expending components, even if you do not have the Ritual Caster feat.

Additionally, once per day, when you die, you immediately regain half of your hit points and disappear; you immediately reappear on any plane in any permanent teleportation circle whose sigil sequence you have memorized.

Traveler's Tricks (24th level): Anytime you roll an 18 or higher when making an attack roll, you can teleport 5 squares as a free action after the attack.

Unfettered Passage (30th level): You gain phasing. You ignore difficult terrain and can move through obstacles and other creatures, but you must end your movement in an unoccupied space.

KEYBEARER POWER

Reality Distortion

Keybearer Utility 26

By folding time and space, you create a rippling area of distortion with unpredictable effects.

Daily ♦ Zone

Standard Action

Close burst 3

Target: Each enemy in burst

Effect: The burst creates a zone of bent space that lasts until the end of your next turn. While you remain within the zone, each turn, you gain an extra move action.

Whenever a creature other than you starts its turn within the zone, roll a d6 to determine what happens.

1. The target blinks out of existence until the start of its next turn. When it reappears, it returns to the space it left or to the closest available space.
2. The target is dazed and immobilized until the start of its next turn.
3. The target is slowed and weakened until the start of its next turn.
4. The target gains vulnerable 15 to all attacks until the start of its next turn.
5. The target grants combat advantage and takes a -5 penalty to all saving throws until the start of its next turn.
6. The target blinks out of existence until the start of its next turn. When it reappears, it returns to the space it left or to the closest available space.

Sustain Standard: The zone persists. When you move, the zone moves with you, keeping you at its center.

PLANESHAPER

From nothing comes something, a dominion shaped by your mind and will.

Prerequisite: 21st level

The dominions are stars in the firmament of the Astral Sea and each houses a fantastic world that evolved first from a seed of a concept and eventually blossomed into a unique world reflecting the vision and imagination from which it was spawned. Though many dominions are in the Astral Sea, others wait to take shape and join those already drifting through the silvery void. You have discovered one of these unformed realms and it's up to you to decide what form it will take.

The astral seed's evolution is slow, gradually expanding and transforming in response to your guidance. You cannot rush its formation or it will rip apart and dissolve into the silvery mists. You must also learn to hone your craft so you can develop the precision needed to sculpt the realm properly. Having the ability to create and alter the nature of this dominion in the making breeds other talents that transcend your mastery over the Astral Sea, and you bring these abilities to bear no matter where you go. You, however, apprehend these forces of creation, at first through subtle manipulation, but eventually through an unnerving mastery and ease foreshadowing your coming greatness.



IMMORTALITY

Though malleable in your hands, the world proves too limiting to one of your stature and talent, and so you transcend your origins to embrace your destiny.

Master of Reality: From the moment you discovered the astral seed, you have spent a measure of your time and energy crafting this realm. Although you and a few allies eventually became able to explore the product of your work, it isn't until you complete your final quest that the growing realm awakens into a full-blown dominion—an Astral realm and haven for you and any you permit to walk its lands. With your refuge ready, you gather your things and slip through the planes to bring about its final form, raising mountains, forming seas, and welcoming those creatures you choose to share in its splendor for as long as they wish to remain.

Being the master of your own realm and having complete control over its nature finds you distancing yourself from your roots. The squabbles between kingdoms, the rise and fall of empires, and the drama of ordinary people are insignificant next to the power you wield. Moreover, maintaining your dominion consumes much of your attention, until your forays outside your realm become fewer and fewer and you find yourself unwilling to leave the paradise you are creating. In your final days, you bind your soul to the realm to preserve it forever after and thus your immortality is ensured.

PLANESHAPER FEATURES

Ultimate Adaptation (21st level): You increase your Intelligence by 2, and after an extended rest you can choose one encounter power. You can use that encounter power twice per encounter. When you take another extended rest, you can choose a different encounter power.

Astral Critical (24th level): Whenever you score a critical hit against an enemy, you can choose to also remove the enemy from play by sending it to your astral seed. The target vanishes from its space and reappears at the start of your next turn.

Shape Reality (30th level): Your transcendent understanding of the universe empowers you with the ability to bend and warp your environment. You gain an aura 10 that allows you to reshape reality as you see fit. Once during each of your turns, you can alter the environment in any of the following ways by spending a minor action:

- ◆ Change the temperature. Creatures that start their turns within your aura automatically take 15 cold damage or 15 fire damage (your choice). You can spend another minor action to return the temperature to normal, eliminating this damaging effect.
- ◆ Permanently transform any squares of difficult terrain within your aura into normal terrain.
- ◆ Permanently transform any squares of normal terrain within your aura into difficult terrain.
- ◆ Create breathable air in any or all squares within your aura.
- ◆ Fill 9 unoccupied squares within your aura with a solid surface, such as stone or wood. If you fill a square with a solid surface that is not attached to another surface (in other words, if you create a stone slab 5 squares up in the air), the surface hovers in place.

PLANESHAPER POWER

Planar Refuge

Planeshaper Utility 26

You whisk yourself and all your allies to the astral seed that will one day become your dominion.

Daily ◆ Teleportation

Standard Action

Close burst 5

Target: You and each willing ally in burst

Effect: You and any targets teleport from your current space and appear in your astral seed. You and your allies can each spend a healing surge and recharge one encounter power. At the start of your next turn, you and all allies reappear in the spaces you vacated or in the closest unoccupied spaces.

PRINCE OF HELL

Better to rule in hell, than to serve in heaven.

Prerequisite: 21st level

One way or another, you're going to Hell. The reasons are many. You might have drawn the fell attention of an archdevil who seeks to name you as its heir. You might have made an unwise bargain, selling your soul in exchange for temporal power. Or you could be a devil's lost scion, only now realizing your heritage's full potential. It might not be fair and could be a gross injustice, but you can't change fate. Your place lies within the fiery dominion and only by accepting your destiny can you use it to your advantage.

Undoubtedly, your curse (or blessing) has manifested itself in omens and the behavior of those you meet. Babies cry, animals grow uneasy, and your eyes have a tendency to flash red when you're angry, all pointing toward darkness in your blood. Consulta-

tions with seers and soothsayers offer glimpses of what's in store for you, including grim warnings of plots and treacheries fomented by hidden rivals and enemy archdevils who fear your ascent. Indeed, the emergence of a new archdevil comes at a price to those who hold their own kingdoms in the Nine Hells, and none are willing to surrender their might to an upstart mortal. As a result, enemies lay in wait on all sides, plotting and conniving to bring about your downfall.

Contrary to what you might expect, you don't have to be evil to rule in the Nine Hells, though being all dark and nasty goes far to making sure you hold onto what you take. Anyone with a firm hand can claim a place in the infernal realms, and maybe, just maybe, change the dominion in a small way, at least until the Lord of Nessus smacks you down.

IMMORTALITY

There are many paths to joining the archdevils' ranks, and they include murder, betrayal, treachery, and everything in between. The following describes one possible route to a palace overlooking a sea of fire.

Infernal Apotheosis: Knowing what's in store for you, you spent your career working to secure a place of power within the Nine Hells' hierarchy. You might take a hand in infernal politics, moving through mortal spheres to pit the archdevils and their dukes against one another, or you might wage war against a particular archdevil, vowing to end the dark lord's evil regime. Regardless of the method, with your final enemy's defeat, your time in the mortal world is at an end.

For your efforts, Asmodeus summons you to his grim palace in a puff of brimstone smoke. The Lord of Nessus demands your fealty, compelling you to intone the blasphemous oaths of service whether you want to or not. In recognition of your mortal deeds, you are awarded a domain within the Nine Hells, perhaps as a vassal to another archdevil or replacing an archdevil as a lord of Hell, gaining its lands, vassals, and armies to use as you wish.

Your ascent is not without its peril. Hidden enemies plot against you, while you might find it hard to stomp out old loyalties to the one you supplanted. As well, the devils are ever working against one another, each casting hungry eyes at its peer's lands. In theory, you will live forever as an immortal steward of a brooding land, but some are ready to slip a knife in your back or send armies to shatter your legions. At any time, another ambitious fool with designs on your demesne might be prepared to use the luck and favor granted by the same dread forces that raised you up.

PRINCE OF HELL FEATURES

Infernal Form (21st level): Destiny's weight presses upon you and you begin the subtle transformation into a devil. Apply the following changes:

- ◆ You increase your Charisma by 2.
- ◆ If you do not already have darkvision, you gain it.
- ◆ Your origin changes to immortal if it isn't immortal already.
- ◆ Gain resist fire 20 + one-half your level.

Hellfire Master (24th level): Your attack powers with the fire keyword ignore resist fire. Additionally, you can choose one encounter power; if that power does not already have the fire keyword, it gains it. If that power deals damage of a certain type (cold, lightning, necrotic, and so on) then the power instead deals fire and that type of damage (fire and cold, fire and lightning, fire and necrotic, and so on). After a short rest, you can choose a different encounter power to gain this benefit.

Brimstone Step (30th level): You gain a teleport speed of 5. All creatures adjacent to you when you teleport away take 10 fire damage.

PRINCE OF HELL POWER

Infernal Allies

Prince of Hell Utility 26

When the brimstone smoke clears, a unit of devils awaits your command.

Daily

Standard Action

Close burst 3

Effect: You call forth four legion devil legionnaires (MM 64), each appearing in an unoccupied space you choose within the burst. These devils act according to your orders as a free action on your initiative count, and they gain a +2 bonus to attack rolls as long as you are conscious. Each devil remains until it is killed, until you dismiss it as a free action, or until the end of the encounter.

PUNISHER OF THE GODS

You are a vessel of endings, a bringer of dooms, and an eraser of fates.

Prerequisite: 21st level

Destruction swirls around you, and death dogs your steps. You are a harbinger of endings, a bringer of doom, the breaker of bonds, the destroyer, the killer, the divine hand of death, and the ultimate slayer. Blood fills your footsteps, and a thousand screaming souls rage in your wake. It is almost an unbearable burden, this task set before you: Your duty is to seek out and destroy those who would oppose the gods and their will.

The choice to become a Punisher of the Gods was never yours to make. The gods themselves chose you for this task, naming you enemy of their enemies and their dealer of death. You are not sworn to any one god, but rather you serve them all, good and evil, as well as those who choose not to take a stand one way or the other. You were chosen because you have an unshakeable resolve and a drive that helps you see more victories than defeats, and through your achievements, you now have the chance for immortality.



IMMORTALITY

You drew the attention of not just one god, but all of them. Perhaps they fear you or seek to control you. Maybe they hope to channel your destructive energy for another purpose, but whatever their motives, should you accept the burden they lay on you, your immortality is assured.

Hand of Vengeance: You're not the forgiving type; you don't let affronts go unpunished. When someone crosses you, you carry a grudge until you give them what they gave, sevenfold. In your line of work, this frequently means your hands are bloody from the merciless slaughter of those who stood against you. The killing doesn't bother you in the slightest, because it's what you do and who you are.

Long success in the killing business earned a few nods of approval from the movers and shakers of the universe, and probably a few nasty encounters with a god, a primordial, an archfey, or another power with an axe to grind. By the time you grab the gods' attention, you've accumulated so many enemies that you have a hard time going anywhere without facing another fight.

Through all your adventures, you've had the feeling you've been doing work for a greater purpose and fulfilling a grand design as laid out by a higher power or powers. What at first seemed like dishing out payback became something more—something almost holy. The revelation crystallizes when you dispatch the last villain, a horrible wretch whose death was long overdue, because the gods send their aspects to congratulate you on your accomplishment. Such is your success, they bequeath onto you the punisher's mantle, naming you their hand of vengeance and dispenser of divine justice. To you it falls to seek out and destroy those who would threaten the gods and their creation, whether it be a primordial, a demon prince, or even another god. In exchange for your service, you win a place among the gods, free to move through the cosmos and to attend the divine courts of your masters as a favored servant, and, perhaps eventually, as a valued peer.

PUNISHER OF THE GODS FEATURES

Immortal Curse (21st level): You gain the *immortal curse* power.

Immortal Curse Punisher of the Gods Feature

You place a curse of death upon your enemy—a sign that immortality is at an end.

Encounter

Free Action

Close burst 10

Target: One nonminion creature you just damaged

Effect: Once per round, when you score a critical hit against the target of your *immortal curse*, you can make an at-will attack against the target during your turn as a free action. You must make this attack before the end of your next turn. This effect lasts until the end of the encounter or until the target drops to 0 hit points, at which point you regain the use of *immortal curse*.

Devourer of Fate (24th level): You gain a +5 bonus to saving throws against effects that a save can end that are caused by the target of your *immortal curse*. Additionally, when the target of your *immortal curse* makes an attack that could reduce you to 0 hit points or fewer, you can make a saving throw. If this saving throw succeeds, you reduce the damage from that attack to 0 points of damage and can spend a healing surge.

Bringer of Dooms (30th level): You deal maximum damage when you hit the target of your *immortal curse*.

PUNISHER OF THE GODS POWER

Repel Legions Punisher of the Gods Utility 26

You force back the legions or your enemy, which allows you to focus your ire on the one you came to slay.

Daily ♦ Necrotic, Radiant, Zone

Standard Action

Close burst 3

Target: Each enemy in burst

Effect: The burst creates a zone of destruction and repulsion that lasts until the end of your next turn. Each enemy that starts its turn within the zone takes 15 radiant and necrotic damage and is pushed 3 squares away from you. If an enemy starts its turn within the zone and ends its turn adjacent to you, you can push that enemy 5 squares as a free action.

Sustain Minor: The zone persists. When you move, the zone moves with you, keeping you at its center.

STORM SOVEREIGN

You are the storm of vengeance—the manifestation of the raw destructive potential of the Elemental Chaos.

Prerequisite: 21st level

You are the scion of storms, the master of thunder and lightning, and a prince of the Elemental Chaos. Others are like you—others who feel an uncommon bond with the elemental forces who spawned the world and who harbor a measure of elemental power within them. Some don't yet realize the fate in store for them, while others might never attain their potential, but you are different, because your eyes crackle with lightning, your hair stirs as if in a breeze, and your voice thunders. The primordial heirs, as some might call you and those like you, might find comfort in the mountain heights or in the ocean's deeps, but your connection is within the savage storm and those blistering explosions of wind and rain, of blinding lightning and deafening thunder—storms in which you feel truly free and your purpose never more clear.

As you come to know your place in the wider world, your connections to mortal creatures strains. Your home is not among the civilized cities or in the darkened wilds, but it is in the sea of possibility that is the Elemental Chaos. You seek to dance through drifting motes of boiling earth, to lash seas of fire with your rains, and to destroy any who do not kneel before you. Only your purpose can hold back these wild impulses, and only your sense of duty and the burden of responsibility can ground you. One day, though, you'll escape and embrace the nature you have long suppressed.

IMMORTALITY

The primordial spirit within you rages against your self-imposed bonds. It will be free and when it does escape, you had better put distance between yourself and the world.

Primordial Power: Long have you endured the suffering caused by the angry presence inside you. You have fought back the unnatural urgings to destroy and rage, testing the limits of your self-control. In the final battle against your last foe, you nearly slipped and unleashed the primordial entity onto the world and only through a supreme act of discipline did you retain control of yourself.

When the dust settled, you knew you could confine the monster no longer and that it would soon break through your flesh and awaken, bringing utter ruin to everything around you. Knowing the only place you could loose the spirit without fear of the consequences, you quit the mortal world to seek out the Elemental Chaos. Far from any living creature, you relaxed yourself, surrendering your body and soul to the primordial power, allowing it to unleash the storm's fury.

You thought this would mean your annihilation, and in a way, the freeing did end your life, but your consciousness lives on by merging with the elemental entity, to give a mind to the mindless storm and life to the personification of violence. Thus do you become a new primordial—a master of the elements and an agent of creation and destruction—and thus do you fade from the world to emerge as a great power in the Elemental Chaos.

STORM SOVEREIGN FEATURES

Stormborn (21st level): You increase your Constitution score by 2 and your origin changes to elemental. Additionally, you gain resist lightning and thunder equal to 15 + one-half your level.

Thunder and Lightning (24th level): Once per day, when you die, your body disincorporates into a storm of elemental fury. You heal to one-half hit points and gain the insubstantial and phasing qualities. You gain an aura 5; when any enemy begins its turn inside that aura, it automatically takes 15 lightning and thunder damage, and you can slide that enemy 3 squares. You can use encounter and at-will powers, but you cannot use daily powers, activate magic items, or perform rituals. If you die in elemental storm form, you are dead.

At the end of the encounter, after a short rest, you reconstitute yourself from the base elements. Your current hit point total is unchanged, but you no longer experience the other benefits and drawbacks from being in elemental storm form.

Cyclone's Master (30th level): You gain a fly speed equal to your speed + 2 and can hover. You do not need to land at the end of your movement. Additionally, you gain an aura 5; any creature that enters or begins its turn within your aura loses any resistance to lightning or thunder. Whenever you deal damage with an attack, you can choose to have the attack deal lightning or thunder damage instead of its normal damage.

STORM SOVEREIGN POWER

Scion of Chaos

Storm Sovereign Utility 26

You twist fate as the storms of disjunction coil through the Elemental Chaos.

Daily

Immediate Interrupt **Close burst 5**

Trigger: An enemy makes an attack against you

Effect: You choose a new target for the attack, which must be within the burst and within the reach or range of the attack. Additionally, the attack roll for that attack is now considered to be a natural 20, regardless of what the original roll was.

WINTER SOVEREIGN

Snow and ice are your servants, for you are winter's ruler.

Prerequisites: 21st level, fey origin

The greatest forces in the Feywild are the archfey, who are powerful and wise custodians of the bright echo and sovereigns over the wild and free spirits dwelling in these lands. Each archfey governs an aspect of the Feywild, laying claim to the mountains, the forests, the Feydark, or even the seasons themselves. Your life's work places you on the path to join this august society by transcending mortality and becoming an immortal guardian of the Feywild. Your future role could be anything, but your fate is to become the Winter Sovereign.

The moment you realized the life you would one day lead, you have bent your efforts to understanding the Feywild and its denizens, while also working to master the elements you will have to wield. You might study under the current Winter Sovereign, or you might secretly work to usurp the role, leaching power from your rival for the fateful moment when you supplant the monarch and stake your claim to the dark season. However you go about learning your role, your mastery over winter's power only grows.



IMMORTALITY

Although winter dies and gives way to spring, one knows spring surrenders to summer, which itself must bow before autumn. In the end, winter always returns.

Passage of the Seasons: The final test comes when you confront your nemesis. In defeating the foe, you earn your right to become the next Winter Sovereign, and your court awaits you in the Feywild. You abandon the mortal world soon after your victory, plunging into the Feywild just as autumn dies and winter's chill comes on the northern winds. Instinctively, you know where your ice palace waits. You cross through the Feywild as autumn's servants bow to your newfound authority, and when you find the grand citadel, you accept winter's coronet and begin your reign as winter's ruler.

As an archfey, you command those loyal to winter, governing and sheltering them from your enemies. Your strength waxes and wanes with the seasons' passage, growing stronger as summer turns to autumn, and coming into your full potential when winter takes hold, only to wane as the days lengthen, the ice recedes, and the snows melt. This cycle grants you immortality, erasing the effects of time each year when winter's touch falls across the lands. And thus you rule for as long as you want until you are ready to pass the crown to your heir and leave all worlds for all time.

WINTER SOVEREIGN FEATURES

Lingering Cold (21st level): When you hit a target with a cold attack, the target loses its resistance to cold (if any) until the end of your next turn. In addition, enemies you hit with attack powers that have the cold keyword take a -5 penalty to saving throws made to end any effects these powers create. Each time an enemy fails a saving throw to end one of these effects, that enemy gains vulnerable cold 15 until the end of your next turn.

Winter's Bite (24th level): You choose one daily power; if that power does not already have the cold keyword, it gains it. If that power deals damage of a certain type (fire, lightning, necrotic, and so on) then the power instead deals cold and that type of damage (cold and fire, cold and lightning, cold and necrotic, and so on). After a short rest, you can choose a different daily power to gain this benefit. Furthermore, whenever you hit at least one target with a power that has the cold keyword, you can teleport 5 squares as a minor action until the end of your next turn.

Frozen in Ice (30th level): Once per day, when a creature fails a saving throw against an effect you caused with a power with the cold keyword, as a free action you make the target restrained (save ends). If that target then fails to save against the restrained condition, it is instead petrified (the target is frozen in ice instead of turned to stone, but all other effects of the petrified condition remain).

WINTER SOVEREIGN POWER

Rime Armor

Winter Sovereign Utility 26

Ice crystals spread across your body, embracing you in their cold caress.

Daily ♦ Arcane, Cold

Standard Action

Personal

Effect: You gain immune cold and a +10 power bonus to AC. Each time an enemy attacks you, reduce the power bonus by 1 (by 2 if the attack has the fire keyword). Any time an enemy hits you with a melee attack, the enemy takes 20 cold damage and is slowed until the end of your next turn. This effect lasts until the power bonus falls to +0 or until the end of the encounter.



PLAYING SHADAR-KAI

by Chris Sims

RACIAL TRAITS

Average Height: 5'7"-6'0"
Average Weight: 110-170 lb.

Ability Scores: +2 Dexterity, +2 Intelligence
Size: Medium
Speed: 6 squares
Vision: Low-light

Languages: Common, choice of one other
Skill Bonuses: +2 Acrobatics, +2 Stealth
Shadow Origin: Your ancestors were native to the Shadowfell, so you are considered a shadow creature for the purpose of effects that relate to creature origin.

Winterkin: Due to your connection to the Raven Queen, you gain a +1 racial bonus to Fortitude. You also gain a +2 racial bonus to death saving throws and saving throws against the unconscious condition.

Shadow Jaunt: You can use *shadow jaunt* as an encounter power.

Shadow Jaunt Shadar-kai Racial Power

You move like a wraith between two points, your body rematerializing slowly after you arrive at your destination.

Encounter ♦ Teleportation

Move Action **Personal**

Effect: You teleport 3 squares and become insubstantial until the start of your next turn.

Long eons in the Shadowfell have shaped the shadar-kai into a fiery and, some say, cruel people. Fighting the apathy pervasive in their home plane, shadar-kai live passionately and fearlessly, if grimly. They see themselves as instruments of death and dissolution, the bringers of the righteous end to complacency, stagnation, and life itself. Theirs is a harsh society of self-interest. Among shadar-kai, the strong of body and mind excel and create legends. The weak molder to dust, passing into eternity unremembered.

Play a shadar-kai if you want . . .

- ◆ to use your shadow origins to enhance your abilities with dark powers.
- ◆ to be part of a culture that values great deeds and great power.
- ◆ to be a member of a race that favors the avenger, bard, fighter, invoker, ranger, rogue, sorcerer, warlord, and wizard classes.

PHYSICAL QUALITIES

Shadar-kai are humanlike, but the weight of existence in the Shadowfell has shaped them to be slightly shorter and much thinner than their human counterparts. A shadar-kai has a colorless complexion that varies from alabaster to dark gray. Shadar-kai hair is similarly drab or raven black. Pale hair might have a hint of color within the range of human norms. The eyes are lustrous and black, lacking any white or obvious pupil. Shadows near a shadar-kai sometimes seem to reach out or deepen, especially when the shadar-kai is angry.

Although drab in natural appearance, shadar-kai are quite elaborate and idiosyncratic in personal adornment. They like dark and exotic clothing, jewelry, and weapons, often decorated with swatches of bright color. Hair is similarly ornate and often dyed. All shadar-kai embellish their skin with tattoos, scars, and piercings.

A shadar-kai could live longer than any eladrin. Few do, however; the consequences of extreme living keep them from seeing old age. Some simply fade away, disappearing into shadow and death, perhaps leaving behind a wraith as the soul passes into the Raven Queen's care.



PLAYING A SHADAR-KAI

The Shadowfell saps living creatures of creativity and the will to live. When shadar-kai moved to the Shadowfell ages ago, they were not immune to this depression. Numerous members of their early society gave in to ennui and simply slipped out of existence, driving the shadar-kai to change their lifestyle, embracing strong emotions and peak experiences. These practices, born out of necessity, became traditions over countless generations.

The current culture of the shadar-kai is a study in pushing boundaries. Shadar-kai welcome difficult tasks, as well as physical and emotional extremes, as a way of life. They learn to channel the darkness of the Shadowfell rather than allowing that darkness to consume them. And they accept death as the inevitable end for those who fail to attain the right amount of power or fame.

Shadar-kai embrace living with gusto. The limits of pleasure and pain distract them from the wearying melancholy of the Shadowfell. They also strive for personal greatness, so that if they fail to gain the actual ability to live forever, stories of their great deeds will grant a sort of immortality. In this search for personal glory, most shadar-kai ignore banalities such as comfort, morality, and safety.

The tattoos, scars, and piercings a shadar-kai wears have more than one purpose. They are a testament to the wearer's ability to withstand pain as well as a means of personal expression and decoration. Each decoration can also be a record of a deed done, an honor gained, or a misdeed declared.

These records are important, because personal merit is all a shadar-kai really has. Other signs of personal worth, such as wealth, are but manifestations of success—side effects. Money, for example, can be gained by chance. What matters is an affluent shadar-kai's ability to protect his or her holdings and the ability to gain more.

Although shadar-kai leave the Shadowfell to seek fortune in the world and among the planes, a few needs and wants drive a shadar-kai to return home from time to time. Most shadar-kai feel a basic need to visit the enveloping dimness of the Shadowfell at least intermittently. The plane is unlike even the darkest reaches of other planes. Obtaining new adornments and equipment in the proper style often requires a return to the Shadowfell. Shadar-kai also return to their gloomy settlements to spend time among those who see extreme, weird, or even deviant behavior as normal. And they come home to brag.

As a rule, shadar-kai are far from humble about their abilities and accomplishments. Boasting and bravado, called "crowing" among shadar-kai, are common in shadar-kai gathering places. Shadar-kai crow in battle, talking up their successes and speaking doom to their enemies. During birthdays and other celebrations, shadar-kai have what they call "crowing moots," where boasting is taken to the level of artistic and poetic ritual. In addition to the verbal jousting, moots often include, or degenerate into, physical competitions and duels among the participants. As with other deeds among shadar-kai, the greatest "crower" of a moot gains a token—a physical representation such as a tattoo—to commemorate

his or her victory. A few shadar-kai, known as doomspeakers, take this "crowing" custom to a supernatural level, becoming so adept at malediction that they can demoralize and sting their foes with dark threats and bloody predictions.

Truth be known, shadar-kai don't care if their bravado ultimately proves false. Despite their origin, they have no fear of defeat or agonizing death. What they truly dread is to live without having experienced life, fading into nothingness and being forgotten. Death in battle or even execution for a crime is a statement of a life lived. After all, shadar-kai are death's children.

The Raven Queen is a fair mother, if not a loving one. When the shadar-kai called upon her in ancient times, she answered. She still does. While she spares little love, she also never demands the love of her children. Almost all shadar-kai revere the Raven Queen, but each shadar-kai is free to choose his or her destiny and way of life, including religion.

Shadar-kai Characteristics: Ambitious, blood-thirsty, detached, excessive, grim, intrepid, rash, ruthless, sinister, thrill-seeking, unconventional, violent, zealous

Male Names: Albrek, Baden, Codren, Emul, Horiarn, Hutahn, Ioan, Lucyan, Mahahn, Niku, Ovid, Petru, Razvahn, Serbahn, Shathys, Teodahr, Vasylay, Zahar

Female Names: Afyn, Anka, Bahnka, Codruta, Doru, Dyon, Floahr, Ghita, Helayna, Ioana, Jenit, Katryn, Lucya, Markella, Nadya, Roduka, Sahyeh, Tabita, Yalda, Zyna

SHADAR-KAI RELIGION

Shadar-kai revere the commandments of the Raven Queen as societal traditions, and they have great places of worship for their favored deity. However, shadar-kai are far from monotheistic. They worship and respect numerous deities, usually among the unaligned gods. Warriors revere Kord, whose edicts of bravery and strength are wholly compatible with those of the Raven Queen. Magicians pay homage to Corellon, seeking macabre beauty and perfection in magic, and loun, for a philosophy of mental excellence. Sehanine has a special place in shadar-kai hearts for her teachings of following one's own destiny, keeping to the shadows, and seeking new experiences. The shadar-kai have a thriving if anarchic civilization, and its rulers, planners, and citizens pay homage to Erathis. Shadar-kai propitiate Melora for protection in the wilderness and success in the hunt.

Few shadar-kai openly worship extreme deities, good or evil. That said, far more evil gods appeal to the typical shadar-kai mindset than good ones. Authority figures among the shadar-kai rarely outlaw any form of deity worship. For that reason, shadar-kai society might be one of the few that actually allows true religious freedom with regard to the gods. Those who worship evil gods must still do so with care, lest their shrines fall to audacious shadar-kai hoping to prove their mettle. Demon worship, especially that of Orcus and his ilk, finds little tolerance even among the permissive shadar-kai.



SHADAR-KAI ADVENTURERS

Two sample shadar-kai adventurers are described below.

Boyahn is a shadar-kai avenger trained in Pelor's ways in a secret shrine in the city of Gloomwrought. Following Pelor is a form of rebellion against the traditions of his people. The sun is dim in the Shadowfell, and even the nonjudgmental shadar-kai find "sun worship" weird. But Boyahn embraces his "deviance" from shadar-kai norms as an ultimate expression of his individuality. Extreme in his asceticism, he eschews much of the negative sensuality that is part of his culture. He has not lost the ambition most shadar-kai carry in their hearts, however. Although he respects the Raven Queen, and his worship of Pelor is tolerated among shadar-kai, Boyahn plans to lead many of his people to Pelor and to broader connections with the world. His first goal is to become recognized as a capable hero by excising evil where he finds it, particularly evils even shadar-kai despise. To do so, he knows he must go into the world and find likeminded companions. Once he has secured a solid reputation, his example should be enough to make other shadar-kai turn to Pelor. Boyahn intends to encourage this and form a movement of light among his people. Whether the

authorities that favor the Raven Queen will oppose his goals remains to be seen. They might prove less aloof than their goddess—unless Boyahn can prove himself a fitting agent of death despite his service to Pelor.

Myruna is a shadar-kai warlord whose home region borders the worldly Underdark through thin Shadowfell barriers in nearby canyons. Dwarf settlements beyond those barriers are accustomed to shadar-kai traders and travelers, so Myruna decided to broaden her horizons in the world. She won some acclaim and wealth by protecting dwarf miners in the deeps, where she learned quickly how doughty the dwarves are as warriors. While celebrating victory among her new friends, Myruna found herself conversing with Hrunik, a dwarf mercenary fighter. His stories of the wealth and glory to be won by axe, spell, and courage stirred Myruna's typical shadar-kai drive to acquire power and glory. Hrunik, in turn, was impressed with her tactical knowledge and brashness. He invited her to join his band of mercenary comrades as their tactical leader. Her willingness to lead from the front and put herself at great risk for the success of the group has won respect. With her allies, she hopes to accomplish deeds worth crowing about when she returns home.

RACIAL FEATS

Shadar-kai have a number of feats all their own, as well as access to those tied to their Shadowfell origin.

HEROIC TIER FEATS

These feats are available to any shadar-kai character who meets the prerequisites.

BENIGHTED BIRTHRIGHT

Prerequisite: Shadar-kai

Benefit: You gain resist 5 necrotic and a +2 feat bonus to saving throws against ongoing necrotic damage.

BLIGHTING POWER

Prerequisite: Shadar-kai; bard, sorcerer, swordmage, warlock, or wizard class

Benefit: You gain a benefit with any of the following attack powers you know.

Booming Blade (swordmage, *FORGOTTEN REALMS Player's Guide*, page 27): If the target starts its turn adjacent to you and moves away, the damage dealt is necrotic and thunder damage. This power gains the necrotic keyword.

Dragonfrost (sorcerer, *Player's Handbook*®2, page 139): If you hit with this power, the damage dealt is cold and necrotic. This power gains the necrotic keyword.

Hellish Rebuke (warlock, *Player's Handbook*, page 132): If you hit with this power, the damage dealt is fire and necrotic. This power gains the necrotic keyword.

Ray of Frost (wizard, *Player's Handbook*, page 159): If you hit with this power, the damage dealt is cold and necrotic. This power gains the necrotic keyword.

Vicious Mockery (bard, *Player's Handbook* 2, page 69): If you hit with this power, the damage dealt is psychic and necrotic. This power gains the necrotic keyword.

BLOODTHIRSTY HUNTER

Prerequisite: Shadar-kai, ranger class, Hunter's Quarry class feature

Benefit: If you reduce your quarry to 0 hit points, you can immediately choose a new quarry as a free action. If you hit the new quarry before the start of your next turn, you can apply your Hunter's Quarry damage even if you already used it this round.

DARKWINTER WILD SOUL

Prerequisites: Shadar-kai, sorcerer class, Wild Magic spell source

Benefit: You can choose to resist cold or necrotic damage instead of rolling a d10 for your Wild Soul class feature.

DEATHWARD AEGIS

Prerequisite: Shadar-kai, swordmage, Aegis of Shielding class feature

Benefit: When you reduce damage with your Aegis of Shielding class feature, the same target also gains resist necrotic 5 until the end of its next turn. Increase this resistance to resist necrotic 10 at 11th level, and again to resist necrotic 15 at 21st level.

DEATHLY DISRUPTION

Prerequisite: Shadar-kai

Benefit: Your attacks ignore the first 5 points of necrotic resistance. This increases to 10 points at 11th level, and to 15 points at 21st level.

DEVIIOUS JAUNT

Prerequisites: Int 13, shadar-kai, *shadow jaunt* racial power

Benefit: You can add your Intelligence modifier to the distance you teleport with *shadow jaunt*.

EXPERT CHAINFIGHTER

Prerequisite: Proficient in spiked chain, shadar-kai, any martial class

Benefit: You gain a benefit with any of the following exploits you possess.

Deft Strike (rogue, *Player's Handbook*, page 118): You can use a spiked chain with this power. If you are wielding a spiked chain, you can move 2 squares before or after making the attack, and you can treat your Sneak Attack damage as necrotic damage for this attack.

Dual Strike (fighter, *Martial Power*, page 7): If you are wielding a spiked chain, you can treat it as though you are wielding two melee weapons (the spiked chain is considered both your main hand and your off-hand weapon). You can shift 1 square before, between, or after the two attacks.

Brash Assault (warlord, *Martial Power*, page 103): If your target hits you with the attack granted by this power and you are wielding a spiked chain, the target takes necrotic damage equal to your Strength modifier.

Twin Strike (ranger, *Player's Handbook*, page 105): If you are wielding a spiked chain, you can treat it as though you are wielding two melee weapons (the spiked chain is considered both your main hand and your off-hand weapon). You can shift 1 square before, between, or after the two attacks.

LIFE ON THE EDGE

Prerequisites: Shadar-kai

Benefit: Whenever you spend an action point while you are bloodied, you gain a +2 bonus to all rolls you make during the granted extra action.

REAPER'S TOUCH

Prerequisites: Shadar-Kai; invoker, sorcerer, warlock, or wizard class

Benefit: You gain a benefit with any of the following attack powers you know.

Avenging Light (invoker, *Player's Handbook 2*, page 103): This power gains a range of Melee touch in addition to its normal range. You can use it as a melee basic attack.

Acid Orb (sorcerer, *Player's Handbook 2*, page 138): This power gains a range of Melee touch in addition to its normal range. You can use it as a melee basic attack.

Dragonfrost (sorcerer, *Player's Handbook 2*, page 139): This power gains a range of Melee touch in addition to its normal range. You can use it as a melee basic attack.

Eldritch Blast (warlock, *Player's Handbook*, page 132): This power gains a range of Melee touch in addition to its normal range. You can use it as a melee basic attack.

Magic Missile (wizard, *Player's Handbook*, page 132): This power gains a range of Melee touch in addition to its normal range. You can use it as a melee basic attack.

SHADAR-KAI BEAST

Prerequisites: Shadar-kai, *shadow jaunt* racial power, ranger, Beast Mastery class feature

Benefit: Your beast companion gains the shadow origin instead of the natural origin. It gains +2 to death saving throws and to saving throws against the unconscious condition, as well as a +2 racial bonus to Stealth.

When you use your *shadow jaunt* racial power, you can teleport your beast companion the same distance that you teleport. You choose which one of you is insubstantial at the end of the teleport.

WINTER FAVORED

Prerequisite: Shadar-kai

Benefit: You gain resist 5 cold and a +2 feat bonus to saving throws against ongoing cold damage.

PARAGON TIER FEATS

These feats are available to any shadar-kai character of 11th level or higher who meets the prerequisites.

BRAVURA SHROUD

Prerequisites: 11th level, shadar-kai, warlord class, Bravura Presence class feature

Benefit: Whenever an ally chooses to benefit from your Bravura Presence class feature, that ally gains concealment until the end of his or her next turn.

GHOSTLY REJUVENATION

Prerequisites: 11th level, shadar-kai

Benefit: When you use a power with the healing keyword on an ally, one target of that power can also become insubstantial until the end of his or her next turn.

MARKED JAUNT

Prerequisites: 11th level, shadar-kai, fighter, Combat Challenge class feature

Benefit: If an enemy you have marked makes an attack that doesn't include you, you can use *shadow jaunt* as an immediate interrupt to teleport adjacent to that enemy and then make your Combat Challenge attack, as long as that enemy is within range of *shadow jaunt*.



REACTIVE JAUNT

Prerequisites: 11th level, shadar-kai, *shadow jaunt* racial power

Benefit: You can use *shadow jaunt* as an immediate reaction, triggered when an enemy damages you.

SEQUESTERING JAUNT

Prerequisites: 11th level, shadar-kai, avenger

Benefit: When you are adjacent to the target of your *oath of enmity* and you use your *shadow jaunt* power, you also teleport your *oath of enmity* target the same number of squares. Your *oath of enmity* target must end the teleport adjacent to you.

SHADOWED AEGIS

Prerequisite: Shadar-kai, swordmage, Aegis of Assault class feature

Benefit: When you teleport due to your Aegis of Assault class feature, you also become insubstantial until the end of your next turn.

EPIC TIER FEATS

These feats are available to any shadar-kai character of 21st level or higher who meets the prerequisites.

BLADE OF THE RAVEN QUEEN

Prerequisites: 21st level, shadar-kai, swordmage

Benefit: Your spells that deal cold damage instead deal cold and necrotic damage and gain the necrotic keyword.

DEATHLESS WARRIOR

Prerequisites: 21st level, Con 13, shadar-kai

Benefit: If a melee or a close attack would reduce you to 0 or fewer hit points, reduce the damage taken by 5 + your Constitution modifier.

ENMITY'S DARK VIGOR

Prerequisites: 21st level, shadar-kai, avenger

Benefit: When your *oath of enmity* target hits you, you gain temporary hit points equal to your Wisdom modifier.

SPIRIT JAUNT

Prerequisites: 21st level, shadar-kai, *shadow jaunt* racial power

Benefit: When you use *shadow jaunt*, you also gain phasing until the end of your next turn.

SHADAR-KAI IN YOUR CAMPAIGN

Any campaign that has a place for death, shadow, and/or the Shadowfell also has a place for the shadar-kai. In the fantastic world of the *DUNGEONS & DRAGONS* game, grim agents of death as a neutral force give players a lot to explore. The iconic shadar-kai chainfighter or dual-katar-wielding warrior—perhaps a ranger, rogue, or fighter—is just the beginning of the possibilities. Shadar-kai embrace death and a warrior lifestyle, but they also respect individual expression and capabilities. As a people, they respect magic and its ability to augur where the threads of fate lead. Each shadar-kai is tied to the Raven Queen and her philosophies but is free to choose a path that might lead away from the gloom of the Shadowfell. As death-bringers and glory-seekers, shadar-kai are born to adventure.

If the shadar-kai presented here, as they are in the core D&D game, don't fit your world, numerous possibilities exist to allow players access to this fascinating race. One such alternative is that the shadar-kai are

strange fey in service to the Winter Court of the Feywild. This angle takes the shadar-kai back to their roots in 3rd Edition's *Fiend Folio*[™]. It also leaves the shadar-kai largely intact mechanically, with a connection to winter, death, and mercilessness. Instead, perhaps the shadar-kai are mortal folk who fought on the side of the Primordials in the Dawn War. With the defeat of the ancient elementals, the gods cursed the shadar-kai or the shadar-kai exiled themselves to shadow. Maybe the shadar-kai are simply natives of the Shadowfell, like the eladrin are to the Feywild. Even if no plane of shadow exists in your campaign, shadar-kai could arise from mortals who live near areas tainted by death energy. They could be cursed by some ill deed in the past and striving to undo their fate. A unique individual that is like a shadar-kai could arise from such situations, tainted by death or bearing a family curse related to darkness.

SPIKED CHAIN MASTERY

Shadar-kai have an affinity for wicked weapons such as the spiked chain, and some of their warriors gain extreme proficiency with the spiked chain. To do so, you must select the Spiked Chain Training weapon mastery feat (see below). This feat is a class-specific multiclass feat that treats the spiked chain as a specific class. In addition to specialized proficiency, this feat grants you access to power-swap feats. As with other class-specific multiclass feats, once you take one, you can't take another class-specific multiclass feat for a different "class" unless another rule allows you to do so.

READING A POWER

Level Swap: This entry tells you how a power changes if you swap a power of the indicated level or higher for it. You cannot have a power of the same name at two different levels.

SPIKED CHAIN TRAINING [MULTICLASS SPIKED CHAIN]

Prerequisites: Dex 13

Benefit: You gain proficiency with the spiked chain. You can treat the spiked chain as a double weapon and as a light blade. As a double weapon, the spiked chain deals 2d4 damage on each end, and it gains the off-hand property.

SPIKED CHAIN NOVICE

Prerequisites: 4th level, Spiked Chain Training

Benefit: You can swap one 3rd-level or higher encounter attack power you know for the *chain trip* power.

Chain Trip

Spiked Chain Attack 3

You lash out with your chain and jerk your foe to the ground.

Encounter ♦ Weapon

Requirement: You must be wielding a spiked chain.

Standard Action **Melee weapon**

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 1[W] + Dexterity modifier damage, and you slide the target 2 squares or knock it prone.

Level 13 Swap: 2[W] + Dexterity modifier damage.

Level 23 Swap: 3[W] + Dexterity modifier damage.

SPIKED CHAIN EXPERT

Prerequisites: 8th level, Spiked Chain Training

Benefit: You can swap one 6th-level or higher utility power you know for the *chain ward* power.

Chain Ward

Spiked Chain Utility 6

You take a sidelong stance, whirling your chain above your head and watching your foes with sharp, opportunistic menace.

Daily ♦ Stance, Weapon

Requirement: You must be wielding a spiked chain.

Minor Action **Personal**

Effect: Until the stance ends, you gain threatening reach (2 squares) with the spiked chain.

SPIKED CHAIN SPECIALIST

Prerequisites: 10th level, Spiked Chain Training

Benefit: You can swap one 9th-level or higher daily attack power you know for the *spiked shackles* power.

Spiked Shackles

Spiked Chain Attack 9

With remarkable dexterity, you wrap your foe in your chain, allowing you to squeeze the spikes home and control your enemy's movement.

Daily ♦ Weapon

Requirement: You must be wielding a spiked chain.

Standard Action **Melee weapon**

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 1[W] + Dexterity modifier damage.

Level 19 Swap: 2[W] + Dexterity modifier damage.

Level 29 Swap: 3[W] + Dexterity modifier damage.

Miss: Half damage.

Effect: The target is grabbed (the target takes a -2 penalty to escape if the attack hits). While you have the target grabbed this way, you can slide it 1 square as a minor action. Until this grab ends, you cannot make attacks with the spiked chain you are using to grab the target. You can sustain this grab only as long as the target remains within 2 squares of you; when you sustain the grab, you deal the target 1[W] damage.

SHADAR-KAI ORIGIN

Shadar-kai were once humans, native to the world. They were all members of an extended tribe who called themselves Shadar-Kai. These early humans had seen the abuses Nerull, once god of death, perpetrated on the souls who passed into his power. They also feared the unknowable reaches of death into which most souls pass even now. When the Raven Queen slew Nerull and ascended to godhood, in an age now largely forgotten, the Shadar-Kai struck a deal with her. They promised to serve as her mortal agents, and in exchange, she gave them incredibly long life and freedom from frailty. The shadar-kai believe that, through their pact, they became the chosen people of death and winter.

The Shadar-Kai moved to the Shadowfell, setting up their communities on the borders of Letherna, the Raven Queen's domain. Life in shadow changed the humans, reshaping them and altering their appearance. Eventually, they were so different from humans that they became a distinct species. As they expanded

their territory in the Shadowfell and began interacting again with the mortal world, the tribal name became the name for their race.

Through their pact with the Raven Queen, each shadar-kai is an instrument of death and fate. The Raven Queen doesn't demand worship from the shadar-kai, although she receives it in abundance. She demands only that they observe the pact by keeping her commandments regardless of other beliefs. So most shadar-kai hold no pity for the dying and try to punish those who defy fate. But shadar-kai also believe that nobody truly knows what fate holds.

Individual shadar-kai, therefore, seek to make the best of all possible fates. A shadar-kai lives in extreme ways not only to throw off the apathy of the Shadowfell but also to test fate and ensure that he or she has a great destiny. All shadar-kai hope for some sort of immortality, whether as a lasting legend, a sorrowsworn servant of the Raven Queen, or something else entirely. These beliefs lead shadar-kai to great deeds and to weed out the unfit. As a result, the shadar-kai people are very active and successful across all of creation, expanding their influence on the fate of all.

PARAGON PATHS

The following paragon paths play on shadar-kai tradition and culture.

ABIDING REAPER

"You've evaded death long enough. Now it has found you."

Prerequisites: Shadar-kai

Regardless of your religious bent, the traditions of your people run strong in your veins. Those veins have spilled your own dark blood for fated deeds; and those deeds have, in turn, moved you along the road to fulfilling the dream almost every shadar-kai holds in mind and heart. The natural course of your life seems to be to fulfill your people's ancient pact against all those who stand in opposition to departing creation. Whether through your intentional strengthening of your shadar-kai nature or by happy chance, your body has grown strong in the delivery of death. You are drawn to those who defy death and fate, especially creatures that have immortality—natural or otherwise. To such ones you deliver the sweet freedom of death, sending them into the arms they sought to avoid. Their resistance is for naught. You are a representative of the inevitable. In your terrifying strength you abide—perhaps one day in immortality justly granted, but certainly in legend.

ABIDING REAPER PATH FEATURES

Deathly Action (11th level): When you spend an action point to make an attack, that attack ignores all resistances and insubstantial and shuts down the target's regeneration (if any) until the end of your next turn.

Blood Calling (11th level): Whenever you bloody a target, that target grants you combat advantage until it is no longer bloodied.

Hardened Spirit (16th level): Whenever a creature makes an attack against your Fortitude or Will and misses, you gain temporary hit points equal to one-half your level + your Constitution modifier.

ABIDING REAPER POWERS

When you choose the Abiding Reaper paragon path, you choose the ability score on which you base your melee attack and damage rolls. The chosen ability score should match that of your primary class, such as Strength for a fighter. When an Abiding Reaper power refers to a "chosen ability," use the ability score you chose and its modifier.

Reaping Disruption Abiding Reaper Attack 11

Through your strike, you disrupt the flow of your foe's life force, shattering its natural resilience.

Encounter ♦ **Weapon**

Standard Action Melee weapon

Target: One creature

Attack: Chosen ability vs. Fortitude

Hit: 3[W] + chosen ability modifier damage, and the target gains vulnerable 5 to all damage (save ends).

Fearsome Revival Abiding Reaper Utility 12

Just as your injuries overwhelm you, you hear the voice of the Raven Queen, and it vitalizes your soul. To the shock of your adversaries, you stand instantly, unleashing a vigorous shout.

Encounter

No Action Personal

Trigger: You fail a death save

Effect: You reroll your death save with a +5 bonus. If this roll's result is 20 or higher, in addition to being able to spend a healing surge, you can also immediately stand (no action).

Reaper's Repast Abiding Reaper Attack 20

Your devastating strike channels some of your enemy's vitality into you.

Daily ♦ **Weapon**

Standard Action Melee weapon

Target: One creature

Attack: Chosen ability vs. Fortitude

Hit: 4[W] + chosen ability modifier damage.

Miss: Half damage.

Effect: You can spend a healing surge.

DOOMSPEAKER

"The end of your days is here, for the strongest enemy you have ever faced stands before you. Your doom lives within me."

Prerequisites: Shadar-kai

The crowing moot of the shadar-kai is your playground, where your myth is in the making. Your accomplishments are known among your peers and written indelibly on your body. Words have you woven before your equals and lessers, telling the story of what you have done and where you have gone. Ever have you emerged undefeated. Doubt you've rebuffed with proof, perhaps even a gory show of strength. In the face of your enemies, you speak of their last moments and your inevitable victory. Maybe you even learn all you can about your greatest foes, telling them how the twisted path of history has led them into your reach and, ultimately, to doom. You have mastered the art of crowing to the level of the mystical. Oaths and boasts you make carry with them the fearsome shadow of fate. Adversaries quail before your bold speech, and your allies know what you say is a promise, not a hope. You're proof that bragging isn't really bragging if what you say is true.

DOOMSPEAKER PATH FEATURES

Rattling Action (11th level): Whenever you spend an action point to make an extra attack, the attack power you use is considered to have the rattling keyword (see Doomspeaker Powers).

Fearmonger (11th level): Whenever you make an attack with a power that has the rattling keyword, the target still suffers the rattling effect even if your attack misses.

Thrive on Fear (16th level): When you use a power that has the rattling keyword and reduce the target to 0 hit points, you can immediately spend a healing surge as a free action.

DOOMSPEAKER POWERS

The doomspeaker's powers make use of the following keyword, which appears in *Martial Power* and *Player's Handbook 2*.

Rattling: If you are trained in Intimidate and you deal damage with an attack that has this keyword, the target takes a -2 penalty to attack rolls until the end of your next turn. A creature immune to fear is not subject to this penalty.

Unnerving Boast Doomspeaker Attack 11

Your terrifying avowal echoes in the hollow and short future your enemies now expect as you come for them.

Encounter ♦ **Psychic, Rattling**

Free Action Close burst 3

Trigger: You bloody an enemy or reduce an enemy to 0 hit points

Target: Each enemy in burst

Attack: Charisma + 4 vs. Will.

Level 21: Charisma + 6 vs. Will.

Hit: 2d10 + Charisma modifier psychic damage.

Quickened Coercion Doomspeaker Utility 12

With hateful glares, biting words, and bloody evidence, you quickly cow your foes and prove their inferiority.

Encounter ♦ **Fear**

Minor Action

Effect: You can make an Intimidate check against an enemy's Will defense. If you succeed, that enemy grants combat advantage to you until the end of your next turn.

Special: If you score a critical hit with any attack, you regain the use of this power.

Doomcaller's Promise Doomspeaker Attack 20

You bring your enemies to a standstill with your ritual boasting, giving you and your allies a window of opportunity.

Daily ♦ **Psychic, Rattling**

Free Action Close burst 5

Trigger: You bloody an enemy or reduce an enemy to 0 hit points

Target: Each enemy in burst

Attack: Charisma +6 vs. Will.

Hit: 2d10 + Charisma modifier psychic damage, and the target is dazed and slowed (save ends both).

Miss: Half damage.

SHADAR-KAI IN FORGOTTEN REALMS

In the FORGOTTEN REALMS campaign setting, shadar-kai began appearing in large numbers, born among human citizens of Shade a generation after the Netherese city returned from shadow to the world. They also exist as former humans from Shade who made their own way in shadow, independent of Netheril. In the wilds of Faerûn's Shadowfell and the worldly Underdark,

shadar-kai have enclaves with a unique society unlike that of Netheril and more like that described here. Netherese shadar-kai tend to be much more sinister. Each of these instances serves as an example of the potential for the inclusion of shadar-kai in other campaign worlds.

EPIC DESTINY

The following epic destiny is the ultimate fate for which countless shadar-kai vie.

RAVEN CONSORT

All your oaths are fulfilled, and your destiny is sealed with your legendary deeds. Death now loves you more than any other.

Prerequisites: 21st-level, shadar-kai, must worship the Raven Queen

Your journeys have seen you conquer uncountable dangers as a paragon of the shadar-kai people. You have traveled the planes as a committed representative of the pact that shapes shadar-kai traditions. In your way, you've shown death the respect it deserves and your deific matron true devotion, never shrinking from your duty. Through obedience to shadar-kai "convention," you've brought down foes few could imagine, much less face. Still you stand. Beings across the cosmos know and fear you as an envoy of fickle fortune. Even those who don't know you sense that you are beloved by death herself, now on the brink of the greatest reward all shadar-kai could hope for.

IMMORTALITY

Unwavering in your fidelity to your goddess and the creed she set before your people, you have become the greatest among your kind. Your name shall be a dark reminder for ages to come to all shadar-kai who aspire to greatness. Perhaps you have even warmed the bleak heart of winter and risen above those who must merely join the ranks of the sorrowsworn.

The Queen's Right Hand: Your final doom is done, and you have emerged whole and gloriously alive. Death has not fled from you, but she has instead pulled you close under her black wings. Although even gods can die, you are all but eternal in body and in fable.

Now is the time to go before your beloved queen and receive your greatest rewards. To you might be granted dominion over the borders of Letherna and command over the Raven Knights, sorrowsworn nobles who watch those lands. If this is the preordained time, exarch of Letherna, perhaps you'll marshal the Raven Queen's forces to bring death to all of her remaining enemies.

Whatever the case, you stand proudly beside the deity of your people as an icon of what others can achieve. You serve her as advisor, confidant, and perhaps even lover. What will you do now that you alone have the most influence with your goddess? Might you intercede for your people? the dead? those great ones, heroes and villains who stride the cosmos still . . . in your shadow?

Does the thirst for power still burn within you, overriding your ardor in the end? You know as well as the Raven Queen, who herself slew an elder god of the dead, that death can die. Could the very throne of your goddess one day be yours?

RAVEN CONSORT FEATURES

Quickened Corpus (21st level): You gain a +2 bonus to Constitution and gain a number of additional hit points equal to your new Constitution modifier. You don't take the death penalty when the Raise Dead ritual is used to return you to life.

Cycle of Life (24th level): Whenever you make a death saving throw, you gain a cumulative +2 bonus to saving throws and all defenses until the end of the

SHADAR-KAI IN EBERRON

In the EBERRON® campaign setting, shadar-kai are much the same as presented in this article. They were once human, and in their fear of death they made a ritual pact with the Traveler and moved to Dolurrh. Now they are grim inhabitants of the Shadowfell who fight against the apathy and gloom of that place by living frenzied, unpredictable lives. Most shadar-kai revere the Dark Six, favoring the Traveler and his doctrine of cunning, change, and deception. Although shadar-kai tend to be unaligned, many of them also venerate

the Shadow, the Fury, and the Mockery—the latter of which gives shadar-kai their tradition of ritual tattooing, scarification, and body piercing as a way to combat fading into Dolurrh's shadows. A few shadar-kai also worship Balinor, for the hunt, and Dol Dorn, for prowess in war. From their settlements in the Shadowfell, shadar-kai venture to all corners of Eberron in search of experiences, wealth, and power. They prefer the cities of Khorvaire, such as Sharn, where they can mix into the chaos of urban life.

encounter. Each time you make a death saving throw, the bonus stacks with any existing bonus from previous death saving throws.

Additionally, if you get a result of 20 or higher on a death saving throw, you do not spend a healing surge but still regain hit points equal to your surge value.

Death's Companions (30th level): Whenever you kill a creature, a lich vestige (see *Monster Manual*, page 176) forms from that creature's corpse. Until the end of the encounter, you treat the lich vestige as if you have it dominated. At the end of the encounter, any lich vestiges that rose to serve you during the encounter are immediately destroyed.

RAVEN CONSORT POWER

Vitality Eternal

Raven Consort Utility 26

Your body, mind, and spirit are connected perfectly, shaking off the most debilitating effects.

Daily

No Action

Personal

Effect: If you are subject to one or more effects that a save can end, you immediately save against all those effects.



CHRIS SEAMAN

BEHIND THE CURTAIN: DON'T LET THE GLOOM OVERWHELM YOU

Shadar-kai were reconcepted in 4th Edition as a race of ancient humans who, in their fear of death, made a deal with the Raven Queen. We intended shadar-kai to be edgy and dark. What we didn't intend was for the shadar-kai to be watered down into sadomasochistic deviants who remain in a perpetual, affected state of melancholy. What I hoped this article would get across is that shadar-kai are experience junkies for a good reason.

Adrenaline, extreme emotion (including joy and love), mastery of difficult arts, and peak experiences (pain among them) are what shadar-kai are after. Shadar-kai challenge themselves, each other, and their companions to truly live. Shadar-kai not only want genuine experiences, they need such experiences. They face and express their true emotions, rather than pretending not to feel something the way other people might. That means shadar-kai are open in a way unusual among humanoids.

What excites me about this fact is the roleplaying opportunities it opens up for players and DMs. Of course shadar-kai make fantastic villains, antiheroes, and dark heroes, grim and full of bloodlust. But a shadar-kai character can express all sorts of emotions and any sort of extreme behavior.

When you play a shadar-kai, don't allow yourself to be pigeonholed. If you like the dark flavor, that's perfectly fine. Play it to the hilt. But you can enjoy a shadar-kai character that plays against the false assumptions. If anything, shadar-kai defy stereotypes—especially PC shadar-kai.

—Chris Sims



ART OF THE KILL

by Robert J. Schwalb

Oblivious to the fact he was dead, the noble sucked grapes from the stem and rested his feet on the back of a slave. His killer, Rook, stood unseen in shadows cast by an overhanging balcony. The bolt that would soon nest in the noble's neck sat in the hand crossbow held in Rook's firm grip, its black shaft green with venom.

Rook didn't move, and his target remained blissfully unaware that in a moment Rook would quench his life's flame with all the concern of a lamplighter snuffing a streetlight at dawn. The noble laughed at a jest. The painted courtesans tittered. Rook's finger kissed the trigger.

The crossbow made only the faintest sound as it released the bolt. A dark streak, a surprised grunt, a clattering goblet, a sharp intake of breath, and screams. It was over.

Rook vanished into a black pall, slipping through his drow-born supernatural gloom to make good in his escape. Another offering to the Raven Queen—another wretch silenced and sped to whatever lay beyond.

Free from the noble's manor, Rook slipped between two row houses. The streets came alive with shouts and the whistle blows of the watch. Rook ran down a crooked avenue. He remembered his companions, good and noble souls all, awaited him at the Salty Mug. Their employer was to meet with them at dawn to discuss their next expedition. It wouldn't do for his comrades to know about his nocturnal adventures. They wouldn't understand the price exacted by his cold mistress and the penance he must still pay for betraying her so long ago.

For four editions of the DUNGEONS & DRAGONS game, assassins lurked in one form or another, sometimes as heroes of sinister means or as heartless murderers, slaying for fortune. They have also been presented as dread villains and relentless antagonists who wait for the moment to strike and write the final chapter in the heroes' lives. Killing is part of an adventuring career for most, but others shape this necessary skill into art and even into destiny.

This article offers a look into the bloody trade, and it presents new techniques for those who desire to employ tactics that could one day place them among the world's most infamous killers. With the new rules and background material presented here, just about any character can develop talents to become deadlier.

The D&D game has plenty of such killers already. The shadow assassin (*Player's Handbook*, page 128), cloaked sniper (*Martial Power*, page 88), death dealer (*Martial Power*, page 90), and zealous assassin (*Player's Handbook 2*, page 47) paragon paths combine with the Perfect Assassin epic destiny (*Martial Power*, page 156) to offer ways to theme your character as a lethal slayer. This article doesn't undermine existing and future options. Instead it takes expert killing out of the rogue's domain and brings it into the wider realm of PC options by offering new avenues to develop deadly and subtle talents to dispatch enemies.

KILLING FOR A LIVING

Death is a grim trade for those not above using treachery and subterfuge to eliminate their prey. A dubious art to be sure, murder is efficacious in silencing the enemy, and thus it finds its masters in assassins, thieves, enforcers, and, of course, adventurers. Those who study the art are among the greatest killers in the world, second only to the shadowy true assassins.

For all its sinister overtones, the art of murder is more than a method for quick kills. The noble murderess with poison hidden in her ring might dabble in its forms, as could the callous street thug armed with a club and terrible temper. Aristocratic spies, religious zealots, dark wizards, hooded executioners, and others can all find use in these murderous methods. Many who practice this art are soulless villains who kill guilty and innocent alike provided the pay is high enough. But killers can enter the trade for many reasons—to gain justice denied them, for self-preservation, or to hone talents to fight back against other dangers. Establishing the reasons for your trade can help shape how your character functions in the world and in your group, provide justifications for your alignment choices, and gives you objectives and quests as the campaign unfolds.

BEHIND THE CURTAIN: ASSASSINS VS. ASSASSINS

D&D has plenty of assassins. We have paragon paths for the avenger, rogue, and ranger, and even an epic destiny or two that take these concepts to their natural conclusions. Furthermore, the assassin class for *Dragon Magazine* provides a full-fledged killer you can play out of the gate at 1st level, although this idea wasn't fully formed when I started design. Did we need yet another assassin in the game?

I think so, and here's why: As awesome as the assassin is, the class has a strong magical side in keeping with the flavor of the shadow power source. This certainly follows the model of 3rd Edition's assassin prestige class, but the 4th Edition class gives you more than the cold-blooded killer one might expect to find lurking in the shadows of your average city. What about the folks who are just good at sneaking around and sliding a knife into their enemies' backs? Some paragon paths definitely demonstrate what an assassin can do, but you can't explore these themes until your character gets to 11th level.

So this article's main purpose was to provide a template for martial and other classes to let them behave like assassins, but in non-magical ways. Technique feats help PCs modify their at-will powers to match their altered fighting styles, while multiclass and weapon training feats offer new mechanisms for specializing in particular categories, all to give non-shadow adventurers the tools they need to be effective and lethal killers.

—Robert J. Schwalb

MURDEROUS BACKGROUNDS

The easiest way to build your character's history and lay the groundwork for motivations and behavior in the game is to select an appropriate background. The *Player's Handbook 2*, *FORGOTTEN REALMS Player's Guide*, and several *Dragon* articles offer a wide range of background options, many of which are suitable for characters who study the slayer's art. The following backgrounds—a mix of occupations and events—help justify your place in just about any adventuring group.

When choosing your background, you can add one of the associated skills to your list of class skills, gain a +2 bonus to checks involving one of the associated skills, or gain fluency in the suggested language.



BOUNTY HUNTER

You hunted down fugitives from justice, tracking them down and bringing them in for the rewards on their heads. What drew you to this trade? Did it matter to you if the fugitive was guilty or innocent? Did anyone ever escape your clutches? Who was your most notorious captive?

Associated Skills: Perception, Stealth

Suggested Language: Any one other than Abyssal or Supernal

EXECUTIONER

You were the hand of justice—an executioner charged with dispatching the guilty. Did you enjoy this work or did it sicken you? What was your preferred method, pulling a lever, swinging an axe, or another way? Did you execute any famous personages?

Associated Skills: Bluff, Intimidate

FOE KILLER

You fought and killed your people's enemies. What sorts of creatures do you define as enemies of your people? Do you target members of a humanoid race, such as goblins? Or do you hunt monstrous threats such as aberrant horrors or undead? How does your long experience fighting these creatures shape your personality? How do you react when you encounter this enemy?

Associated Skills: Insight, Perception, or the knowledge skill that best relates to your enemy

Suggested Language: The language commonly spoken by your enemy

GUERRILLA

You fought for your oppressed people, working in the shadows to free them from their oppressors. Were your people conquered? by whom? What sorts of tactics did you employ? Did you succeed in freeing your people or are they still enslaved?

Associated Skills: Perception, Stealth

HURED KILLER

You killed people for a living. Were there jobs you wouldn't take? What led you to this line of work? How did it affect you? What made you change your life? Did you ever kill an innocent? How do you deal with the memories from this time in your life and how do they shape your decisions now? What sorts of techniques did you use? Were you a sniper or did you close on your target?

Associated Skills: Athletics, Stealth

Suggested Language: Secret language

SECRET LANGUAGES

If you're a DM, Thieves' Cant, Druidic, Drow Sign Language, and other secret languages might exist in your game world. Some organizations develop such secret languages to facilitate the safe exchange of information, whether it serves to warn, to pass along a potential job, or to reveal an important detail about a place, person, or threat. The lexicon varies with the organization. Some secret languages are full-fledged tongues, while others are coded with double-talk, jargon, or a jumbling of other languages.

Secret languages sometimes use secret signs for written and visual communication. Most signs are innocuous, easily overlooked, and capable of blending into their environment. A traveler versed in Beggar's Cant might leave an arrangement of stones in front of a farmstead's fence to describe the farmer, either warning off other travelers or to name the farmer a friend, with a guarantee of a warm meal and bed to those in need.

If you use secret languages, player characters can gain them only from a background benefit or from the Linguist feat or any other feat that grants fluency in a language. The characters might also learn such a language as a form of reward in an ongoing campaign.

TRUE ASSASSINS

Those who study the art of murder invariably hear rumors about other killers whom some regard as true assassins. No one knows with certainty if these people or creatures exist, so they relegate them to legend and myth. Where the tales agree, they paint these mysterious figures as creatures of the night, having no need for the tricks and tools used by their lesser ilk. Some say they can step through walls, blend into the stuff of shadows, alter their appearance at will, and command the gloaming to do their bidding. If these true assassins exist, they have left behind no witnesses—only questions and chilling fear.

HUNTER

You are a skilled hunter. Did you hunt animals or monsters? Did you hunt to support a family or were you a loner? What sorts of weapons did you use? What brought you out from the wilderness? How do you use your hunting techniques as an adventurer?

Associated Skills: Nature, Perception, Stealth

INFILTRATOR

You infiltrated enemy ranks, working from within to ferret out secrets or disrupt plans. Who did you work for? Did you operate within a noble's court, for an army, or for a secretive organization? Was it an individual, an organization, or a nation? What identities did you assume? Were you ever discovered? If so, how did you escape?

Associated Skills: Bluff, Stealth

Suggested Language: Any one other than Abyssal or Supernal

MYSTIC SLAYER

You were a trained killer who focused on eliminating magical or magic-using targets. For whom did you work? How did you train for this occupation? What lessons did you learn from your experiences? How does your past affect your relationship with other player characters who use magic?

Associated Skills: Arcana, Stealth

Suggested Language: Draconic

POISON MASTER

You were a master of poisons. How did you learn this trade? What sorts of enemies did you use poison against? Why are poisons your preferred tools? Did you use these concoctions yourself or did you sell them? If you sold them, what made you stop?

Associated Skills: Nature, Thievery

PUNISHER

You were wronged at a point in the past and you worked for revenge, perhaps turning to a life of punishing similar wrongdoers. Who wronged you? Did they harm you directly or hurt someone you loved? Did you achieve the revenge you sought? When you got it, what did you do next? If you're still working toward revenge, how do you plan to get it?

Associated Skills: Intimidate, Streetwise

REVOLUTIONARY

You fomented rebellion in your homeland. What sort of government did you fight? What sorts of crimes and injustices did it commit? Were you successful? What happened to the people you helped? Or did you fail? Are the people worse off? What sorts of tactics did you use?

Associated Skills: History, Streetwise

THIEF

You were a thief. Were you a cutpurse, a burglar, a grifter, or something else? Were you driven to thievery by necessity? Were you part of a guild or syndicate, or harassed by one as an independent operator? Are you still a member or still hunted? If so, where is the guild based? If not, why did you leave—or why did the guild let you be? Was the parting amicable or are there people out there looking to settle a score with you?

Associated Skills: Stealth, Thievery

Suggested Language: Secret language

THUG

You were a thug, such as an enforcer, a tough, or a bodyguard. Did you work for anyone? If so, who? What sorts of missions did you undertake? Were you feared in your community? Or did you stand up for those who were too weak to protect themselves? Why did you leave? Did you leave behind any enemies?

Associated Skills: Athletics, Intimidation

Suggested Language: Secret language

ZEALOUS SLAYER

You had a revelation from the gods, or you think you did, and saw it as your life's work to destroy the enemies of your faith. Who or what appeared to you? Was it a person, or did the idea come to you in a dream? Who do you define as an enemy of your faith? How does your vision fit with other representatives of your faith? Are you a rogue element or an accepted member of a religious organization?

Associated Skills: Endurance, Religion

KILLER ALIGNMENT

Under most definitions, a person who kills for money is evil. Should not the practitioners of the slayer's art be evil? Throughout the game's long history, assassins have been described as such. In the AD&D® *Player's Handbook* and in 2nd Edition's *Scarlet Brotherhood*, only evil characters could become assassins. In both versions of 3rd Edition, only evil characters could advance into the assassin prestige class. With such a legacy, it might be tempting to continue as before and restrict the options presented in this article to the rare groups of evil adventurers, but doing so closes the door on interesting and exciting character concepts.

Actual murder for profit can't be conceived as anything but evil, though not all who work in the blood trade murder for profit. In fact, the first assassins were militants who specialized in murder as a political tool to defeat figures responsible for persecution or tyranny. Killers chose their targets carefully, relied on blades to ensure a swift and public death, and planned their strikes to avoid unnecessary casualties and protect innocents from harm during the attack. Other similar killers worked for religious purposes, refusing even to spill blood in their work.

From a certain point of view, a killer might save lives, since the murder of a highly placed figure enables political, social, or ideological change without the necessity of war. A pragmatist might go so far as to say such a murder is a blessing, since the ends justify the means. Murder is murder, and from the act comes the ethical quandary as to whether a killer, even one who serves a good cause, can be anything but evil.

Within the context of the *DUNGEONS & DRAGONS* game, alignments provide the basic architecture for character morality, or the framework around which a player might construct a character's ethical views and what a character is willing to do and tolerate. Alignments, though, are not roleplaying straightjackets. They don't restrict behavior and don't dictate action, but rather help define your character's values.

A good-aligned character values protecting the weak and opposing anyone who would exploit or harm those who cannot protect themselves. Murder might be an acceptable method for combating those forces who would conquer and kill, and it might be a vital tool in fighting tyranny. Certainly, those who slay villains and monsters are often good and are also typical D&D heroes.

The lawful good alignment can also permit slayers, though of a specific kind. These characters embrace order as the ultimate means for combating evil. A slayer who operates in the interest of maintaining order and good by targeting those who would dismantle justice and subvert or corrupt the good is not at all outside the context of what a lawful good character might do.



Unaligned killers also work. Characters who use assassination techniques to attain a greater objective independent of moral concerns might be effective assassins. It is also not a stretch to think that assassins are among the Raven Queen's followers. These killers destroy those who would thwart or avoid death. Such characters can be heroes of a sort, as well, slaying undead who prey on the living and outlive their allotted time in the world.

Evil and chaotic evil slayers are villains. They kill for money, making no distinction between innocent or guilty and snuffing out the lives of anyone they were hired to kill. Chaotic evil slayers might murder to wreak havoc or to oppose the good by silencing its greatest voices. Such characters might also work to dismantle civilization, striking to topple just governments to create unrest, fear, and turmoil.

So even though the techniques that killers use might be similar, the agendas they serve might be every bit as principled and virtuous as those held by noble paladins and idealist clerics. Where most people have trouble when it comes to the practiced killer is with the tactics such a character uses. Such slayers rarely accept a fight on fair terms. Instead they use every tactic at their disposal to eliminate a foe quickly. Although such tactics do little to endear the assassin to those who prefer direct and "honorable"

confrontation, when results matter more than methods, a slayer can be a welcome addition to even the most virtuous of groups.

FEATS

Although paragon paths in the *Player's Handbook*, *Player's Handbook 2*, and *Martial Power* grant opportunities to become a variety of assassins, through careful feat selection, any character can hone the art of killing. The following feats capture and expand options for such slayers.

HEROIC TIER FEATS

Any feat in the following section is available to a character of any level who meets the prerequisites.

ALCHEMICAL OPPORTUNIST

Benefit: If you have an alchemical item in hand when an enemy provokes an opportunity attack from you, you can use the alchemical item instead of making a melee basic attack.

BLOODIED FLEETNESS

Benefit: While bloodied, you gain a +1 bonus to speed.

CONNECTED

Prerequisite: Trained in Streetwise

Benefit: You can reroll any Streetwise check, taking the higher result.

FEATS

Heroic Tier Feats	Prerequisites	Benefit
Alchemical Opportunist	–	Use alchemical item with opportunity attack
Bloodied Fleetness	–	+1 speed while bloodied
Connected	Trained in Streetwise	Roll Streetwise checks twice
Fey Escape	Eladrin	Fey step when grabbed, immobilized, or restrained
Poison Inured	Con 13	Add Con modifier to saving throws against poison
Slow Fall	Trained in Acrobatics	Reduce falling damage by Acrobatics check result

Paragon Tier Feats	Prerequisites	Benefit
Eyedark Strike	11th level, drow	Expend <i>cloud of darkness</i> to blind damaged enemy
Fey Death	11th level, eladrin	Kill enemy to use <i>fey step</i>
Persistent Poison	11th level	Enemies take -2 saving throws to end your poison effects
Prime Punisher	11th level, Prime Shot	Use Prime Shot with melee attacks
Unexpected Escape	11th level	+4 to escape grab, shift 2 with an escape

Epic Tier Feats	Prerequisites	Benefit
Critical Ambush	21st level, rogue, Sneak Attack	Deal Sneak Attack damage with a critical hit
Poison's Partner	21st level	Poison effects grant combat advantage to you
Untraceable	21st level, trained in Stealth	+5 to Stealth while unseen, immune to Scrying rituals

FEY ESCAPE

Prerequisite: Eladrin

Benefit: You can use your *fey step* racial power as an immediate reaction when grabbed, immobilized, or restrained.

POISON INURED

Prerequisite: Con 13

Benefit: You gain a feat bonus equal to your Constitution modifier to saving throws against poison effects.

SLOW FALL

Prerequisite: Trained in Acrobatics

Benefit: When you fall, you reduce the falling damage you take by your Acrobatics check result instead of one-half your check result.

PARAGON TIER FEATS

Any feat in the following section is available to any character of 11th level or higher who meets the prerequisites.

EYEDARK STRIKE

Prerequisites: 11th level, drow

Benefit: When you deal damage to a target, you can expend your *cloud of darkness* racial power as a free action to blind the target until the end of your next turn.

FEY DEATH

Prerequisites: 11th level, eladrin

Benefit: When you reduce an enemy to 0 hit points, you can use your *fey step* racial power as a free action.

PERSISTENT POISON

Prerequisite: 11th level

Benefit: Your targets take a -2 penalty to saving throws made to end your poison effects.

PRIME PUNISHER

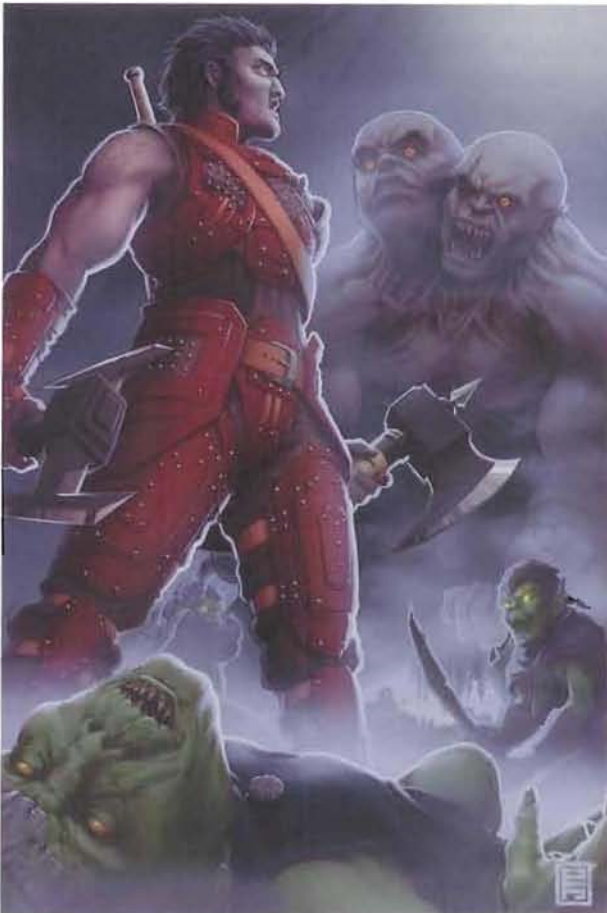
Prerequisites: 11th level, Prime Shot class feature

Benefit: If no other ally is adjacent to an enemy you are adjacent to, for melee attacks against that enemy, you receive any bonuses you gain while using your Prime Shot class feature.

UNEXPECTED ESCAPE

Prerequisite: 11th level

Benefit: You gain a +4 bonus to Acrobatics or Athletics checks made to escape a grab and any other effect that allows you to escape. Whenever you successfully escape, you can shift 2 squares.



EPIC TIER FEATS

Any feat in the following section is available to any character of 21st level or higher who meets the prerequisites.

CRITICAL AMBUSH

Prerequisites: 21st level, rogue, Sneak Attack class feature

Benefit: If you score a critical hit with a weapon that you can Sneak Attack with, you can apply your Sneak Attack damage if you have it available.

POISON'S PARTNER

Prerequisite: 21st level

Benefit: An enemy suffering from a poison effect grants combat advantage to you.

UNTRACEABLE

Prerequisites: 21st level, trained in Stealth

Benefit: You gain a +5 bonus to Stealth checks against creatures that cannot see you, such as while you are invisible or in a totally obscured space, or if the creature is blind. You don't receive this bonus against creatures that do not rely on sight to detect enemies. Additionally, Scrying rituals cannot detect you unless you want them to.

GUILD FEATS

Members of business organizations form close bonds that make them work better as a team. It's no different for those who practice darker forms of business, such as thievery or assassination. Guild feats represent the sort of training that allows a unit of guild members to work together with solid and deadly efficiency. These feats are designed to promote teamwork by granting a basic benefit that improves while other allies with the same feat are nearby.

However, just using these feats as expanding bonuses misses the roleplaying opportunity they present. An adventuring party that takes these feats might be part of an organization they have created, or part of a larger guild. They might carry symbols in some form, which identify them as guild members. A secret language might be theirs for communicating simple information on and off the battlefield. When you take these feats, look beyond their mechanical benefits and use them to build your party into a cohesive group.

Guild Feats	Prerequisites	Benefit
Furtive Signals	–	+2 to Bluff, communicate silently, use Bluff to gain combat advantage
Grasping Magpie	–	+2 to Thievery, +4 with ally's aid
Roof Runners	–	+2 to Acrobatics, +4 with ally's aid
Silent Shadows	–	+2 to Stealth, reroll Stealth checks with bonus from allies
Street Eyes	–	+2 to Streetwise, +4 with ally's aid, improved check time
Wall Crawlers	–	+2 to Athletics, +4 with ally's aid

FURTIVE SIGNALS [GUILD]

Benefit: You gain a +2 feat bonus to Bluff checks. You can communicate simple information silently with any ally who has this feat and has line of sight to your position. You can use Bluff to gain combat advantage or to create a diversion to hide for one ally who has this feat and is within 5 squares of you, instead of for yourself. Your allies who have this feat can do the same for you.

GRASPING MAGPIES [GUILD]

Benefit: You gain a +2 feat bonus to Thievery checks. Whenever an ally with this feat successfully aids you on your Thievery check, you gain a +4 bonus instead of the normal +2 bonus.

ROOF RUNNERS [GUILD]

Benefit: You gain a +2 feat bonus to Acrobatics checks. Whenever an ally with this feat successfully aids you on your Acrobatics check, you gain a +4 bonus instead of the normal +2 bonus. An ally with this feat can aid you by taking the same type of action you are taking to use Acrobatics, which could mean that using the aid another action in this manner is not automatically a standard action.

SILENT SHADOWS [GUILD]

Benefit: You gain a +2 feat bonus to Stealth checks. Whenever you roll a result you dislike on a Stealth check and you are within 5 squares of an ally that also has this feat, you can reroll the Stealth check with a +1 bonus for each such ally, to a maximum of +5. You can then use the best result.

STREET EYES [GUILD]

Benefit: You gain a +2 feat bonus to Streetwise checks. Whenever an ally with this feat successfully aids you on your Streetwise check, you gain a +4 bonus instead of the normal +2 bonus. An ally can instead aid you, reducing the time it takes you to find information by half.

WALL CRAWLERS [GUILD]

Benefit: You gain a +2 feat bonus to Athletics checks. Whenever an ally with this feat successfully aids you on your Athletics check, you gain a +4 bonus instead of the normal +2 bonus. An ally with this feat can aid you by taking the same type of action you are taking to use Athletics, which could mean that using the aid another action in this manner is not automatically a standard action.

BEHIND THE CURTAIN: GUILD FEATS

Not long before I began work on “Art of the Kill,” I worked on *Primal Power*™ with Mike Mearls. In this book, Mike experimented with tribal feats to strengthen connections within the party. The idea stuck with me, so I incorporated it here as guild feats. These feats help bind adventuring groups together, encouraging players to think about how their characters fit with the rest of their group, but they also echo the classic assassins’ guild from 1st Edition, giving assassin-themed parties a foundation on which they might construct their own organizations.

—Robert J. Schwalb

MULTICLASS FEATS

For further emphasis on the art of death, you might invest feats to “multiclass” into intensive fighting styles. Although these style and weapon mastery feats are not true classes, each initial multiclass feat—such as Bravo or Blowgun Training—is considered to be a class-specific feat, with the named fighting style or weapon acting as the specific class. These feats provide you with advanced tactics and expand your capabilities with power swap feats that require the initial class-specific multiclass feat. As with other class-specific multiclass feats, once you take one, you can’t take another class-specific multiclass feat for a different class unless another rule allows you to do so.

Multiclass Feats	Prerequisites	Benefit
Blowgun Training	Dex 13	Improved proficiency with a blowgun
Blowgun Novice	4th level, Blowgun Training	Swap encounter attack power for <i>stinging shot</i>
Blowgun Expert	8th level, Blowgun Training	Swap utility power for <i>uncanny aim</i>
Blowgun Specialist	10th level, Blowgun Training	Swap daily attack power for <i>crippling needle</i>
Bravo	—	Training in Intimidate, designate a creature as prey
Bravo Novice	4th level, Bravo	Swap encounter attack power for <i>death's messenger</i>
Bravo Expert	8th level, Bravo	Swap utility power for <i>brutal instinct</i>
Bravo Specialist	10th level, Bravo	Swap daily attack power for <i>bravo's finish</i>
Cutthroat	Training in Bluff	Training in Stealth, minor action to create diversion to hide
Cutthroat Novice	4th level, Cutthroat	Swap encounter power for <i>sudden retaliation</i>
Cutthroat Expert	8th level, Cutthroat	Swap utility power for <i>cutthroat's scrutiny</i>
Cutthroat Specialist	10th level, Cutthroat	Swap daily attack power for <i>quick kill</i>
Garrote Training	Str 13, Dex 13	Improved proficiency with a garrote
Garrote Novice	4th level, Garrote Training	Swap encounter attack power for <i>choking grab</i>
Garrote Expert	8th level, Garrote Training	Swap utility power for <i>body shield</i>
Garrote Specialist	10th level, Garrote Training	Swap daily attack power for <i>strangler's hold</i>
Poisoner	Training in Dungeoneering or Nature	Training in Thievery, reduce resistance and immunity to poison
Poisoner Novice	4th level, Poisoner	Swap encounter attack power for <i>improvised poison</i>
Poisoner Expert	8th level, Poisoner	Swap utility power for <i>potent poison</i>
Poisoner Specialist	10th level, Poisoner	Swap daily attack power for <i>progressive toxin</i>

READING A POWER

Level Swap: This entry tells you how a power changes if you swap a power of the indicated level or higher for it. You cannot have a power of the same name at two different levels.

BLOWGUN TRAINING [MULTICLASS BLOWGUN]

Prerequisite: Dex 13

Benefit: You gain proficiency with the blowgun. You can reload a blowgun as a free action, you increase a blowgun's range to 10/20, and you treat a blowgun as a high critical weapon. If you are a rogue, you can use the blowgun with the Sneak Attack class feature and with any rogue ranged attack power that can be used with a crossbow or a sling.

WEAPON MASTERY FEATS

A slayer eschews larger weapons for smaller, concealable ones that allow a warrior to strike when and where least expected. Weapon mastery feats are based around a single weapon. They reflect a higher degree of training and expertise, allowing a trained killer to maximize the benefit of a preferred weapon. Weapon mastery feats require focused training, which is why they act as class-specific multiclass feats.

BLOWGUN NOVICE

Prerequisite: 4th level, Blowgun Training

Benefit: You can swap one 3rd-level or higher encounter attack power you know for the *stinging shot* power.

Stinging Shot

Blowgun Attack 3

The needle lodges in a sensitive area, jolting your prey with pain.

Encounter ♦ **Weapon**

Standard Action **Ranged weapon**

Requirement: You must be wielding a blowgun.

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 2[W] + Dexterity modifier damage, and the target is dazed until the end of your next turn.

Level 13 Swap: 4[W] + Dexterity modifier damage.

Level 23 Swap: 6[W] + Dexterity modifier damage.

Special: If you miss with this attack and you are hidden from your target, you remain hidden.

BLOWGUN EXPERT

Prerequisite: 8th level, Blowgun Training

Benefit: You can swap one 6th-level or higher utility power you know for the *uncanny aim* power.

Uncanny Aim

Blowgun Utility 6

You breathe precisely, taking in your target and carefully lining up the needle's trajectory.

Encounter

Minor Action

Personal

Requirement: You must be wielding a blowgun.

Effect: Your next attack made with a blowgun and before the end of your next turn gains a +2 bonus to the attack roll and deals 1[W] extra damage.

BLOWGUN SPECIALIST

Prerequisite: 10th level, Blowgun Training

Benefit: You can swap one 9th-level or higher daily attack power you know for the *crippling needle* power.

Crippling Needle

Blowgun Attack 9

Your needle lodges in a key pressure point, causing your target to stiffen and momentarily fail to act.

Daily ♦ **Weapon**

Standard Action Ranged weapon

Requirement: You must be wielding a blowgun.

Target: One creature

Attack: Dexterity vs. AC

Hit: 2[W] + Dexterity modifier damage, and the target is stunned until the end of your next turn.

Aftereffect: The target is dazed (save ends).

Level 19 Swap: 4[W] + Dexterity modifier damage.

Level 29 Swap: 6[W] + Dexterity modifier damage.

Miss: Half damage, and the target is dazed (save ends).

BRAVO [MULTICLASS BRAVO]

You are a grim and relentless killer—a bloodthirsty combatant who pursues your enemies to the bitter end.

Benefit: You gain training in the Intimidate skill.

Once per encounter, as a minor action, you can designate one creature you can see as your prey, gaining +2 to attack rolls and damage rolls against that creature until the end of your next turn. The creature remains your prey until it drops to 0 hit points, until you end the effect as a free action, or until the end of the encounter—whichever comes first.

BRAVO NOVICE

Prerequisite: 4th level, Bravo

Benefit: You can swap one 3rd-level or higher encounter attack power you know for the *death's messenger* power.

Death's Messenger

Bravo Attack 3

You prey has an appointment with death, and your strike lets it know that fact.

Encounter ♦ **Rattling**

Standard Action

Special: In addition to the keyword above, this power is considered to have the same keywords and range as the at-will power you use with it.

Target: One creature that is your prey

Effect: Use a melee or ranged at-will attack power on the target. If the attack hits, you deal 1[W] extra damage, or +1 die of damage if it is a nonweapon attack.

Level 13 Swap: 2[W] extra damage, or +2 dice of damage.

Level 23 Swap: 2[W] extra damage, or +2 dice of damage, and the target is slowed until the end of your next turn.

BRAVO EXPERT

Prerequisite: 8th level, Bravo

Benefit: You can swap one 6th-level or higher utility power you know for the *brutal instinct* power.

Brutal Instinct

Bravo Utility 6

With your defiant snarl, the advantage your foes had gained evaporates, giving you an opening.

Encounter

Free Action

Personal

Trigger: You are flanked by an enemy, or you grant combat advantage to your prey

Effect: You do not grant combat advantage to the triggering creature or creatures until the end of your next turn.

If your prey is among the creatures that triggered this power, your prey grants combat advantage to you until the end of your next turn.

BRAVO SPECIALIST

Prerequisite: 10th level, Bravo

Benefit: You can swap one 9th-level or higher daily attack power you know for the *bravo's finish* power.

Bravo's Finish

Bravo Attack 9

If your vicious assault doesn't bring your prey down, it surely shows that enemy what the near future holds.

Daily ♦ **Reliable**

Standard Action

Special: In addition to the keyword above, this power is considered to have the same keywords and range as the at-will power you use with it.

Target: One creature that is your prey

Effect: Use an at-will attack power on the target. If the attack hits, you deal 2[W] extra damage, or +2 dice of damage if it is a nonweapon attack, and the target is dazed (save ends).

Level 19 Swap: 3[W] extra damage, or +3 dice of damage.

Level 29 Swap: 3[W] extra damage, or +3 dice of damage, and the target is stunned until the end of your next turn.

Aftereffect: The target is dazed (save ends).

CUTTHROAT

[MULTICLASS CUTTHROAT]

You are a cautious slayer who studies foes and then maneuvers to bring them down.

Prerequisite: Trained in Bluff

Benefit: You gain training in the Stealth skill.

Whenever you make a Bluff check to create a diversion to hide, you can do so as a minor action.

CUTTHROAT NOVICE

Prerequisite: 4th level, Cutthroat

Benefit: You can swap one 3rd-level or higher encounter attack power you know for the *sudden retaliation* power.

Sudden Retaliation

Cutthroat Attack 3

Faster than the eye can follow, you retaliate against those attacking you or your allies.

Encounter ♦ **Rattling**

Immediate Interrupt

Special: In addition to the keyword above, this power is considered to have the same keywords and range as the at-will power you use with it.

Trigger: You or an ally is attacked by a creature

Target: The attacking creature

Effect: Use a melee or ranged at-will attack power on the target.

Level 13 Swap: The at-will power you use deals 1[W] extra damage, or +1 die of damage if it is a nonweapon attack.

Level 23 Swap: 1[W] extra damage, or +1 die of damage, and the target grants you combat advantage until the end of your next turn.

CUTTHROAT EXPERT

Prerequisite: 8th level, Cutthroat

Benefit: You can swap one 6th-level or higher utility power you know for the *cutthroat's scrutiny* power.

Cutthroat's Scrutiny

Cutthroat Utility 6

Studying your opponent, you search for a weakness you can take advantage of.

Encounter

Minor Action **Ranged sight**

Target: One creature you can see

Effect: The target grants combat advantage to you until the end of your next turn. During this time, you score a critical hit against the target on a roll of 19-20.

CUTTHROAT SPECIALIST

Prerequisite: 10th level, Cutthroat

Benefit: You can swap one 9th-level or higher daily attack power you know for the *quick kill* power.

Quick Kill

Cutthroat Attack 9

You slip from the shadows unseen, striking before the enemy knows what happened.

Daily ♦ **Reliable**

Standard Action

Special: In addition to the keyword above, this power is considered to have the same keywords and range as the at-will power you use with it.

Target: One creature from which you are hidden

Effect: Use a melee or ranged at-will attack power on the target. If the attack hits, you deal 2[W] extra damage, or +2 dice of damage if it is a nonweapon attack, and the target is dazed (save ends).

Level 19 Swap: 4[W] extra damage, or +3 dice of damage.

Level 29 Swap: 5[W] extra damage, or +5 dice of damage.

GARROTE TRAINING [MULTICLASS GARROTE]

Prerequisite: Str 13, Dex 13

Benefit: You gain proficiency with the garrote.

When you use a garrote to successfully grab a target, the target takes a -2 penalty to escape the grab. Each turn you successfully maintain a grab with a garrote used with two hands, the target you're grabbing grants you combat advantage for the purpose of attacking again with the garrote.

If you are a rogue, you can use the garrote with the Sneak Attack class feature and any rogue melee attack power that can be used with a light blade.

GARROTE NOVICE

Prerequisite: 4th level, Garrote Training

Benefit: You can swap one 3rd-level or higher encounter attack power you know for the *choking grab* power.

Choking Grab

Garrote Attack 3

You slip your garrote over your enemy's neck and draw the cord tight.

Encounter ♦ **Weapon**

Standard Action

Melee weapon

Requirement: You must be wielding a garrote.

Target: One creature granting combat advantage to you

Attack: Strength vs. Reflex or Dexterity vs. Reflex

Hit: 2[W] + Strength modifier damage, and the target is grabbed and dazed until the end of your next turn.

Level 13 Swap: 4[W] + Strength modifier damage.

Level 23 Swap: 6[W] + Strength modifier damage.

Special: When you choose this power, choose whether you use Strength or Dexterity to make the attack roll.

GARROTE EXPERT

Prerequisite: 8th level, Garrote Training

Benefit: You can swap one 6th-level or higher utility power you know for the *body shield* power.

Body Shield

Garrote Utility 6

Your choking hold with the garrote allows you to manipulate your adversary into harm's way.

Encounter ♦ **Weapon**

Immediate Interrupt

Personal

Requirement: You must be wielding a garrote and grabbing a creature with the weapon.

Trigger: You are the target of a melee or ranged attack made by an enemy other than the creature you are grabbing.

Effect: The creature you are grabbing with your garrote becomes the attack's target.

GARROTE SPECIALIST

Prerequisite: 10th level, Garrote Training

Benefit: You can swap one 9th-level or higher daily attack power you know for the *strangler's hold* power.

Strangler's Hold

Garrote Attack 9

With expert skill, you loop the garrote around your victim and draw tight, closing off air and sending your enemy into unconsciousness.

Daily ♦ **Reliable, Weapon**

Standard Action **Melee weapon**

Requirement: You must be wielding a garrote.

Target: One creature granting combat advantage to you

Attack: Strength vs. Reflex or Dexterity vs. Reflex

Hit: 2[W] + Strength modifier damage, and the target is dazed (save ends)

First Failed Saving Throw: The target is stunned instead of dazed (save ends).

Second Failed Saving Throw: The target is unconscious instead of stunned (save ends).

Level 19 Swap: 4[W] + Strength modifier damage.

Level 29 Swap: 6[W] + Strength modifier damage.

Miss: Half damage, and the target is dazed until the end of your next turn.

Effect: The target is grabbed. Each turn you successfully sustain the grab with your garrote, you deal the target damage equal to your Strength modifier.

Special: When you choose this power, choose whether you use Strength or Dexterity to make the attack roll.

ALCHEMY AND THE POISONER

A master poisoner, such as the one presented here, should be skilled at making poisons to achieve full mastery over poisons. Nature and Dungeoneering might allow a character to harvest poisons, and even prepare some of them. That's why one of these skills is required of the would-be poisoner. As DM, however, you are within your rights to require a PC who takes the Poisoner feat to also have the Alchemist feat (*Adventurer's Vault* page 21). This can work to make the "poisoner" character theme even more prominent for the character, since he or she could make some poisons that others can use.

Taking this thinking a step further, you can control poisons a little more tightly in your game. To do so, make prepared poisons hard to purchase. Then require the poisoner to find and use alchemical formulas to create poisons like those in the *Dungeon Master's Guide* (page 51). This way, you can more easily decide what poisons the PCs have access to.

POISONER [MULTICLASS POISONER]

Prerequisite: Training in Dungeoneering or Nature

Benefit: You gain training in the Thievery skill.

Your attacks that deal poison damage ignore the first 5 points of poison resistance. This increases to 10 points at 11th level, and to 15 points at 21st level. You treat a creature that is immune to poison as if it had resist poison 20.

POISONER NOVICE

Prerequisite: 4th level, Poisoner

Benefit: You can swap one 3rd-level or higher encounter attack power you know for the *improvised poison* power.

Improvised Poison

Poisoner Attack 3

In your experience with toxins, you always have a little something on hand to make your attack venomous.

Encounter ♦ **Poison**

Standard Action

Special: In addition to the keyword above, this power is considered to have the same keywords and range as the at-will power you use with it.

Target: One creature

Effect: Use a melee or ranged at-will attack power on the target. If you deal typed damage, you can change that damage type to poison. If the attack hits, you also deal ongoing 5 poison damage (save ends).

Level 13 Swap: If the attack hits, you also deal ongoing 10 poison damage (save ends).

Level 23 Swap: If the attack hits, you also deal ongoing 15 poison damage (save ends).

POISONER EXPERT

Prerequisite: 8th level, Poisoner

Benefit: You can swap one 6th-level or higher utility power you know for the *potent poison* power.

Potent Poison

Poisoner Utility 6

Your poisons have an insidious effectiveness.

Encounter

Free Action **Personal**

Trigger: You miss with an attack that has the poison keyword or a poison effect

Effect: Reroll the attack roll, taking the highest result.

POISONER SPECIALIST

Prerequisite: 10th level, Poisoner

Benefit: You can swap one 9th-level or higher daily attack power you know for the *progressive toxin* power.

Progressive Toxin

Poisoner Attack 9

You imbue your attack with a withering poison that diminishes your foe more the longer the poison acts.

Daily ✦ **Poison**

Standard Action

Special: In addition to the keyword above, this power is considered to have the same keywords and range as the at-will power you use with it.

Target: One creature

Effect: Use a melee or ranged at-will attack power on the target. If you deal typed damage, you can change that damage type to poison. If the attack hits, the target takes a -2 penalty to attack rolls and ongoing 10 poison damage (save ends both).

First Failed Saving Throw: The target is blinded instead of taking the -2 penalty to attack rolls (save ends).

Second Failed Saving Throw: The target is blinded and weakened instead of taking the -2 penalty to attack rolls (save ends both).

Level 19 Swap: Ongoing poison damage increases to 15.

Level 29 Swap: The at-will power you use deals 1[W] extra damage, or +1 die of damage if it is a nonweapon attack, and ongoing poison damage increases to 20.

Miss: Half damage, and half ongoing damage and the target takes a -2 penalty to attack rolls (save ends both).

TECHNIQUE FEATS

Technique feats offer further ways to master the slayer's art by granting enhancements to skill checks and at-will exploits for martial characters.

BLACK ARROW STYLE

Prerequisites: Any martial class, trained in Stealth

Benefit: You gain a benefit with any of the following powers you possess.

Deft Strike (rogue, *Player's Handbook*, page 118): If you move into an obscured space or gain cover before making a ranged attack with this exploit, you can make a Stealth check against your target's passive Perception as a free action to gain combat advantage against your target until the start of your next turn.

Twin Strike (ranger, *Player's Handbook*, page 105): While you are hidden, you can use this exploit to make a ranged attack, and if you miss with the first ranged attack, you can choose to cancel the second attack to remain hidden from your target. You can also remain hidden if you are hidden but miss with both ranged attacks this exploit allows.

BLOODHOUND STYLE

Prerequisite: Any martial class

Benefit: You gain a benefit with any of the following powers you possess.

Careful Attack (ranger, *Player's Handbook*, page 105): If you hit with the melee version of this exploit against a creature granting combat advantage to you, the target is also slowed until the end of your next turn.

Disheartening Strike (rogue, *Martial Power*, page 73): If you hit with the melee version of this exploit against a creature granting combat advantage to you, you can also slide the target 1 square.

Predator's Strike (ranger, *Martial Power*, page 43): If you have combat advantage against your target when you use this exploit, your beast companion can shift 1 square before the attack.

Tide of Iron (fighter, *Player's Handbook*, page 77): If you hit with this exploit, you can slow the target until the end of your next turn instead of pushing it.

CORELLON'S WRATH STYLE

Prerequisites: Int 13, any martial class

Benefit: You gain a benefit with any of the following powers you possess.

Commander's Strike (warlord, *Player's Handbook*, page 145): If the target of this exploit is a demon, drow, orc, or spider, your ally can add half your Intelligence modifier (rounded up) to the attack roll.

Crushing Surge (fighter, *Martial Power*, page 7): If you hit a demon, drow, orc, or spider with this exploit, you gain a number of extra temporary hit points equal to your Intelligence modifier.

Riposte Strike (rogue, *Player's Handbook*, page 118): If you hit a demon, drow, orc, or spider with this exploit, you can add your Intelligence modifier to the attack roll and damage roll of your riposte.

Twin Strike (ranger, *Player's Handbook*, page 105): If you hit a demon, drow, orc, or spider with this exploit, you deal extra damage equal to your Intelligence modifier.

CRUEL CUT STYLE

Prerequisites: Wis 13, any martial class

Benefit: You gain a benefit with any of the following powers you possess.

Cleave (fighter, *Player's Handbook*, page 77): If no other enemies are adjacent to the target when you hit the target with this exploit, the target takes ongoing damage equal to your Wisdom modifier (save ends).

Furious Smash (warlord, *Player's Handbook*, page 145): If your ally hits with the attack this exploit modifies, the target takes ongoing damage equal to your Wisdom modifier (save ends).

Technique Feats	Prerequisites	Benefit
Black Arrow Style	Any martial class, trained Stealth	Augment at-will exploits
Bloodhound Style	Any martial class	Augment at-will exploits
Corellon's Wrath Style	Int 13, any martial class	Augment at-will exploits
Cruel Cut Style	Wis 13, any martial class	Augment at-will exploits
Executioner's Style	Con 13, any martial class	Augment at-will exploits
Ghostwalker Style	Any martial class, trained in Stealth	Augment at-will exploits
Harlequin Style	Cha 13, any martial class	Augment at-will exploits
Hunting Wolf Style	Any martial class	Augment at-will exploits
Impending Doom Style	Any martial class, trained in Intimidate	Augment at-will exploits
Lolthdark Style	Drow, any martial class	Augment at-will exploits
Precision Ambush Style	Any martial class	Augment at-will exploits
Serpent Fang Style	Any martial class, trained in Thievery	Augment at-will exploits
Vigilante Justice Style	Any martial class	Augment at-will exploits

Predator's Strike (ranger, *Martial Power*, page 43): If your beast companion hits with this exploit against a creature granting combat advantage to it, instead of adding your Wisdom modifier to the damage roll, you can have the target take ongoing damage equal to your Wisdom modifier (save ends).

Riposte Strike (rogue, *Martial Power*, page 118): If you hit with the riposte this exploit grants, the target takes ongoing damage equal to your Wisdom modifier (save ends).

BEHIND THE CURTAIN: PRESTIGE MULTICLASSING

Each time I do one of these articles, I accidentally discover some new area for exploration in the game. In the gladiator article, we came up with at-will power modification feats and weapon mastery feats, while in this article we (I hate to say it) stumbled into "prestige classes." These aren't really classes, but these multi-class sets function in a way similar to those found in 3rd Edition. When you entered a prestige class, you forfeited the abilities and benefits you would ordinarily gain from advancing in a level of your class to gain access to a specialized set of abilities available only to those who qualified for the prestige class. By using feats to cover specific concepts, we allow players to swap out class powers for special powers associated with the concept. This isn't new—characters could already do this via multiclassing, or through weapon mastery feats—but what it did do was allow players to tailor a class and role to fit a particular character concept and play style. What I'm most excited about is that it allows for customization earlier than a paragon path offers, and provides new power groupings organized around a particular theme without having to introduce a full-blown build.

—Robert J. Schwalb

EXECUTIONER'S STYLE

Prerequisites: Con 13, any martial class

Benefit: You gain a benefit with any of the following powers you possess.

Careful Attack (ranger, *Player's Handbook*, page 105): If your target is immobilized, restrained, stunned, or unconscious when you hit with this exploit, you deal extra damage equal to your Constitution modifier.

Commander's Strike (warlord, *Player's Handbook*, page 145): If your target is immobilized, restrained, stunned, or unconscious, your ally can add your Constitution modifier to the attack roll.

Piercing Strike (rogue, *Player's Handbook*, page 118): If your target is immobilized, restrained, stunned, or unconscious when you hit with this exploit, you deal extra damage equal to your Constitution modifier.

Reaping Strike (fighter, *Player's Handbook*, page 77): If your target is immobilized, restrained, stunned, or unconscious and you miss with this exploit, you deal extra damage equal to your Constitution modifier.

GHOSTWALKER STYLE

Prerequisites: Any martial class, trained in Stealth

Benefit: You gain a benefit with any of the following powers you possess.

Deft Strike (rogue, *Player's Handbook*, page 118): If you didn't move before the attack, you can shift 1 square as a free action after the attack.

Nimble Strike (ranger, *Player's Handbook*, page 105): While using this exploit, you can move 2 squares before or after the attack, instead of shifting 1 square.

HARLEQUIN STYLE

Prerequisites: Cha 13, any martial class

Benefit: You gain a benefit with any of the following powers you possess.

Brash Assault (warlord, *Martial Power*, page 103): Against the target of this exploit, you gain a bonus to defenses equal to your Charisma modifier until the start of your next turn.

Brash Strike (fighter, *Player's Handbook*, page 77): Against the target of this exploit, you gain a bonus to defenses equal to your Charisma modifier until the start of your next turn.

Deft Strike (rogue, *Player's Handbook*, page 118): You can move 3 squares before this attack, instead of 2. Add your Charisma modifier to your defenses against opportunity attacks provoked by this movement.

Hit and Run (ranger, *Player's Handbook*, page 105): If you move after the using this exploit, add your Charisma modifier to your defenses against opportunity attacks provoked by this movement.

HUNTING WOLF STYLE

Prerequisite: Any martial class

Benefit: You gain a benefit with any of the following powers you possess.

Crushing Surge (fighter, *Martial Power*, page 7): While charging, you can use this exploit in place of a melee basic attack.

Deft Strike (rogue, *Player's Handbook*, page 118): If you chose not to move before the attack while using this exploit, you can move after the attack.

Hit and Run (ranger, *Player's Handbook*, page 105): If you move on the same turn after using this exploit, you do not provoke opportunity attacks from any enemy when you leave the first square adjacent to the target.

Wolf Pack Tactics (warlord, *Player's Handbook*, page 145): The ally you allow to shift can be within 2 squares of you, instead of adjacent to you or the target.

IMPENDING DOOM STYLE

Prerequisites: Any martial class, trained in Intimidate

Benefit: You gain a benefit with any of the following powers you possess.

Brash Assault (warlord, *Player's Handbook*, page 145): If your ally gains a basic attack due to this exploit and hits the target, the target takes a -2 penalty to attack rolls until the end of your next turn.

Cleave (fighter, *Player's Handbook*, page 77): You mark any target you damage with this exploit.

Riposte Strike (rogue, *Player's Handbook*, page 118): If you hit with the riposte this exploit grants, the target takes a -2 penalty to attack rolls until the end of your next turn.

Twin Strike (ranger, *Player's Handbook*, page 105): If you hit with both attacks this exploit grants, one target takes a -2 penalty to attack rolls until the end of your next turn.



LOLTHDARK STYLE

Prerequisites: Drow, any martial class

Benefit: You gain a benefit with any of the following powers you possess.

Cleave (fighter, *Player's Handbook*, page 77): If you hit a target within the area of your *cloud of darkness* racial power with this exploit, all other enemies within the area of the *cloud of darkness* also take damage equal to your Strength modifier.

Disheartening Strike (rogue, *Martial Power*, page 73): If you hit a target within the area of your *cloud of darkness* racial power with this exploit, all other enemies within the area of the *cloud of darkness* also suffer the effect of the rattling keyword.

Twin Strike (ranger, *Player's Handbook*, page 105): If you are within the area of your *cloud of darkness* racial power and you move after using this exploit, the *cloud of darkness* moves with you.

Wolf Pack Tactics (warlord, *Player's Handbook*, page 145): If you use this exploit while you and the target are within the area of your *cloud of darkness* racial power, the ally you designate is immune to the effect of your *cloud of darkness* for its duration.

RIVALS

"My master congratulates you on your success," said the valet. He pushed a black purse across the table.

Rook left it on the table. The valet's eyes flicked to Rook's violet eyes, then darted to the table.

"Something is wrong," said Rook.

"Well, ah, yes. My master is pleased with your successes and has enjoyed the business arrangement, but, with some regret, he is no longer in need of your services." The valet cleared his throat. "Apologies."

Rook leaned back in his chair. He didn't need the work, but it paid well. "I see," he said.

"Truly, my master has benefited from your unique talents, and it is with great reluctance that he must cease his dealings with you."

"Is he found out? Have we been compromised?" Rook asked.

"No, no one knows about us . . . you."

"Then what is it?" Rook leaned forward, his finger tracing the trigger on his hand crossbow underneath the table.

"You must have heard," said the valet. In response to Rook's blank stare, he added, "The baron's murder?"

Rook showed nothing. He knew that, while he and his allies were out of the area, someone had killed the baron. That he knew, and little else.

"Yes, well, you see, the baron's people captured the Hooded Man."

The Hooded Man was, in this trade, perhaps Rook's better. But he was expensive and hard to find.

"They found him at the Salty Mug. Word has it they were ready for a fight, but the Hooded Man went without complaint. He even let them shackle him. They

took him to the baron's dungeons where he was to await trial.

"The next morning, servants found the baron dead in his room. His neck had been crushed. The guards scoured the palace, and when they reached the dungeons, they found the Hooded Man missing. His cell door was closed and locked, and all his gear, his weapons, armor, and tools, were untouched in the vault where the guards had left them. The only witness was the baron's mistress. She spoke nonsense, saying the darkness came to life, coiled around the baron, and squeezed him to death."

Rook still said nothing.

"The Hooded Man was responsible. He had to be. He planned everything all along. My master decided the Hooded Man would be his agent in further endeavors. You are good, sir, but not as good as the Hooded Man. No one needs two assassins, so . . . well, you understand."

"I do. Does this mean your master has found the Hooded Man?" Rook asked.

"I'm not at liberty to say . . ."

"That is a shame. Farewell, friend," said Rook. He pulled the trigger, sending the bolt into the valet's abdomen. As Rook headed for the tavern's front door, he scooped up the purse and left the gasping man in a spreading pool of blood.

A moment later, the shadows parted near the table. From them stepped another figure, features hidden by a black hood. Without even a glance at the dying valet, the Hooded Man followed Rook, setting out to claim his next commission.

PRECISION AMBUSH STYLE

Prerequisite: Any martial class

Benefit: You gain a benefit with any of the following powers you possess.

Disheartening Strike (rogue, *Martial Power*, page 73): If you hit with this exploit during a surprise round, the target grants combat advantage to you until the end of your next turn.

Footwork Lure (fighter, *Martial Power*, page 7): While you charge during a surprise round, you can use this exploit in place of a melee basic attack.

Opening Shove (warlord, *Martial Power*, page 103): While you charge during a surprise round, you can use this exploit in place of a melee basic attack.

Twin Strike (ranger, *Player's Handbook*, page 105): If you hit with this exploit during a surprise round, you deal extra damage equal to your Strength modifier if you are making melee attacks, or your Dexterity modifier if you are making ranged attacks.

SERPENT FANG STYLE

Prerequisites: Any martial class, trained in Thievery

Benefit: You gain a benefit with any of the following powers you possess.

Careful Attack (ranger, *Player's Handbook*, page 105): If you hit with this exploit, you also gain a +2 bonus to the attack roll for any secondary poison attack.

Deft Strike (rogue, *Player's Handbook*, page 118): Rather than moving 2 squares before the attack, you can apply a poison you possess to the weapon as a free action.

Sure Strike (fighter, *Player's Handbook*, page 77): If you hit with this exploit, you also gain a +2 bonus to the attack roll for any secondary poison attack.

Viper's Strike (warlord, *Player's Handbook*, page 145): If the target of your attack suffers from a poison effect and it shifts before the start of your next turn, the target also grants combat advantage to you and your allies until the start of your next turn.

VIGILANTE JUSTICE STYLE

Prerequisite: Any martial class

Benefit: You gain a benefit with any of the following powers you possess.

Brash Strike (fighter, *Martial Power*, page 7): If an adjacent enemy marked by you makes an attack that doesn't include you as a target, you can use this exploit in place of the melee basic attack that Combat Challenge allows.

Circling Strike (ranger, *Martial Power*, page 43): If an enemy hits you or your beast companion during that enemy's turn, you deal extra damage equal to your Wisdom modifier if you hit with this exploit during your next turn.

Commander's Strike (warlord, *Player's Handbook*, page 145): If, on its last turn, the target hit the ally you choose to benefit from this exploit, that ally has combat advantage against that target for the melee basic attack this exploit allows.

Riposte Strike (rogue, *Player's Handbook*, page 118): If you hit with this exploit, you can riposte if the target attacks you or any ally adjacent to you before the start of your next turn.

PARAGON PATHS

BLIGHTBEAST

"You must die so that others might live."

Prerequisite: Druid

Death and decay are as much a part of nature as are birth and life. For the new to awaken in the world, the old must pass away. Although many druids champion life and a healthy wild, a few darkened souls embrace nature's darker side, immersing themselves in the grim necessity that plays just as important a part in the natural cycle as does birth. Like other druids, they fiercely protect the spirits and the wild from harm, but they use nature's darkest elements as weapons against their enemies.

In becoming a blightbeast, you identify with these sinister elements and come to embody death. The power you use might manifest in your humanoid appearance. Or you might hide your kinship to death until you assume your beast form, at which point your true nature is revealed.

You might be a coldhearted killer. Instead, you could use your newfound power to make room for new life. You can use your evocations to destroy those who threaten nature's splendor, or commit yourself to wiping out the enemies of the natural order. Your powers are as useful against unnatural and natural creatures alike.

BLIGHTBEAST PATH FEATURES

Blight Action (11th level): Whenever you spend an action point to make an attack, all enemies adjacent to you must move 1 square away from you or take ongoing necrotic damage equal to your Constitution modifier (save ends).

Blighted Wild Shape (11th level): Whenever you use your wild shape class feature, the animal form you assume has a deathlike aspect—perhaps even appearing undead. While in your beast form, you gain resist 5 necrotic, and your attack evocations that have the beast form keyword deal extra necrotic damage equal to your Constitution modifier. At 21st level, you gain resist 10 necrotic while in your beast form.

Blightborn (16th level): While in beast form, you ignore any resist necrotic your target has. When you hit with a beast form attack evocation, a creature that doesn't normally have resist necrotic damage gains vulnerable 5 necrotic until the end of your next turn.

BLIGHTBEAST EVOCATIONS

Blighted Agony

Blightbeast Attack 11

Rot spreads its black tendrils from the wound you delivered, doubling your adversary over with pain.

Encounter ♦ **Beast Form, Implement, Necrotic, Primal**
Standard Action **Melee touch**

Target: One creature

Attack: Wisdom vs. Fortitude

Hit: 2d8 + Wisdom modifier necrotic damage, you slide the target 1 square, and the target is dazed until the end of your next turn.

Maggot Form

Blightbeast Utility 12

You become a mass of maggots, spilling across the ground to reconstitute your form in a place nearby.

Encounter ♦ **Beast Form, Primal**
Move Action **Personal**

Effect: Move a number of squares equal to your speed + your Constitution modifier. With this movement, you can move through enemy spaces, you ignore difficult terrain, and without squeezing, you can move through spaces a single maggot could move through. You take half damage from any melee attack that hits you during this movement.

Blight Locus

Blightbeast Attack 20

Corruption spills from the wounds you tear into your foe, staggering it so it can blight its allies.

Daily ♦ **Beast Form, Implement, Necrotic, Primal**
Standard Action **Melee touch**

Target: One creature

Attack: Wisdom vs. AC

Hit: 3d8 + Wisdom modifier necrotic damage, ongoing 10 necrotic damage (save ends), and you slide the target 2 squares.

Miss: Half damage, and you slide the target 1 square.

Effect: Until the end of the encounter, any enemy that starts its turn adjacent to the target takes 5 necrotic damage.

NIGHTMARE WEAVER

"I am the chill in your blood, the raised hairs on your neck, the thudding heartbeat brought on by your worst dreams. I am death, and I come for you."

Prerequisites: Warlock, trained in Intimidate

You use power drawn from your pact to expose your enemies' doubts and fears, using these terrors as your weapons. You might visit retribution on those who serve evil and destruction, or you might be a ruthless killer, hunting down those who offend you. Regardless, you are a creature of nightmare—a thing of the shadows—and those who earn your ire can know only a terrifying end.

NIGHTMARE WEAVER PATH FEATURES

Nightmarish Action (11th level): Whenever you spend an action point to make an attack, you can slide creatures affected by your Warlock's Curse 1 square. Those you slide take a -2 penalty to attack rolls until the end of your next turn.

Insidious Curse (11th level): When an enemy under your Warlock's Curse drops to 0 hit points, you can place a Warlock's Curse on the enemy nearest to you as an immediate reaction. If the nearest enemy is already affected by your Warlock's Curse, you can slide it 2 squares, and it takes a -2 penalty to attack rolls until the end of your next turn.

Shaking Displays (16th level): All your warlock encounter attack spells, along with *painful delusion* below, gain the rattling keyword.

NIGHTMARE WEAVER SPELLS

Painful Delusion Nightmare Weaver Attack 11

You sink a psychic claw into your opponent's mind, awakening its worst fears.

Encounter ♦ Arcane, Implement, Psychic
Standard Action Ranged 10

Target: One creature
Attack: Charisma vs. Will

Hit: 1d10 + Charisma modifier psychic damage, and the target is dazed until the end of your next turn. Each attack that hits the target until the start of your next turn deals 5 extra psychic damage.



Dread Disappearance Nightmare Weaver Utility 12

To those you have cursed, you seem to disappear in a cloud of swirling darkness.

Encounter ♦ Arcane, Illusion
Free Action Personal

Trigger: You gain concealment from Shadow Walk
Effect: Until the end of your next turn, you are invisible to any creature affected by your Warlock's Curse.

Nightmare Stalker Nightmare Weaver Attack 20

Using the enemy's worst fears as a weapon, you conjure a shadowy entity to drive your foe mad with terror.

Daily ♦ Arcane, Conjunction, Illusion, Implement, Psychic
Standard Action Ranged 10

Target: One creature

Effect: You conjure a Medium illusory creature that lasts until the end of your next turn. It appears in a square adjacent to the target. While adjacent to the creature, the target takes a -2 penalty to attack rolls unless it is immune to fear. The target cannot move through the conjuration's space, but others can. If the target misses you or one of your allies, you can use an immediate reaction to have the creature make the following melee attack against the target.

Attack: Charisma vs. Will

Hit: 2d8 + Charisma modifier psychic damage, and the target is dazed until the end of your next turn.

Sustain Minor: The conjuration persists, and you can move it 7 squares.

SUPERIOR MELEE WEAPON

Two-Handed							
Weapon	Prof	Damage	Range	Price	Weight	Group	Properties
Garrote	+3	1d4	—	1 gp	1 lb.	Garrote	High crit, small

SUPERIOR RANGED WEAPON

Two-Handed							
Weapon	Prof	Damage	Range	Price	Weight	Group	Properties
Blowgun	+3	1d4	5/10	5 gp	2 lb.	Blowgun	Load minor, small

KILLER'S ARSENAL

To be an effective killer, you must be prepared for everything. Other than planning, nothing gives better assurances of a successful mission than proper equipment. The following mundane, alchemical, and magic items represent only a few tools of the bloody trade.

WEAPONS

Blowgun: This long, tubular weapon is used, by blowing on one end, to launch darts and other agents.

Garrote: This strangling tool is a length of wire or knotted rope with handles at either end. If you're proficient with the garrote, you can use it to deal the garrote's weapon damage as part of a grab attack.

MUNDANE EQUIPMENT

Camouflaged Clothing: This clothing is patterned so you blend into shadows. While wearing it, you gain a +1 item bonus to Stealth checks to hide.

Crowbar: When a lock is too tricky to circumvent, brute strength can sometimes do the trick. A crowbar grants a +2 item bonus to Athletics checks made to open locked doors or containers.

Disguise Kit: A disguise kit includes everything from cosmetics to prosthetics—all that you might need to conceal your identity. While using a disguise kit, you gain a +2 item bonus to Bluff checks made to pass off your disguises.

Footpads: These felt soles fit over shoes or boots and help dampen the noise you create while walking. The footpads grant you a +1 item bonus to Stealth checks made to move quietly.

Glass Cutter: When breaking a window is not an option, you can use a glass cutter to create the opening you need. Using a glass cutter takes 1 minute and it opens a hole large enough to fit your arm through.

MUNDANE EQUIPMENT

Item	Price	Weight
Ammunition		
Blowgun needles (10)	1 gp	—
Camouflaged clothing	30 gp	4 lb.
Crowbar	2 gp	4 lb.
Disguise kit	30 gp	5 lb.
Footpads	5 gp	—
Glass cutter	25 gp	5 lb.

ALCHEMICAL ITEMS

Some of the best tools in a slayer's arsenal are alchemical items. Inexpensive to produce, designed with short-term benefits, and useful for dispatching a mark quickly and efficiently, alchemical items provide just the edge a killer needs to complete his or her mission. In addition to these new alchemical items, you can benefit from those presented in *Adventurer's Vault* and the *EBERRON Player's Guide*.

DROWSY DUST

Level: 4

Category: Poison

Time: 30 minutes

Component Cost: See below

Market Price: 160 gp

When inhaled, the powder overwhelms a target, causing it to become sleepy and careless.

Drowsy Dust

Level 3+

You blow the dust from the palm of your hand so it spreads through the air and clouds your opponent's senses.

Lvl 4	80 gp	Lvl 19	8,400 gp
Lvl 9	320 gp	Lvl 24	21,000 gp
Lvl 14	1,600 gp	Lvl 29	210,000 gp

Alchemical Item

Power (Consumable ♦ Poison): Standard Action. Make an attack: Ranged 2/5; +7 vs. Fortitude; the target takes a -2 penalty to defenses and a -5 penalty to Perception checks (save ends both).

Level 9: +12 vs. Fortitude.

Level 14: +17 vs. Fortitude.

Level 19: +22 vs. Fortitude.

Level 24: +27 vs. Fortitude.

Level 29: +32 vs. Fortitude.

EVESTING

Level: 4

Category: Poison

Time: 1 hour

Component Cost: See below

Market Price: 240 gp

When blown into an enemy's face, the fine particles burn the eyes, nose, and skin, effectively blinding the target.

Eyesting

Level 3+

The fine black powder has a bitter smell and burns the skin.

Lvl 4	80 gp	Lvl 19	8,400 gp
Lvl 9	320 gp	Lvl 24	21,000 gp
Lvl 14	1,600 gp	Lvl 29	210,000 gp

Alchemical Item

Power (Consumable ♦ Poison): Standard Action. Make an attack: Ranged 2/5; +7 vs. Fortitude; the target is blinded until the end of your next turn. *Aftereffect:* The target takes a -2 penalty to attack rolls (save ends). Creatures that do not rely on sight to detect other creatures are immune to the blinding effect, and instead suffer the aftereffect immediately.

Level 9: +12 vs. Fortitude.

Level 14: +17 vs. Fortitude.

Level 19: +22 vs. Fortitude.

Level 24: +27 vs. Fortitude.

Level 29: +32 vs. Fortitude.

FLASHBANG POWDER

Level: 8

Category: Volatile

Time: 1 hour

Component Cost: See below

Market Price: 500 gp

When thrown against a hard surface, this paper packet rips open and exposes the reagents to air, causing them to explode and smoke.

Flashbang Powder

Level 8+

The packet explodes with a bright flash and a sharp report, filling the area with smoke and defying multiple senses.

Lvl 8	250 gp	Lvl 23	34,000 gp
Lvl 13	1,300 gp	Lvl 28	170,000 gp
Lvl 18	6,800 gp		

Alchemical Item

Power (Consumable ♦ Zone): Standard Action. Make an attack: Close burst 1; +10 vs. Fortitude; as a free action, you can make a Stealth check against the target with a +4 bonus. If you succeed, you are hidden from that enemy until the end of your turn or until you attack. Creatures that do not rely on sight to detect other creatures are immune to this effect. *Effect:* The burst creates a zone, which contains smoke that lasts until the end of your next turn. The smoke lightly obscures the area.

Level 13: +15 vs. Fortitude.

Level 18: +20 vs. Fortitude.

Level 23: +25 vs. Fortitude.

Level 28: +30 vs. Fortitude.

AUTHOR BIOS

LOGAN BONNER traded the Great Plains of Kansas for Seattle when he landed a job at Wizards of the Coast. As a mechanical designer, he has worked on *D&D Dungeon Tiles*, *D&D[®] Miniatures*, the *FORGOTTEN REALMS Player's Guide*, and *Adventurer's Vault*.

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