

SHL6-08

# Shadows of Memory

## A One-Round D&D LIVING GREYHAWK<sup>®</sup> Shield Lands Regional Adventure

Version 1.0

by Rob Vaughn

While the Council of Lords makes a decision that will change the Shield Lands forever, the PCs are given a simple duty to keep them out of the way. What could be easier than training the farmfolk and craftspeople of Southkeep to use their spears? Yet something neither living nor dead, but somewhere between, lurks in the darkness beneath the soil, and it does not rest easy. In this case, shadow may provide illumination. An adventure for characters levels 1-13 (APLs 2-12).

Based on the original Dungeons & Dragons<sup>®</sup> rules created by E. Gary Gygax and Dave Arneson and the new Dungeons & Dragons game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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For questions specific to this document and your region, please e-mail your triad point of contact (POC) at [poc@shieldlands.net](mailto:poc@shieldlands.net); for Living Greyhawk campaign questions email [rpgahq@wizards.com](mailto:rpgahq@wizards.com).

## RPGA Sanctioned Play

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

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

By sanctioning and reporting this adventure you accomplish a couple of things. First it is an official game, and you can use the AR to advance your LIVING GREYHAWK character. Second player and DMs gain rewards for sanctioned RPGA play if they are members of the DUNGEONS & DRAGONS REWARDS program. Playing this adventure is worth one (1) point.

This adventure retires from RPGA-sanctioned play on December 31, 2007.

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## Players Read No Farther

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

## Preparing for Play

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

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

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

## Living Greyhawk Levels of Play

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

1. Determine the character level for each of the PCs participating in the adventure.

2. If PCs bring animals that have been trained for combat (most likely dogs trained for war), other than those brought by

CR	1	2	3	4
1/4 and 1/6	0	0	0	1
1/3 and 1/2	0	0	1	1
1	1	1	2	3
2	2	3	4	5
3	3	5	6	7
4	4	6	7	8
5	5	7	8	9
6	6	8	9	10
7	7	9	10	11

virtue of a class ability (such as animal companions, familiars paladin's mounts) or the warhorse of a character with the Mounted Combat feat, use the sidebar chart to determine the number of levels you add to the sum of step one. Add each character's animals separately. Animals with different CRs are determined separately using the chart; then, take the highest CR animal (or animals), and add 2 (drop fractions). This result is the effective character level for a mixed-CR group of animals.

A single PC may only bring four or fewer animals of this type.

3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round up to the nearest whole number.

4. If you are running a table of six PCs, add one to that average.

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

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

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

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

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

## Time Units and Upkeep

This is a standard one-round regional adventure, set in the Shield Lands. Characters native to the Shield Lands pay one Time Unit per round; all others pay two Time Units per round.

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

A character that does not pay for at least Standard Upkeep may also avoid the above-described penalties by

living off the wild. If the character possesses four or more ranks in the Survival skill and succeeds at a Survival check (DC 20), the character will heal temporary ability damage as if he or she paid for Standard Upkeep, may refill spell component pouches and healer's kits, and may restock up to 20 arrows or bolts if the character has at least four ranks in Craft (bowmaking). The player is allowed to Take 10 on this roll.

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

## Adventure Background

When the Shield Lands recaptured Southkeep, the most difficult battle was that between some of the most powerful of the Knights of the Holy Shielding, led by Katarina herself, and the four "Lords of the Keep" appointed by the Old One: high-level adventurers who acted as guardians and overseers of the area in return for vast resources and a significant amount of power. The combat was vicious and deadly but, as is often the way with such things, was over fairly quickly. The four might have escaped if not for the *dimensional lock* placed upon the keep during the attack. The sole survivor of the fight was the Master of Spies, Theogren Blackraven, a shadowdancer assassin. She (Theogren was a female, though she disguised herself as a male) used her shadow jump ability to travel to the lowest level of the keep and, desperate to get away undetected, attempted to use a stash of "pure earth" to escape. Knowing that she would be punished severely for her groups' loss of Southkeep, she chose not to travel to Dorakaa; instead, she planned to head to Gensal, where an alternate cover identity would provide succor from both the Old One's punishments and the Shield Landers' interrogations.

The pure earth is a substance formed when an elemental or outsider with the earth subtype that is native to this plane dies; the stuff can be used to toughen the skin of the creature to which it is applied, to empower spells with the earth descriptor or, when the proper rituals and alchemical processes are performed, to allow for near-instantaneous travel through the earth across great distances, regardless of dimensional locks and other such barriers. The Old One's forces used it two years ago to kidnap Katarina, and subsequently to assault Torkeep and several other border forts in a surprise night raid that was barely turned back.

Unfortunately for Theogren, she failed her Use Magic Device check, and was caught somewhere between this plane and the Elemental Plane of Earth, somewhere

between the light of this world and the shadows in which she had been hiding. She died as a result, but something new was born, something with her memories and her fears, something of darkness beneath the earth. That something has roiled in agony and terror for over a year now, but those excavating and exploring the bowels beneath Southkeep have recently discovered it . . . or rather, *it* has discovered *them*.

#### **A Note About the “Caves” Beneath the Shield Lands:**

Despite the reality of cave systems, which can often exist even in lowlands and rolling terrain, the image of a large, deep cave system in fantasy (e.g., the Underdark) is usually thought of as being entered through mountainous, rocky terrain. There have been examples of isolated cave structures beneath the Shield Lands: the aberration-filled catacombs beneath Critwall seen in the Spiral Dance interactive in CY 592, for instance, and the caves carved out by pirates and extended by goblins beneath Southkeep. But one would think that, if the Shield Lands were riddled with caves through which crept cloaklers, grimlocks and the like, it would have been found by now. So, how is it that there is an Underdark-like region beneath this mundane, agricultural, temperate land?

This adventure establishes that environment by suggesting that the use of pure earth by so many thousands of the Old One’s minions have created caves that act as a gateway to a subterranean realm far beneath the Shield Lands. What this realm is, and how it was formed, remains to be seen. It’s not that there’s a portal to another plane through these caves, yet at the same time, when you step into these caves, you travel deeper and farther than your footsteps would suggest. You travel to a place of stone and stasis, of nightmares and fear, you travel to a hidden world that reflects, like a dark mirror, the blood-soaked soil of the land above. It is the Shadowdeep.

## **Adventure Summary**

Introductory boxed text places the PCs in a hamlet on the outskirts of Southkeep, helping train the farmfolk in basic spear combat (this is a bit of a follow-up to the recent “a spear for every family” initiative in Southkeep, as described in SHL 6-01). The training is interrupted as a call goes out from the center of the town: a child who had been missing for several days has been found by one of his friends! It turns out to be a shadowy imitation of the boy, which does its utmost to kill the townsfolk and PCs. After defeating the semblance of the boy, the PCs continue to hear the sound of the child still calling for

help. He’s still down there. The well collapses and is impenetrable.

It turns out a similar even happened in the basements of Southkeep, and the commander there shows the PCs an “entrance” into a tunnel of living darkness. The PCs then have a choice: rescue the boy and several other missing workers, or leave them to their fate.

Assuming the PCs enter, they find themselves in a world of palpable darkness. Within, the PCs catch glimpses of the spymaster’s training and early career, getting hints that this is the creation of someone’s mind. They can interact with the spymaster’s memories, playing a role and perhaps changing it, a la “Quantum Leap.” By taking on the spymaster’s sins themselves, the PCs grant her some release as well as rescuing the missing boy and workers. However, with each passing moment, their supply of light diminishes.

The ease with which they can move about in this subterranean place of shadow depends on their light sources; the brighter the light they have brought relative to the APL, the more easily they can move, and the farther they can get before the darkness claims them.

The PCs can attempt to rescue as few or as many people as they want. Once they have rescued their “fill,” assuming their light sources last, they come to a room created from the memory of one of Theogren’s chambers beneath Southkeep. There they find a book that had previously been reported by pathfinders to contain illusionary records of many of the pathfinders and soldiers of the Shield Lands. It seems that Theogren has taken on so many roles as a spy, she has forgotten who she truly is. The part of her that clings to life attacks, taking on the appearance of an “old school” Shield Land pathfinder, varying by APL: Jachim, Nadara, Murph, Mangram, etc. What remains of her soul cannot remember who or what she was, and so she has taken the form of one of her many disguises to attempt to destroy these intruders. She has their general abilities, but with a shadowdancer level as well.

She is not likely to kill so much as terrorize the PCs; and as the PCs destroy her, she simply reforms.

The PCs must use observation and research know-how to find the page of the pathfinder being “imitated” by the spymaster. Only by ripping up that page will the phantom be destroyed and the spymaster’s dark soul destroyed.

Once the PCs have “released” the spymaster from her delusion, the darkness begins to recede. The PCs are caught somewhere between shadow and light, watching as the traitor Kruptan is killed by Graycloaks in the

dungeons beneath Gensal...and then, as the shadows recede completely, take his body with them. As the PCs return to the material plane/the material world, a web of tunnels and a huge chasm leading downward into the earth will have been formed, though only the PCs can see it...

## Preparation for Play

Be sure to read Appendix 3 before running this adventure, and getting a good grasp on the rules for adventuring in the living darkness through which much of this adventure takes place. Once you've read the rules and figured them out, and even exposed daring PCs to the "delaying" effects of the darkness, however, feel free to throw them out the window!

This adventure is, above all, about fear and darkness. If you can create that sensation with storytelling and descriptive text, rather than keeping track of every last candle being burned or just how far the PCs have traveled, feel free. But for some parties, your keeping track of their light sources and ticking them off one by one as they are expended can create wonderful mounting tension.

Finally, this adventure seeks to imitate the feel of certain thrillers and horror movies like "The Ring," "Darkness," "Nightmare on Elm Street," and the like. If you are familiar with those films and can paint a similar canvas, so much the better. If you are not, or if you have small children, you may wish to simply present the darkness as weird, but not too creepy.

## Introduction

Read aloud or paraphrase the following to those PCs who have recently played SHL6-08.

*You remember the shattering power of the glyphs and wards as if they had gone off yesterday. You had just burst into the inner sanctum of the Council of Lords, had thrown the iron puzzle box at their feet, and then you were undone. The power of Heironeous himself pierced through the veil of your soul, and found you wanting. But it did not find you worthy of death, and so you were spared.*

*Would that you could have been spared the baleful gaze of many of the lords of the Council! Those looks seemed as dangerous as that of any bodak or basilisk, and it was only through the intervention of the Lord whose information you delivered that you were not thrown into chains. Now the debate has begun, and you know that the Shield Lands will be*

*forever changed by the knowledge you have brought to the Council . . . but rather than be present to hear the debate, much less influence it, you have been assigned somewhere "out of the way." The Lord with whom you sided reminded you that this was as much for your safety as to calm the angrier factions of the Council. You were, after all, declared traitors and murderers. It was therefore best that you remain somewhere out-of-the-way and low-profile while your fate, and that of some members of the Council, is decided.*

Continue to read aloud or paraphrase the following to those players and to all of the rest.

*It is now early winter, and the biting cold off the Nyr Dyv chaps your knuckles as the more martial among you demonstrate something that has become second nature for many of you: how to hold a weapon. The spellcasters, meanwhile, are busy meditating or studying, preparing their spells for the day. You are in one of the many young hamlets around the defenses of Southkeep. This community has recently been the recipient of a special program: each farmer that is willing to come settle the area will be granted as much land as he can work, along with a masterwork spear with which to defend his home. Such a simple weapon might not seem complex to seasoned adventurers, or to be very useful against the bizarre and monstrous opponents you must frequently face, but to a common man wishing to defend his home against a horde of orcs or goblins, a spear is both unfamiliar and potentially powerful.*

Tell any PCs in the party with spellcasting abilities that they have only so far prepared half of their spells per spell level (rounding down). There may be some grumbling at this, but they'll be glad later when they can prepare light-producing spells with their open spell slots!

*Several of your spearmen-in-training have seemed distracted throughout the gloomy, overcast morning. You learn that the cause is, while mundane, still distressing: one of your trainee's sons disappeared last night, and has not been seen since. There is therefore a sense of relief and urgency when a playmate of the missing son comes running up to the distressed father, claiming that his son has been found! Your troop of trainees quickly evaporates and heads toward the well in the town square, down which the child claims the missing boy has fallen.*

If the PCs do not follow the townsfolk, read aloud or paraphrase the following, but resolve 3 rounds of combat before the PCs arrive.

*Half a minute later, you hear screams of terror and see the flood of townfolk running back toward you.*

## Encounter One

Read aloud or paraphrase the following, modifying as necessary for PCs who arrive after the creature has claimed one or more victims.

*Although the townsfolk who arrived before you seemed intent on rescuing a child from a well, it's not likely that they will get a chance to do so. First of all, it appears to be climbing from the well just fine on its own, stretching pale gray limbs over the stone lip and flowing like a living shadow onto the ground. Second, whatever it once was, it is definitely no longer a child. It stretches forth its shadowy limbs, and from somewhere deep within its being cries an eerily innocent voice, calling "Mommy? Daddy! It's so dark . . . I'm scared. Help me, mommy!"*

**Creatures:** The creature that just emerged from the well is an umbral creation, essentially an undead shadow in the shape of a boy (although it uses the stats of a choker). It looks exactly like the missing son of the farmer, although it is pale and gray. Describe its movement as preternaturally quick and erratic, as if it were a shadow being cast by a flickering candle . . . it is difficult to tell where the creature stops and where nearby shadows stop.

While shadows and umbral creatures normally suffer no negative effects from sunlight, this creature and any shadows it spawns are creations of living darkness, and as such have daylight powerlessness as per a spectre or wraith (move actions only). PCs that make a Sense Motive check (DC 15 + APL) will notice that it stays beneath the market stall roofs, stretching out with its 10-ft.-reach to attack those who do not approach. A more difficult Bardic Knowledge or Knowledge (arcana, planes, or religion) check (DC 32) will allow a character to remember hearing tales of creatures from the Plane of Shadow that cannot abide the light of the sun. At low APL tables, it may be necessary for the party (after the battle) to consult a sage or the like to obtain this information.

If the PCs think to ask about the market stalls, explain that they are made of thatch. The thatch roofs have the following properties: hardness 0, 5 hp, immune to piercing damage; suffers double damage from fire, with a 25% of an adjacent square catching fire the following round. Any squares of the stalls' roof that are destroyed by physical damage or flame become sunlit

areas, and will be avoided by the creature and its spawn. Reward dramatic variants on this strategy, such as sundering the poles holding up the stalls or even using a Disable Device check to cause an entire stall to collapse!

**Tactics:** The umbral creature is a dark mirror of the child that has gone missing (and who may be found later), and whereas the boy would reach out to friends and loved ones for help, this creature performs the same actions, but with different effect and intent: it drains the Strength of those he touches, creating more shadows. It continues to do so for as long as it has victims; if the roof of the market stalls are completely destroyed, it and its spawn flee back into the well.

At each APL, the encounter includes varying complications in the form of the boy's parents, playmates, and other townsfolk. These bystanders may rush forward to be attacked and turned into shadows or even, at higher APLs, have already have been turned into shadows at the combat's beginning.

- **Distraught Mother:** At all APLs, the mother starts out standing next to the PCs, 45 ft. from the well. On her initiative, she calls out "Garick!" and rushes forward to embrace the choker, which she thinks is her son.
- **Protective Father:** At all APLs, the father starts out standing behind the PCs, 60 ft. from the well. At APL 2, he promptly faints. At all other APLs, he moves forward on his initiative and either attacks anyone who attacks the choker, yelling "Stop hurting my son!" or readies to do so.
- **Helpful Playmate:** At all APLs, the playmate starts out in front of the PCs, 30 ft. from the well. At APLs 2–6, he flees on his initiative. At APL 8 he is paralyzed by terror; at APL 10 he has already been consumed by the well and begins the encounter as a second umbral choker; and at APL 12 he not only begins the encounter as an umbral choker, he has also helped the lost boy create two greater shadows

### APL 2 (EL 4)

**Umbral Choker (1):** hp 19; *see Appendix 1.*

**Bystanders** (*see Appendix 1*).

### APL 4 (EL 6)

**Advanced (+3 HD) Umbral Choker (1):** hp 39; *see Appendix 1.*

**Bystanders** (*see Appendix 1*).

#### APL 6 (EL 8)

**Advanced (+6 HD) Umbral Choker (1):** hp 58; *see Appendix 1.*

**Bystanders** (*see Appendix 1*).

#### APL 8 (EL 10)

**Advanced (+9 HD) Umbral Choker (1):** hp 78; *see Appendix 1.*

**Bystanders** (*see Appendix 1*).

#### APL 10 (EL 12)

**Advanced (+9 HD) Umbral Choker (2):** hp 78 each; *see Appendix 1.*

**Bystanders** (*see Appendix 1*).

#### APL 12 (EL 14)

**Advanced (+9 HD) Umbral Choker (2):** hp 78 each; *see Appendix 1.*

**Greater Shadows (2):** hp 58 each; *see Monster Manual*, pg. 221).

**Development:** If the creatures have not been defeated after 10 rounds, the morning sun breaks through the clouds at a low angle, sending bright light into the entire market square and causing the creature and its spawn to flee into the well.

If the PCs look down the well, they see nothing but darkness, no matter how bright a light they attempt to use. Refer to the Encounter 2, below, if they attempt to use divinations or Knowledge checks to discern more about it. If they wish to investigate more thoroughly before checking with their commanding officer, let them; PCs who enter the well disappear. If the rest of the party does not enter immediately, but enters via the basement of Southkeep, they all arrive in the darkness in Encounter 3 simultaneously.

## Encounter Two

Word of the attack at the well travels quickly. The PCs are summoned to meet the commander of Southkeep, a man named Captain Kurowz. He is a robust human with just a pinch of hair left on his reddish head. He is approachable and friendly, and will certainly appreciate the opportunity to sit over a meal and talk with any visitors who appear to be on some sort of official business. Not being one to stand on ceremony, and recognizing the dire nature of the situation, he meets the PCs at the gate, introduces himself if they have not yet met, and introduces them to “Smiler Yon”. She is a particularly serious individual with apparently no sense

of humor. She dresses in a particularly drab manner and is incredibly strong looking (STR = 17).

Summarize the following:

Captain Kurowz will begin by thanking the PCs for the lives they’ve saved, then telling them that he wants to show them something. As he leads them through Southkeep’s halls and into the dungeons below, he explains that he had three men down there, workers to fortify and expand the keep’s storerooms. They appeared to have taken the day off early a few days ago, and never returned. They had been assumed to be deserters. But then this morning, at the same time the PCs were facing off against the shadowy child and its victims, the men showed up in the dungeons...but they were not themselves. They had become creatures of shadow. They managed to kill and turn into shadows several of their replacement workers, and would have flooded the keep with shadows, if not for the aid of Smiler Yon.

Let the PCs ask a few questions, then read aloud or paraphrase the following.

*Answering your questions as best as he is able, the frazzled Captain grabs a bright lantern from a wall hook before descending stone steps. He leads you down several corridors before stopping at a work-in-progress storeroom, the picks and shovels of the half-finished excavation abandoned on the floor. You can’t see the far wall, even though it’s just a few paces away . . . and then he shines the lantern’s light upon it, and you realize that no one will ever see the far wall. It simply doesn’t exist. It is darkness, and nothing more. No light escapes from its depths, but sound does . . . the sound of men whispering in terror and calling out, as if from very far away, for help.*

The PCs may wish to use divination spells and Knowledge checks to attempt to determine the nature of the darkness. Use your best judgement when determining the effects of divination spells (the darkness detects as overwhelmingly powerful conjuration and necromancy); for Knowledge checks, arcana, planes, and religion will all do the trick, revealing the following information:

- DC 5: This is a magical darkness effect; light sources and even spells with the light descriptor will have a limited impact on it.
- DC 10: The creatures that were destroyed by the PCs and Smiler Yon were not the people who were kidnapped; rather, they were imitations based on those who are trapped inside the darkness. Based on the voices issuing forth, there is a chance they are still alive.

- DC 15: The well and the tunnel are very likely connected to the same “patch” of darkness. The darkness probably has a link to the Plane of Shadow, although it doesn’t itself appear to be life-draining.
- DC 20: This is not merely a portal to one of the planes mentioned above; if it were, the captives would already be dead. Likewise, the fact that it is sending forth creatures suggests that the darkness itself is somehow intelligent.

Captain Kurowz will ask the PCs what they think, and as they discuss the matter, Smiter Yon will point out that they may not have the leisure to discuss the situation at length, gesturing at the tunnel wall. The darkness, they will see, appears to be expanding.

*Captain Kurowz shakes his head in frustration, and tells Smiter Yon to tell the troops to begin evacuating the keep. “Is it Iuzian? If it is, they’ll time an attack to coincide, and be on us at nightfall. Even if it isn’t the Old One’s doing, I don’t want to think about what happens if this thing starts belching out shadows without the sun to keep them shy. We have 8 hours of daylight left,” he adds, clenching his teeth. “Let’s pray that’s enough to get everyone out of reach of these . . . things. I guess all we can do is send a wayfarer to Critwall and beg for some of the Hieroneon priests to come shut this thing down. Shame about the boy and the workers, though,” he says, obviously enraged by his inability to help them. “I’ve half a mind to go in there and find ‘em myself, command position be damned.”*

This is the PCs’ cue to volunteer. If they do so, Captain Kurowz seems impressed with their guts, but reminds them that they have no idea what is in that shadow, or if it’s even possible to get back out once they go back in. If the PCs decide to enter anyway, make sure they have everything they want to bring with them. Although there isn’t time to rally a team of archmages and high priests to deal with the situation, they could for instance take 10 minutes to gather enough oil for their lanterns to last them for a while. Smiter Yon will suggest, if nothing else, that they each have some way of fending off the darkness. Once they enter the darkness, move on to Encounter 3.

If the PCs decide not to go in, they have until nightfall to set up defenses; once the sun goes down, creatures of darkness begin pouring out of the tunnel, swarming through Southkeep and either killing and consuming or spawning more of their kind as they go. Allow the PCs to

take as much or as little part in the defense of the town as they wish. Captain Kurowz’s first concern will be protecting civilians, his second concern maintaining a defensible position against Iuzian attack. Every 10 minutes, a group of creatures from the following list emerge and attack; start at the beginning of the list and work your way down. Each group consists of a number of creatures equal to half the APL of the adventure. The PCs gain full xp for the adventure, but none of the treasure or item access.

#### Creatures:

Darkmantle  
Choker  
Allip  
Shadow  
Displacer Beast  
Gray Ooze  
Cloaker  
Nightmare  
Wraith  
Shadow Mastiff  
Black Pudding  
Spectre  
Shadow (greater)  
Earth Elemental (greater)  
Night Hag  
Nightmare (cauchemar)  
Wraith (dread)  
Displacer Beast (pack lord)  
Black Pudding (elder)  
Nightwing

## Encounter Three

**NOTE:** From this point on, if a PC dies and is not returned to life by his companions, he is resurrected by a mysterious power. He loses a level and wakes up aboveground at the adventure’s end (see “Lost in Shadow” on the AR).

Once all of the PCs have entered the darkness, read aloud or paraphrase the following.



*At first you think that nothing has happened; you certainly don't feel any movement, and you have no sense of alarm. You think about looking around to see what the others think of this, but you decide not to bother. It's not like it's painful. You'd even say it feels nice . . . and that's when you realize that it can't feel nice because it doesn't, in truth, feel like anything at all. Not only can you not see anything, you can't feel anything, either. You're not just in the dark . . . you're in a void. And then you experience someone else's memory . . .*

*Her name was Theogren. She and her three peers were the masters of the keep. They fought desperately against a combined force of pathfinders, Knights of the Holy Shielding, and Lady Katarina, and as all seems lost, Theogren steps backward into a shadow, instantly reappearing in the basement room that your current shadow room is imitating. Still cowering in the shadows, she removes a pouch from her belt and dips her fingers into it; they emerge covered in a thick, rich earthen loam. She stands with her back against the earthen wall, then begins to trace the dirt over her flesh in intricate patterns, muttering arcane words as she does so. With each completed rune, she seems to sink slightly into the earth behind her. When she is halfway covered by the earthen wall, hiding in a combination of stone and shadow, Lady Katarina and her strike force bursts into the room. A cleric of Heironeous mutters a prayer, casts a divination spell, and focuses inward for a moment. Then he shouts out "She's in here somewhere...she's trying to use the pure earth to earthslide!" Katarina scans the room, curses, then mutters "I can't see her. Well, folks," she says to her strike force, "I hope you've been staying in Heironeous's good graces." With that, she throws back her head and utters a single word in the language of angels, a word of such piercing beauty and brightness that it illuminates the entire room in a flash of holy power. It leaves several of the greycloaks and one cleric of St. Cuthbert in her strike force blinded and stumbling, but also interrupts Theogren's earth ritual. She is revealed in the flash of light, the earth fallen from her hands and a look of shock and fear on her face, as the earth and shadow in which she was hiding continue to surround her with their embrace, but doing so now with a mind of their own. She has time for a single inhalation of breath before she is covered by the shadows and wrenched backward into the earth, leaving only a plain earthen wall behind her.*

*Then you see a glimmer of light. You head towards it, somehow, swimming through darkness without actually walking. Minutes pass, then hours.*

*The light grows so slowly, so maddeningly slowly, that you nearly give up hope. Then, after what must be half a day of travel, you reach it! And you find . . . that it is the light source you are carrying.*

*As you look about you, several other pinpricks of nearby light expand into muted glows, revealing the dim forms of your companions. The party is here . . . wherever here is.*

For the rest of this adventure, the PCs are traveling in a land of shadow and nightmare beneath the earth. See Appendix 2 for special rules here. The darkness is a physical and mental presence, and is essentially a character in this story. It surrounds the PCs and despises them; it seems to mock them and whisper to them, offering images of beloved friends or hated foes that, when investigated, are revealed to be nothing. None of the phantoms (whether of Theogren or her master) described herein can be physically interacted with; they are part of the darkness itself, and if attacked or restrained, simply dissolve into nothingness.

The ground beneath the party's feet isn't what one would expect from a tunnel; it is dry, dusty soil, the kind found in agricultural lands that have been overfarmed or gone through a drought.

Nothing will happen if the PCs stand still; they're going to have to start moving in some direction. They can determine which is the correct one in two ways: those who make Spot checks (DC equal to 10 + APL) will notice that the darkness seems to be moving, almost flowing, in a certain direction. A Listen check at the same DC will allow PCs to judge that a high, almost inaudible cry of a child calling for its parents is coming from the same direction.

Regardless of which clue tells them how to proceed, if the PCs travel 10 miles in the appropriate direction, their light will reveal a strange tableau. Read aloud or paraphrase the following.

*After pushing through the palpable darkness for an hour or more, you realize that the calls for help have ceased. Then your light reveals something other than more dirt and shadow. Just on the edge of your vision, the dirt ground gives way to wooden flooring. The wood is not on top of the ground, nor does it emerge from beneath it; rather, it's as if it had metamorphosed from dust into wooden planks. A few feet farther on is the shape of a child, standing straight at attention. A snarling taskmaster from within the darkness screams out "Repeat!" and you hear a familiar voice responding shakily. It is the child whose shadowy counterpart attacked at the well! But he is speaking in a strange, feeble attempt at*

*a Ketite accent, as he says back into the darkness, "Hail and well met, traveler. What land do I find myself in?" The invisible taskmaster seems unimpressed, and tendrils of darkness lash out at the boy's back, and he cries out in pain. "You won't last five days out there at this rate. You will have no weapons but your guile, girl\*, and no defenses but your wit! Now," says the phantom instructor, "with a Furyondian accent!"*

If the PCs approach, the boy will start in terror, shocked to see anyone else in the darkness with him. He at first cowers, but if the PCs mention his or his parents' names (they may very well have forgotten to ask!), he will rush forward to embrace the speaker.

There is no taskmaster to be found in the nearby darkness, but a voice nonetheless demands every 3 rounds that the boy repeats the phrase in varying accents and even languages. Each time he attempts to do so, the taskmaster is displeased, and whips him again. The PCs can do nothing to intercept the tendrils (which obviously cause him intense pain), nor can they push back the darkness and move if they try to take the boy with them. The only way they can rescue him and remove him from the situation is to answer for him, appeasing the taskmaster.

The taskmaster can be appeased with 3 consecutive successful greetings in whichever languages or accents he demands. Doing so requires that the character speaking either is a native from the nation or region in question, is a native speaker of a racial language, or passes a DC 5 + APL Disguise check. Sample accents and languages are given below.

Accents	Languages
Furyondian	Elven
Keoish noble	Baklunish
Perrenlander	Orc
Bandit Kingdoms	Giant
Dyvers gutter trash	Goblin
Onwal	Flan

Once the taskmaster is appeased, the PCs may move forward, their young charge in tow.

Garick is terrified, and clings to the most reassuring and comforting PC as they travel.

- He can tell them that he's been here for what seems like a long time.

- All he remembers about how he got here was leaning over the well to try to see down it, because he thought he heard someone talking down there. Then he figures he must've fallen in.
- He also relates that there's someone else down here with them, a little girl, about his age. She was really friendly at first, but kind of sad.
- He asked her who she was, but that made her even sadder, and she told him that she couldn't remember who she was.
- She tricked him into taking her place in the "language test," and then ran off into the dark.  
\*This is why the voice thinks it is talking to a girl.

If the PCs ask which direction, he will unerringly point in the direction that the darkness is flowing.

There is nothing else for the PCs to do but keep traveling. After they cover another 10 miles, proceed to Encounter 4.

## Encounter Four

*After another hour or so of pushing onward through the dark, you hear a voice, that of the taskmaster and the beggar, calmly addressing his pupil. "You must learn to wear many faces if you wish to serve us, Theogren. These faces must become your own . . ." As the voice trails off, it becomes an eerie cross between a moan and a whisper, reverberating around you and sending chills down your spine. The way the sound feels, you believe that you must be in a room.*

The PCs are in a 60-ft.-diameter, round room. If they explore the boundaries of it, they will find that the walls of the room are made up of huge, 10-ft.-high faces! The faces are of varying gender and race, but Knowledge (local: Iuz border states) DC 10 (or previous personal interaction with the person in question) checks will reveal the faces of the following individuals: Markuth (an elven sometimes-criminal, sometimes ally of the Shield Lands), Anedhel (a priestess of Atroa in Ringland), a barmaid at Dewey's Pub, Trys (!), and Captain Kruptan. Each appears to be whispering introductions in a distinct voice ("Hey there, gorgeous. I'm Trys!"; "At attention, soldier! The name's Captain Kruptan"; and so on) to no one in particular, their eyes staring blindly ahead.

**Creatures:** The moaning is the unnerve ability of a cloaker hiding on the wall, a face etched into its back. A listen check as a move action (DC 5 + APL) will

determine the direction of the moan, while a Spot check (DC 5 + APL) made once it is within sight will reveal that something is off about the face. Once it is detected or after 6 rounds have passed (which requires all affected PCs to make a Will save or enter a trance), it attacks.

**Tactics:** The cloaker(s) start off with their unnerving moan, and only attack once any of the PCs have been forced to enter a trance or once they have been attacked. All PCs within the area of the moan's 60-ft.-spread are automatically unnerved, suffering a –2 to attack and damage rolls. Note that this is neither a fear nor compulsion effect; only characters completely immune to mind-affecting effects (such as via *mind blank*) can avoid this penalty and the saving throw after 6 rounds.

At APL 2, the cloaker simply engulfs the PC that discovered its location or that is closest to it. Note that, even while grappling, the cloaker still threatens a 10-ft.-area around it with its tail, even without taking the normal –20 to grapple checks. Additionally, half of all the damage dealt to the cloaker is dealt to its engulfed victim.

At APL 4, the cloakers will split evenly between moaning and attacking. The attacking cloakers will engulf spellcasters first. The moaning cloakers will only maintain their unnerving moan if one or more PCs have been forced into a trance; otherwise, they will switch to whichever moan works best against a particular party. The stupor effect will only be used against a character who has resisted all previous moan effects from that cloaker.

#### APL 2 (EL 3)

**Low-Cha Cloaker (1):** hp 45; see *Monster Manual*, pg. 36, but with Cha of 7 (Moan DC 11).

#### APL 4 (EL 5)

**Low-Cha Cloakers (2):** hp 45 each; see *Monster Manual*, pg. 36, but with Cha of 7 (Moan DC 11).

#### APL 6 (EL 7)

**Mid-Cha Cloakers (3):** hp 45 each; see *Monster Manual*, pg. 36, but with Cha of 11 (Moan DC 13).

#### APL 8 (EL 9)

**Elite Cloakers (3):** hp 51 each; see *Appendix 1*.

#### APL 10 (EL 11)

**Elite Advanced (+3 HD) Cloakers (4):** hp 73 each; see *Appendix 1*.

#### APL 12 (EL 14)

**Huge Advanced (+6 HD) Cloakers (4):** hp 106 each; see *Appendix 1*.

**Developments:** Once the cloakers are defeated, the faces surrounding the PCs will crumple and blacken like paper thrown into a campfire, and then be blown into the darkness. They seem to disappear in the direction the PCs had been walking: along the “flow” of darkness.

## Encounter Five

*After another hour or so of pushing onward through the dark, a voice calls out to you from somewhere to your right . . . which direction it truly is, is anybody's guess. “Hey, Garick. You found friends.” Then a slim, homely teenage girl steps from that direction out of the shadow. She has a plain, forgettable face, short hair that is a lackluster brown, and eyes of some bland, indistinguishable color. She is dressed more like a boy than a girl, with simple trousers and a tunic. Garick has a quizzical, frightened look on his face, and says quietly, “That's her, but she's older now than last time.”*

*The girl glances at each of you in rapid succession, making some kind of internal and private evaluation. She thinks for a moment, then says with a frown, “One of your friends is this way,” gesturing over her shoulder with her thumb, “doing something for me. You can help him, if you like...might be safer to keep going forward, though. You don't want to be stuck in here for too long.” Then she fades back into the darkness.*

This phantasm is the closest thing to her true form that Theogren can take now, but she can never hold onto it for long. She exists in a constant nightmare, reliving her past, and the only reprieve she can gain from it is by having someone else relive it for her, sparing her for a short time. Of course, she doesn't exactly understand that, nor would she tell the PCs if she did. She is, above all, a deceiver.

This particular memory is stuck reliving her first assignment, one in which she was tasked with finding and stealing a holy weapon to present to her master. If the PCs move in the direction Theogren points and resolve the encounter, they lose 1 hour from their travel time.

The PCs will hear an uncertain “Hello? Is someone there?” from up ahead. If they move forward, they will find Milt, one of the workers from beneath Southkeep. He looks strong and hardy, and particularly ill-suited for sneaking. Yet he stands at the edge of a shadowy hallway, apparently the edge of a large hall. On the left side of the hallway are a series of arches, within each of which is a

guard armed with sword and shield, the symbol of Heironeous prominently displayed. There must be two dozen of them all told, but they are standing with their back to the hallway, looking out into the main room. At the hall's end is a pedestal, resting upon it a longsword glowing with holy light.

Milt will be glad to see the party, but he's not the emotional type. He will quickly and directly explain what the girl told him he had to do: deliver a weapon blessed with holy power to her master. She said she "remembers" that she decided to steal one from this place. Her master is supposed to come find him in about 10 minutes, dressed like a beggar, and he's supposed to slip the sword beneath his rags. If he doesn't have a holy sword to give him, Milt adds with a shrug, she says her master will kill him.

Sneaking down the hallway requires 3 consecutive successful Move Silently checks (DC 10 + APL) and Hide checks (DC 5 + APL). The sneaking PC cannot take 10. There are, of course, other ways to get to the end of the hallway unseen and unheard: invisibility, dimension door and teleport, silence, distracting the guards with illusions, etc. Speaking the appropriate religious phrases and prayers to the guards will also get a PC past them, requiring 3 consecutive successful Knowledge (religion) (DC 20 + APL) checks; members of the Church of Heironeous meta-org gain a +5 circumstance bonus to such checks per rank of their membership in the organization.

Finally, there is a chance that the PCs will have another way out: one of them may have a holy weapon that he is willing to give up (unlikely), or they may be able to cast align weapon or bless weapon.

If the guards are alerted to any PCs sneaking down the hallway, or if a PC gives an incorrect prayer, all of them turn as one and raise their swords, then chop downward into the air. As they do so, Milt grunts in pain, even though he is several hundred feet from the guards . . . any PCs who look over will see that he suffers from dozens of horrendous slashing wounds, everywhere from his face to his arms to his torso. With a sigh, he collapses and dies. The scene fades away into darkness, leaving just the PCs and Garick; they are free to continue on their way.

If a PC reaches the pedestal unseen and claims the sword, if a PC uses a spell to make another weapon holy, if a PC offers up one of his own weapons, or if 10 minutes pass, the scene disappears and an old beggar staggers forward out of the darkness. If the PCs give him a holy weapon, he clutches it in his hand, the flesh sizzling as he does so, and hides it beneath his rags. He whispers, "Well

done, my child. But if it did not burn your flesh, then you are not yet ready to serve me," then disappears.

If the PCs refuse to give him a holy weapon, he whispers "You cannot release that which you should not be able to even hold, my child? Then I see I must begin again." He waves his hand negligently, mutters an arcane word, and Milt falls over dead, as the old beggar fades into nothingness.

## Encounter Seven

*You continue through the darkness, hope fading with each step. Then a familiar, yet more cultivated voice echoes out of the shadows. Someone steps into the light, and though she...or is it a he?...bears a strong resemblance to the phantom girl who last crossed your path, this individual is older and more confident. The androgynous figure, dressed in plain traveler's garb and a gray cloak, crosses its arms over its chest and juts its chin out at you, hands on its hips.*

*"You just keep going, don'tcha, Garick? Nicely stepped and well met to the rest of you," the figure utters with a nod of respect, "I s'pose I should let you know that there's another of your countrymen down that way." She, assuming it is the same girl, gestures with her chin over her shoulder to indicate the direction. "Whether you want to give him a hand or not is up to you...wouldn't want your lights to go out on you in here, now, would ya?" As her head turns back to you, you see that her face has changed into that of a haughty male elf. He sneers at you in disgust as he fades away into shadow.*

PCs may have encountered Markuth before. If not, a Knowledge (Iuz Border States) DC 20, will recognize the elf as Markuth, an enigmatic figure that has existed on both sides of the law in recent Shield Lands history, and whose true allegiance and identity was never discovered. In truth, he was a cover identity created by Theogren, and his creation of the Open Spirit, his battles with a strange vampire cult, and his involvement with the Sidhee were all machinations of hers meant to sow doubt and confusion amidst the heroes and leaders of the Shield Lands. This version of Theogren is reliving one of her more painful failures: being unable, in the guise of Markuth, to find her way into the Sidhee forest to determine if it is a threat to the Old One. She has captured another of the Southkeep workers, Stark, to perform the task for her.

If the PCs move in the direction Theogren points and resolve the encounter, mark that they've lost 1 hour

from their travel time. Then read aloud or paraphrase the following.

*As you venture in the direction that the phantom suggested, the encroaching walls of solid shadow give way to another kind of darkness, the kind brought about by an ancient and eldritch forest at dusk. Everywhere around you, you begin to see the towering, ominous forms of trees, many of them twisted into strange and threatening shapes. Crouching with his back to a large downed tree, sweat beading on his brow and a feeble dagger clutched in his hand, is what can only be one of the workers from Southkeep. His eyes widen with surprise and hope when he sees your light, and he gestures for you to approach cautiously.*

When the PCs reach the worker, he will exhale with relief, clasping Milt's arm if he is with them, and introduce himself as Stark. He will tell them that some guy in a gray cloak with short brown hair found him in the shadows and told him to follow him. Then he pushed him into this copse of trees, told him to try to "talk his way past them," and left. Every time Stark has tried to move, whether forward or back, a voice has called out a question in some strange language, waited a few seconds, then launched a volley of arrows at him.

The PCs can leave with no problem, but the only way they'll get Stark out of here is by satisfying the phantom archers in the dark. Stark is willing to try standing up to get the voice to talk so the PCs can hear it. If he does, the voice calls out "Cleriasa a na-clierasa?" Unless the correct answer is given, a volley of shadow arrows leaps out of the darkness, narrowly missing the hapless worker. The PCs will have three tries; on the third unsuccessful try, the arrows all find their himes, piercing Stark and consuming his soul.

PCs who speak Sidhee will automatically recognize this question as the phrase "Of nature or not of nature," which more literally translates as "friend or foe?" The correct response is to answer "Of nature" in Sidhee. If none of the characters speak Sidhee, the PCs still have several options.

- PCs who speak Sylvan may make an Intelligence check with a DC of 5 + APL to translate the words.
- PCs who speak Elven may make an Intelligence check, or those with bard levels may make a bardic knowledge check, both with a DC of 10 + APL. Either check will allow a character to recognize it as a sidhee greeting during a time of war; they know that "*clierasa*" mean "of nature."
- PCs with ranks in Knowledge (nature) may make a check with a DC of 15 + APL to recognize that *na-* means, in the tongue of the forest fey, "Not of."
- *Comprehend Languages* will not help, as the phantom archers cannot be touched, but *tongues* or a *helm of comprehend languages* will work.
- A summoned creature that speaks Sylvan or Elven may make the checks described above.
- PCs who have the box from SHL 1–X permanently gain a supernatural understanding of the Sidhee language, and may translate; those who have the amulet from SHL 1–X automatically think they understand Sidhee, but they reverse the meanings of "*clierasa*" and "*na-clierasa*;" and those who lost (and have not yet regained) their memory from SHL 5–X may make an Intelligence check as if they spoke Elven.

Finally, the players may use their knowledge of grammar to guess at the words' meaning and of the appropriate response.

## Encounter Seven

*It has been half a day or more since you've seen daylight, and you have no way of knowing if you have come any closer to the edge of the darkness, except that the girl's memories, which you seem to be caught up in, are steadily advancing to later points in her life. If you reach the "present," perhaps you will also reach the end of your shadowy trek.*

*These and other thoughts slither through your mind for another hour or more, but are then interrupted by the now-familiar voice and form of the phantom who has been haunting you. She or he steps into your light with confidence and grace, bowing before your party.*

*"One last interruption, I'm afraid, my friends," says a strangely neutral voice, neither masculine nor feminine, with no particular accent that you can place. "You've come so far, and you're now so close to the heart of it all . . . but I feel obliged, for honor's sake, to let you know that the last of your countrymen who is within my shadowy embrace, a brave and handsome fellow, is wrapped up in one of my most recent memories. He fights his battle in this direction," and the figure languidly gestures with one hand to its left, "while the key to your departure, I believe, lies in that direction," at which the figure's opposing hand gestures to its right. "The choice is yours . . . save one more, or head toward the door."*

*She finishes with a smirk and fades into the darkness, but you can't help but notice a look of desperation in her eyes that does not match the tone of her voice or the nonchalance of her body language.*

This is the last crossroads the PCs will come to before gaining an opportunity to escape. If their lights are running low, take this opportunity to remind them of the ominous ebbing of the darkness around them and its seeming hunger for the PCs' light and warmth.

If they head to the right, move on to Encounter 8. If they head to the left, mark off another hour of travel time from the PCs' progress. In return, they will not only have a chance to rescue the last of the Southkeep laborers, they will also discover a piece of the puzzle of how the Old One's agents managed to so completely infiltrate the Council of Lords last year.

Of all the memories the PCs have investigated, this is perhaps the most disturbing. Read aloud or paraphrase the following.

*The darkness begins to give way to your light in narrow streaks, as if the light is tearing long strips from it. The web-like weave of darkness twists open before you, releasing angry chattering noises mixed with wet, squishing sounds, then closing behind you with a vertigo-inducing spiral. Your light then reveals what was once a man, bound in a web of fleshy tendrils and covered with a translucent gel, but missing something essential: his flesh. More horrible than this, however, is that you can see its chest rising and falling, and its lidless eyes stare at you in agony.*

If either Milt and Stark are with the party, one of them will croak "Terril?" then shake his head, clenching his jaw, and saying "No, he...it...is too short." If both are present, the other will cover Garick's eyes so he cannot see the horror before him.

*A deep, calm voice intones around you, "You see, Theogren, the process is really quite simple."*

PCs who have played IUZ X-oX will recognize the voice as that of the Boneheart Null.

*"First we have one of our spies provide a likeness of the lord we wish to replace. We show that likeness to a doppelganger, and allow it to take on the lord's physical appearance. The doppelganger is injected with a solution that stabilizes that form, so that the doppelganger, or rather its flesh, cannot revert to its natural state. This is essential, because the flesh is then removed from the doppelganger! Then we take a human operative of the right height, weight, and gender, and flay him or her alive. The operative's body must be sustained without its epidermis for*

*several hours; not too difficult, though somewhat jarring to the operative's mind, I assure you. Finally, and this is the most amazing part of the process, we graft the doppelganger's flesh, still in the semblance of the lord we wish to have impersonated, onto the body of the operative. And as you see, the being that results from the operation is a mundane, not magical, spy!" as the voice concludes, the tendrils that surround the pitiable form before you writhe and wrap around it, binding strips and flaps of flesh to it in a grotesque patchwork. When they are done, a familiar figure stands before you: it is a deceased member of the Council of Lords, one who was revealed as a spy upon the resurrection of Lady Katarina.*

*"The value of such operatives, of course," the voice adds, "is that their disguises are not pierced by divinations, nor do they fade away when brought into an area of antimagic...both of which are commonly used by the Council of Lords' bodyguards and security forces. Nothing short of a miracle or wish spell could reveal them. Whereas before we were forced to replace pathfinders and other minor figures who were less likely to be exposed to such precautions, now we can replace the masters of the Shield Lands themselves!"*

*"So you see, dear Theogren, as thorough and interesting as your research on the troublesome 'pathfinders' has been, and as talented as you are at impersonating them, we no longer have need of those services. However, I do not quickly forget your excellent work. I will make certain you are given a position in, say, Southkeep. That should be fairly comfortable for you."*

At that, the creature impersonating the lord fades away, and where it stood, Terril is thrust forward out of the darkness. His bright blue eyes, which must once have been handsome, appear haunted and almost crazed. "So empty," he mutters, as Milt and/or Stark and/or a PC supports him, "she's so empty..." While he will eventually recover, Terril is too far gone to say anything more, for now.

## Encounter Eight

Finally nearing the end of their ordeal, the PCs find themselves in a dark, earthen room that will be familiar to all of them: it is one of the rooms beneath Southkeep. Standing on a table is a large book, its impressive illustrations visible even in the shadowy light and from a distance. PCs who played SHL 3-06: A Chink in the Armor will recognize the room specifically as the place

that they found evidence of pathfinders, possibly even themselves, being investigated and impersonated.

The book is the key to Theogren's continued existence in this form; it represents all of the false identities and masks she has taken on throughout her life, and only by destroying it can the PCs put her to rest (while also freeing themselves and their charges from this nightmare realm of shadows). A notable clue as to the book's importance is that it radiates a dim but steady light, the only thing to do so that the PCs have seen anywhere in the darkness. Investigation of the book reveals that each spread of pages details the capabilities, possessions, and history of a pathfinder of the Shield Lands! Opening the book to any particular page will cause the pathfinder in question to appear above the book's pages in the form of a three-dimensional programmed illusion. The illusion speaks a few frequently used phrases in the pathfinder's voice, performs a few combat maneuvers or favorite spells, and the like. DMs are encouraged to use regional PCs with whom they are familiar when providing examples of these illusionary records, so long as the PCs have been adventuring in the region since CY 594.

**Creatures:** As the PCs approach the book, however, a phantom of Theogren emerges from it. She says simply, "Please, free me," then takes on the form of a pathfinder of the Shield Lands, and blends into the shadows. The form she takes on varies by APL. PCs who have adventured with the "semblance" that Theogren takes on will recognize him or her immediately; the resemblance is uncanny, down to the way the character wields his chosen weapon and the catchphrases he mutters during combat. In addition to their normal behaviors, however, each semblance has the shadow template, giving it among other things the ability to blend into shadows, making it invisible.

**Tactics:** Theogren focuses her attacks on whichever PC is currently working with the book, if possible. If she wins initiative or if no PCs approach the book, she delays until one of them does, then attacks. If she does not win initiative, she takes advantage of her Combat Reflexes feat to take attacks of opportunity against those who do not see her and accidentally move through her threatened areas.

#### **APL 2 (EL 6)**

**Semblance of Jachim the Brave:** hp 21; see *Appendix 1*.

#### **APL 4 (EL 8)**

**Semblance of Mangram Shatterspear:** hp 35; see *Appendix 1*.

#### **APL 6 (EL 10)**

**Semblance of Murphilious:** hp 63; see *Appendix 1*.

#### **APL 8 (EL 12)**

**Semblance of Ashley:** hp 78; see *Appendix 1*.

#### **APL 10 (EL 14)**

**Semblance of Nadara the Cavegirl:** hp 71; see *Appendix 1*.

**Semblance of Snuggler Cat:** hp 87; see *Appendix 1*.

#### **APL 12 (EL 16)**

**Semblance of Incantatious the Necromancer:** hp 82; see *Appendix 1*.

**Semblance of Ghost the Owl Familiar:** hp 41; see *Appendix 1*.

**Development:** The PCs may be dismayed to find that, even after destroying the semblance, Theogren simply reforms into another one after 1d4 rounds. Worse, she reforms into the next higher APL (at APL 12, Incantatious simply reforms, dusts himself off, and says "Well, that was a fun trip! Now then, where were we?"). The only way to end the fight, and to get out of the darkness, is to destroy the page on which Theogren's current semblance is recorded.

If PCs attack the book as a whole (such as by attempting to light it on fire, hack it apart with a weapon, destroy it with a spell and so on), they will find that it is impervious to their assaults. The pages can be ripped out, however, as a full-round action. Doing so requires a successful saving throw (whichever saving throw the PC has the best modifier for) with a DC of 5 + APL. For every 5 points by which the PC's saving throw exceeds the DC, an additional page is ripped out.

There are 100 pages in the book, meaning that there is a 1-in-100 chance that the first page that is ripped out is the page of the current semblance, a 1-in-99 chance that the second page that is ripped out is the page of the current semblance, and so on. With each page that is ripped out, even a wrong page, the darkness around the PCs seems to shudder and lighten slightly, becoming more of a misty gray.

Players may eventually realize that they need to look for a specific page: that of the semblance that is attacking them. Finding the correct page requires an Intelligence check as a full-round action, with a DC of 20 + APL. Players gain a cumulative +5 to the check for each of the following: A) If they have adventured with the PC being imitated; B) If they played SHL 3–06: A Chink in the Armor and have encountered the real-world version of

the book; C) If they correctly guess the book's organizational system, or take another full-round action to determine what that system is (it categorizes pathfinders by the characters' primary professions/roles: adventurer [skill-based], arcane, divine [clerical or druidic], or warrior [tank/scout/light infantry]).

Once the correct page has been ripped out, the nightmare ends; proceed to the conclusion.

## Conclusion

*As the page is ripped away from the book with a sound like reality itself tearing, the phantom pathfinder you had been fighting melts away, revealing Theogren. She says "Thank you," and then likewise vanishes...this time for good.*

*As she disappears, the shadows that have for so many hours trapped you beneath the flesh of Oerth begin to dissolve, flowing like liquid down to the ground, and then finding crevices in the earth and rushing ever downward. The shadow-stuff almost seems to burrow downward into the stone. Through the ever-lightening haze you begin to see that you are still in an earthen room, not so different than the one in which you began this nightmare, but then you recognize it as one of the basement corridors beneath the keep at Gensal! And facing you, weapons bared and murder in their eyes, are a squad of Greycloaks!*

Give the PCs a moment to react. They've just endured a good bit of boxed text, and are about to be subject to some more.

*The Greycloaks ignore you completely, rushing through your bodies...apparently you have not yet completely transitioned from the realm of shadows in which you were trapped. You turn to see who or what they were chasing, and behold a ragged and wounded Captain Kruptan, his back against the earthen wall in much the same position that Theogren was in the vision you saw when all this began. The Greycloaks launch themselves at him silently, but before they can reach him, he removes a holy symbol that you can't make out and casts a spell. He finishes just in time, and an invisible barrier prevents them from coming within melee reach. They create a semi-circle around him. Behind Kruptan, the shadows from which you emerge begin to eat away at the ground, forming a pit of darkness.*

*"Hiding in the ruins of Gensal like a rat, Kruptan?" the lead Greycloak says with disgust, shaking his head. "Give yourself up, traitor...we'll get answers from you living or dead." He nods to his men, who*

*smoothly sheathe their swords and daggers and pull powerful bows from their backs, stringing them, taking aim, and letting fly all in one smooth motion.*

*The arrows, fired from a mere 10 feet away, thud into Kruptan's armor and flesh with brutal velocity. He staggers, and grimaces. "You've got it all wrong, tracker <thud>. You think you've saved Sharn? He's already lost! <thud> You were so sure Enerick was the threat! Idiots. Enerick was a puppet." The Greycloak commander seems unmoved by Kruptan's ravings, and orders his men to continue firing. Half of the arrows are stopped by magical defenses and Kruptan's armor, but the swarm of shafts are beginning to take their toll. Blood streams from Kruptan's mouth as he continues, half pleading with and half defying his attackers. "I was betrayed, Greycloak! Betrayed by my own brethren, my own brothers in arms. <thud> Your precious pathfinders and their <thud, thud> visions... they played right into-<thud, thud, thud!>"*

*Kruptan's final words are cut short as a last volley of arrows pierces his chest, extinguishes the life from his eyes, and knocks him back...into the pit of shadow that had been steadily growing behind him the whole time. To the Greycloaks, he seems to simply vanish, though you and your companions, still halfway between the world of shadow and the world of light, see that his corpse plummets downward as if pulled by the weight of his supposed sins. As the last of the shadows melt away and flow downward into the pit, you appear before the Greycloaks' astonished eyes, still holding the pages of the strange book you destroyed to escape the darkness.*

*You are standing on the edge of what has become a chasm. At its bottom, far below you, much farther than you should be able to see, you sense a vast cave. A spiderweb of tunnels reaches downward and outward from it into darkness and stone. The Greycloaks look bewildered. They can't see the strange subterranean realm, only you can...perhaps because you were just within the shadows that have formed a pathway to it.*

*What are these bewildering caves? Why has no one found them before? How can you sense that they are miles below when they seem to be within a descent of just a few hundred feet from you? And what of Kruptan's ravings? Was there truth to his words? If Enerick was not the threat to Sharn and the Shield Lands that you foresaw, then who is?*

*Kruptan's spirit holds some of these answers, but to learn them, someone will have to retrieve his body. As for the other question, that of the deep shadows*



*below, only daring exploration will shed light on their origin and their nature.*

*You look down into that strange, hidden world, and something tells you that you may have the chance to do both.*

## The End

# Experience Point Summary

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

## Encounter One

Defeating the umbral creatures

APL2 120 xp

APL4 180 xp

APL6 240 xp

APL8 300 xp

APL10 360 xp

APL12 420 xp

## Encounter Four

Defeating the cloaklers

APL2 90 xp

APL4 150 xp

APL6 210 xp

APL8 270 xp

APL10 330 xp

APL12 390 xp

## Encounter Eight

Defeating the semblance

APL2 180 xp

APL4 240 xp

APL6 300 xp

APL8 360 xp

APL10 420 xp

APL12 480 xp

## Story Award

Saving Milt, Stark, and Terrill

APL2 20 xp each

APL4 35 xp each

APL6 50 xp each

APL8 65 xp each

APL10 80 xp each

APL12 95 xp each

## Total possible experience:

APL2 450 xp

APL4 675 xp

APL6 900 xp

APL8 1,125 xp

APL10 1,350 xp

APL12 1,575 xp

# Treasure Summary

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

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

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

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them

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

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

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

### Encounter Eight:

APL 2: L: 0 gp; C: 0 gp; M: 901 gp – *boots of elvenkind* (208 gp), *+1 defending rapier* (693 gp).

APL 4: L: 0 gp; C: 0 gp; M: 1,388 gp – *+1 mighty cleaving longspear* (8,305 gp), *+2 greatsword* (8,350 gp).

APL 6: L: 0 gp; C: 0 gp; M: 1,671 gp – *+2 keen kukris* (1,359 gp), *goggles of minute seeing* (104 gp), *eyes of the eagle* (208 gp).

APL 8: L: 0 gp; C: 0 gp; M: 4,749 gp – *Bracers of armor +5* (2,083 gp), *gloves of dexterity +4* (1,333 gp), *belt of giant strength +4* (1,333 gp).

APL 10: L: 0 gp; C: 0 gp; M: 4,842 gp – *+2 large darkwood shield of moderate fortification* (2,104 gp), *periapt of wisdom +4* (1,333), *wand of dispel magic [25 charges]* (468 gp), *ring of lightning flashes* (937 gp).

APL 12: L: 0 gp; C: 0 gp; M: 6,999 gp – *Headband of intellect +6* (3,000 gp), *ring of protection +4* (2,666 gp), *vest of resistance +4* (1,333 gp)

### Total Possible Treasure

APL 2: L: 0 gp; C: 0 gp; M: 450 gp

APL 4: L: 0 gp; C: 0 gp; M: 650 gp

APL 6: L: 0 gp; C: 0 gp; M: 900 gp

APL 8: L: 0 gp; C: 0 gp; M: 1,300 gp

APL 10: L: 0 gp; C: 0 gp; M: 2,300 gp

APL 12: L: 0 gp; C: 0 gp; M: 3,300 gp

## Special

**Hero of the Shadowdeep:** By voluntarily entering the darkness beneath Southkeep and Gensal, you have become attuned to the strange portal that leads to the Shadowdeep realm. This will have effects in future Shield Lands mods, which **may** soon include access to the following prestige classes: abolisher, darkrunner, keeper of the Cerulean Sign, topaz guardian (all from *Lords of Madness*), death delver, and dread witch (both from *Heroes of Horror*). For now, however, you gain access to one of the following feats:

[ ] Parrying Shield (*LoM*)

[ ] Quick Recovery (*LoM*)

[ ] Bane Magic (*HoH*)

[ ] Font of Life (*HoH*)

[ ] Haunting Melody (*HoH*)

**Lost in Shadow:** You remember entering the shadow, and striving against an evil beneath it ...and then you woke up, somewhere between Gensal and Southkeep, lying in the dirt and staring up at the sun. You feel the same, but the world around feels different. You can't quite put your finger on it, but something is off.

You must expend an additional 4 TUs for this adventure. This may have effects in future Shield Lands mods.

**Pages from a Book:** You emerged from the darkness with a page from Theogren's book of adventurers. By spending 5 TUs studying and meditating on it, you may gain one-time regional access to purchase a *+1* ability score-enhancing manual or tome (such as a *manual of bodily health +1* or a *tome of clear thought +1*) of your choice for 22,500 gp. If you do spend the TUs, write the name of the tome or manual below now. If you do not immediately spend the TUs, the page dissipates into dust and shadow, and this benefit is crossed out.

*Tome of \_\_\_\_\_* *+1* (Regional; DMG; normally 27,500 gp)

*or*

*Manual of \_\_\_\_\_* *+1* (Regional; DMG; normally 27,500 gp)

## Items for the Adventure Record

### Item Access

APL 2:

- *Boots of elvenkind* (Adventure; DMG; 2,500 gp)
- *+1 defending rapier* (Adventure; DMG; 8,320 gp)

APL 4 (all of APL 2 plus the following):

- *+1 mighty cleaving longspear* (Adventure; DMG; 8,305 gp)
- *+2 greatsword* (Adventure; DMG; 8,350 gp)

APL 6 (all of APLs 2-4 plus the following):

- *+2 keen kukri* (Adventure; DMG; 16,308 gp)
- *Goggles of Minute Seeing* (Adventure; DMG; 1,250 gp)
- *Eyes of the Eagle* (Adventure; DMG; 2,500 gp)

APL 8 (all of APLs 2-6 plus the following):

- *Bracers of armor +5* (Adventure; DMG; 25,000 gp)
- *Gloves of dexterity +4* (Adventure; DMG; 16,000 gp)
- *Belt of giant strength +4* (Adventure; DMG; 16,000 gp)

APL 10 (all of APLs 2-8 plus the following):

- *+2 large darkwood shield of moderate fortification* (Adventure; DMG; 25,257 gp)
- *Periapt of wisdom +4* (Adventure; DMG; 16,000 gp)
- *Wand of dispel magic* [25 charges] (Adventure; DMG; 5,625 gp)
- *Ring of lightning flashes* (Adventure; *LoM*; 11,250 gp)

APL 12 (all of APLs 2-10 plus the following):

- *Headband of intellect +6* (Adventure; DMG; 36,000 gp)
- *Ring of protection +4* (Adventure; DMG; 32,000 gp)
- *Vest of resistance +4* (Adventure; DMG; 16,000 gp)

## Appendix One – APL 2

*Quickness:* The lost boy can take an extra standard or move action during its turn each round.

### Encounter One

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**Distraught Mother:** Female human Exp1; CR n/a; Medium humanoid (human); HD 1d6; hp 3; Init +1; Spd 30 ft; AC 11 (touch 11, flat-footed 10); Base Atk +0; Grp +0; Atk n/a; AL NG; SV Fort +1, Ref +0, Will +1; Str 10, Dex 13, Con 11, Int 9, Wis 8, Cha 12.

*Skills and Feats:* Craft (weaving) +6, Diplomacy +3, Handle Animal +5, Heal +1, Knowledge (nature) +1, Listen +1, Profession (cook) +3; Dodge, Skill Focus: Craft (weaving).

**Protective Father:** Male human Com1; CR n/a; Medium humanoid (human); HD 1d4+1; hp 6; Init -1; Spd 30 ft; AC 9 (touch 9, flat-footed 9); Base Atk +0; Grp +1; Atk +2 melee (1d8+1, masterwork spear); AL NG; SV Fort +3, Ref +0, Will +1; Str 12, Dex 9, Con 13, Int 8, Wis 11, Cha 10.

*Skills and Feats:* Profession (farmer) +3; Great Fortitude, Toughness.

**Well-Meaning Playmate:** Male human Com1; CR n/a; Small humanoid (human); HD 1d4-1; hp 2; Init +1; Spd 20 ft; AC 12 (touch 12, flat-footed 11); Base Atk +0; Grp -2; Atk n/a; AL CG; SV Fort -1, Ref +1, Will -1; Str 6, Dex 12, Con 9, Int 13, Wis 8, Cha 11.

*Skills and Feats:* None.

### APL 2:

**Lost Boy:** Umbral Choker; CR 4; Small undead (incorporeal, augmented aberration); HD 3d12; hp 19; Init +7; Spd fly 40 ft. (perfect); AC 16 (touch 16, flat-footed 13) [Dex +3, def +2, size +1]; Base Atk +1; Grp —; Atk +5 incorporeal touch (1d4 Str [+50%]); SA create spawn; SQ +2 turn resistance, daylight powerlessness, darkvision 60 ft., incorporeal, quickness, undead traits; AL NE; SV Fort +1, Ref +4, Will +4; Str —, Dex 17, Con —, Int 5, Wis 13, Cha 14. —

*Skills and Feats:* Bluff +8, Hide +10; Empowered Ability Damage, Improved Initiative.

*Create Spawn:* Any humanoid reduced to Strength 0 by the umbral choker becomes a shadow under the control of the choker within 1d4 rounds.

*Daylight Powerlessness:* This creature and its spawn are powerless in natural sunlight (not merely a *daylight* spell) and flee from it. If caught in sunlight, they cannot attack and can take only a single move action in a round.

### Encounter Eight

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**Semblance of Jachim the Brave:** Male elite shadow elf Rog3; CR 6; medium humanoid (elf); HD 6d6+6; hp 27; Init +4; Spd 45 ft.; AC 19 (touch 14, flat-footed 15); Base Atk +2; Grp +3; Atk +7 melee (1d6+2, *defending rapier* +1); SQ Shadow blend (full concealment), shadow speed, darkvision, lowlight vision, cold resistance 8, fast healing 2, evasion, trapfinding; SA Sneak attack +2d6; AL N; SV Fort +2, Ref +7, Will +1; Str 12, Dex 18, Con 12, Int 14, Wis 11, Cha 9.

*Skills and Feats:* Balance +10, Hide +10, Listen +6, Move Silently +15, Spot +6, Tumble +10; Dodge, Weapon Finesse.

*Possessions:* mastwork chain shirt, *boots of elvenkind*, +1 *defending rapier*.

## Appendix One – APL 4

*Quickness:* The lost boy can take an extra standard or move action during its turn each round.

### Encounter One

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**Distraught Mother:** Female human Exp1; CR n/a; Medium humanoid (human); HD 1d6; hp 3; Init +1; Spd 30 ft; AC 11 (touch 11, flat-footed 10); Base Atk +0; Grp +0; Atk n/a; AL NG; SV Fort +1, Ref +0, Will +1; Str 10, Dex 13, Con 11, Int 9, Wis 8, Cha 12.

*Skills and Feats:* Craft (weaving) +6, Diplomacy +3, Handle Animal +5, Heal +1, Knowledge (nature) +1, Listen +1, Profession (cook) +3; Dodge, Skill Focus: Craft (weaving).

**Protective Father:** Male human Com1; CR n/a; Medium humanoid (human); HD 1d4+1; hp 6; Init -1; Spd 30 ft; AC 9 (touch 9, flat-footed 9); Base Atk +0; Grp +1; Atk +2 melee (1d8+1, masterwork spear); AL NG; SV Fort +3, Ref +0, Will +1; Str 12, Dex 9, Con 13, Int 8, Wis 11, Cha 10.

*Skills and Feats:* Profession (farmer) +3; Great Fortitude, Toughness.

**Well-Meaning Playmate:** Male human Com1; CR n/a; Small humanoid (human); HD 1d4-1; hp 2; Init +1; Spd 20 ft; AC 12 (touch 12, flat-footed 11); Base Atk +0; Grp -2; Atk n/a; AL CG; SV Fort -1, Ref +1, Will -1; Str 6, Dex 12, Con 9, Int 13, Wis 8, Cha 11.

*Skills and Feats:* None.

**Lost Boy:** Advanced umbral choker (+3 HD); CR 6; Small undead (incorporeal, augmented aberration); HD 6d12; hp 39; Init +7; Spd fly 40 ft. (perfect); AC 17 (touch 17, flat-footed 13) [Dex +4, def +2, size +1]; Base Atk +3; Grp —; Atk +7 incorporeal touch (1d4 Str [+50%]); SA create spawn; SQ +2 turn resistance, daylight powerlessness, darkvision 60 ft., incorporeal, quickness, undead traits; AL NE; SV Fort +2, Ref +6, Will +5; Str —, Dex 18, Con —, Int 5, Wis 13, Cha 14.

*Skills and Feats:* Bluff +11, Hide +10; Combat Reflexes, Empowered Ability Damage, Improved Initiative.

*Create Spawn:* Any humanoid reduced to Strength 0 by the umbral choker becomes a shadow under the control of the choker within 1d4 rounds.

*Daylight Powerlessness:* This creature and its spawn are powerless in natural sunlight (not merely a *daylight* spell) and flee from it. If caught in sunlight, they cannot attack and can take only a single move action in a round.

### Encounter Eight

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**Shadow of Mangram Shatterspear:** Elite male shadow half-orc Bar1/Ftr4; CR 8; Medium humanoid (augmented orc); HD 1d12+4d10+10; hp 41; Init +2; Spd 20 ft.; AC 18 (touch 12, flat-footed 16); Base Atk +5; Grp +9; Atk +10 melee (1d8+6, *mighty cleaving longspear* +1) or +12 melee (2d6+10, *greatsword* +2); SQ Shadow blend (full concealment), shadow speed, darkvision, lowlight vision, cold resistance 10, fast healing 2, fast movement, rage 1/day; AL N; SV Fort +8, Ref +3, Will +1; Str 18, Dex 15, Con 14, Int 6, Wis 9, Cha 6.

*Skills and Feats:* Listen +4, Move Silently +0, Spot -1; Cleave, Combat Reflexes, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

*Possessions:* masterwork breastplate, *mighty cleaving longspear* +1, *greatsword* +2.

**While Raging:** 51 hp; AC 16 (touch 10, flat-footed 14); Atk +12 (1d8+10, *mighty cleaving longspear* +1) or +14 melee (2d6+13, *greatsword* +2); Will +3.

## Appendix One – APL 6

*Quickness:* The lost boy can take an extra standard or move action during its turn each round.

### Encounter One

**Distraught Mother:** Female human Exp1; CR n/a; Medium humanoid (human); HD 1d6; hp 3; Init +1; Spd 30 ft; AC 11 (touch 11, flat-footed 10); Base Atk +0; Grp +0; Atk n/a; AL NG; SV Fort +1, Ref +0, Will +1; Str 10, Dex 13, Con 11, Int 9, Wis 8, Cha 12.

*Skills and Feats:* Craft (weaving) +6, Diplomacy +3, Handle Animal +5, Heal +1, Knowledge (nature) +1, Listen +1, Profession (cook) +3; Dodge, Skill Focus: Craft (weaving).

**Protective Father:** Male human Com1; CR n/a; Medium humanoid (human); HD 1d4+1; hp 6; Init -1; Spd 30 ft; AC 9 (touch 9, flat-footed 9); Base Atk +0; Grp +1; Atk +2 melee (1d8+1, masterwork spear); AL NG; SV Fort +3, Ref +0, Will +1; Str 12, Dex 9, Con 13, Int 8, Wis 11, Cha 10.

*Skills and Feats:* Profession (farmer) +3; Great Fortitude, Toughness.

**Well-Meaning Playmate:** Male human Com1; CR n/a; Small humanoid (human); HD 1d4-1; hp 2; Init +1; Spd 20 ft; AC 12 (touch 12, flat-footed 11); Base Atk +0; Grp -2; Atk n/a; AL CG; SV Fort -1, Ref +1, Will -1; Str 6, Dex 12, Con 9, Int 13, Wis 8, Cha 11.

*Skills and Feats:* None.

**Lost Boy:** Advanced Umbral Choker (+3 HD); CR 9; Small undead (incorporeal, augmented aberration); HD 9d12; hp 58; Init +8; Spd fly 40 ft. (perfect); AC 17 (touch 17, flat-footed 13) [Dex +4, def +2, size +1]; Base Atk +4; Grp —; Atk +8 incorporeal touch (1d6 Str [+50%]); SA create spawn; SQ +2 turn resistance, daylight powerlessness, darkvision 60 ft., incorporeal, quickness, undead traits; AL NE; SV Fort +3, Ref +7, Will +7; Str —, Dex 19, Con —, Int 5, Wis 13, Cha 14.

*Skills and Feats:* Bluff +14, Hide +10; Combat Reflexes, Dodge, Empowered Ability Damage, Improved Initiative.

*Create Spawn:* Any humanoid reduced to Strength 0 by the umbral choker becomes a shadow under the control of the choker within 1d4 rounds.

*Daylight Powerlessness:* This creature and its spawn are powerless in natural sunlight (not merely a *daylight* spell) and flee from it. If caught in sunlight, they cannot attack and can take only a single move action in a round.

### Encounter Eight

**Semblance of Murphilious:** Male elite shadow gnome Rgr2/Rog3/Ftr2; CR 10; small humanoid (gnome); HD 2d8+3d6+2d10+28; 62 hp; Init +6; Spd 30 ft.; AC 17 (touch 12, flat-footed 14); Base Atk +6; Grp +7; Atk +14 melee (1d2+6/16-20/x2, *keen kukri* +2) or Atk +12/+12/+7 (1d2+6/16-20/x2 and 1d2+4/16-20/x2, *keen kukries* +2); SQ Shadow blend (full concealment), shadow speed, darkvision, lowlight vision, cold resistance 12, fast healing 2, evasion, trapfinding, wild empathy; SA sneak attack +2d6; AL N; SV Fort +8, Ref +8, Will +1; Str 16(18), Dex 14, Con 16, Int 8, Wis 10, Cha 6.

*Skills and Feats:* Balance +10, Hide +10, Listen +8, Move Silently +10, Spot +8, Tumble +14; Dodge, Elusive Target, Improved Initiative, Improved Toughness, Track, Two-Weapon Fighting, Weapon Focus (kukri).

*Possessions:* chain shirt, +2 *keen kukries* (2), *gauntlets of ogre power*, *goggles of minute seeing*.

## Appendix One – APL 8

*Quickness:* The lost boy can take an extra standard or move action during its turn each round.

### Encounter One

**Distraught Mother:** Female human Expi; CR n/a; Medium humanoid (human); HD 1d6; hp 3; Init +1; Spd 30 ft; AC 11 (touch 11, flat-footed 10); Base Atk +0; Grp +0; Atk n/a; AL NG; SV Fort +1, Ref +0, Will +1; Str 10, Dex 13, Con 11, Int 9, Wis 8, Cha 12.

*Skills and Feats:* Craft (weaving) +6, Diplomacy +3, Handle Animal +5, Heal +1, Knowledge (nature) +1, Listen +1, Profession (cook) +3; Dodge, Skill Focus: Craft (weaving).

**Protective Father:** Male human Com1; CR n/a; Medium humanoid (human); HD 1d4+1; hp 6; Init -1; Spd 30 ft; AC 9 (touch 9, flat-footed 9); Base Atk +0; Grp +1; Atk +2 melee (1d8+1, masterwork spear); AL NG; SV Fort +3, Ref +0, Will +1; Str 12, Dex 9, Con 13, Int 8, Wis 11, Cha 10.

*Skills and Feats:* Profession (farmer) +3; Great Fortitude, Toughness.

**Well-Meaning Playmate:** Male human Com1; CR n/a; Small humanoid (human); HD 1d4-1; hp 2; Init +1; Spd 20 ft; AC 12 (touch 12, flat-footed 11); Base Atk +0; Grp -2; Atk n/a; AL CG; SV Fort -1, Ref +1, Will -1; Str 6, Dex 12, Con 9, Int 13, Wis 8, Cha 11.

*Skills and Feats:* None.

**Lost Boy:** Advanced Umbral Choker (+9 HD); CR 10; Small undead (incorporeal, augmented aberration); HD 12d12; hp 78; Init +9; Spd fly 40 ft. (perfect); AC 18 (touch 17, flat-footed 13) [Dex +5, def +2, size +1]; Base Atk +6; Grp —; Atk +11 incorporeal touch (1d6 Str [+50%]); SA create spawn; SQ +6 turn resistance, daylight powerlessness, darkvision 60 ft., incorporeal, quickness, undead traits; AL NE; SV Fort +4, Ref +9, Will +9; Str —, Dex 20, Con —, Int 5, Wis 13, Cha 14.

*Skills and Feats:* Bluff +17, Hide +10; Combat Reflexes, Dodge, Empowered Ability Damage, Improved Initiative, Improved Turn Resistance.

*Create Spawn:* Any humanoid reduced to Strength 0 by the umbral choker becomes a shadow under the control of the choker within 1d4 rounds.

*Daylight Powerlessness:* This creature and its spawn are powerless in natural sunlight (not merely a *daylight* spell) and flee from it. If caught in sunlight, they cannot attack and can take only a single move action in a round.

### Encounter Four

**Elite Cloaker:** CR 6; Large aberration; HD 6d8+24; hp 51; Init +8; Spd 10 ft., fly 40 ft. (average); AC 20 (touch 13, flat-footed 16); Base Atk +4; Grp +15; Atk +10 melee (1d8+7, tail slap) and +5 melee (1d4+4, bite); *Atk while grappling:* Grapple +15 (1d4+4, bite) and +10 melee (1d8+7, tail slap); SA moan, engulf; SQ darkvision 60 ft., shadow shift; AL CE; SV Fort +6, Ref +6, Will +7; Str 25, Dex 18, Con 19, Int 12, Wis 15, Cha 19.

*Skills and Feats:* Hide +9, Listen +13, Move Silently +9, Spot +13; Combat Reflexes, Improved Initiative, Improved Natural Attack (tail slap)

**Moan (Ex):** Standard action; sonic, mind-affecting effect; other cloakers are immune; successful save = immune to same cloaker's moans for 24 hours. Save DCs Cha-based.

*Unnerve:* 60-ft. spread, all creatures suffer -2 to attack and damage; after 6 consecutive rounds, DC 17 Will save or enter a trance (dazed and loses Dex to AC) until the moaning stops.

*Fear:* 30-ft. spread, DC 17 Will save or become panicked for 2 rounds.

*Nausea:* 30-ft. cone, DC 17 Fort save or fall prone and become nauseated for 14+1 rounds.

*Stupor:* Single creature within 30 ft., DC 17 Fort save or be *held* for 5 rounds. May be affected multiple times within 24 hours.

**Engulf (Ex):** As a standard action, the cloaker makes a grapple check (which does not provoke attacks of opportunity) against a Medium or smaller creature. If successful, it establishes a hold makes a bite attack at +4.

While grappling, the cloaker still threatens within 10 ft. with its tail. Attacks hitting an engulfing cloaker deal half damage to it and half to victim.

**Shadow Shift (Su):** As a standard action, can either: gain concealment for 1d4 rounds, gain 1d4+2 *mirror images* (CL 6th), or create a *silent image* (DC 17, CL 6th).

### Encounter Eight

**Semblance of Ashley:** Female elite shadow Rhenee Monk9; CR 12; medium humanoid (human); HD

9d8+18; hp 63; Init +4; Spd 90 ft.; AC 22 (touch 17, flat-footed 15); Base Atk +6; Grp +10; Atk +11 melee (1d10+4, unarmed strike) or Atk +11/+11/+11/+6 melee (1d10+4, unarmed strike); SQ Shadow blend (full concealment), shadow speed, darkvision, lowlight vision, cold resistance 14, fast healing 2, luck bonus on saves, improved evasion, purity of body, diamond body, still mind, wholeness of body, ki strike (magic and lawful), slow fall 50 ft., greater flurry of blows; SA stunning fist 9 times/day DC 17; AL N; SV Fort +10, Ref +14, Will +10(+12); Str 14(18), Dex 14(18), Con 14, Int 10, Wis 14, Cha 8.

*Skills and Feats:* Balance +15, Hide +15, Listen +15, Move Silently +15, Spot +15; Combat Reflexes, Deflect Arrows, Elusive Target, Improved Unarmed Strike, Improved Trip, Mobility, Stunning Fist, Weapon Focus (unarmed strike).

*Possessions:* bracers of armor +5, belt of giant strength +4, gloves of dexterity +4.



## Appendix One – APL 10

*Quickness:* The lost boy can take an extra standard or move action during its turn each round.

### Encounter One

**Distraught Mother:** Female human Exp1; CR n/a; Medium humanoid (human); HD 1d6; hp 3; Init +1; Spd 30 ft; AC 11 (touch 11, flat-footed 10); Base Atk +0; Grp +0; Atk n/a; AL NG; SV Fort +1, Ref +0, Will +1; Str 10, Dex 13, Con 11, Int 9, Wis 8, Cha 12.

*Skills and Feats:* Craft (weaving) +6, Diplomacy +3, Handle Animal +5, Heal +1, Knowledge (nature) +1, Listen +1, Profession (cook) +3; Dodge, Skill Focus: Craft (weaving).

**Protective Father:** Male human Com1; CR n/a; Medium humanoid (human); HD 1d4+1; hp 6; Init -1; Spd 30 ft; AC 9 (touch 9, flat-footed 9); Base Atk +0; Grp +1; Atk +2 melee (1d8+1, masterwork spear); AL NG; SV Fort +3, Ref +0, Will +1; Str 12, Dex 9, Con 13, Int 8, Wis 11, Cha 10.

*Skills and Feats:* Profession (farmer) +3; Great Fortitude, Toughness.

**Well-Meaning Playmate:** Male human Com1; CR n/a; Small humanoid (human); HD 1d4-1; hp 2; Init +1; Spd 20 ft; AC 12 (touch 12, flat-footed 11); Base Atk +0; Grp -2; Atk n/a; AL CG; SV Fort -1, Ref +1, Will -1; Str 6, Dex 12, Con 9, Int 13, Wis 8, Cha 11.

*Skills and Feats:* None.

**Lost Boy:** Advanced Umbral Choker (+9 HD); CR 10; Small undead (incorporeal, augmented aberration); HD 12d12; hp 78; Init +9; Spd fly 40 ft. (perfect); AC 18 (touch 17, flat-footed 13) [Dex +5, def +2, size +1]; Base Atk +6; Grp —; Atk +11 incorporeal touch (1d6 Str [+50%]); SA create spawn; SQ +6 turn resistance, daylight powerlessness, darkvision 60 ft., incorporeal, quickness, undead traits; AL NE; SV Fort +4, Ref +9, Will +9; Str —, Dex 20, Con —, Int 5, Wis 13, Cha 14.

*Skills and Feats:* Bluff +17, Hide +10; Combat Reflexes, Dodge, Empowered Ability Damage, Improved Initiative, Improved Turn Resistance.

*Create Spawn:* Any humanoid reduced to Strength 0 by the umbral choker becomes a shadow under the control of the choker within 1d4 rounds.

*Daylight Powerlessness:* This creature and its spawn are powerless in natural sunlight (not merely a *daylight* spell) and flee from it. If caught in sunlight, they cannot attack and can take only a single move action in a round.

### Encounter Four

**Elite Advanced (+3 HD) Cloaker:** CR 7; Large aberration; HD 9d8+36; hp 73; Init +8; Spd 10 ft., fly 40 ft. (average); AC 20 (touch 13, flat-footed 16); Base Atk +6/+1; Grp +18/+13; Atk +13 melee (1d8+8, tail slap) and +8 melee (1d6+4, bite); *Atk while grappling:* Grapple +18/+13 (1d6+4, bite) and +13 melee (1d6+8, tail slap); SA moan, engulf; SQ darkvision 60 ft., shadow shift; AL CE; SV Fort +7, Ref +7, Will +8; Str 26, Dex 18, Con 19, Int 12, Wis 15, Cha 19.

*Skills and Feats:* Hide +8, Listen +13, Move Silently +12, Spot +13; Combat Reflexes, Improved Initiative, Improved Natural Attack (bite), Improved Natural Attack (tail slap).

**Moan (Ex):** Standard action; sonic, mind-affecting effect; other cloakers are immune; successful save = immune to same cloaker's moans for 24 hours. Save DCs Cha-based.

*Unnerve:* 60-ft. spread, all creatures suffer -2 to attack and damage; after 6 consecutive rounds, DC 18 Will save or enter a trance (dazed and loses Dex to AC) until the moaning stops.

*Fear:* 30-ft. spread, DC 18 Will save or become panicked for 2 rounds.

*Nausea:* 30-ft. cone, DC 18 Fort save or fall prone and become nauseated for 14+1 rounds.

*Stupor:* Single creature within 30 ft., DC 18 Fort save or be *held* for 5 rounds. May be affected multiple times within 24 hours.

**Engulf (Ex):** As a standard action, the cloaker makes a grapple check (which does not provoke attacks of opportunity) against a Medium or smaller creature. If successful, it establishes a hold makes a bite attack at +4.

While grappling, the cloaker still threatens within 10 ft. with its tail. Attacks hitting an engulfing cloaker deal half damage to it and half to victim.

**Shadow Shift (Su):** As a standard action, can either: gain concealment for 1d4 rounds, gain 1d4+3 *mirror images* (CL 9th), or create a *silent image* (DC 16, CL 9th).

## Encounter Eight

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**Semblance of Nadara the Cavegirl:** Female elite shadow halfling Drd11; CR 14; medium humanoid (halfling); HD 11d8+11; hp 65; Init +6; Spd 30 ft.; AC 21 (touch 17, flat-footed 14); Base Atk +8; Grp +4; Atk +9/+4 melee touch (1d6+5, empowered *produce flame*); SQ Shadow blend (full concealment), shadow speed, darkvision, lowlight vision, cold resistance 11, evasion, fast healing 2, animal companion, nature sense, wild empathy, woodland stride, trackless step, resist nature's lure, venom immunity; AL N; SV Fort +8, Ref +11, Will +12; Str 8, Dex 18(22), Con 12, Int 10, Wis 18(22), Cha 12.

*Skills and Feats:* Concentration +16, Listen +16, Spot +16; Craft Wand, Reach Spell, Wild Grapple, Wild Senses.

*Spells prepared (DC 16+spell level):* 0—*create water, cure minor wounds (x4), detect magic, virtue*; 1st—*cure light wounds (x2), faerie fire, longstrider, produce flame (x2)*; 2nd—*barkskin, flaming sphere, heat metal, hold animal, fog cloud, reach magic fang, warp wood*; 3rd—*cure moderate wounds, reach barkskin, reach bull's strength, spike growth, wind wall*; 4th—*flame strike, reach greater magic fang (x2), reach cure moderate wounds*; 5th—*animal growth, baleful polymorph, reach cure serious wounds*; 6th—*fire seeds, reach stoneskin*.

*Possessions:* +2 large wooden shield of moderate fortification, periapt of wisdom +4, gloves of dexterity +4, wand of dispel magic (25 charges), ring of lightning flashes.

### Snuggler Cat:

Male advanced tiger (animal companion); HD 10d8+40; hp 87; Init +3; Spd 40 ft.; AC 19 (touch 12, flat-footed 16); Base Atk +4; Grp +15; Atk +10/+10 melee (1d8+7, claws) and +8 melee (2d6+3); SA Improved grab, pounce, rake +10/+10 melee (1d8+3), low-light vision, scent; SQ Link, share spells, evasion, devotion; AL N; SV Fort +8, Ref +8, Will +3 (+7); Str 23, Dex 17, Con 17, Int 2, Wis 12, Cha 6.

*Skills and Feats:* Balance +6, Hide +8, Listen +3, Move Silently +13, Spot +3, Swim +11; Improved Natural Weapon (bite), Improved Natural Weapon (claw), Improved Toughness, Multiattack.

## Appendix One – APL 12

*Quickness:* The lost boy can take an extra standard or move action during its turn each round.

### Encounter One

**Distraught Mother:** Female human Exp1; CR n/a; Medium humanoid (human); HD 1d6; hp 3; Init +1; Spd 30 ft; AC 11 (touch 11, flat-footed 10); Base Atk +0; Grp +0; Atk n/a; AL NG; SV Fort +1, Ref +0, Will +1; Str 10, Dex 13, Con 11, Int 9, Wis 8, Cha 12.

*Skills and Feats:* Craft (weaving) +6, Diplomacy +3, Handle Animal +5, Heal +1, Knowledge (nature) +1, Listen +1, Profession (cook) +3; Dodge, Skill Focus: Craft (weaving).

**Protective Father:** Male human Com1; CR n/a; Medium humanoid (human); HD 1d4+1; hp 6; Init -1; Spd 30 ft; AC 9 (touch 9, flat-footed 9); Base Atk +0; Grp +1; Atk +2 melee (1d8+1, masterwork spear); AL NG; SV Fort +3, Ref +0, Will +1; Str 12, Dex 9, Con 13, Int 8, Wis 11, Cha 10.

*Skills and Feats:* Profession (farmer) +3; Great Fortitude, Toughness.

**Well-Meaning Playmate:** Male human Com1; CR n/a; Small humanoid (human); HD 1d4-1; hp 2; Init +1; Spd 20 ft; AC 12 (touch 12, flat-footed 11); Base Atk +0; Grp -2; Atk n/a; AL CG; SV Fort -1, Ref +1, Will -1; Str 6, Dex 12, Con 9, Int 13, Wis 8, Cha 11.

*Skills and Feats:* None.

**Lost Boy:** Advanced Umbral Choker (+3 HD); CR 6; Small undead (incorporeal, augmented aberration); HD 6d12; hp 39; Init +7; Spd fly 40 ft. (perfect); AC 17 (touch 17, flat-footed 13) [Dex +4, def +2, size +1]; Base Atk +3; Grp —; Atk +7 incorporeal touch (1d4 Str [+50%]); SA create spawn; SQ +2 turn resistance, daylight powerlessness, darkvision 60 ft., incorporeal, quickness, undead traits; AL NE; SV Fort +2, Ref +6, Will +5; Str —, Dex 18, Con —, Int 5, Wis 13, Cha 14.

*Skills and Feats:* Bluff +11, Hide +10; Combat Reflexes, Empowered Ability Damage, Improved Initiative.

*Create Spawn:* Any humanoid reduced to Strength 0 by the umbral choker becomes a shadow under the control of the choker within 1d4 rounds.

*Daylight Powerlessness:* This creature and its spawn are powerless in natural sunlight (not merely a *daylight* spell) and flee from it. If caught in sunlight, they cannot attack and can take only a single move action in a round.

### Encounter Four

**Advanced (+6 HD) Cloaker:** CR 8; Huge aberration; HD 12d8+60; hp 106; Init +7; Spd 10 ft., fly 40 ft. (average); AC 20 (touch 10, flat-footed 17); Base Atk +9/+4; Grp +27/+22; Atk +17 melee (2d6+10, tail slap) and +15 melee (1d6+5, bite); *Atk while grappling:* Grapple +27/+22 (1d6+5, bite) and +17 melee (2d6+10, tail slap); SA moan, engulf; SQ darkvision 60 ft., shadow shift; AL CE; SV Fort +7, Ref +6, Will +10; Str 30, Dex 14, Con 21, Int 14, Wis 15, Cha 16.

*Skills and Feats:* Hide +9, Listen +16, Move Silently +11, Spot +16; Ability Focus (Moan), Combat Reflexes, Improved Initiative, Improved Natural Attack (tail slap), Multiattack.

**Moan (Ex):** Standard action; sonic, mind-affecting effect; other cloakers are immune; successful save = immune to same cloaker's moans for 24 hours. Save DCs Cha-based.

*Unnerve:* 60-ft. spread, all creatures suffer -2 to attack and damage; after 6 consecutive rounds, DC 20 Will save or enter a trance (dazed and loses Dex to AC) until the moaning stops.

*Fear:* 30-ft. spread, DC 20 Will save or become panicked for 2 rounds.

*Nausea:* 30-ft. cone, DC 20 Fort save or fall prone and become nauseated for 14+1 rounds.

*Stupor:* Single creature within 30 ft., DC 20 Fort save or be *held* for 5 rounds. May be affected multiple times within 24 hours.

**Engulf (Ex):** As a standard action, the cloaker makes a grapple check (which does not provoke attacks of opportunity) against a Medium or smaller creature. If successful, it establishes a hold makes a bite attack at +4.

While grappling, the cloaker still threatens within 10 ft. with its tail. Attacks hitting an engulfing cloaker deal half damage to it and half to victim.

**Shadow Shift (Su):** As a standard action, can either: gain concealment for 1d4 rounds, gain 1d4+4 *mirror images* (CL 12th), or create a *silent image* (DC 17, CL 12th).

## Encounter Eight

**Semblance of Incantatious the Necromancer:** Male elite shadow human necromancer 13; CR 16; medium humanoid (human); HD 13d4+41; hp 82; Init +8; Spd 45 ft.; AC 23 (touch 17, flat-footed 19); Base Atk +6; Grp +5; Atk +5 melee touch or +10 ranged touch; SQ Shadow blend (full concealment), shadow speed, darkvision, lowlight vision, cold resistance 11, evasion, fast healing 2, banned schools (enchantment, abjuration), specialized school (necromancy); AL N; SV Fort +9, Ref +11, Will +17; Str 8, Dex 15(19), Con 14, Int 18 (24), Wis 15, Cha 9.

*Skills and Feats:* Concentration +19(+23), Knowledge (all) +16, Listen +4, Move Silently +16, Spellcraft +24, Spot +10/+13 in Shadows; Alertness, Combat Casting, Combat Reflexes, Dodge, Empower Spell, Improved Initiative, Improved Toughness, Mobility, Quickened Spell, Scribe Scroll, Spell Focus (evocation), Spell Focus (necromancy).

*Spells prepared (DC 17+spell level):* 0—8; 1st—*burning hands*\*, *chill touch*\*, *magic missile*\*\* (x3), *ray of enfeeblement*\*, *shocking grasp* (x2)\*\*; 2nd—*blindness/deafness*\*, *flaming sphere*\*\*, *ghoul touch*\* (x2), *glitterdust*, *melf's acid arrow*, *mirror image*, *spectral hand*\*; 3rd—*blink*, *empowered ray of enfeeblement*\*, *fireball*\*\* (x2), *haste*, *stinking cloud*, *vampiric touch*\* (x2); 4th—*enervation*\* (x2), *Evard's black tentacles*, *fear*\*, *fire shield*\*, *phantasmal killer*, 5th—*Bigby's interposing hand*\*\*, *empowered vampiric touch*\*, *quickened ray of enfeeblement*\*, *quickened true strike*; 6th—*chain lightning*\*\*, *circle of death*\*, *disintegrate*, *quickened spectral hand*\*; 7th—*delayed blast fireball*\*\*, *prismatic spray*\*\*, *quickened vampiric touch*\*.

\* Necromancy — DC 17 + spell level

\*\* Evocation — DC 17 + spell level

*Possessions:* *headband of intellect* +6, *gloves of dexterity* +4, *ring of protection* +4, *vest of resistance* +4, *bracers of armor* +5.

**Semblance of Ghost the Owl Familiar:** Male Owl Familiar (Magical Beast); CR -; Tiny magical beast; HD ½ of 13d4+41; hp 41; Init +8; Spd 10 ft., fly 40 ft (good); AC 24 (+2 size, +3 Dex, +9 Natural, touch 15, flat-footed 21); Base Atk +6/+1; Grp +2; Atk +9 melee (1d4-3 claw); Full Attack +9/+4 (1d4-3 claw); SQ Shadow blend (full concealment), shadow speed, darkvision, lowlight vision, cold resistance 11, Spell Resistance 18, fast healing 2; AL N; SV Fort +4, Ref +7, Will +10; Str 4, Dex 17, Con 10, Int 12, Wis 14, Cha 4.

*Skills and Feats:* Listen +28, Move Silently +29, Spot +20. Alertness, Improved Evasion, Share Spells, Empathic Link, Deliver Touch Spells, Speak with Master, Speak with Animals of its Kind, Scry on Familiar, Weapon Finesse.

## Appendix Two: New Rules

### **New Feats**

#### **Elusive Target**

Enables the use of three tactical maneuvers.

*Negate Power Attack:* To use this maneuver, you must designate a specific foe to be affected by your Dodge feat. If that foe uses the Power Attack feat against you, the foe gains no bonus on the damage roll but still takes the corresponding penalty on the attack roll.

*Diverting Defense:* To use this maneuver, you must be flanked and you must designate one of the flanking attackers to be affected by your Dodge feat. The first attack of the round from the designated attacker automatically misses you and may strike the other flanking foe instead; the attacking creature makes an attack roll normally, and its ally is considered flat-footed. If the designated attack is making a full attack against you, its second and subsequent attacks function normally.

*Cause Overreach:* To use this maneuver, you must provoke an attack of opportunity from a foe by moving out of a threatened square. If the foe misses you, you can make a free trip attempt against this foe, and the foe does not get a chance to trip you if your attempt fails.

### **New Magic Items**

#### **Ring of Lightning Flashes**

As a purely mental standard action, the wearer can cause the ring to emit a powerful blast of lightning that deals 5d6 points of electricity damage (Reflex DC 13 half) to all other creatures within 5 feet. Any creature that is currently in physical contact with the ring's wearer (grappling, engulfing, and so forth) receives no saving throw against the blast. The ring's wearer can invoke the lightning flash even when grappled, swallowed, engulfed, or paralyzed. A *ring of lightning* flashes is usable three times per day.

## Appendix 3a: In the Shadowdeep

The shadow that comprises the living darkness is like a liquid, material thing. The weaker the light, the thicker the darkness and the slower time moves, so that a normal creature that has no light at all would be completely immobilized and would lose all sense of time.

So as not to punish low-level parties, however, the effectiveness of a light source is relative to the APL, as shown on the table below. **NOTE:** Permanent light effects (like a *continual flame* spell or a magical weapon that sheds light) become noticeably dimmer as time goes on inside the darkness; their duration is reduced from “permanent” to “one hour/level of the caster.” Any permanent light sources extinguished in this way relight after the PCs emerge from the living darkness.

**Resting & Spellcasters:** PCs who attempt to rest so that they can memorize spells will find that they have nightmares almost immediately upon falling asleep; arcane casters will not be able to rest here. Likewise, divine casters will intuitively know that their gods will be unable to grant them new spells for as long as they are within the living darkness.

Effect	Spell Level of Light Effects		
	Mundane light and < ½ APL	½ APL	> ½ APL
Radius of light	5 ft.	10 ft.	15 ft.
Speed/hour	5 miles	10 miles	15 miles
Time	Swift, free, move, and standard actions delayed	Free and move actions delayed	Free actions delayed

**Radius of Light:** Past the listed radius, no vision or sensory detection of any kind is possible. Low-light vision and darkvision do not affect the radius, and other senses like hearing, smell, even touch, blindsight, tremorsense, etc., only work within the radius of the light.

Allow the players plenty of leeway in determining what spell effects can be used as light sources, and reward creativity; any illusion spell with the figment descriptor should be able to generate light, for instance (some of them, like *persistent image* or *rainbow pattern*, are the only light-generating effects of a high enough spell level to exceed ½ APL at higher APLs!), and some “charged up” touch spells describe an effect that causes the caster’s hand to glow. For magical weapons that provide light, the “spell level” of the weapon should be equal to twice its total enhancement bonuses.

The “choose an intersection” method for determining an effect’s location can be cause sudden and troublesome changes in this adventure, given the importance of a light source’s exact location. Therefore, assume that a light source uses the carrying character’s square as its center, and count outward both diagonally and orthogonally to figure out what is lit up and what is not. This means that a 5-ft.-radius light illuminates 9 squares (the character’s square, as well as each adjacent square), a 10-ft.-radius light illuminates 16 squares (as the 5-ft.-radius light plus the next “ring” of squares), and so on.

**Movement:** The speed listed is the party’s overland speed relative to the world above; it is a strange supernatural mode of movement that is somewhere between the shadow jump ability and the “earthslide” effect of the pure earth. The party must “push” back the darkness with the party’s light source, but unbeknownst to them they “slide” forward as they do so. If the party has several light sources (probable), use the most powerful light source the party currently has to determine its overland speed. A tracking sheet to record the party’s progress through the darkness is provided on the next page.

**Time:** Things slow in this realm of shadow, as they sometimes do in a nightmare in which you cannot escape from what’s chasing your, or in which you always move too slow to save a loved one from a terrible fate. PCs that find themselves outside the radius of their light have their actions slowed in a similar way. The table above lists the type of actions that are affected by this phenomenon. A “delayed” action requires the next higher type of action to perform, so a swift action or free action (even speaking) would require a move action, a move action would require a standard action, and a standard action would require a full-round action. If standard actions are delayed, a partial charge may be used as a full-round action to move up to the character’s base speed and still attack.

## Appendix 3b: Supplies!

No one likes record-keeping . . . but the toughest foe the PCs will face in this adventure is darkness itself, and their most valuable weapon, more than fireballs and holy swords, may be sunrods and 0-level light spells. The table below should be used to mark down every last torch, flask of oil, sunrod, and the like that the party carries. It may come down to that last candle, keeping the PCs alive in the darkness.

Char 1	Char 2	Char 3	Char 4	Char 5	Char 6

## Appendix 3c: Pilgrims' Progress

The party's encounters in the living darkness depend on how "far" inside it they get. This means that a party that dallies or whose overland speed isn't fast enough could potentially be trapped in the darkness.

- The party finds Garick, the missing child (Encounter 4), after 10 miles, and encounters a new "memory" every 10 miles thereafter.
- At each such memory, they have a chance to enter it or to move on. If the party moves on, record their progress in the table cell listing the next hour; if the party enters the memory, place a dash in the cell listing the next hour, representing the amount of time the PCs spent exploring and interacting with the memory.
- After 100 miles, the PCs will find the *illuminated manuscript*, the key to releasing the spymaster to her rest and destroying the living darkness.

If the PCs run out of light before that happens, or if they remain within the darkness for 24 hours, they are "Lost in Shadow" (see Conclusion).

### Total distance traveled

Hour 1:	Hour 2:	Hour 3:	Hour 4:	Hour 5:	Hour 6:	Hour 7:	Hour 8:
Hour 9:	Hour 10:	Hour 11:	Hour 12:	Hour 13:	Hour 14:	Hour 15:	Hour 16:
Hour 17:	Hour 18:	Hour 19:	Hour 20:	Hour 21:	Hour 22:	Hour 23:	Hour 24: