

KEO6-07

FOREST OF SCALES

A One-Round D&D[®] LIVING GREYHAWK[™]

Keoland Regional Adventure

Version 0.90

by Phineas Walsh and Judy "jr" Rudolph

Reviewer: Keoland Triad

Circle Reviewer: Steven Conforti

Playtesters: Tony Antonich, Daniel Fernandez, Jeff Fernandez, James Hamblin, Ben Paxton and Jen Paxton

Dotting the southwest border of Nume Eor, a series of recently-built towers stand watch against the dangers of both the Hool Marsh and the Dreadwood. Reports have flowed into Jaedrae on a regular basis – until now. Two of the nearby towers have not reported in, and Richart Jorgos has ordered an investigation. Messengers must be sent to all outposts to determine their status, and the Viscount once again calls upon adventurers to supplement his resources. A Keoish regional adventure for APLs 2-10 and continuation of the Forests sequence [KEOIS6-01 Forest of Iron, KEO6-02 Forest of Ribbons]. It is helpful, but not necessary, to have played previous modules in the series. This module is of particular interest to Dreadwalker and Haven PCs. Large creatures need not apply. A Keoland regional adventure for APLs 2-10, and Part 3 of the *Forests* series.

Note: This module counts as *Reporting for Duty* for Dreadwalkers, Dreadwalker Reservists, and Havenites.

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

This game product contains no Open Game Content. No portion of this work may be reproduced in any form without permission of Wizards of the Coast. To learn more about the Open Gaming License and the d20 SYSTEM license, please visit www.wizards.com/d20.

This is an official RPGA[®] play document. To find out more about the RPGA and to learn more on how you can sanction and run DUNGEONS & DRAGONS game events of all sizes, visit our website at www.rpga.com.

DUNGEONS & DRAGONS, D&D, GREYHAWK, LIVING GREYHAWK, D&D REWARDS, RPGA, *Player's Handbook*, *Dungeon Master's Guide*, and *Monster Manual* are trademarks of Wizards of the Coast, Inc. in the US and other countries. This material is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork contained herein is prohibited without the express written permission of Wizards of the Coast, Inc. This product is a work of fiction. Any similarity to actual people, organizations, places, or events is purely coincidental. © 2005 Wizards of the Coast, Inc and the adventure author or authors.

Visit the LIVING GREYHAWK website at www.rpga.com.

For questions specific to this document and your region please e-mail your triad point of contact (POC) at keolandpoc@adelphia.net. For LIVING GREYHAWK campaign questions email rpgahq@wizards.com.

ADVENTURE BACKGROUND

What is generally known about the Dreadwood is the following:

- The Dreadwood covers approximately 25,000 square miles, or about one-sixth of the total area of Keoland.
- The general area approximately 25 miles from any edge of the Dreadwood (both deeper within the forest and extending outward into the surrounding lands) is known as the "Dreadverge".
- The Dreadwood is an unexplored primeval rain forest containing hardwood and unusual [ironwood, darkwood, etc.] trees, some of which outdate Keoland itself.
- There are strange creatures that roam the Dreadwood.
- The Dreadwalkers (trained to deal with the dangers of the Dreadwood) tend to keep people from exploring the Dreadwood, as the taint from the Dreadwood may create future problems.
- The Dreadwalkers have unfriendly relations with most of the surrounding regions. Exceptions to this are the Barony of Greyhill (the King of Keoland, Kimbertos Skotti of House Lizhal, is a Dreadwalker), and the Viscounty of Nume Eor (Viscount Richart Jorgos is a cousin of Kimbertos' through marriage).
- There is a reclusive elven kingdom within the Dreadwood, who normally trade with the humanoids of the Goodhills.

PREQUELS:

KEO6-01I Forest of Iron - focuses upon a group of missing loggers and some of the warped dangers of the Dreadwood. It is helpful, but not necessary, to have played *Forest of Iron* prior to this module.

KEO6-02 Forest of Ribbons - focuses upon two things: 1) Kialla Skotti giving up her human titles and swearing an oath as Guardian of the elven kingdom, and 2) aiding an elven sage in finding a component that may give the elves an advantage in their war with the Kaorti. Note that, while it is not necessary to have played *Forest of Ribbons* prior to this module, there is a significant amount of

background about what is going on in the Dreadwood and who the major characters are.

ADVENTURE SUMMARY

The main goal of the mod is to retrieve an ancient lizardfolk relic from the burial chambers of the first lizardfolk druid, not discovering the status of Waycombe, as originally requested.

Introduction: The adventure begins in the Vicounty of Nume Eor, with a number of local watchtowers having been mysteriously attacked in the night. Viscount Richart Jorgos has sent patrols to all of the watchtowers and to every settlement in the region, calling on the citizens of the half-breed community of Haven and adventurers to supplement his smallish military. The party is tasked with traveling to the Dreadwalker outpost at Waycombe, to contact the commander and to learn about any strange happenings.

Encounter 1: Characters arrive at Waycombe to a suspicious half-orc named Thorg Bloodreaver needing to be convinced the characters are not another threat before he can allow entry. Once inside the characters find that the outpost has been attacked and that non half-breeds were carried off during the raid. Junior members of the Dreadwalkers are planning to report to Jaedrae and Aridul, once they recover.

Pair of lizardfolk just arrived in Waycombe to assist with the recovery of the attack, Szississ, a female druid, and Schussesie, her male protector. The lizardfolk are looking for help from the Dreadwalkers about finding a relic of great power, dedicated to Semuanya (deity of non-evil lizardfolk). The Lizardfolk will request the characters help out instead.

Encounter 2: "Big Brother", a treant and a high-ranking Dreadwalker, arrives at Waycombe and orders reports of this attack be sent immediately. Some characters may have "Big Brother's" interest, from the previous module. Hearing the pleas of the Szississ, "Big Brother" decides that the characters may attempt to recover the relic. The prophetic description the Reynard, the grand druid of the Sheldomar, received, "Big Brother" will guide the party to the site of the Holy Object."

Encounter 3: Characters travel through the Dreadwood for a three or four days and learn that denizens of the wood are fleeing the growing conflict in the north. The characters may note some of the unique properties of this famous forest. After three or four days of travel "Big

Brother” leaves the party at the entrance to a cave, telling the party the trees have agreed to give the party safe passage back to Waycombe.

Encounter 4: The characters soon find the mummified remains of lizardfolk (not animated) and a long descending passage leading to a chamber filled with cave paintings and a strange petrified tree stump. The cave paintings tell the history of the lizardfolk that fled the Dreadwood nearly a thousand years ago and indicate two relics were left behind (an egg and a death shroud).

On the petrified stump, birch sheets written in Sylvan that appear to have been recently torn from a religious text dedicated to Obad-Hai.

Searching the Painted Room, reveals two secret doors, each guarded by a magical summoning trap. Beyond the secret doors are symmetrical cramped passages that lead to a separate, immense underground chamber, lit with *continual flame* spells and protected by *hallow* spells. The party is opposed by a group of celestial creatures, bound by oaths taken millennia ago to protect these relics of Semuanya with their lives. The celestials use non-lethal attacks **only**, even if the characters are using lethal force.

Once the celestial creatures are defeated, an identical group guarding the other relic is able to remove the relic to the outer planes, leaving the other chamber empty. So the party is only able to capture one relic.

The relics have special powers; the egg will cure all tainted lizardfolk who touch the egg; the shroud will protect the lizardfolk from the taint, even to the point of suppressing the taint of any lizardfolk who touches the shroud.

Encounter 5: Begins after the party leaves the cave complex. A pair of mutated lizardfolk request the characters surrender whatever they found in the cave complex (whether the PCs managed to recover a relic or not). The lizardfolk are willing to barter for the relic, offering treasure they have buried nearby. If the characters agree, these monsters keep their word, but the first lizard mutant that touches the relic is cured of its affliction (becomes a normal lizardfolk), the second will run if it is able, fight if it must (the relic seems to have no effect on the second mutant if it is touched with it).

If the party is unwilling to barter, they will issue threats and then attack the party to get what they want.

Conclusion: Characters return to Waycombe to report to the Dreadwalkers about the mutant lizardfolk, as well as the southern migration of some of the Dreadwood’s humanoid population. The lizardfolk await their return, and Szississ will use the relic if characters have recovered one.

PREPARATION FOR PLAY

- Make sure players fill out DM Aid #1, which includes pre-rolled spot and listen checks, a list of AR items which will come into play, as well as character’s names, classes, and metaorgs.
- This module is designed to be easier if there are nature-oriented characters in the party. If you’re not sure, err *for* Dreadwalkers and forest-oriented characters (druids, rangers, and clerics with appropriate domains) and against other characters.

INTRODUCTION

Traveling through the near-wilderness of southwestern Keoland is never pleasant, but mid-autumn at least makes it moderately bearable. With any luck, the mosquito swarms are sated, the giant crocs are lazy, and your mission will be finished before Brewfest.

Upon arrival in Jaedrae, a missive bearing the seal of Viscount Richart Jorgos was given to you. Distribute Player Handouts 1a to everyone, 1b and 1c as appropriate.

For those who arrived with fewer companions than would be safe to travel the Hool, the Viscount’s secretary efficiently assigned you with several others.

Allow players a chance to introduce their characters then continue.

As one of the last groups to assemble, you were given the assignment that was the farthest from Jaedrae; determining the status of the Dreadwalker outpost of Waycombe, which lies about 25 miles south of the Dreadwood.

The only standard means of travel this close to the Hool Marsh that even remotely could be called a road passes through Haven, about 25 miles south of Waycombe.

If characters decide to stop at Haven:

Haven is nearly deserted, as the Viscount's most loyal citizens heeded his call. Reports that some of the recently built towers in the Hool had been abandoned, and Havenite teams had left again to investigate further.

Development: There is no further information to be gained at Haven. If characters are either traveling by unusual means or decided to bypass Haven, skip the paragraph above and continue on to Encounter #1.

ENCOUNTER 1: THE AFTERMATH

Regardless of the method of travel characters used to get to Waycombe, the situation is the same they are sent to investigate Waycombe. Two lizardfolk with their own agenda arrived the night before the characters arrive.

Waycombe is little more than a fortified waystation. Fifteen-foot high wooden palisades comprise the outside wall. A banner of the Viscounty of Nume Eor and the Dreadwalkers fly above the lone stone building.

If there are any characters with 5 or more ranks of Survival or Knowledge (nature), or who can make a Spot DC 20 check in the party, add the following: ***The wooden palisades, and even the ground near the base of the wall, appear to be damaged by burn marks.***

"Peoples coming!" your arrival is duly noted by a half-orc guard on the walls above the gate.

Characters with 5 or more ranks of Survival or Knowledge (Nature): ***All plant life within 10 feet of the wall is burnt away. The damage itself appears to be caustic in nature.***

Havenites: will automatically be recognized and allowed in.

Dreadwalker characters: must announce themselves as such before the guard will allow them to gain entry. As he does, the guard will look at them a bit puzzled. ***"Why you come from dat way? We shoot help arrows at forest."***

No Havenite or Dreadwalker characters: The party gets a ***"Why you here?"*** and a stubborn refusal to open the door.

Once the characters mention 'Richart Jorgos' (characters may use wisdom checks if you need to

nudge them), the guard replies, ***"Why you not say dat den?"*** and let the characters into Waycombe.

Expected comments and replies from the dim-witted Thorg are below:

Characters' producing the missive from Durmaunt: ***"Me smart enough not know how to read, I can not be fooled with four-jory!"***

Mentioning 'Viscount Jorgos' or 'Viscount Richart' ***"Who Vy and what him count?"***

Diplomacy or Intimidate checks ***"You talk too fancy, me not trust you!"***

Any attempt to use charm/suggestion, the half-orc will fall behind the wall and say, ***"Witch-craft! Me know if I cannot see you, you cannot hurt me!"*** (Thorg will not stand, until the characters mention Richart Jorgos's name).

Once satisfied that the characters are there to help, the guard will come down and open the gates to Waycombe.

Among the wooden single story buildings are a seven wounded people, staring vacantly from the war zone of a village. Two lizardfolk stand out, and are tending to the wounded.

No one steps forward to greet you. Indeed, it appears as if no one is in charge.

Characters need to figure out what is going on as most of the people are in shock and the Marshgrove Tribe lizardfolk are not trusting due to their mission requiring them to go into the Dreadwoods, which is against the King's law.

Investigation reveals the following details:

Search/Heal DC 15 check: ***There are no bodies. There are no pieces of bodies. There are no entrails and far fewer bloodstains than there should be. There are no discarded or broken enemy weapons.***

Search/Alchemy DC 15 check: ***All surfaces exposed to the outdoors show caustic burn marks and pitting.***

Search DC 20 check: ***Of the few buildings that have windows, all of the shutters have been smashed inwards, along with any windows. Several beds show linens pulled off towards the window, as if people were pulled out of their beds.***

Search DC 22 check: ***A duty roster/rotation schedule shows one patrol isn't due to return***

from the Dreadwood for several days, one is due to return today, and the other three patrols [of 5 members each] are listed for duty within Waycombe's walls. Frederik Tannen and a Nume Eor Keoish Royal Standards Staff Sergeant in charge of supplies for Waycombe are also both listed as being on-hand at the time of the attack.

Search DC 25 check: **Several reports, throughout the past year, show an increasing number of lizardfolk are entering the Dreadwood.**

Half-Orcs:

There are four half-orcs characters can chat with, but the answers are all similar:

"Me, Thorg Bloodreaver, see all. Mmm not see. Couldn't see, even doh always see at night. Dat why me keep watch. Mmm no see during attack. Hear screams doh. Humans scream likes little girls. Elfes screams like little girlies. Half-elfses, dem shoot bows, den screams like little girlies. Me not scream like little girl doh. Me feel tentacle but me takes greataxe, chops tentacle, me not become dinner. Tentacle tries again, me chops again. Me see again, see stars and beat-up peoples" he motions towards the survivors.

Thorg will mention that the cloud stung his eyes and blinded him as he fought, if the characters inquire why Thorg could not see.

Half-Elves:

The three half-elves will have a similar, but slightly different version of the story:

"The attack seemed to come out of nowhere. One moment it was a quiet, autumn night, and then we were blinded as the attack began. Our enemy was thorough, for they attacked both those on watch and those who had retired for the evening. Something wrapped around my waist and started to draw me in, or, rather, up; my feet did leave the ground, but it let go of me even before my second sword had been drawn.

I had spoken with Alanor Quiverwind, one of the 'Walker Reservists from Haven serving his time here. Alanor said a tentacle letting go of him before he shot his arrows, then it seemed to ignore him.

Whatever the cause of the attack, it stopped as quickly as it started a few moments of combat.

As soon as we could see again, we shot several flare arrows towards the Dreadwood to request 'Walker assistance."

The half-elf will add that there was some sort of mist or cloud that stung the eyes, if characters are trying to get a clearer description. However, no spellcasting was heard prior to the attack.

If a player mentions the fact that only pure-blooded humans and elves were taken during the attack, and half-breeds were left behind, you can confirm this.

TIME TO NAME A SUSPECT:

Only after characters have searched both the interior of the compound and have talked to at least one of the half-breeds, allow a **Knowledge (Dungeoneering) or Bardic DC 32** [includes +10 modifier for not being able to see the actual creature, only its handiwork] to figure out what happened: ***You have heard of huge aberrations that float through the sky that bleed and rain acid and can pick up a horse in their tentacles.***

Lizardfolk:

Two lizardfolk tend to the wounded in the compounds courtyard. The smaller lizardfolk wears an unseamed tunic made of reeds and feathers. Tattoos traced around her scales repeat in the feather-topped staff at her side. She provides one of the half-orc a sweet smelling brew. The other lizardman is applying a reddish mud onto the wounds of a half-elf. He wears naught but a loincloth and a pair of spears crossed at his back. A giant crocodile hisses lazily as it lays in the sunny courtyard.

Knowledge (Religion) DC20 check recognizes the tattoos she wears as religious in nature and are an unusual amalgam of Old Faith and elemental representations. Druids and nature clerics automatically recognize them for what they are.

Szississ, Female Lizardfolk (Drd7), Marshgrove Tribe (w/Giant Crocodile Animal Companion)

Schussesie, Male Lizardfolk (Ftr4), Marshgrove Tribe

Szississ (si-ZISS-iss) and Schussesie (SHOE-sess-ee) will automatically recognize any characters whom they encountered in the low-APL track of KEO4-01 *Hope, Entwined* and greet them accordingly.

Szississ (THE QUEST):

"For more than a full turn of the sssseasonssss, my people have heard the whissssperssss of our ancesssstorsss calling ussss back to the great foressst. Kusshoss, my mate, issss concerned about the sssssafety of our tribe. We have sssseen the trackssss of the other tribesss heading back to the foressst. We fear what the whissssperssss will do to them. If they grow sssstronger, we will not be able to defend ourssssselvesss.

All tribes know the sssstory of our flight from the great foressst many many lifestime(ssss ago, One among ussss, the ssssshaman known only as "The First", was great enough to lead ussss from our evil kinssssfolk and into the sssssafety of the marssshesss.

Our sssstories ssssay that The First was returned to the treessss at hissss passssing. We hear the whisssspringssss calling and we sssseek aid to have the call sssstopped.

More from Szississ:

Use the *first* set of Sense Motive checks from *DM Aid #1*.

Sense Motive DC 20 check lets the characters know that Szississ is holding back information. ***The lizardfolk shamaness turns away from you. "The whisssperssss grow loud enough to affect our eggssss. A hatchling was born with an arm in place of itssss tail. It did not sssssurvive. We are not many enough to fight off the Deathcroak and Flesssshroassst tribessss. If we lossse our hatchlings...."***

Sense Motive DC 25, then Diplomacy 12+APL check will convince Szississ to show the deformed hatchling. [Dreadwalkers *automatically* make the Diplomacy check.]

Schusessie: He will confirm Szississ's story, but does not know any of the details of the mission. He will be able to provide the following:

"We jusssst arrived lasssst night. We encountered no trouble in our journeying. Szississ healed thossse mossst in danger, but the otherssss had to wait until thissss morning. Thossse of our tribe travel to thissss place every other moon to sssspeak with the Foressst Walkerssss. After the demise of the one known assss SSSakatha [KEO5-05, Madness of King Jorgos], the Foulwater tribe that followed him wassss eliminated. That much, we all agreed upon. Thossse of our tribe who encountered the Deathcroak and

Flesssshroast tribes, have ssssaid that the others now sssseem different somehow, although they could not ssssay why."

More from Schusessie:

Use the *second* set of Sense Motive checks from *DM Aid #1*.

Sense Motive DC 14 check: ***Schusessie seems to be holding something back. When he wanders away from his patient to gather more mud, you see him stop and stare glassy-eyed in the direction of the Dreadwood.*** [Assuming characters confront him] ***"It callsssss, Szississ doessss not hear it much, for sssshe issss sssstrong, but the whissssperssss. They are much louder here, they sssspeak to ussss to return home."***

Sense Motive DC 20 check: ***Sssseveral sssseasons ago, Szississ traveled to sssspeak with the mammalssss. I wassss her guard, but I failed; sssshe was captured by the Foulwater tribe*** [KEO4-01 Hope, Entwined]. ***The whissssperssss, call to me, but I will not fail again. I will ssssee hissss mate home ssssafely.***

Development: Once it appears characters have exhausted their investigatory efforts, continue with the following, and then proceed to Encounter #2:

It is about then you clearly hear the warning from the lookout: "Ooooo! Dat different!" The half-orc turns to warn those inside of the compound. "Forest coming!"

ENCOUNTER 2: THE RESPONSE

The Dreadwalkers, a treant named "Big Brother", has come to Waycombe investigates the call for help. If characters take up the lizardfolk quest, Big Brother will agree to guide the characters to the sight. Disruptive or rude characters will be punished.

Striding across the grasslands is what appears to be a huge oak tree. Thick, grey leather with horn-spikes covers the trees massive frame, while a warhammer twice as tall as a man sticks out in plain view across the tree's back. As the tree nears the compound, you can see that interwoven into the leather chest is the telltale symbol of the Dreadwalker.

Keeping pace with the creature is a half-orc. Behind them jogs a half-elf, a wood-elf, and a high-elf. Doing his best to keep up with the rest is a leather-clad gnome.

Knowledge (Sheldomar Valley) DC 25 check: **The symbol is that of a Dreadhunter, a high-ranking Dreadwalker.** (Characters in the Dreadwalker metaorg automatically make this check.)

The tree swings its massive head from side to side scanning the ground as it advances. It then easily peers over the top of the gates and glances around. "Good! There are more of you here than I expected." it rumbles slowly in a deep voice.

Forest Storm (aka Big Brother), Advanced Male Treant (Bbn2/Rgr4). See Appendix 1.

If there are any human characters wearing obvious holy symbols of Pelor: **The treant turns towards you and leans in close. "Are you a Conciliator?"**

Knowledge (Sheldomar Valley) DC 20: **The Conciliators is a group lead by a Keoish Pelorite nobles and decided to graffiti their name into the Dreadwood, using fire, on a fairly regular basis.**

If the character answers "yes" (or if they are, answer "no", and fail a bluff check), the Treant will backhand them for subdual [taking the -4 penalty] and bellows **"STOP BURNING THE FOREST!"**

If any characters have the *Bully!* or *Treekiller!* AR items from previous mods in this series, or similar "You've made the forest very angry" out-of-region AR items (ie *Wrath of Dorindel*), Big Brother will also backhand that character for subdual damage with a resounding **"Sometimes when you hurt the forest, the forest will hurt back."**

OOPS! THAT WASN'T SUPPOSED TO HAPPEN

Big Brother's presence automatically triggers the following AR items (Tree Killer, Unfavorable Notice of Junior), be sure to cross them off as appropriate; make sure players are aware of this. Otherwise, if characters are foolish enough to attack Big Brother, run the combat using all NPCs from Appendix 1, including the four half-orcs and three half-elves in Waycombe. Characters who don't get involved will be spared (and not deemed as accomplices). Use DM Aid #5 Crime and Punishment in Keoland to determine penalties for assault and murder.

Big Brother:

Why are you here? **The treant points to Waycombe "Sent out a call, for help. I was, nearby, so I came."**

What happened here? [Dreadwalker version]: Give that person *Player Handout #2*.

What happened here? [non-Dreadwalker version]: **Big Brother circles the compound slowly, once. "I do not think you have to worry. They were taken. Those who took them will not return."** If characters press for specifics, he will tell them: **"That is not worth your concern."**

We may not need to know, but the Viscount does: **"Tell your Viscount that whomever he is searching for no longer is."**

If characters did not speak to Szississ: have the lizardfolk shamaness step forward and speak to the treant, using the boxed text marked "THE QUEST" from *Encounter #1*.

If characters ask about the resting place of the first lizardfolk shaman, modify the text below. If they do not ask (or did not make a high enough diplomacy check to get the whole story), then Szississ will politely step up and provide the whole story:

The lizardfolk shamaness steps towards the treant respectfully. "Forgive usss, Fury of the Foressst, I am known as Szissis, my companion is named Schussesie. You who know the woodsss well, our needssss are great, the woodssss whisssssper dark thingsss. Thosssse whisssssper call to many of ussss. Thosssse whisssssper harm our childrenssss."

The Treant responds, "I am Forest Storm, I have seen the lizardfolk return, they elude us as we try to speak to them. How do the whispers harm the children?"

A lizardfolk child is partially unwrapped and gingerly handed over to the treant. "This child wassss born with a third arm, we need the item that The First ussssd to keep ussss ssssafe, sssso no more children will be born with the taint."

Forest Storm picks up the child with an unaccustomed care and finishes unwrapping the child. The tail is a third arm, Forest Storm wraps the child once more and hands the child to Szississ, "Your First, Yes, I know the place you speak of. The forest is not tainted there. Perhaps the item you seek is there."

Szississ exchanges worried glances with Schusessie, "We would go ourssselvesss, but I fear that we will fall prey to the whisssperssss. I know thisss isss much to asssssk of you."

Leaves rustle as Forest Storm shakes his head. "The entrance is small. Sized for saplings, like yourselves. I would not fit. I could guide you there, however. It is a three day journey, by foot."

Szississ turns to (either a Dreadwalker, druid, or the most charismatic character): "You are sssent by the Jorgosss mammal, yesss? He hass proven trussstworthy to ussss in the passst. Will you help ussss? We dare not enter the foresssst, lesssst the whissspersssss overtake ussss. We need ssssomebody to go find what we need to ssssave our people."

The high-elf steps forward, frowning. "We need to man Waycombe, however" turning to the characters, "others may be able to investigate that cave, if those people will return here that item." Several Dreadwalkers pull out rods from their bags, "take these sunrods, you will need them in the Dreadwood. We will take care of your mounts, as they are unable to penetrate deep into the Dread."

Development: The characters receive 6 sunrods in order if they are willing to follow the treant. If characters decide not to follow the treant into the Dreadwood, jump to *Conclusion C*; otherwise, continue to the encounter 3.

Forest Storm trudges towards the Dreadwood, leaving the Dreadwalker party behind at Waycombe to begin working.

ENCOUNTER 3: THE DREAD

At this point, give out Player's Handout #3. These rules are reprinted in ENCOUNTER 5 for the DM. They are traveling through the Dreadwood. Nothing will attack them on the way in, but have them set watches and make appropriate checks. They cross a wide trail which indicates a large number of creatures fleeing southeast deeper into the Dreadwood. The encounter ends with Big Brother dropping characters off at the burial mound.

It is a difficult day of travel, and you reach the Dreadwood before dark. Forest Storm turns towards you, as the party reaches Dreadwood. "I will ask the forest to think of you as my

saplings. They may decide to listen they may not. Do not wander off." As he strides into the Dreadwood, the other trees seem to part before him.

Once characters try to follow:

The trees seem almost reluctant as you press forward; it is a struggle to make progress. You hear an authoritative rustle of leaves up ahead, and the warped branches and roots pressing at you seem to reluctantly pull back. Even so, the path is barely wide enough for a wiry halfling to follow. The vibrant sounds of life surround you, birds singing, squirrels playing, the whole forest is alive.

Darkness envelops the group, and Forest Storm says, "This is good enough of a place to rest. Hold from using the rods of light until the morrow, as you will need them then."

Any preparations characters make for watch, the treant will endorse, as long as it doesn't involve chopping down any trees or destroying the forest.

"Setting up watch is a good idea. I see much but not everything. "

Roll some dice, and then mark off the first round of listen & spot checks on the DM sheet. The night passes by uneventfully.

Traveling a few more hours, the forest canopy thickens, blocking out the sun. The ground becomes rough with roots, impeding several of you, if not all. Light sources will be needed by anybody who cannot see in the dark.

After a few more hours of travel, the trees thin before you, a trail half a dozen paces wide have been created here.

A Survival DC 20 check will provide non-Dreadwalkers that 70 humanoids have traveled this way (the feet have boots) a mere 3 days ago. Dreadwalkers/Big Brother will mention that the trees heal quickly and the number will be closer to 150.

Forest Storm kneels down, peering intently at the trail, turning to stare first back towards the origins of the trail, and then towards the direction the trail leads. "This is not good. Nothing flees towards the Dark Heart." He straightens, frowning at your group even as he turns slightly up the trail, struggling with the decision. Finally, he seems to come to a resolution. "You will walk more quickly, spread out in case of an ambush."

If characters ask what the 'Dark Heart' is, he will tell them: ***"That is not something you need to know."*** If the character that asks is a Dreadwalker or Reservist, he will tell them: ***"That is not something you need to know yet."***

Travel is quick along the path, and before too long, Forest Storm signals for everybody to rest. Forest Storm leads to a defensive ridgeline and suggest that camp be made.

Whoever has the lowest listen and/or spot check read the following, cross of the next set of spot and listen checks for all characters: ***Near the end of your watch, the ridge slides away, opening up the camp to the forest. Forest Storm makes a motion to remain silent, listens and then provides the all-clear sign, whispering, "There are many places in the forest that do not stay where they are supposed to stay."***

After breaking camp, Forest Storm leads the party off the path for several hours, leading to a hill that rises sharply upwards. Forest Storm says, "This is the place I spoke of in Waycombe." The trees rustle all around you, "There is something I must look into, I will ask the trees to protect you as my saplings, they may decide not to attack when you return." Forest Storm points to a spot where grass can be seen and few trees have grown, "The cave asks to be left alone, the forest obliges, nothing has changed here for a long time. The cave should be found, easily enough. I must go, now." With a swiftness that Forest Storm did not show before, the treant quickly disappears into the forest.

Development: If characters do not enter, skip directly to Encounter 5; otherwise, continue below.

ENCOUNTER 4: THE RESTING PLACE

Summary: See **DM AID #3** for a map of the burial chambers. Characters can explore freely, discovering mummified lizardfolk remains and possibly deciphering the cave paintings, which relate the history of the lizardfolk before they fled the Dreadwood. They may set off traps on secret doors, which lead into rooms where the relics are hidden. The characters' presence in the complex causes celestials to gate in. The celestials will attempt to use either diplomacy or non-lethal damage to convince characters to leave. Unless players split the party, celestials will return to their

home plane with the relic in the mirror room to the one the characters have entered.

4A - ENTRYWAY

Paintings of lizardfolk, the moons, the sun and the forest go up and down the corridor.

Decipher Script DC 15+APL check: ***You recognize various symbols on the obelisks as generic pictographs referring to life, death, rebirth, forest, nature, and lizardfolk.***

Development: PCs can exit the burial mound, or continue down the Main Hallway (4B).

4B - MAIN HALLWAY

The 10-ft. high gently downward-sloping corridor is only wide enough to travel single-file and is over 100-feet long before it opens up. About halfway down the corridor, side passages open across from each other.

Knowledge (Nature, Architecture & Engineering, or Dungeoneering) DC 15 or Spellcraft (DC 28) [Dwarven stonecunning bonuses apply]: This is a natural cave complex, but has been shaped and altered slightly by magic, as there are no toolmarks to be found. The entire corridor slopes downward.

Development: PCs can exit the burial mound, explore the Burial Chambers (4C and 4D) halfway down the hall, or continue on deeper into the burial mound to the Painted Room (4E).

4C & 4D - BURIAL CHAMBERS

There is nothing in this pair of rooms that will harm the characters. There are sarcophagi in each room, which contains mummified lizardfolk and some primitive items.

The short corridor opens up into a 25 by 35 feet room and with ceilings going up to 15 feet. The room is empty except for a quartet of rough-hewn, closed stone sarcophagi arranged in a simple square pattern.

Knowledge (dungeoneering) DC 10, or Knowledge (nature) DC 15: The sarcophagi are hand-carved from the same type of rock as the room.

Strength DC 12 check: will be enough to slide open the lid of any of the sarcophagi to reveal the mummified lizardfolk remains. ***The mummified bodies of the lizardfolk surrounded***

by ceramic jars and some prize possession is placed in their hand.

Heal DC 15 or Knowledge (religion or nature) DC 20: reveals that the bodies are ritualistically mummified. Ceramic jars with the internal organs are arranged around the body. The mummies are several hundred years old, and do not appear to have been disturbed.

Treasure: The sarcophagi have only one of the following items per sarcophagi (characters must open all the eight sarcophagi to retrieve the item): *goggles of minute seeing, silversheen, (3) healer's balm and (3) catstink.*

Development: characters can go back the way they came, explore an identical room across the hall (if they do, paraphrase the boxed text above), or continue on deeper into the burial mound to the Painted Room (see below).

4E - PAINTED ROOM

This room is the key. Characters discover Anasazi-style pictographs which, when put in the correct order, will tell the story of The First. A treestump with Obad-hai religious text is in the centre of the room, and secret doors are trapped with Summon Nature's Ally spells, the doors lead to the rooms with the relics.

You continue to travel the ever downward-sloping corridor which opens up into a large, egg-shaped room approximately 40' across, 60' long, and 60' high. Panels of charcoal figures adorn the entire walls, in a symmetrical pattern. Provide Players with Player handout #4

In the centre of the room is a tree-stump made of stone, cut evenly just above the roots. Lying on top of the stump appears to be several sheafs of naturally-curling treebark.

Knowledge (dungeoneering/nature) DC 15 check (stonecunning applies): ***The ground is recently disturbed, as though the tree grew upwards through the cracks and no more than several days old.***

Knowledge (Nature) DC 20 check: ***The trunk of the tree is cut off cleanly; there are no tracks here, and the treestump is actually made of petrified wood.***

There seem to be several pages here, as though torn out of a hand-bound book.

Knowledge (nature) DC 15 check: ***The pages are made from birch.***

Knowledge (religion) DC 14 check: ***The pages bear the symbol of Obad-Hai.***

If any character speaks sylvan: ***The script is religious text, as though from prayerbook. The pages begin and end in the middle of sentences; there is nothing of particular note in the wording.***

The Pictographs

Distribute Player Handout #4. The pictographs are as follows, if you are standing in the doorway and going from left to right:

- J.A. Lizardfolk warring with spider-creatures
- B. Lizardfolk using some sort of dark magic
- C. Lizardfolk teaching pale humanoids how to control dark magic
- E.D. The birth of a lizardman (The First)
- E. The return and entombment of the lizardman's (The First) body
- E.F. The death of a lizardman (The First)
- G. A lizardman (The First) leading the lizardfolk out of the forest
- H. Dark magic taking over the lizardfolk
- I. Lizardfolk greeting strangers
- A.J. Lizardfolk living in the forest

The pictograph is based off a symmetrical reading (going from J, then A to I, B to H, etc. around to E.); this is meant to be an exercise of mental prowess.

- J. Lizardfolk living in the forest
- A. Lizardfolk warring with spider-creatures
- B. Lizardfolk using some sort of dark magic
- I. Lizardfolk greeting strangers
- C. Lizardfolk teaching pale humanoids how to control dark magic
- H. Dark magic taking over the lizardfolk
- D. The birth of a lizardman (The First)
- G. A lizardman (The First) leading the lizardfolk out of the forest
- E. The return and entombment of the lizardman's (The First) body
- F. The death of a lizardman (The First)

Two secret doors lead to the two artifact chambers, the pictograph of the lizardman birth

leads to the relic room containing the egg, and the pictograph of the lizardman's death leads to the relic room containing the shroud.

Search DC 15+APL check reveals the secret doors are trapped.

APL 2 (EL 2) *Summon Nature's Ally I*

TRAP: Magic device; proximity trigger (*alarm*); no reset; spell effect (*summon nature's ally I*, 1st level druid), search DC 26, Disable Device DC 26.

Summoned Small Viper: hp 6; see *Monster Manual* pg. 280.

APL 4 (EL 4) *Summon Nature's Ally III*

TRAP: Magic device; proximity trigger (*alarm*); no reset; spell effect (*summon nature's ally III*, 5th level druid), search DC 28, Disable Device DC 28.

Summoned Dire Wolf: hp 54; see *Monster Manual* pg. 65-66.

APL 6 (EL 6) *Summon Nature's Ally V*

TRAP: Magic device; proximity trigger (*alarm*); no reset; spell effect (*summon nature's ally V*, 9th level druid), search DC 30, Disable Device DC 30.

Summoned Large Earth Elemental: hp 80; see *Monster Manual* pg. 97-98.

APL 8 (EL 8) *Summon Nature's Ally VII*

TRAP: Magic device; proximity trigger (*alarm*); no reset; spell effect (*summon nature's ally VII*, 13th level druid), search DC 31, Disable Device DC 31.

Summoned Greater Earth Elemental: hp 231; see *Monster Manual* pg. 97-98.

APL 10 (EL 10) *Summon Nature's Ally IX*

TRAP: Magic device; proximity trigger (*alarm*); automatic reset; spell effect (*summon nature's ally IX*, 17th level druid), search DC 34, Disable Device DC 34.

Summoned Elder Earth Elemental: hp 264; see *Monster Manual* pg. 97-98.

Tactics: All summoned creatures appear as close to the character that summoned them as possible. They attack on the round that they appear. An earth elemental's earth glide ability allows it to fight effectively even in the 5' corridors (no squeezing), however the earth elementals do have cover and characters fighting them have concealment. The APL 10 trap automatically resets after one minutes time.

Please note that only moving *from* the Painted Room *into* the corridors beyond triggers the traps; the traps do not go off on the way back out.

Development: Characters retrieving the page has access to the Text of Obad-Hai on the AR. Characters can go back the way they came or continue on deeper into the burial mound to the Relic Rooms 4F contains the egg, which will heal any of the tainted lizardfolk; 4G contains the shroud, which will protect the lizardfolk from any further taint. There is no wrong decision in this and the characters do not know anything above and beyond what the lizardfolk know – which is nothing, because the lizardfolk have only an oral record, from over 1,000 years ago.

4F, 4G - RELIC ROOMS

This encounter is designed to be morally challenging. Celestial guardians were gated in the moment characters crossed the obelisks into the burial chamber. Characters may have given their word to help the lizardfolk, but the celestials' contract is ages older. Characters must decide whether or not engage in combat, whether or not to use any lethal damage, and whether or not to walk away. The celestials cannot be tricked into giving the location of the secret door of the relic chambers!

If rogue characters successfully sneak into the room, more difficult at higher APLs due to special abilities, open the secret door, grab a relic and get out, characters will gain full XP for using class skills to the fullest.

The corridor continues forward 40 feet, slanting sharply downwards as you go, then takes a dogleg turn. A brilliant light from beyond can be seen.

Assuming characters move forward:

The corridor continues for another thirty feet before it opens into a brilliantly lit room. No other doors or doorways are evident in the room, though a swirling gate to an unknown plane in the wall is 80 feet in front of you.

For any characters with a good alignment: ***You become aware that you have entered a sanctuary to some benign deity.***

Spellcraft DC 30 check confirms that *hallow* is in effect.

Two creatures appear to be waiting. "ADVANCE NO FURTHER, MORTALS." The command echoes throughout the chamber.

"We will not harm you unless you cross the boundary." A semi-circle of light appears about a fifteen-foot radius in front of you.

Knowledge (Planes, DC = 10+HD): ***"Standing before you is, most definitely, a pair of celestials."***

APL 2 (EL 5)

Protectar: hp 16; see *Appendix 2*.

Ramadeen: hp 36; see *Appendix 2*.

APL 4 (EL 7)

Ramadeen: hp 36; see *Appendix 3*.

Justice Archon: hp 72; see *Appendix 3*.

APL 6 (EL 9)

Equinal: hp 54; see *Appendix 3*.

Hollyphant: hp 42; see *Appendix 4*.

APL 8 (EL 11)

Warden Archon: hp 72; see *Appendix 4*.

Ursinal: hp 90; see *Appendix 5*.

APL 10 (EL 13)

Ursinal: hp 90; see *Appendix 5*.

Monadic Deva: hp 110; see *Appendix 6*.

Descriptions are listed in the stat blocks for each APL.

ELs are reduced by one, since the celestials will only fight to deal nonlethal damage [already calculated]. Characters are under no such restrictions, though there will be repercussions, see AR items for details.

Where is the lizardman? ***"His time as a mortal had ended. He was taken to be with others of our kind."***

Why are you here? ***"We are bound by the divine contract of the one who was brought here."***

What are the details of the contract? ***"The contract specifies that we open the gate and defend the relics if any sentient creature not a descendant of the one entombed here should enter."***

What do the relics do? ***"We do not know, and it matters not. Our duty is the same."***

Are we the first ones to do so? ***"No, but you are the first to have come this far."***

When was the last time you came to this place/plane? ***"Three days ago."***

Now what? ***"Since you have stepped into the light, we must return the relics to our plane for safekeeping."***

But we came on behalf of the lizardfolk who need it! ***"That is admirable, but we are bound by the contract."***

But we gave our word to return it! ***"As we have given our word to protect it."***

We'll just grab the other one. ***"Once you stepped into the light, two others of our kind have taken the relic and have already returned to our home plane."***

We'll fight you for it! ***"That is regrettable. We will not harm you, but we cannot allow you to take the relics."***

But you can't leave this room, right? ***We will not enter yon corridor, but we will return to our home with the relics."***

The celestials will not reveal the location of the artifacts, nor will the celestials go to the artifacts as they cannot reveal the location to any except those related to the First by blood.

If any characters detect as evil: ***"Why are you, a tainted one, on a quest to save lizardfolk?"*** Also, the spell *blessed sight* is attached to the *hallow* in the chambers with the celestials.

Tactics: The celestials begin the encounter next to one another, 20 feet in front of the planar portal (See *DM Aid #3*). They are willing to talk to the characters, the celestials will do their best to convince characters not to fight [suggestion, etc.], but if characters cross the boundary or decide to fight, they will resolutely attack with non-lethal damage to the best of their abilities, -4 to their melee attack rolls, and will not use any spells, spell-like abilities, super natural abilities or extraordinary abilities that cause lethal damage.

Combat starts when any of the character moves further than 20 feet from the doorway or make any hostile actions (cast spells, attack the celestials, etc).

The celestials will fight to the death, but are unwilling to kill in turn. These creatures from the higher planes fight intelligently and to the best of their abilities within the parameters stated above. They support each other, giving healing, providing flank, assisting each other's attacks, etc. Flyers/teleporters use their greater mobility to

disrupt spell casters when they are able. Where they can, a celestial will use spells or abilities to limit the party's mobility or to divide and conquer.

APL 2-- The protectar tries to keep the ramadeen standing with its *cure light wounds* and provides flanks.

APL 4— Same as above except, substituting *aid* for *cure light wounds*. Both of these creatures are capable of dealing considerable damage.

APL 6—The equinal will try to cut the party in half with its *fog cloud* or *wall of stone* (it will leave the entrance alone, providing the party an escape route). The hollyphant will become *invisible* and then turn the equinal *invisible*.

APL 8—The warden archon casts *shield of the archons* and protects the ursinal. The ursinal casts for as long as possible before fighting hand-to-hand, including the use of *holy word* and his purified *wall of fire* (if it can be placed so that no PC takes fire damage from it initially).

APL 10—The ursinal follows the same tactics as APL 8. The monadic deva will cast *holy aura* and *mirror image* and then wade into combat.

Creatures are gated, not summoned so protection spells will not hinder the celestials. Creatures successfully sent back to their home plane will return through the gate the following round.

If a celestial is killed, or both celestials are subdued, they and everything they brought with them explode in a burst of light. Characters do not get access to any of their items.

Treasure: None, only one relic can be retrieved.

Developments: The character that dealt the killing blow on any celestial creature gets the Murder a Celestial marked on their AR. Any character dealing lethal damage to a celestial gets Holy Wrath. Going through the gate gets the character The Other Side marked on the AR. Any character that did not participate in the combat gets Divine Intervention.

Any character that goes through the portal is lost for the rest of the adventure and loses 4 additional TUs. They are returned to their homes after having been interrogated by members of different celestial hosts. Non-good Characters begin the next module they play having taken 50% of their hit points in non-lethal damage.

Search DC 15+APL check reveals a secret door with a room beyond. ***Beyond the secret door is a simple 10-by-10 foot room. It is unadorned***

except for a single pedestal in the centre of the room, and the lone item on top of it:

In the egg room: ***You see before you two halves of an egg, each the size of a wineskin. Instead of the normal jagged edge you would expect at the fracture point, the edges are smooth and tapered, like feathers and the egg can be fit together perfectly.***

In the shroud room: ***This linen is simply woven and still maintains its natural color except for the greenish-blue tinted imprint of a lizardfolk face in repose. Unfolding it reveals a complete image of the creature, from head to tail, including feathery wings folded across the body.***

Development: Characters are able explore any area they so choose. If they explore the opposing relic room, the secret door will be open, the relic and celestials are gone, and there is no evidence that a gate had existed in the room. The entire burial complex is warded; characters may safely rest here as long as they wish. Characters are unable to activate the relic, as a ritual will be needed to do so. When they are ready, continue on to Encounter 5.

ENCOUNTER 5: THE RETRIEVERS

Characters deciding to teleport back to Waycombe will not gain the XP and GP earned from this encounter; go to the appropriate conclusion. Otherwise, the following occurs when characters leave the burial chambers, about 250 feet from the entrance (no matter how long it took characters to complete the previous encounter). Check to see what the characters have done with the relic.

Rules for the Dreadwood are as follows also Player Handout #3:

- Terrain in the Dreadwood is difficult ground at all times; everyone is at half movement and no 5' adjusts are possible unless the character has Woodland Stride, Freedom of Movement or a Climb speed.
- Large (or larger) creatures are considered to be squeezing at all times. The Dreadwood recognizes its own, however, and large creatures (or larger) with Plant traits do not suffer this penalty.
- The canopy of the Dreadwood is 50' from the ground. Creatures larger than Tiny whose

movement is otherwise restricted [see above] are unable to move through the canopy.

- Unless the entire party has darkvision, characters are unable to see and must carry a light source at all times.
- Due to the shadows and the density of the Dreadwood, ranged attacks are extremely difficult in the Dreadwood. Treat anything 30 feet and under as normal. Attacks from 35'-60' suffer a 20% miss chance, and anything beyond 60' suffers a 50% miss chance
- Also due to the shadows and density of the Dreadwood, it is always possible to use the *Hide* skill within the Dreadwood.

"We know you havessss it, warm bloodssss." A siblant whisper comes from behind a nearby tree.

"Yessss, Givessss it to ussss and we will allow the treessss to takessss you insssstead."

A pair of mutated lizardfolk steps forward. "We know you upright warmbloodssss likessss treassssure. Give ussss that which issss ourssss and we will givesssss you treasure."

APL 2 (EL 5)

Mutant Lizard Folk: half-fiend lizard folk War 2, hp 32; see *Appendix 2*.

Mutant Lizard Folk: half-farspawn lizard folk War 2, hp 40; see *Appendix 2*.

APL 4 (EL 7)

Mutant Lizard Folk (Scaled Stalker): hp 72; see *Appendix 3*.

Mutant Lizard Folk: half-farspawn lizard folk War 1/Bar 1/Fgt 1, hp 60; see *Appendix 3*.

APL 6 (EL 9)

Mutant Lizard Folk: half-fiend scaled stalker, hp 80; see *Appendix 4*.

Mutant Lizard Folk: half-farspawn scaled stalker, hp 96; see *Appendix 4*.

APL 8 (EL 11)

Mutant Lizard Folk: half-fiend scaled stalker Bar 1/Fgt 1, hp 105; see *Appendix 5*.

Mutant Lizard Folk: half-farspawn scaled stalker Bar 1/Fgt 1, hp 135; see *Appendix 5*.

APL 10 (EL 13)

Mutant Lizard Folk: half-fiend scaled stalker War 1/Bar 1/Fgt 2, hp 138; see *Appendix 6*.

Mutant Lizard Folk: half-farspawn scaled stalker War 1/Bar 1/Fgt 2, hp 162; see *Appendix 6*.

Knowledge (nature) DC 12 check: ***These creatures are definitely some sort of lizardfolk.***

Knowledge (planes) DC 10+HD check identifies the creatures as either half-farspawn, or half-fiend. The appropriate description is in the statblocks. No characters should be able to determine the base creature or its abilities other than to confirm it is "some sort of mutated lizardfolk".

Sense Motive DC 20 check the character realizes that the creatures are actually telling the truth and have every intent of fulfilling what they believe to be a generous bargain.

If characters insist on seeing the treasure first, the lizardfolk will try to talk them out of it once, then will lead them to the stash, after the lizardfolk confirm the artifact is with the characters, Bluff check DC 25+APL, as several characters can aid in the lie, if the characters do not have the artifact.

Characters can honestly negotiate, or use the item to stall and allow the rest of the party to move into better position should the situation deteriorate. If the characters do not have the artifact, a bluff check DC 23+APL to convince the lizardfolk to trade any other item from the cave, in place of the artifact.

A mutated Lizardfolk touching the artifact immediately loses its template and becomes a true-neutral aligned creature of the base type. The companion decides that the original plan wasn't such a good idea, and will back away a few steps, then flee into the Dreadwood. Do not discourage the players if they manage to come up with the idea on their own. Using skill checks to resolve this combat, will void any XP.

Tactics: The two lizardfolk mutants will begin this encounter thirty feet from each other and sixty feet from the party [see **DM Aid #4**].

While negotiating, they will close to a distance of 30 feet (if the party allows).

Once combat begins "Foul Stink" and "Slime Grip" fight intelligently either to the death or until they are given the relic that the PCs are carrying.

APL 2—"Foul Stink" moves to attack the foremost PC (the lightest armored/weakest appearing if there are multiple targets). "Slime Grip" casts *blur* and maneuvers to attack an obvious spellcaster with his *touch of idiocy*. "Slime Grip" saves its *true strike* for a foe that he has trouble hitting.

APL 4—"Foul Stink" fights the same as APL 2. "Slime Grip" tries to catch as many PCs in his *stinking cloud* at the start to combat. He then uses the above tactics, raging once the *touch of idiocy* is cast.

APL 6—"Foul Stink" begins with an *unholy blight* and then wades into combat as above. "Slime Grip" continues to fight as above, though he cannot rage at this APL.

APL 8—"Foul Stink" uses his *unholy blight*, then casts *contagion* and wades in to battle. He will either cast *poison* (if there is a spell caster within reach) or rage as needed. "Slime Grip" casts *stinking cloud* and then *greater invisibility*. He will try to attack a spellcaster or other weak looking PC. He waits to rage until his invisibility is countered or it seems like the best option left to him.

APL 10—"Foul Stink" opens with *blasphemy* if there are PCs close enough, otherwise he casts *unholy blight* and moves to use *blasphemy*. He will then continue to fight as APL 8. "Slime Grip" casts *stinking cloud* and then *greater invisibility*. He then looks for a target for his *telekinesis*. He waits to rage until his invisibility is countered or it seems like the best option left to him.

If characters retreat within the tomb, the mutated lizardfolk will wait for them for an hour or two attempting to taunt the characters back out, if that fails, they leave.

Treasure: The buried treasure at APL 2: *scroll of align fang*; APL 4: Same as the lower APL plus *mithral chain shirt*, *oil of iron silence*, *Quaal's feather token bird*; APL 6: Same as lower APL plus *circlet of persuasion*, *gloves of swimming and climbing*, *lens of detection*, *ring of jumping*; APL 8: Same as lower APL plus *druid vestment*, *scroll of heal*, *scroll of xorn movement*; APL 10: Same as lower APL plus *owlfeather armor*, *ring of chameleon power*, *rod of lesser extend* and *staff of fauna*.

Development: Characters do not get XP for this encounter if the mutants are not either killed or one mutant converted back to normal, allowing the other one to flee.

If characters lose, the creature will take the relic, if the characters had it and flee then the mutant lizardfolk chase the characters. Otherwise, continue to the appropriate conclusion.

The characters must either talk to the lizardfolk when they were alive or dead if they wish to discover the treasure the lizardfolk buried; otherwise a search DC 5 + (4xAPL) check can locate the stash. (Or other magical means at the parties disposal, i.e. locate object, etc.)

CONCLUSION A: SUCCESS

IF PCS RETURN WITH ONE OF THE RELICS:

Szississ eagerly moves forward to greet you, then reaches tentatively towards the relic. There is a sudden smell of flesh burning as one of Szississ' numerous tattoos bursts into flame, then subsides. "The legendssss are true! The Firsssst will return to aid ussss in our timessss of need." She grabs at Schussesie's hand, and forces it upon the relic. The glazed look in his eyes clears instantly. "The whissssperssss are sssssilent!" he hisses in surprise.

The shamaness turns to you. "We owe you our tribessss exisstance, Jorgossss mammalssss" Szississ adds humbly. "We have not much, by your sssstandardssss, but such a deed ssssshall not be forgotten."

Treasure: The Viscount's messenger finds the party to hand the group the agreed upon 50 gp for the report the Dreadwalker sent on the character's behalf.

Development: Characters get the influence with the Lizardfolk and Dreadwalkers. Characters part of Haven or the Dreadwalkers gets access to Reporting For Duty.

IF CHARACTERS DO NOT TURN IT OVER:

Several days later, as you bring another bite of stew to your lips, you smell the sharp stench of urine from the suddenly wide-awake half-drunk across the table from you who manages to squeak out a faint "mommy". The tavern is suddenly very, very quiet.

A strong nailed finger jabs down into your shoulder, as if somebody is trying to get your attention.

A winged creature with golden skin whose head nearly brushes the ceiling stares at you

with its topaz eyes, a familiar bundle tucked under one of its arms. "You should not interfere with that which you know nothing about," it intones solemnly in a voice from the heavens before it vanishes with the lizardfolk relic.

Treasure: The Viscount's messenger finds the party to hand the group the agreed upon 50 gp for the report the Dreadwalker sent on the character's behalf.

Development: Characters part of Haven or the Dreadwalkers gets access to Reporting For Duty. The characters lose access to all Dreadwalker items (anything offered via the influence).

CONCLUSION B: EMPTY-HANDED

If the characters return without the artifact:

After several days of difficult travel, you break free of the confines of the Dreadwood. A half day later, your arrival is noted by the guards at Waycombe.

Szississ has a very worried look upon her face as she motions towards her bodyguard. Schussesie is staring vacantly at the forest, spittle running down the side of his mouth. "We mussst leave now, or elsssse he wil be lossst. I mussst thank the attempt of the Jorgossss mammalssss, but my mate and I mussst decide how to protect our tribe." It takes a tail-slap from her giant crocodile to propel Schussesie towards the gates of Waycombe and away from the Dreadwood.

Treasure: The Viscount's messenger finds the party to hand the group the agreed upon 50 gp for the report the Dreadwalker sent on the character's behalf.

Development: Characters do not gain influence with anybody, nor do the members get Reporting for Duty access.

CONCLUSION C: SIDETRACKED

The characters chose not to follow Big Brother aka Forest Storm:

You investigate thoroughly, but do not seem to be able to determine the source of the attack on the outpost of Waycombe. Upon returning

to Jaedrae, a secretary collects your report and adds it to a stack of papers to bring to the Seneschal. You are duly thanked for your time and service to the Viscount.

Treasure: The characters receive 50 gp for their time and efforts from the Viscount Jorgos.

Development: Characters gain nothing more, no influences, no reporting for duty, nor do they gain any negative affects per the AR.

CONCLUSION D: PAST THE POINT OF NO RETURN

If any character dies in the Dreadwood and their body is not recovered or the characters have alternative means of bringing back the body, i.e. *true resurrection*, the character is removed from play. Collect the character sheet and all records, and please contact the Keoland Triad at KeolandPOC@adelphia.net.

The End

TREASURE SUMMARY

Special

Reporting for Duty: Dreadwalkers, Dreadwalker Reservists, and Citizens/Elders of Haven gain access (Frequency: Regional) to items with ♦.

Influence with the Dreadwalkers: For assisting with the Dreadwalkers, you may use this and any other influence for a +1 weapon upgrade (maximum +3), bane (aberration) or bane (evil outsider) per favor used. Cross off this favor and any others used with this favor.

Influence with the Lizardfolk: For returning the Egg/Shroud (Circle One) relic to the lizardfolk or allowing the celestials to leave with the relic, this character is automatically reincarnated as the characters original race. Cross out the Influence when used.

Text of Obad Hai: This collection of birch pages can be used as a *break enchantment* spell (CL 17) wit the following differences; it must be read in sylvan for ten minutes and the spell acts as an *atonement* if a cleric or druid worships (or wants to worship) Obad-Hai. Strong abjuration; CL 17; cannot be crafted; Price 5,463 gp.

Divine Intervention: For avoiding fighting the celestial creatures, you gain access to the *purify*

spell feat. You may also do one of the following this, (1) Re-roll any save vs. death effect or drops you below -10 hp, (2) Any killing blow drops you to -9 hp and you are stable. Cross off when used.

Holy Wrath: For doing lethal damage to a celestial, you suffer a -2 morale penalty to attacks, saves, and skill checks for the next 4 adventures.

Murder of a Celestial: For killing a celestial, you have committed a High Crime: (1) You surrender and are imprisoned for 26 TUs or (2) You suffer under Holy Wrath until you atone for the crime. Paladins and Clerics of good aligned gods must atone for killing a celestial.

The Other Side: You have stepped through the portal, if your alignment is good, you lose 4 TUs, if your alignment is not good, you lose 4 TUs and start the next module at 50% non-lethal damage, as you are lectured about entering portals.

☐)

APPENDIX 1 – ALL APLS

ENCOUNTER 1

“Typical Dreadwalker”, Male/Female Half-orc Bar 2/Fgt 3: Medium Humanoid (Orc); CR 5; HD 2d12+4 plus 3d10+6; hp 51; Init +1; Spd 40 ft.; AC 15, touch 11, flat-footed 14 (+1 Dex, +4 chain shirt); Base Atk/Grp: +5/+9; Atk +11 melee (1d12+7/20x3, Greataxe) or +6 ranged (1d6+4, Javelin); Full Atk +11 melee (1d12+7/20x3, Greataxe) or +6 ranged (1d6+4, Javelin); SA Rage 1/day; SQ Darkvision 60 ft., fast movement, uncanny dodge; AL CG; SV Fort +8, Ref +2, Will +4; Str 18, Dex 12, Con 14, Int 8, Wis 13, Cha 6.

Skills & Feats: Climb +10, Listen +8, Survival +7; Alertness, Iron Will, Power Attack, Weapon Focus (greataxe).

Languages: Common and Orc.

Possessions: +1 Greataxe, cold-iron greataxe, 5 javelins, chain shirt, *potion of cure moderate wounds*.

Description: A hulking brute dressed in greens and browns. His/her eyes are pinched with weariness, as they ceaselessly scan his surroundings. He/she carries a greataxe and has another hanging from a shoulder strap, a quiver of javelins balancing the other shoulder.

RAGING--“Typical Dreadwalker”, Male/Female Half-orc Bar 2/Fgt 3: HD 2d12+8 plus 3d10+12; hp 61; Init +1; Spd 40 ft.; AC 13, touch 9, flat-footed 12 (-2 rage, +1 Dex, +4 chain shirt); Base Atk/Grp: +5/+11; Atk +13 melee (1d12+10/20x3, Greataxe) or +6 ranged (1d6+6, Javelin); Full Atk +13 melee (1d12+10/20x3, Greataxe) or +6 ranged (1d6+6, Javelin); SA Rage 1/day; SQ Darkvision 60 ft., fast movement, uncanny dodge; AL CG; SV Fort +10, Ref +2, Will +6; Str 22, Dex 12, Con 18, Int 8, Wis 13, Cha 6.

ENCOUNTER 2

“Typical Dreadwalker”, Male/Female Half-elf Rng 2/ Rog 3: Medium Humanoid (Elf); CR 5; HD 2d8+4 plus 3d6+6; hp 36; Init +7; Spd 30 ft.; AC 15, touch 13, flat-footed 12 (+3 Dex, +2 leather); Base Atk/Grp: +4/+5; Atk +8 melee (1d6+1, Shortsword) or +7 ranged (1d6, Shortbow); Full Atk +6/+6 melee (1d6+1, Shortsword) or +7 ranged (1d6, Shortbow); SA Combat style, favored enemy (aberrations), sneak attack +2d6; SQ Evasion, low-light vision, trapfinding, trap sense

+1, wild empathy; AL NG; SV Fort +6, Ref +9, Will +2; Str 13, Dex 16, Con 14, Int 10, Wis 12, Cha 8.

Skills & Feats: Balance +9, Climb +9, Escape Artist +9, Hide +11, Listen +10, Move Silently +11, Spot +10, Survival +6; Improved Initiative, Track, Two-Weapon Fighting^b, Weapon Finesse.

Languages: Common and Elven.

Possessions: 2 Masterworked shortswords, shortbow, quiver with twenty arrows, leather armor, *potion of cure moderate wounds*, *potion of fly*.

Description: Lithe of build and fair skinned, this half-elf is dressed head-to-toe in dark greens. A pair of shortswords rest on each hip and a shortbow and quiver across the back.

“Typical Dreadwalker”, Male/Female High Elf Rng 5: Medium Humanoid (Elf); CR 5; HD 5d8+5; hp 35; Init +4; Spd 30 ft.; AC 16, touch 14, flat-footed 12 (+4 Dex, +2 leather); Base Atk/Grp: +5/+6; Atk +6 melee (1d8+1, Longsword) or +10 ranged (1d8+2, +1 *Composite Longbow Mighty* +1); Full Atk +6 melee (1d8+1, Longsword) or +8/+8 ranged (1d8+2, +1 *Composite Longbow Mighty* +1); SA Combat style, favored enemy (aberrations +4, evil outsiders +2); SQ Animal companion, wild empathy; AL NG; SV Fort +5, Ref +8, Will +2; Str 13, Dex 18, Con 12, Int 10, Wis 12, Cha 8.

Skills & Feats: Hide +12, Listen +11, Move Silently +12, Search +10, Spot +11, Survival +11; Endurance^b, Point Blank Shot, Precise Shot, Rapid Shot^b, Track^b.

Languages: Common and Elven.

Spells Prepared (1, save DC = 11 + spell level): 1st – Resist Energy.

Possessions: +1 *Composite Longbow Mighty* +1, *longsword*, *leather armor*, *potion of cure moderate wounds*.

Description: This humanoid, slender and slightly shorter than a human, has pale skin and dark hair. Pointed ears grace the sides of its elongated head. It wears green leathers trimmed in brown.

“Typical Dreadwalker”, Male/Female Gnome Fgt4/Rng 1: Small Humanoid (Gnome); CR 5; HD 4d10+12 plus 1d8+3; hp 51; Init +1; Spd 20 ft.; AC 15, touch 11, flat-footed 14 (+1 Dex, +4 chain

shirt); Base Atk/Grp: +5/+7; Atk +9 melee (1d6+6, +1 *falchion*) or +6 ranged (1d4+2, Javelin); Full Atk +9 melee (1d6+6, +1 *falchion*) or +6 ranged (1d4+2, Javelin); SA Favored enemy (evil outsiders); SQ Low-light vision, *speak with burrowing animals*, wild empathy; AL CG; SV Fort +9, Ref +2, Will +4; Str 14, Dex 12, Con 16, Int 10, Wis 13, Cha 8.

Skills & Feats: Climb +8, Jump +8, Listen +7, Search +4, Spot +5, Survival +5; Blind-Fight, Iron Will, Power Attack, Track, Weapon Focus (*falchion*), Weapon Specialization (*falchion*).

Languages: Common and Gnome.

Possessions: +1 *falchion*, 5 javelins, chain shirt, *potion of cure moderate wounds*, *potion of fly*.

Description: This humanoid stands a little more than half as high as a human. It has a compact build, dark tan skin, fair hair, and large eyes. A finely crafted falchion is sheathed on its back and it wears a shirt of fine chain links..

ENCOUNTER 3

“Big Brother”, Treant Bar 2/Rng 4: Huge Plant; CR 14; HD 7d8+42 plus 2d12+12 plus 4d8+24; hp 162; Init -2; Spd 30 ft.; AC 24, touch 6, flat-footed 24 (-2 size, -2 Dex, +13 natural, +5 *rhino hide*); Base Atk/Grp: +11/+31; Atk +25 melee (4d6+21/19-20, *Mattock of the Titans*) or +21 melee (2d6+12, Slam); Full Atk +25/+20/+15 melee (4d6+21/19-20, *Mattock of the Titans*) or +21/+21 melee (2d6+12, Slam); SA Animate trees, combat style (two-weapon), double damage to objects, favored enemy (evil outsider), rage 1/day, spells, trample (2d6+18, Reflex DC25 half); SQ Animal companion, damage reduction 10/slashing, fast movement, low-light vision, plant traits, resist fire 10, uncanny dodge, vulnerability to fire, wild empathy; AL NG; SV Fort +19, Ref +9, Will +15; Str 34, Dex 6, Con 22, Int 14, Wis 20, Cha 14.

Skills & Feats: Diplomacy +9, Hide +3*, Intimidate +11, Knowledge (nature) +7, Listen +21, Sense Motive +10, Spot +19, Survival +21 (+23 aboveground); Endurance, Improved Sunder, Improved Critical (*mattock*), Iron Will, Power Attack, Track, Weapon Focus (*mattock*).

Animate Trees (Sp): A treant can animate trees within 180 feet at will, controlling up to two trees at a time. It takes 1 full round for a normal tree to uproot itself. Thereafter it moves at a speed of 10 feet and fights as a treant in all respects. Animated trees lose their ability to move if the

treant that animated them is incapacitated or moves out of range. The ability is otherwise similar to *liveoak* (caster level 12th). Animated trees have the same vulnerability to fire that a treant has.

Double Damage against Objects (Ex): A treant or animated tree that makes a full attack against an object or structure deals double damage.

Trample (Ex): Reflex DC25 half. The save DC is Strength-based.

Skills: *Treants have a +16 racial bonus on Hide checks made in forested areas. This is not figured into the stat block above.

Languages: Common, Elven, Sylvan, Treant.

Spells Prepared (1, save DC = 15 + spell level): 1st – *entangle* (DC 16).

Possessions: *Mattock of the Titans*, *rhino hide*, *ring of fire resistance 10*, *vest of resistance +2^{CA}*.

Description: This tall being looks much like an animated tree wearing a fur coat. Its skin is thick and brown, with a barklike texture. Its arms are gnarled like branches, and its legs look like the split trunk of a tree. It is wearing the hide of some great hairy beast and carries a maul of immense size.

RAGING--“Big Brother”, Treant Bar 2/Rng 4: HD 7d8+56 plus 2d12+16 plus 4d8+32; hp 188; Init -2; Spd 30 ft.; AC 22, touch 4, flat-footed 22 (-2 rage, -2 size, -2 Dex, +13 natural, +5 *rhino hide*); Base Atk/Grp: +11/+33; Atk +27 melee (4d6+24/19-20, *Mattock of the Titans*) or +23 melee (2d6+14, Slam); Full Atk +27/+22/+17 melee (4d6+24/19-20, *Mattock of the Titans*) or +23/+23 melee (2d6+14, Slam); SA Animate trees, combat style (two-weapon), double damage to objects, favored enemy (evil outsider), rage 1/day, spells, trample (2d6+21, Reflex DC27 half); SQ Animal companion, damage reduction 10/slashing, fast movement, low-light vision, plant traits, resist fire 10, uncanny dodge, vulnerability to fire, wild empathy; AL NG; SV Fort +21, Ref +9, Will +17; Str 38, Dex 6, Con 26, Int 14, Wis 20, Cha 14.

APPENDIX 2 – APL 2

ENCOUNTER 4E/F

Male Protector: Medium Outsider (Extraplanar, Good); CR 2; HD 2d8+4; hp 16; Init +1; Spd 20 ft., fly 40 ft. (good); AC 18, touch 11, flat-footed 17 (+1 Dex, +5 breastplate, +2 heavy shield); Base Atk/Grp: +2/+4; Atk +4 melee (1d8+2/19-20, Longsword); Full Atk +4 melee (1d8+2/19-20, Longsword); SA --; SQ Darkvision 60 ft., outsider traits, spell-like abilities, *tongues*; AL NG; SV Fort +5, Ref +4, Will +4; Str 15, Dex 12, Con 15, Int 10, Wis 12, Cha 15. *Miniatures Handbook*, page 66-67.

Skills & Feats: Concentration +7, Diplomacy +9, Heal +6, Knowledge (the planes) +5, Knowledge (religion) +5, Listen +6, Sense Motive +6, Spot +6, Survival +1 (+3 on other planes); Combat Casting.

Spell-Like Abilities: At will – *tongues*; 3/day – *cure light wounds* (DC 13). Caster level 2nd. The save DC is Charisma-based.

Languages: Celestial, Draconic, Infernal and *tongues*.

Possessions: Longsword, breast plate, and heavy steel shield.

Description: *Looking much like a tall, beautiful human with long, feathery wings, this creature is attired in elegant white robes and wears a white breastplate.*

Male Ramadeen: Large Outsider (Extraplanar, Good, Lawful); CR 4; HD 4d8+12; hp 36; Init +1; Spd 40 ft.; AC 18, touch 10, flat-footed 17 (-1 size, +1 Dex, +2 natural, +4 chain shirt, +2 heavy shield); Base Atk/Grp: +4/+13; Atk +10 melee (1d8+5/18-20, masterworked scimitar); Full Atk +10 melee (1d8+5/18-20, masterworked scimitar); SA Smite evil; SQ Damage reduction 5/magic, darkvision 60 ft., outsider traits; AL LG; SV Fort +7, Ref +5, Will +6; Str 21, Dex 12, Con 17, Int 12, Wis 14, Cha 17. *Miniature Handbook*, page 67-68.

Skills & Feats: Diplomacy +12, Heal +9, Intimidate +10, Jump +7, Knowledge (the planes) +8, Knowledge (religion) +8, Listen +9, Sense Motive +9, Spot +9, Survival +2 (+4 on other planes), Tumble +4; Power Attack, Powerful Charge^{MH} (b), Weapon Focus (scimitar).

Smite Evil (Su): Once per day a ramadeen can make a normal melee attack to deal an extra 4 points of damage against an evil foe.

Outsider Traits: An outsider cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Languages: Celestial, Common, and Infernal.

Possessions: Masterwork scimitar, chain shirt, heavy steel shield.

Description: *This proud, well-muscled creature stands 9 feet tall. It has the body of a humanoid, with the shapely head of a powerful horned ram. It wears glinting and decorated armor and carries a finely crafted weapon.*

ENCOUNTER 5

“Foul Stink”, Half-fiend Lizardfolk War 2: Medium Outsider (Augmented Humanoid, Native, Reptilian); CR 3; HD 4d8+8; hp 32; Init +2; Spd 30 ft., fly 30 (average); AC 20, touch 12, flat-footed 18 (+2 Dex, +6 natural, +2 heavy shield); Base Atk/Grp: +3/+7; Atk +8 melee (1d6+4, Club) or +7 melee (1d4+4, Claw) or +5 ranged (1d6+4, Javelin); Full Atk +8 melee (1d6+4, Club) and +6 melee (1d6+2, Bite) or +7/+7 melee (1d4+4, Claw) and +6 melee (1d6+2, Bite) or +5 ranged (1d6+4, Javelin); SA Smite good (+4 to damage), spell-like abilities; SQ Damage reduction 5/magic, darkvision 60 ft., hold breath, immunity to poison, resistance to acid 10, cold 10, electricity 10 and fire 10, spell resistance 14; AL NE; SV Fort +5, Ref +5, Will +0; Str 18, Dex 14, Con 15, Int 13, Wis 10, Cha 12.

Skills & Feats: Balance +10, Concentration +5, Hide +3, Jump +13, Listen +3, Move Silently +3, Spot +3, Swim +11, Tumble +5; Multiattack, Weapon Focus (club).

Hold Breath (Ex): A lizardfolk can hold its breath for a number of rounds equal to four times its Constitution score before it risks drowning (see page 304 of the *Dungeon Master's Guide*).

Smite Good (Su): Once per day the creature can make a normal melee attack to deal extra damage equal to its HD against a good foe.

Spell-Like Abilities: 3/day – *darkness*; 1/day – *desecrate*. Caster level 4th. The save DCs are Charisma-based.

Skills: Because of their tails, lizardfolk have a +4 racial bonus on Jump, Swim, and Balance checks. The skill modifiers given in the statistics

block include a -2 armor check penalty (-4 on Swim checks) for carrying a heavy shield.

Languages: Common and Draconic.

Possessions: 2 Clubs, 5 javelins, and heavy wooden shield.

Description: *This tall, winged humanoid appears to have once been a powerfully built lizardfolk. It's red, glowing eyes and sharp, curved horns, as well as the stink of rotten eggs, attest to it being something more now. It carries a stout wooden club and a crude heavy wooden shield.*

“Slime Grip”, Half-farspawn Lizardfolk War 2: Medium Outsider (Augmented Humanoid, Native, Reptilian); CR 3; HD 4d8+16; hp 40; Init +1; Spd 30 ft.; AC 21, touch 11, flat-footed 20 (+1 Dex, +8 natural, +2 heavy shield); Base Atk/Grp: +3/+6; Atk +7 melee (1d6+3, Club) or +6 melee (1d4+3, Claw) or +4 ranged (1d6+3, Javelin); Full Atk +7 melee (1d6+3, Club) and +4/+4 melee (1d4+1, Tentacle) and +5 melee (1d6+1, Bite) or +6/+6 melee (1d4+3, Claw) and +4/+4 melee (1d4+1, Tentacle) and +4 melee (1d6+1, Bite) or +4 ranged (1d6+3, Javelin); SA Spell-like abilities, *true strike*; SQ Blindsight 60 ft., change shape, damage reduction 5/magic, hold breath, immunity to poison, resistance to acid 10 and electricity 10, spell resistance 14; AL CE; SV Fort +7, Ref +4, Will +2; Str 16, Dex 12, Con 19, Int 9, Wis 14, Cha 12. *Lords of Madness*, page 151-152.

Skills & Feats: Balance +8, Concentration +7, Jump +10, Listen +4, Spot +4, Swim +8, Tumble +3; Multiattack, Weapon Focus (club).

Hold Breath (Ex): A lizardfolk can hold its breath for a number of rounds equal to four times its Constitution score before it risks drowning (see page 304 of the *Dungeon Master's Guide*).

True Strike (Su): Once per day, the creature can make a normal attack with a +20 insight bonus on a single attack roll. The half-farspawn is not affected by the miss chance that applies to attacks against a concealed target.

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows:

- The creature's movement modes do not change.
- The creature retains the tentacle attacks granted by this template (see Attack,

above) and gains two additional tentacle attacks when making a full attack.

- The creature becomes amorphous. It cannot be flanked, and is not subject to extra damage from critical hits.
- Creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Spell-Like Abilities: 3/day – *blur*; 1/day – *touch of idiocy*. Caster level 4th. The save DCs are Charisma-based.

Skills: Because of their tails, lizardfolk have a +4 racial bonus on Jump, Swim, and Balance checks. The skill modifiers given in the statistics block include a -2 armor check penalty (-4 on Swim checks) for carrying a heavy shield.

Languages: Draconic.

Possessions: 2 Clubs, 5 javelins, and heavy wooden shield.

Description: *This tall humanoid appears to have once been a powerfully built lizardfolk. The creature's flesh is translucent, almost gelatinous, and glistens wetly. A pair of long, flailing tentacles sprouts from its shoulders. It carries a stout wooden club and a crude heavy wooden shield.*

ALTERNATE FORM-“Slime Grip”, Half-farspawn Lizardfolk War 2: Medium Outsider (Augmented Humanoid, Native, Reptilian); CR 3; HD 4d8+16; hp 40; Init +1; Spd 30 ft.; AC 19, touch 11, flat-footed 18 (+1 Dex, +8 natural); Base Atk/Grp: +3/+6; Atk +5 melee (1d4+3, Tentacle); Full Atk +6/+6/+6/+6 melee (1d4+3, Tentacle); SA Spell-like abilities, *true strike*; SQ Amorphous shape (see above), blindsight 60 ft., change shape, damage reduction 5/magic, hold breath, immunity to poison, moral penalty (see above), resistance to acid 10 and electricity 10, spell resistance 14; AL CE; SV Fort +7, Ref +4, Will +2; Str 16, Dex 12, Con 19, Int 9, Wis 14, Cha 12. *Lords of Madness*, page 151-152.

APPENDIX 3 – APL 4

ENCOUNTER 4E/F

Male Ramadeen: Large Outsider (Extraplanar, Good, Lawful); CR 4; HD 4d8+12; hp 36; Init +1; Spd 40 ft.; AC 18, touch 10, flat-footed 17 (-1 size, +1 Dex, +2 natural, +4 chain shirt, +2 heavy shield); Base Atk/Grp: +4/+13; Atk +10 melee (1d8+5/18-20, masterworked scimitar); Full Atk +10 melee (1d8+5/18-20, masterworked scimitar); SA Smite evil; SQ Damage reduction 5/magic, darkvision 60 ft., outsider traits; AL LG; SV Fort +7, Ref +5, Will +6; Str 21, Dex 12, Con 17, Int 12, Wis 14, Cha 17. *Miniature Handbook*, page 67-68.

Skills & Feats: Diplomacy +12, Heal +9, Intimidate +10, Jump +7, Knowledge (the planes) +8, Knowledge (religion) +8, Listen +9, Sense Motive +9, Spot +9, Survival +2 (+4 on other planes), Tumble +4; Power Attack, Powerful Charge^{MH} (b), Weapon Focus (scimitar).

Smite Evil (Su): Once per day a ramadeen can make a normal melee attack to deal an extra 4 points of damage against an evil foe.

Outsider Traits: An outsider cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Languages: Celestial, Common, and Infernal.

Possessions: Masterwork scimitar, chain shirt, heavy steel shield.

Description: *This proud, well-muscled creature stands 9 feet tall. It has the body of a humanoid, with the shapely head of a powerful horned ram. It wears glinting and decorated armor and carries a finely crafted weapon.*

Female Justice Archon: Medium Outsider (Archon, Extraplanar, Good, Lawful); CR 6; HD 6d8+36; hp 72; Init +1; Spd 20 ft., fly 40 ft. (good); AC 19, touch 11, flat-footed 18 (+1 Dex, +8 full plate); Base Atk/Grp: +6/+9; Atk +10 melee (2d6+5/19-20, +1 *greatsword*); Full Atk +10/+5 melee (2d6+5/19-20, +1 *greatsword*); SA Justice strike, spell-like abilities; SQ Aura of menace, damage reduction 10/evil, darkvision 60 ft., immunity to electricity and petrification, low-light vision, magic circle against evil, outsider traits, spell resistance 16, *teleport*, *tongues*; AL LG; SV Fort +10 (+14 against poison), Ref +8, Will +8; Str 16, Dex 12, Con 21, Int 10, Wis 13, Cha 14. *Monster Manual IV*, page 80-82.

Skills & Feats: Concentration +14, Diplomacy +13, Intimidate +11, Knowledge (the planes) +9, Listen +10, Move Silently +4, Sense Motive +10, Spot +10, Survival +1 (+3 on other planes); Improved Toughness^{CW}, Iron Will, Lightning Reflexes.

Aura of Menace (Su): 20 ft. radius; Will save DC 17. Those who fail take a -2 penalty on attacks, AC, and saves for 24 hours or until they successfully hit the archon that generated the aura. A creature that has resisted or broken the effect cannot be affected again by the same archon's aura for 24 hours. The save is Charisma-based.

Justice Strike (Su): A justice archon that hits with a melee attack can choose to use this special ability instead of dealing normal weapon damage. Justice strike deals the damage of the struck opponent's primary melee attack. This damage includes effects that apply automatically on a hit, such as energy damage or poison, but not those from optional effects or feats, such as Power Attack.

Spell-Like Abilities: At will – *aid*, *continual flame*, *detect evil*. Caster level 6th.

Magic Circle Against Evil (Su): A magic circle against evil effect always surrounds an archon (caster level equals the archon's Hit Dice). (The defensive benefits from the circle are not included in an archon's statistics block.).

Teleport (Su): Archons can use *greater teleport* at will, as the spell (caster level 14th), except that the creature can transport only itself and up to 50 pounds of objects.

Tongues (Su): All archons can speak with any creature that has a language, as though using a *tongues* spell (caster level 14th). This ability is always active.

Languages: Celestial, Draconic, Infernal, and *tongues*.

Possessions: Full plate, +1 *greatsword*.

Description: *A glorious but menacing angel stands across the chamber from you. She is a radiant warrior clad in bright full plate, wielding a greatsword that crackles with divine power.*

ENCOUNTER 5

“Foul Stink”: Scaled Stalker: Large Monstrous Humanoid; CR 5; HD 8d8+24; hp 72; Init +0; Spd 30 ft. (base speed of 40 ft.); AC 23, touch 9, flat-footed 23 (-1 size, +7 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +8/+16; Atk +13 melee (2d6+4/19-20, Masterwork longsword) or +7 ranged (1d6+4, Sling); Full Atk +13/+8 melee (2d6+4/19-20, Masterwork longsword) or +7/+2 ranged (1d6+4, Sling); SA --; SQ Darkvision 60 ft.; AL NE; SV Fort +7, Ref +6, Will +7; Str 19, Dex 10, Con 17, Int 11, Wis 8, Cha 8. *Miniatures Handbook*, page 68.

Skills & Feats: Balance +0, Climb +11, Intimidate +10, Jump +4, Swim +0; Great Fortitude, Iron Will, Weapon Focus (longsword).

Skills: Thanks to their tails, scaled stalkers have a +4 racial bonus on Balance, Jump, and Swim checks.

Languages: Draconic and Common.

Possessions: Masterwork longsword, longsword, sling, 20 bullets, breastplate, and heavy wooden shield.

Description: *This bulky humanoid creature is covered in grotesque scales, bony ridges, and disturbing spines. A spiked tail drags along behind it. Despite its natural protection, it wears a battered and rusted piece of steel as a breastplate as well.*

“Slime Grip”, Half-farspawn Lizardfolk Bar 1/Fgt 1/War 1: Medium Outsider (Augmented Humanoid, Native, Reptilian); CR 5; HD 3d8 +15 plus 1d10 +5 plus 1d12 +5; hp 60; Init +3; Spd 40 ft.; AC 23, touch 13, flat-footed 20 (+3 Dex, +8 natural, +2 heavy shield); Base Atk/Grp: +4/+9; Atk +10 melee (1d6+5, Club) or +9 melee (1d4+5, Claw) or +7 ranged (1d6+5, Javelin); Full Atk +10 melee (1d6+5, Club) and +7/+7 melee (1d4+3, Tentacle) and +7 melee (1d6+2, Bite) or +9/+9 melee (1d4+5, Claw) and +7/+7 melee (1d4+3, Tentacle) and +7 melee (1d6+2, Bite) or +7 ranged (1d6+5, Javelin); SA Rage 1/day, spell-like abilities, *true strike*; SQ Blindsight 60 ft., change shape, damage reduction 5/magic, hold breath, immunity to poison, resistance to acid 10 and electricity 10, spell resistance 15; AL CE; SV Fort +11, Ref +6, Will +1; Str 20, Dex 16, Con 21, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152.

Skills & Feats: Balance +10, Concentration +9, Jump +12, Listen +4, Spot +4, Swim +10,

Tumble +5; Multiattack, Power Attack, Weapon Focus (club).

Hold Breath (Ex): A lizardfolk can hold its breath for a number of rounds equal to four times its Constitution score before it risks drowning (see page 304 of the *Dungeon Master's Guide*).

True Strike (Su): Once per day, the creature can make a normal attack with a +20 insight bonus on a single attack roll. The half-farspawn is not affected by the miss chance that applies to attacks against a concealed target.

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows:

- The creature's movement modes do not change.
- The creature retains the tentacle attacks granted by this template (see Attack, above) and gains two additional tentacle attacks when making a full attack.
- The creature becomes amorphous. It cannot be flanked, and is not subject to extra damage from critical hits.
- Creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Spell-Like Abilities: 3/day – *blur*, 1/day – *touch of idiocy*, *stinking cloud* (DC 15). Caster level 5th. The save DCs are Charisma-based.

Skills: Because of their tails, lizardfolk have a +4 racial bonus on Jump, Swim, and Balance checks. The skill modifiers given in the statistics block include a -2 armor check penalty (-4 on Swim checks) for carrying a heavy shield.

Languages: Draconic.

Possessions: 2 Masterworked clubs, 5 javelins, and heavy wooden shield.

Description: *This tall humanoid appears to have once been a powerfully built lizardfolk. The creature's flesh is translucent, almost gelatinous, and glistens wetly. A pair of long, flailing tentacles sprouts from its shoulders. It carries a stout wooden club and a crude heavy wooden shield.*

RAGING – “Slime Grip”, Half-farspawn Lizardfolk Bar 1/Fgt 1/War 1: HD 3d8 +21 plus 1d10 +7 plus 1d12 +7; hp 70; Init +3; Spd 40 ft.; AC 21, touch 11, flat-footed 18 (-2 rage, +3 Dex,

+8 natural, +2 heavy shield); Base Atk/Grp: +4/+11; Atk +12 melee (1d6+7, Club) or +10 melee (1d4+7, Claw) or +7 ranged (1d6+7, Javelin); Full Atk +12 melee (1d6+7, Club) and +9/+9 melee (1d4+2, Tentacle) and +9 melee (1d6+2, Bite) or +11/+11 melee (1d4+7, Claw) and +9/+9 melee (1d4+2, Tentacle) and +9 melee (1d6+2, Bite) or +7 ranged (1d6+7, Javelin); SV Fort +13, Ref +6, Will +3; Str 24, Dex 16, Con 25, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152.

ALTERNATE FORM-“Slime Grip”, Half-farspawn Lizardfolk Bar 1/Fgt 1/War 1: Medium Outsider (Augmented Humanoid, Native, Reptilian); CR 5; HD 3d8 +15 plus 1d10 +5 plus 1d12 +5; hp 60; Init +3; Spd 40 ft.; AC 21, touch 13, flat-footed 18 (+3 Dex, +8 natural); Base Atk/Grp: +4/+9; Atk +9 melee (1d4+5, Tentacle); Full Atk +9/+9/+9/+9 melee (1d4+5, Tentacle); SA Rage 1/day, spell-like abilities, *true strike*; SQ Amorphous shape (see above), blindsight 60 ft., change shape, damage reduction 5/magic, hold breath, immunity to poison, morale penalty (see above), resistance to acid 10 and electricity 10, spell resistance 15; AL CE; SV Fort +11, Ref +6, Will +1; Str 20, Dex 16, Con 21, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152.

ALTERNATE FORM + RAGING-“Slime Grip”, Half-farspawn Lizardfolk Bar 1/Fgt 1/War 1: HD 3d8 +21 plus 1d10 +7 plus 1d12 +7; hp 70; Init +3; Spd 40 ft.; AC 19, touch 11, flat-footed 16 (-2 rage, +3 Dex, +8 natural); Base Atk/Grp: +4/+11; Atk +11 melee (1d4+7, Tentacle); Full Atk +11/+11/+11/+11 melee (1d4+7, Tentacle); SV Fort +13, Ref +6, Will +3; Str 24, Dex 16, Con 25, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152.

APPENDIX 4 – APL 6

ENCOUNTER 4E/F

Male Equinal: large Outsider (Extraplanar, Guardinal, Good); CR 6; HD 6d8+18; hp 54; Init +0; Spd 60 ft.; AC 20, touch 9, flat-footed 20(-1 size, +11 natural); Base Atk/Grp: +6/+15; Atk +10 melee (1d8+5, slam); Full Atk +10/+10 melee (1d8+5, slam); SA Spell-like abilities, whinny; SQ Damage reduction 10/evil or silver, darkvision 60 ft., guardinal traits, immunity to electricity and petrification, lay on hands, low-light vision, outsider traits, resistance to cold 10 and sonic 10, *speak with animals*, spell resistance 18, *tongues*; AL NG; SV Fort +8 (+12 against poison), Ref +5, Will +7; Str 20, Dex 11, Con 16, Int 13, Wis 15, Cha 15. *Book of Exalted Deeds*, page 173-174.

Skills & Feats: Balance +2, Concentration +12, Diplomacy +4, Hide +5, Jump +14, Knowledge (the planes) +10, Knowledge (religion) +10, Listen +11, Sense Motive +11, Spot +11, Survival +11 (+13 on other planes), Tumble +2; Improved Overrun, Improved Sunder, Power Attack, Run^b.

Spell-Like Abilities: At will – *aid* (DC 14), *command* (DC 13), *detect evil*, *detect magic*, *dimension door*, *dispel magic*, *fog cloud*, *light*, *magic circle against evil* (self only), *magic missile*, and *see invisibility*; 1/day *slow* (DC15) and *wall of stone*. Caster level 6th. The save DCs are Charisma-based.

Whinny (Su): Once per hour, as a free action, an equinal can emit a piercing shriek that affects all nonguardinals in a 20 ft spread. Creatures with 4 HD or fewer are stunned for 1d6 rounds, while creatures with more than 4 HD are deafened for 1d6 rounds. A successful DC 16 Fortitude save negates either effect. This is a sonic effect. The save DC is Constitution-based.

Speak with Animals (Sp): An equinal can mentally communicate with animals as a free action. This works exactly like *speak with animals* as cast by an 8th-level druid, but does not require sound.

Lay on Hands (Su): This works just like the paladin's ability, but the equinal can heal as much damage per day as its own undamaged hit point total.

Outsider Traits: An outsider cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Languages: Celestial and Common.

Possessions: None.

Description: This creature resembles a human with some of the qualities of a draft horse. Its chest and shoulders are of heroic proportion, and its long arms end in thick, iron-hard fingers that make a credible hoof when curled into a fist. Its legs are even more horse like, with a long foot ending in a true hoof. Its lower limbs are covered with short, bristly hair, and its face is long and narrow, with a long, wild mane running from the crest of its head down to the center of its back.

Hollyphant (Winged Elephant Form): Small Outsider (Extraplanar, Good); CR 8; HD 6d8+6; hp 42; Init +5; Spd 30 ft., fly 60 ft. (good); AC 24, touch 15, flat-footed 23 (+1 size, +1 Dex, +9 natural, +3 deflection); Base Atk/Grp: +6/+2; Atk +7 melee (1d3, Gore); Full Atk +7/+7 melee (1d3, Gore); SA Psionics, spell-like abilities, *summon celestial*, trumpet; SQ Alternate form, damage reduction 10/cold iron or evil, immunity to disease and poison, invulnerability, outsider traits, spell resistance 18 (22 against evil spells and spells cast by evil outsiders), telepathy; AL NG; SV Fort +6, Ref +6, Will +9; Str 10, Dex 13, Con 12, Int 17, Wis 18, Cha 17. *Book of Exalted Deeds*, page 176-177.

Hollyphant (Winged Mastodon Form): Large Outsider (Extraplanar, Good); CR 8; HD 6d8+6; hp 42; Init +5; Spd 30 ft., fly 60 ft. (good); AC 25, touch 10, flat-footed 24 (-1 size, +1 Dex, +15 natural); Base Atk/Grp: +6/+16; Atk +11 melee (1d8+6, Slam); Full Atk +11/+11 melee (1d8+6, Slam) and +6 melee (2d6+3, Gore); SA Psionics, spell-like abilities, *summon celestial*, trumpet; SQ Alternate form, damage reduction 10/cold iron or evil, immunity to disease and poison, invulnerability, outsider traits, spell resistance 18 (22 against evil spells and spells cast by evil outsiders), telepathy; AL NG; SV Fort +6, Ref +6, Will +9; Str 22, Dex 13, Con 12, Int 17, Wis 18, Cha 17. *Book of Exalted Deeds*, page 176-177.

Skills & Feats: Concentration +10, Diplomacy +14, Heal +13, Hide +14, Knowledge (the planes) +12, Listen +13, Move Silently +10, Search +12, Sense Motive +13, Spellcraft +12, Spot +13, Survival +4 (+6 on other planes); Combat Casting, Exalted Spell Resistance^{BoED}, Improved Initiative.

Psionics (Sp): At will – *blessed sight*^{BoED}, *detect chaos*, *detect law*, *detect poison*, *detect*

thoughts (DC 15), *invisibility*, *know direction*, *see invisibility*, and *suggestion* (DC 16). These effects are as the spells cast by a 6th-level sorcerer (save DCs, where applicable, are 13+ spell level). The save DCs for these abilities are based on Charisma.

Summon Celestial (Sp): Once per day, a hollyphant can attempt to summon another hollyphant, an asura or an avoral guardinal with a 45% chance of success. The summoned creature automatically returns whence it came after 1 hour. A hollyphant that has just been summoned cannot use its own summon ability for 1 hour.

Trumpet (Su): Three times per day, a hollyphant can issue a blast of sound through its trunk, choosing one of the following effects each time:

- A 60-foot cone-shaped burst of sound forces creatures in its area to make a DC 14 Fortitude save or take 2d10 points of sonic damage and be stunned for 2 rounds. Creatures that make a successful save take 1d10 points of sonic damage and are stunned for 1 round. This DC is Constitution-based.
- A 30-foot cone-shaped burst of sun sparkles. These motes of holy power deal 8d8 points of damage to evil outsiders, undead, and any other creature vulnerable to holy water. A successful DC 16 Fortitude save reduces the damage by half. This DC is Charisma-based.

Alternate Form (Su): A hollyphant can shift between its Small and Large forms as a standard action. In Large form, it loses the benefits of its invulnerability (see below) but gains the advantages of its new size and strength.

A hollyphant remains in one form until it chooses to assume the other form. A change in form cannot be dispelled, nor does the hollyphant revert to any particular form when killed. A *true seeing* spell, however, reveals both forms simultaneously.

Invulnerability (Su): A Small hollyphant's shimmering coat protects it as a continuous *globe of invulnerability*, but only the hollyphant is warded. In Large form, the hollyphant loses this ability.

Spell-Like Abilities: At will – *bless*, *light*, *greater teleport* (self and up to 20 pounds of objects only); 3/day – *cure moderate wounds* (DC 15), *protection from evil*; 1/day – *banishment* (DC

19), *flame strike* (DC 18), *heal* (DC 19), *raise dead*. Caster level 15th. The save DCs are Charisma-based.

Telepathy (Su): A hollyphant can communicate telepathically with any creature within 60 feet that has a language.

Outsider Traits: An outsider cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Languages: A hollyphant communicates telepathically.

Description: A hollyphant has two forms. Its smaller form can be described as follows:

This creature looks like a small, golden-furred elephant about two feet long, with a pair of shining white wings sprouting from its back. Its coat shimmers and gleams, and its eyes dance with a rainbow of colors.

The hollyphant's larger form can be described as follows:

Immense leathery wings sprout from the broad shoulders of this bipedal mastodon. It has bright eyes, shaggy black fur covering most of its great bulk, and curved tusks like gleaming scimitars.

ENCOUNTER 5

"Foul Stink": Half-fiend Scaled Stalker: Large Outsider (Augmented Monstrous Humanoid, Native); CR 7; HD 8d8+32; hp 80; Init +2; Spd 30 ft. (base speed of 40 ft.), fly 30 ft.; AC 26, touch 11, flat-footed 24 (-1 size, +2 Dex, +8 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +8/+18; Atk +15 melee (2d6+6/19-20, Masterwork longsword) or +13 melee (1d6+6, Claw) or +9 ranged (1d6+6, Sling); Full Atk +15/+10 melee (2d6+6/19-20, Masterwork longsword) and +8 melee (1d8+3, Bite) or +13/+13 melee (1d6+6, Claw) and +8 melee (1d8+3, Bite) or +9/+4 ranged (1d6+6, Sling); SA Smite good (+8 to damage), spell-like abilities; SQ Damage reduction 5/magic, darkvision 60 ft., immunity to poison, resistance to acid 10, cold 10, electricity 10 and fire 10, spell resistance 18; AL NE; SV Fort +8, Ref +8, Will +7; Str 23, Dex 14, Con 19, Int 15, Wis 8, Cha 10. *Miniatures Handbook*, page 68.

Skills & Feats: Balance +15, Concentration +9, Climb +13, Intimidate +11, Jump +19, Listen +4, Spot +4, Survival +4, Swim +13, Tumble +5; Great Fortitude, Iron Will, Weapon Focus (longsword).

Smite Good (Su): Once per day the creature can make a normal melee attack to deal extra damage equal to its HD against a good foe.

Spell-Like Abilities: 3/day – *darkness*, *poison* (DC 14); 1/day – *desecrate*, *unholy blight* (DC 14). Caster level 8th. The save DCs are Charisma-based.

Skills: Thanks to their tails, scaled stalkers have a +4 racial bonus on Balance, Jump, and Swim checks.

Languages: Common, Draconic, and Infernal.

Possessions: Masterwork longsword, longsword, sling, 20 bullets, masterwork breastplate, and masterwork heavy wooden shield.

Description: *This bulky humanoid creature is covered in grotesque scales, bony ridges, and disturbing spines. A great pair of leathery wings, glowing red eyes, a stench of rotten eggs and a spiked tail that drags along behind it, attest to this beast's otherworldly nature. It wears a breastplate and carries a longsword, as well.*

“Slime Grip”: Half-farspawn Scaled Stalker: Large Outsider (Augmented Monstrous Humanoid, Native); CR 7; HD 8d8+48; hp 96; Init +1; Spd 30 ft. (base speed of 40 ft.); AC 27, touch 10, flat-footed 26 (-1 size, +1 Dex, +10 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +8/+17; Atk +14 melee (2d6+5/19-20, Masterwork longsword) or +12 melee (1d6+5, Tentacle) or +8 ranged (1d6+5, Sling); Full Atk +14/+9 melee (2d6+5/19-20, Masterwork longsword) and +7/+7 melee (1d6+2, Tentacle) or +12/+12 melee (1d6+5, Tentacle) or +8/+3 ranged (1d6+4, Sling); SA Spell-like abilities, *true strike*; SQ Blindsight 60 ft., change shape, damage reduction 5/magic, darkvision 60 ft., immunity to poison, resistance to acid 10 and electricity 10, spell resistance 18; AL NE; SV Fort +7, Ref +6, Will +7; Str 21, Dex 12, Con 23, Int 11, Wis 12, Cha 10. *Lords of Madness*, page 151-152; *Miniatures Handbook*, page 68.

Skills & Feats: Balance +14, Concentration +11, Climb +12, Intimidate +11, Jump +18, Listen +5, Swim +12, Tumble +4; Great Fortitude, Iron Will, Weapon Focus (longsword).

True Strike (Su): Once per day, the creature can make a normal attack with a +20 insight bonus on a single attack roll. The half-farspawn is not affected by the miss chance that applies to attacks against a concealed target.

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows:

- The creature's movement modes do not change.
- The creature retains the tentacle attacks granted by this template (see Attack, above) and gains two additional tentacle attacks when making a full attack.
- The creature becomes amorphous. It cannot be flanked, and is not subject to extra damage from critical hits.
- Creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Spell-Like Abilities: 3/day – *blink*, *blur*, 1/day – *touch of idiocy*, *stinking cloud* (DC 13). Caster level 8th. The save DCs are Charisma-based.

Skills: Thanks to their tails, scaled stalkers have a +4 racial bonus on Balance, Jump, and Swim checks.

Languages: Draconic and Common.

Possessions: Masterwork longsword, longsword, sling, 20 bullets, masterwork breastplate, and masterwork heavy wooden shield.

Description: *This bulky humanoid creature is covered in grotesque scales, bony ridges, and disturbing spines. Its flesh is translucent, almost gelatinous, and glistens wetly. A pair of long, flailing tentacles sprouts from its shoulders. A spiked tail drags along behind it. It wears forged armor and wields a gleaming longsword, as well.*

ALTERNATE FORM-“Slime Grip”: Scaled Stalker: Large Outsider (Augmented Monstrous Humanoid, Native); CR 7; HD 8d8+48; hp 96; Init +1; Spd 30 ft. (base speed of 40 ft.); AC 25, touch 10, flat-footed 24 (-1 size, +1 Dex, +10 natural, +5 breastplate); Base Atk/Grp: +8/+17; Atk +12 melee (1d6+5, Tentacle); Full Atk +12/+12/+12/+12 melee (1d6+5, Tentacle); SA Spell-like abilities, *true strike*; SQ Amorphous shape (see above), blindsight 60 ft., change shape, damage reduction 5/magic, darkvision 60 ft., immunity to poison, moral penalty (see above), resistance to acid 10 and electricity 10, spell resistance 18; AL NE

APPENDIX 5 – APL 8

ENCOUNTER 4E/F

Female Warden Archon: Large Outsider (Archon, Extraplanar, Good, Lawful); CR 8; HD 8d8+24; hp 72; Init +4; Spd 30 ft.; AC 30, touch 9, flat-footed 30 (-1 size, +12 natural, +9 +1 *full plate of light fortification*); Base Atk/Grp: +8/+20; Atk +15 melee (1d8+8, Claw); Full Atk +15/+15 melee (1d8+8, Claws) and +10 melee (2d6+4, Bite); SA Rend 2d8+12, spell-like abilities; SQ Aura of menace, damage reduction 10/evil, darkvision 60 ft., immunity to electricity and petrification, improved uncanny dodge, low-light vision, magic circle against evil, outsider traits, scent, spell resistance 25, teleport, tongues, unerring assay; AL LG; SV Fort +9 (+13 against poison), Ref +6, Will +7; Str 27, Dex 11, Con 17, Int 16, Wis 12, Cha 12. *Book of Exalted Deeds*, page 163-164.

Skills & Feats: Climb +14, Concentration +14, Diplomacy +14, Jump +14, Knowledge (the planes) +14, Knowledge (religion) +14, Listen +22, Search +14, Sense Motive +12, Spot +22, Survival +1 (+3 on other planes), Tumble -3; Alertness, Improved Initiative, Power Attack.

Rend (Ex): If a warden archon hits a single target with both claws, it latches onto the opponent's body and tears the flesh. This attack deals 2d8+12 points of damage.

Spell-Like Abilities: At will – *aid*, *continual flame*, *detect scrying*, *detect thoughts* (DC 13), *locate creature*, *scrying* (DC 16), *see invisibility*, *true strike*; 3/day – *shield of the archons*^{BoED}, *true seeing* (DC 16). Caster level 11th. The save DCs are Charisma-based.

Aura of Menace (Su): 20 ft. radius; Will save DC 17.

Scent (Ex): A warden archon can detect approaching enemies, sniff out hidden foes, and track by sense of smell.

Improved Uncanny Dodge (Ex): A warden archon retains its Dexterity bonus to AC even when flat-footed and cannot be flanked except by a 12th-level or higher rogue.

Teleport (Su): Archons can use *greater teleport* at will, as the spell (caster level 14th), except that the creature can transport only itself and up to 50 pounds of objects.

Unerring Assay (Su): A warden archon instinctively knows the alignment of any creature

within 60 feet. Typical methods of masking alignment as *misdirection* and *nondetection*, have no effect upon a warden archon's unerring assay.

Outsider Traits: An outsider cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Skills: A warden archon's keen senses give it a +8 racial bonus on Listen and Spot checks.

Languages: Celestial, Draconic, Infernal, and tongues.

Possessions: +1 *full plate of light fortification*.

Description: *Standing as tall as an ogre, this hulking creature has white fur, a bear-like head, and eyes like gleaming black opals. Its broad white paws end in razor sharp, jet-black claws. The creature is clad in fearsome full plate engraved with faintly glowing symbols of holiness and virtue.*

Male Ursinal: Large Outsider (Extraplanar, Guardinal, Good); CR 10; HD 10d8+30; hp 90; Init +2; Spd 30 ft.; AC 24, touch 11, flat-footed 22 (-1 size, +2 Dex, +13 natural); Base Atk/Grp: +10/+18; Atk +13 melee (1d8+4, Claw); Full Atk +13/+13 melee (1d8+4, Claw) and +8 (1d8+2, Bite); SA Improved grab, spells, spell-like abilities; SQ Damage reduction 10/evil or silver, darkvision 60 ft., guardinal traits, immunity to electricity and petrification, lay on hands, low-light vision, outsider traits, resistance to cold 10 and sonic 10, *speak with animals*, spell resistance 22, *tongues*, uncanny dodge; AL NG; SV Fort +10 (+14 against poison), Ref +9, Will +10; Str 19, Dex 14, Con 17, Int 18, Wis 17, Cha 18. *Book of Exalted Deeds*, page 174-175.

Skills & Feats: Concentration +16, Diplomacy +19, Heal +16, Intimidate +17, Knowledge (arcana) +17, Knowledge (the planes) +17, Listen +17, Profession (brewer) +16, Search +17, Sense Motive +16, Spellcraft +19, Spot +16, Survival +3 (+5 on other planes); Combat Casting, Purify Spell^{BoED}, Spell Focus (Enchantment), Spell Penetration.

Improved Grab (Ex): If an ursinal hits an opponent that is at least one size category smaller than itself with a claw attack, it deals normal damage and may attempt to start a grapple as a free action without provoking an attack of opportunity. The creature has the option to conduct the grapple normally, or to simply use one

claw to hold the opponent (-20 penalty on the grapple check, but the ursinal is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals claw damage.

Speak with Animals (Sp): An ursinal can mentally communicate with animals as a free action. This works exactly like *Speak with Animals* as cast by an 8th-level druid, but does not require sound.

Lay on Hands (Su): This works just like the paladin's ability, but the ursinal can heal as much damage per day as its own undamaged hit point total.

Uncanny Dodge (Ex): While on Elysium, ursinals can react to danger before their senses would normally allow them to do so. They retain their Dexterity bonuses to Armor Class even when caught flat-footed. They lose this ability on other planes.

Outsider Traits: An outsider cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Spell-Like Abilities: At will – *aid*, *deep slumber* (DC 17), *detect evil*, *detect magic*, *detect thoughts* (DC 16), *dimension door*, *dispel magic*, *hold monster* (DC 19), *magic circle against evil* (self only), *magic missile*, *see invisibility*, *solid fog*; 3/day – *heal* (DC 20), *neutralize poison*, *remove disease*; 1/day – *holy word* (DC 21). Caster level 12th. The save DCs are Charisma-based.

Languages: Abyssal, Celestial, Common, Draconic, Infernal and *tongues*.

Spells Prepared (4/5/5/5/4/3/2; save DC14+ spell level, DC 15+ spell level for enchantment spells); caster level 12th: 0 – *daze*, *detect poison*, *flare*, *light*; 1st – *charm person*, *color spray*, *eyes of the avoral*^{BoED}, *feather fall*, *hypnotism*; 2nd – *glitterdust*, *invisibility*, *touch of idiocy*, *web*, *yoke of mercy*^{BoED}; 3rd – *displacement*, *elation*^{BoED}, *haste*, *hold person*, *suggestion*; 4th – *charm monster*, *celestial brilliance*^{BoED}, *confusion*, *radiant fog*^{BoED}; 5th – *feeblemind*, *Purified*^{BoED} *wall of fire*, *teleport*; 6th – *greater dispel magic*, *mass suggestion*.

Possessions: None.

Description: This large biped has distinctive bearlike attributes. Its body is covered in fur that varies in color from light gold to golden-brown. The hair grows thick and long on its fore-arms, back and lower legs, but thin and fine on its torso and

face. Its face, which has a pronounced muzzle and high-set ears, bears a kind expression.

ENCOUNTER 5

“Foul Stink”: Half-fiend Scaled Stalker Bar 1/Fgt 1: Large Outsider (Augmented Monstrous Humanoid, Native); CR 9; HD 8d8+32 plus 1d12+4 plus 1d10+4; hp 105; Init +3; Spd 40 ft. (base speed of 50 ft.), fly 30 ft.; AC 27, touch 12, flat-footed 24 (-1 size, +3 Dex, +8 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +10/+21; Atk +18 melee (2d6+7/19-20, Masterwork longsword) or +16 melee (1d6+7, Claw) or +12 ranged (1d6+7, Sling); Full Atk +18/+13 melee (2d6+7/19-20, Masterwork longsword) and +11 melee (1d8+3, Bite) or +16/+16 melee (1d6+7, Claw) and +11 melee (1d8+3, Bite) or +12/+7 ranged (1d6+7, Sling); SA Rage 1/day, smite good (+10 to damage), spell-like abilities; SQ Damage reduction 5/magic, darkvision 60 ft., immunity to poison, resistance to acid 10, cold 10, electricity 10 and fire 10, spell resistance 20; AL NE; SV Fort +12, Ref +9, Will +9; Str 25, Dex 16, Con 19, Int 13, Wis 12, Cha 14. *Miniatures Handbook*, page 68.

Skills & Feats: Balance +16, Concentration +10, Climb +15, Intimidate +13, Jump +21, Listen +7, Spot +6, Swim +15, Tumble +7; Great Fortitude, Iron Will, Reckless Rage, Power Attack, Weapon Focus (longsword).

Smite Good (Su): Once per day the creature can make a normal melee attack to deal extra damage equal to its HD against a good foe.

Spell-Like Abilities: 3/day – *darkness*, *poison* (DC 16); 1/day – *contagion* (DC 16), *desecrate*, *unholy blight* (DC 16). Caster level 10th. The save DCs are Charisma-based.

Skills: Thanks to their tails, scaled stalkers have a +4 racial bonus on Balance, Jump, and Swim checks.

Languages: Common, Draconic, and Infernal.

Possessions: Masterwork longsword, longsword, sling, 20 bullets, masterwork breastplate, and masterwork heavy wooden shield.

Description: This bulky humanoid creature is covered in grotesque scales, bony ridges, and disturbing spines. A great pair of leathery wings, glowing red eyes, a stench of rotten eggs and a spiked tail that drags along behind it, attest to this

beast's otherworldly nature. It wears a breastplate and carries a longsword, as well.

RAGING-“Foul Stink”: **Half-fiend Scaled Stalker Bar 1/Fgt 1:** HD 8d8+48 plus 1d12+6 plus 1d10+6; hp 125; Init +3; Spd 40 ft. (base speed of 50 ft.); fly 30 ft.; AC 25, touch 10, flat-footed 22 (-2 rage, -1 size, +3 Dex, +8 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +10/+23; Atk +20 melee (2d6+9/19-20, Masterwork longsword) or +18 melee (1d6+9, Claw) or +12 ranged (1d6+9, Sling); Full Atk +20/+15 melee (2d6+9/19-20, Masterwork longsword) and +13 melee (1d8+4, Bite) or +18/+18 melee (1d6+9, Claw) and +13 melee (1d8+4, Bite) or +12/+7 ranged (1d6+9, Sling); SV Fort +14, Ref +9, Will +11; Str 29, Dex 16, Con 23, Int 13, Wis 12, Cha 14. *Miniatures Handbook*, page 68.

“Slime Grip”: **Half-farspawn Scaled Stalker Bar 1/Fgt 1:** Large Outsider (Augmented Monstrous Humanoid, Native); CR 7; HD 8d8+56 plus 1d12+7 plus 1d10+7; hp 135; Init +2; Spd 40 ft. (base speed of 50 ft.); AC 28, touch 11, flat-footed 26 (-1 size, +2 Dex, +10 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +10/+21; Atk +18 melee (2d6+7/19-20, Masterwork longsword) or +16 melee (1d6+7, Tentacle) or +11 ranged (1d6+7, Sling); Full Atk +18/+13 melee (2d6+7/19-20, Masterwork longsword) and +11/+11 melee (1d6+3, Tentacle) or +16/+16 melee (1d6+7, Tentacle) or +11/+6 ranged (1d6+7, Sling); SA Rage 1/day, spell-like abilities, *true strike*; SQ Blindsight 60 ft., change shape, damage reduction 5/magic, darkvision 60 ft., immunity to poison, resistance to acid 10 and electricity 10, spell resistance 20; AL NE; SV Fort +15, Ref +8, Will +9; Str 25, Dex 14, Con 25, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152; *Miniatures Handbook*, page 68.

Skills & Feats: Balance +15, Concentration +13, Climb +14, Intimidate +13, Jump +20, Swim +14, Tumble +6; Great Fortitude, Iron Will, Reckless Rage, Power Attack, Weapon Focus (longsword).

True Strike (Su): Once per day, the creature can make a normal attack with a +20 insight bonus on a single attack roll. The half-farspawn is not affected by the miss chance that applies to attacks against a concealed target.

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows:

- The creature's movement modes do not change.
- The creature retains the tentacle attacks granted by this template (see Attack, above) and gains two additional tentacle attacks when making a full attack.
- The creature becomes amorphous. It cannot be flanked, and is not subject to extra damage from critical hits.
- Creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Spell-Like Abilities: 3/day – *blink*, *blur*, 1/day – *greater invisibility*, *touch of idiocy*, *stinking cloud* (DC 13). Caster level 8th. The save DCs are Charisma-based.

Skills: Thanks to their tails, scaled stalkers have a +4 racial bonus on Balance, Jump, and Swim checks.

Languages: Draconic and Common.

Possessions: Masterwork longsword, longsword, sling, 20 bullets, masterwork breastplate, and masterwork heavy wooden shield.

Description: *This bulky humanoid creature is covered in grotesque scales, bony ridges, and disturbing spines. Its flesh is translucent, almost gelatinous, and glistens wetly. A pair of long, flailing tentacles sprouts from its shoulders. A spiked tail drags along behind it. It wears forged armor and wields a gleaming longsword, as well.*

RAGING-“Slime Grip”: **Half-farspawn Scaled Stalker Bar 1/Fgt 1:** HD 8d8+72 plus 1d12+9 plus 1d10+9; hp 155; Init +2; Spd 40 ft. (base speed of 50 ft.); AC 26, touch 9, flat-footed 24 (-2 rage, -1 size, +2 Dex, +10 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +10/+23; Atk +20 melee (2d6+9/19-20, Masterwork longsword) or +18 melee (1d6+9, Tentacle) or +11 ranged (1d6+9, Sling); Full Atk +20/+15 melee (2d6+9/19-20, Masterwork longsword) and +13/+13 melee (1d6+4, Tentacle) or +18/+18 melee (1d6+9, Tentacle) or +11/+6 ranged (1d6+9, Sling); SV Fort +17, Ref +8, Will +11; Str 29, Dex 14, Con 29, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152; *Miniatures Handbook*, page 68.

ALTERNATE FORM-“Slime Grip”: **Half-farspawn Scaled Stalker Bar 1/Fgt 1:** Large Outsider (Augmented Monstrous Humanoid, Native); CR 7; HD 8d8+56 plus 1d12+7 plus

1d10+7; hp 135; Init +2; Spd 40 ft. (base speed of 50 ft.); AC 26, touch 11, flat-footed 24 (-1 size, +2 Dex, +10 natural, +5 breastplate); Base Atk/Grp: +10/+21; Atk +16 melee (1d6+7, Tentacle); Full Atk +16/+16/+16/+16 melee (1d6+7, Tentacle); SA Rage 1/day, spell-like abilities, *true strike*; SQ Amorphous form (see above), blindsight 60 ft., change shape, damage reduction 5/magic, darkvision 60 ft., immunity to poison, morale penalty (see above), resistance to acid 10 and electricity 10, spell resistance 20; AL NE; SV Fort +15, Ref +8, Will +9; Str 25, Dex 14, Con 25, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152; *Miniatures Handbook*, page 68.

ALTERNATE FORM + RAGING-“Slime Grip”:
Half-farspawn Scaled Stalker Bar 1/Fgt 1: HD 8d8+72 plus 1d12+9 plus 1d10+9; hp 155; Init +2; Spd 40 ft. (base speed of 50 ft.); AC 24, touch 9, flat-footed 22 (-1 size, +2 Dex, +10 natural, +5 breastplate); Base Atk/Grp: +10/+23; Atk +18 melee (1d6+9, Tentacle); Full Atk +18/+18/+18/+18 melee (1d6+9, Tentacle); SV Fort +17, Ref +8, Will +11; Str 29, Dex 14, Con 29, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152; *Miniatures Handbook*, page 68.

APPENDIX 6 – APL 10

ENCOUNTER 4E/F

Male Ursinal: Large Outsider (Extraplanar, Guardinal, Good); CR 10; HD 10d8+30; hp 90; Init +2; Spd 30 ft.; AC 24, touch 11, flat-footed 22 (-1 size, +2 Dex, +13 natural); Base Atk/Grp: +10/+18; Atk +13 melee (1d8+4, Claw); Full Atk +13/+13 melee (1d8+4, Claw) and +8 (1d8+2, Bite); SA Improved grab, spells, spell-like abilities; SQ Damage reduction 10/evil or silver, darkvision 60 ft., guardinal traits, immunity to electricity and petrification, lay on hands, low-light vision, outsider traits, resistance to cold 10 and sonic 10, *speak with animals*, spell resistance 22, *tongues*, uncanny dodge; AL NG; SV Fort +10 (+14 against poison), Ref +9, Will +10; Str 19, Dex 14, Con 17, Int 18, Wis 17, Cha 18. *Book of Exalted Deeds*, page 174-175.

Skills & Feats: Concentration +16, Diplomacy +19, Heal +16, Intimidate +17, Knowledge (arcana) +17, Knowledge (the planes) +17, Listen +17, Profession (brewer) +16, Search +17, Sense Motive +16, Spellcraft +19, Spot +16, Survival +3 (+5 on other planes); Combat Casting, Purify Spell^{BoED}, Spell Focus (Enchantment), Spell Penetration.

Improved Grab (Ex): If an ursinal hits an opponent that is at least one size category smaller than itself with a claw attack, it deals normal damage and may attempt to start a grapple as a free action without provoking an attack of opportunity. The creature has the option to conduct the grapple normally, or to simply use one claw to hold the opponent (-20 penalty on the grapple check, but the ursinal is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals claw damage.

Speak with Animals (Sp): An ursinal can mentally communicate with animals as a free action. This works exactly like *speak with animals* as cast by an 8th-level druid, but does not require sound.

Lay on Hands (Su): This works just like the paladin's ability, but the ursinal can heal as much damage per day as its own undamaged hit point total.

Uncanny Dodge (Ex): While on Elysium, ursinals can react to danger before their senses would normally allow them to do so. They retain

their Dexterity bonuses to Armor Class even when caught flat-footed. They lose this ability on other planes.

Outsider Traits: An outsider cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Spell-Like Abilities: At will – *aid*, *deep slumber* (DC 17), *detect evil*, *detect magic*, *detect thoughts* (DC 16), *dimension door*, *dispel magic*, *hold monster* (DC 19), *magic circle against evil* (self only), *magic missile*, *see invisibility*, *solid fog*; 3/day – *heal* (DC 20), *neutralize poison*, *remove disease*; 1/day – *holy word* (DC 21). Caster level 12th. The save DCs are Charisma-based.

Languages: Abyssal, Celestial, Common, Draconic, Infernal and *tongues*.

Spells Prepared (4/5/5/5/4/3/2; save DC14+ spell level, DC 15+ spell level for enchantment spells); caster level 12th: 0 – *daze*, *detect poison*, *flare*, *light*; 1st – *charm person*, *color spray*, *eyes of the avoral*^{BoED}, *feather fall*, *hypnotism*; 2nd – *glitterdust*, *invisibility*, *touch of idiocy*, *web*, *yoke of mercy*^{BoED}; 3rd – *displacement*, *elation*^{BoED}, *haste*, *hold person*, *suggestion*; 4th – *charm monster*, *celestial brilliance*^{BoED}, *confusion*, *radiant fog*^{BoED}; 5th – *feeblemind*, *Purified*^{BoED} *wall of fire*, *teleport*; 6th – *greater dispel magic*, *mass suggestion*.

Possessions: None.

Description: This large biped has distinctive bearlike attributes. Its body is covered in fur that varies in color from light gold to golden-brown. The hair grows thick and long on its fore-arms, back and lower legs, but thin and fine on its torso and face. Its face, which has a pronounced muzzle and high-set ears, bears a kind expression.

Female Monadic Deva: Medium Outsider (Angel, Extraplanar, Good); CR 12; HD 10d8+50; hp 110; Init +7; Spd 40 ft., fly 90 ft. (good); AC 25, touch 13, flat-footed 25 (+3 Dex, +12 natural); Base Atk/Grp: +10/+15; Atk +18 melee (1d8+7, *Mace of Smiting*); Full Atk +18/+13 melee (1d8+7, *Mace of Smiting*); SA Spell-like abilities; SQ Angel traits, change shape, damage reduction 10/evil, darkvision 60 ft., deliverance from death, elemental ease, immunity to acid, cold and petrification, improved uncanny dodge, low-light vision, outsider traits, protective aura, resistance to electricity 10 and fire 10, spell resistance 22, *tongues*; AL CG; SV Fort +12 (+16 against

poison), Ref +10, Will +10; Str 20, Dex 16, Con 20, Int 17, Wis 17, Cha 19. *Fiend Folio*, page 55-56.

Skills & Feats: Balance +16, Concentration +18, Diplomacy +19, Knowledge (any three) +16, Listen +16, Move Silently +16, Sense Motive +16, Spellcraft +16, Spot +16; Cleave, Great Cleave, Improved Initiative, Power Attack.

Spell-Like Abilities: At will – *aid*, *charm monster* (elementals only; DC 19), *consecrate*, *continual flame*, *create food and water*, *death ward*, *detect evil*, *discern lies*, *hold monster* (DC 18), *mirror image*, *polymorph self*, *prayer*, *protection from arrows*; 3/day – *atonement*, *cure serious wounds* (DC 17), *daylight*, *dispel magic*, *ethereal jaunt*, *hallow*, *holy aura* (DC 22), *holy smite* (DC 18), *neutralize poison*, *plane shift* (DC 19), *remove curse*, *remove fear*; 1/day – *commune*, *dispel evil*, *raise dead*. Caster level 11th; save DC 14+ spell level. The save DCs are Charisma-based.

Deliverance from Death (Ex): Monadic devas are immune to all magical death effects. They are likewise immune to ability damage, ability drain, and energy drain.

Elemental Ease (Ex): Monadic devas are immune to the deleterious effects of elemental traits of air-dominant, earth-dominant, fire-dominant, and water-dominant planes. They can breathe in any environment as if wearing a *necklace of adaptation*.

Improved Uncanny Dodge (Ex): Devas retain their Dexterity bonus to Armor Class even when flat-footed or struck by an invisible attacker, and they cannot be flanked except by a rogue of at least 14th level.

Change Shape (Su): A monadic deva can assume the form of any Small or Medium humanoid.

Outsider Traits: An outsider cannot be raised or resurrected (though a *wish* or *miracle* can restore life).

Languages: Celestial, Draconic, Infernal, and tongues.

Possessions: *Mace of Smiting*.

Description: *Before you stands a statuesque, naked woman with dark brown skin, jet hair, and piercing green eyes. A great pair of golden brown wings sprout from the creature's shoulders. She*

carries an adamantine heavy mace with practiced ease.

ENCOUNTER 5

“Foul Stink”: Half-fiend Scaled Stalker War1/Bar 1/Fgt 2: Large Outsider (Augmented Monstrous Humanoid, Native); CR 11; HD 8d8+40 plus 1d8+5 plus 1d12+5 plus 2d10+10; hp 138; Init +3; Spd 40 ft. (base speed of 50 ft.), fly 30 ft.; AC 27, touch 12, flat-footed 24 (-1 size, +3 Dex, +8 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +12/+23; Atk +20 melee (2d6+7/17-20, Masterwork longsword) or +18 melee (1d6+7, Claw) or +14 ranged (1d6+7, Sling); Full Atk +20/+15/+10 melee (2d6+7/17-20, Masterwork longsword) and +16 melee (1d8+3, Bite) or +18/+18 melee (1d6+7, Claw) and +16 melee (1d8+3, Bite) or +14/+9/+4 ranged (1d6+7, Sling); SA Rage 1/day, smite good (+12 to damage), spell-like abilities; SQ Damage reduction 10/magic, darkvision 60 ft., immunity to poison, resistance to acid 10, cold 10, electricity 10 and fire 10, spell resistance 22; AL NE; SV Fort +16, Ref +9, Will +9; Str 25, Dex 16, Con 20, Int 13, Wis 12, Cha 14. *Miniatures Handbook*, page 68.

Skills & Feats: Balance +16, Concentration +12, Climb +15, Intimidate +13, Jump +21, Listen +7, Spot +6, Swim +15, Tumble +8; Great Fortitude, Improved Critical (longsword), Iron Will, Multiattack, Reckless Rage, Power Attack, Weapon Focus (longsword).

Smite Good (Su): Once per day the creature can make a normal melee attack to deal extra damage equal to its HD against a good foe.

Spell-Like Abilities: 3/day – *darkness*, *poison* (DC 16); 1/day – *blasphemy* (DC 19), *contagion* (DC 16), *desecrate*, *unholy blight* (DC 16). Caster level 10th. The save DCs are Charisma-based.

Skills: Thanks to their tails, scaled stalkers have a +4 racial bonus on Balance, Jump, and Swim checks.

Languages: Common, Draconic, and Infernal.

Possessions: Masterwork longsword, longsword, sling, 20 bullets, masterwork breastplate, and masterwork heavy wooden shield.

Description: *This bulky humanoid creature is covered in grotesque scales, bony ridges, and disturbing spines. A great pair of leathery wings, glowing red eyes, a stench of rotten eggs and a spiked tail that drags along behind it, attest to this*

beast's otherworldly nature. It wears a breastplate and carries a longsword, as well.

RAGING-“Foul Stink”: **Half-fiend Scaled Stalker War 1/Bar 1/Fgt 2:** HD 8d8+56 plus 1d8+7 plus 1d12+7 plus 2d10+14; hp 162; Init +3; Spd 40 ft. (base speed of 50 ft.), fly 30 ft.; AC 25, touch 10, flat-footed 22 (-2 rage, -1 size, +3 Dex, +8 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +12/+25; Atk +22 melee (2d6+9/17-20, Masterwork longsword) or +20 melee (1d6+9, Claw) or +14 ranged (1d6+9, Sling); Full Atk +22/+17/+12 melee (2d6+9/17-20, Masterwork longsword) and +18 melee (1d8+4, Bite) or +20/+20 melee (1d6+9, Claw) and +18 melee (1d8+4, Bite) or +14/+9/+4 ranged (1d6+9, Sling); SV Fort +18, Ref +9, Will +11; Str 29, Dex 16, Con 24, Int 13, Wis 12, Cha 14. *Miniatures Handbook*, page 68.

“Slime Grip”: **Half-farspawn Scaled Stalker War 1/Bar 1/Fgt 2:** Large Outsider (Augmented Monstrous Humanoid, Native); CR 11; HD 8d8+64 plus 1d8+8 plus 1d12+8 plus 2d10+16; hp 162; Init +2; Spd 40 ft. (base speed of 50 ft.); AC 28, touch 11, flat-footed 26 (-1 size, +2 Dex, +10 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +12/+23; Atk +20 melee (2d6+7/17-20, Masterwork longsword) or +18 melee (1d6+7, Tentacle) or +13 ranged (1d6+7, Sling); Full Atk +20/+15/+10 melee (2d6+7/17-20, Masterwork longsword) and +18/+18 melee (1d6+3, Tentacle) or +20/+20 melee (1d6+9, Tentacle) or +13/+8/+3 ranged (1d6+7, Sling); SA Rage 1/day, spell-like abilities, *true strike*; SQ Blindsight 60 ft., change shape, damage reduction 10/magic, darkvision 60 ft., immunity to poison, resistance to acid 10 and electricity 10, spell resistance 22; AL NE; SV Fort +19, Ref +8, Will +9; Str 25, Dex 14, Con 26, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152; *Miniatures Handbook*, page 68.

Skills & Feats: Balance +15, Concentration +15, Climb +14, Intimidate +13, Jump +20, Swim +14, Tumble +6; Great Fortitude, Improved Critical (longsword), Iron Will, Multiattack, Reckless Rage, Power Attack, Weapon Focus (longsword).

True Strike (Su): Once per day, the creature can make a normal attack with a +20 insight bonus on a single attack roll. The half-farspawn is not affected by the miss chance that applies to attacks against a concealed target.

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described

for the change shape ability (see page 306 of the *Monster Manual*), except as follows:

- The creature's movement modes do not change.
- The creature retains the tentacle attacks granted by this template (see Attack, above) and gains two additional tentacle attacks when making a full attack.
- The creature becomes amorphous. It cannot be flanked, and is not subject to extra damage from critical hits.
- Creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Spell-Like Abilities: 3/day – *blink*, *blur*; 1/day – *greater invisibility*, *telekinesis* (DC 17), *touch of idiocy*, *stinking cloud* (DC 15). Caster level 8th. The save DCs are Charisma-based.

Skills: Thanks to their tails, scaled stalkers have a +4 racial bonus on Balance, Jump, and Swim checks.

Languages: Draconic and Common.

Possessions: Masterwork longsword, longsword, sling, 20 bullets, masterwork breastplate, and masterwork heavy wooden shield.

Description: *This bulky humanoid creature is covered in grotesque scales, bony ridges, and disturbing spines. Its flesh is translucent, almost gelatinous, and glistens wetly. A pair of long, flailing tentacles sprouts from its shoulders. A spiked tail drags along behind it. It wears forged armor and wields a gleaming longsword, as well.*

RAGING-“Slime Grip”: **Half-farspawn Scaled Stalker War 1/Bar 1/Fgt 2:** HD 8d8+ 80 plus 1d8+10 plus 1d12+10 plus 2d10+20; hp 186; Init +2; Spd 40 ft. (base speed of 50 ft.); AC 26, touch 9, flat-footed 24 (-2 rage, -1 size, +2 Dex, +10 natural, +5 breastplate, +2 heavy shield); Base Atk/Grp: +12/+25; Atk +22 melee (2d6+9/17-20, Masterwork longsword) or +20 melee (1d6+9, Tentacle) or +13 ranged (1d6+9, Sling); Full Atk +22/+17/+12 melee (2d6+9/17-20, Masterwork longsword) and +18/+18 melee (1d6+4, Tentacle) or +20/+20 melee (1d6+9, Tentacle) or +13/+8/+3 ranged (1d6+9, Sling); SV Fort +21, Ref +8, Will +11; Str 29, Dex 14, Con 30, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152; *Miniatures Handbook*, page 68.

ALTERNATE FORM-“Slime Grip”: **Half-farspawn Scaled Stalker War 1/Bar 1/Fgt 2:** HD 8d8+ 64 plus 1d8+8 plus 1d12+8 plus 2d10+16; hp 162; Init +2; Spd 40 ft. (base speed of 50 ft.); AC 26, touch 11, flat-footed 24 (-1 size, +2 Dex, +10 natural, +5 breastplate); Base Atk/Grp: +12/+23; Atk +18 melee (1d6+7, Tentacle); Full Atk +20/+20/+20/+20 melee (1d6+7, Tentacle); SV Fort +19, Ref +8, Will +9; Str 25, Dex 14, Con 26, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152; *Miniatures Handbook*, page 68.

ALTERNATE FORM + RAGING-“Slime Grip”: **Half-farspawn Scaled Stalker War 1/Bar 1/Fgt 2:** HD 8d8+ 80 plus 1d8+10 plus 1d12+10 plus 2d10+20; hp 186; Init +2; Spd 40 ft. (base speed of 50 ft.); AC 24, touch 9, flat-footed 22 (-2 rage, -1 size, +2 Dex, +10 natural, +5 breastplate); Base Atk/Grp: +12/+25; Atk +20 melee (1d6+9, Tentacle); Full Atk +22/+22/+22/+22 melee (1d6+9, Tentacle); SV Fort +21, Ref +8, Will +11; Str 29, Dex 14, Con 30, Int 9, Wis 12, Cha 14. *Lords of Madness*, page 151-152; *Miniatures Handbook*, page 68.

DM AID #2: QUICK GUIDE TO FOREST OF SCALES

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

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

MAJOR NPCS (IN ORDER OF APPEARANCE):

Big Brother (Bbn2/Rgr4) - The only Dreadwalker (rank: Dreadhunter) appearing in this module. Sounds like Treebeard [you *have* seen the movie, right?!]. Rages like The Hulk. Don't make him angry. He takes his duties as protector of the forest *very* seriously.

Szississ (Drd 7) (KEO4-01 Hope, Entwined): - Her father, Sseselyuna, guided the nature-adhering Marshgrove tribe to peace with the humans and survival against Sakatha the Lizard King. Although officially her mate leads the tribe, she will do anything to ensure its survival - including risking her life to chase down remnants of stories passed down through generations.

Schussesie (Ftr 4) (KEO4-01 Hope, Entwined): - Last time he was supposed to guard Szississ, she wound up on top of a dungheap (literally!). He volunteered to guard her again to prove himself worthy, but the call of the Dreadwood is strong. This close to the Dreadwood, he's *very* distracted.

ENCOUNTERS:

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

ENCOUNTER #1 - All investigation. Don't feed characters any information they don't look for.

ENCOUNTER #2 - The Hook. The ODUE [Obligatory Dreadwalker/Dreadwood Untiered Encounter] happens here, if characters are foolish enough to trigger it.

ENCOUNTER #3 - Gives them a feel for the conditions in the Dreadwood. Overdo it if necessary to drive the point home that this is a bad, creepy place to be.

ENCOUNTER #4 - Classic Dungeon Crawl. Some exploring. Some discovery. A chance for characters to make a moral decision and possibly get themselves into a whole lot of trouble.

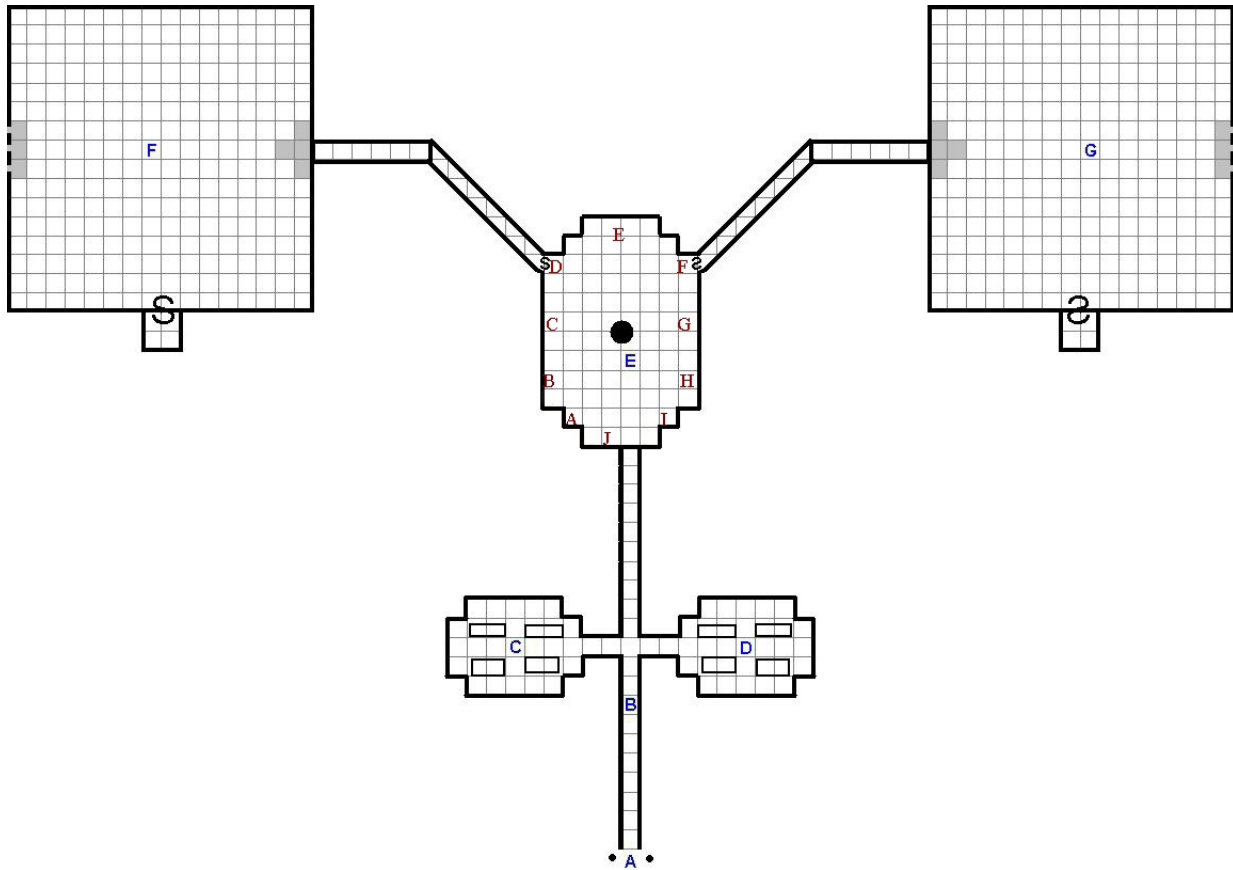
ENCOUNTER #5 - "Throw me the idol. I throw you the whip." The mutated lizardfolk affected by the "whispers of the ancestors" want the relic - whether the characters actually have it or not. If characters don't give it up, the muties will fight to the death.

CONCLUSION - characters either have a relic, or they don't. They can only really get into trouble if they (1) attack Big Brother, (2) attack the Celestials with lethal force, and/or (3) leave an unconscious party member behind in the Dreadwood.

DM AID #3: MAP FOR ENCOUNTER 4

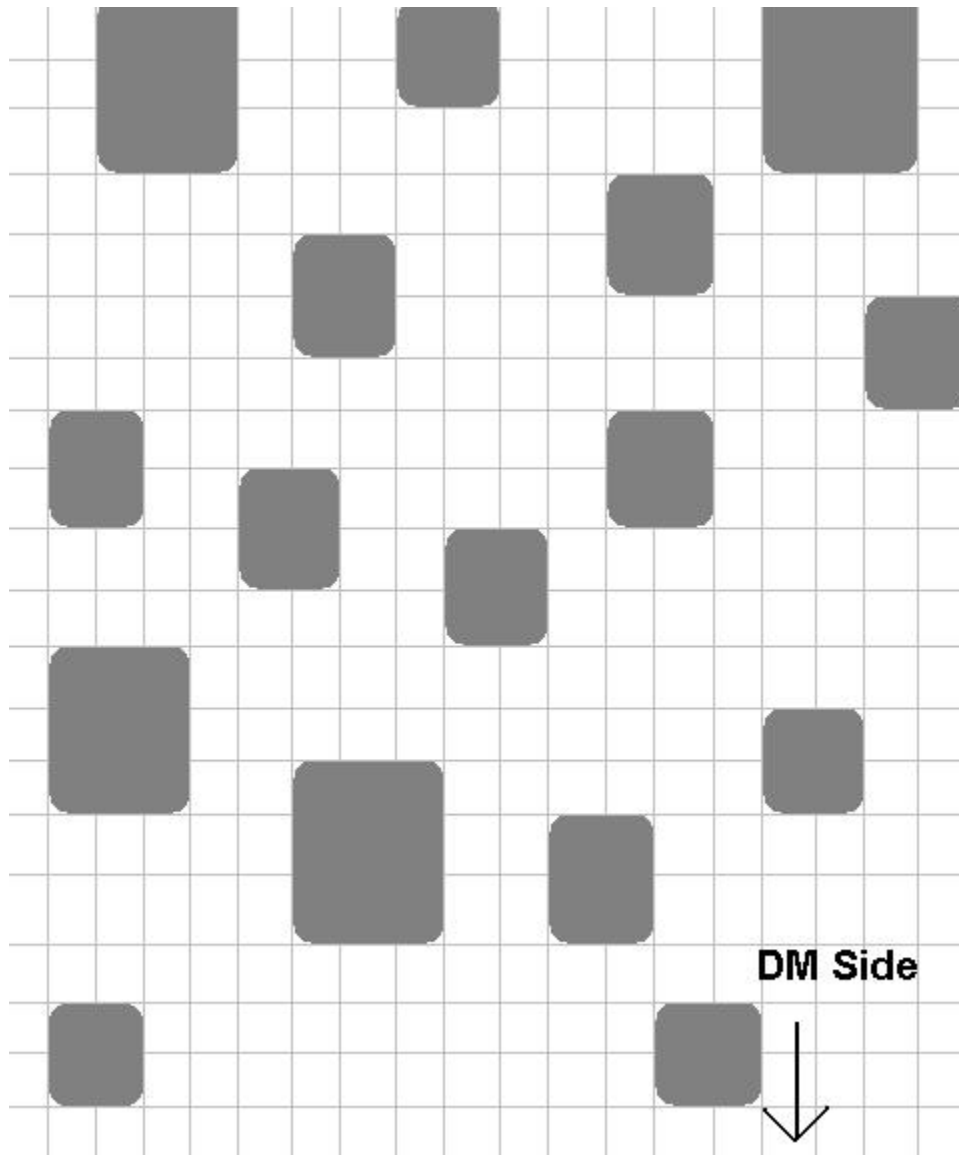
Blue is the room letter in Encounter 4

Dark Red is for the Pictograph placement.



DM AID #4: MAP FOR ENCOUNTER 5

Once players position their minis on the mat, place the mutated lizardfolk within 30 feet of each other, and 60 feet away from the 'frontline'. Place them behind partial cover from the trees, but give them as clear a path as possible otherwise. Remember LARGE creatures must *squeeze*.



DM AID #5: CRIMES AND PUNISHMENT IN KEOLAND

Below is a list of offenses that, hopefully, will not be needed to enforce on the Adventurers throughout the game. In cases where there is a range of possible punishments, allow the Adventurers (or his/her appointed representative) to make a Diplomacy check. For every 5 points over 25, reduce the sentence by one step to the minimum sentence. An Adventurer with the skill Profession (Barrister) may reduce the sentence by one step for every 5 points over 15. Lifestyle modifiers of both the accused and/or representative apply. Adventurers may also cash in Favors and Influence to reduce the sentence at one step per Favor or Influence. Appropriate Favors should count as two favors (i.e. Favor with Duke of Gradsul or Lady/Duchess Maressa would reduce the penalty by 2 when used in the Duchy of Gradsul on the list below).

The offenses and consequences listed below would lead to Wanted status

- Damage to buildings, structures, etc – 5gp per 5 foot cube of structure damaged.
- Complete destruction of structure – value of the structure.
- Items damaged or destroyed – cost to repair or replace item.
- Assaulting an innocent person – 10gp fine and imprisonment for (4/1/warning) TU per offense.
- Assault by magic of an innocent person – 50gp per spell level and imprisonment for (26/12/4/1/Warning) TU per offense.

The offenses and consequences listed below would lead to Hunted status:

- Assaulting an authority figure (law enforcement, Knight, etc. – 100gp and imprisonment (26/12/4/1/warning) per offense
- Death of an innocent person – payment or casting of *raise dead* or *resurrection* (on top of assault fines) and death or imprisonment (death/104/52/26/12/4) TU per offense.
- Death of an authority figure - payment or casting of *raise dead* or *resurrection* (on top of assault fines) and death or imprisonment (death/156/104/52/26/12/4) TU and Wanted status in the region per offense

In addition, the use of spells or magic items may result in the following penalties if used in the commission of a crime:

- The item is forfeited. No compensation for the item is given.
- The spell is removed from the spellbook of the caster, if applicable. A penalty of 5gp per spell level is paid

PLAYER HANDOUT #1A – ALL PCS

Upon arriving in Jaedrae, you were handed the following missive:

Dear Esteemed Traveler:

I would ask but a small favor of you in service to the Viscount Richart Jorgos of Nume Eor.

Several years ago, a number of towers were built across the border with the Hool Marsh to serve as an early-warning system of possible threats. We have recently lost contact with two of them. The citizens of Haven, who are well-versed with the dangers of our southern borders, have been disapatched to the area. However, as a pre-emptive measure, we would like to verify that this was an isolated pair of incidents.

You are requested to travel to the largest of the Dreadwalker outposts outside of the forest itself, known as Waycombe, located along the Warden's Way road halfway between the village of Haven and the Dreadwood. The Viscount's cousin, Sir Frederik Tannen, is Nume Eor's representative and one of five administrators regularly assigned to that location. Return to Jaedrae any information he may have acquired.

A high elf, Dreadrunner Ellelial Sonasay, is the ranking Dreadwalker at Waycombe. I would ask that you extend to the Dreadwalkers every courtesy as you would to any of the Viscount's representatives.

Yours in Service:

Durmaunt of Jaedrae,
Seneschal of Nume Eor

PLAYER HANDOUT #1B – HAVENITES

You have returned home from your most recent wanderings to find the following note stuck beneath a piton that was hammered halfway through your front door:

Tee hee - yoo travels too much yoo too late for fun -
us travells too da towerrs dat not send messijes too
jorGos too yell at them wit club til dey does - maybe
wit axes too yoo haf too go all da way to jorGos
town too see what him want next dat long walk haf
funns! graf

brek help graf writ dis

PLAYER HANDOUT #1C – DREADWALKERS AND DREADWALKER RESERVISTS

You hear a small chittering sound behind you. Turning, you spy an indignant squirrel shaking its fist at you and pointing to a scroll with a familiar insignia strapped to its back. It waits, stamping its foot against a root impatiently until you remove his burden, then scampers off to its master somewhere in the Dreadwood.

Opening the tiny scroll, you are getting used to deciphering the cramped handwriting:

Reports from S/West. Native humanoid tribes fleeing deeper into Dread. Find cause. Heading to or bypassing broken ley lines of interrupted Greater Commune? Lines healing? Corrupting? Jorgos ok to help Kialla. Extend to him same courtesy.

You recognize the handwriting and insignia as belonging to Nevarr, the druid of House Lizhal. This would not be the first assignment you have been given by him.

You don't need any clarification of what the druid is talking about. Every Dreadwalker knows the story of how, on Midsummer's day in CY 593, the archdruidess Reynard Yargrove attempted a powerful spell to discern the method of closing and locking the portals that bleed planar energy into the Dreadwood. The spell was interrupted, although some information was supposedly gained. Rumours of Reynard's death ran rampant for months. The ley lines at the grove were shattered, and the land became unusable.

The Viscount Richart Jorgos of Nume Eor is a kinsman of Kialla's through her mother, and he renamed his capitol city [formerly Kimberton; now Jaedrae] after her mother was murdered there.

PLAYER HANDOUT 2 – DREADWALKERS AND BIG BROTHER

"Big Brother" or, rather, "Forest Storm", as the elves call him, pulls aside you, the survivors, and the returning Dreadwalkers.

"Only. the pure have been taken. This is a sign of The Banished."

You are well aware that this is the term the denizens of the forest use to describe the resin-covered outsiders.

"The burn marks they came with their acid cloud mounts. The stories of the survivors and their tales of tentacles and flight The Banished likely used their magics to darken the sky and take the pure unseen. The one you search for shall not be returning. Look for him no further. If he is important I will have the other 'Walkers inform The Guardian (whom you know to be Princess Kialla). She will tell the other nobles in a way that is right."

PLAYER HANDOUT 3 – RULES OF THE DREADWOOD

Things characters need to know:

- Terrain in the Dreadwood is difficult ground at all times; everyone is at half movement and no 5' adjusts are possible unless the character has Woodland Stride, Freedom of Movement or a Climb speed.
- Large (or larger) creatures are considered to be squeezing at all times. The Dreadwood recognizes its own, however, and large creatures (or larger) with Plant traits do not suffer this penalty.
- The canopy of the Dreadwood is 50' from the ground. Creatures larger than Tiny whose movement is otherwise restricted [see above] are unable to move through the canopy.
- Unless the entire party has darkvision, characters are unable to see and must carry a light source at all times.
- Due to the shadows and the density of the Dreadwood, ranged attacks are extremely difficult in the Dreadwood. Treat anything 30 feet and under as normal. Attacks from 36'-60' suffer a 20% miss chance, and anything beyond 60' suffers a 50% miss chance
- Also due to the shadows and density of the Dreadwood, it is always possible to use the *Hide* skill within the Dreadwood.

PLAYER HANDOUT 4 – THE PAINTED ROOM

As you circle the room, you notice the following cave-paintings on the walls, starting from the entryway, moving from left to right. It appears to be a story, but seems out of order.

- A. **Lizardfolk warring with spider-creatures** - the scene show combat escalating, first between different scouting parties, then between clans. The battles always seem to be fairly evenly matched between lizardfolk and spider-creatures, and destruction of the forest is minimal.
- B. **Lizardfolk using some sort of dark magic** - a feathered staff has been cast aside, and lizardfolk are seen mimicing the gestures of a variety of dark, horned, bat-winged creatures
- C. **Lizardfolk teaching pale humanoids how to control dark magic** - this grouping shows lizardfolk using their claws to smother fire and lightning dancing in the palms of the humanoids. When they remove their claws from the humanoids' hands, dark swirls and waves are left on the humanoids' hands instead.
- D. **The birth of a lizardman** - shows a lizardman with feathery wings hatching from an egg. Behind him, an injured lizardfolk that rested against a broken egg is able to stand up and walk again.
- E. **Return of lizardman's body** – the lizardfolk bring the lizardman's body to the sight of the tombs, per the lizardman's dieing request.
- F. **The death of a lizardman** - shows a lizardman wrapped in a deathshroud lying on a funeral bier. In the next scene, lizard-folk followers seem to be warded while they carry it to a cave as spider-creatures attack with dark magic. The dead lizardman's body is gone.
- G. **A lizardman leading the lizardfolk out of the forest** - a fully-grown, feathered lizardman is shown taking up the feathered staff and - preaching? begging? - others to follow him. For the lizardfolk that do, the dark swirls and waves inside slowly turn into green tribal tattoos, like the ones you saw on Szississ.
- H. **Dark magic taking over the lizardfolk** - swirls and waves of dark magic flow, seemingly under control of the lizardfolk, but the same dark swirls and waves appear inside each of the casters. Lizardfolk begin appearing with horns, wings, and other changes.
- I. **Lizardfolk greeting strangers** - this seems to be the aftermath of a battle between the lizardfolk and pale humanoids with paler hair. Secondary scenes show the humanoids fighting with fire and electricity with the lizardfolk against the spider-creatures.
- J. **Lizardfolk living in the forest** - appears to be an idyllic grouping of lizardfolk going about their day-to-day activities in the forest - foraging, hunting, building a civilization.