Dungeons & Dragons®

Player's Option:
Heroes of Shadow™



ROLEPLAYING GAME SUPPLEMENT

Mike Mearls ✦ Claudio Pozas ✦ Robert J. Schwalb

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PLAYER'S OPTION:
HEROES OF SHADOW™



ROLEPLAYING GAME CORE RULES

Mike Mearls ✦ Claudio Pozas ✦ Robert J. Schwalb



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620-28088000-001 EN
ISBN: 978-0-7869-5745-3

First Printing: April 2011
9 8 7 6 5 4 3 2 1



U.S., CANADA, ASIA, PACIFIC, & LATIN AMERICA
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CHAPTER 1

Into the Dark

THE SHADOWFELL is a mysterious realm that mortals fear. It is the world's dark reflection, containing in abundance elements that most people prefer to avoid—death, darkness, and peril. The souls of the dead pass into the Shadowfell on their way to their final rest. Ghosts and other undead linger there, alongside darker creatures. But the plane of shadow also contains power for those willing to seek it and pay the price. Perhaps the call of such power appeals to you.

SHADOW MAGIC

Where the world is life and light, the Shadowfell is death and gloom. Where the world is growth and vitality, the Shadowfell is decay and apathy. The world, being a point of balance, holds these darker elements too. But even the Shadowfell's lighter side is beset with such sinister components.

The darker aspects of existence embodied in the Shadowfell contain fearsome power. Any magic laced with the essence of the plane of shadow already has dread on its side. Shadow magic is the stuff of fell legends, wielded by terrible villains. In stories it is the province of the desperate, the vicious, and the reckless.

Such tales fall from the lips of the ignorant and the superstitious. Shadow magic is no more evil than any other magic. It is attractive because it can be easier to acquire than other forms of power, but it is also demanding.

Divine power requires, at least initially, devotion to an external source. Arcane magic can entail study and hard work. Martial excellence comes through difficult training and mastery of refined techniques. Psionic power hones the mind in a similar way. Shadow magic, unlike all of the foregoing, requires simple surrender.

Soul Sacrifice

Those who wish to connect to the innate power of the Shadowfell must forge a strong bond with the plane. To do so requires nothing less than a shard of the supplicant's soul, given over to the unknown of death. How this gruesome task is accomplished varies among practitioners.

According to Evard's *Legendry of Phantoms and Ghosts*, "To tap into the powers of shadow, you must find that lightest part of your soul and use the following rites to kill it. Fear not. It is only right. That piece simply goes ahead, in death, to that void of great mystery beyond all mortal cares. (May the rest of your soul never join it.) The power of shadow shall bleed into the hollow, making you anew. A darker you lives on, more potent than before. In a way, you have become my kin. Think not to become my rival."

Wizards such as Evard learn arcane rituals to bond with the Shadowfell in this way. Others make pacts with obscure entities of the Shadowfell or lend

ABOUT THIS BOOK

Player's Option: Heroes of Shadow™ is a DUNGEONS & DRAGONS® game supplement designed for players who are already familiar with the game through books such as *Rules Compendium* and *Heroes of the Fallen Lands*™ or *Heroes of the Forgotten Kingdoms*™. This book presents the rules you need to make characters who use shadow magic. You'll need to refer to *Rules Compendium* for all the details on how the game works.

This book adds an enormous amount of information to the lore of shadow magic. It supports and is supported by several DUNGEONS & DRAGONS® game supplements and *Dragon*® magazine articles.

You'll find more about the Shadowfell in *The Shadowfell: Gloomwrought and Beyond*™ supplement, and more about its creatures in the various *Monster Manual*® and *Monster Vault*™ products. Zvomarana, the Raven Queen's most holy temple, is detailed further in the adventure *E1: Death's Reach*™. The wanderers known as Vistani, who often visit the plane, are detailed in *Dragon* 380. In addition, some of the Shadowfell's domains of dread are presented in other issues of the magazine.

WILLIAM O'CONNOR





The entrance to this bastion of shadow power lies dead ahead

DAVID RAPOZA

magical potency to passionate oaths. Those who wield divine power swear service to the darker gods or focus on emotions that have destructive connotations. Practitioners of primal magic evoke spirits of death, disease, and decay, which have powers rooted in shadow. Assassins learn the secrets of soul sacrifice in their hidden guilds.

Not all who tap into shadow magic deliberately set out to do so, however. Shadow magic seems to have a quiet awareness that waits to fill any dire need or unintended opening. Fiery vows sworn to no one in particular but made with ominous intent can awaken shadow magic within a person. A desire to transcend death at all costs, or the willingness to give up life and love for a goal, can infuse the soul with shadow magic. Careless use of sinister powers, rituals, or items can crack the soul, allowing the shadow in. Interaction with or falling prey to undead or entities from the Shadowfell might do the same.

Gorm the Hidden, the renowned assassin, came to his power in this way. A soldier in Nerath during the gnoll wars that led to the empire's fall, he was on the battlefield when King Elidyr died. Gorm survived. He swore by any powers that were listening to avenge the king. For reasons only he knows, he and his companions went on to slay three barons who also survived the battle that broke the empire. Gorm's story has no true end. He eventually went into the Shadowfell, some say bound for the Raven Queen's domain of Letherna, and never returned to the world again.

Shadow Scholarship

Despite the possibility of a spontaneous tie to shadow, most of those who wish to use shadow magic must actively learn to do so. A few such seekers are self-taught. Others have patrons, guides, or mentors.

Teachers of shadow magic are easy to find if the seeker knows where to look and is willing to take the risks involved in finding instruction. Temples devoted evil deities or to the darker aspects of some gods offer training. Assassins coach others in their arts within guilds or other underworld organizations. Some creatures of the Shadowfell know shadow secrets and are willing to impart them. A would-be apprentice in the arcane shadow arts can find a master who knows necromancy or nethermancy. Several schools or organizations impart their knowledge to members. Even the great shadow wizard Evard has been known to offer his knowledge of shadow magic, among other secrets, for a price. The numerous copies of his grimoire, *Legendry of Phantoms and Ghosts*, sometimes change hands.

The practitioners of shadow magic guard their secrets closely. Any potential student must pay a price beyond the cost to his or her soul. Divine outlets demand faith and submission to the temple authorities. Guilds, organizations, and academies ask for

loyalty and fees, and they hand down harsh penalties for failing to keep secrets. Individual shadow masters usually have good reason why they are not a part of a larger organization. An apprentice is lucky to find a tutor who is sane, honest, competent, and merely harsh in his or her methods. Creatures that can teach or grant shadow magic are worse, since many of them are native to the Shadowfell and often disdain mortal values.

One misstep in finding a place to learn or a trainer to teach shadow magic can lead to a horrible fate, of which death might only be the beginning. Necromancers are noted for their distasteful habits, and if an apprentice is fortunate enough to avoid grave robbing during his or her tutelage, he or she could still end up a servant to such a master in more ways than one.

The powers of shadow are subtle, and an unscrupulous mentor can create bonds that a neophyte can't detect. When the time is right, such ties can be used to benefit the teacher. Results are seldom favorable for the former student. Some, if not all, copies of the *Legendry of Phantoms and Ghosts* are said to create such links for Evard. But Evard has always been honest, even in the pages of his grimoire, about the fact that anything he gives out—especially knowledge—comes at a price.

Another infamous wizard known as Emirikol was educated near the city of Nera in the Ghostflame Spire, a tower that exists simultaneously in the world and the Shadowfell and is devoted to teaching nethermancy, necromancy, pyromancy, and other destructive magical arts. Emirikol left Nera after his tutelage, only to return some years later. His homecoming was no happy event, however. Emirikol sought Zahrimahn, his former mentor, and killed the man spectacularly in a public duel, declaring, "So it goes with any who dare mark Emirikol with their paltry shadow powers!" Then Emirikol summoned a steed of shadow and began his legendary flight from the city, during which he killed all who opposed him with shadowy rays and fire.

As Emirikol proclaimed, so it goes with shadow magic and weak masters who try to control or monitor their pupils.

Creeping Gloom

In *Legendry of Phantoms and Ghosts*, Evard wrote, "Shadow lives in the gaps. It fills them in, bridging the breaches between assumptions and reality, solid and ephemeral, light and dark, life and death. It is the heart of all my arts: illusion, nethermancy, and necromancy. Shadow is the most powerful force in creation, and it existed before the world. If one counts darkness as deeper shadow, it is far greater than light. Only a fool fails to acknowledge this. I am no fool. Are you, dear reader?"

On a number of points, Evard is correct. Shadow likes to be attached to other things—creatures, objects, and powers. It does lurk just behind everything and fill the spaces in between. The sum of darkness in the cosmos might indeed surpass that of light. Shadow or darkness connect everything.

Perhaps this is why pure use of shadow magic is rare. Shadow power is usually attached to darker aspects of arcane magic or divine power. Some wielders of the power couple it with martial prowess. Shadow prefers to lurk in the background, remaining unnoticed but ubiquitous.

Shadow magic is also scarce because its practice is feared even among the wise. It is a magic of darkness, terror, dissolution, and madness. Even if the power's user is not cruel, the results of shadow magic often are.

Dark Focus

To gain shadow magic, an individual must often engage in selfish acts, grasping for power and ignoring social conventions. Self-important pride is a common trait among users of shadow power. Other negative traits are also widespread among shadow magic practitioners.

The great shadow wizard Maikedhon wrote, in his master work *Tome of Shadow*, "Shadow's influence is strong and its darker ways easy to fall into, but it can be mastered. Once you feel its touch, you must master it. Fail, and it shall master you." He points out that the sway of shadow magic can be insidious. After the pain of the initial sacrifice, its use becomes easier and easier. An increase in apparent power can come quickly.

Such progress gives the user the illusion of control. Shadow magic's nature, however, is conducive to negative emotions. Like the Shadowfell from which it comes, shadow power can accentuate rage, sloth, arrogance, greed, and all similar vices. A user might find bouts of wrath growing more frequent and less controllable, or desires growing into unsatisfying addictions. Minor misunderstandings can become feuds, and any reason for suspicion can rouse paranoia.

Shadow magic is most useful for doing harm or preserving its user, the latter often at the expense of others. It might also lead the practitioner to deal too much with dread forces such as death, the undead, and supernatural creatures of shadow.

Callousness, then, is the foremost danger in using shadow magic. Twisted experiences and shadowy energy strip away compassion and gentleness first. Once coldness creeps into the heart, real evil might not be far behind. A user of shadow magic who wishes to retain the more temperate side of his or her personality must be prepared to face the darkness.

Reflections of the World

"In the cosmic scheme, the world is at the center. It is said that during the process of creation, the primordials of the Elemental Chaos found middle ground in the world, discarding the parts that seemed too dim and deathly and those parts that contained too much vivacity and magic. The gods of the Astral Sea manipulated the results. At the end of this so-called Middle World, they had finished something like the world we know. But they had also created something more. Something unintended.

"Shadowy elements and vibrant magical pieces the creators had called into being remained. Laws of magic say that like attracts like, do they not? Those bits discarded as not for the world joined together anyway in imperfect mirror images of our realm. Thus was the Plane of Shadow, the Shadowfell, the glorious darkling realm, born alongside its siblings, the world and the magical Feywild.

"The Shadowfell and the Feywild, as likenesses of the First Work, resemble our world, but they are only superficially similar. A fortress in the world might have a counterpart in the other realms. An ignorant mortal from the world might not even note a Feywild settlement as such, because it was built with eladrin magic to meld with a gnarled and ancient forest. A similar spot in the Shadowfell might contain a bleak ruin or mere hints that life once went on. Some areas across the planes match up not at all.

"Our scheme of the cosmos with the world at the center is a gross simplification, as any fool of a wizard can tell you at length. Although the Elemental Chaos and the Astral Sea are distant planes, they still touch the world in places. So it is with our sibling planes. They share features in superficial ways.

"This sharing of reality happens spontaneously in the world where one plane has a connection to the nature of another. The site of an ancient battlefield where thousands died and were left unburied might have ties to the Shadowfell. A forest where the elves raised a fey fortress or a standing-stone circle to honor Corellon could connect to the Feywild.

"The process is unpredictable, following no set pattern. In some places, it's hard to say if the connection between planes came before the physical evidence of the link. Such connections can be impermanent, and sometimes they fade or shift. The only consistency is that where a neighboring plane affects the world, the world grows more like the intruding plane.

"Some magical practices are easier to perform in such areas, making it useful to be able to find such places. It is also practical to be able to create such a locale, temporarily of course. I speak of shadowfall . . ."

– From Evard's *Legendry of Phantoms and Ghosts*

The Shadowfell

As Evard reveals, the "glorious darkling realm" of the Shadowfell is a counterpart of the world. In the Shadowfell, the brightest day the pale sun can muster is as full of gloom as a stormy day in the world. The night can be so dark that the darkness feels like a clinging fog, with few stars to break up the black sky. When the moon shines, it is a dim lantern of unusual hue, such as gold or red. Light in the Shadowfell can be half as bright as it might be in the world. Color pales in the dismal air.

Emotions are equally dulled, turning to apathy and melancholy. High spirits are rare in the realm where the dead pass through on their final journey. Negative emotions—fear, anger, greed—might be amplified. Such feelings are easier to raise in the murky atmosphere, leading visitors from the world who linger down a self-destructive path.

The land is little better. It is broken and, where it provides any sustenance, covered in strangely colored plants. In places, it is dangerous in ways that those wise to the nature in the world might miss. The energy of the plane of shadow can become so strong that it saps life and amplifies necrotic powers. It can strengthen the undead while sapping the will to survive from the living. Dark energy can gather to pool and flow like water.

People and other living creatures still dwell in the Shadowfell. Some, despite being native to the world, even manage to live well in the infrequent settlements of the plane—the city of Gloomwrought, for instance. Beings native to the plane—such as banderhobbs, dark ones, death giants, nightwalkers, shadar-kai, and shadows—usually fare better. So do those creatures infused with shadow, such as shadowborn, the undead, shades, and vrylokas.

Explorers and other brave souls from the world travel back and forth across the boundaries. Shadow creatures do the same, although many of them do so because they hunger for something in the world. Banderhobbs creep from the shadows to kidnap people for some mysterious purpose, and shadows devour and manipulate their inanimate counterparts for equally enigmatic reasons. The Shadowfell and its magic have a way of spawning predatory creatures.

Gloomwrought

An eerie city rises along the shore of the Stormy Sea in the Shadowfell. One of the few reasonably safe settlements in the plane of shadow, the City of Midnight is a place of mystery. Its oldest structures have been present, it is said, since before any settlers came to reside within its walls. Inscrutable folk known as the keepers were its only inhabitants then, although some citizens wonder if the keepers are not actually a part of the city.

Gloomwrought is thought to be a living being itself, since it moves and reacts as a creature might.



The realms of fey and shadow are no less real than the world we call home

Dark, twisting, dangerous, and changeable, the city is like the society within its walls. It is a cosmopolitan metropolis full of locals and travelers of all kinds, as well as numerous merchants, leaders, and factions. The City of Midnight is a haven for intrepid folks, offering as much potential for adventure, wealth, and glory within its walls as without.

Crossing the Boundary

Evard's tome speaks of environments where the Shadowfell is close to the world. In such areas, shadow might crossings exist, allowing travelers from one world to pass into another. Sometimes the passage allows travel in only one direction, or it merely pollutes an area of the world with aspects of the plane of shadow without allowing travel. Whatever the case, these places are always dangerous.

Halflings and other roving travelers such as the Vistani might know of shadow crossings that are available along their nomadic routes. Those who have a tradition of using such crossings, as the halflings and the Vistani do, call them Bleak Paths. Both peoples use such paths to travel more quickly through shadow, or to avoid or ambush enemies.

Sometimes the Shadowfell's touch on the world is temporary. The plane's influence settles in for a time and then departs. Where the two worlds meet, though, passage to and fro is easy. This is what Evard refers to as "shadowfall." Dire events usually precede a shadowfall, but as Evard's writing portends, baleful rituals can create one of these locations. When a shadowfall occurs and then ends, entire locales can be changed or disappear altogether into shadow.

Vistani Made up of folk from all races, the colorful and uncanny Vistani are a people apart. In gaudy wagons, they wander the lands of the world and its mirror planes with no ties to kings or temples. Essential to the Vistani is the blood—the familylike mystic bond each member shares that makes each one a Vistani and ties clan to clan. Eldritch arts are also central among the Vistani, who are noted for their strange magic, wondrous items, and horrible curses.

Vistani seem to be able to cross the boundaries between the worlds as easily as they cross those between civilization and wilderness. As they rove, they collect unusual goods, abilities, and news. When they set up camp near a settlement, they become entertainers and traders, selling these commodities for whatever they need and pilfering what they cannot afford. In leaving, they also take the orphaned, the lonely, and the worthy to become one with the blood—new members of the Vistani.

Domains of Dread Sometimes a mortal creature commits an act so vile, with consequences so unforeseen, that creation itself seems to be offended.

MATIAS TAPIA

Perhaps some unknown dark forces take note and seek to punish the offender, or maybe the agents of fate take an interest in the ultimate outcome of the situation. Whatever is at work seems irrelevant, for the outcome is the same. After the deed, a shadowfall occurs in the nearby area, dark mists rolling in with shadows and a deathly chill. The whole place and often all its inhabitants are swept into the Shadowfell behind a wall of impenetrable mist.

The realm becomes a prison of sorts with that haunting fog as its walls. Those within, including the offender, cannot escape until the deed is righted or the wrongdoer is dispatched in the right way. These supernatural jails within the Shadowfell are known as domains of dread, and those who rule such personal purgatories are called dark lords.

A domain of dread can be entered from the outside, but visitors find themselves trapped until they perform some deed required to break free. Sometimes that endeavor is nothing short of correcting the cause of the domain's appearance. Only the Vistani know methods of crossing into and out of domains of dread safely without being bound in such a way. Vistani give their secrets to no one, and, fearing long-reaching retribution, even the dark lords leave the magical vagabonds to their ways.

Despite being trapped, a powerful dark lord can exert some influence across the boundary of a domain of dread. If a lord is invoked with the proper rites, he or she can forge mystic pacts with those who want the powers of darkness and have already given up a part of themselves to access shadow magic. Some dark lords are so insane or so lost in the false reality of their domain of dread that they are unaware of the pact, but others manipulate such bonds in hopes of breaking free.

The Lure of Shadow

The promise of great power has lured many creatures to the art of shadow magic. Delving into shadow is a two-way street, a symbiotic relationship between its user and the plane of shadow. While shadow magic grants its user power, it also extracts a price from his soul. A power-hungry creature usually fails to realize its fate until the moment of its death.

Sometimes, though, the lure of shadow looms much larger. A hero surrounded by enemies, a young wizard who unleashes a demon from within the sigils that bound it, and a thief caught in the act by guards all might hear the distant whisper of the Shadowfell, offering escape, power, or a sudden inspiration. When the shadow offers such gifts to mortals, it expects a much higher price in return. It is not content to merely wait for the time to claim a soul.

The following section presents a set of optional rules for depicting the lure of shadow magic. When the characters are trapped in a desperate situation, one of them might hear shadow's call. Characters who answer it might gain the edge needed to survive, but at a price.

The Raven Queen's Whisper

The Raven Queen's whisper is a tool DMs can use to highlight the power offered by shadow magic and the price it comes with. You can easily link it to a different deity or power in your own campaign, depending on the nature of your pantheon. Generally speaking, the god or power that uses this approach is unaligned

FAR SHADOWS

Scholars on the subject claim the Far Realm touches creation from the outside, like a foul skin of stuff older than all knowing. The unwise seek its encompassing madness and alien nature in the depths of the night sky, especially in the dark between the stars. The Shadowfell's nighttime firmament is, as a vast void with few dim or flickering lights, the perfect place to seek the realm also called the Outside.

Volnath, a wizard of old Nerath, sought such learning from Telkon, his observatory in the world. He discovered ancient texts on shadow and the Outside, and he invited dark beings into his ritual chambers to give him counsel. Living shadows whispered to him during his observations, speaking of the power of shadow magic and the nearness of the Far Realm in the Shadowfell's sky.

The wizard, his sanity on the brink, summoned a shadowfall to take Telkon and the nearby village of Hadder into the Shadowfell. There, from instructions on ancient tablets and through the toil of the enslaved folk of Hadder, he remade the village and Telkon into a monumental arcane focus. Volnath slew any who intruded in the area of his great work. He sacrificed numerous innocents and ultimately his own life for undead immortality.

He then activated his focus with the help of undead assistants, burning a hole in the sky overhead. Although several villagers cried out and died on the spot, presumably from fear, nothing else happened immediately. Then the mists rolled in around Hadder and Telkon, sealing the area off from the Shadowfell. Soon after, Volnath's withered flesh, as well as that of his assistants, began to take on an unnatural hue and a squirming will of its own . . .

rather than overtly evil. Deities of fate or chance might also utilize it.

From her abode in the Shadowfell, the Raven Queen keeps watch over all that lives and dies. In her eyes, the weave of fate turns, twists, and unravels. Sometimes, she takes an interest in a particular mortal who could prove useful to her. She watches such a subject with a particularly keen eye, waiting for her chance to turn its destiny to her own devices.

When a creature under the Raven Queen's watch faces mortal peril, she sometimes reaches forth and offers to delay its death. This offer is made only out of self-interest. A creature that accepts the Raven Queen's offer of assistance is bound to her will, at least for a time. The debt is irrevocable and undeniable.

The Offer The Raven Queen's offer comes in the form of a whisper that only one character can hear. She targets the character who, in her judgment, is the most likely to accept her deal. That might be a shady, unaligned character who is interested in saving his own skin or is too shortsighted to worry about a debt. A lawful good paladin or similar character might also make a good target. In that case, the Raven Queen plays upon the character's sense of duty or obligation to protect his or her friends. The offer usually grants power to a selfish character, or a useful boon or gift to a good or heroic character.

In any case, the Raven Queen's offer always provides a clear path to safety. She might destroy an enemy with a blast of arcane power, turning the tide in the characters' favor. Some other possibilities include:

- Teleporting the party to safety
- Smiting enough enemies to even the odds in battle
- Ending all the hindering conditions and effects the characters are subject to
- Granting a character an automatic critical hit on his or her next attack
- Restoring all characters' hit points and healing surges
- Restoring the use of expended daily and encounter powers
- The answer to a riddle
- A significant bonus to a skill check or series of skill checks
- A sudden coincidence or lucky break

The Raven Queen tailors her offer of aid to fit the situation. In noncombat situations, she takes indirect action to help the characters. In battle, she might resort to direct blasts of magic to incinerate the characters' enemies.

The Price When a character accepts the Raven Queen's offer of aid, his soul becomes bound to her will. His fate becomes like clay in her hands, something she can bend and twist to her will. With this power, she can visit a curse of ill luck upon him.

The curse is neither trivial nor subtle: Once per encounter, when an enemy hits the character, the Raven Queen chooses to make that hit a critical hit.

While the Raven Queen could easily use this curse to slaughter a defiant character, she made her offer in the first place because she needs the character's assistance. The Raven Queen never extends an offer of assistance without a clear goal in mind.

Thus, the Raven Queen uses her curse as a reminder to a character who strays from the path she sets before him. She balances her ability to punish with her need to push the character toward the goal she has selected for him.

The Raven Queen's machinations and goals are largely up to you. As DM, you should consider the situation in your campaign and portray the Raven Queen accordingly. Are there vestiges of a cult to Nerull that needs stamping out? Does Orcus or his agents gather power in the world? Is there a lich, vampire, or other creature that has cheated death and must be brought to justice? Before using this option in your game, consider what the Raven Queen wants in return before she makes her offer.

Some of the typical quests the Raven Queen might set before a character include:

- Slay the agent of her enemies
- Clear and consecrate a fallen temple
- Seek out traitors within the ranks of her faithful
- Ensure that a simmering rivalry between two realms erupts into war, thereby expanding the power of death
- Destroy an ancient ritual book unearthed by a sage

The Raven Queen cares little if her unwilling agent understands why she sets a task before him. In some cases, ignorance is useful. Perhaps a ritual book contains some way to unseat the Raven Queen. The fewer people that know of it, the better. The same applies to quests against the Raven Queen's own followers. A corrupt priest or a sect perverted to the worship of Orcus or some other enemy might gain control over the Raven Queen's worshipers in an area. Only a properly motivated outsider can hope to defeat them.

Once the Raven Queen is satisfied that the task is complete, she loses her power over the character. The Raven Queen is a god, but she is still bound to keep her word. The other gods would move against her if they saw her take too active a hand in the affairs of mortals.

CHAPTER 2

Shadow Classes

CHARACTERS IN a DUNGEONS & DRAGONS game share common traits, including a thirst for excitement, a need to explore the mysterious places of the world, and a willingness to take on challenges that the common folk cannot stand against. Heroes of shadow are no different, although such characters might have darker motivations and techniques for facing the dangers arrayed against them.

Your character's class is a general vocation. It determines the kind of adventurer you can become and the types of things you can do. Your class defines and gives boundaries to your combat prowess, magical aptitude, skills, and other special abilities. Most of the capabilities your class provides fall into one of two categories: features and powers.

Features are special talents your character learns. They make you better at a task related to your class, or they give you a special benefit in certain situations. If you play a blackguard, for instance, you gain features that grant you benefits based on the vice you embrace. As a vampire, however, you gain features that hone your blood-drinking, undead nature.

Powers are active abilities that represent special actions a character can take, often during combat. A warlock's spells are all powers, as are a vampire's attacks and a blackguard's potent smites.

NEW CHARACTER CLASSES

This book provides all the information you need to create and play assassins, paladins, and warlocks who invest in shadow power. Also appearing in this book is the vampire class, which enables you to play a creature of the night in all its dark glory. The following sections lay out each class's background and key abilities, along with a step-by-step guide to creating a character of that type or class.

A class provides a general set of abilities and traits that all characters of that class share. Individual members of a class can vary wildly, however. The type of character you can create within a given class leaves you plenty of room for customization.

Other products and information from DUNGEONS & DRAGONS INSIDER increase your options.

Assassin

Assassins are cunning hunters and stalkers. They use a combination of lethal poisons, exotic weapons, and shadow magic to ambush, confuse, and slay their enemies. Although many assassins are villains willing to kill anyone for the right price, some view themselves as society's caretakers. By culling society of tyrants, murderers, and fiends, they ensure peace and stability for all. Executioners are assassins who use shadow magic as part of their arsenal. Their magic allows them to close with a foe and finish it off with their finely honed combat abilities.

Paladin

Most paladins embody virtue, and they channel the holy virtues to defend their allies. But not all cleave to such high-minded ideals. Shadow power can be channeled through anger, fear, and a consuming desire for control. A blackguard is a striker who taps into menacing facets of the divine through the dreaded vices: dark emotion and ambition rather than high ideals. Heroic blackguards are dark warriors who combine heavy weapons and armor with fearsome deific might.

Vampire

Fear of death, obsession with power, or poor luck can lead a character down the path of the bloodthirsty undead. One vampire is usually the spawn of another, but more than one vampire has awakened with no clue as to his or her origin. As undead creatures, vampires naturally tap into the Shadowfell and its power. A vampire who wishes to be more than a monster fights against the heartless grip of his or her shadowy nature to retain a semblance of mortal values. Such an adventurer uses the sinister traits of his or her new form to fight against the hungry darkness that threatens the world.

WILLIAM O'CONNOR



Warlock

The Shadowfell offers power at a price, and a few ambitious souls are willing to pay the cost for a fast track to magical capabilities. You can create a binder warlock, a controller who combines shadow power with arcane magic. The gloom pact directly harnesses the powers of the Shadowfell to hinder enemies, while the star pact exploits the unfathomable darkness between the stars. Turning the dark power of shadow to laudable ends is the unenviable task of the heroic warlock.

Class Options

The power of shadow presents a temptation to all who wield magic. This book offers new choices for the cleric, the warlock, and the wizard, focusing on how these classes adapt shadow magic to enhance their capabilities.

Cleric

The gods who invest clerics with power have numerous aspects and control of distinct parts of creation. Clerics have equally numerous paths to power, and some prefer to embody the frightening deific spheres of influence. This section presents shadow powers that any cleric can take, as well as the powers associated with the death domain.

Warlock

Warlocks are accustomed to calling on dark forces, and some choose to emphasize that darkness with power drawn more directly from shadow. This section presents shadow powers that any warlock can take, as well as the gloom pact for the hexblade warlock.

Wizard

Wizards seek arcane secrets wherever they can be found, and the Shadowfell has many mysteries to reveal to the bold and curious. It is said that wizards were among the first to tap into the power of shadow. Whether or not this is true, spells of death, dissolution, and darkness offer advantages to any skilled wizard. This book offers wizards access to two new schools of magic—necromancy, the manipulation of death energy, and nethermancy, the shaping of raw shadow.

Paragon Path

When your character reaches 11th level, you select a paragon path from among the options available to you. Your class describes your basic role, but your paragon path represents a particular area of expertise or interest. It grants you new features and powers from 11th level to 20th level. In addition to an association with part of the lore of the Dungeons & Dragons universe, you gain capabilities that enhance and complement the abilities of your class.

This book presents paragon path options for each full class description, and it also offers additional paragon paths that might fit with more than one class. You can select any paragon path as long as you meet its prerequisites. When you select a paragon path, you gain that path's features and powers instead of those of any other paragon path. An array of paragon paths appears in other Dungeons & Dragons supplements and on Dungeons & Dragons Insider.

Epic Destiny

After twenty levels of adventure, it's time for you to assume your epic destiny and shape your legend in the universe forevermore. Like a paragon path, an epic destiny grants special powers and features in addition to your class features. Unlike a paragon path, an epic destiny is not a mere specialization of your talents. Instead, your choice of destiny offers extraordinary abilities that represent your journey toward your ultimate fate as you define it.

When your character reaches 21st level, you select an epic destiny from among the options available to you. This book presents several epic destinies, starting on page 152. When you select an epic destiny, you gain that destiny's features and powers instead of those of any other epic destiny. Additional epic destinies appear in other Dungeons & Dragons supplements and on Dungeons & Dragons Insider.

"Honor? What good is honor? How will high ideals protect you from the hidden blade, the poison staining your cup, or the strangler's cord waiting in the shadows? Fool. Assassins care nothing for duty or honor. They want only the gold your corpse will bring. Cling to your honor all you like, but should you cross paths with one such as me, think twice before using your honor as a shield."

—Lassiveren the Dark

Assassin

Assassins embrace shadow magic and pledge a shard of their souls to the Shadowfell to gain their power. By replacing a fundamental part of themselves with a dark reflection, they can manifest that piece of shadow to accomplish incredible things. The infusion of shadow magic allows assassins to identify weak points in an opponent's defenses so that with a few moments of study they can reduce the stoutest enemies to corpses.

An assassin usually keeps his or her profession a secret, since few trust those who regularly deal in death. Assassins' guilds provide some measure of protection, especially in those regions where the study of shadow magic and assassination as an art form are banned.

As an assassin, you are an outcast. You traded away a part of your soul for the power of death, and only the most-loyal companions accept your skills into their midst. Whatever drew you onto the assassin's path, you become a trained killer from whom few can escape unharmed.

The type of assassin you can create with this book is the executioner.

Executioner

Martial and Shadow Striker: Your sense of timing, skill with weapons, and ability to use the shadows as a weapon allow you to strike with lethal effect against an unsuspecting foe. You even mix in some shadow magic when appropriate.

Key Abilities: Dexterity, Charisma

Executioner Traits

Hit Points: You start with hit points equal to 12 + your Constitution score. You gain 5 each time you gain a level.

Bonuses to Defenses: +1 to Fortitude, +1 to Will

Healing Surges per Day: 7 + your Constitution modifier

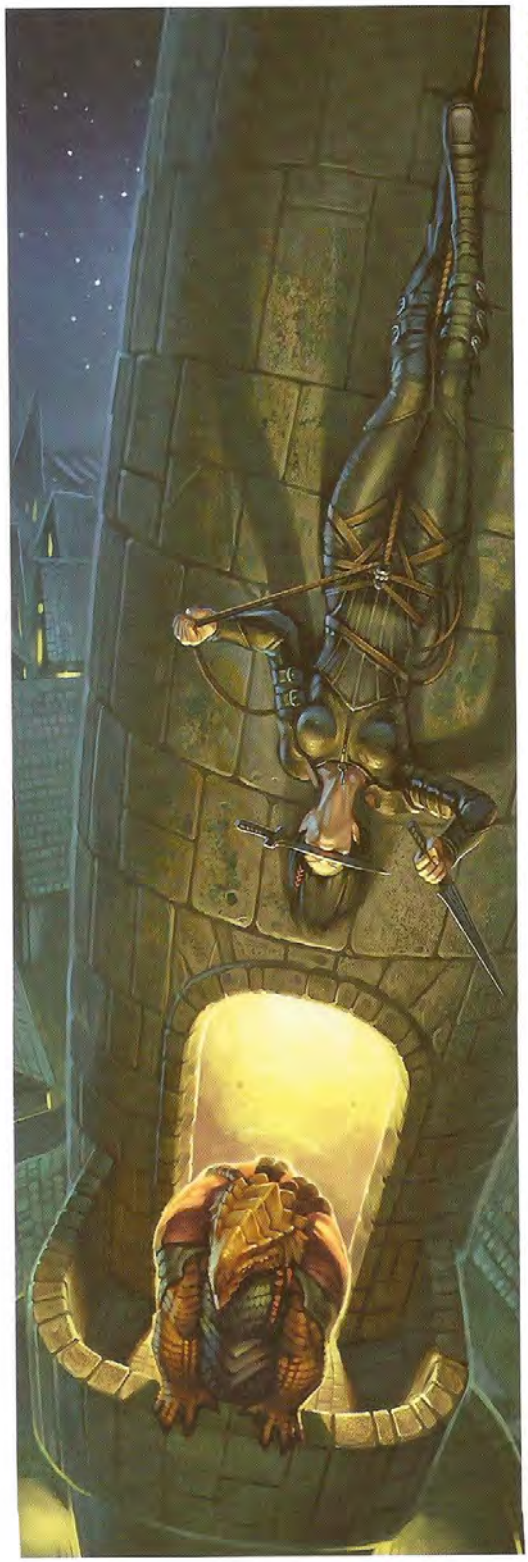
Armor Proficiencies: Cloth, leather

Weapon Proficiencies: Simple one-handed melee, military one-handed melee, garrote, simple ranged, blowgun, bola, shortbow

Implement Proficiencies: Ki focuses

Class Skills: Acrobatics (Dex), Arcana (Int), Athletics (Str), Bluff (Cha), Endurance (Con), Insight (Wis), Intimidate (Cha), Perception (Wis), Stealth (Dex), Streetwise (Cha), Thievery (Dex)

Trained Skills: Stealth, plus four more from the list of class skills



EXECUTIONER

Death can come calling when you least expect it

Executioners are more than just assassins for hire. When someone wants to send a message through an assassination, an executioner arranges the death in such a way that the message is delivered with maximum effectiveness. This might mean the quiet poisoning of a crooked merchant to warn other merchants to deal fairly, or it could be a public execution of a tyrannical noble, meant to frighten the leaders of an area into treating the common folk more humanely. Though many executioners perform these deeds at the request of a third party, others might do what they do in order to accomplish personal goals related to battling evil or enforcing justice.

Executioners rely on their effectiveness as both infiltrators and assassins to get the job done. They dabble in shadow magic, which lets them walk through walls, create artificial shadows, and craft illusions to hide their intrusion into secure areas. They also master the art of poison use, giving them the ability to strike at enemies both directly and indirectly.

Adventuring executioners tend to perform their assassinations in the pursuit of the goals of their fellow adventurers, using such killings to influence the party's allies and enemies. An executioner stands as a capable warrior, even when not performing an assassination. This quality makes the executioner an invaluable member of an adventuring party that frequently finds itself immersed in conflict.

Creating an Executioner

This section walks you through the steps of creating an executioner. As you make choices at each step, consider how those choices relate to your character's personality, history, and goals.

Consult the three class tables, one for each tier of play, for a summary of what you gain as you advance in level.

Assassins' Guild

When you create your assassin, you must choose which guild you belong to. The executioner assassin has a choice between the Red Scales and the League of Whispers, though your Dungeon Master might substitute his or her own guild names and descriptions for these. Your choice of guild determines some of your weapon proficiencies and the kinds of special attack techniques you learn throughout your career.

Red Scales This order of assassins works to keep society in balance. If any organization grows too powerful, too corrupt, too wealthy, or too vile, the Red Scales weigh and measure the members of that organization and then collect a payment that they are owed in blood. Though one might call the Red Scales idealists, none can say what truly drives them. Rumors abound that this guild's Grandfather of Assassins is touched by some planar entity. They say that his eyes are orbs of golden fire, a feature he gained, along with his new policies, only after he returned from a journey to the distant East.

League of Whispers The very existence of this guild of executioners is often dismissed as myth or urban legend. The League of Whispers keeps its membership a secret. Although individual members might be known as assassins, their association with the guild is rarely more than a matter of speculation for nonmembers. The league keeps its existence a mystery by executing anyone who discovers the truth. The order holds secret meetings once every full moon, where the members converge to discuss jobs, trade secrets and tricks, and receive orders from their Grandfather of Assassins.

Race

Choose your race. Drow, human, and revenant make good choices for an executioner.

Drow Perhaps no race is better suited for the role of executioner than the drow. Not only do the drow's racial bonuses to Dexterity and Charisma match the executioner's ability score preferences, the race's *cloud of darkness* power is extremely useful in sowing confusion, providing cover, and warding off interference. Additionally, the drow racial bonuses to Intimidate and Stealth can provide the executioner with the ability to bully people out of his or her way or to avoid them entirely.

As a drow assassin, you can let your experience in the Underdark guide the way in which you perform your duties. You might prefer to stick to the shadows, leaving public assassinations to others. You might work only at night, giving you an advantage over the surface-dwelling races that are all but blinded by the darkness. Furthermore, you probably have some experience in the cutthroat world of drow politics, so you might tend to seek out targets who have significant political strength or whose death could serve as the trigger for a significant shift in political power.

Drow assassins often worship the Raven Queen, the god of fate and death. Executioners directly serve the Raven Queen every time they perform an assassination by sending another soul into her domain. Many even believe that they are the Raven Queen's weapons in the world and that she moves them around like playing pieces on a game board. Other drow executioners worship Sehanine for her connection to the moon and night, the time when executioners flourish.

Human Human executioners are among the most common assassins in existence, both because of the sheer number of humans in the world as well as the versatility that humans display (a trait executioners need in order to succeed and survive). Use the race's ability score bonus to boost Dexterity. The extra skill is useful for expanding the scope of your talents; training in Bluff might get you past gate guards, or Thievery might disable traps on the magistrate's windows.

When you play a human executioner, consider how your race's penchant for versatility and ambition played into your decision to become an assassin. Perhaps you were recruited at a young age, an orphan snatched off the street by a guild of assassins and given training in a wide variety of weapons and assassination techniques. Alternatively, you might have been a simple thug who dabbled in shadow magic or the use of poisons before you were wooed into an assassins' guild with promises of wealth and power. Maybe you simply saw a way to put your talent for killing to good use and began advancing through the ranks of your assassins' guild with your eyes set on the position of Grandfather Assassin.

Human executioners are usually adherents of the Raven Queen, guided to do her bidding through the touch of shadow magic they possess. Some human executioners worship Erathis, particularly her aspect of civilization; these rare individuals turn their weapons on any that threaten the strength of a civilization, such as insurgents and rebels who try to break the bonds of society.

Revenant Revenants have the combination of implacability and physical prowess needed to flourish as executioners. To accomplish whatever task returned the revenant to life, the skills and powers of an executioner might be just the edge required to get the job done. The touch of shadow already inherent within the revenant's returned form blends and combines perfectly with the shadow magic employed by the executioner.

Revenants most often follow the Raven Queen, because the Lady of Fate is often the source of their return to the natural world. Whether willingly or unwillingly, a revenant must complete the tasks set before him or her by the Raven Queen, for the goals of death cannot be long denied.

Ability Scores

Determine your ability scores, remembering that an executioner is best served by a superior Dexterity score. You use Dexterity to make your weapon attacks; a steady hand and quick reflexes help you exploit an enemy's weaknesses. Because you rely on stealth to evade guards and other obstacles, you also need a good Dexterity to boost your Armor Class and skill checks.

Charisma helps you deceive and distract your foes, so you also want to have a high score in this ability. The Bluff and Streetwise skills in particular can be crucial when you must throw an enemy off your trail.

You increase two ability scores of your choice by 1 each when you reach certain levels: 4th, 8th, 14th,



An assassin strikes without fear or compassion

18th, 24th, and 28th. In addition, all your ability scores increase by 1 at 11th and 21st levels.

Your other ability scores can help shape your character's background and interests. If you have a solid Strength score, you are likely the kind of assassin who leaps from rooftop to rooftop, clambers over walls, and uses physical ability to get close to your foes. If you have a good Wisdom score, you might instead be a more thoughtful and studious executioner, one who likes to spend hours and days studying a target before striking with lethal precision.

Skills

At 1st level, you have training in Stealth. In addition, you choose four more trained skills from the following list of class skills: Acrobatics, Arcana, Athletics, Bluff, Endurance, Insight, Intimidate, Perception, Streetwise, and Thievery.

For an executioner, each skill represents a tool that can be used when the time is right. Executioners have many different skill needs, depending on the situation. Sometimes they need to be secretive and silent, while at other times they need to be cunning and street smart. It benefits an executioner to have a wide range of skills so that any situation can be dealt with swiftly without disrupting the plan.

Your skills help describe your preferred assassination methods. An executioner who has training in Acrobatics and Athletics might have spent his formative years dashing across rooftops and might now specialize in second-story intrusions and assassinations in a target's lair. Alternatively, an executioner with training in Bluff and Streetwise might be a master of blending in. Such assassins spend years learning the mannerisms and habits of a variety of different cultures so that they can range far and wide in the pursuit of a target.

Class Features and Powers

Note which class features and powers you gain at 1st level, as specified on the Executioner Heroic Tier table on page 19.

For your guild attacks, decide whether you want to fight with melee or ranged weapons. If you want to fight close up and personal, choose Red Scales and the powers associated with that guild. If you want to attack from a distance, select League of Whispers and the powers connected to that guild. You also have a choice of two types of poison that you are familiar with.

Feats

Choose one feat at 1st level. You gain an additional feat at every even-numbered level, plus a feat at 11th and 21st levels.

Feats from the quick reaction category are a good choice for reflecting the executioner's ability to react and move quickly in any unexpected situation. Similarly, feats from the weapon training category can give the assassin an edge in combat. Assassins prefer melee weapons and those that can be easily used at close range, where they are most effective. Because executioners can use shields, consider taking the expertise feat that applies to a one-handed weapon, such as a dagger (light blades). The Master at Arms feat is also a great choice if you plan to use multiple weapons.

Additionally, many executioners spend a great deal of time studying and practicing their abilities. Consider taking feats from the learning and lore category, particularly those that enhance Athletics, Bluff, and Stealth, all of which can be extremely useful to executioners.

Equipment

You have proficiency with the following types of armor: cloth and leather. You can also use light shields. You have proficiency with the following weapons and weapon types: simple one-handed melee, military one-handed melee, garrote, simple ranged, blowgun, bola, shortbow.

You have 100 gp to buy your starting equipment. Begin by purchasing a poisoner's kit, which you will need to create the poisons you use. Next, buy a suit of leather armor, a light shield, and a one-handed weapon. A dagger is a good choice for a melee weapon because it is small, easy to conceal, and lightweight. A spear is also a good choice for an executioner who does not need to hide his weapon, since its larger damage die will make you a bit

ASSASSIN TOOLS

All assassins have certain tools of their trade that they specialize in. Described below are three weapons and a new item of gear for use with the executioner.

Blowgun: This long, tubular weapon is used by blowing on one end. It can launch darts and other agents.

Bola: Consisting of two or three weighted spheres connected by cord, bolas tangle up opponents, but the spheres are also strong enough to inflict injuries.

Garrote: This strangling tool is a length of wire or knotted rope with handles at either end.

Poisoner's Kit: A poisoner's kit is an essential part of the assassin's repertoire. It contains the base components and tools needed to craft poisons. See page 159 for more information.

SUPERIOR MELEE WEAPONS

Two-Handed

Weapon	Prof.	Damage	Range	Price	Weight	Prop.	Group
Garrote*	+3	1d4	–	1 gp	1 lb.	HC, S	Garrote

*The only attacks that you can make with a garrote are ones that require or allow its use. Also, if you are holding a garrote in both hands, you can use the grab action even without a hand free. If the grab hits, the target takes 1[W] damage from the garrote.

SUPERIOR RANGED WEAPONS

One-Handed

Weapon	Prof.	Damage	Range	Price	Weight	Prop.	Group
Bola	+3	1d4	4/8	5 gp	2 lb.	LT	Flail

Two-Handed

Weapon	Prof.	Damage	Range	Price	Weight	Prop.	Group
Blowgun	+3	1d4	5/10	5 gp	2 lb.	LM, S	Blowgun

more dangerous. Likewise, be sure to purchase the weapons associated with your guild attacks.

You also want a ki focus (page 159), an item through which you channel shadow magic. Once you have a magic ki focus, you will be able to confer its enhancement bonus to your arsenal of weapons.

Defenses and Hit Points

Calculate your defenses using your ability modifiers and the bonus for your character's armor and shield. In addition, you gain a +1 bonus to Fortitude and a +1 bonus to Will.

You start with hit points equal to 12 + your Constitution score. You gain 5 hit points each time you gain a level. You have a number of healing surges per day equal to 7 + your Constitution modifier.

Alignment and Final Details

At this point, you should have all the mechanical details of your character determined. There are a few more decisions to make.

Pick an alignment, which represents a basic outlook on the world that helps shape how your character acts. Do you execute only those who are perpetrating evil on the world? If so, lawful good or good is the best match for your character. If you perform executions only to serve your own needs and wants, then unaligned is a good choice.

Finally, check with your DM to see where you are from in the campaign setting, the people you already know, and what your current situation is. It also helps to spend a few minutes working out how or if you know the other players' characters.

Heroic Executioner

As your career begins, you work on the basic skills that allow you to evade notice and deliver killing strikes. Although you might begin by assassinating goblin chiefs and orc warlords, the abilities you develop in the heroic tier set the stage for far greater accomplishments.

EXECUTIONER HEROIC TIER

Total XP	Level	Feats Known	Class Features and Powers
0	1	1	Versatile Defense Attack Finesse Guild Attacks *Assassin's strike* Quick Swap Poison Use
1,000	2	+1	Utility power
2,250	3	–	Death Attack
3,750	4	+1	Ability score increase Nimble Drop
5,500	5	–	Improved Poison Use
7,500	6	+1	Utility power
10,000	7	–	*Hidden stab*
13,000	8	+1	Ability score increase Flawless Disguise
16,500	9	–	Improved Poison Use
20,500	10	+1	Utility power

Level 1: Versatile Defense

Ever watchful, an executioner practices techniques for staying alive. You have learned a mode of defense tailored to your fighting style.

Benefit: You choose a bonus feat, either Shield Proficiency: Light or Two-Weapon Defense. You don't have to meet the feat's prerequisite.

Level 1: Attack Finesse

For the executioner, speed, agility, and precision are more important than muscle. An executioner learns how to handle any weapon with a finesse that lends itself to more accurate strikes.

Benefit: You can use Dexterity instead of Strength for your melee basic attacks.

In addition, once per turn you can deal 1d8 extra damage with a weapon attack using a one-handed weapon, a garrote, a blowgun, or a shortbow. The extra damage increases to 2d8 at 11th level and 3d8 at 21st level.

Level 1: Guild Attacks

As a member of either the Red Scales or the League of Whispers, you have learned various deadly attack techniques. At the start of your career, you can use the techniques associated with your guild.

Red Scales

The Red Scales are considered by many to be the masters of close-quarters combat. The techniques that their guild members learn combine decades of study of both martial arts and common assassination techniques, giving them an edge when they are unarmed, wielding a dagger, or using a garrote.

Benefit: You gain the powers *garrote strangle*, *poisoned dagger*, and *quick lunge*.

Garrote Strangle

The garrote is a favorite weapon for silent executions. It gives the assassin a silent and efficient weapon for use on the unsuspecting. Though it is difficult to use a garrote on someone who is aware of its presence, assassins have been known to lie in wait for just the right moment when their target wanders too close, then reach out to strangle the target before he or she can react.

Garrote Strangle — Assassin Attack

You wait for the perfect moment when your foe is within reach, then strangle it with your garrote.

At-Will ✦ Martial, Weapon
Standard Action **Melee** weapon
Requirement: You must use this power with a garrote.
Effect: You shift up to 2 squares before the attack.
Target: One creature you are hidden from
Attack: Dexterity vs. Reflex
Hit: 2[W] + Dexterity modifier damage, and the target is grabbed until the end of your next turn. While the grab persists, the target takes a -2 penalty to attack rolls against you and cannot speak, and you cannot make other attacks.
Level 21: 4[W] + Dexterity modifier damage.
Sustain Standard: The grab persists, and the target takes 2[W] + your Dexterity modifier damage.
Level 21: 4[W] + Dexterity modifier damage.

Poisoned Dagger

The dagger's narrow blade excels at piercing armor and slipping through gaps in defenses, making it a good candidate for delivering poisons. Since only a slight nick is required to administer a poison, many assassins carry daggers for just this purpose, even when using some other weapon as their primary one.

Poisoned Dagger — Assassin Attack

Your piercing blade delivers poisons quickly and cleanly, making them difficult to shake off.

At-Will ✦ Martial, Weapon
Standard Action **Melee** weapon
Requirement: You must use this power with a dagger.
Target: One creature
Attack: Dexterity vs. AC
Hit: 1[W] + Dexterity modifier damage. If you deliver an assassin poison with this attack, the target takes a -4 penalty to its first saving throw, if any, against the poison's effect.
Level 21: 2[W] + Dexterity modifier damage.
Effect: If the dagger has an assassin poison on it that is normally delivered on a hit, you can deliver that poison to the target even if the attack misses.

Quick Lunge

You focus some of your training on the speed of your movements in combat. This particular attack technique allows you to lash out quickly at an enemy that believes itself to be out of your reach. You can not only attack a quarry that would normally be protected by an intervening bodyguard, but you can also upend a foe to prevent its retreat.

Quick Lunge — Assassin Attack

You lunge forward quickly, upending your foe with a kick and a thrust of your weapon.

At-Will ✦ Martial, Weapon
Standard Action **Melee** 1
Effect: You shift 1 square before the attack.
Target: One creature
Attack: Dexterity vs. AC
Hit: 1[W] damage, and you knock the target prone. You can then shift 1 square back to your starting position.
Level 21: 2[W] damage.

BASIC ATTACKS

As an assassin, you make most of your attacks using basic attacks. Your guild attacks and poisons are more situational, giving you a diverse array of tools in battle.

League of Whispers

Members of the League of Whispers specialize in the use of a variety of ranged weapons. This training allows them to perform special tricks that can help them execute a target or escape the local authorities. League members undergo training with bolas, hand crossbows, and blowguns to give them an edge against enemies both near and far. Like other executioners, members of the League are trained in the use of multiple weapons and usually carry a variety of weapons with which they are skilled.

Benefit: You gain the powers *bola takedown*, *precision dart*, and *quick shot*.

Bola Takedown The proper application of bolas can bring down even the most nimble of enemies. Executioners frequently use bolas to keep their targets from escaping, since most creatures tend to flee from their killers on sight. However, this particular technique, which uses a specialized throwing motion to ensure maximum extension of the weapon, is also sometimes used to trip up pursuit when fleeing from the scene of an execution.

Bola Takedown — Assassin Attack

You whirl your bola over your head and take careful aim before hurling it at a foe's legs.

At-Will ✦ Martial, Weapon
Standard Action **Ranged** weapon
Requirement: You must use this power with a bola.
Target: One creature
Attack: Dexterity vs. Reflex
Hit: 1[W] damage, and the target falls prone.
Level 21: 2[W] damage.

Precision Dart Though one of the weaker weapons in the executioner's repertoire, the blowgun is an excellent tool for ensuring that a poison is delivered directly to an opponent and not turned aside by armor that can deflect a dagger. This technique gives you pinpoint accuracy with the blowgun. A well-placed dart can even be lethal to weaker foes if it punctures a vital area.

Precision Dart — Assassin Attack

The poisoned dart flies from your blowgun with unerring accuracy.

At-Will ✦ Martial, Weapon
Standard Action **Ranged** weapon
Requirement: You must use this power with a blowgun.
Target: One creature
Attack: Dexterity vs. Reflex
Hit: 1[W] + Dexterity modifier damage. If you deliver an assassin poison with this attack, the target takes a -4 penalty to its first saving throw, if any, against the poison's effect.
Level 21: 2[W] + Dexterity modifier damage.
Effect: If the ammunition has an assassin poison on it that is normally delivered on a hit, you can deliver that poison to the target even if the attack misses.

Quick Shot The hand crossbow is one of the great equalizers when it comes to lethal ranged combat. Executioners often prefer to perform most of their assassinations up close, which can sometimes bring the assassin too close to other enemies. This particular quick-fire technique uses the hand crossbow to surprise and stagger nearby enemies long enough for the executioner to escape.

Quick Shot — Assassin Attack

You loose a quick bolt from your crossbow, thereby creating a momentary opening for your escape.

At-Will ✦ Martial, Weapon
Standard Action **Ranged** 1
Requirement: You must use this power with a hand crossbow.
Target: One creature
Attack: Dexterity vs. AC
Hit: 1[W] + Dexterity modifier damage.
Level 21: 2[W] + Dexterity modifier damage.
Effect: You shift up to 2 squares.
Special: Using this power doesn't provoke opportunity attacks.

Level 1: Assassin's Strike

The heart of the executioner's ability to take down a foe is the *assassin's strike* technique. An executioner often has only one chance to eliminate an enemy. Once the element of surprise is lost, bodyguards (or even targets themselves, if capable) can interfere with the mission, leaving the target regretfully alive. This powerful technique represents the intersection of the assassin's knowledge of vital areas of the body, extreme mastery of weapons, and ability to throw everything he has into a single formidable attack. The executioner must wait for the exact right moment to strike, but when he does, this attack can slay a target instantly.

Benefit: You gain the *assassin's strike* power.

Assassin's Strike — Assassin Attack

You strike with precision at the exact right moment, landing an attack that can be instantly fatal.

Encounter ✦ Martial
No Action **Personal**
Trigger: You hit a creature within 5 squares of you with an attack using a weapon.
Target: The creature you hit
Effect: The target takes 1d10 extra damage from the triggering attack. If the target is helpless, this damage is maximized.
Level 3: 2d10 extra damage.
Level 7: 3d10 extra damage.
Level 13: 4d10 extra damage.
Level 17: 5d10 extra damage.
Level 23: 6d10 extra damage.
Level 27: 7d10 extra damage.
Special: Nothing but a short or an extended rest can allow you to regain the use of this power.

Level 1: Quick Swap

Your weapons are extensions of your body. When you are changing your focus from nearby foes to distant enemies, you can switch between your melee and ranged weapons with ease.

Benefit: Once during each of your turns, you can take a free action to draw or stow a weapon and then draw another weapon.

Level 1: Poison Use

Executioners have a long history with poison. All become masters at mixing their own poisons. For most assassins, poison is only one of their many weapons. Most of the poisons used by executioners are merely the set-up for a later attack, a precursor to ensure that the target won't be able to stop the executioner once the assassination attempt begins in earnest.

Many poisons are outlawed in civilized realms, so executioners learn to craft simple, unstable venoms that quickly break down into inert components. In this manner, an assassin can travel with a seemingly innocent array of materials. When it is time to strike, the executioner quickly crafts a poison as needed. Because the poison is unstable, it decays rapidly and leaves no incriminating evidence if unused. A shrewd executioner can maintain an innocent facade even in the face of a thorough search of his or her person and quarters.

SPECIAL POISONS

Several of the poisons described here have special effects that begin with "If the DM allows it, a creature reduced to 0 hit points by this poison is not killed, but . . ."

These are discretionary effects in that they call for some interpretation by the players and the DM. For example, id moss powder causes permanent insanity. We don't define what that means; it's up to you. You might decide that the target's Intelligence and Wisdom scores drop to 1 with no hope of recovery, or that it regains its former mental capacity but is forever twisted in some psychotic way. Likewise, the extent of the visible scarring caused by ungol dust is open to interpretation. Do the scars cover the victim's whole body or only its face? Do they affect Charisma?

All of this assumes, of course, that the assassin leaves the target alive at 0 hit points rather than just finishing it off.

If these poisons are ever used against fellow player characters, the DM should consider allowing the "permanent" effects to be removed through quests, long-lost rituals, or some other adventurous process.

Benefit: You learn the recipes for two 1st-level assassin poisons of your choice. During an extended rest, you can prepare one vial of a 1st-level assassin poison.

You must know the poison's recipe and have a poisoner's kit. The vial contains a single use of the poison, which expires if it isn't used before the start of your next extended rest. An item can benefit from the effects of only one assassin poison at a time.

Only you can use your assassin poisons, and you are immune to the effects of the ones you create.

Bloodroot Poison The poison created from the oil of the bloodroot plant causes a temporary fever and weakening of the body. Bloodroot (named for the deep crimson color of the root) is a relatively common plant often mistaken for other, harmless plants that grow nearby. The poison is favored by assassins who seek to knock an enemy off balance and disorient it before the lethal strike.

Bloodroot Poison — Level 1

This crimson liquid causes fever and disorientation.

Assassin Poison

Power (Consumable ✦ Poison): Minor Action. You apply the poison to your melee weapon or one piece of your ammunition. During this encounter, the next creature you hit with a weapon attack using the poisoned item takes 6 extra poison damage, and it is dazed (save ends).

Power (Consumable ✦ Poison): Minor Action. You pour the poison into a drink or onto a plate of food. The first creature to consume the food or drink within the next hour is dazed until the end of its next extended rest.

Carrion Crawler Brain Juice Carrion crawler brain juice is exactly what its name claims: a poison derived from the brains of vicious carrion crawlers, which makes it a difficult substance to harvest. Carrion crawler brain juice makes the body of the target sluggish as the poison attacks muscles and essential tissues that help the body move. Longer exposure to brain juice causes a form of paralysis that makes it impossible for the victim to move a significant distance.

Carrion Crawler Brain Juice — Level 1

Purple, oily carrion crawler brain juice can cause sluggishness and paralysis.

Assassin Poison

Power (Consumable ✦ Poison): Minor Action. You apply the poison to your melee weapon or five pieces of your ammunition. Until the end of the encounter, whenever you hit a creature with a weapon attack using the poisoned item, the target takes 4 extra poison damage, and it is slowed until the end of your next turn.

Power (Consumable ✦ Poison): Minor Action. You apply the poison to a single handheld object. Within the next hour, the first creature other than you to hold or wear the object for more than 1 minute is immobilized until the end of its next extended rest.

Greenblood Oil Named for its color and thickness, greenblood oil is a viscous poison derived from poisonous plants that grow deep in primeval forests. This combination of oils from several different sources has medicinal uses: It breaks up dangerous blood clots and can be used to help drain infections from the body. Assassins, however, use greenblood oil to make it more difficult for the body to heal. This poison is often used to make a target more vulnerable to harm rather than by harming directly. For example, an assassin might pour greenblood oil over a target's food early in the day before performing a very public assassination, to ensure that the victim cannot be magically healed once the attack takes place.

Greenblood Oil Level 1

This thick, green oil has the consistency of blood and makes enemies more susceptible to grievous injuries.

Assassin Poison

Power (Consumable ✦ Poison): Minor Action. You apply the poison to your melee weapon or one piece of your ammunition. During this encounter, the next enemy you hit with a weapon attack using the poisoned item takes 10 extra poison damage, and it cannot regain hit points (save ends).

Power (Consumable ✦ Poison): Minor Action. You pour the poison into a drink or onto a plate of food. The first creature to consume the food or drink within the next hour takes a –4 penalty to saving throws and cannot regain hit points until the end of its next extended rest.

Id Moss Powder Id moss grows primarily in caves and crevasses in the earth, particularly in places where the sun never reaches. Most forest-dwelling people know to avoid consuming id moss even in desperate situations, because the moss causes mental trauma and eventually insanity. When crushed into a fine powder, id moss powder can be inhaled, allowing it to attack the mind more quickly.

Id Moss Powder Level 1

This green powder causes mental anguish and eventually insanity.

Assassin Poison

Power (Consumable ✦ Implement, Poison, Psychic): Standard Action. *Effect:* You make the following attack.
Ranged 5
Target: One creature
Attack: Dexterity vs. Reflex
Hit: 2d10 + Dexterity modifier poison damage, and ongoing 5 psychic damage (save ends).
Each Failed Saving Throw: The target makes a basic attack as a free action against its nearest ally.
Miss: Half damage, and ongoing 5 psychic damage (save ends).
Special: If the DM allows it, a creature reduced to 0 hit points by this poison is not killed, but is instead driven permanently insane.

Power (Consumable): Standard Action. You place the poison in a closed container, such as a chest or a jewelry box. Make the attack above against the first creature to open the container within the next hour.

Nitharit Poison One of the few slow-acting poisons in the assassin's repertoire, nitharit poison gradually breaks down a creature's natural defenses against toxins and eventually turns those defenses against the poisoned creature. Nitharit poison is often used as a precursor to weaken a target before a second poisoning assault. For example, an assassin might put nitharit poison in a magistrate's wine, then later in the evening return to finish the job with a stronger poison once the target's body is in no shape to fight it off.

Nitharit Poison Level 1

This clear, odorless, tasteless liquid slowly turns a creature's natural defenses against poison into a harmful weapon.

Assassin Poison

Power (Consumable ✦ Poison): Minor Action. You apply the poison to your melee weapon or five pieces of your ammunition. Until the end of the encounter, when you hit a creature with a weapon attack using the poisoned item, the creature takes ongoing 2 poison damage (save ends).
First Failed Saving Throw: The creature instead takes ongoing 5 poison damage (save ends).

Power (Consumable ✦ Poison): Minor Action. You apply the poison to a handheld object. Within the next hour, the first creature other than you to hold or wear the object for more than 1 minute gains vulnerable 5 poison and loses all poison immunity and resistance until the end of its next extended rest.

Ungol Dust Ungol dust is a black powder made of the crushed remains of dried-up spiders and scorpions that is so fine that one errant breath can blow away an entire dose. Most of those who craft this poison wear masks to ensure that they do not accidentally disperse—or inhale—the dust before packing it into small, easily shattered pellets. When ungol dust comes into contact with flesh or other living material, it becomes highly corrosive.

Ungol Dust Level 1

This black powder dissolves organic material.

Assassin Poison

Power (Consumable ✦ Acid, Implement, Poison): Standard Action. *Effect:* You make the following attack.
Ranged 5
Target: One creature
Attack: Dexterity vs. Reflex
Hit: 3d8 + Dexterity modifier poison damage, and ongoing 5 acid damage (save ends).
Miss: Half damage, and ongoing 5 acid damage (save ends).
Special: If the DM allows it, a creature reduced to 0 hit points by this poison is not killed, but is instead knocked unconscious until the end of the encounter, and it is permanently and visibly scarred.

Power (Consumable): Standard Action. You place the ungol dust in a closed container, such as a chest or a jewelry box. Make the attack above against the first creature to open the container within the next hour.

Level 2: Utility Power

Part of being an assassin is knowing which tool to use in any situation. Some executioners master the power of shadow magic early to gain a supernatural edge over their targets. Others simply refine their natural skills, pushing themselves to peak performance.

Benefit: You gain a 2nd-level assassin utility power of your choice.

Distracting Illusion

Mastering the ability to weave shadow magic to create illusions can be a useful skill for the assassin who wants to focus on subterfuge and misdirection. The images created by *distracting illusion* won't fool anyone who examines them closely or interacts with them. Instead, these illusions are meant to cover up the assassin's actions. For example, an assassin might create an illusion of the guard that the assassin just killed, standing at his assigned post, in order to fool observers into thinking the guard is still on duty. Alternatively, an assassin might lure his or her quarry out into the open by creating an illusion of a trusted companion beckoning the target urgently to where the assassin lurks in the shadows.

Distracting Illusion — Assassin Utility 2

The image of a creature flickers and then solidifies as you craft an illusion meant to cover your dark deeds.

Encounter ✦ Illusion, Shadow
Minor Action **Close** burst 10
Effect: You create the illusion of a Medium creature of your choice in an unoccupied square in the burst. The illusion is silent but moves and acts as though it was the creature it appears to be. Creatures that closely examine the illusion can make an Insight check to discover the illusion for what it really is. The check is opposed by a Bluff check that you make when you create the illusion. The illusion lasts until the end of your next turn.
Sustain Minor: The illusion persists until the end of your next turn, and you can move it up to 6 squares.

Silent Stalker

You have learned to quiet your steps and keep your equipment from making noise. As soon as your enemies turn their backs on you, you can approach quickly and quietly, using your enemy's body to shield yourself from sight.

Silent Stalker — Assassin Utility 2

You pad quietly toward your victim, unseen and unheard.

At-Will ✦ Martial
Move Action **Personal**
Requirement: You must be hidden.
Effect: You move up to your speed to a square within 2 squares of an enemy. You remain hidden until the end of this turn or until you make an attack.

Summon the Mists

Summon the mists is a simple power that provides rudimentary cover against observation. It allows you to call up a bank of fog that rolls out from the shadows to conceal your actions. When used properly, it usually draws little attention from observers because the fog appears to be perfectly natural even as it conceals dark deeds.

Summon the Mists — Assassin Utility 2

A thick fog rises around you.

Daily ✦ Shadow, Zone
Minor Action **Close** burst 5
Effect: The burst creates a zone of lightly obscured squares that lasts until the end of the encounter.

Level 3: Death Attack

Executioners know how to ensure that the job gets done. You rarely leave your enemies on the brink of death and know how to drive your weapon just a little deeper to turn a grave wound into a killing blow.

Benefit: When you hit an enemy with a melee or a ranged attack that deals damage, you can choose to reduce the enemy to 0 hit points automatically if it has 10 hit points or fewer after the damage is dealt.

Level 4: Ability Score Increase

Shadow is becoming so ingrained within you that it infuses your essential nature and makes you more than you were before.

Benefit: You increase two ability scores of your choice by 1.

Level 4: Nimble Drop

Whether high on the rooftops or lurking along the edge of a cliff, you often find yourself using hiding places that are perched upon great heights. You know how to soften a fall so that you can leap into action from your lofty lair.

Benefit: When you take falling damage, you can take a free action to reduce the damage by 6 + your level. If this reduces the damage to 0, you don't fall prone.

Level 5: Improved Poison Use

Your confidence in your skills as a maker of poisons grows, as does your speed in doing so. Even when handling deadly toxins, your hand remains steady, and your eye for mixtures gives you the ability to accomplish more in a short time.

Benefit: You learn the recipe for another 1st-level assassin poison of your choice. During an extended rest, you can now prepare two vials of 1st-level assassin poison.

Level 6: Utility Power

You have learned to master a more advanced assassination technique, ranging from improved skill in shadow magic to practical experience in staying out of sight.

Benefit: You gain a new assassin utility power of your level or lower.

Ghost of the Rooftops Streets and alleyways are filled with city guards and other witnesses, so some executioners learn the art of dancing from roof to roof with speed and precision. For such a character, clearing the distance between buildings or scaling a palace wall is like taking a stroll around the corner.

Ghost of the Rooftops — Assassin Utility 6

Your skill at climbing and leaping allows you to move across the rooftops unhindered.

At-Will (Special) ✦ Martial
Move Action — **Personal**
Effect: You climb or make a long jump, moving a number of squares up to your speed, without making an Athletics check.
Special: You can use this power only once per round.

Darkness Not every execution can be performed with only your victim present. Bodyguards, servants, and innocent bystanders sometimes interfere with assassinations. *Darkness* allows you to sow confusion by creating an area of pure, magical darkness that no light can penetrate. Those in the area of its effect cannot see you performing your lethal task. Some executioners also use this power to conceal their hiding places from outside observers; a well-placed *darkness* effect can block the light of lamps and candles, making a room in an inn appear dark to observers who might be hunting the assassin just outside the window.

Darkness — Assassin Utility 6

A cloud of pure shadow expands from you, shrouding the area in darkness.

Daily ✦ Shadow, Zone
Minor Action — **Close burst 2**
Effect: The burst creates a zone that lasts until the end of your next turn. To creatures other than you, the zone is totally obscured and blocks line of sight.
Sustain Minor: The zone persists until the end of your next turn. You must be in the zone to sustain it.

Vanish A quick escape is one of the most valued tools in your repertoire. This power ensures that you can disappear without a trace, at least long enough to retreat without being pursued. It envelops you in a cloak of invisibility, then teleports you a short distance to make sure that your enemies are completely confounded.

Vanish — Assassin Utility 6

Without warning you disappear from the sight of all around you. By the time you reappear, you are far from where you once stood.

Encounter ✦ Shadow, Teleportation
Immediate Reaction — **Personal**
Trigger: You are hit by an attack.
Effect: You become invisible until the start of your next turn, and you teleport up to your speed.

Level 7: Hidden Stab

An assassin's target is not often easy prey. Assassins are usually tasked with taking down enemies that have powerful spells, years of training, and extensive experience in avoiding assassination attempts. However, the most skilled assassins are those who can land their devastating strikes on these powerful enemies, and most successful assassins use this technique to catch a well-defended enemy off guard and then land a killing blow.

Benefit: You gain the *hidden stab* power.

Hidden Stab — Assassin Attack

With a quick grab from behind, you cause your enemy to lower its defenses, allowing you to land a deadly blow even as they struggle to break free.

At-Will ✦ Martial, Weapon
Standard Action — **Melee 1**
Requirement: You must have a hand free and use this power with a light blade.
Target: One creature
Attack: Dexterity vs. AC
Hit: 1[W] damage, and the target is grabbed until the end of your next turn. While the grab persists, the target grants combat advantage, and it takes a –2 penalty to its first escape attempt. If you make a melee weapon attack against the target before the grab ends and your *assassin's strike* is not expended, you can use that power against the target even if the attack misses.
Level 21: 2[W] damage.
Sustain Minor: The grab persists until the end of your next turn.

Level 8: Ability Score Increase

You are long accustomed now to the darkness within you, and your body and mind become more formidable.

Benefit: You increase two ability scores of your choice by 1.

Level 8: Flawless Disguise

Deception is a key part of the executioner's ability to reach his or her targets without impediment. Because infiltration is often necessary for gaining access to a target, executioners learn to disguise themselves well enough to blend in with their surroundings. You might pass yourself off as a servant to infiltrate the local lord's manor or appear as a merchant's cook to get into his dining chambers.

Benefit: During a short rest, you can craft an excellent disguise that makes you appear to be another humanoid of your size (either a specific person or a nondescript member of a race or an organization). Any creature that attempts to see through your ruse makes an Insight check opposed by your Bluff check, with a +5 bonus to your check. You must use a disguise kit to create the disguise.

Level 9: Improved Poison Use

The longer you work with your poisons, the more you learn about them. Whether you pick up the knowledge from a fellow assassin, pay a local apothecary for new instruction, or simply learn of new poisons by trial and error, your repertoire of poisons continues to grow.

Benefit: You learn the recipe for another 1st-level assassin poison of your choice. During an extended rest, you can now prepare three vials of 1st-level assassin poison.

Level 10: Utility Power

At the peak of your power in the heroic tier, your mastery of shadow magic gives you access to a variety of tools that you can use to perform your executions without being obstructed or captured.

Benefit: You gain a new assassin utility power of your level or lower.

Death Mark Executioners often mark their targets in some way before the assassination occurs. This power creates a singed, black sigil somewhere on the target's body that pulses with shadow magic. This mark creates a bond between the executioner and the target that gives the executioner the ability to detect the target with unerring accuracy. Once a *death mark* is placed, the assassin is rarely far behind.

Death Mark — Assassin Utility 10

A black mark appears on the target's form, appearing to be burned in with a hot iron. It warns of impending death.

Daily ✦ Shadow
Minor Action — **Close** burst 5
Target: One creature in the burst
Effect: Until the end of your next extended rest, you always know the direction and approximate distance to the target. In addition, the target cannot become invisible to you.

Eyes Unseen A useful power that has saved the lives of many an executioner, *eyes unseen* allows the user to peer through walls, around corners, and even through ceilings and floors to see what lies ahead. It creates a small, invisible sensor crafted by shadow magic that can appear within a small radius and pass visions back to the assassin. Many executioners use *eyes unseen* to search for guards, keep an eye on pursuers, or reveal traps and ambushes before walking into them.

Eyes Unseen — Assassin Utility 10

You conjure a sensor of shadow that appears nearby and allows you to see through walls and other barriers.

Encounter ✦ Shadow
Minor Action — **Personal**
Effect: Choose a square within 5 squares of you, even a square on the other side of blocking terrain. Until the end of your next turn, you can see and hear from that square, as well as from your own.

Walk Through Shadow When you use *walk through shadow*, you create a brief, flickering shadow that whisks you quickly from one place to another. Unlike some other teleportation abilities, *walk through shadow* can take the user into unknown places and allows him or her to bypass walls, doors, and other barriers with a blind jump.

Walk Through Shadow — Assassin Utility 10

A swirling mass of shadow surrounds you before transporting you instantaneously a short distance.

Encounter ✦ Shadow, Teleportation
Move Action — **Personal**
Effect: You teleport up to 5 squares. You do not need line of sight to the destination space. If you try to teleport into a space that you cannot occupy, the teleportation is negated.

Paragon Executioner

Executioners who reach the paragon tier have proven themselves more than capable of carrying out assassinations (both clandestine and public) without being caught or killed themselves. For you, simple political assassinations and hired killings begin to lose their luster, because city watchmen or the bodyguards of local merchants rarely challenge your skills. Your abilities are better utilized stalking more powerful quarry—those that threaten the entire world, if not the planes themselves.

Paragon Path: Guild Executioner

At 11th level, your executioner takes on a paragon path, typically the guild executioner paragon path. As a member of a powerful guild, you are afforded training and education in the killing arts that surpasses the prowess of most who work alone. You learn secret fighting techniques, gain access to experts in the field of poison use, and rise through the ranks of your guild as your skills progress. Perhaps one day you will even challenge the Grandfather of Assassins for control of the guild.

Prerequisite: Only an executioner can take this paragon path.

EXECUTIONER PARAGON TIER

Total XP	Level	Feats Known	Class Features and Powers
26,000	11	+1	Ability score increase Blindside [guild executioner] Devastating Assassination [guild executioner] Executioner's Action [guild executioner]
32,000	12	+1	*Daring escape* [guild executioner]
39,000	13	—	Improved Death Attack
47,000	14	+1	Ability score increase
57,000	15	—	Improved Poison Use
69,000	16	+1	Vital Strike [guild executioner] *Untraceable step*
83,000	17	—	*Shadow coffin*
99,000	18	+1	Ability score increase
119,000	19	—	Improved Poison Use
143,000	20	+1	Poisoner's Secrets [guild executioner]

Level 11: Ability Score Increase

As if to prepare you for the paragon tier, your body and mind gird themselves against future threats by making you more formidable in every way.

Benefit: Each of your ability scores increases by 1.

Level 11: Blindside

Guild executioner paragon path feature

A key trait taught to you by your guild is how to take advantage of the ignorance of your enemies. While hidden, you can remain so still that, when your strike comes, your enemies have no time to react or to defend themselves. Though truly blindsiding your enemies is difficult (requiring them to move within striking distance of you without seeing you), good luck and a good hiding place can often make your assassinations easier than ever.

Benefit: If you are hidden from your enemies at the start of an encounter, you gain a +4 bonus to your first attack roll during the encounter.

Level 11: Devastating Assassination

Guild executioner paragon path feature

Your guild has taught you its secret techniques for executions. These secrets may be as simple as the angle of a blade or as complex as a long period of preparation before the execution takes place. Regardless of the actual form it takes, this knowledge increases the potency of your deadliest attack.

Benefit: When you use *assassin's strike*, increase the extra damage it deals by 2d10.

Level 11: Executioner's Action

Guild executioner paragon path feature

For you, the span of time when your killing blow streaks toward your enemy's body seems to slow to a crawl. That crucial instant passes in the blink of an eye for your enemies and allies, but you perceive each fraction of it in full clarity that lets you guide your strike to where it will do the most harm.

Benefit: When you spend an action point to make an attack and you roll a 1, 2, or 3 on any damage die associated with that attack (including extra damage from *assassin's strike* or critical hit dice), that die instead deals 4 damage.

Level 12: Daring Escape

Guild executioner paragon path feature

When the kill is made, you need to be prepared to bolt away at a moment's notice. Your guildmasters taught you a special slaying technique that uses the momentum of your last, deadly strike to propel yourself away. Before your enemies even know that their ally is dead, you are already speeding out of sight.

Benefit: You gain the *daring escape* power.

Daring Escape — Guild Executioner Utility 12

You transfer the momentum of a killing blow into a rapid dash that leaves remaining enemies far behind.

Encounter ✦ Martial
Free Action — **Personal**
Trigger: You reduce an enemy to 0 hit points.
Effect: You shift up to twice your speed. During the shift, you can climb and jump, with a +5 power bonus to Athletics checks to do so.

Level 13: Improved Death Attack

Death comes swiftly to the wounded, and even more swiftly when you are involved. Your ability to end the life of a wounded enemy grows to the point that even those who don't yet feel truly endangered can fall to your attack.

Benefit: When you hit an enemy with a melee or a ranged attack that deals damage, you can choose to reduce the enemy to 0 hit points automatically if it has 20 hit points or fewer after the damage is dealt.

Level 14: Ability Score Increase

Your continued cultivation of the dark forces within you enhances your physical and mental resilience.

Benefit: You increase two ability scores of your choice by 1.

Level 15: Improved Poison Use

As you gain greater experience in the wider world, you also come across rare substances that can enhance the effectiveness of your poisons. Through study and experimentation, you learn to create dangerous toxins that draw their potency from exotic creatures and plants.

Benefit: You learn the recipe for a 15th-level assassin poison of your choice. When you prepare vials of assassin poison during an extended rest, one of them can be up to 15th level.

Black Lotus Extract

This powder is derived from the legendary black lotus flower. The effect is devastating when this substance comes in contact with a creature for more than a few seconds. Black lotuses bloom only once every three years, and it is during that time that the flowers can be harvested to produce this toxic oil. Black lotuses grow only in deep swamps, along shadowed riverbanks, and at the edges of caves where they are sheltered from direct light.

Black Lotus Extract — Level 15

This thick oil is dark blue, though it becomes invisible when applied to a weapon or object.

Assassin Poison
Power (Consumable ✦ Poison): Minor Action. You apply the poison to your melee weapon or five pieces of your ammunition. Until the end of the encounter, when you hit a creature with a weapon attack using the poisoned item, the creature takes 8 extra poison damage.
Power (Consumable ✦ Poison): Minor Action. You apply the poison to a handheld object. Within the next hour, the next creature other than you to hold or wear the object for more than 1 minute takes 40 poison damage.

Insanity Mist

Another poison designed to affect the mind as much as the body, insanity mist is a liquid that is only potent when made airborne and then inhaled. A liquid is distilled from the brains of mind flayer thralls (or mind flayers themselves, which produce a much higher quantity of poison) and combined with several kinds of mold spores to deliver the poison straight to the brain. Insanity mist begins eroding the consciousness of the victim almost instantly.

Insanity Mist — Level 15

This deep purple liquid swirls with milky colors that sometimes seem to resolve into disturbing images.

Assassin Poison
Power (Consumable ✦ Implement, Poison, Psychic): Standard Action. *Effect:* Make the following attack:
Ranged 5
Target: One creature
Attack: Dexterity vs. Fortitude
Hit: 3d10 + Dexterity modifier poison damage, and ongoing 10 psychic damage (save ends).
First Failed Saving Throw: The ongoing damage increases to 15.
Miss: Half damage, and ongoing 5 psychic damage (save ends).
Special: If the DM allows it, a creature reduced to 0 hit points by this poison is not killed, but is instead driven permanently insane.
Power (Consumable ✦ Poison): Standard Action. You place the insanity mist in a closed container, such as a chest or a jewelry box. Make the attack above against the first creature to open the container within the next hour.

Lich Dust To those uneducated in the art of poison crafting, lich dust is often believed to be a powder made from the ground-up bones of liches. This belief is only partially correct; in truth, lich dust is made from a combination of pulverized bones taken from a variety of undead creatures (liches among them) mixed with other alchemical and natural substances. Lich dust retains some of the necromantic power that once animated the bones it is made from, which can drain the energy and spirit of creatures that consume it or are injured by a weapon coated with the poison.

Lich Dust Level 15

This white powder looks to be the residue of ground-up bones.

Assassin Poison

Power (Consumable ✦ Poison): Minor Action. You apply the poison to your melee weapon or one piece of your ammunition. During this encounter, the next creature you hit with a weapon attack using the poisoned item takes 10 extra poison damage, and it is weakened (save ends).

Power (Consumable ✦ Poison): Minor Action. You pour the poison into a drink or onto a plate of food. Within the next hour, the first creature to consume the food or drink is weakened until the end of its next extended rest.

Level 16: Vital Strike

Guild executioner paragon path feature

In your pursuit of a greater ability to execute your targets quickly and efficiently, one of your fields of study is the anatomies of various types of creatures. You have found about more than just the natural races—you've learned where to strike demons to inflict the most damage, where the weak points of angels can be found, and where an archon's armor leaves tiny but dangerous gaps.

Benefit: Your at-will weapon attack powers deal half damage on a miss.

Level 16: Untraceable Step

When you use *untraceable step*, you use the power of shadow magic to create a veil around yourself that hides you from the sight of others. This veil is short-lived, but it does not waver even when you engage in strenuous activity. Many assassins use this power as a means of both infiltration and escape, either slipping past the eyes of guards on the way to an assassination or vanishing from sight long enough to get free of the chaos that follows a killing.

Benefit: You gain the *untraceable step* power.

Untraceable Step Assassin Utility 16

The air wavers for a moment before a veil of invisibility covers you from head to toe.

Encounter ✦ Shadow
Move Action Personal

Effect: You become invisible and move up to your speed. You remain invisible until the end of your next turn.

Level 17: Shadow Coffin

Those who hire executioners usually want proof of a target's death. The *shadow coffin* power is an application of shadow magic that allows the executioner to bring back more than just a simple token of the assassination; it retrieves the entire body of the intended target. Even in situations when no proof of death is necessary, an executioner might use *shadow coffin* to quickly and expertly dispose of an inconvenient corpse. This is especially important when authorities are investigating nearby.

Benefit: You gain the *shadow coffin* power.

Shadow Coffin Assassin Utility

You trap the target of your assassination in a small object, which keeps the body out of sight until you are ready to release it.

Encounter ✦ Shadow
Free Action Melee 1

Trigger: You kill an adjacent creature and don't already have a corpse trapped by this power.

Target: The creature's corpse

Effect: The target disappears and is trapped in a non-magical object of your choice on your person (such as a handheld mirror, a small gem, or a piece of jewelry). The target remains trapped until you release it or until the object is destroyed. To release the target into an adjacent square, you must hold the object and concentrate for 1 minute.

Level 18: Ability Score Increase

Seemingly, there is no end to how much you can hone your abilities by surrendering to, and taking control of, the power of the dark.

Benefit: You increase two ability scores of your choice by 1.

Level 19: Improved Poison Use

Your mastery of the arts of making and using poison continues to become stronger. Your repertoire of toxins is more debilitating than ever before.

Benefit: You learn the recipe for another 15th-level assassin poison of your choice. When you prepare vials of assassin poison during an extended rest, two of them can be 15th level.

Level 20: Poisoner's Secrets

Guild executioner paragon path feature

When you reach the height of your power within your assassins' guild, you become privy to the secrets and mysteries that your guild's poisonmasters have held for many years. You not only learn the secret to crafting the deadly poison known as wyvern venom, you also learn how to mix your poi-

sons more efficiently so that you can craft more of them in the same amount of time.

Benefit: You learn the recipe for the assassin poison *wyvern venom*. During an extended rest, you can prepare a 20th-level assassin poison that does not count as one of the poisons you can normally prepare.

Wyvern Venom The secret to creating this rare and potent toxin is closely guarded by the most powerful assassins' guilds. Versatile in its application, it not only does injury to a creature's body, it rots away flesh and bone, melts sinew, and boils the blood. Even after the initial shock of the effect of the venom is over, the pain and damage inflicted by the poison linger, making it difficult for the body to heal. The base of the poison is the venom from an actual wyvern, though the poison used by executioners is the result of a complex alchemical process that increases its potency tenfold.

Wyvern Venom Level 20

This poison is far more dangerous than that delivered by the sting of a wyvern itself, as a result of the alchemical process that produces this inky-black liquid.

Assassin Poison

Power (Consumable ✦ Necrotic, Poison): Minor Action. You apply the poison to your melee weapon or one piece of your ammunition. During this encounter, the next creature you hit with a weapon attack using the poisoned item takes 25 extra necrotic and poison damage.

Power (Consumable ✦ Necrotic, Poison): Minor Action. You pour the poison into a drink or onto a plate of food. Within the next hour, the first creature to consume the food or drink takes necrotic and poison damage equal to half of its bloodied value, and it cannot regain hit points until the end of its next extended rest.

Power (Consumable ✦ Necrotic, Poison): Minor Action. You apply the poison to a single handheld object. Within the next hour, the first creature other than you to hold or wear the object for more than 1 minute takes necrotic and poison damage equal to half of its bloodied value, and it cannot regain hit points until the end of its next extended rest.

"Long ago I realized all life was illusion and that the only truth in this world was death. Accident or malady, death comes for us all. It was this truth that opened my eyes and revealed to me the path I was to walk and allowed me to offer up my soul for death's power. It was a trade I have never regretted and one that gives me the certainty that my mission is true. I kill, yes, but I kill because it is my fate."

—Rook

Epic Executioner

By the time you reach the epic tier, you are much more than a simple killer for hire: You are among the greatest assassins ever to have lived. Elemental princes watch over their shoulders for a sign that you might be lurking in their shadows, and the very whisper of your name sends chills through the courts of the fey.

When your executioner reaches 21st level, he or she takes on an epic destiny of your choice. This epic destiny represents the grand finale of your adventuring career, and like your paragon path, it grants a set of related features and powers.

EXECUTIONER EPIC TIER

Total XP	Level	Feats Known	Class Features and Powers
175,000	21	+1	Ability score increase Epic destiny feature
210,000	22	+1	*Ignore barriers*
255,000	23	–	Improved Death Attack
310,000	24	+1	Ability score increase Epic destiny feature
375,000	25	–	Improved Poison Use
450,000	26	+1	Epic destiny feature
550,000	27	–	–
675,000	28	+1	Ability score increase
825,000	29	–	Improved Poison Use
1,000,000	30	+1	Epic destiny feature

Level 21: Ability Score Increase

Your entrance into the epic tier is heralded by a rush of vitality and clarity. You are now stronger, wiser, and even more unassailable.

Benefit: Each of your ability scores increases by 1.

Level 21: Epic Destiny Feature

As you enter the epic tier, your final destiny comes into focus. Perhaps you are fated to save the world from some great evil, or maybe fate has dictated that you must fight against a god. The destiny you pursue shapes you just as your actions shape the cosmos.

Benefit: You gain a feature associated with your epic destiny.

Level 22: Ignore Barriers

Executioners often receive assignments to assassinate powerful individuals that cordon themselves off from the world behind walls of stone and gates of steel. This power allows you to use shadow magic to cause walls, doors, and other objects to temporarily fade

from existence when you approach them, allowing you to pass through barriers that would keep other creatures out.

Benefit: You gain the *ignore barriers* power.

Ignore Barriers — Assassin Utility 22

Your physical form becomes as unstable as a shadow, allowing you to step through physical barriers with ease.

Daily ✦ Shadow
Minor Action — Personal
Effect: You are phasing until the end of the encounter.

Level 23: Improved Death Attack

Your gift for executing the weak and dying allows you to put down creatures of greater power quickly and without a mess. Your attacks rarely leave your enemies at death's door; instead, they escort your enemies through that door into death's parlor.

Benefit: When you hit an enemy with a melee or a ranged attack that deals damage, you can choose to reduce the target to 0 hit points automatically if it has 30 hit points or fewer after the damage is dealt.

Level 24: Ability Score Increase

Yet again, the darkness in your soul works physical and mental changes within you.

Benefit: You increase two ability scores of your choice by 1.

Level 24: Epic Destiny Feature

Your place in the cosmic order becomes cemented as you gain still more power. At this point, fate seems to bend and weave to ensure your survival.

Benefit: You gain a feature associated with your epic destiny.

Level 25: Improved Poison Use

Like any other field of learning, mastery of poisons comes only after a long period of practice and diligent studying. As you approach the apex of knowledge in the poisoning arts, you learn how to manipulate poisons extracted from the bodies of powerful beings such as angels, basilisks, and dragons.

Benefit: You learn the recipe for a 25th-level assassin poison of your choice. When you prepare vials of assassin poison during an extended rest using your Poison Use feature, one can be up to 25th level and two can be up to 15th level.

Dark Reaver Powder Said to come from the pulverized bodies of angels devoted to gods of death, dark reaver powder has the ability to knock a creature unconscious for a long time. Assassins use dark reaver powder to get enemies out of the way without killing them or to send a message not to cross the wrong person. When applied in powder form to a weapon, the poison seeps into the blood and produces a diluted effect that renders enemies woozy for a short period of time.

Dark Reaver Powder — Level 25

This black powder can render a creature comatose if consumed.

Assassin Poison
Power (Consumable ✦ Poison): Minor Action. You apply the poison to your melee weapon or five pieces of your ammunition. Until the end of the encounter, when you hit a creature with a weapon attack using the poisoned item, the creature takes 10 extra poison damage, and it is dazed until the end of your next turn.
Power (Consumable ✦ Poison): Minor Action. You pour the poison into a drink or onto a plate of food. Within the next hour, the first creature to consume the food or drink falls unconscious (save ends). The creature can make a saving throw against this unconsciousness only at the end of an extended rest and does so with a -5 penalty.

Dragon Bile Dragon bile is one of the most sought-after substances harvested from dragons. It can be made into a deadly poison that can slay a person in a matter of minutes. The dragon bile used by assassins is among the most potent, and is harvested from the bodies of powerful and ancient dragons slain by adventurers. A brief touch of dragon bile can make it impossible for a creature to move or do anything else, while prolonged exposure is almost always fatal.



Dragon Bile Level 25

Harvested from the bodies of ancient dead dragons, this poison is one of the most lethal.

Assassin Poison

Power (Consumable ✦ Poison): Minor Action. You apply the poison to a melee weapon or one piece of your ammunition. During this encounter, the next creature you hit with a weapon attack using the poisoned item falls prone, and it is stunned until the end of your next turn.

Power (Consumable ✦ Poison): Minor Action. You apply the poison to a single handheld object. Within the next hour, the first creature other than you to hold or wear the object for more than 1 minute dies, but only if the creature is your level or lower.

Eye of Basilisk Powder

Among the rarest of poisons used by assassins, eye of basilisk powder is exceptionally potent in minute quantities. The eyes of actual basilisks (harvested at great expense by adventurers) are dried out and ground into a powder that, when properly prepared, can turn its victims to stone. Assassins put small amounts of the powder into alchemical pellets that explode when broken to release a small cloud of the poison around the victim.

Eye of Basilisk Powder Level 25

This unremarkable white powder harnesses the petrifying ability of the basilisk.

Assassin Poison

Power (Consumable ✦ Implement, Poison): Standard Action. *Effect:* You make the following attack.

Ranged 5

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 6d10 + Dexterity modifier poison damage.

Miss: Half damage.

Effect: The target is slowed (save ends). *First Failed Saving Throw:* The target is instead immobilized (save ends). *Second Failed Saving Throw:* The target is instead petrified (save ends).

Power (Consumable ✦ Poison): Standard Action. You place the poison in a closed container, such as a chest or a jewelry box. Make the attack above against the first creature to open the container within the next hour.

Level 26: Epic Destiny Feature

Your foes' worst attacks cannot sway you from the great goal that lies before you. When all seems lost, you have the strength and determination to deny death and fight on.

Benefit: You gain a feature (typically a utility power) associated with your epic destiny.

Level 28: Ability Score Increase

Your destiny is not yet fulfilled, and you need to be stronger and sharper to stand up to the challenges that await.

Benefit: You increase two ability scores of your choice by 1.

Level 29: Improved Poison Use

If there's anyone in the world better at the poisoner's art than you, it's only because that individual hasn't crossed paths with you yet.

Benefit: You learn the recipe for another 25th-level assassin poison of your choice. When you prepare vials of assassin poison during an extended rest using your Poison Use feature, two of them can be up to 25th level and one can be up to 15th level.

Level 30: Epic Destiny Feature

You have achieved the absolute pinnacle of your abilities. On the verge of facing your destiny, you gain one final edge that could spell the difference between ultimate victory and utter defeat.

Benefit: You gain a feature associated with your epic destiny.



A dragonborn assassin makes an improved death attack

Paladin

The world knows paladins to be shining paragons who champion lofty ideals such as compassion, nobility, sacrifice, and valor. Such virtuous figures are symbols to the common people, icons from which they draw the strength and courage to stand fast against the encroaching darkness. Yet in every light a shadow lurks—the brightness of these noble warriors is equaled by the shadow spreading from their sinister counterparts.

The type of paladin you can create with this book is the blackguard.

Blackguard

Divine Striker: You are a warrior who focuses divine power through a dark vice. You wield this vice as a weapon, using it to slay any who oppose you.
Key Abilities: Strength, Charisma

Blackguards are shadow warriors who embrace the power of what most people consider to be a vice or a dark emotion. A blackguard's vice becomes a central focus for that individual's divine power. Dominance and fury are among the forces that blackguards cultivate to fuel their might.

Because malevolent deities and wicked forces in the cosmos are more likely to hold a vice in esteem, most blackguards are villains. Nevertheless, blackguards who cling to higher ideals do exist. A heroic blackguard might be born when a divine soldier who tries to exemplify virtue cannot control his or her anger or some other base emotion. Such blackguards are referred to as fallen paladins. Other heroic blackguards cleave to a vice that a non-evil religion or deity promotes as an asset, or they have learned by necessity to turn their negative tendencies into a divine focus so that they can lead productive lives.

The power of vice is alluring because it offers fewer restrictions than virtue does. Though the power comes easily, a blackguard always faces the worst temptations of his or her vice, as well as that of other negative emotions that echo the vice. Scruples can be hard to maintain in the face of such a lure. A truly heroic blackguard can never give in and take the easy path.

Heroic blackguards have a hard road to travel. Their truly immoral counterparts form orders that actively oppose virtuous knights and cavaliers. Whether or not a specific blackguard is a member of such a dark order, those same knights and cavaliers rarely understand that a person can channel divine power through a vice without becoming debased. The common people rightly fear all blackguards the same way they fear the black knights of legend. A blackguard who uses the divine power of the dreaded vices to combat evil still has difficulty finding a wide array of allies. He or she rarely enjoys a hero's accolades.

The most common blackguard vices are domination and fury.

Blackguard Traits

Hit Points: You start with hit points equal to 15 + your Constitution score. You gain 6 hit points each time you gain a level.

Bonuses to Defenses: +1 to Fortitude, +1 to Reflex, +1 to Will

Healing Surges per Day: 10 + your Constitution modifier

Armor Proficiencies: Cloth, leather, hide, chainmail, scale, plate; light shield, heavy shield

Weapon Proficiencies: Simple melee, military melee; simple ranged, military ranged

Implement Proficiencies: Holy symbol

Class Skills: Arcana (Int), Athletics (Str), Bluff (Cha), Endurance (Con), History (Int), Intimidate (Cha), Religion (Int), Thievery (Dex)

Trained Skills: Four from the list of class skills

Creating a Blackguard

This section walks you through the steps of creating a blackguard. As you make choices at each step, consider how those choices relate to your character's personality, backstory, and goals.

Consult the three class tables, one for each tier of play, for a summary of what you gain as you advance in level.

Vices

Each blackguard selects one vice to embrace above all others, but only evil blackguards embrace all vices as a way of life. Two vices, domination and fury, are included in this book.

Domination Blackguards of domination demand submission from their enemies. They impose order by force whenever necessary, crushing resistance and making others do their bidding. Surrender on the blackguard's terms is the only hope for any foe. Those who fail to capitulate can expect to be crushed and displayed as bloody examples of what it means to oppose the blackguard's resolve. In the hands of evil, dominance becomes tyranny.

See page 46 for the features and powers associated with the vice of domination.



Kantos, human blackguard

Fury A blackguard of fury channels raw anger into the violence required for victory. In battle, blackguards of fury are wild killers, impulsive, bloodthirsty, and destructive. They answer every offense or injury with overwhelming retaliation, and their enemies receive little mercy. Allies can expect a blackguard of fury to rush to the forefront of any armed conflict and to bring foes to ruin as quickly as possible. Evil blackguards of fury allow the vice to rule them entirely, not just on the battlefield.

See page 47 for the features and powers associated with the vice of fury.

Race

Choose your race. Half-orc and human are particularly good choices for a blackguard.

Half-Orc The half-orc's untamed and wrathful spirit is eminently suited to the blackguard's path. Born from two worlds yet at home in neither, a half-orc blackguard knows the loner's road. A few half-orc blackguards temper their rage to follow a hero's path.

These higher-minded dark champions are still furious warriors, but they use their dread powers to purge the world of the evil that produced them and the callousness that isolated them. In this way, they raise the ire of dark powers, isolating themselves even further. They are agents of destruction who partner with like-minded companions. Among such allies, a half-orc blackguard cares even less how others perceive him or her.

Half-orc blackguards find Kord to be a fine patron. The god of storms respects the power of fury as long as it isn't used for wanton destruction or cowardly bullying.

Human Their versatility and adaptability, as well as innate toughness, serve humans well on the lonely path of the blackguard. They can be strong enough to channel the power of fury and magnetic enough to enforce their dominance. Their desire for power leads them to seek it in any medium, including tapping into the power of the dreaded vices.

Blackguards who used vice for power without succumbing to wickedness were respected in fallen Nerath. In the empire's final days, blackguards such as Sir Saemus Altann thought that King Elidyr had grown complacent, too lax in enforcing the land's laws. Sir Saemus, without anger or malice, urged the king to crush the squabbling factions to wring from the kingdom the resources it needed to counter the coming threat. Elidyr balked. Some say it was the influence of

cavaliers, softened by their virtue, that made the king hesitate to assert his dominance. Sir Saemus followed his king on the final and fateful charge that led to the sundering of the empire, and there he perished. His legacy lives on in the Order of the Closed Gauntlet.

Human blackguards favor temples that revere Erathis, Kord, and the Raven Queen. Although morality might demand the exclusion of evil deities from their worship, some human blackguards look to Bane for inspiration.

Ability Scores

Determine your ability scores. A blackguard needs to be able to fight effectively in melee, so make Strength your highest score. Blackguards control their dark magic through force of personality and belief in the self, so Charisma should be your next highest score. No blackguard can afford to ignore Constitution, since that ability grants extra hit points and healing surges.

You increase two ability scores of your choice by 1 each when you reach certain levels: 4th, 8th, 14th, 18th, 24th, and 28th. In addition, all your ability scores increase by 1 at 11th and 21st levels.

Although the abilities discussed above are of primary import, your Dexterity, Wisdom, and Intelligence scores can help shape your character's personality and history. Dexterity's connection to Stealth and Thievery suggests a possible criminal past. You might have stolen into the Ghostflame Tower and made off with forbidden knowledge. A high Wisdom, on the other hand, suggests an association with a religious order affiliated with blackguards. You might have been raised as an orphan in a monastery dedicated to a dark god, and if the deity is evil, you fled but took your power with you. A high Intelligence could point to an academic past. Perhaps your scholarly pursuits led you to question the value of virtue in the face of overwhelming evil.

Skills

At 1st level, choose four trained skills from the following list of class skills: Arcana, Athletics, Bluff, Endurance, History, Intimidate, Religion, and Thievery.

Blackguards veer far from other paladins in skill choices. You might devote time to Arcana to help you understand the dark forces at your disposal. You have more use for threats and spun truths than for niceties, so Bluff and Intimidate can help you dominate situations when armaments are of little use. Endurance is helpful on your path, since you're likely to find little welcome in civilized lands. Thievery is helpful for reaching guarded locations, bypassing traps, and manipulating objects unseen.



Sibarra, drow blackguard

All class skill choices can reflect your character's background. Familiarity with History could explain why you see the value in drawing power from vice. Perhaps you learned the truth of the end days of Nerath. Religion might indicate ecclesiastic indoctrination. Maybe you were a guard in a good-aligned temple and fell from grace after succumbing to temptation or being overcome by disillusionment.

Class Features and Powers

Note which class features and powers you gain at 1st level, as specified on the Blackguard Heroic Tier table on page 37. Also note the powers and class features you gain from the vice you chose for your character.

Feats

Choose one feat at 1st level. You gain an additional feat at every even-numbered level, plus a feat at 11th and 21st levels.

Consider selecting feats from the enduring stamina, quick reaction, and weapon mastery categories. Enhancing your fighting skill with your favored weapon gives you a decided edge in battle. Your task as a striker is to deal damage to your foes, so Weapon Focus might be a good choice for you. Reacting quickly to the start of hostilities and being able to move where you need to be quickly are boons, so consider Improved Initiative or Eager Advance. Your Armor Class and other defenses are likely to be good, so you needn't worry about being alone on the battlefield as much as other strikers might. Improved Defenses can still be of benefit, since you're in the thick of every clash.

Your heavy armor and shield are great in most combat situations, but they can cause mobility problems. Take a look at Armor Finesse and Shield Finesse if you'd like to have an easier time navigating unusual terrain. After that, Heavy Armor Agility eliminates the last hindrance your heavy armor imposes.

If you're interested in emphasizing your vice or your dark powers, you might consider divine devotion feats or shadow feats from this book. Disciple of Strength might emphasize your rising fury. Feats in the ghostwise category show your connection to shadow, as does Born of Shadow.

Equipment

You have proficiency with the following types of armor: cloth, leather, hide, chainmail, scale, and plate. You can also use light shields and heavy shields. You have proficiency with the following weapon types: simple melee, military melee, simple ranged, and military ranged. You also have proficiency with holy symbols, although you typically channel your divine magic through a weapon.

You start with 100 gp to buy your starting equipment. Your abilities are highlighted when you stand at the front of any battle and draw attacks. As a result, you should purchase the best armor and shield you can find, most likely plate armor and a heavy shield. One-handed weapons such as the flail or the longsword free your other hand for your shield.

Flail Less accurate than the longsword, the flail makes up for its unwieldy quality by delivering greater damage. Consider this weapon if you team up with another melee warrior, so you can flank opponents and rip them apart.

Longsword With its great accuracy and reasonable damage, the longsword is a staple of many paladins' arsenals. If you are the group's sole melee warrior, the longsword should be your go-to weapon.

Defenses and Hit Points

Calculate your defenses using your ability modifiers and the bonus for your character's armor. In addition, you gain a +1 bonus to Fortitude, Reflex, and Will.

You start with hit points equal to 15 + your Constitution score. You gain 6 hit points each time you gain a level. You have a number of healing surges per day equal to 10 + your Constitution modifier.

Alignment and Final Details

At this point, you should have all the mechanical details of your character determined. There are a few more decisions to make.

Pick an alignment. See the description of your chosen vice (domination, page 46, or fury, page 47) for how your vice restricts your alignment choices.

Finally, check with your DM to see where you are from in the campaign setting, the people you already know, and what your current situation is. It also helps to spend a few minutes working out how or if you know the other players' characters.

Heroic Blackguard

In the heroic tier, you learn to combine fighting skill and divine magic into a potent combination. Your first efforts at using the essence of shadow to improve your prowess are successful and hint at greater, and darker, things to come.

BLACKGUARD HEROIC TIER

Total XP	Level	Feats Known	Class Features and Powers
0	1	1	Dark Menace *Dread smite* *Shroud of shadow* Spirit of Vice *Vengeance strike* Vice at-will power
1,000	2	+1	*Vice's reward*
2,250	3	–	Extra *dread smite*
3,750	4	+1	Ability score increase *Servant of vice*
5,500	5	–	Daily power
7,500	6	+1	Utility power
10,000	7	–	Improved Shroud of Shadow
13,000	8	+1	Ability score increase
16,500	9	–	Daily power
20,500	10	+1	Utility power

Level 1: Dark Menace

You are a warrior first and foremost, demonstrating your battle prowess through complex fighting maneuvers and weapon mastery. Even so, you are unconstrained by cumbersome notions of virtue, and you readily exploit any advantage available. You've found that the dark vice growing in your soul is a fighting boon. You draw on this darkness, spreading it to your enemies when they are vulnerable.

Benefit: Whenever you make a weapon attack against an enemy granting combat advantage to you, that enemy takes extra damage equal to your Charisma modifier.

Level 1: Dread Smite

Filled with the strength of your convictions, you call upon divine power as you smite a foe. That power coalesces around your weapon as you strike, introducing your enemy to the power of your vice even before your attack connects.

Benefit: You gain the *dread smite* power.

Dread Smite — Paladin Attack

The dark coldness at the heart of your vice makes your strike all the more crippling.

Encounter ✦ Cold, Divine, Necrotic, Shadow
Free Action — **Personal**
Trigger: You target an enemy with an at-will weapon attack power.
Effect: The target takes cold and necrotic damage equal to 2 + your Charisma modifier. If the triggering attack hits, the target also takes ongoing 5 cold and necrotic damage (save ends).
Level 7: 4 + Charisma modifier cold and necrotic damage.
Level 17: 7 + Charisma modifier cold and necrotic damage, and ongoing 10 cold and necrotic damage (save ends).
Level 27: 10 + Charisma modifier cold and necrotic damage, and ongoing 15 cold and necrotic damage (save ends).

Level 1: Shroud of Shadow

Shadow rises at your beck and call. You can command it to sheathe you in a protective swirl.

Benefit: You gain the *shroud of shadow* power.

Shroud of Shadow — Paladin Utility

A misty cloud of gloom swirls about you, confounding your enemies and fortifying your resolve.

Encounter ✦ Shadow
Minor Action — **Personal**
Effect: You gain partial concealment until the end of your next turn. You also gain 5 temporary hit points.
Level 11: 10 temporary hit points.
Level 21: 15 temporary hit points.

Level 1: Spirit of Vice

Your devotion to your vice rewards you with a new level of power.

Benefit: You gain a benefit associated with your vice (domination, page 46, or fury, page 47).

Level 1: Vengeance Strike

The violence of battle fuels your commitment to your vice. You draw strength from the carnage around you, fighting relentlessly against all opponents.

Benefit: You gain the *vengeance strike* power.

Vengeance Strike — Paladin Attack 1

As your enemies press in upon you, your soul is filled with vengeance, and you use that strength to lash out.

At-Will ✦ Divine, Shadow, Weapon
Standard Action — **Melee** weapon
Target: One creature
Attack: Strength vs. AC
Hit: 1[W] + Strength modifier damage. You gain a power bonus to the damage roll equal to twice the number of enemies adjacent to you (maximum of +8).
Level 21: 2[W] + Strength modifier damage.

Level 1: Vice At-Will Power

Your vice grants you access to the power of shadow, coloring your most common assault.

Benefit: You gain an at-will attack power associated with your vice (domination, page 46, or fury, page 47).

Level 2: Vice's Reward

You are a living expression of your vice, and this dedication to the dark side of existence has its rewards. When you need it, your devotion provides a lift to your spirits.

Benefit: You gain the *vice's reward* power.

Vice's Reward — Paladin Utility 2

Your vice buoys your heart, and you revel in the power it provides.

Encounter ✦ Shadow
Minor Action — **Personal**
Effect: You gain 5 temporary hit points, and you can make a saving throw. In addition, you gain a +2 power bonus to all defenses until the end of your next turn.
Level 11: 10 temporary hit points.
Level 21: 15 temporary hit points.

Level 3: Extra Dread Smite

Drawn deeper into the power of shadow, you learn to call on it more frequently.

Benefit: You gain one more use of *dread smite* per encounter, but you can use it only once per turn.

Level 4: Ability Score Increase

Shadow is becoming so ingrained within you that it infuses your essential nature and makes you more than you were before.

Benefit: You increase two ability scores of your choice by 1.

Level 4: Servant of Vice

The vice at the core of your being is strong, and it seems to have a will of its own, calling you toward darker deeds. You can now call on your vice to manifest in physical form, according to your concept of its appearance. The creature might wear any number of different forms, such as that of a black dog, a rat, a raven, or something even more monstrous or sinister.

It is part of you, so it obeys your commands, but it is also part of the vice that exists outside you. The nature of your vice transcends you into a universal principle. Therefore, your servant can tap into hidden truths.

Benefit: You gain the *servant of vice* power.

Servant of Vice — Paladin Utility 4

Acrid smoke disperses to reveal a creature called from the vice that dwells in your heart.

Daily ✦ Conjuration, Shadow
Minor Action — **Close** burst 2
Effect: You conjure a Small servant in an unoccupied square in the burst. The servant lasts until the end of the encounter. The servant occupies its square and can be attacked. Its defenses equal yours, and it is destroyed if it is hit by an attack. Creatures other than you grant combat advantage while adjacent to the servant.
You can give the servant the following commands.
Move Action (Teleportation): The servant teleports up to 6 squares.
Minor Action: The servant tries to answer a question you pose to it. The DM determines a DC for the question, and you roll a d20 and add 7 + one-half your level. For every daily magic item power sacrificed by you or an ally within 5 squares of the servant, the servant gains a +5 bonus to the check. You can take this minor action a number of times per day equal to your Charisma modifier.

Level 5: Daily Power

You channel divine magic into your weapon attacks. Shadow's hold on you twists that energy, warping it into a scourge against your foes.

Benefit: You gain a new paladin daily attack power of your level or lower.

Dark Majesty

Your imposing presence is too intense to be ignored. Others bow to your commands and leap at your orders. Using this to your advantage, you can turn those who stand against you into your unwitting pawns, binding them to your terrible authority for a time.

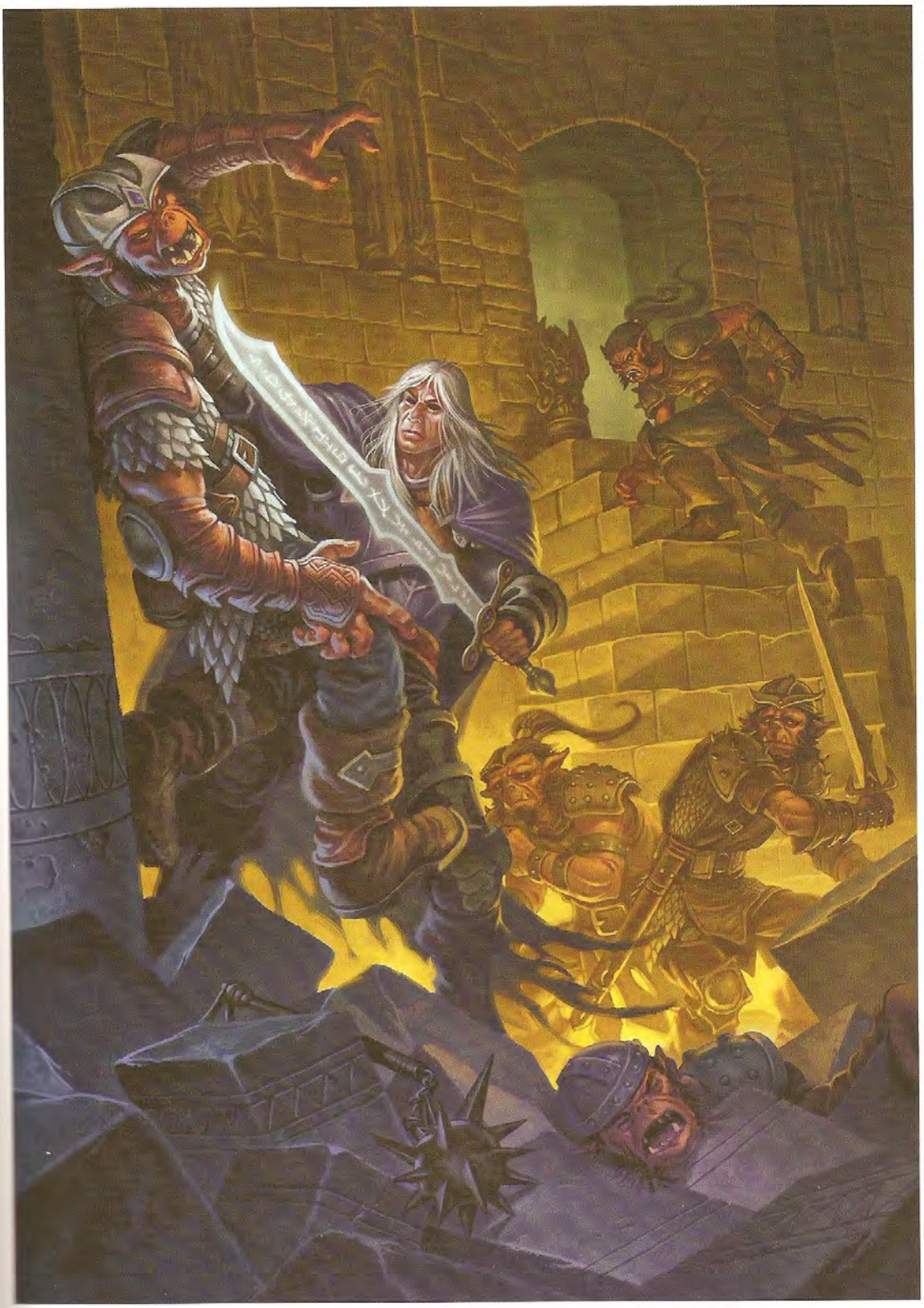
Dark Majesty — Paladin Attack 5

Your strike worms its way into your enemy's mind, turning it against its erstwhile allies.

Daily ✦ Charm, Divine, Psychic, Shadow, Weapon
Standard Action — **Melee** weapon
Target: One creature
Attack: Strength vs. Will
Hit: 2[W] + Strength modifier psychic damage, and you slide the target up to 2 squares. One enemy adjacent to the target at the end of the slide then takes 10 damage.
Miss: Half damage, and you can slide the target 1 square. One enemy adjacent to the target at the end of the slide then takes 5 damage.

Frenzying Smite

When you release divine energy into your strike, you lose control. Your raw ferocity overpowers your enemy, driving it back. You follow, heedless of any threats.



Kantos skewers the hobgoblin chief while the others think twice about pressing their attack

Frenzying Smite — Paladin Attack 5

Your anger gets the better of you, lending weight to your strike, driving you after the fleeing foe, and blinding you to danger.

Daily ✦ Divine, Shadow, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: Strength vs. AC
Hit: 4[W] + Strength modifier damage, and you push the target up to 2 squares. You then shift up to 3 squares to a square adjacent to the target.
Miss: Half damage.
Effect: You grant combat advantage until the start of your next turn.

Level 6: Utility Power

The vice you carry in your soul allows you to transform yourself into an even more effective fighting machine.

Benefit: You gain a new paladin utility power of your level or lower.

Aspect of Domination You promise pain and suffering to your enemies, compelling them to flee before your presence.

Aspect of Domination — Paladin Utility 6

You radiate crushing dread so powerful that your enemies cannot bear to be near you.

Daily ✦ Fear, Shadow
Minor Action **Personal**
Effect: Until the end of the encounter, when you hit any enemy with an at-will melee attack, you also push that target up to a number of squares equal to your Charisma modifier.

Aspect of Ferocity You surrender to your anger and become fury incarnate. Your wrath adds strength to your attacks, and the more enemies you face, the more dangerous you become.

Aspect of Ferocity — Paladin Utility 6

The blood of wounded foes feeds your anger, empowering your blows.

Daily ✦ Shadow
Minor Action **Personal**
Effect: Until the end of the encounter, your melee weapon attacks deal 1[W] extra damage when you are adjacent to at least one bloodied creature.

Level 7: Improved Shroud of Shadow

Your connection to the realm of shadow deepens, fortifying your cloaking ability.

Benefit: Your *shroud of shadow* power gains an additional effect associated with your vice (domination, page 46, or fury, page 47).

Level 8: Ability Score Increase

You are long accustomed now to the darkness within you, and your body and mind become more formidable.

Benefit: You increase two ability scores of your choice by 1.

Level 9: Daily Power

The more you draw on the mingled divine and shadow energy that powers your strikes, the more easily the power comes to you. You can shape it to devastating effect, bringing a battle to a swift conclusion.

Benefit: You gain a new paladin daily attack power of your level or lower.

Death Angel You assume the aspect of a dark angel—winglike shadows extend from your back and skeletal features darken your face. You flow through your enemies' ranks, leaving destruction and fear in your wake.

Death Angel — Paladin Attack 9

You single out an enemy for punishment, adding confusion or fear for good measure. So ghastly is your visage that your foes make way.

Daily ✦ Divine, Fear, Necrotic, Shadow, Teleportation, Weapon
Standard Action **Close** blast 3
Target: One creature in the blast
Attack: Strength vs. Will
Hit: 3[W] + Strength modifier necrotic damage. The target chooses either to take a free action to move up to its speed to a square as far as possible away from you, or to become dazed (save ends).
Miss: Half damage.
Effect: You can teleport to an unoccupied square in the blast.

Spirit Harrow Combining shadow and divine magic to serve your needs grants you insight into the essential qualities that make up living creatures. With this prayer, you focus your weapon strike where your foes are most vulnerable—their spirits.

Spirit Harrow — Paladin Attack 9

Your weapon fades, becoming smoky and gray. It passes through flesh and armor to touch the animating spirit within.

Daily ✦ Divine, Psychic, Shadow, Weapon
Standard Action **Close** burst 1
Target: Each creature in the burst
Attack: Strength vs. Fortitude
Hit: 2[W] + Strength modifier psychic damage, and the target cannot shift or make opportunity attacks (save ends both).
Miss: Half damage.
Effect: If the target has 10 hit points or fewer, it is stunned until the end of your next turn.

Level 10: Utility Power

The shadowy forces coursing through you take on new aspects, insinuating decay into enemy wounds or granting relief at a price.

Benefit: You gain a new paladin utility power of your level or lower.

Deathly Aura At your command, dark mist flows from your wounds and works its way into your enemies' injuries.

Deathly Aura — Paladin Utility 10

The spirit of death surrounds you, nipping at your foes as they are struck.

Daily ✦ Aura, Necrotic, Shadow
Minor Action — Personal
Effect: You activate an aura 1 that lasts until the end of the encounter. While you are bloodied, enemies in the aura take necrotic damage after they are hit by any attack. The damage equals your Charisma modifier.

Turn of the Dark Tide The grim ethos that guides you can free you and your allies from debilitating effects, but at a price.

Turn of the Dark Tide — Paladin Utility 10

You whisper a dread word that lets you and your companions sacrifice health to shed an affliction.

Daily ✦ Shadow
Standard Action — Close burst 3
Target: You and each ally in the burst
Effect: Each target can take damage equal to one-half his or her level to make a saving throw with a +4 power bonus. The damage cannot be reduced in any way.

Paragon Blackguard

As you grow in power, the vice within you, already strong, takes a more prominent role. It begins to define your powers completely, and you must be strong to keep the vice's stain from affecting other aspects of your life.

Paragon Path: Grim Blackguard

At 11th level, your blackguard takes on a paragon path of your choice, typically the grim blackguard paragon path. You are a living embodiment of your chosen vice when you choose to be. Your powerful devotion to vice can strengthen its hold on you, allowing it to reach past the bounds you might want to place upon it. More care is required if you wish to be the one in control.

Prerequisite: Only a blackguard can take this paragon path.

BLACKGUARD PARAGON TIER

Total XP	Level	Feats Known	Class Features and Powers
26,000	11	+1	Ability score increase Grim Blackguard's Action [grim blackguard] Vice's Strength [grim blackguard] Vice encounter power [grim blackguard]
32,000	12	+1	Vice utility power [grim blackguard]
39,000	13	–	Extra *dread smite*
47,000	14	+1	Ability score increase
57,000	15	–	Daily power
69,000	16	+1	Dark Blessing [grim blackguard] Utility power
83,000	17	–	Dauntless presence
99,000	18	+1	Ability score increase
119,000	19	–	Daily power
143,000	20	+1	Vice daily power [grim blackguard]

Level 11: Ability Score Increase

As if to prepare you for the paragon tier, your body and mind gird themselves against future threats by making you more formidable in every way.

Benefit: Each of your ability scores increases by 1.

Level 11: Grim Blackguard's Action

Grim blackguard paragon path feature

You usually retain control over the sinister impulses you experience, but when desperation pushes you to reach beyond your normal limits, your power over your vice can break.

Benefit: You gain a feature associated with your vice (domination, page 46, or fury, page 47).

Level 11: Vice's Strength

Grim blackguard paragon path feature

The vice darkening your soul is never far from your thoughts. It lends you strength when other forces threaten to overpower you.

Benefit: You gain a +2 bonus to saving throws and a +4 bonus to saving throws against fear effects.

Level 11: Vice Encounter Power

Grim blackguard paragon path feature
Combat reveals the depths to which your vice has taken hold. The temptation to draw on the darkness is great, since it offers immediate reward when your enemies assail you.

Benefit: You gain an encounter attack power associated with your vice (domination, page 46, or fury, page 47).

Level 12: Vice Utility Power

Grim blackguard paragon path feature
Vice can lead to evil, and evil often turns on itself. The blackguards of history knew that their power must unite their allies and underlings. You have gained the ability to turn your vice into a physical manifestation that instead unifies your allies.

Benefit: You gain a utility power associated with your vice (domination, page 46, or fury, page 47).

Level 13: Extra Dread Smite

Continued manipulation of shadow magic lets you use *dread smite* more often.

Benefit: You gain one more use of *dread smite* per encounter, but you can still use it only once per turn.

Level 14: Ability Score Increase

Your continued cultivation of the dark forces within you enhances your physical and mental resilience.

Benefit: You increase two ability scores of your choice by 1.

Level 15: Daily Power

Temptation is a strain on your soul—the tighter your control over your vice, the more enthralling becomes the idea of giving in to it. Your sway over your vice, or your service to it, helps you bend divine shadow magic to your will.

Benefit: You can gain a new paladin daily attack power of your level or lower. If you do so, this new power must replace one of the daily attack powers you already have from your class (usually your lowest-level daily attack power).

Avatar of Slaughter

Mercy is weakness, compassion failure. Both are your enemies. Every contest is a chance to carve victory from the broken bodies of your foes. You do not falter or hesitate—because your opponents will not.

Avatar of Slaughter — **Paladin Attack 15**

Your skin turns stark white and your eyes blacken as you strike with a death shriek.

Daily ✦ Divine, Necrotic, Shadow, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: Strength vs. AC
Hit: 3[W] + Strength modifier necrotic damage.
Miss: Half damage.
Effect: You gain the following benefits until the end of the encounter.
- ✦ You gain a +4 power bonus to damage rolls.
- ✦ The first time you hit an enemy with an attack on each of your turns, a second enemy adjacent to you takes 10 necrotic damage.

Avatar of Subjugation

Life is a struggle between the strong and the weak, between victors and victims. You are a champion, never surrendering, never conceding defeat. You can draw blood from your allies in exchange for a measure of invulnerability.

Avatar of Subjugation — **Paladin Attack 15**

Your skin becomes like iron, your eyes like the fire of the forge as you crush your foe before you.

Daily ✦ Divine, Necrotic, Shadow, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: Strength vs. AC
Hit: 3[W] + Strength modifier necrotic damage.
Miss: Half damage.
Effect: You gain the following benefits until the end of the encounter.
- ✦ You gain a +2 power bonus to attack rolls.
- ✦ You gain 5 temporary hit points at the start of each of your turns.
- ✦ Once per round as a minor action, you can choose one willing ally. That ally takes 5 damage but gains 10 temporary hit points.

Level 16: Dark Blessing

Grim blackguard paragon path feature
Dark devotion brings with it darker might. When an enemy falls to your onslaught, your commitment to shadow magic allows you to snatch a part of its fleeting spiritual energy and turn it to your advantage.

Benefit: Whenever a creature adjacent to you drops to 0 hit points, roll a d4 to determine which Dark Blessing you receive.

1: You gain 10 temporary hit points.

2: You gain a +2 power bonus to all defenses until the end of your next turn.

3: You gain a +1 power bonus to attack rolls until the end of your next turn.

4: You regain hit points equal to your Charisma modifier.

Level 16: Utility Power

You are as strong as your dark conviction. When you might falter, your fervor preserves you while maintaining the balance in another way.

Benefit: You gain a new paladin utility power of your level or lower.

Pragmatic Sacrifice Your dark essence enables you to deflect the damage of a killing stroke to a nearby ally, and your spiritual strength makes the trade-off less painful for your proxy.

Pragmatic Sacrifice — Paladin Utility 16

Your stained soul seals your wounds as they occur, and, blunted by the transference, the damage finds another home.

Daily ✦ Shadow
Immediate Interrupt **Close** burst 5
Trigger: An attack's damage reduces you to 0 hit points or fewer.
Target: One ally in the burst
Effect: You don't take the damage. Instead, the target takes it and then gains 10 temporary hit points.

Shadow Healing You can draw on the power of shadow to heal your wounds, though doing so blocks your natural recuperative abilities for a time.

Shadow Healing — Paladin Utility 16

Your soul fires with darkness, and your body heals, but your natural faculties are dormant for a while afterward.

Daily ✦ Healing, Shadow
Minor Action **Personal**
Effect: You regain hit points equal to your bloodied value and can make a saving throw. You cannot spend healing surges until the end of your next short rest.

Level 17: Dauntless Presence

Few would accuse you of sentimentality toward your companions, yet you hate to see them harmed. When they flag, your cause is weakened. That cannot be allowed. When your allies pause to heal, your fanaticism to continue the fight is bolstered.

Benefit: When an ally spends a healing surge while adjacent to you, you gain temporary hit points equal to your Charisma modifier.

Level 18: Ability Score Increase

Seemingly, there is no end to how much you can hone your abilities by surrendering to, and taking control of, the power of the dark.

Benefit: You increase two ability scores of your choice by 1.

Level 19: Daily Power

The deeper you delve into shadow power, the stronger your vice becomes. You eventually set aside lesser methods for new powers that more fully demonstrate your true strength.

Benefit: You can gain a new paladin daily attack power of your level or lower. If you do so, this new power must replace one of the daily attack powers you already have from your class (usually your lowest-level daily attack power).

Plundering Smite All creatures have uses, even enemies. You can exploit opponents to serve your interests—as your attack ravages a foe, your injuries begin to heal.

Plundering Smite — Paladin Attack 19

Your strike leaves a vile blight behind. As your enemy's energy ebbs, yours grows.

Daily ✦ Divine, Healing, Necrotic, Shadow
No Action **Melee** 1
Trigger: You hit an adjacent creature with an at-will weapon attack.
Target: The creature you hit
Effect: The target takes 10 necrotic damage, and ongoing 10 necrotic damage (save ends). The target takes a -2 penalty to saving throws against this ongoing damage. Each time the target takes the ongoing damage, you regain 10 hit points.

Ruinous Smite The vice within you magnifies your outrage. Such unrestrained anger strengthens your strikes, bringing ruin to all who face you.

Ruinous Smite — Paladin Attack 19

Your blow proves more costly than the enemy realized, and it collapses to the ground.

Daily ✦ Divine, Shadow
No Action **Melee** 1
Trigger: You hit an adjacent creature with an at-will weapon attack.
Target: The creature you hit
Effect: The target takes 25 damage and falls prone. It can't stand up while you are adjacent to it (save ends). You grant combat advantage until the end of your next turn.

Level 20: Vice Daily Power

Grim blackguard paragon path feature

A career spent in service to your vice leaves an indelible mark, twisting your appearance when you use your powers so that you embody your vice. Your presence afflicts your enemies with your vice's power.

Benefit: You gain a daily attack power associated with your vice (domination, page 46, or fury, page 47).

Epic Blackguard

When using your dark power, you are a physical manifestation of your chosen vice. No foe is beyond you. If any creature calls your dark prowess into question, you have the might and the will to face it.

When your blackguard reaches 21st level, he or she takes on an epic destiny. This epic destiny represents the grand finale of your adventuring career. Like your paragon path, it grants a set of related features and powers.

BLACKGUARD EPIC TIER

Total XP	Level	Feats Known	Class Features and Powers
175,000	21	–	Ability score increase Epic destiny feature
210,000	22	+1	Vice utility power
255,000	23	–	Shadow Leap
310,000	24	+1	Ability score increase Epic destiny feature
375,000	25	–	Daily power
450,000	26	+1	Epic destiny feature
550,000	27	–	Shadow Infusion
675,000	28	+1	Ability score increase
825,000	29	–	*Avatar of vice*
1,000,000	30	+1	Epic destiny feature

Level 21: Ability Score Increase

Your entrance into the epic tier is heralded by a rush of vitality and clarity. You are now stronger, wiser, and even more unassailable.

Benefit: Each of your ability scores increases by 1.

Level 21: Epic Destiny Feature

Your destiny comes into focus, as does your control over your vice and its influence on you. Fate lends you new capabilities with which you can determine your ultimate course.

Benefit: You gain a feature associated with your epic destiny.

Level 22: Vice Utility Power

By invoking your vice, you grant your allies a glimpse of the dread power within you.

Benefit: You gain a utility power associated with your vice (domination, page 46, or fury, page 47).

Level 23: Shadow Leap

When cloaked in shadow, you can leap through the darkness between space and time, vanishing and reappearing elsewhere.

Benefit: After you use *shroud of shadow*, you can take a free action to teleport up to 5 squares.

Level 24: Ability Score Increase

Yet again, the darkness in your soul works physical and mental changes within you.

Benefit: You increase two ability scores of your choice by 1.

Level 24: Epic Destiny Feature

Your place in the cosmic order elevates as you gain still more power. At this point, fortune bends to help ensure your survival.

Benefit: You gain a feature associated with your epic destiny.

Level 25: Daily Power

Mingling divine magic more deeply with shadow pays dividends, letting you lay waste to enemies with spectacular success.

Benefit: You can gain a new paladin daily attack power of your level or lower. If you do so, this new power must replace one of the daily attack powers you already have from your class (usually your lowest-level daily attack power).

Ravenous Shadows

The dead haunt your dreams and whisper in your mind, begging for release. When you strike a foe, you can call forth these lingering spirits, raising a malevolent wave that menaces your foes and draws them into a killing darkness.

Ravenous Shadows — Paladin Attack 25

You recall the twisted spirits of your past victims to torment your current enemies. Channeled through your weapon, the spirits form a swirling, life draining mass.

Daily ✦ Cold, Conjuration, Divine, Necrotic, Shadow, Weapon
Standard Action — Area wall 10 within 10 squares
Effect: You conjure a wall of darkness that lasts until the end of your next turn. The wall's squares are heavily obscured, and it can be up to 4 squares high. Any creature that enters the wall or ends its turn there takes 15 cold and necrotic damage. When the wall appears, make the following attack.
Target: Each creature in the wall or adjacent to it
Attack: Strength vs. Fortitude
Hit: The target is immobilized until the end of its next turn. If the target is outside the wall, the target slides 1 square into it.
Sustain Minor: The wall persists until the end of your next turn, and you can repeat the attack.



The dark deeds of the epic blackguard are known throughout the multiverse

Venomous Infection Your shadow-infused divine energy alters an enemy's physiology, turning vitality into toxicity. The victim bloats with corruption, spraying caustic blood when it sustains severe damage.

Venomous Infection — Paladin Attack 25

You cleave with a suddenly toxic weapon, leaving behind a deadly infection. The enemy sickens as its blood becomes virulent poison.

Daily ✦ Acid, Divine, Poison, Shadow, Weapon
Standard Action Melee weapon
Target: One creature
Attack: Strength vs. Fortitude
Hit: 2[W] + Strength modifier damage, and ongoing 20 acid and poison damage (save ends).
Miss: Half damage, and ongoing 10 acid and poison damage (save ends).
Effect: When the target first becomes bloodied or drops to 0 hit points, creatures in a close blast 3 from the target take 10 poison and acid damage. You determine the location of the blast.

Level 26: Epic Destiny Feature

Your foes' worst attacks cannot sway you from your cause. When all seems lost, you have the strength and determination to fight on.

Benefit: You gain a feature (typically a utility power) associated with your epic destiny.

Level 27: Shadow Infusion

Shadow power infuses your soul, your mind, and your body. You no longer fear the touch of the grave or the icy cold of darkness.

Benefit: You gain resist 20 necrotic and resist 20 cold.

Level 28: Ability Score Increase

Your destiny is not yet fulfilled, and you need to be stronger and sharper to stand up to the challenges that await.

Benefit: You increase two ability scores of your choice by 1.

Level 29: Avatar of Vice

You can manifest the vice within your heart and soul, personifying it perfectly now. When you do, you experience a sudden transformation, leaving your mortal form behind and becoming the embodiment of shadow magic.

Benefit: You can gain the *avatar of vice* power. If you do so, this new power must replace one of the daily attack powers you already have from your class (usually your lowest-level daily attack power).

Avatar of Vice — Paladin Attack 29

Your soul-searing strike releases the vice within you, transforming you into living shadow.

Daily ✦ Divine, Necrotic, Shadow, Weapon
Standard Action Melee weapon
Target: One creature
Attack: Strength vs. AC
Hit: 5[W] + Strength modifier necrotic damage.
Miss: Half damage.
Effect: You gain the following benefits until the end of the encounter.

- ✦ Your attacks deal extra necrotic damage equal to your Charisma modifier.
- ✦ Once per turn after you attack an enemy and hit, you gain 10 temporary hit points. If the attack already grants temporary hit points to you, you gain 5 additional temporary hit points.
- ✦ If you start your turn with no uses available of your *dread smite* power, roll a d6. On a 5 or 6, you regain one use of that power.

Level 30: Epic Destiny Feature

You have reached the pinnacle of your dreadful abilities. On the verge of facing your final destiny, you gain one last edge that could spell the difference between ultimate victory and utter defeat.

Benefit: You gain a feature associated with your epic destiny.

Vice of Domination

The world demands order. Chaos is a cancer, undermining civilization's advance, fomenting crimes, sowing discord, and encouraging upheaval. Understanding the world's crying need, you crusade for order at any cost. When necessary, you enforce your will harshly, making examples of the disobedient.

Good and evil are methods, not ends—they can both bring stability. You might attempt to serve the greater good even if your methods can be harsh. To channel your vice, you might seek out the basest threats to stability, such as demons, marauding monsters, and other chaotically minded evildoers. Only evil blackguards give in to true tyranny, destroying the hearts and minds of subjects to make certain they obey every command.

Within a group, you push for ideas that involve imposing order on the situation most efficiently. You might have little tolerance for disorganization, even if such a state encourages freedom. You support authority, acknowledging the most effective leader of a group you're in even if that individual is not you. However, you expect a leader to handle situations competently or to step down. Dominance is earned, not claimed.

Alignment: You must be unaligned or evil to focus on the vice of domination. Good can confuse the issue of order and authority, and chaos is unacceptable.

Level 1: Spirit of Vice (Domination)

You punish disobedience with overwhelming force. It might cost you battle resilience, but the reward of punishment for your enemies is compensation aplenty.

Benefit: Once per round while you have temporary hit points, you can take a free action to deal damage to yourself right before making an attack roll against a target. The damage equals your Charisma modifier. You then gain a bonus to the damage roll against the target. The bonus equals the damage you took.

Level 1: Vice At-Will Power (Domination)

You become stronger as you prove yourself better than your opponents.

Benefit: You gain the *dominator's strike* power.

Dominator's Strike — Paladin Attack 1

You are toughened as you prove your superiority.

At-Will ✦ Divine, Shadow, Weapon
Standard Action — **Melee** weapon
Target: One creature
Attack: Strength vs. AC
Hit: 1[W] + Strength modifier damage. You gain temporary hit points equal to your Charisma modifier.
Level 21: 2[W] + Strength modifier damage.

Level 7: Improved Shroud of Shadow (Domination)

When you draw on shadow for protection, your shroud becomes more substantial, forming a greater barrier against your enemies' attacks.

Benefit: When you use your *shroud of shadow*, you gain additional temporary hit points equal to 2 + your Charisma modifier. At 23rd level, the additional temporary hit points increase to 5 + your Charisma modifier.

Level 11: Blackguard's Action (Domination)

Grim blackguard paragon path feature
Your dictatorial presence creates a subtle coordination among your allies, aiding your attacks.

Benefit: When you spend an action point to take an extra action, you gain a power bonus to attack rolls until the end of your next turn. The bonus equals the number of allies within 2 squares of you.

Level 11: Vice Encounter *Power (Domination)*

Grim blackguard paragon path feature
Little matters as long as order prospers. You invest your imperious nature into your weapon and release necrotic energy to take what you want by force.

Proof of Domination — Grim Blackguard Attack 11

You raise your weapon high and dark tendrils crawl forth, fetching crucial life and strength from those around you.

Encounter ✦ Divine, Necrotic, Shadow, Weapon
Standard Action — **Close** burst 1
Target: Each creature in the burst
Attack: Strength vs. Fortitude
Hit: 2[W] + Strength modifier necrotic damage, and the target is weakened until the end of your next turn.
Effect: You gain 3 temporary hit points for each creature you target with this attack.

Level 12: Vice Utility Power (Domination)

Grim blackguard paragon path feature
In raising an icon of your vice, you drive your allies to crush the weak. Your enemies know that any sign of difficulty opens the way to their punishment in the presence of your altar.

Altar of Domination — Grim Blackguard Utility 12

A glowing sigil burns on each side of the black stone altar you create, driving your allies to cut down the feeble.

Daily ✦ Conjuration, Shadow
Minor Action — Ranged 5
Effect: You conjure an altar of domination on the ground of an unoccupied square within range. The altar lasts until the end of the encounter, and its square is difficult terrain. While within 5 squares of the altar, you and each ally gain a +2 power bonus to attack rolls against bloodied creatures.

Level 20: Vice Daily Power (Domination)

Grim blackguard paragon path feature
You can awaken a killing dread in your opponent. This mortal fear magnifies apparent threats and confuses your enemy as it flails about looking for escape. If it cannot escape your presence, it is doomed to madness and possibly death.

Mortal Dread — Grim Blackguard Attack 20

Fear born from your wicked strike assails your target's mind and ruins its efforts to rally as long as you and your allies are near.

Daily ✦ Divine, Fear, Psychic, Shadow, Weapon
Standard Action — Melee weapon
Target: One creature
Attack: Strength vs. AC
Hit: 2[W] + Strength modifier damage, and ongoing 15 psychic damage (save ends). If the target ends its next turn adjacent to you or any of your allies, it cannot make a saving throw to end this effect on that turn.
Miss: Half damage, and ongoing 10 psychic damage (save ends).

Level 22: Vice Utility Power (Domination)

The light created by this power encourages your allies to abide while protecting you. In truth, the shadow within you feeds from your companions to satisfy your insatiable appetite for power.

Dark Grace — Paladin Utility 22

You shine with a soft golden light, inspiring allies at your side and drawing their life force to you.

Daily ✦ Aura, Shadow
Minor Action — Personal
Effect: You activate an aura 1 that lasts until the end of the encounter. Whenever you or an ally in the aura hits an enemy, he or she gains 5 temporary hit points. Whenever an ally in the aura spends a healing surge, he or she regains only half the hit points, and you regain the rest.

Vice of Fury

Anger is a common emotion on the battlefield. It's perfectly natural to feel fury when enemies kill a friend or when a traitor betrays you and your companions. Frustration is bound to arise when a foe slips away or an objective remains out of reach. Such rage is hardly a vice.

Fury's dark side arises when it occludes thought, when it rules action, and when it harms without thought for the consequences. Blackguards who indulge in their fury run the risk of losing control and striking out at anyone in their path. Guilt and innocence become meaningless concepts to a warrior in fury's throes. Such paladins can work terrible acts when consumed by their passions.

When fury is your vice, you might be temperamental and violent. You could erupt at the slightest provocation, resorting to hostility to solve your problems. Or you might make every effort to maintain control when you need to, letting the hound of fury loose only when it is needed. Even then, if pushed too far, you risk exploding. If you aim to keep your fury under control, your biggest fear is hurting someone or something you value.

Alignment: You can embrace the vice of fury as long as you are not lawful good. Most heroic blackguards of fury are unaligned. Rage clouds philosophical positions and overshadows peaceable solutions.

Level 1: Spirit of Vice (Fury)

Your anger increases your strength in battle, giving you a decided edge when striking at your foes. To access this greater strength, you must give into the burgeoning hate.

Benefit: While you have combat advantage against an enemy, you gain a +2 bonus to damage rolls. The bonus increases to +4 while you are bloodied or adjacent to a bloodied creature.

Level 1: Vice At-Will Power (Fury)

The violence of combat fuels your fury. Your enemies pale before your battle-crazed visage.

Benefit: You gain the *ferocious strike* power.

Ferocious Strike — Paladin Attack 1

The pain you inflict promises more agony to come.

At-Will ✦ Divine, Shadow, Weapon
Standard Action — Melee weapon
Target: One creature
Attack: Strength vs. AC
Hit: 1[W] + Strength modifier damage. You gain combat advantage against the first enemy you attack before the end of your next turn.
Level 21: 2[W] + Strength modifier damage.

Level 7: Improved Shroud of Shadow (Fury)

When you draw directly on shadow magic, your fury infuses your attacks.

Benefit: When you use your *shroud of shadow*, you gain a bonus to your next damage roll before the end of your next turn. The bonus equals 2 + your Charisma modifier. At 23rd level, the bonus increases to 5 + your Charisma modifier.

Level 11: Blackguard's Action (Fury)

Grim blackguard paragon path feature

Your brutal advance menaces your enemies, filling them with dread.

Benefit: When you spend an action point to take an extra action, you gain combat advantage against all enemies until the end of your turn.

Level 11: Vice Encounter Power (Fury)

Grim blackguard paragon path feature

Violence begets violence. In the right circumstances, it takes little to provoke you. When stirred to respond, you speed to the offending enemy and deliver a punishing strike with little regard for the consequences.

Slave to Fury — Grim Blackguard Attack 11

Reckless anger takes hold, instilling you with the preternatural speed necessary to respond to each new attack with one of your own.

Encounter ✦ Divine, Shadow
Minor Action — **Personal**
Effect: You grant combat advantage until the end of your next turn. Until the start of your next turn, you can use the secondary power at will. If you don't use it at least once, your weapon attacks on your next turn deal 1[W] extra damage.

Secondary Power (Divine, Shadow, Weapon)
Opportunity Action — **Melee** 1
Trigger: An adjacent enemy hits you with a melee attack or a close attack.
Target: The triggering enemy
Attack: Strength vs. AC
Hit: 2[W] + Strength modifier damage, and the target is dazed until the end of its next turn.

Level 12: Vice Utility Power (Fury)

Grim blackguard paragon path feature

You can raise an icon of your vice for all to see, driving you and your allies to strike enemies with unbounded rage. Enemies understand that to be near this altar is to be the focus of unrelenting ire.

Altar of Fury — Grim Blackguard Utility 12

The image of a gore-splattered monolith breaks the ground, red runes crawling across its fury-inducing surface.

Daily ✦ Conjuration, Shadow
Minor Action — **Ranged** 5
Effect: You conjure an altar of fury on the ground of an unoccupied square within range. The altar lasts until the end of the encounter, and its square is difficult terrain. While within 5 squares of the altar, you and your allies gain a power bonus to damage rolls equal to the number of enemies within 5 squares of the altar, with a maximum bonus equal to your Charisma modifier.

Level 20: Vice Daily Power (Fury)

Grim blackguard paragon path feature

You use your familiarity with your vice to turn an enemy's rage against it. Your strike leaves behind a psychic seed of unreasoning fury that tears at the mind and forces your foe into unreasonable acts of anger.

Uncontrolled Fury — Grim Blackguard Attack 20

When you smash your opponent, you transform it into a reckless, ravening killer bent on destroying anything in its path.

Daily ✦ Charm, Divine, Psychic, Shadow, Weapon
Standard Action — **Melee** weapon
Target: One creature
Attack: Strength vs. AC
Hit: 3[W] + Strength modifier damage.
Miss: Half damage.
Effect: The target is dazed (save ends). Until this condition ends, roll a d6 at the start of each of the target's turns.
1-2: The target takes 10 psychic damage.
3-4: The target charges or makes a basic attack as a free action against your enemy nearest to it. If the target cannot attack, it takes no action during this turn.
5-6: The target and each enemy of yours adjacent to it take 10 psychic damage. The target then makes a melee basic attack as a free action against a creature of your choice. If the target cannot attack, it takes no action during this turn.

Level 22: Vice Utility Power (Fury)

You warp your allies with uncontrollable bloodlust, erasing their self-control and making them ruthless warriors for as long as they remain under your influence.

Rampaging Bloodlust — Paladin Utility 22

Murderous howls tear free from your allies' throats, their thoughts consumed by bloodlust.

Daily ✦ Aura, Shadow
Minor Action — **Personal**
Effect: You activate an aura 2 that lasts until the end of the encounter. Creatures other than you in the aura grant combat advantage. You and each ally in the aura gain a power bonus to damage rolls equal to twice the number of enemies in the aura.

Vampire

Shadow Striker: Infused with the power of darkness and having already experienced death, you are a lethal creature of the night. As your power increases, your supernatural nature comes to the fore—but will your humanity pay the price?

Key Abilities: Dexterity, Charisma

You are a monster, fated and infected by a vile curse that transformed you into a creature of nightmare. Normal emotions have become alien to you. Only cold, gnawing hunger remains.

Most of those who become vampires are victims of monstrous attacks, created by a callous hunter who drained them dry of blood and life force, then cast them aside. Others seek out this path from their own fear of infirmity and death, discovering the arcane rites and alchemical formulas that promise dark power. In some cases, a character finds his or her vampirism invoked by an ancient family curse, or that he or she is a member of an extended clan of vampires who pass their blood down to those they deem worthy—whether by choice or not.

Whatever their origins, vampire characters are not slaves to their creators. Even those beholden to an older vampire retain free will, and have a chance to avoid sinking into the bestial depravity so common among their kind. Vampire characters are the most exceptional examples of those who carry this dark curse, using their powers not solely for murder and personal gain. Some become the greatest of heroes, but even those vampires are aware that few among the common folk have the ability to see past the frightening reality of their dark nature. Avoiding the scrutiny of superstitious folk and disguising his or her needs and abilities serves a vampire best. Trusted companions, enemies to slay and feast upon, and reasons to avoid civilized areas for extended times make an adventuring life the perfect choice for such characters.

Vampire Traits

Hit Points: You start with hit points equal to 12 + your Constitution score. You gain 5 hit points each time you gain a level.

Bonuses to Defenses: +1 to Fortitude, +1 to Will

Healing Surges per Day: 2

Armor Proficiencies: Cloth

Weapon Proficiencies: Simple melee, simple ranged

Implement Proficiencies: Holy symbols, ki focuses

Class Skills: Acrobatics (Dex), Arcana (Int), Athletics (Str), Bluff (Cha), Diplomacy (Cha), History (Int), Intimidate (Cha), Perception (Wis), Religion (Int), Stealth (Dex), Thievery (Dex)

Trained Skills: Four from the list of class skills

Creating a Vampire

This section walks you through the steps of creating a vampire. As you make choices at each step, consider how those choices relate to your character's personality, backstory, and goals.

Consult the three class tables, one for each tier of play, for a summary of what you gain as you advance in level.

Race

Choose your race. Any race can potentially become a vampire, and each race's association with the dark legends of these creatures is unique.

Halfling Small, unassuming, and affable are the qualities most often ascribed to halflings by the folk of other races. However, many halflings are driven by their wanderlust and curiosity to explore the dark places of the world—and to encounter the cursed creatures that dwell there. Although halfling vampires are rare, the fact that their race is often underestimated is an asset to these undead predators.

Halfling vampires are typically loners and outcasts, but the halfling clans' loyalty to kin and family leads some to openly accept vampires among them. Legends tell of great halfling heroes who fell to the dark curse of vampirism in the course of saving their clans from some undead scourge. Such vampires depend on the strength of their clan bonds to prevent them from slipping into evil deeds, often acting as scouts and defenders with a special focus on fighting undead.

Halfling vampires retain their love for Avandra, but most also worship Sehanine for her shadowy nature. The god of trickery shows halfling vampires much favor.

Vryloka The vrylokas take secret pride in their undead origins, even as they live their lives among the mortal races. However, a significant number of the so-called living vampires come to covet the dark curse that is the source of their long life and power. Vrylokas take up the path of the vampire by undertaking a variant of the blood ritual given to their kind by the Red Witch long ago, modified with the help of Vistani mystics.

Vryloka vampires maintain a low profile among their people, revealing their secret only to close family and kin. The intrigues and machinations that drive the vrylokas' secret societies are built on power, and the power wielded by true vampires can make them a target for betrayal by other families. Among



Eldas, human vampire

ALBERTO DEL LAGO

their own kin, vryloka vampires often become elders and leaders, guarding their family's most ancient wisdom and secret traditions. Such vampire elders can choose to pass their blood on to other vrylokas with the blessing of their family. However, some vryloka vampires spread the curse according to personal whim, in flights of passion, or in mad fits.

Vryloka vampires typically see themselves as important servants of the Red Witch and, by extension, the Raven Queen.

Ability Scores

Determine your ability scores. As creatures of the hunt, vampires require uncanny speed and agility. As such, make Dexterity your highest score.

Your next highest score should be Charisma. Your strength of character forges the essential connection between your undead body, mind, and soul, and many of your class features and powers depend on it.

You increase two ability scores of your choice by 1 each when you reach certain levels: 4th, 8th, 14th, 18th, 24th, and 28th. In addition, all your ability scores increase by 1 at 11th and 21st levels.

Your other ability scores can help define your character's personality and backstory. A good Constitution score helps to ensure your survival as an adventuring vampire. It also implies that you were a vigorous mortal before taking up your dark path—perhaps part of the reason you were chosen for that path in the first place. Intelligence can speak to an academic or studious background, perhaps indicating that you came to vampirism through ancient lore or forgotten rituals. Regardless of how you became a vampire, a high Wisdom manifests as the instincts of an observant and intuitive predator.

Skills

At 1st level, choose four trained skills from the following list of class skills: Acrobatics, Arcana, Athletics, Bluff, Diplomacy, History, Intimidate, Perception, Religion, Stealth, and Thievery.

Your choice of skills reflects your unique approach to your existence as a creature of the night. An emphasis on Acrobatics, Athletics, Stealth, or Intimidate suggests a consummate hunter. Focusing on Bluff, Diplomacy, Stealth, and Thievery, might make you a charmer, experienced at hiding your true nature from the world and acquiring what you need by subterfuge. Perception is valuable to any vampire.

Your choice of skills can also tell something about your past. Arcana suggests a familiarity with shadow magic and your dark curse, as does Religion. However, Religion also grants you a deeper understanding of the nature of the soul's journey and of undeath. Perhaps faith was important to you when you were alive. How has that changed now? If you are trained

In History, did you live through great events? Were you a scholar, or did the vampire that granted you your power pass on its knowledge as well?

Class Features and Powers

Note which class features and powers you gain at 1st level, as specified on the Vampire Heroic Tier table on page 52.

Feats

Choose one feat at 1st level. You gain an additional feat at every even-numbered level, plus a feat at 11th and 21st levels.

As an undead creature, you have limited healing surges. Because a number of your powers improve with the expenditure of a healing surge, Durable is a good feat choice. So is the Unarmored Agility feat, which can represent either your uncanny quickness or supernaturally tough flesh. You will spend much of your time in close-quarters combat, so feats such as Defensive Mobility are a good choice. Likewise, feats from the quick reaction group can help emphasize your killer instincts. Holy Symbol Expertise or Ki Focus Expertise increase the accuracy of many of your powers and might also suggest a special bond between you and your implement. Finally, any of the shadow feats in this book can demonstrate your ties to the Shadowfell and the source of your power.

Equipment

You have proficiency with cloth armor. You have proficiency with the following weapon types: simple melee and simple ranged.

You have 100 gp to buy your starting equipment. Purchase an implement of your choice, making that implement a symbol of your mortal existence—a sentimental object that keeps you grounded when the darkness threatens to overwhelm you. A defaced symbol of Vecna, whom you hate for the curse placed on your bloodline, can be as powerful as a wedding ring that recalls your lost love and acts as a ki focus.

With your innate defensive strength and your ability to use *vampire slam* as a melee basic attack, you won't need armor or a melee weapon. You might want to purchase a ranged weapon that can shoot farther than your ranged powers, but you are primarily a melee warrior. Spend the rest of your money on adventuring gear.

Defenses and Hit Points

Calculate your defenses using your ability modifiers. In addition, you gain a +1 bonus to Fortitude and Will.

You start with hit points equal to 12 + your Constitution score. You gain 5 hit points each time you gain a level. You have 2 healing surges per day.



Jyriel, elf vampire

Alignment and Final Details

At this point, you should have all the mechanical details of your character determined. There are a few more decisions to make.

Pick an alignment that matches your character's outlook on the world. As a vampire, you must struggle with the supernatural forces that grant your power if you hope to be more than just a monster. Your hunger can drive you to dark acts, but by choosing your victims carefully, you can maintain your morality. How you became a vampire can also affect your moral outlook.

Finally, check with your DM to see where you are from in the campaign setting, the people you already know, and what your current situation is. It also helps to spend a few minutes working out how or if you know the other players' characters.

Heroic Vampire

Having crossed over the threshold of death—and perhaps only just broken free of the authority of the vampire who created you—you are a force of shadow and nature combined. The heroic tier is where you learn to master your innate powers, establishing who you are and how you balance your existence between the world of the living and the undead.

VAMPIRE HEROIC TIER

Total XP	Level	Feats Known	Class Features and Powers
0	1	1	Child of the Night Blood Is Life Enduring Soul Hidden Might Vampiric Reflexes At-will attack powers *Blood drinker* *Swarm of shadows*
1,000	2	+1	Utility powers
2,250	3	–	*Feral assault*
3,750	4	+1	Ability score increase *Strength of Blood*
5,500	5	–	*Unfettered hunger*
7,500	6	+1	*Form of the bat*
10,000	7	–	Improved Blood Drinker
13,000	8	+1	Ability score increase Night Crawler
16,500	9	–	*Domineering gaze*
20,500	10	+1	*Gaseous form*

Level 1: Child of the Night

You have been reborn into darkness, claiming the ancient power that will mark you for all time. You gain strength in the night even as you curse the sun, for its unwavering radiance is a bitter fire that drains your strength and power.

Benefit: You gain the following benefits and weaknesses.

- You are an undead creature. You are unaffected by anything that affects only living creatures. You don't need to breathe, which means you are immune to suffocation. You also don't age. Unlike most undead, you do need to sleep.
- You have darkvision.
- You have resist 5 necrotic.
- You have vulnerable 5 radiant.
- If you end your turn in direct sunlight and lack a protective covering such as a cloak or other heavy clothing, you take 5 radiant damage (plus additional damage from your radiant vulnerability) from the sunlight, and you are weakened (save ends). If you drop below 1 hit point from this damage, you are instantly destroyed.

Level 1: Blood Is Life

As an undead creature, you gain power and strength when you drain the life essence of other creatures. A gnawing hunger thus burns within your body and spirit, tempting you to descend into feral madness. Some vampires embrace this impulse, becoming savage beasts with a thirst for blood. Others strive to control it, turning their hunger into a weapon they can unleash against their enemies.

Your undead nature and your dependence on blood force you to use healing surges in a different way than other characters. The few healing surges you have can be augmented by the life force you drain from your foes with many of your powers. In addition, you can draw on the life energy of a willing ally to fuel your own vitality.

Benefit: Once during a short rest, an ally adjacent to you can willingly lose one healing surge to allow you to regain hit points equal to your bloodied value. You regain hit points equal to your bloodied value.

If you end a short rest with more healing surges than your usual number of healing surges for the day, you lose any healing surges beyond that number but regain all your hit points.

Level 1: Enduring Soul

Your body is undead, but the lingering presence of your soul is infused into the shadow magic that grants you power. When you have taken grievous injuries, that soul energy heals and sustains you.

Benefit: While you are bloodied, you gain regeneration equal to your Charisma modifier. If you take radiant damage, your regeneration does not function until the end of your next turn.

Level 1: Hidden Might

Though you might show no outward sign of it, the curse that transformed you into an undead creature grants you physical power from the force of your personality alone.

Benefit: You gain a bonus to the damage rolls of your vampire powers and vampire paragon path powers. The bonus equals your Charisma modifier. The bonus increases to 2 + your Charisma modifier at 5th level, 4 + your Charisma modifier at 15th level, and 6 + your Charisma modifier at 25th level.

Level 1: Vampiric Reflexes

You move with an uncanny grace that makes it difficult for foes to strike you.

Benefit: You gain a +2 shield bonus to AC while you are wearing cloth armor or no armor and aren't using a shield.

Level 1: At-Will Attack Powers

Vampires are known for their mythic strength and legendary charm—attributes that you wield as weapons when you enter combat.

Benefit: You gain the *dark beckoning*, *taste of life*, and *vampire slam* powers.

Dark Beckoning

The steeliness of your gaze can sway the heart of even the most fearless foe. Like a coiled serpent, you transfix your enemies to leave them exactly where you want them.

Dark Beckoning — Vampire Attack 1

Your mesmerizing presence draws your enemies closer.

At-Will ✦ Charm, Implement, Psychic, Shadow
Standard Action **Ranged** 5
Target: One creature
Attack: Charisma + 2 vs. Will
Hit: 1d6 + Charisma modifier psychic damage, and you pull the target up to 3 squares.
Level 21: 2d6 + Charisma modifier psychic damage.

Taste of Life

Your undead essence thrives on the life energy of other creatures. This power lets you gain strength while you inflict pain on your foe.

Taste of Life — Vampire Attack 1

Your dread touch burns your foe with dark power, even as your own energy is temporarily restored.

At-Will ✦ Implement, Necrotic, Shadow
Standard Action **Melee** 1
Target: One creature
Attack: Dexterity vs. Fortitude
Hit: 1d8 + Dexterity modifier necrotic damage, and you gain temporary hit points equal to 2 + your Charisma modifier.
Level 21: 2d8 + Dexterity modifier necrotic damage.

Vampire Slam

The power of shadow courses through you, transforming your unnatural quickness into a brute-force assault.

Vampire Slam — Vampire Attack 1

You use the full force of your undead strength to drive your foe back.

At-Will ✦ Implement, Shadow
Standard Action **Melee** 1
Target: One creature
Attack: Dexterity vs. Reflex
Hit: 1d10 + Dexterity modifier damage, and you can push the target 1 square.
Level 21: 2d10 + Dexterity modifier damage.
Special: You can use this power as a melee basic attack.

Level 1: Blood Drinker

Your curse demands that the life force of other creatures be sacrificed to maintain your undead form. Whether it consists of blood, ichor, or the unseen energy of life itself, only the essence of your foes can satisfy you.

Benefit: You gain the *blood drinker* power.

Blood Drinker — Vampire Attack

When your attack strikes true, you sweep past your foe's defenses to consume the essence of its life.

Encounter ✦ Shadow
No Action **Personal**
Trigger: You hit an enemy with a vampire melee at-will attack power.
Target: The triggering enemy
Effect: The target takes 1d10 extra damage from the triggering attack, and you gain a healing surge.
Level 17: 2d10 extra damage.
Level 27: 3d10 extra damage.

Level 1: Swarm of Shadows

Your mortal body is merely a vessel for the magic that sustains you in your state of undeath. You can manipulate your physical form with growing ease, transforming into a cluster of shadows that bite and slash at your foes, then let you secretly re-form in their midst to press the attack.

Benefit: You gain the *swarm of shadows* power.

Swarm of Shadows — Vampire Attack 1

Your body becomes a swarm of batlike shadows that let you harry your enemies, then fade from sight.

Daily ✦ Implement, Shadow, Teleportation
Standard Action **Close** blast 3
Target: Each enemy in the blast
Attack: Dexterity vs. Fortitude
Hit: 3d6 + Dexterity modifier damage, and ongoing 5 damage (save ends).
Miss: Half damage.
Effect: You teleport to a square in the blast and are invisible until the end of your next turn.

Level 2: Utility Powers

The same strength of character that keeps your desires in check can be used as a weapon against your foes, leaving them unable to react in the heat of combat.

Benefit: You gain a 2nd-level vampire utility power of your choice.

Charming Gaze

The force of your personality lets you channel the shadow magic that animates you, accentuating and sharpening your presence in combat.



Andragora, halfling vampire

Charming Gaze **Vampire Utility 2**

Your compelling demeanor throws your prey off its guard, lulling it into a false sense of security.

Encounter ✦ Charm, Shadow
Minor Action **Close** blast 5
Target: One creature in the blast
Effect: Until the end of your next turn, the target cannot make opportunity attacks or take immediate actions. In addition, you gain a +4 bonus to the next Bluff check or Diplomacy check you make against the target before the end of the encounter.

Hunter's Gaze Although you must maintain strict control over the feral hunger that lurks within you, that hunger can also serve you in combat. Sensing your deadly instincts, your foe is left in a state of vulnerable distraction.

Hunter's Gaze **Vampire Utility 2**

As you focus on a foe, your predatory presence leaves it open to attack.

Encounter ✦ Charm, Shadow
Minor Action **Close** blast 5
Target: One creature in the blast
Effect: Until the start of your next turn, the target grants combat advantage while you are adjacent to it. In addition, you gain a +4 bonus to the next Intimidate check you make against the target before the end of the encounter.

Level 3: Feral Assault

As you gain experience, you gain better control of your hunger—control that allows you to safely channel your feral impulses. When you unleash the beast within, no foe can stand against you for long.

Benefit: You gain the *feral assault* power.

Feral Assault **Vampire Attack 3**

You howl like a beast as you strike, your hunger and fury driving you to make a brutal attack.

Encounter ✦ Implement, Shadow
Standard Action **Melee** 1
Target: One creature
Attack: Dexterity vs. Reflex
Hit: 2d12 + Dexterity modifier damage.
Special: You can lose a healing surge when you use this power to either target a second creature or deal 2d8 extra damage with the attack.

Level 4: Ability Score Increase

Shadow is becoming so ingrained within you that it infuses your essential nature and makes you more than you were before.

Benefit: You increase two ability scores of your choice by 1.

Level 4: Strength of Blood

When your dark curse first claimed you, you consumed the life force of other creatures simply to survive. Now, you reinvest that spirit energy into a surge of physical strength on the battlefield.

Benefit: You gain the *strength of blood* power.

Strength of Blood **Vampire Utility 4**

You draw on the life force you have consumed to grant yourself a sudden burst of strength.

Encounter ✦ Shadow
Minor Action **Personal**
Effect: You gain a +5 power bonus to the next Athletics, Endurance, or Strength check you make before the end of your turn.
Special: You can lose a healing surge when you use this power to increase the bonus to +10.

Level 5: Unfettered Hunger

The feral impulses that surge through you threaten to overwhelm you at times. At the height of your fury, you slake your hunger with all the rage of the undead monster that others fear you to be.

Benefit: You gain the *unfettered hunger* power.

Unfettered Hunger — Vampire Attack 5

Your eyes turn red with fury, your fangs lengthen, and you rage like a beast as you allow your hunger to seize control.

Daily ✦ Implement, Shadow
Standard Action Close burst 1
Target: Each creature in the burst
Attack: Dexterity vs. Reflex
Hit: 2d10 + Dexterity modifier damage.
Miss: Half damage.
Effect: Until the end of the encounter, you gain a +2 power bonus to attack rolls and a +4 power bonus to damage rolls, you can shift up to your speed as a move action, and you cannot spend healing surges to regain hit points.

Level 6: Form of the Bat

Common folklore ascribes countless powers to vampires, including the ability to shift into the forms of frightening animals. You have learned to draw on shadow magic to become one of these creatures of the night.

Benefit: You gain the *form of the bat* power.

Form of the Bat — Vampire Utility 6

Your body becomes a cloud of pure shadow that shrinks and coalesces into the form of a fluttering bat.

Encounter ✦ Polymorph, Shadow
Standard Action Personal
Effect: You assume the form of a Tiny bat. While you are in this form, you have a speed of 2 and a fly speed of 8, and you cannot make attacks or hold or carry any object. Your equipment becomes part of this form. You use a move action to return to your normal form.

Level 7: Improved Blood Drinker

You have become a more efficient predator, seeking out additional opportunities to feed.

Benefit: You gain one more use of *blood drinker* per encounter, but you can use it only once per turn.

Level 8: Ability Score Increase

You are long accustomed now to the darkness within you, and your body and mind become more formidable.

Benefit: You increase two ability scores of your choice by 1.

Level 8: Night Crawler

A perfect killer must move in ways that its prey does not expect. Your otherworldly strength and shadow magic allow you to stalk your victims like a creature of living darkness.

Benefit: You gain a climb speed equal to your speed. You can climb across a ceiling or similar surface. However, if you end your turn on such a surface, you fall.

Level 9: Domineering Gaze

By focusing the power of your dark curse, you direct your mix of beastly and mortal emotions into an opponent's mind. Lost within those dark passions, your prey becomes a puppet under your control.

Benefit: You gain the *domineering gaze* power.

Domineering Gaze — Vampire Attack 9

With a glance, your foe falls under your control and will yield up its life force to strengthen you.

Daily ✦ Charm, Implement, Necrotic, Shadow
Standard Action Ranged 5
Target: One enemy
Attack: Charisma + 2 vs. Will
Hit: The target is dominated (save ends). While the target is dominated by this power, you can use a minor action while adjacent to the target to gain a healing surge and to deal necrotic damage to the target equal to your healing surge value. Doing so ends the domination.
Miss: The power is not expended.

Level 10: Gaseous Form

The power of the Shadowfell flows through your undead form. By drawing on your connection to that power, you change yourself into a vague shape of swirling darkness.

Benefit: You gain the *gaseous form* power.

Gaseous Form — Vampire Utility 10

You transform into a shadowy mist that shreds and twists away from your enemy's grasp.

Daily ✦ Polymorph, Shadow
Minor Action Personal
Effect: You assume a gaseous form. While in this form, you are insubstantial and phasing, gain a fly speed of 8, and gain a +10 power bonus to Stealth checks. You cannot attack in this form. The form lasts until the end of your next turn or until you use a minor action to end it.
Sustain Minor: The gaseous form persists until the end of your next turn.



Eldas slashes away at a pack of wererats that foolishly thought him to be easy prey

Paragon Vampire

You have feasted on innumerable foes and defeated them, all the while holding yourself in the middle ground between mortality and undeath. When you ascend into the paragon tier, your shadow powers grow stronger as you carve out your dark legend.

Paragon Path: Vampire Noble

At 11th level, your vampire takes on a paragon path, typically the vampire noble paragon path. A vampire noble concentrates on a particular set of vampiric traits to emphasize them, creating a suite of abilities that vampires refer to as a bloodline. Some vampires choose the cunning of the beguiler bloodline, while others prefer to cultivate their bestial nature by adopting the stalker bloodline. See pages 61 and 62 for the two bloodlines and the features they offer.

Prerequisite: Only a vampire can take this paragon path.

VAMPIRE PARAGON TIER

Total XP	Level	Feats Known	Class Features and Powers
26,000	11	+1	Ability score increase Blood Lord [vampire noble] Bloodline feature [vampire noble] Vampiric Action [vampire noble]
32,000	12	+1	Bloodline utility power [vampire noble]
39,000	13	–	Enduring Reserves
47,000	14	+1	Ability score increase
57,000	15	–	*Hungry swarm*
69,000	16	+1	Bloodline feature [vampire noble] *Shared blood*
83,000	17	–	*Unleashed fury*
99,000	18	+1	Ability score increase
119,000	19	–	Vital Consumption
143,000	20	+1	Bloodline daily power [vampire noble]

Level 11: Ability Score Increase

As if to prepare you for the paragon tier, your body and mind gird themselves against future threats by making you more formidable in every way.

Benefit: Each of your ability scores increases by 1.

Level 11: Blood Lord

Vampire noble paragon path feature

Your hunger grows with your power, allowing you to channel the life energy of your foes to even deadlier effect.

Benefit: You gain one more use of *blood drinker* per encounter, but you can still use it only once per turn.

Level 11: Bloodline Feature

Vampire noble paragon path feature

The bloodline that defines you sharpens your predatory instincts and your thirst for the life energy that sustains you.

Benefit: You gain a paragon path feature associated with your bloodline (beguiler, page 61, or stalker, page 62).

Level 11: Vampiric Action

Vampire noble paragon path feature

When you push yourself beyond normal limits, you also spark the supernatural energy that animates your undead body, letting you strike with superior accuracy and speed.

Benefit: When you spend an action point to take an extra action, if you have temporary hit points or have more healing surges than your usual number of healing surges for the day, you gain a +4 power bonus to your next attack roll before the end of your turn.

Level 12: Bloodline Utility Power

Vampire noble paragon path feature

The power of shadow strengthens you, granting you additional resources to outlast your foes.

Benefit: You gain a utility power associated with your bloodline (beguiler, page 61, or stalker, page 62).

Level 13: Enduring Reserves

The life energy you have stolen from countless foes has permanently replenished your undead form's ability to heal.

Benefit: Your number of healing surges increases by one.

Level 14: Ability Score Increase

Your continued cultivation of the dark forces within you enhances your physical and mental resilience.

Benefit: You increase two ability scores of your choice by 1.

Level 15: Hungry Swarm

As your talent for manipulating the power of darkness grows, your *swarm of shadows* takes on an even deadlier edge. As your foes are harried and blinded by batlike shadows, you replenish your own vitality by drinking deep from their fear.

Benefit: You gain the *hungry swarm* power. This new power replaces *swarm of shadows*.

Hungry Swarm — Vampire Attack 15

Your body unravels into a swarm of batlike shadows whose claws and fangs steal sight and life from your foes.

Daily ✦ Implement, Shadow, Teleportation
Standard Action **Close** blast 3
Target: Each enemy in the blast
Attack: Dexterity vs. Fortitude
Hit: 5d6 + Dexterity modifier damage, and the target is blinded (save ends).
Miss: Half damage.
Effect: You teleport to a square in the blast and are invisible until the end of your next turn. If you hit at least one living creature with this attack, you gain a healing surge.

Level 16: Bloodline Feature

Vampire noble paragon path feature

The dark traditions of your bloodline bestow additional benefit and help you shrug off the lingering weakness of your vampiric form.

Benefit: You gain a paragon path feature associated with your bloodline (beguiler, page 61, or stalker, page 62).

Level 16: Shared Blood

The energy of life that you reap from your enemies sustains your soul's connection to your undead body and powers your most potent attacks. Now you learn to transfer that power to your allies, gifting them with your own supernatural sustenance and strength in their hour of need.

Benefit: You gain the *shared blood* power.

Shared Blood — Vampire Utility 16

You bite yourself to let the life energy you have consumed seep onto your ally, transferring some of your undying vitality.

Daily ✦ Healing, Shadow
Standard Action **Melee** 1
Requirement: You must have at least one healing surge remaining.
Target: One ally
Effect: You lose a healing surge. The target regains 1 hit point, gains temporary hit points equal to his or her bloodied value, and can make a saving throw with a +2 power bonus.

Level 17: Unleashed Fury

When you first took up the vampire's path, you fought to suppress the dark rage of your maimed soul. Now you have learned to control that fury to your advantage—and to your enemies' peril.

Benefit: You gain the *unleashed fury* power. This new power replaces *feral assault*.

Unleashed Fury — Vampire Attack 17

You become a ravening beast, lashing out at your foe with the strength of all your dark rage.

Encounter ✦ Implement, Shadow
Standard Action **Melee** 1
Target: One creature
Attack: Dexterity vs. Reflex
Hit: 3d12 + Dexterity modifier damage.
Special: You can lose a healing surge when you use this power to either target each creature adjacent to you with the attack or deal 3d10 extra damage to a single target.

Level 18: Ability Score Increase

Seemingly, there is no end to how much you can hone your abilities by surrendering to, and taking control of, the power of the dark.

Benefit: You increase two ability scores of your choice by 1.

Level 19: Vital Consumption

The life force you expend to fuel your shadow magic now provides an additional boost to your vitality.

Benefit: Whenever you lose a healing surge as part of one of your vampire or paragon path attack powers, you gain temporary hit points equal to one-half your level.

Level 20: Bloodline Daily Power

Vampire noble paragon path feature

At the height of the paragon tier, your dark curse fuels your deadliest attack.

Benefit: You gain a paragon path power associated with your bloodline (beguiler, page 61, or stalker, page 62).

Epic Vampire

Through the power of undeath, you have grown beyond the limitations of mortals and monsters alike. Now it is time to use your power to challenge foes that can threaten all of existence.

When your vampire reaches 21st level, he or she takes on an epic destiny. The destiny you choose represents the apex of your shadow magic—and the final resolution of your attempts to control your dark fate. Like your paragon path, it grants a set of related features and powers.

VAMPIRE EPIC TIER

Total XP	Level	Feats Known	Class Features and Powers
175,000	21	+1	Ability score increase Epic destiny feature
210,000	22	+1	Utility power
255,000	23	–	Energized Blood Drinker
310,000	24	+1	Ability score increase Epic destiny feature
375,000	25	–	*Irresistible gaze*
450,000	26	+1	Epic destiny feature
550,000	27	–	–
675,000	28	+1	Ability score increase
825,000	29	–	*Consuming swarm*
1,000,000	30	+1	Epic destiny feature

Level 21: Ability Score Increase

Your entrance into the epic tier is heralded by a rush of vitality and clarity. You are now stronger, wiser, and even more unassailable.

Benefit: Each of your ability scores increases by 1.

Level 21: Epic Destiny Feature

As you enter the epic tier, your final destiny comes into focus. Perhaps you are fated to save the world from some great evil, or maybe fate has dictated that you must fight against a god. The destiny you pursue shapes you just as your actions shape the cosmos.

Benefit: You gain a feature associated with your epic destiny.

Level 22: Utility Power

The power of blood and shadow permeates your being, granting you abilities that few of your kind have ever known.

Benefit: You gain a new vampire utility power of your level or lower.

Blood Drinker's Pounce

The energy you drain from your enemies with your *blood drinker* power has become a potent elixir. As your foe stumbles, you let its stolen life force drive you into a battle frenzy.

Blood Drinker's Pounce — Vampire Utility 22

Your successful attack inspires even greater fury, letting you leap through your foes like a snarling beast.

Encounter ✦ Shadow
Free Action — Personal
Trigger: The target of your *blood drinker* power is bloodied or reduced to 0 hit points by that power's triggering attack.
Effect: You shift up to your speed and can move through enemies' spaces during this shift. You then use *vampire slam* with a +2 bonus to the attack roll. If you hit, you also knock the target prone.

Culling Call

You balance your dark majesty and your deadly combat prowess with ease. The destruction of a foe should send other enemies scrambling in fear, but you can call those enemies forward to their doom.

Culling Call — Vampire Utility 22

As one foe falls, your dark presence pulls another enemy forward to become an offering for your hunger.

Encounter ✦ Shadow
Free Action — Personal
Trigger: You reduce an adjacent enemy to 0 hit points on your turn.
Effect: You use *dark beckoning* against an enemy within range. If you hit with that power, you also gain combat advantage against the target until the end of your next turn.

Level 23: Energized Blood Drinker

You are the most proficient of feeders, wringing every drop of vitality from the life force of the creatures you consume.

Benefit: When you use your *blood drinker*, you gain temporary hit points equal to 5 + your Charisma modifier. If *blood drinker* has been triggered by *taste of life*, you instead gain 5 + twice your Charisma modifier temporary hit points.

Level 24: Ability Score Increase

Yet again, the darkness in your soul works physical and mental changes within you.

Benefit: You increase two ability scores of your choice by 1.

Level 24: Epic Destiny Feature

Your place in the cosmic order becomes cemented as you gain still more power. At this point, fate seems to bend and weave to ensure your survival.

Benefit: You gain a feature associated with your epic destiny.

Level 25: Irresistible Gaze

Before the battle is done, even the mightiest creatures in the cosmos will succumb to your remorseless glare.

Benefit: You gain the *irresistible gaze* power. This new power replaces *domineering gaze*.

Irresistible Gaze — Vampire Attack 25

Your enemy gives up its will and its life force to you, stumbling through the battle under your command.

Daily ✦ Charm, Implement, Necrotic, Psychic, Shadow
Standard Action **Ranged** 5
Target: One enemy
Attack: Charisma + 2 vs. Will
Hit: The target is dominated (save ends). Once while the target is dominated by this power, you can use a minor action while adjacent to the target to gain a healing surge and to deal necrotic damage to the target equal to your healing surge value. Doing so ends the domination.
Aftereffect: The target takes ongoing 10 psychic damage and is dazed (save ends both).
Miss: The power is not expended.

Level 26: Epic Destiny Feature

Your foes' worst attacks cannot sway you from driving toward the great goal that lies before you. When all seems lost, you have the strength and determination to deny death and fight on.

Benefit: You gain a feature (typically a utility power) associated with your epic destiny.

Level 28: Ability Score Increase

Your destiny is not yet fulfilled, and you need to be stronger and sharper to stand up to the challenges that await.

Benefit: You increase two ability scores of your choice by 1.

Level 29: Consuming Swarm

When you dissolve into a storm of batlike shadows, you drain the life from every foe you touch. Protected from your enemies' sight, you move with the unseen grace of the night.

Benefit: You gain the *consuming swarm* power. This new power replaces *hungry swarm*.

Consuming Swarm — Vampire Attack 29

The swarm of shadows into which you transform drains the life from your foes, then wraps you in a shroud of invisibility that endures while you attack.

Daily ✦ Implement, Shadow, Teleportation, Zone
Standard Action **Close** blast 5
Target: Each enemy in the blast
Attack: Dexterity vs. Fortitude
Hit: 7d6 + Dexterity modifier damage, and the target is blinded (save ends).
Miss: Half damage.
Effect: You teleport to a square in the blast, and the blast creates a zone that lasts until you leave it. While in the zone, you are invisible, and you can use a free action at the start of each of your turns to teleport to a square in the zone. In addition, if you hit at least one living creature with this attack, you gain a healing surge.

Level 30: Epic Destiny Feature

You have achieved the absolute pinnacle of your abilities. On the verge of facing your final destiny, you gain one final edge that could spell the difference between ultimate victory or utter defeat.

Benefit: You gain a feature associated with your epic destiny.

"I once believed myself cursed, reviled by the gods, doomed to spend eternity in the shadows. But I realized it was a gift, albeit one that came at a high price. Yes, I may not be able to stand the sun's light, and I might flinch away from a brandished holy symbol, but so long as I cling to my humanity I can be more than the monster that others name me. This gift is my destiny, and my purpose is to fight darkness with its own power."

—Elena Morivoga

Beguiler Bloodline

Whether your curse of vampirism was inflicted by fate or by choice, you have come to wholly accept your power by the beginning of the paragon tier. However, though the common folk would call you a monster if they knew your true nature, you cannot simply forsake the memory of the person you once were.

You prefer the company of mortals and the benefits of being a part of society. Through the magic of blood and shadow, your mastery of your appearance and your subtle hunting methods have made you the most attractive of predators. Your enemies believe your lies even as they overlook your strangeness. When you reveal your true nature in all its dark glory, they are unable to look away—much less escape—as they fall to their knees before you.

Level 11: Beguiler Bloodline Feature

Vampire noble paragon path feature

Your cunning manner keeps your true nature and identity concealed from others, even as it helps you keep your foes off guard in combat.

Benefit: You gain a +2 bonus to Bluff checks. This bonus increases to +5 when you are trying to pass as a specific individual of your race. In addition, you can make a Bluff check to feint and gain combat advantage as a minor action. You also gain a +3 bonus to damage rolls against any creature granting combat advantage to you.

Level 12: Beguiler Bloodline Utility Power

Vampire noble paragon path feature

The beguiling power of your blood can be released to charm your foes even in the heat of combat. As your dread curse draws the attention of your enemies, you and your allies gain the advantage.

Aura of Grandeur — Vampire Noble Utility 12

You become a beacon that your foes cannot ignore, forcing them to become distracted like moths circling an open flame.

Daily ✦ Aura, Charm, Shadow
Minor Action **Personal**
Effect: You activate an aura 3 that lasts until the end of your next turn. Enemies in the aura cannot make opportunity attacks against you or your allies. Whenever an enemy ends its turn in the aura, you can use a free action to slide that enemy up to 2 squares to another square in the aura.
Sustain Minor: The aura persists until the end of your next turn.

"I am as a god among mortals, and with such power comes great responsibility. These mortals are mine to do with as I please, and I choose to protect them. Like a shepherd protecting his flock, I will let no wolves harm my herd, no harm befall them by any hand but my own."

—Baron Guy deFarr

Level 16: Beguiler Bloodline Feature

Vampire noble paragon path feature

In whetting the power of your deadly attraction, you have also learned to shroud that power, escaping notice when it suits you. When you do so, the strength of your mind and spirit can cloak you even against the deadly light of the sun.

Benefit: You gain a +2 bonus to Stealth checks. This bonus increases to +4 if you move 2 or fewer squares during the turn in which you make the check, or if you are not in combat.

In addition, sunlight no longer deals radiant damage to you, and when it weakens you, you gain a bonus to saving throws to end that effect. The bonus equals your Charisma modifier.

Level 20: Beguiler Bloodline Daily Power

Vampire noble paragon path feature

At the height of the paragon tier, you are a foe beyond compare. When you invoke the dark splendor of your hunter's instincts, your prey cannot hope to escape you.

Predatory Splendor — Vampire Noble Attack 20

Your overwhelming presence holds your foes fast, forcing them to face your wrath.

Daily ✦ Aura, Charm, Implement, Psychic, Shadow
Standard Action **Close** burst 2
Target: Each creature in the burst
Attack: Charisma + 2 vs. Will
Hit: 3d10 + Charisma modifier psychic damage, and the target is immobilized and grants combat advantage (save ends both).
Miss: Half damage, and the target is slowed and grants combat advantage (save ends both).
Effect: You activate an aura 2 that lasts until the end of your next turn. If an enemy willingly leaves the aura, you can use a free action either to deal 10 psychic damage to it or to knock it prone.
Sustain Minor: The aura persists until the end of your next turn.

Stalker Bloodline

The dark curse that made you a vampire took little toll on your physical form. However, in your heart and soul, you have become a beast more terrifying than any monster you had known of in mortal life. As your power has grown, you have struggled at times to keep your feral side from taking over. Although you live for the chase and the kill, your hold on your humanity helps you glimpse the mindless savagery and wickedness that awaits you if you give in.

By controlling your bestial spirit, you can learn to take advantage of your predatory nature. The monster within is your connection between the world of mortals and the world of shadow, and it makes you strong.

Level 11: Stalker Bloodline Feature

Vampire noble paragon path feature

The power of your blood sets loose the predator inside you, letting you reveal your beastly countenance to overwhelm your foes.

Benefit: You gain a +2 bonus to Intimidate checks.

In addition, you gain a +2 bonus to the damage rolls of your vampire and stalker bloodline attacks.

Level 12: Stalker Bloodline Utility Power

Vampire noble paragon path feature

You are the consummate hunter, and each successful strike only increases your hunger for new prey. When one foe feels your wrath, you bring forth even greater savagery against your other enemies.

Hunter's Frenzy — Vampire Noble Utility 12

When your attack strikes true, it drives you into a fury that launches you into the midst of your foes.

Encounter ✦ Shadow
Free Action — Personal
Trigger: You bloody an enemy or reduce it to 0 hit points with an attack.
Effect: Any effect that is subjecting you to the slowed or immobilized conditions ends on you, and you then shift up to your speed. You gain combat advantage until the end of your next turn against each enemy adjacent to you at the end of the shift.

Level 16: Stalker Bloodline Feature

Vampire noble paragon path feature

You have fully assimilated your animalistic side, connecting you to the beasts of the earth. You are a creature of the land in addition to a creature of the night, and the sun no longer burns you.

Benefit: You gain a +2 bonus to Nature checks. This bonus increases to +4 if you are trying to calm a beast.

In addition, sunlight no longer deals radiant damage to you, and when it weakens you, you gain a bonus to saving throws to end that effect. The bonus equals your Charisma modifier.

Level 20: Stalker Bloodline Daily Power

Vampire noble paragon path feature

As you nurture your predatory side, the gnawing hunger within you grows ever stronger. The power of your stalker bloodline gives you strength in battle, and lets you release its full fury in the form of a shadowy wolf whose bite can lay waste to the deadliest foes.

Darkwolf Form — Vampire Noble Attack 20

With a growl, you transform your body into an inky cloak of darkness in the semblance of a feral wolf that is the embodiment of your hunger.

Daily ✦ Fear, Polymorph, Shadow
Standard Action — **Close** burst 2
Target: Each creature in the burst
Effect: You can push each target 1 square, and the target is immobilized until the end of your next turn. You assume the form of a wolflike beast of your size until the end of the encounter. While in this form, you gain a +2 power bonus to speed, you gain a +5 power bonus to Perception checks and Stealth checks, and the only attack you can make is the secondary power, which you can use at will. As a minor action once per round, you can change from your humanoid form to the wolflike form or vice versa.
Secondary Power (Implement, Shadow)
Standard Action — **Melee** 1
Target: One creature
Attack: Dexterity vs. Reflex
Hit: 3d8 + Dexterity modifier damage.
Special: You can use this secondary power as a melee basic attack.

Warlock

Warlocks manipulate arcane power, as wizards do, but their conduit to that power is vastly different. For a warlock, it's as much about who you know as what you know—and in effect, the two are the same.

All warlocks gain access to their power by entering into a pact with some force or entity in which that power rests. In return for their continuing loyalty and service to the source of their power, warlocks become more adept at their craft, and the abilities they bring to the battlefield grow more lethal.

The type of warlock you can create with this book is the binder.

Binder

Arcane Controller: The magical energy you channel enables you to bind your enemies with arcane power, turning their bodies and minds against them.
Key Abilities: Charisma; Dexterity or Intelligence

A binder is a warlock who bends the power of extraplanar entities to his or her will through the use of mystic words, true names, and powerful arcane symbols and talismans. Unlike warlocks who cleave to one master, a binder might call on several different creatures and entities as a means of channeling arcane power. Because they seek to master the magic of controlling other creatures, all binders fear having the power they channel turned against them in the end.

Like all warlocks, binders are typically distrusted by the common people, who know the tales of the dark bargains on which that class's power is built. Eschewing a single master might seem to offer a binder a level of freedom from direct, malign

Binder Traits

Hit Points: You start with hit points equal to 12 + your Constitution score. You gain 5 hit points each time you gain a level.

Bonuses to Defenses: +1 to Reflex, +1 to Will

Healing Surges per Day: 6 + your Constitution modifier

Armor Proficiencies: Cloth, leather

Weapon Proficiencies: Simple melee, simple ranged

Implement Proficiencies: Rods, wands

Class Skills: Arcana (Int), Bluff (Cha), Dungeoneering (Wis), History (Int), Insight (Wis), Intimidate (Cha), Religion (Int), Streetwise (Cha), Thievery (Dex)

Trained Skills: Four from the list of class skills



Kelwyn, human binder

WILLIAM O'CONNOR

manipulation. However, binders have a reputation for unpredictability that makes them as feared as hexblades and other warlocks.

Warlocks channel arcane magic and the spiritual energy of their slain foes. A binder's spells are focused on twisting reality more than on single combat–manipulating enemies and putting them at a disadvantage that hastens their demise. Binders rely on their allies to dispatch foes, and for the protection that allows them to freely work their magic.

As a seeker of knowledge and power, as well as one who seldom wishes to endure the scrutiny of the common folk for long, a binder makes a good adventuring partner. Legends and rumors lead a binder onward into the unknown, as do the whispers of the entities that provide the binder's power.

Creating a Binder

This section walks you through the steps of creating a binder. As you make choices at each step, consider how those choices relate to your character's personality, backstory, and goals.

Consult the three class tables, one for each tier of play, for a summary of what you gain as you advance in level.

Pact

Like all warlocks, a binder forges a pact with a powerful planar entity, channeling the arcane power that entity bestows. Your choice of pact has an important effect on the powers and other abilities you gain.

Gloom Pact The dark realm of the Shadowfell is the lair of ancient and unseen powers that hunger for influence in the mortal realm, and for the spiritual energy that a warlock can channel from defeated foes. A binder who bargains with such forces must be careful, however, for the entities that bestow the power of binding are masters of that power themselves. This pact requires that you have a good Dexterity score, because its magic focuses on the quick manipulation of arcane energy. As a gloom pact binder, you use the power of shadow to ensure that a foe never gets close enough to become a threat.

See page 76 for the features and powers associated with the gloom pact.

Star Pact Those who forge a star pact seek obscure lore and the names of creatures known to few mortals–the eldritch beings that dwell in the darkness between the stars and in the Far Realm beyond. Such sinister creatures offer great power, but always at a price. A wise binder thus learns the names of many such entities, hoping to maintain a safe barrier between its masters and the mortal realm. A good Intelligence score is important to a star pact binder, letting you master the mystic sciences required to channel your powers of arcane binding–and to protect yourself from being enslaved in turn.

See page 79 for the features and powers associated with the star pact.

Race

Choose your race. Human and shade are particularly good choices for a binder.

Human Humans consistently demonstrate the diversity, moral latitude, and cleverness–as well as the mental, physical, and spiritual resilience–required to follow the binder's path. Human binders can come into their power in various ways, but most are loners who seek a quick route to power rather than enduring long and laborious study. Some tragedy or failing in the past might push such a character to embrace the darker side of arcane might. Curiosity coupled with a lack of caution sometimes leads humans to become binders, quick to believe they can stay one step ahead of their dark patrons. As a result, some human binders make pacts without fully considering the consequences.

If a human binder reveres any deity, it is likely to be Avandra or Sehanine. Both gods support the individualistic path that most binders follow, but neither advocates giving up one's secrets.

Shade Having once been human, shades are equally diverse in their reasons for becoming binders. A typically high Charisma serves a shade well in the binder class. Shade binders are often steeped in arcane lore. The act of becoming a shade requires hidden knowledge. As a result, the same texts or teachers that provided a human with the secrets of the Trail of Five Darknesses might also divulge the secrets of becoming a binder. Indeed, many shade binders forge a gloom pact with the Shadowfell entity to which they originally pledged a piece of their soul.

Piety is even more alien to shade binders than it is to most shades, though some worship Sehanine and Vecna. Most believe that the gods are simply not powerful enough to aid in their ultimate ambitions.

Ability Scores

Determine your ability scores. As a binder, your command of arcane power–and of the enemies you control with that power–relies on your force of personality. Make Charisma your highest score.

Your second-highest score depends on the pact you make. If you want to manipulate darkness and move quickly in the shadows by forging a gloom pact, choose Dexterity. For the star pact, you need an agile mind capable of comprehending hidden truths. In this case, opt for a good Intelligence score.

You increase two ability scores of your choice by 1 each when you reach certain levels: 4th, 8th, 14th, 18th, 24th, and 28th. In addition, all your ability scores increase by 1 at 11th and 21st levels.

Your other abilities allow you to shape your character's approach to adventuring. Binders avoid melee combat, but a hardy body is still important to a wielder of eldritch secrets. Consider keeping your Constitution high. Binders also rely on reason and knowledge, so you might have a respectable Intelligence score even if you follow the gloom pact. If a binder lacks anything, it is often Wisdom, reflecting the rash curiosity and the hunger for power that might inspire a warlock's pact in the first place.

Skills

At 1st level, choose four trained skills from the following list of class skills: Arcana, Bluff, Dungeoneering, History, Insight, Intimidate, Religion, Streetwise, and Thievery.

A binder knows firsthand that ignorance is a weakness, and Arcana is a common skill among those who follow this path. Binders most often focus only on those hidden truths related to their own pact and power, but a lack of familiarity with other facets of the arcane can be a hindrance to that power. History is also useful for learning about legends and past events that can reveal the existence of magical lore and long-lost relics. To help defray the suspicion that dogs a binder, Bluff is also a useful skill.

As much as the pact you choose, your skills say something about your past and your ambitions. If you have training in Streetwise, you might have grown up as part of the lower class, becoming a binder to escape that life and turn the tables on those who oppressed you. Training in Dungeoneering might mean you have fought aberrant creatures in the past, perhaps inspiring you to take up the star pact and confront such creatures with their own power. Your Intimidate skill might indicate that you enjoy cowing weaker characters with your dark powers—and might make you work harder to prevent that power from corrupting you.

Class Features and Powers

Note which class features and powers you gain at 1st level, as specified on the Binder Heroic Tier table on page 66. Also note the powers and class features you gain for the pact you chose for your character.

In addition, you need to choose a daily spell. Your choice of pact provides a good guide to picking which spell should fit your character best. If you chose the gloom pact, then *web of shadows* demonstrates your ability to manipulate the darkness. The star pact allows you to infuse shadow with the madness from beyond the stars with *hateful shade*.

Feats

Choose one feat at 1st level. You gain an additional feat at every even-numbered level, plus a feat at 11th and 21st levels.

Implements are important to your warlock powers, so implement training feats are often a good choice. Wand Expertise can make your attack powers more accurate, whereas Rod Expertise gives you a defensive edge that can keep you away from enemies in battle. Your defensive tactics can also be improved by Defensive Mobility or other feats from the vigilant reflexes category. Your ties to the power of shadow might be expressed through many of the feats in this book.

Equipment

You have proficiency with the following types of armor: cloth and leather. You have proficiency with the following types of weapons: simple melee and simple ranged. You also know how to use rods and wands as implements.

You have 100 gp to buy your starting equipment. Unless you have a good reason to wear cloth armor, buy a suit of leather armor. Then purchase an implement, particularly if you took an implement training feat. Your combat powers incorporate mainly ranged and area attacks, and your tactics will likely keep you away from your enemies. However, you might buy a simple weapon for those rare occasions when you need to make a melee basic attack or an opportunity attack. Spend the rest of your money on adventuring supplies.

Defenses and Hit Points

Calculate your defenses using your ability modifiers and the bonus for your character's armor. In addition, you gain a +1 bonus to Reflex and Will.

You start with hit points equal to 12 + your Constitution score. You gain 5 hit points each time you gain a level. You have a number of healing surges per day equal to 6 + your Constitution modifier.

Alignment and Final Details

At this point, you should have all the mechanical details of your character determined. There are a few more decisions to make.

Pick an alignment that matches your character's outlook on the world. Like most warlocks, you are probably unaligned. Although you are close to your allies and you do undertake heroic deeds, you need flexible ethics to tolerate the demands of your pact.

Finally, check with your DM to see where you are from in the campaign setting, the people you already know, and what your current situation is. It also helps to spend a few minutes working out how or if you know the other players' characters.



Eida, halfling binder

Heroic Binder

Fresh from having forged the pact that grants you your power, you are on the road to your ultimate destiny. Be on the lookout for opportunities to gain even greater arcane might as you expand your gifts.

BINDER HEROIC TIER

Total XP	Level	Feats Known	Class Features and Powers
0	1	1	*Shadow claws* Pact Boon Shadow Twist Shadow Walk Pact encounter power Daily power
1,000	2	+1	Utility power
2,250	3	–	Pact encounter power
3,750	4	+1	Ability score increase Pact Lore
5,500	5	–	Daily power
7,500	6	+1	Utility power
10,000	7	–	Pact encounter power
13,000	8	+1	Ability score increase
16,500	9	–	*Summon warlock's ally*
20,500	10	+1	Utility power

Level 1: Shadow Claws

One of the first spells you master is one that can freeze any foe in place with the power of darkness.

Benefit: You gain the *shadow claws* power.

Shadow Claws — Warlock Attack 1

A cloud of freezing shadow wraps around your foe, turning into a snarling beast that lashes out when that enemy tries to move.

At-Will ✦ Arcane, Cold, Implement, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Fortitude
Hit: 1d10 + Charisma modifier cold damage.
Level 21: 2d10 + Charisma modifier cold damage.
Effect: If the target moves during its next turn, it takes cold damage equal to 2 + your Dexterity or Intelligence modifier.

Level 1: Pact Boon

The entities with which your pact is forged care little for how their power is used. Their only demand is tribute in the form of the spiritual essence of your defeated foes, and they grant you the power to dispatch those foes with ease.

ERIC BELISLE

Benefit: You gain an at-will attack power and a utility power associated with your pact (gloom, page 76, or star, page 79).

Level 1: Shadow Twist

When a creature fights alone, the energy imbued in its shadow becomes more sharply defined. Your command of shadow magic allows you to channel your power through this shadow with added potency.

Benefit: You gain a +1 bonus to ranged attack rolls and area attack rolls against any enemy that has no other creature adjacent to it.

Level 1: Shadow Walk

As you move, your shadow flickers and shifts to obscure you from others' view.

Benefit: During your turn, if you move 3 or more squares away from where you started your turn, you gain partial concealment until the end of your next turn.

Level 1: Pact Encounter Power

The pact you have forged with otherworldly entities grants you a potent measure of their sinister power.

Benefit: You gain an encounter attack power associated with your pact (gloom, page 76, or star, page 79).

Level 1: Daily Power

Shadow courses across the battlefield under your direction, giving your foes a taste of your deadliest spells.

Benefit: You gain a 1st-level warlock daily attack power of your choice.

Hateful Shade

You grant an additional shadow to a foe, then infuse that shadow with madness as it attacks your enemy. As dark hands clutch the foe's throat, it experiences a taste of the Shadowfell's sinister touch.

Hateful Shade — **Warlock Attack 1**

With a gesture, you wrap your enemy with a dark shroud that threatens to choke the life out of it.

Daily ✦ Arcane, Force, Implement, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Will
Hit: 3d8 + Charisma modifier force damage, and ongoing 5 force damage (save ends). The target can also take a move action to make an opposed Acrobatics check or Athletics check against you. If it succeeds, the ongoing damage ends.

Web of Shadows

The shadow you summon becomes a solid weave of darkness, entangling creatures like a black net. Binders use this spell to secure an escape, leaving the web in place to capture their pursuers.

Web of Shadows — **Warlock Attack 1**

Strands of darkness shroud the battlefield around your foes, forming a dense web of black tendrils that can hold any creature fast.

Daily ✦ Arcane, Implement, Necrotic, Shadow, Zone
Standard Action **Area** burst 1 within 10 squares
Target: Each enemy in the burst
Attack: Charisma vs. Reflex
Hit: 2d6 + Charisma modifier necrotic damage, and the target is immobilized (save ends).
Miss: Half damage, and the target is slowed (save ends).
Effect: The burst creates a zone that lasts until the end of the encounter. Any creature that willingly enters the zone is immobilized until the end of its next turn.

Level 2: Utility Power

As you uncover more of the arcane secrets of the binder, you learn to use your powers to connect yourself to or separate yourself from your foes.

Benefit: You gain a 2nd-level warlock utility power of your choice.

Shade Twin

You steal a sliver of an enemy's shadow, absorbing it into your own to mimic that foe's appearance. Your enemy suffers a psychic shock from any blow that strikes you, but each such attack strains the arcane link you have forged between the two of you.

Shade Twin — **Warlock Utility 2**

Darkness swirls around you. When it passes, you have taken on the guise of another creature.

Daily ✦ Arcane, Illusion, Psychic, Shadow
Minor Action **Close** burst 10
Target: One creature in the burst
Effect: You adopt the target's appearance until the end of your next turn. Creatures that observe you using this power are aware that you have done so. You gain a +5 power bonus to Bluff checks related to mimicking the target. Whenever you take damage while you have adopted the target's appearance, the target takes psychic damage equal to half the damage you take. Whenever the target takes damage from this effect, roll a d20. On a 10 or higher, the effect ends.
Sustain Minor: The effect persists until the end of your next turn.

Spectral Fade

Using this spell, you step into the space between the planes to render yourself invisible. You remain there for only a moment, because lurking too long beyond the world can have catastrophic consequences, but it buys you enough time to escape your enemies or land an attack.

Spectral Fade — Warlock Utility 2

You become misty and transparent, fading from your enemies' view for a moment.

Encounter ✦ Arcane, Illusion
Minor Action **Personal**
Effect: You become invisible until the end of your turn.

Level 3: Pact Encounter Power

The entities behind your pact guard their arcane might carefully, but you have learned to seize a greater measure of their power.

Benefit: You gain an encounter attack power associated with your pact (gloom, page 76, or star, page 79).

Level 4: Ability Score Increase

Shadow is becoming so ingrained within you that it infuses your essential nature and makes you more than you were before.

Benefit: You increase two ability scores of your choice by 1.

Level 4: Pact Lore

The mastery of your pact grants you a keen insight into the nature of magic and the realm from which your power is drawn.

Benefit: You gain a Pact Lore feature associated with your pact (gloom, page 76, or star, page 79).

Level 5: Daily Power

The power of shadow becomes a deadly weapon in your hands, letting you control your enemies' movement as you deliver them to their doom.

Benefit: You gain a new warlock daily attack power of your level or lower.

Shard of Darkness

The bitter cold of the Shadowfell leaves its mark on any creature it touches. With the power of *shard of darkness* at your command, you can slow even the most aggressive melee combatant, hurling the blade again and again until it strikes true.

Shard of Darkness — Warlock Attack 5

A frozen blade of raw shadowstuff appears in your hand, then cripples a foe with cold when it strikes.

Daily ✦ Arcane, Cold, Implement, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Fortitude
Hit: 3d10 + Charisma modifier cold damage, and the target is slowed (save ends).
Miss: The power is not expended.

Well of Shadows

The raw essence of the Shadowfell forms a foul mire of darkness where it spills in from that realm at your command.

Well of Shadows — Warlock Attack 5

A pool of darkness forms beneath your foes, clinging to them like something alive as they struggle to escape.

Daily ✦ Arcane, Implement, Necrotic, Shadow, Zone
Standard Action **Area** burst 1 within 10 squares
Target: Each creature in the burst
Attack: Charisma vs. Reflex
Hit: 1d10 + Charisma modifier necrotic damage, and the target is slowed (save ends).
Effect: The burst creates a zone that lasts until the end of the encounter. Until the zone ends, you can use the secondary power at will.
Secondary Power (Implement, Necrotic, Shadow)
Opportunity Action **Ranged** 10
Trigger: An enemy enters the zone willingly or ends its turn there.
Target: The triggering enemy
Attack: Charisma vs. Reflex
Hit: 5 + Charisma modifier necrotic damage, and the target is slowed (save ends). If the target is already slowed, it is instead immobilized and takes ongoing 10 necrotic damage (save ends both).

Level 6: Utility Power

Shadow infuses your body and spirit, allowing you to cross the boundary between light and darkness.

Benefit: You gain a new warlock utility power of your level or lower.

Shadow Ride

By transforming your body into shadow, you can slip inside the space occupied by a foe. All its best efforts to shake you off are in vain.

Shadow Ride — Warlock Utility 6

Your body flows as liquid darkness, pooling around another creature like a second shadow.

Encounter ✦ Arcane, Shadow
Move Action **Personal**
Effect: You shift up to 2 squares and can enter any enemy's space during this movement. You can end this movement in an enemy's space. If you do so, whenever the enemy moves before the start of your next turn, you move with it, remaining in its space. You do not provoke opportunity attacks for this movement. At the start of your next turn, you appear in the nearest unoccupied square.

Walk Through Darkness

By drawing on the power of darkness, you can slip out of phase with your present surroundings, flowing freely like a stream of shadow.

Walk Through Darkness Warlock Utility 6

As you move, your body becomes shadow, slipping through foes and barriers with equal ease.

Daily ✦ Arcane, Shadow
Move Action **Personal**
Effect: You shift up to 10 squares. You are phasing and insubstantial during this shift.

Level 7: Pact Encounter Power

As your devotion to otherworldly power increases, you reap the benefit of another deadly talent.

Benefit: You gain an encounter attack power associated with your pact (gloom, page 76, or star, page 79).

Level 8: Ability Score Increase

You are long accustomed now to the darkness within you, and your body and mind become more formidable.

Benefit: You increase two ability scores of your choice by 1.

Level 9: Summon Warlock's Ally

As you grow closer to the power behind your pact, your magic can summon a servant of that power into your service for a short time.

Benefit: You gain the *summon warlock's ally* power. The game statistics for the creature you summon with this power appear in your pact's entry (gloom, page 76, or star, page 79).

Summon Warlock's Ally Warlock Attack 9

A pulse of light and shadow heralds the arrival of a creature from the planes, pulled into your presence to serve you.

Daily ✦ Arcane, Summoning
Minor Action **Ranged** 5
Effect: You summon a creature associated with your pact in an unoccupied space within range. The creature is an ally to you and your allies.

The creature lacks actions of its own. Instead, you spend actions to command it mentally, choosing from the actions in the creature's description. You must have line of effect to the creature to command it. When you command the creature, you and the creature share knowledge but not senses.

When the creature makes a check, you make the roll using your game statistics, not including any temporary bonuses or penalties.

The creature lasts until it drops to 0 hit points, at which point you lose a healing surge (or hit points equal to your surge value if you have no surges left). Otherwise, it lasts until you dismiss it as a minor action or until the end of the encounter.

"You have good reason to fear, friend. There are things out there, among the stars, that no mortal mind was meant to know. Peer into the firmament and let your eyes unfocus until it all becomes a blur. Then you will see. You will see the darkness between, and thus glimpse the power I command."

—Raven

Level 10: Utility Power

Your heroic mastery of the power of shadow lets you shape darkness by the force of your will, creating objects and modes of transport beyond normal reckoning.

Benefit: You gain a new warlock utility power of your level or lower.

Bridge of Shades

The void of the Far Realm and the darkness of the Shadowfell are said to possess an internal geometry unworkable in the mortal realm. By manipulating shadow, you bend space to your will to create a shortcut across the battlefield.

Bridge of Shades Warlock Utility 10

Twin pools of darkness shimmer to life at your command, creating a shadowy bridge between them.

Encounter ✦ Arcane, Shadow, Teleportation
Minor Action **Ranged** 5
Effect: Choose two squares in range. Until the end of your next turn, the two squares are considered to be adjacent to each other for the purpose of movement or making melee attacks. Moving from one square to the other is teleportation, although a creature doesn't need to be able to see the destination square.

Shadow Armor

The shadow you control can be shaped with the strength of steel, shrouding you from your enemies' sight even as you protect yourself against their attacks.

Shadow Armor Warlock Utility 10

Shadow coalesces around you to take the form of a macabre suit of plate armor.

Daily ✦ Arcane, Shadow, Teleportation
Minor Action **Personal**
Effect: You gain a +2 power bonus to Stealth checks and a +2 power bonus to all defenses until the end of the encounter. As a minor action, you can end this effect and then teleport up to 5 squares. You then become invisible until the end of your next turn, or until you hit or miss with an attack roll.

Paragon Binder

Your adventuring success demonstrates the wisdom of your having set out along a dark path. You have accomplished much with the help of your unseen allies. Now, even greater understanding and power are yours to seek and seize.

Paragon Path: Master Binder

At 11th level, your binder takes on a paragon path, typically the master binder paragon path. By focusing on the study and arcane practice of your pact, you uncover its greater mysteries and master increasingly powerful magic.

Prerequisite: Only a binder can take this paragon path.

BINDER PARAGON TIER

Total XP	Level	Feats Known	Class Features and Powers
26,000	11	+1	Ability score increase Binder's Action [master binder] Binder's Favor [master binder] Pact encounter power [master binder]
32,000	12	+1	*Pact keeper's pledge* [master binder]
39,000	13	–	Pact encounter power
47,000	14	+1	Ability score increase
57,000	15	–	Daily power
69,000	16	+1	Binder's Boon [master binder] Utility power
83,000	17	–	Pact encounter power
99,000	18	+1	Ability score increase
119,000	19	–	Daily power
143,000	20	+1	*Offering of magic* [master binder]

Level 11: Ability Score Increase

As if to prepare you for the paragon tier, your body and mind gird themselves against future threats by making you more formidable in every way.

Benefit: Each of your ability scores increases by 1.

Level 11: Binder's Action

Master binder paragon path feature

Your mastery of the magic woven into your pact allows you to draw on additional power when you push yourself beyond your normal limits.

Benefit: You gain a paragon path feature associated with your pact (gloom, page 76, or star, page 79).

Level 11: Binder's Favor

Master binder paragon path feature

The entities to which you have bound yourself recognize your growing power and grant you a unique boon.

Benefit: You gain a paragon path feature associated with your pact (gloom, page 76, or star, page 79).

Level 11: Pact Encounter Power

Master binder paragon path feature

The gifts you gain from your pact hone your understanding and mastery of arcane power.

Benefit: You gain an encounter attack power associated with your pact (gloom, page 76, or star, page 79).

Level 12: Pact Keeper's Pledge

Master binder paragon path feature

You are an increasingly valuable partner in the pact that grants your power. Your diverse associations in the realms beyond the world grant you numerous options when you need help.

Benefit: You gain the *pact keeper's pledge* power.

Pact Keeper's Pledge — Master Binder Utility 12

You invoke the power of your pact, whispering a plea for aid to the entities that forged it with you.

Daily ✦ Arcane, Healing, Shadow, Teleportation
No Action — **Personal**

Effect: You gain one of the following benefits.

- ✦ You teleport up to 10 squares. You do not need to be able to see the destination square.
- ✦ You end one effect on you that a save can end.
- ✦ Until the end of your next turn, you reduce all damage you take to 0.

Special: You can use this power only during your turn.

Level 13: Pact Encounter Power

Your power increases by leaps and bounds, and the spells that once defined your approach to combat can no longer keep up with the threats you face.

Benefit: You gain an encounter attack power associated with your pact (gloom, page 76, or star, page 79). This new power replaces the encounter attack power you gained at 1st level from your pact.

Level 14: Ability Score Increase

Your continued cultivation of the dark forces within you enhances your physical and mental resilience.

Benefit: You increase two ability scores of your choice by 1.

Level 15: Daily Power

The power you channel through your pact is a living part of you now, helping to shape your most potent spells.

Benefit: You can gain a new warlock daily attack power of your level or lower. If you do so, this new power must replace one of the daily attack powers you already have from your class (usually your lowest-level daily attack power).

Menacing Shadow

You breathe life into shadow, conjuring a dark presence that fights under your command.

Menacing Shadow — **Warlock Attack 15**

A shadowy figure arises at your command, leaping around the battlefield to leave your foes senseless.

Daily ✦ Arcane, Conjuration, Shadow
Minor Action **Ranged** 5
Effect: You conjure a shadow in an unoccupied square within range. The shadow lasts until the end of the encounter. While the shadow persists, you can use the secondary power through the shadow once per round.
Move Action: You move the shadow to an unoccupied square within 5 squares of you.
Secondary Power (Arcane, Implement, Necrotic, Shadow)
Minor Action **Melee** 1
Target: One creature
Attack: Charisma vs. Reflex
Hit: 2d6 + Charisma modifier necrotic damage, and the target is dazed until the end of your next turn.

Oubliette of the Void

The bleakness of the Shadowfell and the darkness between the stars create equally horrific prisons. At your word, maddening shadows weave a dark cell that saps your foes' vitality and sanity, whispering of the profound oblivion against which no creature can stand.

"Do you fear the dark? You should, you know. The shadows hide the most delicious secrets, the dark the most terrible revelations. Listen! I can hear them. Can you?"

—Zora the Shadowwalker

Oubliette of the Void — **Warlock Attack 15**

Walls of twisted shadow arise to entrap your enemies and scour their minds.

Daily ✦ Arcane, Implement, Psychic, Shadow, Zone
Standard Action **Area** burst 2 within 10 squares
Target: Each enemy in the burst
Attack: Charisma vs. Will
Hit: 3d6 + Charisma modifier psychic damage.
Miss: Half damage.
Effect: The burst creates a zone that lasts until the end of your next turn. Any enemy that starts its turn in the zone and then willingly leaves the zone during its turn takes 10 psychic damage. While in the zone, enemies take a -2 penalty to attack rolls.
Move Action: You move the zone up to 3 squares.
Sustain Minor: The zone persists until the end of your next turn.

Level 16: Binder's Boon

Master binder paragon path feature

Your continued dedication to your pact grants you an increased understanding of the underlying mechanics of arcane power.

Benefit: You gain a paragon path feature associated with your pact (gloom, page 76, or star, page 79).

Level 16: Utility Power

As your soul becomes imbued with the dark magic you have mastered, you gain the power to reshape chance and fate.

Benefit: You gain a new warlock utility power of your level or lower.

Offering of Blood

The entities with which you forged your pact care only that you feed them, and you have learned to offer your own essence to appease their appetites. In exchange, you gain a measure of their strength.

Offering of Blood — **Warlock Utility 16**

You grimace in pain as your magic exacts the price for correcting your misfortune.

Encounter ✦ Arcane, Shadow
Free Action **Personal**
Trigger: You make an attack roll, a damage roll, or a skill check and dislike the result.
Effect: You take damage equal to your level. You can then reroll the attack roll, damage roll, or skill check. You must use the new result.

Soul of the Void By merging your physical body with the raw stuff of shadow, you dwell in a place halfway between life and death for a time. Only the embrace of death can heal you in this form, but your enemies will feel the power of the darkness inside you.

Soul of the Void — Warlock Utility 16

A palpable feeling of death surrounds you as your soul seals its connection to the darkness.

Daily ✦ Arcane, Healing, Shadow
Minor Action **Personal**
Effect: Until the end of the encounter or until you drop to 0 hit points or fewer, you gain a +5 power bonus to necrotic damage rolls, and you cannot regain hit points. In addition, the next time during this encounter that you start your turn at 0 hit points or fewer, you can spend a healing surge.

Level 17: Pact Encounter Power

As your connection to your dark allies deepens, the power you call upon strips away the lesser knowledge on which your pact was forged.

Benefit: You gain an encounter attack power associated with your pact (gloom, page 76, or star, page 79). This new power replaces the encounter attack power you gained at 3rd level.

Level 18: Ability Score Increase

Seemingly, there is no end to how much you can hone your abilities by surrendering to, and taking control of, the power of the dark.

Benefit: You increase two ability scores of your choice by 1.

Level 19: Daily Power

You feel the pull of epic power draw you on, granting you the ability to call down the darkness to hound your enemies.

Benefit: You can gain a new warlock daily attack power of your level or lower. If you do so, this new power must replace one of the daily attack powers you already have from your class (usually your lowest-level daily attack power).

Shadow Mire Shadow swirls at your command, becoming a deadly vortex of darkness. Like creatures caught in the dread necrotic bogs of the Shadowfell, your enemies are slowly drained of life and the will to escape.

Shadow Mire — Warlock Attack 19

Dense shadowstuff swirls across the battlefield, capturing your enemies in a mire of dark energy.

Daily ✦ Arcane, Implement, Necrotic, Shadow, Zone
Standard Action **Area** burst 2 within 20 squares
Target: Each enemy in the burst
Attack: Charisma vs. Reflex
Hit: 3d8 + Charisma modifier necrotic damage, and the target is slowed (save ends).
Miss: Half damage, and the target is slowed (save ends).
Effect: The burst creates a zone that lasts until the end of the encounter. Any creature that tries to leave the zone must roll a d20. On a 10 or higher, it cannot leave the zone during its current turn and its movement ends. Any creature that ends its turn in the zone takes 10 necrotic damage.

Star of Death's Omen The darkest places of the void are filled with a cold that destroys all life it touches. This spell draws forth a deadly mote of that energy, which seethes to be unleashed.

Star of Death's Omen — Warlock Attack 19

A pulsing black star appears above your enemy, marking its doom.

Daily ✦ Arcane, Cold, Implement, Shadow
Standard Action **Ranged** 20
Target: One creature
Attack: Charisma vs. Reflex
Hit: 4d10 + Charisma modifier cold damage, and the target is dazed (save ends).
Miss: The power is not expended, and you gain a +2 power bonus to the next attack roll you make before the end of your next turn.

Level 20: Offering of Magic

Master binder paragon path feature

When you attempt to offer up the entire spirit of an enemy to your pact-forged masters, those masters channel more potent power through you.

Benefit: You gain the *offering of magic* power.

Offering of Magic — Master Binder Attack 20

Tendrils of arcane force slam into your foe. When it falls, it releases a storm of power that you can call on to assault a different enemy.

Daily ✦ Arcane, Force, Implement
Standard Action **Ranged** 20
Target: One creature
Attack: Charisma vs. Reflex
Hit: 5d8 + Charisma modifier force damage.
Miss: Half damage.
Effect: You can use your Pact Boon power now, regardless of its trigger. Also, if you reduce the target to 0 hit points with this attack, you gain an additional standard action this turn.



A malformed shadow answers the call of the shadow legion power

Epic Binder

In the beginning, you sought immortal power in the heart of darkness. Now, you have mastered that power so well that you have become a creature beyond natural comprehension.

When your binder reaches 21st level, he or she takes on an epic destiny. This epic destiny represents the final destination at the end of your dark road. Like your paragon path, it grants a set of related features and powers.

BINDER EPIC TIER

Total XP	Level	Feats Known	Class Features and Powers
175,000	21	+1	Ability score increase Epic destiny feature
210,000	22	+1	*Master of magic*
255,000	23	–	Pact encounter power
310,000	24	+1	Ability score increase Epic destiny feature
375,000	25	–	*Greater summon warlock's ally*
450,000	26	+1	Epic destiny feature
550,000	27	–	Pact encounter power
675,000	28	+1	Ability score increase
825,000	29	–	Daily power
1,000,000	30	+1	Epic destiny feature

Level 21: Ability Score Increase

Your entrance into the epic tier is heralded by a rush of vitality and clarity. You are now stronger, wiser, and even more unassailable.

Benefit: Each of your ability scores increases by 1.

Level 21: Epic Destiny Feature

As you enter the epic tier, your final destiny comes into focus. Perhaps you are fated to save the world from great evil, or maybe fate has dictated that you must fight against a god. The destiny you pursue shapes you just as your actions shape the cosmos.

Benefit: You gain a feature associated with your epic destiny.

Level 22: Master of Magic

Your experience with the forces of darkness has shown you the true nature of magic as the quintessential building block of the cosmos. Armed with this knowledge, you transcend the mortal limits of arcane power.

Master of Magic — **Warlock Utility 22**

The secrets of the planes are revealed to you, allowing you to access any magic to suit your needs.

Daily ✦ Arcane
Minor Action **Close** burst 5
Target: You or one ally in the burst
Effect: Choose one of the following effects.

- ✦ **Arcane (Teleportation):** You teleport the target up to 20 squares.
- ✦ **Divine (Healing):** The target can spend a healing surge. In addition, he or she can make a saving throw with a +5 power bonus.
- ✦ **Shadow:** The target is insubstantial and weakened until the end of the encounter. The target can end this effect as a minor action.

Level 23: Pact Encounter Power

As you move toward your epic destiny, the most potent aspects of your pact come to the fore.

Benefit: You gain an encounter attack power associated with your pact (gloom, page 76, or star, page 79). This new power replaces the encounter attack power you gained at 7th level.

Level 24: Ability Score Increase

Yet again, the darkness in your soul works physical and mental changes within you.

Benefit: You increase two ability scores of your choice by 1.

Level 24: Epic Destiny Feature

Your place in the cosmic order becomes cemented as you gain still more power. At this point, fate seems to bend and weave to ensure your survival.

Benefit: You gain a feature associated with your epic destiny.

Level 25: Greater Summon Warlock's Ally

Your ability to summon assistance from across the planes grows stronger, allowing you to summon a more powerful creature.

Benefit: You gain another creature that you can summon when you use *summon warlock's ally*. The specific creature depends on your pact (gloom, page 76, or star, page 79).

Level 26: Epic Destiny Feature

Your foes' worst attacks cannot sway you from the great goal that lies before you. When all seems lost, you have the strength and determination to deny death and fight on.

Benefit: You gain a feature (typically a utility power) associated with your epic destiny.

Level 27: Pact Encounter Power

As you near the apex of your power, you bring the most potent forces of your pact to bear with deadly frequency.

Benefit: You gain an encounter attack power associated with your pact (gloom, page 76, or star, page 79). This new power replaces the encounter attack power you gained at 13th level.

Level 28: Ability Score Increase

Your destiny is not yet fulfilled, and you need to be stronger and sharper to stand up to the challenges that await.

Benefit: You increase two ability scores of your choice by 1.

Level 29: Daily Power

The ultimate expression of your pact's power is now firmly in your grasp. The darkness you wield has become an extension of your will, and the ruin of any who dare stand against you.

Benefit: You can gain a new warlock daily attack power of your level or lower. If you do so, this new power must replace one of the daily attack powers you already have from your class (usually your lowest-level daily attack power).

Draining Void This horrid spell floods the battlefield with the utter darkness of the void, cutting both friend and foe off from the fray. The seething despair found within that blackness scars any creature it touches.

Draining Void — Warlock Attack 29

A cloud of swirling darkness rises on the battlefield, utterly freezing any creature that lingers too long within it.

Daily ✦ Arcane, Cold, Implement, Necrotic, Shadow, Zone
Standard Action **Area** burst 2 within 20 squares
Target: Each creature in the burst
Attack: Charisma vs. Will
Hit: 8d6 + Charisma modifier cold and necrotic damage.
Miss: Half damage.
Effect: The burst creates a zone that lasts until the end of your next turn. The zone is heavily obscured and blocks line of sight, and creatures inside the zone cannot attack creatures outside the zone. A creature that enters the zone or ends its turn there takes 15 cold and necrotic damage.
Move Action: You move the zone up to 3 squares.
Sustain Minor: The zone persists until the end of your next turn.

Shadow Legion As you near the height of the epic tier, your mastery over shadow allows you to call forth creatures of living darkness to do your bidding. Surrounded and cut off, your enemies must fight for their lives against spectral versions of themselves.

Shadow Legion — Warlock Attack 29

Shadow erupts from the ground at your command, becoming creatures of darkness that lunge at your foes.

Daily ✦ Arcane, Conjuration, Necrotic, Shadow
Standard Action **Area** burst 3 within 20 squares
Target: Each enemy in the burst
Effect: You conjure a shadow of each target, and each shadow lasts until the end of the encounter. A target's shadow is the same size as the target and appears adjacent to the target. Each shadow has a melee basic attack identical to its target's, and makes that attack against the target when it appears, with a +4 power bonus to the attack roll and the damage roll. An enemy takes 5 necrotic damage for each shadow adjacent to it or in its space at the end of its turn.

Level 30: Epic Destiny Feature

You have achieved the absolute pinnacle of your abilities. On the verge of facing your final destiny, you gain one last edge that could spell the difference between ultimate victory and utter defeat.

Benefit: You gain a feature associated with your epic destiny.

Gloom Pact (Binder)

The gloom pact of the warlock draws on the power of creatures that dwell forever in gloom and shadow. Such arcane entities can be found in vast numbers in the Shadowfell. The masters of the gloom pact remain effectively unknown, even to those who serve them. However, many binders who forge this pact believe that they channel the power of the dark lords trapped in the Shadowfell. Locked in their prisons, these dark lords are beyond concern for how their power is used—making them perfect partners for the arcane might a binder seeks.

A good Dexterity score benefits a gloom pact warlock, since a subtle touch is necessary to properly command the power of void and shadow.

Any warlock can choose to take powers of the gloom pact that have levels, but the magic of the binder is specifically suited to the pact. A binder gains additional benefit from certain gloom pact powers, as noted in the power's description.

Level 1: Gloom Pact Boon (Binder)

You have an aptitude for the shaping of shadow. The darkness that eddies around you on the battlefield responds to your command, carrying allies and enemies like dead leaves on the wind.

Benefit: You gain the *echoing dirge* and *shadow warp* powers.

Echoing Dirge — Warlock Attack

Shadows swirl around your foes, drawing forth dark memories that cause them to recoil in fear.

At-Will ✦ Arcane, Fear, Implement, Psychic, Shadow
Standard Action **Close** blast 5
Target: One or two creatures in the blast
Attack: Charisma vs. Will
Hit: 1d8 + Charisma modifier psychic damage, and you push the target up to 2 squares.
Level 21: 2d10 + Charisma modifier psychic damage.

Shadow Warp — Warlock Utility

When a creature falls, you draw strength from its death to carry another creature across the battlefield.

At-Will ✦ Arcane, Shadow
Free Action **Close** burst 5
Trigger: You reduce a creature to 0 hit points, or an enemy adjacent to you drops to 0 hit points.
Target: You or one creature in the burst
Effect: You slide the target up to 3 squares.
Special: You can use this power only once per round.

Level 1: Gloom Pact Encounter Power

Legends tell of a shadowy beast that dwells in the mist that borders and encases the domains of dread. The magic of the gloom pact gives this hound form and substance at your command, driving your foes from you in terror.

Hound of Dark Omen — Warlock Attack 1

Shadows and mist swirl around the target, coalescing into the form of a snarling hound that emits a dreadful howl.

Encounter ✦ Arcane, Fear, Implement, Psychic, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Will
Hit: 2d8 + Charisma modifier psychic damage, and you push the target up to 2 squares.
Gloom Pact (Binder): The target takes psychic damage equal to 2 + your Dexterity modifier if it doesn't move before the end of its next turn.

Level 3: Gloom Pact Encounter Power

You call on the power of shadow to extend your reach across the battlefield, crafting a swarm of clawed hands that surround and tear into your foe.

Ebon Claws — Warlock Attack 3

At your command, clawed hands crafted from shadow wrap around your foe.

Encounter ✦ Arcane, Implement, Necrotic, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Reflex
Hit: 2d8 + Charisma modifier necrotic damage, and the target is slowed until the end of your next turn.
Gloom Pact (Binder): Until the end of your turn, you can use a minor action to deal necrotic damage equal to your Dexterity modifier to one creature adjacent to the target.

Level 4: Gloom Pact Lore

The secrets of shadow open your eyes and protect your body against the power of death.

Benefit: You gain darkvision and resist 5 necrotic. If you already have necrotic resistance of 5 or higher, that resistance instead increases by 5.

Level 7: Gloom Pact Encounter Power

The dark energy of the Shadowfell spreads easily from a point of darkness you create. As your foe is stricken by the power of your spell, your other enemies are quickly drawn to share its suffering.

Pall of Darkness — Warlock Attack 7

You encase your foe in a sphere of absolute darkness that steals away its life and sight.

Encounter ✦ Arcane, Implement, Necrotic, Shadow
Standard Action Ranged 10
Target: One creature
Attack: Charisma vs. Fortitude
Hit: 2d6 + Charisma modifier necrotic damage, and the target is blinded until the end of your next turn.
Gloom Pact (Binder): Until the end of your next turn, enemies grant combat advantage and cannot make opportunity attacks while adjacent to the target.

Level 9: Binder's Ally (Gloom)

A shadow lurk is a creature born of a sliver of gloom and given the barest level of sentience. It flutters like a ghost, shrouding you as it lashes out through armor, flesh, and bone to claw at the spirit and soul within its target.

Benefit: You can use *summon warlock's ally* to summon a shadow lurk.

Shadow Lurk — Summoned Creature
Medium shadow humanoid

HP your bloodied value; **Healing Surges** none, but you can expend a healing surge for the shadow lurk if an effect allows it to spend one
Defenses your defenses + 2, not including any temporary bonuses or penalties
Speed 8

☼ **Mist of Shadows ✦ Aura 2**
You have partial concealment while you are in the aura.

Standard Action ✦ At-Will
Attack: Melee 1 (one creature); your level + 5 vs. Reflex
Hit: 1d10 + your Charisma modifier damage, and the target is immobilized until the end of your next turn.

Minor Action ✦ At-Will (1/round)
Effect: The shadow lurk either walks, shifts, runs, stands up, squeezes, or crawls.

Minor Action ✦ Encounter
Effect: Each ally adjacent to the shadow lurk becomes invisible until the end of your next turn.

Level 11: Binder's Action (Gloom)

Master binder paragon path feature
Your eyes become orbs of absolute darkness, allowing you to see the life energy flowing within your foes. With this sight, you can focus your attacks to increase your enemies' vulnerability.

Benefit: When you spend an action point to use an attack power, you have combat advantage against each target of that attack.

Level 11: Binder's Favor (Gloom)

Master binder paragon path feature
With a gesture, you can use the fleeting energy of *echoing dirge* to affect another enemy.

Benefit: When you hit with your *echoing dirge*, one additional creature in the blast takes psychic damage equal to your Dexterity modifier.

Level 11: Gloom Pact Encounter Power

Master binder paragon path feature
By leaching the light from the battlefield, you create an impenetrable cloud of darkness within which whispering shades and lurking shadows feast upon your foes.

Tide of Night — Master Binder Attack 11

A swirling cloud of darkness shrouds your enemies, concealing all but their shrieks of pain and terror.

Encounter ✦ Arcane, Implement, Necrotic, Shadow, Zone
Standard Action Area burst 1 within 10 squares
Target: Each creature in the burst
Attack: Charisma vs. Fortitude
Hit: 3d6 + Charisma modifier necrotic damage.
Effect: The burst creates a zone that lasts until the start of your next turn. The zone is heavily obscured and blocks line of sight. Any enemy that ends its turn in the zone takes necrotic damage equal to 5 + your Dexterity modifier.

Level 13: Gloom Pact Encounter Power

You turn a bit of coalesced shadow into a dread spectral beast that chills your foes to the bone.

Haunting Shadow — Warlock Attack 13

A second shadow clings to your foe, becoming a beast of chilling darkness that claws at any creatures in reach.

Encounter ✦ Arcane, Cold, Implement, Shadow
Standard Action Ranged 10
Target: One creature
Attack: Charisma vs. Reflex
Hit: 3d8 + Charisma modifier cold damage, and you slide the target up to 2 squares.
Effect: Until the start of your next turn, any creature that ends its turn adjacent to the target takes 5 cold damage.
Gloom Pact (Binder): The target takes cold damage equal to 5 + your Dexterity modifier if it willingly moves on its next turn.

Level 16: Binder's Boon (Gloom)

Master binder paragon path feature
The shadows that dance around you in combat can render those who ride them capable of moving through solid objects.

Benefit: When you use your *shadow warp*, you can slide the target through enemies' spaces and through blocking terrain. The target must end in a space it could normally occupy.

Level 17: Gloom Pact Encounter Power

Many spells of shadow focus on animating and controlling a single shadow, but *devouring tide* takes the opposite approach. Uncountable shards of shadow-stuff are spawned at your command, each possessing the hunger of the void.

Devouring Tide — **Warlock Attack 17**

A stream of black motes erupts from your outstretched hand, rushing forward to swarm your foes like a cloud of ravenous insects.

Encounter ✦ Arcane, Implement, Shadow
Standard Action **Close** blast 3
Target: Each creature in the blast
Attack: Charisma vs. Reflex
Hit: 3d8 + Charisma modifier damage, and the target grants combat advantage until the end of your next turn.
Gloom Pact (Binder): You also slide each target up to 3 squares.

Level 23: Gloom Pact Encounter Power

Light and shadow destroy each other where they touch. By imbuing the power of darkness and radiance into your foe, you let the energy of that destruction consume it from the inside out.

Umbral Radiance — **Warlock Attack 23**

Shadow flows like liquid to smother and blind your foe, pulsing with a dead black radiance.

Encounter ✦ Arcane, Implement, Necrotic, Radiant, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Will
Hit: 2d12 + Charisma modifier necrotic and radiant damage, and the target is blinded until the end of your next turn.
Gloom Pact (Binder): Until the start of your next turn, you and your allies are invisible while within 3 squares of the target.

Level 25: Greater Binder's Ally (Gloom)

A gloom beast resembles an enormous hunting cat whose yellow eyes glare out from swirling, smoky darkness. Like a displacer beast, it has two whiplike tentacles emerging from its back, which attack with stinging cold that spreads numbness throughout the body.

Gloom Beast — **Summoned Creature**
Large shadow humanoid

HP your bloodied value; **Healing Surges** none, but you can expend a healing surge for the gloom beast if an effect allows it to spend one
Defenses your defenses, not including any temporary bonuses or penalties
Speed 8

☼ **Disruptive Tentacles ✦ Aura** 2
Enemies take a -2 penalty to attack rolls while in the aura.

Standard Action (necrotic) **✦ At-Will**
Attack: Melee 3 (one creature); your level + 5 vs. Fortitude
Hit: 2d12 + your Charisma modifier necrotic damage, and the target is slowed (save ends).

Minor Action ✦ At-Will (1/round)
Effect: The gloom beast either walks, shifts, runs, stands up, squeezes, or crawls.

Minor Action (teleportation) **✦ Encounter**
Effect: The gloom beast teleports adjacent to an enemy within 5 squares of you.

Immediate Reaction (necrotic) **✦ At-Will**
Trigger: An enemy within 3 squares of the gloom beast attacks you.
Attack: Melee 3 (triggering enemy); your level + 5 vs. Fortitude
Hit: 10 necrotic damage, and the gloom beast pulls the target up to 2 squares.

Level 27: Gloom Pact Encounter Power

As your command of shadow magic reaches its heights, you create a portal into a distant region of the Shadowfell. Lashing out at an enemy, you banish it from the battle for a key moment, even as its shadowy afterimage flails in rage and pain.

Umbral Swap — **Warlock Attack 27**

A bolt of frigid shadow swallows your foe, then lashes out at creatures that linger too near.

Encounter ✦ Arcane, Cold, Implement, Necrotic, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Reflex
Hit: 2d10 + Charisma modifier cold and necrotic damage, and the target is removed from play until the end of your next turn.
Gloom Pact (Binder): Choose a square in the target's space. Until the start of your next turn, any creature that ends its turn in that square or adjacent to it takes cold and necrotic damage equal to 10 + your Dexterity modifier.

Star Pact (Binder)

The night sky of the mortal realm is an unfathomable deep filled with uncountable stars. In the dark between those stars lies the Far Realm, where dread creatures creep just beyond the reach of mortal senses and sanity. Older than all other parts of creation, these entities can be observed only as celestial patterns and signs. A binder of the star pact learns to manipulate those fell patterns, and to channel power no mortal creature was meant to know.

Star pact warlocks depend on Intelligence to master the dangerous knowledge they pursue. Any warlock can choose to take powers of the star pact that have levels, but binders have a special affinity for the madness and magic it represents. A binder gains additional benefit from some star pact powers, as noted in the power's description.

Level 1: Star Pact Boon (Binder)

Your connection to the mysterious Far Realm allows you to thwart the sight and senses of your enemies. You shroud a foe's mind with a glimpse of the darkness beyond the stars.

Benefit: You gain the *hidden lore* and *mind shadows* powers.

Hidden Lore — Warlock Utility

You fade from the senses of your enemies, leaving them unaware of your presence.

At-Will ✦ Arcane, Shadow
Free Action — **Personal**
Trigger: You reduce a creature to 0 hit points, or an enemy adjacent to you drops to 0 hit points.
Effect: You become invisible until the end of your next turn.
Special: You can use this power only once per round.

Mind Shadows — Warlock Attack

Reality unravels into darkness around your enemy, breaking its grip on sanity.

At-Will ✦ Arcane, Implement, Psychic, Shadow
Standard Action — **Ranged** 10
Target: One creature
Attack: Charisma vs. Will
Hit: 1d10 + Charisma modifier psychic damage. Until the end of your next turn, the target cannot see any of your allies who are 3 or more squares away from it.
Level 21: 2d10 + Charisma modifier psychic damage.

Level 1: Star Pact Encounter Power

The power of the Far Realm lets you shape shadow in the likeness of the creatures that writhe beyond the void.

Shadow Tentacles — Warlock Attack 1

Darkness flares to produce a sphere of writhing tendrils that crush your foes in their icy grip.

Encounter ✦ Arcane, Cold, Implement, Shadow, Zone
Standard Action — **Area** burst 1 within 10 squares
Target: Each creature in the burst
Attack: Charisma vs. Reflex
Hit: 1d10 + Charisma modifier cold damage, and the target is slowed until the end of your next turn.
Star Pact (Binder): The burst also creates a zone of difficult terrain that lasts until the end of your next turn.

Level 3: Star Pact Encounter Power

By opening a small rent in the boundary between this world and the lightless void, you allow the horror of that darkness to wash across your enemies.

Void Blast — Warlock Attack 3

A mote of darkness appears before you, then explodes to envelop your foes in a field of shadow and madness.

Encounter ✦ Arcane, Implement, Psychic, Shadow, Zone
Standard Action — **Close** blast 3
Target: Each creature in the blast
Attack: Charisma vs. Will
Hit: 2d6 + Charisma modifier psychic damage.
Effect: The blast creates a zone that lasts until the end of your next turn. The zone is heavily obscured and blocks line of sight.
Star Pact (Binder): Any creature other than you that ends its turn in the zone takes psychic damage equal to your Intelligence modifier.

Level 4: Star Pact Lore

Touched by knowledge that is not meant to be tasted by mortals, your mind opens to the power of the Far Realm.

Benefit: You gain resist 5 psychic and a +2 bonus to Arcana checks and Religion checks.

Level 7: Star Pact Encounter Power

The eternal darkness that spreads between the stars is charged with deadly cold. By manipulating your power to form a black cyst of this nothingness, you freeze your foe from the inside out.

Cyst of Darkness — Warlock Attack 7

With a whispered incantation, you plant a seed of chilling darkness within your enemy.

Encounter ✦ Arcane, Cold, Implement, Necrotic, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Fortitude
Hit: 2d6 + Charisma modifier cold and necrotic damage.
Star Pact (Binder): At the start of your next turn, you slide the target up to 3 squares. The target and each creature adjacent to it at the end of the slide take cold and necrotic damage equal to your Intelligence modifier.

Level 9: Binder's Ally (Star)

The soul eater is a strange creature spawned between the stars. It appears as an inky cloud of darkness from which emerge two gnarled claws. Feeding on the death energy of other creatures, the soul eater channels that energy to you in the heat of combat.

Benefit: You can use *summon warlock's ally* to summon a soul eater.

Soul Eater — Summoned Creature
Medium aberrant animate

HP your bloodied value; **Healing Surges** none, but you can expend a healing surge for the soul eater if an effect allows it to spend one
Defenses your defenses, not including any temporary bonuses or penalties
Speed 1, fly 8 (hover)

☼ **Soul Devourer ✦ Aura** 1
When any creature drops to 0 hit points or fewer while in the aura, you gain a +2 power bonus to attack rolls until the end of your next turn.

Standard Action ✦ At-Will
Attack: Melee 1 (one creature); your level + 5 vs. Fortitude
Hit: 1d10 + your Charisma modifier damage, and you gain 5 temporary hit points. If you already have temporary hit points, you instead gain a +2 power bonus to your next damage roll.

Minor Action ✦ At-Will (1/round)
Effect: The soul eater either walks, shifts, runs, stands up, squeezes, or crawls.

Minor Action (teleportation) **✦ Encounter**
Effect: You teleport to a square adjacent to the soul eater.

Level 11: Binder's Action (Star)

Master binder paragon path feature
Your mastery over the forces that dwell in the void makes your spontaneous attacks more potent.

Benefit: When you spend an action point to take an extra action, you gain a +4 bonus to damage rolls that deal cold, necrotic, or psychic damage. The bonus lasts until the end of your turn.

Level 11: Binder's Favor (Star)

Master binder paragon path feature
You can cast your foe's mind into a darkness that renders it more vulnerable to the realities of the physical world.

Benefit: When you hit with your *mind shadows*, all attacks made with combat advantage against the target of that power gain a +2 power bonus to damage rolls until the end of your next turn.

Level 11: Star Pact Encounter Power

Master binder paragon path feature
As you enter the paragon tier, you gain a deeper understanding of the terrors that lurk within the void. This dreaded spell casts a foe into the darkness for a brief second to overwhelm its body and mind.

Banish to Darkness — Master Binder Attack 11

A globe of utter darkness surrounds your foe, exiling it momentarily to the frozen blackness of the Far Realm.

Encounter ✦ Arcane, Cold, Fear, Implement, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Will
Hit: 3d10 + Charisma modifier cold damage, and the target is dazed until the end of your next turn.
Star Pact (Binder): Any attack the target makes on its next turn must include at least one creature that is nearest to it.

Level 13: Star Pact Encounter Power

The dark energy of the void has a hunger for all living things. When you summon that void to the battlefield, any creature that lingers too close pays the price.

Devouring Dark — Warlock Attack 13

Tentacles lash out from a sphere of darkness to harry any creatures in reach, crippling their ability to stand fast in combat.

Encounter ✦ Arcane, Cold, Implement, Necrotic, Shadow, Zone
Standard Action **Area** burst 1 within 10 squares
Target: Each creature in the burst
Attack: Charisma vs. Reflex
Hit: 3d10 + Charisma modifier cold and necrotic damage.
Effect: The burst creates a zone that lasts until the end of your next turn. Creatures grant combat advantage while in the zone.
Star Pact (Binder): Any creature that ends its turn in the zone takes 5 cold and necrotic damage.

Level 16: Binder's Boon (Star)

Master binder paragon path feature
Your alliance with the entities beyond the stars allows you to fade from reality, slipping toward nonexistence when you vanish from your foes' sight.

Benefit: When you use your *hidden lore*, you can also become insubstantial until the end of your next turn.

Level 17: Star Pact Encounter Power

You have spent your life strengthening your mind against the horrors of the Far Realm. Those who lack your discipline and training do not fare as well as you when the void presses in.

Greater Void Burst — Warlock Attack 17

You punch a hole in reality through which the void pours forth, tearing apart the minds of any creatures caught within it.

Encounter ✦ Arcane, Implement, Psychic, Shadow, Zone
Standard Action **Area** burst 1 within 20 squares
Target: Each creature in the burst
Attack: Charisma vs. Will
Hit: 4d6 + Charisma modifier psychic damage.
Effect: The burst creates a zone that lasts until the end of your next turn. The zone is heavily obscured and blocks line of sight.
Star Pact (Binder): Any creature other than you that ends its turn in the zone takes psychic damage equal to 3 + your Intelligence modifier.

Level 23: Star Pact Encounter Power

This deadly spell can cripple even the strongest foe with searing pain, for no creature can withstand the power of the void for long.

Inner Void — Warlock Attack 23

Your foe's frenzied scream is the only sign of the portal you open to the Far Realm—a portal that tears your enemy apart from the inside out.

Encounter ✦ Arcane, Implement, Necrotic, Shadow
Standard Action **Ranged** 20
Target: One creature
Attack: Charisma vs. Fortitude
Hit: 3d10 + Charisma modifier necrotic damage, and the target falls prone.
Star Pact (Binder): The target takes extra necrotic damage equal to 3 + your Intelligence modifier.

Level 25: Greater Binder's Ally (Star)

A doom hulk is a humanoid brute sculpted from the darkness between the stars, then bound by magic and granted limited sentience. It crushes its foes with its powerful fists, while those who remain too close to it quickly feel their life force drawn away.

Benefit: You can use *summon warlock's ally* to summon a doom hulk.

Doom Hulk — Summoned Creature
Large aberrant animate

HP your bloodied value; **Healing Surges** none, but you can expend a healing surge for the doom hulk if an effect allows it to spend one
Defenses your defenses, not including any temporary bonuses or penalties
Speed 6
☼ **Child of the Void** (necrotic) ✦ **Aura** 1
Any creature that willingly leaves the aura takes 10 necrotic damage.
Standard Action (necrotic) ✦ **At-Will**
Attack: Melee 2 (one creature); your level + 5 vs. Reflex
Hit: 3d10 + your Charisma modifier necrotic damage, and you gain 10 temporary hit points. If you already have temporary hit points, you gain a +5 power bonus to your next damage roll.
Minor Action ✦ **At-Will** (1/round)
Effect: The doom hulk either walks, shifts, runs, stands up, squeezes, or crawls.

Level 27: Star Pact Encounter Power

At the height of your pact's power, you call forth the lifeless maw of the void. This dark energy tears at all creatures with the hunger of the faceless horrors that dwell within it.

Hungry Void — Warlock Attack 27

A dull black sphere of nothingness appears in the midst of combat, drawing all creatures toward it with an unearthly hunger.

Encounter ✦ Arcane, Cold, Implement, Necrotic, Shadow, Zone
Standard Action **Area** burst 2 within 10 squares
Target: Each creature in the burst
Attack: Charisma vs. Fortitude
Hit: 4d6 + Charisma modifier cold and necrotic damage, and the target falls prone.
Star Pact (Binder): You can pull each target 1 square toward the center of the burst. The square at the center of the burst becomes a zone that lasts until the end of your next turn. Any creature that ends its turn in the zone takes 15 cold and necrotic damage.

Other Classes

The cleric, the warlock, and the wizard all bring their unique interpretations and talents to how the power of shadow is acquired and wielded. This section presents cleric powers, a new cleric domain, new powers and a new pact for the warlock, and a selection of wizard powers as well as two new schools of magic.

Cleric Options

The Shadowfell has always been the realm of the dead. The god of death is the Raven Queen, who left the Astral Sea to dwell in her palace of Letherna, and who watches over souls that make their way from the world to pass on to the unknown fate beyond life. Despite her locale, the Raven Queen's divine power is drawn from the Astral Sea as it is for all gods. Only rarely do clerics draw directly on shadow magic for their prayers, since the power of shadow has a sinister reputation. Among good and unaligned clerics, its use is viewed as a questionable moral choice. In the view of some faiths, drawing on the power of shadow is a heresy worthy of death.

The servants of the gods of death are typically the only clerics who openly embrace shadow magic. However, clerics of other deities sometimes employ shadow magic in support of their gods' teachings and portfolios. Bane's clerics use the power of shadow to spread terror among their enemies, breaking their collective will before battle is joined. Militant clerics of Erathis use the power of shadow to drive wild beasts and humanoids from territories that they seek to clear and civilize.

The use of shadow magic can sometimes lead to conflict within a faith. As pragmatic conquerors, Bane's clerics care little what power stands behind their prayers. In the case of Erathis, however, open hostility can arise between her militant clerics of conquest and the faith's other factions.

In most cases, a cleric's decision to take up shadow magic will be a contentious one. Depending on your deity and alignment, be prepared to face rebuke, banishment, or worse from the other members of your faith.

New Cleric Powers

The powers in this section expand on those found in *Heroes of the Fallen Lands* and other sources. They can be selected by any cleric of the appropriate level.

Level 1: Daily Power

When you choose 1st-level cleric daily attack powers, this power is among your options.

Inflict Wounds All clerics can command divine magic to mend wounds, banish disease, and even restore life to the dead. However, when suffused with the corrupting power of shadow, the capacity to heal can be twisted into a potent force of death and decay.

Inflict Wounds — Cleric Attack 1

With just a touch, your foe's body is rent by horrid wounds.

Daily ✦ Divine, Implement, Necrotic, Shadow
Standard Action **Melee** 1
Target: One creature
Effect: The target takes 3d6 + your Wisdom modifier necrotic damage.

Level 2: Utility Powers

When you choose 2nd-level cleric utility powers, these powers are among your options.

Blackened Soul You allow a shadow to temporarily control an ally's body, pulling that companion away from death's door—but at a price.

Blackened Soul — Cleric Utility 2

A pulse of shadow leaves your hands to seek your ally, granting vigor and strength but leaving a dark stain on that companion's soul.

Daily ✦ Divine, Healing, Shadow
Minor Action **Close** burst 5
Target: One dying ally in the burst
Effect: The target can spend up to two healing surges. Until the end of the encounter or until the target is restored to full hit points, the target gains a +2 power bonus to attack rolls and damage rolls but grants combat advantage.

Veil of Darkness You call on the power of shadow to cloak you, forcing enemies out of position, ruining the accuracy of an enemy wizard or archer, or concealing the imminent attack of you and your allies. However, both your allies and your enemies are subject to the effect of your veil.

Veil of Darkness — Cleric Utility 2

You create a barrier of pure darkness that no light can enter.

Daily ✦ Divine, Shadow, Zone
Minor Action **Area** burst 1 within 10 squares
Effect: The burst creates a zone that lasts until the end of your next turn. The zone is heavily obscured and blocks line of sight.
Sustain Minor: The zone persists until the end of your next turn.

Level 5: Daily Power

When you choose 5th-level cleric daily attack powers, this power is among your options.

Servitude in Death This prayer imbues its victims with deadly shadow magic, perverting their life force to your control when they are slain. Good clerics are circumspect in employing this prayer, since many faiths consider its use to be heresy.

Servitude in Death — Cleric Attack 5

A dark wave of necrotic energy washes over your foe, draining its life and planting within it a seed of shadow magic that will seal its fate.

Daily ✦ Divine, Implement, Necrotic, Shadow
Standard Action **Ranged** 5
Target: One enemy
Attack: Wisdom vs. Will
Hit: 2d8 + Wisdom modifier necrotic damage.
Miss: Half damage.
Effect: The first time the target dies before the end of the encounter, it rises at the start of its next turn as an undead creature allied with you and your allies. Until it dies again, the creature is dominated by you. It has 1 hit point (the creature takes no damage from an attack that misses), cannot heal, and takes a –2 penalty to all defenses.

Level 6: Utility Powers

When you choose 6th-level cleric utility powers, these powers are among your options.

Gravesite Because you are a cleric, your god takes particular notice of your victories. With this prayer, you dedicate your success in battle to your deity's great glory. Each foe you overcome earns a blessing for you and your allies.

Gravesite — Cleric Utility 6

You invoke the power of your god to claim the ground around you. Enemies that attempt to contest that ground pay for their temerity.

Daily ✦ Divine, Healing, Shadow, Zone
Minor Action **Close** burst 3
Effect: The burst creates a zone that lasts until the end of the encounter. You and your allies gain a +2 power bonus to damage rolls against enemies in the zone. Whenever an enemy drops to 0 hit points in the zone, you and each ally in the zone regain 5 hit points.

Soul Cage With the power of the Shadowfell at your command, you confine a fallen foe's essence within its body for a time. Under your direction, you force your enemy to reveal its knowledge or the weaknesses of its comrades.

Soul Cage — Cleric Utility 6

As your enemy expires, you cast a web of divine shadow magic across it, creating a cage that binds it to your command.

Daily ✦ Divine, Shadow
Free Action **Personal**
Trigger: An enemy dies within 5 squares of you.
Effect: Once before the end of your next extended rest, you can use a minor action to gain one of the following benefits.
- ✦ You can ask the dead enemy one question that it must answer truthfully. Its answer is limited to one hundred words.
- ✦ You gain a +5 power bonus to your next attack roll against an enemy.
- ✦ View one room, one similarly sized outdoor location, or one object that the enemy has seen within the past week. The image you see is drawn from the enemy's memory, and so might not be entirely accurate.

Level 9: Daily Powers

When you choose 9th-level cleric daily attack powers, these powers are among your options.

Crushing Despair When you are pressed by foes that thrive in close quarters fighting, you overwhelm those foes with hopelessness and terror. Your shadow magic turns doubt into a deadly weapon, forcing the enemy to flee or suffer the consequences.

Crushing Despair — Cleric Attack 9

Your weapon attack leaves a foe so terrified that your presence threatens to destroy it.

Daily ✦ Divine, Fear, Psychic, Shadow, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: Wisdom vs. AC
Hit: 2[W] + Wisdom modifier psychic damage.
Miss: Half damage.
Effect: At the end of each of the target's turns, it takes 5 psychic damage for each of your allies adjacent to it. This effect ends when the target ends its turn with none of your allies adjacent to it.

"You will kneel. That is not in question. What we must decide now is whether you will give obeisance willingly or if I must show you the fullness of my god's power."

—Tycho, zealot of Bane

Vengeful Ghosts By melding shadow and divine magic, you create a beacon in the Shadowfell that calls forth the restless spirits of the angry dead. Heroes betrayed to their deaths, innocent folk executed for crimes they did not commit, and other vengeful ghosts respond to your command to vent their fury against your enemies.

Vengeful Ghosts — Cleric Attack 9

With a shout, you draw forth a howling horde of restless spirits to wreak havoc on your foes.

Daily ✦ Divine, Implement, Necrotic, Shadow, Zone
Standard Action **Close** blast 3
Target: Each enemy in the blast
Attack: Wisdom vs. Will
Hit: 2d8 + Wisdom modifier necrotic damage.
Miss: Half damage.
Effect: The blast creates a zone that lasts until the end of the encounter. Enemies grant combat advantage while in the zone.

Level 10: Utility Powers

When you choose 10th-level cleric utility powers, these powers are among your options.

Phantom Vigor The strength of the spirit energy twisting through the Shadowfell can grant your allies a potent boon. When strength and speed is all-important, you sacrifice your allies' vitality to see them through to the end of the fight.

Phantom Vigor — Cleric Utility 10

Tendrils of shadow unfurl around you to wrap your allies, drawing off their health to grant superior strength and speed.

Daily ✦ Divine, Shadow
Standard Action **Close** burst 5
Target: You and each ally in the burst
Effect: Each target loses a healing surge and gains temporary hit points equal to his or her healing surge value. In addition, until the end of the encounter, each target gains a +2 power bonus to speed and a +5 power bonus to Athletics checks and Acrobatics checks.

Umbral Soul The fearsome creatures of the Shadowfell include the insubstantial undead such as ghosts, wraiths, and specters. With a touch of shadow, you bestow some of the defensive power of these dread predators, but that power comes at a cost.

Umbral Soul — Cleric Utility 10

With a thought, you transform yourself or an ally into a wispy creature of shadow.

Daily ✦ Divine, Shadow
Minor Action **Close** burst 5
Target: You or one ally in the burst
Effect: The target is insubstantial and weakened until the end of your next turn.
Sustain Minor: The effect persists until the end of your next turn.

Level 15: Daily Power

When you choose 15th-level cleric daily attack powers, this power is among your options.

Drain Life With this prayer, you wield the unstoppable power of the Shadowfell, but that power takes a toll on your own life force. Some sages believe that extended use of this prayer drains away the life energy of its wielder as well as its victims. Clerics who use it frequently acquire a pale, sunken look that lends credence to this theory.

Drain Life — Cleric Attack 15

As you touch your foe, it shrieks with a withering pain born from the life energy you sacrifice.

Daily ✦ Divine, Implement, Necrotic, Shadow
Standard Action **Melee** 1
Target: One creature
Effect: You take 10 damage, and the target takes 4d10 + Wisdom modifier necrotic damage.

Level 16: Utility Power

When you choose 16th-level cleric utility powers, this power is among your options.

Sphere of Shadows By weaving the energy of shadow into your divine prayers, you create a protective force more powerful than either form of magic alone. When you and your allies withdraw into the sphere of shadows you draw forth around you, your enemies hunt you in vain.

Sphere of Shadows — Cleric Utility 16

A divine darkness flows around you, protecting you from harm and concealing you from sight.

Daily ✦ Divine, Shadow, Zone
Minor Action **Close** burst 5
Effect: The burst creates a zone that lasts until the end of the encounter. While in the zone, you and your allies have partial concealment and gain a +5 power bonus to Stealth checks. You and your allies can make Stealth checks to hide in the zone without needing to have superior cover or total concealment.

Level 19: Daily Power

When you choose 19th-level cleric daily attack powers, this power is among your options.

Shackles of the Grave The Raven Queen claims dominion over death, but all clerics of shadow can exercise her power. In battle, this prayer allows you to demand atonement from every enemy that falls before you. With heresy washed away by death's cleansing hand, your former foe becomes a docile servant.

"I am the harbinger of endings, the angel of death. Make peace with your gods, fool, for your end is at hand."

—Anise,
Apostle of the Raven Queen

Shackles of the Grave — Cleric Attack 19

A blast of black energy washes over nearby creatures, marking their souls as your divine property.

Daily ✦ Divine, Implement, Necrotic, Shadow, Zone
Standard Action **Close** blast 5
Target: Each creature in the blast
Attack: Wisdom vs. Fortitude
Hit: 5d6 + Wisdom modifier necrotic damage.
Miss: Half damage.
Effect: The blast creates a zone that lasts until the end of the encounter. The first time any enemy dies in the zone before the end of the encounter, it rises at the start of its next turn as an undead creature allied with you and your allies. Until it dies again, the creature is dominated by you. It has 1 hit point (the creature takes no damage from an attack that misses), no healing surges, and a –2 penalty to all defenses.

Level 22: Utility Powers

When you choose 22nd-level cleric utility powers, this power is among your options.

Death Shield By the strength of your own life, you ensure that your ally can stand against even the deadliest attack.

Death Shield — Cleric Utility 22

Shimmering tendrils of energy extend from you to your ally, letting you weave a shield that binds her soul to your own.

Daily ✦ Divine, Shadow
Minor Action **Close** burst 10
Requirement: You must have at least one healing surge remaining.
Target: One ally in the burst
Effect: You lose one healing surge. The first time the target drops to 0 hit points or fewer before the end of your next extended rest, the target instead drops to 1 hit point.

Level 25: Daily Powers

When you choose 25th-level cleric daily attack powers, these powers are among your options.

Call the Hungry Ghosts Those who fall to the power of shadow will always remember the feeling of its chill touch. This dark prayer reaches into the deepest parts of the Shadowfell to draw forth the power of death, taking the form of spectral creatures that feed on your foes.

Call the Hungry Ghosts — Cleric Attack 25

A shroud of wraithlike shadow coalesces around your enemies, draining their strength and channeling it through you.

Daily ✦ Divine, Implement, Necrotic, Shadow, Zone
Standard Action **Close** blast 5
Target: Each enemy in the blast
Attack: Wisdom vs. Will
Hit: 5d8 + Wisdom modifier necrotic damage.
Miss: Half damage.
Effect: The blast creates a zone that lasts until the end of your next turn. When any enemy ends its turn in the zone, that enemy is weakened until the end of its next turn, and you and each ally in the zone gain 5 temporary hit points.
Sustain Minor: The zone persists until the end of your next turn.

Hope Killer Your divine wrath lets you touch the secret fear that lingers in all creatures, sending waves of ultimate despair through an opponent's body and mind. Though it fights on feebly, it knows that its defeat is inevitable.

Hope Killer — Cleric Attack 25

Your foe is left reeling from your weapon assault, shrouded by a tangible fear that draws your allies' attacks.

Daily ✦ Divine, Fear, Shadow, Weapon
Standard Action **Melee** weapon
Target: One enemy
Attack: Wisdom vs. AC
Hit: 5[W] + Wisdom modifier damage.
Miss: Half damage.
Effect: Whenever the target makes an attack before the end of the encounter, it provokes opportunity attacks from any of your allies who are not targets of the attack.

Level 29: Daily Power

When you choose 29th-level cleric daily attack powers, this power is among your options.

Ravage Legend holds that the first deity to slay a living creature created this prayer the moment it struck the killing blow. Now, those who wield its power are said to gain a faint insight into the circumstances of their own deaths. Although this prayer's power is legendary, many clerics use *ravage* only as a last resort.

Ravage — Cleric Attack 29

You become an instrument of death, capable of killing with a touch.

Daily ✦ Divine, Necrotic, Shadow
Standard Action **Melee** 1
Requirement: You must have at least one healing surge remaining.
Target: One creature
Effect: You lose a healing surge, and the target takes necrotic damage equal to your bloodied value.

Warpriest Domain

A warpriest cleric can select the death domain, described below, instead of the storm or sun domains presented in *Heroes of the Fallen Lands*. When creating your character and when gaining levels, refer to the domain you select for powers, benefits, and other features.

If you're playing a cleric who is not a warpriest, the cleric powers in this section that have levels indicated are available to you when you select powers.

DEVOUT WARPRIEST BENEFITS

If you have the devout warpriest paragon path (see *Heroes of the Fallen Lands*) and you choose death as your domain, you gain any benefit noted below as a devout warpriest paragon path feature.

DEATH DOMAIN

The living are allocated only a finite amount of time in the world, and creatures such as vampires, ghouls, and other undead violate this stricture and must be destroyed. The gods of death are the guardians of the balance between the living and the dead, marking the end of each life and seeing the fate that awaits all living creatures. The death domain grants you their power.

Clerics of the death domain are shunned as evil by mortals who fear death. However, the power of death is not evil in and of itself. By choosing to wield this power, you work to maintain the balance that death represents. You must hunt down undead creatures, oppose the evil of Orcus, and serve as an instrument of punishment for those that try to avoid death's hold over all living things. With the power of death at your disposal, your prayers mark your enemies for certain doom.

Level 1: Death Domain Features and Powers

You seek out specific enemies of your faith—including those who mock death by delving into the darkest secrets of necromancy. As an emissary of death, you are the sworn foe of undead. Your power defends you against their foul energy, even as it grants you a measure of additional vitality with which to finish the fight.

Unlike many warpriests, you rely on your holy symbol to deliver your deadliest attacks, rather than on a weapon.

Benefit: You gain resist 5 necrotic.

In addition, when you use your *healing word*, you gain 5 temporary hit points. The temporary hit points increase to 10 at 11th level and 15 at 21st level.

You also gain the following powers.

Domain At-Will Power

Your attacks carry the power of death, causing a subtle ripple in an enemy's fate that draws it closer to ruin.

Death's Shadow — Cleric Attack 1

Your attack identifies a creature as your enemy, leaving it vulnerable to further attack.

At-Will ✦ Cold, Divine, Implement, Necrotic, Shadow
Standard Action **Melee** 1
Target: One creature
Attack: Wisdom vs. Reflex
Hit: 1d8 + Wisdom modifier cold and necrotic damage.
Level 21: 2d8 + Wisdom modifier cold and necrotic damage.
Effect: The target takes a –2 penalty to all defenses against the next attack made against it before the end of your next turn.

Domain At-Will Power

This simple blessing carries with it the promise of your foe's defeat, scouring the enemy with divine shadow.

Tenebrous Blessing — Cleric Attack 1

The symbol of your god flares upon the flesh of your enemies, inflicting a lingering anguish.

At-Will ✦ Divine, Implement, Psychic, Shadow
Standard Action **Melee** 1
Target: One creature
Attack: Wisdom vs. Will
Hit: 1d8 + Wisdom modifier psychic damage.
Level 21: 2d8 + Wisdom modifier psychic damage.
Effect: Until the end of your next turn, the target takes a penalty to damage rolls equal to your Constitution modifier.

Domain Utility Power

The shadows of death shift and swirl around you, granting you the supernatural ability to assess a foe's health in relation to your own.

Eye of the Vulture — Cleric Utility 1

Unseen energy lances out from you to your foes, granting you perception of the balance between life and death.

Encounter ✦ Divine, Shadow
Minor Action **Close** burst 3
Target: Each bloodied enemy in the burst
Effect: You learn which targets have current hit point totals lower than your healing surge value.

Domain Encounter Power All creatures are fated to die. Your role as an emissary of death lets you twist together fate and chance to ensure that your enemies feel the sting of death at your whim.

Inevitable Doom Cleric Attack 1

You tap into the threads of fate that surround an enemy, so that the next assault against that foe will hasten it to the grave.

Encounter ✦ Divine, Shadow
Standard Action Melee 1
Target: One enemy
Effect: The next attack made against the target before the end of your next turn deals 2d8 extra damage on a hit or a miss, even if the attack normally deals no damage on a miss. This extra damage cannot benefit from bonuses to damage rolls.

Level 1: Channel Divinity (Death)

Your ability to channel the power of death lets you stave off the effects of injury when the need arises.

Stay the Hand of Death Cleric Utility 1

When grievous wounds hinder you or an ally, your power bestows a temporary surge of vitality.

Encounter ✦ Channel Divinity, Divine, Shadow
Minor Action Close burst 2
Target: You or one ally in the burst; the target must be bloodied
Effect: The target gains 5 temporary hit points.
Level 11: 10 temporary hit points.
Level 21: 15 temporary hit points.
Special: You can use only one channel divinity power per encounter.

Level 3: Death Domain Encounter Power

Each time a creature falls in your presence, the energy of its death grants you a surge of power. When you invoke this prayer, your holy symbol flares to become a beacon of divine energy that you channel through friend and foe alike.

Death Surge Cleric Attack 3

The death of a nearby creature grants you the energy to scar the minds of your foes, and fuels your allies' grim determination.

Encounter ✦ Divine, Implement, Psychic, Shadow
Immediate Reaction Close burst 3
Trigger: A creature within 3 squares of you drops to 0 hit points.
Target: Each enemy in the burst
Attack: Wisdom vs. Fortitude
Hit: 1d8 + Wisdom modifier psychic damage.
Effect: You and each ally in the burst gain a +2 power bonus to attack rolls until the end of your next turn, and gain 5 temporary hit points.



Akta, tiefling warpriest of the Raven Queen

Level 5: Death Domain Feature

As a servant of death, you can turn an enemy's pain into the power of healing for you and your allies.

Benefit: When an enemy within 5 squares of you drops to 0 hit points, you can use *healing word* as an immediate reaction.

Level 7: Death Domain Encounter Power

Death is a part of the natural order, but the power to subvert that order is in your hands. By using *raven's talon* against a grievously wounded foe, you hope to let that enemy's demise heal the hurts of you and your allies.

Raven's Talon — **Cleric Attack 7**

Your hand becomes a spectral talon that tears through an enemy, its death shriek invigorating a nearby ally.

Encounter ✦ Divine, Healing, Necrotic, Shadow
Standard Action **Melee** 1
Target: One bloodied enemy
Effect: The target takes 5 + your Wisdom modifier necrotic damage. If this damage reduces the target to 0 hit points, you or one ally within 5 squares of you can spend a healing surge.

Level 10: Death Domain Feature

The power of death flows around you like the swirling winds of an incoming storm. Those whose souls are only lightly tethered to their bodies can be swept away by your power, cast into the afterlife like leaves on the wind.

Benefit: At the start of each of your turns, you can use a free action to deal necrotic damage to one adjacent bloodied enemy. The necrotic damage equals your Constitution modifier.

Level 11: Devout Action (Death)

Devout warpriest paragon path feature
As a cleric of death, you are a gatekeeper charged with ensuring that those that seek to evade death cannot escape its clutches. To aid you in your task, the gods grant you the ability to find sustenance and strength in the pain you bring to your enemies.

Benefit: When you spend an action point to gain an extra action, choose one enemy within 5 squares of you. That enemy takes 5 necrotic damage, and you or an ally within 5 squares of you regains hit points equal to 5 + your Wisdom modifier.

Level 11: Transcendent Blessing (Death)

Devout warpriest paragon path feature
Just as your enemies cannot deny the power of death, they cannot hope to deflect the holy energy that fuels your attack.

Benefit: When you miss with *death's shadow*, you gain a +2 power bonus to your next attack roll made against the target of that power.

Level 12: Death Domain Utility Power

Devout warpriest paragon path feature
At times, you can catch a faint glimpse of the fate that awaits each creature, hazy in your mind like a half-remembered dream. The first mystery that your insight unlocks, this power allows you to see how death binds all living things, and how you can twist those bonds to your allies' advantage.

Bound by the Grave — **Devout Warpriest Utility 12**

Death links all living things, letting you join your companions' life forces into a mystical conduit to protect one ally from harm.

Encounter ✦ Divine, Shadow
Immediate Interrupt **Close** burst 5
Trigger: An ally within 5 squares of you takes damage from an attack.
Target: You or one other ally in the burst
Effect: The triggering ally takes no damage from the attack. The target takes damage equal to half the triggering damage. This damage ignores the target's immunities and resistances. Any other effect of the attack is applied to the triggering ally.

Level 13: Death Domain Encounter Power

The creature you single out with this prayer gains a dark glimpse of the fate that death has in store for it. Leaving your enemy reeling, you set up your allies' follow-up attacks with a surge of power that can destroy even the strongest foe.

Call to the Dark — **Cleric Attack 13**

As your allies close in, a black cloud surrounds your enemy to signify its inescapable doom.

Encounter ✦ Divine, Shadow
Standard Action **Close** burst 3
Target: One enemy in the burst
Effect: The target grants combat advantage until the end of your next turn. In addition, the next attack made against the target before the end of your next turn deals 3d8 extra damage on a hit or a miss, even if the attack normally deals no damage on a miss. This extra damage cannot benefit from bonuses to damage rolls.

Level 16: Death Domain Feature

Devout warpriest paragon path feature
Your familiarity with the afterlife weaves its way into your healing magic. As you ward death away from your allies, you direct its icy touch against your enemies.

Benefit: Whenever you use *healing word*, choose one enemy within 5 squares of you. Until the end of your next turn, your allies gain a power bonus to damage rolls against that enemy. The power bonus is equal to your Constitution modifier.

Level 17: Death Domain Encounter Power

The demise of a foe inspires a stirring shout of victory, while a fallen comrade summons a deadly song of revenge. Whatever its source, you draw even greater power from the death that surrounds you on the battlefield.

Death's Call — Cleric Attack 17

You summon up a burst of divine power, granting resilience to your allies as you drive your foes closer to their doom.

Encounter ✦ Divine, Implement, Psychic, Shadow
Immediate Reaction Close burst 5
Trigger: A creature within 5 squares of you drops to 0 hit points.
Target: Each enemy in the burst
Attack: Wisdom vs. Fortitude
Hit: 2d8 + Wisdom modifier psychic damage.
Effect: You and each ally in the burst gain a +2 power bonus to attack rolls until the end of your next turn, and gain 10 temporary hit points.

Level 20: Death Domain Daily Power

Devout warpriest paragon path feature

At the height of the paragon tier, the power of death shrouds you like a dark cloak. No foes can stand against you for long.



A victim of death's touch

Mark of Death — Devout Warpriest Attack 20

With a single touch, you place the mark of death upon your foes, their doom spreading from one to the other as a plague of soul-numbing pain.

Daily ✦ Divine, Necrotic, Shadow
Standard Action Melee 1
Target: One creature
Effect: The target takes ongoing 20 necrotic damage (save ends). Whenever the target takes this ongoing damage, your enemies adjacent to the target take ongoing 5 necrotic damage (save ends). The target cannot attempt a saving throw against this effect if any creature adjacent to it is taking ongoing necrotic damage.

Level 23: Death Domain Encounter Power

As you enter the epic tier, you become an avatar of death. Your touch alone is enough to send a shrieking foe to the god of death's embrace.

Death's Touch — Cleric Attack 23

Your hand becomes a brand of black energy, letting you reach deep into an enemy's body and spirit as you claim its life as your own.

Encounter ✦ Divine, Healing, Necrotic, Shadow
Standard Action Melee 1
Target: One bloodied enemy
Effect: The target takes 15 + your Wisdom modifier necrotic damage. If this damage reduces the target to 0 hit points, you and one ally within 10 squares of you can each spend a healing surge.

Level 27: Death Domain Encounter Power

The power of death cannot be denied for the foe that incites your wrath. As a herald of doom, you leave your enemy at the mercy of you and your allies, trapped by the knowledge that your next attack might be the last thing it ever sees.

Herald of Inevitable Doom — Cleric Attack 27

A nimbus of black energy surrounds your enemy, telling it that its demise is near.

Encounter ✦ Divine, Shadow
Standard Action Close burst 5
Target: One enemy in the burst
Effect: The target grants combat advantage until the end of your next turn. The next attack made against the target before the end of your next turn deals 4d8 extra damage on a hit or a miss, even if the attack normally deals no damage on a miss. This extra damage cannot benefit from bonuses to damage rolls.

Warlock Options

Warlocks typically lead lives well apart from other people, burdened by distrust and a reputation for wielding dangerous magic. Warlocks who engage in pacts with the fey are treated with suspicion by the common folk, while those who traffic with fiends through an infernal pact have even darker reputations. No warlocks, however, are more foreboding than those who forge a gloom pact, for not even they are certain what master bestows the power they wield.

The identities of the patrons of the gloom pact remain a matter of speculation. Many have posited that they are the lords who rule in the deepest regions of the Shadowfell, relying on mortal agents to extend their influence beyond their dark prisons. Others believe that sorrowsworn or nightwalkers, fallen gods, dark figures from time forgotten, or even the Raven Queen stand behind these pacts.

New Warlock Powers

The powers in this section can be selected by any warlock of the appropriate level, and are especially appropriate for warlocks who have forged a gloom pact.

Level 1: Daily Power

When you choose 1st-level warlock daily attack powers, this power is among your options.

Malicious Shadow It is said that the shadows cast by mortals create a dark link to the underworld that can be breached. This power infuses a shadow with malign intelligence, enabling it to hobble even the most dangerous foes.

"Such power! Wondrous magic! Had I known what could be possible with a simple offering, the mildest of sacrifices, I would have ceded my soul to the dark tower long ago. Oh, the devils still tax me, still dog my steps, desperate to reclaim what I stole from them, but now they do so from afar, frightened by what I have become."

—Azazel

Malicious Shadow — Warlock Attack 1

Your attack tears a shroud of shadow from your foe, wrapping it to hinder its movement.

Daily ✦ Arcane, Cold, Conjuration, Implement, Necrotic, Shadow
Standard Action **Ranged** 5
Target: One creature
Attack: Charisma vs. Reflex
Hit: 3d8 + Charisma modifier cold and necrotic damage.
Miss: Half damage.
Effect: You conjure a malicious shadow in an unoccupied square adjacent to the target. The shadow lasts until the end of your next turn. While adjacent to the shadow, enemies grant combat advantage to you. While the shadow persists, you can use the secondary power through the shadow at will.
Sustain Minor: The shadow persists until the end of your next turn.
Secondary Power (Arcane, Cold, Implement, Necrotic, Shadow)
Immediate Interrupt **Melee** 1
Trigger: An enemy willingly leaves a square adjacent to the shadow on its turn.
Target: The triggering enemy
Attack: Charisma vs. Reflex
Hit: 10 cold and necrotic damage, and the target is immobilized until the end of its turn.

Level 2: Utility Power

When you choose 2nd-level warlock utility powers, this power is among your options.

Shadow Blend The energy of your gloom pact causes shadows to dance in your presence, shimmering and shifting under your control. The *shadow blend* spell calls these shadows to you, drawing them about you like a cloak to conceal you from your foes.

Shadow Blend — Warlock Utility 2

You draw forth shadow from the nearby darkness to conceal you from your foes.

At-Will ✦ Arcane, Shadow
Free Action **Personal**
Trigger: You end your turn within 2 squares of a square of dim light or darkness.
Effect: You gain partial concealment until the start of your next turn.

Level 5: Daily Power

When you choose 5th-level warlock daily attack powers, this power is among your options.

Deathly Conduit The Shadowfell's darklands are some of the most blighted places in that plane—regions where death holds no release for the creatures that fall there. This dread spell tears open twin portals to such a site, drawing you through it from one to the other as their noisome influence blinds and tears at your enemies.

Deathly Conduit — Warlock Attack 5

Noxious black clouds roil around your foes both close and far, your power drawing you from one cloud to the other in the blink of an eye.

Daily ✦ Arcane, Implement, Necrotic, Shadow, Teleportation
Standard Action **Area** burst 1 within 10 squares
Target: Each creature in the burst
Attack: Charisma vs. Fortitude
Hit: 2d6 + Charisma modifier necrotic damage, and the target is blinded (save ends).
Miss: Half damage.
Effect: Each creature adjacent to you takes 10 necrotic damage, and you can teleport to an unoccupied square in the burst.

Level 6: Utility Power

When you choose 6th-level warlock utility powers, this power is among your options.

Mirror Darkly Those who carry the essence of the Shadowfell must often displace a fragment of their souls to do so. Your power lets you manifest this missing fragment, even as your own form grows hazy to thwart your enemies' attacks.

Mirror Darkly — Warlock Utility 6

Your shadowy double appears at a distance, letting you split your essence between two points on the battlefield.

Encounter ✦ Arcane, Conjuration, Shadow, Teleportation
Minor Action **Ranged** 5
Effect: You conjure a shade in an unoccupied square within range. The shade occupies its square and lasts until the end of your next turn. The shade can be attacked. It uses your defenses, and it is destroyed if it takes any damage. While the shade persists, you are insubstantial and you can use your space or the shade's space as the origin of your attacks.
Aftereffect: You can teleport to a square formerly occupied by the shade.

Level 10: Utility Power

When you choose 10th-level warlock utility powers, this power is among your options.

Shade Dance Those who walk the shadowed paths find the darkness slow to leave them, staining their bodies as it does their souls. That shadowy touch lets you walk in two worlds at once, becoming ephemeral and ghostlike as you move.

ShadeA Dance — Warlock Utility 10

As you maneuver across the battlefield, you take on the form of living shadow to frustrate your foes' attacks.

Daily ✦ Arcane, Shadow
Minor Action **Personal**
Effect: Until the end of the encounter, whenever you complete a move of at least 3 squares on your turn, you can become insubstantial until the start of your next turn.

Level 15: Daily Power

When you choose 15th-level warlock daily attack powers, this power is among your options.

Darkening Fetch This potent attack allows you to imbue the shadows of the battlefield with the malign awareness said to be present in the dark of the Shadowfell. Under your direction, shadow becomes a weapon and a servant, delivering even the strongest foes to face your wrath.

Darkening Fetch — Warlock Attack 15

Shadows rise up to form monstrous shapes at your command, lashing a distant foe, then dragging it forward to face you.

Daily ✦ Arcane, Cold, Implement, Necrotic, Shadow, Teleportation
Standard Action **Ranged** 10
Target: One creature
Attack: Charisma vs. Fortitude
Hit: 4d8 + Charisma modifier cold and necrotic damage, and you teleport the target to a square adjacent to you. The target is immobilized (save ends).
Miss: Half damage, and you pull the target up to 5 squares. The target is slowed (save ends).

Level 16: Utility Power

When you choose 16th-level warlock utility powers, this power is among your options.

Reaper's Vengeance The power of shadow wraps you like a form of second sight, connecting you even to foes that attack from a distance. An enemy that focuses its wrath on you quickly comes to rue its temerity when you appear at its side.

Reaper's Vengeance — Warlock Utility 16

You turn a foe's attack into opportunity, crossing the battlefield in a burst of shadow that conceals your deadly intent.

Encounter ✦ Arcane, Shadow, Teleportation, Zone
Immediate Reaction **Personal**
Trigger: An enemy damages you with an attack.
Effect: You teleport to a square adjacent to the triggering enemy, then create a zone in a close burst 2 that lasts until the end of your next turn. The zone is heavily obscured to creatures other than you. In addition, you gain combat advantage against the triggering enemy until the end of your next turn.

Level 19: Daily Power

When you choose 19th-level warlock daily attack powers, this power is among your options.

Darklands Eclipse The power of the noxious realms known as the darklands can be drawn forth into other worlds, creating a pool of shadow that swallows your foes whole. Creatures that perish in that darkness are reduced to little more



Blackness boils up from beneath as a warlock faces his foes

than bleached bones gnawed clean by the power of shadow.

Darklands Eclipse **Warlock Attack 19**

A roiling black cloud erupts around your foes, creating a trap from which they struggle in vain to escape.

Daily ✦ Arcane, Cold, Implement, Necrotic, Shadow, Teleportation, Zone
Standard Action **Area** burst 2 within 10 squares
Target: Each creature in the burst
Attack: Charisma vs. Fortitude
Hit: 3d6 + Charisma modifier cold and necrotic damage, and the target is slowed and takes ongoing 10 cold and necrotic damage (save ends both). Until this effect ends, whenever the target takes damage from an attack, you can teleport it as a free action to any square in the zone you create with this power.
Miss: Half damage, and ongoing 5 cold and necrotic damage (save ends).
Effect: The burst creates a zone that lasts until the end of your next turn. The zone is heavily obscured and blocks line of sight for creatures other than you.
Sustain Minor: The zone persists until the end of your next turn.

Level 29: Daily Power

When you choose 29th-level warlock daily attack powers, this power is among your options.

Drawn to Darkness

At the height of the epic tier, you exert your full mastery over the power of shadow to wrench your foes into a dark netherworld for a timeless moment. Those that survive this exile are left scarred by the darkness they find there—a darkness you embrace.

Drawn to Darkness **Warlock Attack 29**

A veil of shadow swallows your foes, then spits them out scarred in body and mind.

Daily ✦ Arcane, Cold, Implement, Necrotic, Shadow
Standard Action **Close** burst 2
Target: Each enemy in the burst
Attack: Charisma vs. Reflex
Hit: 4d6 + Charisma modifier cold and necrotic damage, and the target is removed from play and takes ongoing 15 cold and necrotic damage (save ends both).
Aftereffect: The target returns to play in the space it occupied or in the nearest unoccupied space, and it is dazed until the start of its next turn.
Miss: Half damage, and the target is dazed and takes ongoing 10 cold and necrotic damage (save ends both).

Hexblade: Gloom Pact

You have made a bargain with the darkness, drawing on the power of the unseen masters of the Shadowfell and making that power your own. When you forged this pact, you sacrificed a portion of your own soul to whet your patron's appetite. From that point forward, each enemy that falls before you is drawn into the embrace of the dark power you serve.

The gloom pact grants you access to shadow power, which you weave into your arcane spells. Charisma is important to you, because your pact features and powers depend on it. Dexterity should be your second-highest score.

The gloom pact is a new pact for the hexblade, adding to the options presented in *Heroes of the Forgotten Kingdoms*. This section also has gloom pact options for the legendary hexblade paragon path, which appears in that book as well.

Level 1: Gloom Pact Reward

The darkness to which you pay homage grants you a surge of supernatural power that you can channel into your magical attacks.

Benefit: You gain a bonus to the damage rolls of your warlock and warlock paragon path attack powers. The bonus equals your Dexterity modifier. The bonus increases to 2 + your Dexterity modifier at 5th level, 4 + your Dexterity modifier at 15th level, and 6 + your Dexterity modifier at 25th level.

At 9th level, you also gain this bonus to the damage rolls of the creature you summon with *summon warlock's ally*.

Level 1: Gloom Pact Boon (Hexblade)

The spirits of those you slay congregate around you, warped by shadow energy into wretched shells that are hungry for the life denied them. When you harvest an enemy's life force, you let it carry it into the shadow for a time.

Benefit: You gain the *convocation of shadows* power.

Convocation of Shadows — Warlock Utility

Each time an enemy falls before you, you call on its departing shade to pull you partway to the realm of darkness.

At-Will ✦ Arcane, Shadow
Free Action — **Personal**
Trigger: You reduce an enemy to 0 hit points, or an enemy adjacent to you drops to 0 hit points.
Effect: You are insubstantial and phasing until the end of your next turn.

Level 1: Gloom Pact Weapon

The *scourge of exquisite agony* is the vile weapon of a torturer, and it can channel the shadow power of your pact against those who refuse to yield to you. An iron handle wrapped in stained leather, the scourge is set with nine steel chains each ending in a barbed hook. These tails move of their own volition, writhing in their eagerness to taste the flesh of your foes.

When you gain this weapon, you also gain *flesh rend* and *spirit flay*, two powers that you can use whenever you wield it.

Scourge of Exquisite Agony — Warlock Item

The horrid tails hanging from this blackened flail writhe like steel serpents, their bite capable of rending armor, flesh, and bone.

Weapon Category: One-handed military melee weapon
Weapon Group: Flail
Proficiency Bonus: +2
Damage: 1d10
Weapon Property: Reach

Flesh Rend — Warlock Attack

The tails of your scourge wrap around your foe, directing its painful retreat.

At-Will ✦ Arcane, Necrotic, Shadow, Weapon
Standard Action — **Melee** weapon
Requirement: You must use this power with your *scourge of exquisite agony*.
Target: One creature
Attack: Charisma vs. AC
Hit: 1[W] + Charisma modifier necrotic damage, and you can slide the target 1 square. The target takes a –2 penalty to attack rolls until the start of your next turn.
Level 21: 2[W] + Charisma modifier necrotic damage.
Special: You can use this power as a melee basic attack.

Spirit Flay — Warlock Attack

As you lash out at your foes, the pain produced by your scourge manifests as concealing shadow.

Encounter ✦ Arcane, Necrotic, Psychic, Shadow, Weapon
Standard Action — **Melee** weapon
Requirement: You must use this power with your *scourge of exquisite agony*.
Target: One or two creatures
Attack: Charisma vs. Reflex
Hit: 1[W] + Charisma modifier necrotic and psychic damage, and the target is dazed until the end of your next turn.
Level 13: 2[W] + Charisma modifier necrotic and psychic damage.
Level 23: 3[W] + Charisma modifier necrotic and psychic damage.
Effect: You gain partial concealment until the end of your next turn.



Kava, dragonborn hexblade

Level 7: Gloom Pact Weapon Retribution

Any enemy that dares to strike at you discovers that you are never defenseless when armed with your deadly scourge.

Benefit: You gain the *shadow scourge* power.

Shadow Scourge — **Warlock Attack**

When a nearby foe lashes out, your counterattack cloaks it in bonds of shadow that leave it at your mercy.

Encounter ✦ Arcane, Necrotic, Psychic, Shadow
Immediate Reaction **Melee 1**
Requirement: You must be holding your *scourge of exquisite agony.*
Trigger: An adjacent enemy attacks you.
Target: The triggering enemy
Effect: The target takes 5 + your Charisma modifier necrotic and psychic damage, and grants combat advantage until the end of your next turn.
Level 13: 10 + your Charisma modifier necrotic and psychic damage.
Level 23: 15 + your Charisma modifier necrotic and psychic damage.

Level 9: Summon Warlock's Ally (Gloom)

The mysterious dark ones are a furtive, murderous lot, wicked and unnerving in their zeal for murder. As your servant, a dark creeper eagerly answers your call for the chance to target distracted enemies, slinking across the battlefield to help conceal you from your foes and plant its blade in an enemy's back.

Dark Creeper — **Summoned Creature**
Small shadow humanoid

HP your bloodied value
Healing Surges none, but you can expend a healing surge for the dark creeper if an effect allows it to spend one
Defenses your defenses, not including any temporary bonuses or penalties
Speed 6

☼ **Dancing Shadows ✦ Aura 2**
You have partial concealment while you are in the aura.

Standard Action ✦ At-Will
Attack: Melee 1 (one creature); your level + 7 vs. AC
Hit: 1d6 + your Charisma modifier damage. The target takes 2d6 extra damage if the dark creeper has combat advantage against it.

Minor Action ✦ At-Will (1/round)
Effect: The dark creeper either walks, shifts, runs, stands up, squeezes, or crawls.

Minor Action ✦ At-Will (1/round)
Effect: The dark creeper shifts up to 2 squares. At the end of the shift, the dark creeper gains combat advantage against each enemy adjacent to it. The combat advantage lasts until the end of the current turn.

No Action ✦ Encounter
Trigger: The dark creeper drops to 0 hit points.
Effect: Each creature adjacent to the dark creeper is blinded (save ends).

Benefit: You can use *summon warlock's ally* to summon a dark creeper.

Level 11: Hexblade's Action (Gloom)

Legendary hexblade paragon path feature
The dark power behind your pact lends you the strength you need to push beyond your normal limits. By drinking deep of the power of shadow, you become something like a shadow yourself.

Benefit: When you spend an action point to take an extra action, you can become insubstantial until the end of your next turn.

Level 11: Gloom Pact Aspect

Legendary hexblade paragon path feature
As the energy of the Shadowfell flows through you, the dark power of that realm grants you a measure of protection.

Benefit: You gain resist 10 necrotic and a +2 bonus to Stealth checks. If you already have necrotic resistance that is equal to or higher than the resistance granted by this feature, that resistance instead increases by 5.

Level 11: Gloom Pact Curse

Legendary hexblade paragon path feature
You maintain your pact through the destruction you wreak in battle. To aid in this harvest of souls, you master a dreadful spell that denies your enemy the ability to flee or fight back.

Curse of Age — **Legendary Hexblade Attack 11**

As your foe succumbs to your attack, its form briefly shows the ravages of age.

Encounter ✦ Arcane, Implement, Necrotic, Shadow
Standard Action **Ranged 5**
Target: One enemy
Attack: Charisma vs. Fortitude
Hit: 2d8 + Charisma modifier necrotic damage, and the target is slowed and weakened until the end of your next turn.

Level 12: Gloom Pact Invocation

Legendary hexblade paragon path feature
You call on the power of shadow, but no one ever truly controls that power. The gloom that swirls around you can hide you from view. However, this same darkness can steal away your strength to leave you vulnerable to attack.



Barwin, dwarf hexblade

Dark Invocation — Legendary Hexblade Utility 12

You call on the darkness to cloak you against your enemies' attacks, but that protection comes at a price.

Daily ✦ Arcane, Shadow
Minor Action — **Personal**
Effect: Until the end of the encounter, when any enemy targets you with a melee or a ranged attack, roll a d20. On a 10 or higher, you gain total concealment against that attack. On a 1 or 2, the enemy gains a +10 power bonus to the attack's damage roll (if any) against you, and you are weakened until the end of your next turn. Otherwise, the attack is resolved as normal.

Level 16: Improved Gloom Pact Boon

The spirit energy of your fallen enemies is twisted and corrupted by your increased dark power. When the time is right, you channel the rage of all those foes into a concerted attack.

Benefit: When you use your *convocation of shadows*, you also gain combat advantage against a single target of your next attack before the end of your next turn.

Level 20: Gloom Pact Transformation

Legendary hexblade paragon path feature
By releasing the shadow that clouds your soul, you invest your physical form with dread magic. You become a creature of pure darkness—a malevolent wraith whose touch saps your enemies' strength and whose form is nearly impervious to attack.

Shadow Transformation — Legendary Hexblade Attack 20

With a thought, you transform into a creature of pure shadow, drifting like a harbinger of death across the battlefield.

Daily ✦ Arcane, Aura, Polymorph, Shadow
Minor Action — **Personal**
Effect: Until the end of the encounter, you gain the following benefits.
- ✦ Aura 2: Bright light in the aura becomes dim light, and dim light becomes darkness.
- ✦ Darkvision.
- ✦ A fly speed of 3.
- ✦ Immunity to disease and fear.
- ✦ Insubstantial.
- ✦ You can use the secondary power once per round.

Secondary Power (Arcane, Implement, Necrotic, Shadow)
Minor Action — **Melee 1**
Target: One creature
Attack: Charisma vs. Reflex
Hit: 5 necrotic damage, and the target is weakened until the end of your next turn.

"I knew what I wanted, and I was willing to pay the price to get it. There was no moralizing, no ethical quandary. In life, there are those with power and those without. What separates the one from the other is a willingness to do whatever it takes to rise above the mundane and become something more. The darkness offered me what I wanted, and so I took it with no regrets."

—Lara of Gloomwrought

Level 25: Greater Summon Warlock's Ally (Gloom)

The sorrowsworn owe allegiance to no master except perhaps the Raven Queen. Chasing after the misery and suffering on which they feast, these creatures act as dark emissaries of the Shadowfell, exacting vengeance on mortals that have circumvented the natural order, or battling the sinister forces at large in their native plane. Though you lack the power to truly master the sorrowsworn, you can draw on your gloom pact to give you temporary command of such a creature, which aids you until dismissed or destroyed to be re-formed in the darkness.

Benefit: You can use *summon warlock's ally* to summon a sorrowsworn.

Sorrowsworn — Summoned Creature
Medium shadow humanoid

HP your bloodied value; **Healing Surges** none, but you can expend a healing surge for the sorrowsworn if an effect allows it to spend one.
Defenses your defenses + 2, not including any temporary bonuses or penalties
Speed 8, fly 10; phasing

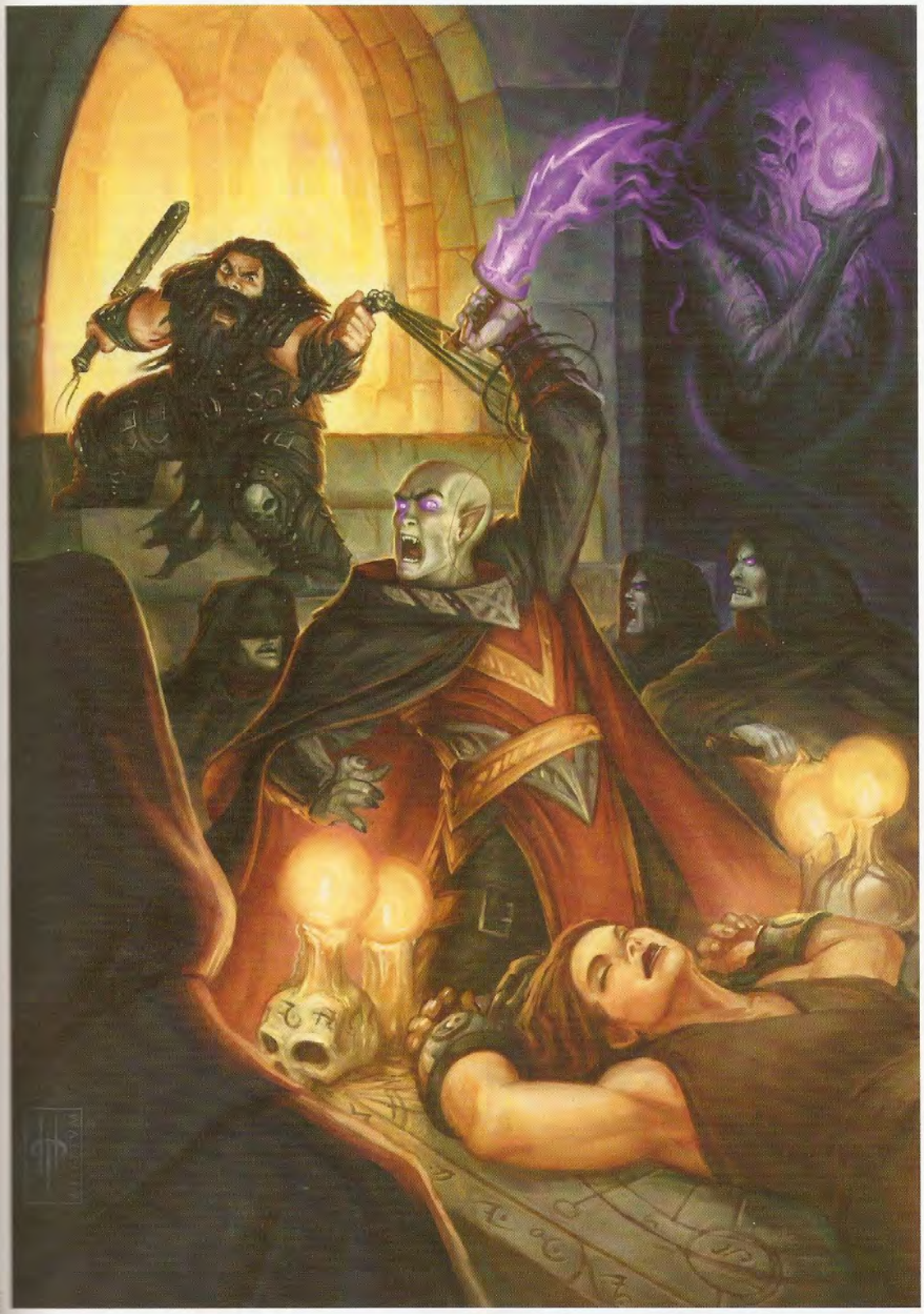
☼ **Dancing Shadows ✦ Aura 2**
You have partial concealment while you are in the aura.

Standard Action (necrotic, psychic) ✦ **At-Will**
Attack: Melee 1 (one creature); your level + 7 vs. AC
Hit: 2d12 + your Charisma modifier necrotic and psychic damage, and the target is weakened (save ends).

Minor Action (teleportation) ✦ **Encounter**
Effect: The sorrowsworn teleports up to 10 squares and becomes insubstantial until the start of your next turn.

Minor Action ✦ At-Will (1/round)
Effect: The sorrowsworn either crawls, flies, runs, stands up, shifts, squeezes, or walks.

Opportunity Action (psychic) ✦ **At-Will**
Trigger: An enemy ends its turn adjacent to the sorrowsworn.
Attack: Melee 1 (triggering enemy); your level + 5 vs. Will
Hit: 15 psychic damage, and the target is dazed (save ends).



Barwin bursts into the necromancer's chamber and corrals the wizard's dagger arm just in time

Wizard Options

Wizards often face apprehension and mistrust, and for good reason. They command power beyond the ken of mortals. They are gifted with the ability to seize another creature's mind, hurl fireballs, fly, vanish into thin air, and accomplish other wondrous and alarming feats. Such extraordinary power is more than sufficient reason for common people to fear wizards.

Deeper concerns about wizards arise from the vast potential of magic use. Wizards, by nature, are hungry for knowledge. More than a few study dark magic in an effort to increase their influence in the world. Although less impetuous wizards show restraint when presented with a dubious grimoire, others succumb to the temptation to look, to learn, and to master. Those who dabble in shadow magic are among the most feared in the world, and the darkest of villains are born from such study.

Fear of power and the unknown drives suspicion against wizards of any type. When it comes to forbidden magic, concern and doubt quickly turn into hatred and intolerance. Thus, necromancers and nethermancers often retreat to the fringes of civilization or beyond, where they can be free to pursue their arts without interference. Necromancers raise towers on old battlefields, graveyards, or in ruined cities, where materials for animation are abundant. A nethermancer might leave the world altogether to study the magical arts in the Shadowfell.

Shadow magic's apologists defend their art by claiming that the spells are no more evil than a fighter's sword or a ranger's bow. The spells are simply another form of weapon—it is their application that makes them evil. Even if this assertion is true, anyone who sees the blue pinpricks burning in a skeleton's eyes as it rises from the grave or who witnesses a nethermancer conjuring some tentacled horror from darkness has little sympathy for arguments comparing the virtues inherent in spells and weapons. Given the nature of their power, the few good or lawful good shadow magic-users can do little to erase the stain of the unaligned and evil practitioners. Shadow wizards face mistrust and hostility regardless of their inclination.

NEW SCHOOLS

Two new schools of magic, necromancy and nethermancy, join those presented in the *Rules Compendium* and *Heroes of the Fallen Lands*. Any wizard can choose spells from these schools. A mage can choose either school as the basis for his or her Apprentice Mage class feature.

School of Magic

Among the magical practices that raise the most concern are the dark, forbidden arts of necromancy and nethermancy. Both of these schools of magic entail wielding arcane energy influenced by shadow. Acquiring this knowledge is rarely as simple as tracking down a master or enrolling in an academy. Both schools are shunned among reputable wizards—few masters will admit to knowing a spell steeped in shadow, much less confess to being familiar with either school's more profound mysteries. The rare work of scholarship is tucked away inside an ugly manuscript, jotted down in the margin of a treatise on undead and the Shadowfell, or contained in the head of a reclusive master whose true nature is best left unexplored. A shadow magic practitioner is largely a product of self-taught trial and error.

Necromancers and nethermancers are not the only wizards who use shadow magic. Many wizards who specialize in other schools have dabbled in the dark arts, incorporating shadow to some degree. The results are often sinister, eliciting questions and accusations from those who witness the use of those spells. As a result, shadow-themed spells associated with other schools have the same reputation as those found within the dark schools.

Necromancy School

Necromancy is more widely practiced than nethermancy, but this recognition brings with it little in the way of acceptance. Necromancers and their magic are gist for terrible stories. Legends speak of mad wizards leading vast, rotting hordes, waging war against the living. These infamous figures are the rare few exceptions among necromancers, despite their prominence in the public attention. Most necromancers have little interest in conquest, instead using their art to examine the secrets of life, death, and the connections between them. It is true that necromancers can raise undead creatures, wield dread magic that rots flesh and sunders souls, and snuff out life with a whisper. Those who defend the art offer comparisons to other magic: How, they ask, can these abilities be considered more destructive than an evoker's *fireball* or more insidious than an enchanter's *mass charm*? Despite their logic, such thinkers find little sympathy among the masses.

Nethermancy School

The nethermancer's methods were devised when renegade wizards fled to the Shadowfell long ago and delved into the plane's secrets and the malign influence found there. These original nethermancers identified shadow magic as the impetus for the Shadowfell's creation. The strength of shadow magic

derives from the dark stuff that the primordials rejected when they first gave form to substance. Nethermancers focus their efforts on extricating shadow from various environments, then blending it with arcane forces to create magical effects. Among other manifestations, such spells excite or dull the senses, spin creatures from raw shadow, and punch holes through reality to allow swift passage.

New Wizard Powers

The following spells were created in the shadowy laboratories and studies of necromancers and nethermancers. Nonetheless, they are available to wizards of any tradition.

Level 1: Cantrips

When you choose wizard cantrips, these powers are among your options.

Disrupt Undead Necromancy makes extensive use of necrotic energy, a deathly power associated with the Shadowfell. Since undead creatures are often inured to this energy, necromancers learn to circumvent that resistance.

Disrupt Undead — Wizard Utility

A simple gesture causes the darkness powering and protecting an undead creature to unravel.

At-Will ✦ Arcane, Necromancy, Shadow
Minor Action **Ranged** 5
Target: One undead creature
Effect: The target's necrotic resistance, if any, is reduced by 5 until the end of your turn.

Spook One does not peer into the darkness and emerge unscathed. When you use this spell, shadows flicker around you, giving your words sinister weight.

Spook — Wizard Utility

You gather the shadows to yourself, so that when you speak, your words drip with menace.

Encounter ✦ Arcane, Nethermancy, Shadow
Free Action **Personal**
Trigger: You would make an Intimidate check.
Effect: You instead make an Arcana check and use that result to determine the outcome of the Intimidate check.

Level 1: At-Will Powers

When you choose 1st-level wizard at-will attack powers, these powers are among your options.

Restless Dead Corpses are rarely still in the presence of a necromancer. Casting this spell animates bones already in the soil, tasking them to lash out at an enemy. Sometimes the bones are skeletal claws, but more often they are flailing bird skeletons, skittering mouse bones, or the remains of another woodland or field animal. On the rare occasion that an area is devoid of bones, spectral claws rise from the ground to do the necromancer's bidding.

Restless Dead — Wizard Attack 1

Agitated bones break free from the ground to scrabble and claw at your enemy.

At-Will ✦ Arcane, Implement, Necromancy, Shadow, Zone
Standard Action **Ranged** 10
Target: One nonflying creature
Attack: Intelligence vs. Reflex
Hit: 1d8 + Intelligence modifier damage. The squares adjacent to the target become a zone that lasts until the end of your next turn. The ground of the zone is difficult terrain for your enemies.
Level 21: 2d8 + Intelligence modifier damage.

Rotting Doom The *rotting doom* spell weakens a creature's structural bindings, causing them to break down until its flesh sloughs away. Creatures killed by this spell are reduced to quivering, jellied masses.

Rotting Doom — Wizard Attack 1

You hold up your hand, palm out, and release pale wisps to infect your foes with horrid decay.

At-Will ✦ Arcane, Implement, Necromancy, Necrotic, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Intelligence vs. Fortitude
Hit: 1d8 + Intelligence modifier necrotic damage. If the target is undead, it also gains vulnerable 5 to all damage until the start of your next turn.
Level 21: 2d8 + Intelligence modifier necrotic damage.
Effect: The target cannot regain hit points until the start of your next turn.

Scare Fear is a powerful weapon in a nethermancer's arsenal. *Scare* drains away courage, leaving dread in its place. Those affected cannot bring themselves to attack you when you drop your guard, allowing you to pass by unscathed.

Scare — Wizard Attack 1

You blast an area, drawing resolve from your foes until they shrink back in abject terror.

At-Will ✦ Arcane, Fear, Implement, Nethermancy, Psychic, Shadow
Standard Action **Close** blast 3
Target: Each creature in the blast
Attack: Intelligence vs. Will
Hit: 1d8 + Intelligence modifier psychic damage, and the target cannot make opportunity attacks against you until the end of your next turn.
Level 21: 2d8 + Intelligence modifier psychic damage.

Unraveling Dart Anyone who dabbles in shadow can sense a faint malevolent awareness in its magical currents. The *unraveling dart* spell demonstrates this malicious quality. Shadowy projectiles transform in mid-flight, becoming whatever type of energy the wizard's target tolerates least.

Unraveling Dart — Wizard Attack 1

Gray, smoky darts leap from your fingertips to strike at your foes where they are weakest.

At-Will ✦ Arcane, Implement, Nethermancy, Shadow
Standard Action **Ranged** 10
Target: One or two creatures
Attack: Intelligence vs. Fortitude
Hit: 1d4 + Intelligence modifier damage. If the target has vulnerability to any damage types, the damage is of those types. If the target has no vulnerabilities, you gain a power bonus to the damage roll equal to your Wisdom modifier.
Level 21: 2d4 + Intelligence modifier damage.

Level 1: Encounter Powers

When you choose 1st-level wizard encounter attack powers, these powers are among your options.

Darkening Flame Infusing a spell with shadow power threatens the target's body and soul. When you cast *darkening flame*, you hurl a ball of black fire that erupts in a flash when it strikes an enemy.

Darkening Flame — Wizard Attack 1

You toss a blazing sphere of shadow-infused fire against your enemies. Where it detonates, it blackens flesh and soul.

Encounter ✦ Arcane, Fire, Implement, Necromancy, Necrotic, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Intelligence vs. Reflex
Hit: 2d8 + Intelligence modifier necrotic damage.
Effect: Each creature adjacent to the target takes fire damage equal to your Intelligence modifier.

Twilight Falls This spell blasts enemies' minds, leaving shadow-stained substance in the area. A wave of swirling shadows hinders your foes' attacks.

Twilight Falls — Wizard Attack 1

You weave draining shadow energy into an oppressive gloom that dims your enemies' senses.

Encounter ✦ Arcane, Implement, Nethermancy, Psychic, Shadow, Zone
Standard Action **Area** burst 1 within 10 squares
Target: Each enemy in the burst
Attack: Intelligence vs. Will
Hit: 1d6 + Intelligence modifier psychic damage. If the target is in the origin square, the target is also dazed until the end of your next turn.
Effect: The burst creates a zone that lasts until the end of your next turn. When any enemy in the zone attacks a creature, the creature has partial concealment against that enemy.

Level 1: Daily Powers

When you choose 1st-level wizard daily attack powers, these powers are among your options.

Ray of Fatigue Nethermancers have little need for raw destructive magic, preferring instead to leach vitality and strength from their foes. The *ray of fatigue* spell concentrates raw shadow into a beam that overwhelms a target with weariness.

Ray of Fatigue — Wizard Attack 1

A pale gray beam leaps from your fingertip and drains strength from your foe.

Daily ✦ Arcane, Implement, Necrotic, Nethermancy, Shadow
Standard Action **Ranged** 20
Target: One creature
Attack: Intelligence vs. Fortitude. You have combat advantage against the target if it is bloodied.
Hit: 2d8 + Intelligence modifier necrotic damage, and the target is weakened (save ends).
Miss: Half damage, and the target is weakened until the end of your next turn.

Spirit Rend Necromancy studies both life and death, but many of its spells concern just one or the other. *Spirit rend* releases raw necrotic energy that scorches living creatures' animating spirits and drives back the undead.

Spirit Rend — Wizard Attack 1

You weave a dire spell that tears at your enemies' spirits and holds the undead at bay.

Daily ✦ Arcane, Implement, Necromancy, Necrotic, Shadow
Standard Action **Area** burst 1 within 10 squares
Target: Each enemy in the burst
Attack: Intelligence vs. Will
Hit: 3d6 + Intelligence modifier necrotic damage, and the target is immobilized (save ends).
If the target is undead, it takes no damage and is not immobilized. Instead, the target must take a free action to move as far as its speed allows to a square farther away from you, and it is dazed (save ends).
Miss: Half damage.

Level 2: Utility Powers

When you choose 2nd-level wizard utility powers, these powers are among your options.

Lifetaker This spell catches a departing soul or spirit and wrings the energy from it. Necromancers can use this energy to bolster themselves or an ally. Some sages believe the spell was created by Vecna when he was mortal; witnessing it in action does little to dispel such rumors.

Lifetaker — Wizard Utility 2

You crook your finger and snatch a soul as it struggles free from its body. It screams as you draw forth its energy.

Daily ✦ Arcane, Necromancy, Shadow
Immediate Reaction **Ranged** 5
Trigger: A nonminion living creature dies within 5 squares of you.
Target: You or one ally
Effect: The target gains temporary hit points equal to his or her healing surge value.

Summon Shadow Serpent

The *summon shadow serpent* spell gives a wizard the ability to assess the battlefield from the viewpoint of a small shadowy ally.

Summon Shadow Serpent — Wizard Utility 2

Shadows flicker at your feet, swirl before you, and coalesce into the form of a black serpent.

Daily ✦ Arcane, Shadow, Summoning
Minor Action **Ranged** 10
Effect: You summon a shadow serpent in an unoccupied square within range. The creature is an ally to you and your allies.

The serpent lacks actions of its own. Instead, you spend actions to command it mentally, choosing from the actions in its description. You don't need line of effect to the serpent to command it. When you command the serpent, the two of you share knowledge but not senses.

When the serpent makes a check, you make the roll using your game statistics, not including temporary bonuses or penalties.

The serpent lasts until it drops to 0 hit points, at which point you lose a healing surge (or hit points equal to your healing surge value if you have no surges left). Otherwise, it lasts until you dismiss it as a minor action or until the end of the encounter.

Shadow Serpent — Summoned Creature
Small shadow beast

HP your healing surge value; **Healing Surges** none, but you can lose a healing surge for the serpent if an effect allows it to spend one
Defenses your defenses, not including any temporary bonuses or penalties
Speed 6
Stealthy
The serpent gains a +5 bonus to Stealth checks, and it takes no penalty to the checks for moving more than 2 squares.
Minor Action ✦ At-Will
Effect: Until the end of your turn, you can see through the serpent's eyes. You cannot gain line of sight or line of effect for your powers from the serpent's space, but you can make Perception checks from it.
Minor Action ✦ At-Will (1/round)
Effect: The serpent either crawls, runs, stands up, shifts, squeezes, or walks.

Level 3: Encounter Powers

When you choose 3rd-level wizard encounter attack powers, these powers are among your options.

Cordon of Bones

You wrench bones from your foes and from the ground to erect a jagged barricade. The shards catch and tear at the flesh of anyone trying to pass through the cordon.

Cordon of Bones — Wizard Attack 3

Bones tear from your enemies and spring up from the ground to form a jagged cordon.

Encounter ✦ Arcane, Implement, Necromancy, Shadow
Standard Action **Area** burst 1 within 10 squares
Target: Each creature in the burst
Attack: Intelligence vs. Fortitude
Hit: 2d8 + Intelligence modifier damage.
Effect: The burst creates a zone that lasts until the end of your next turn. Creatures take a -2 penalty to attack rolls while in the zone, and any creature that enters the zone takes 5 damage. The damage increases by 2 for each creature reduced to 0 hit points by the attack.

Ebony Razors

By spinning shadows into psychic daggers, you discourage enemies from pressing their attacks.

Ebony Razors — Wizard Attack 3

You hurl blinding shadows, then solidify them into warding shards of psychic energy.

Encounter ✦ Arcane, Implement, Nethermancy, Psychic, Shadow
Standard Action **Close** blast 5
Target: Each creature in the blast
Attack: Intelligence vs. Will
Hit: 2d8 + Intelligence modifier psychic damage.
Effect: Until the end of your next turn, you have partial concealment, and when an adjacent enemy hits you with an attack, that enemy takes 5 psychic damage.

Level 5: Daily Powers

When you choose 5th-level wizard daily attack powers, this power is among your options. If you choose the *summon shadow servant* power, the creature you can summon is associated with your Expert Mage school, either necromancy or nethermancy.

Summon Shadow Servant

Using this spell, necromancers and nethermancers summon servants from the realm of the dead, creatures that can accompany their masters until dismissed or destroyed. Because of this fact, such a wizard is rarely seen without a shadowy creature at his or her side.

Summon Shadow Servant — Wizard Attack 5

The shadows swirl and coalesce into a dark creature that awaits your command.

Daily ✦ Arcane, Shadow, Summoning
Minor Action **Ranged** 5
Prerequisite: You must have the Expert Mage benefit associated with necromancy or nethermancy.
Effect: You summon a creature associated with your necromancy or nethermancy Expert Mage benefit. The creature appears in an unoccupied space within range, and it is an ally to you and your allies.

The creature lacks actions of its own. Instead, you spend actions to command it mentally, choosing from the actions in the creature's description. You must have line of effect to the creature to command it. When you command the creature, the two of you share knowledge but not senses.

When the creature makes an attack roll or a check, you make the roll using your game statistics, not including any temporary bonuses or penalties.

The creature lasts until it drops to 0 hit points, at which point you lose a healing surge (or hit points equal to your surge value if you have no surges left). Otherwise, it lasts until you use a minor action to dismiss it or until you use this power again.

Necromancy: Shadow Skeleton

A shadow skeleton, formed from shadows and the bones of the dead, is adept at hitting enemies that don't take it as a serious threat.

Shadow Skeleton — Summoned Creature
Medium shadow animate (undead)

HP your bloodied value; **Healing Surges** none, but you can lose a healing surge for the skeleton if an effect allows it to spend one
Defenses your defenses, not including any temporary bonuses or penalties
Speed 6
Immune disease, poison

† Standard Action ✦ At-Will
Attack: Melee 1 (one creature); your level + 6 vs. AC
Hit: 2d8 + your Intelligence modifier damage, and the target cannot shift until the end of its next turn.

Minor Action ✦ At-Will (1/round)
Effect: The skeleton either crawls, runs, stands up, shifts, squeezes, or walks.

Opportunity Action ✦ At-Will
Trigger: An enemy adjacent to the skeleton takes an action that provokes opportunity attacks.
Effect: The skeleton makes its standard action attack against the triggering enemy, with a +2 bonus to the attack roll and the damage roll.

Nethermancy: Shadow Beast

A quasi-real monstrosity bearing the features of various creatures, a shadow beast is a dependable ally in combat, and it throws off a burst of gloom whenever it takes damage.

Shadow Beast — Summoned Creature
Medium shadow beast

HP your healing surge value; **Healing Surges** none, but you can lose a healing surge for the beast if an effect allows it to spend one
Defenses your defenses, not including any temporary bonuses or penalties
Speed 6 (8 while charging); phasing

† Standard Action (fear, necrotic) **✦ At-Will**
Attack: Melee 2 (one creature); your level + 4 vs. Reflex
Hit: 2d8 + Intelligence modifier necrotic damage, and the target takes a -2 penalty to attack rolls until the end of its next turn.

Minor Action ✦ At-Will (1/round)
Effect: The beast either crawls, runs, stands up, shifts, squeezes, or walks.

Immediate Reaction (zone) **✦ At-Will**
Trigger: The beast takes damage from an attack.
Effect: The beast creates a zone in a close burst 1. The zone is heavily obscured and lasts until the start of your next turn.

Level 6: Utility Powers

When you choose 6th-level utility powers, these powers are among your options.

Darklight

The *darklight* power calls forth shadow substance and ignites it. In the amethyst glimmer, you can see clearly. Still, *darklight* does not spoil the darkness, because it sheds no illumination.

Darklight — Wizard Utility 6

Purple flame appears over your head, though only you and your companions can see it. By its guidance, you can find your way.

Encounter ✦ Arcane, Shadow, Zone
Minor Action **Close burst 2**
Effect: The burst creates a zone that lasts until the end of the encounter. You and your allies have darkvision while in the zone.

Shadow Investiture

Creatures affected by *shadow investiture* undergo a pronounced transformation. Their pallor becomes ashen, their eyes darken to glossy black, and menace radiates from them as darkness suffuses their being.

Shadow Investiture — Wizard Utility 6

You draw energy from the shadow staining your soul to help others navigate the darkness.

Daily ✦ Arcane, Shadow
Standard Action **Close burst 1**
Target: You and each ally in the burst
Effect: Until the end of the encounter, each target has darkvision and necrotic resistance equal to 5 + your Wisdom modifier.



This nethermancer's best friend is her shadow beast

Level 7: Encounter Powers

When you choose 7th-level wizard encounter attack powers, these powers are among your options.

Ghoul Strike Necromancers sometimes mold arcane magic to replicate an undead creature's capabilities. *Ghoul strike* offers a means to bind an enemy as if it had felt a ghoul's caress. Most living creatures find the stench rising from an afflicted creature too odious to endure.

Ghoul Strike — **Wizard Attack 7**

You make a slashing motion against an enemy, causing darkness to bind it and filling the air around it with a charnel stench.

Encounter ✦ Arcane, Implement, Necromancy, Necrotic, Shadow, Zone
Standard Action **Melee** 1 or **Ranged** 5
Target: One creature
Attack: Intelligence vs. Fortitude
Hit: 2d6 + Intelligence modifier necrotic damage, and the target is immobilized until the end of your next turn. The attack creates a zone in a burst 2 centered on the target. The zone lasts for as long as the target is immobilized by this power. Any creature (except you) that ends its turn in the zone takes 5 necrotic damage, and it grants combat advantage while in the zone.
Miss: The power is not expended. If you use it during your next turn against the same target, you gain a +2 bonus to the attack roll.

Murderous Twin The Shadowfell is often described as the natural world's dark reflection. Its locations resemble those found in the world, but of a twisted and unseemly variety. If locations can be reflections, so too can people. This spell conjures a dark reflection of your foe.

Murderous Twin — **Wizard Attack 7**

You create a shadowy twin of your enemy, a murderous vestige that wreaks havoc on itself and its allies.

Encounter ✦ Arcane, Conjuration, Implement, Nethermancy, Psychic, Shadow
Standard Action **Ranged** 10
Target: One enemy
Attack: Intelligence vs. Will
Hit: 1d10 + Intelligence modifier psychic damage.
Effect: You conjure a murderous twin of the target in an unoccupied space adjacent to the target. The twin is the same size as the target. The twin remains until the end of your next turn and occupies its space. The target takes a -2 penalty to attack rolls while adjacent to its twin. You can use the secondary power against the target once before the twin vanishes.
Secondary Power (Arcane, Implement, Nethermancy, Psychic, Shadow)
Immediate Reaction **Melee** 1
Trigger: The target leaves a square adjacent to the twin or makes an attack.
Effect: The twin vanishes and reappears in a square adjacent to the target and then makes the following attack against it.
Attack: Intelligence vs. Will
Hit: 5 + Intelligence modifier psychic damage, and the target is dazed until the end of its next turn.

Level 9: Daily Powers

When you choose 9th-level wizard daily attack powers, these powers are among your options.

Circle of Death

With a simple command, a wizard lays waste to great swaths of creatures. The *circle of death* spell is not selective about who dies, claiming innocents with the guilty.

Circle of Death — Wizard Attack 9

You wave your hand and snuff out the lives of your enemies.

Daily ✦ Arcane, Implement, Necromancy, Necrotic, Shadow
Standard Action — **Area** burst 2 within 10 squares
Target: Each creature in the burst
Attack: Intelligence vs. Fortitude
Hit: The target takes necrotic damage equal to your level. It is also dazed, slowed, and weakened (save ends all).
Miss: Half damage, and the target is slowed until the end of your next turn.

Mirage Arcana

The *mirage arcana* spell overlays terrain with images that make the area appear twisted and grotesque. In the gathering shadows, dark things chitter, ephemeral ghosts flit from place to place, and whispering pollutes the air. Creatures caught in the mirage are overcome with despair.

Mirage Arcana — Wizard Attack 9

The terrain writhes and warps, reshaped into a sinister realm born from darkest nightmare.

Daily ✦ Arcane, Illusion, Implement, Nethermancy, Psychic, Shadow, Zone
Standard Action — **Area** burst 2 within 10 squares
Effect: The burst creates a zone that lasts until the end of the encounter. The zone is difficult terrain, and creatures grant combat advantage while in it. You then make the following attack.
Target: Each creature in the burst
Attack: Intelligence vs. Will
Hit: 2d6 + Intelligence modifier psychic damage, and the target is dazed, cannot leave the zone willingly, and cannot see creatures outside the zone (save ends all). If the target is already dazed, it takes 5 extra psychic damage.

Level 10: Utility Powers

When you choose 10th-level wizard utility powers, these powers are among your options.

Umbral Leap

Some wizards believe that all shadows touch the Shadowfell and that they can bridge the distance between the worlds through the use of the proper spell. *Umbral leap* allows a wizard to slip through shadow, vanishing and reappearing some distance away. Although capable of covering a great distance, the spell requires a darkened destination square, limiting its utility in certain environments.

Umbral Leap — Wizard Utility 10

You vault the distance between one shadow and another.

Encounter ✦ Arcane, Shadow, Teleportation
Minor Action — **Personal**
Requirement: You must be in a square of dim light or darkness.
Effect: You teleport up to 10 squares to a square of dim light or darkness. You don't need to see the destination space to teleport, but if you can't occupy that space, the teleportation is negated.

Wall of Gloom

The *wall of gloom* spell cloaks a region of the battlefield in darkness. It's believed the spell was first created by drow to cover their movements when raiding unsuspecting villages on the surface. The spell is a useful tool for either defense or skulduggery.

Wall of Gloom — Wizard Utility 10

Darkness billows where you gesture, forming an opaque curtain.

Daily ✦ Arcane, Nethermancy, Shadow, Zone
Standard Action — **Area** wall 8 within 10 squares
Effect: The wall creates a zone that lasts until the end of your next turn. The zone can be up to 4 squares high. The zone is heavily obscured, and squares adjacent to it are lightly obscured. The zone is difficult terrain, and creatures (except you) are blinded while they are entirely in the zone.
Sustain Minor: The zone persists until the end of your next turn.

Level 13: Encounter Powers

When you choose 13th-level wizard encounter attack powers, these powers are among your options.

Blackening Pyre

This fearsome spell calls down a column of flaming souls. The fiery entities shriek and wail as they whirl around your enemies, their flames burning more than flesh. In a moment, the souls are gone, but lingering fire recalls their horrid fury.

Blackening Pyre — Wizard Attack 13

A blazing wind swirls through your foes, carrying with it the screams of the damned.

Encounter ✦ Arcane, Fire, Implement, Necromancy, Necrotic, Shadow, Zone
Standard Action — **Area** burst 1 within 10 squares
Target: Each creature in the burst
Attack: Intelligence vs. Fortitude
Hit: 3d8 + Intelligence modifier fire and necrotic damage, and you can slide the target 1 square.
Effect: The burst creates a zone that lasts until the end of your next turn. Any creature that enters the zone or ends its turn there takes 5 fire and necrotic damage.

Dark Gathering The singularity that this spell creates is raw, concentrated shadow energy. Unstable, it detonates and spreads a darkening wave. Foes in its path are subjected to the nightmarish influence of the Shadowfell.

Dark Gathering — Wizard Attack 13

A black mote appears in your enemies' midst and explodes outward, projecting a wave of shadow to fog your foes' senses.

Encounter ✦ Arcane, Implement, Nethermancy, Psychic, Shadow, Zone
Standard Action **Area** burst 2 within 10 squares
Target: Each enemy in the burst
Attack: Intelligence vs. Will
Hit: 1d10 + Intelligence modifier psychic damage, and the target is dazed until the end of your next turn. If the target is in the origin square of the burst, the target is also blinded until the end of your next turn.
Effect: The burst creates a zone that lasts until the end of your next turn. The zone is heavily obscured to your enemies.

Level 15: Daily Powers

When you choose 15th-level wizard daily attack powers, these powers are among your options.

Enervation Epitomizing the insidious nature of nethermancy, this spell infects a creature with spirit-draining energy and transfers that energy to the wizard. A creature touched by the beam experiences numbing fatigue as its spirit swiftly decays.

Enervation — Wizard Attack 15

Crackling black energy leaps from your fingertip to leach life from a creature.

Daily ✦ Arcane, Implement, Necrotic, Nethermancy, Shadow
Standard Action **Ranged** 20
Target: One creature
Attack: Intelligence vs. Fortitude. If the target is bloodied, you have combat advantage for this attack.
Hit: 3d8 + Intelligence modifier necrotic damage. In addition, the target is slowed, is weakened, and takes a -1 penalty to attack rolls, all defenses, skill checks, and ability checks (save ends all).
Each Failed Saving Throw: The penalty worsens by 1 (maximum -4 penalty).
Miss: Half damage, and the target is weakened until the end of your next turn.
Effect: You gain temporary hit points equal to your healing surge value.

Soul Puppets One of the more malevolent necromancer spells, *soul puppets* wrenches creatures' spirits horrifically. A wizard can also use the spell to exert influence over the undead, compelling their obedience.

Soul Puppets — Wizard Attack 15

You reach out and crush your foes' animating spirits, manipulating their limbs like a puppeteer.

Daily ✦ Arcane, Charm, Implement, Necromancy, Necrotic, Shadow
Standard Action **Area** burst 2 within 20 squares
Target: Each enemy in the burst
Attack: Intelligence vs. Will
Hit: 4d8 + Intelligence modifier necrotic damage, and the target is immobilized (save ends). If the target is undead, it takes no damage, and it is dominated instead of immobilized (save ends).
Miss: Half damage.

Level 16: Utility Powers

When you choose 16th-level wizard utility powers, these powers are among your options.

Dancing Shadows Darkness leaps from one ally to another when you cast the *dancing shadows* spell. The gloom might be enough to turn a strike into a miss.

Dancing Shadows — Wizard Utility 16

You gather darkness and fling it at an ally in need. Once the shadows have done their job, they leap again to hide another ally.

Encounter ✦ Arcane, Nethermancy, Shadow
Immediate Interrupt **Ranged** 10
Trigger: You or an ally within 10 squares of you is hit by a melee or a ranged attack.
Target: The character who was hit
Effect: The target gains partial concealment until the end of his or her next turn.
Aftereffect: One ally within 5 squares of the target gains partial concealment until the end of his or her next turn.

Soul Harvest This spell harvests a remnant of life from a dying enemy to give your ally a second chance.

Soul Harvest — Wizard Utility 16

You catch a bit of vitality from a dying creature and twist it to your own purposes.

Daily ✦ Arcane, Healing, Necromancy, Shadow
Free Action **Close** burst 5
Trigger: You reduce a living enemy to 0 hit points with necrotic damage.
Target: You or one ally in the burst
Effect: The target regains hit points equal to your level and can make a saving throw against one effect that a save can end.

Level 17: Encounter Powers

When you choose 17th-level wizard encounter attack powers, these powers are among your options.

Horrific Shadow

With this spell, you draw shadows together and animate them to form a horned nightmare.

Horrific Shadow — **Wizard Attack 17**

You gather shadow into a monstrous horror that obscures you and bites at the minds of any creature within reach.

Encounter ✦ Arcane, Illusion, Implement, Nethermancy, Psychic, Shadow
Standard Action **Close** burst 2
Target: Each creature in the burst
Attack: Intelligence vs. Will
Hit: 3d6 + Intelligence modifier psychic damage.
Effect: Until the end of your next turn, you are invisible, and any creature that ends its turn adjacent to you takes psychic damage equal to 5 + your Intelligence modifier.

Soul Blight

Vile black flames leap from you to scourge your enemies with necromantic power. Once the pain has passed, the spell lingers, burdening enemies with dread.

Soul Blight — **Wizard Attack 17**

A chiming sound presages a ring of black, roiling flames that leaves death in its wake.

Encounter ✦ Arcane, Fire, Implement, Necromancy, Necrotic, Shadow
Standard Action **Area** burst 1 within 10 squares
Target: Each creature in the burst
Attack: Intelligence vs. Fortitude
Hit: 3d8 + Intelligence modifier fire and necrotic damage. If the creature is undead, it takes no damage. It is instead dominated until the end of your next turn.
Effect: Each target takes a -2 penalty to attack rolls and grants combat advantage until the end of your next turn.

Level 19: Daily Powers

Necromancers and nethermancers know how to pull the very stuff of shadow from the Shadowfell and give it a semblance of life.

Benefit: You normally add two wizard daily attack powers to your spellbook at this level. If you have the *summon shadow servant* power, you can gain a new creature option to summon, instead of gaining one of those two powers. The creature is associated with one of your Expert Mage schools, necromancy or nethermancy.

Necromancy: Shadow Wraith

Necromancers consort with malevolent spirits of the shadow realm and can call them forth to serve them. You can now use summon shadow servant to summon a shadow wraith.

Shadow Wraith — **Summoned Creature**
Medium shadow humanoid (undead)

HP your healing surge value; **Healing Surges** none, but you can lose a healing surge for the wraith if an effect allows it to spend one
Defenses your defenses, not including any temporary bonuses or penalties
Speed 6, fly 6; phasing
Immune disease, poison
Fateful Death ✦ Aura 2
Bloodied enemies grant combat advantage while in the aura. If a creature drops to 0 hit points while in the aura, the wraith gains temporary hit points equal to your Intelligence modifier.
Standard Action (necrotic) **✦ At-Will**
Attack: Melee 1 (one creature); your level + 6 vs. AC
Hit: 2d10 + your Intelligence modifier necrotic damage, and the target is weakened until the end of its next turn.
Minor Action ✦ At-Will (1/round)
Effect: The wraith either crawls, runs, stands up, shifts, squeezes, or walks.
Opportunity Action (necrotic) **✦ At-Will**
Trigger: An enemy ends its turn adjacent to you and in the wraith's aura.
Effect: The target takes 10 necrotic damage.

Nethermancy: Shadow Brute

The tentacled form of the shadow brute lashes your enemies and holds them in place. You can now use summon shadow servant to summon a shadow brute.

Shadow Brute — **Summoned Creature**
Large shadow beast

HP your bloodied value; **Healing Surges** none, but you can lose a healing surge for the brute if an effect allows it to spend one
Defenses your defenses, not including any temporary bonuses or penalties
Speed 6
Standard Action ✦ At-Will
Attack: Melee 2 (one or two creatures); your level + 4 vs. Reflex
Hit: 3d8 + Intelligence modifier damage, and the target is immobilized (save ends). The immobilization ends if the target ends any turn more than 2 squares away from the brute.
Minor Action ✦ At-Will (1/round)
Effect: The brute either crawls, runs, stands up, shifts, squeezes, or walks.
Immediate Reaction (necrotic) **✦ At-Will**
Trigger: The brute takes damage from an attack.
Attack: Melee 2 (one enemy); your level + 4 vs. Fortitude
Hit: 10 necrotic damage, and the brute pushes the target up to 5 squares and knocks it prone.

Level 22: Utility Powers

When you choose 22nd-level wizard utility powers, these powers are among your options.

Acererak's Apotheosis

Acererak is the most famous of those wizards whose long focus on death culminated in immortality as a lich. Few wizards have the courage to complete similar unholy rituals, but necromancers have learned the value that such a transformation provides, even if it lasts only minutes at a time.

Acererak's Apotheosis — **Wizard Utility 22**

You become a vision of death as you infuse your body with shadow—your flesh draws back to the bone, and fiery blue pinpricks burn in your now-empty eye sockets.

Daily ✦ Arcane, Necromancy, Shadow
Minor Action **Personal**
Requirement: You must have at least one healing surge.
Effect: You lose a healing surge and gain temporary hit points equal to your healing surge value. Until the end of the encounter, you are undead, and you gain the following benefits.
- ✦ Darkvision
- ✦ Immunity to disease and poison
- ✦ Necrotic resistance equal to 10 + one-half your level

Wraithform

Wizards who dabble in shadow magic do so at great risk to their souls; they bargain away part of themselves to acquire dark magic. True masters, however, take this liability and turn it into an advantage. A wizard under the effect of *wraithform* becomes a creature of pure shadow, little more than billowing darkness held in a vague humanoid shape.

Wraithform — **Wizard Utility 22**

Your body darkens and dissolves into shadowy substance, transforming you into living shadow.

Daily ✦ Arcane, Nethermancy, Shadow
Minor Action **Personal**
Effect: Until the end of your next turn, you have a fly speed of 6 (hover) and are insubstantial and phasing.
Sustain Minor: The effect persists until the end of your next turn.

Level 23: Encounter Powers

When you choose 23rd-level wizard encounter attack powers, these powers are among your options.

Animate Shadows

This spell infuses your enemies' shadows with a semblance of independence. The awakened shades loathe the living and turn their anger against the creatures they reflect.



A wizard who displays mastery of shadow earns the respect of lesser creatures

Animate Shadows — Wizard Attack 23

Your enemies' shadows writhe and dance, awakened by a dread compulsion to torment your foes.

Encounter ✦ Arcane, Implement, Necrotic, Nethermancy, Shadow
Standard Action **Area** burst 2 within 10 squares
Target: Each enemy in the burst
Attack: Intelligence vs. Will
Hit: 3d6 + Intelligence modifier necrotic damage. Until the end of your next turn, the first time the target moves without shifting on its turn, it takes necrotic damage equal to your Intelligence modifier, and you can slide it 1 square as a free action.
Effect: Each target grants combat advantage until the end of your next turn.

Vampiric Strike When you cast *vampiric strike*, you create a malignant link with an enemy. As the enemy's life force flows out, you capture it to nourish yourself or an ally.

Vampiric Strike — Wizard Attack 23

You sink psychic fangs into your foe so that when it suffers, you and your allies benefit.

Encounter ✦ Arcane, Healing, Implement, Necromancy, Psychic, Shadow
Standard Action **Melee** touch or **Ranged** 5
Target: One creature
Attack: Intelligence vs. Fortitude
Hit: 3d6 + Intelligence modifier psychic damage, and you regain hit points equal to half the damage dealt.
Effect: The next time the target takes damage from an attack before the end of your next turn, you or one ally within 5 squares of you gains 10 temporary hit points.

Level 25: Daily Powers

When you choose 25th-level wizard daily attack powers, these powers are among your options.

Dooming Darkness The Shadowfell's bleakest reaches are inimical to life. Living beings lost in these lightless lands find their souls crippled by melancholy and their bodies plagued with rampant decay. The *dooming darkness* spell lets a wizard draw forth this horrid influence and use it to entrap enemies.

Dooming Darkness — Wizard Attack 25

You pierce reality's veil to let loose the dark lands' dread influence, spilling noisome shadow among your enemies and imprisoning them in impenetrable night.

Daily ✦ Arcane, Implement, Necrotic, Nethermancy, Psychic, Shadow, Zone
Standard Action **Area** burst 3 within 10 squares
Target: Each creature in the burst
Attack: Intelligence vs. Fortitude
Hit: 4d6 + Intelligence modifier necrotic damage.
Effect: The burst creates a zone that lasts until the end of your next turn. The zone is difficult terrain and is totally obscured. Any creature that ends its turn in the zone takes 15 necrotic and psychic damage. While the zone persists, you can use the secondary power at will.
Sustain Minor: The zone persists until the end of your next turn.
Secondary Power (Arcane, Implement, Necrotic, Nethermancy, Psychic, Shadow)
Opportunity Action **Close** burst 3 centered on the zone's origin square
Trigger: An enemy leaves the zone on its turn.
Target: The triggering enemy in the burst
Attack: Intelligence vs. Fortitude
Hit: 10 necrotic and psychic damage, and the target is pulled up to 2 squares toward the zone's origin square.

Finger of Death The dreaded *finger of death* spell is the ultimate expression of a necromancer's power. The wizard merely has to point, and a target dies—or, at the very least, wishes it had.

Finger of Death — Wizard Attack 25

You point your finger and command your foe to die.

Daily ✦ Arcane, Implement, Necromancy, Necrotic, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Intelligence vs. Fortitude
Hit: 10d6 + Intelligence modifier necrotic damage. If this damage bloodies the target, it takes 20 extra necrotic damage.
Miss: Half damage.
Effect: If the power reduces the target to 20 hit points or fewer, the target drops to 0 hit points.

Level 27: Encounter Powers

When you choose 27th-level wizard encounter attack powers, these powers are among your options.

Blazing Death Storm You use arcane magic to channel an elemental firestorm, infusing it with necrotic energy. Your foes burn and decay as the maelstrom of dark fire devours them.

Blazing Death Storm — Wizard Attack 27

At your gesture, flame and death erupt in a storm.

Encounter ✦ Arcane, Fire, Implement, Necromancy, Necrotic, Shadow
Standard Action **Area** burst 2 within 20 squares
Target: Each creature in the burst
Attack: Intelligence vs. Fortitude
Hit: 4d6 + Intelligence modifier fire and necrotic damage.
Miss: Half damage.
Effect: The burst creates a zone that lasts until the end of your next turn. Any creature that enters the zone or ends its turn there takes 10 fire and necrotic damage.

Impenetrable Gloom Although light does shine in the Shadowfell, certain areas of that dread realm shun illumination entirely. The *impenetrable gloom* spell calls on the darkness found in these places and traps your enemies in its insidious shadow.

Impenetrable Gloom — Wizard Attack 27

Your enemies are assaulted by fright and pain as billowing darkness erupts among them.

Encounter ✦ Arcane, Implement, Nethermancy, Psychic, Shadow, Zone
Standard Action **Area** burst 2 within 10 squares
Target: Each enemy in the burst
Attack: Intelligence vs. Will
Hit: 4d6 + Intelligence modifier psychic damage, and the target is dazed until the end of your next turn. If the target is in the burst's origin square, the target is also stunned until the end of your next turn.
Effect: The burst creates a zone that lasts until the end of your next turn. The zone is totally obscured to your enemies.

Level 29: Daily Powers

When you choose 29th-level wizard daily attack powers, these powers are among your options.

Energy Drain One of the darkest nethermancy spells in existence, *energy drain* captures a creature's spirit and saps it of all animating energy, giving the wizard the stolen strength and vitality. A creature struck by this spell reels as its spirit is pillaged; even when the spell ends, recovery is a long time in coming.

Energy Drain — Wizard Attack 29

An unwholesome beam of darkness impales your enemy and drains vital life from its spirit.

Daily ✦ Arcane, Implement, Necrotic, Nethermancy, Shadow
Standard Action **Ranged** 20
Target: One creature
Attack: Intelligence vs. Fortitude. If the target is bloodied, it grants combat advantage to you for this attack.
Hit: The target is stunned (save ends).
Aftereffect: The target is slowed and weakened and takes a -1 penalty to attack rolls, all defenses, skill checks, and ability checks (save ends all).
Each Failed Saving Throw: The penalty worsens by 1 (maximum -4 penalty).
Miss: 3d10 + Intelligence modifier necrotic damage.
Effect: You gain temporary hit points equal to your healing surge value.

Moilian Flames With its crumbling towers teetering on the brink of oblivion, Moil is one of the most terrifying places in the Shadowfell's depths. According to legend, Orcus flung the accursed city from the world to shadow's edge, trapping its people in ice and death for all time. The Moilian people were said to be masters of shadow magic and had bargained away their souls for its power. Many of their advances have been lost, but a few spells of terrible power have managed to escape the city's frozen grasp.

Moilian Flames — Wizard Attack 29

You gather shadowstuff in your hands and hurl it at a foe. As it travels, it ignites with cold blue flames that greedily devour anything they touch.

Daily ✦ Arcane, Cold, Implement, Necromancy, Necrotic, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Intelligence vs. Reflex
Hit: 3d8 + Intelligence modifier cold and necrotic damage, and the target takes ongoing 20 cold and necrotic damage (save ends). The target takes a -2 penalty to saving throws against this ongoing damage.
Miss: Half damage, and the target takes ongoing 15 cold and necrotic damage (save ends).
Effect: At the end of each of your turns, each enemy adjacent to at least one creature taking ongoing damage from this power takes ongoing 15 cold and necrotic damage (save ends).

Mage Schools

A mage wizard can select from two new schools, necromancy and nethermancy, in addition to the schools presented in *Heroes of the Fallen Lands*. When creating your character and when gaining levels, refer to the school you select for powers, benefits, and other features.

A mage who chooses to specialize in one of these schools gains the Apprentice Mage, Expert Mage, and Master Mage class features associated with that school, as described below. Mages who specialize in these schools tend to have high Wisdom scores.

ENIGMATIC MAGE BENEFITS

If you have the enigmatic mage paragon path (see *Heroes of the Fallen Lands*) and you choose necromancy or nethermancy as your school, you gain any benefit noted in the appropriate section below as an enigmatic mage paragon path feature.

NECROMANCY SCHOOL

An ancient and reviled art, necromancy focuses on the ties between the body, soul, and animating spirit. Your spells can animate the dead, creating thralls to fight on your behalf; despoil an enemy's flesh with rot; or snuff out life with a whisper. Necromancy is a fearsome and grotesque pursuit, and only those of strong will and unwavering commitment can master its magic.

Level 1: Necromancy Apprentice

Apprentice Mage feature
Death stalks your enemies and grants false life to you. You gain a short-lived resilience when you strike.

Benefit: When you hit at least one target with an arcane necromancy attack power, you gain 2 temporary hit points.

Level 5: Necromancy Expert

Expert Mage feature
Extensive study into necromantic lore rewards you with unnatural vitality. You boast strength and endurance odd for someone of such sickly pallor or gaunt frame.

Benefit: You gain a +2 bonus to Athletics checks and Endurance checks.

Level 10: Necromancy Master

Master Mage feature
Your concentration on necromantic power increases the potency of your necrotic attacks. They bite deeply, ignoring attempts to blunt them.

Benefit: Your arcane necromancy attack powers ignore necrotic resistance.

Level 11: Necromancy Action

Enigmatic mage paragon path feature
Your focus on necromancy spells lets you loose necrotic energy that unravels your foes' defenses.

Benefit: When you spend an action point to take an extra action, each enemy adjacent to you gains vulnerability to necrotic damage until the end of your turn. The vulnerability equals your Wisdom modifier. If the enemy has necrotic resistance, it is instead pushed up to a number of squares equal to your Wisdom modifier.

Level 11: Necromancy Encounter Power

Enigmatic mage paragon path feature
Author of many sinister necromantic tomes, Nulathoe had no compunctions against using corpses as undead thralls and then annihilating them in an arcane burst when they fell.

Nulathoe's Concussive Demise — Enigmatic Mage Attack 11

A dying creature explodes with sudden destructive power.

Encounter ✦ Arcane, Implement, Necromancy, Necrotic, Shadow
Immediate Reaction **Area** burst 2 within 10 squares
Trigger: A creature dies within 10 squares of you.
Target: Each creature in the burst centered on the triggering creature
Attack: Intelligence vs. Reflex
Hit: 3d6 + Intelligence modifier necrotic damage.
Effect: You push each target up to 3 squares away from the burst's origin square.

Level 12: Necromancy Utility Power

Enigmatic mage paragon path feature
A famed spell noted for preserving the dead from decay, *Nulathoe's death ward* girds creatures against eternity's cruel caress.

Nulathoe's Death Ward Enigmatic Mage Utility 12

You weave a potent ward that thwarts death's cold touch.

Daily ✦ Arcane, Necromancy, Shadow
Minor Action **Close** burst 1
Target: You and each ally in the burst
Effect: Each target gains the following benefits until the end of the encounter.
- ✦ Resist 10 necrotic
- ✦ +2 power bonus to death saving throws and saving throws against effects that slow or weaken
- ✦ Immunity to being turned into an undead creature

Level 20: Necromancy Daily Power

Enigmatic mage paragon path feature
With a single command, Nulathoe could draw forth the dead to swell the ranks of his vile army.

Nulathoe's Undead Army Enigmatic Mage Attack 20

A motley host of animated flesh, bone, and teeth claw their way free from the earth, rising up in answer to your summons.

Daily ✦ Arcane, Necromancy, Shadow, Summoning
Minor Action **Area** burst 5 within 20 squares
Requirement: You must have at least one healing surge.
Effect: You lose a healing surge. You then summon up to five undead soldier minions in unoccupied squares in the burst. They are allies to you and your allies.

The soldiers lack actions of their own. Instead, you spend actions to command them mentally, choosing from the actions in their description. You must have line of effect to a particular soldier for it to respond to your commands. When you command a soldier, you and the soldier share knowledge but not senses.

When a soldier makes an attack roll or a check, you make the roll using your game statistics, not including any temporary bonuses or penalties.

Each soldier remains until you take an extended rest, until you dismiss it as a minor action, or until it drops to 0 hit points (which does not cause you to lose a healing surge).

Undead Soldier **Summoned Creature (Minion)**
Medium natural animate (undead)
HP 1; a minion never takes damage from a miss.
Defenses your defenses with a +2 bonus to AC, not including any temporary bonuses or penalties
Speed 6
Immune disease, poison; **Resist** 10 necrotic

Standard Action ✦ At-Will
Attack: Melee 1 (one creature); your level + 5 vs. AC
Hit: 11 damage, and the target is immobilized until the end of your next turn.
Effect: Any of your other undead soldiers that are within line of effect of you make the attack against the same creature or different ones.

Opportunity Action ✦ At-Will
Trigger: An enemy that you can see and that is adjacent to an undead soldier of yours takes an action that provokes opportunity attacks.
Effect: The undead soldier makes the following attack.
Attack: Melee 1 (the triggering enemy); your level + 5 vs. AC
Hit: 11 damage.



Tyrak, tiefling necromancer



Sariel, eladrin nethermancer

Nethermancy School

Originating from the work of renegade wizards who were exiled to the Shadowfell, nethermancy spells extract shadow magic from the environment and blend it with arcane energy. They can create impenetrable darkness, spark terror in your enemies, and form horrific monsters from shadowstuff.

Level 1: Nethermancy Apprentice

Apprentice Mage feature
Darkness serves at your command. Your spells fog your enemies' senses with shadow.

Benefit: Creatures hit by your arcane nethermancy attack powers treat enemies more than 2 squares away from them as having partial concealment until the end of your next turn.

Level 5: Nethermancy Expert

Expert Mage feature
Shadows crawl and writhe around you, forming a shifting tapestry of grotesque shapes. These shadows mask your presence and give you an edge when facing down a foe.

Benefit: You gain a +2 bonus to Intimidate checks and Stealth checks.

Level 10: Nethermancy Master

Master Mage feature
Darkness sustains you, granting your spells greater potency when you are in shadows.

Benefit: While you have any concealment against a creature, you have combat advantage against it.

Level 11: Nethermancy Action

Enigmatic mage paragon path feature
Your aspect changes to something monstrous, a transformation made possible through your extensive familiarity with nethermancy's secrets.

Benefit: When you spend an action point to take an extra action, your space and each square adjacent to you become a zone of darkness that lasts until the start of your next turn. The zone is totally obscured to creatures other than you.

Level 11: Nethermancy Encounter Power

Enigmatic mage paragon path feature
The archmage Evard mastered the Shadowfell's secrets, drawing forth its rich magic and bending it to his will. His preoccupation with such dark pursuits affected him profoundly, as is evident from the spells he left for those who would follow his path.

Evard's Wrenching Darkness — Enigmatic Mage Attack 11

Darkness envelops an enemy and whisks it away, spreading bitter fear among your other foes.

Encounter ✦ Arcane, Fear, Implement, Nethermancy, Psychic, Shadow
Standard Action **Ranged** 10
Target: One creature
Attack: Intelligence vs. Fortitude
Hit: 1d10 + Intelligence modifier psychic damage. You slide the target up to 5 squares, and the target is immobilized until the end of your next turn.
Effect: After the attack, each enemy within 2 squares of the target is pushed up to 2 squares away from it and grants combat advantage until the start of your next turn.

Level 12: Nethermancy Utility Power

Enigmatic mage paragon path feature
Evard had few friends, largely because he regarded others as inferior. *Evard's all-seeing worm* is but one example of how he exploited his companions.

Evard's All-Seeing Worm — Enigmatic Mage Utility 12

The writhing worm you hurl at your ally burrows into his or her flesh to create a tiny opening through which you can see.

Daily ✦ Arcane, Necrotic, Nethermancy, Shadow
Minor Action **Ranged** 5
Target: One ally
Effect: The target takes necrotic damage equal to your Intelligence modifier. Until the end of the encounter, while you have line of effect to the target, you can see as if you are in both your space and the target's, and when you use a wizard attack power or a wizard paragon path attack power, you can do so as if you were in either space, although you physically remain in yours.

"Nethermancy is my greatest gift to the arcane arts. It remains the closest magic can come to wielding shadow in its purest form. Despite my best efforts, I was never able to rid myself of the arcane formulae to use shadow energy alone. The darkness always slipped from my grasp unless I first constructed a framework to contain its energy. Arcane magic, then, provides the needed framework. Although shadow cannot be harnessed without such a contrivance, it is still there. I have seen it with my eyes, and yet it ever stays out of reach."

—Evard

Level 20: Nethermancy Daily Power

Enigmatic mage paragon path feature
Evard is best known for drawing twisted monsters infused with dark energy from the Shadowfell. Spells such as *Evard's black tentacles* and *Evard's dreadful mist* suggest what the dark wizard was after. *Evard's black gate* comes nearest to realizing the secrets that Evard sought, for it creates a portal to the Shadowdark's depths, where aberrant mutants mingle with shadow-born abominations. Those who pass through the gate rarely emerge intact or sane.

Evard's Black Gate — Enigmatic Mage Attack 20

A black disk yawns wide, expanding like an eye's pupil in the dark. From its dull surface emerge writhing black tentacles, which ensnare your foes and drag them into oblivion.

Daily ✦ Arcane, Conjuration, Nethermancy, Shadow
Minor Action **Area** wall 2 within 10 squares
Effect: You conjure a wall that lasts until the end of your next turn. The wall can be up to 2 squares high, and its squares are totally obscured. While in the wall, a creature is dazed and can attack only creatures adjacent to it. While the wall persists, you can use the secondary power at will.
Sustain Minor: The wall persists until the end of your next turn.
Secondary Power (Arcane, Implement, Necrotic, Nethermancy, Shadow)
Standard Action **Close** burst 5 centered on a square of the wall
Target: Each enemy in the burst
Attack: Intelligence vs. Reflex
Hit: 2d8 + Intelligence modifier necrotic damage, and the target is pulled up to 2 squares toward the wall and into it, if possible. The target is restrained (save ends).

CHAPTER 3

Races of Shadow

SHADOW MAGIC has an understandably sinister reputation, and those who study and master its power bear a stain on their souls that can never be clean. There are great risks to dabbling in darkness, and no one knows those risks more intimately than the races of shadow. These peoples stand apart from other denizens of the planes because shadow magic is an intrinsic part of their souls, a darkness within that shapes their identities and also eases the processes by which they call upon shadow to scourge their foes.

This chapter presents three races particularly suited to players who want to build characters infused with shadow's power. The shadow darkening their souls might drive these people toward wicked ends, turning them into nocturnal predators or unhinged deviants who indulge in every heinous impulse. Others resist the evil pull of shadow and might become heroes even though their dark heritage and clear connection to shadow magic makes them outcasts and pariahs. These lonely souls often wander the world, doing what good they can in the hope of redeeming their tainted souls.

Revenant: Everything a character accomplished in life serves as a mere precursor of his or her true purpose—a purpose that becomes apparent only after he or she returns from death as a revenant to inhabit the world once more.

Shade: Shades are mortals who have willingly embraced the darkness by engaging in secret rituals that infuse their souls with shadow.

Vryloka: The vampirism that infects the ancient human race of the vryloka is a fell curse that darkens their ancient bloodline.

In addition to the races of shadow introduced here, this chapter also explores the legends of shadow that appear in the cultures of other races such as dwarves, eladrin, halflings, and humans in the DUNGEONS & DRAGONS world.

"You come with questions, seeking forbidden power, but what do you know of shadow's price? How can you understand what only I have endured, I who was born into darkness and must bear its weight for the rest of my days. You see, I remember what it was like before I become what you see before you. I remember life, living, vigor, and vitality. And I mourn their loss."

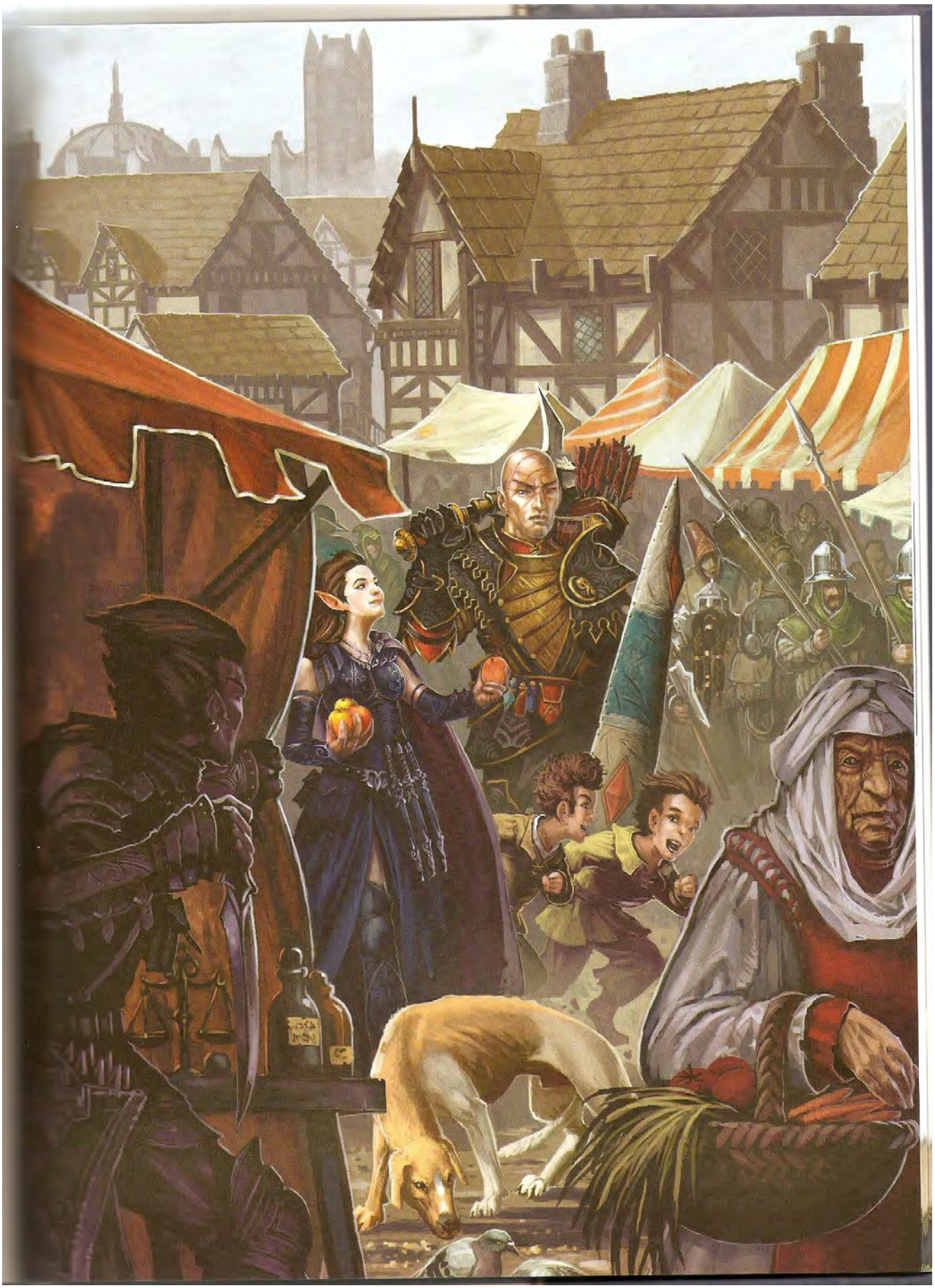
—Loss, revenant blackguard

CHANGING YOUR RACE

Shade, vryloka, or revenant characters can start a campaign at 1st level like any other character, but these races can also be used to transform an existing character. Your fallen eladrin knight might rise from the dead as a revenant, or your human rogue might succumb to the vampiric curse of the vryloka.

If you change both your race and your class (for example, if your eladrin knight returns from the dead as a revenant assassin), then you are best off creating a new character from scratch. But if all you want to change is your character's race, then making changes to the character's mechanics is straightforward. When you change your race, you lose any features, traits, and powers of your original race. You also lose any ability score modifications your original race provided. Then apply the ability score modifications, traits, powers, and racial features of your new race. You also need to swap out any feats or other such mechanics for which you no longer meet the prerequisites.

It's up to you to make sure that choices you make in revising your character still support your character's story. For example, the revenant of your eladrin knight should probably have eladrin as his chosen race for the revenant's Past Life racial trait.





A revenant straddles the worlds of the living and the dead

Revenant

Resilient souls returned from death to do the work of Fate

Racial Traits

Average Height: 5′ 5″-6′ 2″
Average Weight: 100-200 lb.

Ability Scores: +2 Dexterity; +2 Charisma or +2 Constitution
Size: Medium
Speed: 6 squares
Vision: Low-light vision
Languages: Common, choice of one other
Skill Bonuses: +2 Endurance, +2 Intimidate

Undead: You are considered an undead creature for the purpose of effects that relate to the undead keyword. You are also considered a living creature.

Past Life: Select a race other than revenant. You are also considered a member of that race for the purpose of meeting prerequisites, such as feat or paragon path prerequisites.

Unnatural Vitality: When you drop to 0 hit points or fewer and are subjected to the dying condition, you can choose to be dazed, instead of falling unconscious. You make death saving throws as normal, and if you fail one, you fall unconscious instead of being dazed.

Dark Reaping: You have the *dark reaping* power.

Dark Reaping **Revenant Racial Utility**

You use one death as the seed to sow more destruction.

Encounter ✦ Necrotic
Free Action
Trigger: A creature within 5 squares of you drops to 0 hit points.
Effect: One creature of your choice that you hit with an attack before the end of your next turn takes extra necrotic damage equal to 1d8 + your Constitution modifier.

Death usually represents the gateway to the afterlife or the end of a natural existence. Sometimes, however, death can be just the beginning. For some select individuals, the Raven Queen or another agency of death bars passage to the next stage of existence, turning a soul back toward the natural world. In such instances, fate has other plans.

A revenant arises not as an aimless corpse but as the embodiment of a lost soul given new purpose. Such a creature walks in two worlds. While the revenant moves among the living, it also exists in the shadows, haunted by the vague memories of a life it no longer possesses.

Revenants do not build settlements or share a common culture as is customary of the other races. The only attributes that connect these living undead are a set of common physical characteristics and a similar origin and destiny. In all cases, a revenant is purposefully returned to the natural world after succumbing to a cessation of life. Dead, but unable to find its way to whatever waits beyond death's dark gates, the once-living soul is reconstituted as a revenant.

The gods of death and fate often require agents in the natural world, and they don't always have enough exarchs or aspects to deal with all the work they seek to accomplish. For this reason, revenants are called into existence. However, the rules governing the gods and how they can intrude upon the natural world are often mysterious and seemingly contradictory to mere mortals. For this reason, it seems that revenants enter the world without clear directions or even full memories of the life they once lived.

Revenants often appear in adult form, fully grown and instinctively capable of dealing with the world around them. Most awaken in a place of the dead, such as a graveyard or a crypt, with only vague memories of whatever went before and usually with a driving compulsion to accomplish some partially remembered task or vaguely defined quest.

Most revenants remember only fragments of the life they lived before, as well as snatches of a peaceful darkness that immediately preceded their return to the world. Some need time to come to grips with the fragmented memories and driving compulsions. Others take to their new existence easily and without too much analysis and soul-searching. Many recall a woman's voice, soft and melodious, not unlike the gentle flutter of black-feathered wings, that follows them out of the shadows and back to the wakefulness of the natural world. The words are gentle but insistent, and often the source of any compulsion that a revenant experiences upon returning to life. Although each revenant returns to the world in a different way, most recall words that drifted out of the darkness with them. "Arise, my champion," the voice demands of them. "There is work to do."

Physical Qualities

Revenants are souls of the dead returned to a semblance of life by the Raven Queen or some other agency of the afterlife. Revenants do not appear as undead horrors or even anything like their former selves. When the Raven Queen reincarnates souls, they exist as her special creations, and they have the bodies of her choosing and creation. In this way, such souls are always marked as representatives of the Raven Queen's power. They emerge from the shadow of death fully formed and fully grown, set to handle whatever tasks they have been returned to deal with.

A revenant has a body that is slender for his or her height, but this form possesses an uncanny toughness that contradicts the apparent build. Revenants have the same range of complexions as humans, but a revenant's skin is ashen and the features are sunken. Eyes are most commonly solid black with a single point of red light burning within them, but other eerie eye colors—including yellow, white, silver, and gold—are



Its masklike face in no way conceals a revenant's deadly resolve



The Hells hath no fury like a revenant scorned

not uncommon. In some cases, the eyes glow with a ghostly light. Revenants' hair typically ranges from black through shades of gray to white. Revenants can grow facial hair, and males often have beards or mustaches that accentuate their ashen countenances.

A revenant's face and skin clearly set a member of this race apart from other humanoids. A revenant's visage has a masklike quality that can be disturbing to mortal beings. Rough, dark scales appear on the flesh near the ends of a revenant's limbs, marking the revenant as one of those the Raven Queen has allowed back into the world of the living. A revenant's extremities end in strong, black fingernails and toenails that resemble claws.

Attitudes and Beliefs

Every revenant approaches the return to life from a different angle. Some relish it and long to find a way back to the life they have lost and forgotten. Others embrace their new existence with a fervor and passion that obliterates the fragments of the past that still haunt them, and they strive to remain alive in the natural world.

Some revenants can't abide the fleeting glimpses into a past that is no longer available to them, and they long to find a way back to the darkness they were expelled from. These revenants know that the fastest way to return to the comfort of the shadows is to complete whatever tasks have been set before them as quickly and efficiently as possible. They do not seek an end to existence, but a return to the peace of the grave—a peace they earned the first time they passed through life.

Many revenants might appear to be distant and uncaring, but they can experience the full range of emotions seen in other races. They just need time to reconcile the contradictions they are confronted with, from new and alien bodies to shattered memories and half-understood quests undertaken at the behest of a powerful being that might or might not be willing to explain what is happening to them.

Revenant Communities

Revenants don't form communities or build societies. They do form attachments, however, usually with other adventurers who can help them achieve their goals. Some even settle down in communities of other races, usually because the location reminds them of something from their half-remembered past or because of its proximity to something related to the tasks they seek to complete. For example, the community might be near a portal to the Shadowfell, or within an area where enemies of the Raven Queen are active.

Each revenant is unique, but ties to the Shadowfell draw most to prefer dark colors and clothing that can help them escape notice. Whether because of dark humor or as a warning to others, their clothing and gear bear symbols that are reminders of death or duty. Revenants use raven feathers, bones, chains, grave markers, and skulls for decoration.

Revenant Adventurers

By definition, all revenants are adventurers. They have been returned to life and set upon a quest to advance the needs of the Raven Queen or some other

AWAKENING

You gasp a breath of cold air like it's your first. Your eyes snap open. Colors seem dim, and every sound is foreign and filled with newness. Rather than warmth, a chill emanates from within you, making your chest feel heavy and your extremities blaze with heat. You are in a graveyard, surrounded by stones that mark the location of dead bodies—all engaged in the sleep that has been denied you.

The world appears strange, and as you struggle to rise, you have the sense that you control a body that is not your own.

And nothing is your own. You know that. You remember that. That's when other memories come flooding back. Before this place, you struggled somewhere cold. The sky was dark, but it was also somehow alight with flowing color—as if the wind glowed instead of the stars. Snow buried everything, veiling the landscape into funereal forms. And before that, other memories—scenes, faces, feelings—all a jumble, all confused like a half-forgotten dream.

You know one thing for certain. You were dead.

Judging from how you look and feel, you might be a little dead still. You pick a direction and start walking, noting all you can about what you see and hear as you go. You might not remember everything about who you were, but you can make new memories while you try to find out.

Something else hounds your thoughts as you strike out into an eerily familiar world: The dead don't come back to life by accident. Someone did this to you, and whoever that was had a reason. And with that thought, you remember the voice. A woman's voice. Cold, yet gentle. Demanding, yet understanding. A voice like the flutter of soft wings.

"Arise, my champion," the voice whispered to you as you drifted out of the darkness. "There is work to do."

agency of death in the natural world. A revenant wanders the world, often in the company of other adventurers, dealing with anything that comes along. In general, a revenant always tries to advance his or her own agenda, but he or she is not above taking on quests and challenges that are only peripherally tied to the tasks that returned the revenant to life.

Revenant adventurers have access to racial feats that are described in Chapter 4.

Assassin Perhaps the profession most associated with the revenant, the assassin uses skills and powers connected to both martial training and the things of shadow to accomplish his or her goals—and those goals are almost always related to striking a killing blow. Many of the tasks set before revenants include taking down powerful enemies or eliminating influential leaders, and the path of the assassin works perfectly with these goals.

Fighter A revenant fighter often follows the path of a slayer, utilizing Dexterity and Constitution to create a powerful destroyer. Few revenants opt for this approach, however, since they are more inclined toward other avenues of training and proficiency.

Paladin While not ideally suited to be paladins, some revenants nonetheless take up the mantle of the divine defender to best honor and serve the Raven Queen or whatever agency of death set them on their current path. As a paladin of a god of death, a revenant strives to destroy the enemies of natural death wherever they may be, including all forms of undead and especially those who adhere to the tenets of Orcus, Demon Prince of Undeath.

Ranger At first glance, the choice of ranger might seem odd for a revenant. These defenders of life, however, include the rare revenant who has become protective of the natural world upon his or her return from death. What better way to serve the Raven Queen and accomplish the tasks before oneself than to embrace the path of the wilderness avenger?

Rogue Being a creature of stealth and shadow, a revenant gravitates toward the rogue profession and often embraces the path of thievery in order to accomplish the mission at hand. Using the shadows to launch attacks from, to hide, and to otherwise move unnoticed make a revenant a natural at rogue activities.

Warlock When a revenant turns to arcane power to supplement his or her other natural abilities, the path that opens up is usually that of the warlock. Utilizing more talent than training but still interested in drawing upon as much power as possible, the revenant is drawn to the promise and potent punch of the warlock's repertoire.

Roleplaying a Revenant

When creating a revenant character, consider these points.

You aren't like other mortals. Revenants do not live and reproduce as mortal races do. Indeed, they are not a true race at all. Each revenant arises in the world only by the will of the Raven Queen (or some other agency of death). She—or someone she has made a bargain with—has a specific purpose in mind for each soul returned to the world.

You have a purpose. This purpose might be obvious to a revenant, or it might be a mystery the revenant has to unravel before it can rest. A revenant might doggedly pursue this end or rebel against that fate and try to avoid destiny. The purpose could even change, revealing greater goals as steps toward the ultimate end are achieved. Much depends on who brought the revenant back.

If the Raven Queen commanded the soul's return, the revenant might play an important part in the future the Raven Queen foresees. The Raven Queen might send a soul to bring someone or something to the death it has avoided, and the revenant might have been chosen because of past ties to the target.

Your memories are fragmented. Revenants usually remember only snippets of their former lives—just enough to push them toward the purpose for which some power raised them. Many don't even remember their names and thus take on new ones fitting their disposition. Memories come in dreams and flashes of insight, often provoked by the revenant's experiences. Brushing shoulders accidentally in the market could call to mind the touched person as a lifelong friend. The sight of a pale hand moving through lustrous hair could remind the revenant's heart of a lost love. Each remembrance has its purpose: reward, punishment, bait, or aid. All are true, but the power that raised the revenant can sometimes control which truths the revenant recalls.

You are recognizable, but unknown. The rarity of revenants results in few having much knowledge about them. Experts in religion or those who encountered revenants in the past might know more about them, but for most people revenants are strange and alien, spoken of in whispered rumors around low-burning fires in the deepest hours of the night.

Revenant Characteristics: Agile, cold, determined, fearsome, hard-bitten, noble, pragmatic, tragic

Male Names: Bane, Carver, Dredge, Erak, Riven, Rook, Scourge, Sever, Snipe, Wrath

Female Names: Blessed, Charm, Fable, Ire, Lash, Nihil, Raven, Sunder, Vengeance

SHADE

Seekers of power willing to trade their souls to the darkness

Racial Traits

Average Height: 5′ 6″-6′ 2″
Average Weight: 100-160 lb.

Ability Scores: +2 Charisma; +2 Dexterity or +2 Intelligence
Size: Medium
Speed: 6 squares
Vision: Darkvision

Languages: Common, choice of one other
Skill Bonuses: +2 Arcana, +2 Stealth
Fragile Mortality: You have one fewer healing surge than normal.
Master of Shadows: When your class grants you a utility power after 1st level, you can forgo taking that power. Instead, you can take a shade utility power of the same level or lower.
Practiced Sneak: You have training in Stealth.
Shadow Origin: The Shadowfell has left its mark on you, so you are considered a shadow creature for the purpose of effects that relate to creature origin.
One with Shadow: You have the *one with shadow* power.

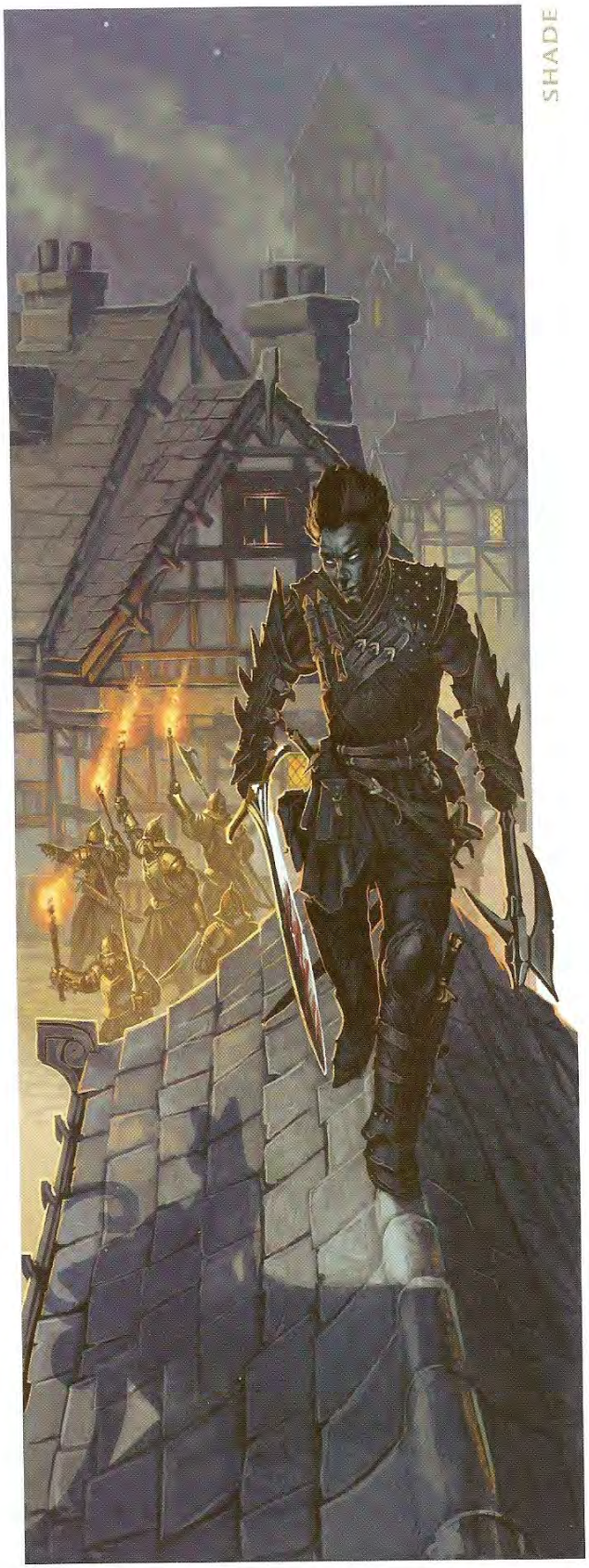
One with Shadow — Shade Racial Utility

You fade into the darkness, becoming a part of the shadow that swirls around you.

At-Will ✦ Shadow
Standard Action **Personal**
Effect: Until the end of your next turn, you can make Stealth checks to become hidden when you have any cover or concealment. In addition, you can use cover from your allies to become hidden or to remain hidden.

Ambitious, ruthless, and paranoid, shades are humans who trade part of their souls for a sliver of the Shadowfell's dark essence. Even more so than the shadowborn—natives of the Shadowfell descended from the common races—shades are gloom incarnate. No matter what nations or land one was first born into, each shade undergoes a dark rebirth that transforms him or her into a creature of stealth and secrecy who is caught between life and death. In exchange for the twilight powers granted to shades, the Shadowfell taints their souls with dark thoughts and a darker disposition.

A human who chooses to become a shade is reborn into shadow through a transformative ritual that draws on the ambient magic present at shadow crossings—places where the veil between the world



A shade assassin takes to the rooftops to evade pursuit

and its dark echo is thinnest. Known in scholarly circles as the Trail of Five Darknesses, this arduous ritual is as likely to slay its practitioner outright—obliterating body and soul—as it is to grant the ability to wield shadow magic.

Unbridled ambition and utter desperation are common reasons for a human to undertake the Trail of Five Darknesses, since the taint of the Shadowfell marks a shade as an outcast forever. Shades maintain a determined self-reliance when among their own kind, because they know all too well the greed and duplicity their race is capable of. However, shades also believe in strength in numbers, and as such they congregate in settlements close to shadow crossings, both in the world and the Shadowfell.

A few shades deny the self-serving nature of their kind, striving to ensure that the true nature of their souls overcomes the shadowy nature of their chosen path. Rejecting their own kind, these shades seek the company of the common races. Drawn to the life of an adventurer, such shades try to earn the trust of a close circle of friends, defending those comrades with the ruthlessness for which their kind is known. However, some decry this behavior as just another facet of the shades' characteristic avarice—treating friends as personal possessions that must be kept safe at all costs.

Physical Qualities

Shades resemble their original human selves, though they sacrifice their native vitality to the ritual that turns them into slender creatures of shadow. Their darkness-piercing eyes become orbs of dull black, dark gray, or purple. Their coloring takes on subdued hues, with most shades having pale skin and lank, black hair. Shades prefer dark, somber clothing of silk, suede, or supple leather, decorated with brass and iron. Their metal weapons and tools are coated with special oils that dull any sheen or reflection.

The Trail of Five Darknesses has a dramatic effect on longevity, doubling a shade's normal life span. Rumors abound of shades who eventually attain a level of power that allows them to stop aging altogether.

Attitudes and Beliefs

Shades exist among all cultures, but the transformation they undergo creates a consistent sense of ambition for which their kind is known. No matter what justification inspires an individual to undertake the Trail of Five Darknesses, the conscious act of embracing the power of shadow changes that person. For many shades, having given up a portion of their own soul in the name of power means that no sacrifice is too great.

Shades value restraint, poise, and patience. They bide their time in all things, keeping a low profile as they manipulate events to their advantage. Just as the Shadowfell's malaise can smother the spirits of mortal adventurers who venture into that dread plane, the sliver of shadow within each shade subdues emotion. A shade still feels love, hate, pride, despair, and the like, but he or she buries these feelings deep inside. A shade's smirk or frown carries as much weight as a halfling's laughter or an orc's frenzied roar.

Shades hold little love for the gods. Having made the ultimate sacrifice for power, they have no patience for those who beg deities for their favor. Those few shades who dedicate themselves to a faith worship Sehanine, god of trickery, or Vecna, god of secrets.

For all their fierce independence and self-reliance, some shades feel a hunger for companionship driven by the emptiness of their fractured souls. Although such shades rarely become social creatures, they gravitate to strong allies alongside whom they can prove themselves in battle. Such long-term companions are typically the only ones who ever see a shade's true emotions, even as the shade demonstrates the full strength of his or her driven ruthlessness in those allies' defense.

The shades' independence puts them in direct opposition to the intense shadar-kai and their devotion to the Raven Queen. These two races of shadow demonstrate an animosity that rivals that of elves and drow, or dwarves and orcs. However, shades are civil to the vampiric vryloka, understanding too well the effect of living under the weight of shadow.

Shade Communities

The dark nature of their transformation places shades firmly outside the societies they arise from. The most social of their kind distrust all except their closest companions. Truly misanthropic shades embrace their darkness fully, seeing others as pawns to be exploited in the quest for power.

In the mortal realm, a shade often takes up a life of wandering or lives as a social outcast on the fringes of humanoid society. It is common for shades to mask their true nature with magic or clever disguises, using their shadow powers as a screen against watchful eyes. In many cases, shades reject family or clan names from their past lives to take on the name of the shadow crossing where they undertook the Trail of Five Darknesses ritual.

In the Shadowfell, and around shadow crossings, shades form communities that reflect the avaricious and brutal nature of their residents. Shades who settle in the Shadowfell are typically those who have strongly embraced the darkness in their souls. Their enclaves are built on a rigid caste structure in which

shade nobles plot against each other in bloodthirsty political machinations that would tear other societies apart. In such communities, shades unattached to a noble house are treated as outcasts or used as pawns in attacks against rival nobles.

Shade Adventurers

The hunger for power is a constant among shades. However, a shade's moral bent determines the manner in which that power is pursued–and what he or she will do with it in the end.

Assassin Shades have a natural bent for the assassin's talents, since the mixture of shadow magic and martial talent can serve as the first step toward becoming a shade. Such assassins are typically lone wolves who, after learning a guild's secrets, vanish to serve only themselves. Such shades are hunted by their former guildmates. The conflict between them can end only in either the shade's death or the guildmaster's defeat and replacement by the renegade shade.

Rogue Shade rogues are consummate spies, clinging to the shadows with a competence matched by few members of the common races. No matter how else they choose to ply their trade, shade rogues uniformly seek to steal information they can use to their advantage.

Warlock The warlock's path is a tempting one for shades, who take up the gloom pact as a means of augmenting their own intrinsic power. Such warlocks see their pact as an extension of the Trail of Five Darknesses, refusing to acknowledge their subservience to an otherworldly master.

Warlord Shade warlords follow that path for the control and leadership it promises, though most are wise enough to respect the independence of their own close companions. A shade warlord becomes an adventurer to gain personal power, though he or she can undertake any number of lesser goals in pursuit of that power.

Wizard Shade wizards favor nethermancy and necromancy, the schools of magic closely associated with the power of shadow. Shade wizards create sanctums in the Shadowfell once they master the ways of planar travel, using that plane as a base for their acquisition of more powerful arcane magic.



Striking from out of the gloom, a shade warlock makes short work of a werewolf



While remaining unseen, a shade uses shadow monsters to assail a bewildered troll

Roleplaying a Shade

When creating a shade adventurer, here are a few points to consider.

You chose to be a shade. Other characters might be defined by the circumstances of birth or fate, but you chose to trade part of your soul for a sliver of shadow's power. Some shades seek the Trail of Five Darknesses out of pure ambition, seeing that path as a means of gaining power. Others sacrifice their souls to the shadow only under duress—perhaps to protect or rescue a loved one. Was this path one you chose to follow freely? Or do you see the shadow as a curse and a burden you must bear?

You stand between life and death. A part of your soul has already moved on to the Shadowfell, taking the path all souls must take after death. Although you still live, the shadow that fills you leaves your mortal emotions subdued and held in check. You fear death no more or less than you once did, but only your closest allies might ever see any sign of that fear.

Wait and watch. As a shade, you do not rush into any situation where you have the option to first analyze the dangers you might face. The strength of shadow is its ability to conceal, and you take advantage of your opponents' lack of awareness to read their weaknesses. Then you strike when the time is right.

Protect what is yours. The things you call your own—your possessions, your knowledge, even your friends—are precious to you, and those who attempt to harm what is yours suffer your harsh retribution. You defend your goals and your allies with the same extreme prejudice, and woe to any creature that underestimates your wrath.

Shade Characteristics: Ambitious, brooding, manipulative, paranoid, pragmatic, reserved

Shade Names: Shades usually keep their original names, while some adopt aliases to cloak their origins.

Crossing Names: Blackwood, Dubhtyn, Eboncross, Gloomhollow, Hematiton

Shade Utility Powers

When your shade character gains a class utility power after 1st level, you can forgo taking a power granted to you by your class. Instead, you gain a shade utility power of the same level or lower.

Fleeting Shade The power of the Shadowfell lets you shroud yourself from your foes, granting you a few precious moments to set up an attack or move to a place of safety. Even as the shadow that cloaks you dissipates, it continues to obscure you from your enemies' sight.

Fleeting Shade — Shade Utility 2

You cloak yourself with strands of shadow that allow you to fight unseen.

Encounter ✦ Shadow
Minor Action **Personal**
Effect: You become invisible until the end of your turn. In addition, you gain a +5 power bonus to Stealth checks until the end of your next turn.

Twilight Torch

The soul of a shade holds the essence of the Shadowfell, but it also retains the light that emanated from the Astral Sea when the first mortals were created. This balance between light and darkness allows you to coalesce shadows around yourself at will.

Twilight Torch — Shade Utility 6

The light of your soul commingles with the dark shard embedded within it, surrounding you with the concealing power of shadow.

At-Will ✦ Shadow, Zone
Minor Action **Close** burst 1
Effect: The burst creates a zone of dim light that lasts until the end of your next turn or until you use this power again.

Shadow Monsters

Your connection to the Shadowfell lets you reach deep within yourself, calling forth monsters composed of the dark essence of that realm. Shapeless shadow congeals around your foes in the form of ravening hounds, soaring shapes on dark wings, twisting black tentacles, or even fouler things.

Shadow Monsters — Shade Utility 10

You call forth nightmare shadow monsters to strike at your foes' bodies and minds.

Daily ✦ Conjuration, Necrotic, Shadow
Standard Action **Close** burst 3
Effect: You conjure four shadow monsters in four different unoccupied squares in the burst. The shadow monsters last until the end of the encounter. Once per round as a minor action, you can move the shadow monsters up to 4 squares each.

Enemies take a -2 penalty to attack rolls while adjacent to a shadow monster. Any enemy that ends its turn in the square of or adjacent to one or more shadow monsters takes 10 necrotic damage.

Shadow Jump

As your own power grows, so too does the power of the shadow bound to your soul. With enough training and focus, you can use that dark essence to tap the planar energy of the Shadowfell and slip the bonds of space. When you use this power, a writhing cloud of black mist shrouds you as you shift from place to place.

Shadow Jump — Shade Utility 16

The planar energy of the Shadowfell lets you slip away from danger, then step back into the world a safe distance away.

Encounter ✦ Shadow, Teleportation
Move Action **Personal**
Effect: You teleport up to your speed.

Five Darknesses

The Trail of Five Darknesses that you used to become a shade did not end with your rebirth. As you strengthen your bond with the Shadowfell, you unlock the secrets known only to your kind.

Five Darknesses — Shade Utility 22

The essence of the Shadowfell flows freely within you, transforming you into living shadow that strikes fear into the hearts of nearby creatures.

Encounter ✦ Fear, Shadow
Minor Action **Personal**
Effect: You gain 10 temporary hit points. Until the end of your next turn, you gain a fly speed equal to your speed, you are insubstantial and phasing, and creatures take a -2 penalty to attack rolls while adjacent to you.

"The Trail of Five Darknesses is no easy path to follow. You say you are ready to make your own journey, to see where the trail ends? I can tell you this—the passage to immortality is unique to the individual. My experiences are my own, as are my fears and memories of that awful time. And if you emerge, clinging to the fragile thread that is life, expect no comfort and no kinship, for by embarking on this quest you sever ties with anyone you have ever loved. Are you ready? Are you truly prepared?"

—Khasus,
High Dark of Fellwarren

VRYLOKA

Elegant aristocrat whose beauty conceals a secret thirst

Racial Traits

Average Height: 5′ 4″-6′ 2″
Average Weight: 110-200 lb.

Ability Scores: +2 Charisma; +2 Strength or +2 Dexterity
Size: Medium
Speed: 7 squares
Vision: Low-light

Languages: Common, choice of one other
Skill Bonuses: +2 Perception, +2 Stealth
Blood Dependency: When you are bloodied, your healing surge value drops by 2.
Human Heritage: You gain a +5 racial bonus to Bluff checks made to pass as a human.
Living Dead: Because your soul is tainted by undeath, you are both living and undead. If a power has different effects on living creatures and undead creatures, you choose which effect applies to you.
Necrotic Resistance: You have necrotic resistance equal to 5 + one-half your level.
Vampiric Heritage: When your class grants you a utility power after 1st level, you can forgo taking that power. Instead, you gain a vryloka utility power of the same level or lower.
Lifeblood: You have the *lifeblood* power.

Lifeblood — **Vryloka Racial Utility**

An enemy's ebbing life grants you a surge of vitality.

Encounter
Free Action **Personal**
Trigger: You kill or bloody an enemy.
Effect: You gain one of the following benefits.
- ✦ You shift up to your speed.
- ✦ You gain temporary hit points equal to 5 + one-half your level.
- ✦ You gain a +2 power bonus to attack rolls until the end of your next turn.

Uncounted centuries ago, in a land of mists and dark forests, the noble families of a now-forgotten kingdom sought a way to increase their life span beyond the meager years allotted to them by their human heritage. One evening, their elders were approached by a mysterious entity known only as the Red Witch—a scarlet-clad figure who held the key to their dreams. She offered to them a powerful blood-bonding ritual that would grant them the vitality of vampires without subjecting them to the taint of undeath. These human nobles became the first living vampires—blessed with great power gained at the price of their own vitality. In later centuries, these creatures became known by the name of the noble family that first forged the pact, the Vrylokas.

By carefully concealing their true nature, the first vrylokas quickly rose to power, becoming the rulers of their realm. In time, others learned of the dark accord that was the source of their power. An uprising of the vrylokas' human subjects soon followed, and their former kingdom was cast down and lost to the mists of time. However, the living vampires endured.

Over long generations, these deposed nobles managed to insinuate themselves into the upper classes of other nations, reestablishing their power and prestige. Paying attention to the lessons of their history, vrylokas go to great lengths to keep their true nature secret, living elaborately crafted double lives.

To the world at large, vrylokas are known as human nobles who were displaced from distant ancestral homelands. But even as they are welcomed into the upper circles of their adopted cultures, the vrylokas maintain their true society in the shadows—a dark court of living vampires constantly plotting for power against each other and the mortal races.

Physical Qualities

Vrylokas were originally human, though the bloodbond ritual subtly changes their appearance. Vrylokas have dark gray or blue eyes that turn red when they are angered or excited. Their skin is uniformly pale, ranging from pinkish flesh to chalky white. Most vrylokas have hair in shades of red, from deep scarlet to strawberry blond. However, jet-black hair is found in rare individuals. A vryloka's upper canine teeth might appear slightly more pronounced than the human norm. However, unlike true vampires, vrylokas have no fangs.

Vrylokas favor clothing and weapons that reflect their ancient origin, from layered robes and tall headdresses to long jackets and trousers, or bodices and skirts. Vryloka garb is often subtly embroidered with bloodred roses and thorns—the symbols of the Red Witch. Vrylokas favor red accentuated with brass and black, and they regard rubies as the most precious of gems.

Vrylokas' armor is uniformly ornate, with their warriors favoring heavy plate. Their weapons are equally flamboyant, spiked and flourished with rubies and rose motifs.

The bloodbond ritual causes vrylokas to live to be three hundred years old or more, and they retain their energy and vitality to their dying days. The most powerful vrylokas are said to be immune to the effects of age, though they can be killed like any other mortal creature.

Attitudes and Beliefs

The essence of the bloodbond ritual is the pursuit of eternal life, and the ritual's effects shape every vryloka's personality. Vrylokas are passionate creatures, capable of being overcome by blissful love or seething rage with equal ease. The grudges and affections of a vryloka can endure for centuries, sometimes passing from generation to generation.

The intensity of the vrylokas' passion often leads them to feelings of ennui and unrest. Their once-human minds cause them to appreciate the advance of years more than dwarves, elves, and other long-lived races do. As such, vrylokas spend their time searching for ways to entertain themselves. Some turn to intellectual endeavors, becoming renowned as artists or poets. Others seek gratification by pushing themselves to their physical limits through military service or adventuring. Most turn their distaste for world-weariness against each other, engaging in elaborate power games in which the common races are treated as possessions and pawns.

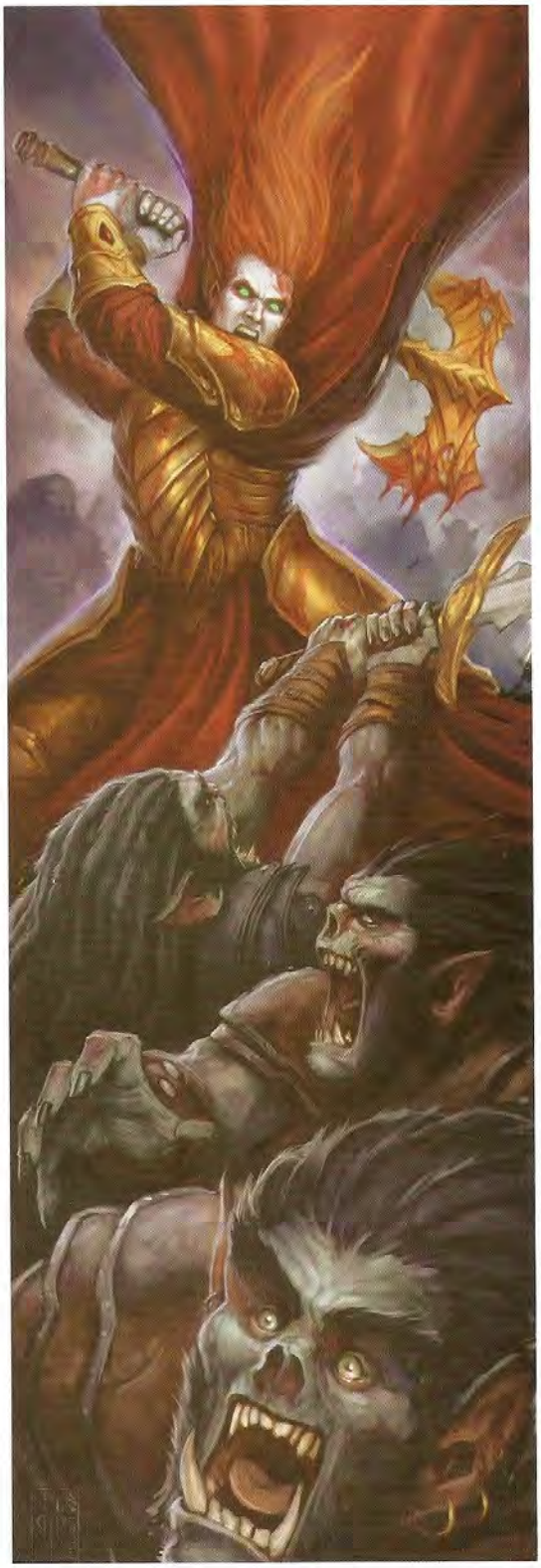
This culture of conflict is strengthened by the vrylokas' dedication to keeping their bloodlines sacred. A vryloka's duty is to family first, and even as rivalries tear competing families apart, there is no room for doubt or betrayal with regard to lineage. Like every other emotion, loyalty is all-consuming to a vryloka.

In rare cases, a vryloka develops this same degree of loyalty to outsiders—most often fellow adventurers with whom he or she has fallen in. Initially, such characters typically ensure that their outside loyalties do not impact their dedication to their kin. However, many vryloka adventurers eventually find themselves forced to make a choice between the bonds of friendship and those of family.

The vrylokas universally pay fealty to the Red Witch, whose actions created their race. That faith is built on a strong sense that the Red Witch and the Raven Queen are connected, though argument persists over whether the Red Witch existed as an exarch, an avatar, or even an aspect of the god of death. Whatever the truth, vrylokas of a religious bent treat the Red Witch and the Raven Queen as one and the same, and few adopt the faith of any other deity.

Vryloka Communities

The nature of their race compels vrylokas to hide in plain sight within other cultures, typically by passing themselves off as human nobles from distant lands. Endearing themselves to local rulers, vrylokas strive to attain a measure of power and wealth that reflects the status their ancestors first enjoyed. At the same time, however, vrylokas maintain a shadow society of their own, engaging in vicious games of influence and power against their vryloka peers—and oblivious



A horde of orcs begins to break and run as a vryloka paladin cleaves through their ranks



A vryloka wizard brings forth shadowy skeletons to join the fight against a savage ettin

of the harm they might cause to the mortal folk caught in the crossfire.

In their veiled society, vrylokas value the bond of blood above all other laws. Those who break this bond are typically exiled–shunned by vryloka society and forced to live in isolation among the common races. Some such vrylokas take up lives of wandering that lead them to join adventuring groups. Others undergo a dark breakdown as a result of their solitude, turning into bloodthirsty killers that prey on the folk around them.

Vryloka Adventurers

Vrylokas are drawn to adventuring as a temporary means of battling the ennui that is the product of their long lives. However, having forged new bonds with those they fight alongside, vryloka adventurers make a choice to continue that life, even at the risk of turning their back on their blood and kin.

Paladin The path of the good or unaligned paladin would seem at odds with the dark history of the vrylokas. However, this class is relatively common among the living vampires, who dedicate their blades to the service of the Red Witch. Vryloka blackguards start out as enforcers serving the will of their family elders. Once on their own in the world, they augment their dark powers with a single-minded devotion to excel as adventuring warriors.

Rogue Vryloka adventurers commonly choose the path of the rogue, favoring daggers and other weapons designed for stealthy attacks. Information is power in the vrylokas' secret society, and vryloka rogues steal secrets as often as they acquire more traditional loot.

Vampire Despite their ties to vampirism, vrylokas maintain a strong taboo against the complete embrace of an undead existence. They seek eternal life, not the empty shell of an undead existence. A vryloka who becomes undead is an outcast, a pariah hunted for his or her corruption of the vryloka bloodlines. However, rumors abound of powerful vryloka nobles who have successfully hidden their vampiric nature for decades.

Warlord Vrylokas who become warlords seek to maximize the power they wield among their kin. That thirst for power makes them a target of retribution by other nobles, with exile being the most common result. Vryloka warlords at large in the world look for the opportunity to lead new allies, even as they try to prove themselves to their estranged kin.

Roleplaying a Vryloka

When creating a vryloka adventurer, here are a few points to consider.

What you feel, you feel completely. Vrylokas commit themselves entirely to every endeavor they undertake. As a vryloka, you take no half measures, and you freely abandon any goal for which you cannot feel true passion. By the same token, when you do commit to a task or a quest, you do whatever is necessary to see it through to the end—or die trying.

The bonds of blood are strongest. You were raised to believe that your devotion to family is stronger than any other bond. However, as you make your way in the wider world, you forge new bonds to compete with the old. If your family calls for your help, you will do everything possible to comply—except for turning on the friends who bleed beside you in battle, becoming your kin by bravery and deed. At some point, you might be called on to make a choice between old ties and new. If so, you will have to choose which family to follow.

Experience is everything. The dark ennui that threatens your race is a fate you intend to avoid. If you are presented with the opportunity of a new experience, you take it without hesitation, typically before worrying about what reward or payment you hope to gain. The world is full of exotic places to visit and deadly monsters to fight. The constant flow of experience—and the emotion that such experience brings—is what makes your life worth living.

Vryloka Characteristics: Ardent, daring, grudging, jaded, impulsive, passionate

Vryloka Male Names: Aurel, Bogdan, Claudiu, Grigore, Mircea, Stelian

Vryloka Female Names: Adela, Crina, Elzeny, Iulia, Mirela, Sanda

Vryloka Family Names: Dorgumir, Gavril, Ghenadie, Ionel, Loredana, Vasili

Vryloka Utility Powers

When your vryloka character gains a class utility power after 1st level, you can forgo taking a power granted to you by your class. Instead, you gain a vryloka utility power of the same level or lower.

Unnatural Vitality

The trait that gives your race its greatness is built on the power of life and blood. Like the true vampires you resemble, you can channel the life force of your enemies, stealing their vitality to grant yourself inhuman resilience.

Unnatural Vitality — Vryloka Utility 2

You draw forth the life force of a fallen foe to gain sustenance and power.

Daily ✦ Shadow
Free Action — **Personal**
Trigger: You kill a nonminion enemy with a melee attack.
Effect: You gain a +2 power bonus to death saving throws and to saving throws against ongoing damage. In addition, you don't need to eat, drink, or breathe, making you immune to starvation and suffocation. These effects last until the end of your next extended rest.

Bloodwolf Form

The bloodwolf, a rare beast native to the forests of your ancestral homeland, embodies the strength and power that is your birthright. This fell creature possesses magic that you can draw on through your bloodbond, channeling the bloodwolves' mastery of the hunt.

Bloodwolf Form — Vryloka Utility 6

As you are cloaked in shadow, you take on the form of a wolf with glowing red eyes.

Daily ✦ Polymorph, Shadow
Minor Action — **Personal**
Effect: You assume the form of a bloodwolf until the end of the encounter. While in this form, you cannot attack, but you have darkvision, you ignore difficult terrain, and you gain a +5 power bonus to Athletics checks, Perception checks, and Stealth checks. As a minor action, you can switch between your normal form and your bloodwolf form.

Crimson Wings

Vrylokas who master the *crimson wings* power learn to match the speed and resilience of flying hunters such as the red owl and the bloodhawk. Those who take the form of a bat are wary of that creature's mythical association with true vampires, yet sometimes strive to establish that connection in the minds of the common folk.

Crimson Wings — Vryloka Utility 10

Your body fades into a haze of red and black shadow, re-forming as you take to the air.

Encounter ✦ Polymorph, Shadow
Minor Action — **Personal**
Effect: You assume the form of a Tiny flying creature, such as a bat, an owl, or a hawk. While in this form, you can't attack, but you gain a fly speed equal to your speed and a +2 power bonus to all defenses. You return to your normal form at the end of your next turn, or you can do so beforehand as a minor action. If you are flying when you return to your normal form, you descend to the ground without taking falling damage.



Vryloka adventurers in bloodwolf form

Vryloka Bloodbond The secret ritual taught to your ancestors by the Red Witch is part of you now. When one of your allies dies, you can invoke the ritual yourself to restore his or her life—but at what price?

Vryloka Bloodbond — Vryloka Utility 16

A shimmering red glow moves from you to a dead ally, who suddenly shudders to life.

Daily ✦ Shadow
Standard Action Melee 1
Requirement: You must have at least one healing surge remaining.
Target: One ally who died during this encounter as a result of failing three death saving throws.
Effect: You lose a healing surge, and the target comes back to life with hit points equal to his or her bloodied value. You are then weakened until the end of your next short rest or extended rest.
Special: If the target is human, the target's race can change to vryloka when he or she comes back to life, causing you to be weakened until the end of your next extended rest. Both you and the target must agree to the transformation, which can take place only with the DM's approval.

Crimson Death You have focused and honed your vampiric nature in combat, feeding off the life force of your fallen foes. Among your kind, you are known as Crimson Death, capable of entering a murderous ecstasy when an enemy expires.

Crimson Death — Vryloka Utility 22

Your enemy's downfall awakens your thirst for blood and grants you a preternatural awareness of nearby foes.

Daily ✦ Shadow
Free Action Personal
Trigger: You use your *lifeblood* racial power.
Effect: Instead of the *lifeblood* power's normal effect, you gain the following benefits until the end of the encounter.
- ✦ You gain a +2 power bonus to speed.
- ✦ You gain darkvision.
- ✦ Whenever you hit an enemy with a basic attack, the enemy also takes ongoing 10 damage (save ends).
- ✦ You have combat advantage against enemies taking ongoing damage.
- ✦ You gain 15 temporary hit points if you start your turn adjacent to an enemy taking ongoing damage.

RICHARD SARDINHA

DWARVES

Most dwarves spend at least a part of their lives underground. Some toil in ancient mines. Others guard the endless tunnels that extend down into the Underdark, ready to warn of approaching enemies. The folk of the isolated dwarven realms consider sun, sea, and sky the stuff of legend. Even when they dwell among the other races, dwarves feel more comfortable within their living quarters and treasure vaults in the cellars of their workshops and businesses.

One might expect that those accustomed to living underground would have little to fear from the darkness. Familiarity with shadow, however, has only made dwarves more wary of it. Dwarven mythology abounds with tales of caverns that devour all light, strange creatures that leap from shadow to shadow, and skeletal dwarf lords whose greed keeps them forever bound to the darkness.

The Lure of Shadow

The pursuit of shadow magic among the dwarves arises by need, not choice. The Citadel of the Rock was a mighty dwarven fortress that crumbled before a surprise invasion of drow. The citadel's lord, Arkad, led a valiant defense in the mines before his soldiers were cut down by the dark elves. Hoping to lure the drow away from the citadel, Arkad fled to a sealed mine shaft that led down into unquenchable darkness. The drow, all too familiar with the danger of shadow magic, refused to give chase and wrote the prince off for dead.

The drow forced the dwarves they captured into slavery, growing rich and decadent on the slaves' labor and the citadel's wealth. So it was that few noticed when drow patrols began to disappear. A few weeks later, the high priestess of Lolth was found murdered and stuffed into a cistern. Whispered rumors quickly spread among the slaves of a dwarf clad in black, with ashen skin and dull white hair. The drow sought out this rebel, but the patrols they sent to the citadel's lowest reaches never returned.

One morning, the dwarf slaves awoke to find their cells unlocked and dead drow scattered about the citadel. The drow matriarch's corpse sat slumped upon her throne, her face frozen in terror and a magic dagger driven into her heart—a weapon thought lost when Arkad disappeared into the darkness.

The Obsidian Cave

In dwarf mythology, caves and passages under the influence of shadow magic are referred to as "black wells." In addition to their latent power, many feature portals or other links to the Shadowfell. Dwarves



NICO PHOTOS

Whatever their races, creatures steeped in shadow often congregate to pursue their dark goals

who seek out the power of a black well are typically desperate, mad, or both.

Dwarf communities banish or even execute clan members who turn to shadow magic, which they fear as a corrupting, evil force. Shadow magic's promises of power can spread through a stronghold like a disease, but are said to yield only weakness and ruin. For this reason, dwarves who embrace shadow magic turn their backs on their people, living among humans and other races.

Although a few dwarves learn to channel shadow magic on their own, those who master the power of the Shadowfell do so as members of an order known as the Obsidian Cave. Those in the order are typically outcasts, accused of heinous crimes and banished from dwarven society. Nonetheless, they wage a hidden war against the enemies of their people in the darkness of the world below.

Would-be members of the cabal must venture into the Shadowfell to the borders of the realm of the dead. There, they seek an isolated crag of black rock where the masters of the order dwell. This mountain, known as the Ebon Spire, is said to appear and disappear according to the strange currents of shadow magic that surround it. Legends say that only an exiled dwarf bereft of hope and determined to die in the service of the dwarven people can find this place.

A newcomer to the Ebon Spire faces a series of tests designed to ensure loyalty to the order and to the dwarven race. Such acolytes might be forced to endure days of unremitting hardship and torment. Other tests might send the initiate out into the world, tasked with slaying or spying on a known enemy of the dwarves. Only after surviving such tests is a dwarf initiated into the order—and given the full secrets of shadow magic.

Dwarves of the Obsidian Cave rarely deal with other dwarves, preferring instead to wage a singular war against orcs, drow, and other threats to their people. When dwarves of the order die, their souls return to the Ebon Spire, where they linger as spiteful undead spirits. For initiates of the Obsidian Cave, destroying the spirit of a fallen master serves as a final test of one's dedication.

"Indeed, the Pale Court is a cursed lot, an assembly as vile any to darken the legacy of the eladrin people. Their crime, however, was not in their aesthetic obsession, but in their pride."

—Allomar, knight of Mithrendain

ELADRIN

The eladrin have long held a fascination with shadow magic. Their mastery of arcane forces stokes their curiosity when it comes to exploring new sources of power. To the eladrin, shadow magic is just another means of channeling arcane power, and they ignore the tales of horror and corruption that other races ascribe to it. As a result, individual eladrin sometimes fail to see the threat implicit in shadow magic until it is too late.

The Pale Court

The Pale Court was once a gathering of the most beautiful and wondrous eladrin artisans and nobles. Through the use of illusions and similar magic, they clad themselves in unearthly wonder. Tales abound of worldly explorers who stumbled across the Pale Court's fey realm and starved to death, transfixed by its beauty and unable to look away.

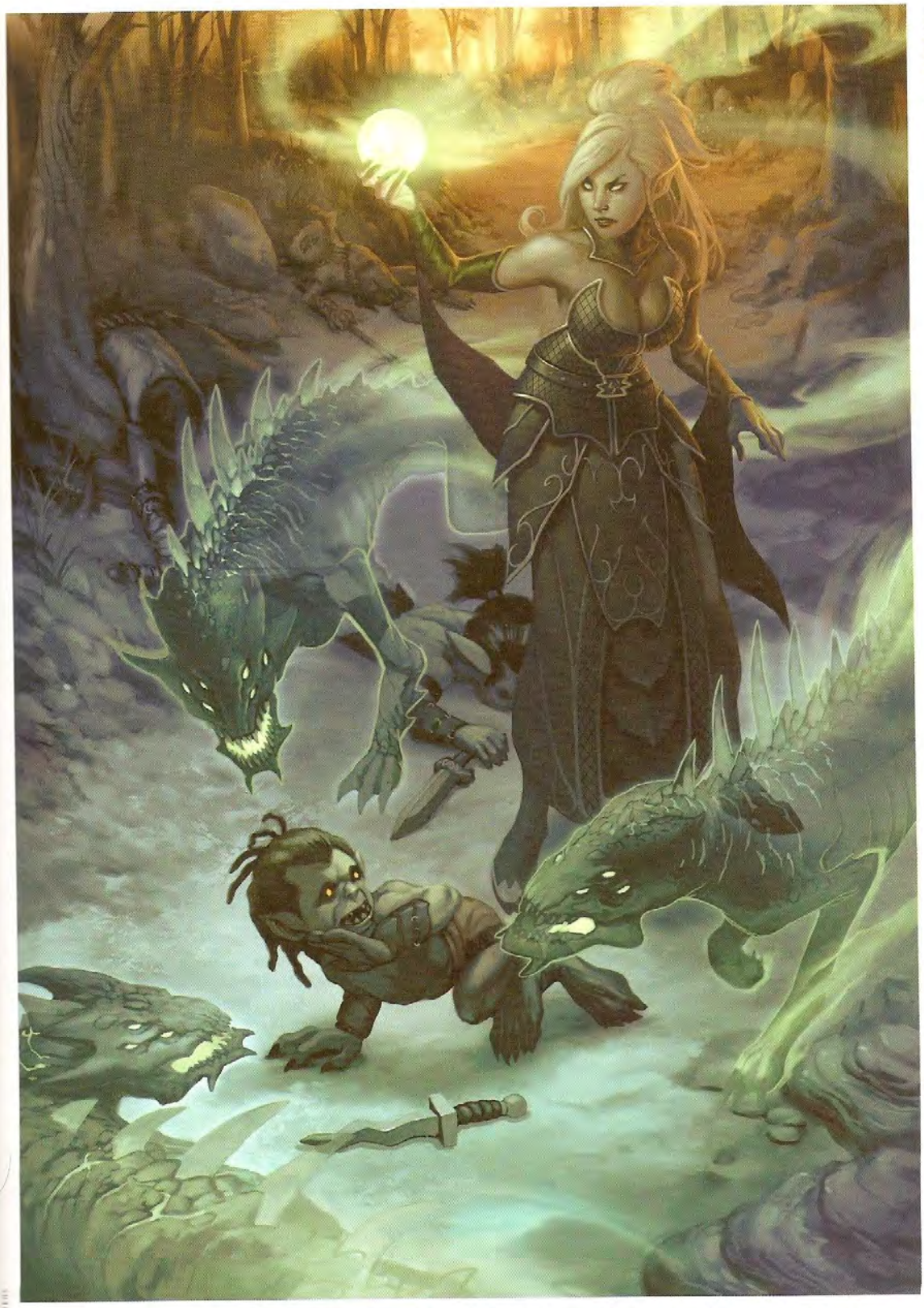
In time, the Pale Court's arrogance grew so overwhelming that its members refused to associate with any but the most beautiful creatures. Other eladrin were allowed into the glades of the Pale Court only if they were deemed to be of acceptable aesthetic value. The court's hunters tracked down malformed creatures such as trolls and fomorians not out of any desire to drive back evil, but because such creatures offended their sight.

In time, however, the Pale Court began to lose its luster. Even the graceful aging that eladrin exhibit became a source of unrest among its members, for whom the illusion of youth was not enough. Marred by the ravages of time, the eladrin of the Pale Court soon fell to infighting and teetered on the brink of destruction.

Even as anger and hatred threatened to undo the Pale Court, an eladrin of unmatched grace and beauty appeared among its members. With his pale skin and raven-black hair, he was the envy of even the most arrogant nobles. Dazzled by this wondrous creature, many of the eladrin quickly embraced his offer of the secret of eternal youth. However, that gift carried a dark price.

Those eladrin who rejected the newcomer fought bravely against their fellows, but to no avail. When the battle was done, those who accepted the newcomer's boon were undone by treachery—given the gift of eternal life and youth, but as vampires. After slaking their newly awakened hunger on their defeated kin, the surviving eladrin traveled to the Shadowfell. There, the Pale Court persists, still clinging to its obsession with beauty and its hatred of imperfection.

Across all eladrin lands, rumors tell of how particularly beautiful eladrin sometimes disappear from their chambers in the dead of night without a trace.



The orb of an eladrin nethermancer keeps her safe from shadowy predators, which turn on a hapless goblin instead

In this manner, it is said, the reputation of the Pale Court continually grows.

The Twilight Phantoms

The Twilight Phantoms are a secretive guild of eladrin killers for hire. Its members are trained as practitioners of various professions, but they all specialize in secretly wielding shadow magic.

The Twilight Phantoms are forbidden by their guild's edicts from operating in the Feywild. Instead, they act as the hidden blade of the eladrin nobility, striking against threats from the mortal realm. Rumors abound of eladrin nobles, alarmed at the rise of a human or dwarf kingdom perilously close to a Feywild gate, who have dispatched the Twilight Phantoms to deal with the potential threat. Evidence of such actions remains scant, but accusations alone are enough to feed the suspicion of the eladrin that is common among some cultures.

The Twilight Phantoms maintain no permanent headquarters. Instead, they dwell among the mortal races while posing as merchants and other travelers from the Feywild. As part of a loose network, phantoms might spend years on their own before a parchment arrives with orders for a mission. Wrapped in red velvet, such orders are sealed with a sigil visible only to the guild's members, and which appears to nonmembers as nothing more than a blob of melted wax.

The order places the utmost emphasis on secrecy, and a single member typically knows only two or three other members. Each Twilight Phantom is chosen for his or her abject loyalty to the order, ensuring that whatever the guild's aims might be, its members will dutifully carry them out. In theory, only the guild's high master knows the identity of all members, and missions for the eladrin nobility are controlled by this office.

Rumors persist that the Twilight Phantoms have long since broken into smaller networks. A few of these still carry out orders solely on behalf of the eladrin, but the rest are said to have been infiltrated and seized by other masters. Some believe that the Pale Court now controls a significant portion of the order, which it is slowly bending to its will.

"It was the shadow that concealed us during our flight from the bright lands. It was the shadow that enfolded us, sheltered us from the gods' wrath. And it is to shadow I pledge my loyalty without question."

—Kreston, vryloka paladin

Elves

To the far-ranging elves, the Shadowfell is yet another vista to explore. History teaches elves that ignorance is dangerous. Elven wisdom dictates that mysteries should be investigated and secrets plucked from hiding, in case the unknown conceals a perilous truth. The world of shadow contains countless such enigmas, as does the magic rooted in the Shadowfell.

Gloaming Hearts

In the depths of primeval forests and woodlands untouched by calloused hands are groves of mighty trees that shade the forest floor from almost all light. Under the canopy of these trees, the brightest day becomes mere twilight. Night is like the spaces among the stars, blacker than black.

In some of these locales, elven tales say, the Shadowfell touches the world. The cavelike environment is cool, despite rotting timber and leaves, giving off a chill even in the summer. Trees loom with a sinister aspect. Creatures that feed on decay, such as insects and spiders, take refuge among the trunks and branches. Apparitions of long-dead animals appear on the edge of firelight, and voices of the departed can be heard whispering in the still air. The magic of shadow and death is enhanced.

Despite the macabre nature of such surroundings, elves acknowledge these places as part of the natural order. Elves can see past the forbidding exterior to the eerie beauty of these dim realms. Some elves are attracted to the gloom and what it might hide. Over the centuries, more than one elven settlement has sprung up in or near a lightless wood. Among elves, these settlements are known as gloaming hearts.

Gloaming hearts are difficult to find. Most are found in the center of elven territories, so only friends of the elves have a chance to make their way to one. Legends about the forest that surrounds one, some of which elves create and spread, can keep even elven allies away. The truth works to do the same, since those who are familiar with gloaming hearts know that they can contain crossings to the Shadowfell. Gloaming hearts are also where surrounding elven communities send their dead, and undead creatures that are welcoming only to elves might dwell within.

Elves of the gloaming hearts deal with death and shadow, and they revere the Raven Queen and Sehanine. Although they are far from morbid, these elves are the keepers of the departed and the caretakers of the oldest elven lore. To perform their duties or to further delve into the unknown, numerous gloaming heart elves give a small piece of their soul "to the dark side of the moon" to learn shadow magic. Other elves who wish to explore shadow magic often travel to a gloaming heart to do so.

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Elf clerics of the death domain, tending to the needs of the dead and the bereaved, are common in gloaming hearts. Perhaps more than other elves, such priests are lovers of life and foes of those who use shadow magic for the sake of evil. Elf illusionists, necromancers, and nethermancers hone their arts in gloaming hearts. Primal magic that evokes elf ancestors is also a customary practice among gloaming heart elves who have real power.

Dusk Elves

In the ancient war against Lolth and the drow—a conflict that divided kin and sundered age-old relationships—some elves could not bear to take sides. Among them were those who had once favored Lolth's overbold teachings and others who had loved Corellon best. All of these neutral parties renounced their alliances and were among the first elves to flee the Feywild for the world. Corellon and Lolth, as well as their loyalists, branded the abstainers as cowards and traitors. Sehanine instead protected these individualistic elves for cleaving to a personal code and following her ways. Dusk elves were born as Sehanine's chosen people.

In the intervening centuries since the great war, Corellon's wrath has cooled, and most elves are ignorant of the stance of their primeval kin against the dusk elves. Lolth and her followers have not forgotten, however, and neither have the dusk elves. They remain hidden and apart, in the shadow between legend and history.

Dusk elves live in hidden enclaves, which they protect fiercely. They are not like other elves. When an elf might be expected to be joyous, a dusk elf is staid, and when an elf might be expected to be rash, a dusk elf is cautious. Dusk elves call on Sehanine, the Raven Queen, and Melora, by tradition never lifting prayer or song to Corellon, who rejected them in his anger. Given to darker moods and emotions, dusk elves hate Lolth and the drow more fervently than their lighter-hearted kin do.

By turning from fey conventions to self-imposed exile and veneration of Sehanine, the dusk elves embraced a unique path. Although they grieve over their banishment in song and story, few desire to return to past glories. Instead, dusk elves seek power and favor in unusual places. Individual dusk elves are just as likely as other elves to go into the wider world, but dusk elves do so without revealing their true heritage until they have proven their worth in word and deed. On this path, they are more likely to utilize illusion, trickery, stealth, and shadow magic than any other elves.

Halflings

Halflings have never been renowned for their skill with magic, but much of that reputation is due to their low profile. Halflings like the fact that bigger folks consistently underestimate them, and they go to great lengths to keep their knowledge of magic a secret. Among the halflings, fewer secrets are better kept than mastery of the magic of the Shadowfell.

Halflings are no more likely to master shadow magic than any other race is. However, when a halfling does learn to command the power of shadow, it is typically not for the personal gain that others seek, but for the good of the tribe that is the center of halfling society. The leaders of halfling wagon and raft caravans have learned that the best way to deal with a threat is sometimes to simply step around it.

A halfling clan that is ambushed by brigands or that stumbles into a war zone can seek sanctuary in the Shadowfell, slipping across the planar boundaries to bypass the conflict. Such forays into shadow carry their own risks, which is why halflings learn to recognize the ebb and flow of shadow's power. Only by the precise plotting of a safe course can the safety of the clan be assured.

The Bleak Paths

The desolate stretches of road and river where the Shadowfell bleeds over into the world, known as the Bleak Paths, allow travel to and from that dark realm. The power of shadow and death invariably infuses such locations, which are the sites of terrible crimes, large-scale tragedies, or powerful rituals that channel shadow magic.

Most of those who travel the Bleak Paths do so by performing the rituals needed to access them. In some cases, however, a traveler can stumble into the Shadowfell along such a road without warning. Such sudden disappearances might coincide with the manifestation of undead or shadow monsters in an area, and could depend on the nature of the event that created the Bleak Path.

One of the most infamous Bleak Paths lies within the Nentir Vale, on an overgrown track that crosses the Gray Downs. In ages past, a hill clan war chief walking in the company of his bride was set upon by the chief's brother, eager to seize control of the tribe. In a deadly ambush, the chief and his beloved were cut down by a hail of arrows as they walked hand in hand along the path.

To this day, travelers that follow this ancient track are cautioned to never make physical contact with their companions as they walk. Legends tell of how those who do so near the location of the ambush are pulled into the Shadowfell as they inadvertently mimic the doomed couple's last steps.



The Phantom Blades strike without warning, then vanish into the darkness

"It is not for personal gain that we dabble in darkness. Rather, it is to protect our people and what is rightfully ours."

—Callie Darkdagger
of the Phantom Blades

The spiritual imprint that death makes on an area is the key to accessing a Bleak Path. As such, the halflings' mastery of lore and secrets allows their scouts and clan leaders to accumulate untold numbers of such keys. This information, along with maps showing the locations of Bleak Paths across the lands in which halflings travel, is greatly treasured by the clans that possess it.

The lore of the Bleak Paths is concealed within otherwise mundane-looking maps. Vanishing ink made visible only by the light of a full moon, secret symbols woven into a map's decorative borders, and codes carefully worked into place names and histories protect this precious secret.

The Phantom Blades

The Phantom Blades are a cabal of halfling shadow magic-wielders who patrol the waterways and paths on which their people wander. They keep the Bleak Paths secret, hunting down members of other races who steal and misuse the lore of such sites.

By using their own knowledge of the Bleak Paths, the Phantom Blades specialize in setting up ambushes for their enemies. More than one kobold or goblin war party in stealthy pursuit of a halfling clan has been suddenly assaulted by halfling warriors who appear from nowhere as they step from the Shadowfell into the world.

Their fanatic dedication to defending their people sometimes causes the Phantom Blades to cross the line between protection and aggression. A human trader who overcharges only halflings for his goods might be targeted for vengeance. Likewise, the Phantom Blades have been known to resort to banditry on the Bleak Paths to settle old grudges with other folk. Such grudges can trace their roots to injustices visited on the halflings in the distant past. However, for some Phantom Blades, such slights are an excuse to raid, pillage, and murder in the present day.

HUMANS

No border is too daunting for bold humans, no unexplored land too distant. Passion and ambition, of both light and dark varieties, push humans into new places, sometimes against their better judgment. A willingness to take great risks for a number of reasons leads humans across boundaries that others might hesitate to cross. Shadow magic is far from uncommon among humans, who put such power to any number of purposes.

First in Shadow

History and the events of the present show humans to be impulsive and daring. They are also short-lived compared to many other races. Concern over their mortality can make humans try harder to give their existence meaning or to extend their lives. All these factors have guided humans of the past toward exploring and living in the Shadowfell, as well as tapping shadow for eldritch power.

Long ago, a tribal nation of humans in the world feared death above all else. They saw how Nerull, who was god of death then, abused the souls of the dead. None living could tell where the soul went after death if it passed out of creation, which most souls did. The existing gods were too demanding, and devils too depraved, to be trusted in the arena of possible immortality. When the Raven Queen claimed Nerull's throne over his broken body, these humans sought to deal with death herself. The Raven Queen granted them vigor and longevity for their fealty, and bade them move into the Shadowfell. They became the shadar-kai, able to do as they wish as long as they serve the Raven Queen.

It is said that even before they became a unique race, these precursors of the shadar-kai founded the oldest part of the settlement now known as Gloomwrought. This first section was a black hall in which followers of Nerull still lurked. The early shadar-kai sent these foul cultists to the grave and claimed Gloomwrought for themselves. Like a living creature, the city responded and grew to accommodate its new inhabitants. And so it still does, having passed over the years from the shadar-kai back into human dominance—unless its mysterious caretakers, the keepers, are its true masters.

Since ancient days, humans have rightly seen the Shadowfell as a place where powerful and secret places, people, and items are lost or imprisoned. Orcus cast the entire city of Moil into the Plane of Shadow, where it still exists and holds its mysteries and treasures. Nameless forces drag those who have committed heinous crimes into mist-shrouded private hells, known as domains of dread, in the Shadowfell. The influence of those in such realms can reach beyond their prisons, and similarly, the marks that mighty beings leave behind linger in the dim realm as vestiges that can be called upon for power.

Humans have ever found reasons to go to the Shadowfell and deal with beings there. These motivations are as diverse as the supernatural gifts that can be gained through such exploration.

Dark Teachings

Other races label humans as curious and ambitious, with both reasonability and some measure of disdain. Humans' curiosity is rooted in the adage that knowledge leads to power. Humans have a reputation for seeking knowledge, too often and too fervently, with little heed to the consequences. That tendency, however chancy, means that humans accumulate information and create institutions to disseminate that information for a price.

The Tenebrous Cabal, based in Gloomwrought, is such an organization. Most people agree that a human or a group of humans founded the cabal to study shadow and the eerie powers that can be had from that learning. Rumor and innuendo surround the actual names of those founding few, including Evard, Maikedhon, Gorm the Hidden, and even Acererak. Gaining admittance to the cabal involves undertaking a perilous task for its benefit. A few, however, get in by means of relationships with current members or the influence of a patron. The cabal has a reputation for apolitical behavior and little concern for moral judgments. It is a ruthless meritocracy in which the capable climb to the top over defeated rivals.

The White Lotus Academy, which the human wizard Daniorra helped establish before Nerath's fall, has a staunchly academic stance toward arcane magic and the study of the shadow arts. Known for admitting students based on talent and tuition, the school also has a reputation that is far less sinister than that of the Tenebrous Cabal. The instructors discourage full devotion to shadow magic due to the strain that such concentration puts on a student's soul. However, more than one academy scholar has crossed that line without censure. Policies forbid the use of black magic in the academy, but the administration remains hands-off as long as shadow practitioners remain within reasonable moral bounds. In fact, Marovic, the current headmaster of the school, is an illusionist who learned from a master in the Shadowfell. Marovic refuses to speak further about his teacher.

CHAPTER 4

Shadow Options

THE POWER of shadow magic is available to anyone willing to pay its price. A wizard skilled in arcane magic, a devout cleric schooled in the deepest mysteries of the divine, or a valiant fighter who has seen a hundred battlefields—all these worthies can turn their eyes to the power of shadow and accept its gifts. The strange currents of shadow magic flow even stronger for those mortals who yearn to control it, as if the darkness can sense their hunger.

This chapter provides a number of options for characters of any class or race.

Paragon Paths: The world of shadow conceals a multitude of secrets. The paragon paths presented here allow characters to delve into shadow magic's mysteries.

Epic Destinies: Some characters are born with their destinies intrinsically tied to the power of shadow. Others are chosen by the shadow or its masters—most notably the Raven Queen—to undertake epic deeds in the name of darkness.

Feats: Whether your character is interested in dabbling in shadow magic, has ties to the Shadowfell, or wishes to make use of feats of stealth and subterfuge, this section offers plenty of options.

Magic Items: Artisans have learned to distill shadow magic into physical forms, creating powerful weapons, armor, and relics that channel the power of darkness.

"Contrary to my peer's position regarding shadow magic, I still believe it is possible to access the power in darkness without contaminating the soul or at least without succumbing to the evil that such magic invites. There are many paths to shadow, some darker than others. It is your choice whether you use shadow to work evil or to rise above the temptation and turn darkness against itself."

—Mordenkainen, *Dark Reflections*

PATHS OF SHADOW

The paragon paths presented in this chapter are sets of specialized abilities that you gain in place of your class's built-in paragon path (if it has one). Each path has some connection to shadow magic, representing special training or ties to the Shadowfell. In either case, a paragon path allows you to alter your character in fundamental ways.

A paragon path includes features and powers assigned to certain character levels. If you choose a path, you gain the benefits noted for each specific level.

Your Character's Path

A paragon path represents an important commitment on the part of your character. It provides abilities and powers that remain with you throughout the paragon and epic tiers. In addition, many paragon paths are linked to an organization or an ethos—often the one that first helped to create the path, and through which your character will learn to master the abilities granted by the path.

Consider how your character interacts with his or her paragon path. Does a paragon path have a connection to an order that your character has long sought to join? Does a path connect to your character's background or history in some way? Has your character been in previous contact with other members of the path's order or guild? Establishing these sorts of connections between a paragon path, your character's life, and the campaign as a whole can help make that path more than just a collection of bonuses and abilities.

Choosing a Paragon Path

From a mechanical perspective, consider the following points when you choose a paragon path for your character.

Prerequisite: You must meet any prerequisites noted for a paragon path. These can include belonging to a specific class or race, having training in a specific skill, or having access to a specific power source or ability. If your character does not meet the





Halfling shadowthief

prerequisites for a paragon path, you cannot select that path.

Attacks and Powers: When you are considering a paragon path, pay attention to the powers it offers. Do attack powers require a weapon or an implement? Which attributes modify a power's attack rolls and damage rolls? Even though you qualify for a paragon path, you might find that your character is not a good fit for the path's powers.

Synergy: When looking at a paragon path, consider how its powers and features mesh with your character's personality and approach to play. Sometimes, working against the norm can make for a memorable, unique character. A wizard who loves being at the center of a fight might be better off considering a combat-focused paragon path than a path built for more traditional wizard characters. Some fighters can make good use of a stealth-oriented paragon path. For others, a knack for hiding would hinder their ability to stay in the thick of combat.

Taking a Paragon Path

Applying a paragon path to your character is easy, and depends on what type of class your character is.

Some classes already include a built-in paragon path in their advancement, as noted in the class's paragon tier table. Your class's paragon path entry includes a list of powers and features provided by the path. If you choose a different paragon path, you do not gain those class features and benefits. Instead, you receive the features and benefits of your chosen path.

If your class does not already include a built-in paragon path, you can take any paragon path of your choice. If the class includes no mention of a paragon path, then it falls into this category. You gain the benefits and features of your chosen paragon path in addition to your class's features as you gain levels.

Shadows of Destiny

Everyone's destiny is different. Although your fate is probably tied closely to the fortunes of your companions, you and your path are unique. To embrace shadow magic is to cleave closely to the bonds of fate and death. The Shadowfell is home to those aspects of the cosmos, as well as to the god who embodies them, the Raven Queen. Your future is shaped by your choices, as well as the choices others make about you. You have chosen your course until now, and perhaps you still might, but greater forces could call you into eternal service in ways you could not have imagined as a lesser mortal.

This chapter provides epic destinies that are alternatives to epic destinies appearing in other Dungeons & Dragons supplements. Each one is a thematic way to cap your career as an adventurer, whether you've used shadow magic or an entity of shadow has chosen you as its champion. If you choose one of the epic destinies here, you gain that destiny's features and powers in place of any other possibilities. Choose well.

"We nearly lost ourselves in the dark time as slaves to the fomorians, but we never lost hope. We needed an edge, and we found it in magic."

—Pog, gnome hero

Paragon Paths

The following paragon paths are available to any character who meets the prerequisites.

BATTLEWEAVER

Prerequisite: Any arcane class, at least two illusion at-will or encounter powers

You have adapted your arcane talents to control the field of battle. Your tradition originated with gnomes of the Feydark, who escaped their fomorian masters by mastering shadow magic to make their innate talent for illusions even more potent. Like those gnomes, you are an illusionist at heart, building your tactics on deception and misdirection. The shadow stuff you infuse into your spells makes those illusions a tangible part of the battlefield.

Level 11: Hindering Illusion

When you enter an opponent's mind to craft your illusions, you hinder the foe's ability to engage with the terrain around it.

Benefit: Whenever you hit a creature with an at-will illusion attack power, the creature is slowed until the end of your next turn.

Level 11: Weaver's Action

When you push yourself in battle, you bind strands of shadowstuff into your illusions, shackling the minds of your foes and taking advantage of their confusion.

Benefit: When you spend an action point to use an illusion attack power, you have combat advantage against each target of the power. In addition, for each target you hit with the power, you can shift up to 2 squares as a free action.

Level 11: Battleweave

Your signature illusion warps the battlefield around your opponents. As they struggle to navigate the illusory terrain you lay down around them, you and your allies can take advantage of their distraction.

Benefit: You gain the *battleweave* power.

Battleweave — Battleweaver Attack 11

Shadow unfurls from your hands to surround your foes, setting up a haze of swirling darkness that leaves them at your mercy.

Encounter ✦ Arcane, Illusion, Implement, Psychic, Shadow
Standard Action **Area** burst 2 within 10 squares
Target: Each enemy in the burst
Attack: Intelligence or Charisma vs. Will
Hit: 2d6+ Intelligence or Charisma modifier psychic damage, and the target is slowed and grants combat advantage until the end of your next turn.

Level 12: Illusory Shelter

Just as you learn to warp the battlefield to hinder your foes, you can protect your allies with the same magic, manipulating strands of light and shadow into an impenetrable protective weave.

Benefit: You gain the *illusory shelter* power.

Illusory Shelter — Battleweaver Utility 12

You call forth the illusion of a bunker, a wall, or some other concealing structure to shield you and your allies from enemy eyes.

Daily ✦ Arcane, Illusion, Shadow, Zone
Standard Action **Area** burst 1 within 10 squares
Effect: The burst creates a zone that lasts until the end of your next turn. Your allies gain partial concealment while in the zone. In addition, you can place the following illusions anywhere in the zone: 2 squares of difficult terrain that allies can ignore, and one wall 3 of blocking terrain.
Sustain Minor: The zone persists until the end of your next turn.

Level 16: Pierce Illusion

Your mastery of illusions is second to none, and your powerful images undermine the minds of your foes.

Benefit: Any enemy takes a -2 penalty to its first saving throw against the effects of your illusion powers.

Level 20: Reshape Battlefield

As you reach the pinnacle of the battleweaver's art, you master a powerful illusion that can transform the battlefield to your liking.

Benefit: You gain the *reshape battlefield* power.

Reshape Battlefield — Battleweaver Attack 20

You call forth shadowstuff to take the form of piles of rubble, rampart walls, obscuring mist, and deadly spikes to hinder your foes.

Daily ✦ Arcane, Illusion, Psychic, Shadow
Standard Action **Area** burst 3 within 10 squares
Target: Each enemy in the burst
Attack: Intelligence or Charisma vs. Will
Hit: 3d6 + Intelligence or Charisma psychic damage.
Effect: You can distribute the following shadow terrain throughout the area of the burst.
- ✦ 5 squares of difficult terrain that allies can ignore.
- ✦ Two walls 3 of blocking terrain.
- ✦ 2 heavily obscured squares.
- ✦ 2 squares of caltrops. Any enemy that enters a caltrops square or ends its turn there takes damage equal to your Intelligence or Charisma modifier.

Once distributed, the shadow terrain is stationary and cannot be moved. The shadow terrain lasts until the end of the encounter or until you end this effect as a minor action.

Dark Watcher

Prerequisite: Good or lawful good alignment

The ancient order of the dark watchers was founded by arcanists who mastered the power of shadow, then matched that power with a righteous understanding of the light of life and the Astral Sea. As a dark watcher, you are a vigilant guardian of the light of life and the natural world. The power taught to you by the order grants you unmatched defensive prowess, allowing you to protect yourself and your allies from the forces of darkness. Only by embracing the shadow can its corruption be turned to light—or so you believe.

Level 11: Righteous Vigilance

When you take advantage of a foe caught off guard, you can strike to sap its strength rather than wound its flesh.

Benefit: When you hit an enemy with an opportunity attack that deals damage, you can choose to deal no damage with the attack. Instead, the enemy is weakened until the end of your next turn.

Level 11: Righteous Beacon

When the forces of darkness must be held at bay, you become a beacon of righteousness whose light gives strength to your allies.

Benefit: Whenever you spend an action point, you can choose to project bright light out to 5 squares until the end of your next turn. While in this light, allies gain a +4 bonus to all defenses and do not provoke opportunity attacks.

Level 11: Call for Vigilance

As an opponent of all that is dark, you weave unseen power around your allies to protect them even when you cannot.

Benefit: You gain the *call for vigilance* power.

Call for Vigilance — Dark Watcher Attack 11

An intangible field of protection unfurls around you, keeping a vigilant watch on your allies and blinding those who dare attack them.

Encounter ✦ Shadow
Immediate Reaction **Close** burst 5
Trigger: An enemy within 5 squares of you attacks one or more of your allies.
Target: The triggering enemy in the burst
Effect: The target is blinded until the end of its next turn.

Level 12: Constant Vigilance

The connection you forge with your allies makes you aware when one of them falls in combat. In the blink of an eye, you slip through the realm of shadow, bypassing any foe or obstruction to come to that ally's aid.

Benefit: You gain the *constant vigilance* power.

Constant Vigilance — Dark Watcher Utility 12

You appear at the side of a dying ally to grant the power of healing.

Daily ✦ Healing, Shadow, Teleportation
Immediate Reaction **Close** burst 10
Trigger: An ally within 10 squares of you drops to 0 hit points or fewer.
Target: The triggering ally in the burst
Effect: You teleport adjacent to the target, and the target can spend a healing surge.

Level 16: Never Surrender to Darkness

Having touched the Shadowfell, you have learned to resist the inexorable pull of the plane of the dead. This power makes your presence an inspiration to your allies whenever they fight for life.

Benefit: You die after failing four death saving throws, instead of three. While within 10 squares of you, allies gain a +2 bonus to death saving throws.

Level 20: Righteous Disruption

Your mastery of the magic of light and shadow lets you tap into and unravel the life force of your foes. Your allies can quickly gain the advantage over a creature torn apart by your wrath.

Benefit: You gain the *righteous disruption* power.

Righteous Disruption — Dark Watcher Attack 20

A ray of scintillating light and shadow strikes your foe, disrupting its life force and leaving it at your allies' mercy.

Daily ✦ Shadow
Standard Action **Ranged** 10
Target: One creature
Effect: Your allies gain a +2 power bonus to attack rolls and a +5 power bonus to damage rolls against the target. In addition, the target takes a -2 penalty to attack rolls. These effects last until the end of the encounter.

Disciple of Razaundra

Prerequisite: Warlock, gloom pact

You have made your warlock's pact with the shadow demon Razaundra, a creature of unmatched anger and rage. Once a powerful demon in service to Lolth, Razaundra forges pacts with ambitious warlocks, teaching them to control and channel their anger. In the hands of her disciples, rage becomes a force as deadly as any magic, and Razaundra's shadow warlocks can lace their curses with pure fury. You have learned to channel and manipulate the power of rage.

Level 11: Curse of Crimson Darkness

Like all disciples of Razaundra, you were chosen for your bloodlust, then taught how to control this rage. As battle escalates around you, you are filled with a roiling red darkness that you can direct at your foes.

Benefit: When you hit with an encounter or daily warlock attack power or disciple of Razaundra attack power, you gain a +2 bonus to the damage roll. This bonus increases to +4 if you are bloodied.

Level 11: Maelstrom of Rage

You usually direct your rage at a single enemy, but when your fury peaks, no one is safe. Your anger becomes a storm of shadows that flares out beyond your chosen foe.

Benefit: When you spend an action point to make an attack, one enemy within 5 squares of one target of that attack takes cold and necrotic damage equal to 5 + your Charisma modifier.

Level 11: Razaundra's Lash

Razaundra advocates controlled anger, but her own rage toward Lolth shows that not all anger can be contained. Inspired by her fury, you mimic the dread lash she wields to spread agony among your foes.

Benefit: You gain the *Razaundra's lash* power.

Razaundra's Lash Disciple of Razaundra Attack 11

A red lash appears in your hand, laying into your foes and leaving them in anguish.

Encounter ✦ Arcane, Implement, Shadow
Standard Action Ranged 5
Target: One or two enemies
Attack: Charisma vs. Will
Hit: 1d10 + Charisma modifier damage, and the target is weakened until the end of your next turn. You gain a +5 bonus to the damage roll if you are bloodied.

Level 12: Cascade of Fury

Waves of anger flow from you like heat roiling above the desert sands. You release this rage in a pulse of power that leaves your foes reeling.

Benefit: You gain the *cascade of fury* power.

Cascade of Fury Disciple of Razaundra Utility 12

When you release your fury, Razaundra's wrath distracts your foes to leave them at your mercy.

Encounter ✦ Arcane, Shadow
Minor Action Personal
Effect: Until the end of your turn, all enemies grant combat advantage to you.

Level 16: Redirected Anger

You are not content with concentrating on and slaying only a single foe. When you destroy an enemy, you redirect the passion and rage that went into that kill, slamming another enemy with the force of your fury.

Benefit: Once per encounter, when you reduce an enemy to 0 hit points on your turn, you can use a warlock at-will attack power as a minor action before the end of your turn. You can use the power as a free action if you are bloodied.

Level 20: Open the Dark Floodgates

You have achieved such mastery over your rage that you can unleash it as a force unto itself, feeling it tear free from you with violence all its own. When you surrender yourself to the darkness in this way, you channel a power that few can withstand.

Benefit: You gain the *open the dark floodgates* power.

Open the Dark Floodgates Disciple of Razaundra Attack 20

The rage that wells up inside you is a dark storm whose force is felt by you and your foe alike.

Daily ✦ Arcane, Implement, Necrotic, Shadow
Standard Action Ranged 10
Target: One creature
Attack: Charisma vs. Will
Hit: 2d8 + Charisma modifier necrotic damage, and the target is stunned (save ends). You are dazed until the end of your next turn.
Aftereffect: The target is dazed (save ends). While the target is dazed by this aftereffect, your attacks must include the nearest enemy that you can see. In addition, you gain a +2 power bonus to attack rolls and a +5 power bonus to damage rolls.
Miss: Half damage, and the target is dazed (save ends).

Dusk Oracle

Prerequisite: Training in Insight and Religion

The spirits of the dead hold the accumulated lore of all creatures that once lived. Through the art of the dusk oracle, you have learned to call forth the ephemeral shades of the dead to answer questions and help you battle your foes. Whether you are a character capable of tapping into these endless memories or an empathic mortal called upon by the gods, your search for knowledge is guided by the whispers of the dead.

Level 11: Oracle's Insight

You question the deceased, gaining insight into their memories. Faint spirits whisper directions and instructions to guide you toward your goals.

Benefit: You can ask the corpse of any intelligent creature a single question and receive an answer. The corpse knows what the creature knew in life and what has occurred near the area where its body fell. The corpse answers truthfully, though sometimes cryptically.

Level 11: Predicted Action

As you push yourself to the limit, you call on the spirits of the dead to correct your aim or to point out weaknesses in your opponent's defenses. At times, you can share these insights with an ally.

Benefit: When you spend an action point to make an attack, the attack is against the lowest of each target's Fortitude, Reflex, or Will. If you spend an action point to take an action that grants an attack to an ally, you can apply this benefit to the ally instead of to yourself.

Level 11: Foreseen Hit

In the heat of combat, you listen to the shades surrounding you and use their expertise to your advantage.

Benefit: You gain the *foreseen hit* power.

Foreseen Hit — Dusk Oracle Attack 11

The unseen dead point out the gaps in your opponent's defenses, even as they suffuse your attack with the dark energy of the Shadowfell.

Encounter ✦ Cold, Necrotic, Shadow
No Action — **Personal**
Trigger: You make a basic attack or use an at-will attack power against an enemy.
Effect: The triggering attack targets the lowest of the enemy's Fortitude, Reflex, or Will. On a hit, the attack deals extra necrotic and cold damage equal to 3 + your Wisdom or Charisma modifier, and the target is slowed until the end of your next turn.

Level 12: Predicted Outcome

You augment your own knowledge by drawing on the shadowy memories of the dead, seeking ancient wisdom and insight to guide your actions.

Benefit: You gain the *predicted outcome* power.

Predicted Outcome — Dusk Oracle Utility 12

Sifting through the whispering voices of the spirits that surround you, you find one with expertise in the task at hand.

Daily ✦ Shadow
Minor Action — **Personal**
Effect: Until the end of your next turn, you gain a power bonus to skill checks with one chosen skill. The bonus is equal to your Wisdom or Charisma modifier.
Sustain Minor: The effect persists until the end of your next turn.
Sustain Standard: The effect persists until the end of your next turn, and you can choose a new skill.

Level 16: Oracular Insight

When your opponent's guard is down, the whispering spirits you summon allow you to bypass the enemy's defenses with expert accuracy.

Benefit: While you have combat advantage against an enemy, any resistance it has against your attacks is reduced by 10.

Level 20: Foreseen Battle

Having earned the trust and respect of your spirit guides, you can call upon them to fight at your side.

Benefit: You gain the *foreseen battle* power.

Foreseen Battle — Dusk Oracle Attack 20

A torrent of shadow pierces your opponent to the soul, feeding you insight that you use to guide your allies.

Daily ✦ Implement, Necrotic, Shadow
Standard Action — **Ranged** 10
Target: One creature
Attack: Wisdom or Charisma vs. Fortitude, Reflex, Will. You make one attack roll. If it hits at least one of the three defenses, the attack hits.
Hit: 3d10 + Wisdom or Charisma modifier necrotic damage. If you hit at least two defenses, the target takes a -2 penalty to attack rolls (save ends). If you hit all three defenses, the target is also weakened (save ends all).
Miss: Half damage.

NOCTURNAL

Prerequisite: Any primal class

Your innate connection to shadow, night, and the freedom you find within the darkness led you to the nocturnal path. By embracing this connection, you begin to wield the power shared by the shadowy predators that preceded you. You can step between this world and the world of shadow, summoning the aid of your nocturnal packmates from that shadow in times of need.

Level 11: Nightstrider

As a nocturnal predator, you stride in and out of the Shadowfell at will. When you launch yourself at an enemy, the barriers thrown up by the material world are of no concern.

Benefit: When you charge a creature that you can see, you are phasing during the charge's movement.

Level 11: Nocturnal Frenzy

In the thick of battle, blood calls to blood. When you push yourself to the limit, each successful strike unleashes greater fury.

Benefit: When you spend an action point to use an at-will attack power that hits at least one target, you can then charge as a free action.

Level 11: Savor the Black Blood

You are a creature of the hunt, drawing strength from the fear of your prey as you stalk it. When the moment comes to strike, your dark bloodlust revitalizes you as you lay into your foe.

Benefit: You gain the *savor the black blood* power.

Savor the Black Blood — Nocturnal Attack 11

You drive into your foe with a brutal attack, replenishing your strength as you drink deep of its life force.

Encounter ✦ Primal, Shadow
No Action **Melee** 1
Trigger: You hit an adjacent creature with a melee attack.
Target: The creature you hit
Effect: The target takes 10 extra damage, and you gain 10 temporary hit points.

Level 12: Summon the Shadow Pack

As your status in the shadow pack rises, you are able to summon others of your kind to your aid. Your call brings forth giant birds of prey, great cats, and other predators whose shadowy forms shift and flow around you.

Benefit: You gain the *summon the shadow pack* power.

Summon the Shadow Pack — Nocturnal Utility 12

A feral howl heralds the arrival of your packmates, who slip around your foes to aid you and your allies.

Daily ✦ Conjuration, Primal, Shadow
Minor Action **Ranged** 10
Effect: You conjure up to five shadow pack members in unoccupied squares within range that are adjacent to one or more enemies. The pack members last until the end of your next turn. Pack members can flank with you and your allies. As a move action, you can move any or all pack members up to 6 squares each.
Sustain Minor: The pack members persist until the end of your next turn.

Level 16: Hunter of Two Worlds

As a nocturnal, you are a member of a pack that exists in two worlds at once. Through careful focus, you can slip the bonds of space to embrace your shadow nature, letting you move unhindered for a time.

Benefit: When you use a move action in place of a standard action, you can lose a healing surge, causing yourself to be phasing during that move action.

Level 20: Tainted Predator

You are a master hunter among the creatures of your pack, and you can channel the dark life force of the deadliest predators.

Benefit: You gain the *tainted predator* power.

Tainted Predator — Nocturnal Attack 20

You call forth the black blood of the hunting beasts that are your kin, seeding your attacks with their deadly power.

Daily ✦ Necrotic, Poison, Primal, Shadow
Minor Action **Personal**
Effect: Until the end of the encounter, your melee attacks that hit also deal ongoing 5 necrotic and poison damage (save ends). On a critical hit, this increases to ongoing 10 necrotic and poison damage (save ends).

RAVENKIN

Prerequisite: Any arcane class, training in Religion

From time to time, the Raven Queen's gaze lingers on a mortal soul whose courage and devotion sparks her cold heart. To these mortals she sends a special boon—a raven-shaped shadow whose appearance is a sign of her favor.

Those who gain this blessing are known as ravenkin, and from that point on they are never truly alone. The shadow raven that keeps them company is a physical connection to the god of death. Devout worshipers of the Raven Queen are the most common ravenkin. However, some ravenkin are recent converts to her faith, unsure of what they have done to warrant such a gift.

Since the blessing that marked you as a ravenkin, you have been aware that you are watched by the Raven Queen. Some might grow uneasy under such scrutiny, but you embrace it, knowing that you have a special place in the god's plans.

Level 11: Shadow Raven Familiar

The raven that has come to you is a herald of the Raven Queen's favor and an omen of the destiny that opens before you. Its unreadable eyes watch you, giving the impression that it serves another even though it always does your bidding.

Benefit: You gain a shadow raven familiar.

Shadow Raven	**Familiar**
A small shadow takes the form of an inky black raven with glowing red eyes.	
Senses darkvision	
Speed 2, fly 6 (hover)	
Constant Benefits	
You gain a +2 bonus to Perception checks.	
You gain a +4 bonus to all defenses during a surprise round.	
Active Benefits	
Under Raven's Wing: Once per encounter as a minor action, you and your allies adjacent to the shadow raven gain partial concealment until the end of your next turn.	

Level 11: Sight of the Raven

As long as your shadow raven is perched on your shoulder, darkness can hold no secrets from you.

Benefit: While your shadow raven familiar is in passive mode, you have darkvision.

Level 11: Murderous Action

Melding your soul with the shadow raven, you learn to project your attacks through it. When you push yourself, your magic unfurls as a haze of shadow that lashes out at your unsuspecting foes.

Benefit: When you spend an action point to use an arcane attack power and your shadow raven

YOUR FAMILIAR

Your shadow raven familiar is a spirit that accompanies you as your friend and ally. It doesn't need to eat or breathe.

Modes: A familiar has two modes, active and passive. You can switch your familiar between these modes as a minor action. When your familiar is in active mode, you can gain the active benefit described in its stat block.

In passive mode, your familiar shares your space, perched on your shoulder or tucked inside your clothing, and it can't be targeted or damaged by any effect. If your familiar is not in your space when you switch it to passive mode, it appears in your space.

In active mode, your familiar takes up the space of a Tiny creature. The familiar is immune to your attacks in this mode, although you can ignore this benefit. An active familiar can take actions—within its capabilities—but you must spend the relevant action for it to act. A familiar doesn't have its own set of actions.

Attributes: In addition to the characteristics given in its statistics block, these facts are also true about your familiar.

Attacks: It can't attack, and it can't flank.

Defenses: It uses your defenses.

Skills and Checks: It uses your modifiers for all skill checks and ability checks.

Hit Points and Dying: Your familiar has 1 hit point, but a missed attack never damages it. If your familiar drops to 0 hit points, it is destroyed. After your next short or extended rest, it reappears in passive mode in your space. If you die, your familiar dies with you. If you are restored to life, so is your familiar.

Communication: You and your familiar can speak to each other, but no one else understands what either of you is saying. The familiar can repeat what it hears in a language you know, but it can't understand other languages.

Movement and Range: You can move your familiar as a move action. The familiar has its own speed and movement modes, and it can't move more than 20 squares away from you. If it tries to do so, it appears back in your space in passive mode.

familiar is in active mode, the attack can originate from the shadow raven's space.

Level 11: Winter's Raven

The shadow raven watches over you on behalf of the god of death and brings cold vengeance against those who would harm you.

Benefit: You gain the *winter's raven* power.

Winter's Raven — Ravenkin Attack 11

As an enemy aims at you, your raven unfurls as a shroud of bitter wind that deflects the attack.

Encounter ✦ Arcane, Cold, Implement, Shadow
Immediate Interrupt **Close** burst 5
Trigger: An enemy within 5 squares of you targets you with a ranged attack.
Target: The triggering enemy in the burst
Attack: Wisdom or Charisma vs. Reflex
Hit: 2d8 + Wisdom or Charisma modifier cold damage.
Effect: If your shadow raven familiar is present, it appears adjacent to the target in active mode. The target takes a -2 penalty to attack rolls until the end of your next turn.

Level 12: Raven Harrier

Your shadow raven is no stranger to combat, and proves it by harassing your enemies to thwart their defenses.

Benefit: You gain the *raven harrier* power.

Raven Harrier — Ravenkin Utility 12

Your shadow raven flies shrieking into combat at your command, distracting a foe to grant you the advantage.

Encounter ✦ Arcane, Shadow
Minor Action **Personal**
Requirement: Your shadow raven familiar must be in active mode.
Effect: One creature adjacent to your shadow raven familiar grants combat advantage until the end of your next turn.

Level 16: Bonded Raven

The rapport you share with your shadow raven connects both of you in spirit and thought.

Benefit: You can communicate telepathically with your shadow raven familiar out to a range of 10 squares. You must have line of effect to your familiar to communicate in this manner. Your familiar also gains a +2 bonus to all defenses.



RAVENKIN

Level 20: An Unkindness of Ravens

You have served the Raven Queen well, and she rewards you in your time of need. From the cold heights of Letherna, a flock of shadow ravens is dispatched to fight at your side.

Benefit: You gain the power *an unkindness of ravens*.

An Unkindness of Ravens — Ravenkin Attack 20

Your shadow raven splinters into a dozen distinct shapes, attacking your enemies with deathly cold.

Daily ✦ Arcane, Cold, Implement, Necrotic, Shadow
Standard Action **Close** burst 3 centered on you or your shadow raven
Target: Each enemy in the burst
Attack: Wisdom or Charisma vs. Reflex. If the target is bloodied or undead, you gain a +2 power bonus to the attack roll.
Hit: 2d8 + Wisdom or Charisma modifier cold and necrotic damage, and the target is immobilized (save ends).
Aftereffect: The target is slowed (save ends).
Miss: Half damage, and the target is slowed (save ends).

WARREN MAHY

Shadow Dancer

Prerequisite: Any teleportation at-will or encounter power, training in Stealth

You embrace the darkness as a means of perfecting the teleportation ability that quickly becomes your trademark in combat. When you strike like living shadow, you leave your foes to wonder where you might appear next.

Level 11: Dancer's Ambush

Your mastery of teleportation is such that when you slip back from the space between, your enemies cannot hope to stand against you. Whether you leap from midair, lash out with your weapon as you pass, or appear in utter silence, your attack catches your foe wholly by surprise.

Benefit: Whenever you teleport during your turn, you gain combat advantage for the next attack roll you make before the end of your turn.

Level 11: Dancer's Action

When you push yourself beyond your normal limits, the shadow magic infusing your body and soul spins out from you in a web of darkness. Using the secret lore you have mastered, you move along those shadowy tendrils in the blink of an eye.

Benefit: When you spend an action point to make an attack, you can teleport up to 5 squares as a free action before or after the attack.

Level 11: Shadowy Tendrils

The magic you use to slip through shadow grants you a limited ability to control that darkness. By imbuing your own shadow with your mastery of teleportation, you send a foe on a dizzying journey that slips the bonds of space.

Benefit: You gain the *shadowy tendrils* power.

Shadowy Tendrils — Shadow Dancer Attack 11

As you teleport, a shadowy afterimage manifests as tendrils that reach out to your foes.

Encounter ✦ Shadow, Teleportation
Standard Action **Personal**
Effect: You teleport up to 5 squares, then make a basic attack. You teleport one target hit by the attack up to 3 squares, and it is dazed until the end of your next turn.

Level 12: Shadow Stalk

As you hone your ability to step through shadows, you are able to seize partial control of another creature's shadow, then to meld it with your own. While you and your enemy are bound in this way, it cannot hope to escape your wrath.

Benefit: You gain the *shadow stalk* power.

Shadow Stalk — Shadow Dancer Utility 12

You attune yourself to your foe's shadow, then step through it at a moment's notice.

Encounter ✦ Shadow, Teleportation
Minor Action **Close** burst 5
Target: One creature in the burst
Effect: Until the end of your next turn, you can teleport to any square adjacent to the target as a move action. If you are already adjacent to the target, you can teleport up to 3 squares as a minor action.

Level 16: Lingering Shadows

When you hide from your enemies, shadow spins between you to more effectively shroud their sight.

Benefit: If you are hidden from a creature at the start of its turn, you are invisible to that creature until the end of its turn.

Level 20: Trail of Shadows

At the height of your power, the shadows around you flicker and shift like black fog. You call on the bitter power of the Shadowfell as you move, leaving behind a shroud of darkness to scour your foes.

Benefit: You gain the *trail of shadows* power.

Trail of Shadows — Shadow Dancer Attack 20

You streak through your foes as a blur of shadow, leaving a field of bitter darkness behind you that freezes your foes to the marrow.

Daily ✦ Cold, Shadow, Zone
Move Action **Personal**
Effect: You shift up to your speed. The squares you enter during this movement become a zone that lasts until the end of the encounter. Any enemy in the zone or adjacent to it when it is created takes 15 cold damage. The zone is totally obscured to your enemies. Any enemy that ends its turn in the zone or adjacent to it takes 10 cold damage, and that enemy is slowed (save ends).

Shadow Shaper

Prerequisite: Wizard, one or more illusion powers

Illusions trick the mind to evoke physical results. You have found that the interplay of shadow and illusion makes spectral images into true threats. You delight in tricking both the minds and bodies of your foes, constantly blurring the line between what is illusion and what is real.

Level 11: Mind and Body

When you first begin to master shadow shaping, you learn to create illusions that have a visceral and physical effect on your foes.

Benefit: Any illusion attack powers you use that target Will can target Fortitude instead.

Level 11: Nightmares Made Real

By exerting the full force of your illusion and shadow powers, you can bring a single illusion completely to life, dealing a deadly assault to your foe's psyche and body.

Benefit: When you spend an action point to use a 1st-level at-will illusion attack power against a single target, the attack deals maximum damage if it hits.

Level 11: Night Terror

Wizards can cast spells that prey on a target's fear. No one brings that fear fully to life better than you do.

Benefit: You gain the *night terror* power.

Night Terror — Shadow Shaper Attack 11

You draw forth a nightmare from your foe's mind that leaves it vulnerable, and which acts as a conduit for your power.

Encounter ✦ Arcane, Fear, Illusion, Necrotic, Psychic, Shadow
Standard Action — **Ranged** 10
Target: One creature
Effect: The target takes necrotic and psychic damage equal to your Intelligence modifier, and it is dazed until the end of your next turn. You can use the target's space as the origin for the next close or melee implement attack power you use before the end of your next turn.

Level 12: Never-Ending Nightmare

By infusing your illusions with shadowstuff, you can extend their duration—and their deadly effect on your foes.

Benefit: You gain the *never-ending nightmare* power.

Never-Ending Nightmare — Shadow Shaper Utility 12

By focusing on an illusion just about to fade, you imbue it with the power of shadow to ensure that your enemies' agony persists.

Encounter ✦ Arcane, Illusion, Shadow
Minor Action — **Personal**
Effect: Choose an illusion effect you created that would end at the end of your current turn. The effect instead lasts until the end of your next turn.

Level 16: Spectral Dominance

Your psychic presence is singularly powerful. Each assault you make against a creature's mind with your shadow illusions leaves that creature at your mercy.

Benefit: While an enemy is subject to the effect of any of your illusion attacks, you gain combat advantage against that enemy.

Level 20: Nightscape

Your mastery of shadow and illusion lets you draw forth the foulest nightmares from the minds of your foes. As you turn the battlefield into a horrid dreamscape, your enemies must overcome their own worst fears to survive.

Benefit: You gain the *nightscape* power.

Nightscape — Shadow Shaper Attack 20

Tendrils of shadow reach out to entwine your foes, shrouding them in the stuff of nightmares.

Daily ✦ Arcane, Illusion, Implement, Psychic, Shadow, Zone
Standard Action — **Area** burst 2 within 20 squares
Target: Each enemy in the burst
Attack: Intelligence vs. Will
Hit: 3d8 + Intelligence modifier psychic damage, and the target is dazed (save ends).
Miss: Half damage, and the target is dazed until the end of your next turn.
Effect: The burst creates a zone that lasts until the end of the encounter. The zone is difficult terrain for your enemies. You and your allies gain partial concealment while in the zone.

SHADOWTHIEF

Prerequisite: Any arcane class

You became a shadowthief when you fell victim to a curse that stole your own shadow away, replacing it with a dark hunger for the shadows of other creatures. You now use your arcane knowledge to seek and draw strength from those shadows, fueling the magic on which your dark power is built.

Level 11: Shadowcursed

Although the loss of your own shadow has left you craving the spiritual power bound into the shadows of other creatures, it has also granted you a measure of protection against shadow magic and the monsters that wield it.

Benefit: You gain a +2 bonus to all defenses against shadow attack powers and against the attacks of shadow creatures and undead.

Level 11: Shadow Feast

Your curse has left you with the need to feed on shadow. When you slay a foe, you claim its shadow, converting it into arcane energy that you use to boost your attacks and resilience.

Benefit: Whenever you reduce an enemy to 0 hit points with an arcane attack power, you gain one shadow. You can have multiple shadows, and they last until the end of the encounter.

As a free action, you can spend up to four of these shadows to gain a power bonus to your next attack roll, damage roll, or saving throw. This bonus is equal to 1 per shadow spent.

Level 11: Shadow Lance

As your ability to channel shadow grows, you devise new spells to capture the shadow essence of other creatures while they live.

Benefit: You gain the *shadow lance* power.

Shadow Lance — **Shadowthief Attack 11**

A potent spike of darkness lances out at your foe, sundering its life force for your own use.

Encounter ✦ Arcane, Implement, Necrotic, Shadow
Standard Action **Ranged 10**
Target: One creature
Attack: Intelligence or Charisma vs. Fortitude
Hit: 2d10 + Intelligence or Charisma modifier necrotic damage.
Effect: You gain one shadow. If the attack hits, you instead gain two shadows. If the attack reduces the target to 0 hit points, you instead gain three shadows. These shadows are in addition to the ones you gain from your Shadow Feast path feature.

Level 11: Harvest of Shadows

When your craving for shadow becomes too strong, your curse can overpower you. When this hunger takes you, you absorb more than just the shadow of a fallen foe—you steal a portion of that enemy's soul.

Benefit: When you spend an action point to make an attack that allows you to use your Shadow Feast path feature, you gain two shadows when you use Shadow Feast instead of one shadow.

Level 12: Shadow Walk

You become able to weave together the shadows of creatures you have defeated and slip through them to elude your enemies.

Benefit: You gain the *shadow walk* power.

Shadow Walk — **Shadowthief Utility 12**

The shadows of the creatures you have slain unfurl across the battlefield, forming a path that only you can walk.

Encounter ✦ Arcane, Shadow, Teleportation
Move Action **Personal**
Requirement: You must have at least one shadow available to spend.
Effect: You spend at least one shadow and teleport up to 5 squares plus 2 squares per additional shadow spent.

Level 16: Decisive Darkness

Your hunger grants you complete control of your foes, allowing you to pull shadow from them as a precursor to their death at your hands.

Benefit: Whenever you bloody an enemy or score a critical hit against an enemy, you gain one shadow.

Level 20: Shadowcurse Cataclysm

You have achieved complete control over your curse, revealing your enemies' shadows as a vast web that links you all. While your foes struggle to free themselves from your control, you drain them of their shadow energy, empowering your magic to even greater heights.

Benefit: You gain the *shadowcurse cataclysm* power.

Shadowcurse Cataclysm — **Shadowthief Attack 20**

You raise your hands to the sky, calling down a storm of shadow against your foes.

Daily ✦ Arcane, Implement, Necrotic, Shadow
Standard Action **Close burst 10**
Target: One enemy in the burst; for every two shadows you spend, this power targets an additional enemy in the burst.
Attack: Intelligence or Charisma vs. Fortitude
Hit: 5d6 + Intelligence or Charisma modifier necrotic damage, and the target is immobilized (save ends).
Miss: Half damage, and the target is immobilized until the end of your next turn.

VEILED MASTER

Prerequisite: Training in Stealth and Perception

Veiled masters are drawn primarily from the ranks of martial artists who have learned to perceive the world around them with little or no light. In keeping with your veiled master training, you prefer to attack from hiding, either striking from existing shadow or wrapping yourself in the gloom you learn to create. The features of the veiled master path reward those of a stealthy disposition, including monks, rogues, rangers, and other lightly armored warriors.

Level 11: Close the Veil

Your connection to shadow lets you weave an invisible veil that swallows light sources at your whim.

Benefit: Once per round as a minor action, you can douse a nonmagical light source no larger than a small campfire within 10 squares of you. A light source you douse using this power cannot be lit again until the end of the encounter.

Level 11: Blindfold Action

When you push yourself in combat, the shadow power you channel unfurls as strands of darkness that bind your opponent's eyes.

Benefit: When you spend an action point to make a melee or close weapon attack, the first target you hit with that attack is also blinded until the end of your next turn.

Level 11: Veiled Strike

A dark maelstrom wraps you tight, obscuring all sight for your foes even as it leaves them open to your attacks.

Benefit: You gain the *veiled strike* power.

Veiled Strike — Veiled Master Attack 11

You imbue your weapon with the essence of shadow, unleashing it as an inky cloud that quickly surrounds you.

Encounter ✦ Shadow, Weapon, Zone
Standard Action Melee weapon
Target: One creature
Attack: Strength or Dexterity vs. AC
Hit: 2[W] + Strength or Dexterity modifier damage.
Effect: You create a zone in a close burst 2 that lasts until the end of your next turn. For all creatures except you, the zone blocks line of sight and is totally obscured.

Level 12: Veiled Eyes

The long hours you have spent training in conditions of total darkness have sharpened your senses. When you focus those senses, your foes cannot hope to hide from you.

Benefit: You gain the *veiled eyes* power.

Veiled Eyes — Veiled Master Utility 12

You close your eyes and expand your senses to engage foes that you could not otherwise perceive.

Encounter ✦ Shadow, Stance
Minor Action Personal
Effect: You assume the veiled eyes stance. Until the stance ends, you have blindsight 3 and immunity to gaze attacks. You cannot see any creature or object outside your blindsight's range. You can end the stance as a free action.

Level 16: Dark Strike

As your ability to fight without reliance on your eyes increases, not even the deepest darkness or the power of invisibility can protect a foe from your wrath.

Benefit: When you attack an enemy you cannot see, you take a –2 penalty to the attack roll instead of a –5 penalty.

Level 20: Maelstrom of Darkness

You have mastered the ebb and flow of shadow, allowing you to drape an ebon dawn around your enemies. This inky veil of darkness flares at your command, lashing out against all opponents caught within it and leaving a pool of shadow on the battlefield.

Benefit: You gain the *maelstrom of darkness* power.

Maelstrom of Darkness — Veiled Master Attack 20

With a sweep of your weapon, you call down the darkness of the Shadowfell to surround you and scour your foes.

Daily ✦ Shadow, Weapon, Zone
Standard Action Close burst 2
Target: Each enemy in the burst
Attack: Strength or Dexterity vs. AC
Hit: 3[W] + Strength or Dexterity modifier damage.
Effect: The burst creates a zone that lasts until the end of your next turn. For all creatures except you, the zone blocks line of sight and is totally obscured.
Sustain Minor: The zone persists until the end of your next turn.

Epic Destinies

The following epic destinies are available to any character who wishes to follow a destiny influenced by shadow.

Guardian of the Void

You walk a path carefully balanced between life and death. You draw on the power of the Shadowfell to preserve death, as well as to prevent the annihilation of countless living things.

The Shadowfell is a realm of death, the one thing in the universe that unifies all mortal folk, from the lowliest beggar to the mightiest emperor. Even the gods are vulnerable to death's sting. During the Dawn War between the gods and the primordials, many deities fell in battle. Since that time, gods have died at the hands of demons and even mortals.

Some creatures seek to escape death's grasp. A wizard walks the dark path of lichdom to attain immortality. An alchemist brews a secret elixir that will extend his life by centuries. Such creatures only delay the inevitable. Others, however, take a more direct approach to avoiding their fate.

Scattered pieces of lore, some dating back to the time before the Dawn War, suggest that death is not an intrinsic part of the cosmic order. By performing a dark ritual known as the Echoing Void, creatures intent on immortality at any cost can overcome death—but only by sacrificing millions of sentient lives.

The signs of preparation for this ritual are unmistakable. For a creature that seeks to create devastation on such a massive scale, the options are few—perhaps smashing an astral dominion or annihilating an entire region of the world. Secrecy rather than overwhelming power is such a villain's primary tool, since the pursuit of the Echoing Void is bound to draw the wrath of heroes, gods, fiends, and primordials alike.

When the ritual of the Echoing Void is begun, the magic it gathers spawns an equal and opposite reaction. The cosmos anoints champions to oppose the ritual's master. These powerful heroes become the Guardians of the Void, dedicated to preventing the wholesale destruction of the established order of death and life.

Living the Destiny

As a Guardian of the Void, your destiny is tied to those who hope to unlock the power of the Echoing Void. Perhaps you crossed paths early, fighting a minor skirmish that later proved to be one of the first steps in beginning the ritual. A guardian has little knowledge of this destiny, assuming its mantle only when the ritual nears its final stages. You might find that a few disparate events come together to paint a terrifying pattern—one that you must disrupt.

A Guardian of the Void fights to prevent the Echoing Void's completion, to destroy all knowledge of the ritual, and to defeat those who would pursue the power it offers. By the time a guardian arises, the threat posed to the cosmos is both dire and imminent. You will face down the servants of the powerful creature that seeks to complete the Echoing Void, preparing for your final battle.

Level 21: Raven Guardian's Endurance

As the final guardian of the mystery of death, you can call on the power of life to sustain you on your quest. Your epic form is honed more sharply, even as you gain a measure of power against death.

Benefit: You increase one ability score of your choice by 2.

In addition, while you are bloodied, you have resist 15 necrotic and regeneration 5.

Level 24: Guardian's Recovery

Your fight to preserve the place of death in the cosmos allows you to resist death's cold hand when it reaches for you.

Benefit: You gain a +2 bonus to death saving throws. You increase this bonus by 1 for each other Guardian of the Void within 20 squares of you.

Level 26: Soul of Destiny

Those who fight alongside you share in your all-important task, gaining a measure of power against your fated foes.

Benefit: You gain the *soul of destiny* power.

Soul of Destiny — Guardian of the Void Utility 26

The energy of the Shadowfell threads through you and your allies, letting you share the power of your destiny.

Encounter ✦ Aura, Shadow
Minor Action — **Personal**
Effect: You activate an aura 5 that lasts until the end of your next turn. While in the aura, you and each of your allies can use a minor action to lose a healing surge and gain temporary hit points equal to his or her healing surge value and a +4 power bonus to his or her next attack roll, skill check, or saving throw.

Level 30: Guardian of Death

Death is no longer a threat to you. As its champion, you gain the resilience to fight on against even the most overwhelming odds.

Benefit: Once per day when you would drop to 0 hit points or fewer, you instead regain all your hit points, can stand up as a free action, end all effects of your choice that are affecting you, and can teleport adjacent to any other Guardian of the Void as a free action.

KEEPER OF THE EVERFLOW

You draw on the power of the Spirit Wheel, fundamentally changing your physical and spiritual nature to adapt to any challenge you face.

A constant stream of spirits passes through the Shadowfell—part of a grand procession of life, death, and rebirth known to a few ascetics as the everflow. Those who believe in the everflow also believe that it was once intended to return souls back to the world for a new lease on life. According to legend, the dread god Nerull usurped the everflow by hoarding the spirits of the dead. His successor, the Raven Queen, only partly undid the damage done by the fallen god, cutting the everflow short and passing judgment on mortal souls as she sees fit.

The select few who have glimpsed this truth have chosen to correct the course of the everflow. To do this, the Keepers of the Everflow must find a mighty construct hidden deep in the darklands of the Shadowfell—the great Spirit Wheel, set in motion by the actions of the first Keepers. If they complete their work, the everflow will trickle away from the Raven Queen's domain as the procession of souls is redirected from the road to Letherna back into the world. The existence of the Keepers of the Everflow is an affront to the god of death, and she will stop at nothing until the faithful of this upstart order are all held in her wintry grasp.

Living the Destiny

As you achieve enlightenment, your actions attract the attention of beings that would rather face eternal destruction than abide a change in the everflow.

First and foremost among these opponents are the servants of the Raven Queen. Her legions of shadar-kai and sorrowsworn hunt you unceasingly, but their wrath is only a foreshadowing of the eventual confrontation between you and the god of death. When that final conflict comes, you will lead the Raven Queen back into the everflow—by force if necessary—so that she might be reborn and attain the enlightenment she has denied herself and all other creatures.

Level 21: Enlightened Rebirth

You have touched the enlightenment promised by the Spirit Wheel, letting you improve your innate abilities as the life force of all creatures flows through you.

Benefit: You increase one ability score of your choice by 2.

In addition, you can change your origin at the end of a short rest or an extended rest. You gain a benefit based on the origin you choose, even if that origin is your native origin.

Aberrant: You have psychic resistance equal to 5 + one-half your level. Any creature that hits or misses you with an attack that targets your Will takes psychic damage equal to your Intelligence, Wisdom, or Charisma modifier.

Elemental: You have resist 10 acid, resist 10 cold, resist 10 fire, and resist 10 lightning. Your attacks ignore any resistance to acid, cold, fire, or lightning damage.

Fey: You have a +1 bonus to Reflex and Will, and you are immune to charm effects.

Immortal: While you are bloodied, you have regeneration 5. Your at-will attacks that deal untyped damage can now deal radiant damage instead.

Natural: You have resist 5 to all damage and a +2 bonus to saving throws.

Shadow: You have resist 10 necrotic. Any creature that hits or misses you with an attack that targets your Will takes necrotic damage equal to your Intelligence, Wisdom, or Charisma modifier.

Level 24: Life Overflow

The enemies that stand between you and your quest are legion, but you are guided by the Spirit Wheel. Your connection with the everflow grows stronger each time you fall and rise again.

Benefit: Once per day when you start your turn at 0 hit points or fewer, you regain hit points equal to your bloodied value and end all effects of your choice that are affecting you. You can also change your origin, gaining a different benefit from your Enlightened Rebirth feature. You also gain 5 temporary hit points for every allied Keeper of the Everflow present in the encounter.

Level 26: Lore of the Wheel

Countless spirits are connected to each other through the Spirit Wheel. With a moment's concentration, you leave your flesh and let your soul roam

the everflow, drenching yourself in the knowledge of all who came before you.

Benefit: You gain the *lore of the wheel* power.

Lore of the Wheel Keeper of the Everflow Utility 26

Black shadow fills your gaze for a moment, as your mind delves deep into the accumulated knowledge of all beings.

Encounter ✦ Shadow
Minor Action **Close** burst 5
Target: You or an allied Keeper of the Everflow in the burst
Effect: Until the end of your next turn, the target gains a +5 bonus to skill checks. The target can use any skill as if he or she had training in that skill.

Level 30: Turn the Wheel

At long last, you unlock the secrets of the Spirit Wheel, binding your opponents to the power of the everflow.

Benefit: When you hit an enemy with a daily attack power or when you score a critical hit against an enemy, that enemy can make only basic attacks until the end of your next turn.

When you reduce an enemy to 0 hit points, you can choose to have that enemy reincarnated in the world as a natural creature with no memory of its past life. You have no control over where and how the enemy reincarnates.

Marshal of Letherna

You are a principal commander in the armies of death, preserving the citadel's sanctity and supporting the Raven Queen's rule. Her servants and power are yours to command, and just as your foes fear death, they will learn to fear you.

Letherna lies deep in the Shadowfell, far beyond the reach of most mortals. This bastion of the Raven Queen is seen only by the spirits of the dead and by the privileged retainers and bodyguards of the god of death. Those loyal to the Raven Queen stand ready to defend her citadel's frost-covered walls from any threat.

Ages ago, when the Raven Queen struck down the dread god Nerull, the other deities crafted a pact that changed the nature of the gods' relationship with death. To prevent the recently ascended queen from hoarding the spirits of the dead as her own personal army, the pact stipulated that the Raven Queen would be the god of death but not god of the dead, serving as a custodian of the natural cycle of life and death. In return, the gods would allow the Raven Queen to enlist their own followers to aid her worshipers in the defense of her realm. This arrangement suited the Raven Queen, herself an ascended mortal, who preferred to deal with mortals more than with the uncaring powers of the Astral Sea.

That call of duty has sounded again. The armies of Letherna have need of commanders, and only the greatest heroes can be entrusted with the sanctity of the afterlife. With grim determination, the Marshals of Letherna pick up the Raven Queen's banner and stand fast in the defense of her bastion.

Living the Destiny

The Marshals of Letherna are given command over the upper echelons of the Raven Queen's entourage, facing down the threats to her power and to the cosmic balance she upholds. You will stand on the battlements of that great fortress, raining your deity's blessings down on the demons, godlings, and elemental forces that crash against Letherna's gates. When the time comes to finally put down the threats against the god of death, you will lead the strike force.

Of all the dangers to Letherna, none rank higher than Orcus, Demon Prince of Undeath. His ultimate goal is to sit on the Raven Queen's throne, subverting the natural order so that every creature that dies becomes undead. As you defend your dark mistress, a confrontation with Orcus seems all but inevitable.

Level 21: Sworn to Duty

Your mind and body are infused with the power of Letherna, steeling you with an unbreakable resolve.

Benefit: You increase one ability score of your choice by 2.

In addition, you are immune to charm effects and fear effects, and you gain a bonus to death saving throws equal to 2 + the number of allied Marshals of Letherna within 10 squares of you.

Level 24: Legions of Letherna

As battle rages, you can call the armies of Letherna to your side. Shadow creatures congregate near you to hamper the movements of your enemies and allow you to control the battlefield.

Benefit: While you are conscious, enemies treat squares within 2 squares of you as difficult terrain. You can end or resume this effect as a minor action.

Level 26: Clarion of Sorrow

The sorrow that is the heart of the Raven Queen's legacy is yours to command, letting you forge a link to the power of death.

Benefit: You gain the *clarion of sorrow* power.

Clarion of Sorrow Marshal of Letherna Utility 26

A great horn sounds, carrying with it a shroud of shadow that wraps your foes like raven wings.

Daily ✦ Shadow, Zone
Minor Action **Area** burst 3 within 20 squares
Effect: The burst creates a zone that lasts until the end of the encounter or until you dismiss it as a minor action. You and your allies gain a +5 power bonus to damage rolls on attacks against creatures in the zone. Bloodied creatures in the zone cannot regain hit points. Creatures reduced to 0 hit points while in the zone cannot be raised as undead.

Level 30: Defender of Life and Death

One of the Raven Queen's mysterious servants watches over you. This pale raven with deep blue eyes has the deity's permission to guide souls back to their bodies and overload them with divine vitality.

Benefit: Once per day when you drop to 0 hit points or fewer, a pale raven guides your soul back to your body. You regain hit points equal to your bloodied value, can stand up as a free action, and can use an at-will attack power as a free action.

Twilight Tribune

You take on a ghostly aspect to more expertly do battle with the wayward spirits that haunt the cosmos.

All mortals have a dark road ahead of them in the afterlife. When their spirits are released from the flesh they were born into, they venture into the Shadowfell to make their way to the cold slopes of Letherna—and to whatever final destination awaits beyond the halls of the Raven Queen. However, some souls linger in the mortal realm, unable or unwilling to take this fateful journey. Entities such as ghosts, specters, wraiths, and devourers are the most dangerous of these hesitant spirits, committing atrocities through malicious intent or mindless despair.

In response to this scourge, the greatest and wisest heroes of the world are called by fate and the Raven Queen to serve as the Twilight Tribunes. These selfless champions dedicate their lives to seeking out and destroying wayward incorporeal souls. By invoking their dread judgment, the Twilight Tribunes allow even the most tormented undead to leave their lives and pain behind. As they follow the path of their destiny, the Twilight Tribunes are drawn to ever more powerful creatures and challenges, working their way through the most fearsome creatures of shadow and undeath. Having dispensed with liches, dracoliches, and vampires, a tribune might be called on in the end to face off against beings of godlike power and the greatest lords of the undead.

Living the Destiny

During your time as a Twilight Tribune, you might begin hearing whispers of an unspeakable evil lumbering its way back into existence. Could a slain god rise as an undead? Could Orcus, Demon Prince of Undeath, animate the corpse of dread Nerull as his servant, thus gaining enough power to challenge the gods directly?

At the end of your journey, you might pass into the afterlife as all mortals do, or you might volunteer to stay behind as a ghostly judge—your unmatched wisdom continuing to guide mortal souls into the beyond. You might serve the Raven Queen as an advisor, or you might lead a covenant of tribunes that eventually replace her as the gods of fate and death.

Level 21: Twilight Insight

Your already legendary enlightenment reaches even greater heights as your destiny unfolds.

Benefit: You increase your Wisdom score by 2. In addition, you gain darkvision.

Level 24: Twilight Cloak

When you recover your strength on the battlefield, the power of the Shadowfell lets you take on a spectral appearance to foil your enemies' attacks.

Benefit: When you use your second wind or use the total defense action, you can become insubstantial until the end of your next turn.

Level 26: Tribune's Authority

As your duties and insight bring you closer to the veil of the afterlife, your voice and presence carry the weight of the Raven Queen's power. What you decree shall be your opponents' fate, and they are powerless to stop you.

Benefit: You gain the *tribune's authority* power.

Tribune's Authority Twilight Tribune Utility 26

Shadow unfurls around you as your body fades, and you are filled with the dread authority that is your destiny.

Daily ✦ Shadow, Stance
Minor Action **Personal**
Effect: You assume the tribune's authority stance. Until the stance ends, you are insubstantial and gain a fly speed equal to your speed. When a creature hits you or an allied Twilight Tribune within 10 squares of you with an attack while you are in this stance, you gain combat advantage against that creature until the end of your next turn.

Level 30: Tribune's Judgment

Your presence carries the full weight of the cycle of life and death. No creature, mortal or otherwise, can violate the sanctity of your judgment without facing your wrath.

Benefit: Whenever a nonminion enemy hits you with a melee attack, roll a d20. On a 10 or higher, the enemy takes damage equal to half the damage it dealt you with the attack.

In addition, creatures you reduce to 0 hit points can't be raised from the dead or animated as undead.

Shadow Feats

Most of the feats presented here are associated with shadow magic or the Shadowfell. Several feat categories provide a hint of shadow magic's power, allowing you to tap into that power in minor but useful ways. Others encompass specialized training that reflects a character's connection to the realm of shadow, or a focus on battling the monsters spawned there, particularly the undead.

Feat Categories

The feats in this section are organized into categories to make feat selection easier. Each feat is detailed following the category descriptions.

Ghostwise

Those who touch the Shadowfell occasionally develop the ability to see the spirit world and the unearthly things that dwell there. These so-called "ghostwise" learn to draw on their second sight to grant them a *supernatural edge in combat.*

Ghostwise Feats
Ghost Eyes
Ghost Scorpion Strike
Spectral Step

Implement Training

For those who wield magic, an implement provides a conduit for deadly power. The feats in this category allow you to improve your prowess with a holy symbol or a ki focus.

Implement Training Feats
Holy Symbol Expertise
Ki Focus Expertise

Lore of Moil

At great risk, you have sought out the ancient tomes and scrolls of Moil, the City That Waits. This doomed civilization swore allegiance to dread Orcus, Demon Prince of Undeath, then forsook him out of fear and remorse. The city's faith turned to Pelor, god of light and scourge of the undead. For this betrayal, Orcus flung the entire city into the Shadowfell, where it slumbers, devoid of all life. The secrets you have gathered hint at the terrible power once wielded by the city's inhabitants.

Lore of Moil Feats
Executioner of Undeath
Legioncaller of Moil
Soulstealer of Moil
Tainted Wounds

Revenant

Revenants have access to a number of feats based on the unique nature of their existence.

Revenant Racial Feats
Dark Feasting
Empowered Reaping
Past Soul

Shadowborn

Your soul is tethered to the Shadowfell. You might be a shadowborn creature, touched by the time you or your ancestors spent in that dark realm. You might have been born near a shadow crossing in the mortal realm, or touched by the attack of shadow monsters, such as wraiths and specters. Whatever its origin, your connection to the darkness lets your own shadow serve as a conduit for the Shadowfell's power.

Shadowborn Feats
Born of Shadow
Shadow Blood
Shadow Control
Shadow Mantle
Shadow Overflow
Shadow Strider

Winterkin

Although the vast ice sheets of the Elemental Chaos and the Feywild's courts of the winter fey vie for the title of the coldest site in all creation, no realm reflects the gloom, loneliness, and oppression of winter as does the Shadowfell. Your association with that realm manifests in your embrace of the cold, granting you a kinship with the power of winter.

Winterkin Feats
Frozen Soul
Winter Walker

Adventurer Feats

This section presents the feats in alphabetical order by name.

Born of Shadow Your soul is forever bound to the twilight of the Shadowfell. Your shadow is slightly deeper than seems normal for the ambient light around you, and your body and mind are strengthened when you are shrouded in gloom.

Benefit: Your origin changes to shadow, and you gain a +1 bonus to saving throws while you are in dim light or darkness.

Dark Feasting You grow stronger and more vital when you deal necrotic damage with your *dark reaping* racial power, drawing life energy from opponents with every strike you make.

Prerequisite: Revenant
Benefit: When you deal damage with your *dark reaping*, you gain temporary hit points equal to the extra necrotic damage dealt to the target.

Empowered Reaping You learn to make your *dark reaping* attack more powerful as you gain command of the forces at your control.

Prerequisite: Revenant
Benefit: You gain a +2 feat bonus to the damage dealt by your *dark reaping*. This bonus increases to +4 at 11th level and +6 at 21st level.

Executioner of Undeath As a hero sworn to destroy the undead, you can draw on ancient combat tactics to maximize the effect of your deadliest weapon attacks.

Benefit: Whenever you make a weapon attack using an axe or a heavy blade against an undead creature, you can reroll any damage die but must use the second result.

Frozen Soul The numbing bite of winter's wind can cut as sharp as any blade. You have long weathered this cold, toughening the resilience of body and mind.

Prerequisite: Constitution 13 or Wisdom 13
Benefit: You gain resist 5 cold and a +1 feat bonus to Will. The cold resistance increases to 10 at 11th level and 15 at 21st level. The bonus to Will increases to +2 at 11th level and +3 at 21st level.

Ghost Eyes Your connection to the world of unseen things allows you to catch flickering glimpses of invisible creatures, helping you land blows that might otherwise go astray.

Prerequisite: Wisdom 13
Benefit: You gain a +2 bonus to attack rolls against invisible creatures. In addition, you gain a +5 feat bonus to Perception checks actively made to find creatures that are hidden from you.

Ghost Scorpion Strike The ghost scorpion is a mythical predator of the Shadowfell whose name is invoked by a deadly combat tradition. Even incorporeal undead quail in fear of your mastery of the ghost scorpion's power.

Benefit: Your necrotic attack powers and poison attack powers ignore the insubstantial quality.

Holy Symbol Expertise Holy symbols are signs of faith. Yours represents a god or a cause that is dear to you. Your resolve is strengthened whenever you smite a foe with your symbol.

Benefit: You gain a +1 feat bonus to implement attack rolls that you make with a holy symbol. This bonus increases to +2 at 11th level and +3 at 21st level.

When you attack an enemy with an implement attack using a holy symbol, your enemies cannot gain combat advantage against you until the start of your next turn, unless you use a power or another ability that states that you grant combat advantage.

Ki Focus Expertise You have dedicated yourself to becoming as attuned to your ki focus as possible, heightening your prowess in battle.

Benefit: You gain a +1 feat bonus to implement attack rolls and weapon attack rolls that you make with your ki focus.

In addition, you gain a +1 bonus to the damage rolls of attacks that you make with your ki focus against a bloodied enemy. Both of these bonuses increase to +2 at 11th level and +3 at 21st level.

Legioncaller of Moil Moil was defended by vast armies of undead and other creatures of darkness whose unholy vitality spoke to the power of the city's necromancers. Having gleaned their secrets, you can call forth mightier servants to carry out your will.

Benefit: Any creature that you summon with a shadow summoning power gains a +1 feat bonus to attack rolls and a +1 feat bonus to all defenses.

Past Soul
You remember that in your past life, you were of a different race.

Prerequisite: Revenant
Benefit: You gain the racial power of the race you chose with your Past Life racial feature (if that race has more than one racial power, choose one of the powers, and you gain only that one). During each encounter, you can use either that power or *dark reaping*, not both.

Shadow Blood
Although others feel the chill of fear in the shadows, you find only solace in the darkness. When you draw on your inner reserves of strength, the shadow that cloaks you grants you even more vitality.

Prerequisite: Born of Shadow feat
Benefit: When you use your second wind to regain hit points while you are in dim light or darkness, you regain 5 additional hit points. The additional hit points increase to 10 at 11th level and 15 at 21st level.

Shadow Control
The shadow magic you channel lets you summon strength from the darkness, drawing down shadows that shift and swirl to shield you from attacks.

Prerequisite: Born of Shadow feat
Benefit: You gain a +1 bonus to all defenses while you are in dim light or darkness.

Shadow Mantle
At the height of combat, shadow flares to accentuate your movements, then conceals you as you execute your next assault.

Prerequisite: Born of Shadow feat
Benefit: When you score a critical hit or reduce a nonminion enemy to 0 hit points, you gain partial concealment until the end of your next turn.

Shadow Overflow
Your soul is imbued with shadow energy that flows through your attacks. Each time you slay an enemy, tendrils of that shadow lash out against your other foes.

Prerequisite: Born of Shadow feat
Benefit: Whenever you reduce a nonminion enemy to 0 hit points with a melee basic attack, one enemy within 2 squares of you takes necrotic damage equal to your Constitution modifier.

"The darkness is never content, never satisfied by the sliver of life you sacrificed when you took the first step into shadow. Ever will it beckon, ever does it call, drawing you deeper into its embrace until you can no longer find the way back to who you were."

—Acererak

Shadow Strider
As a creature of shadow, you move through the night with ease. Darkness coalesces around you, making it easy to pick your way through even the roughest terrain.

Prerequisite: Born of Shadow feat
Benefit: You ignore difficult terrain in squares of dim light or darkness.

Soulstealer of Moil
When you call your dark servants, you draw off raw vitality from the necromantic energy that animates them.

Benefit: Whenever you use a shadow summoning power, you gain 5 temporary hit points. These temporary hit points increase to 10 at 11th level and 15 at 21st level.

Spectral Step
The power of the Shadowfell flows in you, responding to your heroic instincts to let you slip partly into the spirit world for a time.

Prerequisite: Any shadow power
Benefit: When you spend an action point to take an extra action, you also become insubstantial until the end of your current turn.

Tainted Wounds
You have learned how to turn shadow magic against the monsters you face. When your weapon scores a hit, you leave behind a lingering curse that saps a foe's ability to heal.

Benefit: If you hit an enemy with a melee weapon attack, it cannot regain hit points until the end of your next turn.

Winter Walker
Your experience and endurance make you feel at home in even the most frigid conditions.

Benefit: You gain ice walk, meaning that you ignore difficult terrain caused by ice and snow. In addition, you gain both a +5 feat bonus to Endurance checks made to resist the effects of cold weather and a +5 feat bonus to Acrobatics checks made to balance on icy surfaces.

Equipment

As pervasive as the essence of shadow is, it should come as no surprise that any kind of gear can be infused with some of its traits or can be used to further its purpose.

The following items are available in marketplaces found in communities ranging from small villages to large cities. Their "magic" is the power of everyday rituals and folklore. A wise old crone in a distant village might have learned the secrets of a raven's feather from her mother, who learned it from her mother before her.

ADVENTURING GEAR

Item	Price	Weight
Blessed soil	10 gp	1 lb.
Ghoul candle	10 gp	1/10 lb.
Poisoner's kit	25 gp	5 lb.
Raven's feather	25 gp	1/10 lb.

Blessed Soil The soil contained within this small, plain bag has been blessed by a cleric or some other wielder of divine magic. If sprinkled over a casket or grave, blessed soil prevents any corpse buried therein from rising as an undead creature due a ritual. However, blessed soil has no effect on undead creatures that return to life due to other means. A creature might rise as a ghost if compelled to do so by a curse imposed upon it. Many communities require that blessed soil be used as part of any burial ritual. All too often, con artists and unscrupulous ritualists offer fake blessed soil at cheap rates, leaving graveyards rife with potential skeletons and zombies.

Ghoul Candle Fashioned from fat rendered from a slain ghoul, a ghoul candle sheds light that is invisible to undead. It functions as a normal candle, except that it provides no illumination for undead creatures. Gravediggers use these candles when they must venture into a cemetery at night, in hopes of avoiding the notice of any ghosts or similar creatures that might be about.

Poisoner's Kit A common item found in the hands of the most dangerous assassins, a poisoner's kit consists of a collection of tools, vials, and base ingredients used to concoct deadly poisons. Possession of a poisoner's kit is usually grounds for arrest in most civilized areas, since there is little good that can come of the substances that the kits require.

Raven's Feather This plain black feather ends in a small iron needle. When the item's user pricks a creature's skin with the needle, just enough to draw blood, the feather forms a mystic bond to that creature. At the moment of that creature's death, the black feather turns bloodred. Merchants and travelers leave raven's feathers with their loved ones, while some thieves' guilds and mercenary bands require initiates to leave one with their superiors. One of these feathers is by no means infallible. There is no way to inspect the feather to ensure that it is linked to a specific person. It is easy enough to fake one's death by passing off a feather attuned to a different creature as belonging to someone else.

KI FOCUSES

A ki focus is an implement that certain characters use as a focus for their inner magical energy, known as ki. A ki focus might take the form of a training manual, a scroll of ancient secrets, a blunt training weapon, or a cherished memento.

Attunement: Before you can use a ki focus, you must attune yourself to it. To attune yourself to a ki focus, you must have the item on your person during a short or an extended rest and must have proficiency with ki focuses. Some characters study their ki focus to attune themselves to it. Others meditate with it or wield it as they practice fighting techniques. The ki focus that you are attuned to occupies your ki focus item slot.

Whenever you take a rest, you can attune yourself to a ki focus in your possession, but you can be attuned to only one ki focus at a time. Also, only one creature at a time can be attuned to a particular ki focus. Once you attune yourself to a ki focus, no one else can be attuned to it until you are no longer attuned to it or you are dead.

Using a Ki Focus: Once you have attuned yourself to a ki focus, you must either wear it or hold it in order to use it as an implement.

Ki Focuses and Weapon Attacks: If you use a magic ki focus, you can add its enhancement bonus to the attack rolls and the damage rolls of weapon attacks you make using a weapon with which you have proficiency. If you have both a magic ki focus and a magic weapon, you choose before you use an attack power whether to draw on the magic of the ki focus or that of the weapon. Your choice determines which enhancement bonus, critical hit effects, and magic item properties and powers you can apply to that power. You can't, for example, use the enhancement bonus of your ki focus and the critical hit effect of your magic weapon on the same attack.